

# **Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines**

## **The Alkaline Water Company, Inc.**

8541 E. Anderson Drive, Suite 100/101  
Scottsdale, AZ 85255

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(480) 227-7307

[www.thealkalinewaterco.com](http://www.thealkalinewaterco.com)  
[info@thealkalinewaterco.com](mailto:info@thealkalinewaterco.com)

5140 – Wholesale Groceries & Related Products  
5149 – Groceries and Related Products, Not Classified Elsewhere

## **QUARTERLY Report**

For the period ending June 30, 2024 (the “Reporting Period”)

Amended August 21, 2024

### **Outstanding Shares**

The number of shares outstanding of our Common Stock was:

13,332,760 as of June 30, 2024

13,332,760 of March 31, 2024

### **Shell Status**

Indicate by check mark whether the company is a shell company (as defined in Rule 405 of the Securities Act of 1933, Rule 12b-2 of the Exchange Act of 1934 and Rule 15c2-11 of the Exchange Act of 1934):

Yes:  No:

Indicate by check mark whether the company’s shell status has changed since the previous reporting period:

Yes:  No:

### **Change in Control**

Indicate by check mark whether a Change in Control<sup>4</sup> of the company has occurred during this reporting period:

Yes:  No:

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<sup>4</sup> “Change in Control” shall mean any events resulting in:

- (i) Any “person” (as such term is used in Sections 13(d) and 14(d) of the Exchange Act) becoming the “beneficial owner” (as defined in Rule 13d-3 of the Exchange Act), directly or indirectly, of securities of the Company representing fifty percent (50%) or more of the total voting power represented by the Company’s then outstanding voting securities;
- (ii) The consummation of the sale or disposition by the Company of all or substantially all of the Company’s assets;
- (iii) A change in the composition of the Board occurring within a two (2)-year period, as a result of which fewer than a majority of the directors are directors immediately prior to such change; or
- (iv) The consummation of a merger or consolidation of the Company with any other corporation, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or its parent) at least fifty percent (50%) of the total voting power represented by the voting securities of the Company or such surviving entity or its parent outstanding immediately after such merger or consolidation.

**1) Name and address(es) of the issuer and its predecessors (if any)**

In answering this item, provide the current name of the issuer and names used by predecessor entities, along with the dates of the name changes.

The Alkaline Water Company, Inc. (Nevada) is the current name of the Company from December 2014 to date of filing (hereinafter referred to as the "Company" or "WTER").

Formerly Global Lines, Inc. until May 2013

Current State and Date of Incorporation or Registration: Formed in the State of Nevada on June 6, 2011

Standing in this jurisdiction: (e.g. active, default, inactive): Good Standing

Prior Incorporation Information for the issuer and any predecessors during the past five years: Not Applicable

Describe any trading suspension or halt orders issued by the SEC or FINRA concerning the issuer or its predecessors since inception: None

List any stock split, dividend, recapitalization, merger, acquisition, spin-off, or reorganization either currently anticipated or that occurred within the past 12 months: None

Address of the issuer's principal executive office: 8541 E. Anderson Drive, Suite 100/101, Scottsdale, AZ 85255

Address of the issuer's principal place of business:

*Check if principal executive office and principal place of business are the same address:*

8541 E. Anderson Drive, Suite 100/101, Scottsdale, AZ 85255

Has the issuer or any of its predecessors been in bankruptcy, receivership, or any similar proceeding in the past five years?

No:  Yes:  If Yes, provide additional details below:

Not Applicable

## 2) Security Information

### Transfer Agent

Name: Transshare Securities Transfer & Registrar  
Phone: (303) 662-1112  
Email: info@TranShare.com  
Address: Bayside Center 1, 17755 US Highway 19 N, Suite 140, Clearwater, Florida 33764

### Publicly Quoted or Traded Securities:

*The goal of this section is to provide a clear understanding of the share information for its publicly quoted or traded equity securities. Use the fields below to provide the information, as applicable, for all outstanding classes of securities that are publicly traded/quoted.*

Trading symbol:	<u>WTER</u>	
Exact title and class of securities outstanding:	<u>COMMON</u>	
CUSIP:	<u>01643A306</u>	
Par or stated value:	<u>\$0.001</u>	
Total shares authorized:	<u>13,333,000</u>	as of date: <u>June 30, 2024</u>
Total shares outstanding	<u>13,332,760</u>	as of date: <u>June 30, 2024</u>
Total number of shareholders of record:	<u>42,000</u>	as of date: <u>June 30, 2024</u>

Note: On or about August 3, 2024, the Company increased its authorized shares of Common Stock to 100,000,000 shares of Common Stock (Par Value \$0.001).

*Please provide the above-referenced information for all other publicly quoted or traded securities of the issuer.*

### Other of authorized or outstanding equity securities that do not have a trading symbol:

*The goal of this section is to provide a clear understanding of the share information for its other classes of authorized or outstanding equity securities (e.g., preferred shares that do not have a trading symbol). Use the fields below to provide the information, as applicable, for all other authorized or outstanding equity securities.*

Exact title and class of the security:	<u>Preferred Series "S"</u>	
CUSIP (if applicable):	<u>Not Applicable</u>	
Par or stated value:	<u>\$0.001</u>	
Total shares authorized:	<u>20,000,000</u>	as of date: <u>June 30, 2024</u>
Total shares outstanding (if applicable):	<u>0</u>	as of date: <u>June 30, 2024</u>
Total number of shareholders of record	<u>0</u>	as of date: <u>June 30, 2024</u>

Designation of Security: On May 12, 2021, The Alkaline Water Company Inc. (the "Company") entered into an Endorsement Agreement (the "Endorsement Agreement"), with ABG-Shaq, LLC ("ABG-Shaq"), an entity affiliated with Shaquille O'Neal, for the personal services of Mr. O'Neal. Pursuant to the Endorsement Agreement, the Company received the right and license to use Mr. O'Neal's name, nickname, initials, autograph, voice, video or film portrayals, photograph, likeness and certain other intellectual property rights, in each case, solely as approved by ABG-Shaq, in connection with the advertising, promotion and sale of the Company's branded products. Mr. O'Neal will also provide brand ambassador services related to appearances, social media and public relations matters. The Endorsement Agreement also includes customary exclusivity, termination, and indemnification clauses.

As consideration for the rights and services granted under the Endorsement Agreement, the Company agreed to pay to ABG-Shaq aggregate cash payments of \$3 million over the three years of the Endorsement Agreement. The Company will also pay expenses related to the marketing and personal services provided by Mr. O'Neal. As of March 31, 2023, the Company has paid \$2 million under this agreement.

In addition, the Company agreed to grant 6,681,090 shares of Series S Preferred Stock to ABG, each vested share of which is convertible into one-fifteenth share of the Company's common stock. The shares of Series S Preferred Stock will vest as to 1/3 on May 12, 2021, May 1, 2022, and May 1, 2023, respectively. The term of the Endorsement Agreement is three years, commencing on May 1, 2021, and terminating on May 1, 2024 (the "Term"). The Series S Preferred Stock was valued at \$6,681,090 based on the Company's closing stock price of \$15.00 per share on May 12, 2021. The Company valued the vested Series S Preferred Stock at \$2,227,030 per year.

Trading symbol:	<u>Not Applicable</u>
Exact title and class of securities outstanding:	<u>Preferred Series "E"</u>
CUSIP:	<u>Not Applicable</u>
Par or stated value:	<u>\$0.001</u>
Total shares authorized:	<u>5,000,000</u> as of date: <u>June 30, 2024</u>
Total shares outstanding:	<u>100,000</u> as of date: <u>June 30, 2024</u>
Total number of shareholders of record:	<u>1</u> as of date: <u>June 30, 2024</u>

**Designation of Security:** Holders of the Series E Preferred Stock (the "Holders") are entitled to receive dividends at the rate per share (as a percentage of the stated value per share) of 6% per annum, payable on each anniversary date of the original issue date of shares of Series E Preferred Stock held by applicable Holders in a number of shares of our common stock per share of the Series E Preferred Stock equal to the quotient obtained by dividing the dollar amount of such dividend payment by applicable market price. The stated value of each share of the Series E Preferred Stock is \$1.00. Any accrued but unpaid dividends on the Series E Preferred Stock being converted will be paid in our common stock upon the conversion of the Series E Preferred Stock. If we pay a dividend on our common stock while the shares of the Series E Preferred Stock are outstanding, the Holders will be entitled to receive a dividend per share of Series E Preferred Stock equal to the dividend per share of our common stock. Such a dividend will be payable on the same terms and conditions as the payment of the dividend on our common stock.

Each share of Series E Preferred Stock will be convertible, at any time after the date that is twelve months from the original issue date, at our option, into that number of units (each, a "Unit") determined by dividing the stated value of such share of Series E Preferred Stock by \$3.75 (the "Conversion Price"). Each Unit will consist of one share of our common stock and one-half of one common stock purchase warrant with each whole common stock purchase warrant entitling the holder thereof to acquire one additional share of our common stock at an exercise price equal of 125% of the Conversion Price for a period of three years following the conversion date.

The Company identified the conversion into a Unit (one share of preferred stock and one-half warrant) as an embedded beneficial conversion feature (ASC 470), thus the Company valued (using Black-Scholes option-pricing model for common stock options and warrants) each component of the Unit. The Warrant was valued at in the aggregate \$211,470 and the Common Stock was valued at \$888,530. Accordingly, the Company recognized an aggregate beneficial conversion feature of \$211,470 upon issuance of the Series E Preferred Stock with a \$211,470 increase in discount on preferred stock and a corresponding increase in additional paid-in capital. The value of the warrant is being amortized over a 1 year (the period from issuance to the earliest allowable conversion date). As of March 31, 2022, the discount on preferred stock was \$76,898. A Holder may, at its option, at any time and from time to time after January 31, 2023, convert all, but no less than all, of shares of Series E Preferred Stock held by such Holder into that number of Units determined by dividing the stated value of such shares of Series E Preferred Stock by the Conversion Price. Each share of the Series E Preferred Stock will automatically convert, upon the occurrence of a Fundamental Transaction (as defined below), into that number of Units determined by dividing the stated value of such share of Series E Preferred Stock by the Conversion Price. The conversion right is subject to the beneficial ownership limitation, which will be 4.99% of the number of shares of our common stock outstanding immediately after giving effect to the issuance of shares of our common stock issuable upon conversion of the Series E Preferred Stock held by the applicable Holder. The Holder may increase or decrease the beneficial ownership limitation upon not less than 61 days' prior notice to our company, but in no event will such beneficial ownership exceed 9.99%.

Except with respect to a Fundamental Transaction, as required by law, or as required by the articles of incorporation of our company, the Holders and the holders of our common stock will be entitled to notice of any stockholders' meeting and to vote as a single class upon any matter submitted to the stockholders for a vote, on the following basis: (i) holders of our

common stock will have one vote per share of our common stock held by them; and (ii) holders of Series E Preferred Stock will have one vote per share of Series E Preferred Stock held by them. With respect to a Fundamental Transaction, the Holders will be entitled to notice of any stockholders' meeting and to vote as a separate class and will have one vote per share of Series E Preferred Stock by them. A Fundamental Transaction means (i) any merger or consolidation of our company with or into another entity (but excluding a merger effected solely for the purpose of changing the jurisdiction of the incorporation of our company or changing the name of our company or liquidating, dissolving or winding-up one or more subsidiaries of our company), (ii) any sale, lease, license, assignment, transfer, conveyance or other disposition of all or substantially all of our company's assets in one or a series of related transactions, (iii) any, direct or indirect, purchase offer, tender offer or exchange offer (whether by our company or another individual or entity) is completed pursuant to which holders of our common stock are permitted to sell, tender or exchange their shares for other securities, cash or property and has been accepted by the holders of 50% or more of the outstanding shares of our common stock, or (v) one or more related transactions consummating a stock or share purchase agreement or other business combination (including, without limitation, a reorganization, recapitalization, spin-off, merger or scheme of arrangement) with another individual or entity or group of individuals or entities whereby such other individual or entity or group acquires more than 50% of the outstanding shares of our common stock (not including any shares of common stock held by the other individual or entity making or party to, or associated or affiliated with the other individual or entity making or party to, such stock or share purchase agreement or other business combination).

*Please provide the above-referenced information for all other classes of authorized or outstanding equity securities.*

Not Applicable

**Security Description:**

*The goal of this section is to provide a clear understanding of the material rights and privileges of the securities issued by the company. Please provide the below information for each class of the company's equity securities, as applicable:*

**1. For common equity, describe any dividend, voting and preemption rights.**

The Common Stock of the Company is eligible for dividends and has full voting rights on all corporate matters, but it does not contain any rights or privileges with regards to preemptive rights.

**2. For preferred stock, describe the dividend, voting, conversion, and liquidation rights as well as redemption or sinking fund provisions.**

Series "S" Preferred Stock - On May 12, 2021, The Alkaline Water Company Inc. (the "Company") entered into an Endorsement Agreement (the "Endorsement Agreement"), with ABG-Shaq, LLC ("ABG-Shaq"), an entity affiliated with Shaquille O'Neal, for the personal services of Mr. O'Neal. Pursuant to the Endorsement Agreement, the Company received the right and license to use Mr. O'Neal's name, nickname, initials, autograph, voice, video or film portrayals, photograph, likeness and certain other intellectual property rights, in each case, solely as approved by ABG-Shaq, in connection with the advertising, promotion and sale of the Company's branded products. Mr. O'Neal will also provide brand ambassador services related to appearances, social media and public relations matters. The Endorsement Agreement also includes customary exclusivity, termination, and indemnification clauses.

As consideration for the rights and services granted under the Endorsement Agreement, the Company agreed to pay to ABG-Shaq aggregate cash payments of \$3 million over the three years of the Endorsement Agreement. The Company will also pay expenses related to the marketing and personal services provided by Mr. O'Neal. As of March 31, 2023, the Company has paid \$2 million under this agreement.

In addition, the Company agreed to grant 6,681,090 shares of Series S Preferred Stock to ABG, each vested share of which is convertible into one-fifteenth share of the Company's common stock. The shares of Series S Preferred Stock will vest as to 1/3 on May 12, 2021, May 1, 2022, and May 1, 2023, respectively. The term of the Endorsement Agreement is three years, commencing on May 1, 2021 and terminating on May 1, 2024 (the "Term"). The Series S Preferred Stock was value at \$6,681,090 based on the Company's closing stock price of \$15.00 per share on May 12, 2021. The Company valued the vested Series S Preferred Stock at \$2,227,030 per year.

Series "E" Preferred Stock – Holders of the Series E Preferred Stock (the "Holders") are entitled to receive dividends at the rate per share (as a percentage of the stated value per share) of 6% per annum, payable on each anniversary date of the original issue date of shares of Series E Preferred Stock held by applicable Holders in a number of shares of our common stock per share of the Series E Preferred Stock equal to the quotient obtained by dividing the dollar amount of such dividend payment by applicable market price. A stated value of each share of the Series E Preferred Stock is \$1.00. Any accrued but unpaid dividends on the Series E Preferred Stock being converted will be paid in our common stock upon the conversion of the Series E Preferred Stock. If we pay a dividend on our common stock while the shares of the Series E Preferred Stock are outstanding, the Holders will be entitled to receive a dividend per share of Series E Preferred Stock equal to the dividend per share of our common stock. Such dividend will be payable on the same terms and conditions as the payment of the dividend on our common stock.

Each share of Series E Preferred Stock will be convertible, at any time after the date that is twelve months from the original issue date, at our option, into that number of units (each, a "Unit") determined by dividing the stated value of such share of Series E Preferred Stock by \$3.75 (the "Conversion Price"). Each Unit will consist of one share of our common stock and one-half of one common stock purchase warrant with each whole common stock purchase warrant entitling the holder thereof to acquire one additional share of our common stock at an exercise price equal of 125% of the Conversion Price for a period of three years following the conversion date.

The Company identified the conversion into a Unit (one share of preferred stock and one-half warrant) as an embedded beneficial conversion feature (ASC 470), thus the Company valued (using Black-Scholes option-pricing model for common stock options and warrants) each component of the Unit. The Warrant was valued at in the aggregate \$211,470 and the Common Stock was valued at \$888,530. Accordingly, the Company recognized an aggregate beneficial conversion feature of \$211,470 upon issuance of the Series E Preferred Stock with a \$211,470 increase in discount on preferred stock and a corresponding increase in additional paid-in capital. The value of the warrant is being amortized over a 1 year (the period from issuance to the earliest allowable conversion date). As of March 31, 2022, the discount on preferred stock was \$76,898.

A Holder may, at its option, at any time and from time to time after January 31, 2023, convert all, but no less than all, of shares of Series E Preferred Stock held by such Holder into that number of Units determined by dividing the stated value of such shares of Series E Preferred Stock by the Conversion Price. Each share of the Series E Preferred Stock will automatically convert, upon the occurrence of a Fundamental Transaction (as defined below), into that number of Units determined by dividing the stated value of such share of Series E Preferred Stock by the Conversion Price. The conversion right is subject to the beneficial ownership limitation, which will be 4.99% of the number of shares of our common stock outstanding immediately after giving effect to the issuance of shares of our common stock issuable upon conversion of the Series E Preferred Stock held by the applicable Holder. The Holder may increase or

decrease the beneficial ownership limitation upon not less than 61 days' prior notice to our company, but in no event will such beneficial ownership exceed 9.99%.

Except with respect to a Fundamental Transaction, as required by law, or as required by the articles of incorporation of our company, the Holders and the holders of our common stock will be entitled to notice of any stockholders' meeting and to vote as a single class upon any matter submitted to the stockholders for a vote, on the following basis: (i) holders of our common stock will have one vote per share of our common stock held by them; and (ii) holders of Series E Preferred Stock will have one vote per share of Series E Preferred Stock held by them. With respect to a Fundamental Transaction, the Holders will be entitled to notice of any stockholders' meeting and to vote as a separate class and will have one vote per share of Series E Preferred Stock by them. A Fundamental Transaction means (i) any merger or consolidation of our company with or into another entity (but excluding a merger effected solely for the purpose of changing the jurisdiction of the incorporation of our company or changing the name of our company or liquidating, dissolving or winding-up one or more subsidiaries of our company), (ii) any sale, lease, license, assignment, transfer, conveyance or other disposition of all or substantially all of our company's assets in one or a series of related transactions, (iii) any, direct or indirect, purchase offer, tender offer or exchange offer (whether by our company or another individual or entity) is completed pursuant to which holders of our common stock are permitted to sell, tender or exchange their shares for other securities, cash or property and has been accepted by the holders of 50% or more of the outstanding shares of our common stock, or (v) one or more related transactions consummating a stock or share purchase agreement or other business combination (including, without limitation, a reorganization, recapitalization, spin-off, merger or scheme of arrangement) with another individual or entity or group of individuals or entities whereby such other individual or entity or group acquires more than 50% of the outstanding shares of our common stock (not including any shares of common stock held by the other individual or entity making or party to, or associated or affiliated with the other individual or entity making or party to, such stock or share purchase agreement or other business combination).

**3. Describe any other material rights of common or preferred stockholders.**

None

**4. Describe any material modifications to rights of holders of the company's securities that have occurred over the reporting period covered by this report.**

None

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### 3) Issuance History

The goal of this section is to provide disclosure with respect to each event that resulted in any changes to the total shares outstanding of any class of the issuer's securities **in the past two completed fiscal years and any subsequent interim period**.

Disclosure under this item shall include, in chronological order, all offerings and issuances of securities, including debt convertible into equity securities, whether private or public, and all shares, or any other securities or options to acquire such securities, issued for services. Using the tabular format below, please describe these events.

#### A. Changes to the Number of Outstanding Shares for the two most recently completed fiscal years and any subsequent period.

Indicate by check mark whether there were any changes to the number of outstanding shares within the past two completed fiscal years:

No:  Yes:  (If yes, you must complete the table below)

Shares Outstanding <u>Opening Balance</u> :			*Right-click the rows below and select "Insert" to add rows as needed.						
Date <u>March 31, 2022</u>									
Common: <u>7,371,454</u>									
Preferred (Series "S"): <u>4,453,970</u>									
Preferred (Series "E"): <u>0</u>									
Date of Transaction	Transaction type (e.g., new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to.  ***You must disclose the control person(s) for any entities listed.	Reason for share issuance (e.g. for cash or debt conversion) - OR- Nature of Services Provided	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
<u>4/4/22</u>	<u>Issuance</u>	<u>4,000</u>	<u>Common Stock</u>	<u>\$13.72</u>	<u>N/A</u>	<u>Roth Capital (Jonathon Alyn)</u>	<u>ATM Offering</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>4/5/22</u>	<u>Issuance</u>	<u>2,333</u>	<u>Common Stock</u>	<u>\$13.69</u>	<u>N/A</u>	<u>Roth Capital (Jonathon Alyn)</u>	<u>ATM Offering</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>4/6/22</u>	<u>Issuance</u>	<u>18,000</u>	<u>Common Stock</u>	<u>\$13.53</u>	<u>N/A</u>	<u>Roth Capital (Jonathon Alyn)</u>	<u>ATM Offering</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>4/6/22</u>	<u>Issuance</u>	<u>1,130</u>	<u>Common Stock</u>	<u>\$7.95</u>	<u>N/A</u>	<u>Rick Chessman</u>	<u>Conversion of Stock Options</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>4/7/22</u>	<u>Issuance</u>	<u>749</u>	<u>Common Stock</u>	<u>\$12.77</u>	<u>N/A</u>	<u>Roth Capital (Jonathon Alyn)</u>	<u>ATM Offering</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>4/8/22</u>	<u>Issuance</u>	<u>3,733</u>	<u>Common Stock</u>	<u>\$12.40</u>	<u>N/A</u>	<u>Roth Capital (Jonathon Alyn)</u>	<u>ATM Offering</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>4/11/22</u>	<u>Issuance</u>	<u>2,467</u>	<u>Common Stock</u>	<u>\$12.50</u>	<u>N/A</u>	<u>Roth Capital (Jonathon Alyn)</u>	<u>ATM Offering</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>4/12/22</u>	<u>Issuance</u>	<u>2,400</u>	<u>Common Stock</u>	<u>\$12.50</u>	<u>N/A</u>	<u>Roth Capital (Jonathon Alyn)</u>	<u>ATM Offering</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>4/13/22</u>	<u>Issuance</u>	<u>2,667</u>	<u>Common Stock</u>	<u>\$12.70</u>	<u>N/A</u>	<u>Roth Capital (Jonathon Alyn)</u>	<u>ATM Offering</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>



<u>4/14/22</u>	<u>Issuance</u>	<u>2,400</u>	<u>Common Stock</u>	<u>\$12.64</u>	<u>N/A</u>	<u>Roth Capital (Jonathon Alyn)</u>	<u>ATM Offering</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>4/18/22</u>	<u>Issuance</u>	<u>2,067</u>	<u>Common Stock</u>	<u>\$12.49</u>	<u>N/A</u>	<u>Roth Capital (Jonathon Alyn)</u>	<u>ATM Offering</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>4/19/22</u>	<u>Issuance</u>	<u>3,000</u>	<u>Common Stock</u>	<u>\$12.08</u>	<u>N/A</u>	<u>Roth Capital (Jonathon Alyn)</u>	<u>ATM Offering</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>4/20/22</u>	<u>Issuance</u>	<u>1,400</u>	<u>Common Stock</u>	<u>\$12.31</u>	<u>N/A</u>	<u>Roth Capital (Jonathon Alyn)</u>	<u>ATM Offering</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>4/21/22</u>	<u>Issuance</u>	<u>3,400</u>	<u>Common Stock</u>	<u>\$12.59</u>	<u>N/A</u>	<u>Roth Capital (Jonathon Alyn)</u>	<u>ATM Offering</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>4/21/22</u>	<u>Issuance</u>	<u>1,400</u>	<u>Common Stock</u>	<u>\$12.35</u>	<u>N/A</u>	<u>Roth Capital (Jonathon Alyn)</u>	<u>ATM Offering</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>5/2/22</u>	<u>Issuance</u>	<u>148,469</u>	<u>Common Stock</u>	<u>\$11.67</u>	<u>N/A</u>	<u>ABG-SHAQ, LLC (Jay Dubliner)</u>	<u>Preferred Stock Conversion</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>5/9/22</u>	<u>Issuance</u>	<u>555,555</u>	<u>Common Stock</u>	<u>\$9.00</u>	<u>N/A</u>	<u>Roth Capital (Jonathon Alyn)</u>	<u>Equity Offering</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>6/14/22</u>	<u>Issuance</u>	<u>6,667</u>	<u>Common Stock</u>	<u>\$9.73</u>	<u>N/A</u>	<u>Richard Wright</u>	<u>Conversion of RSUs</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>6/15/22</u>	<u>Issuance</u>	<u>833</u>	<u>Common Stock</u>	<u>\$7.72</u>	<u>N/A</u>	<u>Brian Sudano</u>	<u>Conversion of RSUs</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>6/15/22</u>	<u>Issuance</u>	<u>5,833</u>	<u>Common Stock</u>	<u>\$7.72</u>	<u>N/A</u>	<u>James Decker</u>	<u>Conversion of RSUs</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>6/15/22</u>	<u>Issuance</u>	<u>556</u>	<u>Common Stock</u>	<u>\$7.72</u>	<u>N/A</u>	<u>Frank Lazaran</u>	<u>Conversion of RSUs</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>6/15/22</u>	<u>Issuance</u>	<u>444</u>	<u>Common Stock</u>	<u>\$7.72</u>	<u>N/A</u>	<u>Gregory Ritter</u>	<u>Conversion of RSUs</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>6/15/22</u>	<u>Issuance</u>	<u>222</u>	<u>Common Stock</u>	<u>\$7.72</u>	<u>N/A</u>	<u>Steve Coats</u>	<u>Conversion of RSUs</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>6/15/22</u>	<u>Issuance</u>	<u>222</u>	<u>Common Stock</u>	<u>\$7.72</u>	<u>N/A</u>	<u>Matthew Graham</u>	<u>Conversion of RSUs</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>7/25/22</u>	<u>Issuance</u>	<u>229,372</u>	<u>Common Stock</u>	<u>\$5.55</u>	<u>N/A</u>	<u>Trillium Growth Opportunities Fund (Urs Meier)</u>	<u>Conversion of Note Payable</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>7/25/22</u>	<u>Issuance</u>	<u>229,372</u>	<u>Common Stock</u>	<u>\$5.55</u>	<u>N/A</u>	<u>Trillium Growth Opportunities Fund (Urs Meier)</u>	<u>Conversion of Note Payable</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>7/25/22</u>	<u>Issuance</u>	<u>91,749</u>	<u>Common Stock</u>	<u>\$5.55</u>	<u>N/A</u>	<u>James Decker</u>	<u>Conversion of Note Payable</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>7/25/22</u>	<u>Issuance</u>	<u>91,749</u>	<u>Common Stock</u>	<u>\$5.55</u>	<u>N/A</u>	<u>James Decker</u>	<u>Conversion of Note Payable</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>7/25/22</u>	<u>Issuance</u>	<u>91,749</u>	<u>Common Stock</u>	<u>\$5.55</u>	<u>N/A</u>	<u>James Decker</u>	<u>Exercise of Warrants</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>7/25/22</u>	<u>Issuance</u>	<u>91,749</u>	<u>Common Stock</u>	<u>\$5.55</u>	<u>N/A</u>	<u>James Decker</u>	<u>Exercise of Warrants</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>

<u>7/25/22</u>	<u>Issuance</u>	<u>229,372</u>	<u>Common Stock</u>	<u>\$5.55</u>	<u>N/A</u>	<u>Trillium Growth Opportunities Fund (Urs Meier)</u>	<u>Exercise of Warrants</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>7/25/22</u>	<u>Issuance</u>	<u>229,372</u>	<u>Common Stock</u>	<u>\$5.55</u>	<u>N/A</u>	<u>Trillium Growth Opportunities Fund (Urs Meier)</u>	<u>Exercise of Warrants</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>8/2/22</u>	<u>Issuance</u>	<u>33,333</u>	<u>Common Stock</u>	<u>\$6.42</u>	<u>N/A</u>	<u>Frank Lazaran</u>	<u>Conversion of RSUs</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>9/2/22</u>	<u>Issuance</u>	<u>66,667</u>	<u>Common Stock</u>	<u>\$6.89</u>	<u>N/A</u>	<u>Haywood Securities (Aaron Keay)</u>	<u>Exercise of Warrants</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>9/2/22</u>	<u>Issuance</u>	<u>85,714</u>	<u>Common Stock</u>	<u>\$6.90</u>	<u>N/A</u>	<u>James Decker</u>	<u>Exercise of Warrants</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>9/8/22</u>	<u>Issuance</u>	<u>55,049</u>	<u>Common Stock</u>	<u>\$12.00</u>	<u>N/A</u>	<u>Lucris Capital Corporation (Johnny Ciampi)</u>	<u>Conversion of Note Payable</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>9/8/22</u>	<u>Issuance</u>	<u>55,049</u>	<u>Common Stock</u>	<u>\$12.00</u>	<u>N/A</u>	<u>Lucris Capital Corporation (Johnny Ciampi)</u>	<u>Exercise of Warrants</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>11/23/22</u>	<u>Issuance</u>	<u>500,000</u>	<u>Preferred Stock, Series "E"</u>	<u>\$0.001</u>	<u>N/A</u>	<u>Aaron Keay</u>	<u>Preferred Stock, Series "E"</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>11/23/22</u>	<u>Issuance</u>	<u>500.00</u>	<u>Preferred Stock, Series "E"</u>	<u>\$0.001</u>	<u>N/A</u>	<u>Michael Reagan</u>	<u>Preferred Stock, Series "E"</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>11/23/22</u>	<u>Issuance</u>	<u>100,000</u>	<u>Preferred Stock, Series "E"</u>	<u>\$0.001</u>	<u>N/A</u>	<u>David Rauch</u>	<u>Preferred Stock, Series "E"</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>11/23/22</u>	<u>Issuance</u>	<u>26,667</u>	<u>Common Stock</u>	<u>\$3.75</u>	<u>N/A</u>	<u>Trillium Growth Opportunities Fund (Urs Meier)</u>	<u>Incentive Share Preferred "E"</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>11/23/22</u>	<u>Issuance</u>	<u>26,667</u>	<u>Common Stock</u>	<u>\$3.75</u>	<u>N/A</u>	<u>Mchael Reagan</u>	<u>Incentive Share Preferred "E"</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>11/23/22</u>	<u>Issuance</u>	<u>5,333</u>	<u>Common Stock</u>	<u>\$3.75</u>	<u>N/A</u>	<u>David Rauch</u>	<u>Incentive Share Preferred "E"</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>11/29/22</u>	<u>Issuance</u>	<u>16,667</u>	<u>Common Stock</u>	<u>\$3.75</u>	<u>N/A</u>	<u>Frank Chessman</u>	<u>Conversion of RSUs</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>11/29/22</u>	<u>Issuance</u>	<u>833</u>	<u>Common Stock</u>	<u>\$3.75</u>	<u>N/A</u>	<u>Rick Chessman</u>	<u>Conversion of RSUs</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>11/29/22</u>	<u>Issuance</u>	<u>833</u>	<u>Common Stock</u>	<u>\$3.75</u>	<u>N/A</u>	<u>Ryan Chessman</u>	<u>Conversion of RSUs</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>11/29/22</u>	<u>Issuance</u>	<u>1,667</u>	<u>Common Stock</u>	<u>\$3.75</u>	<u>N/A</u>	<u>Brandon Yates</u>	<u>Conversion of RSUs</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>11/29/22</u>	<u>Issuance</u>	<u>833</u>	<u>Common Stock</u>	<u>\$3.75</u>	<u>N/A</u>	<u>Jeff Wright</u>	<u>Conversion of RSUs</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>

<u>11/29/22</u>	<u>Issuance</u>	<u>5,000</u>	<u>Common Stock</u>	<u>\$3.75</u>	<u>N/A</u>	<u>Michael Reagan</u>	<u>Conversion of RSUs</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>11/29/22</u>	<u>Issuance</u>	<u>833</u>	<u>Common Stock</u>	<u>\$3.75</u>	<u>N/A</u>	<u>Gregory Ritter</u>	<u>Conversion of RSUs</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>11/29/22</u>	<u>Issuance</u>	<u>833</u>	<u>Common Stock</u>	<u>\$3.75</u>	<u>N/A</u>	<u>James Shrier</u>	<u>Conversion of RSUs</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>11/29/22</u>	<u>Issuance</u>	<u>833</u>	<u>Common Stock</u>	<u>\$3.75</u>	<u>N/A</u>	<u>James Venia</u>	<u>Conversion of RSUs</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>11/29/22</u>	<u>Issuance</u>	<u>25,000</u>	<u>Common Stock</u>	<u>\$3.75</u>	<u>N/A</u>	<u>Aaron Keay</u>	<u>Conversion of RSUs</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>11/29/22</u>	<u>Issuance</u>	<u>3,333</u>	<u>Common Stock</u>	<u>\$3.75</u>	<u>N/A</u>	<u>Brian Sudano</u>	<u>Conversion of RSUs</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>11/29/22</u>	<u>Issuance</u>	<u>16,667</u>	<u>Common Stock</u>	<u>\$3.75</u>	<u>N/A</u>	<u>Frank Lazaran</u>	<u>Conversion of RSUs</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>12/15/22</u>	<u>Issuance</u>	<u>8,333</u>	<u>Common Stock</u>	<u>\$3.75</u>	<u>N/A</u>	<u>David Guarino</u>	<u>Conversion of RSUs</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>1/11/23</u>	<u>Issuance</u>	<u>5,255</u>	<u>Common Stock</u>	<u>\$7.61</u>	<u>N/A</u>	<u>Davis Ellen Advertising Greg Ahearn</u>	<u>Account Payable Conversion</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>3/29/23</u>	<u>Issuance</u>	<u>133,333</u>	<u>Common Stock</u>	<u>\$3.75</u>	<u>N/A</u>	<u>Trillium Growth Opportunities Fund (Urs Meier)</u>	<u>Conversion of Series "E" Preferred Stock</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>3/29/23</u>	<u>Issuance</u>	<u>4,762</u>	<u>Common Stock</u>	<u>\$0.14</u>	<u>N/A</u>	<u>Trillium Growth Opportunities Fund (Urs Meier)</u>	<u>Conversion of Series "E" Preferred Stock</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>4/4/23</u>	<u>Issuance</u>	<u>133,333</u>	<u>Common Stock</u>	<u>\$3.75</u>	<u>N/A</u>	<u>Michael Reagan</u>	<u>Conversion of Series "E" Preferred Stock</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>4/4/23</u>	<u>Issuance</u>	<u>4,598</u>	<u>Common Stock</u>	<u>\$0.16</u>	<u>N/A</u>	<u>Michael Reagan</u>	<u>Conversion of Series "E" Preferred Stock</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>4/17/23</u>	<u>Issuance</u>	<u>42,588</u>	<u>Common Stock</u>	<u>\$0.00</u>	<u>N/A</u>	<u>N/A</u>	<u>Reverse Stock Split</u>	<u>N/A</u>	<u>N/A</u>
<u>5/9/23</u>	<u>Issuance</u>	<u>148,469</u>	<u>Common Stock</u>	<u>\$1.00</u>	<u>N/A</u>	<u>ABG-SHAQ, LLC (Jay Dubliner)</u>	<u>Conversion of Series "S" Preferred Stock</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>5/17/23</u>	<u>Issuance</u>	<u>16,666</u>	<u>Common Stock</u>	<u>\$1.35</u>	<u>N/A</u>	<u>Frank Chessman</u>	<u>Conversion of RSUs</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>5/17/23</u>	<u>Issuance</u>	<u>833</u>	<u>Common Stock</u>	<u>\$1.35</u>	<u>N/A</u>	<u>Rick Chessman</u>	<u>Conversion of RSUs</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>5/17/23</u>	<u>Issuance</u>	<u>1,666</u>	<u>Common Stock</u>	<u>\$1.35</u>	<u>N/A</u>	<u>Ryan Chessman</u>	<u>Conversion of RSUs</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>

<u>5/17/23</u>	<u>Issuance</u>	<u>833</u>	<u>Common Stock</u>	<u>\$1.35</u>	<u>N/A</u>	<u>Brandon Yates</u>	<u>Conversion of RSUs</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>5/17/23</u>	<u>Issuance</u>	<u>833</u>	<u>Common Stock</u>	<u>\$1.35</u>	<u>N/A</u>	<u>Jeff Wright</u>	<u>Conversion of RSUs</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>5/17/23</u>	<u>Issuance</u>	<u>5,000</u>	<u>Common Stock</u>	<u>\$1.35</u>	<u>N/A</u>	<u>Michael Reagan</u>	<u>Conversion of RSUs</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>5/17/23</u>	<u>Issuance</u>	<u>833</u>	<u>Common Stock</u>	<u>\$1.35</u>	<u>N/A</u>	<u>Gregory Ritter</u>	<u>Conversion of RSUs</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>5/17/23</u>	<u>Issuance</u>	<u>833</u>	<u>Common Stock</u>	<u>\$1.35</u>	<u>N/A</u>	<u>Jason Schrier</u>	<u>Conversion of RSUs</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>5/17/23</u>	<u>Issuance</u>	<u>833</u>	<u>Common Stock</u>	<u>\$1.35</u>	<u>N/A</u>	<u>James Venia</u>	<u>Conversion of RSUs</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>5/17/23</u>	<u>Issuance</u>	<u>3,333</u>	<u>Common Stock</u>	<u>\$1.35</u>	<u>N/A</u>	<u>Brian Sudano</u>	<u>Conversion of RSUs</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>5/17/23</u>	<u>Issuance</u>	<u>16,666</u>	<u>Common Stock</u>	<u>\$1.35</u>	<u>N/A</u>	<u>Frank Lazaran</u>	<u>Conversion of RSUs</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>5/17/23</u>	<u>Issuance</u>	<u>8,333</u>	<u>Common Stock</u>	<u>\$1.35</u>	<u>N/A</u>	<u>David Guarino</u>	<u>Conversion of RSUs</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>5/17/23</u>	<u>Issuance</u>	<u>3,333</u>	<u>Common Stock</u>	<u>\$1.35</u>	<u>N/A</u>	<u>David Rauch</u>	<u>Conversion of RSUs</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>5/17/23</u>	<u>Issuance</u>	<u>555</u>	<u>Common Stock</u>	<u>\$1.35</u>	<u>N/A</u>	<u>Frank Lazaran</u>	<u>Conversion of RSUs</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>5/17/23</u>	<u>Issuance</u>	<u>444</u>	<u>Common Stock</u>	<u>\$1.35</u>	<u>N/A</u>	<u>Gregory Ritter</u>	<u>Conversion of RSUs</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>5/17/23</u>	<u>Issuance</u>	<u>222</u>	<u>Common Stock</u>	<u>\$1.35</u>	<u>N/A</u>	<u>Steve Coats</u>	<u>Conversion of RSUs</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>5/17/23</u>	<u>Issuance</u>	<u>222</u>	<u>Common Stock</u>	<u>\$1.35</u>	<u>N/A</u>	<u>Matthew Graham</u>	<u>Conversion of RSUs</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>9/13/23</u>	<u>Issuance</u>	<u>500,000</u>	<u>Issuance</u>	<u>\$0.217</u>	<u>N/A</u>	<u>Silverback Capital (Sam Oshana)</u>	<u>3A10 Exchange</u>	<u>Restricted</u>	<u>Section 3(a)(10)</u>
<u>9/28/23</u>	<u>Issuance</u>	<u>540,000</u>	<u>Issuance</u>	<u>\$0.247</u>	<u>N/A</u>	<u>Silverback Capital (Sam Oshana)</u>	<u>3A10 Exchange</u>	<u>Restricted</u>	<u>Section 3(a)(10)</u>
<u>10/13/23</u>	<u>Issuance</u>	<u>507,955</u>	<u>Issuance</u>	<u>\$0.168</u>	<u>N/A</u>	<u>Silverback Capital (Sam Oshana)</u>	<u>3A10 Exchange</u>	<u>Restricted</u>	<u>Section 3(a)(10)</u>
<u>10/23/23</u>	<u>Issuance</u>	<u>540,000</u>	<u>Issuance</u>	<u>\$0.132</u>	<u>N/A</u>	<u>Silverback Capital (Sam Oshana)</u>	<u>3A10 Exchange</u>	<u>Restricted</u>	<u>Section 3(a)(10)</u>
<u>10/26/23</u>	<u>Issuance</u>	<u>540,000</u>	<u>Issuance</u>	<u>\$0.132</u>	<u>N/A</u>	<u>Silverback Capital (Sam Oshana)</u>	<u>3A10 Exchange</u>	<u>Restricted</u>	<u>Section 3(a)(10)</u>
<u>11/02/23</u>	<u>Issuance</u>	<u>309,000</u>	<u>Issuance</u>	<u>\$0.130</u>	<u>N/A</u>	<u>Silverback Capital (Sam Oshana)</u>	<u>3A10 Exchange</u>	<u>Restricted</u>	<u>Section 3(a)(10)</u>
Shares Outstanding on Date of This Report:									
Ending Balance:									
Date <u>June 30, 2024</u>									
Common: <u>13,332,760</u>									

Preferred (Series "S"): 0  
 Preferred (Series "E"): 100,000

\*\*\*Control persons for any entities in the table above must be disclosed in the table or in a footnote here.

Use the space below to provide any additional details, including footnotes to the table above:

- (a) David Guarino is the Company's sole officer and director. Mr. Guarino was issued 8,333 shares on December 20, 2022, and May 17, 2023, in exchange for vested RSU (restricted stock units).

## B. Promissory and Convertible Notes

Indicate by check mark whether there are any outstanding promissory, convertible notes, convertible debentures, or any other debt instruments that may be converted into a class of the issuer's equity securities :

No:  Yes:  (If yes, you must complete the table below)

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder. *** You must disclose the control person(s) for any entities listed.	Reason for Issuance (e.g. Loan, Services, etc.)
<u>06/07/23</u>	<u>\$265,000</u>	<u>\$250,000</u>	<u>\$15,000</u>	<u>06/14/24</u>	<u>\$0.001</u>	<u>Salome Water and Ice, LLC (Joel Natario)</u>	<u>Convertible Note</u>
<u>06/09/23</u>	<u>\$212,000</u>	<u>\$200,000</u>	<u>\$12,000</u>	<u>06/14/24</u>	<u>\$0.001</u>	<u>Salome Water and Ice, LLC (Joel Natario)</u>	<u>Convertible Note</u>
<u>06/13/23</u>	<u>\$212,000</u>	<u>\$200,000</u>	<u>\$12,000</u>	<u>06/14/24</u>	<u>\$0.001</u>	<u>Salome Water and Ice, LLC (Joel Natario)</u>	<u>Convertible Note</u>
<u>06/14/23</u>	<u>\$38,002</u>	<u>\$33,930</u>	<u>\$4,072</u>	<u>06/14/24</u>	<u>\$0.001</u>	<u>Salome Water and Ice, LLC (Joel Natario)</u>	<u>Convertible Note</u>

\*\*\*Control persons for any entities in the table above must be disclosed in the table or in a footnote here.

Use the space below to provide any additional details, including footnotes to the table above:

Not Applicable

## 4) Issuer's Business, Products and Services

The purpose of this section is to provide a clear description of the issuer's current operations. Ensure that these descriptions are updated on the Company's Profile on [www.OTCMarkets.com](http://www.OTCMarkets.com).

A. Summarize the issuer's business operations (If the issuer does not have current operations, state "no operations")

The Alkaline Water Company, Inc., are the developers of Alkaline - a purified alkaline water, enhanced with Himalayan rock salt and engineered for a smooth and delicious taste. Founded in 2012, The Alkaline Water Company is headquartered in Scottsdale, Arizona. A leading premier alkaline water brand available in bulk and single-serve sizes

along with eco-friendly aluminum packaging options. The Company offers retail consumers bottled alkaline water in 500-milliliter, 700-milliliter, 1-liter, 1.5 -liter, 2-liter, 3-liter and 1-gallon sizes, all of which is produced through an electrolysis process that uses specialized electronic cells coated with a variety of rare earth minerals to produce 8.8 pH drinking water without the use of any manmade chemicals.

B. List any subsidiaries, parent company, or affiliated companies.

None

C. Describe the issuers' principal products or services.

D. The Alkaline Water Company, Inc., are the developers of Alkaline - a purified alkaline water, enhanced with Himalayan rock salt and engineered for a smooth and delicious taste. Founded in 2012, The Alkaline Water Company is headquartered in Scottsdale, Arizona. A leading premier alkaline water brand available in bulk and single-serve sizes along with eco-friendly aluminum packaging options. The Company offers retail consumers bottled alkaline water in 500-milliliter, 700-milliliter, 1-liter, 1.5 -liter, 2-liter, 3-liter and 1-gallon sizes, all of which is produced through an electrolysis process that uses specialized electronic cells coated with a variety of rare earth minerals to produce 8.8 pH drinking water without the use of any manmade chemicals.

## 5) Issuer's Facilities

*The goal of this section is to provide investors with a clear understanding of all assets, properties or facilities owned, used or leased by the issuer and the extent in which the facilities are utilized.*

In responding to this item, please clearly describe the assets, properties or facilities of the issuer. Describe the location of office space, data centers, principal plants, and other property of the issuer and describe the condition of the properties. Specify if the assets, properties, or facilities are owned or leased and the terms of their leases. If the issuer does not have complete ownership or control of the property, describe the limitations on the ownership.

The Company leases a 400 square foot executive office space at 8541 E. Anderson Drive, Suite 100/101, Scottsdale, Arizona 85255. The Monthly cost is \$1,000 a month.

## 6) All Officers, Directors, and Control Persons of the Company

Using the table below, please provide information, as of the period end date of this report, regarding all officers and directors of the company, or any person that performs a similar function, regardless of the number of shares they own.

In addition, list all individuals or entities controlling 5% or more of any class of the issuer's securities.

If any insiders listed are corporate shareholders or entities, provide the name and address of the person(s) beneficially owning or controlling such corporate shareholders, or the name and contact information (City, State) of an individual representing the corporation or entity. Include Company Insiders who own any outstanding units or shares of any class of any equity security of the issuer.

*The goal of this section is to provide investors with a clear understanding of the identity of all the persons or entities that are involved in managing, controlling or advising the operations, business development and disclosure of the issuer, as well as the identity of any significant or beneficial owners.*

Names of All Officers, Directors, and Control Persons	Affiliation with Company (e.g. Officer Title /Director/Owner of 5% or more)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Names of control person(s) if a corporate entity

David Guarino	Sole Officer and Director	7700 East Princess Drive #4, Scottsdale, Arizona 85255	177,288	Common Srock	1.36%	N/A
David Guarino	Sole Officer and Director	7700 East Princess Drive #4, Scottsdale, Arizona 85255	0	Series "E" Preferred Stock	0.00%	N/A
David Guarino	Sole Officer and Director	7700 East Princess Drive #4, Scottsdale, Arizona 85255	0	Series "S" Preferred Stock	0.00%	N/A

Confirm that the information in this table matches your public company profile on [www.OTCMarkets.com](http://www.OTCMarkets.com). If any updates are needed to your public company profile, log in to [www.OTCIQ.com](http://www.OTCIQ.com) to update your company profile.

## 7) Legal/Disciplinary History

A. Identify and provide a brief explanation as to whether any of the persons or entities listed above in Section 6 have, in the past 10 years:

1. Been the subject of an indictment or conviction in a criminal proceeding or plea agreement or named as a defendant in a pending criminal proceeding (excluding minor traffic violations);

None

2. Been the subject of the entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, financial- or investment-related, insurance or banking activities;

None

3. Been the subject of a finding, disciplinary order or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, a state securities regulator of a violation of federal or state securities or commodities law, or a foreign regulatory body or court, which finding, or judgment has not been reversed, suspended, or vacated;

None

4. Named as a defendant or a respondent in a regulatory complaint or proceeding that could result in a "yes" answer to part 3 above; or

None

5. Been the subject of an order by a self-regulatory organization that permanently or temporarily barred, suspended, or otherwise limited such person's involvement in any type of business or securities activities.

None

6. Been the subject of a U.S Postal Service false representation order, or a temporary restraining order, or preliminary injunction with respect to conduct alleged to have violated the false representation statute that applies to U.S mail.

None

B. Describe briefly any material pending legal proceedings, other than ordinary routine litigation incidental to the business, to which the issuer or any of its subsidiaries is a party to or of which any of their property is the subject. Include the name of the court or agency in which the proceedings are pending, the date instituted, the principal parties thereto, a description of the factual basis alleged to underlie the proceeding, and the relief sought. Include similar information as to any such proceedings known to be contemplated by governmental authorities.

None as of the date of this filing

### 8) Third Party Service Providers

Provide the name, address, telephone number and email address of each of the following outside providers. You may add additional space as needed. Confirm that the information in this table matches your public company profile on [www.OTCMarkets.com](http://www.OTCMarkets.com). If any updates are needed to your public company profile, update your company profile.

Securities Counsel (must include Counsel preparing Attorney Letters).

Name: Don R. Keer, Esq.  
Address 1: 3663 Greenwood Circle  
Address 2: Chalfont, PA 18914  
Phone: (215) 962-9378  
Email: don@keeresq.com

Accountant or Auditor

Name: Craig Gatesman  
Firm: \_\_\_\_\_  
Address 1: 5524 North 61<sup>st</sup> Avenue, Suite 201  
Address 2: Glendale, Arizona 85301  
Phone: (480) 432-1536  
Email: info@AwonBeverages.com

Investor Relations

Name: \_\_\_\_\_  
Firm: \_\_\_\_\_  
Address 1: \_\_\_\_\_  
Address 2: \_\_\_\_\_  
Phone: \_\_\_\_\_  
Email: \_\_\_\_\_

*All other means of Investor Communication:*

X (Twitter): \_\_\_\_\_  
Discord: \_\_\_\_\_  
LinkedIn: \_\_\_\_\_  
Facebook: \_\_\_\_\_  
[Other ] \_\_\_\_\_

Other Service Providers

Provide the name of any other service provider(s) that **that assisted, advised, prepared, or provided information with respect to this disclosure statement**. This includes counsel, broker-dealer(s), advisor(s), consultant(s) or any entity/individual that provided assistance or services to the issuer during the reporting period.

Name: \_\_\_\_\_



Firm: \_\_\_\_\_  
Nature of Services: \_\_\_\_\_  
Address 1: \_\_\_\_\_  
Address 2: \_\_\_\_\_  
Phone: \_\_\_\_\_  
Email: \_\_\_\_\_

## 9) Disclosure & Financial Information

A. This Disclosure Statement was prepared by (name of individual):

Name: David Guarino  
Title: President and Director  
Relationship to Issuer: Officer and Director of the Issuer

B. The following financial statements were prepared in accordance with:

- IFRS  
 U.S. GAAP

C. The following financial statements were prepared by (name of individual):

Name: Craig Gatesman  
Title: Accountant/Bookkeeper  
Relationship to Issuer: Accounting Consultant

Describe the qualifications of the person or persons who prepared the financial statements: Craig Gatesman has been providing accounting services to businesses in the public and private sector for more than twenty years; including ten years working with CPA firms. Through Mr. Gatesman's knowledge and experience, he has developed a reputation for providing the highest quality of service to his clients. Mr. Gatesman studied at Indiana University of Pennsylvania located in Indiana, Pennsylvania.

Provide the following qualifying financial statements:

- Audit letter, if audited;
- Balance Sheet;
- Statement of Income;
- Statement of Cash Flows;
- Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)
- Financial Notes

### **Financial Statement Requirements:**

- Financial statements must be published together with this disclosure statement as one document.
- Financial statements must be "machine readable". Do not publish images/scans of financial statements.
- Financial statements must be presented with comparative financials against the prior FYE or period, as applicable.
- Financial statements must be prepared in accordance with U.S. GAAP or International Financial Reporting Standards (IFRS) but are not required to be audited.

## 10) Issuer Certification

*Principal Executive Officer:*

The issuer shall include certifications by the chief executive officer and chief financial officer of the issuer (or any other persons with different titles but having the same responsibilities) in each Annual Report or Annual Report.

The certifications shall follow the format below:

I, David Guarino, certify that:

1. I have reviewed this amended Disclosure Statement for The Alkaline Water Company, Co.;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

August 21, 2024

/s/ David Guarino

Chief Executive Officer

*Principal Financial Officer:*

I, David Guarino certify that:

1. I have reviewed this amended Disclosure Statement for The Alkaline Water Company, Inc.;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

August 21, 2024

/s/David Guarino

Chief Financial Officer

**THE ALKALINE WATER COMPANY INC.**  
**CONSOLIDATED BALANCE SHEETS**  
(unaudited)

	<b>June 30, 2024</b>	<b>March 31, 2024</b>
<b>ASSETS</b>		
Current assets		
Cash	\$ -	\$ -
Accounts receivable, net	-	-
Inventory	-	-
Prepaid expenses	-	-
Operating lease right-of-use asset - current portion	-	-
Total current assets	-	-
Fixed assets - net	-	-
Operating lease right-of-use asset - current portion	-	-
Total assets	\$ -	\$ -
<b>LIABILITIES AND STOCKHOLDERS' DEFICIT</b>		
Accounts payable	\$ 584,512	\$ 584,512
Accrued expenses	398,571	313,554
Revolving financing	-	-
Notes Payable, short-term	733,930	733,930
Operating lease right-of-use asset	-	-
Total liabilities	1,717,013	1,631,996
Preferred stock, \$0.001 par value	100	100
Common stock, Class A - \$0.001 par value	13,333	13,333
Discount on Preferred Stock	-	-
Additional paid in capital	131,909,667	131,909,667
Accumulated deficit	(133,640,113)	(133,555,096)
Total stockholders' deficit	(1,717,013)	(1,631,996)
Total liabilities and stockholders' deficit	\$ -	\$ -

	<b>For the Three Months</b>	
	<b>June 30, 2024</b>	<b>June 30, 2023</b>
Net Revenue	\$ -	\$ 14,933,785
Cost of Goods Sold	-	11,162,216
Gross Profit	-	3,771,569
Operating expenses		
Sales and marketing expenses	-	4,614,499
General and administrative	63,000	1,574,240
Total operating expenses	63,000	6,188,739
Total operating loss	(63,000)	(2,417,170)
Other (income) expense		
Interest expense	(20,517)	(423,768)
Debt conversion expense	-	-
Total other (income) expense	(22,017)	(423,768)
Net loss	\$ (85,017)	\$ (2,840,938)
LOSS PER SHARE (Basic and Diluted)	\$ (0.01)	\$ (0.28)
WEIGHTED AVERAGE SHARES OUTSTANDING (Basic and Diluted)	13,332,760	10,293,276

**THE ALKALINE WATER COMPANY**  
**CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY**  
(unaudited)

	Preferred Stock		Common Stock		Additional Paid-in Capital	Discount of Preferred E	Stock	Accumulated Deficit	Total
	Number	Par Value	Number	Par Value					
Balance, March 31, 2023	2,827,030	\$ 2,827	10,005,379	\$ 10,005	\$ 131,805,916	\$ (76,898)	\$ -	\$ (137,078,578)	\$ (5,336,728)
Preferred stock conversion to common stock and vesting of endorsement shares	(2,227,030)	(2,227)	148,469	148	558,837				556,758
Preferred stock series e conversion to common stock	(500,000)	(500)	133,333	133	367				-
Preferred stock series e issuance of dividend in shares			4,598	5	11,078				11,083
Preferred stock series e amortization of discount						68,888		(68,888)	-
Preferred stock series e dividend accrual								(1,500)	(1,500)
Stock option and RSU-related compensation expense and common shares issued upon conversion of RSUs, net of forfeited stock options			61,438	61	(463,550)				(463,489)
Common shares issued in connection with reverse stock split			42,588	43	(43)				-
Net (loss)								(2,840,938)	(2,840,938)
Balance, June 30, 2023	100,000	\$ 100	10,395,805	\$ 10,395	\$ 131,912,605	\$ (8,010)	\$ -	\$ (139,989,904)	\$ (8,074,814)
Balance, March 31, 2024	100,000	\$ 100	13,332,760	\$ 13,333	\$ 131,909,667	\$ -	\$ -	\$ (133,555,096)	\$ (1,631,996)
Net (loss)								(85,017)	(85,017)
Balance, June 30, 2024	100,000	\$ 100	13,332,760	\$ 13,333	\$ 131,909,667	\$ -	\$ -	\$ (133,640,113)	\$ (1,717,013)

**THE ALKALINE WATER COMPANY INC.**  
**STATEMENTS OF CASH FLOWS**  
(unaudited)

	For the Three Months	
	June 30, 2024	June 30, 2023
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Net loss	\$ (85,017)	\$ (2,840,938)
Adjustments to reconcile net loss to net cash used in operating activities		
Depreciation expense	-	253,515
Shares issued and vested, options and RSU expensed for employee and non-employee services	-	93,269
Amortization of debt discount	-	-
Debt conversion expense	-	-
Non-cash interest expense	-	-
Non-cash lease expense	-	(4,822)
Changes in operating assets and liabilities:		
Accounts receivable	-	1,460,615
Inventory	-	46,961
Prepaid expenses and other current assets	-	394,086
Accounts payable	-	992,940
Accrued expenses	85,017	420,035
Note payable, short-term	-	(1,224,652)
	<b>-</b>	<b>(408,991)</b>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Purchase of fixed assets	-	-
	<b>-</b>	<b>-</b>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Proceeds from (repayment of) revolving financing, net	-	(215,115)
Proceeds from sale of common stock, net	-	-
Proceeds from sale of preferred stock, net	-	-
Proceeds from the exercise of warrants, net	-	-
	<b>-</b>	<b>(215,115)</b>
<b>NET CHANGE IN CASH</b>		
	<b>-</b>	<b>(624,106)</b>
<b>CASH AT BEGINNING OF PERIOD</b>		
	<b>-</b>	<b>1,038,754</b>
<b>CASH AT END OF PERIOD</b>		
	<b>\$ -</b>	<b>\$ 414,648</b>

## THE ALKALINE WATER COMPANY INC.

### NOTES TO FINANCIAL STATEMENTS (unaudited)

#### NOTE 1 -NATURE OF BUSINESS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of presentation — The accompanying unaudited financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP"). Certain information and note disclosures normally included in annual financial statements prepared in accordance with GAAP have been condensed or omitted pursuant to those rules. The results for any of the interim periods are not necessarily indicative of the results to be expected for the full year or any other period. This Quarterly Report should be read in conjunction with the Company's Annual Report for the year ended March 31, 2024.

##### Nature of Business

The Company offers retail consumers bottled alkaline water in 500-milliliter, 700-milliliter, 1-liter, 1.5 -liter, 2,-liter, 3-liter and 1-gallon sizes, all of which is produced through an electrolysis process that uses specialized electronic cells coated with a variety of rare earth minerals to produce 8.8 pH drinking water without the use of any manmade chemicals.

##### Principles of consolidation

The consolidated financial statements include the accounts of The Alkaline Water Company Inc. (a Nevada Corporation). The Alkaline Water Company Inc. will be referred herein to as the "Company". Any reference herein to "The Alkaline Water Company Inc.", the "Company", "we", "our" or "us" is intended to mean The Alkaline Water Company Inc., unless otherwise indicated.

##### Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ significantly from those estimates.

##### Business Segments

The Company operates as a single operating segment for the purposes of presenting financial information and evaluating performance. As such, the accompanying consolidated financial statements present financial information in a format that is consistent with the internal financial information used by management.

#### NOTE 2 - GOING CONCERN

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern, which contemplates realization of assets and satisfaction of liabilities in the normal course of business. Since its inception, the Company has been engaged substantially in developing its business plan and building its initial customer and distribution base for its products. As a result, the Company incurred accumulated net losses from Inception (June 19, 2012) through the period ended June 30, 2024 of (\$132,800,932). In addition, the Company's development activities since inception have been financially sustained through debt and equity financing. These factors raise substantial doubt about the Company's ability to continue as a going concern within one year from the of the date that the financial statements are issued.

#### NOTE 3 – CONVERTIBLE NOTES PAYABLE

In June 2023, the Company entered into notes payable aggregating \$733,930. The notes payable accrue interest at a rate of 12%, payable on the due date which was one year from issuance. The note payable can be paid in either cash or convertible into the Company common stock.

#### **NOTE 4 - STOCKHOLDERS' EQUITY (DEFICIT)**

##### Preferred Shares

On October 7, 2013, the Company amended its articles of incorporation to create 100,000,000 shares of preferred stock by filing a Certificate of Amendment to Articles of Incorporation with the Secretary of State of Nevada. The preferred stock may be divided into and issued in series, with such designations, rights, qualifications, preferences, limitations and terms as fixed and determined by our board of directors.

##### Series E Convertible Preferred Stock

On November 23, 2022, we entered into private placement subscription agreements, whereby we issued an aggregate of 1,100,000 shares of our Series E Preferred Stock ("Series E Preferred Stock") at a deemed price of \$1.00 per share of Series E Preferred Stock for gross proceeds of \$1,100,000, of which only \$100,000 is currently outstanding.

Holders of the Series E Preferred Stock (the "Holders") are entitled to receive dividends at the rate per share (as a percentage of the stated value per share) of 6% per annum, payable on each anniversary date of the original issue date of shares of Series E Preferred Stock held by applicable Holders in a number of shares of our common stock per share of the Series E Preferred Stock equal to the quotient obtained by dividing the dollar amount of such dividend payment by applicable market price. A stated value of each share of the Series E Preferred Stock is \$1.00. Any accrued but unpaid dividends on the Series E Preferred Stock being converted will be paid in our common stock upon the conversion of the Series E Preferred Stock. If we pay a dividend on our common stock while the shares of the Series E Preferred Stock are outstanding, the Holders will be entitled to receive a dividend per share of Series E Preferred Stock equal to the dividend per share of our common stock. Such dividend will be payable on the same terms and conditions as the payment of the dividend on our common stock.

Each share of Series E Preferred Stock will be convertible, at any time after the date that is twelve months from the original issue date, at our option, into that number of units (each, a "Unit") determined by dividing the stated value of such share of Series E Preferred Stock by \$3.75 (the "Conversion Price"). Each Unit will consist of one share of our common stock and one-half of one common stock purchase warrant with each whole common stock purchase warrant entitling the holder thereof to acquire one additional share of our common stock at an exercise price equal of 125% of the Conversion Price for a period of three years following the conversion date.

#### **NOTE 8 - COMMITMENTS AND CONTINGENCIES**

The Company is involved in various legal proceedings, claims and litigation arising in the ordinary course of business. The Company does not believe that the disposition of matters that are pending or asserted will have a material effect on its consolidated financial statements.

#### **NOTE 9 - SUBSEQUENT EVENTS**

The Company has analyzed its operations subsequent to March 31, 2024, to the date of these financial statements were issued and has determined that it does not have any material subsequent events to disclose in these financial statements.