

BOTS, INC./PR

FORM 10-Q (Quarterly Report)

Filed 03/18/22 for the Period Ending 01/31/22

| | |
|-------------|------------------------|
| Telephone | 929-205-8277 |
| CIK | 0001525852 |
| Symbol | BTZI |
| SIC Code | 2111 - Cigarettes |
| Industry | Tobacco |
| Sector | Consumer Non-Cyclicals |
| Fiscal Year | 04/30 |

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form 10-Q

(Mark One)

QUARTERLY REPORT PURSUANT TO OTCMARKETS ALTERNATIVE REPORTING STANDARDS

For the quarterly period ended January 31, 2022

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____.

Commission file number: 000-55986

BOTS, Inc.

(Exact name of registrant as specified in its charter)

Puerto Rico

(State or other jurisdiction of
incorporation or organization)

27-4439285

(I.R.S. Employer
Identification No.)

**1064 Ave Ponce De Leon, Suite 200,
San Juan, PR**

(Address of principal executive offices)

00907

(Zip Code)

(939)212-9068

Registrant's telephone number, including area code

(Former name and address, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer

Non-accelerated filer Smaller alternative reporting company

(Do not check if smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

As of January 31, 2022, the Company had 780,374,596 shares of common stock, \$0.0001 par value outstanding.

Transitional Small Business Disclosure Format Yes No

FORM 10-Q

Quarterly Report Pursuant to Alternative Reporting Standards

For the Period Ending: January 31, 2022 (the “Reporting Period”)

Alternative Reporting Standard: **Pink[®] Basic Disclosure Guidelines**

Federal securities laws, such as Rules 10b-5 and 15c2-11 of the Securities Exchange Act of 1934 (“Exchange Act”) as well as Rule 144 of the Securities Act of 1933 (“Securities Act”), and state Blue Sky laws, require issuers to provide *current information* to the public markets. With a view to facilitating compliance with these laws, OTC Markets Group has created these Pink Basic Disclosure Guidelines (“Guidelines”).² These Guidelines set forth the disclosure obligations that make up the “Alternative Reporting Standard” for Pink companies. These Guidelines have been designed to encompass the “Catch All” information required in Rule 15c2-11,³ however they have not been reviewed by the U.S. Securities and Exchange Commission or any state securities regulator. We use information provided by companies under these Guidelines to designate the appropriate tier in the Pink Market: Current Information or Limited Information.⁴

These Guidelines may be amended from time to time, in the sole and absolute discretion of OTC Markets Group, with or without notice. The information provided by companies under these Guidelines is subject to our [Privacy Policy](#).

Pink Current Information Tier

Companies that make the information described below publicly available on a timely basis (90 days after fiscal year end for Annual Reports; 45 days after each fiscal quarter end for Quarterly Reports) may qualify for the Current Information Tier.

Qualification Process:

1. Subscribe to the OTC Disclosure & News Service by submitting an [OTCIQ Order Form](#) (available on www.otciq.com).
2. Upload the following documents through OTCIQ:
 - **Quarterly Reports** for Current Fiscal Year– must include Disclosure Statement and Financial Reports listed below
 - **Annual Report** for Most Recently Completed Fiscal Year– must include Disclosure Statement and Financial Reports listed below
 - **Annual Report** for Prior Completed Fiscal Year – must include Financial Reports listed below
 - **Disclosure Statements:** Disclosure information pursuant to these Guidelines for the applicable period. (see the fillable form starting on Page 4).

² This is not legal advice, and OTC Markets Group makes no assurance that compliance with our disclosure requirements will satisfy any legal requirements.

³ Publication of information pursuant to these Guidelines does not guarantee or ensure that the Company will be designated as having “current information” or eligible for public quotations pursuant to Rule 15c2-11 or any other applicable regulation.

⁴ OTC Markets Group may require companies with securities designated as Caveat Emptor to make additional disclosures in order to qualify for the Pink Current Information tier.

- **Financial Statements:** Financial reports must be prepared according to U.S. GAAP or International Financial Reporting Standards (IFRS) but are not required to be audited. Required financial statements include:
 - Balance Sheet
 - Statement of Income
 - Statement of Cash Flows
 - Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)
 - Notes to Financial Statements
 - Audit Letter, if audited
3. If financial statements are not audited by a PCAOB registered firm, provide the following:
 - **Attorney Letter Agreement:** Submit a signed Attorney Letter Agreement according to the [instructions](http://www.otcmarkets.com) on www.otcmarkets.com.
 - **Attorney Letter:** After following the appropriate procedures with a qualified attorney, upload an "Attorney Letter With Respect to Current Information" in accordance with the [Attorney Letter Guidelines](#) through OTCIQ. Attorney Letters must reference all required reports as set forth in Section 2 above.
 4. **Verified Profile:** Verify the Company Profile through OTCIQ. Profile information includes, but is not limited to, a complete list of officers, directors and service providers, outstanding shares, a business description and contact information.
 5. Allow OTC Markets Group to process the posted documents (typically three to five business days) and provide any comments.
 6. Companies will be only be evaluated for Current Information once all required documentation has been submitted. A new Attorney Letter is required upon amendment of any referenced report.
 7. To qualify for Current Information on an ongoing basis, companies must:
 - Upload reports through OTCIQ on the following schedule:
 - Quarterly Report within **45 days** of the quarter end
 - Annual Report within **90 days** of the fiscal year end
 - Attorney Letter within **120 days** of the fiscal year end.
 - Maintain a Verified Profile. At least once every six months, review and verify the Company's profile information through OTCIQ.

Pink Limited Information Tier

Companies that make the information described below publicly available through OTCIQ may qualify for the Limited Information Tier.

8. **Annual Financial Statements:** Companies must upload the below financial statements for a completed Fiscal Year within the past 16 months. Financial reports must be prepared according to U.S. GAAP or International Financial Reporting Standards (IFRS) but are not required to be audited.
 - Balance Sheet
 - Statement of Income
 - Statement of Cash Flows
 - Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)
 - Notes to Financial Statements
 - Audit Letter, if audited
9. **Verified Profile:** The Company must verify the Company Profile through OTCIQ, including, but not limited to, a complete list of officers, directors and service providers; outstanding shares; a business description and contact information.

10. To Qualify for Limited Information on an ongoing basis, companies must:

- Upload reports through OTCIQ on the following schedule:
 - **Annual Report** (including the required financial statements outlined in Item 8) within 120 days of the fiscal year end
- Maintain a Verified Profile. At least once every six months, review and verify their the Company's profile information through OTCIQ.

Current Reporting of Material Corporate Events

Companies are expected to release quickly to the public any news or information regarding corporate events that may be material to the issuer and its securities (including adverse information). Persons with knowledge of such events would be considered to be in possession of material nonpublic information and may not buy or sell the issuer's securities until or unless such information is made public. If not included in the issuer's previous public disclosure documents or if any of the following events occur after the publication of such disclosure documents, the issuer shall publicly disclose such events by disseminating a news release within 4 business days following their occurrence and posting such news release through an Integrated Newswire or OTCIQ.⁴

Material corporate events include:

- Entry into or termination of a material definitive agreement
- Completion of an acquisition or disposition of assets, including but not limited to merger transactions
- Creation of a direct financial obligation or an obligation under an off-balance sheet arrangement of an issuer
- Triggering events that accelerate or increase a direct financial obligation or an obligation under an off-balance sheet arrangement
- Costs associated with exit or disposal activities
- Material impairments
- Sales of equity securities
- Material modification to rights of security holders
- Changes in issuer's certifying accountant
- Non-reliance on previously issued financial statements or a related audit report or completed interim review
- Changes in control of issuer
- Departure of directors or principal officers; election of directors; appointment of principal officers
- Amendments to articles of incorporation or bylaws; change in fiscal year
- Amendments to the issuer's code of ethics, or waiver of a provision of the code of ethics
- Any changes to litigation the issuer may be involved in, or any new litigation surrounding the issuer
- Officer, director, or insider transactions in the issuer's securities
- Disclosure regarding stock promotion campaigns deemed material by the issuer
- Changes to the company's shell status
- Other events the issuer considers to be of importance

⁴ "Integrated Newswire" shall mean a newswire service that is integrated with the OTC Disclosure & News Service and is included on OTC Markets Group's list of Integrated Newswires, as published on <https://www.otcmarkets.com/corporate-services/products/disclosure-and-news-service>

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

BOTS, INC / PR

1064 Ave Ponce De Leon, Suite 200, San Juan, PR 00907

939-212-9068

www.Bots.BZ

info@bots.bz

7373

Quarterly Report

For the Period Ending: 01/31/2022

(the "Reporting Period")

As of 01/31/2022, the number of shares outstanding of our Common Stock was:

780,374,596

As of 10/31/2021 the number of shares outstanding of our Common Stock was:

734,874,596

As of 04/30/2021, the number of shares outstanding of our Common Stock was:

775,874,596

Indicate by check mark whether the company is a shell company (as defined in Rule 405 of the Securities Act of 1933 and Rule 12b-2 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:

Indicate by check mark whether a Change in Control⁶ of the company has occurred over this reporting period:

Yes: No:

1) Name and address(es) of the issuer and its predecessors (if any)- BOTS, Inc.

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

The Company initially earned revenue through wholesale and retail sales of electronic cigarettes, vaporizers, and accessories in the United States. It offered electronic cigarettes and related products through its online store at

⁶"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.

www.mcig.org, as well as through the company's wholesale, distributor, and retail programs. We expanded operations to include the VitaCig brand in 2014.

From 2015 through 2020 the Company was involved in multiple cannabis business entities. We have elected to discontinue all operations in the cannabis markets and e-cig markets while focusing on robotics and blockchain technologies.

We operated multiple websites (which are not incorporated as part of this Form 10Q report). The Company's primary website is www.BOTS.bz.

The state of incorporation or registration of the issuer and of each of its predecessors (if any) during the past five years; Please also include the issuer's current standing in its state of incorporation (e.g. active, default, inactive):

We were incorporated in the State of Nevada on December 30, 2010, originally under the name Lifetech Industries, Inc. All agreements related to the Lifetech business were terminated and closed as of April 30, 2014. Effective August 2, 2013, the name was changed from "Lifetech Industries, Inc." to "mCig, Inc." The Company redomiciled to Puerto Rico on April 17, 2020. Effective April 17, 2020, the name was changed from "MCIG, Inc.," to "BOTS, Inc." The Company's common stock is traded under the symbol "BTZI." The Company is headquartered in San Juan, Puerto Rico.

Describe any trading suspension orders issued by the SEC concerning the issuer or its predecessors since inception:

N/A

List any stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization either currently anticipated or that occurred within the past 12 months:

The address(es) of the issuer's principal executive office:

1064 Ave Ponce De Leon, Suite 200, San Juan, PR 00907

The address(es) of the issuer's principal place of business:

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

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

Yes: No:

If this issuer or any of its predecessors have been the subject of such proceedings, please provide additional details in the space below:

2) Security Information

Trading symbol: BTZI
 Exact title and class of securities outstanding: COMMON
 CUSIP: U0R13K108
 Par or stated value: \$0.0001

Total shares authorized: 2,000,000,000 as of date: 01/31/2022
 Total shares outstanding: 780,374,596 as of date: 01/31/2022
 Number of shares in the Public Float⁷: 380,753,902 as of date: 01/31/2022
 Total number of shareholders of record: 93 as of date: 01/31/2022

All additional class(es) of publicly traded securities (if any):

Trading symbol: _____
 Exact title and class of securities outstanding: _____
 CUSIP: _____
 Par or stated value: _____
 Total shares authorized: _____ as of date: _____
 Total shares outstanding: _____ as of date: _____

Transfer Agent

Name: Securities Transfer Corporation
 Phone: 469-633-0101
 Email: info@stctransfer.com
 Address: 2901 N Dallas Parkway, Suite 380
 Plano, Texas 75093

Is the Transfer Agent registered under the Exchange Act?⁸ Yes: No:

3) Issuance History

The goal of this section is to provide disclosure with respect to each event that resulted in any direct 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

Check this box to indicate there were no changes to the number of outstanding shares within the past two completed fiscal years and any subsequent periods:

| | |
|--|--|
| Shares Outstanding as of Second Most Recent Fiscal Year End: Date <u>04/30/2020</u> <u>Opening Balance</u> Common: <u>505,374,596</u> Preferred: <u>3,350,000</u> | *Right-click the rows below and select "Insert" to add rows as needed. |
|--|--|

⁷ "Public Float" shall mean the total number of unrestricted shares not held directly or indirectly by an officer, director, any person who is the beneficial owner of more than 10 percent of the total shares outstanding (a "control person"), or any affiliates thereof, or any immediate family members of officers, directors and control persons.

⁸ To be included in the Pink Current Information tier, the transfer agent must be registered under the Exchange Act.

| 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 (entities must have individual with voting / investment control disclosed). | 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. |
|---------------------|---|--|---------------------|---|--|--|---|---|---------------------------------|
| 05/14/2020 | New Issuance | 50,000,000 | Common | \$0.0253 | No | Overwatch (Controlling interest Mike Hawkins) | Services | Restricted | N/A |
| 05/14/2020 | New Issuance | 80,000,000 | Common | \$0.0253 | No | Paul Rosenberg | Services | Restricted | N/A |
| 05/14/2020 | New Issuance | 10,000,000 | Common | \$0.0253 | No | Carl Hawkins | Services | Restricted | N/A |
| 05/14/2020 | New Issuance | 10,000,000 | Common | \$0.0253 | No | Thomas Amon | Services | Restricted | N/A |
| 05/14/2020 | New Issuance | 100,000,000 | Common | \$0.0300 | No | FBC LLC (Controlling interest Simon Rubin) | Acquisition | Restricted | N/A |
| 05/14/2020 | New Issuance | 30,000,000 | Preferred | \$0.0001 | No | FBC LLC (Controlling interest Simon Rubin) | Acquisition | Restricted | N/A |
| 07/20/2020 | New Issuance | 15,000,000 | Common | \$0.0250 | No | APO Holdings (Controlling Interest Michelle Atlas) | Debt conversion | Restricted | N/A |
| 07/20/2020 | New Issuance | 1,000,000 | Common | \$0.0250 | No | Andus Nomn | Services | Restricted | N/A |
| 07/20/2020 | New Issuance | 500,000 | Common | \$0.0250 | No | Levent Can Ersoydan | Services | Restricted | N/A |
| 11/23/2020 | New Issuance | 1,000,000 | Common | \$0.0500 | No | George L Richards III | Note Conversion | | |
| 11/23/2020 | New issuance | 1,000,000 | Common | \$0.0500 | No | OTC Investments LLC (Controlling interest Ollen Collins) | Note Conversion | Restricted | N/A |
| 11/24/2020 | New Issuance | 1,000,000 | Common | \$0.0500 | No | Moneta Equities (Controlling person Roman Vakhramov) | Services | Restricted | N/A |
| 11/24/2020 | New Issuance | 1,000,000 | Common | \$0.0500 | No | Cyber Security Group (Controlling person Vepkho Chkadua) | Services | Restricted | N/A |
| 05/01/2021 | New Issuance | 1,000,000 | Common | \$0.0947 | No | Oleksandr Gordieiev | Services | Restricted | N/A |
| 05/05/2021 | New Issuance | 1,000,000 | Common | \$0.1070 | No | TOA Trading LLC (Controlling person Davan Martinez) | Consulting | Restricted | N/A |
| 06/23/2021 | New Issuance | 2,000,000 | Common | \$0.0567 | No | Larisa Rozenberg | Consulting | Restricted | N/A |
| 08/24/2021 | New Issuance | 5,000,000 | Common | \$0.0001 | No | Paul Rosenberg | Services | Restricted | N/A |
| 08/31/2021 | Cancellation | 50,000,000 | Common | N/A | No | Paul Rosenberg | N/A | N/A | N/A |
| 12/07/2021 | New Issuance | 7,500,000 | Common | \$0.0430 | No | KBHS LLC (Controlling person Kevin Harrington) | Consulting | Restricted | N/A |
| 12/31/2021 | New Issuance | 28,000,000 | Common | \$0.0000 | No | Paul Rosenberg | Conversion | Not Restricted | N/A |
| 01/14/2022 | New Issuance | 10,000,000 | Common | \$0.0500 | No | XR Casino Inc (Controlling person Dayan Martinez) | Investment | Restricted | N/A |

| | |
|--|------------------------------|
| Shares Outstanding on Date of This Report: | |
| Balance: | <u>Ending Balance Ending</u> |
| Date <u>01/31/2022</u> | Common: <u>780,374,596</u> |
| | Preferred: <u>30,050,00</u> |

Example: A company with a fiscal year end of December 31st, in addressing this item for its quarter ended June 30, 2021, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2019 through June 30, 2021 pursuant to the tabular format above.

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

B. Debt Securities, Including Promissory and Convertible Notes

Use the chart and additional space below to list and describe all outstanding promissory notes, convertible notes, convertible debentures, or any other debt instruments that may be converted into a class of the issuer's equity securities.

Check this box if there are no outstanding promissory, convertible notes or debt arrangements:

| 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 (entities must have individual with voting / investment control disclosed). | Reason for Issuance (e.g. Loan, Services, etc.) |
|-----------------------|--------------------------|-----------------------------------|-----------------------|---------------|--|--|---|
| _____ | _____ | _____ | _____ | _____ | _____ | _____ | _____ |
| _____ | _____ | _____ | _____ | _____ | _____ | _____ | _____ |
| _____ | _____ | _____ | _____ | _____ | _____ | _____ | _____ |
| _____ | _____ | _____ | _____ | _____ | _____ | _____ | _____ |

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

4) Financial Statements

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

- U.S. GAAP
- IFRS

B. The financial statements for this reporting period were prepared by (name of individual)⁹:

Name: Eric Kilinsky
 Title: Accountant
 Relationship to Issuer: Paid Preparer

Provide the financial statements described below for the most recent fiscal year or quarter. For the initial disclosure statement (qualifying for Pink Current Information for the first time) please provide reports for the two previous fiscal years and any subsequent interim periods.

- C. Balance Sheet;
- D. Statement of Income;
- E. Statement of Cash Flows;
- F. Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)

⁹ The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS by persons with sufficient financial skills.

- G. Financial notes; and
- H. Audit letter, if audited

You may either (i) attach/append the financial statements to this disclosure statement or (ii) file the financial statements through OTCIQ as a separate report using the appropriate report name for the applicable period end. (“Annual Report,” “Quarterly Report” or “Interim Report”).

If you choose to publish the financial statements in a separate report as described above, you must state in the accompanying disclosure statement that such financial statements are incorporated by reference. You may reference the document(s) containing the required financial statements by indicating the document name, period end date, and the date that it was posted to OTCIQ in the field below. Financial Statements must be compiled in one document.

Financial statement information is considered current until the due date for the subsequent report (as set forth in the qualifications section above). To remain qualified for Current Information, a company must post its Annual Report within 90 days from its fiscal year-end date and Quarterly Reports within 45 days of each fiscal quarter-end date.

5) Issuer’s Business, Products and Services

The purpose of this section is to provide a clear description of the issuer’s current operations. In answering this item, please include the following:

- A. Summarize the issuer’s business operations (If the issuer does not have current operations, state “no operations”)

Headquartered in San Juan, Puerto Rico, BOTS, Inc. - publicly traded on the OTC Markets under the symbol (BTZI) is a diversified company developing and servicing blockchain solutions and robotics for its clientele. The Company is committed to drive the innovations needed to shape the future of digital robotic automation management through digital technology and decentralized blockchain solutions. Management is dedicated to the strong growth of Distributed Asset Technology and Robotic Process Automation (RPA). The Company owns patent number US9135787 “Bitcoin kiosk/ATM device and system integrating enrollment protocol and method of using the same”. The Company also has an exclusive right to the additional Bitcoin ATM patent USPTO No. US10332205B1 “Bitcoin kiosk/ATM device and system and method of using the same” and US20190318326A1

In addition, the Company has a patent application number US20180315072A1 entitles “Method and system of facilitating management of cryptocurrency-based loyalty points associated with one or more of a product and a service”.

The Company is developing Intellectual Property (I.P.) licensing guidelines for the Bitcoin ATM operators and manufacturers. Copies of the guidelines are available upon request from the Company. These Intellectual-Property Guidelines are designed to help Bitcoin ATM operators implement practical, internal licensing compliance policies consistent with our patents together with the related I.P. laws and to reduce the business risks associated with counterfeiting, piracy, and transaction cybersecurity.

Bitcoin ATM companies, large and small, increasingly use and rely on intellectual property—the copyright, trademark, patents, trade secrets, and other intangible rights that underlie many products and services in the cryptocurrency ATM industry today. The “intellectual capital” embodied in inventions and creative content can be crucial to economic growth and business development as traditional capital, goods, and services.

I.P. protections provide the incentives and returns on investments for intellectual capital necessary to produce a continuous stream of innovations in crypto and blockchain economies. These make individual companies, industry sectors, and national economies more competitive.

These Intellectual-Property Bitcoin ATM IP Guidelines are designed to be helpful to a wide range of businesses involved in the Bitcoin ATM industry, including ATM manufacturers, banks, and non-bank Bitcoin ATM operators and are suitable to be tailored to deal more specifically with particular segments of the Bitcoin ATM supply chain.

These guidelines may be used directly as a basis for a Bitcoin ATM company to create or improve internal I.P. compliance, company policies, or employee manuals. The terms of these Guidelines can also be included in contracts between BOTS Inc and suppliers, such as ATM kiosk manufacturers.

B. Please list any subsidiaries, parents, or affiliated companies.

First Bitcoin Capital, LLC

On May 14, 2020, we acquired 100% of First Bitcoin Capital, LLC (“FBC”). FBC was incorporated on December 11, 2017, under the laws of the state of Colorado. FBC works in multiple areas of blockchain development and cryptocurrency.

CoinQX Exchange Limited

On May 14, 2020, we acquired 100% of CoinQX Exchange, Limited (“CoinQX”). CoinQX was incorporated on July 4, 2014, in British Columbia, Canada. CoinQX has not yet begun operations.

420Wifi.com, llc

On May 14, 2020, we acquired 100% of 420wifi.com, llc (“420wifi”). 420wifi was organized on January 18, 2019, under the laws of the state of Wyoming. 420wifi has not yet begun operations.

D’BOT Technology Corp

On May 14, 2020, we acquired 100% of D’BOT Technology Corp (“DBOT”). DBOT was incorporated on March 15, 2019, under the laws of the state of Colorado.

On January 5th, 2022, the Company incorporated Metaverse, Inc. in two jurisdictions.

C. Describe the issuers’ principal products or services.

Bots Inc a diversified company developing and servicing blockchain solutions and robotics for its customers.

6) Issuer’s Facilities

The goal of this section is to provide a potential investor 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, give the location of the principal plants and other property of the issuer and describe the condition of the properties. If the issuer does not have complete ownership or control of the property (for example, if others also own the property or if there is a mortgage on the property), describe the limitations on the ownership.

If the issuer leases any assets, properties or facilities, clearly describe them as above and the terms of their leases.

The Company subleases offices in San Juan, PR and Florida.

7) Company Insiders (Officers, Directors, and Control Persons)

The goal of this section is to provide an investor 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 shareholders.

Using the tabular format below, please provide information, as of the period end date of this report, regarding any person or entity owning 5% or more of any class of the issuer's securities, as well as any officer, and any director of the company, or any person that performs a similar function, regardless of the number of shares they own. **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 in the note section.**

| Name of Officer/Director or Control Person | Affiliation with Company (e.g. Officer Title /Director/Owner of more than 5%) | Residential Address (City / State Only) | Number of shares owned | Share type/class | Ownership Percentage of Class Outstanding | Note |
|--|---|---|------------------------|------------------|---|------------------------------------|
| <u>Simon Rubin</u> | <u>CEO, Director</u> | <u>Tel Aviv, Israel</u> | <u>100,000,000</u> | <u>Common</u> | <u>12,8%</u> | <u>First Bitcoin Capital Corp.</u> |
| <u>Simon Rubin</u> | <u>CEO, Director</u> | <u>Tel Aviv, Israel</u> | <u>30,000,000</u> | <u>Preferred</u> | <u>_____</u> | <u>First Bitcoin Capital Corp.</u> |
| <u>Yuri Abramov</u> | <u>Director</u> | <u>Tel-Aviv, Israel</u> | <u>0</u> | <u>_____</u> | <u>_____</u> | <u>_____</u> |
| <u>_____</u> | <u>_____</u> | <u>_____</u> | <u>_____</u> | <u>_____</u> | <u>_____</u> | <u>_____</u> |
| <u>_____</u> | <u>_____</u> | <u>_____</u> | <u>_____</u> | <u>_____</u> | <u>_____</u> | <u>_____</u> |

8) Legal/Disciplinary History

A. Please identify whether any of the persons or entities listed above have, in the past 10 years, been the subject of:

1. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);

N/A

2. 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, or banking activities;

N/A

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

From time to time, we may become involved in various lawsuits and legal proceedings that arise in the ordinary course of business. However, litigation is subject to inherent uncertainties and an adverse result in these or other matters may arise from time to time that may harm our business. Except as set forth below we are currently not aware of any such legal proceedings or claims that we believe will have a material adverse effect on our business, financial condition or operating results.

4. The entry 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.

N/A

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 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.

From time to time, the Company may be subject to routine litigation, claims or disputes in the ordinary course of business. The Company defends itself vigorously in all such matters. In the opinion of management, no pending or known threatened claims, actions or proceedings against the Company are expected to have a material adverse effect on its financial position, results of operations or cash flows. However, the Company cannot predict with certainty the outcome or effect of any such litigation or investigatory matters or any other pending litigations or claims. There can be no assurance as to the ultimate outcome of any such lawsuits and investigations. The Company will record a liability when it believes that it is both probable that a loss has been incurred and the amount can be reasonably estimated. The Company periodically evaluates developments in its legal matters that could affect the amount of liability that it has previously accrued, if any, and makes adjustments as appropriate. Significant judgment is required to determine both the likelihood of there being, and the estimated amount of, a loss related to such matters, and the Company's judgment may be incorrect. The outcome of any proceeding is not determinable in advance. Until the final resolution of any such matters that the Company may be required to accrue for, there may be an exposure to loss in excess of the amount accrued, and such amounts could be material.

9) Third Party Providers

Please provide the name, address, telephone number and email address of each of the following outside providers:

Securities Counsel

Name: Marc Applbaum
Firm: Law Offices of Marc Applbaum
Address 1: 3212 Homer Street
Address 2: San Diego, CA 92106
Phone: 619-993-0288
Email: applbaumlaw@gmail.com

Accountant or Auditor

Name: N/A
Firm: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

Investor Relations

Name: N/A
Firm: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

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) or consultant(s) or provided assistance or services to the issuer during the reporting period.

Name: _____
Firm: _____
Nature of Services: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

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 Quarterly Report or Annual Report.

The certifications shall follow the format below:

I, Simon Rubin certify that:

1. I have reviewed this Quarterly Disclosure Statement of BOTS 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.

March 15, 2022[Date]

/s/S.Rubin[CEO's Signature]

(Digital Signatures should appear as "/s/ [OFFICER NAME]")

Principal Financial Officer:

I, Simon Rubin certify that:

1. I have reviewed Quarterly Disclosure Statement of BOTS 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.

March 15, 2022[Date]

/s/ S.Rubin[CFO's Signature]

(Digital Signatures should appear as "/s/ [OFFICER NAME]")

**BOTS, Inc.
and SUBSIDIARIES
Consolidated Balance Sheets
(Unaudited)**

| ASSETS | <u>January 31, 2022</u> | <u>April 30, 2021</u> |
|----------------------------|-----------------------------|---------------------------|
| Current Assets | | |
| Cash and cash equivalents | \$ 2,272 | \$ 1,935 |
| Accounts receivable, net | 4,768 | - |
| Notes and other receivable | 1,293,200 | 1,246,146 |
| Total current assets | <u>1,300,240</u> | <u>1,248,081</u> |
| Cost basis investment | 969,071 | 969,071 |
| Intangible assets, net | <u>5,247,390</u> | <u>4,569,960</u> |
| Total assets | <u>\$ 7,516,701</u> | <u>\$ 6,787,112</u> |

LIABILITIES AND STOCKHOLDERS' EQUITY

| | | |
|--|---------------------|---------------------|
| Current Liabilities | | |
| Accounts payable and accrued expenses | \$ 23,732 | \$ 16,500 |
| Due to shareholder | 85,579 | 90,064 |
| Other current liabilities | 499,533 | 508,317 |
| Total current liabilities | <u>608,844</u> | <u>614,881</u> |
| Total Liabilities | <u>608,844</u> | <u>614,881</u> |
| Stockholders' equity | | |
| Preferred stock, \$0.0001 par value; 90,000,000 shares authorized; 30,050,000 and 33,350,000 shares issued and outstanding, as January 31, 2022 and April 30, 2021. | 3,285 | 3,335 |
| Common stock, \$0.0001 par value, voting; 2,000,000,000 shares authorized; 780,374,596 and 775,874,596 shares issued, and outstanding, as of January 31, 2022, and April 30, 2021, respectively. | 74,487 | 77,587 |
| Treasury stock | (680,330) | (680,330) |
| Additional paid in capital | 28,766,511 | 27,947,761 |
| Accumulated deficit | (21,256,096) | (21,176,122) |
| Total stockholders' equity | <u>6,907,857</u> | <u>6,172,231</u> |
| Total liabilities and stockholders' equity | <u>\$ 7,516,701</u> | <u>\$ 6,787,112</u> |

See accompanying notes to unaudited consolidated financial statements.

BOTS, Inc.
and SUBSIDIARIES
Consolidated Statements of Operations (Unaudited)

| | For the Three Months Ended January 31, | | For the Six Months Ended January 31, | |
|---|---|--------------|---|---------------|
| | 2022 | 2021 | 2022 | 2021 |
| Selling, general, and administrative | 13,346 | 2,942 | 29,258 | 18,260 |
| Professional fees | 15,527 | 12,900 | 23,123 | 16,160 |
| Stock based compensation | - | 180,000 | - | 3,900,000 |
| Marketing & advertising | 1,212 | 53,663 | 1,212 | 55,246 |
| Amortization and depreciation | 3,900 | 42,987 | 7,800 | 142,683 |
| Total operating expenses | 33,985 | 292,492 | 61,393 | 4,127,944 |
| Income (Loss) from operations | (33,985) | (292,492) | (61,393) | (4,127,944) |
| Other income (expense) | 0 | (-13,492) | 33,222 | 61,229,410 |
| Net income (loss) before non-controlling interest | (33,985) | (305,984) | (28,171) | 57,101,466 |
| Loss on discontinued operations | - | - | - | (221,840) |
| Net income(loss) before minority interest | (33,985) | (305,984) | (28,171) | 56,879,626 |
| Net income (loss) attributable to controlling interest | \$ (33,985) | \$ (305,984) | \$ (28,171) | \$ 56,879,626 |
| Basic and diluted (Loss) per share: | | | | |
| Income (Loss) per share from continuing operations | \$ 0.00 | \$ (0.00) | \$ (0.00) | \$ 0.08 |
| Income (Loss) per share | \$ 0.00 | \$ (0.00) | \$ (0.00) | \$ 0.08 |
| Weighted average shares outstanding - basic and diluted | 774,874,596 | 774,986,335 | 774,874,596 | 755,961,553 |

See accompanying notes to audited consolidated financial statements.

BOTS, Inc.
and SUBSIDIARIES
Consolidated Statements of Changes in Stockholders' Equity
(Unaudited)

| | Preferred Stock | | Common Stock | | Treasury Stock | | Additional Paid-in Capital | Non- Controlling Interest | Accumulated Deficit | Total Stockholders' Equity (Deficit) |
|---|-----------------|--------|--------------|---------|----------------|-----------|----------------------------------|---------------------------------|------------------------|---|
| | Shares | Amount | Shares | Amount | Shares | Amount | | | | |
| Balance – April 30, 2020 | 3,350,000 | 335 | 505,374,596 | 50,537 | 1,700,000 | (680,330) | 13,981,354 | 14,249 | (13,163,908) | 202,237 |
| Stock issued for services | - | - | 170,500,000 | 17,050 | - | - | 4,374,390 | - | - | 4,391,440 |
| Stock issued for acquisitions | 30,000,000 | 3,000 | 100,000,000 | 10,000 | - | - | 9,592,017 | - | - | 9,605,017 |
| Net income(loss) | - | - | - | - | - | - | - | (14,249) | (8,012,214) | \$ (8,026,463) |
| Balance – April 30, 2021 | 33,350,000 | 3,335 | 775,874,596 | 77,587 | 1,700,000 | (680,330) | 27,947,761 | - | (21,176,122) | 6,172,231 |
| Stock issued for services | - | - | 14,000,000 | 1,400 | - | - | 813,700 | - | - | 815,100 |
| Stock issued for investments | - | - | 35,500,000 | - | - | - | - | - | - | - |
| Conversion of preferred to common shares | (500,000) | (50) | 5,000,000 | 500 | - | - | 50 | - | - | 500 |
| Retirement of shares | - | - | (50,000,000) | (5,000) | - | - | 5,000 | - | - | - |
| Net income(loss) | - | - | - | - | - | - | - | - | (79,974) | \$ (79,974) |
| Balance –January 31, 2022 | 32,850,000 | 3,285 | 780,374,596 | 74,487 | 1,700,000 | (680,330) | 28,766,511 | - | (21,256,096) | 6,907,857 |

BOTS, Inc.
and SUBSIDIARIES
Consolidated Statements of Cash Flows
(Unaudited)

| | For Nine Months Ended January 31, | |
|--|--------------------------------------|---------------|
| | 2022 | 2021 |
| Operating Activities: | | |
| Net Income (Loss) | \$ (79,947) | \$ 56,874,805 |
| Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities: | | |
| Depreciation and amortization | 11,700 | 142,683 |
| Stock Based Compensation | 315,100 | 3,900,000 |
| Accrued Interest, Net | - | (54,839) |
| Effects of discontinued operations, net | - | 317,530 |
| Impairment | - | 62,072 |
| Effects of Acquisitions, net | - | (61,244,071) |
| Decrease (Increase) in: | | |
| Accounts receivable, net | (4,768) | - |
| Other receivables | (10,878) | - |
| Inventory | - | - |
| Prepaid expenses and other current liabilities | - | - |
| Accounts payable, accrued expenses and taxes payable | 23,732 | 12,000 |
| Total adjustments to reconcile net income to net cash | 311,154 | (56,864,625) |
| Net cash provided in operating activities | 231,207 | 9,780 |
| Cashflows from Investing Activities: | | |
| Increase (Decrease) in: | | |
| Cost Basis Investment | - | - |
| Acquisition of property, plant, and equipment | - | - |
| Acquisition of intangible assets | (189,130) | (5,000) |
| Net cash received in investing activities | (189,130) | (5,000) |
| Cash Flows From Financing Activities: | | |
| Borrowing from related parties, net | 26,300 | 2,219 |
| Notes Payable | (68,040) | (50,000) |
| Proceeds from issuance of stock, net | - | 19,949 |
| Net cash provided by financing activities | (41,740) | (27,832) |
| Net Change in Cash | 337 | (23,052) |
| Cash at Beginning of Period | 1,935 | 24,695 |
| Cash at End of Period | \$ 2,272 | \$ 1,643 |

NOTES TO AUDITED FINANCIAL STATEMENTS
For the Quarter Ended January 31, 2022

The accompanying consolidated unaudited financial statements of BOTS, Inc., (the “Company”, “we”, “our”), have been prepared in accordance with accounting principles generally accepted in the United States of America and the alternative disclosure rules of the OTC Markets.

Note 1. Organization and Basis of Presentation

The accompanying consolidated audited financial statements of BOTS, Inc., (the “Company”, “we”, “our”), have been prepared in accordance with accounting principles generally accepted in the United States of America and the rules of the Securities and Exchange Commission (“SEC”).

Basis of Presentation and Principles of Consolidation

The accompanying consolidated financial statements include the accounts of the Company and its subsidiaries and have been prepared in accordance with U.S. generally accepted accounting principles (“GAAP”). All significant intercompany accounts and transactions have been eliminated.

The consolidated financial statements include the accounts of the Company and its subsidiaries:

- First Bitcoin Capital, LLC

Description of Business

Originally, we were formed to open and operate a full-service day spa in Montrose, California. In October 2013 we repositioned ourselves as a technology company focused on two long-term secular trends sweeping the globe: (1) The decriminalization and legalization of marijuana for medicinal or recreational purposes; and (2) the adoption of electronic vaporizing cigarettes (commonly known as “eCigs”).

The Company initially earned revenue through wholesale and retail sales of electronic cigarettes, vaporizers, and accessories in the United States. It offered electronic cigarettes and related products through its online store at www.mcig.org, as well as through the company’s wholesale, distributor, and retail programs. We expanded operations to include the VitaCig brand in 2014.

From 2015 through 2020 the Company was involved in multiple cannabis business entities. We have elected to discontinue all operations in the cannabis markets and e-cig markets while focusing on robotics and blockchain technologies.

We operated multiple websites (which are not incorporated as part of this Form 10Q report). The Company’s primary website is www.BOTS.bz.

Subsidiaries of the Company

The Company currently operates, in addition to BOTS, Inc., the following subsidiaries which are consolidated:

First Bitcoin Capital, LLC

On May 14, 2020, we acquired 100% of First Bitcoin Capital, LLC (“FBC”). FBC was incorporated on December 11, 2017, under the laws of the state of Colorado. FBC works in multiple areas of blockchain development and cryptocurrency.

CoinQX Exchange Limited

On May 14, 2020, we acquired 100% of CoinQX Exchange, Limited (“CoinQX”). CoinQX was incorporated on July 4, 2014, in British Columbia, Canada. CoinQX has not yet begun operations.

420Wifi.com, llc

On May 14, 2020, we acquired 100% of 420wifi.com, llc (“420wifi”). 420wifi was organized on January 18, 2019, under the laws of the state of Wyoming. 420wifi has not yet begun operations.

D’BOT Technology Corp

On May 14, 2020, we acquired 100% of D’BOT Technology Corp (“DBOT”). DBOT was incorporated on March 15, 2019, under the laws of the state of Colorado. DBOT has not yet begun operations.

Note 2. Summary of Significant Accounting Policies

Principles of Consolidation

The consolidated financial statements include the accounts of the Company, the wholly owned subsidiaries of FBC. Significant intercompany balances and transactions have been eliminated.

Concentration of Credit Risk and Significant Customers

Financial instruments which potentially subject the Company to a concentration of credit risk consist principally of temporary cash investments and accounts receivable. The Company places its temporary cash investments with financial institutions insured by the FDIC.

Concentrations of credit risk with respect to trade receivables are limited due to the diverse group of customers to whom the Company sells. The Company establishes an allowance for doubtful accounts when events and circumstances regarding the collectability of its receivables warrant based upon factors such as the credit risk of specific customers, historical trends, other information and past bad debt history. The outstanding balances are stated net of an allowance for doubtful accounts.

Under Topic 606, revenue is recognized when control of the promised goods or services is transferred to our customers, in an amount that reflects the consideration we expect to be entitled to in exchange for those goods or services.

We determine revenue recognition through the following steps:

- identification of the contract, or contracts, with a customer;
- identification of the performance obligations in the contract;
- determination of the transaction price;
- allocation of the transaction price to the performance obligations in the contract; and
- recognition of revenue when, or as, we satisfy a performance obligation.

Interest Receivable

The Company’s interest receivables are accrued from two convertible promissory notes. The interest will continue to accrue until such time as the debt is paid in full, or the Company elects to convert the promissory note, or a portion thereof, into equity of the debtor.

Intangible Assets

The Company’s intangible assets consist of certain website development costs that is amortized over their useful life in accordance with the guidelines of *ASC 350-30 General Intangible Other than Goodwill* and *ASC 350-50 Website Development Costs*. In addition to these finite intangible assets, the Company accounts for its infinite intangible assets without depreciation and/or amortization. These assets are reviewed annually by an independent review to determine if an impairment should be recognized. As the Company owned no infinite intangible assets in the prior fiscal year ending April 30, 2020, no impairment was warranted for the Company’s infinite intangible assets.

Basic and Diluted Net Loss Per Share

The Company follows *ASC Topic 260 – Earnings Per Share*, and *FASB 2015-06, Earnings Per Share* to account for earnings per share. Basic earnings per share (“EPS”) calculations are determined by dividing net loss by the weighted average number of shares of common stock outstanding during the year. Diluted earnings per share calculations are determined by dividing net income by the weighted average number of common shares and dilutive common share equivalents outstanding. During periods when common stock equivalents, if any, are anti-dilutive they are not considered in the computation.

Basic net earnings (loss) per common share are computed by dividing the net earnings (loss) for the period by the weighted average number of common shares outstanding during the period. Diluted earnings (loss) per share are computed using the weighted average number of common and dilutive common stock equivalent shares outstanding during the period. Dilutive common stock equivalent shares consist of Series A convertible preferred stock, convertible debentures, stock options and warrant common stock equivalent shares.

Concentration of Credit Risk

Financial instruments, which potentially subject us to concentrations of credit risk, consist principally of cash and trade receivables. Concentrations of credit risk with respect to trade receivables are limited due to the clients that comprise our customer base and their dispersion across different business and geographic areas. We estimate and maintain an allowance for potentially uncollectible accounts and such estimates have historically been within management’s expectations.

Our cash balances are maintained in accounts held by major banks and financial institutions located in the United States. The Company may occasionally maintain amounts on deposit with a financial institution that are in excess of the federally insured limit of \$250,000. The risk is managed by maintaining all deposits in high quality financial institutions. The Company had \$0 and \$0 in excess of federally insured limits at January 31, 2022 and April 30, 2021.

Note 3. Going Concern

The Company’s financial statements are prepared using generally accepted accounting principles, which contemplate the realization of assets and liquidation of liabilities in the normal course of business. Because the business is new and has a limited history and relatively few sales, no certainty of continuation can be stated. The accompanying financial statements for the periods ended October 31, 2021, and October 31, 2020, have been prepared assuming that the Company will continue as a going concern, which contemplates the realization of assets and satisfaction of liabilities in the normal course of business.

The Company has suffered losses from operations and has an accumulated deficit, which raise substantial doubt about its ability to continue as a going concern.

Management is taking steps to raise additional funds to address its operating and financial cash requirements to continue operations in the next twelve months. Management has devoted a significant amount of time in the raising of capital from additional debt and equity financing. However, the Company’s ability to continue as a going concern is dependent upon raising additional funds through debt and equity financing and generating revenue. There are no assurances the Company will receive the necessary funding or generate revenue necessary to fund operations. The financial statements contain no adjustments for the outcome of this uncertainty.

Note 4. Cost Basis Investments

The Company has invested \$969,071 through January 31, 2022, in First Bitcoin Capital, LLC

Note 5. Acquisition

On May 15, 2020, the Company acquired First Bitcoin Capital, LLC and all the assets of First Bitcoin Capital Corp. The Company acquired all cash, inventory, prepaid expenses, inventory, fixed assets, and intellectual property for a total purchase price of \$10,120,000. The Company issued 100,000,000 common shares and 30,000,000 Series A Preferred shares at the rate of \$0.0253 per underlying common share. The Company has 60,000,000 Series A Preferred held in reserve for issuance should certain milestones be achieved over the course of three years.

In accordance to rule, the following table reflects the determination of the purchase price of the assets of First Bitcoin Capital Corp and the business entity of First Bitcoin Capital, LLC:

| Acquisition of First Bitcoin Capital Corp Assets | |
|--|--------------------|
| Cash | 800 |
| Patent | 308,750 |
| Interest receivable | 25,058 |
| Notes receivable | 1,191,307 |
| Cost basis investments | 972,425 |
| Non-current digital assets | 214,264,073 |
| Total assets acquired | 216,762,413 |
| | |
| Reserve for devaluation | 145,372,485 |
| Total liabilities assumed | 145,372,485 |
| Net acquisition assets | 71,389,928 |
| | |
| Total Purchase Price | |
| Common Stock issued as part of acquisition (100,000,000) | 2,530,000 |
| Preferred Stock issued as part of acquisition (90,000,000) | 22,770,000 |
| Total Purchase Price | 25,300,000 |
| Reserve for unissued stock | 15,180,000 |
| Stock issued as part of purchase | 10,120,000 |
| Net acquisition assets | 71,389,928 |
| Gain on Assets | 61,269,928 |

Note 6. Related Parties and Related Party Transactions

Mr. Rosenberg, the Company's former CEO/CFO provided funding for the Company from time to time. During the nine months ended January 31, 2022, Mr. Rosenberg paid multiple expense on behalf of the Company, and received multiple payments from the Company as payment against the advances made. Mr. Rosenberg is owed \$85,578 as due to related party as of January 31, 2022.

First Bitcoin Capital Corp, an affiliate shareholder of the Company's provides funding for First Bitcoin Capital, LLC, a wholly owned subsidiary of the Company. During the year ended April 30, 2021, First Bitcoin Capital Corp has funded \$6,113 to the Company.

Mr. Rosenberg received 80,000,000 shares of common stock for services provided in the acquisition of First Bitcoin Capital Corp assets and First Bitcoin Capital, LLC.

On April 29, 2020, we converted 5,000,000 of OBITX, Inc., common shares owned by us into 500,000 shares of Series B Preferred stock. The conversion was according to the terms of the Series B Preferred stock and as such there was no gain or loss on the transaction. BOTS may not convert the Series B Preferred shares into common shares until 24 months have expired from the transaction.

On August 23, 2021, Mr. Rosenberg converted 500,000 shares of Series B Preferred stock into 5,000,000 shares of common stock.

Note 7. Cryptocurrency Assets

During the year months ended April 30, 2021, the Company started transacting business with cryptocurrency assets. The Company records the asset as an Intangible Asset with Infinite Life. We classify cryptocurrency that have a market value and substantial liquidity as Current Intangible Assets. Cryptocurrency that does not trade on a market or have limited liquidity are classified as Non-current Intangible Assets.

The following chart shows our cryptocurrency assets held as of October 31, 2021:

Schedule of Digital Currencies – Non-current

| | | Cost per Currency | Total Cost |
|--------------------------|-----------------|------------------------------|-----------------------|
| First Bitcoin (BIT) | 17,120,497,315 | \$ 0.004029 | \$ 69,114,447 |
| President Trump (PRES) | 55,869,517,129 | - | 145,372,484 |
| KiloCoin (KLC) | 998,560,007 | - | - |
| TeslaCoin (TESLA) * | 3,988,609 | - | 622 |
| Siacoin (SC) | 342,348 | - | - |
| Alphabit (ABC) | 199,999,982 | - | - |
| Perkscoin | 2,083,333 | - | - |
| OTC Coin | 19,996,895,800 | - | - |
| President Johnson (GARY) | 54,987,192,536 | - | - |
| Hillary (HILL) | 55,967,772,167 | - | - |
| BURN | 55,968,072,167 | - | - |
| Bitcoin Futures (XBU) | 8,977,777 | - | - |
| Altcoin (ALT) | 10,888 | - | - |
| BPU | 8,999,000 | - | - |
| BPL | 8,999,000 | - | - |
| BCN | 8,999,000 | - | - |
| BXT | 8,999,000 | - | - |
| XBC | 8,999,000 | - | - |
| XOM | 4,090,505 | - | - |
| WEED | 77,141,332 | - | - |
| Fly (LOYAL) | 2,254,750,118 | - | - |
| Catalan Coin | 92,233,720,368 | - | - |
| OPRAH | 1,266,805,361 | - | - |
| HERB | 888,888,888 | - | - |
| MoshiachCoin | 379,164 | - | - |
| HEMP | 100,000,000 | - | - |
| MaidSafeCoin (MAID) | 71 | - | - |
| AFG | 100,000,000,000 | - | - |
| AAL | 91,818,181,818 | - | - |
| UAL | 91,818,181,818 | - | - |
| FFT | 91,818,181,818 | - | - |
| HAL | 91,818,181,818 | - | - |
| SWA | 91,818,181,818 | - | - |
| PURPOSE | 92,000,000,000 | - | - |
| UAE | 1,000,000,000 | - | - |
| QTR | 1,000,000,000 | - | - |
| SIA | 1,000,000,000 | - | - |
| CPA | 1,000,000,000 | - | - |
| ANA | 1,000,000,000 | - | - |
| KZR | 1,000,000,000 | - | - |
| HVN | 1,000,000,000 | - | - |
| LAN | 1,000,000,000 | - | - |

| | | | |
|-----|----------------|---|---|
| OMA | 1,000,000,000 | - | - |
| JST | 1,000,000,000 | - | - |
| POE | 1,000,000,000 | - | - |
| XAX | 1,000,000,000 | - | - |
| EIN | 1,000,000,000 | - | - |
| WJA | 1,000,000,000 | - | - |
| IGO | 1,000,000,000 | - | - |
| IBE | 1,000,000,000 | - | - |
| JBU | 92,818,181,818 | - | - |
| JSA | 1,000,000,000 | - | - |
| AZU | 1,000,000,000 | - | - |
| AVA | 1,000,000,000 | - | - |
| TAM | 1,000,000,000 | - | - |
| AZA | 1,000,000,000 | - | - |
| DAT | 1,000,000,000 | - | - |
| ASA | 1,000,000,000 | - | - |
| SCO | 1,000,000,000 | - | - |
| SAS | 1,000,000,000 | - | - |
| SEY | 1,000,000,000 | - | - |
| TAP | 1,000,000,000 | - | - |
| TOM | 1,000,000,000 | - | - |
| ALK | 1,000,000,000 | - | - |
| CMP | 1,000,000,000 | - | - |
| AHY | 1,000,000,000 | - | - |
| JAI | 1,000,000,000 | - | - |
| MAU | 1,000,000,000 | - | - |
| BER | 1,000,000,000 | - | - |
| EWG | 1,000,000,000 | - | - |
| EYH | 1,000,000,000 | - | - |
| APJ | 1,000,000,000 | - | - |
| ETD | 1,000,000,000 | - | - |
| THY | 1,000,000,000 | - | - |
| EVA | 1,000,000,000 | - | - |
| QFA | 1,000,000,000 | - | - |
| DLH | 1,000,000,000 | - | - |
| GIA | 1,000,000,000 | - | - |
| CHH | 92,818,181,818 | - | - |
| THA | 1,000,000,000 | - | - |
| AFR | 1,000,000,000 | - | - |
| SWR | 1,000,000,000 | - | - |
| AAR | 1,000,000,000 | - | - |
| ANZ | 1,000,000,000 | - | - |
| VOZ | 1,000,000,000 | - | - |
| AUA | 1,000,000,000 | - | - |
| BKP | 1,000,000,000 | - | - |
| JAL | 1,000,000,000 | - | - |
| JAA | 1,000,000,000 | - | - |

| | | | |
|------|----------------|---|---|
| JAT | 1,000,000,000 | - | - |
| HAD | 1,000,000,000 | - | - |
| AXM | 1,000,000,000 | - | - |
| KLM | 1,000,000,000 | - | - |
| VRD | 1,000,000,000 | - | - |
| BAW | 92,818,181,818 | - | - |
| FIN | 1,000,000,000 | - | - |
| VIR | 1,000,000,000 | - | - |
| CRK | 1,000,000,000 | - | - |
| NAX | 1,000,000,000 | - | - |
| ACA | 1,000,000,000 | - | - |
| CSN | 1,000,000,000 | - | - |
| AEE | 1,000,000,000 | - | - |
| MAS | 1,000,000,000 | - | - |
| DAL | 92,818,181,818 | - | - |
| KAL | 1,000,000,000 | - | - |
| CAL | 1,000,000,000 | - | - |
| EZY | 1,000,000,000 | - | - |
| SLK | 1,000,000,000 | - | - |
| AFL | 1,000,000,000 | - | - |
| SAA | 1,000,000,000 | - | - |
| CES | 1,000,000,000 | - | - |
| GFA | 1,000,000,000 | - | - |
| ICE | 1,000,000,000 | - | - |
| SVA | 1,000,000,000 | - | - |
| PAL | 1,000,000,000 | - | - |
| EGF | 1,000,000,000 | - | - |
| KQA | 1,000,000,000 | - | - |
| DTA | 1,000,000,000 | - | - |
| CCA | 1,000,000,000 | - | - |
| TSC | 1,000,000,000 | - | - |
| ANE | 1,000,000,000 | - | - |
| DKH | 1,000,000,000 | - | - |
| FJI | 1,000,000,000 | - | - |
| LOTP | 1,000,000,000 | - | - |
| CAW | 1,000,000,000 | - | - |
| AMX | 1,000,000,000 | - | - |
| RBA | 1,000,000,000 | - | - |
| GCRC | 1,000,000,000 | - | - |
| TGW | 1,000,000,000 | - | - |
| MNO | 1,000,000,000 | - | - |
| RJA | 1,000,000,000 | - | - |
| SEJ | 1,000,000,000 | - | - |
| WOWN | 1,000,000,000 | - | - |
| SW | 1,000,000,000 | - | - |
| FS | 1,000,000,000 | - | - |
| RT | 1,000,000,000 | - | - |
| BW | 1,000,000,000 | - | - |

| | | | |
|----------------|----------------|---|----------------|
| JJ | 1,000,000,000 | - | - |
| MC | 1,000,000,000 | - | - |
| HH | 1,000,000,000 | - | - |
| IC | 1,000,000,000 | - | - |
| CH | 92,818,181,818 | - | - |
| WY | 1,000,000,000 | - | - |
| Total | | | \$ 214,487,552 |
| Reserve | | | 210,209,892 |
| Carrying Value | | | \$ 4,277,660 |

Note 8. Discontinued Operations

During the three months ended October 31, 2020, the company wrote-off its investments into BRRX Management joint venture and eliminated the value of its California City cannabis license. This write-off resulted in an expense from discontinued operations of \$211,839

Note 9. Stockholders' Equity

Common Stock

As of January 31, 2022, the Company was authorized to issue 2,000,000,000 common shares at a par value of \$0.0001. As of January 31, 2022, the Company had issued and outstanding 780,374,596 common shares.

On May 14, 2020, the Company issued 50,000,000 shares of common stock to Overwatch Partners, Inc., as part of payment for services provided as part of the acquisition of First Bitcoin Capital Corp assets and First Bitcoin Capital, LLC.

On May 14, 2020, issued 80,000,000 shares of common stock as stock-based compensation to Paul Rosenberg for services provided as the CEO of the Company.

The Company issued 10,000,000 shares of common stock to Carl G. Hawkins for legal services provided through May 14, 2020. The Law Offices of Carl G Hawkins provided legal services to the Company.

The Company issued 10,000,000 shares of common stock to Law Offices of Thomas G Amon for legal services provided through May 14, 2020, for legal services to the Company.

On May 15, 2020, we issued 100,000,000 common shares to First Bitcoin Capital Corp in an asset purchase.

On July 20, 2020, we issued 15,000,000 shares of common stock to APO Holdings, LLC as payment for our outstanding debt of \$58,706.

On July 20, 2020, we 1,000,000 shares of common stock to Andrus Nomm and 500,000 shares of common stock to Levent Can Ersoydan for consulting services provided through July 20, 2020.

On December 23, 2020, we issued 4,000,000 shares of common stock to four different shareholders for services provided.

On May 1, 2021, the Company issued 1,000,000 shares of common stock to Oleksandr Gordieiev, the Company's CEO for services provided.

On August 23, 2021, Mr. Rosenberg converted 500,000 shares of Series B Preferred stock into 5,000,000 shares of common stock.

During the six months ended October 31, 2021, the Company issued 4,000,000 shares of common stock related to consulting services provided.

Preferred Stock

The Company has authorized 100,000,000 shares of preferred stock, of which it has designated 100,000,000 as Series A Preferred, at \$0.0001 par value. The Company has 32,850,000 issued and outstanding as of October 31, 2021. Each share of the Preferred Stock has 10 votes on all matters presented to be voted by the holders of the Company's common stock.

On May 15, 2020, we issued 30,000,000 Series A Preferred to First Bitcoin Capital Corp in an asset purchase.

On August 23, 2021, Mr. Rosenberg converted 500,000 shares of Series B Preferred stock into 5,000,000 shares of common stock.

Note 10. Subsequent Events

There are no subsequent events that would have a material effect on the Company.