U.S. SECURITIES AND EXCHANGE COMMISSION

PART II – OFFERING CIRCULAR

An offering statement pursuant to Regulation A relating to these shares has been filed with the U.S. Securities and Exchange Commission (the "Commission"). Information contained in this preliminary offering circular is subject to completion or amendment. These shares may not be sold nor may offers to buy be accepted before the offering statement filed with the Commission is qualified. This preliminary offering circular shall not constitute an offer to sell or a solicitation of an offer to buy or sell any of these shares in any state in which such offer, solicitation or sale would be unlawful before registration or qualification under the laws of any such state. We may elect to satisfy our obligation to deliver a final offering circular by sending you a notice within two business days after the completion of our sale to you that contains the URL where the final offering circular or the offering statement in which such final offering circular was filed may be obtained.

Generally, no sale may be made to you in this offering if the aggregate purchase price you pay is more than 10% of the greater of your annual income or net worth. Different rules apply to accredited investors and non-natural persons. Before making any representation that your investment does not exceed applicable thresholds, we encourage you to review Rule 251(d)(2)(i)(C) of Regulation A. For general information on investing, we encourage you to refer to www.investor.gov.

Preliminary Offering Circular dated November 5, 2021.

>reachout

REACHOUT TECHNOLOGY CORP.

6,000,000 shares of common stock

This is an initial public offering of our common stock. The offering price is $1.00 per share.

The offering consists of 6,000,000 shares of common stock (the "Offering Shares"). None of our existing shareholders, nor any of our officers, directors or affiliates is selling any securities in this offering.

Our common stock is not currently quoted or traded on any exchange or marketplace. There are currently 12,016,669 shares of our common stock issued and outstanding. Following the completion of this offering, we will be a "controlled company" in that our founder, director, and sole officer, Richard Jordan, owns 84.5% of our common stock prior to the offering, and will own over 62% of our common stock after the offering.

There is no minimum number of Offering Shares that we must sell in order to conduct a closing in this offering. The offering will commence within two calendar days after this offering circular has been qualified by the Commission. See "*Plan of Distribution*" on page 8. This offering will terminate upon the earlier of when all shares qualified hereunder are sold or one (1) year after this offering circular has been qualified by the Commission.

See "*Risk Factors*" beginning on page 3 of this offering circular for a discussion of information that should be considered in connection with an investment in such securities.

The Commission does not pass upon the merits of or give its approval to any securities offered or the terms of the offering, nor does it pass upon the accuracy or completeness of any offering circular or other solicitation materials. These securities are being offered pursuant to an exemption from registration with the Commission; however, the Commission has not made an independent determination that the securities offered are exempt from registration.

	Price Per Share	Selling Agents' Discounts and Commissions(1)(2)	Proceeds to Our Company(2)
Offering Shares	$ 1.00	$ 0.10	$ 0.90

(1) We do not have any agreement in place with a selling agent. These expenses are estimated at up to 10% of the Offering Price based on our observation of standard market prices.

(2) Assumes that all of the Offering Shares are sold.

We plan to market this offering to potential investors through our officers or we may engage broker-dealers and selling agents. This offering will terminate on November [•], 2022 (the "Offering Period"). We may hold an initial closing on any number of Offering Shares at any time during the Offering Period and thereafter may hold one or more additional closings during the Offering Period. We will close on proceeds based upon the order in which they are received. See "*Plan of Distribution"* on page 8.

We may decide to extend the offering, close the offering early, or cancel it, at our sole discretion. If we extend the offering, we will provide that information in an amendment to this offering circular. If we close the offering early or cancel it, we may do so without notice to you, although if we cancel the offering all funds that may have been provided by any investors will be promptly returned without interest or deduction. See "*Plan of Distribution*" on 8.

This is a Regulation A+ Tier 2 offering.

We are an "emerging growth company" as defined in the Jumpstart Our Business Startups Act of 2012 and have elected to comply with certain reduced public company reporting requirements. As a smaller reporting company within the meaning of Rule 405, we are following the Form S-1 disclosure requirements for smaller reporting companies. This offering circular is intended to provide the information required by Part I of Form S-1.

You should rely only on the information contained in this offering circular. We have not authorized anyone to provide you with different information.

The information in this offering circular assumes that all of the Shares offered are sold.

Unless otherwise stated in this offering circular, "we," "us," "our," "our company" or "Healthy Extracts" refers to Healthy Extracts Inc. and our predecessor operations.

SUMMARY

This summary highlights certain information appearing elsewhere in this offering circular. For a more complete understanding of this offering, you should read the entire offering circular carefully, including the risk factors and the financial statements.

Forward-Looking Statements

This document contains forward-looking statements. All statements pertaining to our future financial and/or operating results, future events, or future developments may constitute forward-looking statements. The statements may be identified by words such as "expect," "look forward to," "anticipate," "intend," "plan," "believe," "seek," "estimate," "will," "project," or words of similar meaning. Such statements are based on the current expectations and certain assumptions of our management, of which many are beyond control. These are subject to a number of risks, uncertainties, and factors, including but not limited to those described in disclosures. Should one or more of these risks or uncertainties materialize, or should underlying expectations not occur or assumptions prove incorrect, actual results, performance, or achievements of the Company may (negatively or positively) vary materially from those described explicitly or implicitly in the relevant forward-looking statement. We neither intend nor assume any obligation, to update or revise these forward-looking statements in light of developments that differ from those anticipated.

Corporate History

We were incorporated on February 13, 2020, in the State of Delaware. We have not yet begun our operations, but we intend to provide cybersecurity solutions to businesses to protect their complete operating landscape and data secrets.

Overview

We intend to protect organizations from internal threats and cyber-attacks that have made their way inside the network perimeter to strike at the heart of the enterprise. We want to be a leading information technology ("IT") firm specializing in managed IT services, cybersecurity, data protection, cloud, and communication solutions. Our comprehensive solutions will proactively protect, monitor, and record activity, then detect and eliminate malicious outside or internal privileged behavior to enforce security on the endpoint, protecting data at rest and in transit.

The Offering

Securities offered and price per share:	Up to 6,000,000 shares of common stock, at $1.00 per share (the "Offering Shares").
Best efforts offering:	There is no minimum number of Offering Shares that we must sell in order to conduct a closing in this offering. Our directors and officers shall be entitled to purchase Shares in the offering.
Securities outstanding prior to this offering:	12,016,669 shares of common stock. 1,000,000 shares of preferred stock.
Securities outstanding after this offering:	18,016,669 shares of common stock. 1,000,000 shares of preferred stock.
Use of proceeds:	See "*Use of Proceeds*" beginning on page 8.
Risk factors:	Investing in our common stock involves a high degree of risk. See "*Risk Factors*" beginning at page 3.

Corporate Information

Our principal executive offices are located at 8910 W. 192nd Street, Suite N, Mokena, IL 60448, telephone (312) 815-2549. Our principal website is *www.reachoutit.com*.

We are not subject to the information requirements of the Securities Exchange Act of 1934 (the "1934 Act"), and therefore do not file reports, proxy statements, and other statements and information with the Securities and Exchange Commission.

RISK FACTORS

Any investment in our common stock involves a high degree of risk. You should carefully consider the following information, together with the other information contained in this Annual Report, before you decide to buy our common stock. If one or more of the following events actually occurs, our business will suffer, and as a result, our financial condition or results of operations will be adversely affected. In this case, the market price, if any, of our common stock could decline, and you could lose all or part of your investment in our common stock.

We are providing services to an industry that is heavily regulated and, in some respects, illegal under federal law and the laws of most states. We face risks in developing our product candidates and services and eventually bringing them to market. We also face risks that our business model may become obsolete. The following risks are material risks that we face. If any of these risks occur, our business, our ability to achieve revenues, our operating results and our financial condition could be seriously harmed.

Risk Factors Related to the Business of the Company

We are an early growth stage company and have no historical financial information upon which you may evaluate our performance.

We were incorporated in Delaware in February 2020 and are still considered an early growth stage company. You should consider our prospects for success in light of the associated risks and uncertainties. Unanticipated problems, expenses, and delays are frequently encountered in newer businesses, such as ours, and in developing new products and services. These include, but are not limited to, inadequate funding, lack of consumer acceptance, competition, product development, onerous or problematic terms under licensing and other agreements, and inadequate marketing and sales. We may not successfully address these risks and uncertainties or successfully implement our existing and new products and services. The failure by us to meet any of these and other risks or uncertainties could have a materially adverse effect upon us and may force us to reduce or curtail operations. No assurance can be given that we can or will ever operate profitably.

We will need additional funding in the future, and if we are unable to raise capital when needed, we may be forced to delay, reduce, or eliminate products, programs, commercial efforts, or sales efforts. Developing products and marketing developed products is costly. We will need to raise substantial additional capital in the future in order to execute our business plan and help us and our collaboration partners fund the development and commercialization of our products.

We intend to finance future cash needs through public or private equity offerings, debt financings, or strategic collaboration and licensing arrangements. Our stockholders may consequently experience additional dilution, and debt financing, if available, may involve restrictive covenants and high interest. Regarding accessing additional funds through collaboration and licensing arrangements, it may be necessary to relinquish some rights to our products, processes, and technologies or to grant licenses on terms not necessarily favorable to us. If adequate funds are not available from the foregoing sources, we may consider additional strategic financing options, including sales of assets, or we may be required to delay, reduce the scope of, or eliminate one or more of our research or development programs, or curtail some of our commercialization efforts of our operations. We may seek to access the public or private equity markets whenever conditions are favorable, even if we do not have an immediate need for additional capital.

It is our intent to pursue a public listing for our common stock in either the U.S. or in Canada. We intend to complete this private offering prior to our public listing. Following the public listing, we expect to conduct further capital raises to fund our operations and growth initiatives. Any additional equity issuance will cause existing investors, including investors in this offering, to experience dilution of their investment in the Company.

If we are unable to attract and retain key personnel, we may not be able to effectively compete in our market.

Our success will depend, in part, on our ability to attract and retain key management beyond what we have today. We will attempt to enhance our management and technical expertise by recruiting qualified individuals with desired skills and experience in certain targeted areas. An inability to retain employees and to attract or recruit and keep sufficient additional employees could have a material adverse effect on our business, financial condition, results of operations, and cash flows, as well as limit or delay our ability to develop and market our products.

Because our sole officer and director controls all of our common stock, he has the ability to influence matters affecting our shareholders.

Our sole officer and director, Richard D. Jordan, beneficially owns approximately eighty five percent (85%) of our outstanding common stock on a fully diluted basis. As a result, he has the ability to influence matters affecting our shareholders, including the election of our directors, the acquisition or disposition of our assets, the future issuance of shares, and the retention or control of management. Investors may find it difficult to replace our management. Decisions could be made that are in the best interest of insiders rather than investors or otherwise that could negatively impact stock value.

We may not be able to effectively manage our growth and operations, which could materially and adversely affect our business.

We may experience rapid growth and development in a relatively short time span through our marketing efforts. The management of this growth will require, among other things, continued development of our financial and management controls and management information systems, stringent control of costs, increased marketing activities, the ability to attract and retain qualified management personnel, and the training of new personnel. We intend to hire additional personnel in order to manage our expected growth and expansion. Failure to successfully manage our possible growth and development could have a material adverse effect on our business and the value of our common stock.

Risk Factors Related to this Offering

The company valuation is arbitrarily determined and may not be indicative of our actual value.

The purchase price for the Shares was determined by our management and bears no relationship to our current assets, book value, net worth, or operations, and may not be indicative of the actual value of the Company.

Dilution will result from the sale of the Shares under this Offering.

Although the Board of Directors intends to use its reasonable business judgment to fulfill its fiduciary obligations to our then existing stockholders in connection with any such issuance, it is possible that the future issuance of additional shares could cause immediate and substantial dilution to the net tangible book value of those shares of our common stock that are issued and outstanding immediately prior to any such transaction. Any future decrease in the net tangible book value of such issued and outstanding shares could have a material effect on the market value of the Shares.

The issuance of additional common stock and/or the resale of our issued and outstanding common stock could cause substantial dilution to investors in this offering.

Our Board of Directors has the authority to issue additional shares of common stock and to issue options and warrants to purchase shares of our common stock, up to the amount stated in our Articles of Incorporation (as amended), without shareholder approval and at values that could be less than the price at which you are investing, thus the possibility of substantial dilution. In addition, the Board of Directors could issue large blocks of voting stock to fend off unwanted tender offers or hostile takeovers without further shareholder approval.

The Shares offered under this Offering are restricted securities and will have limited liquidity.

The Shares offered in this Offering are restricted securities under the 1933 Act. Investors will be required to hold these securities for which there will be no current market. Under Rule 144 promulgated under the 1933 Act, as amended, the Shares will have to be held for at least one (1) year prior to sale, unless a registration statement is sooner filed for the benefit of the investors. We have no plans to file a registration statement. Even if we filed such a registration statement, there may be no market for the Shares. You may not be able to sell the Shares if a market does not develop or may need to hold the Shares for a long period of time before a market develops.

***There is no public trading market for our common stock, which may impede your ability to sell our shares*.**

Currently, there is no trading market for our common stock, and there can be no assurance that such a market will commence in the future. There can be no assurance that an investor will be able to liquidate his or her investment without considerable delay, if at all. If a trading market does commence, the price may be highly volatile. Factors discussed herein may have a significant impact on the market price of the shares offered. Moreover, due to the relatively low price of our securities, many brokerage firms may not affect transactions in our common stock if a market is established. Rules enacted by the SEC increase the likelihood that most brokerage firms will not participate in a potential future market for our common stock. Those rules require, as a condition to brokers effecting transactions in certain defined securities (unless such transaction is subject to one or more exemptions), that the broker obtain from its customer or client a written representation concerning the customer's financial situation, investment experience, and investment objectives. Compliance with these procedures tends to discourage most brokerage firms from participating in the market for certain low-priced securities.

While we currently intend to obtain a public listing of our common stock, there are no assurances that we will be able to do so. As a result, there may not be an exit strategy for our common stockholders for an extended period of time.

We intend to apply to list our common stock for trading on a public marketplace, which may make it more difficult for investors to resell their shares due to suitability requirements.

We intend to apply to list our common stock for trading on a public marketplace in either the U.S. or Canada. Broker-dealers often decline to trade in "over the counter" or lower-priced stocks given the market for such securities is often limited, the stocks are more volatile, and the risk to investors is greater. These factors may reduce the potential market for our common stock by reducing the number of potential investors. This may make it more difficult for investors in our common stock to sell shares to third parties or to otherwise dispose of their shares. This could cause our stock price to decline.

If we are unable to pay the costs associated with being a public, reporting company, we may not be able to commence and/or continue trading on a public marketplace and/or we may be forced to discontinue operations.

We intend to apply to list our common stock for trading on a public marketplace in either the U.S. or Canada. We expect to have significant costs associated with being a public, reporting company, which may raise substantial doubt about our ability to commence and/or continue trading and/or continue as a going concern. Our ability to commence and/or continue trading and/or continue as a going concern will depend on positive cash flow, if any, from future operations and on our ability to raise additional funds through equity or debt financing. If we are unable to achieve the necessary sales or raise or obtain the needed funding to cover the costs of operating as a public, reporting company, our common stock may be deleted from the public marketplace and/or we may be forced to discontinue operations.

The forward-looking statements contained in this Offering Circular may prove incorrect.

This Offering Circular contains certain forward-looking statements, including among others: (i) anticipated trends in our financial condition and results of operations; (ii) our business strategy for expanding distribution; and (iii) our ability to distinguish ourselves from our current and future competitors. These forward-looking statements are based largely on our current expectations and are subject to a number of risks and uncertainties. Actual results could differ materially from these forward-looking statements. In addition to the other risks described elsewhere in this "Risk Factors" discussion, important factors to consider in evaluating such forward-looking statements include: (i) changes to external competitive market factors or in our internal budgeting process which might impact trends in our results of operations; (ii) anticipated working capital or other cash requirements; (iii) changes in our business strategy or an inability to execute our strategy due to unanticipated changes in the mining and natural resources industry; and (iv) various competitive factors that may prevent us from competing successfully in the marketplace. In light of these risks and uncertainties, many of which are described in greater detail elsewhere in this "Risk Factors" discussion, there can be no assurance that the events predicted in forward-looking statements contained in this Offering Circular will, in fact, transpire.

SPECIAL NOTE ABOUT FORWARD-LOOKING STATEMENTS

We have made forward-looking statements in this Offering Circular that are based on our management's beliefs and assumptions and on information currently available to our management. Forward-looking statements include the information concerning our possible or assumed future results of operations, business strategies, financing plans, competitive position, industry environment, potential growth opportunities, and the effects of future regulation, and the effects of competition. Forward-looking statements include all statements that are not historical facts and can be identified by the use of forward-looking terminology such as the words "believe," "expect," "anticipate," "intend," "plan," "estimate," or similar expressions. These statements are only predictions and involve known and unknown risks and uncertainties, including the risks outlined under "Risk Factors" and elsewhere in this Offering Circular.

Although we believe that the expectations reflected in our forward-looking statements are reasonable, we cannot guarantee future results, events, levels of activity, performance, or achievement. We are not under any duty to update any of the forward-looking statements after the date of this Offering Circular to conform these statements to actual results unless required by law.

IN ADDITION TO THE FOREGOING RISKS, BUSINESSES ARE OFTEN SUBJECT TO RISKS THAT ARE NOT FORESEEN OR FULLY APPRECIATED BY MANAGEMENT. POTENTIAL INVESTORS SHOULD KEEP IN MIND THAT OTHER IMPORTANT RISKS COULD ARISE.

USE OF PROCEEDS

The net proceeds to use from the sale of the Shares will be $6,000,000 if the entire offering is sold. The following table sets forth a breakdown of our estimated use of our net proceeds as we currently expect to use them, assuming the sale of, respectively, 25%, 50%, and 100% of the Shares.

	Assumed Percentage of Shares Sold		
	25%	**50%**	**100%**
Price to Public	$1,500,000	$3,000,000	$6,000,000
Selling agent commissions (1)	$150,000	$300,000	$600,000
Other Offering expenses	$30,000	$30,000	$30,000
Net proceeds	$1,320,000	$2,670,000	$5,370,000
Public listing of common stock	$100,000	$100,000	$100,000
Increase staff	-0-	$500,000	$500,000
Working capital	$1,220,000	$2,070,000	$4,770,000
Total use of proceeds	$1,500,000	$3,000,000	$6,000,000

(1) We do not have any agreement in place with a selling agent, although we reserve the right to enter into one. In the event we do not utilize a selling agent, these proceeds will be added to working capital.

PLAN OF DISTRIBUTION

The Shares are being sold through our executive officers. We may also engage broker-dealers or selling agents to sell the Shares. We have not yet engaged anyone else to sell Shares in this offering.

This is an offering of 6,000,000 shares of our common stock issued by the Company. None of our officers, directors, or affiliates is selling any securities in this offering. There is no minimum number of Offering Shares that we must sell in order to conduct a closing in this offering.

If we do engage a broker-dealer or selling agent, we will arrange for the sale of securities to investors on a "best efforts" basis, meaning that they need only use their best efforts to sell the securities. Any third party we engage may sell some of the Offering Shares through selected dealers.

The offering price of the Offering Shares was determined by us. This determination was done without reference to our book value or asset values or by the application of any customary, established models for valuing companies or securities. Accordingly, the offering price may not be indicative of any amounts you might receive should you seek to sell your shares or should there be a liquidation of our company. In addition, such prices are not necessarily indicative of any prices at which our securities may trade, or any value that might be ascribed to our company after the completion of the offering. See "*Dilution*" on page 11.

Our officers and directors shall be entitled to purchase Offering Shares in the offering. Any such purchases shall be conducted in compliance with the applicable provisions of Regulation M.

The Subscription Agreement that will be used by purchasers of the Offering Shares requires that the Purchaser (i) irrevocably submits to the exclusive jurisdiction and venue of the courts of the State of Delaware in any action arising out of the Subscription Agreement and the Offering Circular and (ii) consents to the service of process by mail. Notwithstanding the foregoing, Section 22 of the Securities Act creates concurrent jurisdiction for federal and state courts over all suits brought to enforce any duty or liability created by the Securities Act or the rules and regulations thereunder, and Section 27 of the Exchange Act creates exclusive jurisdiction over all suits brought to enforce any duty or liability created by the Exchange Act or the Exchange Act, and thus the exclusive jurisdiction provision does not apply to Securities Act or Exchange Act claims.

Procedures for Subscribing

We will hold an initial closing on any number of Offering Shares at any time during the Offering Period when we determine and thereafter may hold one or more additional closings until we determine to cease having any additional closings during the Offering Period. We will close on proceeds based upon the order in which they are received. We will consider various factors in determining the timing of any additional closings following the initial closing, including the amount of proceeds received at the initial closing and any prior additional closings.

We may decide to close the offering early or cancel it, at our sole discretion. If we extend the offering, we will provide that information in an amendment to this offering circular. If we close the offering early or cancel it, we may do so without notice to you, although if we cancel the offering all funds that may have been provided by any investors will be promptly returned without interest or deduction.

Discounts, Commissions and Expenses

We shall be responsible for and pay all expenses relating to the offering, including, without limitation, (a) all filing fees and expenses relating to the registration of the Shares to be sold in the offering with the SEC and the filing of the offering materials with the OTC Markets, as applicable; (b) all fees and expenses relating to the registration or qualification of the Offering Shares; as required under the "blue sky" laws, including the fees of counsel selected by us; (c) the costs of all mailing and printing of the offering documents; (d) fees and expenses of the transfer agent for such shares; (e) our roadshow expenses; (f) the fees and expenses of our accountants and the fees and expenses of our legal counsel and other agents and representatives; and (g) any fees or commissions we may incur if we engage a broker-dealer or selling agent to market the offering.

Offer Restrictions Outside the United States

Other than in the United States, no action has been taken by us or the lead selling agent that would permit a public offering of the securities offered by this offering circular in any jurisdiction where action for that purpose is required. The securities offered by this offering circular may not be offered or sold, directly or indirectly, nor may this offering circular or any other offering material or advertisements in connection with the offer and sale of any such securities be distributed or published in any jurisdiction outside of the U.S., except under circumstances that will result in compliance with the applicable rules and regulations of that jurisdiction. Persons into whose possession this offering circular comes are advised to inform themselves about and to observe any restrictions relating to the offering and the distribution of this offering circular. This offering circular does not constitute an offer to sell or a solicitation of an offer to buy any securities offered by this offering circular in any jurisdiction in which such an offer or a solicitation is unlawful.

DETERMINATION OF OFFERING PRICE

The offering price of the Offering Shares was determined by us. This determination was done without reference to our book value or asset values or by the application of any customary, established models for valuing companies or securities. Accordingly, the offering price may not be indicative of any amounts you might receive should you seek to sell your shares or should there be a liquidation of our company. In addition, such prices are not necessarily indicative of any prices at which our securities may trade, or any value that might be ascribed to our company after the completion of the offering.

DILUTION

The difference between the offering price per share of our common stock in this offering and the Pro Forma As Adjusted net tangible book value per share after this offering constitutes the dilution to investors in this offering. Net tangible book value per share is determined by dividing our net tangible book value, which is our total tangible assets less total liabilities, by the total number of outstanding shares of common stock.

As of June 30, 2021, on an Actual basis and a Pro Forma basis, our net tangible book value is as follows:

		Actual		Pro Forma
Net Book value	$	889,279	$	6,289,279
Less: (intangibles assets)		(150,000)		(150,000)
Net tangible book value	$	739,279	$	6,139,279
Total common shares outstanding - Pro Forma				18,016,669
Net tangible book value per common share - Pro Forma			$	0.34

After giving effect to the sale of the Shares in this offering, on a Pro Forma As Adjusted basis, our net tangible book value would be $6,139,279, or $0.34 per common share, after deducting selling agents' discounts, commissions, a non-accountable expense allowance and expenses of this offering totaling approximately $600,000. This represents an immediate [increase] in Pro Forma As Adjusted net tangible book value of $0.28 per share to our existing stockholders and an immediate dilution of $0.94 per share to investors purchasing shares in this offering.

The following table illustrates the dilution to new investors on a per-share basis:

Offering price per share		$ 1.00
Pro Forma net tangible book value per share before this offering	$(0.34)	
Increase in Pro Forma As Adjusted net tangible book value per share attributable to investors purchasing shares in this offering	0.28	
Pro Forma As Adjusted net tangible book value per share after this offering		(0.06)
Dilution in Pro Forma As Adjusted net tangible book value per share to investors in this offering		$0.94

The following table sets forth information with respect to our existing stockholders and the new investors as follows:

	Shares Purchased		Total Consideration		Average Price Per Share
	Number	Percent	Amount	Percent	$
Existing stockholders	12,016,669	67 %	$ 1,149,707	16 %	$ .10
New investors	6,000,000	33 %	6,000,000	84 %	$ 1.00
Total	18,016,669	100 %	$ 7,149,707	100 %	

MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

Our common stock is not quoted or traded on any exchange or marketplace. We intend to There is no assurance that there will be liquidity in the common stock.

Holders

As of November 5, 2021, there were 12,016,669 shares of our common stock issued and outstanding and held by eight holders of record.

Dividend Policy

We have not paid any dividends on our common stock and do not expect to do so in the foreseeable future. We intend to apply our earnings, if any, in expanding our operations and related activities. The payment of cash dividends in the future will be at the discretion of the Board of Directors and will depend upon such factors as earnings levels, capital requirements, our financial condition, and other factors deemed relevant by the Board of Directors.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Our Management's Discussion and Analysis contains not only statements that are historical facts, but also statements that are forward-looking (within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934). Forward-looking statements are, by their very nature, uncertain and risky. These risks and uncertainties include international, national, and local general economic and market conditions; demographic changes; our ability to sustain, manage, or forecast growth; our ability to successfully make and integrate acquisitions; existing government regulations and changes in, or the failure to comply with, government regulations; adverse publicity; competition; fluctuations and difficulty in forecasting operating results; changes in business strategy or development plans; business disruptions; the ability to attract and retain qualified personnel; the ability to protect technology; and other risks that might be detailed from time to time in our filings with the Securities and Exchange Commission.

Although the forward-looking statements in this Offering Circular reflect the good faith judgment of our management, such statements can only be based on facts and factors currently known by them. Consequently, and because forward-looking statements are inherently subject to risks and uncertainties, the actual results and outcomes may differ materially from the results and outcomes discussed in the forward-looking statements. You are urged to carefully review and consider the various disclosures made by us in this report and in our other reports as we attempt to advise interested parties of the risks and factors that may affect our business, financial condition, and results of operations and prospects.

Summary Overview

We were incorporated on February 13, 2020, in the State of Delaware. We have not yet begun our operations, but we intend to provide cybersecurity solutions to businesses to protect their complete operating landscape and data secrets.

Overview

We intend to protect organizations from internal threats and cyber-attacks that have made their way inside the network perimeter to strike at the heart of the enterprise. We want to be a leading information technology ("IT") firm specializing in managed IT services, cybersecurity, data protection, cloud, and communication solutions. Our comprehensive solutions will proactively protect, monitor, and record activity, then detect and eliminate malicious outside or internal privileged behavior to enforce security on the endpoint, protecting data at rest and in transit.

Going Concern

As a result of our financial condition, we have received a report from our independent registered public accounting firm for our financial statements for the period from February 13, 2020 (date of inception) through December 31, 2020, that includes an explanatory paragraph describing the uncertainty as to our ability to continue as a going concern. In order to continue as a going concern, we must effectively balance many factors and generate revenue so that we can fund our operations from our sales and revenues. If we are not able to do this, we may not be able to continue as an operating company. However, there is no assurance that our existing cash flow will be adequate to satisfy our existing operating expenses and capital requirements.

Results of Operations for the Six Months Ended June 30, 2021 and the period from February 13, 2020 (date of inception) to December 31, 2020

<u>Revenues and Operating Expenses</u>

We have had no revenues since our inception. Our operating expenses for the six months ended June 30, 2021 consist of $80,339 in general and administrative expenses and $7,500 in sales and marketing expenses. Our operating expenses for the period from February 13, 2020 (date of inception) to December 31, 2020 consist only of $193,432 in general and administrative expenses.

<u>Liquidity and Capital Resources</u>

Our current assets as of June 30, 2021 consist of cash of $408,910, prepaid consulting fees of $131,884, and deferred offering costs of $150,000, for total current assets of $690,794. Our total assets as of June 30, 2021 are $1,020,504. As of December 31, 2020, our only assets consisted of cash of $500 and deferred offering costs of $100,000.

Our liabilities as of June 30, 2021 consisted of $9,000 in accrued expenses, $122,225 in loan payable to a related party. Our total liabilities as of June 30, 2021 were $556,225. As of December 31, 2020, our only liabilities consisted of $131,225 in loans payable to a related party.

<u>Cash Requirements</u>

We intend to fund operations by raising capital from the sale of our stock and debt financings.

For the six months ended June 30, 2021, our net cash used in operating activities was $(66,590), which consisted of our net loss of $(87,839) plus deferred offering costs of $(50,000), offset by prepaid consulting fees of $38,406, restricted stock units issued for services of $20,843, accrued expenses of $9,000, and related party advances funding operations of $3,000.

For the six months ended June 30, 2021, our net cash provided by financing activities was $475,000, consisting of $425,000 in proceeds common stock subject to possible redemption and $50,000 from the issuance of common stock.

BUSINESS

Mission Statement

Our mission is two-fold. One, to build and grow our business by providing innovative cybersecurity solutions to businesses, and two, to subsequently employ strategic acquisitions to increase market share within our sector. This two-fold approach will accelerate and enhance company profitability pushing growth to capitalize on the over $300 billion cybersecurity market.[1]

Our cybersecurity solutions will protect the complete operating landscape of our client's enterprise and its data assets. We will accomplish this by monitoring external threats, vulnerabilities, and other hostile indicators while visualizing and prioritizing remediation of technology risks. We will manage cybersecurity threats and exposure across traditional IT assets that can be run within the cloud or in a hybrid commercial environment. We will mitigate internal threats, misconfigurations, and compliance violations while maintaining lock-step cybersecurity for our clients as digital transformation continues to drive aggressive adoption to and dependency on SaaS applications and cloud technologies.

Our proactive strategic acquisitions will boost growth, increase market share, add product and services complementary to the company, and significantly improve the competitive position of the company while enhancing profitability. We will carefully select targets utilizing a combination of research, strategic forethought, and business development anchored by the following criteria: size and profitability, geography/region, sectors, products/services, customer segmentation, and synergies.

Overview

We were incorporated on February 13, 2020, in the State of Delaware. We have not yet begun our operations, but we intend to provide cybersecurity solutions to businesses to protect their complete operating landscape and data secrets.

We will protect organizations from internal threats and cyber-attacks that have made their way inside the network perimeter to strike at the heart of the enterprise. We intend to be a leading information technology ("IT") firm specializing in managed IT services, cybersecurity, data protection, cloud, and communication solutions.

Cybersecurity, in general, is the protection of internet-connected systems, including hardware, software, and data from cyber-attacks. A generalization which further can be defined as offensive or defensive types of cybersecurity solutions is as follows:

Endpoint Security Solutions – Offensive solution. Endpoint Security is a single agent providing data security, network security, threat prevention, and a remote access VPN for complete Windows and Mac OS X security. As an integrated suite, Endpoint Security provides simple, unified management and policy enforcement

Network Security Solutions – Defensive solution. Network security is any activity designed to protect the usability and integrity of your network and data. It includes both hardware and software technologies. It targets a variety of threats. It stops them from entering or spreading on your network. Effective network security manages access to the network.

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[1] See Appendix Section B - figures 1 & 2

Content Security Solutions – Offensive solution. Document loss is now the leading cause of most data breaches. Information is your company's most vital asset – from customer information and financial data to research, training, corporate secrets, and intellectual capital. Content security solutions include document-centric; content security in the cloud; mobile access; secure video; security at rest and in motion; encrypted data security; and content tracking, analytics, and remote wipe.

Application Security Solutions – Offensive solution. "Application security" focuses on removing vulnerabilities from source code, so that an attacker can't exploit them. Application security is an essential part of an overall cybersecurity policy that also includes controlling physical access to hardware, configuring network security, enforcing password policies, etc.

Wireless Security Solutions - Wireless security solutions incorporate wireless and wired access, security, authentication, switching and management to help you adjust to the new demands for speed and security required by your enterprise network.

Cloud Security Solutions - Process efficiencies and increased network agility are driving SaaS, PaaS, and IaaS technology adoption at a rapid pace. This new infrastructure is also presenting businesses with a unique set of security challenges. Cloud security protects assets in the cloud from the most sophisticated threats with dynamic scalability, intelligent provisioning, and consistent control across physical and virtual networks.

A more connected world means that malicious actors access information more swiftly, with less detection and more accurately than ever. However, this increased connectivity also means that there are more opportunities for cyber-attacks, data leaks, and other IT security breaches. The economy, stability, development, and defense of any business' assets are increasingly dependent on the ability to provide a resilient and secure cyberspace.

Common organizational functions, such as finance and operations, have standardized systems to help them manage decision making, measure productivity and mitigate risk. Cyber development threats are constantly adapting to defeat standardized cybersecurity programs and capitalize on holes and vulnerabilities within new and updated applications needed to adequately manage those platforms. Many organizations overlook their shifting of employees from hire to promotion to possible employment termination, as a compounding internal threat component, which opens up intentional or unintentional vulnerabilities in an organization's system. Management is often unaware that hostile external threats exploit these internal friendly gaps in an organization's cyber armor. Ultimately cybersecurity risks are not adequately measured until after the threat and breach are completed, oftentimes days, months, or even years after the breach. The common denominator of many of these breaches stems from a lack of internal monitoring of the organization's seemingly friendly systems.

We believe that the risks and vulnerabilities are exponentially higher for employees who continue to work from the office or remotely in this post-COVID era. Employee personal hardware is used as a temporary or permanent stand-in for internal systems. Organizations everywhere are becoming more distributed as they adopt the cloud, increase workforce mobility, and grow their number of connected devices. They are adding more workloads to a myriad of different endpoints beyond the traditional security perimeter, exposing an increasingly broad attack surface to adversaries. In addition, the sophistication of cyber-attacks has increased, often coming from nation-states, well-funded criminal organizations, and hackers using advanced, easily obtained methods of attack. On a number of occasions, adversaries have launched devastating, destructive attacks that have caused significant business disruption and billions of dollars in cumulative losses. The architectural limitations of legacy security products, coupled with a dynamic and intensifying threatening landscape, are creating the need for a fundamentally new approach to security.

Enterprise applications are rapidly converting to the cloud to achieve greater IT agility, a faster pace of innovation, and lower costs. Organizations are achieving almost total reliance on internet destinations for a range of business activities, adopting new external SaaS applications for critical business functions, and moving their internally managed applications to the public cloud. Enterprise users now expect to be able to seamlessly access applications and data, wherever they are hosted, from any device, anywhere in the world. We believe these trends are indicative of the broader digital transformation agenda, as businesses increasingly succeed or fail based on their IT outcomes.

ReachOut will provide deep analytics to help commercial organizations measure their cybersecurity exposure over time. Whether internal unintentional, internal intentional, or external hostile threats, ReachOut will integrate and analyze data from collectors alongside IT assets, vulnerability and threat data from our client's third-party systems and applications to prioritize security issues for remediation and focus an organization's resources based on risk and business criticality.

Industry Standards

<u>Cybersecurity threats are more prolific and sophisticated than ever.</u>

Today's cybersecurity threat landscape is more extreme than before. Breaches are increasingly sophisticated and usually executed over multiple steps called the threat lifecycle. The typical threat lifecycle begins with an initial exploit of a system enabling hostile entry, historically using malware, but increasingly using malware-free or file-less methods. This allows the penetration of endpoints and the establishment of a beachhead inside the corporate perimeter.

Once inside, hostiles move laterally across the corporate environment collecting credentials and escalating privileges enabling a typical hostile to download or collect a larger, more destructive malware program or connect with an external control source. During this stage in the threat lifecycle, hostiles are able to encrypt, destroy, or silently infiltrate sensitive data.

Increasingly, hostiles are well-trained, possess significant technological and human resources, and are highly deliberate and targeted in their attacks. Hostiles today range from disgruntled ex-employees attempting to handicap former employers, industry competitors seeking books of business or trade secrets, sophisticated criminal organizations who are motivated by financial gains, to hackers leveraging advanced techniques with the militaries and intelligence services of well-funded nation-states at the top of the cyber threat food chain. These groups and individuals are responsible for many breaches that involve theft or holding hostage financial data, intellectual property, and trade secrets. On a number of occasions, adversaries have launched devastating, destructive attacks that have caused significant business disruption and billions of dollars in cumulative losses.

<u>Proliferation of workloads expanding the attack surface</u>

The rise of cloud computing, workforce mobility, and growth in connected devices has created an exponential expansion of workloads across endpoints and industries. According to a 2019 Cisco report, the number of connected devices is expected to reach 31 billion this year (2020) and increase by more than 242% to 75 billion by 2025[2].

With increasingly more connected things, devices, applications, and data that is highly distributed and diverse, challenging organizations to monitor and protect all of their workloads running on various endpoints. Enterprises also have to face the threat of an expanding attack surface. How enterprises secure things and their infrastructure will become increasingly important to the security of the IoT ecosystem and to successful Internet of Things adoption.

The adoption of many of these technologies and the resulting disappearance of the corporate perimeter have expanded the attack surface and left many organizations increasingly vulnerable to breach. Today, workloads running on endpoints, such as laptops and servers, are the primary targets in a security attack since they are vulnerable and frequently are repositories of valuable and sensitive data, including intellectual property, authentication credentials, personally identifiable information, financial information, and other digital assets. As new workloads are provisioned on emerging mobile and IoT devices, oftentimes residing outside of the corporate perimeter, increasingly more sensitive and mission-critical data will be generated and stored on these endpoints as well.

On-Premise Security Architectures are Constrained

On-premise products are siloed, lack easy integration, and have a limited ability to collect, process, and analyze vast amounts of data—attributes that are required to be flexible to be effective in today's increasingly dynamic threat landscape. Legacy vendors often deploy more agents to the endpoint as they layer on a patchwork of additional point product capabilities. This approach burdens endpoints by consuming additional storage space, memory, and processor capacity, degrading end-user experience without providing effective security. In addition, integrating and maintaining numerous products, data repositories, and infrastructures across highly distributed enterprise environments is a costly and resource-intensive process for already thinly staffed security teams.

Other Existing Security Products have Limitations

Legacy Signature-based Products. Signature-based products are designed to detect attacks that are already cataloged in a repository of previously identified threats but are not capable of preventing unknown threats or stopping associated breaches. Many significant breaches seen in the last two decades have involved a failure of the legacy signature-based antivirus product to detect a previously unknown or modified version of a previously known attack.

Malware-focused Machine Learning Products. Traditionally, organizations have focused on protecting their networks and endpoints against malware-based attacks. These attacks involve malware built for the specific purpose of performing malicious activities, stealing data, or destroying systems. A malware-centric defensive approach will leave the organization vulnerable to attacks that do not leverage malware. According to data from our target customer base, 40% of detections in the second quarter of fiscal 2018 were not malware-based but instead leveraged legitimate tools built into modern operating systems, enabling attackers to accomplish their objectives without writing files to the endpoint, making them more difficult for a traditional antivirus product to detect.

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[2] Cisco Systems - The Future of IoT miniguide: The Burgeoning IoT market continues. By: Laureen Horowitz, July 2019

Application Whitelisting Products. Application whitelisting products resort to an "always allow" or "always block" policy on an endpoint in order to allow or prevent processes from executing. Whitelisting relies in part on manually creating and maintaining a complex list of rules, burdening end users and IT organizations. In order to avoid these management challenges, IT organizations often create special exceptions to the whitelist that attackers leverage to compromise endpoints. Furthermore, fileless attacks can exploit legitimate whitelisted applications, compromising the integrity of the whitelisting product.

Our Solution

We enable broad visibility and deep insights into cyber exposure across the entire modern attack surface for our clients.

Our platform will be built to serve as the cybersecurity command center, enabling organizations that have completed our certification to answer foundational and strategic questions such as:

- Where are we exposed?
- Where should we prioritize based on risk?
- Are we reducing our exposure over time?
- How do we compare to our peers?

This allows our clients to maintain an internal team of certified cybersecurity certs, with the immediate ability to scale up during a threat, while cutting costs while maintaining operations and our enterprise platform offerings offer critical layers of protection and defense including autonomous AI (Artificial Intelligence) endpoint security specifically built for the remote workforce, internal threat and employee behavior monitoring, and threat intelligence applications. With our platform, our customers are able to gain visibility into their cyber exposure, prioritize remediation efforts based on risk and business criticality, and benchmark cybersecurity risk in order to guide strategic decision-making. Our solutions deliver the following key business benefits for our customers:

- Visibility across a breadth of assets. We provide customers with broad visibility into the full range of attack surfaces within a single platform. Our solutions cover traditional IT assets, such as networking infrastructure, desktops, and on-premises servers, as well as modern IT assets, such as cloud, containers, web applications, BYOD devices, IoT, and OT assets that reside both inside and outside of a customer’s corporate network. Our solutions provide a range of continuous discovery and assessment techniques applied to the entire scope of a customer’s IT infrastructure.

Our Opportunity

Our total addressable market initially began as a replacement opportunity in the corporate endpoint security market but has significantly expanded due to rapid innovation and adoption of our modules across additional security and non-security markets. In addition, our increasing market opportunity is driven by the proliferation of enterprise mobility, adoption of cloud computing, the benefits of big data, and an increasingly dynamic and intensifying threat landscape.

Corporate cybersecurity.

The endpoint security market is expected to reach $326.36 billion by 2027, at a CAGR of 10.0% during the forecast period from 2020 to 2027[3].

The growth in this market is mainly attributed to the exponential rise in the number of endpoint devices, consistently rising & sophisticated nature of endpoint attacks & breaches, and proportionally increasing demand for high-security solutions to combat endpoint attacks. Moreover, factors such as the advent of disruptive technologies such as IoT, AI, ML, and Big Data, among others; mitigation of IT risk; and rapidly evolving regulatory landscapes are also supporting the growth of the endpoint security market.

Impact of COVID-19 on the cybersecurity market

The COVID-19 pandemic has adversely hit several economies around the globe. The combat measures against the pandemic such as complete lockdown, social distancing, and quarantine have put strong adverse impact on many industries across the globe including a portion of the IT security industry. With many employees working from home and students learning virtually, enterprise virtual private network (VPN) servers have now become a lifeline to organizations and institutions. Thus, the rapid adoption of new approaches will grow the cyber risks and threats for organizations. One of the major factors in the rise of attacks on corporate emails includes spurts of COVID-19 websites offering fake prepositions in exchange for personal information. For instance, spear-phishing email attacks related to COVID-19 have increased by 667%[4].

The impact of the COVID-19 outbreak on the global cybersecurity market started in early 2020 in China, one of the world's largest producers and consumers for endpoint devices including smartphones, computers, and tablets. The closing of production plants for several months in China and restrictions on export and import of the endpoint devices to and from China’s restricted area has strongly impacted the supply chain, production, sales, and operation of these industries. Moreover, this pandemic is also expected to adversely affect the endpoint security market in many countries across the globe including India, the U.S., Brazil, and European countries. However, as most of the IT companies adopted work-from-home policies in response to the COVID-19 pandemic, cybersecurity has become a grave issue for organizations across the globe and thus, expected to provide some relief to the global endpoint security market and help the market to recover at a much faster rate.

In the BYOD era, the presence of mobile devices in workplaces is rapidly increasing, thereby creating heightened risks of cyberattacks. According to Symantec's ISTR 2019 report, the prevalence of mobile ransomware increased by 33% in 2018. Mobile devices are no longer secure, and it is easy for hackers to gain unauthorized access to corporate networks. Therefore, enterprises are increasingly adopting cybersecurity solutions to secure their networks and provide their employees with secure access to confidential information. Thus, factors such as the rising penetration of mobile and wireless devices, advancement in connectivity infrastructure across the globe, and the falling price of mobile devices are all set to make a big impact on the endpoint security market.

[3] Grandview Research - June 2020, Cyber Security Market Size, Share Trends & Analysis

[4] Security Magazine - April 16th 2020

The primary reasons behind market growth post-COVID-19 are the positive outlook towards escalating demand for next-generation security and vulnerability management solutions and collaboration with cloud service providers. The report on the global market for security and vulnerability management covers various market segments such as region, component, enterprise type, and vertical.

Hardware as a Service (Haas).

Hardware-as-a-Service (HaaS) market is anticipated to witness a CAGR of 26.2% over the forecasted period 2020-2025. Increasing the need to adopt new IT solutions, increased digitization, increasing investment of small- and large-scale enterprises in the HaaS hardware and services, technical advancements and product innovation, and increasing load on cloud infrastructure are some of the major factors influencing the growth of the HaaS market. Hardware-as-a-Service (HaaS) market is anticipated to witness a CAGR of 26.2% over the forecasted period 2020-2025[5]. Increasing the need to adopt new IT solutions, increased digitization, increasing investment of small- and large-scale enterprises in the HaaS hardware and services, technical advancements and product innovation, and increasing load on cloud infrastructure are some of the major factors influencing the growth of the HaaS market.

This offering provides affordable, managed solutions with a rental agreement that also bundles maintenance and support as part of the package. The client and managed service provider (MSP) agree to mutual terms to install the hardware at the client's site for which the client pays a monthly fee for the service. The industries are shifting from ownership to on-demand service (XaaS). Cloud computing services are also increasingly attracting investment in the studied market, as data storage servers and active computing hardware are the components of a remotely provisioned service for users.

Impact of COVID-19 on the Haas Market.

With the outbreak of COVID-19, service firms, in particular, have embraced the work-from-home-culture. This has led to a spike in demand for laptops, especially leased laptops of all genres. With complete disruption of supply chain and production activities, in which there is a huge shortage in the market and mismatch between demand and supply of hardware components. With the situation improving in the next couple of months, HaaS is expected to grow in the near future as it mitigates the risk of complete shutdown of the business during unforeseen circumstances like the COVID-19 pandemic.

Growth Strategy

Our goal is to empower organizations worldwide to realize the full potential of cloud and mobility. Key elements of our strategy include:

- Identify, target, and acquire assets;
- Win new customers;
- Expand within existing customers;
- Expansion and innovation of services; and
- Expand into additional market segments.

[5] Research and Markets Report, 8/13/2020, Global Hardware as-a-Service (Haas) Market Outlook 2020 -2025

Identify, target, and acquire assets. ReachOut will identify then target other cybertechnology firms as "assets for acquisition" to increase its market share, cash flow, and earnings. These strategic acquisitions will focus first on cybersecurity companies with stable municipal, state, and federal government contracts and those cybersecurity firms with specialized technologies, employees, or complementary products. Prior to acquisition, the Company will first identify then address potential liabilities associated with the assets for acquisition. Secondly, devise a plan to streamline operations and reduce costs. Then thirdly, forecast the financial impact of an acquisition transaction, including accounting charges, before execution and integration.

Continue to win new customers. We believe that we have a significant opportunity to expand our customer base, both in the United States and internationally.

Expand in existing customers. We plan to leverage a land-and-expand approach with our existing customers to sell subscriptions to additional users, additional suites that contain more functionality, and a la carte services.

Expansion and innovation of services. We will continue to invest in research and development to add new and differentiated solutions to our existing product portfolio and improve the overall reliability, availability, and scalability of our cloud security platform.

Expansion into additional market segments. We are targeting the expansion of our immediate addressable market, emphasizing U.S. state and federal government agencies in the near- to medium-term.

DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

Directors and Executive Officers

The following table sets forth the names, ages, and biographical information of each of our current directors and executive officers, and the positions with the Company held by each person, and the date such person became a director or executive officer of the Company. Our executive officers are elected annually by the Board of Directors. The directors serve one (1) year terms until their successors are elected. The executive officers serve terms of one (1) year or until their death, resignation, or removal by the Board of Directors. Family relationships among any of the directors and officers are described below.

Name	Age	Position(s)
Richard D. Jordan	42	Director, Chief Executive Officer, President, Secretary, and Treasurer
Kingsley Charles	55	Director
Darren Jacklin	49	Director
Tatiana Mersiadis	56	Director

Richard D. Jordan, age 40, is our founder and has been our Chief Executive Officer, President, Secretary, and Treasurer since our formation in 2020. Rick is a serial entrepreneur and has become one of America's leading voices on cybersecurity, business, and ethics. Rick has been a featured speaker at NASDAQ, Harvard Club of Boston and New York, Mercedes, Coca-Cola, and West Point Military Academy on leadership, ethics, technology, and security. Rick is a frequent celebrity expert guest nationwide on ABC, NBC, CBS, and FOX, and an Amazon best-selling author of "Situational Ethics." Rick and ReachOut were recently featured in the Amazon Prime documentary, Cyber Crime. He is also starring and a story producer in the sequel filming in 2020. Rick is the host of the "ALL IN with Rick Jordan" podcast and reaches thousands of fans and subscribers in 28 countries. He's also a skilled musician, ordained pastor, married to his wife Jaina for 18 years, and dad to three amazing kids.

Kingsley Charles, age 54, has over fifteen years as a business and financial consultant for a handful of private firms and hundreds of regional entrepreneurs and small business owners coast-to-coast. He has acted as a consultant for dozens of start-ups and operating companies with revenues up to $200 million since his work managing operations with a Fortune 500 company. He has spent his career working side-by-side with other professionals: Master of Taxation, CPA, CFP's, accountants, valuation experts, and attorneys for over two decades of his professional career. His team has built a solid base of legal partners and financial professionals that support his firm's work with clients to provide interactive, eyes-wide-open financial and strategic management. You can also visit www.theascentiagroup.com for more team backgrounds.

His staff currently includes CPAs, CVA (Certified Valuation Analyst), and accountants. Intuitive participation in a client's business and operations is his key strength. As a serial entrepreneur himself, he understands the hurdles, passion, and joys of being on the edge of innovation, sales, and success.

Core strengths include:

- Strategic Financial Planning
- Systems Management
- Asset Protection and Entity Management
- Risk Management
- Tax Planning
- Funding
- CFO Services

Darren Jacklin, age 48, is a speaker and philanthroinvestor. For over 25 years, Darren Jacklin has traveled four continents and personally trained over one million people in over 48 countries. He has mentored entrepreneurs and business owners on specific and measurable strategies. These strategies have then been implemented into businesses to increase income, transform obstacles into cash flow and turn passion into profits.

Darren has an uncanny ability to increase wealth and success by uncovering hidden assets, overlooked opportunities, and undervalued possibilities. His talent has captured the attention of Tiger 21, The Wall Street Journal, Yahoo Finance, NBC TV, CBS TV, Global TV, international radio stations, magazines and newspapers, movie producers, best-selling authors, CEO's and business experts worldwide. Darren is also featured as an international celebrity in the 2015 movie The Treasure Map.

Darren Jacklin currently sits on paid international boards of directors and advisory boards of public and private companies and with this experience has successfully advised a small private American residential real estate company to grow to an internationally recognized publicly-traded company on the NASDAQ. He has also personally trained 157 Fortune 500 companies such as Microsoft, AT&T, Black & Decker, Barclays Bank, as well as high school, college, and university students, and lastly, professional athletes.

Passionate about making a difference in people's lives today, Darren is also working as a PhilanthroInvestor. He is committed to expanding his cash flow investment portfolio. His Private Family Foundation called Leaders Yielding to New Knowledge (LY2NK) is helping support the creation and site of a new sustainable school in the slums of Kampala, Uganda, East Africa. His experience has connected him with people in more than 130 countries. www.DarrenJacklin.com

Tatiana Mersiadis, age 55. As an experienced educator, Tatiana Mersiadis grew up in Montreal, Quebec, Canada, and learned early on that teaching was her passion. She moved to Vancouver, British Columbia from Montreal, Quebec. She studied Education at McGill University and worked in many different schools across Quebec and British Columbia throughout her 30 years in the education field.

She is an accomplished teacher, with a Bachelor of Education and Physical Education from McGill University, in Montreal, Quebec, a Diploma in French Education from Simon Fraser University in Vancouver, British Columbia, and a master's in education from the University of British Columbia in Vancouver, Canada.

Passionate about making a difference in people's lives, today, Tatiana is also working as a Philanthropy Real Estate Investor. She is committed to expanding her passive cash flow investment portfolio. Her Private Family Foundation called Leaders Yielding to New Knowledge (LY2NK) is helping support the creation and site of a new sustainable school in the slums of Kampala, Uganda, East Africa. Her life demonstrates to follow our dreams, no matter how great.

Family Relationships

There are no family relationships between any of our officers or directors.

Other Directorships; Director Independence

Other than as set forth above, none of our officers and directors is a director of any company with a class of securities registered pursuant to section 12 of the Exchange Act or subject to the requirements of section 15(d) of such Act or any company registered as an investment company under the Investment Company Act of 1940.

For purposes of determining director independence, we have applied the definitions set out in NASDAQ Rule 5605(a)(2). The OTCQB, on which we anticipate our shares of common stock to be quoted, does not have any director independence requirements. The NASDAQ definition of "Independent Officer" means a person other than an Executive Officer or employee of the company or any other individual having a relationship which, in the opinion of the company's Board of Directors, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director. According to the NASDAQ definition, none of our directors are independent.

Board Committees

Our Board of Directors does not maintain a separate audit, nominating or compensation committee. Functions customarily performed by such committees are performed by its Board of Directors as a whole. We are not required to maintain such committees under the applicable rules of the OTCQB. We do not currently have an "audit committee financial expert" since we currently do not have an audit committee in place. We intend to create board committees, including an independent audit committee, in the near future.

We do not currently have a process for security holders to send communications to the Board.

During the fiscal year ended December 31, 2020, the Board of Directors met as necessary.

Involvement in Certain Legal Proceedings

None of our officers or directors has, in the past ten years, filed bankruptcy, been convicted in a criminal proceeding or named in a pending criminal proceeding, been the subject of any order, judgment, or decree of any court permanently or temporarily enjoining him or her from any securities activities, or any other disclosable event required by Item 401(f) of Regulation S-K.

Code of Ethics

We have not adopted a written code of ethics, primarily because we believe and understand that our officers and directors adhere to and follow ethical standards without the necessity of a written policy.

EXECUTIVE COMPENSATION

Narrative Disclosure of Executive Compensation

None of our officers received compensation for his or her services as an officer.

Director Compensation

In May 2020, we entered into an Independent Director Agreement with each of Kingsley Charles, Darren Jacklin, and Tatiana Mersiadis. Pursuant to the agreements, each director will receive cash compensation of $3,000 per quarter, in arrears, plus restricted stock units for 66,667 shares of our common stock vesting one-third on July 1 of 2021, 2022, and 2023.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

The following table sets forth, as of November 5, 2021, certain information with respect to our equity securities owned of record or beneficially by (i) each of our Officers and Directors; (ii) each person who owns beneficially more than 5% of each class of our outstanding equity securities; and (iii) all Directors and Executive Officers as a group.

Name	Amount of Beneficial Ownership – Common Stock	Amount of Beneficial Ownership – Preferred Stock	Percentage Ownership Before Offering (1)
Richard D. Jordan (2)	10,000,000	1,000,000 (3)	84.5% (5)
Kingsley Charles (2)	22,223 (4)	-	<1%
Darren Jacklin (2)	22,223 (4)	-	<1%
Tatiana Mersiadis (2)	22,223 (4)	-	<1%
All Directors and Officers as a Group (4 Persons) (2)	10,066,669	1,000,000	85.0% (5)

(1) Based on 12,016,669 shares of common stock, and 1,000,000 shares of Series A Convertible Preferred Stock outstanding prior to this offering. Shares of common stock subject to options or warrants are deemed outstanding for purposes of computing the percentage of the person holding such options or warrants, but are not deemed outstanding for purposes of computing the percentage of any other person.

(2) Indicates an Officer and/or Director.

(3) Each share of Series A Convertible Preferred Stock is convertible into one (1) share of common stock and has ten (10) votes on all matters which come before the shareholders.

(4) Does not reflect an aggregate of 44,444 restricted shares of common stock issued for serving as a member of the Company's Board of Directors. The restricted shares vest (a) 22,222 on July 1, 2022, and (b) 22,222 on July 1, 2023.

(5) Includes 1,000,000 shares of common stock that could be acquired upon the conversion of 1,000,000 shares of Series A Convertible Preferred Stock.

The issuer is not aware of any person who owns of record, or is known to own beneficially, five percent or more of the outstanding securities of any class of the issuer, other than as set forth above. There are no classes of stock other than common stock issued or outstanding.

There are no current arrangements which will result in a change in control.

CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

Independent Director Agreements

In May 2020, we entered into an Independent Director Agreement with each of Kingsley Charles, Darren Jacklin, and Tatiana Mersiadis. Pursuant to the agreements, each director will receive cash compensation of $3,000 per quarter, in arrears, plus restricted stock units for 66,667 shares of our common stock vesting one-third on July 1 of 2021, 2022, and 2023.

Director Independence

For purposes of determining director independence, we have applied the definitions set out in NASDAQ Rule 5605(a)(2). The OTCQB on which we intend for the shares of common stock to be quoted does not have any director independence requirements. The NASDAQ definition of "Independent Officer" means a person other than an Executive Officer or employee of the Company or any other individual having a relationship which, in the opinion of the Company's Board of Directors, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director. According to the NASDAQ definition, three (3) of our directors are independent, namely Kingsley Charles, Darren Jacklin, and Tatiana Mersiadis.

DESCRIPTION OF SECURITIES

Our authorized capital stock consists of 30,000,000 shares of common stock, par value $0.0001, and 2,000,000 shares of preferred stock, par value $0.0001. As of November 5, 2021, there were 12,016,669 shares of our common stock issued and outstanding, and 1,000,000 shares of Series A Convertible Preferred Stock issued and outstanding.

Common Stock. Each shareholder of our common stock is entitled to a pro-rata share of cash distributions made to shareholders, including dividend payments. The holders of our common stock are entitled to one vote for each share of record on all matters to be voted on by shareholders. There is no cumulative voting with respect to the election of our directors or any other matter. Therefore, the holders of more than 50% of the shares voted for the election of those directors can elect all of the directors. The holders of our common stock are entitled to receive dividends when and if declared by our Board of Directors from funds legally available, therefore. Cash dividends are at the sole discretion of our Board of Directors. In the event of our liquidation, dissolution, or winding up, the holders of common stock are entitled to share ratably in all assets remaining available for distribution to them after payment of our liabilities and after provision has been made for each class of stock, if any, having any preference in relation to our common shareholders of shares of our common stock have no conversion, preemptive or other subscription rights, and there are no redemption provisions applicable to our common stock.

Preferred Stock. We are authorized to issue 2,000,000 shares of preferred stock, par value $0.0001 per share, of which 1,000,000 shares of Series A Convertible Preferred stock have been authorized and issued. The Preferred Stock is convertible, at the option of the holder, into one share of common stock for each share of Preferred Stock converted. The holders of our Preferred Stock also have ten (10) votes per share of Preferred Stock that they hold, to be voted as a group along with the common shareholders on all matters on which the shareholders are entitled to vote. Other than these votes, the holders of our Preferred Stock have no specific rights, as a group, to elect directors. The holders of our preferred stock are not entitled to a dividend preference over the common stock but are entitled to a liquidation preference in the amount of $1.25 per share. The preferred stock is not redeemable. Finally, the holders of the preferred stock are entitled to protective provisions as follows:

> The Company may not take any of the following actions without the approval of 75% of the holders of the outstanding Series A Convertible Preferred Stock: (i) alter or change the rights, preferences, or privileges of the Series A Convertible Preferred Stock; (ii) increase or decrease the number of authorized shares of Series A Convertible Preferred Stock; or (iii) authorize the issuance of securities having a preference over or on par with the Series A Convertible Preferred Stock.

The sole Series A Convertible Preferred stockholder, Richard Jordan, has voting control of over 91% of our voting stock.

Dividend Policy. We have not declared or paid a cash dividend on our capital stock in our last two fiscal years and we do not expect to pay cash dividends on our common stock in the foreseeable future. We currently intend to retain our earnings, if any, for use in our business. Any dividends declared in the future will be at the discretion of our Board of Directors and subject to any restrictions that may be imposed by our lenders.

Options and Warrants.

There are no warrants or options to acquire our common stock outstanding.

INTERESTS OF NAMED EXPERTS AND COUNSEL

Morison Cogen LLP was our independent registered public accounting firm as of and for the period from February 13, 2020 (date of inception) to December 31, 2020 and as of and for the six months ended June 30, 2021.

Clyde Snow & Sessions, PC serves as our legal counsel in connection with this offering.

PROPERTIES

We do not currently maintain office space.

LEGAL PROCEEDINGS

We are not a party to or otherwise involved in any legal proceedings.

In the ordinary course of business, we are from time to time involved in various pending or threatened legal actions. The litigation process is inherently uncertain, and it is possible that the resolution of such matters might have a material adverse effect upon our financial condition and/or results of operations. However, in the opinion of our management, other than as set forth herein, matters currently pending or threatened against us are not expected to have a material adverse effect on our financial position or results of operations.

FINANCIAL STATEMENTS