

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

BOON INDUSTRIES, INC.
an Oklahoma Corporation

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Grass Valley, CA 95945
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Website: <http://www.boonindustries.com>
Email: admin@boonindustries.com
SIC Code: 5199

Quarterly Report
For the Period Ending: September 30, 2021
(The "Reporting Period")

As of November 10, 2021, the number of shares outstanding of our Common Stock was:

321,537,880

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

223,343,036

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

101,026,549

As December 31, 2020, the number of shares outstanding of our Common Stock was:

42,072,603

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 Control¹ of the company has occurred over this reporting period:

¹"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.

OTC Markets Group Inc.

OTC Pink Basic Disclosure Guidelines (vs. June 24, 2021)

125236870.5

Yes: No:

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

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 name of the issuer is Boon Industries Inc., an Oklahoma corporation (“Boon” or the “Company”). Boon is the successor issuer of Leaf of Faith Beverage, Inc. (“LOFB”), as a result of a holding company reorganization effected by a merger (the “Holding Company Merger”) on March 2, 2020, under which (i) LOFB merged with and into Leaf of Faith Beverage MergerSub, Inc., a wholly owned subsidiary of Boon, which in turn was a wholly-owned subsidiary LOFB. The Holding Company Merger was effected pursuant Section 1080(g) of the Oklahoma General Corporation Act (the “Oklahoma Act”), under which wholly-owned subsidiaries may merge to effect a holding company structure without requiring a stockholder vote.

On March 2, 2020, following the Holding Company Merger, Boon purchased all of the assets, and assumed all of the liabilities of Matrix of Life Tech Trust, an Oregon Trust (“Matrix” or the “Trust”), pursuant to an Asset Purchase Agreement dated February 10, 2020 (the “Matrix Acquisition”). Prior to the Matrix Acquisition, Matrix produced beverages and food products at a facility leased by it in Grants Pass, Oregon. As a result of the Matrix Acquisition, the Company’s business became the business previously conducted by Matrix. Following the Matrix Acquisition, the Company has expanded Matrix’s business of manufacturing customized “white label” products for the food and beverage, health and wellness and chemical industries. The Company sells its products both wholesale to outside specialized distributors, as well as directly to its own customer base. The Company currently continues to have its products produced at a facility that it leases in Grants Pass, Oregon.

LOFB was incorporated in the State of Oklahoma on June 8, 2018, and was the successor issuer of Vision Plasma Systems, Inc. (“Vision Plasma”), pursuant to a reorganization agreement effected on June 8, 2018. Vision Plasma was incorporated on April 24, 2006 under the laws of the State of Nevada as Bonanza Land Holdings, Inc. On or about June 30, 2011, Bonanza Land Holdings, Inc. acquired from vLinx, B.C., a British Columbia corporation, all of the outstanding shares of vLinx, B.C.’s then wholly-owned subsidiary, vLinx Technology, Inc., a British Columbia corporation, as a result of which vLinx Technology, Inc. became a wholly-owned subsidiary of Bonanza Land Holdings, Inc. (such acquisition, the “vLinx Technology, Inc. Acquisition”). On or about October 11, 2011, Bonanza Land Holdings, Inc. caused its then wholly-owned subsidiary, vLinx Technology, Inc., to be merged with and into Bonanza Land Holdings, Inc. (the “vLinx Subsidiary Merger”). On October 12, 2011, Bonanza Land Holdings, Inc. changed its name to vLinx Technology, Inc. On or about January 21, 2012, the Board of Directors of vLinx Technology, Inc. authorized and approved the unwinding of the vLinx Subsidiary Merger and the vLinx Technology, Inc. Acquisition. On February 23, 2012, vLinx Technology, Inc. changed its name to Vision Plasma Systems, Inc.

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):

Boon was incorporated under the laws of the State of Oklahoma on March 2, 2020 and is active in the State of Oklahoma as of the date of this filing.

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

NONE

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

NONE

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

110 Spring Hill Drive, Suite #16
Grass Valley, CA 95945.

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

110 Spring Hill Drive, Suite #16
Grass Valley, CA 95945.

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:

Receivership: On November 5, 2015, Robert L. Stevens was appointed as the receiver (the "Receiver") of Vision Plasma Systems, Inc. pursuant to an "Order For Appointment of Receiver" by the District Court of Clark County, Nevada, Case No. A-15-718459-C which granted broad powers to the Receiver to "do any acts necessary and convenient", "that the Receiver deems necessary to manage and preserve the Receivership Property", and to "terminate all previously known and unknown officers and directors".

2) Security Information

Trading Symbol:	BNOW
Exact title and class of securities outstanding:	Common Shares
CUSIP:	09858Y109
Par or stated value:	\$0.0001 USD
Total shares authorized:	529,999,000 as of date: September 30, 2021
Total shares outstanding:	223,343,036 as of date: September 30, 2021
Number of shares in the Public Float:	186,274,250 as of date: September 30, 2021
Total numbers of shareholders of record:	354 as of date: September 30, 2021

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

New Horizon Stock Transfer
202-515 West Pender Street
Vancouver, BC V6B 6H5
604-876-5526
Email: info@newhorizontransfer.com

Is the Transfer Agent registered under the exchange act? 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.

On March 9, 2019, pursuant to an Amendment to the Share Exchange Agreement, (i) 17,795,999 shares of the Series B Preferred Stock issued thereunder to V Group, Inc. and Lawrence L. Twombly were canceled, (ii) the Company issued 11,034,970 shares of Series B Preferred Stock to V Group, Inc. and (iii) the 1,205,000 shares of Series B Preferred Stock issued thereunder to Michael Boris were cancelled and 18,865,025 shares of the Series B Preferred Stock were reissued to him.

On March 11, 2019, an aggregate of 29,999,999 shares of Series B Preferred Stock were converted by the holders thereof into 299,999,999 shares of Common Stock.

On August 16, 2019, certain shareholders related to V Group, Inc. returned an aggregate of 110,349,740 shares of common stock to the Company's treasury.

On August 27, 2019, Michael Boris returned 195,850,250 shares of common stock to the Company's treasury in connection with an anticipated merger.

On August 28, 2019, the Company issued 1,000 Series B Preferred Shares, to Mike Schatz, in exchange for services. These shares were returned to the Company's treasury on March 2, 2020.

On March 2, 2020, pursuant to the terms of the Matrix Acquisition, the Company issued Justin Gonzalez 30,000,000 shares of common stock, 50,000 shares of Series A Preferred stock and 1,000 shares of Series B Preferred stock.

On April 1, 2020, the holder of 15,000 shares of Series A Preferred stock converted such shares into 1,500,000 shares of common stock.

On May 13, 2020, the Company issued 3,333,333 shares of common stock to Justin Gonzalez and 1,666,666 Shares of common stock to Eric Watson pursuant to their employment agreements with the Company.

On May 13, 2020, the Company issued 300,000 shares of Series A Preferred Stock to Anthony Super, the President of C Group, Inc., pursuant to the terms of an exclusive distribution agreement entered into between the Company and C Group, Inc.

On May 13, 2020, the Company issued 330,000 shares of Series A Preferred Stock to Pamala Wilson, the President of Aqueous Precision, LLC, pursuant to the terms of an exclusive distribution agreement entered into between the Company and Aqueous Precision, LLC.

On December 8, 2020, the holder of 5,000 shares of Series A Preferred Stock converted such shares into 1,812,903 shares of common stock.

On December 11, 2020, the holder of 9,100 shares of Series A Preferred Stock converted such shares into 1,816,387 shares of common stock.

On December 17, 2020, a holder of a convertible promissory note converted a portion of the note into 1,836,653 shares of common stock.

On December 30, 2020, The Exclusive License Agreement dated April 1, 2020, between the Company and Aqueous Precision was terminated by Aqueous Precision. On May 13, 2020, in connection with such termination, the 330,000 shares of Series A Preferred Stock that had been issued to Pamala Wilson, the President of Aqueous Precision, were returned to treasury.

On January 13, 2021, the holder of 20,500 shares of Series A Preferred Stock converted such shares into 2,050,000 shares of common stock.

On February 2, 2021, the holder of 10,000 shares of Series A Preferred Stock converted such shares into 2,000,000 shares of common stock.

On February 2, 2021, the holder of 3,783 shares of Series A Preferred Stock converted such shares into 300,000 shares of common stock.

On February 2, 2021, the holder of 16,000 shares of Series A Preferred Stock converted such shares into 1,268,835 shares of common stock.

On February 11, 2021, the holder of 11,000 shares of Series A Preferred Stock converted such shares into 647,059 shares of common stock.

On February 11, 2021, James B. Frack returned 12,502,500 shares of Series A Preferred Stock to the Company's treasury as per agreement.

On February 15, 2021, the holder of 12,500 shares of Series A Preferred Stock converted such shares into 833,333 shares of common stock.

On February 17, 2021, the holder of 5,000 shares of Series A Preferred Stock converted such shares into 333,333 shares of common stock.

On February 25, 2021, the holder of 16,000 shares of Series A Preferred Stock converted such shares into 580,131 shares of common stock.

On March 11, 2021, the holder of 4,419 shares of Series A Preferred Stock converted such shares into 300,000 shares of common stock.

On March 17, 2021, the holder of 24,400 shares of Series A Preferred Stock converted such shares into 2,440,000 shares of common stock.

On March 19, 2021, the holder of 25,000 shares of Series A Preferred Stock converted such shares into 2,083,333 shares of common stock.

On March 24, 2021, the holder of 22,500 shares of Series A Preferred Stock converted such shares into 1,956,522 shares of common stock.

On March 31, 2021, the holder of 3,090 shares of Series A Preferred Stock converted such shares into 300,000 shares of common stock.

On April 5, 2021, the holder of 10,000 shares of Series A Preferred Stock converted such shares into 2,500,000 shares of common stock.

On April 9, 2021, the holder of 20,000 shares of Series A Preferred Stock converted such shares into 2,000,000 shares of common stock.

On April 15, 2021, the Company issued 300,000 shares of Series A Preferred Stock to Eaucentrix LLC, pursuant to the terms of an exclusive technology license agreement entered into between the Company and Eaucentrix LLC.

On April 21, 2021, the holder of 4,725 shares of Series A Preferred Stock converted such shares into 700,000 shares of common stock.

On May 4, 2021, the holder of 20,000 shares of Series A Preferred Stock converted such shares into 2,758,621 shares of common stock.

On May 25, 2021, the holder of 2,080 shares of Series A Preferred Stock converted such shares into 500,000

shares of common stock.

On May 25, 2021, the Company issued 1,868,756 shares of common stock to settle related party liabilities of \$171,720.

On May 25, 2021, the Company issued 4,400 shares of Series A Preferred Stock to Daren Correll, pursuant to the terms of a consulting agreement entered into between the Company and Daren Correll.

On May 25, 2021, the Company issued 8,400 shares of Series A Preferred Stock to Integrity Media, Inc., pursuant to the terms of a service agreement entered into between the Company and Integrity Media, Inc.

On May 26, 2021, the holder of 7,500 shares of Series A Preferred Stock converted such shares into 3,000,000 shares of common stock.

On June 2, 2021, the holder of 7,500 shares of Series A Preferred Stock converted such shares into 4,175,000 shares of common stock.

On June 8, 2021, the holder of 27,500 shares of Series A Preferred Stock converted such shares into 6,979,695 shares of common stock.

On June 11, 2021, the holder of 2,244 shares of Series A Preferred Stock converted such shares into 680,000 shares of common stock.

On June 22, 2021, the holder of 4,659 shares of Series A Preferred Stock converted such shares into 1,527,541 shares of common stock.

On June 23, 2021, the holder of 25,000 shares of Series A Preferred Stock converted such shares into 7,530,120 shares of common stock.

On June 24, 2021, the holder of 5,750 shares of Series A Preferred Stock converted such shares into 2,875,000 shares of common stock.

On June 29, 2021, the holder of 15,500 shares of Series A Preferred Stock converted such shares into 5,166,667 shares of common stock.

On June 30, 2021, the holder of 4,000 shares of Series A Preferred Stock converted such shares into 1,600,000 shares of common stock.

On July 2, 2021, the holder of 16,000 shares of Series A Preferred Stock converted such shares into 7,111,111 shares of common stock.

On July 6, 2021, the holder of 5,041 shares of Series A Preferred Stock converted such shares into 5,041,000 shares of common stock.

On July 9, 2021, the holder of 1,200 shares of Series A Preferred Stock converted such shares into 2,000,000 shares of common stock.

On July 12, 2021, the holder of 12,000 shares of Series A Preferred Stock converted such shares into 9,756,098 shares of common stock.

On July 16, 2021, the holder of 2,550 shares of Series A Preferred Stock converted such shares into 4,250,000 shares of common stock.

On July 23, 2021, the holder of 4,320 shares of Series A Preferred Stock converted such shares into 4,000,000 shares of common stock.

On July 26, 2021, the Company issued 845,439 shares of common stock to a prior conversion.

On July 27, 2021, the holder of 3,000 shares of Series A Preferred Stock converted such shares into 5,000,000 shares of common stock.

On July 27, 2021 the holder of a convertible promissory note converted a portion of the note into 5,647,615 shares of common stock.

On July 30, 2021, the holder of 15,680 shares of Series A Preferred Stock converted such shares into 13,344,681 shares of common stock.

On August 6, 2021, the holder of 19,555 shares of Series A Preferred Stock converted such shares into 15,644,000 shares of common stock.

On August 9, 2021, the holder of 6,000 shares of Series A Preferred Stock converted such shares into 10,000,000 shares of common stock.

On August 19, 2021, the holder of 9,373 shares of Series A Preferred Stock converted such shares into 10,300,000 shares of common stock.

On September 20, 2021, the holder of 15,695 shares of Series A Preferred Stock converted such shares into 19,376,543 shares of common stock.

On September 28, 2021, the holder of 4,000 shares of Series A Preferred Stock converted such shares into 10,000,000 shares of common stock.

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 Most Recent Fiscal Year End:		BOON INDUSTRIES INC							
Opening Balance									
December 31, 2019:									
Common Stock: 30,306,681 Preferred A: 367,500 Preferred B: 1,000									
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 (if applicable)	Restricted or Unrestricted as of this filing?	Exemption or Registration Type?
2-Mar-20	Returned to Treasury	630,000	Preferred A Shares	\$0.00	No	James B. Frack	12/04/2019 Amended Agreement	Restricted	N/A
2-Mar-20	Returned to Treasury	1,000	Preferred B Shares	\$0.00	No	Mike Schatz	Per Asset Purchase Agreement	N/A	N/A

2-Mar-20	Issued	1,000	Preferred B Shares	\$0.03	No	Justin Gonzalez	Asset Purchase	Restricted	Section 4(2)/Reg D
2-Mar-20	Issued	50,000	Preferred A Shares	\$0.00	No	Justin Gonzalez	Asset Purchase	Restricted	Section 4(2)/Reg D
2-Mar-20	Issued	30,000,000	Common Shares	\$0.02	No	Justin Gonzalez	Asset Purchase	Restricted	Section 4(2)/Reg D
1-Apr-20	Issued	1,500,000	Common Shares	\$0.01	No	Harry Bygdnes	Agreement	Restricted	Section 4(2)/Reg D
13-May-20	Issued	275,900	Preferred A Shares	\$0.00	No	James B. Frack	Agreement Asset Purchase	RES-6/8/2018	Section 4(2)/Reg D
13-May-20	Issued	3,333,333	Common Shares	\$0.03	No	Justin Gonzalez	3/2/2020 Agreement Employment	Restricted	Section 4(2)/Reg D
13-May-20	Issued	1,666,666	Common Shares	\$0.03	No	Eric Watson	3/2/2020 Agreement Employment	Restricted	Section 4(2)/Reg D
13-May-20	Issued	300,000	Preferred A Shares	\$0.00	No	Anthony Super	Lensing Agreement	Restricted	Section 4(2)/Reg D
13-May-20	Issued	330,000	Preferred A Shares	\$0.00	No	Pamala Wilson	Agreement	Restricted	Section 4(2)/Reg D
7-Oct-20	Transferred	500,000	Preferred A Shares	\$0.00	No	Anthony Super	SPA	RES-6/8/2018	Section 4(2)/Reg D
9-Nov-20	Issued	1,836,653	Common Shares	\$0.03	No	Ed Monte	Conversion Notice	Restricted	Section 4(2)/Reg D
3-Dec-20	Issued	1,816,387	Common Shares	\$0.05	No	Ramy Kamaneh	Conversion notice	Restricted	Section 4(2)/Reg D
7-Dec-20	Issued	1,612,903	Common Shares	\$0.03	No	John Forsythe	Conversion notice	Restricted	Section 4(2)/Reg D
30-Dec-20	Returned to Treasury	330,000	Preferred A Shares	\$0.00	No	Pamala Wilson	Agreement cancellation	Preferred A Designation	368(a)(1)(B)
13-Jan-21	Conversion	2,050,000	Common Shares	\$0.10	No	Ramy Kamaneh	SPA	RES-6/8/2018	Section 4(2)/Reg D
2-Feb-21	Conversion	2,000,000	Common Shares	\$0.05	No	Tony Toffolon	SPA	RES-6/8/2018	Section 4(2)/Reg D
2-Feb-21	Conversion	300,000	Common Shares	\$0.13	No	Tony Toffolon	SPA	RES-6/8/2018	Section 4(2)/Reg D
2-Feb-21	Conversion	1,268,835	Common Shares	\$0.13	No	Chris Torres	SPA	RES-6/8/2018	Section 4(2)/Reg D
11-Feb-21	Conversion	647,059	Common Shares	\$0.17	No	John Forsythe	SPA	RES-6/8/2018	Section 4(2)/Reg D
11-Feb-21	Returned to Treasury	12,502,500	Preferred A Shares	\$0.00	No	James B. Frack	Agreement cancellation	N/A	N/A
15-Feb-21	Conversion	833,333	Common Shares	\$0.15	No	Michael Boris	SPA	RES-6/8/2018	Section 4(2)/Reg D
17-Feb-21	Conversion	333,333	Common Shares	\$0.15	No	Christopher Davis Cope	SPA	RES-6/8/2018	Section 4(2)/Reg D
25-Feb-21	Conversion	580,131	Common Shares	\$0.28	No	Chris Torres	SPA	RES-6/8/2018	Section 4(2)/Reg D
11-Mar-21	Conversion	300,000	Common Shares	\$0.15	No	Tony Toffolon	SPA	RES-6/8/2018	Section 4(2)/Reg D
17-Mar-21	Conversion	2,440,000	Common Shares	\$0.10	No	Ramy Kamaneh	SPA	RES-6/8/2018	Section 4(2)/Reg D
19-Mar-21	Conversion	2,083,333	Common Shares	\$0.12	No	John Forsythe	SPA	RES-6/8/2018	Section 4(2)/Reg D
24-Mar-21	Conversion	1,956,522	Common Shares	\$0.12	No	Chris Torres	SPA	RES-6/8/2018	Section 4(2)/Reg D
31-Mar-21	Conversion	300,000	Common Shares	\$0.10	No	Tony Toffolon	SPA	RES-6/8/2018	Section 4(2)/Reg D

5-Apr-21	Conversion	2,500,000	Common Shares	\$0.04	No	Brad Hare	SPA	RES-6/8/2018	Section 4(2)/Reg D
9-Apr-21	Conversion	2,000,000	Common Shares	\$0.10	No	Todd Violet	SPA	RES-6/8/2018	Section 4(2)/Reg D
15-Apr-21	Issued	300,000	Preferred A Shares	\$0.00	No	Ashley Begines	License Agreement	Restricted	368(a)(1)(B)
21-Apr-21	Conversion	700,000	Common Shares	\$0.07	No	Tony Toffolon	SPA	RES-6/8/2018	Section 4(2)/Reg D
4-May-21	Conversion	2,758,621	Common Shares	\$0.07	No	Todd Violet	SPA	RES-6/8/2018	Section 4(2)/Reg D
25-May-21	Conversion	500,000	Common Shares	\$0.04	No	Tony Toffolon	SPA	RES-6/8/2018	Section 4(2)/Reg D
25-May-21	Issued	1,868,756	Common Shares	\$0.09	No	Eric Watson	Debt Conversion	RES-6/8/2018	Section 4(2)/Reg D
25-May-21	Issued	4,400	Preferred A Shares	\$0.00	No	Daren Correll	Consulting Agreement	RES-6/8/2018	Section 4(2)/Reg D
25-May-21	Issued	8,400	Preferred A Shares	\$0.00	No	Kurt Divich	Service Agreement	RES-6/8/2018	Section 4(2)/Reg D
26-May-21	Conversion	3,000,000	Common Shares	\$0.03	No	Brad Hare	SPA	RES-6/8/2018	Section 4(2)/Reg D
2-Jun-21	Conversion	4,175,000	Common Shares	\$0.02	No	Todd Violet	SPA	RES-6/8/2018	Section 4(2)/Reg D
8-Jun-21	Conversion	6,979,695	Common Shares	\$0.04	No	John Forsythe	SPA	RES-6/8/2018	Section 4(2)/Reg D
11-Jun-21	Conversion	680,000	Common Shares	\$0.03	No	Tony Toffolon	SPA	RES-6/8/2018	Section 4(2)/Reg D
22-Jun-21	Conversion	1,527,541	Common Shares	\$0.03	No	Tony Toffolon	SPA	RES-6/8/2018	Section 4(2)/Reg D
23-Jun-21	Conversion	7,530,120	Common Shares	\$0.03	No	Chris Torres	SPA	RES-6/8/2018	Section 4(2)/Reg D
24-Jun-21	Conversion	2,875,000	Common Shares	\$0.02	No	Brad Hare	SPA	RES-6/8/2018	Section 4(2)/Reg D
29-Jun-21	Conversion	5,166,667	Common Shares	\$0.03	No	John Forsythe	SPA	RES-6/8/2018	Section 4(2)/Reg D
30-Jun-21	Conversion	1,600,000	Common Shares	\$0.03	No	Tony Toffolon	SPA	RES-6/8/2018	Section 4(2)/Reg D
2-Jul-21	Conversion	7,111,111	Common Shares	\$0.02	No	Tony Toffolon	SPA	RES-6/8/2018	Section 4(2)/Reg D
6-Jul-21	Conversion	5,041,000	Common Shares	\$0.01	No	Rahim Mohamed	SPA	RES-6/8/2018	Section 4(2)/Reg D
9-Jul-21	Conversion	2,000,000	Common Shares	\$0.01	No	Brad Hare	SPA	RES-6/8/2018	Section 4(2)/Reg D
12-Jul-21	Conversion	9,756,098	Common Shares	\$0.01	No	John Forsythe	SPA	RES-6/8/2018	Section 4(2)/Reg D
16-Jul-21	Conversion	4,250,000	Common Shares	\$0.01	No	Brad Hare	SPA	RES-6/8/2018	Section 4(2)/Reg D
23-Jul-21	Conversion	4,000,000	Common Shares	\$0.01	No	Tony Toffolon	SPA	RES-6/8/2018	Section 4(2)/Reg D
26-Jul-21	Conversion	845,439	Common Shares	\$0.01	No	John Forsythe	SPA	RES-6/8/2019	Section 4(2)/Reg D
27-Jul-21	Conversion	5,000,000	Common Shares	\$0.01	No	Brad Hare	SPA	RES-6/8/2018	Section 4(2)/Reg D
27-Jul-21	Issued	5,647,615	Common Shares	\$0.01	No	Ed Monte	Conversion Notice	Restricted	Section 4(2)/Reg D
30-Jul-21	Conversion	13,344,681	Common Shares	\$0.01	No	Tony Toffolon	SPA	RES-6/8/2018	Section 4(2)/Reg D
6-Aug-21	Conversion	15,644,000	Common Shares	\$0.01	No	Chris Torres	SPA	RES-6/8/2018	Section 4(2)/Reg D

9-Aug-21	Conversion	10,000,000	Common Shares	\$0.01	No	Brad Hare	SPA	RES-6/8/2018	Section 4(2)/Reg D
19-Aug-21	Conversion	10,300,000	Common Shares	\$0.01	No	Tony Toffolon	SPA	RES-6/8/2018	Section 4(2)/Reg D
20-Sep-21	Conversion	19,376,543	Common Shares	\$0.01	No	Tony Toffolon	SPA	RES-6/8/2018	Section 4(2)/Reg D
28-Sep-21	Conversion	10,000,000	Common Shares	\$0.004	No	Brad Hare	SPA	RES-6/8/2018	Section 4(2)/Reg D
Shares Outstanding on Date of This Report as of September 30, 2021			BOON INDUSTRIES INC						
	<u>Issued</u>	<u>Authorized</u>							
Common:	223,343,036	529,999,000							
Preferred A:	7,006,136	20,000,000							
Preferred B:	1,000	1,000							

Example: A company with a fiscal year end of December 31st, in addressing this item for its quarter ended September 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 September 30, 2021 pursuant to the tabular format 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, net of discount (\$ as of 9/30/2021)	Principal Amount at Issuance (\$) as of 9/30/2021	Interest Accrued (\$) as of 9/30/2021	Debt Discount and Financing Costs (\$) as of 9/30/2021	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.)
<u>12/12/2014</u>	<u>119,159</u>	<u>100,000</u>	<u>19,159</u>	<u>0</u>	<u>12/12/2019</u>	<u>None</u>	<u>Carolyn Hamburger</u>	<u>Loan</u>
<u>12/31/2014</u>	<u>20,126</u>	<u>10,000</u>	<u>10,126</u>	<u>0</u>	<u>12/31/2019</u>	<u>None</u>	<u>Doris Notter</u>	<u>Loan</u>
<u>12/10/2019</u>	<u>27,236</u>	<u>14,338</u>	<u>12,898</u>	<u>0</u>	<u>12/10/2020</u>	<u>40% discount on VWAP</u>	<u>La Jolla IPO Inc Edward Monet</u>	<u>Convertible Replacement Note</u>
<u>12/12/2019</u>	<u>176,433</u>	<u>150,000</u>	<u>26,433</u>	<u>0</u>	<u>12/12/2020</u>	<u>38% discount on VWAP</u>	<u>V Group Lawrence Twombly</u>	<u>Convertible Settlement Agreement</u>
<u>6/2/2020</u>	<u>46,893</u>	<u>40,000</u>	<u>6,893</u>	<u>0</u>	<u>6/2/2021</u>	<u>40% discount on average of two lowest trading prices</u>	<u>Optempus Investments LLC Anthony Super</u>	<u>Convertible Note</u>
<u>7/10/2020</u>	<u>22,988</u>	<u>20,000</u>	<u>2,988</u>	<u>0</u>	<u>7/10/2021</u>	<u>38% discount on average of two lowest trading prices</u>	<u>Optempus Investments LLC Anthony Super</u>	<u>Convertible Note</u>
<u>8/31/2020</u>	<u>49,944</u>	<u>45,000</u>	<u>4,944</u>	<u>0</u>	<u>8/31/2021</u>	<u>50% discount on average of two lowest trading prices</u>	<u>Optempus Investments LLC Anthony Super</u>	<u>Convertible Note</u>

<u>10/6/2020</u>	<u>27,295</u>	<u>25,000</u>	<u>2,459</u>	<u>-164</u>	<u>10/6/2021</u>	50% discount on average of two lowest trading prices	<u>Optempus Investments LLC</u> Anthony Super	<u>Convertible Note</u>
<u>11/9/2020</u>	<u>19,018</u>	<u>20,000</u>	<u>1,781</u>	<u>-2,763</u>	<u>11/9/2021</u>	40% discount on average of two lowest trading prices	<u>Optempus Investments LLC</u> Anthony Super	<u>Convertible Note</u>
<u>11/16/2020</u>	<u>26,932</u>	<u>30,000</u>	<u>2,614</u>	<u>-5,682</u>	<u>11/16/2021</u>	40% discount on average of two lowest trading prices	<u>Optempus Investments LLC</u> Anthony Super	<u>Convertible Note</u>
<u>12/17/2020</u>	<u>10,943</u>	<u>15,000</u>	<u>1,179</u>	<u>-5,236</u>	<u>12/17/2021</u>	40% discount on average of two lowest trading prices	<u>Optempus Investments LLC</u> Anthony Super	<u>Convertible Note</u>
<u>1/14/2021</u>	<u>28,788</u>	<u>64,000</u>	<u>4,541</u>	<u>-39,753</u>	<u>1/14/2022</u>	42% discount on average of two lowest trading prices	<u>Optempus Investments LLC</u> Anthony Super	<u>Convertible Note</u>
<u>1/21/2021</u>	<u>17,494</u>	<u>40,000</u>	<u>2,762</u>	<u>-25,268</u>	<u>1/21/2022</u>	42% discount on average of two lowest trading prices	<u>Optempus Investments LLC</u> Anthony Super	<u>Convertible Note</u>
<u>2/6/2021</u>	<u>17,544</u>	<u>50,000</u>	<u>3,233</u>	<u>-35,689</u>	<u>2/6/2022</u>	42% discount on average of two lowest trading prices	<u>Optempus Investments LLC</u> Anthony Super	<u>Convertible Note</u>
<u>2/12/2021</u>	<u>4,233</u>	<u>15,000</u>	<u>945</u>	<u>-11,712</u>	<u>2/12/2022</u>	42% discount on average of two lowest trading prices	<u>Optempus Investments LLC</u> Anthony Super	<u>Convertible Note</u>
<u>3/4/2021</u>	<u>4,131</u>	<u>20,000</u>	<u>1,151</u>	<u>-17,020</u>	<u>3/4/2022</u>	42% discount on average of two lowest trading prices	<u>C Group LLC</u> Anthony Super	<u>Convertible Note</u>
<u>3/9/2021</u>	<u>7,068</u>	<u>35,000</u>	<u>1,966</u>	<u>-29,898</u>	<u>3/9/2022</u>	42% discount on average of two lowest trading prices	<u>Optempus Investments LLC</u> Anthony Super	<u>Convertible Note</u>
<u>4/5/2021</u>	<u>31,584</u>	<u>35,000</u>	<u>1,707</u>	<u>-5,123</u>	<u>4/5/2022</u>	42% discount on average of two lowest trading prices	<u>C Group LLC</u> Anthony Super	<u>Convertible Note</u>
<u>4/15/2021</u>	<u>31,214</u>	<u>35,000</u>	<u>1,611</u>	<u>-5,397</u>	<u>4/15/2022</u>	42% discount on average of two lowest trading prices	<u>C Group LLC</u> Anthony Super	<u>Convertible Note</u>
<u>4/21/2021</u>	<u>30,991</u>	<u>35,000</u>	<u>1,553</u>	<u>-5,562</u>	<u>4/21/2022</u>	42% discount on average of two lowest trading prices	<u>C Group LLC</u> Anthony Super	<u>Convertible Note</u>
<u>6/1/2021</u>	<u>29,475</u>	<u>35,000</u>	<u>1,160</u>	<u>-6,685</u>	<u>6/1/2022</u>	42% discount on average of two lowest trading prices	<u>C Group LLC</u> Anthony Super	<u>Convertible Note</u>
<u>6/14/2021</u>	<u>28,995</u>	<u>35,000</u>	<u>1,036</u>	<u>-7,041</u>	<u>6/14/2022</u>	42% discount on average of two lowest trading prices	<u>C Group LLC</u> Anthony Super	<u>Convertible Note</u>
<u>6/25/2021</u>	<u>19,790</u>	<u>25,000</u>	<u>664</u>	<u>-5,874</u>	<u>6/25/2022</u>	42% discount on average of two lowest trading prices	<u>Maguire & Associates LLC</u> Brian Maguire	<u>Convertible Note</u>

<u>7/19/2021</u>	<u>27,700</u>	<u>35,000</u>	<u>700</u>	<u>-8,000</u>	<u>7/19/2022</u>	<u>42% discount on average of two lowest trading prices</u>	<u>Direct Inc.</u> Jennifer Combs	<u>Convertible Note</u>
<u>7/22/2021</u>	<u>27,589</u>	<u>35,000</u>	<u>671</u>	<u>-8,082</u>	<u>7/22/2022</u>	<u>42% discount on average of two lowest trading prices</u>	<u>Direct Inc.</u> Jennifer Combs	<u>Convertible Note</u>
<u>8/5/2021</u>	<u>27,071</u>	<u>35,000</u>	<u>537</u>	<u>-8,466</u>	<u>8/5/2022</u>	<u>42% discount on average of two lowest trading prices</u>	<u>Direct Inc.</u> Jennifer Combs	<u>Convertible Note</u>
<u>8/16/2021</u>	<u>26,665</u>	<u>35,000</u>	<u>432</u>	<u>-8,767</u>	<u>8/16/2022</u>	<u>42% discount on average of two lowest trading prices</u>	<u>Direct Inc.</u> Jennifer Combs	<u>Convertible Note</u>
<u>8/23/2021</u>	<u>26,405</u>	<u>35,000</u>	<u>364</u>	<u>-8,959</u>	<u>8/23/2022</u>	<u>42% discount on average of two lowest trading prices</u>	<u>Direct Inc.</u> Jennifer Combs	<u>Convertible Note</u>

On December 12, 2014, the Company's predecessor Matrix received a \$100,000 loan from Carolyn Hamburger at 10% interest evidenced by a note for \$100,000 issued by Matrix. The note matured December 12, 2019 and is in default and is secured by the Company's emulsification equipment acquired in the Matrix Acquisition. This Note does not convert into securities of the Company. As of September 30, 2021, the principal balance was \$100,000 with interest \$19,159.

On December 31, 2014, Matrix received a \$10,000 unsecured loan from Doris Notter at 15% interest. The loan matured December 31, 2019. As of September 30, 2021, the principal balance was of \$10,000 with interest of \$10,126.

On December 10, 2019, the Company entered a settlement agreement and issued a replacement note to La Jolla IPO Inc. ("La Jolla"). The replacement note has a principal amount of \$110,000.00 and bears interest at the rate of 8%. La Jolla originally acquired this debt from V Group, Inc. on April 6, 2018. During the year ended December 31, 2020, the Company issued 1,836,653 common shares upon the conversion of principal in the amount of \$55,000. During the nine months ended September 30, 2021, the Company issued 5,647,615 common shares upon the conversion of principal in the amount of \$40,662. As of September 30, 2021, the principal balance of this note was \$14,338 with accrued interest of \$12,898.

On December 12, 2019, the Company entered into a settlement agreement with V Group Inc. in the amount of \$150,000 with interest of 8%. As of September 30, 2021, the principal balance of this loan was \$150,000 with accrued interest of \$26,433.

On June 2, 2020, the Company issued a Convertible Promissory Note to Optempus Investment, LLC, of which \$25,000 was received in cash and \$15,000 was recorded as an original issue discount. The note bears interest of 10%, matures on June 2, 2021, and is convertible into common stock at a price equal to 60% multiplied by the average of the two lowest trading prices during the 20-day trading period on the trading day prior to the conversion date. The Company recorded a debt discount from the derivative equal to \$40,000 due to this conversion feature, which has been amortized to the statement of operations. As of September 30, 2021, the principal balance was \$40,000, with accrued interest of \$6,893.

On July 10, 2020, the Company issued a Convertible Promissory Note to Optempus Investment, LLC, of which \$15,000 was received in cash and \$5,000 was recorded as an original issue discount. The note bears interest of 10%, matures on July 10, 2021, and is convertible into common stock at a price equal to 62% multiplied by the average of the two lowest trading prices during the 20-day trading period on the trading day prior to the conversion date. The Company recorded a debt discount from the derivative equal to \$20,000 due to this conversion feature, which has been amortized to the statement of operations. As of September 30, 2021, the principal balance was \$20,000, with accrued interest of \$2,988.

On August 31, 2020, the Company issued a Convertible Promissory Note to Optempus Investment, LLC, of which \$35,000 was received in cash and \$10,000 was recorded as an original issue discount. The note bears interest of 10%, matures on August 31, 2021, and is convertible into common stock at a price equal to 50% multiplied by the average of the two lowest trading prices during the 20-day trading period on the trading day prior to the conversion date. The Company recorded a debt discount from the derivative equal to \$45,000 due to this conversion feature, which has been amortized to the statement of operations. As of September 30, 2021, the principal balance was \$45,000, with accrued interest of \$4,944.

On October 6, 2020, the Company issued a Convertible Promissory Note to Optempus Investment, LLC, of which \$15,000 was received in cash and \$10,000 was recorded as an original issue discount. The note bears interest of 10%, matures on October 6, 2021 and is convertible into common stock at a price equal to 50% multiplied by the average of the two lowest trading prices during the 20-day trading day period prior to the conversion date. The Company recorded a debt discount from the derivative equal to \$25,000 due to this conversion feature, and \$24,836 has been amortized to the statement of operations. The debt discount and transaction fee interest had a balance at September 30, 2021 of \$164. As of September 30, 2021, the principal balance was \$25,000 with accrued interest of \$2,459.

On November 9, 2020, the Company issued a Convertible Promissory Note to Optempus Investment, LLC, of which \$10,000 was received in cash and \$10,000 was recorded as an original issue discount. The note bears interest of 10%, matures on November 9, 2021 and is convertible into common stock at a price equal to 60% multiplied by the average of the two lowest trading prices during the 20-day trading day period prior to the conversion date. The Company recorded a debt discount from the derivative equal to \$20,000 due to this conversion feature, and \$17,237 has been amortized to the statement of operations. The debt discount and transaction fee interest had a balance at September 30, 2021 of \$2,763. As of September 30, 2021, the principal balance was \$20,000 with accrued interest of \$1,781.

On November 16, 2020, the Company issued a Convertible Promissory Note to Optempus Investment, LLC, of which \$15,000 was received in cash and \$15,000 was recorded as an original issue discount. The note bears interest of 10%, matures on November 16, 2021 and is convertible into common stock 180 days after the issue date at a price equal to 60% multiplied by the average of the two lowest trading prices during the 20-day trading day period prior to the conversion date. The Company recorded a debt discount from the derivative equal to \$30,000 due to this conversion feature, and \$24,318 has been amortized to the statement of operations. The debt discount and transaction fee interest had a balance at September 30, 2021 of \$5,682. As of September 30, 2021, the principal balance was \$30,000 with accrued interest of \$2,614.

On December 17, 2020, the Company issued a Convertible Promissory Note to Optempus Investment, LLC, of which \$10,000 was received in cash and \$5,000 was recorded as an original issue discount. The note bears interest of 10%, matures on December 17, 2021 and is convertible into common stock 180 days after the issue date at a price equal to 60% multiplied by the average of the two lowest trading prices during the 20-day trading day period prior to the conversion date. The Company recorded a debt discount from the derivative equal to \$15,000 due to this conversion feature, and \$9,764 has been amortized to the statement of operations. The debt discount and transaction fee interest had a balance at September 30, 2021 of \$5,236. As of September 30, 2021, the principal balance was \$15,000 with accrued interest of \$1,179.

On January 14, 2021, the Company issued a Convertible Promissory Note to Optempus Investment, LLC, of which \$44,000 was received in cash and \$20,000 was recorded as an original issue discount. The note bears interest of 10%, matures on January 14, 2022 and is convertible into common stock 180 days after the issue date at a price equal to 58% multiplied by the average of the two lowest trading prices during the 20-day trading day period prior to the conversion date. The Company recorded a debt discount from the derivative equal to \$78,192 due to this conversion feature, and \$38,439 has been amortized to the statement of operations. The debt discount and transaction fee interest had a balance at September 30, 2021 of \$39,753. As of September 30, 2021, the principal balance was \$64,000 with accrued interest of \$4,541.

On January 21, 2021, the Company issued a Convertible Promissory Note to Optempus Investment, LLC, of which \$25,000 was received in cash and \$15,000 was recorded as an original issue discount. The note bears interest of 10%, matures on January 21, 2022 and is convertible into common stock 180 days after the issue date at a price equal to 58% multiplied by the average of the two lowest trading prices during the 20-day trading day period prior to the conversion date. The Company recorded a debt discount from the derivative equal to \$50,356 due to this conversion feature, and \$25,088 has been amortized to the statement of operations. The debt discount and transaction fee interest had a balance at September 30, 2021 of \$25,268. As of September 30, 2021, the principal balance was \$40,000 with accrued interest of \$2,762.

On February 6, 2021, the Company issued a Convertible Promissory Note to Optempus Investment, LLC, of which \$30,000 was received in cash and \$20,000 was recorded as an original issue discount. The note bears interest of 10%, matures on February 6, 2022 and is convertible into common stock 180 days after the issue date at a price equal to 58% multiplied by the average of the two lowest trading prices during the 20-day trading day period prior to the conversion date. The Company recorded a debt discount from the derivative equal to \$62,932 due to this conversion feature, and \$27,243 has been amortized to the statement of operations. The debt discount and transaction fee interest had a balance at September 30, 2021 of \$35,689. As of September 30, 2021, the principal balance was \$50,000 with accrued interest of \$3,233.

On February 12, 2021, the Company issued a Convertible Promissory Note to Optempus Investment, LLC, of which \$10,000

was received in cash and \$5,000 was recorded as an original issue discount. The note bears interest of 10%, matures on February 12, 2022 and is convertible into common stock 180 days after the issue date at a price equal to 58% multiplied by the average of the two lowest trading prices during the 20-day trading day period prior to the conversion date. The Company recorded a debt discount from the derivative equal to \$18,151 due to this conversion feature, and \$6,439 has been amortized to the statement of operations. The debt discount and transaction fee interest had a balance at September 30, 2021 of \$11,712. As of September 30, 2021, the principal balance was \$15,000 with accrued interest of \$945.

On March 4, 2021, the Company issued a Convertible Promissory Note to C Group LLC, of which \$15,000 was received in cash and \$5,000 was recorded as an original issue discount. The note bears interest of 10%, matures on March 4, 2022 and is convertible into common stock 180 days after the issue date at a price equal to 58% multiplied by the average of the two lowest trading prices during the 20-day trading day period prior to the conversion date. The Company recorded a debt discount from the derivative equal to \$22,877 due to this conversion feature, and \$5,857 has been amortized to the statement of operations. The debt discount and transaction fee interest had a balance at September 30, 2021 of \$17,020. As of September 30, 2021, the principal balance was \$20,000 with accrued interest of \$1,151.

On March 9, 2021, the Company issued a Convertible Promissory Note to C Group LLC, of which \$25,000 was received in cash and \$10,000 was recorded as an original issue discount. The note bears interest of 10%, matures on March 9, 2022 and is convertible into common stock 180 days after the issue date at a price equal to 58% multiplied by the average of the two lowest trading prices during the 20-day trading day period prior to the conversion date. The Company recorded a debt discount from the derivative equal to \$40,616 due to this conversion feature, and \$10,718 has been amortized to the statement of operations. The debt discount and transaction fee interest had a balance at September 30, 2021 of \$29,898. As of September 30, 2021, the principal balance was \$35,000 with accrued interest of \$1,966.

On April 5, 2021, the Company issued a Convertible Promissory Note to C Group LLC, of which \$25,000 was received in cash and \$10,000 was recorded as an original issue discount. The note bears interest of 10%, matures on April 5, 2022 and is convertible into common stock 180 days after the issue date at a price equal to 58% multiplied by the average of the two lowest trading prices during the 20-day trading day period prior to the conversion date. As of September 30, 2021, \$4,877 of the transaction fees have been amortized to the statement of operations and the note has a principal balance of \$35,000 and accrued interest of \$1,707.

On April 15, 2021, the Company issued a Convertible Promissory Note to C Group LLC, of which \$25,000 was received in cash and \$10,000 was recorded as an original issue discount. The note bears interest of 10%, matures on April 15, 2022 and is convertible into common stock 180 days after the issue date at a price equal to 58% multiplied by the average of the two lowest trading prices during the 20-day trading day period prior to the conversion date. As of September 30, 2021, \$4,603 of the transaction fees have been amortized to the statement of operations and the note has a principal balance of \$35,000 and accrued interest of \$1,611.

On April 21, 2021, the Company issued a Convertible Promissory Note to C Group LLC, of which \$25,000 was received in cash and \$10,000 was recorded as an original issue discount. The note bears interest of 10%, matures on April 21, 2022 and is convertible into common stock 180 days after the issue date at a price equal to 58% multiplied by the average of the two lowest trading prices during the 20-day trading day period prior to the conversion date. As of September 30, 2021, \$4,438 of the transaction fees have been amortized to the statement of operations and the note has a principal balance of \$35,000 and accrued interest of \$1,553.

On June 1, 2021, the Company issued a Convertible Promissory Note to C Group LLC, of which \$25,000 was received in cash and \$10,000 was recorded as an original issue discount. The note bears interest of 10%, matures on June 1, 2022 and is convertible into common stock 180 days after the issue date at a price equal to 58% multiplied by the average of the two lowest trading prices during the 20-day trading day period prior to the conversion date. As of September 30, 2021, \$3,315 of the transaction fees have been amortized to the statement of operations and the note has a principal balance of \$35,000 and accrued interest of \$1,160.

On June 14, 2021, the Company issued a Convertible Promissory Note to C Group LLC, of which \$25,000 was received in cash and \$10,000 was recorded as an original issue discount. The note bears interest of 10%, matures on June 14, 2022 and is convertible into common stock 180 days after the issue date at a price equal to 58% multiplied by the average of the two lowest trading prices during the 20-day trading day period prior to the conversion date. As of September 30, 2021, \$2,959 of the transaction fees have been amortized to the statement of operations and the note has a principal balance of \$35,000 and accrued interest of \$1,036.

On June 25, 2021, the Company issued a Convertible Promissory Note to Maguire & Associates LLC, of which \$17,000

was received in cash and \$8,000 was recorded as an original issue discount. The note bears interest of 10%, matures on June 25, 2022 and is convertible into common stock 180 days after the issue date at a price equal to 58% multiplied by the average of the two lowest trading prices during the 20-day trading day period prior to the conversion date. As of September 30, 2021, \$2,126 of the transaction fees have been amortized to the statement of operations and the note has a principal balance of \$25,000 and accrued interest of \$664.

On July 19, 2021, the Company issued a Convertible Promissory Note to Direct Inc., of which \$25,000 was received in cash and \$10,000 was recorded as an original issue discount. The note bears interest of 10%, matures on July 19, 2022 and is convertible into common stock 180 days after the issue date at a price equal to 58% multiplied by the average of the two lowest trading prices during the 20-day trading day period prior to the conversion date. As of September 30, 2021, \$2,000 of the transaction fees have been amortized to the statement of operations and the note has a principal balance of \$35,000 and accrued interest of \$700.

On July 22, 2021, the Company issued a Convertible Promissory Note to Direct Inc., of which \$25,000 was received in cash and \$10,000 was recorded as an original issue discount. The note bears interest of 10%, matures on July 22, 2022 and is convertible into common stock 180 days after the issue date at a price equal to 58% multiplied by the average of the two lowest trading prices during the 20-day trading day period prior to the conversion date. As of September 30, 2021, \$1,918 of the transaction fees have been amortized to the statement of operations and the note has a principal balance of \$35,000 and accrued interest of \$671.

On August 5, 2021, the Company issued a Convertible Promissory Note to Direct Inc., of which \$25,000 was received in cash and \$10,000 was recorded as an original issue discount. The note bears interest of 10%, matures on August 5, 2022 and is convertible into common stock 180 days after the issue date at a price equal to 58% multiplied by the average of the two lowest trading prices during the 20-day trading day period prior to the conversion date. As of September 30, 2021, \$1,534 of the transaction fees have been amortized to the statement of operations and the note has a principal balance of \$35,000 and accrued interest of \$537.

On August 16, 2021, the Company issued a Convertible Promissory Note to Direct Inc., of which \$25,000 was received in cash and \$10,000 was recorded as an original issue discount. The note bears interest of 10%, matures on August 16, 2022 and is convertible into common stock 180 days after the issue date at a price equal to 58% multiplied by the average of the two lowest trading prices during the 20-day trading day period prior to the conversion date. As of September 30, 2021, \$1,233 of the transaction fees have been amortized to the statement of operations and the note has a principal balance of \$35,000 and accrued interest of \$432.

On August 23, 2021, the Company issued a Convertible Promissory Note to Direct Inc., of which \$25,000 was received in cash and \$10,000 was recorded as an original issue discount. The note bears interest of 10%, matures on August 23, 2022 and is convertible into common stock 180 days after the issue date at a price equal to 58% multiplied by the average of the two lowest trading prices during the 20-day trading day period prior to the conversion date. As of September 30, 2021, \$1,041 of the transaction fees have been amortized to the statement of operations and the note has a principal balance of \$35,000 and accrued interest of \$364.

4) Financial Statements

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

U.S. GAAP
IFRS complete

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

Name: Justin Gonzalez
Title: CEO/CFO
Relationship to Issuer: Officer of the Issuer

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 cashflows;
- F. Financial notes; and
- G. 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").

ATTACHED

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 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")

Boon Industries Inc. ("Boon" or the "Company") is an innovative bioscience company delivering environmentally safe products to benefit people and the planet. At the core of Boon's product offering is DiOx+, a Chlorine Dioxide Disinfectant Sterilizer. Chlorine Dioxide has been approved by OSHA, FDA, EPA, CDC, USDA, and DOT. DiOx+ kills 99.9999% of harmful pathogens without dangerous toxic exposure to the user or the environment.

The proprietary chemical formulas and processes behind DiOx+ make it ideal for sterilization of mission critical, high value medical equipment and the disinfecting of air and surfaces in laboratory and hospital environments. DiOx+ helps protect agricultural crops from disease, is used in water treatment plants, and helps reduce operational costs in warehousing, distribution centers, and ecommerce support facilities. DiOx+ is produced at Boon's manufacturing facility and corporate headquarters in Grass Valley, California.

- B. Describe any subsidiaries, parents, or affiliated companies.

The Company's sole subsidiary is Leaf of Faith Beverage MergerSub, Inc., which has no assets or operations.

- C. Describe the issuers' principal products or services

DiOx+

The Company manufactures and distributes an activated Chlorine Dioxide (ClO₂) product branded as DiOx+ in the United States under an exclusive license. DiOx+ is an effective, potent, fast acting biocide that does not form any toxic by-products and leaves no residual toxicity. It is biodegradable and environmentally friendly while offering industrial strength cleaning.

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's principal offices are located at 110 Spring Hill Drive, Suite #16, Grass Valley, CA 95945. The Company leases these premises for a term ending January 1, 2025 at a cost of \$4,000 per month.

The Company also leases a product production and water bottling facility in Grants Pass, Oregon on a month-to-month basis at a cost of \$2,000 per month.

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 and Control Person	Affiliation with Company (e.g. Officer/Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Note
Justin Gonzalez	Officer/Director and Owner of more than 5%	Nevada City, California	33,333,333	Common Shares	14.92%	
Justin Gonzalez	Officer/Director and Owner of more than 5%	Nevada City, California	50,000	Series A Preferred	0.71%	
Justin Gonzalez	Officer/Director and Owner of more than 5%	Nevada City, California	1,000	Series B Preferred	100%	
Eric Watson	Officer/Director	Topanga, California	3,535,422	Common Shares	1.58%	

8. Legal/Disciplinary History

A. Please identify whether any of the persons 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);

No

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;

No

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

No

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.

No

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 government authorities.

None

9. Third Party Providers

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

Securities Counsel

Zev M. Bomrind, Esq.
Fox Rothschild LLP
101 Park Avenue, 17th Floor
New York, NY 10178

Accountant or Auditor

Ben Borgers, CPA
5400 W. Cedar Ave.
Lakewood, CO 80226
ben@bfbcpa.us
Telephone: 720-251-4359

Investor Relations Consultant

Integrity Media, Inc.
12106 Rojo Roma Ave.
Las Vegas, NV 89138
Telephone: 702-396-1000

Other Service Providers

Provide the name of any other service provider(s), including, counsel, advisor(s) or consultant(s) that assisted, advised, prepared, or provided information with respect to this disclosure statement, or provided assistance or services to the issuer during the reporting period.

None

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).

The certifications shall follow the format below:

I, Justin Gonzalez certify that:

1. I have reviewed this quarterly disclosure statement of Boon Industries, 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, 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.

November 12, 2021

/s/ Justin Gonzalez

Justin Gonzalez, CEO

Principal Financial Officer:

I, Justin Gonzalez certify that:

1. I have reviewed this quarterly disclosure statement of Boon Industries, 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, 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.

November 12, 2021

/s/ Justin Gonzalez

Justin Gonzalez, CFO

BOON INDUSTRIES, INC.

FINANCIAL STATEMENTS

(Unaudited)

for the Quarter Ended September 30, 2021

BOON INDUSTRIES, INC.
BALANCE SHEET
As of September 30, 2021
(Unaudited)

	September 30, 2021
ASSETS	
Current Assets:	
Cash and cash equivalents	\$ 5,719
Accounts receivable	11,245
Total Current Assets	16,964
Property and equipment, net	91,221
Intangibles, net	2,175,000
TOTAL ASSETS	\$ 2,283,185
LIABILITIES	
Current Liabilities:	
Accounts payable	144,324
Accrued liabilities	855
Deferred revenue	750
Related party liabilities	413,093
Total Current Liabilities	559,022
Long Term Liabilities:	
Loans payable	110,000
Notes payable, net of discount	707,197
Derivative liabilities	783,591
Interest payable	116,507
Total Long Term Liabilities	1,717,295
Total Liabilities	2,276,317
SHAREHOLDERS' DEFICIT	
Preferred stock, Series A: \$0.0001 par value; 20,000,000 shares authorized 7,006,136 shares issued and outstanding at September 30, 2021	701
Preferred stock, Series B: \$0.0001 par value; 1,000 shares authorized 1,000 shares issued and outstanding at September 30, 2021	-
Common stock, \$0.0001 par value; 529,999,000 shares authorized 223,343,036 shares issued and outstanding at September 30, 2021	22,334
Stock payable	60,000
Additional paid in capital	8,141,960
Retained earnings	(8,218,127)
Total Shareholders' Deficit	6,868
TOTAL LIABILITIES AND SHAREHOLDERS' DEFICIT	\$ 2,283,185

The accompanying notes are an integral part of these financial statements

BOON INDUSTRIES, INC.
STATEMENT OF OPERATIONS
For the nine months ended September 30, 2021
(Unaudited)

	September 30, 2021
Sales	\$ 57,004
Cost of sales	24,775
Gross profit	32,229
Operating expenses:	
Depreciation	9,501
G&A expenses	394,731
Licensing fees	450,000
Professional fees	134,824
Salaries and wages	271,500
Stock based compensation	3,084,000
Total operating expenses	4,344,556
Loss from operations	(4,312,327)
Other income (expense):	
Gain on settlement of debt	97,210
Loss on disposal of asset	(32,723)
Derivative expense	1,550,454
Interest expense	(386,074)
Total other income (expense)	1,228,867
Net income (loss) before income taxes	(3,083,460)
Income tax expense	-
Net loss	\$ (3,083,460)
Weighted number of common shares	
outstanding, basic and diluted	94,637,374
Net loss per common share	\$ (0.03)

The accompanying notes are an integral part of these financial statements

BOON INDUSTRIES, INC.
STATEMENT OF SHAREHOLDERS' EQUITY (DEFICIT)
For the nine months ended September 30, 2021
(Unaudited)

	Preferred Stock		Preferred Stock		Common Stock		Stock Payable	Additional Paid-In Capital	Retained Earnings (Deficit)	Total Shareholders' Equity (Deficit)
	Series A		Series B							
	Shares	Amount	Shares	Amount	Shares	Amount				
Balance at December 31, 2020	19,640,900	\$ 1,964	1,000	\$ -	42,072,603	\$ 4,207	\$ -	\$ 4,837,598	\$ (5,134,667)	\$ (290,898)
Conversion of debt to common stock	-	-	-	-	5,647,615	565	-	83,152	-	83,717
Preferred stock converted to common stock	(445,064)	(44)	-	-	173,754,062	17,375	-	(17,331)	-	-
Preferred stock cancelled and returned to treasury	(12,502,500)	(1,250)	-	-	-	-	-	1,250	-	-
Preferred shares issued for license agreement	300,000	30	-	-	-	-	-	2,999,970	-	3,000,000
Preferred issued for consulting agreement	12,800	1	-	-	-	-	60,000	127,999	-	188,000
Conversion Salaries and interest into Common stock	-	-	-	-	1,868,756	187	-	109,322	-	109,509
Net loss	-	-	-	-	-	-	-	-	(3,083,460)	(3,083,460)
Balance at September 30, 2021	7,006,136	\$ 701	1,000	\$ -	223,343,036	\$ 22,334	\$ 60,000	\$ 8,141,960	\$ (8,218,127)	\$ 6,868

The accompanying notes are an integral part of these financial statements

BOON INDUSTRIES, INC.
STATEMENT OF CASH FLOWS
For the nine months ended September 30, 2021
(Unaudited)

	September 30, 2021
Cash flows from operating activities:	
Net loss	\$ (3,083,460)
Adjustments to reconcile net income to net cash provided by operating activities:	
Depreciation	9,501
Amortization of convertible debt discount	300,556
Change in fair value of derivative liability	(1,550,454)
Equity issued as compensation for licensing agreement	450,000
Stock based compensation	3,000,000
Gain on debt conversion	(97,210)
Preferred stock issued for services	188,000
Decrease (increase) in operating assets	
Accounts receivable	(11,245)
Inventory	6,889
Prepaid interest	128
Increase (decrease) in operating liabilities	
Accounts payable	42,833
Accrued interest	60,434
Accrued liabilities	855
Deferred revenue	750
Net cash used in operating activities	(682,423)
Cash flows from investing activities	
Property, plant and equipment, additions	(39,445)
Property, plant and equipment, reductions	32,723
Net cash used in investing activities	(6,722)
Cash flows from financing activities:	
Proceeds from convertible debt	416,000
Related party liabilities	271,672
Net cash provided for financing activities	687,672
Net decrease in cash	(1,473)
Cash, beginning of period	7,192
Cash, end of period	\$ 5,719
Supplemental disclosures of cash flow information:	
Cash paid for income taxes	\$ -
Cash paid for interest	\$ -

Schedule of non-cash investing & financing activities:

Preferred stock issued as consideration licensing agreement	\$ 3,000,000
Preferred stock issued pursuant to consulting agreement	\$ 188,000
Conversion of related party salary to common stock	\$ 109,323
Conversion of debt to common stock	\$ 83,717

The accompanying notes are an integral part of these financial statements

BOON INDUSTRIES, INC.
NOTES TO FINANCIAL STATEMENTS
Quarter Ending September 30, 2021

NOTE 1 – NATURE OF ORGANIZATION

Business Operations

Boon Industries Inc. (“Boon” or the “Company”) is an innovative bioscience company delivering environmentally safe products to benefit people and the planet. At the core of Boon’s product offering is DiOx+, a Chlorine Dioxide Disinfectant Sterilizer. Chlorine Dioxide has been approved by OSHA, FDA, EPA, CDC, USDA, and DOT. DiOx+ kills 99.9999% of harmful pathogens without dangerous toxic exposure to the user or the environment.

The proprietary chemical formulas and processes behind DiOx+ make it ideal for sterilization of mission critical, high value medical equipment and the disinfecting of air and surfaces in laboratory and hospital environments. DiOx+ helps protect agricultural crops from disease, is used in water treatment plants, and helps reduce operational costs in warehousing, distribution centers, and ecommerce support facilities. DiOx+ is produced at Boon’s manufacturing facility and corporate headquarters in Grass Valley, California.

Boon is the successor issuer of Leaf of Faith Beverage, Inc. (“LOFB”), as a result of a holding company reorganization effected by a merger (the “Holding Company Merger”) on March 2, 2020, under which (i) LOFB merged with and into Leaf of Faith Beverage MergerSub, Inc., a wholly owned subsidiary of Boon, which in turn was a wholly-owned subsidiary LOFB. The Holding Company Merger was effected pursuant Section 1080(g) of the Oklahoma General Corporation Act, under which wholly-owned subsidiaries may merge to effect a holding company structure without requiring a stockholder vote.

On March 2, 2020, following the Holding Company Merger, Boon purchased all of the assets, and assumed all of the liabilities of Matrix of Life Tech Trust, an Oregon Trust (“Matrix” or the “Trust”), pursuant to an Asset Purchase Agreement dated February 10, 2020 (the “Matrix Acquisition”).

Prior to the Matrix Acquisition, Matrix produced beverages and food products at a facility in Grants Pass, Oregon. As a result of the Matrix Acquisition, the Company’s business became the business previously conducted by Matrix. The company currently continues to have its products produced at the facility in Grants Pass, Oregon.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The financial statements of the Company have been prepared in accordance with accounting principles generally accepted in the United States. A precise determination of many periods necessarily involves the use of estimates which have been made using careful judgment.

Use of Estimates

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

The financial statements have, in management’s opinion, been properly prepared within the framework of materiality and within the framework of the significant accounting policies summarized below.

Accounting Method

These financial statements are prepared using the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America.

Revenues

Revenues are wholesale sales to order of white label bottled supplements, mineral water, and other food and beverage products. Customers may provide specialized ingredients for the manufacturing of these products. In addition the company is beginning to realize sales of its' DiOx+ product.

Impairment of Long-Lived Assets

The carrying value of long-lived assets is reviewed on a regular basis for the existence of facts and circumstances that may suggest impairment. The Company recognizes impairment when the sum of the expected undiscounted future cash flows is less than the carrying amount of the asset over its estimated fair value.

Equipment and Fixtures

Equipment and fixtures are recorded at cost. Depreciation is provided using accelerated and straight line methods over the estimated useful lives of the related assets as follows:

Asset Category	Balance September 30, 2021	Estimated Useful Life (Years)
Emulsification Equipment	\$ 150,000	15
Manufacturing Equipment	5,614	10
Truck	10,000	10
	165,614	
Accumulated depreciation	(74,393)	
	\$ 91,221	

Income Taxes

The Company records deferred taxes in accordance with FASB ASC No. 740, *Income Taxes*. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to temporary differences between the financial statement carrying amounts of existing assets and liabilities and loss carryforwards and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect of a change in tax rules on deferred tax assets and liabilities is recognized in operations in the year of change. A valuation allowance is recorded when it is "more likely-than-not" that a deferred tax asset will not be realized.

Fair Value of Financial Instruments

Fair value is defined as the price that would be received upon sale of an asset or paid upon transfer of a liability in an orderly transaction between market participants at the measurement date and in the principal or most advantageous market for that asset or liability. The fair value should be calculated based on assumptions that market participants would use in pricing the asset or liability, not on assumptions specific to the entity. In addition, the fair value of liabilities should include consideration of non-performance risk including our own credit risk.

In addition to defining fair value, the standard expands the disclosure requirements around fair value and establishes a fair value hierarchy for valuation inputs is expanded. The hierarchy prioritizes the inputs into three levels based on the extent to which inputs used in measuring fair value are observable in the market. Each fair value measurement is reported in one of the three levels, and which is determined by the lowest level input that is significant to the fair value measurement in its entirety.

These levels are:

Level 1 - inputs are based upon unadjusted quoted prices for identical instruments traded in active markets.

Level 2 - inputs are based upon quoted prices for similar instruments in active markets, quoted prices for identical or similar instruments in markets that are not active, and model-based valuation techniques for which all significant assumptions are observable in the market or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3 - inputs are generally unobservable and typically reflect management's estimates of assumptions that market participants would use in pricing the asset or liability. The fair values are therefore determined using model-based techniques that include option pricing models, discounted cash flow models, and similar techniques.

The following table represents the Company's financial instruments that are measured at fair value on a recurring basis as of September 30, 2021 for each fair value hierarchy level:

	Input Level	September 30, 2021 Fair Value
Derivative Liability	3	\$783,591
Total Financial Liabilities		\$783,591

In management's opinion, the fair value of convertible notes payable and advances payable is approximate to carrying value as the interest rates and other features of these instruments approximate those obtainable for similar instruments in the current market. Unless otherwise noted, it is management's opinion that the Company is not exposed to significant interest, exchange or credit risks arising from these financial instruments. As of September 30, 2021 and December 31, 2020, the balances reported for cash, accounts receivable, prepaid expenses, accounts payable, and accrued liabilities, approximate the fair value because of their short maturities.

NOTE 3 – CASH AND CASH EQUIVALENTS

Cash equivalents consist primarily of certificates of deposit and other securities with original maturities of 90 days or less. Investments consist of certificates of deposit with original maturities over 90 days. Investments are held to maturity. Investment income is recorded as it is earned. Investments are carried at cost.

The cash and investment account balances of the business as of September 30, 2021 is as follows:

Institution	Interest Rate	Maturity Date	Balance
Wells Fargo Bank	-	-	5,719
Total Cash and Cash Equivalents			\$ 5,719

NOTE 4 - CONCENTRATION OF CREDIT RISK

The Federal Deposit Insurance Coverage (FDIC) standard amount is \$250,000 per depositor, per insured bank. As of September 30 2021, the Company's deposits with the Bank of America did not exceed the FDIC coverage limit.

NOTE 5 – LONG TERM DEBT

	September 30, 2021
Long term debt payable to Carolyn Hamburger, an individual	\$ 100,000
Long term debt payable to Doris Notter, an individual	10,000
Long term debt payable to La Jolla IPO Inc.	14,338
Long term debt payable to V Group	150,000

Long term debt payable to Optempus Investments LLC	40,000
Long term debt payable to Optempus Investments LLC	20,000
Long term debt payable to Optempus Investments LLC	45,000
Long term debt payable to Optempus Investments LLC	25,000
Long term debt payable to Optempus Investments LLC	20,000
Long term debt payable to Optempus Investments LLC	30,000
Long term debt payable to Optempus Investments LLC	15,000
Long term debt payable to Optempus Investments LLC	64,000
Long term debt payable to Optempus Investments LLC	40,000
Long term debt payable to Optempus Investments LLC	50,000
Long term debt payable to Optempus Investments LLC	15,000
Long term debt payable to C Group LLC	20,000
Long term debt payable to C Group LLC	35,000
Long term debt payable to C Group LLC	35,000
Long term debt payable to C Group LLC	35,000
Long term debt payable to C Group LLC	35,000
Long term debt payable to C Group LLC	35,000
Long term debt payable to C Group LLC	35,000
Long term debt payable to C Group LLC	35,000
Long term debt payable to Maguire and Associates LLC	25,000
Long term debt payable to Direct Inc.	35,000
Long term debt payable to Direct Inc.	35,000
Long term debt payable to Direct Inc.	35,000
Long term debt payable to Direct Inc.	35,000
Long term debt payable to Direct Inc.	35,000
	\$ 1,068,338
Debt discount	(143,048)
Financing costs/Original issue discount	(108,093)
Accrued interest	116,507
Long term debt payable, net of discount	\$ 933,704

On December 12, 2014, the Company's predecessor Matrix received a \$100,000 loan from Carolyn Hamburger at 10% interest evidenced by a note for \$100,000 issued by Matrix. The note matured December 12, 2019 and is in default and is secured by the Company's emulsification equipment acquired in the Matrix Acquisition. This Note does not convert into securities of the Company. As of September 30, 2021, the principal balance was \$100,000 with interest \$19,159.

On December 31, 2014, Matrix received a \$10,000 unsecured loan from Doris Notter at 15% interest. The loan matured December 31, 2019. As of September 30, 2021, the principal balance was of \$10,000 with interest of \$10,126.

On December 10, 2019, the Company entered a settlement agreement and issued a replacement note to La Jolla IPO Inc. ("La Jolla"). The replacement note has a principal amount of \$110,000.00 and bears interest at the rate of 8%. La Jolla originally acquired this debt from V Group, Inc. on April 6, 2018. During the year ended December 31, 2020, the Company issued 1,836,653 common shares upon the conversion of principal in the amount of \$55,000. During the nine months ended September 30, 2021, the Company issued 5,647,615 common shares upon the conversion of principal in the amount of \$40,662. As of September 30, 2021, the principal balance of this note was \$14,338 with accrued interest of \$12,898.

On December 12, 2019, the Company entered into a settlement agreement with V Group Inc. in the amount of \$150,000 with interest of 8%. As of September 30, 2021, the principal balance of this loan was \$150,000 with accrued interest of \$26,433.

On June 2, 2020, the Company issued a Convertible Promissory Note to Optempus Investment, LLC, of which \$25,000 was

received in cash and \$15,000 was recorded as an original issue discount. The note bears interest of 10%, matures on June 2, 2021, and is convertible into common stock at a price equal to 60% multiplied by the average of the two lowest trading prices during the 20-day trading period on the trading day prior to the conversion date. The Company recorded a debt discount from the derivative equal to \$40,000 due to this conversion feature, which has been amortized to the statement of operations. As of September 30, 2021, the principal balance was \$40,000, with accrued interest of \$6,893.

On July 10, 2020, the Company issued a Convertible Promissory Note to Optempus Investment, LLC, of which \$15,000 was received in cash and \$5,000 was recorded as an original issue discount. The note bears interest of 10%, matures on July 10, 2021, and is convertible into common stock at a price equal to 62% multiplied by the average of the two lowest trading prices during the 20-day trading period on the trading day prior to the conversion date. The Company recorded a debt discount from the derivative equal to \$20,000 due to this conversion feature, which has been amortized to the statement of operations. As of September 30, 2021, the principal balance was \$20,000, with accrued interest of \$2,988.

On August 31, 2020, the Company issued a Convertible Promissory Note to Optempus Investment, LLC, of which \$35,000 was received in cash and \$10,000 was recorded as an original issue discount. The note bears interest of 10%, matures on August 31, 2021, and is convertible into common stock at a price equal to 50% multiplied by the average of the two lowest trading prices during the 20-day trading period on the trading day prior to the conversion date. The Company recorded a debt discount from the derivative equal to \$45,000 due to this conversion feature, which has been amortized to the statement of operations. As of September 30, 2021, the principal balance was \$45,000, with accrued interest of \$4,944.

On October 6, 2020, the Company issued a Convertible Promissory Note to Optempus Investment, LLC, of which \$15,000 was received in cash and \$10,000 was recorded as an original issue discount. The note bears interest of 10%, matures on October 6, 2021 and is convertible into common stock at a price equal to 50% multiplied by the average of the two lowest trading prices during the 20-day trading day period prior to the conversion date. The Company recorded a debt discount from the derivative equal to \$25,000 due to this conversion feature, and \$24,836 has been amortized to the statement of operations. The debt discount and transaction fee interest had a balance at September 30, 2021 of \$164. As of September 30, 2021, the principal balance was \$25,000 with accrued interest of \$2,459.

On November 9, 2020, the Company issued a Convertible Promissory Note to Optempus Investment, LLC, of which \$10,000 was received in cash and \$10,000 was recorded as an original issue discount. The note bears interest of 10%, matures on November 9, 2021 and is convertible into common stock at a price equal to 60% multiplied by the average of the two lowest trading prices during the 20-day trading day period prior to the conversion date. The Company recorded a debt discount from the derivative equal to \$20,000 due to this conversion feature, and \$17,237 has been amortized to the statement of operations. The debt discount and transaction fee interest had a balance at September 30, 2021 of \$2,763. As of September 30, 2021, the principal balance was \$20,000 with accrued interest of \$1,781.

On November 16, 2020, the Company issued a Convertible Promissory Note to Optempus Investment, LLC, of which \$15,000 was received in cash and \$15,000 was recorded as an original issue discount. The note bears interest of 10%, matures on November 16, 2021 and is convertible into common stock 180 days after the issue date at a price equal to 60% multiplied by the average of the two lowest trading prices during the 20-day trading day period prior to the conversion date. The Company recorded a debt discount from the derivative equal to \$30,000 due to this conversion feature, and \$24,318 has been amortized to the statement of operations. The debt discount and transaction fee interest had a balance at September 30, 2021 of \$5,682. As of September 30, 2021, the principal balance was \$30,000 with accrued interest of \$2,614.

On December 17, 2020, the Company issued a Convertible Promissory Note to Optempus Investment, LLC, of which \$10,000 was received in cash and \$5,000 was recorded as an original issue discount. The note bears interest of 10%, matures on December 17, 2021 and is convertible into common stock 180 days after the issue date at a price equal to 60% multiplied by the average of the two lowest trading prices during the 20-day trading day period prior to the conversion date. The Company recorded a debt discount from the derivative equal to \$15,000 due to this conversion feature, and \$9,764 has been amortized to the statement of operations. The debt discount and transaction fee interest had a balance at September 30, 2021 of \$5,236. As of September 30, 2021, the principal balance was \$15,000 with accrued interest of \$1,179.

On January 14, 2021, the Company issued a Convertible Promissory Note to Optempus Investment, LLC, of which \$44,000 was received in cash and \$20,000 was recorded as an original issue discount. The note bears interest of 10%, matures on January 14, 2022 and is convertible into common stock 180 days after the issue date at a price equal to 58% multiplied by

the average of the two lowest trading prices during the 20-day trading day period prior to the conversion date. The Company recorded a debt discount from the derivative equal to \$78,192 due to this conversion feature, and \$38,439 has been amortized to the statement of operations. The debt discount and transaction fee interest had a balance at September 30, 2021 of \$39,753. As of September 30, 2021, the principal balance was \$64,000 with accrued interest of \$4,541.

On January 21, 2021, the Company issued a Convertible Promissory Note to Optempus Investment, LLC, of which \$25,000 was received in cash and \$15,000 was recorded as an original issue discount. The note bears interest of 10%, matures on January 21, 2022 and is convertible into common stock 180 days after the issue date at a price equal to 58% multiplied by the average of the two lowest trading prices during the 20-day trading day period prior to the conversion date. The Company recorded a debt discount from the derivative equal to \$50,356 due to this conversion feature, and \$25,088 has been amortized to the statement of operations. The debt discount and transaction fee interest had a balance at September 30, 2021 of \$25,268. As of September 30, 2021, the principal balance was \$40,000 with accrued interest of \$2,762.

On February 6, 2021, the Company issued a Convertible Promissory Note to Optempus Investment, LLC, of which \$30,000 was received in cash and \$20,000 was recorded as an original issue discount. The note bears interest of 10%, matures on February 6, 2022 and is convertible into common stock 180 days after the issue date at a price equal to 58% multiplied by the average of the two lowest trading prices during the 20-day trading day period prior to the conversion date. The Company recorded a debt discount from the derivative equal to \$62,932 due to this conversion feature, and \$27,243 has been amortized to the statement of operations. The debt discount and transaction fee interest had a balance at September 30, 2021 of \$35,689. As of September 30, 2021, the principal balance was \$50,000 with accrued interest of \$3,233.

On February 12, 2021, the Company issued a Convertible Promissory Note to Optempus Investment, LLC, of which \$10,000 was received in cash and \$5,000 was recorded as an original issue discount. The note bears interest of 10%, matures on February 12, 2022 and is convertible into common stock 180 days after the issue date at a price equal to 58% multiplied by the average of the two lowest trading prices during the 20-day trading day period prior to the conversion date. The Company recorded a debt discount from the derivative equal to \$18,151 due to this conversion feature, and \$6,439 has been amortized to the statement of operations. The debt discount and transaction fee interest had a balance at September 30, 2021 of \$11,712. As of September 30, 2021, the principal balance was \$15,000 with accrued interest of \$945.

On March 4, 2021, the Company issued a Convertible Promissory Note to C Group LLC, of which \$15,000 was received in cash and \$5,000 was recorded as an original issue discount. The note bears interest of 10%, matures on March 4, 2022 and is convertible into common stock 180 days after the issue date at a price equal to 58% multiplied by the average of the two lowest trading prices during the 20-day trading day period prior to the conversion date. The Company recorded a debt discount from the derivative equal to \$22,877 due to this conversion feature, and \$5,857 has been amortized to the statement of operations. The debt discount and transaction fee interest had a balance at September 30, 2021 of \$17,020. As of September 30, 2021, the principal balance was \$20,000 with accrued interest of \$1,151.

On March 9, 2021, the Company issued a Convertible Promissory Note to C Group LLC, of which \$25,000 was received in cash and \$10,000 was recorded as an original issue discount. The note bears interest of 10%, matures on March 9, 2022 and is convertible into common stock 180 days after the issue date at a price equal to 58% multiplied by the average of the two lowest trading prices during the 20-day trading day period prior to the conversion date. The Company recorded a debt discount from the derivative equal to \$40,616 due to this conversion feature, and \$10,718 has been amortized to the statement of operations. The debt discount and transaction fee interest had a balance at September 30, 2021 of \$29,898. As of September 30, 2021, the principal balance was \$35,000 with accrued interest of \$1,966.

On April 5, 2021, the Company issued a Convertible Promissory Note to C Group LLC, of which \$25,000 was received in cash and \$10,000 was recorded as an original issue discount. The note bears interest of 10%, matures on April 5, 2022 and is convertible into common stock 180 days after the issue date at a price equal to 58% multiplied by the average of the two lowest trading prices during the 20-day trading day period prior to the conversion date. As of September 30, 2021, \$4,877 of the transaction fees have been amortized to the statement of operations and the note has a principal balance of \$35,000 and accrued interest of \$1,707.

On April 15, 2021, the Company issued a Convertible Promissory Note to C Group LLC, of which \$25,000 was received in cash and \$10,000 was recorded as an original issue discount. The note bears interest of 10%, matures on April 15, 2022 and is convertible into common stock 180 days after the issue date at a price equal to 58% multiplied by the average of the two lowest trading prices during the 20-day trading day period prior to the conversion date. As of September 30, 2021,

\$4,603 of the transaction fees have been amortized to the statement of operations and the note has a principal balance of \$35,000 and accrued interest of \$1,611.

On April 21, 2021, the Company issued a Convertible Promissory Note to C Group LLC, of which \$25,000 was received in cash and \$10,000 was recorded as an original issue discount. The note bears interest of 10%, matures on April 21, 2022 and is convertible into common stock 180 days after the issue date at a price equal to 58% multiplied by the average of the two lowest trading prices during the 20-day trading day period prior to the conversion date. As of September 30, 2021, \$4,438 of the transaction fees have been amortized to the statement of operations and the note has a principal balance of \$35,000 and accrued interest of \$1,553.

On June 1, 2021, the Company issued a Convertible Promissory Note to C Group LLC, of which \$25,000 was received in cash and \$10,000 was recorded as an original issue discount. The note bears interest of 10%, matures on June 1, 2022 and is convertible into common stock 180 days after the issue date at a price equal to 58% multiplied by the average of the two lowest trading prices during the 20-day trading day period prior to the conversion date. As of September 30, 2021, \$3,315 of the transaction fees have been amortized to the statement of operations and the note has a principal balance of \$35,000 and accrued interest of \$1,160.

On June 14, 2021, the Company issued a Convertible Promissory Note to C Group LLC, of which \$25,000 was received in cash and \$10,000 was recorded as an original issue discount. The note bears interest of 10%, matures on June 14, 2022 and is convertible into common stock 180 days after the issue date at a price equal to 58% multiplied by the average of the two lowest trading prices during the 20-day trading day period prior to the conversion date. As of September 30, 2021, \$2,959 of the transaction fees have been amortized to the statement of operations and the note has a principal balance of \$35,000 and accrued interest of \$1,036.

On June 25, 2021, the Company issued a Convertible Promissory Note to Maguire & Associates LLC, of which \$17,000 was received in cash and \$8,000 was recorded as an original issue discount. The note bears interest of 10%, matures on June 25, 2022 and is convertible into common stock 180 days after the issue date at a price equal to 58% multiplied by the average of the two lowest trading prices during the 20-day trading day period prior to the conversion date. As of September 30, 2021, \$2,126 of the transaction fees have been amortized to the statement of operations and the note has a principal balance of \$25,000 and accrued interest of \$664.

On July 19, 2021, the Company issued a Convertible Promissory Note to Direct Inc., of which \$25,000 was received in cash and \$10,000 was recorded as an original issue discount. The note bears interest of 10%, matures on July 19, 2022 and is convertible into common stock 180 days after the issue date at a price equal to 58% multiplied by the average of the two lowest trading prices during the 20-day trading day period prior to the conversion date. As of September 30, 2021, \$2,000 of the transaction fees have been amortized to the statement of operations and the note has a principal balance of \$35,000 and accrued interest of \$700.

On July 22, 2021, the Company issued a Convertible Promissory Note to Direct Inc., of which \$25,000 was received in cash and \$10,000 was recorded as an original issue discount. The note bears interest of 10%, matures on July 22, 2022 and is convertible into common stock 180 days after the issue date at a price equal to 58% multiplied by the average of the two lowest trading prices during the 20-day trading day period prior to the conversion date. As of September 30, 2021, \$1,918 of the transaction fees have been amortized to the statement of operations and the note has a principal balance of \$35,000 and accrued interest of \$671.

On August 5, 2021, the Company issued a Convertible Promissory Note to Direct Inc., of which \$25,000 was received in cash and \$10,000 was recorded as an original issue discount. The note bears interest of 10%, matures on August 5, 2022 and is convertible into common stock 180 days after the issue date at a price equal to 58% multiplied by the average of the two lowest trading prices during the 20-day trading day period prior to the conversion date. As of September 30, 2021, \$1,534 of the transaction fees have been amortized to the statement of operations and the note has a principal balance of \$35,000 and accrued interest of \$537.

On August 16, 2021, the Company issued a Convertible Promissory Note to Direct Inc., of which \$25,000 was received in cash and \$10,000 was recorded as an original issue discount. The note bears interest of 10%, matures on August 16, 2022 and is convertible into common stock 180 days after the issue date at a price equal to 58% multiplied by the average of the two lowest trading prices during the 20-day trading day period prior to the conversion date. As of September 30, 2021,

\$1,233 of the transaction fees have been amortized to the statement of operations and the note has a principal balance of \$35,000 and accrued interest of \$432.

On August 23, 2021, the Company issued a Convertible Promissory Note to Direct Inc., of which \$25,000 was received in cash and \$10,000 was recorded as an original issue discount. The note bears interest of 10%, matures on August 23, 2022 and is convertible into common stock 180 days after the issue date at a price equal to 58% multiplied by the average of the two lowest trading prices during the 20-day trading day period prior to the conversion date. As of September 30, 2021, \$1,041 of the transaction fees have been amortized to the statement of operations and the note has a principal balance of \$35,000 and accrued interest of \$364.

NOTE 6 - COMMITMENTS AND CONTINGENCIES

The Company occupies its principal offices under a lease that requires rental payments of \$4,000 per month. The lease is for a term ending January 1, 2025. The Company also leases a product production and water bottling facility in Grants Pass, Oregon on a month-to-month basis at a cost of \$2,000 per month.

On March 2, 2020, the Company entered into an Employment Agreement with Mr. Justin Gonzalez pursuant to which he serves as the Company's CEO, CFO, Chairman, President, Secretary, Treasurer and Director. Under the Employment Agreement, Mr. Gonzalez is entitled to an annual salary of \$200,000, payable in equal monthly installments. Unpaid amounts accrue annual interest of 6% and may be converted into common stock at fair market value at time of conversion at the option of Mr. Gonzalez. Mr. Gonzalez was issued 3,333,333 shares of common stock pursuant to the terms of the Employment Agreement. The Company recorded \$100,000 in share-based compensation in respect to the share issuance. During the nine months ended September 30, 2021, the Company recorded accrued wages of \$150,000, payments of \$17,435 and accrued interest of \$11,645. Mr. Gonzalez has also advanced the company \$5,614. As of September 30, 2021, the unpaid wages and interest balance is \$314,670 and advances are \$5,614, which is reported as Related Party Liabilities on the Balance Sheet.

On March 2, 2020, the Company entered into an Employment Agreement with Mr. Eric Watson pursuant to which he serves as a director of the Company. Under the Employment Agreement, Mr. Watson is entitled to an annual salary of \$162,000, payable in equal monthly installments. Unpaid amounts will accrue annual interest of 6% and may be converted into common stock at fair market value at time of conversion at the option of the employee. Mr. Watson was issued 1,666,666 shares of common stock pursuant to the terms of the Employment Agreement. The Company recorded \$50,000 in share-based compensation in respect to the share issuance. On May 25, 2021, the Company issued 1,868,756 shares of common stock to settle unpaid wages and interest of \$171,720. The stock was valued at \$109,509, based on the market price of the common stock on the day of issuance, and a gain of \$62,211 was recorded to the statement of operations. During the nine months ended September 30, 2021, the Company recorded accrued wages of \$121,500, payments of \$977, and accrued interest of \$5,933. As of September 30, 2021, the unpaid wages and interest balance is \$92,809, which is reported as Related Party Liabilities on the Balance Sheet.

On April 1, 2021, the Company entered into a Contractor Agreement with Daren Correll to develop and manage the company's sales and marketing strategy. The Company has agreed to pay Mr. Correll a monthly fee of \$14,000, of which, \$4,000 will be in paid cash and \$10,000 will be issued in Preferred Series A stock. In addition, the Company agreed to compensate Mr. Correll for services rendered prior to the date of the agreement. On May 25, 2021, the Company issued 4,400 shares of Preferred Series A stock valued at \$44,000 and will also pay \$10,000 in cash to for services provided prior to April 1, 2021.

On April 15, 2021 the Company and Eaucentrix LLC entered into an Exclusive Technology License Agreement which provides the Company the exclusive license for the use of Proprietary Formulas developed by Eaucentrix. Pursuant to this agreement, the Company issued 300,000 shares of Series A Preferred stock to Eaucentrix LLC, valued at \$3,000,000.

On May 1, 2021, the Company entered into a Service Agreement with Integrity Media, Inc. to provide investor relations services to the company. Pursuant the agreement, the Company issued 8,400 shares of Series A Preferred stock to Integrity Media, Inc., valued at \$84,000, and will pay a monthly fee of \$4,000 from the period of May 1, 2021 to November 1, 2021.

NOTE 7 – SUBSEQUENT EVENTS

Lease

On September 29, 2021, the Company terminated its commercial lease which began on January 1, 2020 and entered into a new lease agreement with the Badger One, LLC. On October 1, 2021, the company entered into a commercial lease for approximately 2,400 square feet of space, located at 13340 Grass Valley Ave, Units C&D, Grass Valley, CA 95945. The lease has a term of one year, from October 1, 2021 through September 30, 2022, with a monthly rent of \$1,824.

Note Payable

On October 13, 2021, the Company entered in a Convertible Promissory Note with Direct Inc., in the amount of \$65,000. The note is unsecured, bears interest at 10% per annum, and matures on October 13, 2022.

Subsequent Issuances

On October 5, 2021 the holder of a convertible promissory note converted the remaining principal balance of the note into 7,940,833 shares of common stock.

On October 8, 2021, the holder of 21,932 shares of Series A Preferred Stock converted such shares into 19,071,304 shares of common stock.

On October 12, 2021, the holder of 11,500 shares of Series A Preferred Stock converted such shares into 11,500,000 shares of common stock.

On October 12, 2021, the holder of 21,000 shares of Series A Preferred Stock converted such shares into 21,000,000 shares of common stock.

On October 15, 2021, the holder of 34,823 shares of Series A Preferred Stock converted such shares into 26,182,707 shares of common stock.

On November 2, 2021, the holder of 5,000 shares of Series A Preferred Stock converted such shares into 12,500,000 shares of common stock.