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

**Form 10-K**

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

For the fiscal year ended December 31, 2021,

or

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number: 000-53949

**Good Gaming, Inc.**

(Exact name of registrant as specified in its charter)

Nevada  
(State or other jurisdiction of incorporation)

37-1902603  
(IRS Employer Identification Number)

415 McFarlan Road, Suite 108  
Kennett Square, PA 19348  
(Address of principal executive offices and Zip Code)

(844) 419-7445  
Registrant's telephone number, including area code

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

Securities registered pursuant to Section 12(b) of the Act:

NONE

Securities registered pursuant to section 12(g) of the Act:

COMMON STOCK

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. YES  NO

Indicate by check mark if the registrant is required to file reports pursuant to Section 13 or Section 15(d) of the Act: YES  NO

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

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

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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

<b>Large Accelerated Filer</b>	<input type="checkbox"/>	<b>Accelerated Filer</b>	<input type="checkbox"/>
<b>Non-accelerated Filer</b>	<input checked="" type="checkbox"/>	<b>Smaller Reporting Company</b>	<input checked="" type="checkbox"/>
		<b>Emerging Growth Company</b>	<input type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report.

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

State the aggregate market value of voting and non-voting common equity held by non-affiliates computed by reference to the price at which the common equity was sold, or the average bid and asked price of such common equity, as of **June 30, 2021: \$18,324,110.**

State the number of shares outstanding of each of the issuer's classes of common equity, as of the latest practicable date: **103,526,044 as of January 31, 2022.**

## FORWARD LOOKING STATEMENTS

This Annual Report on Form 10-K contains “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995, all of which are subject to risks and uncertainties. Forward-looking statements can be identified by the use of words such as “expects,” “plans,” “will,” “forecasts,” “projects,” “intends,” “estimates,” and other words of similar meaning. One can identify them by the fact that they do not relate strictly to historical or current facts. These statements are likely to address our growth strategy, financial results and product and development programs. One must carefully consider any such statement and should understand that many factors could cause actual results to differ from our forward looking statements. These factors may include inaccurate assumptions and a broad variety of other risks and uncertainties, including some that are known and some that are not. No forward looking statement can be guaranteed and actual future results may vary materially.

These risks and uncertainties, many of which are beyond our control, include, and are not limited to:

- our growth strategies;
- our anticipated future operations and profitability;
- our future financing capabilities and anticipated need for working capital;
- the anticipated trends in our industry;
- acquisitions of other companies or assets that we might undertake in the future;
- current and future competition.

In addition, factors that could cause or contribute to such differences include, but are not limited to, those discussed in this Annual Report on Form 10-K, and in particular, the risks discussed under the caption “Management’s Discussion and Analysis of Financial Condition and Results of Operations,” as well as those discussed in other documents we file with the SEC. We undertake no obligation to revise or publicly release the results of any revisions to these forward-looking statements, except as required by law. Given these risks and uncertainties, readers are cautioned not to place undue reliance on such forward-looking statements.

## PART I

### ITEM 1. BUSINESS

#### General

The Company was incorporated on November 3, 2008 under the laws of the State of Nevada, to engage in certain business services. Our goal, at the time, was to become a leading tournament gaming provider as well as an online destination, targeting over 250 million esports players and participants worldwide that want to compete at the high school or college level. We are a developmental stage business, have generated limited revenues to date and have a history of operating losses.

The Good Gaming platform was established in early 2014 by its founding members who recognized the need that millions of gamers worldwide desired to play games at competitive levels. The founders recognized that there was no structure or organization on a large scale for amateur gamers while professional esports was quickly establishing itself.

Good Gaming effectively built the business infrastructure for the rapidly growing esports industry, similar to the high school and college athletic industry. Good Gaming was designed to be the gateway for amateur esports athletes to compete at the semi-professional level, improve their gaming skills, and interact with veteran gamers globally in a destination site and social networking framework.

Good Gaming differs from the professional level of the esports industry by focusing on more than 250 million gamers that fall below the professional level but are above the casual level, classified as “amateurs.” Good Gaming distinguishes itself from its direct and indirect competitors by being the first company to offer multi-game, multi-console services at the amateur esports level. The Company was not exclusive to any particular hardware or software vendor.

On May 4, 2016, the Company announced that it had completed its first closed public beta testing of their 2.0 tournament platform to determine the functionality, speed, ease of use, and accuracy of the system and are preparing to enter into full-blown production.

On February 18, 2016, the Company, formerly HDS International Corp., acquired the assets of Good Gaming, Inc. from CMG Holdings Group, Inc. (OTCQB: CMGO). On that date, the Company’s former CEO, Paul Rauner, resigned. The Company appointed Vikram Grover to the positions of CEO and Director of the board of directors (the “Board”). Vikram Grover is a former Wall Street analyst and investment banker with more than 20 years of experience in telecommunications, media and technology. In addition, David Dorwart was elected by the majority shareholders to the Company’s Board. Mr. Dorwart is the Co-Founder and Chairman of Assist Wireless, Inc., a provider of lifeline wireless services to tens of thousands of subscribers primarily in the Midwest.

On June 27, 2017 the Board of Directors of the Company appointed David B. Dorwart as the Company’s Chief Executive Officer. On June 21, 2017, Mr. Dorwart was appointed to serve as the Chairman of the Board of Directors. David B. Dorwart, Chairman and CEO of Good Gaming, Inc., brings over 31 years of start-up entrepreneurship and executive level management to the Company. Mr. Dorwart was a Co-Founder and CEO of dPi Teleconnect, a prepaid wireless provider, for 10 years. During his tenure, Mr. Dorwart grew that company from a start-up to \$75 million in revenues before selling it. Over the last 9 years, Mr. Dorwart has been involved with several other successful projects including Assist Wireless, Brooklet Energy Distribution, PayGo Distributors and Britton & Associates. Mr. Dorwart is currently the Chairman and Co-Founder of ViaOne Services, a company which specializes in wireless communications and provides intricate multi-faceted services for start-up companies utilizing industry experts. By virtue of the ownership of this Series C Preferred Stock, ViaOne is the Company’s principal stockholder.

On June 27, 2017, the Company also bolstered its Board of Directors with executive level professionals by adding two seasoned individuals who specialize in organization and finance as well as the branding and marketing of established and emerging organizations which are poised to show significant growth.

Domenic Fontana is currently Senior Vice President of ViaOne Services and a new board member. He is an experienced CPA and financial executive who has worked in progressively more advanced executive roles throughout his career. Having worked at Verizon, Ebay and now ViaOne Services over the last 13 years, Mr. Fontana has developed intimate and extensive knowledge of executive level management and the telecommunications industry. Mr. Fontana has worked in all aspects of Finance, Accounting, Treasury, and Operations.

Jordan Majkszak Axt, a new board member, is a results-producing marketing professional with over 14 years of experience successfully developing marketing and branding strategies. Mr. Axt has been consistently noted by executives, colleagues, and journalists for his specific expertise in bringing products and services online with a comprehensive digital go-to-market strategy. Mr. Axt has previously held executive level positions as Director of Marketing for ProfitPoint Inc. and Clutch Holdings LLC. Mr. Axt is currently Vice President of Marketing of ViaOne Services where he develops all marketing and customer acquisition strategies for 14 consumer facing brands.

On July 10, 2017, the Company's Board of Directors elected David Dorwart its CEO. Additionally, the Board of Directors approved Domenic Fontana and Jordan Axt to the Company's Board of Directors.

On August 8, 2017, the Board of Directors of the Company accepted Vikram Grover's resignation as the Treasurer of the Company and as a member of the Board, effective immediately.

On August 8, 2017, the Board of the Company accepted Barbara Laken's resignation as the Secretary of the Company and as a member on the Board, effective immediately.

On August 9, 2017, the Company announced a strategic review of its business, which prompted improvements to its business model and a reduction in expenses designed to accelerate its move to free cash flow generation.

On August 29, 2017, Eric Brown became the Chief Operating Officer.

In September 2017, the Company began focusing on its Minecraft server by enhancing the development staff and launched an offering of microtransactions after it saw the opportunity to generate revenue without adding a great deal of overhead. The initial offering of microtransactions exceeded revenue expectations and the Company has continued to expand the Minecraft server offerings. The Company also began pursuing the acquisition of additional Minecraft servers that were already established to begin scaling this effort.

In December 2017, the Company began exploring potential partnerships with various franchise opportunities related to both LAN centers and Virtual Reality centers. Financial analysis and research on these opportunities are ongoing.

On March 21, 2018, the Company acquired Crypto Strategies Group, Inc. for consideration of \$500. The Company intends to diversify its business and enter into the cryptocurrency market through such acquisition.

On December 12, 2018, the Company dissolved Crypto Strategies Group, Inc.

In March 2019, the Company discontinued Minecade and Olimpo servers and decided to focus on the core Good Gaming servers.

On March 11, 2019, Eric Brown resigned from the Chief Operating Officer's position.

On March 19, 2021, the Company formulated a new plan to create a new game called "MicroBuddies™" that combines Ethereum ERC721 NFTs (Non-fungible tokens), non-standard ERC20 tokens (GOO™), and strategic gameplay to replicate and create unique and rare NFTs. The game will be played online via the MicroBuddies website and blockchain transactions take place on the Polygon Network.

On May 25th, 2021, Good Gaming, Inc. filed for a trademark on MicroBuddies™ and other related game terms.

On May 28th, 2021, the initial launch of MicroBuddies™ began with the "Genesis Event", which is the sale of Nano Factory Tokens at a discounted rate of 0.05 Ethereum. We expect to raise the prices of Nano Factory Token prices to 0.15 Ethereum prior to the full game launch in Q3 2021. Nano Factory Tokens obtained during the Genesis Event will be used to synthesize a Generation 0 Microbuddy™ when the game fully launches in the 4th Quarter of 2021. Nano Factory Tokens are limited to 3 purchases per wallet. Unsold Nano Factory Tokens will be destroyed and no Nano Factory Tokens will be made available ever again.

On September 14, 2021, Good Gaming, Inc. met all qualifications and have been accepted by OTC Markets to uplist from Pink Sheet Current to the OTCQB tier for trading.

On September 23, 2021, the Company announced that MicroBuddies™ will be launched on the mainnet using Polygon, which is an Ethereum compatible blockchain building platform that provides a secure and lower-cost alternative to Ethereum's escalating gas fees and wait times. The Company also announced October 5, 2021, as it's the official launch date for beta testing to begin.

On November 11, 2021, the Company entered into a securities purchase agreement with a several institutional and accredited investors pursuant to which the Company will sell to the Investors in a private placement an aggregate of (i) 15,922,156 shares of common stock, (ii) pre-funded warrants to purchase up to an aggregate of 4,811,181 shares of common stock and (iii) warrants to purchase up to an aggregate of 20,733,337 shares of common stock for gross proceeds to the Company of approximately \$3,100,000. The combined purchase price for one share of common stock and a warrant to purchase one share of common stock is \$0.15 and the combined purchase price for one pre-funded warrant to purchase one share of common stock and a warrant to purchase one share of common stock is 0.1499.

On December 13, 2021, the Company announced that the mainnet launch of the “MicroBuddies™” NFT game will be on Friday, December 17, 2021 at 7:00 PM EST. This announcement comes after more than 95% of players involved in Beta I and Beta II testing programs voted to launch the game at this time, based on gameplay and user experience.

On December 21, 2021, the Company filed Amended and Restated Articles of Incorporation with the Secretary of State of the State of Nevada in order to increase the total number of authorized shares of the Company from two hundred two million two hundred fifty thousand (202,250,000) authorized shares to two hundred five million (205,000,000) authorized shares. Addition to that, the Company filed a Certificate of Designation with the Secretary of State of the State of Nevada, which established two million seven hundred fifty thousand (2,750,000) shares of the Company’s Series E Convertible Preferred Stock. Each of the Series E Shares are convertible at the option of the holder at any time into 1,000 shares of the Company’s common stock. The holders of the Series E Shares will vote together with the common stock on an as-converted basis. The Series E Shares are not entitled to any dividend except that in the event that the Board of Directors of the Company declares a dividend to any other class of stock, Series E Shares are entitled to a dividend equal to what they would receive on an as converted to common stock basis.

## **Technology**

In 2016, the Company completed its 2.0 tournament platform and thereafter ran dozens of robotic internal test tournaments and held numerous free-to-play tournaments on large scales with its partner The Syndicate, the owner of the world’s longest-running online gaming guild that has 1,200 members worldwide. Good Gaming conducted two closed public beta tournaments of hundreds of participants in May 2016 in order to fully vet the system. After making roughly 100 fixes and changes to the system, it now runs smoothly. The system is designed to scale to 512,000 concurrent competitors. The Company has updated the system to handle team tournaments, which will further expand its opportunity to popular titles that have tens of millions of active players and has recently launched titles that have the potential for cross-platform play among Gaming PC, Microsoft Xbox and Sony PlayStation.

In 2017, the Company ran hundreds of tournaments on a regular basis with a dedicated customer base of over 30,000 members. Additionally, the Company expanded its website by offering content relevant to the member base with information relating to game play strategy and game news. This generated nearly 100,000 unique visits per month. In an effort to monetize that traffic, the Company employed the use of Google display advertising and tested a subscription model. After careful evaluation of the Company’s strategy, management decided to move away from free tournaments and custom content and focus on growing and monetizing our Minecraft server, which has grown substantially in popularity. This decision was a result of comprehensive competitive analysis and evaluations made in how the esports industry was shifting in its space. Tournaments and custom content are currently suspended while the Company grows revenue and focuses on expanding its efforts with Minecraft. The Company has also aggressively evaluated several business models and acquisition opportunities to resume its previous success as it is related to tournaments.

In 2018, the Company acquired the Minecade and Olimpo Minecraft servers in order to deliver on expansion efforts. This move, coupled with continued advancement of the core Good Gaming Minecraft server substantially increased revenues and traffic. By the end of the year, the Company struck a deal with a prominent Minecraft influencer, which resulted in the single highest monthly earnings achieved within the Minecraft division, to date.

In 2019, following a severe downturn of business in the Minecraft sector, the Company decided to temporarily suspend the Minecade and Olimpo networks and refocus its efforts back on the core Good Gaming server. Much of the year was spent upgrading and overhauling the server’s existing infrastructure, which had grown stale over prior years. The Company adapted its strategy to target long term success and consistency through major innovations in the SkyBlock and Prison game modes, and began work towards an ambitious full recode of the Minecade server.

In 2020, the Company finalized its infrastructure overhaul for use in upcoming releases. A new, experimental version of Prison, Prison MMO, was launched as an early access game mode in February 2020. Prison MMO is designed to be a self-sustaining Minecraft game mode which incorporates elements of the Massively Multiplayer Online video game genre. The Company expects steady growth from this mode as it continues developing Prison MMO. On April 1<sup>st</sup>, 2020, the company released its first iteration of a new SkyBlock gamemode, SkyBlock Spring, to some strong success. During the third quarter of 2020, the Company implemented a new workflow management style and released its summer edition of SkyBlock. The release of the summer edition signified a renewed focus on consistent growth through regular, player focused updates. The Company's fall release of Prison in October 2020 resulted in its single highest revenue producing month of the year, to date.

In 2021, the Company kicked off the first quarter with major upgrades to its Winter edition of SkyBlock along with the release of its Winter edition of Prison. The Company used this period to experiment with new release schedules and game mechanics with the goal of identifying how to further strengthen future releases. Additionally, the Company formulated a new plan to create a new game called "MicroBuddies™" that combines Ethereum ERC721 NFTs (Non-fungible tokens), non-standard ERC20 tokens (GOO™), and strategic gameplay to replicate and create unique and rare NFTs. The game will be played online via the MicroBuddies website and blockchain transactions take place on the Polygon Network. The game was launched on December 17, 2021 after more than 95% of players involved in Beta 1 and 2 testing programs voted to launch the game based on gameplay and user experience.

### **Business Strategy**

In the past, our management team's business strategy was to be a full-service company providing best in class Esports gaming tournaments and Minecraft experiences. With the onset of the pandemic, the Esports industry has suffered a considerable amount of lost business opportunities. We were not immune to the effects of the pandemic on our Esports business. In addition, the size of the PC-based Minecraft gaming community has shrunk considerably. We have taken a hard look at both the Esports and Minecraft business verticals and determined that both strategies are no longer in the best interest of the company and our shareholders. We feel that both the Esports and Minecraft verticals do not have significant upside in the future. As so, the Esports and Minecraft business verticals will not comprise a meaningful segment of our ongoing business strategy. We will not designate any future investment in either of these verticals for the foreseeable future.

With the rise in the popularity of the crypto-currency and blockchain technologies, the Company has decided to invest in the creation of its new game, "MicroBuddies™" which combines Ethereum ERC721 NFTs (Non-fungible tokens), non-standard ERC20 tokens (GOO™), and strategic, long-tail web browser gameplay to replicate and create unique and collectible NFTs. ERC20 "GOO™" tokens are limited to use as an in-game currency only. This strategy will allow us to enter the emerging NFT and blockchain gaming space. Initial revenues from "MicroBuddies™" will come from the sale of Nano Factory Tokens that will be used to synthesize generation 0 of "MicroBuddies™". Ongoing "MicroBuddies™" revenues will be generated from a 5% royalty on all of the sales of "MicroBuddy™" NFTs in third-party marketplaces and a.0.01 MATIC per "MicroBuddy™" replication Microbuddies In 2022, we will introduce additional initiatives around the "MicroBuddies™" intellectual property. We expect the ancillary "MicroBuddies™" initiatives to create consistent, recurring revenue over the life of the project.

Moving forward, we are going to expand the "MicroBuddies™" intellectual property to metaverse/virtual world social gaming experiences. There are many current and emerging metaverse/virtual world platforms. Some existing platforms already have greater than one hundred million users while other platforms are slated to launch later in 2022 or in 2023. We see building "MicroBuddies™" themed gaming experiences in these types of metaverses/virtual worlds as a solid strategy to create long tail revenue engines while exposing the "MicroBuddies™" franchise to large, diverse audiences.

### **Insurance Policies**

We do not currently maintain any insurance but are in the process of obtaining the appropriate insurance to support our business operations.

**Employees**

We have three full-time consultants, and three part-time contractors working on various Good Gaming initiatives. The full-time consultants consist of one Chief Operating Officer, one Software Engineer and one Operations Manager. The part-time consultant team consists of two graphic designers and one community manager. Pursuant to our Management Services Agreement with ViaOne Services LLC, certain employees of ViaOne are deemed to be consultants of the Company.

**Offices**

Our executive offices are located at 415 McFarlan Rd, Suite 108, Kennett Square, PA 19501. Our telephone number is (844) 419-7445.

**ITEM 1A. RISK FACTORS**

We are a smaller reporting company as defined by Rule 12b-2 of the Exchange Act and are not required to provide the information under this item.

**ITEM 1B. UNRESOLVED STAFF COMMENTS**

Not applicable.

**ITEM 2. PROPERTIES**

We do not currently rent or lease any real property.

**ITEM 3. LEGAL PROCEEDINGS**

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

**ITEM 4. MINE SAFETY DISCLOSURES**

Not Applicable.

## PART II

### ITEM 5. MARKET FOR THE REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

Our common stock commenced trading on the over-the-counter Bulletin Board on October 7, 2009. It currently trades under the symbol "GMER". Following is a table of the high bid price and the low bid price for each quarter during the last two years.

<b>2020</b>	<b>High Bid</b>	<b>Low Bid</b>
First Quarter, Ending March 31	\$ 0.0050	\$ 0.0011
Second Quarter, Ending June 30	\$ 0.0110	\$ 0.0024
Third Quarter, Ending September 30	\$ 0.0281	\$ 0.0046
Fourth Quarter, Ending December 31	\$ 0.1000	\$ 0.0092
<b>2021</b>	<b>High Bid</b>	<b>Low Bid</b>
First Quarter, Ending March 31	\$ 0.14	\$ 0.0333
Second Quarter, Ending June 30	\$ 0.2495	\$ 0.0163
Third Quarter, Ending September 30	\$ 0.75	\$ 0.1736
Fourth Quarter, Ending December 31	\$ 0.378	\$ 0.0502

#### Holders

As of January 31, 2022, we have 103,526,044 shares of our common stock issued and outstanding held by 69 stockholders of record.

As of January 31, 2022, we had 7,500 shares of Series A Preferred Stock issued and outstanding, 20,296 shares of Series B Preferred Stock issued and outstanding, 1 share of Series C Preferred Stock issued and outstanding, 0 share of Series D Preferred Stock issued and outstanding, and 57,663 shares of Series E Preferred Stock issued and outstanding.

#### Dividends

We have never declared or paid cash dividends. We currently intend to retain all future earnings for the operation and expansion of our business and do not anticipate paying cash dividends on the common stock in the foreseeable future. Any payment of cash dividends in the future will be at the discretion of our Board of Directors and will depend upon our results of operations, earnings, capital requirements, contractual restrictions and other factors deemed relevant by our directors. In addition, our Series D shares have cumulative dividend preference.

#### Securities Authorized for Issuance Under Equity Compensation Plans

On July 18, 2012, a Registration Statement on Form S-8 (the "Registration Statement") was filed by us together with our 2012 Non-Qualified Stock Option Plan (the "Plan") relating to 30,000,000 shares of our common stock, par value \$0.001 per share, to be offered and sold to accounts of eligible persons. The original plan filed on July 18, 2012 is still valid but the Company will not issue any more securities under the Plan as we have adopted a new plan.

On April 30, 2018, the holder of one (1) share of Series C Preferred Stock of the Company that entitles such holder to vote a majority of the issued and outstanding voting securities of the Company's approved by written consent that the Company adopts the 2018 Stock Incentive Plan (the "2018 Plan") under which the Board may decide at its sole discretion to grant equity awards to certain employees and consultants as set forth in the 2018 Plan. The description of the 2018 Plan does not purport to be complete and is incorporated herein by reference to a current report on form 8-K filed with the Securities and Exchange Commission on May 4, 2018.

### **Penny Stock Regulations and Restrictions on Marketability**

The SEC has adopted rules that regulate broker-dealer practices in connection with transactions in penny stocks. Penny stocks are generally equity securities with a market price of less than \$5. Securities are registered on certain national securities exchanges or quoted on the NASDAQ system which provides the current price and volume information. The penny stock rules require a broker-dealer, prior to a transaction in a penny stock, to deliver a standardized risk disclosure document prepared by the SEC, that: (a) contains a description of the nature and level of risk in the market for penny stocks in both public offerings and secondary trading, (b) contains a description of the broker's or dealer's duties to the customer and of the rights and remedies available to the customer with respect to a violation of such duties or other requirements of the securities laws, (c) contains a brief, clear, narrative description of a dealer market, including bid and ask prices for penny stocks and the significance of the spread between the bid and ask price, (d) contains a toll-free telephone number for inquiries on disciplinary actions, (e) defines significant terms in the disclosure document or in the conduct of trading in penny stocks, and (f) contains such other information and is in such form, including language, type size and format, as the SEC shall require by rule or regulation.

The broker-dealer must also provide, prior to effecting any transaction in a penny stock, the customer with (a) bid and offer quotations for the penny stock, (b) the compensation of the broker-dealer and its salesperson in the transaction, (c) the number of shares to which such bid and ask prices apply, or other comparable information relating to the depth and liquidity of the market for such stock, and (d) a monthly account statement showing the market value of each penny stock held in the customer's account.

In addition, the penny stock rules require that prior to a transaction in a penny stock not otherwise exempt from those rules, the broker-dealer must make a special written determination that the penny stock is a suitable investment for the purchaser and receive the purchaser's written acknowledgment of the receipt of a risk disclosure statement, a written agreement as to transactions involving penny stocks, and a signed and dated copy of a written suitability statement.

These disclosure requirements may have the effect of reducing the trading activity for our common stock. Therefore, stockholders may have difficulty selling their shares of our common stock.

### **Common Stock**

Our Articles of Incorporation authorize the Company to issue up to 100,000,000 shares of common stock, \$0.001 par value. On May 3, 2018, the Company increased its authorized shares of common stock from 100,000,000 to 200,000,000. Each holder of our common stock is entitled to one (1) vote for each share held on record on all voting matters we present for a vote of stockholders, including the election of directors. Holders of common stock have no cumulative voting rights or preemptive rights to purchase or subscribe for any stock or other securities, and there are no conversion rights or redemption or sinking fund provisions with respect to our common stock. All shares of the Company's common stock are entitled to share equally in dividends from sources legally available when, and if, declared by the Company's Board of Directors.

Our Board of Directors is authorized to issue additional shares of common stock not to exceed the amount authorized by the Articles of Incorporation, on such terms and conditions and for such consideration as the Board may deem appropriate without further stockholder action.

In the event of our liquidation or dissolution, all shares of the Company's common stock are entitled to share equally in our assets available for distribution to stockholders. However, the rights, preferences and privileges of the holders of our common stock are subject to, and may be adversely affected by, the rights of the holders of shares of preferred stock that have been issued or shares of preferred stock that our Board of Directors may decide to issue in the future.

### **Preferred Stock**

Our Articles of Incorporation initially authorized us to issue up to 2,250,350 shares of preferred stock, \$0.001 par value. On December 21, 2021, the Company filed the amendment to increase the authorized shares of preferred stock to 5,000,000 shares. Of the 5,000,000 authorized shares of preferred stock, the total number of shares of Series A Preferred Stock the Corporation shall have the authority to issue is 2,000,000, with a stated par value of \$0.001 per share, the total number of shares of Series B Preferred Stock the Corporation shall have the authority to issue is 249,999, with a stated par value of \$0.001 per share, the total number of shares of Series C Preferred Stock the Corporation shall have the authority to issue is 1, with a stated par value of \$0.001 per share, the total number of shares of Series D Preferred Stock the Corporation shall have the authority to issue is 350, with a stated par value of \$0.001 per share, and the total number of shares of Series E Preferred Stock the Corporation shall have the authority to issue is 2,750,000, with a stated par value of \$0.001 per share. Our Board of Directors is authorized, without further action by the shareholders, to issue shares of preferred stock and to fix the designations, number, rights, preferences, privileges and restrictions thereof, including dividend rights, conversion rights, voting rights, terms of redemption, liquidation preferences and sinking fund terms. We believe that the Board of Directors' power to set the terms of, and our ability to issue preferred stock, will provide flexibility in connection with possible financing or acquisition transactions in the future. The issuance of preferred stock, however, could adversely affect the voting power of holders of common stock and decrease the amount of any liquidation distribution to such holders. The presence of outstanding preferred stock could also have the effect of delaying, deterring or preventing a change in control of our company.

As of January 31, 2022, we had 7,500 shares of our Series A preferred stock, 20,296 shares of Series B preferred stock, 1 share of Series C preferred stock, 0 share of Series D preferred stock, and 57,663 shares of Series E preferred stock issued and outstanding.

The 7,500 issued and outstanding shares of Series A Preferred Stock are convertible into shares of common stock at a rate of 20 common shares for each Series A Preferred Share. The 20,296 issued and outstanding shares of Series B Preferred Stock are convertible into shares of common stock at a rate of 200 common shares for each Series B Preferred Share. The 57,663 issued and outstanding shares of Series E Preferred Stock are convertible into shares of common stock at a rate of 1,000 common shares for each Series E Preferred Share. If all of our Series A, B and E Preferred Stock are converted into shares of common stock, the number of issued and outstanding shares of our common stock will increase by 61,872,201 shares.

The one issued and outstanding shares of Series C Preferred Stock has voting rights equivalent to 51% of all shares entitled to vote and is held by ViaOne Services LLC, a Company controlled by our CEO.

The Series D Preferred Stock can be convertible into shares of common stock at the lower of the Fixed Conversion Price (\$.06 per share) or at the VWAP which shall be defined as the average of the five (5) lowest closing prices during the 20 days prior to conversion. We did not have any shares of Series D preferred stock issued and outstanding as of January 31, 2022.

The holders of Series A, Series B, Series C, Series D and Series E have a liquidation preference to the common shareholders.

#### **Options**

We have not issued and do not have any outstanding options to purchase shares of our common stock.

#### **Registration Rights**

As of December 31, 2021, there are no other outstanding registration rights or similar agreements.

#### **Convertible Securities**

On April 15, 2015, the Company issued a convertible debenture with the principal amount of \$100,000 to HGT Capital, LLC ("HGT"), a non-related party. During the quarter ended June 30, 2015, the Company received the first \$50,000 in payment. The remaining \$50,000 payment would be made at the request of the borrower. No additional payments have been made as of September 30, 2018. Under the terms of the debentures, the amount was unsecured and was due on October 16, 2016. The note is currently in default and bears interest of 22% per annum. It was convertible into shares of common stock any time after the maturity date at a conversion rate of 50% of the average of the five lowest closing bid prices of the Company's common stock for the thirty trading days ending one trading day prior to the date the conversion notice was sent by the holder to the Company. On September 21, 2018, the Company entered into a modification agreement with HGT with respect to the convertible promissory note which has a balance of \$107,238. Pursuant to such modification agreement, all defaults were waived and it was agreed that such note will convert at a 25% discount to the market rather than the default rate. HGT also agreed to certain sale restrictions which limit the number of shares that they can sell in any month for the next three months. HGT also agreed to dismiss, with prejudice, the lawsuit that it had filed against the Company. On November 29, 2018, HGT converted \$6,978 of a convertible note into 1,655,594 shares of the Company's common stock. On August 17, 2020, HGT converted \$5,833 of notes into 2,645,449 shares of the Company's common stock. On September 9, 2020, HGT converted \$11,822 of notes into 2,775,076 shares of the Company's common stock. On November 11, 2020, HGT converted \$25,239 of notes into 2,911,055 shares of the Company's common stock. On December 18, 2020, HGT converted \$40,126 of notes into 3,053,696 shares of the Company's common stock. On June 25, 2021, HGT converted the remaining note balance of \$17,240 into 1,257,476 shares of the Company's common stock.

The Company entered into a line of credit agreement (“Line Of Credit”) with ViaOne on September 27, 2018 (the “Effective Date”). This Line of Credit dated as of, was entered into by and between the Company and ViaOne. The Company had an immediate need for additional capital and asked ViaOne to make a new loan (s) in an initial amount of \$25,000 on the Effective Date (the “New Loan”). The Company may need additional capital and ViaOne has agreed pursuant to this Line of Credit to provide for additional advances, although ViaOne shall have no obligation to make any additional loans. Any further New Loans shall be memorialized in a promissory note with substantially the same terms as the New Loan and shall be secured by all of the assets of the Company. On or before the Effective Date, the Company may request in writing to ViaOne that it loan the Company additional sums of up to \$250,000 and within five days of such request (s), ViaOne shall have the right, but not an obligation, to make additional loans to the Company and the Company shall in turn immediately issue a note in the amount of such loan. In consideration for making the New Loan, the Company entered into a security agreement whereby ViaOne received a senior security interest in all of the assets of the Company.

On September 30, 2021, the Company and ViaOne Services, LLC entered into a revolving convertible promissory note (the “Revolving Note”). The Company agrees to pay ViaOne the principal sum of \$1,000,000 or such a smaller amount as ViaOne may advance to the Company from time to time under the Revolving Note, which is subject to a simple interest rate of 8% per annum and will expire earlier on demand or the third anniversary of the Original Issue Date. The Revolving Note (and any unpaid interest or liquidated damages amount) may be converted into shares of Common Stock at a conversion price of eighty-five percent (85%) of the VWAP for the five (5) trading days immediately prior to the date of the notice of conversion. On December 31, 2021, the Company amended the note to allow for the conversion of the Note into shares of the Company’s Series E Preferred Stocks. Effective December 31, 2021, ViaOne Services, LLC converted the Revolving Note into 6,730 shares of the Company’s Series E Convertible Preferred Stock, terminating the Revolving Note.

On September 30, 2021, the Company entered into a new Employee Services Agreement with ViaOne effective as of September 1, 2021 (the “Effective Date”). For a monthly management fee of \$42,000 (the “Monthly Management Fee”), ViaOne shall provide to the Company services related to Company’s human resources, payroll, marketing, advertising, accounting, and financial services for a period of one year beginning on the Effective Date and automatically renewing for successive terms of one year each unless either party provides 90 days’ notice. ViaOne has the right to convert part or all of the Monthly Management Fee into shares of the Company’s common stock, par value \$0.001 per share at a Conversion Rate equal to 125% of the Conversion Amount, divided by the Conversion Price. The Conversion Price means, with respect to Management Fee, 85% of the volume weighted average price (“VWAP”) for the 5 trading days immediately prior to the date of the notice of conversion. On December 31, 2021, the Company amended the note to allow for the conversion of the Note into shares of the Company’s Series E Preferred Stocks. Effective December 31, 2021, ViaOne Services, LLC converted the new Employee Services Agreement Note into 1,557 shares of the Company’s Series E Convertible Preferred Stock.

#### **Related Party Transactions**

On or around April 7, 2016, Silver Linings Management, LLC funded the Company \$13,440 in the form of convertible debentures secured by certain high-powered gaming machines purchased from XIDAX. Such note bore interest at a rate of 10% per annum, payable in cash or kind at the option of the Company, matured on April 1, 2018, and was convertible into Series B Preferred shares at the option of the holder at any time. Effective December 31, 2021, the Note was converted into 1,680 shares of Series B preferred stock.

On November 30, 2016, ViaOne purchased a Secured Promissory Note equal to a maximum initial principal amount of \$150,000 issued by the Company to ViaOne. As additional advances were made by ViaOne to the Company, the principal amount of the Note was increased to \$225,000 and \$363,000 by amendments dated January 31, 2017, and March 1, 2017, respectively.

On May 5, 2017, ViaOne delivered a default notice to the Company pursuant to Section 6 of the Note Purchase Agreement but has subsequently extended the due date and has increased the funding up to One Million (\$1,000,000) dollars. After giving the Company a fifteen (15) day notice period to cure the default under the Stock Pledge Agreement, dated November 30, 2016, entered by and among the Company, CMG, and ViaOne (“Pledge Agreement”), ViaOne took possession of the Series C Stock, which was subject of the Pledge Agreement.

The Secured Promissory Note as amended increased from time to time due to additional advances provided to the Company by ViaOne.

On September 1, 2017, the Company executed an amended Employee Services Agreement with ViaOne which stipulated that ViaOne would continue providing to the Company services relating to the Company's human resources, marketing, advertising, accounting, and financing for a monthly management fee of \$25,000. This agreement was amended on January 1, 2018. The accrued monthly management fees, \$100,000 at December 31, 2017, are convertible by ViaOne into the Company's common stock at a rate of 125% of the accrued fees at a conversion price of (i) \$0.05 per share; or (ii) the volume-weighted adjusted price ("VWAP") of the common stock on the 14th day of each month if the 14th of that month is a trading day. In the event the 14th day of a month falls on a Saturday, Sunday, or a trading holiday, the VWAP of the Common Stock will be valued on the last trading day before the 14th day of the month. The agreement was terminated on August 31, 2021.

On September 27, 2018, the Company and ViaOne entered into a Line of Credit Agreement (the "LOC Agreement"), pursuant to which the Company issued a secured promissory note with the initial principal amount of \$25,000 to ViaOne in exchange for a loan of \$25,000 (the "Initial Loan Amount"). In accordance with this Agreement, the Company may request ViaOne to provide loans of up to \$250,000, including the Initial Loan Amount, and ViaOne has the right to decide whether it will honor such request. The Initial Loan Amount became due on September 30, 2019 (the "Maturity Date") and bore an interest rate of 8.0% per annum. The unpaid principal and interest of the Promissory Note after the Maturity Date accrued interest at a rate of 18.0% per annum. The principal amount of the Promissory Note may increase from time to time up to \$250,000 in accordance with the terms and conditions of the Agreement. In connection with the Agreement and Promissory Note, the Company and ViaOne executed a security agreement dated September 27, 2018, whereby the Company granted ViaOne a security interest in all of its assets, including without limitation, cash, inventory, account receivables, real property, and intellectual properties, to secure the repayment of the loans made pursuant to the LOC Agreement and Promissory Note.

On September 30, 2021, the Company entered into a new Employee Services Agreement with ViaOne effective as of September 1, 2021 (the "Effective Date"). For a monthly management fee of \$42,000 (the "Monthly Management Fee"), ViaOne shall provide to the Company services related to Company's human resources, payroll, marketing, advertising, accounting, and financial services for a period of one year beginning on the Effective Date and automatically renewing for successive terms of one year each unless either party provides 90 days' notice. ViaOne has the right to convert part or all of the Monthly Management Fee into shares of the Company's common stock, par value \$0.001 per share at a Conversion Rate equal to 125% of the Conversion Amount, divided by the Conversion Price. The Conversion Price means, with respect to Management Fee, 85% of the volume weighted average price ("VWAP") for the 5 trading days immediately prior to the date of the notice of conversion.

On September 30, 2021, the Company and ViaOne entered into a revolving convertible promissory note (the "Revolving Note"). The Company agrees to pay ViaOne the principal sum of \$1,000,000 or such a smaller amount as ViaOne may advance to the Company from time to time under the Revolving Note, which is subject to a simple interest rate of 8% per annum and will expire earlier on demand or the third anniversary of the Original Issue Date. The Company granted ViaOne warrants to purchase the 1,000,000 shares of Common Stocks at an exercise price of \$0.42, a premium of 20% to the closing bid price of the Common Stock the trading day prior to the execution of the Revolving Note. Payment of all obligations under the Revolving Note is secured by a security interest granted to ViaOne by the Company in all of the right, title and interest of the Company in all of the assets of the Company currently owned or acquired hereafter. The Revolving Note (and any unpaid interest or liquidated damages amount) may be converted into shares of Common Stock at a conversion price of eighty-five percent (85%) of the VWAP for the five (5) trading days immediately prior to the date of the notice of conversion. The Revolving Note contains customary events of default, including, among others, the failure by the Company to make a payment of principal or interest when due. Following an event of default, ViaOne is entitled to accelerate the entire indebtedness under the Revolving Note. The restrictions are also subject to certain additional qualifications and carve outs, as set forth in the Revolving Note.

On December 31, 2021, the Company amended the both original and new Employee Service Agreements, Secured Promissory Note, and Revolving Convertible Promissory Note to allow for the conversion of Notes into shares of the Company's Series E Preferred Stocks. Effective December 31, 2021, the original Employee Service Agreement was converted into 24,540 shares of the Company's Series E Preferred Stocks and the new Employee Service Agreement was converted into 1,557 shares of the Company's Series E Preferred Stocks. Additionally, Secured Promissory Note and Revolving Convertible Note were converted into 24,836 and 6,730 shares of the Company's Series E Preferred Stocks, respectively.

As of December 31, 2021, the Company owed nothing to ViaOne Services.

The Company's Chairman and Chief Executive Officer is the Chairman of ViaOne.

#### **Shares Eligible for Future Sale**

As of January 31, 2022, we had 103,526,044 shares of our common stock issued and outstanding, a breakdown of which follows:

- 86,897,744 shares are freely tradable without restrictions (commonly referred to as the "public float")
- 16,628,300 shares are currently subject to the restrictions and sale limitations imposed by Rule 144.

From time to time, certain of our stockholders may be eligible to sell some or all of their restricted shares of our common stock by means of ordinary brokerage transactions in the open market pursuant to Rule 144, promulgated under the Securities Act, subject to certain volume restrictions and restrictions on the manner of sale. In general, pursuant to Rule 144, non-affiliate stockholders may sell freely after six months subject only to the current public information requirement. Affiliates may sell after six months subject to the Rule 144 volume, manner of sale, current public information and notice requirements.

The eventual availability for sale of substantial amounts of our common stock under Rule 144 could adversely affect prevailing market prices for our securities and cause you to lose most, if not all, of your investment in our business.

#### **Transfer Agent**

Our transfer agent is Action Stock Transfer Corp. with its principal address at 2469 East Fort Union Boulevard, Suite 214, Salt Lake City, Utah 84121. Its telephone number is (801) 274-1088. Its fax number is (801) 274-1099. Investors may reach our transfer agent at [info@actionstocktransfer.com](mailto:info@actionstocktransfer.com).

#### **Recent Sales of Unregistered Securities**

On August 17, 2020, HGT converted \$5,833 of a convertible note into 2,645,449 shares of the Company's common stock.

On September 09, 2020, HGT converted \$11,822 of a convertible note into 2,775,076 shares of the Company's common stock.

On November 11, 2020, HGT converted \$25,239 of a convertible note into 2,911,055 shares of the Company's common stock.

On December 18, 2020, HGT converted \$40,126 of a convertible note into 3,053,696 shares of the Company's common stock.

On March 8, 2021, Lincoln Acquisition converted 18,000 shares of Preferred B Stock into 3,600,000 of the Company's common stock.

On May 18, 2021, Lincoln Acquisition converted 29,881 shares of Preferred B Stock into 5,976,200 of the Company's common stock.

On June 25, 2021, HGT converted \$17,240 of a convertible note into 1,257,476 shares of the Company's common stock.

On July 21, 2021, William Schultz converted 2,500 shares of Preferred B Stock into 500,000 of the Company's common stock.

On December 31, 2021, ViaOne Services converted \$1,241,783 of a Secured Promissory Note into 24,836 shares of Company's Preferred E stocks.

On December 31, 2021, ViaOne Services converted \$1,227,000 of a Original Employee Service Agreement Note into 24,540 shares of Company's Preferred E stocks.

On December 31, 2021, ViaOne Services converted \$84,000 of a New Employee Service Agreement Note into 1,557 shares of Company's Preferred E stocks.

On December 31, 2021, ViaOne Services converted \$362,967 of a Revolving Convertible Promissory Note into 6,730 shares of Company's Preferred E stocks.

On December 31, 2021, Silver Lining converted \$13,440 of a convertible note into 1,680 shares of Company's Preferred B stocks.

#### **Purchases of Equity Securities by the Issuer and Affiliated Purchases**

During each month within the fourth quarter of the fiscal year ended December 31, 2021, neither we nor any "affiliated purchaser", as that term is defined in Rule 10b-18(a)(3) under the Exchange Act, repurchased any of our common stock or other securities.

#### **ITEM 6. Selected Financial Data**

We are a smaller reporting company as defined by Rule 12b-2 of the Exchange Act and are not required to provide the information under this item.

#### **ITEM 7. Management's Discussion and Analysis**

Our auditors have issued a going concern opinion on the financial statements for the year ended December 31, 2020. This means that our auditors believe there is substantial doubt that we can continue as an ongoing business for the next twelve months from the date of issuance of these financial statements unless we obtain additional capital to pay our bills. This is because we have generated little revenue although revenue is anticipated to grow as we have completed the development of our website, sourced out suppliers for products to sell and sourced out customers to buy our products. Accordingly, we must raise cash from sources other than operations. Our only other source for cash at this time is investments by others in our company and the revenue we generate from the sales of our products. We must raise cash to continue our project and build our operations.

### Plan of Operation – Milestones

We are at an early stage of our new business operations. Over the next twelve months, our primary target milestones include:

- 1 Continue to achieve growth within our MicroBuddies™ vertical via ancillary gaming initiatives across a variety of interactive platforms initiative.
- 2 Continue to promote and increase players of the NFT Breeding game MicroBuddies™ to expand revenue generated by the various aspects of game play.
- 3 Launch the metaverse/virtual world gaming initiative within a well-established third party experience that has a large, already established, global reach. Continue to evaluate opportunities that have synergies to our existing business line and create continuing revenue streams.

### Limited operating history and need for additional capital

There is limited historical financial information about us upon which to base an evaluation of our performance relating to our new business direction. We have generated little revenue. We cannot guarantee we will be successful in our business operations. Our business is subject to risks inherent in the establishment of a new business enterprise, including limited capital resources and possible cost overruns due to price and cost increases in services and products.

### Results of Operations

*December 31, 2021 as compared to December 31, 2020*

- **Working Capital**

	December 31, 2021	December 31, 2020
Current Assets	\$ 2,417,300	\$ 10,430
Current Liabilities	305,645	3,645,590
Working Capital (Deficit)	\$ 2,111,655	\$ (3,635,160)

- **Operating Revenues**

We have generated \$374,881 in revenue in 2021 and \$26,215 in revenue in the fiscal year of 2020, which reflects an increase of \$348,666 or 1,330%. The increase in revenue was attributed to the sales of Nano Factory Tokens (NFTs) for the new game called MicroBuddies™.

- **Operating Expenses and Net Loss**

Operating expenses for the year ended December 31, 2021 were \$1,310,441 compared with \$417,704 for the year ended December 31, 2020. The increase in operating expenses in the amount of \$892,737 or 214% was attributable to a change in professional fees, contract labor, and advertising expenses that are directly related to the new game MicroBuddies™.

During the year ended December 31, 2021, the Company recorded a net income of \$338,408 compared with a net loss of \$965,885 for the year ended December 31, 2020. The decrease in net loss in the amount of \$1,304,293 or 135% was attributed to the increase in revenues and the change in value of the Company's derivative liabilities along with the gain on digital assets.

- **Liquidity and Capital Resources**

As of December 31, 2021, the Company's cash balance consisted of \$2,407,966 compared to cash balance of \$2,305 as of December 31, 2020. The increase in the cash balance was attributed to the funding that the Company received from a private placement on November 16, 2021 for day-to-day activities. As of December 31, 2021, the Company had \$2,727,396 in assets compared to total assets of \$16,305 as at December 31, 2020. The increase in total assets was attributed to the purchase of digital assets that create NFTs for MicroBuddies for a limited period of time and the funding the Company received from Private Placement.

As of December 31, 2021, the Company had total liabilities of \$305,645 compared with total liabilities of \$3,645,590 as of December 31, 2020. The decrease in liabilities was attributed to ViaOne Services converting their multiple notes into the Company's Series E Preferred Stock.

As of December 31, 2021, the Company has a working capital of \$2,111,655 compared with a working capital deficit of \$3,635,160 as of December 31, 2020. The increase in the working capital attributed to the funding the Company received from private placement and the decrease in liabilities due to the note conversions.

**Cash flow from Operating Activities**

During the year ended December 31, 2021, the Company used \$755,200 of cash for operating activities compared to the use of cash in an amount of \$402,556 for operating activities during the year ended December 31, 2020. The increase of \$352,644 or 87.6% was attributed to the net decrease in derivative liabilities offset by expenses related to MicroBuddies.

**Cash flow from Investing Activities**

During the years ended December 31, 2021, the Company had \$248,999 in cash used in investing activities compared to \$5,335 in cash provided for the year ended December 31, 2020. The increase of \$243,664 or 4567.26% in cash used in investing activities was attributed to the purchase of digital assets that created NFTs for MicroBuddies offset by the paying few vendors through digital assets.

**Cash flow from Financing Activities**

During the year ended December 31, 2021, the Company received \$3,409,860 of proceeds from financing activities compared to \$408,174 during the year ended December 31, 2020. The increase of \$3,001,686 or 735.39% in proceeds from financing activities was attributed to the funding the Company received from a private placement along with financing that the Company received for day-to-day activities from ViaOne Services offset by the conversion of debt into the Company's Series E Preferred stocks.

**Going Concern**

We have not attained profitable operations and are dependent upon obtaining financing to pursue any extensive acquisitions and activities. For these reasons, our auditors stated in their report on our audited financial statements that they have substantial doubt that we will be able to continue as a going concern for a period of one year from the issuance of these financial statements without further financing.

**Off-Balance Sheet Arrangements**

As of December 31, 2021, we have no significant off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that are material to stockholders.

**Future Financings**

We will continue to rely on equity sales of our preferred shares in order to continue to fund our business operations. Issuance of additional shares will result in dilution to existing stockholders.

There is no assurance that we will achieve any additional sales of the equity securities or arrange for debt or other financing to fund our operations and other activities.

**Critical Accounting Policies**

Our financial statements and accompanying notes have been prepared in accordance with United States generally accepted accounting principles applied on a consistent basis. The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities as of the date of the financial statements and the reported amounts of revenues and expenses during the reporting periods.

We regularly evaluate the accounting policies and estimates that we use to prepare our consolidated financial statements. Management's estimates are based on historical experience, on information from third party professionals, and on various other assumptions that are believed to be reasonable under the facts and circumstances. Actual results could differ from those estimates made by management.

**Recently Issued Accounting Pronouncements**

We have implemented all new accounting pronouncements that are in effect. These pronouncements did not have any material impact on the financial statements unless otherwise disclosed, and we do not believe that there are any other new accounting pronouncements that have been issued that might have a material impact on its financial position or results of operations.

**ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

The Company is a smaller reporting company as defined by Rule 12b-2 of the Exchange Act and are not required to provide the information under this item.

**ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA**

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**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the Shareholders and Board of Directors of Good Gaming, Inc.

**Opinion on the Financial Statements**

We have audited the accompanying balance sheets of Good Gaming, Inc. (the “Company”) as of December 31, 2021, the related statements of operations, stockholders’ deficit, and cash flows for the year then ended, and the related notes (collectively referred to as the “financial statements”). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2021, and the results of its operations and its cash flows for the year then ended, in conformity with accounting principles generally accepted in the United States of America.

**Substantial Doubt About the Company’s Ability to Continue as a Going Concern**

As discussed in Note 1 to the financial statements, the Company’s continuing operating losses, working capital deficiency and accumulated deficit raise substantial doubt about its ability to continue as a going concern for a period of one year from the issuance of the financial statements. Management’s plans are also described in Note 1. The financial statements do not include adjustments that might result from the outcome of this uncertainty.

**Basis of Opinion**

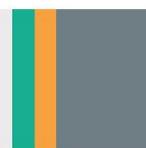
These financial statements are the responsibility of the Company’s management. Our responsibility is to express an opinion on the Company’s financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (“PCAOB”) and are required to be independent with respect to the Company in accordance with U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to fraud or error. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audit, we are required to obtain an understanding of internal control over financial reporting but not for the purpose of expressing an opinion on the effectiveness of the Company’s internal control over financial reporting. Accordingly, we express no such opinion.

Our audit included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audit also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

**Critical Audit Matters**

The critical audit matters communicated below are matters arising from the current period audit of the financial statements that were communicated or required to be communicated to the audit committee and that: (1) relate to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the financial statements, taken as a whole, and we are not, by communicating the critical audit matters below, providing separate opinions on the critical audit matters or on the accounts or disclosures to which they relate.



*Accounting for digital assets*

As noted in notes 1 and 4, in 2021, the Company has been working to create a new game called MicroBuddies™ that will be played online and will use blockchain technology. Digital Asset prices have been volatile in the past and may continue to be so in the future, owing to a variety of risks and uncertainties. Under current accounting rules, digital assets are considered indefinite-lived intangible assets. The Company needs to recognize impairment charges if any decrease in their fair values, whereas the Company may not make any upward revisions for market price increases until a sale. Thus, the carrying value represents the lowest fair value of the digital assets.

As of December 31, 2021, the carrying value of the Company's digital assets was \$304,427, which reflects \$0 impairment charges compared to no digital assets during December 31, 2020.

We identified the accounting considerations and related valuations of the digital assets as such as a critical audit matter. The principal considerations for our determination were: (1) the evolving accounting guidance surrounding digital assets and (2) the subjectivity in valuation of digital assets. Auditing these elements is challenging and requires auditor judgement.

Our audit procedures related to management's conclusion on the evaluation and related valuation of digital assets, included the following, among others: (1) evaluating the accounting for transactions in digital currencies, and (2) reviewing the valuations and related impairments and realized gains/ losses of digital assets.

/s/ Victor Mokuolu, CPA PLLC

We have served as the Company's auditor since 2022.

**Houston, Texas**  
**April 14, 2022**



**Boyle CPA, LLC**  
Certified Public Accountants & Consultants

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Shareholders and Board of Directors of Good Gaming, Inc.

Opinion on the Financial Statements

We have audited the accompanying balance sheets of Good Gaming, Inc. (the "Company") as of December 31, 2020, the related statements of operations, stockholders' deficit, and cash flows for the year then ended, and the related notes (collectively referred to as the "financial statements"). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2020, and the results of its operations and its cash flows for the year then ended, in conformity with accounting principles generally accepted in the United States of America.

Substantial Doubt About the Company's Ability to Continue as a Going Concern

As discussed in Note 1 to the financial statements, the Company's continuing operating losses, working capital deficiency and accumulated deficit raise substantial doubt about its ability to continue as a going concern for a period of one year from the issuance of the financial statements. Management's plans are also described in Note 1. The financial statements do not include adjustments that might result from the outcome of this uncertainty.

Basis of Opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) ("PCAOB") and are required to be independent with respect to the Company in accordance with U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to fraud or error. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audit we are required to obtain an understanding of internal control over financial reporting but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion.

Our audit included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audit also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

/s/ Boyle CPA, LLC

We served as the Company's auditor from 2016 to 2021

Bayville, NJ  
April 15, 2021

PCAOB ID: 6285

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Good Gaming, Inc.  
Balance Sheets  
(Expressed in U.S. Dollars)

	December 31, 2021	December 31, 2020
<b>ASSETS</b>		
<b>Current Assets</b>		
Cash and Cash Equivalents	\$ 2,407,966	\$ 2,305
Prepaid expenses- related party	9,334	8,125
<b>Total Current Assets</b>	<b>2,417,300</b>	<b>10,430</b>
<b>Digital Assets</b>		
Property and Equipment, Net	304,427	-
Gaming Software, Net	5,669	5,875
	-	-
<b>TOTAL ASSETS</b>	<b>\$ 2,727,396</b>	<b>\$ 16,305</b>
<b>LIABILITIES &amp; STOCKHOLDERS' DEFICIT</b>		
<b>Current Liabilities</b>		
Accounts Payable and Accrued Expenses	\$ 299,017	\$ 164,987
Derivative Liability	-	1,303,456
Notes Payable	6,628	13,440
Convertible Debentures, current	-	17,240
Notes Payable - ViaOne Services	-	2,146,467
<b>Total Current Liabilities</b>	<b>305,645</b>	<b>3,645,590</b>
<b>Total Liabilities</b>	<b>305,645</b>	<b>3,645,590</b>
<b>Stockholders' Deficit</b>		
<b>Class A Preferred Stock</b>		
Authorized: 2,000,000 Preferred Shares, With a Par Value of \$0.001 Per Share Issued and Outstanding: 7,500 Shares	8	8
<b>Class B Preferred Stock</b>		
Authorized: 249,999 Preferred Shares, With a Par Value of \$0.001 Per Share Issued and Outstanding: 20,296 and 68,997 Shares, respectively	20	69
<b>Class C Preferred Stock</b>		
Authorized: 1 Preferred Shares, With a Par Value of \$0.001 Per Share Issued and Outstanding: 1 Shares	1	1
<b>Class D Preferred Stock</b>		
Authorized: Authorized: 350 Preferred Shares, With a Par Value of \$0.001 Per Share Issued and Outstanding: 0 Shares	-	-
<b>Class E Preferred Stock</b>		
Authorized: Authorized: 2,750,000 Preferred Shares, With a Par Value of \$0.001 Per Share Issued and Outstanding: 57,663 Shares	58	-
<b>Common Stock</b>		
Authorized: 200,000,000 Common Shares, With a Par Value of \$0.001 Per Share Issued and Outstanding: 103,526,044 and 65,374,031 Shares, respectively	103,526	65,374
Warrant	333	-
Additional Paid-In Capital	9,956,764	4,282,629
Accumulated Deficit	(7,638,959)	(7,977,367)
<b>Total Stockholders' Deficit</b>	<b>2,421,751</b>	<b>(3,629,285)</b>
<b>TOTAL LIABILITIES &amp; DEFICIT</b>	<b>\$ 2,727,396</b>	<b>\$ 16,305</b>

The accompanying notes are an integral part of these financial statements

Good Gaming, Inc.  
Statement of Operations  
(Expressed in U.S Dollars)

	For the Years Ended December 31,	
	2021	2020
Revenues	\$ 374,881	\$ 26,215
Cost of Revenues	37,687	16,332
Gross Profit	337,194	9,883
Operating Expenses		
General & Administrative	571,894	43,497
Contract Labor	63,050	18,150
Depreciation and Amortization Expense	2,159	4,640
Professional Fees	673,338	351,417
Total Operating Expenses	1,310,441	417,704
Operating Loss	(973,247)	(407,821)
Other Income (Expense)		
Gain on Digital Assets	57,381	-
Loss on Stock Conversion	\$ -	-
Gain in Debt Settlement	-	-
Loss on disposal of Fixed Assets	-	-
Interest Income	-	-
Interest Expense	(49,182)	(31,726)
Gain (Loss) on Change in Fair Value of Derivative Liability	1,303,456	(526,338)
Total Other Income (Loss)	1,311,655	(558,064)
Net Income (Loss)	338,408	(965,884)
Net Income (Loss) Per Share, Basic and Diluted	\$ -	\$ (0.02)
Weighted Average Shares Outstanding	103,526,044	59,409,280

The accompanying notes are an integral part of these financial statements

**Good Gaming, Inc.**  
**Statements of Cash Flows**  
**(Expressed in U.S Dollars)**

	For the Years Ended December 31,	
	2021	2020
<b>Operating Activities</b>		
Net Income (Loss)	\$ 338,408	\$ (965,884)
Adjustments To Reconcile Net Loss to		
Net Cash Used In Operating Activities		
Digital Assets	-	-
Depreciation and Amortization	2,159	4,640
Loss on disposal of fixed assets	-	-
Change In Fair Value Of Derivative Liability	(1,303,456)	526,338
Stock based compensation	132,250	-
Gain on debt settlement	-	-
Gain on Digital Assets	(57,381)	-
Write-off Interest Payable	-	-
Changes in operating assets and liabilities		
Prepaid Expenses	(1,209)	625
Accounts Payable	134,029	31,726
Net Cash Provided By (Used in) Operating Activities	(755,200)	(402,555)
Investing Activities		
Purchase of Digital Assets	(378,436)	-
Selling Digital Assets	131,390	-
Selling Property and Equipment	-	-
Purchase Property and Equipment	(1,953)	(5,335)
Net Cash Provided By (Used in) Investing Activities	(248,999)	(5,335)
Financing Activities		
Repayments of Preferred Stock Series D	-	-
Proceeds From Sale Of Preferred Stock CL D	-	-
Proceeds from issuance of warrants	721,825	-
Proceeds from investments	1,912,125	-
Due To ViaOne Services	775,910	408,174
Net Cash Provided By (Used In) Financing Activities	3,409,860	408,174
Change in Cash and Cash Equivalents	2,405,661	283
Cash and Cash Equivalents, Beginning Of Period	2,305	2,022
Cash and Cash Equivalents, End Of Period	\$ 2,407,966	\$ 2,305
Supplemental disclosure of cash flow information:		
Cash paid for interest	\$ -	\$ -
Cash paid for taxes	\$ -	\$ -
Non-Cash Investing And Financing Activities		
Conversion of Preferred Stock CL B to Common	\$ (10,076)	\$ -
Conversion of Debt to Common Shares	\$ (17,240)	\$ -
Conversion of Debt to Preferred Stock CL E shares	\$ 2,915,749	\$ -
Conversion of Debt to Preferred Stock CL B shares	\$ 13,440	\$ -

**The accompanying notes are an integral part of these financial statements**

Good Gaming, Inc.  
Statements of Stockholders' Equity (Deficit)  
(Expressed in U. S. Dollars)

	Preferred Stock										Common Stock		Warrants		Additional Paid-in Capital	Accumulated Deficit	Total	
	Class A		Class B		Class C		Class D		Class E		Shares	Amount	Shares	Amount				
	Shares	Amount	Shares	Amount	Shares	Amount	Shares	Amount	Shares	Amount								
Balance, December 31, 2019	7,500	8	68,997	69	1	1	-	-	-	-	53,988,755	53,988	-	-	4,210,995	(7,011,482)	(2,746,421)	
Conversion of Convertible Notes	-	-	-	-	-	-	-	-	-	-	11,385,276	11,386	-	-	71,634	-	83,020	
Net loss	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	(965,885)	(965,884)	
Balance, December 31, 2020	7,500	8	68,997	69	1	1	-	-	-	-	65,374,031	65,374	-	-	4,282,629	(7,977,367)	(3,629,285)	
Conversion of preferred shares B to common shares	-	-	(50,381)	(51)	-	-	-	-	-	-	10,076,200	10,076	-	-	(10,025)	-	-	
Stock Based Compensation	-	-	-	-	-	-	-	-	-	-	5,085,000	5,085	-	-	127,165	-	132,250	
Conversion of Debt to Preferred Stock CL E shares	-	-	-	-	-	-	-	-	57,663	58	-	-	-	-	2,915,691	-	2,915,749	
Conversion of Debt to Preferred Stock CL B shares	-	-	1,680	2	-	-	-	-	-	-	-	-	-	-	13,438	-	13,440	
Conversion of Debt to Common shares	-	-	-	-	-	-	-	-	-	-	1,257,476	1,258	-	-	15,982	-	17,240	
Proceeds from issuance of warrants	-	-	-	-	-	-	-	-	-	-	-	-	4,811,181	481	721,344	-	721,825	
Proceeds issuance of common stock	-	-	-	-	-	-	-	-	-	-	15,922,156	15,922	-	-	2,372,401	-	2,388,323	
Conversion of warrants to common stock	-	-	-	-	-	-	-	-	-	-	5,811,181	5,811	(1,477,848)	(148)	(5,663)	-	-	
Equity issuance costs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	(476,198)	-	(476,198)	
Net income	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	338,408	338,408	
Balance, December 31, 2021	7,500	8	20,296	20	1	1	-	-	-	57,663	58	103,526,044	103,526	3,333,333	333	9,956,764	(7,638,959)	2,421,751

The accompanying notes are an integral part of these financial statements

Good Gaming, Inc.  
Notes to the Financial Statements  
(expressed in U.S. dollars)

**1. Nature of Operations and Continuance of Business**

Good Gaming, Inc. (Formerly HDS International Corp.) (the “Company”) was incorporated on November 3, 2008, under the laws of the State of Nevada. The Company is a leading tournament gaming platform and online destination targeting over 250 million e-sports players and participants worldwide that want to compete at the high school or college level. A substantial portion of the Company’s activities has involved developing a business plan and establishing contacts and visibility in the marketplace and the Company has not generated any substantial revenue to date. Beginning in 2018, the Company began deriving revenue by providing transaction verification services within the digital currency networks of cryptocurrencies. However, on December 12, 2018, the Company discontinued such transaction verification services by dissolving Crypto Strategies Group, Inc., its wholly-owned subsidiary. In 2021, the Company formulated a new plan to create a new game called “MicroBuddies™” that combines Ethereum ERC721 NFTs (Non-fungible tokens), non-standard ERC20 tokens (GOO™), and strategic gameplay to replicate and create unique and rare NFTs. The game is played online via the MicroBuddies website and blockchain transactions take place on the Polygon Network. The game was launched after beta testing in December of 2021.

**Going Concern**

These financial statements have been prepared on a going concern basis, which implies that the Company will continue to realize its assets and discharge its liabilities in the normal course of business. The Company has generated minimal revenues to date and has never paid any dividends and is unlikely to pay dividends or generate significant earnings in the immediate or foreseeable future. As of December 31, 2021, the Company had a working capital of \$2,111,655, which reduces the accumulated deficit to \$7,638,959. The continuation of the Company as a going concern is dependent upon the continued financial support from its shareholders, the ability to raise equity or debt financing, and the attainment of profitable operations from the Company’s future business. These factors raise substantial doubt regarding the Company’s ability to continue as a going concern for a period of one year from the issuance of these financial statements. These financial statements do not include any adjustments to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

**2. Summary of Significant Accounting Policies**

**Use of Estimates**

The preparation of financial statements in conformity with generally accepted accounting principles in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. The Company regularly evaluates estimates and assumptions related to the fair values of convertible debentures, derivative liability, stock-based compensation, and deferred income tax asset valuation allowances. The Company bases its estimates and assumptions on current facts, historical experience and various other factors that it believes to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities and the accrual of costs and expenses that are not readily apparent from other sources. The actual results experienced by the Company may differ materially and adversely from the Company’s estimates. To the extent there are material differences between the estimates and the actual results, future results of operations will be affected.

Certain reclassifications have been made to prior-year amounts to conform to the current period presentation.

**Cash Equivalents**

The Company considers all highly liquid instruments with maturities of three months or less at the time of issuance to be cash equivalents. Amounts receivable from credit card processors are also considered cash equivalents because they are both short-term and highly liquid in nature.

**Intangible Assets**

Intangible assets are carried at the purchased cost less accumulated amortization. Amortization is computed over the estimated useful lives of the respective assets, generally five years.

**Impairment of Long-Lived Assets**

Long-lived assets and certain identifiable intangible assets to be held and used are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of such assets may not be recoverable. Determination of recoverability is based on an estimate of undiscounted future cash flows resulting from the use of the asset and its eventual disposition. Measurement of an impairment loss for long-lived assets and certain identifiable intangible assets that management expects to hold and use is based on the fair value of the asset. Long-lived assets and certain identifiable intangible assets to be disposed of are reported at the lower of carrying amount or fair value less costs to sell.

**Beneficial Conversion Features**

From time to time, the Company may issue convertible notes that may contain an embedded beneficial conversion feature. A beneficial conversion feature exists on the date a convertible note is issued when the fair value of the underlying common stock to which the note is convertible into is in excess of the remaining unallocated proceeds of the note after first considering the allocation of a portion of the note proceeds to the fair value of the warrants, if related warrants have been granted. The intrinsic value of the beneficial conversion feature is recorded as a debt discount with a corresponding amount to additional paid in capital. The debt discount is amortized to interest expense over the life of the note using the effective interest method.

**Derivative Liability**

From time to time, the Company may issue equity instruments that may contain an embedded derivative instrument which may result in a derivative liability. A derivative liability exists on the date the equity instrument is issued when there is a contingent exercise provision. The derivative liability is recorded at its fair value calculated by using an option pricing model. The fair value of the derivative liability is then calculated on each balance sheet date with the corresponding gains and losses recorded in the statement of operations.

**Basic and Diluted Net Loss Per Share**

The Company computes net loss per share in accordance with ASC 260, Earnings Per Share, which requires presentation of both basic and diluted earnings per share (EPS) on the face of the income statement. Basic EPS is computed by dividing net loss available to common shareholders (numerator) by the weighted average number of shares outstanding (denominator) during the period. Diluted EPS gives effect to all dilutive potential common shares outstanding during the period using the treasury stock method and convertible preferred stock using the if-converted method. In computing Diluted EPS, the average stock price for the period is used in determining the number of shares assumed to be purchased from the exercise of stock options or warrants. Diluted EPS excludes all dilutive potential shares if their effect is anti-dilutive. On December 31, 2021 and December 31, 2020, the Company had 10,000,000 and 10,000,000 potentially dilutive shares from outstanding convertible debentures, respectively.

## **Income Taxes**

Potential benefits of income tax losses are not recognized in the accounts until realization is more likely than not. Pursuant to ASC 740, the Company is required to compute tax asset benefits for net operating losses carried forward. The potential benefits of net operating losses have not been recognized in these consolidated financial statements because the Company cannot be assured it is more likely than not it will utilize the net operating losses carried forward in future years. Unrecognized tax positions, if ever recognized in the consolidated financial statements, are recorded in the statement of operations as part of the income tax provision. Our policy is to recognize interest and penalties accrued on uncertain tax positions, if any, as part of the income tax provision. The Company has no liability for uncertain tax positions. Unrecognized tax positions, if ever recognized in the consolidated financial statements, are recorded in the statement of operations as part of the income tax provision. The Company's policy is to recognize interest and penalties accrued on uncertain tax positions, if any, as part of the income tax provision. The Company has no liability for uncertain tax positions.

On March 22, 2017, tax reform legislation known as the Tax Cuts and Jobs Act (the "U.S. Tax Reform Act") was enacted in the United States. The U.S. Tax Reform Act, among other things, reduced the U.S. corporate income tax rate from 35% to 21% beginning in 2018. On March 22, 2017, the SEC staff issued Staff Accounting Bulletin No. 118 ("SAB 118"), which provides guidance on how to account for the effects of the U.S. Tax Reform Act under ASC 740.

## **Financial Instruments**

ASC 820, "Fair Value Measurements" and ASC 825, Financial Instruments, requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. It establishes a fair value hierarchy based on the level of independent, objective evidence surrounding the inputs used to measure fair value. A financial instrument categorized within the fair value hierarchy is based upon the lowest level of input that is significant to the fair value measurement. It prioritizes the inputs into three levels that may be used to measure fair value:

### Level 1

Level 1 applies to assets or liabilities for which there are quoted prices in active markets for identical assets or liabilities.

### Level 2

Level 2 applies to assets or liabilities for which there are inputs other than quoted prices that are observable for the asset or liability such as quoted prices for similar assets or liabilities in active markets; quoted prices for identical assets or liabilities in markets with insufficient volume or infrequent transactions (less active markets); or model-derived valuations in which significant inputs are observable or can be derived principally from, or corroborated by, observable market data.

### Level 3

Level 3 applies to assets or liabilities for which there are unobservable inputs to the valuation methodology that are significant to the measurement of the fair value of the assets or liabilities.

Assets and liabilities measured at fair value on a recurring basis were presented on the Company's balance sheet as at December 31, 2021 and 2020 as follows:

Description	Fair Value Measurements at December 31, 2021			
	Using Fair Value Hierarchy			
	Total	Level 1	Level 2	Level 3
Derivative liability	\$ -	\$ -	\$ -	\$ -
Total	\$ -	\$ -	\$ -	\$ -

Description	Fair Value Measurements at December 31, 2020			
	Using Fair Value Hierarchy			
	Total	Level 1	Level 2	Level 3
Derivative liability	\$ 1,303,456	\$ -	\$ -	\$ 1,303,456
Total	\$ 1,303,456	\$ -	\$ -	\$ 1,303,456

The carrying values of all of our other financial instruments, which include accounts payable and accrued liabilities, and amounts due to related parties approximate their current fair values because of their nature and respective maturity dates or durations.

#### Advertising Expenses

Advertising expenses are included in general and administrative expenses in the Statements of Operations and are expensed as incurred. The Company incurred \$452,365 and \$3,447 in advertising and promotion expenses in the years ended December 31, 2021 and 2020, respectively.

#### Revenue Recognition

Revenue is recognized in accordance with ASC 606. The Company performs the following five steps: (i) identify the contract(s) with a customer, (ii) identify the performance obligations in the contract, (iii) determine the transaction price, (iv) allocate the transaction price to the performance obligations in the contract, and (v) recognize revenue when (or as) the entity satisfies a performance obligation. The Company applies the five-step model to arrangements that meet the definition of a contract under Topic 606, including when it is probable that the entity will collect the consideration it is entitled to in exchange for the goods or services it transfers to the customer. At contract inception, once the contract is determined to be within the scope of Topic 606, the Company evaluates the goods or services promised within each contract related performance obligation and assesses whether each promised good or service is distinct. The Company recognizes as revenue, the amount of the transaction price that is allocated to the respective performance obligation when (or as) the performance obligation is satisfied. Revenues primarily include revenues from microtransactions. Microtransaction revenues are derived from the sale of virtual goods to the Company's players. Proceeds from the sales of virtual goods directly are recognized as revenues when a player uses the virtual goods.

#### Recent Accounting Pronouncements

In February 2016, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2016-02, Leases (Topic 842), which amends the existing accounting standards for leases. The new standard requires lessees to record a right-of-use ("ROU") asset and a corresponding lease liability on the balance sheet (with the exception of short-term leases). This new standard is effective for annual reporting periods beginning after December 15, 2018, and interim reporting periods within those annual reporting periods, with early adoption permitted. We adopted this new standard effective January 1, 2019. Adoption did not have any effect on the Company as it does not have any leases.

The Company has implemented all other new accounting pronouncements that are in effect. These pronouncements did not have any material impact on the consolidated financial statements unless otherwise disclosed, and the Company does not believe that there are any other new accounting pronouncements that have been issued that might have a material impact on its financial position or results of operations.

### 3. Other Assets

Furniture and fixtures consisted of the following:

	December 31,	
	2021	2020
Computers	\$ 22,285	\$ 20,333
Accumulated Depreciation	(16,616)	(14,458)
	\$ 5,669	\$ 5,875

Depreciation expense for the years ended December 31, 2021 and 2020 was \$2,159 and \$4,640, respectively.

### 4. Digital Assets

In 2021, the Company has been working to create a new game called MicroBuddies™ that will be played online and will use blockchain technology. Digital Asset prices have been volatile in the past and may continue to be so in the future, owing to a variety of risks and uncertainties. Under current accounting rules, digital assets are considered indefinite-lived intangible assets. The Company needs to recognize impairment charges if any decrease in their fair values, whereas the Company may not make any upward revisions for market price increases until a sale. Thus, the carrying value represents the lowest fair value of the digital assets.

As of December 31, 2021, the carrying value of the Company's digital assets was \$304,427, which reflects \$0 impairment charges compared to no digital assets during December 31, 2020.

### 5. Debt

#### Convertible Debentures

On April 15, 2015, the Company issued a convertible debenture with the principal amount of \$100,000 to HGT Capital, LLC ("HGT"), a non-related party. During the quarter ended June 30, 2015, the Company received the first \$50,000 in payment. The remaining \$50,000 payment would be made at the request of the borrower. No additional payments have been made as of September 30, 2018. Under the terms of the debentures, the amount was unsecured and was due on October 16, 2016. The note is currently in default and bears interest of 22% per annum. It was convertible into shares of common stock any time after the maturity date at a conversion rate of 50% of the average of the five lowest closing bid prices of the Company's common stock for the thirty trading days ending one trading day prior to the date the conversion notice was sent by the holder to the Company. On September 21, 2018, the Company entered into a modification agreement with HGT with respect to the convertible promissory note which has a balance of \$107,238. Pursuant to such modification agreement, all defaults were waived and it was agreed that such note will convert at a 25% discount to the market rather than the default rate. HGT also agreed to certain sale restrictions which limit the number of shares that they can sell in any month for the next three months. HGT also agreed to dismiss, with prejudice, the lawsuit that it had filed against the Company. On November 29, 2018, HGT converted \$6,978 of a convertible note into 1,655,594 shares of the Company's common stock. On August 17, 2020, HGT converted \$5,833 of notes into 2,645,449 shares of the Company's common stock. On September 9, 2020, HGT converted \$11,822 of notes into 2,775,076 shares of the Company's common stock. On November 11, 2020, HGT converted \$25,239 of notes into 2,911,055 shares of the Company's common stock. On December 18, 2020, HGT converted \$40,126 of notes into 3,053,696 shares of the Company's common stock. On June 25, 2021, HGT converted the remaining note balance of \$17,240 into 1,257,476 shares of the Company's common stock.

On September 30, 2021, the Company and ViaOne Services, LLC entered into a revolving convertible promissory note (the “Revolving Note”). The Company agrees to pay ViaOne the principal sum of \$1,000,000 or such a smaller amount as ViaOne may advance to the Company from time to time under the Revolving Note, which is subject to a simple interest rate of 8% per annum and will expire earlier on demand or the third anniversary of the Original Issue Date. The Revolving Note (and any unpaid interest or liquidated damages amount) may be converted into shares of Common Stock at a conversion price of eighty-five percent (85%) of the VWAP for the five (5) trading days immediately prior to the date of the notice of conversion. On December 31, 2021, the Company amended the note to allow for the conversion of the Note into shares of the Company’s Series E Preferred Stocks. Effective December 31, 2021, ViaOne Services, LLC converted the Revolving Note into 6,730 shares of the Company’s Series E Convertible Preferred Stock, terminating the Revolving Note.

On September 30, 2021, the Company entered into a new Employee Services Agreement with ViaOne effective as of September 1, 2021 (the “Effective Date”). For a monthly management fee of \$42,000 (the “Monthly Management Fee”), ViaOne shall provide to the Company services related to Company’s human resources, payroll, marketing, advertising, accounting, and financial services for a period of one year beginning on the Effective Date and automatically renewing for successive terms of one year each unless either party provides 90 days’ notice. ViaOne has the right to convert part or all of the Monthly Management Fee into shares of the Company’s common stock, par value \$0.001 per share at a Conversion Rate equal to 125% of the Conversion Amount, divided by the Conversion Price. The Conversion Price means, with respect to Management Fee, 85% of the volume weighted average price (“VWAP”) for the 5 trading days immediately prior to the date of the notice of conversion. On December 31, 2021, the Company amended the note to allow for the conversion of the Note into shares of the Company’s Series E Preferred Stocks. Effective December 31, 2021, ViaOne Services, LLC converted the new Employee Services Agreement Note into 1,557 shares of the Company’s Series E Convertible Preferred Stock.

## 6. Derivative Liabilities

As of December 31, 2021, the Company does not have any outstanding convertible promissory notes. The following inputs and assumptions were used to value the convertible debentures outstanding during the year ended December 31, 2020:

The projected annual volatility was based on the historic volatility of the Company of 268.8% and the risk free rate was 0.08% at December 31, 2020. The expected life was one year and the dividend yield was 0%.

A summary of the activity of the derivative liability is shown below:

Balance, December 31, 2019	\$	777,118
Change in value		526,338
Balance, December 31, 2020		1,303,456
Change in value		(1,303,456)
Balance, December 31, 2021	\$	-

## 7. Common Stock

Equity Transactions for the Year Ended December 31, 2020:

On August 17, 2020, HGT converted \$5,833 of a convertible note into 2,645,449 shares of the Company's common stock.

On September 09, 2020, HGT converted \$11,822 of a convertible note into 2,775,076 shares of the Company's common stock.

On November 11, 2020, HGT converted \$25,239 of a convertible note into 2,911,055 shares of the Company's common stock.

On December 18, 2020, HGT converted \$40,126 of a convertible note into 3,053,696 shares of the Company's common stock.

Equity Transactions for the Year Ended December 31, 2021:

On March 8, 2021, Lincoln Acquisition converted 18,000 shares of Preferred B Stock into 3,600,000 of the Company's common stock.

On May 18, 2021, Lincoln Acquisition converted 29,881 shares of Preferred B Stock into 5,976,200 of the Company's common stock.

On June 25, 2021, HGT converted \$17,240 of a convertible note into 1,257,476 shares of the Company's common stock.

On July 21, 2021, William Schultz converted 2,500 shares of Preferred B Stock into 500,000 of the Company's common stock.

On August 24, 2021, the Company issued 1,000,000 Company's common stock to David B. Dorwart for accrued compensation.

On August 24, 2021, the Company issued 1,000,000 Company's common stock to Eric Brown for accrued compensation.

On August 24, 2021, the Company issued 500,000 Company's common stock to Jordan Axt for accrued compensation.

On August 24, 2021, the Company issued 500,000 Company's common stock to Domenic Edward Fontana for accrued compensation.

On August 24, 2021, the Company issued 500,000 Company's common stock to John D Hilzendager for accrued compensation.

On August 24, 2021, the Company issued 300,000 Company's common stock to Alexandra M Dorwart for accrued compensation.

On August 24, 2021, the Company issued 200,000 Company's common stock to Marjorie Greenhalgh for accrued compensation.

On August 24, 2021, the Company issued 150,000 Company's common stock to Frances Lynn Martin for accrued compensation.

On August 24, 2021, the Company issued 50,000 Company's common stock to Kaitlyn Kazanjian as accrued compensation.

On August 24, 2021, the Company issued 50,000 Company's common stock to Elizabeth Van Fossen as accrued compensation.

On August 24, 2021, the Company issued 400,000 Company's common stock to Douglas Wathen as accrued compensation.

On August 24, 2021, the Company issued 100,000 Company's common stock to Tim Bergman as accrued compensation.

On August 24, 2021, the Company issued 25,000 Company's common stock to Samuel Joseph Schwieters as accrued compensation.

On August 24, 2021, the Company issued 50,000 Company's common stock to Robert Welch as accrued compensation.

On August 24, 2021, the Company issued 10,000 Company's common stock to Nuno Neto as accrued compensation.

On August 24, 2021, the Company issued 10,000 Company's common stock to Maria Iriarte Uriarte accrued compensation.

On August 24, 2021, the Company issued 100,000 Company's common stock to Infinity Global Consulting Group, Inc. as stock based compensation.

On September 03, 2021, the Company issued 8,000 Company's common stock to Ntleon Technologies Private Limited as stock based compensation.

On September 03, 2021, the Company issued 105,000 Company's common stock to Whole Plant Systems, LLC as stock based compensation.

On September 03, 2021, the Company issued 10,000 Company's common stock to J Ramsdell Consulting as stock based compensation.

On November 16, 2021, the Company issued 9,188,820 Company's common stock to Armistice Capital LLC as part of closing the Private Placement funding.

On November 16, 2021, the Company issued 2,166,668 Company's common stock to Iroquois Capital Investment Group LLC as part of closing the Private Placement funding.

On November 16, 2021, the Company issued 1,166,668 Company's common stock to Iroquois Master Fund LTD as part of closing the Private Placement funding.

On November 16, 2021, the Company issued 1,700,000 Company's common stock to Bigger Capital Fund LP as part of closing the Private Placement funding.

On November 16, 2021, the Company issued 1,700,000 Company's common stock to District 2 Capital Fund LP as part of closing the Private Placement funding.

On December 27, 2021, Armistice Capital LLC converted 1,477,848 warrants into the Company's common stock.

## **8. Preferred Stock**

Our Articles of Incorporation authorize us to issue up to 5,000,350 shares of preferred stock, \$0.001 par value. Of the 5,000,000 authorized shares of preferred stock, the total number of shares of Series A Preferred Stock the Corporation shall have the authority to issue is 2,000,000, with a stated par value of \$0.001 per share, the total number of shares of Series B Preferred Stock the Corporation shall have the authority to issue is 249,999, with a stated par value of \$0.001 per share, the total number of shares of Series C Preferred Stock the Corporation shall have the authority to issue is 1, with a stated par value of \$0.001 per share, the total number of shares of Series D Preferred Stock the Corporation shall have the authority to issue is 350, with a stated par value of \$0.001 per share, and the total number of shares of Series E Preferred Stock the Corporation shall have the authority to issue is 2,750,000, with a stated par value of \$0.001 per share. Our Board of Directors is authorized, without further action by the shareholders, to issue shares of preferred stock and to fix the designations, number, rights, preferences, privileges and restrictions thereof, including dividend rights, conversion rights, voting rights, terms of redemption, liquidation preferences and sinking fund terms. We believe that the Board of Directors' power to set the terms of, and our ability to issue preferred stock, will provide flexibility in connection with possible financing or acquisition transactions in the future. The issuance of preferred stock, however, could adversely affect the voting power of holders of common stock and decrease the amount of any liquidation distribution to such holders. The presence of outstanding preferred stock could also have the effect of delaying, deterring or preventing a change in control of our company.

As of December 31, 2021, we had 7,500 shares of our Series A preferred stock, 20,296 shares of Series B preferred stock, 1 share of Series C preferred stock, 0 share of Series D preferred stock, and 57,663 shares of Series E preferred stock issued and outstanding.

The 7,500 issued and outstanding shares of Series A Preferred Stock are convertible into shares of common stock at a rate of 20 common shares for each Series A Preferred Share. The 20,296 issued and outstanding shares of Series B Preferred Stock are convertible into shares of common stock at a rate of 200 common shares for each Series B Preferred Share. The 57,663 issued and outstanding shares of Series E Preferred Stock are convertible into shares of common stock at a rate of 1,000 common shares for each Series E Preferred Share. If all of our Series A, B and E Preferred Stock are converted into shares of common stock, the number of issued and outstanding shares of our common stock will increase by 61,872,201 shares.

The 1 issued and outstanding shares of Series C Preferred Stock has voting rights equivalent to 51% of all shares entitled to vote and is held by ViaOne Services LLC, a Company controlled by our CEO.

The Series D Preferred Stock can be convertible into shares of common stock at the lower of the Fixed Conversion Price (\$.06 per share) or at the VWAP which shall be defined as the average of the five (5) lowest closing prices during the 20 days prior to conversion. We did not have any share of Series D preferred stock issued and outstanding as of December 31, 2021.

The Series A, Series B, Series C and Series D have a liquidation preference to the common shareholders.

## **9. Warrant**

In connection with the \$100,000 convertible debenture issued to HGT Capital, LLC ("HGT"), the Company issued HGT a warrant to purchase 100,000 shares of the Company's common stock at \$1.00 per share. This warrant was not exercised and expired on April 15, 2020.

As part of the Private Placement funding, the Company issued two new warrants to Armistice Capital, LLC and Sabby Management to purchase 1,477,848 and 3,333,333 shares of the Company's common stock at \$0.20 per share, respectively. If the warrant is not exercised, it will expire on May 17, 2027.

## 10. Related Party Transactions

On or around April 7, 2016, Silver Linings Management, LLC funded the Company \$13,440 in the form of convertible debentures secured by certain high-powered gaming machines purchased from XIDAX. Such note bore interest at a rate of 10% per annum, payable in cash or kind at the option of the Company, matured on April 1, 2018, and was convertible into Series B Preferred shares at the option of the holder at any time. Effective December 31, 2021, the Note was converted into 1,680 shares of Series B preferred stock.

On November 30, 2016, ViaOne purchased a Secured Promissory Note equal to a maximum initial principal amount of \$150,000 issued by the Company to ViaOne. As additional advances were made by ViaOne to the Company, the principal amount of the Note was increased to \$225,000 and \$363,000 by amendments dated January 31, 2017, and March 1, 2017, respectively.

On May 5, 2017, ViaOne delivered a default notice to the Company pursuant to Section 6 of the Note Purchase Agreement but has subsequently extended the due date and has increased the funding up to One Million (\$1,000,000) dollars. After giving the Company a fifteen (15) day notice period to cure the default under the Stock Pledge Agreement, dated November 30, 2016, entered by and among the Company, CMG, and ViaOne ("Pledge Agreement"), ViaOne took possession of the Series C Stock, which was subject of the Pledge Agreement.

The Secured Promissory Note as amended increased from time to time due to additional advances provided to the Company by ViaOne.

On September 1, 2017, the Company executed an amended Employee Services Agreement with ViaOne which stipulated that ViaOne would continue providing to the Company services relating to the Company's human resources, marketing, advertising, accounting, and financing for a monthly management fee of \$25,000. This agreement was amended on January 1, 2018. The accrued monthly management fees, \$100,000 at December 31, 2017, are convertible by ViaOne into the Company's common stock at a rate of 125% of the accrued fees at a conversion price of (i) \$0.05 per share; or (ii) the volume-weighted adjusted price ("VWAP") of the common stock on the 14th day of each month if the 14th of that month is a trading day. In the event the 14th day of a month falls on a Saturday, Sunday, or a trading holiday, the VWAP of the Common Stock will be valued on the last trading day before the 14th day of the month. The agreement was terminated on August 31, 2021.

On September 27, 2018, the Company and ViaOne entered into a Line of Credit Agreement (the "LOC Agreement"), pursuant to which the Company issued a secured promissory note with the initial principal amount of \$25,000 to ViaOne in exchange for a loan of \$25,000 (the "Initial Loan Amount"). In accordance with this Agreement, the Company may request ViaOne to provide loans of up to \$250,000, including the Initial Loan Amount, and ViaOne has the right to decide whether it will honor such request. The Initial Loan Amount became due on September 30, 2019 (the "Maturity Date") and bore an interest rate of 8.0% per annum. The unpaid principal and interest of the Promissory Note after the Maturity Date accrued interest at a rate of 18.0% per annum. The principal amount of the Promissory Note may increase from time to time up to \$250,000 in accordance with the terms and conditions of the Agreement. In connection with the Agreement and Promissory Note, the Company and ViaOne executed a security agreement dated September 27, 2018, whereby the Company granted ViaOne a security interest in all of its assets, including without limitation, cash, inventory, account receivables, real property, and intellectual properties, to secure the repayment of the loans made pursuant to the LOC Agreement and Promissory Note.

On September 30, 2021, the Company entered into a new Employee Services Agreement with ViaOne effective as of September 1, 2021 (the "Effective Date"). For a monthly management fee of \$42,000 (the "Monthly Management Fee"), ViaOne shall provide to the Company services related to Company's human resources, payroll, marketing, advertising, accounting, and financial services for a period of one year beginning on the Effective Date and automatically renewing for successive terms of one year each unless either party provides 90 days' notice. ViaOne has the right to convert part or all of the Monthly Management Fee into shares of the Company's common stock, par value \$0.001 per share at a Conversion Rate equal to 125% of the Conversion Amount, divided by the Conversion Price. The Conversion Price means, with respect to Management Fee, 85% of the volume weighted average price ("VWAP") for the 5 trading days immediately prior to the date of the notice of conversion.

On September 30, 2021, the Company and ViaOne entered into a revolving convertible promissory note (the "Revolving Note"). The Company agrees to pay ViaOne the principal sum of \$1,000,000 or such a smaller amount as ViaOne may advance to the Company from time to time under the Revolving Note, which is subject to a simple interest rate of 8% per annum and will expire earlier on demand or the third anniversary of the Original Issue Date. The Company granted ViaOne warrants to purchase the 1,000,000 shares of Common Stocks at an exercise price of \$0.42, a premium of 20% to the closing bid price of the Common Stock the trading day prior to the execution of the Revolving Note. Payment of all obligations under the Revolving Note is secured by a security interest granted to ViaOne by the Company in all of the right, title and interest of the Company in all of the assets of the Company currently owned or acquired hereafter. The Revolving Note (and any unpaid interest or liquidated damages amount) may be converted into shares of Common Stock at a conversion price of eighty-five percent (85%) of the VWAP for the five (5) trading days immediately prior to the date of the notice of conversion. The Revolving Note contains customary events of default, including, among others, the failure by the Company to make a payment of principal or interest when due. Following an event of default, ViaOne is entitled to accelerate the entire indebtedness under the Revolving Note. The restrictions are also subject to certain additional qualifications and carve outs, as set forth in the Revolving Note.

On December 31, 2021, the Company amended the both original and new Employee Service Agreements, Secured Promissory Note, and Revolving Convertible Promissory Note to allow for the conversion of Notes into shares of the Company's Series E Preferred Stocks. Effective December 31, 2021, the original Employee Service Agreement was converted into 24,540 shares of the Company's Series E Preferred Stocks and the new Employee Service Agreement was converted into 1,557 shares of the Company's Series E Preferred Stocks. Additionally, Secured Promissory Note and Revolving Convertible Note was converted into 24,836 and 6,730 shares of the Company's Series E Preferred Stocks, respectively.

As of December 31, 2021, the Company doesn't owe anything to ViaOne Services.

The Company's Chairman and Chief Executive Officer is the Chairman of ViaOne.

## **11. Income Taxes**

The Company has a net operating loss carried forward of approximately \$3,200,824 available to offset taxable income in future years which commence expiring in fiscal 2030.

The U.S. Tax Reform Act amends the Internal Revenue Code to reduce tax rates and modify policies, credits, and deductions for individuals and business. For businesses, the Act reduces the corporate tax rate from a maximum of 35% to a flat 21% rate. The rate reduction is effective on January 1, 2018. As a result of the rate reduction, the Company has reduced the deferred tax asset balance as of December 31, 2017 by \$80,329. As a result of the full valuation allowance on the net deferred tax assets, there was a corresponding adjustment to the valuation allowance for this same amount. Therefore, there is no impact on the Company's 2017 earnings for the law change.

The significant components of deferred income tax assets and liabilities at December 31, 2021 and 2020 are as follows:

	2021	2020
Net Operating Loss Carryforward	\$ 672,173	\$ 886,761
Valuation allowance	(672,173)	(886,761)
Net Deferred Tax Asset	\$ -	\$ -

The income tax benefit has been computed by applying the weighted average income tax rates of Canada (federal and provincial statutory rates) and of the United States (federal and state rates) of 21% to a net loss before income taxes calculated for each jurisdiction. The tax effects of significant temporary differences, which comprise future tax assets and liabilities, are as follows:

	2021	2020
Income tax recovery at statutory rate	\$ (71,065)	\$ 202,836
Valuation allowance change	71,065	(202,836)
Provision for income taxes	\$ -	\$ -

#### 12. Commitments and Contingencies

None.

#### 13. Acquisition and Discontinued Operations

None.

#### 14. Subsequent Events

None.

#### ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

#### ITEM 9A. CONTROLS AND PROCEDURES

##### *Disclosure Controls and Procedures*

We maintain disclosure controls and procedures, as defined in Rule 13a-15(e) promulgated under the Securities Exchange Act of 1934 (the "Exchange Act"), that are designed to ensure that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

We carried out an evaluation, under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures as of December 31, 2021. Based on the evaluation of these disclosure controls and procedures, and in light of the material weaknesses found in our internal controls over financial reporting, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were not effective as of December 31, 2021.

We believe we have applied procedures and processes as necessary to ensure the reliability of our financial reporting regarding this annual report. Accordingly, the Company believes, based on its knowledge, that: (i) this annual report 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 they were made, not misleading with respect to the period covered by this report; and (ii) the financial statements, and other financial information included in this annual report, fairly present in all material respects our financial condition, results of operations and cash flows as of and for the periods presented in this annual report.

#### ***Management's Report on Internal Control Over Financial Reporting***

Management is responsible for establishing and maintaining adequate internal control over financial reporting, as defined in Exchange Act Rule 13a-15(f). The Company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with accounting principles generally accepted in the United States of America.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Under the supervision and with the participation of management, including the Chief Executive Officer and Chief Financial Officer, the Company conducted an evaluation of the effectiveness of the Company's internal control over financial reporting as of December 31, 2021 using the criteria established in "*Internal Control - Integrated Framework (2013)*" issued by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO").

A material weakness is a deficiency, or combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of the Company's annual or interim financial statements will not be prevented or detected on a timely basis. In its assessment of the effectiveness of internal control over financial reporting as of December 31, 2021, the Company determined that there were control deficiencies that constituted material weaknesses, as described below.

1. *We do not have an Audit Committee* – While not being legally obligated to have an audit committee, it is the management's view that such a committee, including a financial expert member, is the important entity-level control over the Company's financial statements. Currently, the Board of Directors acts in the capacity of the Audit Committee and does not include a member that is considered to be independent of management to provide the necessary oversight over management's activities.
2. *We did not maintain appropriate cash controls* – Until June 30, 2017, we did not maintain sufficient internal controls over financial reporting for the cash process, including failure to segregate cash handling and accounting functions, and did not require dual signature on our bank accounts. From June 30, 2017 through December 31, 2018, due to the change in corporate officers and board of directors, we have implemented appropriate cash controls and enforced separation of accounting functions to appropriately maintain cash controls.
3. *We implemented appropriate information technology controls* – As of December 31, 2021, we retain copies of all financial data and material agreements. There is a formal procedure or evidence of normal backup of our data or off-site storage of the data in the event of theft, misplacement, or loss due to unmitigated factors.

Accordingly, we have concluded that these control deficiencies resulted in a reasonable possibility that a material misstatement of the annual or interim financial statements will not be prevented or detected on a timely basis by the Company's internal controls.

As a result of the material weaknesses described above, we did not maintain effective internal control over financial reporting as of December 31, 2021 based on criteria established in Internal Control—Integrated Framework (2013) issued by COSO.

***Continuing Remediation Efforts to address deficiencies in Company's Internal Control over Financial Reporting***

The Company has engaged in a business of merit and has sufficient personnel available. Our Board of Directors, in particular, has established the following remediation measures in connection with the aforementioned deficiencies:

1. Our Board of Directors has nominated a financial expert on our Board of Directors.
2. We have appointed additional personnel to assist with the preparation of our monthly financial reporting, which includes preparation of the monthly bank reconciliations.

***Changes in Internal Control over Financial Reporting***

There are no recent changes in internal controls.

**ITEM 9B. OTHER INFORMATION DATA**

None.

**PART III**

**ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE**

Our directors shall serve on the Board of Directors until their successors are elected and qualified. Our officers are appointed by our Board of Directors. The following table provides the names, positions and ages of our directors and officers:

<b>Name</b>	<b>Age</b>	<b>Position</b>
David Dorwart	63	CEO, Director
Domenic Fontana	40	CFO, Director
Jordan Axt	40	CMO, Director

We have no knowledge of any arrangements, including any pledge by any person of our securities, the operation of which may at a subsequent date result in a change in our control. We are not, to the best of our knowledge, directly or indirectly owned or controlled by another corporation or foreign government.

David Dorwart, CEO and Director

David Dorwart from January 2011 to the present, is the Chairman of the Board of Assist Wireless, a company based in Fort Worth, Texas that is a leading provider of lifeline phone service for individuals and families who qualify for government assistance. They are one of the fastest growing wireless providers in the telecommunications industry targeting the unbanked/underbanked and credit-challenged consumer demographic. In addition, Mr. Dorwart, since 2010, is the President and CEO of Acacia Energy, LLC. A provider of electric service to Customers in the Texas deregulated areas. Acacia Energy provides services to both the residential and small commercial businesses. Also since 2010, David Dorwart has been the CEO of PayGo Distributors, LLC, a distribution company with over 100 Independent Sales Organizations under their management. PayGO focuses on distributing prepaid Electric, Home Phone and Wireless Services to residential Customers within the United States. Since 2009, he has been the CEO of Britton & Associates, a full-service Construction Consulting Firm. They specialize in the resolution of construction claims and construction disputes throughout the United States. From 1999 to 2009, he was the Founder, President & CEO of dPi Teleconnect/dPi Energy, LLC. He graduated from University of Delaware with a B.S. in Business.

Domenic Fontana, CFO and Director

Domenic Fontana is currently Sr. Vice President of ViaOne Services and a new board member. He is an experienced CPA and financial executive who has worked in progressively more advanced executive roles throughout his career. Having worked at Verizon, Ebay and now ViaOne Services over the last 14 years, he has developed intimate and extensive knowledge of executive level management and the telecommunications industry. He has worked in all aspects of Finance, Accounting, Treasury, and Operations.

Jordan Majkszak Axt, CMO and Director

Jordan Majkszak Axt is a results-producing marketing professional with over 19 years of experience successfully developing marketing and branding strategies. He has been consistently noted by executives, colleagues, and journalists for his specific expertise in bringing products and services online with a comprehensive digital go-to-market strategy. He has previously held executive level positions as Director of Marketing for ProfitPoint Inc. and Clutch Holdings LLC. He is Vice President of Marketing of ViaOne Services where he develops all marketing and customer acquisition strategies for 14 consumer facing brands.

### **Involvement in Certain Legal Proceedings**

During the past ten years, David Dorwart, Domenic Fontana, and Jordan Majikszak Axt have not been the subject of the following events:

A petition under the Federal bankruptcy laws or any state insolvency law was filed by or against, or a receiver, fiscal agent or similar officer was appointed by a court for the business or property of such person, or any partnership in which he was a general partner at or within two years before the time of such filing, or any corporation or business association of which he was an executive officer at or within two years before the time of such filing;

Convicted in a criminal proceeding or is a named subject of a pending criminal proceeding (excluding traffic violations and other minor offenses);

The subject of any order, judgment, or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction, permanently or temporarily enjoining him from, or otherwise limiting, the following activities;

Acting as a futures commission merchant, introducing broker, commodity trading advisor, commodity pool operator, floor broker, leverage transaction merchant, any other person regulated by the Commodity Futures Trading Commission, or an associated person of any of the foregoing, or as an investment adviser, underwriter, broker or dealer in securities, or as an affiliated person, director or employee of any investment company, bank, savings and loan association or insurance company, or engaging in or continuing any conduct or practice in connection with such activity;

Engaging in any type of business practice; or

Engaging in any activity in connection with the purchase or sale of any security or commodity or in connection with any violation of Federal or State securities laws or Federal commodities laws;

The subject of any order, judgment or decree, not subsequently reversed, suspended or vacated, of any Federal or State authority barring, suspending or otherwise limiting for more than 60 days the right of such person to engage in any activity described in paragraph 3.i in the preceding paragraph or to be associated with persons engaged in any such activity;

Was found by a court of competent jurisdiction in a civil action or by the Commission to have violated any Federal or State securities law, and the judgment in such civil action or finding by the Commission has not been subsequently reversed, suspended, or vacated;

Was found by a court of competent jurisdiction in a civil action or by the Commodity Futures Trading Commission to have violated any Federal commodities law, and the judgment in such civil action or finding by the Commodity Futures Trading Commission has not been subsequently reversed, suspended or vacated;

Was the subject of, or a party to, any Federal or State judicial or administrative order, judgment, decree, or finding, not subsequently reversed, suspended or vacated, relating to an alleged violation of:

Any Federal or State securities or commodities law or regulation; or

Any law or regulation respecting financial institutions or insurance companies including, but not limited to, a temporary or permanent injunction, order of disgorgement or restitution, civil money penalty or temporary or permanent cease-and-desist order, or removal or prohibition order, or

Any law or regulation prohibiting mail or wire fraud or fraud in connection with any business entity; or

Was the subject of, or a party to, any sanction or order, not subsequently reversed, suspended or vacated, of any self-regulatory organization (as defined in Section 3(a)(26) of the Exchange Act (15 U.S.C. 78c(a)(26))), any registered entity (as defined in Section 1(a)(29) of the Commodity Exchange Act (7 U.S.C. 1(a)(29))), or any equivalent exchange, association, entity or organization that has disciplinary authority over its members or persons associated with a member.

#### **Audit Committee**

We do not have a separately designated audit committee. Accordingly, our board of directors is deemed our audit committee as provided for under the Sarbanes-Oxley Act of 2002.

#### **Code of Ethics**

We have adopted a corporate code of ethics. We believe our code of ethics is reasonably designed to deter wrongdoing and promote honest and ethical conduct; provide full, fair, accurate, timely and understandable disclosure in public reports; comply with applicable laws; ensure prompt internal reporting of code violations; and provide accountability for adherence to the code.

#### **Section 16(a) of the Securities Exchange Act of 1934**

Section 16(a) of the Securities Exchange Act of 1934 requires our executive officers and directors, and persons who beneficially own more than 10% of our equity securities, to file reports of ownership and changes in ownership with the Securities and Exchange Commission. Officers, directors and greater than 10% shareholders are required by SEC regulation to furnish the Company with copies of all Section 16(a) forms they file. Based on our review of the copies of such forms we received, we believe that during the fiscal year ended December 31, 2017, we have not complied with such filing requirements applicable to our officers and directors. We plan to comply with such filing requirements in the future.

#### **Director Independence**

We do not have any independent director.

#### **Family Relationships**

There are no family relationships between any of the officers, directors, or consultants.

#### **Conflicts of Interest**

Our officers and directors are also officers/directors of ViaOne Services and therefore, will devote time to projects that do not involve us.

#### **Compensation of Directors**

The members of our Board of Directors are not compensated for their services as directors. The Board has not implemented a plan to award options to any directors. There are no contractual arrangements with any member of the Board of Directors. We have no director service contracts. We do not currently have any long-term incentive plans that provide compensation intended to serve as incentive for performance.

### Indemnification

Under our Articles of Incorporation and Bylaws of the corporation, we may indemnify an officer or director who is made a party to any proceeding, including a lawsuit, because of his position, if he acted in good faith and in a manner, he reasonably believed to be in our best interest. We may advance expenses incurred in defending a proceeding. To the extent that the officer or director is successful on the merits in a proceeding as to which he is to be indemnified, we must indemnify him against all expenses incurred, including attorney's fees. With respect to a derivative action, indemnity may be made only for expenses actually and reasonably incurred in defending the proceeding, and if the officer or director is judged liable, only by a court order. The indemnification is intended to be to the fullest extent permitted by the laws of the State of Nevada.

Regarding indemnification for liabilities arising under the Securities Act of 1933, which may be permitted to directors or officers under Nevada law, we are informed that, in the opinion of the Securities and Exchange Commission, indemnification is against public policy, as expressed in the Act and is, therefore, unenforceable.

We are not categorized as a "shell company" as that term is defined in Reg. 405 of the Act. A "shell company" is a corporation with no or nominal assets or its assets consist solely of cash, and no or nominal operations.

### ITEM 11 EXECUTIVE COMPENSATION

The following tables set forth, for each of the last two completed fiscal years of us, the total compensation awarded to, earned by or paid to any person who was a principal executive officer during the preceding fiscal year and every other highest compensated executive officers earning more than \$100,000 during the last fiscal year (together, the "Named Executive Officers"). The tables set forth below reflect the compensation of the Named Executive Officers.

**Summary Compensation Table**

Name and Principal Position	Year	Salary (\$)	Bonus (\$)	Stock Awards (\$)	Option Awards (\$)	Non-Equity Incentive Plan Compensation (\$)	Change in Pension Value and Nonqualified Deferred Compensation Earnings (\$)	All Other Compensation (\$)	Total (\$)
David Dorwart	2020	-0-	-0-	-0-	-0-	-0-	-0-	-0-	-0-
	2021	-0-	-0-	-0-	-0-	-0-	-0-	-0-	-0-
Domenic Fontana	2020	-0-	-0-	-0-	-0-	-0-	-0-	-0-	-0-
	2021	-0-	-0-	-0-	-0-	-0-	-0-	-0-	-0-
Jordan Axt	2020	-0-	-0-	-0-	-0-	-0-	-0-	-0-	-0-
	2021	-0-	-0-	-0-	-0-	-0-	-0-	-0-	-0-

## Narrative Disclosure to Summary Compensation Table

Other than set out below, there are no arrangements or plans in which we provide pension, retirement or similar benefits for directors or executive officers. Our directors and executive officers may receive share options at the discretion of our board of directors in the future. We do not have any material bonus or profit sharing plans pursuant to which cash or non-cash compensation is or may be paid to our directors or executive officers, except that share options may be granted at the discretion of our board of directors.

### Stock Option Plan

On April 30, 2018, the holder of one (1) share of Series C Preferred Stock of the Company that entitles such holder to vote a majority of the issued and outstanding voting securities of the Company's approved by written consent that the Company adopts the 2018 Stock Incentive Plan (the "2018 Plan") under which the Board may decide at its sole discretion to grant equity awards to certain employees and consultants as set forth in the 2018 Plan. The description of the 2018 Plan does not purport to be complete and is incorporated herein by reference to a current report on form 8-k filed with the Securities and Exchange Commission on May 4, 2018.

### Grants of Plan-Based Awards

There were no plan-based awards outstanding as of December 31, 2020.

### Outstanding Equity Awards at Fiscal Year End

The following table summarizes outstanding unexercised options, unvested stocks and equity incentive plan awards held by each of our named executive officers, as of December 31, 2020:

#### OUTSTANDING EQUITY AWARDS AT FISCAL YEAR-END

Name	OPTION AWARDS					STOCK AWARDS				
	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Options (#)	Options Exercise Prices (\$)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested (\$)	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Been Issued (#)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Been Issued (\$)	
David Dorwart	0	0	0	-	-	-	-	0	\$ 0	
Domenic Fontana	0	0	0	-	-	-	-	0	\$ 0	
Jordan Axt	0	0	0	-	-	-	-	0	\$ 0	

## Compensation of Directors

We do not have any agreements for compensating our directors for their services in their capacity as directors as of December 31, 2021.

## Pension, Retirement or Similar Benefit Plans

There are no arrangements or plans in which we provide pension, retirement or similar benefits for directors or executive officers. We have no material bonus or profit sharing plans pursuant to which cash or non-cash compensation is or may be paid to our directors or executive officers, except that stock options may be granted at the discretion of the board of directors or a committee thereof. (please advise)

## Employment Contracts

There is no standing employment contract with the Company as of December 31, 2021.

## ITEM 12 SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

### Beneficial Owners

The following table sets forth certain information regarding beneficial ownership of our common stock as of April 2, 2020 (i) each person (or group of affiliated persons) who is known by us to own more than five percent (5%) of the outstanding shares of our common stock, (ii) each director, executive officer and director nominee, and (iii) all of our directors, executive officers and director nominees as a group.

Beneficial ownership is determined in accordance with SEC rules and generally includes voting or investment power with respect to securities. For purposes of this table, a person or group of persons is deemed to have "beneficial ownership" of any shares of common stock that such person has the right to acquire within 60 days of the date of the respective table. For purposes of computing the percentage of outstanding shares of our common stock held by each person or group of persons named above, any shares that such person or persons has the right to acquire within 60 days of the date of the respective table is deemed to be outstanding for such person, but is not deemed to be outstanding for the purpose of computing the percentage ownership of any other person. The inclusion herein of any shares listed as beneficially owned does not constitute an admission of beneficial ownership.

Unless otherwise noted, the business address of each beneficial owner listed is 415 McFarlan Road, Suite 108, Kennett Square, PA 19348. Except as otherwise indicated, the persons listed below have the sole voting and investment power with respect to all shares of our common stock owned by them, except to the extent that power may be shared with a spouse.

As of January 31, 2022, we had 103,526,044 shares of common stock issued and outstanding.

<b>Name of Beneficial Owner</b>	<b>Amount and Nature of Beneficial Ownership</b>	<b>Percent of Class</b>
David Dorwart(1)	4,869,167	4.70%
Domenic Fontana	500,000	0.48%
Jordan Majkszak Axt	500,294	0.48%
<b>All officers and directors as a group (three persons)</b>	<b>5,869,461</b>	<b>5.67%</b>

(1) Held through ViaOne, SilverLinings Management, and Britton Associates in the respective amounts of 1,369,167 1,500,000 and 1,000,000 shares.

**ITEM 13 CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE**

The shares owned by ViaOne and SilverLinings Management are deemed to be beneficially owned by our CEO, David Dorwart, as he owned almost 5% of shares. The Company's Chairman and Chief Executive Officer is the Chairman of ViaOne.

No other companies, directors or executive officers, nor any person who owned of record or was known to own beneficially more than 5% of our outstanding shares of common stock, nor any associate or affiliate of such persons or companies, have any material interest, direct or indirect, in any transaction that has occurred during the past fiscal year, or in any proposed transaction, which has materially affected or will affect us.

With regard to any future related party transaction, we plan to fully disclose any and all related party transactions in the following manor:

- Disclosing such transactions in reports where required;
- Disclosing in any and all filings with the SEC, where required;
- Obtaining disinterested directors consent; and
- Obtaining shareholder consent where required.

**ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES**

**(1) Audit and Audit Related Fees**

The aggregate fees billed for each of the last two fiscal years for professional services rendered by the principal accountant for our audit of annual financial statements and review of interim financial statements included in our quarterly reports on Form 10-Qs or services that are normally provided by the accountant in connection with statutory and regulatory filings or engagements for those fiscal years was:

<b>FISCAL YEAR ENDED DECEMBER 31,</b>	<b>AMOUNT</b>	<b>PRINCIPAL ACCOUNTING FIRM</b>
2021	\$ 11,500	BOYLE CPA, LLC
2020	\$ 10,000	BOYLE CPA, LLC

**(2) Tax Fees**

The aggregate fees billed in each of the last two fiscal years for professional services rendered by the principal accountant for tax compliance, tax advice, and tax planning was:

<b>FISCAL YEAR ENDED DECEMBER 31,</b>	<b>AMOUNT</b>	<b>PRINCIPAL ACCOUNTING FIRM</b>
2021	\$ -	BOYLE CPA, LLC
2020	\$ -	BOYLE CPA, LLC

**(3) All Other Fees**

The aggregate fees billed in each of the last two fiscal years for the products and services provided by the principal accountant, other than the services reported in paragraphs (1) and (2) was:

<b>FISCAL YEAR ENDED DECEMBER 31,</b>	<b>AMOUNT</b>	<b>PRINCIPAL ACCOUNTING FIRM</b>
2021	\$ -	BOYLE CPA, LLC
2020	\$ -	BOYLE CPA, LLC

(4) Our audit committee's pre-approval policies and procedures described in paragraph (c)(7)(i) of Rule 2-01 of Regulation S-X were that the audit committee pre-approved all accounting related activities prior to the performance of any services by any accountant or auditor.

(5) The percentage of hours expended on the principal accountant's engagement to audit our financial statements for the most recent fiscal year that were attributed to work performed by persons other than the principal accountant's full time, permanent employees was 0%.

**Part IV**

**ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES**

(1) List of Financial statements included in Part II hereof:

[Balance Sheets, as of December 31, 2021 and 2020](#)  
[Statements of Operations for the years ended December 31, 2021 and 2020](#)  
[Statements of Cash Flows for the years ended December 31, 2021 and 2020](#)  
[Statements of Stockholders' Equity \(Deficit\) for the years ended December 31, 2021 and 2020](#)  
[Notes to the Financial Statements](#)

(2) List of Financial Statement schedules included in Part IV hereof: None.

(3) Exhibits

The following exhibits are included herewith:

<b>Exhibit No.</b>	<b>Description</b>
3.1	<a href="#">Articles of Incorporation of the Company (1)</a>
3.2	<a href="#">Bylaws of the Company (2)</a>
14.1	<a href="#">Code of Ethics (3)</a>
31.1	<a href="#">Certification of Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002+</a>
31.2	<a href="#">Certification of Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002+</a>
32.1	<a href="#">Certification of Chief Executive Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002+</a>
32.2	<a href="#">Certification of Chief Financial Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002+</a>
101.INS	Inline XBRL Instance Document
101.SCH	Inline XBRL Taxonomy Schema
101.CAL	Inline XBRL Taxonomy Calculation Linkbase
101.DEF	Inline XBRL Taxonomy Definition Linkbase
101.LAB	Inline XBRL Taxonomy Label Linkbase
101.PRE	Inline XBRL Taxonomy Presentation Linkbase
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

(1) Incorporated by reference to Exhibit 3.1 to the Company's Form 8-K filed on May 4, 2018.

(2) Incorporated by reference to Exhibit 3.2 to the Company's Form S-1 filed on March 24, 2009.

(3) Incorporated by reference to Exhibit 14.1 to the Company's Form 10-k filed on March 29, 2011.

**ITEM 16. FORM 10-K SUMMARY**

None.

## SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized on April 15, 2022.

Good Gaming, Inc.

By: /s/ David B. Dorwart  
David Dorwart  
Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated:

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ David B. Dorwart</u> David Dorwart	Chief Executive Officer and Chairman of the Board	April 15, 2022
<u>/s/ Domenic Fontana</u> Domenic Fontana	Chief Financial Officer and Director	April 15, 2022
<u>/s/ Jordan Axt</u> Jordan Axt	Chief Marketing Officer and Director	April 15, 2022

## EXHIBIT 31.1

**CERTIFICATION OF THE CHIEF EXECUTIVE OFFICER PURSUANT TO SECTION 302 OF THE  
SARBANES-OXLEY ACT OF 2002**

I, David Dorwart, certify that:

- 1 I have reviewed this annual report on Form 10-K for the year ended December 31, 2021 of Good Gaming, Inc.;
- 2 Based on my knowledge, this report 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 report;
- 3 Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
- 4 The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
- 5 The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: April 15, 2022

By: /s/ David B. Dorwart

David Dorwart  
Chief Executive Officer  
(Principal Executive Officer)

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## EXHIBIT 31.2

**CERTIFICATION OF THE CHIEF FINANCIAL OFFICER PURSUANT TO SECTION 302 OF THE  
SARBANES-OXLEY ACT OF 2002**

I, Domenic Fontana, certify that:

- 1 I have reviewed this annual report on Form 10-K for the year ended December 31, 2021 of Good Gaming, Inc.;
- 2 Based on my knowledge, this report 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 report;
- 3 Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
- 4 The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
- 5 The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: April 15, 2022

By: /s/ Domenic Fontana

Domenic Fontana  
Chief Financial and Accounting Officer  
(Principal Finance Officer)

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**EXHIBIT 32.1****CERTIFICATION PURSUANT TO  
SECTION 906 OF SARBANES-OXLEY ACT OF 2002**

I, David Dorwart, certify, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350, that:

1. The Annual Report on Form 10-K of Good Gaming, Inc. (the "Company") for the year ended December 31, 2021 (the "Report") fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (U.S.C. 78m or 78o(d)); and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: April 15, 2022

By: /s/ David B. Dorwart

David Dorwart  
Chief Executive Officer  
(Principal Executive Officer)

The foregoing certification is being furnished solely pursuant to section 906 of the Sarbanes-Oxley Act of 2002 (subsections (a) and (b) of section 1350, chapter 63 of title 18, United States Code) and is not being filed as part of a separate disclosure document.

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**EXHIBIT 32.2****CERTIFICATION PURSUANT TO  
SECTION 906 OF SARBANES-OXLEY ACT OF 2002**

I, Domenic Fontana, certify, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350, that:

1. The Annual Report on Form 10-K of Good Gaming, Inc. (the "Company") for the period ended December 31, 2021 (the "Report") fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (U.S.C. 78m or 78o(d)); and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: April 15, 2022

By: /s/ Domenic Fontana

Domenic Fontana  
Chief Financial Officer  
(Principal Financial and Accounting Officer)

The foregoing certification is being furnished solely pursuant to section 906 of the Sarbanes-Oxley Act of 2002 (subsections (a) and (b) of section 1350, chapter 63 of title 18, United States Code) and is not being filed as part of a separate disclosure document.

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