

## Submission Data File

General Information	
Form Type	1-A
Contact Name*	M2 Compliance
Contact Phone Number*	754-243-5120
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Document Information	
	26
Name 1	partiiandiii.htm
Document Type 1	PART II AND III
<b>Description 1</b>	
Name 2	ex2-3.htm
Document Type 2	ADD EXHB
<b>Description 2</b>	
Name 3	ex4-1.htm
Document Type 3	EX1A-4 SUBS AGMT
<b>Description 3</b>	
Name 4	ex6-4.htm
Document Type 4	ADD EXHB
<b>Description 4</b>	
Name 5	ex11-2.htm
Document Type 5	ADD EXHB
<b>Description 5</b>	
Name 6	ex12-1.htm
Document Type 6	ADD EXHB
<b>Description 6</b>	
Name 7	ex2-3.jpg
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<b>Description 7</b>	
Name 8	image_001.jpg
Document Type 8	GRAPHIC
<b>Description 8</b>	
Name 9	image_002.jpg
Document Type 9	GRAPHIC
<b>Description 9</b>	
Name 10	form10-k_003.jpg
Document Type 10	GRAPHIC
<b>Description 10</b>	
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<b>Description 11</b>	
Name 12	ex6-4_002.jpg
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Document Type 25	GRAPHIC
<b>Description 25</b>	
Name 26	ex11-2_003.jpg
Document Type 26	GRAPHIC
<b>Description 26</b>	
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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 1-A

REGULATION A OFFERING STATEMENT  
UNDER THE SECURITIES ACT OF 1933

No changes to the information required by Part I have occurred since the last filing of this offering statement.

**ITEM 1. Issuer Information**

Exact name of issuer as specified in the issuer's charter: Himalaya Technologies, Inc.  
Jurisdiction of incorporation/organization: Nevada  
Year of incorporation: 2003  
CIK: 0001409624  
Primary Standard Industrial Classification Code: 5511  
I.R.S. Employer Identification Number: 26-0841675  
Total number of full-time employees: 1  
Total number of part-time employees: 1

**Contact Information**

Address of Principal Executive Offices: 625 Stanwix St. #2504, Pittsburgh, Pennsylvania 15222  
Telephone: 630-708-0750

Provide the following information for the person the Securities and Exchange Commission's staff should call in connection with any pre-qualification review of the offering statement:

Name: Eric Newlan  
Address: 2201 Long Prairie Road, Suite 107-762, Flower Mound, Texas 75022  
Telephone: 940-367-6154

Provide up to two e-mail addresses to which the Securities and Exchange Commission's staff may send any comment letters relating to the offering statement. After qualification of the offering statement, such e-mail addresses are not required to remain active:

eric@newlanpllc.com  
vik.grover@himalayatechnologies.com

**Financial Statements**

Industry Group (select one):  Banking  Insurance  Other

Use the financial statements for the most recent fiscal period contained in this offering statement to provide the following information about the issuer. The following table does not include all of the line items from the financial statements. Long Term Debt would include notes payable, bonds, mortgages, and similar obligations. To determine "Total Revenues" for all companies selecting "Other" for their industry group, refer to Article 5-03(b)(1) of Regulation S-X. For companies selecting "Insurance," refer to Article 7-04 of Regulation S-X for calculation of "Total Revenues" and paragraphs 5 and 7(a) for "Costs and Expenses Applicable to Revenues".

*Balance Sheet Information*

Cash and Cash Equivalents:	<u>324.00</u>
Investment Securities:	<u>21,000.00</u>
Accounts and Notes Receivable:	<u>0.00</u>
Property, Plant and Equipment (PP&E):	<u>0.00</u>
Total Assets:	<u>35,975.00</u>
Accounts Payable and Accrued Liabilities:	<u>277,478.00</u>
Long Term Debt:	<u>0.00</u>

Total Liabilities:	1,161,606.00
Total Stockholders' Equity:	-1,125,631.00
Total Liabilities and Equity:	35,975.00

*Statement of Comprehensive Income Information*

Total Revenues:	0.00
Costs and Expenses Applicable to Revenues:	0.00
Depreciation and Amortization:	4,687.00
Net Income:	-577,776.00
Earnings Per Share – Basic:	0.00
Earnings Per Share – Diluted:	0.00

Name of Auditor (if any): Victor Mokuolu CPA, LLC

**Outstanding Securities**

	Name of Class (if any)	Units Outstanding	CUSIP (if any)	Name of Trading Center or Quotation Medium (if any)
Common Equity	Common	215791975	43742A209	OTC
Preferred Equity	Preferred A	9460871	000000000	N/A
Preferred Equity	Preferred B	519094	000000000	N/A
Preferred Equity	Preferred C	1000000	000000000	N/A
Debt Securities	N/A	203502	000000000	N/A

**ITEM 2. Issuer Eligibility**

Check this box to certify that all of the following statements are true for the issuer(s):

- Organized under the laws of the United States or Canada, or any State, Province, Territory or possession thereof, or the District of Columbia.
- Principal place of business is in the United States or Canada.
- Not subject to section 13 or 15(d) of the Securities Exchange Act of 1934.
- Not a development stage company that either (a) has no specific business plan or purpose, or (b) has indicated that its business plan is to merge with an unidentified company or companies.
- Not an investment company registered or required to be registered under the Investment Company Act of 1940.
- Not issuing fractional undivided interests in oil or gas rights, or a similar interest in other mineral rights.
- Not issuing asset-backed securities as defined in Item 1101(c) of Regulation AB.
- Not, and has not been, subject to any order of the Commission entered pursuant to Section 12(j) of the Exchange Act (15 U.S.C. 78l(j)) within five years before the filing of this offering statement.
- Has filed with the Commission all the reports it was required to file, if any, pursuant to Rule 257 during the two years immediately before the filing of the offering statement (or for such shorter period that the issuer was required to file such reports).

**ITEM 3. Application of Rule 262**

Check this box to certify that, as of the time of this filing, each person described in Rule 262 of Regulation A is either not disqualified under that rule or is disqualified but has received a waiver of such disqualification

Check this box if “bad actor” disclosure under Rule 262(d) is provided in Part II of the offering statement.

**ITEM 4. Summary Information Regarding the Offering and Other Current or Proposed Offerings**

Check the appropriate box to indicate whether you are conducting a Tier 1 or Tier 2 offering:

Tier 1       Tier 2

Check the appropriate box to indicate whether the annual financial statements have been audited:

Unaudited       Audited

Types of Securities Offered in this Offering Statement (select all that apply):

- Equity (common or preferred stock)
- Debt
- Option, warrant or other right to acquire another security
- Security to be acquired upon exercise of option, warrant or other right to acquire security
- Tenant-in-common securities
- Other (describe) \_\_\_\_\_

Does the issuer intend to offer the securities on a delayed or continuous basis pursuant to Rule 251(d)(3)?

Yes  No

Does the issuer intend this offering to last more than one year?

Yes  No

Does the issuer intend to price this offering after qualification pursuant to Rule 253(b)?

Yes  No

Will the issuer be conducting a best efforts offering?

Yes  No

Has the issuer used solicitation of interest communications in connection with the proposed offering?

Yes  No

Does the proposed offering involve the resale of securities by affiliates of the issuer?

Yes  No

Number of securities offered: 30000000

Number of securities of that class already outstanding: 215791975

The information called for by this item below may be omitted if undetermined at the time of filing or submission, except that if a price range has been included in the offering statement, the midpoint of that range must be used to respond. Please refer to Rule 251(a) for the definition of "aggregate offering price" or "aggregate sales" as used in this item. Please leave the field blank if undetermined at this time and include a zero if a particular item is not applicable to the offering.

Price per security: \$ 0.0010

The portion of the aggregate offering price attributable to securities being offered on behalf of the issuer:

\$ 300,000.00

The portion of the aggregate offering price attributable to securities being offered on behalf of selling securityholders:

\$ 0.00

The portion of aggregate offering attributable to all the securities of the issuer sold pursuant to a qualified offering statement within the 12 months before the qualification of this offering statement:

\$ 0.00

The estimated portion of aggregate sales attributable to securities that may be sold pursuant to any other qualified offering statement concurrently with securities being sold under this offering statement:

\$ 0.00

Total: \$ 300,000.00 (the sum of the aggregate offering price and aggregate sales in the four preceding paragraphs).

Anticipated fees in connection with this offering and names of service providers:

	Name of Service Provider	Fees
Underwriters:	<u>N/A</u>	\$ <u>0.00</u>
Sales Commissions:	<u>N/A</u>	\$ <u>0.00</u>
Finder's Fees:	<u>N/A</u>	\$ <u>0.00</u>
Audit:	<u>Victor Mokuolu CPA, LLC</u>	\$ <u>0.00</u>
Legal:	<u>Newlan Law Firm, PLLC</u>	\$ <u>1,500.00</u>
Promoters:	<u>N/A</u>	\$ <u>0.00</u>
Blue Sky Compliance:	<u>N/A</u>	\$ <u>0.00</u>

CRD Number of any broker or dealer listed: \_\_\_\_\_

Estimated net proceeds to the issuer: \$ 298,500.00

Clarification of responses (if necessary): \_\_\_\_\_

**ITEM 5. Jurisdictions in Which Securities are to be Offered**

Using the list below, select the jurisdictions in which the issuer intends to offer the securities:

Jurisdiction	Code	Jurisdiction	Code	Jurisdiction	Code
<input checked="" type="checkbox"/> Alabama	AL	<input checked="" type="checkbox"/> Montana	MT	<input checked="" type="checkbox"/> District of Columbia	DC
<input checked="" type="checkbox"/> Alaska	AK	<input checked="" type="checkbox"/> Nebraska	NE	<input checked="" type="checkbox"/> Puerto Rico	PR
<input checked="" type="checkbox"/> Arizona	AZ	<input checked="" type="checkbox"/> Nevada	NV		
<input checked="" type="checkbox"/> Arkansas	AR	<input checked="" type="checkbox"/> New Hampshire	NH	<input checked="" type="checkbox"/> Alberta	A0
<input checked="" type="checkbox"/> California	CA	<input checked="" type="checkbox"/> New Jersey	NJ	<input checked="" type="checkbox"/> British Columbia	A1
<input checked="" type="checkbox"/> Colorado	CO	<input checked="" type="checkbox"/> New Mexico	NM	<input checked="" type="checkbox"/> Manitoba	A2
<input checked="" type="checkbox"/> Connecticut	CT	<input checked="" type="checkbox"/> New York	NY	<input checked="" type="checkbox"/> New Brunswick	A3
<input checked="" type="checkbox"/> Delaware	DE	<input checked="" type="checkbox"/> North Carolina	NC	<input checked="" type="checkbox"/> Newfoundland	A4

X	Florida	FL	X	North Dakota	ND	X	Nova Scotia	A5
X	Georgia	GA	X	Ohio	OH	X	Ontario	A6
X	Hawaii	HI	X	Oklahoma	OK	X	Prince Edward Island	A7
X	Idaho	ID	X	Oregon	OR	X	Quebec	A8
X	Illinois	IL	X	Pennsylvania	PA	X	Saskatchewan	A9
X	Indiana	IN	X	Rhode Island	RI	X	Yukon	B0
X	Iowa	IA	X	South Carolina	SC	X	Canada (Federal Level)	Z4
X	Kansas	KS	X	South Dakota	SD			
X	Kentucky	KY	X	Tennessee	TN			
X	Louisiana	LA	X	Texas	TX			
X	Maine	ME	X	Utah	UT			
X	Maryland	MD	X	Vermont	VT			
X	Massachusetts	MA	X	Virginia	VA			
X	Michigan	MI	X	Washington	WA			
X	Minnesota	MN	X	West Virginia	WV			
X	Mississippi	MS	X	Wisconsin	WI			
X	Missouri	MO	X	Wyoming	WY			

Using the list below, select the jurisdictions in which the securities are to be offered by underwriters, dealers or sales persons or check the appropriate box:

None

Same as the jurisdictions in which the issuer intends to offer the securities.

Jurisdiction	Code	Jurisdiction	Code	Jurisdiction	Code
Alabama	AL	Montana	MT	District of Columbia	DC
Alaska	AK	Nebraska	NE	Puerto Rico	PR
Arizona	AZ	Nevada	NV		
Arkansas	AR	New Hampshire	NH	Alberta	A0
California	CA	New Jersey	NJ	British Columbia	A1
Colorado	CO	New Mexico	NM	Manitoba	A2
Connecticut	CT	New York	NY	New Brunswick	A3
Delaware	DE	North Carolina	NC	Newfoundland	A4
Florida	FL	North Dakota	ND	Nova Scotia	A5
Georgia	GA	Ohio	OH	Ontario	A6
Hawaii	HI	Oklahoma	OK	Prince Edward Island	A7
Idaho	ID	Oregon	OR	Quebec	A8
Illinois	IL	Pennsylvania	PA	Saskatchewan	A9
Indiana	IN	Rhode Island	RI	Yukon	B0
Iowa	IA	South Carolina	SC	Canada (Federal Level)	Z4
Kansas	KS	South Dakota	SD		
Kentucky	KY	Tennessee	TN		
Louisiana	LA	Texas	TX		
Maine	ME	Utah	UT		
Maryland	MD	Vermont	VT		
Massachusetts	MA	Virginia	VA		
Michigan	MI	Washington	WA		
Minnesota	MN	West Virginia	WV		
Mississippi	MS	Wisconsin	WI		
Missouri	MO	Wyoming	WY		

**ITEM 6. Unregistered Securities Issued or Sold Within One Year**

None

As to any unregistered securities issued by the issuer or any of its predecessors or affiliated issuers within one year before the filing of this Form 1-A, state:

(a) Name of such issuer.

Himalaya Technologies, Inc. (04/12/23)

(b)(1) Title of securities issued

Series A Preferred

(2) Total amount of such securities issued

2000000

(3) Amount of such securities sold by or for the account of any person who at the time was a director, officer, promoter or principal securityholder of the issuer of such securities, or was an underwriter of any securities of such issuer

0

(c)(1) Aggregate consideration for which the securities were issued and basis for computing the amount thereof.

\$10,000 cash exercise of warrants to purchase Series A Preferred shares previously issued to FOMO WORLDWIDE, INC.

(2) Aggregate consideration for which the securities listed in (b)(3) of this item (if any) were issued and the basis for computing the amount thereof (if different from the basis described in (c)(1)).

---

(a) Name of such issuer.

[Himalaya Technologies, Inc. \(06/08/23\)](#)

---

(b)(1) Title of securities issued

[Series A Preferred](#)

---

(2) Total amount of such securities issued

[2222222](#)

---

(3) Amount of such securities sold by or for the account of any person who at the time was a director, officer, promoter or principal securityholder of the issuer of such securities, or was an underwriter of any securities of such issuer

[0](#)

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(c)(1) Aggregate consideration for which the securities were issued and basis for computing the amount thereof.

[\\$20,000 conversion of accrued compensation by CEO Vikram Grover](#)

---

(2) Aggregate consideration for which the securities listed in (b)(3) of this item (if any) were issued and the basis for computing the amount thereof (if different from the basis described in (c)(1)).

---

(a) Name of such issuer.

[Himalaya Technologies, Inc. \(06/09/23\)](#)

---

(b)(1) Title of securities issued

[Series A Preferred](#)

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(2) Total amount of such securities issued

[2222222](#)

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(3) Amount of such securities sold by or for the account of any person who at the time was a director, officer, promoter or principal securityholder of the issuer of such securities, or was an underwriter of any securities of such issuer

[0](#)

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(c)(1) Aggregate consideration for which the securities were issued and basis for computing the amount thereof.

[\\$20,000 conversion of accrued compensation by CEO Vikram Grover](#)

---

(2) Aggregate consideration for which the securities listed in (b)(3) of this item (if any) were issued and the basis for computing the amount thereof (if different from the basis described in (c)(1)).

---

(a) Name of such issuer.

[Himalaya Technologies, Inc. \(06/12/23\)](#)

---

(b)(1) Title of securities issued

[Series A Preferred](#)

---

(2) Total amount of such securities issued

[1680000](#)

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(3) Amount of such securities sold by or for the account of any person who at the time was a director, officer, promoter or principal securityholder of the issuer of such securities, or was an underwriter of any securities of such issuer

[0](#)

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(c)(1) Aggregate consideration for which the securities were issued and basis for computing the amount thereof.

[\\$210,000,000 shares of Peer to Peer Network aka Mobicard under Securities Purchase Agreement with FOMO WORLDWIDE, INC.](#)

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(2) Aggregate consideration for which the securities listed in (b)(3) of this item (if any) were issued and the basis for computing the amount thereof (if different from the basis described in (c)(1)).

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(a) Name of such issuer.

[Himalaya Technologies, Inc. \(07/03/23\)](#)

---

(b)(1) Title of securities issued

[Series A Preferred](#)

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(2) Total amount of such securities issued

[333333](#)

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(3) Amount of such securities sold by or for the account of any person who at the time was a director, officer, promoter or principal securityholder of the issuer of such securities, or was an underwriter of any securities of such issuer

[0](#)

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(c)(1) Aggregate consideration for which the securities were issued and basis for computing the amount thereof.

[\\$10,000 conversion of accrued compensation by CEO Vikram Grover](#)

---

(2) Aggregate consideration for which the securities listed in (b)(3) of this item (if any) were issued and the basis for computing the amount thereof (if different from the basis described in (c)(1)).

---

(a) Name of such issuer.

[Himalaya Technologies, Inc. \(09/08/23\)](#)

---

(b)(1) Title of securities issued

[Series A Preferred](#)

---

(2) Total amount of such securities issued

[333333](#)

---

(3) Amount of such securities sold by or for the account of any person who at the time was a director, officer, promoter or principal securityholder of the issuer of such securities, or was an underwriter of any securities of such issuer

[0](#)

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(c)(1) Aggregate consideration for which the securities were issued and basis for computing the amount thereof.

[\\$10,000 conversion of accrued compensation by CEO Vikram Grover](#)

---

(2) Aggregate consideration for which the securities listed in (b)(3) of this item (if any) were issued and the basis for computing the amount thereof (if different from the basis described in (c)(1)).

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(a) Name of such issuer.

[Himalaya Technologies, Inc. \(09/26/23\)](#)

---

(b)(1) Title of securities issued

[Series A Preferred](#)

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(2) Total amount of such securities issued

[142857](#)

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(3) Amount of such securities sold by or for the account of any person who at the time was a director, officer, promoter or principal securityholder of the issuer of such securities, or was an underwriter of any securities of such issuer

[0](#)

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(c)(1) Aggregate consideration for which the securities were issued and basis for computing the amount thereof.

[\\$5,000 conversion of accrued compensation by CEO Vikram Grover](#)

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(2) Aggregate consideration for which the securities listed in (b)(3) of this item (if any) were issued and the basis for computing the amount thereof (if different from the basis described in (c)(1)).

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(a) Name of such issuer.

[Himalaya Technologies, Inc. \(09/28/23\)](#)

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(b)(1) Title of securities issued

[Series A Preferred](#)

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(2) Total amount of such securities issued

[62500](#)

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(3) Amount of such securities sold by or for the account of any person who at the time was a director, officer, promoter or principal securityholder of the issuer of such securities, or was an underwriter of any securities of such issuer

[0](#)

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(c)(1) Aggregate consideration for which the securities were issued and basis for computing the amount thereof.

[\\$2,500 conversion of accrued compensation by CEO Vikram Grover](#)

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(2) Aggregate consideration for which the securities listed in (b)(3) of this item (if any) were issued and the basis for computing the amount thereof (if different from the basis described in (c)(1)).

---

(a) Name of such issuer.

[Himalaya Technologies, Inc. \(10/23/23\)](#)

---

(b)(1) Title of securities issued

[Series A Preferred](#)

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(2) Total amount of such securities issued

[68571](#)

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(3) Amount of such securities sold by or for the account of any person who at the time was a director, officer, promoter or principal securityholder of the issuer of such securities, or was an underwriter of any securities of such issuer

[0](#)

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(c)(1) Aggregate consideration for which the securities were issued and basis for computing the amount thereof.

[\\$2,500 conversion of accrued compensation by CEO Vikram Grover](#)



(2) Aggregate consideration for which the securities listed in (b)(3) of this item (if any) were issued and the basis for computing the amount thereof (if different from the basis described in (c)(1)).

---

(a) Name of such issuer.

[Himalaya Technologies, Inc. \(10/31/23\)](#)

---

(b)(1) Title of securities issued

[Series A Preferred](#)

---

(2) Total amount of such securities issued

[333333](#)

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(3) Amount of such securities sold by or for the account of any person who at the time was a director, officer, promoter or principal securityholder of the issuer of such securities, or was an underwriter of any securities of such issuer

[0](#)

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(c)(1) Aggregate consideration for which the securities were issued and basis for computing the amount thereof.

[\\$10,000 conversion of accrued compensation by CEO Vikram Grover](#)

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(2) Aggregate consideration for which the securities listed in (b)(3) of this item (if any) were issued and the basis for computing the amount thereof (if different from the basis described in (c)(1)).

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(a) Name of such issuer.

[Himalaya Technologies, Inc. \(04/04/23\)](#)

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(b)(1) Title of securities issued

[Series B Preferred](#)

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(2) Total amount of such securities issued

[20000](#)

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(3) Amount of such securities sold by or for the account of any person who at the time was a director, officer, promoter or principal securityholder of the issuer of such securities, or was an underwriter of any securities of such issuer

[0](#)

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(c)(1) Aggregate consideration for which the securities were issued and basis for computing the amount thereof.

[\\$2,000 conversion of accrued compensation by CEO Vikram Grover](#)

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(2) Aggregate consideration for which the securities listed in (b)(3) of this item (if any) were issued and the basis for computing the amount thereof (if different from the basis described in (c)(1)).

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(a) Name of such issuer.

[Himalaya Technologies, Inc. \(04/14/23\)](#)

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(b)(1) Title of securities issued

[Series B Preferred](#)

---

(2) Total amount of such securities issued

[20000](#)

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(3) Amount of such securities sold by or for the account of any person who at the time was a director, officer, promoter or principal securityholder of the issuer of such securities, or was an underwriter of any securities of such issuer

[0](#)

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(c)(1) Aggregate consideration for which the securities were issued and basis for computing the amount thereof.

[\\$2,000 conversion of accrued compensation by CEO Vikram Grover](#)

---

(2) Aggregate consideration for which the securities listed in (b)(3) of this item (if any) were issued and the basis for computing the amount thereof (if different from the basis described in (c)(1)).

---

(a) Name of such issuer.

[Himalaya Technologies, Inc. \(04/28/23\)](#)

---

(b)(1) Title of securities issued

[Series B Preferred](#)

---

(2) Total amount of such securities issued

[10000](#)

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(3) Amount of such securities sold by or for the account of any person who at the time was a director, officer, promoter or principal securityholder of the issuer of such securities, or was an underwriter of any securities of such issuer

[0](#)

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(c)(1) Aggregate consideration for which the securities were issued and basis for computing the amount thereof.

[\\$1,000 conversion of accrued compensation by CEO Vikram Grover](#)

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(2) Aggregate consideration for which the securities listed in (b)(3) of this item (if any) were issued and the basis for computing the amount thereof (if different from the basis described in (c)(1)).

---

(a) Name of such issuer.

[Himalaya Technologies, Inc. \(05/31/23\)](#)

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(b)(1) Title of securities issued

[Series B Preferred](#)

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(2) Total amount of such securities issued

[100000](#)

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(3) Amount of such securities sold by or for the account of any person who at the time was a director, officer, promoter or principal securityholder of the issuer of such securities, or was an underwriter of any securities of such issuer

[0](#)

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(c)(1) Aggregate consideration for which the securities were issued and basis for computing the amount thereof.

[Technology license for social media software from FOMO WORLDWIDE, INC.](#)

---

(2) Aggregate consideration for which the securities listed in (b)(3) of this item (if any) were issued and the basis for computing the amount thereof (if different from the basis described in (c)(1)).

---

(a) Name of such issuer.

[Himalaya Technologies, Inc. \(07/31/23\)](#)

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(b)(1) Title of securities issued

[Series B Preferred](#)

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(2) Total amount of such securities issued

[12500](#)

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(3) Amount of such securities sold by or for the account of any person who at the time was a director, officer, promoter or principal securityholder of the issuer of such securities, or was an underwriter of any securities of such issuer

[0](#)

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(c)(1) Aggregate consideration for which the securities were issued and basis for computing the amount thereof.

[\\$10,000 conversion of accrued compensation by CEO Vikram Grover](#)

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(2) Aggregate consideration for which the securities listed in (b)(3) of this item (if any) were issued and the basis for computing the amount thereof (if different from the basis described in (c)(1)).

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(d) Indicate the section of the Securities Act or Commission rule or regulation relied upon for exemption from the registration requirements of such Act and state briefly the facts relied upon for such exemption:

[Section 4\(a\)\(2\) of the Securities Act](#)

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Registration No. 024-\_\_\_\_\_

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

**FORM 1-A**

REGULATION A OFFERING CIRCULAR UNDER THE SECURITIES ACT OF 1933

**HIMALAYA TECHNOLOGIES, INC.**

(Exact name of issuer as specified in its charter)

**Nevada**

(State or other jurisdiction of incorporation or organization)

**625 Stanwix St. #2504  
Pittsburgh, PA 15222  
(630) 708-0750**

(Address, including zip code, and telephone number,  
including area code, of issuer's principal executive office)

**Vikram Grover  
Chief Executive Officer  
625 Stanwix St. #2504  
Pittsburgh, PA 15222  
(630) 708-0750**

(Name, address, including zip code, and telephone number,  
including area code, of agent for service)

**5511**

(Primary Standard Industrial  
Classification Code Number)

**26-0841675**

(IRS Employer  
Identification Number)

**This Offering Circular shall only be qualified upon order of the Commission.**

**PRELIMINARY OFFERING CIRCULAR SUBJECT TO COMPLETION,  
DATED November 17, 2023**

**Himalaya Technologies, Inc.  
MAXIMUM OFFERING AMOUNT: \$300,000  
MAXIMUM NUMBER OF SHARES OFFERED HEREBY: 300,000,000 shares**

This is a public offering (the “Offering”) of securities of Himalaya Technologies, Inc., a Nevada corporation (the “Company”). We are offering a maximum of Three Hundred Million (300,000,000) shares (the “Maximum Offering”) of our common stock, par value \$0.001 (the “Common Stock”) via subscription at an offering price of One Tenth of One Cent (\$0.001) per share (the “Shares”) pursuant to Tier 2 of Regulation A+.

This Offering is being conducted on a “best efforts” basis, which means that there is no minimum number of Shares that must be sold by us for this offering to close; thus, we may receive no or minimal proceeds from this Offering. This Offering will expire on the first to occur of (a) the sale of all the 300,000,000 shares of Common Stock offered for subscription hereby, (b) November 16, 2024, subject to extension, in the sole discretion of the Company, not to exceed one year from qualification of the Offering, or (c) when the Company’s board of directors elects to terminate the Offering (as applicable, the “Termination Date”).

There is no escrow established for this Offering. We will hold closings upon the receipt of investors’ subscriptions and acceptance of such subscriptions by the Company. If, on the initial closing date, we have sold less than the Maximum Offering, then we may hold one or more additional closings for additional sales, until the earlier of: (i) the sale of the Maximum Offering or (ii) the Termination Date. There is no aggregate minimum requirement for the Offering to become effective, therefore, we reserve the right, subject to applicable securities laws, to begin applying “dollar one” of the proceeds from the Offering in accordance with the Use of Proceeds section of this Offering Circular (See section “Use of Proceeds”) and such other uses as more specifically set forth in this offering circular (“Offering Circular”). We expect to commence the sale of the Shares as of the date on which the offering statement of which this Offering Circular is a part (the “Offering Statement”) is qualified by the United States Securities and Exchange Commission (the “SEC”). Purchasers of the Shares will not be entitled to a refund and could lose their entire investment.

### **Company Overview**

Himalaya Technologies, Inc. (“HMLA,” “us,” “we,” the “Company”) was incorporated under the laws of the State of Nevada on July 8, 2003. The Company’s principal historical activities had been the acquisition of a mineral property in the State of New Mexico. During the fiscal year ended July 31, 2010, the Company began to acquire working interests in a seismic exploration program as well as a drilling program in crude oil and natural gas properties in Oklahoma. Prior to July 31, 2019, the Company discontinued the exploration and drilling in Oklahoma and New Mexico. The Company had leases on two properties that were fully depleted prior to July 31, 2019. Over the past few years, the company generated approximately \$1,500 per year of net revenue from these leases. We divested the mineral, oil and natural gas properties to the Company’s former CEO on or around November 8, 2022. Our intended plan of operations is to develop and enhance our social site Kanab.Club targeting health and wellness in the social media market supplemented growth of a recently launched division offering vertical farming solutions to education, government, and corporate customers.

Our business plan includes completing our social site Kanab.Club targeting health and wellness, building out other Internet sites Goccha! and yinzworldwide, generating revenues from advertising and subscriptions, incorporating value added features such as blogging and dating, and marketing our recently launched division under d/b/a “INFOOD TECHNOLOGIES” offering vertical indoor farming products and services.

The Company’s shareholder voting control is effectively controlled by its chairman and CEO, Vikram P. Grover, due to his ownership of (i) all 1,000,000 of the outstanding shares of the Company’s Series C Preferred Stock which has voting power of 100,000 votes per share; (ii) 9,460,871 shares of the Company’s Series A Preferred stock (100.0% of that class through direct ownership) which have 50 votes per share or 473,043,550 total votes; and (iii) 497,094 shares of the Company’s Series B Preferred Stock (95.7% of that class’s outstanding shares through direct ownership and indirect ownership through FOMO WORLDWIDE, INC., a publicly traded Company he controls) which have 1,000 votes per share or 497,094,000 total votes. With this voting power, Mr. Grover, can determine the outcome of any matter put to a shareholder vote including taking corporate actions by shareholder consent.

The Company’s Common Stock is fully reporting under the 1934 Act and is listed on the Over-The-Counter Bulletin Board (“OTCPNK”) under the symbol “HMLA,” and qualified Pink Current Information Tier. For further information, see “Plan of Distribution – Exchange Listing” of this Offering Circular.

Such Offering price and our valuation was determined by management in order to attract investors in this Offering. The valuation of our currently outstanding shares of Common Stock and the \$0.001 per share Offering price of the Common Stock has been based upon the trading price and volume of trading of our Common Stock on the OTCPNK exchange and is not based on book value, assets, earnings or any other recognizable standard of value. (See Determination of Offering Price)

In this Offering Circular, unless otherwise noted or unless the context otherwise requires, references to “we,” “us,” “our,” and the “Company” refer to the activities of and the assets and liabilities of the business and operations of Himalaya Technologies, Inc. and its subsidiaries.

No sale may be made to you in this offering, if you do not satisfy the investor suitability standards described in this Offering Circular under Plan of Distribution-State Law Exemptions and Investor Suitability Standards. Before making any representation that you satisfy the established investor suitability standards, we encourage you to review Rule 251(d)(2)(i)(c) of Regulation A. For general information on investing, we encourage you to refer to [www.investor.gov](http://www.investor.gov).

**Investing in our Common Stock involves a high degree of risk. See “Risk Factors” for a discussion of certain risks that you should consider in connection with an investment in our Common Stock.**

THE U.S. SECURITIES AND EXCHANGE COMMISSION DOES NOT PASS UPON THE MERITS OF OR GIVE ITS APPROVAL TO ANY SECURITIES OFFERED OR THE TERMS OF THE OFFERING, NOR DOES IT PASS UPON THE ACCURACY OR COMPLETENESS OF ANY OFFERING CIRCULAR OR OTHER SOLICITATION MATERIALS. THESE SECURITIES ARE OFFERED PURSUANT TO AN EXEMPTION FROM REGISTRATION WITH THE COMMISSION; HOWEVER, THE COMMISSION HAS NOT MADE AN INDEPENDENT DETERMINATION THAT THE SECURITIES OFFERED ARE EXEMPT FROM REGISTRATION.

	Price to Public	Commissions	Proceeds to the Company
<i>Per Share<sup>(1)</sup></i>	\$ 0.001	\$ 0.00	\$ .001
<i>Maximum Offering</i>	\$ 300,000.00	\$ 0.00	\$ 300,000.00 <sup>(2)</sup>

(1) Price above in the table is common stock subscription price; per share commissions and proceeds to the Company figures above reflect only the common stock subscription amounts.

(2) Does not account for the payment of offering expenses, estimated at \$1,500.00. See “Plan of Distribution” for further detail.

The Company has not determined if it will require these services or such selected service providers. The Company reserves the right to engage one or more FINRA-member broker-dealers or placement agents in its discretion. However, should the Company engage any such broker-dealer or placement agent, such engagement shall be disclosed in an amendment to this Offering Circular.

Does not include expenses of the Offering, including fees for administrative, accounting, audit and legal services, FINRA filing fees, fees for EDGAR document conversion and filing, and website posting fees.

**THE SECURITIES UNDERLYING THIS OFFERING STATEMENT MAY NOT BE SOLD UNTIL QUALIFIED BY THE SECURITIES AND EXCHANGE COMMISSION. THIS OFFERING CIRCULAR IS NOT AN OFFER TO SELL, NOR SOLICITING AN OFFER TO BUY, ANY SHARES OF OUR COMMON STOCK IN ANY STATE OR OTHER JURISDICTION IN WHICH SUCH SALE IS PROHIBITED.**

**INVESTMENT IN SMALL BUSINESS INVOLVES A HIGH DEGREE OF RISK, AND INVESTORS SHOULD NOT INVEST ANY FUNDS IN THIS OFFERING UNLESS THEY CAN AFFORD TO LOSE THEIR ENTIRE INVESTMENT. SEE “RISK FACTORS” FOR A DISCUSSION OF CERTAIN RISKS YOU SHOULD CONSIDER BEFORE PURCHASING ANY SHARES IN THIS OFFERING.**

AN OFFERING STATEMENT PURSUANT TO REGULATION A RELATING TO THESE SECURITIES HAS BEEN FILED WITH THE U.S. SECURITIES AND EXCHANGE COMMISSION, WHICH WE REFER TO AS THE COMMISSION. INFORMATION CONTAINED IN THIS PRELIMINARY OFFERING CIRCULAR IS SUBJECT TO COMPLETION OR AMENDMENT. THESE SECURITIES MAY NOT BE SOLD NOR MAY OFFERS TO BUY BE ACCEPTED BEFORE THE OFFERING STATEMENT FILED WITH THE COMMISSION IS QUALIFIED. THIS PRELIMINARY OFFERING CIRCULAR SHALL NOT CONSTITUTE AN OFFER TO SELL OR THE SOLICITATION OF AN OFFER TO BUY NOR MAY THERE BE ANY SALES OF THESE SECURITIES IN ANY STATE IN WHICH SUCH OFFER, SOLICITATION OR SALE WOULD BE UNLAWFUL BEFORE REGISTRATION OR QUALIFICATION UNDER THE LAWS OF ANY SUCH STATE. WE MAY ELECT TO SATISFY OUR OBLIGATION TO DELIVER A FINAL OFFERING CIRCULAR BY SENDING YOU A NOTICE WITHIN TWO (2) BUSINESS DAYS AFTER THE COMPLETION OF OUR SALE TO YOU THAT CONTAINS THE URL WHERE THE FINAL OFFERING CIRCULAR OR THE OFFERING STATEMENT IN WHICH SUCH FINAL OFFERING CIRCULAR WAS FILED MAY BE OBTAINED.

GENERALLY, NO SALE MAY BE MADE TO YOU IN THIS OFFERING IF THE AGGREGATE PURCHASE PRICE YOU PAY IS MORE THAN TEN PERCENT (10%) OF THE GREATER OF YOUR ANNUAL INCOME OR YOUR NET WORTH. DIFFERENT RULES APPLY TO ACCREDITED INVESTORS AND NON-NATURAL PERSONS. BEFORE MAKING ANY REPRESENTATION THAT YOUR INVESTMENT DOES NOT EXCEED APPLICABLE THRESHOLDS, WE ENCOURAGE YOU TO REVIEW RULE 251(D)(2)(I)(C) OF REGULATION A. FOR GENERAL INFORMATION ON INVESTING, WE ENCOURAGE YOU TO REFER TO [WWW.INVESTOR.GOV](http://WWW.INVESTOR.GOV).

This Offering Circular follows the disclosure format of Part II(a)(1)(ii) of Form 1-A.

The date of this Offering Circular is November 17, 2023

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We are offering to sell, and seeking offers to buy, our securities only in jurisdictions where such offers and sales are permitted. You should rely only on the information contained in this Offering Circular. We have not authorized anyone to provide you with any information other than the information contained in this Offering Circular other than Dalmore Securities. The information contained in this Offering Circular is accurate only as of its date, regardless of the time of its delivery or of any sale or delivery of our securities. Neither the delivery of this Offering Circular nor any sale or delivery of our securities shall, under any circumstances, imply that there has been no change in our affairs since the date of this Offering Circular. This Offering Circular will be updated and made available for delivery to the extent required by the federal securities laws.

Unless otherwise indicated, data contained in this Offering Circular concerning the business of the Company are based on information from various public sources. Although we believe that these data are generally reliable, such information is inherently imprecise, and our estimates and expectations based on these data involve a number of assumptions and limitations. As a result, you are cautioned not to give undue weight to such data, estimates or expectations.

In this Offering Circular, unless the context indicates otherwise, references to "Himalaya Technologies," "Kanab Club", "INFOOD TECHNOLOGIES", "we," the "Company," "our," and "us" refer to the activities of and the assets and liabilities of the business and operations of Himalaya Technologies, Inc. Our Stock is listed as "HMLA" under the OTCMarkets.

## CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

Some of the statements under “Summary,” “Risk Factors,” “Management’s Discussion and Analysis of Financial Condition and Results of Operations,” “Our Business” and elsewhere in this Offering Circular constitute forward-looking statements. Forward- looking statements relate to expectations, beliefs, projections, future plans and strategies, anticipated events or trends and similar matters that are not historical facts. In some cases, you can identify forward-looking statements by terms such as “anticipate,” “believe,” “could,” “estimate,” “expect,” “intend,” “may,” “plan,” “potential,” “should,” “will” and “would” or the negatives of these terms or other comparable terminology.

You should not place undue reliance on forward-looking statements. The cautionary statements set forth in this Offering Circular, including in “Risk Factors” and elsewhere, identify important factors that you should consider in evaluating our forward-looking statements. These factors include, among other things:

- Our ability to effectively operate our business segments;
- Our ability to manage our research, development, expansion, growth and operating expenses;
- Our ability to evaluate and measure our business, prospects and performance metrics;
- Our ability to respond and adapt to changes in technology and customer behavior; and
- Our ability to protect our intellectual property and to develop, maintain and enhance a strong brand.

Although the forward-looking statements in this Offering Circular are based on our beliefs, assumptions and expectations, taking into account all information currently available to us, we cannot guarantee future transactions, results, performance, achievements or outcomes. No assurance can be made to any investor by anyone that the expectations reflected in our forward-looking statements will be attained, or that deviations from them will not be material and adverse. We undertake no obligation, other than as may be required by law, to re-issue this Offering Circular or otherwise make public statements updating our forward-looking statements.

## OFFERING CIRCULAR SUMMARY

The following summary highlights material information contained in this Offering Circular. This summary does not contain all of the information you should consider before purchasing our common stock. Before making an investment decision, you should read this Offering Circular carefully, including the Risk Factors section and the audited consolidated financial statements and the notes thereto. In this Offering Circular, unless otherwise noted or unless the context otherwise requires, references to “we,” “us,” “our,” and the “Company” refer to the activities of and the assets and liabilities of the business and operations of Himalaya Technologies, Inc., a Nevada corporation.

### Company Overview

Our intended plan of operations is to develop and enhance our social site Kanab.Club targeting health and wellness , develop other Internet properties including Goccha! and yinzworldwide, and invest in our vertical indoor agriculture solutions division INFOOD TECHNOLOGIES.

Our business plan includes completing our social site Kanab.Club targeting health and wellness and other social sites, generating revenues from advertising and subscriptions, adding new features such as dating, blogging, launching mobile apps for iOS and Android smartphones, and marketing our recently launched indoor agriculture business offering aquaponics systems and services, vertical farm sales, and shipping container based farms.

KANAB CORP. is a development stage company targeting information services using its social site Kanab.Club. We do not offer e-commerce services at this time and do not believe regulatory oversight or rules of law are a risk factor to our business.

The Company has one wholly owned subsidiary, KANAB CORP. The Company has one division operating under a d/b/a “INFOOD TECHNOLOGIES” and intends to invest in both business ventures to generate future growth.



### Offering Circular Summary

The following summary highlights material information contained in this Offering Circular. This summary does not contain all of the information you should consider before purchasing our common stock. Before making an investment decision, you should read this Offering Circular carefully, including the Risk Factors section and the audited consolidated financial statements and the notes thereto. In this Offering Circular, unless otherwise noted or unless the context otherwise requires, references to “we,” “us,” “our,” and the “Company” refer to the activities of and the assets and liabilities of the business and operations of Himalaya Technologies, Inc., a Nevada corporation.

<b>Issuer:</b>	Himalaya Technologies, Inc.
<b>Shares Offered:</b>	A maximum of Three Hundred Million (300,000,000) shares of our Common Stock by subscription (the “Maximum Offering”), at an offering price of Two Tenths of One Cent (\$0.001) per share (the “Shares”).
<b>Number of shares of Common Stock Outstanding before the Offering:</b>	215,791,975 shares of Common Stock.
<b>Number of shares of Common Stock to be Outstanding after the Offering:</b>	515,791,975 shares of Common Stock if the Maximum Offering is sold.
<b>Price per Share:</b>	One Tenth of One Cent (\$0.001).
<b>Listing:</b>	Our shares of Common Stock are listed on Over the Counter Pink Sheets exchange under the symbol “HMLA.”
	There can be no assurance that the Company Common Stock sold in this Offering will continue to be approved for listing on OTCNK or other recognized securities exchange. For more information see the section “Risk Factors.”
<b>Maximum Offering:</b>	A maximum of Three Hundred Million (300,000,000) shares of our Common Stock by subscription (the “Maximum Offering”), at an offering price of Two Tenths of One Cent (\$0.001) per share (the “Shares”) for gross proceeds of \$300,000.
<b>Minimum Number of Shares to Be Sold in this Offering:</b>	None.
<b>Use of Proceeds:</b>	If we sell all the Shares being offered, our net proceeds (there are no commissions) will be \$300,000.00. We will use these net proceeds for the operation of our business segments, working capital, strategic acquisitions for our business segments, and general corporate purposes, and such other purposes described in the “Use of Proceeds” section of this Offering Circular.
<b>Risk Factors:</b>	Investing in our Common Stock involves a high degree of risk. See “Risk Factors”.
<b>Corporate Information:</b>	625 Stanwix St. #2504, Pittsburgh, PA 15222 <a href="https://www.himalayatechnologies.com">https://www.himalayatechnologies.com</a> (630) 708-0750

**THE OFFERING:**

**REGULATION A+; CONTINUOUS REPORTING  
REQUIREMENTS UNDER REGULATION A**

We are offering our Common Stock pursuant to recently adopted rules by the Securities and Exchange Commission mandated under the Jumpstart Our Business Startups Act of 2012, or the JOBS Act. These offering rules are often referred to as “Regulation A+.” We are relying upon “Tier 2” of Regulation A+, which allows us to offer of up to \$75 million in a 12-month period.

We are required to file periodic and other reports with the SEC, pursuant to the requirements of Section 13(a) of the Securities Exchange Act of 1934. Our continuing reporting obligations under Regulation A are deemed to be satisfied, as long as we comply with our Section 13(a) reporting requirements.

This Offering Circular contains a fair summary of the material terms of documents summarized herein. All concepts, goals, estimates and business intentions are revealed and disclosed as such are known to management as of the date of this Offering Circular. Circumstances may change so as to alter the information presented herein at a later date. This material will be updated by Amendment to this document and by means of press releases and other communications to Shareholders. You should carefully read the entire Offering Circular, including the risks associated with an investment in the company discussed in the “Risk Factors” section of this Offering Circular, before making an investment decision. Some of the statements in this Offering Circular are forward-looking statements. See the section entitled “Cautionary Statement Regarding Forward-Looking Statements.”

As used in this Offering Circular, all references to “Himalaya Technologies,” “capital stock,” “Common Stock,” “Shares,” “preferred stock,” “stockholders,” “shareholders” applies only to Himalaya Technologies, Inc. As used in this Offering Circular, the terms “Company,” “we,” “our” or words of like import mean Himalaya Technologies, Inc., and its direct and indirect subsidiaries. All references in this Offering Circular to “years” and “fiscal years” means the twelve-month period ended July 31.

## OUR BUSINESS

### Corporate History and Information

Himalaya Technologies, Inc. (the “Company”) was incorporated under the laws of the State of Nevada on July 8, 2003. The Company’s principal historical activities had been the acquisition of a mineral property in the State of New Mexico. During the fiscal year ended July 31, 2010, the Company began to acquire working interests in a seismic exploration program as well as a drilling program in crude oil and natural gas properties in Oklahoma. Prior to July 31, 2019 the Company discontinued the exploration and drilling in Oklahoma and New Mexico. The Company had leases on two properties that were fully depleted prior to July 31, 2021. Over the past few years, the company generated approximately \$1,500 per year of net revenue from these leases.

On November 8, 2022, we divested our minority investment in these working interests, which are held by Ranken Energy Corporation, to our former CEO David St. James for \$112,000, which was paid in the form of cancellation of a loan to us and accrued compensation owed to Mr. St. James. On November 8, 2022, we assigned Power of Attorney (“POA”) to Mr. St. James, who acquired and received the assets under his name in exchange for cancellation of his loan to us and accrued compensation owed to him. Transfer of said assets including recording of new deeds for associated real estate and/or distribution of cash from the proceeds of any asset sales by Ranken Energy Corporation, if sold to a third party, will be handled by Mr. St. James and Ranken Energy Corporation. The Ranken Energy oil and natural gas wells generate nominal revenues, are fully depleted on our books, and are non-core to our growth strategy in health and wellness investments.

Our intended plan of operations is to develop and enhance our social site Kanab.Club targeting health and wellness, buildout other Internet sites such as Goccha! and yinzworldwide, add new features such as inline dating and blogging, launching mobile apps for iOS and Android smartphones, and invest in our recently launched vertical indoor agriculture solutions business under d/b/a “INFOOD TECHNOLOGIES”.

KANAB CORP. is a development stage company targeting information services using its social site Kanab.Club. We do not offer e-commerce services at this time and do not believe regulatory oversight or rules of law are a risk factor to our business.

The Company has one wholly owned subsidiary, KANAB CORP. The Company has one division operating under INFOOD TECHNOLOGIES.

### Business Overview: Kanab Club

Kanab Club ([www.kanab.club](http://www.kanab.club)) is operated through our wholly owned subsidiary, KANAB CORP., which we purchased on July 31, 2022 for 300,000 shares of our Class B Preferred Shares, which are convertible into to 300,000,000 shares of our common stock, which were allocated equally to its two owners, our CEO Vikram P. Grover and our affiliate entity FOMO WORLDWIDE, INC.

Kanab.Club is a functional social site written on proprietary coding that is modular and infinitely scalable. Today, users 18 or older can create an account, fill out their profile, message other members, chat on a general feed, and access third party content such as Discord. The site allows users to invite friends to join the club, and it also has a friend recommendation engine that today is set to random, but in the future can be set to age, city, state, geography, or any other preferences. This means the site it can easily be adapted in a module to a dating site for users that seek such social interaction.

The site was in closed beta with several dozen users in 2021 and released in open beta end of summer 2021. It has not crashed or experienced any downtime despite numerous attempts by external parties and internal employees and affiliates. We have built a stock chat room and intend to launch dating, e-commerce, advertising, and mobile apps including iOS and Android to add further enhancements. Today the site is live with a small user base of several hundred and is pre-revenue. We have not marketed it as it is not ready for full commercial launch without mobile apps.

### **Terminated Pending Acquisition**

On January 12, 2023, the Company terminated any and all existing agreements with Digital Business Solutions, Inc. (d/b/a Russell Associates) and ended any and all talks to acquire the business. Management terminated the deal because [the SEC determined that] using Offering proceeds for it would have required providing audited financials of the proposed target. Such audited financials could not be obtained from the sellers without Himalaya first making a non-refundable down payment, which management had intended raise using Offering proceeds. The first agreement between the parties was executed on October 28, 2022 setting forth the total agreed purchase price at up to \$280,000, including \$120,000 cash due on closing by November 30, 2022, subject to extension, promissory notes of \$70,000 due January 1, 2023 and \$40,000 due January 1, 2024, and a \$50,000 performance based earnout. No earnest money deposit was made with execution of the purchase agreement. On November 1, 2022, we extended the proposed transaction's closing deadline to January 15, 2021 to allow time to use Offering proceeds for the acquisition payments, and reallocated a minimum earn-out of \$35,000 in 2023 to purchase consideration in the form of a seller note. On December 17, 2022, the Company amended the purchase agreement again for the potential target to clarify it as non-binding with regard to break-up fees or penalties if not consummated, referencing the document as a "non-binding letter of intent". The purchase agreement was then terminated on January 12, 2023. Management's intent with this amended restated purchase agreement was to clarify and better reflect the present intent of the parties versus the originally signed form agreement from a third-party intermediary, in light of [management's discussions with the SEC] in regards to the requirements of part F/S. There were no break-up fees or penalties for terminating the proposed acquisition of Digital Business Solutions, Inc. (d/b/a Russell Associates). Investors should disregard this terminated transaction and any prior references to it in reviewing our securities for investment, including materials and investor information filed in Form 8-K dated December 2, 2022 and our previously filed Form 1A/A on December 21, 2022. Management believed it had signed a non-binding LOI and because [the SEC's interpretations of Part F/S] says the Company could not use Offering proceeds for any payments without first providing audited financials of the target, which were unavailable and unobtainable at the time of filing, management terminated the potential acquisition.

### **Business Focus**

Notwithstanding the foregoing and the Company's current balance sheet, Kanab Club and INFOOD TECHNOLOGIES are and will be for the foreseeable future of the Company its primary businesses. Our primary focus is to be an operating business, not a holding company of minority investments in other companies.

### **COVID-19**

It is possible that the Coronavirus ("Covid-19") pandemic could cause long-lasting stock market volatility and weakness, as well as long-lasting recessionary effects on the United States and/or global economies. Should the negative economic impact caused by the COVID-19 pandemic result in continuing long-term economic weakness in the United States and/or globally, our ability to expand our business would be severely negatively impacted. It is possible that our company would not be able to sustain operations during any such long-term economic weakness. The COVID-19 pandemic has, to date, had minimal impact on our operations.

### **Employees, Directors, and Contracted Parties**

Other than our CEO and Chairman, Vikram Grover and outside contractors, we have no full-time or part-time employees of our business or operations who are employed by us. We have contracted computer programmers for the development of our Kanab.Club social media web site and use consultants for financial services and support at the holding company level.

**Vikram Grover** has 25 years-experience on Wall Street as an equity research analyst, investment banker and consultant that has been advising, financing, and launching businesses for several years. He has worked at Thomas Weisel Partners Group, Inc. (now Stifel Nicolaus), Needham& Co., Source Capital Group, Inc. and Kaufman Bros., LLC in various capacities ranging from Director of Research, Senior Managing Director Investment Banking, and Managing Director Equity Research covering Telecommunications, Media, and Technology (“TMT”) companies. From 1995 – 2015, Vikram Grover worked in various capacities on Wall Street as a FINRA registered representative, including sell-side equity research, investment banking, and financial advisory services. From 2015 – 2017, he was CEO of Good Gaming, Inc., a publicly-traded operator of eSports tournaments and content services. From 2019 to today, he has been CEO, CFO, Secretary and Director of FOMO WORLDWIDE, INC. p/k/a FOMO CORP., a publicly traded business incubation platform for tech companies. Effective June 2021, he was named CEO, CFO, Secretary and Director of Himalaya Technologies, Inc. a/k/a Homeland Resources Ltd. (OTC:HMLA), a publicly traded health and wellness holding company. Since 2015, Mr. Grover has also provided management consulting services under the d/b/a “IX Advisors”. He has a bachelor’s degree from the University of California San Diego, a Master of Science in Management (“MSM”) from the Georgia Institute of Technology, and has passed all levels of the Chartered Financial Analyst (“CFA”) exam.

#### **Description of Property**

Our offices are currently located at 625 Stanwix St. #2504, Pittsburgh, PA 15222.

The Company previously had leases on two oil and natural properties that were fully depleted prior to July 31, 2021. These properties were sold subsequent on November 8, 2022 to our former CEO David St. James.

#### **Risks Related to Our Business**

Our business and our ability to execute our business strategy are subject to a number of risks as more fully described in the section titled “Risk Factors.” These risks include, but are not limited to the following:

- Our limited operating history by which potential investors may measure our chances of achieving success under our business model. In addition, our executive officers have a lack of experience in managing companies similar to the Company.
- Our ability to pay significant indebtedness. We have a plan and correspondence with the funders to take out some of the short-term debt out of the raise.
- Our ability to effectively operate our business segments and respond to the highly competitive and rapidly evolving marketplace and regulatory environment in which we intend to operate.
- Our ability to manage our expansion, growth and operating expenses.
- Our management team’s lack of prior managerial experience managing a diverse portfolio of businesses.
- No active market for our common stock exists or may develop, and you may not be able to resell your common stock at or above the initial public offering price. We are publicly traded under HMLA with a limited market liquidity that would enlarge with our offering, and price dependent on our successes.
- Our ability to protect our intellectual property and to develop, maintain and enhance a strong brand.

#### **RISK FACTORS**

An investment in our Common Stock involves a high degree of risk. You should carefully consider the risks described below, together with all of the other information included in this Offering Circular, before making an investment decision. If any of the following risks actually occur, our business, financial condition or results of operations could suffer. In that case, the trading price of our shares of common stock could decline and you may lose all or part of your investment.

The discussions and information in this Offering Circular may contain both historical and forward-looking statements. To the extent that the Offering Circular contains forward-looking statements regarding the financial condition, operating results, business prospects, or any other aspect of our business, please be advised that our actual financial condition, operating results, and business performance may differ materially from that projected or estimated by us in forward-looking statements. We have attempted to identify, in context, certain of the factors we currently believe may cause actual future experience and results to differ from our current expectations. See “Cautionary Note Regarding Forward Looking Statements” above for a discussion of forward-looking statements and the significance of such statements in the context of this Offering Circular.

## **RISKS RELATED TO OUR COMPANY**

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

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 3 to the consolidated financial statements, the Company had operating losses for the years ended July 31, 2023 and 2022 and had a working capital deficit and an accumulated deficit at July 31, 2023. These factors raise substantial doubt about its ability to continue as a going concern for one year from the issuance of these financial statements. Management's plans are also described in Note 3. The financial statements do not include adjustments that might result from the outcome of this uncertainty.

In view of the matters described, there is substantial doubt as to the Company's ability to continue as a going concern without a significant infusion of capital. We anticipate that we will have to raise additional capital to fund operations over the next 12 months. To the extent that we are required to raise additional funds to acquire properties, and to cover costs of operations, we intend to do so through additional offerings of debt or equity securities. There are no commitments or arrangements for other offerings in place, no guaranties that any such financings would be forthcoming, or as to the terms of any such financings. Any future financing may involve substantial dilution to existing investors.

### ***We have a limited operating history in our business, so there is limited track record on which to judge our business prospects and management.***

We have a limited operating history as a health and wellness company upon which to base an evaluation of our business and prospects. You must consider the risks and difficulties we face as a small operating company with a limited operating history. As well out additional game development for a social media site for cannabis enthusiasts is a new venture, to which we have no experience and will rely upon outside contractors to develop such information technology and rely upon appropriate funding from this raise or other sources for such development.

If we do not successfully address these risks, our business, prospects, operating results and financial condition will be materially and adversely harmed. Operating results for future periods are subject to numerous uncertainties and we cannot assure you that the Company will achieve or sustain profitability. The Company's prospects must be considered in light of the risks encountered by small operating companies with limited operating history, particularly companies in new and rapidly evolving markets. Operating results will depend upon many factors, including our success in attracting and retaining motivated and qualified personnel, our ability to establish short term credit lines or obtain financing from other sources, such as the contemplated Regulation A offering, our ability to develop and market and sell health and wellness products and services. We cannot assure you that the Company will successfully address any of these risks.

***The Company's success is reliant on one executive who is predominantly responsible for operations and identifying strategic business opportunities.***

The Company's success depends substantially upon one key employee. If he becomes unable or unwilling to perform his functions for the Company, its chances for success could be greatly diminished and the Company may not be able to survive. The Company does not maintain key-person insurance for this executive and does not have a contingent plan for his death or incapacity at this time. From time to time, there may be changes in the Company's executive management team resulting from the hiring or departure of executives. Such changes in the Company's executive management team may be disruptive to its business. There can be no assurances the Company will be able to find or hire competent executives so it will not be as dependent on one employee. The Company does not maintain a chief financial officer or in-house bookkeeper and so is totally reliant on third parties for the maintenance of its books, preparation of financial statements, and financial analysis of strategic partners and acquisitions. The Company has made provisions for the Board to find a suitable replacement from a field of candidates in the absence of the current President.

***The Vote of Your Common Stock and the Votes of the all the Holders of Common Stock Will Have No Say in the Governance of the Company because the Vote of the Preferred Stockholders is Sufficient to the Determine any Shareholder Vote***

The Company's classes of Preferred B and Preferred C Stock have super voting powers: 1,000 votes per share for the Preferred B Stock and 100,000 votes per share for the Preferred C Stock. The holders of the outstanding shares of these classes of Stock have sufficient voting power to determine the outcome of any matter put to a shareholder vote by the Company's board of directors, and of these votes by preferred stockholders, a majority is held by the Company's CEO, Vikram Grover. Accordingly, all matters put to a vote of the Company's shareholders may be decided by Mr. Grover. Your vote and the vote of the other common shareholders will have no effect on the outcome of any vote of the Shareholders, which could have a detrimental effect on the management of the Company.

***The Current Coronavirus Pandemic May Adversely Affect the Global Economy and the Company's Operations***

As has been widely reported, the emergence of a novel coronavirus (SARS-CoV-2) and a related respiratory disease (COVID-19) in China resulted in the spread to additional countries throughout the world, including the United States, leading to a global pandemic.

The COVID-19 pandemic has led to severe disruptions and volatility in the global supply chain, market and economies, and those disruptions have since intensified and will likely continue for some time. Concern about the potential effects of COVID-19 and the effectiveness of measures being put in place by global governmental bodies at various levels as well as by private enterprises (such as workplaces, trade groups, amateur and professional sports leagues and conferences, places of worship, schools and retail establishments, among others) to contain or mitigate the spread of COVID-19 have adversely affected economic conditions and markets globally, and have led to significant, sustained and unprecedented volatility in the financial markets. Measures implemented in the United States to limit the spread of COVID-19, such as quarantines, event cancellations and social distancing, will significantly limit economic activity. There can be no assurance that such measures or other additional measures implemented from time to time will be successful in limiting the spread of the virus and what effect those measures will have on the economy generally or on the Company.

There can be no assurance that any measures undertaken by the federal government, or by state or local governments, will be effective to mitigate the negative near-term and potentially longer-term impact of the COVID-19 pandemic on employment, construction, and the global economy more generally.

Many businesses have moved to a remote working environment, temporarily suspended operations, laid off or furloughed a significant percentage of their workforce or shut down completely. Other businesses have transitioned or may in the future transition all or a substantial portion of their operations to remote working environments (as a result of state or local requirements or otherwise in response to the COVID-19 pandemic). Although the Company had already implemented a remote work environment, there is no assurance that the continued remote working environment will not have a material adverse impact on the Company or its customers, which may adversely impact the Company and its operations.

The COVID-19 pandemic did not require the closure of Company operations. The Company suspended in-person client and business development meetings in late March 2020 but have resumed using locally called for protocols in 2021, including operations at sea. During the timeframe in which in- person meetings were suspended, Company management reallocated resources to on-line client and business development.

Management's outlook for the near-term business operations will mirror the overall continued reopening of business operations within the state of Pennsylvania. For the Company to return to pre-COVID-19 levels of operation, it will be necessary for businesses across the states of Pennsylvania to be allowed to return to full operations and capacities.

***Natural disasters and other events beyond our control could materially adversely affect us.***

Natural disasters or other catastrophic events may cause damage or disruption to our operations, international commerce and the global economy, and thus could have a strong negative effect on us. Our business operations are subject to interruption by natural disasters, fire, power shortages, pandemics and other events beyond our control. Although we maintain crisis management and disaster response plans, such events could make it difficult or impossible for us to deliver our services to our customers and could decrease demand for our services. In the spring of 2020, large segments of the U.S. and global economies were impacted by COVID-19, a significant portion of the U.S. population are subject to “stay at home” or similar requirements. The extent of the impact of COVID-19 on our operational and financial performance will depend on certain developments, including the duration and spread of the outbreak, impact on our customers (both issuers using our services and investors investing on our platform) and our sales cycles, impact on our customer, employee or industry events, and effect on our vendors, all of which are uncertain and cannot be predicted. At this point, the extent to which COVID-19 may impact our financial condition or results of operations is uncertain. To date, the COVID-19 outbreak, has significantly impacted global markets, U.S. employment numbers, as well as the business prospects of many small business (our potential clients). To the extent COVID-19 continues to wreak havoc on the markets and limits investment capital or personally impacts any of our key employees, it may have significant impact on our results and operations.

***We will need but may be unable to obtain additional funding on satisfactory terms, which could dilute our shareholders or impose burdensome financial restrictions on our business.***

We have relied upon cash from financing activities and in the future, we hope to rely more predominantly on revenues generated from operations to fund all of the cash requirements of our activities. However, there can be no assurance that we will be able to generate significant cash from our operating activities in the future to fund our continuing operations. Future financing may not be available on a timely basis, in sufficient amounts or on terms acceptable to us, if at all. Any debt financing or other financing of securities senior to the Common Stock will likely include financial and other covenants that will restrict our flexibility. Any failure to comply with these covenants would have a material adverse effect on our business, prospects, financial condition and results of operations because we could lose our existing sources of funding and impair our ability to secure new sources of funding. However, there can be no assurance that the Company will be able to generate any investor interest in its securities.

***We have a history of losses, and we expect significant increases in our costs and expenses to result in continuing losses for at least the foreseeable future.***

For the fiscal year ended July 31, 2023, we reported a net loss of (\$577,776), bringing the accumulated deficit to \$8,637,251 at July 31, 2023. Increases in costs and expenses may result in a continuation of losses for the foreseeable future. There can be no assurance that we will be commercially successful.

***To service our debt, we will require a significant amount of cash. Our ability to generate cash depends on many factors beyond our control.***

Our ability to make payments on our debt, and to refinance our debt and fund planned capital expenditures will depend on our ability to generate cash in the future. This ability, to some extent, is subject to general economic, financial, competitive, legislative, regulatory and other factors that are beyond our control. We do not plan on paying off short-term debt under such raise.

We do not believe that our cash flow from operating activities and our existing capital resources, including the liquidity provided by our credit agreements and lease financing arrangements, will be sufficient to fund our operations and commitments for the next twelve months. We cannot assure you, however, that our business will generate sufficient cash flow from operations or that future borrowings will be available to us in an amount sufficient to pay our debt or to fund our other liquidity needs. We may need to refinance some or all of our debt on or before maturity, sell assets, reduce or delay capital expenditures or seek additional equity financing. We cannot assure you that efforts to refinance any of our debt will be successful. With some or all of such funding from this offering, we believe we will be set for over two years of operations, and in revenue structure.



***Our debt and other commitments expose us to a number of risks, including:***

**Cash requirements for debt and lease obligations.** Although they are convertible into common stock, in the event of a default, a significant portion of the cash flow we generate must be used to service the interest and principal payments relating to our various financial commitments of \$203,182 of loans from shareholders, affiliates and third parties as of July 31, 2023. A sustained or significant decrease in our operating cash flows could lead to an inability to meet our debt service requirements or to a failure to meet specified financial and operating covenants included in certain of our agreements. If this were to occur, it may lead to a default under one or more of our commitments. In the event of a default for this reason, or any other reason, the potential result could be the acceleration of amounts due, which could have a significant and adverse effect on us.

**Availability.** Because we finance the majority of our operating and strategic initiatives using a variety of commitments, including \$203,182 in loans from shareholders, affiliates and third parties, we are dependent on continued availability of these sources of funds. If these agreements are terminated or we are unable to access them because of a breach of financial or operating covenants or otherwise, we will likely be materially affected.

***Regulatory issues.***

We are subject to a wide variety of regulatory activities, including:

**Governmental regulations, claims and legal proceedings.** Governmental regulations affect almost every aspect of our business, including the fair treatment of our employees, wage and hour issues, and our financing activities with customers. We could also be susceptible to claims or related actions if we fail to operate our business in accordance with applicable laws.

**Accounting rules and regulations.** The Financial Accounting Standards Board is currently evaluating several significant changes to generally accepted accounting standards in the U.S., including the rules governing the accounting for leases. Any such changes could significantly affect our reported financial position, earnings and cash flows. In addition, the Securities and Exchange Commission is currently considering adopting rules that would require us to prepare our financial statements in accordance with International Financial Reporting Standards, which could also result in significant changes to our reported financial position, earnings, and cash flows.

***Inadequacy of capital.***

The expected gross offering proceeds of a maximum of \$300,000 may never be realized. While we believe that such proceeds will capitalize and sustain us to allow for the continued execution and operation of our business segments, if only a fraction of this Offering is sold, or if certain business segments financially underperform expectations, we may have inadequate funds to fully develop our business. Although we believe that the proceeds from this Offering will be sufficient to help sustain our development process and business operations, there is no guarantee that we will raise all the funds needed to adequately fund the operations of our business segments.

***We may not be able to obtain adequate financing to continue our operations or launch our social media site.***

We will need to raise additional funds through the issuance of equity, equity-related, or debt securities or through obtaining credit from government or financial institutions. This capital will be necessary to finance development and launch of our social media site. We cannot be certain that additional funds will be available to us on favorable terms when required, or at all. If we cannot raise additional funds when we need them, our financial condition, results of operations, business and prospects would be materially and adversely affected.

***We may pursue strategic transactions which could be difficult to implement, disrupt our business or change our business profile significantly.***

Any future strategic acquisition or disposition of assets or a business could involve numerous risks, including: (i) potential disruption of our ongoing business and distraction of management; (ii) difficulty integrating the acquired business or segregating assets and operations to be disposed of; (iii) exposure to unknown, contingent or other liabilities, including litigation arising in connection with the acquisition or disposition or against any business we may acquire; (iv) changing our business profile in ways that could have unintended negative consequences; and (v) the failure to achieve anticipated synergies.

If we enter into significant strategic transactions, the related accounting charges may affect our financial condition and results of operations, particularly in the case of an acquisition. The financing of any significant acquisition may result in changes in our capital structure, including the incurrence of additional indebtedness. A material disposition could require the amendment or refinancing of our outstanding indebtedness or a portion thereof.

***We rely on our management team, which has little experience working together.***

We depend on a small number of executive officers and other members of management to work effectively as a team, to execute our business strategy and operating business segments, and to manage employees and consultants. Our success will be dependent on the personal efforts of our CEO, Vikram Grover, as well as other independently contracted directors, officers and experts, and such other key personnel. Any of our officers or employees can terminate his or her employment or contractual relationship at any time, and the loss of the services of such individuals could have a material adverse effect on our business and prospects. Our management team has worked together for approximately two years, only a very short period of time and may not work well together as a management team.

***We may need to raise additional capital by issuing additional securities which could hurt the market for our securities or be on terms more favorable than those of our current shareholders.***

We will need to, or desire to, raise substantial additional capital in the future if this funding is not carried out to the fullest extent. Our future capital requirements will depend on many factors, including, among others:

- Our degree of success in generating revenue from our health and wellness products;
- The costs of establishing or acquiring sales, marketing, and distribution capabilities for our health and wellness products.

- The extent to which we acquire or invest in businesses, products, or technologies, and other strategic relationships; and
- The costs of financing unanticipated working capital requirements and responding to competitive pressures.

If we raise additional funds by issuing equity or convertible debt securities, we will reduce the percentage of ownership of the then-existing shareholders, and the holders of those newly issued equity or convertible debt securities may have rights, preferences, or privileges senior to those possessed by our then-existing shareholders. Additionally, future sales of a substantial number of shares of our Common Stock, or other equity-related securities in the public market could depress the market price of our Common Stock and impair our ability to raise capital through the sale of additional equity or equity-linked securities. We cannot predict the effect that future sales of our Common Stock, or other equity-related securities would have on the market price of our Common Stock at any given time.

***Limitations of Director Liability and Indemnification of Directors and Officers and Employees.***

Our Certificate of Incorporation limits the liability of directors to the maximum extent permitted by Nevada law. Nevada law provides that directors of a corporation will not be personally liable for monetary damages for breach of their fiduciary duties as directors, except for liability for any:

- breach of their duty of loyalty to us or our stockholders;
- act or omission not in good faith or that involves intentional misconduct or a knowing violation of law;
- unlawful payments of dividends or unlawful stock repurchases, or redemptions as provided in Section 174 of the Nevada General Corporation Law; or
- transactions for which the directors derived an improper personal benefit.

These limitations of liability do not apply to liabilities arising under the federal or state securities laws and do not affect the availability of equitable remedies such as injunctive relief or rescission. Our bylaws provide that we will indemnify our directors, officers and employees to the fullest extent permitted by law. Our bylaws also provide that we are obligated to advance expenses incurred by a director or officer in advance of the final disposition of any action or proceeding. We believe that these bylaw provisions are necessary to attract and retain qualified persons as directors and officers. The limitation of liability in our Certificate of Incorporation and bylaws may discourage stockholders from bringing a lawsuit against directors for breach of their fiduciary duties. They may also reduce the likelihood of derivative litigation against directors and officers, even though an action, if successful, might provide a benefit to us and our stockholders. Our results of operations and financial condition may be harmed to the extent we pay the costs of settlement and damage awards against directors and officers pursuant to these indemnification provisions.

***Risks of borrowing.***

If we incur additional indebtedness, a portion of our future revenues will have to be dedicated to the payment of principal and interest on such indebtedness. Typical loan agreements also might contain restrictive covenants, which may impair our operating flexibility. Such loan agreements would also provide for default under certain circumstances, such as failure to meet certain financial covenants. A default under a loan agreement could result in the loan becoming immediately due and payable and, if unpaid, a judgment in favor of such lender which would be senior to our rights. A judgment creditor would have the right to foreclose on any of our assets resulting in a material adverse effect on our business, ability to generate revenue, operating results or financial condition.

***Unanticipated obstacles to the operations of our business segments.***

Many of our potential business endeavors are capital intensive and may be subject to statutory or regulatory requirements. The Board of Directors believes that the chosen operations and strategies are achievable in light of current economic and legal conditions with the skills, background, and knowledge of our principals and advisors. The Board of Directors reserves the right to make significant modifications to our stated strategies depending on future events.

***Risks of operations.***

Our operating results may be volatile, difficult to predict and may fluctuate significantly in the future due to a variety of factors, many of which may be outside of our control. Due to the nature of our target markets and our lack of experience in them, we may be unable to accurately forecast our future revenues and operating results. There are no assurances that we can generate significant revenue or achieve profitability. We anticipate having a sizeable amount of fixed expenses, and we expect to incur losses due to the execution of our business strategy, continued development efforts and related expenses. Social media depends on a critical mass of users for a site to gain traction in a competitive marketplace, which will require continuous marketing expenditures. As a result, we will need to generate significant revenues while containing costs and operating expenses if we are to achieve profitability. We cannot be certain that we will ever achieve sufficient revenue levels to achieve profitability.

***Minimal employees or infrastructure.***

We will have a small number of employees and have a limited time of operating history since June 2020 when current management assumed control. We intend to rely on our management team, our advisors, third-party consultants, divers, ship captains, survey experts, outside attorneys, advisors, accountants, auditors, and other administrators. The loss of services of any of such personnel may have a material adverse effect on our business and operations and there can be no assurance that if any or all of such personnel were to become unavailable, that qualified successors can be found on acceptable terms.

***Limitation on remedies; indemnification.***

Our Certificate of Incorporation, as amended from time to time, provides that officers, directors, employees and other agents and their affiliates shall only be liable to the Company and its shareholders for losses, judgments, liabilities and expenses that result from the fraud or other breach of fiduciary obligations. Additionally, we intend to enter into corporate indemnification agreements with each of our officers and directors consistent with industry practice. Thus, certain alleged errors or omissions might not be actionable by the Company. Our governing instruments also provide that, under the broadest circumstances allowed under law, we must indemnify its officers, directors, employees and other agents and their affiliates for losses, judgments, liabilities, expenses and amounts paid in settlement of any claims sustained by them in connection with the Company, including liabilities under applicable securities laws.

***No dividends or return of profits.***

We have not had any profits from any operations to date. We have never declared or paid any cash dividends on our Common Stock. We currently intend to retain future earnings, if any, to finance the expansion of our operations. As a result, we do not anticipate paying any cash dividends in the foreseeable future.

***Force Majeure.***

Our business is uniquely susceptible to unforeseen delays or failures that are caused by forces of nature and related circumstances. These factors are outside and beyond our control. Delay or failure may be due to any act of God, fire, war, terrorism, flood, strike, labor dispute, disaster, transportation or laboratory difficulties or any similar or dissimilar event beyond our control. We will not be held liable to any shareholder in the event of any such failure.

***We may not be able to manage our growth effectively.***

Our growth is expected to place a significant strain on our managerial, operational and financial resources. As our businesses grow in scale and attract more customers, there can be no assurance that our systems, procedures or controls will be adequate to support our operations or that our management will be able to achieve the rapid execution necessary to successfully grow and scale our services, products and offerings. Our operating results will also depend on our ability to expand sales and marketing commensurate with the growth of our diversified businesses. If we are unable to manage growth effectively, our business, results of operations and financial condition will be adversely affected.

***Maintaining favorable brand recognition is essential to our success, and failure to do so could materially adversely affect our results of operations, financial condition, liquidity and cash flows.***

Our business is heavily dependent upon the favorable brand recognition that our “Kanab Club” and “INFOOD TECHNOLOGIES” brand names have in the markets in which they participate. Factors affecting brand recognition are often outside our control, and our efforts to maintain or enhance favorable brand recognition, such as marketing and advertising campaigns, may not have their desired effects. In addition, it may be difficult to monitor or enforce such requirements, particularly in foreign jurisdictions and various laws may limit our ability to enforce the terms of these agreements or to terminate the agreements. Any decline in perceived favorable recognition of our brands could materially adversely affect our results of operations, financial condition, liquidity and cash flows.

***Changes in U.S., global or regional economic conditions.***

A decrease in economic activity in the United States or in other regions of the world in which we plan to offer our health product offerings, social media site, and related services could adversely affect demand, thus reducing our ability to generate revenue. A decline in economic conditions could reduce our users’ interest in utilizing our products and services. In addition, an increase in price levels generally, or in price levels in a particular sector such as the Engineering team needed to implement ever changing technology, could result in a shift in retail packaging demand, which could also adversely affect our revenues and, at the same time, increase our costs.

Alternate health products may be purchased as a luxury good so any downturn in economic activity could significantly reduce the demand for such health, which could have a material adverse effect on our results of operations.

**RISKS RELATED TO OUR BUSINESS AND INDUSTRY**

**There is No Assurance of Completion of the Kanab Club Social Media Site to be Developed.** The social site to be developed under our business plan, as the technology development will rely on the money raise for the site to be developed, under the name Kanab Club as a social media site for health and wellness. There is no assurance to the adequate funding to be raised to complete such site, and no assurance that it will be commercially viable.

### ***We May Be Affected by Various Trends***

The factors that will most significantly affect our future operating results, liquidity and capital resources will be:

- Government regulation of user privacy issues in the social media industry;
- The impact of artificial intelligence on our social site and user behavior;
- Market growth of vertical indoor farming as an alternative to outdoor cultivation of crops and plants.

Other than the foregoing, we do not know of any trends, events or uncertainties that have had, or are reasonably expected to have, a material impact on:

- revenues or expenses;
- any material increase or decrease in liquidity; or
- expected sources and uses of cash.

### ***No assurances of protection for proprietary rights; reliance on trade secrets.***

In certain cases, we may rely on trade secrets to protect intellectual property, proprietary technology and processes, which we have acquired, developed or may develop in the future. There can be no assurances that secrecy obligations will be honored or that others will not independently develop similar or superior products or technology. The protection of intellectual property and/or proprietary technology through claims of trade secret status has been the subject of increasing claims and litigation by various companies both in order to protect proprietary rights as well as for competitive reasons even where proprietary claims are unsubstantiated. The prosecution of proprietary claims or the defense of such claims is costly and uncertain given the uncertainty and rapid development of the principles of law pertaining to this area. We may also be subject to claims by other parties with regard to the use of intellectual property, technology information and data, which may be deemed proprietary to others.

### ***The Company's success is reliant on one executive who is predominantly responsible for operations and identifying strategic business opportunities.***

The Company's success depends substantially upon one key employee. If he becomes unable or unwilling to perform his functions for the Company, its chances for success will be greatly diminished and the Company may not be able to survive. The Company does not maintain key-person insurance for this executive and does not have a contingent plan for his death or incapacity at this time. From time to time, there may be changes in the Company's executive management team resulting from the hiring or departure of executives. Such changes in the Company's executive management team may be disruptive to its business. There can be no assurances the Company will be able to find or hire competent executives so it will not be as dependent on one employee. The Company does not maintain a chief financial officer or in-house bookkeeper and so is totally reliant on third parties for the maintenance of its books, preparation of financial statements, and financial analysis of strategic partners and acquisitions.

## **RISKS RELATED TO THIS OFFERING**

This Offering is not an underwritten public and, as such, differs from an underwritten initial public offering in several significant ways, which include, but are not limited to, the following:

- There are no underwriters other than our sponsoring brokerage. Consequently, there will be no book building process and no price at which underwriters initially sold shares to the public to help inform efficient price discovery;
- There can be no assurance that we will be able to make all required 1934 Act filings with the SEC;
- There may be low trading volume of our Common Stock limiting their liquidity;
- We are not currently working with a market maker, therefore is no underwriters' option to purchase additional shares to help stabilize, maintain, or affect the public price of our Common Stock;

- Given that there will be no underwriters' option to purchase additional shares or otherwise underwriters in engaging in stabilizing transactions, there could be greater volatility in the public price of our Common Stock during the period immediately following qualification of this Offering; and
- We will not conduct a traditional "roadshow" with underwriters prior to the qualification of this Offering. As a result, there may not be efficient price discovery with respect to our ordinary shares or sufficient demand among investors immediately after our listing, which could result in a more volatile public price of our ordinary shares.

Such differences from an underwritten initial public offering could result in a volatile market price for our Common Stock and uncertain trading volume and may adversely affect your ability to sell your Common Stock.

***The public price of our Common Stock may be volatile, and could, following a sale decline significantly and rapidly.***

As this Offering is taking place via a process that is not an underwritten initial public offering, there will be no book building process and no price at which underwriters initially sold shares to the public to help inform efficient price discovery with respect to the opening trades on securities exchange markets. Following this Offering, the public price of our Common Stock on the OTCPNK exchange may lead to price volatility.

***No minimum capitalization.***

We do not have a minimum capitalization and we may use the proceeds from this Offering immediately following our acceptance of the corresponding subscription agreements. It is possible we may only raise a minimum amount of capital, which could leave us with insufficient capital to operate our business segments, potentially resulting in greater operating losses unless we are able to raise the required capital from alternative sources. There is no assurance that alternative capital, if needed, would be available on terms acceptable to us, or at all.

***We may not be able maintain a listing of our Common Stock.***

To maintain our listing on the OTCPNK exchange we must maintain 1934 Act compliance and reporting, we must meet certain financial reporting and liquidity criteria to maintain such listing. If we violate the maintenance requirements for continued listing of our Common Stock, our Common Stock may be delisted. In addition, our board may determine that the cost of maintaining our listing on a national securities exchange outweighs the benefits of such listing. A delisting of our Common Stock from the OTCPNK Market may materially impair our stockholders' ability to buy and sell our Common Stock and could have an adverse effect on the market price of, and the efficiency of the trading market for, our Common Stock. In addition, in order to maintain our listing, we will be required to, among other things, file our regular quarterly reports on otcmarkets.com. The post-qualification amendment of the Offering Statement is subject to review by the SEC, and there is no guarantee that such amendment will be qualified promptly after filing. Any delay in the qualification of the post-qualification amendment may cause a delay in the trading of offering Shares. For all of the foregoing reasons, you may experience a delay between the closing of your purchase of shares of our Common Stock and the exchange trading of our Common Stock. In addition, the delisting of our Common Stock could significantly impair our ability to raise capital.

There may be significantly less trading volume and analyst coverage of, and significantly less investor interest in, our Common Stock, which may lead to lower trading prices for our Common Stock.

***Our Independent Auditors have Given Their Consent to Use Their Audit Report in this Offering.***

We have asked independent accountants and auditors Victor Mokuolu CPA, LLC as our current and registered PCAOB audit firm for the fiscal years 2023 and 2022 ended July 31, for their consents to use their audit reports in this Offering, which does not indicate their support or endorsement of this Offering or any statement made herein. Although we have retained our own counsel, neither such counsel nor any other counsel has made, on behalf of the investors, an independent examination of any factual matters represented by management herein. Therefore, for purposes of making a decision to purchase our shares, you should not rely on our counsel with respect to any matters herein described. Prospective investors are strongly urged to rely on the advice of their own legal counsel and advisors in making a determination to purchase our Shares.

***There has been a limited public market for our Common Stock prior to this Offering, and an active market in which investors can resell their shares may not develop.***

Prior to this Offering, there has been a limited public market for our Common Stock as listed on the OTCMarkets under the Stock Symbol HMLA as a 1934 Listed company. We cannot predict the extent to which an active market for our Common Stock will develop or be sustained after this Offering, or how the development of such a market might affect the market price of our Common Stock. The initial offering price of our Common Stock in this offering is based on a number of factors, including market conditions in effect at the time of the offering, and it may not be in any way indicative of the price at which our shares will trade following the completion of this offering. Investors may not be able to resell their shares at or above the initial offering price.



***We do not expect to declare or pay dividends in the foreseeable future.***

We do not expect to declare or pay dividends in the foreseeable future, as we anticipate that we will invest future earnings in the development and growth of our business. Therefore, holders of our Common Stock will not receive any return on their investment unless they sell their securities, and holders may be unable to sell their securities on favorable terms or at all.

***Sales of our Common Stock under Rule 144 could reduce the price of our stock.***

In general, persons holding “restricted securities,” including affiliates, must hold their shares for a period of at least six (6) months, may not sell more than one percent (1%) of the total issued and outstanding shares in any ninety (90) day period, and must resell the shares in an unsolicited brokerage transaction at the market price. The availability for sale of substantial amounts of common stock under Rule 144 could reduce prevailing market prices for our securities.

***Our failure to maintain effective internal controls over financial reporting could have an adverse impact on us.***

We are required to establish and maintain appropriate internal controls over financial reporting. Failure to establish those controls, or any failure of those controls once established, could adversely impact our public disclosures regarding our business, financial condition or results of operations. In addition, management’s assessment of internal controls over financial reporting may identify weaknesses and conditions that need to be addressed in our internal controls over financial reporting or other matters that may raise concerns for investors. Any actual or perceived weaknesses and conditions that need to be addressed in our internal control over financial reporting, disclosure of management’s assessment of our internal controls over financial reporting or disclosure of our public accounting firm’s attestation to or report on management’s assessment of our internal controls over financial reporting may have an adverse impact on the price of our Common Stock.

***Management discretion as to the actual use of the proceeds derived from this Offering.***

The net proceeds from this Offering will be used for the purposes described under “Use of Proceeds.” However, we reserve the right to use the funds obtained from this Offering for other similar purposes not presently contemplated which we deem to be in the best interests of the Company and our shareholders in order to address changed circumstances or opportunities. As a result of the foregoing, our success will be substantially dependent upon the discretion and judgment of the Board of Directors with respect to application and allocation of the net proceeds of this Offering. Investors who purchase our Common Stock will be entrusting their funds to our Board of Directors, upon whose judgment and discretion the investors must depend.

***The offering price of our Common Stock exercise price was arbitrarily determined and does not reflect the value of the company, our assets or our business.***

The offering price of our Common Stock was arbitrarily determined by our management and is not based on book value, assets, earnings or any other recognizable standard of value. We arbitrarily established the offering and exercise price considering such matters as the state of our business development and the general condition of, and opportunities present in, the industry in which we operate. No assurance can be given that our Common Stock Shares, or any portion thereof, could be sold for the offering price, or exercise price or for any amount. If profitable results are not achieved from our operations, of which there can be no assurance, the value of our Common Stock sold pursuant to this Offering will fall below the offering price and become worthless. Prospective investors should not consider the offering price of the Common Stock as indicative of their actual value. The offering price bears little relationship to our assets, net worth, or any other objective criteria.

***General securities investment risks.***

All investments in securities involve the risk of loss of capital. No guarantee or representation is made that an investor will receive a return of its capital. The value of our Common Stock can be adversely affected by a variety of factors, including development problems, regulatory issues, technical issues, commercial challenges, competition, legislation, government intervention, industry developments and trends, and general business and economic conditions.

***Multiple securities offerings and potential for integration of our offerings.***

We are currently and will in the future may be but are not expecting to be involved in one or more additional offers of our securities in other unrelated securities offerings. Any two or more securities offerings undertaken by us could be found by the SEC, or a state securities regulator, agency, to be “integrated” and therefore constitute a single offering of securities, which finding could lead to a disallowance of certain exemptions from registration for the sale of our securities in such other securities offerings. Such a finding could result in disallowance of one or more of our exemptions from registration, which could give rise to various legal actions on behalf of a federal or state regulatory agency and the Company.

***Our Independent Auditors Have Not Endorsed this Offering.***

We have asked independent accountants and auditors Victor Mokuolu CPA, LLC as our current and registered PCAOB audit firm for fiscal years 2023 and 2022 ended July 31, for their consents to use their audit reports in this Offering, which does not indicate their support or endorsement of this Offering or any statement made herein. Although we have retained our own counsel, such counsel has not made nor any other counsel has made, on behalf of the investors, any independent examination of any factual matters represented by management herein. Therefore, for purposes of making a decision to purchase our Common Stock, you should not rely on our counsel with respect to any matters herein described. Prospective investors are strongly urged to rely on the advice of their own legal counsel and advisors in making a determination to purchase our Common Stock.

***We cannot guarantee that we will sell any specific number of Common Stock shares in this Offering.***

There is no commitment by anyone to purchase all or any part of the Common Stock Shares offered hereby and, consequently, we can give no assurance that all of the Common Stock shares in this Offering will be sold. Additionally, there is no underwriter for this Offering; therefore, you will not have the benefit of an underwriter’s due diligence efforts that would typically include the underwriter being involved in the preparation of this Offering Circular and the pricing of our Common Stock shares offered hereunder. Therefore, there can be no assurance that this Offering will be successful or that we will raise enough capital from this Offering to further our development and business activities in a meaningful manner. Finally, prospective investors should be aware that we reserve the right to withdraw, cancel, or modify this Offering at any time without notice, to reject any subscription in whole or in part, or to allot to any prospective purchaser fewer Common Stock Shares than the number for which he or she subscribed.

***Investors will experience immediate and substantial dilution in the book value of their investment and will experience additional dilution in the future.***

If you purchase our Common Stock in this Offering, you will experience immediate and substantial dilution because the price you pay will be substantially greater than the net tangible book value per share of the shares you acquire. Since we will require funds in addition to the proceeds of this Offering to conduct our planned business, we will raise such additional funds, to the extent not generated internally from operations, by issuing additional equity and/or debt securities, resulting in further dilution to our existing stockholders (including purchasers of our Common Stock in this Offering).

***We may be unable to meet our current and future capital requirements from capital raised by this Offering.***

Although this offering covers expenditures for major investments and operation for the next projected two years, our capital requirements depend on numerous factors, including but not limited to the rate and success of our development efforts, marketing efforts, market acceptance of our products and services and other related services, our ability to establish and maintain our agreements with the services currently operating, our ability to maintain and expand our user base, the rate of expansion of our user community, the level of resources required to develop and operate our products and services, information systems and research and development activities, the availability of software and services provided by third-party vendors and other factors. The capital requirements relating to development of our technology and the continued and expanding operations of our business segments will be significant. We cannot accurately predict the timing and amount of such capital requirements. However, we are dependent on the proceeds of this Offering as well as additional financing that will be required in order to operate our business segments and execute our business plans. However, in the event that our plans change, our assumptions change or prove to be inaccurate, or if the proceeds of this Offering prove to be insufficient to operate our business segments, we would be required to seek additional financing sooner than currently anticipated. There can be no assurance that any such financing will be available to us on commercially reasonable terms, or at all. Furthermore, any additional equity financing may dilute the equity interests of our existing shareholders (including those purchasing shares pursuant to this Offering), and debt financing, if available, may involve restrictive covenants with respect to dividends, raising future capital and other financial and operational matters. If we are unable to obtain additional financing as and when needed, we may be required to reduce the scope of our operations or our anticipated business plans, which could have a material adverse effect on our business, operating results and financial condition.

***There may be little to no volume in the trading of our common stock, and you may not be able to resell your Common Stock at or above the initial public offering price.***

There can be no assurance that our Common Stock shares will maintain a sufficient trading market sufficient for the shares in this offering. If no active trading market for our Common Stock is sustained following this Offering, you may be unable to sell your shares when you wish to sell them or at a price that you consider attractive or satisfactory. The lack of an active market may also adversely affect our ability to raise capital by selling securities in the future or impair our ability to license or acquire other product candidates, businesses or technologies using our shares as consideration.

***The market price of our Common Stock may fluctuate significantly, and investors in our Common Stock may lose all or a part of their investment.***

If a market for our Common Stock develops following this Offering, the trading price of our Common Stock could be subject to wide fluctuations in response to various factors, some of which are beyond our control. The market prices for securities of penny-stock companies have historically been highly volatile, and the market has from time-to-time experienced significant price and volume fluctuations that are unrelated to the operating performance of particular companies. The market price of our common stock may fluctuate significantly in response to numerous factors, some of which are beyond our control, such as:

- actual or anticipated adverse results or delays in our research and development efforts;
- our failure to operate our business;
- unanticipated serious safety concerns related to our business;
- adverse regulatory decisions;
- legal disputes or other developments relating to proprietary rights, including patents, litigation matters and our ability to obtain patent protection for our intellectual property, government investigations and the results of any proceedings or lawsuits, including patent or stockholder litigation;
- changes in laws or regulations applicable to our businesses;
- our dependence on third parties;
- announcements of the introduction of new products by our competitors;
- market conditions in our business sectors;
- announcements concerning product development results or intellectual property rights of others;
- future issuances of our Common Stock or other securities;
- the addition or departure of key personnel;
- actual or anticipated variations in quarterly operating results;

- announcements of significant acquisitions, strategic partnerships, joint ventures or capital commitments by us or our competitors;
- our failure to meet or exceed the estimates and projections of the investment community;
- issuances of debt or equity securities;
- trading volume of our Common Stock;
- sales of our Common Stock by us or our stockholders in the future;
- overall performance of the equity markets and other factors that may be unrelated to our operating performance or the operating performance of our competitors, including changes in market valuations of similar companies;
- failure to meet or exceed any financial guidance or expectations regarding development milestones that we may provide to the public;
- ineffectiveness of our internal controls;
- general political and economic conditions;
- effects of natural or man-made catastrophic events;
- other events or factors, many of which are beyond our control; and
- publication of research reports about us or our industry or positive or negative recommendations or withdrawal of research coverage by securities analysts.

Further, price and volume fluctuations result in volatility in the price of our common stock, which could cause a decline in the value of our Common Stock. Price volatility of our common stock might worsen if the trading volume of our Common Stock is low. The realization of any of the above risks or any of a broad range of other risks, including those described in these “Risk Factors,” could have a dramatic and material adverse impact on the market price of our Common Stock.

***A sale of a substantial number of shares of the Common Stock may cause the price of our Common Stock to decline.***

If our stockholders sell, or the market perceives that our stockholders intend to sell for various reasons, substantial amounts of our Common Stock in the public market, including shares issued in connection with the exercise of outstanding options or warrants, the market price of our Common Stock could fall. Sales of a substantial number of shares of our Common Stock may make it more difficult for us to sell equity or equity-related securities in the future at a time and price that we deem reasonable or appropriate. We may become involved in securities class action litigation that could divert management’s attention and harm our business. The stock markets have from time-to-time experienced significant price and volume fluctuations that have affected the market prices for the Common Stock of pharmaceutical companies. These broad market fluctuations may cause the market price of our Common Stock to decline. In the past, securities class action litigation has often been brought against a company following a decline in the market price of a company’s securities. We may become involved in this type of litigation in the future. Litigation often is expensive and diverts management’s attention and resources, which could adversely affect our business.

***Our quarterly operating results may fluctuate significantly.***

We expect our operating results to be subject to quarterly fluctuations. Our net loss and other operating results will be affected by numerous factors, including:

- variations in the level of expenses related to our business segments;

- any intellectual property infringement lawsuit in which we may become involved;
- regulatory developments affecting our business and industry; and
- our execution of any collaborative, licensing or similar arrangements, and the timing of payments we may make or receive under these arrangements.

If our quarterly operating results fall below the expectations of investors or securities analysts, the price of our Common Stock could decline substantially. Furthermore, any quarterly fluctuations in our operating results may, in turn, cause the price of our Common Stock to fluctuate substantially.

***Our ability to use our net operating loss carry forwards may be subject to limitation.***

Generally, a change of more than fifty percent (50%) in the ownership of a company's stock, by value, over a three-year period constitutes an ownership change for U.S. federal income tax purposes. An ownership change may limit our ability to use our net operating loss carryforwards attributable to the period prior to the change. As a result, if we earn net taxable income, our ability to use our pre-change net operating loss carryforwards to offset U.S. federal taxable income may become subject to limitations, which could potentially result in increased future tax liability for us.

***The preparation of our financial statements involves the use of estimates, judgments and assumptions, and our financial statements may be materially affected if such estimates, judgments or assumptions prove to be inaccurate.***

Financial statements prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP") typically require the use of estimates, judgments and assumptions that affect the reported amounts. Often, different estimates, judgments and assumptions could reasonably be used that would have a material effect on such financial statements, and changes in these estimates, judgments and assumptions may occur from period to period over time. These estimates, judgments and assumptions are inherently uncertain and, if our estimates were to prove to be wrong, we would face the risk that charges to income or other financial statement changes, or adjustments would be required. Any such charges or changes could harm our business, including our financial condition and results of operations and the price of our securities. See "Management's Discussion and Analysis of Financial Condition and Results of Operations" for a discussion of the accounting estimates, judgments and assumptions that we believe are the most critical to an understanding of our consolidated financial statements and our business.

***If securities industry analysts do not publish research reports on us, or publish unfavorable reports on us, then the market price and market trading volume of our Common Stock could be negatively affected.***

Any trading market for our Common Stock will be influenced in part by any research reports that securities industry analysts publish about us. We do not currently have and may never obtain research coverage by securities industry analysts. If no securities industry analysts commence coverage of us, the market price and market trading volume of our Common Stock could be negatively affected. In the event we are covered by analysts, and one or more of such analysts downgrade our securities, or otherwise reports on us unfavorably, or discontinues coverage of us, the market price and market trading volume of our Common Stock could be negatively affected.

***Our management has broad discretion as to the use of certain of the net proceeds from this Offering.***

We intend to use a significant portion of the net proceeds from this Offering (if we sell all of the shares being offered) for working capital and other general corporate purposes. However, we cannot specify with certainty the particular uses of such proceeds. Our management will have broad discretion in the application of the net proceeds designated for use as working capital or for other general corporate purposes. Accordingly, you will have to rely upon the judgment of our management with respect to the use of these proceeds. Our management may spend a portion or all of the net proceeds from this Offering in ways that holders of our Common Stock may not desire or that may not yield a significant return or any return at all. The failure by our management to apply these funds effectively could harm our business. Pending their use, we may also invest the net proceeds from this offering in a manner that does not produce income or that loses value. Please see "Use of Proceeds" below for more information.

***The requirements of being a public company may strain our resources, divert management's attention, and affect our ability to attract and retain qualified board members.***

The 1934 Act requires, among other things, that we file annual, quarterly, and current reports with respect to our business and financial condition. The Sarbanes-Oxley Act requires, among other things, that we maintain effective disclosure controls and procedures and internal controls for financial reporting. For example, Section 404 of the Sarbanes-Oxley Act of 2002 requires that our management report on, and our independent auditors attest to, the effectiveness of our internal controls structure and procedures for financial reporting. Section 404 compliance may divert internal resources and will take a significant amount of time and effort to complete. We may not be able to successfully complete the procedures and certification and attestation requirements of Section 404 by the time we will be required to do so. If we fail to do so, or if in the future our chief executive officer, chief financial officer or independent registered public accounting firm determines that our internal controls over financial reporting are not effective as defined under Section 404, we could be subject to sanctions or investigations by the SEC or other regulatory authorities. Furthermore, investor perceptions of our company may suffer, and this could cause a decline in the market price of our common stock. Irrespective of compliance with Section 404, any failure of our internal controls could have a material adverse effect on our stated results of operations and harm our reputation. If we are unable to implement these changes effectively or efficiently, it could harm our operations, financial reporting or financial results and could result in an adverse opinion on internal controls from our independent auditors. We may need to hire a number of additional employees with public accounting and disclosure experience in order to meet our ongoing obligations as a public company, which will increase costs. Our management team and other personnel will need to devote a substantial amount of time to new compliance initiatives and to meeting the obligations that are associated with being a public company, which may divert attention from other business concerns, which could have a material adverse effect on our business, financial condition, and results of operations. In addition, because our management team has limited experience managing a public company, we may not successfully or efficiently manage our transition into a public company.

***Our common stock has been, and may in the future be, a "Penny Stock" and subject to specific rules governing its sale to investors.***

The SEC has adopted Rule 15c-9 which establishes the definition of a "penny stock," for the purposes relevant to our Common Stock, as any equity security that has a market price of less than \$5.00 per share or with an exercise price of less than \$5.00 per share, subject to certain exceptions. For any transaction involving a penny stock, unless exempt, the rules require that a broker or dealer approve a person's account for transactions in penny stocks; and the broker or dealer receive from the investor a written agreement to the transaction, setting forth the identity and quantity of the penny stock to be purchased.

In order to approve a person's account for transactions in penny stocks, the broker or dealer must obtain financial information and investment experience objectives of the person; and make a reasonable determination that the transactions in penny stocks are suitable for that person and the person has sufficient knowledge and experience in financial matters to be capable of evaluating the risks of transactions in penny stocks.

The broker or dealer must also deliver, prior to any transaction in a penny stock, a disclosure schedule prescribed by the SEC relating to the penny stock market, which, in highlight form sets forth the basis on which the broker or dealer made the suitability determination; and that the broker or dealer received a signed, written agreement from the investor prior to the transaction.

Generally, brokers may be less willing to execute transactions in securities subject to the "penny stock" rules. This may make it more difficult for investors sell shares of our common stock.

Disclosure also has to be made about the risks of investing in penny stocks in both public offerings and in secondary trading and about the commissions payable to both the broker-dealer and the registered representative, current quotations for the securities and the rights and remedies available to an investor in cases of fraud in penny stock transactions. Finally, monthly statements have to be sent disclosing recent price information for the penny stock held in the account and information on the limited market in penny stocks.

***The market for penny stocks has suffered in recent years from patterns of fraud and abuse.***

Stockholders should be aware that, according to SEC Release No. 34-29093, the market for penny stocks has suffered in recent years from patterns of fraud and abuse. Such patterns include:

- control of the market for the security by one or a few broker-dealers that are often related to the promoter or issuer;
- manipulation of prices through prearranged matching of purchases and sales and false and misleading press releases;
- boiler room practices involving high-pressure sales tactics and unrealistic price projections by inexperienced salespersons;
- excessive and undisclosed bid-ask differential and markups by selling broker-dealers; and
- the wholesale dumping of the same securities by promoters and broker-dealers after prices have been manipulated to a desired level, along with the resulting inevitable collapse of those prices and with consequential investor losses.

The foregoing risk factors are not to be considered a definitive list of all the risks associated with an investment in our Offered Shares. This Offering Circular contains forward-looking statements that are based on our current expectations, assumptions, estimates, and projections about our business, our industry, and the industry of our clients. When used in this Offering Circular, the words "expects," "anticipates," "estimates," "intends," "believes" and similar expressions are intended to identify forward-looking statements. These forward-looking statements are subject to risks and uncertainties that could cause actual results to differ materially from those projected. The cautionary statements made in this Offering Circular should be read as applicable to all related forward-looking statements wherever they appear in this Offering Circular.

## USE OF PROCEEDS

Assuming the sale by us of the Maximum Offering, we would have funding of \$300,000 and no estimated expenses, the total net proceeds to us would be \$300,000 because no portion of the Offering is allotted for sales on behalf of shareholders, which we currently intend to use as set forth below. We may from time to time to evaluate the acquisition of businesses, products, and technologies for which a portion of the net proceeds may be used, although we currently are not planning or negotiating any such transactions, and will update this Offering if that changes. As of the date of this Offering Circular, we cannot specify with certainty all of the particular uses for the net proceeds to us from the sale of Common Stock. Accordingly, we will retain broad discretion over the use of these proceeds, if any. The following table represents management's best estimate of the uses of the net proceeds received from the sale of Common Stock assuming the sale of, respectively, 100%, 75%, 50% and 25% of the Common Stock shares offered for sale in this Offering.

### Percentage of Offering Sold

	<u>100%</u>	<u>75%</u>	<u>50%</u>	<u>25%</u>
Kanab Club Social Media Site	60,000	45,000	30,000	15,000
INFOOD TECHNOLOGIES	180,000	135,000	90,000	45,000
Miscellaneous Operating Expenses <sup>(1)</sup>	60,000	45,000	30,000	15,000
TOTAL	<u>\$ 300,000</u>	<u>\$ 225,000</u>	<u>\$ 150,000</u>	<u>\$ 75,000</u>

(1) Miscellaneous Operating Expenses include but may not be limited to paying our office lease, maintaining our OTC markets listing, filing a 15c211, funding working capital to operate our business, and covering various other expenses incidental to our business and our publicly listed security; the Company does not plan to pay back salary or service long term debt with proceeds of the Offering. It also includes our Offering expenses of \$1,500.00.

Because the offering is a "best-efforts" offering without a minimum offering amount, we may close the offering without sufficient funds for all the intended purposes set out above, or even to cover the costs of this offering.

The amounts set forth above are estimates, and we cannot be certain that actual costs will not vary from these estimates. Our management has significant flexibility and broad discretion in applying the net proceeds received in this Offering. We cannot assure you that our assumptions, expected costs and expenses and estimates will prove to be accurate or that unforeseen events, problems or delays will not occur that would require us to seek additional debt and/or equity funding, which may not be available on favorable terms, or at all. See "Risk Factors."

This expected use of the net proceeds from this Offering represents our intentions based upon our current financial condition, results of operations, business plans and conditions. As of the date of this Offering Circular, we cannot predict with certainty all of the particular uses for the net proceeds to be received upon the closing of this Offering or the amounts that we will actually spend on the uses set forth above. The amounts and timing of our actual expenditures may vary significantly depending on numerous factors. As a result, our management will retain broad discretion over the allocation of the net proceeds from this Offering.

We may also use a portion of the net proceeds for the investment in strategic partnerships and possibly the acquisition of complementary businesses, products or technologies, although we have no present commitments or agreements for any specific acquisitions or investments. Pending our use of the net proceeds from this Offering, we intend to invest the net proceeds in a variety of capital preservation investments, including short-term, investment grade, interest bearing instruments and U.S. government securities.

## DILUTION

If you purchase shares in this Offering, your ownership interest in our Common Stock will be diluted immediately, to the extent of the difference between the price to the public charged for each share in this Offering and the net tangible book value per share of our Common Stock after this Offering. You will experience immediate and substantial dilution because the price you pay will be substantially greater than the net tangible book value per share of the shares you acquire, which is currently -\$0.0052 per share.

On November 7, 2023, there were an aggregate of 215,791,975 shares of Company Common Stock issued and outstanding. Our net tangible book value as of November 7, 2023, was -\$1,125,631 or -\$0.0052 per outstanding share of our Common Stock (as reported in our 10-K for our twelve-months ended July 31, 2023).

The following table illustrates the per share dilution to new investors discussed above, assuming the sale of, respectively, \$300,000; \$225,000; \$150,000 and \$75,000 worth of the subscribed shares offered for sale in this offering:

Funding Level	\$ 300,000	\$ 225,000	\$ 150,000	\$ 75,000
<b>Number of shares sold to new investors</b>	<b>300,000,000</b>	<b>225,000,000</b>	<b>150,000,000</b>	<b>75,000,000</b>
Offering Price	\$ 0.001	\$ 0.001	\$ 0.001	\$ 0.001
Historical net tangible book value per Common Stock share before the Offering	\$ (0.0052)	\$ (0.0052)	\$ (0.0052)	\$ (0.0052)
Increase in net tangible book value per share attributable to new investors in this Offering	\$ 0.0036	\$ 0.0031	\$ 0.0025	\$ 0.0016
Net tangible book value per share, after the offering	\$ (0.0016)	\$ (0.0020)	\$ (0.0026)	\$ (0.0036)
Dilution per share to new investors	\$ 0.0026	\$ 0.0030	\$ 0.0036	\$ 0.0046
Percentage of Dilution from Offering Price	260.2%	304.3%	366.8%	461.4%

We now provide the following table to illustrate the per share dilution to new investors discussed above, assuming the sale of, respectively, \$300,000; \$225,000; \$150,000 and \$75,000 worth of the subscribed shares offered for sale in this offering presuming before the Offering, the conversion of all outstanding preferred shares to common stock. 9,460,871 outstanding Series A Preferred Shares converting at 50 for 1 would become 473,043,550 common shares, 519,094 outstanding Series B Preferred Shares converting at 1,000 for 1 would become 519,094,000 common shares, and the 1,000,000 Series C Preferred Shares would become 1,000,000 common shares for an increase in issued and outstanding common stock of 993,137,550 to 1,208,929,525; with the same book value the per share net tangible book value is:

(Please note that the Class A has 50 votes/share, the Class B has 1,000 votes/share, and the Class C has 100,000 votes/share so common stock voting will not have any substantive impact of the shareholder voting of the Company)

Funding Level	\$ 300,000	\$ 225,000	\$ 150,000	\$ 75,000
<b>Number of shares sold to new investors</b>	<b>300,000,000</b>	<b>225,000,000</b>	<b>150,000,000</b>	<b>75,000,000</b>
Offering Price	\$ 0.001	\$ 0.001	\$ 0.001	\$ 0.001
Historical net tangible book value per Common Stock share before the Offering	\$ (0.00093)	\$ (0.00093)	\$ (0.00093)	\$ (0.00093)
Increase in net tangible book value per share attributable to new investors in this Offering	\$ 0.00038	\$ 0.00030	\$ 0.00021	\$ 0.00011
Net tangible book value per share, after the offering	\$ (0.00055)	\$ (0.00063)	\$ (0.00072)	\$ (0.00082)
Dilution per share to new investors	\$ 0.0015	\$ 0.0016	\$ 0.0017	\$ 0.0018
Percentage of Dilution from the Offering Price	154.8%	162.9%	171.9%	181.9%

## DETERMINATION OF OFFERING PRICE

Prior to the Offering, there has been a limited public market for our Common Stock. Accordingly, the price of the Shares in this Offering was determined by the Company. The principal factors we considered in determining such price include:

- the information set forth in this Offering Circular and otherwise available;
- our history and prospects and the history of and prospects for the industry in which we compete;
- our past and present financial performance; including expected recoveries,
- our prospects for future earnings and the present state of our development;
- the general condition of the securities markets at the time of this Offering;
- the recent market prices of, and demand for, publicly traded common stock of generally comparable companies; and
- other factors deemed relevant by us.



## MANAGEMENT'S DISCUSSION & ANALYSIS OF FINANCIAL CONDITION & RESULTS OF OPERATIONS

*You should read the following discussion and analysis of our financial condition and results of our operations together with our consolidated financial statements and the notes thereto appearing elsewhere in this Offering Circular. This discussion contains forward-looking statements reflecting our current expectations, whose actual outcomes involve risks and uncertainties. Actual results and the timing of events may differ materially from those stated in or implied by these forward-looking statements due to a number of factors, including those discussed in the sections entitled "Risk Factors," "Cautionary Statement regarding Forward-Looking Statements" and elsewhere in this Offering Circular. Please see the notes to our Financial Statements for information about our Significant Accounting Policies and Recent Accounting Pronouncements.*

### **Plan of Operations**

Himalaya Technologies, Inc. (the "Company") was incorporated under the laws of the State of Nevada on July 8, 2003. The Company's principal historical activities had been the acquisition of a mineral property in the State of New Mexico. During the fiscal year ended July 31, 2010, the Company began to acquire working interests in a seismic exploration program as well as a drilling program in crude oil and natural gas properties in Oklahoma. Prior to July 31, 2019 the Company discontinued the exploration and drilling in Oklahoma and New Mexico. The Company has leases on two properties that were fully depleted prior to July 31, 2021. Over the past few years, the company generated approximately \$1,500 per year of net revenue from these leases. We divested the mineral, oil and natural gas properties to the Company's former CEO on or around November 8, 2022. Our intended plan of operations is to develop and enhance our social site Kanab.Club targeting health and wellness and invest in our vertical indoor agriculture division operating under dba "INFOOD TECHNOLOGIES".

Our business plan includes completing our social site Kanab.Club targeting health and wellness, building out additional Internet sites Goccha! and yinzworldwide, generating revenues from advertising and subscriptions, incorporating new features into the sites such as dating and blogging, launching mobile apps for iOS and Android smartphones, and marketing our vertical indoor agriculture division solutions to education, government, and enterprise markets.

Kanab.Club is an information portal which does not offer e-commerce services at this time and therefore we do not believe regulatory oversight or rules of law are a risk factor to our business.

### ***Financial Statement Presentation***

The accompanying audited condensed consolidated financial statements have been prepared in conformity with generally accepted accounting principles in the United States ("GAAP") for financial information and with the instructions to Form 10-K and Rule 10-01 of Regulation S-X. Pursuant to these rules and regulations, certain information and note disclosures, are included in financial statements prepared in accordance with GAAP requires management to make estimates and assumptions that affect reported amounts and related disclosures. In the opinion of management, all adjustments (consisting of normal recurring items) considered necessary for a fair presentation have been included. Operating results for the Company ended July 31, 2023. The balance sheet as of July 31, 2023, has been derived from the audited financial statements at that date and includes all of the information and footnotes required by GAAP for complete financial statements. For further information, refer to the Company's financial statements and notes thereto. The notes to the audited condensed consolidated financial statements are presented on a continuing basis unless otherwise noted.

### **Summary of Results**

The following discussion and analysis are intended to provide a narrative of our financial results and an evaluation of our financial condition and results of operations. The discussion should be read in conjunction with our consolidated financial statements and notes thereto. A description of our business is discussed in Item 1 of this report, which contains an overview of our business as well as the status of our ongoing project operations.

Results of Operations for the year ended July 31, 2023:

#### *Revenue*

During the year ended July 31, 2023 and 2022, the Company had \$0 and \$0 in operating revenues. During the year ended July 31, 2023 the Company incurred \$0 cost of revenues. During the year ended July 31, 2023, the Company incurred operating expenses of \$302,199, consisting primarily of G&A expenses, consulting fees and travel expenses and other general and administrative costs. For the year ended July 31, 2023, these operating losses combined with non-operating income (expenses) of \$275,577 resulted in net loss of (\$577,776). For the year ended July 31, 2022, the Company had operating losses of (\$285,731) and non-operating income (expenses) of \$88,692 resulted in net loss of (\$197,039).

#### *Net Loss*

We have incurred losses since the inception of our business and as of July 31, 2023 we had an accumulated deficit of \$8,637,251.

### **Liquidity and Capital Resources and Cash Requirements**

We have incurred losses since the inception of our business and as of July 31, 2023 we had an accumulated deficit of \$8,637,251. As of July 31, 2022, the Company had cash balance of \$324 and negative working capital of \$480,366.

To date, we have funded our operations through short-term debt and equity financing. During the year ended July 31, 2023, the Company received \$50,815, less \$20,863 in payments, from related parties, as well as \$35,000 received from third parties.

We expect our expenses will continue to increase during the foreseeable future as a result of increased operational expenses and the development of our automobile business. However, we do not expect to start generating revenues from our operations for another 12 months. Consequently, we are dependent on the proceeds from future debt or equity investments to sustain our operations and implement our business plan. If we are unable to raise sufficient capital, we will be required to delay or forego some portion of our business plan, which would have a material adverse effect on our anticipated results from operations and financial condition. There is no assurance that we will be able to obtain necessary amounts of additional capital or that our estimates of our capital requirements will prove to be accurate. As of the date of this Report we did not have any commitments from any source to provide such additional capital. Even if we are able to secure outside financing, it may be unavailable in the amounts or the times when we require. Furthermore, such financing would likely take the form of bank loans, private placement of debt or equity securities or some combination of these. The issuance of additional equity securities would dilute the stock ownership of current investors while incurring loans, leases or debt would increase our capital requirements and possible loss of valuable assets if such obligations were not repaid in accordance with their terms.

The Company may not be able to continue as a going concern. Our independent auditors believe, based on our financial results as of July 31, 2022, that such results raised substantial doubts about the Company's ability to continue as a going concern. If the Company is not able to continue as a going concern, it is highly likely that all capital invested in the Company will be lost.

Additionally, it is possible that the Company may face additional challenges in obtaining financing due to COVID-19's effects on the general economy and the capital markets. If the Company is not able to obtain financing due to COVID-19 then it is highly likely it will be forced to cease operations and shut down its business, which would likely result in a complete loss of all capital invested in the Company.

Management believes that current trends toward lower capital investment in start-up companies pose the most significant challenge to the Company's success over the next year and in future years. Additionally, the Company will have to meet all the financial disclosure and reporting requirements associated with being a publicly reporting company. The Company's management will have to spend additional time on policies and procedures to make sure it is compliant with various regulatory requirements, especially that of Section 404 of the Sarbanes-Oxley Act of 2002. This additional corporate governance time required of management could limit the amount of time management has to implement its business plan and impede the speed of its operations.

#### **Limited operating history; need for additional capital**

There is no historical financial information about us upon which to base an evaluation of our performance. We are in a start-up stage of operations and have generated very negligible revenues since inception. We cannot guarantee that 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.

#### **Off-Balance Sheet Arrangements**

The Company does not have any off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on the Company's financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources.

#### **Quantitative and Qualitative Disclosures about Market Risk**

In the ordinary course of our business, we are not exposed to market risk of the sort that may arise from changes in interest rates or foreign currency exchange rates, or that may otherwise arise from transactions in derivatives.

**Contingencies**

Certain conditions may exist as of the date the financial statements are issued, which may result in a loss to the Company, but which will only be resolved when one or more future events occur or fail to occur. The Company's management, in consultation with its legal counsel as appropriate, assesses such contingent liabilities, and such assessment inherently involves an exercise of judgment. In assessing loss contingencies related to legal proceedings that are pending against the Company or unasserted claims that may result in such proceedings, the Company, in consultation with legal counsel, evaluates the perceived merits of any legal proceedings or unasserted claims, as well as the perceived merits of the amount of relief sought or expected to be sought therein. If the assessment of a contingency indicates it is probable that a material loss has been incurred and the amount of the liability can be estimated, then the estimated liability would be accrued in the Company's financial statements. If the assessment indicates a potentially material loss contingency is not probable, but is reasonably possible, or is probable, but cannot be estimated, then the nature of the contingent liability, together with an estimate of the range of possible loss, if determinable and material, would be disclosed. Loss contingencies considered remote are generally not disclosed unless they involve guarantees, in which case the guarantees would be disclosed.

**Litigation**

From time to time, we become the subject of litigation that is incurred in the ordinary course of its business. However, to date, we have not been made aware of any actual, pending or threatened litigation against the Company which is material. There are no lawsuits against the Company.

**Property**

The corporate office and mailing address for the Company is 831 W North Ave., Pittsburgh, PA 15233.

At July 31, 2022, the Company had an interest in two oil and natural gas leases. During the years ended July 31, 2021 and 2020, the leases generated minimal revenue and expense. On November 8, 2022, the Company sold these oil and natural gas interests to its former CEO for \$112,000 in loans from him to the Company, accrued compensation owed to him, and expenses.

## DIRECTORS, EXECUTIVE OFFICERS & CORPORATE GOVERNANCE

The following are our executive officers and directors and their respective ages and positions as of the date of this Offering Circular:

Name	Position	Age	Term of Office	Approximate hours per week for part-time employees
<b>Executive Officers:</b>				
Vikram P. Grover	CEO & Chairman	54	Since June 18, 2021	40

During the past five (5) years, none of the persons identified above has been involved in any bankruptcy or insolvency proceeding or convicted in a criminal proceeding, excluding traffic violations and other minor offenses. There is no arrangement or understanding between the person described above and any other person pursuant to which the person was selected to his or her office or position.

### Executive Officers and Directors

#### Vikram P. Grover - CEO, & Chairman, Sole Director.

**Vikram P. Grover** has 25 years' experience on Wall Street as an equity research analyst, investment banker and consultant that has been advising, financing, and launching businesses for several years. He has worked at Thomas Weisel Partners Group, Inc. (now Stifel Nicolaus), Needham & Co., Source Capital Group, Inc. and Kaufman Bros., LLC in various capacities ranging from Director of Research, Senior Managing Director Investment Banking, and Managing Director Equity Research covering Telecommunications, Media, and Technology ("TMT") companies. From 1995 – 2015, Vikram Grover worked in various capacities on Wall Street as a FINRA registered representative, including sell-side equity research, investment banking, and financial advisory services. From 2015 – 2017, he was CEO of Good Gaming, Inc., a publicly-traded operator of eSports tournaments and content services. From 2019 to today, he has been CEO, CFO, Secretary and Director of FOMO WORLDWIDE, INC., a publicly traded business incubation platform for tech companies. Effective June 18 2021, he was named CEO, CFO, Secretary and Director of Himalaya Technologies, Inc. a/k/a Homeland Resources Ltd. (OTC:HMLA), a publicly traded health and wellness holding company. Since 2015, Mr. Grover has also provided management consulting services under the d/b/a "IX Advisors". He has a bachelor's degree from the University of California San Diego, a Master of Science in Management ("MSM") from the Georgia Institute of Technology and has passed all levels of the Chartered Financial Analyst ("CFA") exam.

### Board Leadership Structure and Risk Oversight

The Board oversees our business and considers the risks associated with our business strategy and decisions. The Board currently implements its risk oversight function as a whole. Each of the Board committees, when established, will also provide risk oversight in respect of its areas of concentration and reports material risks to the board for further consideration.

### Term of Office

Directors serve until the next annual meeting and until their successors are elected and qualified. Officers are appointed to serve for one (1) year until the meeting of the Board following the annual meeting of shareholders and until their successors have been elected and qualified.

## **Corporate Governance**

The Company's corporate governance is controlled by one person, Vikram Grover, who is the CEO, sole director of the Company, and the controlling shareholder by virtue of his ownership of all 1,000,000 of the outstanding Series C Preferred Shares, which have 100,000 common share votes per share. The Company uses the outside accounting services of an individual, Mary Kirk, to prepare financials quarterly and annually for the independent auditors of Victor Mokuolu, CPA, our Company Auditors.

## **Conflicts of Interest**

The Company does not currently foresee any conflict of interest.

## **Section 16(a) Beneficial Ownership Reporting Compliance**

16(a) of the Securities Exchange Act of 1934 requires the company directors and executive officers, and persons who own more than ten percent of the Company's common stock, to file with the Securities and Exchange Commission initial reports of ownership and reports of changes of ownership of its common stock. Officers, directors and greater than ten percent shareholders are required by SEC regulation to furnish the company with copies of all Section 16(a) forms they file. The Company intends to ensure to the best of its ability that all Section 16(a) filing requirements applicable to its officers, directors and greater than ten percent beneficial owners are complied with in a timely fashion.

## **Family Relationships**

There are no family relationships among any management personnel as management consists only of one person, Vikram Grover.

## **Involvement in Certain Legal Proceedings**

To our knowledge, none of our current directors or executive officers has, during the past ten (10) years:

- been convicted in a criminal proceeding or been subject to a pending criminal proceeding (excluding traffic violations and other minor offenses);
- had any bankruptcy petition filed by or against the business or property of the person, or of any partnership, corporation or business association of which he was a general partner or executive officer, either at the time of the bankruptcy filing or within two (2) years prior to that time;
- been subject to any order, judgment, or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction or federal or state authority, permanently or temporarily enjoining, barring, suspending or otherwise limiting, his involvement in any type of business, securities, futures, commodities, investment, banking, savings and loan, or insurance activities, or to be associated with persons engaged in any such activity;
- been found by a court of competent jurisdiction in a civil action or by the SEC or the Commodity Futures Trading Commission to have violated a federal or state securities or commodities law, and the judgment has not been reversed, suspended, or vacated;
- been 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 (not including any settlement of a civil proceeding among private litigants), relating to an alleged violation of any federal or state securities or commodities law or regulation, 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

- been 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), any registered entity (as defined in Section 1(a)(29) of the Commodity Exchange Act), or any equivalent exchange, association, entity or organization that has disciplinary authority over its members or persons associated with a member.

Except as set forth above and in our discussion below in “Certain Relationships and Related Transactions,” none of our directors or executive officers has been involved in any transactions with us or any of our directors, executive officers, affiliates or associates which are required to be disclosed pursuant to the rules and regulations of the SEC.

We are not currently a party to any legal proceedings, the adverse outcome of which, individually or in the aggregate, we believe will have a material adverse effect on our business, financial condition or operating results.

#### **Code of Business Conduct and Ethics**

Our Board plans to adopt a written code of business conduct and ethics (“Code”) that applies to our directors, officers and employees, including our principal executive officer, principal financial officer and principal accounting officer or controller, or persons performing similar functions. We intend to post on our website a current copy of the Code and all disclosures that are required by law in regard to any amendments to, or waivers from, any provision of the Code.

#### **Director Compensation**

Directors are permitted to receive fixed fees and other compensation for their services as directors. The Board of Directors has the authority to fix the compensation of directors. No amounts have been paid to, or accrued to, directors in such capacity. Our directors are not compensated for their role on the Board of Directors.

## EXECUTIVE COMPENSATION

The following summary compensation table sets forth all compensation awarded to, earned by, or paid to our named executive officer paid by us during the years ended July 31, 2022 and 2021 in all capacities for the accounts of our executives, including the current Chairman and Chief Executive Officer (CEO):

### SUMMARY COMPENSATION TABLE

Name and Principal Position	Period End	Salary (\$)	Bonus (\$)	Stock Awards (\$)	Option Awards (\$)	Non-Equity Incentive Plan Compensation (\$)	Non-qualified Deferred Compensation Earnings (\$)	All Other Compensation (\$)	Total (\$)
Vikram P. Grover <sup>(1)</sup>	07/31/2023	120,000	—	—	—	—	—	—	120,000
CEO & Chairman	07/31/2022	120,000	—	—	—	—	—	—	120,000

(1) Mr. Grover's terms began in June of 2021, his annual compensation through July 31, 2022 was \$120,000 which has been paid primarily through the issuance of restricted equity.

#### *Narrative Disclosure to Summary Compensation Table*

There are the above disclosed payments made. Mr. Grover has an employment letter agreement with the Company stipulating a salary of \$10,000 USD per month, which he can take a portion or all of in Class B Preferred stock of the Company converted at the 20-day moving average closing bid price for the common stock equivalents (1 – 1,000). No other compensatory plans or arrangements, including payments to be received from the Company with respect to any executive officer, that would result in payments to such person because of his or her resignation, retirement or other termination of employment with the Company, or its subsidiaries, any change in control, or a change in the person's responsibilities following a change in control of the Company.

#### *Outstanding Equity Awards at Fiscal Year-End*

No executive officer received any equity awards or holds exercisable or exercisable options, as of the year ended July 31, 2023. The Company has no options or warrants issued or outstanding to insiders, affiliates, or employees.

#### *Long-Term Incentive Plans*

There are no arrangements or plans in which the Company would provide pension, retirement or similar benefits for our director or executive officer.

#### *Compensation Committee*

The Company currently does not have a compensation committee of the Board of Directors. The Board of Directors as a whole determines other compensation for management and outside contractors.

#### *Security Holders Recommendations to Board of Directors*

The Company welcomes comments and questions from the shareholders. Shareholders can direct communications to the Chairman of the Board of Directors and CEO, Vikram Grover, at our executive offices. However, while the Company appreciates all comments from shareholders, it may not be able to individually respond to all communications. Management attempts to address shareholder questions and concerns in press releases and documents filed with the SEC so that all shareholders have access to information about the Company at the same time. Vikram Grover collects and evaluates all shareholder communications. All communications addressed to the Board of Directors and executive officers will be reviewed by Vikram Grover, unless the communication is clearly frivolous.



## CERTAIN RELATIONSHIPS AND RELATED PARTY TRANSACTIONS

### Related Transactions

Other than as given herein, there have been no transactions and there are no currently proposed transactions, in which the Company was or is to be a participant and in which any related person has or will have a direct or indirect material interest involving the lesser of \$120,000 or one percent (1%) of the average of the Company's total assets as of the end of last two completed fiscal years. A related person is any executive officer, director, nominee for director, or holder of 5% or more of the Company's Common Stock, or an immediate family member of any of those persons.

### SECURITY OWNERSHIP OF MANAGEMENT & CERTAIN SECURITYHOLDERS

The following tables set forth certain information regarding beneficial ownership of our capital stock as of the date hereof by (i) each person whom we know to beneficially own more than five percent (5%) of any class of our common stock, (ii) each of our directors, (iii) each of the executive officers and (iv) all our directors and executive officers as a group. Unless otherwise indicated, each of the persons listed below has sole voting and investment power with respect to the shares beneficially owned.

Our total authorized capital stock consists of 2,000,000,000 shares of common stock, \$0.0001 par value per share as it was increased on September 15, 2022 with an Amendment to the Company's Articles of Incorporation filed with the State of Nevada Secretary of State. As of November 7, 2023, there were 215,791,975 shares of our common stock outstanding, all of which were fully paid, non-assessable and entitled to vote. Each share of our common stock entitles its holder to one vote on each matter submitted to our stockholders.

The Company does not have any shareholders owning more than 5% of its outstanding common shares, however there are holders of its Class A and Class B Preferred Shares, of which each share can convert to 50 or 1,000 shares of Company common stock, respectively.

#### Series A Preferred Ownership

The following table reflects holders of Class A Preferred Shares that would hold greater than 5% of the Company's common shares if all their Preferred classes were converted to Company common stock on November 7, 2023.

<b>Name and Address of Beneficial Owners <sup>1</sup></b>	<b>Class A Preferred Shares common shares beneficially owned</b>	<b>Percentage of beneficially owned <sup>2</sup></b>
FOMO WORLDWIDE, INC.	184,000,000	46.02%
Vikram Grover	289,043,550	57.25%
All beneficial holders as group (4 persons or entities)	473,043,550	68.67%

(1) Unless otherwise indicated, the address of each person listed below is c/o Himalaya Technologies, Inc., 831 w North Ave., Pittsburgh, PA 15233.

(2) Percentages are based on 215,791,975 shares of common stock issued and outstanding at November 7, 2023 plus the hypothetical common shares that would be issued if all Class A Preferred Shares were converted to shares of Company common stock; there are 9,460,871 Class A Preferred Shares outstanding, which would convert into 473,043,550 Company common shares, which would make a total of 688,835,525 common shares outstanding upon the hypothetical conversion.

#### Series B Preferred Ownership

The following table shows the beneficial ownership of our Common Stock as of the date of this Offering Circular held by (i) each director; (ii) each executive officer; and (iii) all directors and executive officers as a group. As of November 7, 2023, they collectively, directly, and indirectly through control of other holders, hold 497,094 Class B Preferred which may convert into 497,094,000 shares of our Common Stock.

Beneficial ownership is determined in accordance with the rules of the Commission, and generally includes voting power and/or investment power with respect to the securities held. Shares of Common Stock subject to options and warrants currently exercisable or which may become exercisable within sixty (60) days of the date of this Offering Circular, are deemed outstanding and beneficially owned by the person holding such options or warrants for purposes of computing the number of shares and percentage beneficially owned by such person but are not deemed outstanding for purposes of computing the percentage beneficially owned by any other person. Except as indicated in the footnotes to this table, the persons or entities named have sole voting and investment power with respect to all shares of Common Stock shown as beneficially owned by them.

<b>Name and Address of Beneficial Owners <sup>1</sup></b>	<b>Class B Preferred Shares common shares beneficially owned</b>	<b>Percentage of beneficially owned <sup>2</sup></b>
FOMO WORLDWIDE, INC.	250,000,000	53.67%
Vikram Grover	247,094,000	53.38%
All beneficial holders as group (4 persons or entities)	497,094,000	69.72%

(1) Unless otherwise indicated, the address of each person listed below is c/o Himalaya Technologies, Inc., 831 W North Ave., Pittsburgh, PA 15233.

(2) Percentages are based on 215,791,975 shares of common stock issued and outstanding at November 7, 2023 plus the hypothetical common shares that would be issued if all Class B Preferred Shares were converted to shares of Company common stock; there are 519,094 Class B Preferred Shares outstanding, which would convert into 519,094,000 Company common shares, which would make a total of 734,885,975 common shares outstanding upon the hypothetical conversion.

The percentages below are based on fully diluted shares of our Common Stock as of the date of this Offering Circular.

	Number of shares of Common Stock Beneficially Owned as of November 7, 2023(1)	Percentage Before Offering(2)	Beneficially Owned After Maximum Offering(2)
<b>Directors and Officers:</b>			
Vikram Grover - CEO & Chairman	537,137,550	71.3%	51.01%

(1) Upon a hypothetical conversion of his 5,780,871 Class A Preferred shares, 247,094 Class B Preferred Shares at 1 to 1,000 and his 1,000,000 Class C Preferred Shares at 1 to 1.

(2) Percentage accounts for the added common shares that would be outstanding if all of Mr. Grover's (and only Mr. Grover's) Class A, Class B, and Class C Preferred Shares were converted to Company common shares.

#### DESCRIPTION OF SECURITIES

The following is a summary of the rights of our capital stock as provided in our certificate of incorporation, bylaws and certificate of designation. For more detailed information, please see our certificate of incorporation, bylaws and certificate of designation, which have been filed as exhibits to the Offering Statement of which this Offering Circular is a part.

#### Indebtedness.

As of July 31, 2023, the Company had a total outstanding indebtedness of \$1,161,606 including \$680,946 in non-cash derivative liability. Additional information about the Company's outstanding notes and debentures can be found in notes to financial statements in Part F/S of this Offering Circular.

#### Common Stock

As of November 17, 2023, the Company had 2,000,000,000 shares of Common Stock authorized, as it was increased on September 15, 2022 with an Amendment to the Company's Articles of Incorporation filed with the State of Nevada Secretary of State, and 215,791,975 shares of Common Stock issued and outstanding.

The Company is offering up to 300,000,000 shares of Common Stock in this Offering at \$.001/per share.

The holders of the Common Stock are entitled to one vote for each share held at all meetings of shareholders (and written actions in lieu of meeting). There shall be no cumulative voting. The holders of shares of Common Stock are entitled to dividends when and as declared by the Board from funds legally available therefor, and upon liquidation are entitled to share pro rata in any distribution to holders of Common Stock. There are no preemptive, conversion or redemption privileges, nor sinking fund provisions with respect to the Common Stock.

The number of authorized shares of Common Stock may be increased or decreased subject to the Company's legal commitments at any time and from time to time to issue them, by the affirmative vote of the holders of a majority of the stock of the Company entitled to vote, which can be accomplished by a shareholder consent of the Company's CEO, Vikram Grover, because of his super majority voting power as described below.

#### Preferred Stock

The following table is a summary of the Company's preferred stock. Please refer to the information following the table for the full terms.

Designation	Authorized Shares	Shares Issued	Ownership <sup>(1)</sup>	Voting
Class A Preferred Stock	130,000,000	9,460,871	FOMO WORDLWIDE, INC., Vikram Grover FOMO WORDLWIDE, INC., Vikram Grover + 2	50 votes/share
Class B Preferred Stock	20,000,000	519,094	minority owners	1,000 votes/share
Class C Preferred Stock	1,000,000	1,000,000	Vikram Grover	100,000 votes/share

(1) The address of all shareholders is 625 Stanwix St. #2504, Pittsburgh, PA 15222.

The Company has authorized Two Hundred Fifty Million (250,000,000) shares of Preferred Stock with \$.001 par value per share, which are designated into three classes: Preferred Class A with 130 million authorized, Class B Preferred with 20 million authorized, and Preferred Class C with one million authorized. There are ninety-nine (99) million shares of preferred shares authorized that have not been assigned a class at this time for future requirements.

The designations, preferences, limitations, and relative rights of the shares of each such class are as follows:

**Class A Preferred Stock**

One hundred thirty (130) million authorized are convertible into 50 shares of common shares for each share, these shares have voting rights of 1 vote per share. At November 17, 2023 there were 0 shares issued and outstanding.

**Class B Preferred Stock**

Twenty (20) million authorized, which are convertible into 1,000 shares of common shares for each share, these shares have voting rights of 1,000 votes per share. At November 17, 2023 there were 519,094 shares issued and outstanding which equates into 519,094,000 votes.

**Class C Preferred Stock**

One (1) million authorized, which are convertible into 1 shares of common shares for each share. These shares have voting rights of 100,000 votes per share. As of November 17, 2023 there were 1,000,000 shares outstanding which equates into 100,000,000,000 votes. These shares represent the controlling votes of the Company. These shares are all issued to our Company CEO Vikram Grover.

**Transfer Agent and Registrar**

The transfer agent and registrar for our Common Stock is TranShare Corporation, Bayside Center 1, 17755 North US Highway 19, Suite 140, Clearwater, FL 33764 www.transhare.com. The transfer agent is registered under the Exchange Act and operates under the regulatory authority of the SEC and FINRA.

**Penny Stock Regulation**

The SEC has adopted regulations which generally define “penny stock” to be any equity security that has a market price of less than Five Dollars (\$5.00) per share or an exercise price of less than Five Dollars (\$5.00) per share. Such securities are subject to rules that impose additional sales practice requirements on broker-dealers who sell them. For transactions covered by these rules, the broker-dealer must make a special suitability determination for the purchaser of such securities and have received the purchaser’s written consent to the transaction prior to the purchase. Additionally, for any transaction involving a penny stock, unless exempt, the rules require the delivery, prior to the transaction, of a disclosure schedule prepared by the SEC relating to the penny stock market. The broker-dealer also must disclose the commissions payable to both the broker-dealer and the registered representative, current quotations for the securities and, if the broker-dealer is the sole market-maker, the broker-dealer must disclose this fact and the broker-dealer’s presumed control over the market. Finally, among other requirements, monthly statements must be sent disclosing recent price information for the penny stock held in the account and information on the limited market in penny stocks. As our Common Stock immediately following this Offering may be subject to such penny stock rules, purchasers in this Offering will in all likelihood find it more difficult to sell their Common Stock shares in the secondary market.

**DIVIDEND POLICY**

We plan to retain any earnings for the foreseeable future for our operations. We have never paid any dividends on our Common Stock and do not anticipate paying any cash dividends in the foreseeable future. Any future determination to pay cash dividends will be at the discretion of our Board and will depend on our financial condition, operating results, capital requirements and such other factors as our Board deems relevant.

**PLAN OF DISTRIBUTION**

The shares are being offered by us on a “best-efforts” basis by our officers, directors and employees, with the assistance of independent consultants, and possibly through registered broker-dealers who are members of the Financial Industry Regulatory Authority (“FINRA”) and finders, though the Company has not engaged any such persons yet.

We intend to sell the Common Stock in this offering through the efforts of our Chief Executive Officer, Vikram Grover. Mr. Grover will not receive any compensation for offering or selling the Common Stock. We believe that Mr. Grover is exempt from registration as a broker-dealer under the provisions of Rule 3a4-1 promulgated under the Securities Exchange Act of 1934.

There is no aggregate minimum to be raised in order for the Offering to become effective and therefore the Offering will be conducted on a “rolling basis.” This means we will be entitled to begin applying “dollar one” of the proceeds from the Offering towards our business strategy, offering expenses, reimbursements, and other uses as more specifically set forth in the “Use of Proceeds” contained elsewhere in this Offering Circular.

We expect to commence the offer and sale of the Shares as of the date on which the Form 1-A Offering Statement of which this Offering Circular is a part (the “Offering Circular”) is qualified by the U.S. Securities and Exchange Commission (which we refer to as the “SEC” or the “Commission”).

Our Offering will expire on the first to occur of (a) the sale of all Three Hundred Million (300,000,000) shares of Common Stock offered for subscription hereby, (b) November 6, 2024, subject to extension not to exceed 1 year from the date of SEC qualification of the Offering, or (c) when our board of directors elects to terminate the Offering.

#### **Offering Period and Expiration Date**

This Offering will start on or immediately after the date on which the SEC initially qualifies this Offering Statement (the “Qualification Date”) and will terminate on the Termination Date.

#### **Minimum Purchase Requirements**

The minimum investment amount is Ten Thousand Dollars (\$10,000.00), however the Company reserves the right to take investments of a lesser amount.

#### **Procedures for Subscribing**

If you decide to subscribe for our Common Stock shares in this Offering, you should:

1. Electronically receive, review, execute and deliver to us a subscription agreement; and
2. Deliver funds directly by wire or electronic funds transfer via ACH to the Company’s bank account designated in the Company’s subscription agreement.

Any potential investor will have ample time to review the subscription agreement, along with their counsel, prior to making any final investment decision. We shall only deliver such subscription agreement upon request after a potential investor has had ample opportunity to review this Offering Circular.

**Right to Reject Subscriptions.** After we receive your complete, executed subscription agreement and the funds required under the subscription agreement have been transferred to our designated account, we have the right to review and accept or reject your subscription in whole or in part, for any reason or for no reason. We will return all monies from rejected subscriptions immediately to you, without interest or deduction.

**Acceptance of Subscriptions.** Upon our acceptance of a subscription agreement, we will countersign the subscription agreement and issue the shares subscribed at closing. Once you submit the subscription agreement and it is accepted, you may not revoke or change your subscription or request your subscription funds. All accepted subscription agreements are irrevocable.

**State Law Exemptions**

This Offering Circular does not constitute an offer to sell or the solicitation of an offer to purchase any Shares in any jurisdiction in which, or to any person to whom, it would be unlawful to do so. An investment in the Shares involves substantial risks and possible loss by investors of their entire investments (See Risk Factors).

The Shares have not been qualified under the securities laws of any state or jurisdiction. Because the Offering is being completed under Tier 2 of Regulation A, the offered shares will be “covered securities” and as such will not require state Blue Sky filings to be completed for sale of the common stock.

**Investor Suitability Standards**

The Offered Shares may only be purchased by investors residing in a state in which this Offering Circular is duly qualified who have the financial capacity to hold the investment for an indefinite amount of time.

Under Rule 251 of Regulation A, non-accredited, non-natural investors are subject to the investment limitation and may only invest funds which do not exceed Ten Percent (10%) of the greater of the purchaser’s revenue or net assets (as of the purchaser’s most recent fiscal year end). A non-accredited, natural person may only invest funds which do not exceed Ten Percent (10%) of the greater of the purchaser’s annual income or net worth (please see below on how to calculate your net worth).

NOTE: For the purposes of calculating your net worth, it is defined as the difference between total assets and total liabilities. This calculation must exclude the value of your primary residence and may exclude any indebtedness secured by your primary residence (up to an amount equal to the value of your primary residence). In the case of fiduciary accounts, net worth and/or income suitability requirements may be satisfied by the beneficiary of the account or by the fiduciary if the fiduciary directly or indirectly provides funds for the purchase of the Shares.

In order to purchase our Common Stock shares and prior to the acceptance of any funds from an investor, an investor will be required to represent, to the Company’s satisfaction, that he is either an accredited investor or is in compliance with the Ten Percent (10%) of net worth or annual income limitation on investment in this Offering.

**Advertising, Sales and Other Promotional Materials**

In addition to this Offering Circular, subject to limitations imposed by applicable securities laws, we expect to use additional advertising, sales and other promotional materials in connection with this offering. These materials may include information relating to this offering, articles and publications concerning industries relevant to our business operations or public advertisements and audio-visual materials, in each case only as authorized by us. In addition, the sales material may contain certain quotes from various publications without obtaining the consent of the author or the publication for use of the quoted material in the sales material. Although these materials will not contain information in conflict with the information provided by this Offering Circular and will be prepared with a view to presenting a balanced discussion of risk and reward with respect to the Offered Shares, these materials will not give a complete understanding of our company, this offering or the Offered Shares and are not to be considered part of this Offering Circular. This offering is made only by means of this Offering Circular, and prospective investors must read and rely on the information provided in this Offering Circular in connection with their decision to invest in the Shares.

**Issuance of Certificates**

Upon settlement, that is, at such time as an investor's funds have cleared and we have accepted an investor's subscription agreement, we will issue a certificate or certificates representing such investor's purchased Shares, but the Company reserves the right to issue the Offered Shares in "book entry" with our transfer agent. If the Offered Shares are registered in book entry, you will not receive a certificate but will receive an account statement from our transfer agent acknowledging the number of Shares you own.

**Transferability of the Offered Shares**

The Shares will be generally freely transferable, subject to any restrictions imposed by applicable securities laws or regulations.

**LEGAL MATTERS**

Certain legal matters with respect to the shares of Common Stock offered hereby will be passed upon by Newlan Law Firm, PLLC.

**EXPERTS**

The financial statements of the Company appearing elsewhere in this Offering Circular have been included herein in reliance upon the reports of Victor Mokuolu CPA, LLC, independent certified public accounting firms, appearing elsewhere herein, and upon the authority of that firm as experts in accounting and auditing. All such SEC Audits and reports are available at SEC.Gov. Himalaya Technologies, Inc. is a fully reporting 1934 Securities Act Company.

**WHERE YOU CAN FIND MORE INFORMATION**

We have filed with the SEC a Regulation A Offering Statement on Form 1-A/A under the Securities Act of 1993, as amended, with respect to the shares of Common Stock offered hereby. This Offering Circular, which constitutes a part of the Offering Statement, does not contain all of the information set forth in the Offering Statement or the exhibits and schedules filed therewith. For further information about us and the Common Stock offered hereby, we refer you to the Offering Statement and the exhibits and schedules filed therewith. Statements contained in this Offering Circular regarding the contents of any contract or other document that is filed as an exhibit to the Offering Statement are not necessarily complete, and each such statement is qualified in all respects by reference to the full text of such contract or other document filed as an exhibit to the Offering Statement. You may read and copy this information at the SEC's Public Reference Room, 100 F Street, N.E., Room 1580, Washington, D.C. 20549. You may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. The SEC also maintains an Internet website that contains reports, proxy statements and other information about issuers, including us, that file electronically with the SEC. The address of this site is [www.sec.gov](http://www.sec.gov). In addition, you can find all of our public filings on the SEC's EDGAR database, and specifically at this link: <https://www.sec.gov/edgar/browse/?CIK=1409624&owner=exclude>.

**HIMALAYA TECHNOLOGIES, INC.**

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**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the Stockholders and Board of Directors  
Himalaya Technologies, Inc.

**Opinion on the Financial Statements**

We have audited the accompanying consolidated balance sheets of Himalaya Technologies, Inc. (the Company) as of July 31, 2023 and July 31, 2022, and the related consolidated statements of operations, stockholders' deficit, and cash flows for each of the two years ended July 31, 2023, 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 year ended July 31, 2023 and July 31, 2022, and the results of its operations and its cash flows for each of the two years ended July 31, 2023, 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**

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 3 to the financial statements, the Company had operating losses for each of the years ended July 31, 2023, and July 31, 2022, has an accumulated deficit as of July 31, 2023, and the Company has not completed its efforts to generate revenues to cover its operating costs. These factors raise substantial doubt about its ability to continue as a going concern. Management's plans in regard to these matters are also described in Note 3. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

**Basis for 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 the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. 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 error or fraud. 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 audits, 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 audits 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 audits 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

Critical audit matters are matters arising from the current period audit of the financial statements that were communicated or required to be communicated to the audit committee or the Company's governance 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. We have determined there are critical matters related to the Company's convertible debentures.

As described in Notes 2, Summary of Significant Accounting Policies, and Note 7, Convertible Note Payables, to the consolidated financial statements, the Company had convertible debentures with attached warrants that required accounting considerations and significant estimates. The Company determined that variable conversion features with attached warrants issued in connection with certain convertible debentures required derivative liability classification. These variable conversion features were initially measured at fair value and subsequently have been remeasured to fair value at each reporting period. The Company determined the fair value of the embedded derivatives using the Black-Scholes-Merton option pricing model. The value of the embedded derivative liabilities related to the convertible debentures as of July 31, 2023 was \$680,946. We identified the accounting considerations and related valuations, including the related fair value determinations of the embedded derivative liabilities of such as a critical audit matter. The principal considerations for our determination were: (1) the accounting consideration in determining the nature of the various features (2) the evaluation of the potential derivatives and potential bifurcation in the instruments, and (3) considerations related to the determination of the fair value of the various debt and equity instruments and the conversion features that include valuation models and assumptions utilized by management. An audit of these elements is especially challenging and requires auditor judgement due to the nature and extent of audit effort required to address these matters, including the extent of specialized skill or knowledge needed. Our audit procedures related to management's conclusion on the evaluation and related valuation of embedded derivatives, included the following, among others: (1) evaluating the relevant terms and conditions of the various financings, (2) assessing the appropriateness of conclusions reached by the Company with respect to the accounting for the convertible debt, and the assessment and accounting for potential derivatives and (3) independently recomputing the valuations determined by Management.

*Victor Mokuolu, CPA PLLC*

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

Houston, Texas

October 27, 2023  
PCAOB ID: 6771



Himalaya Technologies Inc  
Consolidated Balance Sheets

	July 31,	
	2023	2022
<b>ASSETS</b>		
Current assets		
Cash	\$ 324	\$ 4,141
Total current assets	<u>324</u>	<u>4,141</u>
Other assets:		
Investment in oil and gas properties	-	-
Investments	21,000	309,590
Website design	14,651	13,338
Total other assets	<u>35,651</u>	<u>322,928</u>
Total assets	<u>\$ 35,975</u>	<u>\$ 327,069</u>
<b>LIABILITIES AND STOCKHOLDERS' DEFICIT</b>		
Liabilities		
Current liabilities		
Accounts payable and accrued expenses	\$ 277,478	\$ 293,856
Derivative liability	680,946	440,766
Loan from shareholder	-	96,400
Loan from affiliate	41,157	38,222
Loans payable due to non-related parties, net	162,025	151,500
Total current liabilities	<u>1,161,606</u>	<u>1,020,744</u>
Total liabilities	<u>1,161,606</u>	<u>1,020,744</u>
Stockholders' deficit		
Common stock; \$0.0001 par value authorized: 1,000,000,000 shares; issued and outstanding 186,878,572 and 147,201,861	18,688	14,720
Preferred stock Class A; \$0.0001 par value authorized: 130,000,000 shares; issued and outstanding 8,457,777 and 0	846	-
Preferred stock Class B; \$0.0001 par value authorized: 20,000,000 shares; issued and outstanding 518,730 and 536,876 respectively	52	54
Preferred stock Class C; \$0.0001 par value authorized: 1,000,000 shares; issued and outstanding 1,000,000 and 1,000,000	100	100
Additional paid-in-capital	7,491,934	7,350,927
Accumulated deficit	(8,637,251)	(8,059,476)
Total stockholders' deficit	<u>(1,125,631)</u>	<u>(693,675)</u>
Total liabilities and stockholders' deficit	<u>\$ 35,975</u>	<u>\$ 327,069</u>

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

Himalaya Technologies Inc  
Consolidated Statement of Operations

	For the Years Ended July 31,	
	2023	2022
Operating revenue	\$ -	\$ -
Cost of revenue	-	-
Gross profit	-	-
<b>Operating expenses:</b>		
General and administrative	297,512	283,068
Amortization expense	4,687	2,663
	302,199	285,731
Loss from operations	(302,199)	(285,731)
<b>Other income (expenses)</b>		
Interest expense	(33,630)	(22,986)
Derivative expense	(64,937)	-
Change in derivative liability	(209,603)	111,125
Investment loss	(79,800)	-
Gain on sale of oil and gas properties	112,000	-
Other income	393	553
Total other income (expenses)	(275,577)	88,692
Loss before income taxes	(577,776)	(197,039)
Provision for income taxes	-	-
Net income (loss)	\$ (577,776)	\$ (197,039)
Net income (loss) per share, basic and diluted	\$ (0.00)	\$ (0.00)
Weighted average common equivalent share outstanding, basic and diluted	157,911,455	130,845,920

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

Himalaya Technologies Inc  
Consolidated Statement of Stockholders' Deficit

	Common Stock		Preferred Stock						Additional paid-in capital	Accumulated deficit	Total stockholders' deficit
	Number of Shares	No par value	Class A		Class B		Class C				
			Number of Shares	\$0.0001 par value	Number of Shares	\$0.0001 par value	Number of Shares	\$0.0001 par value			
Balance, July 31, 2021	97,734,883	\$ 9,773	-	\$ -	300,000	\$ 30	1,000,000	\$ 100	\$6,709,111	\$ (7,862,437)	\$ (1,143,423)
Conversion of convertible debt	49,466,978	4,947	-	-	-	-	-	-	123,050	-	127,997
Shares issued for services	-	-	-	-	22,000	2	-	-	39,198	-	39,200
Shares issued for accrued compensation	-	-	-	-	15,504	2	-	-	79,998	-	80,000
Shares issued for investment	-	-	-	-	199,372	20	-	-	309,570	-	309,590
Recognition of warrants	-	-	-	-	-	-	-	-	90,000	-	90,000
Net income	-	-	-	-	-	-	-	-	-	(197,039)	(197,039)
Balance, July 31, 2022	147,201,861	14,720	-	-	536,876	54	1,000,000	100	7,350,927	(8,059,476)	(693,675)
Shares issued for accrued compensation	-	-	4,777,777	478	81,590	8	-	-	159,514	-	160,000
Recognition of warrants	-	-	-	-	-	-	-	-	90,000	-	90,000
Conversion of warrants	-	-	2,000,000	200	-	-	-	-	9,800	-	10,000
Conversion of convertible debt	39,676,711	3,968	-	-	-	-	-	-	60,641	-	64,609
Recission of investment in TAG	-	-	-	-	(99,686)	(10)	-	-	(119,830)	-	(119,840)
Recission of investment in GenBio	-	-	-	-	(99,686)	(10)	-	-	(189,739)	-	(189,749)
Acquisition of investment in PTOF	-	-	1,680,000	168	-	-	-	-	100,632	-	100,800
Shares issued for debt forgiveness and advisory fees	-	-	-	-	100,000	10	-	-	29,990	-	30,000
Net loss	-	-	-	-	-	-	-	-	-	(577,776)	(577,776)
Balance, July 31, 2023	186,878,572	\$ 18,688	8,457,777	\$ 846	518,730	\$ 52	1,000,000	\$ 100	\$7,491,934	\$ (8,637,252)	\$ (1,125,631)

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

Himalaya Technologies Inc  
Consolidated Statement of Cash Flows

	For the Years Ended July 31,	
	2023	2022
Cash flows provided by (used for) operating activities:		
Net income (loss)	\$ (577,776)	\$ (197,039)
Adjustments to reconcile net loss to net cash provided by (used for) operating activities:		
Amortization expense	4,687	2,663
Gain on sale of oil and gas properties	(112,000)	-
Change in derivative liability	209,603	(111,125)
Derivative expense	64,937	-
Amortization of debt discount	4,075	-
Shares/ Warrants issued for services	90,000	129,200
Shares issued for advisory fees	12,983	-
Loss on investments	79,800	-
Increase (decrease) in assets and liabilities:		
Accounts payable	131,367	147,002
Accrued interest on loans payable	29,555	-
Net cash used for operating activities	<u>(62,769)</u>	<u>(29,299)</u>
Cash flows provided by (used for) Investing activities		
Payment of Website Design	<u>(6,000)</u>	<u>(5,800)</u>
Net cash provided by (used for) investing activities	<u>(6,000)</u>	<u>(5,800)</u>
Cash flows provided by (used for) Financing activities		
Payment of related party loan	(20,863)	(600)
Proceeds from loan from affiliate	50,815	11,222
Proceeds from non-related loans	<u>35,000</u>	<u>-</u>
Net cash provided by (used for) financing activities	<u>64,952</u>	<u>10,622</u>
Net (decrease) increase in cash	(3,817)	(24,477)
Cash, beginning of year	<u>4,141</u>	<u>28,618</u>
Cash, end of year	<u>\$ 324</u>	<u>\$ 4,141</u>
Supplemental disclosure of cash flow information		
Cash paid for interest	\$ -	\$ -
Cash paid for taxes	\$ -	\$ -
Preferred stock issued for accrued compensation	\$ 140,000	\$ -
Common stock issued for debt	\$ 64,609	\$ 761,456
Conversion of warrants	\$ 10,000	\$ -
Recission of investment in TAG	\$ 119,841	\$ 761,456
Recission of investment in GenBio	\$ 189,749	\$ 761,456

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

Himalaya Technologies, Inc.  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
JULY 31, 2023 AND 2022

Note 1 – ORGANIZATION

Himalaya Technologies, Inc. (the “Company”) was incorporated under the laws of the State of Nevada on July 8, 2003. The Company’s principal historical activities had been the acquisition of a mineral property in the State of New Mexico. During the fiscal year ended July 31, 2010, the Company began to acquire working interests in a seismic exploration program as well as a drilling program in crude oil and natural gas properties in Oklahoma. Prior to July 31, 2019 the Company discontinued the exploration and drilling in Oklahoma and New Mexico. The Company had leases on two properties that were fully depleted prior to July 31, 2022. Over the past few years, the company generated approximately \$1,500 per year of net revenue from these leases. During the year ended July 31, 2023, the Company reached an agreement with the Company’s prior CEO to distribute the oil leases in payment of loan from shareholder.

On June 28, 2021 the Company amended its Articles of Incorporation to change the name of the Company to “Himalaya Technologies, Inc.” from Homeland Resources Ltd.

The Company’s business plan includes completing its’ social site Kanab.Club targeting health and wellness based on the cannabis market, generating revenues from advertising and subscriptions, incorporating social media site into the site.

Note 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The accompanying financial statements were prepared in conformity with generally accepted accounting principles in the United States of America (“US GAAP”) and in conformity with the rules and regulation of the U.S. Securities and Exchange Commission (SEC).

Use of Estimates

The preparation of financial statements in conformity with US GAAP requires management to make certain estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Significant estimates include accounts payable, the recoverability of long-term assets, and the valuation of derivative liabilities.

Consolidation

The consolidated financial statements include the accounts and operations of the Company, and its wholly owned subsidiary, KANAB CORP. All intercompany transactions and accounts have been eliminated in the consolidation.

Cash

Cash consists of deposits in two large national banks in the United States. The Company has not experienced any losses in such accounts and believes it is not exposed to any risks on its cash in bank accounts.

Himalaya Technologies, Inc.  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
JULY 31, 2023 AND 2022

Fair Value of Financial Instruments

For certain of the Company's financial instruments, including cash accounts payable, accrued liabilities, short-term debt, and derivative liability, the carrying amounts approximate their fair values due to their short maturities. We adopted ASC Topic 820, "Fair Value Measurements and Disclosures," which requires disclosure of the fair value of financial instruments held by the Company. ASC Topic 825, "Financial Instruments," defines fair value, and establishes a three-level valuation hierarchy for disclosures of fair value measurement that enhances disclosure requirements for fair value measures. The carrying amounts reported in the balance sheets for receivables and current liabilities each qualify as financial instruments and are a reasonable estimate of their fair values because of the short period of time between the origination of such instruments and their expected realization and their current market rate of interest. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurement) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of valuation hierarchy are defined as follows:

Level 1 input to the valuation methodology are quoted prices for identical assets or liabilities in active markets.

Level 2 inputs to the valuation methodology include quoted prices for similar assets and liabilities in active markets, and inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the financial instrument.

Level 3 inputs to the valuation methodology are unobservable in which little or no market data exists, therefore requiring an entity to develop its own assumptions, such as valuations derived from valuation techniques in which one or more significant inputs or significant value drivers are unobservable.

The Company's analyses of all financial instruments with features of both liabilities and equity under ASC 480, "Distinguishing Liabilities from Equity," and ASC 815.

The Company has recorded the conversion option on notes as a derivative liability because of the variable conversion price, which in accordance with U.S. GAAP, prevents them from being considered as indexed to our stock and qualified for an exception to derivative accounting.

The Company recognizes derivative instruments as either assets or liabilities on the accompanying balance sheets at fair value. We record changes in the fair value of the derivatives in the accompanying statement of operations.

Assets and liabilities measured at fair value are as follows as of July 31, 2023:

	Total	Level 1	Level 2	Level 3
<b>Assets</b>				
Investments	21,000	21,000	-	-
<b>Total assets measured at fair value</b>	<b>21,000</b>	<b>21,000</b>	<b>-</b>	<b>-</b>
<b>Liabilities</b>				
Derivative liability	680,946	-	-	680,946
<b>Total liabilities measured at fair value</b>	<b>680,946</b>	<b>-</b>	<b>-</b>	<b>680,946</b>

Himalaya Technologies, Inc.  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
JULY 31, 2023 AND 2022

Assets and liabilities measured at fair value are as follows as of July 31, 2022:

	Total	Level 1	Level 2	Level 3
<b>Assets</b>				
Total assets measured at fair value				
<b>Liabilities</b>				
Derivative liability	440,766			440,766
Total liabilities measured at fair value	440,766			440,766

**Earnings Per Share (EPS)**

Basic EPS is computed by dividing income available to common shareholders by the weighted average number of common shares outstanding for the period. Diluted EPS is computed similar to basic net income per share except that the denominator is increased to include the number of additional common shares that would have been outstanding if all the potential common shares, warrants and stock options had been issued and if the additional common shares were dilutive. Diluted EPS assumes that all dilutive convertible shares and stock options were converted or exercised. Dilution is computed by applying the treasury stock method for the outstanding options and the if-converted method for the outstanding convertible preferred shares. Under the treasury stock method, options and warrants are assumed to be exercised at the beginning of the period (or at the time of issuance, if later), and as if funds obtained thereby were used to purchase common stock at the average market price during the period. Under the if-converted method, convertible outstanding instruments are assumed to be converted into common stock at the beginning of the period (or at the time of issuance, if later). During the fiscal years ended July 31, 2023 and 2022, the Company generated no revenues and incurred substantial losses, of which the vast majority were due to mostly non-cash charges for accrued interest, penalties and derivative charges related to convertible debt instruments. Therefore, the effect of any common stock equivalents on EPS is anti-dilutive during those periods.

**Income Taxes**

The Company utilizes FASB Accounting Standards Codification (ASC) Topic 740, Income Taxes, which requires recognition of deferred tax assets and liabilities for the expected future tax consequences of events that were included in the financial statements or tax returns. Under this method, deferred income taxes are recognized for the tax consequences in future years of differences between the tax bases of assets and liabilities and their financial reporting amounts at each period end based on enacted tax laws and statutory tax rates applicable to the periods in which the differences are expected to affect taxable income. Valuation allowances are established, when necessary, to reduce deferred tax assets to the amount expected to be realized.

ASC 740 provides accounting and disclosure guidance about positions taken by an organization in its tax returns that might be uncertain. When tax returns are filed, it is likely that some positions taken would be sustained upon examination by the taxing authorities, while others are subject to uncertainty about the merits of the position taken or the amount of the position that would be ultimately sustained. The benefit of a tax position is recognized in the financial statements in the period during which, based on all available evidence, management believes it is more likely than not that the position will be sustained upon examination, including the resolution of appeals or litigation processes, if any. Tax positions taken are not offset or aggregated with other positions. Tax positions that meet the more-likely-than-not recognition threshold are measured as the largest amount of tax benefit that is more than 50 percent likely of being realized upon settlement with the applicable taxing authority. The portion of the benefits associated with tax positions taken that exceeds the amount measured as described above is reflected as a liability for unrecognized tax benefits in the accompanying balance sheets along with any associated interest and penalties that would be payable to the taxing authorities upon examination. Interest associated with unrecognized tax benefits is classified as interest expense and penalties are classified in selling, general and administrative expenses in the statements of income.



Himalaya Technologies, Inc.  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
JULY 31, 2023 AND 2022

On July 31, 2023 and 2022, the Company had not taken any significant uncertain tax positions on its tax returns for the period ended July 31, 2023 and prior years or in computing its tax provisions for any years. Prior management considered its tax positions and believed that all of the positions taken by the Company in its Federal and State tax returns were more likely than not to be sustained upon examination. The Company is subject to examination by U.S. Federal and State tax authorities from inception to present, generally for three years after they are filed. New management, which took control of the Company on June 21, 2021, is currently evaluating prior management's decision to not file federal tax returns and plans on filing past returns and related 1099 filings for compensation paid to prior management, employees, consultants, contractors and affiliates. The Company does not believe it has a material tax liability due to its operating losses in these periods but is preparing tax filings to bring itself current as it completes and moves forward on announced mergers and acquisitions.

#### Concentration of Credit Risk

Cash is mainly maintained by one highly qualified institution in the United States. At various times, such amounts are more than federally insured limits. Management does not believe that the Company is subject to any unusual financial risk beyond the normal risk associated with commercial banking relationships. The Company has not experienced any losses on our deposits of cash.

#### Risks and Uncertainties

The Company is subject to risks from, among other things, competition associated with the industry in general, other risks associated with financing, liquidity requirements, rapidly changing customer requirements, limited operating history and the volatility of public markets.

#### Crude Oil and Natural Gas Properties

The Company follows the full cost accounting method to account for crude oil and natural gas properties, whereby costs incurred in the acquisition, exploration and development of crude oil and natural gas reserves are capitalized. Such costs include lease acquisition, geological and geophysical activities, rentals on non-producing leases, drilling, completing and equipping of crude oil and natural gas wells and administrative costs directly attributable to those activities and asset retirement costs. Disposition of crude oil and natural gas properties are accounted for as a reduction of capitalized costs, with no gain or loss recognized unless, such adjustment would significantly alter the relationship between capital costs and proved reserves of crude oil and natural gas, in which case the gain or loss is recognized to income.

The capitalized costs of crude oil and natural gas properties, excluding unevaluated and unproved properties, are amortized using the units-of-production method based on estimated proved recoverable crude oil and natural gas reserves. Amortization of unevaluated and unproved property costs begins when the properties become proved or their values become impaired. Impairment of unevaluated and unproved prospects is assessed periodically based on a variety of factors, including management's intention with regard to future exploration and development of individually significant properties and the ability of the Company to obtain funds to finance such exploration and development.

Under full cost accounting rules for each cost center, capitalized costs of evaluated crude oil and natural gas properties, including asset retirement costs, less accumulated amortization and related deferred income taxes, may not exceed an amount (the "cost ceiling") equal to the sum of (a) the present value of future net cash flows from estimated production of proved crude oil and natural gas reserves, based on current economic and operating conditions, discounted at 10%, plus (b) the cost of properties not being amortized, plus (c) the lower of cost or estimated fair value of any unproved properties included in the costs being amortized, less (d) any income tax effects related to differences between the book and tax basis of the properties involved. If capitalized costs exceed this limit, the excess is charged to earnings.

Himalaya Technologies, Inc.  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
JULY 31, 2023 AND 2022

Given the volatility of crude oil and natural gas prices, it is reasonably possible that the estimate of discounted future net cash flows from proved crude oil and natural gas reserves could change in the near term. If crude oil and natural gas prices decline in the future, even if only for a short period of time, it is possible that additional impairments of crude oil and natural gas properties could occur. In addition, it is reasonably possible that additional impairments could occur if costs are incurred in excess of any increases in the present value of future net cash flows from proved crude oil and natural gas reserves, or if properties are sold for proceeds less than the discounted present value of the related proved crude oil and natural gas reserves.

The crude oil and gas properties were fully depleted prior to July 31, 2019.

During the fiscal year ended July 31, 2023, the Company reached an agreement with its former CEO to sell the Company's interest in all of its crude oil and natural gas properties. The interest was sold on or around November 8, 2022.

*Revenue Recognition*

The Company recognizes revenues in accordance with Accounting Standards Codification ("ASC") 606 – Contracts with Customers. Revenue from sales of products is recognized when the related performance obligation is satisfied. The Company's performance obligation is satisfied upon the shipment or delivery of products to customers.

*Stock-Based Compensation*

The Company accounts for all stock-based compensation using a fair value-based method. The fair value of equity-classified awards granted to employees is estimated on the date of the grant using the Black-Scholes option-pricing model and the related stock-based compensation expense is recognized over the vesting period during which an employee is required to provide service in exchange for the award.

*Intangible Assets*

The Company's intangible assets include the Kanab.Club website, which was developed for external use. The Company carries these intangibles at cost, less accumulated amortization. Amortization is recorded on a straight-line basis over the estimated useful lives, estimated to be 5 years. Costs that are incurred to produce the finished product after technological feasibility has been established are capitalized as an intangible asset. The company performs periodic reviews to ensure that unamortized program costs remain recoverable from future revenue.

*Goodwill and Other Acquired Intangible Assets*

The Company initially records goodwill and other acquired intangible assets at their estimated fair values and reviews these assets periodically for impairment. Goodwill represents the excess of the purchase price over the fair value of identifiable tangible and intangible assets acquired and liabilities assumed in a business combination and is tested at least annually for impairment, historically during our fourth quarter.

Himalaya Technologies, Inc.  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
JULY 31, 2023 AND 2022

*Derivative Liabilities*

The Company assessed the classification of its derivative financial instruments as of July 31, 2023 and 2022, which consist of convertible instruments and warrants in the Company's common stock and determined that such derivatives meet the criteria for liability classification under ASC 815.

ASC 815 generally provides three criteria that, if met, require companies to bifurcate conversion options from their host instruments and account for them as free-standing derivative financial instruments. These three criteria include circumstances in which (a) the economic characteristics and risks of the embedded derivative instrument are not clearly and closely related to the economic characteristics and risks of the host contract, (b) the hybrid instrument that embodies both the embedded derivative instrument and the host contract is not re-measured at fair value under otherwise applicable generally accepted accounting principles with changes in fair value reported in earnings as they occur and (c) a separate instrument with the same terms as the embedded derivative instrument would be considered a derivative instrument subject to the requirements of ASC 815. ASC 815 also provides an exception to this rule when the host instrument is deemed to be conventional, as described.

The Company uses judgment in determining the fair value of derivative liabilities at the date of issuance and at every balance sheet thereafter and in determining which valuation method is most appropriate for the instrument, the expected volatility, the implied risk-free interest rate, as well as the expected dividend rate, if any.

*Recently Issued Accounting Pronouncements*

In August 2020, the FASB issued ASU 2020-06, Debt - Debt with Conversion and Other Options (Subtopic 470-20) and Derivatives and Hedging – Contracts in Entity's Own Equity (Subtopic 815-40) – Accounting for Convertible Instruments and Contracts on an Entity's Own Equity. The ASU simplifies accounting for convertible instruments by removing major separation models required under current GAAP. Consequently, more convertible debt instruments will be reported as a single liability instrument with no separate accounting for embedded conversion features. The ASU removes certain settlement conditions that are required for equity contracts to qualify for the derivative scope exception, which will permit more equity contracts to qualify for the exceptions. The ASU also simplifies the diluted net income per share calculation in certain areas. The new guidance is effective for fiscal years beginning after December 15, 2023, including interim periods within those fiscal years, and early adoption is permitted. The Company is currently evaluating the impact of the adoption of the standard on the consolidated financial statements.

Himalaya Technologies, Inc.  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
JULY 31, 2023 AND 2022

Note 3 – GOING CONCERN

The accompanying financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America, which contemplate the continuation of the Company as a going concern. The Company reported an accumulated deficit of \$8,637,251 as of July 31, 2023. The Company also had negative working capital of \$1,161,282 on July 31, 2023 and had operating losses of \$302,199 and \$285,731 for the years ended July 31, 2023 and 2022, respectively. To date, these losses and deficiencies have been financed principally through the issuance of common stock, loans from related parties and loans from third parties.

In view of the matters described, there is substantial doubt as to the Company's ability to continue as a going concern without a significant infusion of capital. We anticipate that we will have to raise additional capital to fund operations over the next 12 months. To the extent that we are required to raise additional funds to acquire properties, and to cover costs of operations, we intend to do so through additional offerings of debt or equity securities. There are no commitments or arrangements for other offerings in place, no guaranties that any such financings would be forthcoming, or as to the terms of any such financings. Any future financing may involve substantial dilution to existing investors.

Note 4 – ACQUISITION OF KANAB CORP.

On July 31, 2021, the Company acquired 100% interest in KANAB CORP., a cannabis information services company operating a website Kanab.Club (<https://www.kanab.club/>). KANAB CORP.'s business plan includes completing its social site targeting health and wellness products and services in the cannabis market, generating revenues from advertising and subscriptions, incorporating social media site into the site, and marketing health and wellness products targeting consumers. KANAB CORP. is a development stage company that does not offer e-commerce services at this time, nor do we touch the cannabis plant and, given these matters, do not believe regulatory oversight or rules of law are a risk factor to the business. As consideration for the purchase, we issued 300,000 shares of Class B preferred stock. As KANAB CORP. was acquired from the Company's Chief Executive Officer and a company controlled by the Company's Chief Executive Office, the Company has accounted for the acquisition as an acquisition under common control, recorded at cost. The historical value of the development costs at acquisition for the website design was \$11,500. Although KANAB CORP. has not generated any revenues, it has developed a website that is currently active and generating traffic. Subsequent to the acquisition, additional expenses were incurred in further enhancing the Kanab.Club website.

The following summarizes the acquired intangible assets:

	July 31, 2023	July 31, 2022
Intangible assets	\$ 23,800	\$ 17,800
Accumulated amortization	(9,149)	(4,462)
	<u>\$ 14,651</u>	<u>\$ 13,338</u>

Note 5 - INVESTMENTS

On November 28, 2021 the Company executed a 19.9% stock purchase with GenBio, Inc. ("GenBio") a provider of nutraceutical products and services based on proprietary biotechnology that fight inflammation and high blood pressure. The Company issued 99,686 series B Preferred shares of stock for 2,036,188 common shares of GenBio, Inc., representing 19.9% ownership. Based on a stock price at closing of .0019 and 99,685,794 common stock equivalents, this valued the investment at \$189,749. On May 16, 2023, the Company unwound its investment in GenBio, and subsequently received back 99,686 series B Preferred shares of stock.

Himalaya Technologies, Inc.  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
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On January 1, 2022, the Company executed a 19.9% stock purchase with The Agrarian Group LLC (“TAG”), a provider of digital intelligence “AgtechDi” software designed from its granted patents to optimize the food supply chain by increasing food safety and profitability for growers who operate vertical farms, greenhouses, converted shipping containers, and other forms of controlled environment agriculture. TAG is focusing its technology on the broad produce market, but in the future may offer it to cannabis cultivators. TAG is a software platform and will never touch the cannabis plant, eliminating regulatory risk, in our view. Under the Investment Agreement, the Company issued TAG 99,686 Series B Preferred shares in exchange for 1,242,000 Class A Membership units of TAG. Based on a stock price at closing of .0012 and 99,868,000 common stock equivalents, this values the investment at \$119,841. On April 3, 2023, the Company unwound its’ investment in TAG, and received back 99,686 series B Preferred shares of stock.

On June 12, 2023, the Company purchased 210,000,000 common shares of Peer-to-Peer Network (OTC: PTOF) from FOMO WORLDWIDE, INC. (OTC: FOMC) by issuing FOMO WORLDWIDE, INC. 1,680,000 Series A Preferred shares. The fair value of the PTOF shares received was \$63,000, and the as if converted value of our Series A Preferred shares was \$100,800. A loss of \$37,800 was thus recorded on acquisition. At July 31, 2023, the value of the investment in PTOF was \$21,000.

The following summarizes the Company’s investments:

	July 31,	
	2023	2022
GenBio, Inc.	\$ -	\$ 189,749
The Agrarian Group LLC	-	119,841
Peer to Peer Network	21,000	-
	\$ 21,000	\$ 309,590

Note 6 – LOANS PAYABLE DUE TO RELATED PARTIES

As of July 31, 2023 and 2022, the Company’s former chief executive officer had an outstanding balance of \$0 and \$96,400, respectively. The loan was non-interest bearing and due on demand. The loan was retired during the year ended July 31, 2023 through the sale of the Company’s oil and gas interests to the note holder.

On June 28, 2021, the Company received a loan of \$25,000 from FOMO WORLDWIDE, INC. (“FOMO”), a related party that was subsequently increased. At July 31, 2023 and 2022, the loan balance was \$58,174 and \$38,222, respectively. The convertible note for FOMO WORLDWIDE, INC. converts at a price of 30% of the average of the two lowest trading prices for the twenty (20) days prior to and including the date of notice of conversion. The number of shares that the loan can be converted into depends on the trading price at the time of conversion. The convertible note was originally due on December 25, 2021. This maturity has been extended, most recently on October 10, 2022, to December 31, 2023 and FOMO waived all default provisions under section 8 (a) through (n). All other provisions of the loan remain in effect.

On May 10, 2023, the Company sold 100% of KANAB CORP. to FOMO WORLDWIDE, INC. for partial forgiveness of \$17,017 loaned to the business on June 28, 2021 and as amended on November 9, 2021 and September 1, 2022. The transaction was subsequently unwound on June 15, 2023 thereby returning 100% of KANAB CORP. to the Company. The loan reduction remained, and the Company issued 100,000 Series B Preferred stock for the return of Kanab Club.

Himalaya Technologies, Inc.  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
JULY 31, 2023 AND 2022

Note 7 - CONVERTIBLE NOTE PAYABLES

The Company had convertible note payables with two third parties with stated interest rates ranging between 10% and 12% and 22% default interest not including penalties. These notes have a conversion feature such that the Company could not ensure it would have adequate authorized shares to meet all possible conversion demands; accordingly, the conversion option has been treated as a derivative liability in the accompanying financial statements. As of July 31, 2023, the Company had the following third-party convertible notes outstanding:

Lender	Origination	Maturity	July 31, 2023	July 31, 2022	Interest
GS Capital Partners LLC	6/29/21	6/29/22	\$ 145,500	\$ 151,500	24%
1800 Diagonal Lending LLC	8/15/22	8/15/23	16,700	-	8%
			<u>162,200</u>	<u>\$ 151,500</u>	

The convertible note for GS Capital Partners LLC converts at a price of 60% of the lowest trading price for the twenty (20) days prior to and including the date of notice of conversion. The number of shares that the loan can be converted into depends on the trading price at the time of conversion. At July 31, 2023, the note theoretically would convert into 404,166,667 common shares.

On August 15, 2022, the Company entered into a convertible note agreement 1800 Diagonal Lending LLC for \$39,250, due on August 15, 2023 and bearing interest at 8%. The convertible note is convertible at 61% multiplied by the lowest trading price for the common stock during the ten-trading day period ending on the latest complete trading day prior to the conversion date. At July 31, 2023, the note theoretically would convert into 34,221,311 common shares.

In connection with the convertible note with 1800 Diagonal Lending LLC, the note contained an original issue discount (“OID”) of \$4,250. During the year ended July 31, 2023, \$4,075 of this discount has been amortized as interest expense.

During the year ended July 31, 2023, third-party lenders converted \$64,609 of principal and interest into 39,676,711 shares of common stock.

During the year ended July 31, 2022, third-party lenders converted \$127,997 of principal and interest into 49,466,978 shares of common stock.

The variables used for the Black-Scholes model are as listed below:

July 31, 2023	July 31, 2022
• Volatility: 333%	Volatility: 355%
• Risk free rate of return: 5.40%	Risk free rate of return: 2.98%
• Expected term: 1 year	Expected term: 1 year

Note 8 – INCOME TAXES

The Company did not file its federal tax returns for fiscal years from 2012 through 2022. Management at year-end 2023 and 2022 believed that it should not have any material impact on the Company’s financials because the Company did not have any tax liabilities due to net loss incurred during these years. The Company intends to file for sales and other required licenses in the Commonwealth of Pennsylvania in order to offer indoor agriculture solutions and services in its home state.

Based on the available information and other factors, management believes it is more likely than not that any potential net deferred tax assets on July 31, 2023 and 2022 will not be fully realizable.

Himalaya Technologies, Inc.  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
JULY 31, 2023 AND 2022

Note 9 – STOCKHOLDERS' EQUITY

Common Stock

During the year ended July 31, 2023, third-party lenders converted \$64,609 of principal and interest into 39,676,711 shares of common stock.

During the year ended July 31, 2022, third-party lenders converted \$127,997 of principal and interest into 49,466,978 shares of common stock.

Preferred Stock

The preferred shares are in three classes:

- Class A shares which, 130,000,000 authorized are convertible into 50 shares of common shares for each share, these shares have voting rights of 1 vote per share. At July 31, 2023 and 2022, there were 8,457,777 and 0 shares issued and outstanding which equates into 422,888,850 and 0 votes, respectively.
- Class B shares, 20,000,000 authorized, which are convertible into 1,000 shares of common shares for each share, these shares have voting rights of 1,000 votes per share. At July 31, 2023 and 2022, there were 518,730 and 536,876 shares issued and outstanding which equates into 518,730,000 and 536,876,000 votes, respectively.
- Class C shares, 1,000,000 authorized, which are convertible into 1 share of common shares for each share. These shares have voting rights of 100,000 votes per share. At July 31, 2023 and 2022 there were 1,000,000 shares outstanding which equates into 100,000,000,000 votes. These shares represent the controlling votes of the Company. These shares are all issued to the Company CEO. There are 99,000,000 shares of preferred shares authorized that have not been assigned a class at this time for future requirements.

During the year ended July 31, 2023, the Company issued 4,777,777 shares of Class B Preferred and 81,590 shares of Class B Preferred to the Company's CEO for the conversion of accrued compensation of \$160,000.

During the year ended July 31, 2023, the Company issued 1,680,000 of Series A Preferred shares to acquire 210,000,000 common shares of Peer to Peer Network (OTC: PTO) from FOMO WORLDWIDE, INC. (OTC: FOMC). The fair value of the PTO shares received was \$63,000, and the as if converted value of our Series A Preferred shares was \$100,800. A loss of \$37,800 was thus recorded on acquisition.

During the year ended July 31, 2023, the Company agreed for the unwinding of its investment in TAG. As such, the Company returned its membership interests and TAG agreed to return 99,686 shares of Series B Preferred shares to the Company.

During the year ended July 31, 2023, the Company unwound its investment in TAG, and received back 99,686 series B Preferred shares of stock.

During the year ended July 31, 2023, issued 100,000 Series B Preferred stock to FOMO WORLDWIDE for partial forgiveness of monies loaned to the business.

During the year ended July 31, 2022, the Company issued 22,000 shares of Class B Preferred for services. These shares were valued at the value of the as-if converted common shares on the date of issuance.

Himalaya Technologies, Inc.  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
JULY 31, 2023 AND 2022

During the year ended July 31, 2022, the Company issued 15,504 shares of Class B Preferred to the Company's CEO for the conversion of accrued compensation of \$80,000.

On November 28, 2021 the Company issued 99,686 series B preferred shares of its stock for 2,036,188 common shares of GenBio, Inc., representing 19.9% ownership. GenBio, Inc is a biotechnology company that researches natural products that act on new molecular pathways, primarily to suppress inflammation at critical points in these biochemical pathways. This investment was unwound during the three months ended July 31, 2023.

On January 1, 2022, the Company issued 99,686 series B preferred shares of its stock for 1,242,000 Member Interests of The Agrarian Group, LLC ("TAG") representing 19.9% ownership. This investment was unwound during the three months ended July 31, 2023.

Warrants

On June 22, 2021, the Company issued 50,000,000 warrants with a five-year expiration and \$.0001 exercise price to FOMO CORP. as a deposit for the purchase of KANAB CORP. The warrants were canceled and reissued during the year ended July 31, 2023.

On June 29, 2021, the Company issued 15,000,000 warrants to GS Capital Group as part of the convertible debenture financing to fund operations. These warrants have a three-year expiration and a strike price of \$0.01

On June 28, 2021, the Company issued 50,000,000 warrants with a five-year expiration and \$.0001 exercise price to FOMO Advisors LLC for future advisory services.

The Company estimates the fair value of each award on the date of grant using a Black-Scholes option valuation model that uses the assumptions noted in the table below. Since Black-Scholes option valuation models incorporate ranges of assumptions for inputs, those ranges are disclosed. Expected volatilities are based on the historical volatility of the Company's stock. The Company uses historical data to estimate award exercise and employee termination within the valuation model, whereby separate groups of employees that have similar historical exercise behavior are considered separately for valuation purposes. The expected term of granted awards is derived from the output of the option valuation model and represents the period of time that granted awards are expected to be outstanding; the range given below results from certain groups of employees exhibiting different behavior. The risk-free rate for periods within the contractual life of the award is based on the U.S. Treasury yield curve in effect at the time of grant.

These FOMO Advisors LLC warrants were valued at \$450,000 and are being recognized over the life of the agreement. At July 31, 2022, the Company had recognized \$99,616 and \$350,384 was unrecognized.

During the quarter ended April 30, 2023, FOMO Advisors, LLC exercised 100,000,000 warrants to purchase two million (2,000,000) Series A Preferred shares of the Company which convert 1-50 into common stock and vote on an as converted basis. For the purchase, FOMO used \$10,000 consideration of its credit line made available to us since June 2021.

The following are the assumptions utilized in valuing the warrants:

Volatility	465%
Expected life	5 years
Risk free rate	3%
Dividend yield	0%



Himalaya Technologies, Inc.  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
JULY 31, 2023 AND 2022

The following table sets forth common share purchase warrants outstanding as of July 31, 2023 and 2022:

	Warrants	Weighted Average Exercise Price	Intrinsic Value
Outstanding, July 31, 2021	65,000,000	0.0024	430,000
Warrants granted	-	-	-
Warrants exercised	-	-	-
Warrants forfeited	-	-	-
Outstanding, July 31, 2022	65,000,000	0.0024	105,000
Warrants granted	-	-	-
Warrants exercised	(50,000,000)	-	-
Warrants forfeited	-	-	-
Outstanding, July 31, 2023	<u>15,000,000</u>	<u>\$ 0.0024</u>	<u>\$ -</u>

Note 10 – COMMITMENTS AND CONTINGENCIES

On August 1, 2021, the Board of Directors approved compensation to Vikram Grover CEO of \$10,000 per month, broken down as \$2,500 cash \$7,500 stock if the Company is not SEC current, and \$5,000 cash \$5,000 stock when brought SEC current. Mr. Grover can elect to take the entire amount in Series B Preferred shares priced off the 20-day moving average closing bid price of HMLA common stock (1-1000 ratio) upon written notice at any time.

During the years ended July 31, 2023 and 2022, the Company accrued \$120,000 and \$120,000 in compensation expense under this agreement, all of which has been converted into Series A Preferred stock and Series B Preferred stock.

Note 11 – SALE OF OIL AND GAS INTERESTS

On November 8, 2022, the Company reached an agreement with its former CEO to sell the Company's interest in all of its crude oil and natural gas properties for \$112,000, representing the amounts due to the Company's prior CEO under loans and accrued compensation. The Company recognized a gain of \$112,000 on the sale.

Note 12 – SUBSEQUENT EVENTS

Subsequent to July 31, 2023, 1800 Diagonal Lending LLC converted debt of \$4,500 into 9,183,673 shares of the Company's common stock.

On September 8, 2023, our CEO Vikram Grover converted \$10,000 of accrued compensation into 333,333 Series A Preferred shares.

On September 26, 2023, our CEO Vikram Grover converted \$5,000 of accrued compensation into 142,857 Series A Preferred shares.

On September 28, 2023, 1800 Diagonal Lending LLC converted debt of \$3,600 into 9,729,730 shares of the Company's common stock.

On September 28, 2023, our CEO Vikram Grover converted \$2,500 of accrued compensation into 62,500 Series A Preferred shares.

On October 2, 2023, our CEO Vikram Grover converted \$2,500 of accrued compensation into 68,571 Series A Preferred shares.

On October 31, 2023, our CEO Vikram Grover converted \$10,000 of accrued compensation into 333,333 Series A Preferred shares.

## PART III - EXHIBITS

### Index to Exhibits

<b>Exhibit Number</b>	<b>Exhibit Description</b>
2.1	<a href="#"><u>Articles of Incorporation**</u></a>
2.2	<a href="#"><u>Amendment to Articles of Incorporation**</u></a>
2.3	<a href="#"><u>Amendment to Articles of Incorporation</u></a>
2.4	<a href="#"><u>By-Laws**</u></a>
2.5	<a href="#"><u>Certificate of Designation Preferred A Convertible Stock*</u></a>
2.6	<a href="#"><u>Certificate of Designation Preferred B Convertible Stock*</u></a>
2.7	<a href="#"><u>Certificate of Designation Preferred C Convertible Stock*</u></a>
4.1	<a href="#"><u>Subscription Agreement</u></a>
6.1	<a href="#"><u>Himalaya Technologies Sprecher Brewing Company Co-pack Agreement***</u></a>
6.2	<a href="#"><u>Brokerwebs Statement of Work - Stock Chat Room for Kanab.Club****</u></a>
6.3	<a href="#"><u>GS Capital Partners Loan Document June 29, 2021*****</u></a>
6.4	<a href="#"><u>1800 Diagonal Lending LLC Loan Document November 1, 2022</u></a>
11.1+	<a href="#"><u>Consent of Newlan Law Firm, PLLC (included in Exhibit 12.1)</u></a>
11.2+	<a href="#"><u>Consent of Victor Mokuolu CPA LLC</u></a>
12.1+	<a href="#"><u>Opinion of Newlan Law Firm, PLLC</u></a>

+ Filed herewith.

\*Incorporated by Reference to the exhibits to the Registrant's Form 10-12G, filed January 19, 2022 File Number 000-55282

\*\* Incorporated by Reference to the exhibits to the Registrant's Form 10-12G, filed January 19, 2022 File Number 000-55282. Incorporated by reference to the exhibits to the registrant's registration statement on Form SB-1 filed November 19, 2007, file number 333-147501. Incorporated by reference to the exhibits to the registrant's registration statement on Form SB-1 filed November 19, 2007, file number 333-147501.

\*\*\* Incorporated by Reference to the exhibit to the Registrant's Form 8-K/A filed June 1, 2022.

\*\*\*\* Incorporated by Reference to the exhibit to the Registrant's Form 8-K filed August 22, 2022

\*\*\*\*\*Incorporated by Reference to exhibit 10.1 to the Registrant's Form 8-K filed July 6, 2021.

**SIGNATURE**

Pursuant to the requirements of Regulation A, the issuer certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form 1-A/A and has duly caused this Offering Statement to be signed on behalf by the undersigned, thereunto duly authorized, in Chicago, State of Illinois, on November 17, 2023.

**HIMALAYA TECHNOLOGIES, INC.**

This Offering Statement has been signed by the following persons in the capacities and on the dates indicated.

By: /s/ Vikram P. Grover

Name: Vikram P. Grover

Title: Chief Executive Officer and Principal Accounting Officer

Date: November 17, 2023

**SIGNATURES OF DIRECTORS:**

By: /s/ Vikram P. Grover

Name: Vikram P. Grover

Title: Director/Chairman

Date: November 17, 2023



BARBARA K. CEGAVSKE  
 Secretary of State  
 202 North Carson Street  
 Carson City, Nevada 89701-4201  
 (775) 684-5708  
 Website: www.nvssos.gov

## Certificate of Amendment

(PURSUANT TO NRS 78.385 AND 78.390)

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

**Certificate of Amendment to Articles of Incorporation  
 For Nevada Profit Corporations  
 (Pursuant to NRS 78.385 and 78.390 - After Issuance of Stock)**

1. Name of corporation:

HIMALAYA TECHNOLOGIES, INC.

2. The articles have been amended as follows: (provide article numbers, if available)

ARTICLE 3: amended as follows: Total authorized shares are 2,250,000,000 including authorized common shares of 2,000,000,000 .0001 par value and authorized preferred shares of 250,000,000 .0001 par value. A Series A class of preferred stock with 130,000,000 shares authorized shall convert 1-50 into common shares and vote on an as converted basis. A Series B class of preferred stock with 20,000,000 shares authorized shall convert 1-1,000 into common shares and vote on an as converted basis. A Series C class of preferred stock with one million shares authorized shall convert 1-1 into common shares and have 100,000 votes per share.

3. The vote by which the stockholders holding shares in the corporation entitling them to exercise at least a majority of the voting power, or such greater proportion of the voting power as may be required in the case of a vote by classes or series, or as may be required by the provisions of the articles of incorporation\* have voted in favor of the amendment is: 100,374,594,000 or 99.6%

4. Effective date and time of filing: (optional) Date: 09-08-2022 Time: 07:45am

(must not be later than 90 days after the certificate is filed)

5. Signature: (required)

X VIKRAM GROVER

Signature of Officer

\*If any proposed amendment would alter or change any preference or any relative or other right given to any class or series of outstanding shares, then the amendment must be approved by the vote, in addition to the affirmative vote otherwise required, of the holders of shares representing a majority of the voting power of each class or series affected by the amendment regardless to limitations or restrictions on the voting power thereof.

**IMPORTANT:** Failure to include any of the above information and submit with the proper fees may cause this filing to be rejected.

This form must be accompanied by appropriate fees.

Nevada Secretary of State Amend Profit-After  
 Revised: 1-5-15

## Exhibit 4.1

**HIMALAYA TECHNOLOGIES, INC.****FORM OF SUBSCRIPTION AGREEMENT**

THIS INVESTMENT INVOLVES A HIGH DEGREE OF RISK. THIS INVESTMENT IS SUITABLE ONLY FOR PERSONS WHO CAN BEAR THE ECONOMIC RISK FOR AN INDEFINITE PERIOD OF TIME AND WHO CAN AFFORD TO LOSE THEIR ENTIRE INVESTMENT. FURTHERMORE, INVESTORS MUST UNDERSTAND THAT SUCH INVESTMENT IS ILLIQUID AND IS EXPECTED TO CONTINUE TO BE ILLIQUID FOR AN INDEFINITE PERIOD OF TIME. NO PUBLIC MARKET EXISTS FOR THE SECURITIES, AND NO PUBLIC MARKET IS EXPECTED TO DEVELOP FOLLOWING THIS OFFERING.

THE SECURITIES OFFERED HEREBY HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED (THE "ACT"), OR ANY STATE SECURITIES OR BLUE SKY LAWS AND ARE BEING OFFERED AND SOLD IN RELIANCE ON EXEMPTIONS FROM THE REGISTRATION REQUIREMENTS OF THE ACT AND STATE SECURITIES OR BLUE SKY LAWS. ALTHOUGH AN OFFERING STATEMENT HAS BEEN FILED WITH THE SECURITIES AND EXCHANGE COMMISSION (THE "SEC"), THAT OFFERING STATEMENT DOES NOT INCLUDE THE SAME INFORMATION THAT WOULD BE INCLUDED IN A REGISTRATION STATEMENT UNDER THE ACT. THE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE SEC, ANY STATE SECURITIES COMMISSION OR OTHER REGULATORY AUTHORITY, NOR HAVE ANY OF THE FOREGOING AUTHORITIES PASSED UPON THE MERITS OF THIS OFFERING OR THE ADEQUACY OR ACCURACY OF THE SUBSCRIPTION AGREEMENT OR ANY OTHER MATERIALS OR INFORMATION MADE AVAILABLE TO SUBSCRIBER IN CONNECTION WITH THIS OFFERING THROUGH THE WEBSITE MAINTAINED BY THE COMPANY. ANY REPRESENTATION TO THE CONTRARY IS UNLAWFUL.

PROSPECTIVE INVESTORS MAY NOT TREAT THE CONTENTS OF THE SUBSCRIPTION AGREEMENT, THE OFFERING CIRCULAR OR ANY OF THE OTHER MATERIALS RELATING TO THE OFFERING AND PRESENTED TO INVESTORS ON THE COMPANY'S WEBSITE OR PROVIDED BY THE BROKER (COLLECTIVELY, THE "OFFERING MATERIALS") OR ANY PRIOR OR SUBSEQUENT COMMUNICATIONS FROM THE COMPANY OR ANY OF ITS OFFICERS, EMPLOYEES OR AGENTS (INCLUDING "TESTING THE WATERS" MATERIALS) AS INVESTMENT, LEGAL OR TAX ADVICE. IN MAKING AN INVESTMENT DECISION, INVESTORS MUST RELY ON THEIR OWN EXAMINATION OF THE COMPANY AND THE TERMS OF THIS OFFERING, INCLUDING THE MERITS AND THE RISKS INVOLVED. EACH PROSPECTIVE INVESTOR SHOULD CONSULT THE INVESTOR'S OWN COUNSEL, ACCOUNTANT AND OTHER PROFESSIONAL ADVISOR AS TO INVESTMENT, LEGAL, TAX AND OTHER RELATED MATTERS CONCERNING THE INVESTOR'S PROPOSED INVESTMENT.

THE OFFERING MATERIALS MAY CONTAIN FORWARD-LOOKING STATEMENTS AND INFORMATION RELATING TO, AMONG OTHER THINGS, THE COMPANY, ITS BUSINESS PLAN AND STRATEGY, AND ITS INDUSTRY. THESE FORWARD-LOOKING STATEMENTS ARE BASED ON THE BELIEFS OF, ASSUMPTIONS MADE BY, AND INFORMATION CURRENTLY AVAILABLE TO THE COMPANY'S MANAGEMENT. WHEN USED IN THE OFFERING MATERIALS, THE WORDS "ESTIMATE," "PROJECT," "BELIEVE," "ANTICIPATE," "INTEND," "EXPECT" AND SIMILAR EXPRESSIONS ARE INTENDED TO IDENTIFY FORWARD-LOOKING STATEMENTS, WHICH CONSTITUTE FORWARD LOOKING STATEMENTS. THESE STATEMENTS REFLECT MANAGEMENT'S CURRENT VIEWS WITH RESPECT TO FUTURE EVENTS AND ARE SUBJECT TO RISKS AND UNCERTAINTIES THAT COULD CAUSE THE COMPANY'S ACTUAL RESULTS TO DIFFER MATERIALLY FROM THOSE CONTAINED IN THE FORWARD-LOOKING STATEMENTS. INVESTORS ARE CAUTIONED NOT TO PLACE UNDUE RELIANCE ON THESE FORWARD-LOOKING STATEMENTS, WHICH SPEAK ONLY AS OF THE DATE ON WHICH THEY ARE MADE. THE COMPANY DOES NOT UNDERTAKE ANY OBLIGATION TO REVISE OR UPDATE THESE FORWARD-LOOKING STATEMENTS TO REFLECT EVENTS OR CIRCUMSTANCES AFTER SUCH DATE OR TO REFLECT THE OCCURRENCE OF UNANTICIPATED EVENTS.

THE COMPANY MAY NOT BE OFFERING THE SECURITIES IN EVERY STATE. THE OFFERING MATERIALS DO NOT CONSTITUTE AN OFFER OR SOLICITATION IN ANY STATE OR JURISDICTION IN WHICH THE SECURITIES ARE NOT BEING OFFERED.

THE INFORMATION PRESENTED IN THE OFFERING MATERIALS WAS PREPARED BY THE COMPANY SOLELY FOR THE USE BY PROSPECTIVE INVESTORS IN CONNECTION WITH THIS OFFERING.

THE COMPANY RESERVES THE RIGHT IN ITS SOLE DISCRETION AND FOR ANY REASON WHATSOEVER TO MODIFY, AMEND AND/OR WITHDRAW ALL OR A PORTION OF THE OFFERING AND/OR ACCEPT OR REJECT IN WHOLE OR IN PART ANY PROSPECTIVE INVESTMENT IN THE SECURITIES OR TO ALLOT TO ANY PROSPECTIVE INVESTOR LESS THAN THE AMOUNT OF SECURITIES SUCH INVESTOR DESIRES TO PURCHASE. EXCEPT AS OTHERWISE INDICATED, THE OFFERING MATERIALS SPEAK AS OF THEIR DATE. NEITHER THE DELIVERY NOR THE PURCHASE OF THE SECURITIES SHALL, UNDER ANY CIRCUMSTANCES, CREATE ANY IMPLICATION THAT THERE HAS BEEN NO CHANGE IN THE AFFAIRS OF THE COMPANY SINCE THAT DATE.

Ladies and Gentlemen:

1. Subscription.

(a) The undersigned ("Subscriber") hereby irrevocably subscribes for and agrees to purchase Common Stock (the "Securities"), of Himalaya Technologies, Inc., a Nevada corporation (the "Company"), at a purchase price of Two Tenths of One Cent (\$.001) per share of Common Stock (the "Per Security Price"), upon the terms and conditions set forth herein.

(b) Subscriber understands that the Securities are being offered pursuant to an offering circular (the "Offering Circular") filed with the SEC as part of the Offering Statement. By executing this Subscription Agreement, Subscriber acknowledges that Subscriber has received this Subscription Agreement, copies of the Offering Circular and Offering Statement, including exhibits thereto, and any other information required by the Subscriber to make an investment decision.

(c) The Subscriber's subscription may be accepted or rejected in whole or in part, at any time prior to a Closing Date (as hereinafter defined), by the Company at its sole discretion. In addition, the Company, at its sole discretion, may allocate to Subscriber only a portion of the number of Securities Subscriber has subscribed for. The Company will notify Subscriber whether this subscription is accepted (whether in whole or in part) or rejected. If Subscriber's subscription is rejected, Subscriber's payment (or portion thereof if partially rejected) will be returned to Subscriber without interest and all of Subscriber's obligations hereunder shall terminate.

(d) The aggregate number of Securities sold for the Company shall not exceed One Billion Five Hundred Million (1,500,000,000) shares (the "Maximum Offering"). The Company may accept subscriptions until the termination date given in the Offering Circular, unless otherwise extended by the Company in its sole discretion in accordance with applicable SEC regulations for such other period required to sell the Maximum Offering (the "Termination Date"). The Company may elect at any time to close all or any portion of this offering, on various dates at or prior to the Termination Date (each a "Closing Date").

(e) In the event of rejection of this subscription in its entirety, or in the event the sale of the Securities (or any portion thereof) is not consummated for any reason, this Subscription Agreement shall have no force or effect, except for Section 5 hereof, which shall remain in force and effect.

2. Purchase Procedure.

(a) Payment. The purchase price for the Securities shall be paid simultaneously with the execution and delivery to the Company of the signature page of this Subscription Agreement. Subscriber shall deliver a signed copy of this Subscription Agreement (which may be executed and delivered electronically), along with payment for the aggregate purchase price of the Securities by ACH electronic transfer or wire transfer to an account designated by the Company, or by any combination of such methods.

(b) No Escrow. The proceeds of this offering will not be placed into an escrow account. As there is no minimum offering, upon the approval of any subscription to this Offering Circular, the Company shall immediately deposit said proceeds into the bank account of the Company and may dispose of the proceeds in accordance with the Use of Proceeds.

3. Representations and Warranties of the Company.

The Company represents and warrants to Subscriber that the following representations and warranties are true and complete in all material respects as of the date of each Closing Date, except as otherwise indicated. For purposes of this Agreement, an individual shall be deemed to have "knowledge" of a particular fact or other matter if such individual is actually aware of such fact. The Company will be deemed to have "knowledge" of a particular fact or other matter if one of the Company's current officers has, or at any time had, actual knowledge of such fact or other matter.

(a) Organization and Standing. The Company is a corporation duly formed, validly existing and in good standing under the laws of the State of Nevada. The Company has all requisite power and authority to own and operate its properties and assets, to execute and deliver this Subscription Agreement and any other agreements or instruments required hereunder. The Company is duly qualified and is authorized to do business and is in good standing as a foreign corporation in all jurisdictions in which the nature of its activities and of its properties (both owned and leased) makes such qualification necessary, except for those jurisdictions in which failure to do so would not have a material adverse effect on the Company or its business.

(b) Issuance of the Securities. The issuance, sale and delivery of the Securities in accordance with this Subscription Agreement have been duly authorized by all necessary corporate action on the part of the Company. The Securities, when so issued, sold and delivered against payment therefor in accordance with the provisions of this Subscription Agreement, will be duly and validly issued, fully paid and non-assessable.

(c) Authority for Agreement. The execution and delivery by the Company of this Subscription Agreement and the consummation of the transactions contemplated hereby (including the issuance, sale and delivery of the Securities) are within the Company's powers and have been duly authorized by all necessary corporate action on the part of the Company. Upon full execution hereof, this Subscription Agreement shall constitute a valid and binding agreement of the Company, enforceable against the Company in accordance with its terms, except (i) as limited by applicable bankruptcy, insolvency, reorganization, moratorium, and other laws of general application affecting enforcement of creditors' rights generally, (ii) as limited by laws relating to the availability of specific performance, injunctive relief, or other equitable remedies and (iii) with respect to provisions relating to indemnification and contribution, as limited by considerations of public policy and by federal or state securities laws.

(d) No filings. Assuming the accuracy of the Subscriber's representations and warranties set forth in Section 4 hereof, no order, license, consent, authorization or approval of, or exemption by, or action by or in respect of, or notice to, or filing or registration with, any governmental body, agency or official is required by or with respect to the Company in connection with the execution, delivery and performance by the Company of this Subscription Agreement except (i) for such filings as may be required under Regulation A or under any applicable state securities laws, (ii) for such other filings and approvals as have been made or obtained, or (iii) where the failure to obtain any such order, license, consent, authorization, approval or exemption or give any such notice or make any filing or registration would not have a material adverse effect on the ability of the Company to perform its obligations hereunder.

(e) Capitalization. The authorized and outstanding securities of the Company immediately prior to the initial investment in the Securities is as set forth in "Securities Being Offered" in the Offering Circular. Except as set forth in the Offering Circular, there are no outstanding options, warrants, rights (including conversion or preemptive rights and rights of first refusal), or agreements of any kind (oral or written) for the purchase or acquisition from the Company of any of its securities.

(f) Financial statements. Complete copies of the Company's financial statements consisting of the balance sheets of the Company given in the Offering Circular and the related statements of income, stockholders' equity and cash flows for the two-year period then ended (the "Financial Statements") have been made available to the Subscriber and appear in the Offering Circular. The Financial Statements are based on the books and records of the Company and fairly present in all material respects the financial condition of the Company as of the respective dates they were prepared and the results of the operations and cash flows of the Company for the periods indicated.

(g) Proceeds. The Company shall use the proceeds from the issuance and sale of the Securities as set forth in "Use of Proceeds to issuer" in the Offering Circular.

(h) Litigation. There is no pending action, suit, proceeding, arbitration, mediation, complaint, claim, charge or investigation before any court, arbitrator, mediator or governmental body, or to the Company's knowledge, currently threatened in writing (a) against the Company or (b) against any consultant, officer, manager, director or key employee of the Company arising out of his or her consulting, employment or board relationship with the Company or that could otherwise materially impact the Company.

4. Representations and Warranties of Subscriber. By executing this Subscription Agreement, Subscriber (and, if Subscriber is purchasing the Securities subscribed for hereby in a fiduciary capacity, the person or persons for whom Subscriber is so purchasing) represents and warrants, which representations and warranties are true and complete in all material respects as of such Subscriber's respective Closing Date(s):

(a) Requisite Power and Authority. Such Subscriber has all necessary power and authority under all applicable provisions of law to execute and deliver this Subscription Agreement and other agreements required hereunder and to carry out their provisions. All action on Subscriber's part required for the lawful execution and delivery of this Subscription Agreement and other agreements required hereunder have been or will be effectively taken prior to the Closing Date. Upon their execution and delivery, this Subscription Agreement and other agreements required hereunder will be valid and binding obligations of Subscriber, enforceable in accordance with their terms, except (a) as limited by applicable bankruptcy, insolvency, reorganization, moratorium or other laws of general application affecting enforcement of creditors' rights and (b) as limited by general principles of equity that restrict the availability of equitable remedies.

(b) Investment Representations. Subscriber understands that the Securities have not been registered under the Securities Act of 1933, as amended (the "Securities Act"). Subscriber also understands that the Securities are being offered and sold pursuant to an exemption from registration contained in the Securities Act based in part upon Subscriber's representations contained in this Subscription Agreement.

(c) Illiquidity and Continued Economic Risk. Subscriber acknowledges and agrees that there is a limited public market for the Securities and that there is no guarantee that a market for their resale will ever exist. Subscriber must bear the economic risk of this investment indefinitely and the Company has no obligation to list the Securities on any market or take any steps (including registration under the Securities Act or the Securities Exchange Act of 1934, as amended) with respect to facilitating trading or resale of the Securities. Subscriber acknowledges that Subscriber is able to bear the economic risk of losing Subscriber's entire investment in the Securities. Subscriber also understands that an investment in the Company involves significant risks and has taken full cognizance of and understands all of the risk factors relating to the purchase of Securities.

(d) Company Information. Subscriber understands that the Company is subject to all the risks that apply to early-stage companies, whether or not those risks are explicitly set out in the Offering Circular. Subscriber has had such opportunity as it deems necessary (which opportunity may have presented through online chat or commentary functions) to discuss the Company's business, management and financial affairs with managers, officers and management of the Company and has had the opportunity to review the Company's operations and facilities. Subscriber has also had the opportunity to ask questions of and receive answers from the Company and its management regarding the terms and conditions of this investment. Subscriber acknowledges that except as set forth herein, no representations or warranties have been made to Subscriber, or to Subscriber's advisors or representative, by the Company or others with respect to the business or prospects of the Company or its financial condition.

(e) Valuation. The Subscriber acknowledges that the price of the Securities was set by the Company on the basis of the Company's internal valuation and no warranties are made as to value. The Subscriber further acknowledges that future offerings of Securities may be made at lower valuations, with the result that the Subscriber's investment will bear a lower valuation.

(f) Domicile. Subscriber maintains Subscriber's domicile (and is not a transient or temporary resident) at the address shown on the signature page.

(g) No Brokerage Fees. There are no claims for brokerage commission, finders' fees or similar compensation in connection with the transactions contemplated by this Subscription Agreement or related documents based on any arrangement or agreement binding upon Subscriber.

(h) Issuer-Directed Offering; No Underwriter. Subscriber understands that the offering is being conducted by the Company directly (issuer-directed) and the Company has not engaged a selling agent such as an underwriter or placement agent.



(i) Foreign Investors. If Subscriber is not a United States person (as defined by Section 7701(a)(30) of the Internal Revenue Code of 1986, as amended), Subscriber hereby represents that it has satisfied itself as to the full observance of the laws of its jurisdiction in connection with any invitation to subscribe for the Securities or any use of this Subscription Agreement, including (i) the legal requirements within its jurisdiction for the purchase of the Securities, (ii) any foreign exchange restrictions applicable to such purchase, (iii) any governmental or other consents that may need to be obtained, and (iv) the income tax and other tax consequences, if any, that may be relevant to the purchase, holding, redemption, sale, or transfer of the Securities. Subscriber's subscription and payment for and continued beneficial ownership of the Securities will not violate any applicable securities or other laws of the Subscriber's jurisdiction.

5. Survival of Representations. The representations, warranties and covenants made by the Subscriber herein shall survive the Termination Date of this Agreement.

6. Governing Law; Jurisdiction. This Subscription Agreement shall be governed and construed in accordance with the laws of the State of Nevada.

7. Notices. Notice, requests, demands and other communications relating to this Subscription Agreement and the transactions contemplated herein shall be in writing and shall be deemed to have been duly given if and when (a) delivered personally, on the date of such delivery; or (b) mailed by registered or certified mail, postage prepaid, return receipt requested, in the third day after the posting thereof; or (c) emailed, telecopied or cabled, on the date of such delivery to the address of the respective parties as follows:

If to the Company, to:  
Himalaya Technologies, Inc.  
831 W North Ave.  
Pittsburgh, PA 15233  
(630) 708-0750  
[info@himalayatechnologies.com](mailto:info@himalayatechnologies.com)

If to a Subscriber, to Subscriber's address as shown on the signature page hereto or to such other address as may be specified by written notice from time to time by the party entitled to receive such notice. Any notices, requests, demands or other communications by telecopy or cable shall be confirmed by letter given in accordance with (a) or (b) above.

8. Miscellaneous.

(a) All pronouns and any variations thereof shall be deemed to refer to the masculine, feminine, neuter, singular or plural, as the identity of the person or persons or entity or entities may require.

(b) This Subscription Agreement is not transferable or assignable by Subscriber.

(c) The representations, warranties and agreements contained herein shall be deemed to be made by and be binding upon Subscriber and its heirs, executors, administrators and successors and shall inure to the benefit of the Company and its successors and assigns.

(d) None of the provisions of this Subscription Agreement may be waived, changed or terminated orally or otherwise, except as specifically set forth herein or except by a writing signed by the Company and Subscriber.

(e) In the event any part of this Subscription Agreement is found to be void or unenforceable, the remaining provisions are intended to be separable and binding with the same effect as if the void or unenforceable part were never the subject of agreement.

(f) The invalidity, illegality or unenforceability of one or more of the provisions of this Subscription Agreement in any jurisdiction shall not affect the validity, legality or enforceability of the remainder of this Subscription Agreement in such jurisdiction or the validity, legality or enforceability of this Subscription Agreement, including any such provision, in any other jurisdiction, it being intended that all rights and obligations of the parties hereunder shall be enforceable to the fullest extent permitted by law.

(g) This Subscription Agreement supersedes all prior discussions and agreements between the parties with respect to the subject matter hereof and contains the sole and entire agreement between the parties hereto with respect to the subject matter hereof.

(h) The terms and provisions of this Subscription Agreement are intended solely for the benefit of each party hereto and their respective successors and assigns, and it is not the intention of the parties to confer, and no provision hereof shall confer, third-party beneficiary rights upon any other person.

(i) The headings used in this Subscription Agreement have been inserted for convenience of reference only and do not define or limit the provisions hereof.

(j) This Subscription Agreement may be executed in any number of counterparts, each of which will be deemed an original, but all of which together will constitute one and the same instrument.

(k) If any recapitalization or other transaction affecting the stock of the Company is effected, then any new, substituted or additional securities or other property which is distributed with respect to the Securities shall be immediately subject to this Subscription Agreement, to the same extent that the Securities, immediately prior thereto, shall have been covered by this Subscription Agreement.

(l) No failure or delay by any party in exercising any right, power or privilege under this Subscription Agreement shall operate as a waiver thereof nor shall any single or partial exercise thereof preclude any other or further exercise thereof or the exercise of any other right, power or privilege. The rights and remedies herein provided shall be cumulative and not exclusive of any rights or remedies provided by law.

[SIGNATURE PAGE FOLLOWS]

**Himalaya Technologies, Inc.**

**SUBSCRIPTION AGREEMENT SIGNATURE PAGE**

The undersigned, desiring to purchase Common Stock of Himalaya Technologies, Inc. by executing this signature page, hereby executes, adopts and agrees to all terms, conditions and representations of the Subscription Agreement.

(a) The number of shares of Common Stock the undersigned hereby irrevocably subscribes for is: \_\_\_\_\_ (print number of Shares)

(b) The aggregate purchase price (based on a purchase price of \$0.001 per Share) for the Common Stock the undersigned hereby irrevocably subscribes for is: \$\_\_\_\_\_ (print aggregate purchase price)

(c) The Securities being subscribed for will be owned by, and should be recorded on the Company's books as held in the name of:  
(print name of owner or joint owners)

If the Securities are to be purchased in joint names, both Subscribers must sign

\_\_\_\_\_  
Signature

Name (Please Print)

Entity Name (if applicable)

Signatory title (if applicable)

Email address

Address

Telephone Number

Social Security Number/EIN

Date

\* \* \* \* \*

This Subscription is accepted on \_\_\_\_\_, 2023

\_\_\_\_\_  
Signature

Name (Please Print)

Email address

Address

Telephone Number

Social Security Number

Date

Himalaya Technologies, Inc.

By: \_\_\_\_\_

Name:

Title:

## Exhibit 6.4

DocuSign Envelope ID: D5A14ADF-0280-498E-84BC-B6C48F04705D

NEITHER THE ISSUANCE AND SALE OF THE SECURITIES REPRESENTED BY THIS CERTIFICATE NOR THE SECURITIES INTO WHICH THESE SECURITIES ARE CONVERTIBLE HAVE BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED, OR APPLICABLE STATE SECURITIES LAWS. THE SECURITIES MAY NOT BE OFFERED FOR SALE, SOLD, TRANSFERRED OR ASSIGNED IN THE ABSENCE OF (A) AN EFFECTIVE REGISTRATION STATEMENT FOR THE SECURITIES UNDER THE SECURITIES ACT OF 1933, AS AMENDED, OR (B) AN OPINION OF COUNSEL (WHICH COUNSEL SHALL BE SELECTED BY THE HOLDER), IN A GENERALLY ACCEPTABLE FORM, THAT REGISTRATION IS NOT REQUIRED UNDER SAID ACT.

THE ISSUE PRICE OF THIS NOTE IS \$31,500.00  
THE ORIGINAL ISSUE DISCOUNT IS \$1,500.00

Principal Amount: \$31,500.00  
Purchase Price: \$30,000.00

Issue Date: November 1, 2023

#### CONVERTIBLE PROMISSORY NOTE

FOR VALUE RECEIVED, HIMALAYA TECHNOLOGIES, INC., a Nevada corporation (hereinafter called the "Borrower"), hereby promises to pay to the order of **1800 DIAGONAL LENDING LLC**, a Virginia limited liability company, or registered assigns (the "Holder") the sum of \$31,500.00 together with any interest as set forth herein, on August 15, 2024 (the "Maturity Date"), and to pay interest on the unpaid principal balance hereof at the rate of nine percent (9%) (the "Interest Rate") per annum from the date hereof (the "Issue Date") until the same becomes due and payable, whether at maturity or upon acceleration or by prepayment or otherwise. This Note may not be prepaid in whole or in part except as otherwise explicitly set forth herein. Any amount of principal or interest on this Note which is not paid when due shall bear interest at the rate of twenty two percent (22%) per annum from the due date thereof until the same is paid ("Default Interest"). Interest shall be computed on the basis of a 365 day year and the actual number of days elapsed. Interest shall commence accruing on the Issue Date but shall not be payable until the Note becomes payable (whether at Maturity Date or upon acceleration or by prepayment). All payments due hereunder (to the extent not converted into common stock, \$0.0001 par value per share (the "Common Stock") in accordance with the terms hereof) shall be made in lawful money of the United States of America. All payments shall be made at such address as the Holder shall hereafter give to the Borrower by written notice made in accordance with the provisions of this Note. Each capitalized term used herein, and not otherwise defined, shall have the meaning ascribed thereto in that certain Securities Purchase Agreement dated the date hereof, pursuant to which this Note was originally issued (the "Purchase Agreement").

This Note is free from all taxes, liens, claims and encumbrances with respect to the issue thereof and shall not be subject to preemptive rights or other similar rights of shareholders of the Borrower and will not impose personal liability upon the holder thereof.

The following terms shall apply to this Note:

#### **ARTICLE I. CONVERSION RIGHTS**

1.1 Conversion Right. The Holder shall have the right from time to time, and at any time during the period beginning on the date which is one hundred eighty (180) days following the date of this Note and ending on the later of: (i) the Maturity Date and (ii) the date of payment of the Default

Amount (as defined in Article III), each in respect of the remaining outstanding principal amount of this Note to convert all or any part of the outstanding and unpaid principal amount of this Note into fully paid and non-assessable shares of Common Stock, as such Common Stock exists on the Issue Date, or any shares of capital stock or other securities of the Borrower into which such Common Stock shall hereafter be changed or reclassified at the conversion price (the "Conversion Price") determined as provided herein (a "Conversion"); provided, however, that in no event shall the Holder be entitled to convert any portion of this Note in excess of that portion of this Note upon conversion of which the sum of (1) the number of shares of Common Stock beneficially owned by the Holder and its affiliates (other than shares of Common Stock which may be deemed beneficially owned through the ownership of the unconverted portion of the Notes or the unexercised or unconverted portion of any other security of the Borrower subject to a limitation on conversion or exercise analogous to the limitations contained herein) and (2) the number of shares of Common Stock issuable upon the conversion of the portion of this Note with respect to which the determination of this proviso is being made, would result in beneficial ownership by the Holder and its affiliates of more than 4.99% of the outstanding shares of Common Stock. For purposes of the proviso to the immediately preceding sentence, beneficial ownership shall be determined in accordance with Section 13(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and Regulations 13D-G thereunder, except as otherwise provided in clause (1) of such proviso. The beneficial ownership limitations on conversion as set forth in the section may NOT be waived by the Holder. The number of shares of Common Stock to be issued upon each conversion of this Note shall be determined by dividing the Conversion Amount (as defined below) by the applicable Conversion Price then in effect on the date specified in the notice of conversion, in the form attached hereto as Exhibit A (the "Notice of Conversion"), delivered to the Borrower by the Holder in accordance with Section 1.4 below; provided that the Notice of Conversion is submitted by facsimile or e-mail (or by other means resulting in, or reasonably expected to result in, notice) to the Borrower before 6:00 p.m., New York, New York time on such conversion date (the "Conversion Date"); however, if the Notice of Conversion is sent after 6:00pm, New York, New York time the Conversion Date shall be the next business day. The term "Conversion Amount" means, with respect to any conversion of this Note, the sum of (1) the principal amount of this Note to be converted in such conversion plus (2) at the Holder's option, accrued and unpaid interest, if any, on such principal amount at the interest rates provided in this Note to the Conversion Date, plus (3) at the Holder's option, Default Interest, if any, on the amounts referred to in the immediately preceding clauses (1) and/or (2) plus (4) at the Holder's option, any amounts owed to the Holder pursuant to Sections 1.4 hereof.

1.2 Conversion Price. The conversion price (the "Conversion Price") shall equal the Variable Conversion Price (as defined herein) (subject to equitable adjustments by the Borrower relating to the Borrower's securities or the securities of any subsidiary of the Borrower, combinations, recapitalization, reclassifications, extraordinary distributions and similar events). The "Variable Conversion Price" shall mean 61% multiplied by the Market Price (as defined herein) (representing a discount rate of 39%). "Market Price" means the lowest Trading Price (as defined below) for the Common Stock during the ten (10) Trading Day period ending on the latest complete Trading Day prior to the Conversion Date. "Trading Price" means, for any security as of any date, the closing bid price on the OTCQB, OTCQX, Pink Sheets electronic quotation system or applicable trading market (the "OTC") as reported by a reliable reporting service ("Reporting Service") designated by the Holder (i.e. Bloomberg) or, if the OTC is not the principal trading market for such security, the closing bid price of such security on the principal securities exchange or trading market where such security is listed or traded or, if no closing bid price of such security is available in any of the foregoing manners, the average of the closing bid prices of any market makers for such security that are listed in the "pink sheets". If the Trading Price cannot be calculated for such security on such date in the manner provided above, the Trading Price shall be the fair market value as mutually determined by the Borrower and the holders of a majority in interest of the Notes being converted for which the calculation of the Trading Price is required in order to determine the

Conversion Price of such Notes. "Trading Day" shall mean any day on which the Common Stock is tradable for any period on the OTC, or on the principal securities exchange or other securities market on which the Common Stock is then being traded.

1.3 Authorized Shares. The Borrower covenants that during the period the conversion right exists, the Borrower will reserve from its authorized and unissued Common Stock a sufficient number of shares, free from preemptive rights, to provide for the issuance of Common Stock upon the full conversion of this Note issued pursuant to the Purchase Agreement. The Borrower is required at all times to have authorized and reserved six times the number of shares that is actually issuable upon full conversion of the Note (based on the Conversion Price of the Note in effect from time to time initially 619,672,131 shares)(the "Reserved Amount"). The Reserved Amount shall be increased from time to time in accordance with the Borrower's obligations hereunder. The Borrower represents that upon issuance, such shares will be duly and validly issued, fully paid and non-assessable. In addition, if the Borrower shall issue any securities or make any change to its capital structure which would change the number of shares of Common Stock into which the Notes shall be convertible at the then current Conversion Price, the Borrower shall at the same time make proper provision so that thereafter there shall be a sufficient number of shares of Common Stock authorized and reserved, free from preemptive rights, for conversion of the outstanding Note. The Borrower (i) acknowledges that it has irrevocably instructed its transfer agent to issue certificates for the Common Stock issuable upon conversion of this Note, and (ii) agrees that its issuance of this Note shall constitute full authority to its officers and agents who are charged with the duty of executing stock certificates to execute and issue the necessary certificates for shares of Common Stock in accordance with the terms and conditions of this Note.

If, at any time the Borrower does not maintain the Reserved Amount it will be considered an Event of Default under Section 3.2 of the Note.

1.4 Method of Conversion.

(a) Mechanics of Conversion. As set forth in Section 1.1 hereof, from time to time, and at any time during the period beginning on the date which is one hundred eighty (180) days following the date of this Note and ending on the later of: (i) the Maturity Date and (ii) the date of payment of the Default Amount, this Note may be converted by the Holder in whole or in part at any time from time to time after the Issue Date, by (A) submitting to the Borrower a Notice of Conversion (by facsimile, e-mail or other reasonable means of communication dispatched on the Conversion Date prior to 6:00 p.m., New York, New York time) and (B) subject to Section 1.4(b), surrendering this Note at the principal office of the Borrower (upon payment in full of any amounts owed hereunder).

(b) Surrender of Note Upon Conversion. Notwithstanding anything to the contrary set forth herein, upon conversion of this Note in accordance with the terms hereof, the Holder shall not be required to physically surrender this Note to the Borrower unless the entire unpaid principal amount of this Note is so converted. The Holder and the Borrower shall maintain records showing the principal amount so converted and the dates of such conversions or shall use such other method, reasonably satisfactory to the Holder and the Borrower, so as not to require physical surrender of this Note upon each such conversion.

(c) Delivery of Common Stock Upon Conversion. Upon receipt by the Borrower from the Holder of a facsimile transmission or e-mail (or other reasonable means of communication) of a Notice of Conversion meeting the requirements for conversion as provided in this Section 1.4, the Borrower shall issue and deliver or cause to be issued and delivered to or upon the order

of the Holder certificates for the Common Stock issuable upon such conversion within three (3) business days after such receipt (the "Deadline") (and, solely in the case of conversion of the entire unpaid principal amount hereof, surrender of this Note) in accordance with the terms hereof and the Purchase Agreement. Upon receipt by the Borrower of a Notice of Conversion, the Holder shall be deemed to be the holder of record of the Common Stock issuable upon such conversion, the outstanding principal amount and the amount of accrued and unpaid interest on this Note shall be reduced to reflect such conversion, and, unless the Borrower defaults on its obligations hereunder, all rights with respect to the portion of this Note being so converted shall forthwith terminate except the right to receive the Common Stock or other securities, cash or other assets, as herein provided, on such conversion. If the Holder shall have given a Notice of Conversion as provided herein, the Borrower's obligation to issue and deliver the certificates for Common Stock shall be absolute and unconditional, irrespective of the absence of any action by the Holder to enforce the same, any waiver or consent with respect to any provision thereof, the recovery of any judgment against any person or any action to enforce the same, any failure or delay in the enforcement of any other obligation of the Borrower to the holder of record, or any setoff, counterclaim, recoupment, limitation or termination, or any breach or alleged breach by the Holder of any obligation to the Borrower, and irrespective of any other circumstance which might otherwise limit such obligation of the Borrower to the Holder in connection with such conversion.

(d) Delivery of Common Stock by Electronic Transfer. In lieu of delivering physical certificates representing the Common Stock issuable upon conversion, provided the Borrower is participating in the Depository Trust Company ("DTC") Fast Automated Securities Transfer ("FAST") program, upon request of the Holder and its compliance with the provisions set forth herein, the Borrower shall use its best efforts to cause its transfer agent to electronically transmit the Common Stock issuable upon conversion to the Holder by crediting the account of Holder's Prime Broker with DTC through its Deposit and Withdrawal at Custodian ("DWAC") system.

(e) Failure to Deliver Common Stock Prior to Deadline. Without in any way limiting the Holder's right to pursue other remedies, including actual damages and/or equitable relief, the parties agree that if delivery of the Common Stock issuable upon conversion of this Note is not delivered by the Deadline due to action and/or inaction of the Borrower, the Borrower shall pay to the Holder \$2,000 per day in cash, for each day beyond the Deadline that the Borrower fails to deliver such Common Stock (the "Fail to Deliver Fee"); provided; however that the Fail to Deliver Fee shall not be due if the failure is a result of a third party (i.e., transfer agent; and not the result of any failure to pay such transfer agent) despite the best efforts of the Borrower to effect delivery of such Common Stock. Such cash amount shall be paid to Holder by the fifth day of the month following the month in which it has accrued or, at the option of the Holder (by written notice to the Borrower by the first day of the month following the month in which it has accrued), shall be added to the principal amount of this Note, in which event interest shall accrue thereon in accordance with the terms of this Note and such additional principal amount shall be convertible into Common Stock in accordance with the terms of this Note. The Borrower agrees that the right to convert is a valuable right to the Holder. The damages resulting from a failure, attempt to frustrate, interference with such conversion right are difficult if not impossible to qualify. Accordingly, the parties acknowledge that the liquidated damages provision contained in this Section 1.4(e) are justified.

1.5 Concerning the Shares. The shares of Common Stock issuable upon conversion of this Note may not be sold or transferred unless: (i) such shares are sold pursuant to an effective registration statement under the Act or (ii) the Borrower or its transfer agent shall have been furnished with an opinion of counsel (which opinion shall be in form, substance and scope customary for opinions of counsel in comparable transactions) to the effect that the shares to be sold or transferred may be sold

or transferred pursuant to an exemption from such registration (such as Rule 144 or a successor rule) ("Rule 144"); or (iii) such shares are transferred to an "affiliate" (as defined in Rule 144) of the Borrower who agrees to sell or otherwise transfer the shares only in accordance with this Section 1.5 and who is an Accredited Investor (as defined in the Purchase Agreement).

Any restrictive legend on certificates representing shares of Common Stock issuable upon conversion of this Note shall be removed and the Borrower shall issue to the Holder a new certificate therefore free of any transfer legend if the Borrower or its transfer agent shall have received an opinion of counsel from Holder's counsel, in form, substance and scope customary for opinions of counsel in comparable transactions, to the effect that (i) a public sale or transfer of such Common Stock may be made without registration under the Act, which opinion shall be accepted by the Company so that the sale or transfer is effected; or (ii) in the case of the Common Stock issuable upon conversion of this Note, such security is registered for sale by the Holder under an effective registration statement filed under the Act; or otherwise may be sold pursuant to an exemption from registration. In the event that the Company does not reasonably accept the opinion of counsel provided by the Holder with respect to the transfer of Securities pursuant to an exemption from registration (such as Rule 144), at the Deadline, it will be considered an Event of Default pursuant to Section 3.2 of the Note.

1.6 Effect of Certain Events.

(a) Effect of Merger, Consolidation, Etc. At the option of the Holder, the sale, conveyance or disposition of all or substantially all of the assets of the Borrower, the effectuation by the Borrower of a transaction or series of related transactions in which more than 50% of the voting power of the Borrower is disposed of, or the consolidation, merger or other business combination of the Borrower with or into any other Person (as defined below) or Persons when the Borrower is not the survivor shall be deemed to be an Event of Default (as defined in Article III) pursuant to which the Borrower shall be required to pay to the Holder upon the consummation of and as a condition to such transaction an amount equal to the Default Amount (as defined in Article III). "Person" shall mean any individual, corporation, limited liability company, partnership, association, trust or other entity or organization.

(b) Adjustment Due to Merger, Consolidation, Etc. If, at any time when this Note is issued and outstanding and prior to conversion of all of the Note, there shall be any merger, consolidation, exchange of shares, recapitalization, reorganization, or other similar event, as a result of which shares of Common Stock of the Borrower shall be changed into the same or a different number of shares of another class or classes of stock or securities of the Borrower or another entity, or in case of any sale or conveyance of all or substantially all of the assets of the Borrower other than in connection with a plan of complete liquidation of the Borrower, then the Holder of this Note shall thereafter have the right to receive upon conversion of this Note, upon the basis and upon the terms and conditions specified herein and in lieu of the shares of Common Stock immediately theretofore issuable upon conversion, such stock, securities or assets which the Holder would have been entitled to receive in such transaction had this Note been converted in full immediately prior to such transaction (without regard to any limitations on conversion set forth herein), and in any such case appropriate provisions shall be made with respect to the rights and interests of the Holder of this Note to the end that the provisions hereof (including, without limitation, provisions for adjustment of the Conversion Price and of the number of shares issuable upon conversion of the Note) shall thereafter be applicable, as nearly as may be practicable in relation to any securities or assets thereafter deliverable upon the conversion hereof. The Borrower shall not affect any transaction described in this Section 1.6(b) unless (a) it first gives, to the extent practicable, ten (10) days prior written notice (but in any event at least five (5) days prior written notice) of the record date of



the special meeting of shareholders to approve, or if there is no such record date, the consummation of, such merger, consolidation, exchange of shares, recapitalization, reorganization or other similar event or sale of assets (during which time the Holder shall be entitled to convert this Note) and (b) the resulting successor or acquiring entity (if not the Borrower) assumes by written instrument the obligations of this Note. The above provisions shall similarly apply to successive consolidations, mergers, sales, transfers or share exchanges.

(c) Adjustment Due to Distribution. If the Borrower shall declare or make any distribution of its assets (or rights to acquire its assets) to holders of Common Stock as a dividend, stock repurchase, by way of return of capital or otherwise (including any dividend or distribution to the Borrower's shareholders in cash or shares (or rights to acquire shares) of capital stock of a subsidiary (i.e., a spin-off)) (a "Distribution"), then the Holder of this Note shall be entitled, upon any conversion of this Note after the date of record for determining shareholders entitled to such Distribution, to receive the amount of such assets which would have been payable to the Holder with respect to the shares of Common Stock issuable upon such conversion had such Holder been the holder of such shares of Common Stock on the record date for the determination of shareholders entitled to such Distribution.

1.7 Prepayment. Notwithstanding anything to the contrary contained in this Note, at any time during the periods set forth on the table immediately following this paragraph (the "Prepayment Periods") or as otherwise agreed to between the Borrower and the Holder, the Borrower shall have the right, exercisable on not more than three (3) Trading Days prior written notice to the Holder of the Note after the date of record for determining shareholders entitled to such Distribution, to receive the amount of such assets which would have been payable to the Holder with respect to the shares of Common Stock issuable upon such conversion had such Holder been the holder of such shares of Common Stock on the record date for the determination of shareholders entitled to such Distribution.

1.7 Prepayment. Notwithstanding anything to the contrary contained in this Note, at any time during the periods set forth on the table immediately following this paragraph (the "Prepayment Periods") or as otherwise agreed to between the Borrower and the Holder, the Borrower shall have the right, exercisable on not more than three (3) Trading Days prior written notice to the Holder of the Note after the date of record for determining shareholders entitled to such Distribution, to receive the amount of such assets which would have been payable to the Holder with respect to the shares of Common Stock issuable upon such conversion had such Holder been the holder of such shares of Common Stock on the record date for the determination of shareholders entitled to such Distribution.

Any notice of prepayment hereunder (an "Optional Prepayment Notice") shall be delivered to the Holder of the Note at its registered addresses and shall state: (1) that the Borrower is exercising its right to prepay the Note, and (2) the date of prepayment which shall be not more than three (3) Trading Days from the date of the Optional Prepayment Notice. On the date fixed for prepayment (the "Optional Prepayment Date"), the Borrower shall make payment of the Optional Prepayment Amount (as defined below) to Holder, or upon the direction of the Holder as specified by the Holder in a writing to the Borrower (which shall direction to be sent to Borrower by the Holder at least one (1) business day prior to the Optional Prepayment Date). If the Borrower exercises its right to prepay the Note, the Borrower shall make payment to the Holder of an amount in cash equal to the percentage ("Prepayment Percentage") as set forth in the table immediately following this paragraph opposite the applicable Prepayment Period, multiplied by the sum of: (w) the then outstanding principal amount of this Note plus (x) accrued and unpaid interest on the unpaid principal amount of this Note to the Optional Prepayment Date plus (y) Default Interest, if any, on the amounts referred to in clauses (w) and (x) plus (z) any amounts owed to the Holder pursuant to Section 1.4 hereof (the "Optional Prepayment Amount").

<u>Prepayment Period</u>	<u>Prepayment Percentage</u>
1. The period beginning on the Issue Date and ending on the date which is sixty (60) days following the Issue Date.	120%
2. The period beginning on the date which is sixty-one (61) days following the Issue Date and ending on the date which is one hundred fifty (150) days following the Issue Date.	125%
3. The period beginning on the date which is one hundred fifty-one (151) days following the Issue Date and ending on the date which is one hundred eighty (180) days following the Issue Date.	130%

After the expiration of the Prepayment Periods set forth above, the Borrower may submit an Optional Prepayment Notice to the Holder. Upon receipt by the Holder of the Optional Prepayment Notice post Prepayment Periods, the prepayment shall be subject to the Holder's and the Borrower's agreement with respect to the applicable Prepayment Percentage.

Notwithstanding anything contained herein to the contrary, the Holder's conversion rights herein shall not be affected in any way until the Note is fully paid (funds received by the Holder) pursuant to an Optional Prepayment Notice.

#### ARTICLE II. CERTAIN COVENANTS

2.1 Sale of Assets. So long as the Borrower shall have any obligation under this Note, the Borrower shall not, without the Holder's written consent, sell, lease or otherwise dispose of any significant portion of its assets outside the ordinary course of business. Any consent to the disposition of any assets may be conditioned on a specified use of the proceeds of disposition.

#### ARTICLE III. EVENTS OF DEFAULT

If any of the following events of default (each, an "Event of Default") shall occur:

3.1 Failure to Pay Principal and Interest. The Borrower fails to pay the principal hereof or interest thereon when due on this Note, whether at maturity or upon acceleration and such breach continues for a period of five (5) days after written notice from the Holder.

3.2 Conversion and the Shares. The Borrower fails to issue shares of Common Stock to the Holder (or announces or threatens in writing that it will not honor its obligation to do so) upon exercise by the Holder of the conversion rights of the Holder in accordance with the terms of this Note, fails to transfer or cause its transfer agent to transfer (issue) (electronically or in certificated form) any certificate for shares of Common Stock issued to the Holder upon conversion of or otherwise pursuant to this Note as and when required by this Note, the Borrower directs its transfer agent not to transfer or delays, impairs, and/or hinders its transfer agent in transferring (or issuing) (electronically or in certificated form) any certificate for shares of Common Stock to be issued to the Holder upon conversion of or otherwise pursuant to this Note as and when required by this Note, or fails to remove (or directs its transfer agent not to remove or impairs, delays, and/or hinders its transfer agent from removing) any restrictive legend (or to withdraw any stop transfer instructions in respect thereof) on any certificate for any shares of Common Stock issued to the Holder upon conversion of or otherwise pursuant to this Note as and when required by this Note (or makes any written announcement, statement or threat that it does not intend to honor the obligations described in this paragraph) and any such failure shall continue uncured (or any written announcement, statement or threat not to honor its obligations shall not be rescinded in writing) for three (3) business days after the Holder shall have delivered a Notice of Conversion. It is an obligation of the Borrower to remain current in its obligations to its transfer agent. It shall be an event of default of this Note, if a conversion of this Note is delayed, hindered or frustrated due to a balance owed by the Borrower to its transfer agent. If at the option of the Holder, the Holder advances any funds to the Borrower's transfer agent in order to process a conversion, such advanced funds shall be paid by the Borrower to the Holder within forty-eight (48) hours of a demand from the Holder.

3.3 Breach of Covenants. The Borrower breaches any material covenant or other material term or condition contained in this Note and any collateral documents including but not limited

to the Purchase Agreement and such breach continues for a period of twenty (20) days after written notice thereof to the Borrower from the Holder.

3.4 Breach of Representations and Warranties. Any representation or warranty of the Borrower made herein or in any agreement, statement or certificate given in writing pursuant hereto or in connection herewith (including, without limitation, the Purchase Agreement), shall be false or misleading in any material respect when made and the breach of which has (or with the passage of time will have) a material adverse effect on the rights of the Holder with respect to this Note or the Purchase Agreement.

3.5 Receiver or Trustee. The Borrower or any subsidiary of the Borrower shall make an assignment for the benefit of creditors, or apply for or consent to the appointment of a receiver or trustee for it or for a substantial part of its property or business, or such a receiver or trustee shall otherwise be appointed.

3.6 Bankruptcy. Bankruptcy, insolvency, reorganization or liquidation proceedings or other proceedings, voluntary or involuntary, for relief under any bankruptcy law or any law for the relief of debtors shall be instituted by or against the Borrower or any subsidiary of the Borrower.

3.7 Delisting of Common Stock. The Borrower shall fail to maintain the listing of the Common Stock on at least one of the OTC (which specifically includes the quotation platforms maintained by the OTC Markets Group) or an equivalent replacement exchange, the Nasdaq National Market, the Nasdaq SmallCap Market, the New York Stock Exchange, or the American Stock Exchange.

3.8 Failure to Comply with the Exchange Act. The Borrower shall fail to comply with the reporting requirements of the Exchange Act; and/or the Borrower shall cease to be subject to the reporting requirements of the Exchange Act.

3.9 Liquidation. Any dissolution, liquidation, or winding up of Borrower or any substantial portion of its business.

3.10 Cessation of Operations. Any cessation of operations by Borrower or Borrower admits it is otherwise generally unable to pay its debts as such debts become due, provided, however, that any disclosure of the Borrower's ability to continue as a "going concern" shall not be an admission that the Borrower cannot pay its debts as they become due.

3.11 Financial Statement Restatement. The restatement of any financial statements filed by the Borrower with the SEC at any time after 180 days after the Issuance Date for any date or period until this Note is no longer outstanding, if the result of such restatement would, by comparison to the un-restated financial statement, have constituted a material adverse effect on the rights of the Holder with respect to this Note or the Purchase Agreement.

3.12 Replacement of Transfer Agent. In the event that the Borrower proposes to replace its transfer agent, the Borrower fails to provide, prior to the effective date of such replacement, a fully executed Irrevocable Transfer Agent Instructions in a form as initially delivered pursuant to the Purchase Agreement (including but not limited to the provision to irrevocably reserve shares of Common Stock in the Reserved Amount) signed by the successor transfer agent to Borrower and the Borrower.

3.13 Cross-Default. Notwithstanding anything to the contrary contained in this Note or the other related or companion documents, a breach or default by the Borrower of any covenant or other term or condition contained in any of the Other Agreements, after the passage of all applicable notice and cure or grace periods, shall, at the option of the Holder, be considered a default under this Note and the Other Agreements, in which event the Holder shall be entitled (but in no event required) to apply all rights and remedies of the Holder under the terms of this Note and the Other Agreements by reason of a default under said Other Agreement or hereunder. "Other Agreements" means, collectively, all agreements and instruments between, among or by: (1) the Borrower, and, or for the benefit of, (2) the Holder and any affiliate of the Holder, including, without limitation, promissory notes; provided, however, the term "Other Agreements" shall not include the related or companion documents to this Note. Each of the loan transactions will be cross-defaulted with each other loan transaction and with all other existing and future debt of Borrower to the Holder.

Upon the occurrence and during the continuation of any Event of Default specified in Section 3.1 (solely with respect to failure to pay the principal hereof or interest thereon when due at the Maturity Date), the Note shall become immediately due and payable and the Borrower shall pay to the Holder, in full satisfaction of its obligations hereunder, an amount equal to the Default Amount (as defined herein). UPON THE OCCURRENCE AND DURING THE CONTINUATION OF ANY EVENT OF DEFAULT SPECIFIED IN SECTION 3.2, THE NOTE SHALL BECOME IMMEDIATELY DUE AND PAYABLE AND THE BORROWER SHALL PAY TO THE HOLDER, IN FULL SATISFACTION OF ITS OBLIGATIONS HEREUNDER, AN AMOUNT EQUAL TO: (Y) THE DEFAULT AMOUNT (AS DEFINED HEREIN); MULTIPLIED BY (Z) TWO (2). Upon the occurrence and during the continuation of any Event of Default specified in Sections 3.1 (solely with respect to failure to pay the principal hereof or interest thereon when due on this Note upon a Trading Market Prepayment Event pursuant to Section 1.7 or upon acceleration), 3.3, 3.4, 3.7, 3.8, 3.10, 3.11, 3.12, 3.13, and/or 3.14 exercisable through the delivery of written notice to the Borrower by such Holders (the "Default Notice"), and upon the occurrence of an Event of Default specified the remaining sections of Articles III (other than failure to pay the principal hereof or interest thereon at the Maturity Date specified in Section 3.1 hereof), the Note shall become immediately due and payable and the Borrower shall pay to the Holder, in full satisfaction of its obligations hereunder, an amount equal to 150% times the sum of (w) the then outstanding principal amount of this Note plus (x) accrued and unpaid interest on the unpaid principal amount of this Note to the date of payment (the "Mandatory Prepayment Date") plus (y) Default Interest, if any, on the amounts referred to in clauses (w) and/or (x) plus (z) any amounts owed to the Holder pursuant to Sections 1.3 and 1.4(g) hereof (the then outstanding principal amount of this Note to the date of payment plus the amounts referred to in clauses (x), (y) and (z) shall collectively be known as the "Default Amount") and all other amounts payable hereunder shall immediately become due and payable, all without demand, presentment or notice, all of which hereby are expressly waived, together with all costs, including, without limitation, legal fees and expenses, of collection, and the Holder shall be entitled to exercise all other rights and remedies available at law or in equity.

If the Borrower fails to pay the Default Amount within five (5) business days of written notice that such amount is due and payable, then the Holder shall have the right at any time, so long as the Borrower remains in default (and so long and to the extent that there are sufficient authorized shares), to require the Borrower, upon written notice, to immediately issue, in lieu of the Default Amount, the number of shares of Common Stock of the Borrower equal to the Default Amount divided by the Conversion Price then in effect.

#### ARTICLE IV. MISCELLANEOUS

4.1 Failure or Indulgence Not Waiver. No failure or delay on the part of the Holder in the exercise of any power, right or privilege hereunder shall operate as a waiver thereof, nor shall any single or partial exercise of any such power, right or privilege preclude other or further exercise thereof or of any other right, power or privileges. All rights and remedies existing hereunder are cumulative to, and not exclusive of, any rights or remedies otherwise available.

4.2 Notices. All notices, demands, requests, consents, approvals, and other communications required or permitted hereunder shall be in writing and, unless otherwise specified herein, shall be (i) personally served, (ii) deposited in the mail, registered or certified, return receipt requested, postage prepaid, (iii) delivered by reputable air courier service with charges prepaid, or (iv) transmitted by hand delivery, telegram, or facsimile, addressed as set forth below or to such other address as such party shall have specified most recently by written notice. Any notice or other communication required or permitted to be given hereunder shall be deemed effective (a) upon hand delivery or delivery by facsimile, with accurate confirmation generated by the transmitting facsimile machine, at the address or number designated below (if delivered on a business day during normal business hours where such notice is to be received), or the first business day following such delivery (if delivered other than on a business day during normal business hours where such notice is to be received) or (b) on the second business day following the date of mailing by express courier service, fully prepaid, addressed to such address, or upon actual receipt of such mailing, whichever shall first occur. The addresses for such communications shall be:

If to the Borrower, to:

HIMALAYA TECHNOLOGIES, INC.  
831 W North Ave.  
Pittsburgh, PA 15233  
Attn: Vikram Grover, Chief Executive Officer  
Email: [vik.grover@himalayatechnologies.com](mailto:vik.grover@himalayatechnologies.com)

If to the Holder:

1800 DIAGONAL LENDING LLC  
1800 Diagonal Road, Suite 623  
Alexandria VA 22314  
Attn: Curt Kramer, President  
e-mail: [ckramer@sixthstreetlending.com](mailto:ckramer@sixthstreetlending.com)

With a copy by fax only to (which copy shall not constitute notice):

Naidich Wurman LLP  
111 Great Neck Road, Suite 216  
Great Neck, NY 11021  
Attn: Allison Naidich  
facsimile: 516-466-3555  
e-mail: [allison@nwlaw.com](mailto:allison@nwlaw.com)

4.3 Amendments. This Note and any provision hereof may only be amended by an instrument in writing signed by the Borrower and the Holder. The term "Note" and all reference thereto, as used throughout this instrument, shall mean this instrument (and the other Notes issued pursuant to

the Purchase Agreement) as originally executed, or if later amended or supplemented, then as so amended or supplemented.

4.4 Assignability. This Note shall be binding upon the Borrower and its successors and assigns, and shall inure to be the benefit of the Holder and its successors and assigns. Each transferee of this Note must be an "accredited investor" (as defined in Rule 501(a) of the Securities and Exchange Commission). Notwithstanding anything in this Note to the contrary, this Note may be pledged as collateral in connection with a bona fide margin account or other lending arrangement; and may be assigned by the Holder without the consent of the Borrower.

4.5 Cost of Collection. If default is made in the payment of this Note, the Borrower shall pay the Holder hereof costs of collection, including reasonable attorneys' fees.

4.6 Governing Law. This Note shall be governed by and construed in accordance with the laws of the Commonwealth of Virginia without regard to principles of conflicts of laws. Any action brought by either party against the other concerning the transactions contemplated by this Note shall be brought only in the Circuit Court of Fairfax County, Virginia or in the Alexandria Division of the United States District Court for the Eastern District of Virginia. The parties to this Note hereby irrevocably waive any objection to jurisdiction and venue of any action instituted hereunder and shall not assert any objection or defense based on lack of jurisdiction or venue or based upon *forum non conveniens*. The Borrower and Holder waive trial by jury. The Holder shall be entitled to recover from the Borrower its reasonable attorney's fees and costs incurred in connection with or related to any Event of Default by the Company, as defined in Article III hereof. In the event that any provision of this Note or any other agreement delivered in connection herewith is invalid or unenforceable under any applicable statute or rule of law, then such provision shall be deemed inoperative to the extent that it may conflict therewith and shall be deemed modified to conform with such statute or rule of law. Any such provision which may prove invalid or unenforceable under any law shall not affect the validity or enforceability of any other provision hereof or any agreement delivered in connection herewith. Each party hereby irrevocably waives personal service of process and consents to process being served in any suit, action or proceeding in connection with this Note, any agreement or any other document delivered in connection with this Note by mailing a copy thereof via registered or certified mail or overnight delivery (with evidence of delivery) to such party at the address in effect for notices to it under this Note and agrees that such service shall constitute good and sufficient service of process and notice thereof. Nothing contained herein shall be deemed to limit in any way any right to serve process in any other manner permitted by law.

4.7 Purchase Agreement. By its acceptance of this Note, each party agrees to be bound by the applicable terms of the Purchase Agreement.

4.8 Remedies. The Borrower acknowledges that a breach by it of its obligations hereunder will cause irreparable harm to the Holder, by vitiating the intent and purpose of the transaction contemplated hereby. Accordingly, the Borrower acknowledges that the remedy at law for a breach of its obligations under this Note will be inadequate and agrees, in the event of a breach or threatened breach by the Borrower of the provisions of this Note, that the Holder shall be entitled, in addition to all other available remedies at law or in equity, and in addition to the penalties assessable herein, to an injunction or injunctions restraining, preventing or curing any breach of this Note and to enforce specifically the terms and provisions thereof, without the necessity of showing economic loss and without any bond or other security being required.

IN WITNESS WHEREOF, Borrower has caused this Note to be signed in its name by its duly authorized officer this on November 1, 2023

**HIMALAYA TECHNOLOGIES, INC.**

By:    
 78388F229F13E249C  
Vikram Grover  
Chief Executive Officer

**EXHIBIT A -- NOTICE OF CONVERSION**

The undersigned hereby elects to convert \$\_\_\_\_\_ principal amount of the Note (defined below) into that number of shares of Common Stock to be issued pursuant to the conversion of the Note ("Common Stock") as set forth below, of HIMALAYA TECHNOLOGIES, INC., a Nevada corporation (the "Borrower") according to the conditions of the convertible note of the Borrower dated as of November 1, 2023 (the "Note"), as of the date written below. No fee will be charged to the Holder for any conversion, except for transfer taxes, if any.

Box Checked as to applicable instructions:

- The Borrower shall electronically transmit the Common Stock issuable pursuant to this Notice of Conversion to the account of the undersigned or its nominee with DTC through its Deposit Withdrawal Agent Commission system ("DWAC Transfer").

Name of DTC Prime Broker:  
Account Number:

- The undersigned hereby requests that the Borrower issue a certificate or certificates for the number of shares of Common Stock set forth below (which numbers are based on the Holder's calculation attached hereto) in the name(s) specified immediately below or, if additional space is necessary, on an attachment hereto:

Date of conversion: \_\_\_\_\_  
Applicable Conversion Price: \$ \_\_\_\_\_  
Number of shares of common stock to be issued  
pursuant to conversion of the Notes: \_\_\_\_\_  
Amount of Principal Balance due remaining  
under the Note after this conversion: \_\_\_\_\_

1800 DIAGONAL LENDING LLC

By: \_\_\_\_\_  
Name: Curt Kramer  
Title: President  
Date: \_\_\_\_\_



## Exhibit 11.2

**VICTOR MOKUOLU, CPA PLLC**  
Accounting | Advisory | Assurance & Audit | Tax

**CONSENT OF INDEPENDENT ACCOUNTANTS**

We consent to the incorporation by reference in the Regulation A Offering Statement of Himalaya Technologies, Inc. on Form 1-A of our report dated October 27, 2023 which includes an explanatory paragraph as to the Himalaya Technologies, Inc.'s ability to continue as a going concern, relating to our audit of the consolidated balance sheet as of July 31, 2023 and July 31, 2022, and the consolidated statements of operations, stockholders' deficit and cash flows for the years ended July 31, 2023 and July 31, 2022.

We also consent to the reference to us under the caption "Experts" in the Registration Statement.

*Victor Mokuolu, CPA PLLC*

Houston, Texas  
November 17, 2023

## Exhibit 12.1

NEWLAN LAW FIRM, PLLC  
2201 Long Prairie Road – Suite 107-762  
Flower Mound, Texas 75022  
940-367-6154

November 16, 2023

Himalaya Technologies, Inc.  
625 Stanwix Street, #2504  
Pittsburgh, Pennsylvania 15222

Re: Offering Statement on Form 1-A

Gentlemen:

We have been requested by Himalaya Technologies, Inc., a Nevada corporation (the “Company”), to furnish you with our opinion as to the matters hereinafter set forth in connection with its offering statement on Form 1-A (the “Offering Statement”), relating to the qualification of shares of the Company’s \$.001 par value common stock (the “Common Stock”) under Regulation A promulgated under the Securities Act of 1933, as amended. Specifically, this opinion relates to 300,000,000 shares of the Company’s Common Stock (the “Shares”) to be offered by the Company.

In connection with this opinion, we have examined the Offering Statement, the Company’s Articles of Incorporation and Bylaws (each as amended to date), copies of the records of corporate proceedings of the Company and such other documents as we have deemed necessary to enable us to render the opinion hereinafter expressed.

For purposes of this opinion, we have assumed the authenticity of all documents submitted to us as originals, the conformity to the originals of all documents submitted to us as copies and the authenticity of the originals of all documents submitted to us as copies. We have also assumed the legal capacity of all natural persons, the genuineness of the signatures of persons signing all documents in connection with which this opinion is rendered, the authority of such persons signing on behalf of the parties thereto other than the Company and the due authorization, execution and delivery of all documents by the parties thereto other than the Company. We have not independently established or verified any facts relevant to the opinions expressed herein, but have relied upon statements and representations of officers and other representatives of the Company and others.

Based upon and subject to the foregoing qualifications, assumptions and limitations and the further limitations set forth below, we are of the opinion that the 300,000,000 Shares being offered by the Company will, when issued in accordance with the terms set forth in the Offering Statement, be legally issued, fully paid and non-assessable shares of Common Stock of the Company.

Our opinions expressed above are subject to the qualification that we express no opinion as to the applicability of, compliance with, or effect of any laws except the Nevada Revised Statutes (including the statutory provisions and reported judicial decisions interpreting the foregoing).

We hereby consent to the use of this opinion as an exhibit to the Offering Statement and to the reference to our name under the caption “Legal Matters” in the Offering Statement and in the offering circular included in the Offering Statement. We confirm that, as of the date hereof, we own no shares of the Company’s common stock, nor any other securities of the Company.

Sincerely,

*/s/ Newlan Law Firm, PLLC*

NEWLAN LAW FIRM, PLLC

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