**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 10-Q**

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

For the quarterly period ended March 31, 2022

or

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

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

**Commission File Number: 000-53450**

**REMSLEEP HOLDINGS, INC.**

(Exact name of registrant as specified in its charter)

|  |  |  |
| --- | --- | --- |
| **Nevada** |  | **47-5386867** |
| (State or other jurisdiction of  incorporation or organization) |  | (I.R.S. Employer  Identification No.) |

**14175 Icot Boulevard, Suite 300, Clearwater, Florida 33760.**

(Address of principal executive offices) (Zip Code)

**813-367-3855**

(Registrant’s telephone number, including area code)

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

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

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

|  |  |
| --- | --- |
| Large accelerated filer ☐ | Accelerated filer ☐ |
| Non-accelerated filer ☒ | Smaller reporting company ☒ |
| Emerging growth company ☐ |  |

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

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

Indicate the number of shares outstanding of each of the issuer’s classes of common stock, as of May 11, 2022, there were 1,461,616,601 shares of common stock outstanding.

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**PART I - FINANCIAL INFORMATION**

**ITEM 1. FINANCIAL STATEMENTS**

**REMSLEEP HOLDINGS, INC.**

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1

**REMSLEEP HOLDINGS, INC.   
CONDENSED BALANCE SHEETS**

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  |  | **March 31,  2022** | |  |  | **December 31,  2021** | |  |
| **ASSETS** |  | **(Unaudited)** | |  |  | **(Audited)** | |  |
| Current assets: |  |  | |  |  |  | |  |
| Cash |  | $ | 4,014,578 |  |  | $ | 3,383,568 |  |
| Prepaid |  |  | 69,494 |  |  |  | — |  |
| Total current assets |  |  | 4,084,072 |  |  |  | 3,383,568 |  |
|  |  |  |  |  |  |  |  |  |
| Other asset |  |  | 10,000 |  |  |  | 10,000 |  |
| Property and equipment, net |  |  | 113,435 |  |  |  | 105,061 |  |
|  |  |  |  |  |  |  |  |  |
| Total Assets |  | $ | 4,207,507 |  |  | $ | 3,498,629 |  |
|  |  |  |  |  |  |  |  |  |
| **LIABILITIES AND STOCKHOLDERS’ EQUITY (DEFICIT)** |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |
| Current Liabilities: |  |  |  |  |  |  |  |  |
| Accounts payable |  | $ | 22,941 |  |  | $ | 15,505 |  |
| Accrued compensation |  |  | 48,000 |  |  |  | 47,000 |  |
| Accrued interest |  |  | 26,065 |  |  |  | 41,851 |  |
| Accrued interest – related party |  |  | 73,151 |  |  |  | 67,505 |  |
| Convertible Notes, net of discount of $46,774 and $206,157, respectively |  |  | 39,576 |  |  |  | 193,243 |  |
| Derivative Liability |  |  | 76,423 |  |  |  | 290,712 |  |
| Loan payable – related party |  |  | 179,191 |  |  |  | 179,191 |  |
| Loans payable |  |  | 45,000 |  |  |  | 45,000 |  |
|  |  |  |  |  |  |  |  |  |
| Total Liabilities |  |  | 510,347 |  |  |  | 880,007 |  |
|  |  |  |  |  |  |  |  |  |
| Commitments and Contingencies |  |  | — |  |  |  | — |  |
|  |  |  |  |  |  |  |  |  |
| STOCKHOLDERS’ EQUITY |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |
| Series A preferred stock, $0.001 par value, 5,000,000 shares authorized, 4,000,000 and issued and outstanding |  |  | 5,000 |  |  |  | 5,000 |  |
| Series B preferred stock, $0.001 par value, 5,000,000 shares authorized, 500,000 shares issued |  |  | 500 |  |  |  | 500 |  |
| Series C preferred stock, $0.001 par value, 5,000,000 shares authorized, no shares issued |  |  | — |  |  |  | — |  |
| Common stock, $0.001 par value, 3,000,000,000 shares authorized, 1,452,936,313 and 1,234,008,735 shares issued and outstanding, respectively |  |  | 1,452,935 |  |  |  | 1,234,006 |  |
| Discount to common stock |  |  | (94,708 | ) |  |  | (94,708 | ) |
| Additional paid in capital |  |  | 13,041,347 |  |  |  | 11,865,439 |  |
| Accumulated Deficit |  |  | (10,707,914 | ) |  |  | (10,391,615 | ) |
| TOTAL STOCKHOLDERS’ EQUITY |  |  | 3,697,160 |  |  |  | 2,618,622 |  |
|  |  |  |  |  |  |  |  |  |
| TOTAL LIABILITIES AND STOCKHOLDERS’ EQUITY |  | $ | 4,207,507 |  |  | $ | 3,498,629 |  |

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

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**REMSLEEP HOLDINGS, INC.   
CONDENSED STATEMENTS OF OPERATIONS   
(UNAUDITED)**

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  |  | **For the  Three Months Ended March 31,** | | | | | |  |
|  |  | **2022** | |  |  | **2021** | |  |
| Operating Expenses: |  |  | |  |  |  | |  |
| Professional fees |  | $ | 26,000 |  |  | $ | 24,598 |  |
| Compensation expense – related party |  |  | 21,000 |  |  |  | 21,000 |  |
| Development expense |  |  | 25,667 |  |  |  | — |  |
| General and administrative |  |  | 81,891 |  |  |  | 48,666 |  |
|  |  |  |  |  |  |  |  |  |
| Total operating expenses |  |  | 154,558 |  |  |  | 94,264 |  |
|  |  |  |  |  |  |  |  |  |
| Loss from operations |  |  | (154,558 | ) |  |  | (94,264 | ) |
|  |  |  |  |  |  |  |  |  |
| Other income (expense): |  |  |  |  |  |  |  |  |
| Interest expense |  |  | (173,648 | ) |  |  | (166,573 | ) |
| Default penalty of convertible note |  |  | — |  |  |  | (162,798 | ) |
| Loss on issuance of convertible debt |  |  | — |  |  |  | (442,979 | ) |
| Change in fair value of derivative |  |  | 11,907 |  |  |  | 395,148 |  |
| Total other expense |  |  | (161,741 | ) |  |  | (377,202 | ) |
|  |  |  |  |  |  |  |  |  |
| Loss before income taxes |  |  | (316,299 | ) |  |  | (471,466 | ) |
|  |  |  |  |  |  |  |  |  |
| Provision for income taxes |  |  | — |  |  |  | — |  |
|  |  |  |  |  |  |  |  |  |
| Net Loss |  | $ | (316,299 | ) |  | $ | (471,466 | ) |
|  |  |  |  |  |  |  |  |  |
| Net loss per share, basic and diluted |  | $ | (0.00 | ) |  | $ | (0.00 | ) |
|  |  |  |  |  |  |  |  |  |
| Weighted average common shares outstanding, basic and diluted |  |  | 1,383,367,206 |  |  |  | 406,969,823 |  |

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

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**REMSLEEP HOLDINGS, INC.**

**STATEMENTS OF STOCKHOLDERS’ EQUITY (DEFICIT)**

**FOR THE THREE MOTHS ENDED MARCH 31, 2022 AND 2021**

**(UNAUDITED)**

|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  |  | **Series A  Preferred Stock** | | | | | |  |  | **Series B Preferred Stock** | | | | | |  |  | **Common Stock** | | | | | |  |  | **Discount to Common** | |  |  | **Additional Paid-in** | |  |  | **Accumulated** | |  |  |  | |  |
|  |  | **Shares** | |  |  | **Amount** | |  |  | **Shares** | |  |  | **Amount** | |  |  | **Shares** | |  |  | **Amount** | |  |  | **Stock** | |  |  | **Capital** | |  |  | **Deficit** | |  |  | **Total** | |  |
|  |  |  | |  |  |  | |  |  |  | |  |  |  | |  |  |  | |  |  |  | |  |  |  | |  |  |  | |  |  |  | |  |  |  | |  |
| Balance, December 31, 2021 |  |  | 5,000,000 |  |  | $ | 5,000 |  |  |  | 500,000 |  |  | $ | 500 |  |  |  | 1,234,008,735 |  |  | $ | 1,234,006 |  |  | $ | (94,708 | ) |  | $ | 11,865,439 |  |  | $ | (10,391,615 | ) |  | $ | 2,618,622 |  |
| Common stock issued for conversion of debt |  |  | — |  |  |  | — |  |  |  | — |  |  |  | — |  |  |  | 34,799,374 |  |  |  | 34,801 |  |  |  | — |  |  |  | 505,036 |  |  |  | — |  |  |  | 539,837 |  |
| Common stock issued for cash |  |  | — |  |  |  | — |  |  |  | — |  |  |  | — |  |  |  | 114,000,000 |  |  |  | 114,000 |  |  |  | — |  |  |  | 741,000 |  |  |  | — |  |  |  | 855,000 |  |
| Warrants converted to common stock |  |  | — |  |  |  | — |  |  |  | — |  |  |  | — |  |  |  | 70,128,204 |  |  |  | 70,128 |  |  |  | — |  |  |  | (70,128 | ) |  |  | — |  |  |  | — |  |
| Net Loss |  |  | — |  |  |  | — |  |  |  | — |  |  |  | — |  |  |  |  |  |  |  | — |  |  |  | — |  |  |  | — |  |  |  | (316,299 | ) |  |  | (316,299 | ) |
| Balance, March 31, 2022 |  |  | 5,000,000 |  |  | $ | 5,000 |  |  |  | 500,000 |  |  | $ | 500 |  |  |  | 1,452,936,313 |  |  | $ | 1,452,935 |  |  | $ | (94,708 | ) |  | $ | (13,041,347 | ) |  | $ | (10,707,914 | ) |  | $ | 3,697,160 |  |

|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  |  | **Series A PreferredStock** | | | | | |  |  | **Series B PreferredStock** | | | | | |  |  | **Common Stock** | | | | | |  |  | **Additional Paid-in** | |  |  | **Accumulated** | |  |  |  | |  |
|  |  | **Shares** | |  |  | **Amount** | |  |  | **Shares** | |  |  | **Amount** | |  |  | **Shares** | |  |  | **Amount** | |  |  | **Capital** | |  |  | **Deficit** | |  |  | **Total** | |  |  |  |
|  |  |  | |  |  |  | |  |  |  | |  |  |  | |  |  |  | |  |  |  | |  |  |  | |  |  |  | |  |  |  | |  |  |  |
| Balance, December 31, 2020 |  |  | 5,000,000 |  |  | $ | 126,000 |  |  |  | 500,000 |  |  | $ | 500 |  |  |  | 368,063,606 |  |  | $ | 368,061 |  |  | $ | 5,200,885 |  |  | $ | (6,565,942 | ) |  | $ | (870,496 | ) |  |  |
| Common stock issued for conversion of debt |  |  | — |  |  |  | — |  |  |  | — |  |  |  | — |  |  |  | 74,985,965 |  |  |  | 74,986 |  |  |  | 467,990 |  |  |  | — |  |  |  | 542,976 |  |  |  |
| Warrants issued with convertible debt |  |  | — |  |  |  | — |  |  |  | — |  |  |  | — |  |  |  | — |  |  |  | — |  |  |  | 75,070 |  |  |  | — |  |  |  | 75,070 |  |  |  |
| Net Loss |  |  | — |  |  |  | — |  |  |  | — |  |  |  | — |  |  |  | — |  |  |  | — |  |  |  | — |  |  |  | (471,466 | ) |  |  | (471,466 | ) |  |  |
| Balance, March 31, 2021 |  |  | 5,000,000 |  |  | $ | 126,000 |  |  |  | 500,000 |  |  | $ | 500 |  |  |  | 443,049,571 |  |  | $ | 443,047 |  |  | $ | 5,743,945 |  |  | $ | (7,037,408 | ) |  | $ | (723,916 | ) |  |  |

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

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**REMSLEEP HOLDINGS, INC.**

**CONDENSED STATEMENTS OF CASH FLOWS**

**(UNAUDITED)**

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  |  | **For the Three Months Ended March 31,** | | | | | |  |
|  |  | **2022** | |  |  | **2021** | |  |
| Cash Flows from Operating Activities: |  |  | |  |  |  | |  |
| Net loss |  | $ | (316,299 | ) |  | $ | (471,466 | ) |
| Adjustments to reconcile net loss to net cash used in operations: |  |  |  |  |  |  |  |  |
| Depreciation expense |  |  | 16,532 |  |  |  | 12,890 |  |
| Change in fair value of derivative |  |  | (11,907 | ) |  |  | (395,148 | ) |
| Discount amortization |  |  | 159,383 |  |  |  | 138,622 |  |
| Loss on issuance of convertible debt |  |  | — |  |  |  | 442,979 |  |
| Default penalty of convertible note |  |  | — |  |  |  | 162,798 |  |
| Changes in Operating Assets and Liabilities |  |  |  |  |  |  |  |  |
| Prepaid expenses |  |  | (69,494 | ) |  |  | — |  |
| Accounts payable |  |  | 7,435 |  |  |  | 13,306 |  |
| Accrued officer compensation |  |  | 1,000 |  |  |  | 5,000 |  |
| Accrued interest |  |  | 8,619 |  |  |  | 22,191 |  |
| Accrued interest – related party |  |  | 5,646 |  |  |  | 5,646 |  |
| Net cash used in operating activities |  |  | (199,085 | ) |  |  | (63,182 | ) |
|  |  |  |  |  |  |  |  |  |
| Cash Flows from Investing Activities: |  |  |  |  |  |  |  |  |
| Purchase of equipment |  |  | (24,905 | ) |  |  | (17,705 | ) |
| Net Cash used in investing activities |  |  | (24,905 | ) |  |  | (17,705 | ) |
|  |  |  |  |  |  |  |  |  |
| Cash Flows from Financing Activities: |  |  |  |  |  |  |  |  |
| Repayment of loans |  |  | — |  |  |  | (867 | ) |
| Proceeds from convertible notes payable |  |  | — |  |  |  | 126,400 |  |
| Common stock sold for cash |  |  | 855,000 |  |  |  | — |  |
| Net cash provided by financing activities |  |  | 855,000 |  |  |  | 125,533 |  |
|  |  |  |  |  |  |  |  |  |
| Net change in cash |  |  | 631,010 |  |  |  | 44,646 |  |
| Cash at beginning of the period |  |  | 3,383,568 |  |  |  | 114,227 |  |
| Cash at end of the period |  | $ | 4,014,578 |  |  | $ | 158,873 |  |
|  |  |  |  |  |  |  |  |  |
| Supplemental cash flow information: |  |  |  |  |  |  |  |  |
| Interest paid in cash |  | $ | — |  |  | $ | 114 |  |
| Taxes paid |  | $ | — |  |  | $ | — |  |
| Supplemental non-cash disclosure: |  |  |  |  |  |  |  |  |
| Common stock issued for conversion of debt |  | $ | 337,455 |  |  | $ | 86,915 |  |

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

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**REMSLEEP HOLDINGS, INC.**

**NOTES TO CONDENSED FINANCIAL STATEMENTS**

**March 31, 2022**

**(Unaudited)**

**NOTE 1 - BACKGROUND**

*Business Activity*

REMSleep Holdings, Inc., (the “Company”) was incorporated in the State of Nevada on June 6, 2007. On January 5, 2015 the name of the Company was changed to REMSleep Holdings, Inc. and the business model was changed to reflect the new direction of the Company; to develop and distribute products to help people affected by sleep apnea. On May 30, 2015 REMSleep LLC was formally merged into REMSleep Holdings, Inc.

**NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

*Basis of Presentation*

These unaudited condensed financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (“US GAAP”) and the rules and regulations of the Securities and Exchange Commission (“SEC”). These financial statements and the notes attached hereto should be read in conjunction with the financial statements and notes included in the Company’s 10-K for its fiscal year ended December 31, 2021. In the opinion of the Company, all adjustments, including normal recurring adjustments necessary to present fairly the financial position of the Company, as of March 31, 2022 and the results of its operations and cash flows for the three months then ended have been included. The results of operations for the interim period are not necessarily indicative of the results for the full year ending December 31, 2022.

*Use of Estimates*

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

*Fair Value of Financial Instruments*

The Company follows paragraph 825-10-50-10 of the FASB Accounting Standards Codification for disclosures about fair value of its financial instruments and paragraph 820-10-35-37 of the FASB Accounting Standards Codification (“Paragraph 820-10-35-37”) to measure the fair value of its financial instruments. Paragraph 820-10-35-37 establishes a framework for measuring fair value in accounting principles generally accepted in the United States of America (U.S. GAAP), and expands disclosures about fair value measurements. To increase consistency and comparability in fair value measurements and related disclosures, Paragraph 820-10-35-37 establishes a fair value hierarchy which prioritizes the inputs to valuation techniques used to measure fair value into three broad levels. The fair value hierarchy gives the highest priority to quoted prices (unadjusted) in active markets for identical assets or liabilities and the lowest priority to unobservable inputs. The three levels of fair value hierarchy defined by Paragraph 820-10-35-37 are described below:

|  |  |  |
| --- | --- | --- |
|  | Level 1: | Quoted market prices available in active markets for identical assets or liabilities as of the reporting date. |
|  |  |  |
|  | Level 2: | Pricing inputs other than quoted prices in active markets included in Level 1, which are either directly or indirectly observable as of the reporting date. |
|  |  |  |
|  | Level 3: | Pricing inputs that are generally unobservable inputs and not corroborated by market data. |

The carrying amount of the Company’s financial assets and liabilities, such as cash, prepaid expenses and accrued expenses approximate their fair value because of the short maturity of those instruments. The Company’s notes payable approximates the fair value of such instruments as the notes bear interest rates that are consistent with current market rates.

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The following table classifies the Company’s liabilities measured at fair value on a recurring basis into the fair value hierarchy as of March 31, 2022 and December 31, 2021:

March 31, 2022:

|  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
| Description |  |  | Level 1 | |  |  | Level 2 | |  |  | Level 3 | |  |
| Derivative |  |  | $ | — |  |  | $ | — |  |  | $ | 76,423 |  |
| Total |  |  | $ | — |  |  | $ | — |  |  | $ | 76,423 |  |

December 31, 2021:

|  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
| Description |  |  | Level 1 | |  |  | Level 2 | |  |  | Level 3 | |  |
| Derivative |  |  | $ | — |  |  | $ | — |  |  | $ | 290,712 |  |
| Total |  |  | $ | — |  |  | $ | — |  |  | $ | 290,712 |  |

*Basic and Diluted Earnings Per Share*

Net income (loss) per common share is computed pursuant to section 260-10-45 of the FASB Accounting Standards Codification. Basic net income (loss) per common share is computed by dividing net income (loss) by the weighted average number of shares of common stock outstanding during the period. Diluted net income (loss) per common share is computed by dividing net income (loss) by the weighted average number of shares of common stock and potentially outstanding shares of common stock during the period. The weighted average number of common shares outstanding and potentially outstanding common shares assumes that the Company incorporated as of the beginning of the first period presented.

As of March 31, 2022, the Company had 8,680,288 of potentially dilutive shares of common stock from convertible debt, 139,714,286 potentially dilutive shares of common stock warrants, 5,000,000 shares from Series A preferred stock and 50,000,000 from Series B preferred stock.

As of March 31, 2021, the Company had 73,121,000 of potentially dilutive shares of common stock from convertible debt 170,974,026 potentially dilutive shares of common stock warrants, 5,000,000 shares from Series A preferred stock and 50,000,000 from Series B preferred stock.

The Company’s diluted loss per share is the same as the basic loss per share for all periods, as the inclusion of any potential shares would have had an anti-dilutive effect due to the Company generating a loss in those periods.

*Recently Adopted Accounting Pronouncements*

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

**NOTE 3 - GOING CONCERN**

The accompanying financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. The Company has an accumulated deficit of $10,707,914 at March 31, 2022, had a net loss of $316,299, and net cash used in operating activities of $199,085 for the three months ended March 31, 2022. The Company’s ability to raise additional capital through the future issuances of common stock and/or debt financing is unknown. The obtainment of additional financing, the successful development of the Company’s contemplated plan of operations, and its transition, ultimately, to the attainment of profitable operations are necessary for the Company to continue operations. These conditions and the ability to successfully resolve these factors over the next twelve months raise substantial doubt about the Company’s ability to continue as a going concern. The financial statements of the Company do not include any adjustments that may result from the outcome of these aforementioned uncertainties.

The Company is in the final stages of product development and plans to begin selling its product in Q2 of 2022. The Company will continue to finance its operations through debt and/or equity financing as needed.

The industry in which we operate depends heavily upon our ability to obtain raw material and manufacture our product as well as the overall level of consumer and business spending. A sustained deterioration in general economic conditions (including distress in financial markets, turmoil in specific economies around the world, public health crises, and additional government intervention), particularly in the United States, may have a negative financial impact to our Company. Adverse conditions as a result of the global COVID-19 outbreak, have and may continue to impact our manufacturing processes and ultimately our ability to sell our product.

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**NOTE 4 - PROPERTY & EQUIPMENT**

Long lived assets, including property and equipment and certain intangible assets to be held and used by the Company are reviewed for impairment whenever events or changes in circumstances indicate that the carrying value of the assets may not be recoverable. Impairment losses are recognized if expected future cash flows of the related assets are less than their carrying values. Measurement of an impairment loss is based on the fair value of the asset. Long-lived assets and certain identifiable intangibles to be disposed of are reported at the lower of carrying amount or fair value less cost to sell.

Property and Equipment and intangible assets are first recorded at cost. Depreciation and/or amortization is computed using the straight-line method over the estimated useful lives of the various classes of assets as follows between three and five years.

Maintenance and repair expenses, as incurred, are charged to expense. Betterments and renewals are capitalized in plant and equipment accounts. Cost and accumulated depreciation applicable to items replaced or retired are eliminated from the related accounts with any gain or loss on the disposition included as income.

Property and equipment, stated at cost, less accumulated depreciation consisted of the following:

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  |  | March 31, 2022 | |  |  | December 31, 2021 | |  |
| Furniture/fixtures |  | $ | 27,310 |  |  | $ | 14,904 |  |
| Office equipment |  |  | 14,522 |  |  |  | 14,522 |  |
| Automobile |  |  | 29,905 |  |  |  | 29,905 |  |
| Tooling/Molds |  |  | 189,490 |  |  |  | 176,990 |  |
| Less: accumulated depreciation |  |  | (147,792 | ) |  |  | (131,260 | ) |
| Property and equipment, net |  | $ | 113,435 |  |  | $ | 105,061 |  |

*Depreciation expense*

Depreciation expense for the three months ended March 31, 2022 and 2021 was $16,532 and $12,890, respectively.

**NOTE 5 - LOANS PAYABLE**

On October 24, 2017, the Company was notified that a petition had been filed in the Iowa District Court for Polk County by a Mr. John M. Wesson for failure to repay a loan. Mr. Wesson had loaned the Company $30,000 and $20,000 on October 24, 2012 and June 12, 2013, respectively. The loans were to accrue interest at 5%. On April 26, 2018, the Company agreed to repay the loan in full including accrued interest and $5,000 for legal fees. As of March 31, 2022, there is $45,000 and $22,140 of principal and interest due on this loan. As of December 31, 2021, there is $45,000 and $21,549 of principal and interest due on this loan.

**NOTE 6 - CONVERTIBLE NOTES**

The following table summarizes the convertible notes and related activity as of March 31, 2022:

|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
| Note Holder |  | Date |  | Maturity Date |  | Interest | |  |  | Balance December 31, 2021 | |  |  | Additions | |  |  | Conversions/  Repayments | |  |  | Balance March 31, 2022 | |  |
| Granite Global Investments Ltd |  | 4/7/2021 |  | 4/7/2022 |  |  | 10 | % |  |  | 36,500 |  |  |  | — |  |  |  | (36,500 | ) |  |  | — |  |
| Granite Global Investments Ltd |  | 4/9/2021 |  | 4/9/2022 |  |  | 10 | % |  |  | 100,000 |  |  |  | — |  |  |  | (100,000 | ) |  |  | — |  |
| Power Up Lending Group LTD |  | 7/22/2021 |  | 7/22/2022 |  |  | 10 | % |  |  | 58,850 |  |  |  | — |  |  |  | (58,850 | ) |  |  | — |  |
| Power Up Lending Group LTD |  | 8/26/2021 |  | 8/26/2022 |  |  | 10 | % |  |  | 58,850 |  |  |  | — |  |  |  | (58,850 | ) |  |  | — |  |
| Power Up Lending Group LTD |  | 9/22/2021 |  | 9/22/2022 |  |  | 10 | % |  |  | 58,850 |  |  |  | — |  |  |  | (58,850 | \_ |  |  | — |  |
| Power Up Lending Group LTD |  | 10/12/2021 |  | 10/12/2022 |  |  | 10 | % |  |  | 86,350 |  |  |  | — |  |  |  | — |  |  |  | 86,350 |  |
|  |  |  |  |  |  |  | Total |  |  | $ | 399,400 |  |  | $ | — |  |  | $ | (313,050 | ) |  | $ | 86,350 |  |
|  |  |  |  | Less debt discount | | | |  |  |  | (206,157 | ) |  |  |  |  |  |  |  |  |  |  | (46,774 | ) |
|  |  |  |  |  |  |  |  |  |  | $ | 193,243 |  |  |  |  |  |  |  |  |  |  | $ | 39,576 |  |

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A summary of the activity of the derivative liability for the notes above is as follows:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| Balance at December 31, 2020 |  |  | 700,719 |  |
| Increase to derivative due to new issuances |  |  | 1,087,302 |  |
| Decrease to derivative due to conversion/repayments |  |  | (3,098,325 | ) |
| Derivative loss due to mark to market adjustment |  |  | 1,601,016 |  |
| Balance at December 31, 2021 |  | $ | 290,712 |  |
| Decrease to derivative due to conversion/repayments |  |  | (202,382 | ) |
| Derivative gain due to mark to market adjustment |  |  | (11,907 | ) |
| Balance at March 31, 2022 |  | $ | 76,423 |  |

A summary of quantitative information about significant unobservable inputs (Level 3 inputs) used in measuring the Company’s derivative liability that are categorized within Level 3 of the fair value hierarchy as of March 31, 2022 is as follows:

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| Inputs |  | March 31, 2022 | |  |  | Initial Valuation | |  |
| Stock price |  | $ | .014 |  |  | $ | .028 |  |
| Conversion price |  | $ | .0092 |  |  | $ | 0.012 |  |
| Volatility (annual) |  |  | 175.09 | % |  |  | 233.62 | % |
| Risk-free rate |  |  | 1.06 | % |  |  | .10 | % |
| Dividend rate |  |  | - |  |  |  | - |  |
| Years to maturity |  |  | .52 |  |  |  | 1 |  |

A summary of quantitative information about significant unobservable inputs (Level 3 inputs) used in measuring the Company’s derivative liability that are categorized within Level 3 of the fair value hierarchy at the time of conversion is as follows:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| Inputs |  |  |  |  |
| Stock price |  | $ | .01 - .02 |  |
| Conversion price |  | $ | .0097 - .01 |  |
| Volatility (annual) |  |  | 169.37% – 172.14 | % |
| Risk-free rate |  |  | .39% - .93 |  |
| Dividend rate |  |  | - |  |
| Years to maturity |  |  | .49 - .50 |  |

The development and determination of the unobservable inputs for Level 3 fair value measurements and fair value calculations are the responsibility of the Company’s management.

**NOTE 7 - RELATED PARTY TRANSACTIONS**

The Company has received support from parties related through common ownership and directorship. These loans are unsecured, and due on demand. As of March 31, 2022 and December 31, 2021, the balance due on these loans is $179,191 and $179,191, respectively. Beginning on January 1, 2019, the balance due accrues interest at 12.5%. As of March 31, 2022, total accrued interest is $73,151.

The Company executed a new employment agreement with Mr. Wood on April 1, 2019. Per the terms of the agreement Mr. Wood is to be compensated $4,000 per month. The agreement expired on April 1, 2020 and has been renewed for two more years. As of March 31, 2022 and December 31, 2021, there is $0 and $2,000 of accrued compensation, respectively, due to Mr. Wood. During the three months ended March 31, 2022 and 2021, cash payments of $14,000 and $16,000, respectively, were paid to Mr. Wood.

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The Company executed an employment agreement with its Chairman, Russell Bird, on January 1, 2019. Per the terms of the agreement, which is effective for one year, Mr. Bird is to be compensated $3,000 per month. As of March 31, 2022 and December 31, 2021, there is $48,000 and $45,000 of accrued compensation, respectively, due to Mr. Bird. Mr. Bird’s employment agreement has been renewed in 2020 for two more years. During the three months ended March 31, 2022 and 2021, cash payments of $6,000 and $0, respectively, were paid to Mr. Bird.

The Company has entered into an at-will consulting agreement with Jonathan Lane to serve as Chief Technology Officer. During the three months ended March 31, 2022 and 2021, the Company made cash payments to Mr. Lane of $10,000 and $3,000, respectively.

During the three months ended March 31, 2022 and, 2021, the Company paid $7,500 and $7,000, respectively, to the brother of the CEO for services related to development of the Company’s product.

During the three months ended March 31, 2022 and 2021, the Company paid $4,000 and $3,000, respectively, to the son of the CEO for website design services.

**NOTE 8 - COMMON STOCK**

During the three months ended March 31, 2022, Granite Global Value converted $152,880 of principal and interest into 16,146,666 shares of common stock.

During the three months ended March 31, 2022, Power Up Lending Group LTD converted $184,575 of principal and interest into 18,652,708 shares of common stock.

During the three months ended March 31, 2022, the Company issued 70,128,204 shares of common stock for the conversion of warrants.

During the three months ended March 31, 2022, the Company sold 114,000,000 shares of common stock for total cash proceeds of $855,000. The shares were sold pursuant to its Tier 2 of Regulation A Offering Statement.

**NOTE 9 - PREFERRED STOCK**

The Company is currently authorized to issue 5,000,000 shares of Series A Preferred Stock, par value $0.001 per share value with 1:25 voting rights. The Series A Preferred Stock ranks equal to the common stock on liquidation, pays no dividend and is convertible to common stock for one share of common for one share of Series A Preferred Stock.

The Company is currently authorized to issue 5,000,000 shares of Series B Preferred Stock, par value $0.001 per share. Each share of Series B Preferred Stock has a 1:100 voting right and is convertible into 100 shares of common stock. No dividends will be paid and in the event of liquidation all shares of Series B will automatically convert into common stock. There are 500,000 shares of Series B Preferred Stock issued and outstanding.

The Company is currently authorized to issue 5,000,000 shares of Series C Preferred Stock, par value $0.001 per share value. Each share of Series C Preferred Stock has a 1:50 voting right and is convertible into 50 shares of common stock. No dividends will be paid and in the event of liquidation all shares of Series C will automatically convert into common stock. There are no shares of Series C Preferred Stock issued and outstanding.

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**NOTE 10 - WARRANTS**

A summary of the status of the Company’s outstanding stock warrants and changes during the year is presented below:

|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  |  | **Number of Warrants** | |  |  | **Weighted Average Exercise Price** | |  |  | **Weighted Average Remaining Contract Term** | |  |  | **Aggregate Intrinsic Value** | |  |
| Exercisable at December 31, 2020 |  |  | 15,974,026 |  |  | $ | 0.00385 |  |  |  | 2.06 |  |  | $ | — |  |
| Granted |  |  | 201,500,000 |  |  | $ | 0.0029 |  |  |  | 4.62 |  |  | $ | — |  |
| Expired |  |  | — |  |  | $ | — |  |  |  | — |  |  | $ | — |  |
| Increased for adjustment(1) |  |  | 12,012,987 |  |  | $ | — |  |  |  | — |  |  | $ | — |  |
| Exercised |  |  | (2,987,013 | ) |  | $ | — |  |  |  | — |  |  | $ | — |  |
| Exercisable at December 31, 2021 |  |  | 226,500,000 |  |  | $ | 0.0013 |  |  |  | 3.78 |  |  | $ | — |  |
| Granted |  |  | — |  |  | $ | — |  |  |  | — |  |  | $ | — |  |
| Expired |  |  | — |  |  | $ | — |  |  |  | — |  |  | $ | — |  |
| Exercised |  |  | (60,000,000 | ) |  | $ | — |  |  |  | — |  |  | $ | — |  |
| Exercisable at March 31, 2022 |  |  | 166,500,000 |  |  | $ | 0.0023 |  |  |  | 3.89 |  |  | $ | 1,956,000 |  |

|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
| **Range of Exercise Prices** | |  |  | **Number Outstanding 3/31/2022** | |  |  | **Weighted Average Remaining Contractual Life** | |  |  | **Weighted Average Exercise Price** | |  |
| $ | 0.002 - 0.0137 |  |  |  | 166,500,000 |  |  |  | 3.89 years |  |  | $ | 0.0117 |  |

|  |  |
| --- | --- |
| (1) | Pursuant to the terms of certain warrant agreements, when the exercise price is reduced for any reason outlined in the agreement, the number of warrant shares is increased so that the aggregated exercise price is equal to the original exercise price. |

The aggregate intrinsic value represents the total pretax intrinsic value, based on warrants with an exercise price less than the Company’s stock price as of March 31, 2022, which would have been received by the warrant holder had the warrant holder exercised their warrants as of that date.

**NOTE 11 – COMMITMENTS AND CONTINGENCIES**

The Company has been in the process of obtaining its 510k for DeltaWave. This requires a myriad of tests to prove to the FDA that the device is safe and effective. The company has diligently carried out these tests through independent testing labs. There have been no issues aside from a negative result on a cytotoxicity test due to incorrect procedures performed by a third-party lab. This roadblock has required the company to perform a retest. The company has failed the retest due to what is believed to be a faulty analysis by the testing company. The company believes they can narrow down the exact part of the device that is failing the test and quickly resolve this matter. They have committed to a new third party lab to redo the test and provide results within the next few weeks.  If the Company were to fail the next test it would re-apply for its 510K resulting in additional time and expense. The Company is reliant upon passing the required test and receiving its 510K in order to begin operations and acknowledges that there is the possibility of this not occurring.

**NOTE 12 - SUBSEQUENT EVENTS**

In accordance with SFAS 165 (ASC 855-10) management has performed an evaluation of subsequent events through the date that the financial statements were available to be issued and has determined that it does not have any material subsequent events to disclose in these financial statements other than the following.

Subsequent to March 31, 2022 Power Up converted $90,275 of principal and interest, into 8,680,288 shares of common stock.

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**ITEM 2. MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND PLAN OF OPERATIONS.**

**Forward-looking Statements**

Except for statements of historical fact, the information presented herein constitutes forward-looking statements. These forward-looking statements generally can be identified by phrases such as “anticipates,” “believes,” “estimates,” “expects,” “forecasts,” “foresees,” “intends,” “plans,” or other words of similar import.  Similarly, statements herein that describe our business strategy, outlook, objectives, plans, intentions or goals also are forward-looking statements.  Such forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements.  Such factors include, but are not limited to, our ability to: successfully commercialize our technology; generate revenues and achieve profitability in an intensely competitive industry; compete in products and prices with substantially larger  and better capitalized competitors; secure, maintain and enforce a strong intellectual property portfolio; attract additional capital sufficient to finance our working capital requirements, as well as any investment of plant, property and equipment; develop a sales and marketing infrastructure; identify and maintain relationships with third party suppliers who can provide us a reliable source of raw materials; acquire, develop, or identify for our own use, a manufacturing capability; attract and retain talented individuals; continue operations during periods of uncertain general economic or market conditions, and; other events, factors and risks previously and from time to time disclosed in our filings with the Securities and Exchange Commission, including, specifically, the “Risk Factors” enumerated herein. Although we believe the expectations reflected in our forward-looking statements are reasonable, we cannot guarantee future results, levels of activity, performance or achievements.  You should not place undue reliance on our forward-looking statements, which speak only as of the date of this report.  Except as required by law, we do not undertake to update or revise any forward-looking statement, whether as a result of new information, future events or otherwise.

**Overview**

We were incorporated in the State of Nevada on June 6, 2007. On August 2, 2010, we changed our name from Bella Viaggio, Inc. to Kat Gold Holdings Corp. Effective January 1, 2015, we completed an exchange agreement to purchase 100% of the outstanding interests of REMSleep LLC in exchange for 50,000,000 common shares of REMSleep Holdings, Inc.’s stock, at which time REMSleep LLC became our wholly-owned subsidiary and adopted their business of developing and distributing our sleep apnea products. On January 5, 2015, we changed our name to REMSleep Holdings, Inc. to reflect our new business model.

Our officers have 35 years of sleep-industry experience, including having been employed at sleep industry companies. Our officers invented our DeltaWave CPAP interface (the “DeltaWave”) as an innovative new device to treat patients with sleep apnea. The patent-pending DeltaWave product is a nasal-pillows type interface that will result in better comfort and, therefore, better compliance since it was specifically designed with unique airflow characteristics to enable patients with sleep apnea to breathe normally. A survey that appeared in DME Business found that 89% of patients stated that mask-interface comfort was their primary concern. The primary issue that we have addressed with the DeltaWave is the “work of breathing” component. We believe that our DeltaWave is designed to effectively address the stubborn issues that continue to affect a patient’s ability to comply with treatment, as follows:

|  |  |  |
| --- | --- | --- |
|  | ● | Does not disrupt normal breathing mechanics; |
|  |  |  |
|  | ● | Is not claustrophobic; |
|  |  |  |
|  | ● | Causes zero work of breathing (WOB); |
|  |  |  |
|  | ● | Minimizes or eliminates drying of the sinuses; |
|  |  |  |
|  | ● | Uses less driving pressure; and |
|  |  |  |
|  | ● | Allows users to feel safe and secure while sleeping. |

Pending adequate financing, we plan to conduct clinical trials to test product effectiveness.

On June 28, 2016, we applied for a patent for a new, innovative sleep apnea product that serves as an interface for the delivery of CPAP therapy and other respiratory needs. Our goal is to develop sleep products that achieve optimum compliance and comfort for CPAP patients.

Our website is located at: http://www.remsleeptech.com.

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**Results of Operations**

***The three months ended March 31, 2022 compared to the three months ended March 31, 2021***

We have not generated any revenue to date.

Professional fees were $26,000 compared to $24,598 for the three months ended March 31, 2022 and 2021, respectively, an increase of $1,402, or 5.7%. Professional fees consist mostly of accounting, audit and legal fees. The increase is attributed to an increase in accounting and audit fees.

Compensation expense was $21,000 and $21,000 for the three months ended March 31, 2022 and 2021, respectively.

Development expense related to our DeltaWave CPAP system was $25,667 and $0 for the three months ended March 31, 2022 and 2021, respectively, an increase of $25,667. Development expense increased over the prior period as we work to bring our product to market.

General and administrative expense (“G&A”) was $81,891 and $48,666 for the three months ended March 31, 2022 and 2021, respectively, an increase of $33,225, or 68.3%. During the current period we incurred additional expense (~$16,500) related to the process of obtaining our 510k for DeltaWave. We also incurred additional expense involved with moving our corporate headquarters.

Total other expense for the three months ended March 31, 2022, was $161,741. Other expense includes a gain in the change of fair value of $11,907 and interest expense of $173,648 (includes $159,383 amortization of debt discount). Total other expense for the three months ended March 31, 2021, was $377,202. Other expense includes a gain in the change of fair value of $395,148, a loss on the issuance of convertible debt of $442,979, a penalty for default on convertible debt of $162,798 and interest expense of $166,573 (includes $138,622 amortization of debt discount).

*Net Loss*

For the three months ended March 31, 2022, we had a net loss of $316,299 as compared to a loss of $471,466 for the three months ended March 31, 2021 Our net loss decreased due to the decrease in other expense during the period.

**Liquidity and Capital Resources**

*Cash flow from operations*

Cash used in operating activities for the three months ended March 31, 2022 was $199,085 as compared to $63,182 of cash used in operating activities for the three months ended March 31, 2021. During the current period the Company used more cash for activities related to bringing its product to market.

*Cash Flows from Investing*

Cash used in investing activities for the purchase of equipment and tooling for the three months ended March 31, 2022 was $24,095 as compared to $17,705 of cash used in investing activities for the three months ended March 31, 2021.

*Cash Flows from Financing*

For the three months ended March 31, 2022, we received $855,000 from the sale of common stock. For the three months ended March 31, 2021 we received $126,400 from convertible debt loans and repaid $867 on other loans.

As of March 31, 2022, we have one remaining convertible note payable for $86,350. This note was converted in full on April 15, 2022.

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**Going Concern**

As of March 31, 2022, there is substantial doubt regarding our ability to continue as a going concern as we have not generated sufficient cash flow to fund our proposed business.

We have suffered recurring losses from operations since our inception. In addition, we have yet to generate an internal cash flow from our business operations or successfully raised the financing required to develop our proposed business. As a result of these and other factors, our independent auditor has expressed substantial doubt about our ability to continue as a going concern. Our future success and viability, therefore, are dependent upon our ability to generate capital financing. The failure to generate sufficient revenues or raise additional capital may have a material and adverse effect upon us and our shareholders.

Management’s plans with regard to these matters encompass the following actions: (i) obtaining funding from new investors to alleviate our working capital deficiency, and (ii) implementing a plan to generate sales. Our continued existence is dependent upon our ability to resolve our liquidity problems and increase profitability in our current business operations. However, the outcome of management’s plans cannot be ascertained with any degree of certainty. Our financial statements do not include any adjustments that might result from the outcome of these risks and uncertainties.

The industry in which we operate depends heavily upon our ability to obtain raw material and manufacture our product as well as the overall level of consumer and business spending. A sustained deterioration in general economic conditions (including distress in financial markets, turmoil in specific economies around the world, public health crises, and additional government intervention), particularly in the United States, may have a negative financial impact to our Company. Adverse conditions as a result of the global COVID-19 outbreak, will and may continue to impact our manufacturing processes and ultimately our ability to sell our product.

**Off Balance Sheet Arrangements**

We have no off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that are material to investors.

**Critical Accounting Policies**

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities of the date of the financial statements and the reported amounts of revenues and expenses during the reporting period.  Note 2 to the Financial Statements describes the significant accounting policies and methods used in the preparation of the Financial Statements. Estimates are used for, but not limited to, contingencies and taxes.  Actual results could differ materially from those estimates. The following critical accounting policies are impacted significantly by judgments, assumptions, and estimates used in the preparation of the Financial Statements.

We are subject to various loss contingencies arising in the ordinary course of business.  We consider the likelihood of loss or impairment of an asset or the incurrence of a liability, as well as our ability to reasonably estimate the amount of loss in determining loss contingencies.  An estimated loss contingency is accrued when management concludes that it is probable that an asset has been impaired, or a liability has been incurred and the amount of the loss can be reasonably estimated.  We regularly evaluate current information available to us to determine whether such accruals should be adjusted.

We recognize deferred tax assets (future tax benefits) and liabilities for the expected future tax consequences of temporary differences between the book carrying amounts and the tax basis of assets and liabilities.  The deferred tax assets and liabilities represent the expected future tax return consequences of those differences, which are expected to be either deductible or taxable when the assets and liabilities are recovered or settled.  Future tax benefits have been fully offset by a 100% valuation allowance as management is unable to determine that it is more likely than not that this deferred tax asset will be realized.

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**Recent Accounting Pronouncements**

We have reviewed other recently issued accounting pronouncements and plan to adopt those that are applicable to us. We do not expect the adoption of any other pronouncements to have an impact on our results of operations or financial position.

**ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.**

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

**ITEM 4. CONTROLS AND PROCEDURES**

*Disclosure Controls and Procedures*

Each of our principal executive and principal financial officer has evaluated the effectiveness of our disclosure controls and procedures, as defined in Rules 13a - 15(e) and 15d - 15(e) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), as of the end of the period covered by this quarterly report. Based on their evaluation, each such person concluded that our disclosure controls and procedures were not effective as of March 31, 2022 due to a lack of segregation of duties.

In designing and evaluating disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable, not absolute assurance of achieving the desired objectives. Also, the design of a control system must reflect the fact that there are resource constraints and the benefits of controls must be considered relative to their costs.

*Changes in Internal Control over Financial Reporting.*

Our management has evaluated whether any change in our internal control over financial reporting occurred during the last fiscal quarter. Based on that evaluation, management concluded that there has been no change in our internal control over financial reporting during the relevant period that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

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**PART II - OTHER INFORMATION**

**ITEM 1. LEGAL PROCEEDINGS**

None

**ITEM 1A. RISK FACTORS**

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

**ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS**

During the three months ended March 31, 2022, Granite Global Value converted $152,880 of principal and interest into 16,146,666 shares of common stock.

During the three months ended March 31, 2022, Power Up Lending Group LTD converted $184,575 of principal and interest into 18,652,708 shares of common stock.

During the three months ended March 31, 2022, the Company issued 70,128,204 shares of common stock for the conversion of warrants.

During the three months ended March 31, 2022, the Company sold 114,000,000 shares of common stock for total cash proceeds of $855,000. The shares were sold pursuant to its Tier 2 of Regulation A Offering Statement.

For each of the above-referenced issuances, the Company relied upon the exemption from the registration requirements of the Securities Act of 1933, as amended, provided by Section 4(a)(2) promulgated thereunder due to the fact that each was an isolated issuance to an accredited investor and did not involve a public offering of securities.

**ITEM 3. DEFAULTS UPON SENIOR SECURITIES**

None

**ITEM 4. MINE SAFETY DISCLOSURES**

Not applicable

**ITEM 5. OTHER INFORMATION**

None

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**ITEM 6. EXHIBITS**

(a) Documents furnished as exhibits hereto:

|  |  |  |
| --- | --- | --- |
| **Exhibit No.** |  | **Description** |
| 31.1 |  | [Certification of the Chief Executive Officer and Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002](f10q0322ex31-1_remsleephold.htm) |
| 32.1 |  | [Certification pursuant to Section 906 of the Sarbanes-Oxley Act of 2002](f10q0322ex32-1_remsleephold.htm) |
| 101.INS |  | Inline XBRL Instance Document |
| 101.SCH |  | Inline XBRL Taxonomy Extension Schema Document |
| 101.CAL |  | Inline XBRL Taxonomy Calculation Linkbase Document |
| 101.DEF |  | Inline XBRL Taxonomy Extension Definition Linkbase Document |
| 101.LAB |  | Inline XBRL Taxonomy Label Linkbase Document |
| 101.PRE |  | Inline XBRL Taxonomy Presentation Linkbase Document |
| 104 |  | Cover Page Interactive Data File (formatted as Inline XBRL and contained in exhibit 101). |

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

|  |  |  |
| --- | --- | --- |
|  | **REMSLEEP HOLDINGS, INC.** | |
|  |  |  |
| Date: May 12, 2022 | By: | */s/ Thomas J. Wood* |
|  |  | Thomas J. Wood |
|  |  | Chief Executive Officer and Director (Principal Executive Officer) (Principal Financial and Accounting Officer) |

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367-3855 813 Pursuant to the terms of certain warrant agreements, when the exercise price is reduced for any reason outlined in the agreement, the number of warrant shares is increased so that the aggregated exercise price is equal to the original exercise price. false --12-31 Q1 0001412126 0001412126 2022-01-01 2022-03-31 0001412126 2022-05-11 0001412126 2022-03-31 0001412126 2021-12-31 0001412126 us-gaap:SeriesAPreferredStockMember 2022-03-31 0001412126 us-gaap:SeriesAPreferredStockMember 2021-12-31 0001412126 us-gaap:CommonClassBMember 2022-03-31 0001412126 us-gaap:CommonClassBMember 2021-12-31 0001412126 us-gaap:SeriesCPreferredStockMember 2022-03-31 0001412126 us-gaap:SeriesCPreferredStockMember 2021-12-31 0001412126 2021-01-01 2021-03-31 0001412126 us-gaap:SeriesAPreferredStockMember us-gaap:PreferredStockMember 2021-12-31 0001412126 us-gaap:SeriesBPreferredStockMember us-gaap:PreferredStockMember 2021-12-31 0001412126 us-gaap:CommonStockMember 2021-12-31 0001412126 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