UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 10-Q

(Mark One)

[X] QUARTERLY REPORT PURSUANT TO SECTION 13 or 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended June 30, 2020

[ ] 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: 000-51935

Sun Pacific Holding Corp
(Exact Name of Registrant as Specified in Its Charter)

Nevada (State or Other Jurisdiction of Incorporation or Organization)	**90-1119774** (I.R.S. Employer Identification No.)
345 Highway 9 South, Suite 388, Manalapan, NJ (Address of Principal Executive Office)	**07726** (Zip Code)

(732) 845-0906
(Registrant's Telephone Number, Including Area Code)

215 Gordons Corner Road, Manalapan, New Jersey
(Former name, former address and former fiscal year, if changed since last report)

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 [X] No [ ]

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

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, 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 [ ] (Do not check if a smaller reporting company)	Smaller reporting company [X]

Emerging growth company [X]

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. [X]

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

As of August 19, 2020, there were 966,501,700 shares of the registrant's common stock, $0.0001 par value, outstanding.

SUN PACIFIC HOLDING CORP AND SUBSIDIARIES

INDEX

FORWARD-LOOKING STATEMENTS

Except for any historical information contained herein, the matters discussed in this quarterly report on Form 10-Q contain certain "forward-looking statements" within the meaning of the federal securities laws. This includes statements regarding our future financial position, economic performance, results of operations, business strategy, budgets, projected costs, plans and objectives of management for future operations, and the information referred to under "Management's Discussion and Analysis of Financial Condition and Results of Operations."

These forward-looking statements generally can be identified by the use of forward-looking terminology, such as "may," "will," "expect," "intend," "estimate," "anticipate," "believe," "continue" or similar terminology, although not all forward-looking statements contain these words. These forward-looking statements are not historical facts, and are based on current expectations, estimates and projections about our industry, management's beliefs and certain assumptions made by management, many of which, by their nature, are inherently uncertain and beyond our control. Accordingly, you are cautioned that any such forward-looking statements are not guarantees of future performance and are subject to certain risks, uncertainties and assumptions that are difficult to predict. Although we believe that the expectations reflected in such forward-looking statements are reasonable as of the date made, expectations may prove to have been materially different from the results expressed or implied by such forward-looking statements. Important factors that may cause actual results to differ from projections include, for example:

- the success or failure of management's efforts to implement our business plan;
- our ability to fund our operating expenses;
- our ability to compete with other companies that have a similar business plan;
- the effect of changing economic conditions impacting our plan of operation; and
- our ability to meet the other risks as may be described in future filings with the Securities and Exchange Commission (the "SEC").

Unless otherwise required by law, we also disclaim any obligation to update our view of any such risks or uncertainties or to announce publicly the result of any revisions to the forward-looking statements made in this quarterly report on Form 10-Q.

When considering these forward-looking statements, you should keep in mind the cautionary statements in this quarterly report on Form 10-Q and in our other filings with the SEC. We cannot assure you that the forward-looking statements in this quarterly report on Form 10-Q will prove to be accurate. Furthermore, if our forward-looking statements prove to be inaccurate, the inaccuracy may prove to be material. In light of the significant uncertainties in these forward-looking statements, you should not regard these statements as a representation or warranty by us or any other person that we will achieve our objectives and plans in any specified timeframe, or at all.

PART I - FINANCIAL INFORMATION

Item 1. FINANCIAL STATEMENTS

SUN PACIFIC HOLDING CORP.
CONDENSED CONSOLIDATED BALANCE SHEETS
(unaudited)

	June 30, 2020	December 31, 2019
ASSETS		
Current Assets:		
Cash and cash equivalents	$ 130,265	$ 109,561
Cash held in escrow	132,183	1,161,388
Prepaid interest held in escrow	-	450,909
Accounts receivable, net of allowance for uncollectable accounts of $0 and $22,835, respectively	25,931	33,458
Total current assets	288,379	1,755,316
Property and Equipment, Net	1,130,984	647,507
Right-of-use Asset	1,204,581	1,256,405
Deposits and Other Assets	6,170,790	5,682,329
Total assets	$ 8,794,734	$ 9,341,557
LIABILITIES AND STOCKHOLDERS' DEFICIT		
Current Liabilities:		
Accounts payable	$ 247,101	$ 281,126
Accounts payable, related party	106,512	91,540
Accrued compensation to officer	848,880	767,963
Accrued expenses	662,371	546,995
Accrued expenses, related party	81,147	65,188
Dividends payable, related party	22,038	22,038
Advances from related parties	615,432	614,654
Project financing obligation	260,000	260,000
Convertible notes payable, net of discounts	196,850	196,850
Convertible notes payable, related party, net of discounts	408,196	408,974
Notes Payable, net of discounts	9,138,357	200,000
Lease liability, current portion	97,381	88,356
Total current liabilities	12,684,265	3,543,684
Long Term Liabilities:		
Notes payable, net of discounts	-	8,703,438
Lease liability, net of current portion	1,185,583	1,236,597
Total liabilities	13,869,848	13,483,719
Commitments and contingencies (see Note 7)		
Stockholders' Deficit:		
Preferred stock $0.0001 par value, 20,000,000 million shares authorized:		
Series A preferred stock: 12,000,000 shares designated; 12,000,000 shares issued and outstanding	1,200	1,200
Series B preferred stock: 1,000,000 shares designated; -0- shares issued and outstanding, respectively	-	-
Series C preferred stock: 500,000 shares designated; -0- and 275,000 shares issued and outstanding, respectively	-	-
Common stock $0.0001 par value, 1,000,000,000 shares authorized; 966,726,357 and 725,982,137 shares issued and outstanding, respectively	96,672	72,598
Additional paid in capital	4,693,388	4,717,462
Accumulated deficit	(8,899,114)	(8,342,437)
Total deficit	(4,107,854)	(3,551,177)
Non-controlling interst in subsidiary	(967,260)	(590,986)
Total stockholders' deficit	(5,075,114)	(4,142,162)
Total liabilities and stockholders' deficit	$ 8,794,734	$ 9,341,557

The accompanying footnotes are an integral part of these condensed consolidated financial statements.

SUN PACIFIC HOLDING CORP.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
THREE AND SIX MONTHS ENDED JUNE 30, 2020 AND 2019
(unaudited)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2020	**2019**	**2020**	**2019**
Revenues	$ 96,091	$ 101,923	$ 166,781	$ 210,288
Cost of Revenues	4,860	41,422	23,140	128,415
Gross profit	91,231	60,501	143,641	81,873
Operating expenses:				
Wages and compensation	55,504	81,649	111,872	115,137
Professional fees	190,764	248,319	302,166	341,621
Rent	7,472	-	17,817	-
General and administrative	213,308	148,182	356,763	296,080
Total operating expenses	467,048	478,150	788,618	752,838
Loss from operations	(375,817)	(417,649)	(644,977)	(670,965)
Other Expenses:				
Interest expense	(180,364)	(288,975)	(287,974)	(606,366)
Total other expense	(180,364)	(288,975)	(287,974)	(606,366)
Net loss	$ (556,181)	$ (706,624)	$ (932,951)	$ (1,277,331)
Net loss attributable to non-controlling interst	228,938	250,165	376,274	425,909
Net loss attributable to common stockholders	$ (327,243)	$ (456,459)	$ (556,677)	$ (851,423)
Net Loss Per Common Share - Basic and Diluted	$ (0.00)	$ (0.00)	$ (0.00)	$ (0.01)
Weighted Average Shares Outstanding - Basic and Diluted	966,726,357	178,912,854	920,877,262	132,454,826

The accompanying footnotes are an integral part of these condensed consolidated financial statements.

SUN PACIFIC HOLDING CORP
CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' DEFICIT
THREE AND SIX MONTHS ENDED JUNE 30, 2020 AND 2019
(unaudited)

	Series A Preferred Stock		Common Stock		Additional Paid In	Accumulated	Non-Controlling	Total
	Shares	Amount	Shares	Amount	Capital	Deficit	Interest	Deficit
Six Months Ended June 30, 2019								
Balances at December 31, 2018	12,000,000	$ 1,200	66,901,354	$ 6,690	$ 3,948,051	$ (6,649,017)	$ -	$ (2,693,076)
Issuance of common stock upon conversion of convertible debt	-	-	53,140,000	5,314	89,299	-	-	94,613
Net loss	-	-	-	-	-	(394,963)	(175,744)	(570,707)
Balances at March 31, 2019	12,000,000	1,200	120,041,354	12,004	4,037,350	(7,043,980)	(175,744)	(3,169,170)
Issuance of common stock upon conversion of convertible debt	-	-	157,803,127	15,780	124,229	-	-	140,009
Net loss	-	-	-	-	-	(456,460)	(250,165)	(706,625)
Balances at June 30, 2019	12,000,000	$ 1,200	277,844,481	$ 27,784	$ 4,161,579	$ (7,500,440)	$ (425,909)	$ (3,735,786)
Six Months Ended June 30, 2020								
Balances at December 31, 2019	12,000,000	$ 1,200	725,982,137	$ 72,598	$ 4,717,462	$ (8,342,437)	$ (590,986)	$ (4,142,163)
Issuance of common stock upon cashless exercise of warrants	-	-	240,744,220	24,074	(24,074)	-	-	-
Net loss	-	-	-	-	-	(229,434)	(147,336)	(376,770)
Balances at March 31, 2020	12,000,000	1,200	966,726,357	96,672	4,693,388	(8,571,871)	(738,322)	(4,518,933)
Net loss	-	-	-	-	-	(327,243)	(228,938)	(556,181)
Balances at June 30, 2020	12,000,000	$ 1,200	966,726,357	$ 96,672	$ 4,693,388	$ (8,899,114)	$ (967,260)	$ (5,075,114)

The accompanying footnotes are an integral part of these condensed consolidated financial statements.

SUN PACIFIC HOLDING CORP
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
SIX MONTHS ENDED JUNE 30, 2020 AND 2019
(unaudited)

	2020	2019
Cash flows from Operating Activities:		
Net loss	$ (932,951)	$ (1,277,331)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation	17,315	32,552
Amortization of debt discount - interest expense	234,919	269,472
Conversion fees settled with common stock	-	16,639
Changes in operating assets and liabilities:		
Accounts receivable	7,527	(21,562)
Deposits	-	(1,708,634)
Accounts payable	(34,026)	(15,629)
Accounts payable, related party	14,972	(15,000)
Accrued compensation to officer	80,917	56,198
Accrued expenses	115,376	330,553
Accrued expenses, related party	15,959	7,378
Dividiends payable, related party	-	4,357
Right-to-use asset and obligation	9,835	8,051
Net cash used in operating activities	(470,157)	(2,312,956)
Cash flows from Investing Activities:		
Purchase of property and equipment	(500,792)	-
Payment of deposits on equipment	(488,461)	(1,655,514)
Cash released from (held in) escrow	450,909	-
Net cash used in investing activities	(538,344)	(1,655,514)
Cash flows from Financing Activities:		
Proceeds from notes payable released from escrow	-	5,753,625
Repayment of vehicle installment notes payable	-	(18,169)
Net cash provided by financing activities	-	5,735,456
Net increase (decrease) in cash and restricted cash	(1,008,501)	1,766,986
Cash and restricted cash at beginning of period	1,270,949	4,851
Cash and restricted cash at end of period	$ 262,448	$ 1,771,837
Supplemental Disclosure of Cash Flow Information:		
Interest paid	$ 450,909	$ -
Taxes paid	$ -	$ -
Supplemental Disclosure of Non-Cash Investing and Financing Activities:		
Note payable extension fee added to principal	$ 436,250	$ -
Prepaid interest held in escrow from note payable	$ -	$ 706,933
Issuance of common stock upon conversion of convertible debt	$ -	$ 217,983
Debt discounts on note payable	$ -	$ 271,375
Right-of-use asset and operating lease liability	$ -	$ 1,338,686

The accompanying footnotes are an integral part of these condensed consolidated financial statements.

SUN PACIFIC HOLDING CORP
NOTES TO CONSOLIDATED FINACNIAL STATEMENTS
SIX MONTHS ENDED JUNE 30, 2020 AND 2019

NOTE 1 - DESCRIPTION OF THE BUSINESS

The Company was incorporated under the laws of the State of New Jersey on July 28, 2009, as Sun Pacific Power Corporation and together with its subsidiaries, are referred to as the "Company". On August 24, 2017, the Company entered into an Acquisition Agreement with EXOlifestyle, Inc. whereby the Company became a wholly owned subsidiary of EXOlifestyle, Inc. The acquisition was accounted for as a reverse merger, resulting in the Company being considered the accounting acquirer. Accordingly, the accompanying condensed consolidated financial statements included the accounts of EXOlifestyle, Inc. since August 24, 2017.

Currently, the Company has six (6) subsidiary holdings. Sun Pacific Power Corp which was the initial company that specialized in solar, electrical and general construction, Bella Electric, LLC that in conjunction with the Company operated our electrical contracting work. Bella Electric, LLC is a Pennsylvania limited liability company. The Company also formed Sun Pacific Security Corp., a New Jersey corporation. Currently the Company has not begun operations in the security sector. The Company also formed National Mechanical Group Corp, a New Jersey corporation focused on plumbing operations in the New Jersey and Pennsylvania areas. Currently the Company is exploring migrating National Mechanical Group Corp from plumbing operations to partnering on a Solar Farm project in Durango Mexico in which it will partner with Soluciones De Energia Diversificada Internacional, S.A.P.I. ("SEDI"), a subsidiary of Blissful Holdings, LLC. The partnership continues to seek financing terms for the project with SEDI building and developing the Durango Mexico Solar Farm Project. The proposed project funding has changed several times and currently it expected to be for up to 65+- million in capital to build a 50+ plus megawatt solar farm in which NMG would own up to a thirty five percent equity interest in SEDI, with SEDI owning up to thirty five percent equity interest, respectively in the completed project, and the financing partners owning the remainder of the equity in the project holding company. The Company also formed Street Smart Outdoor Corp, a Wyoming corporation that acts as a holding company for the Company's state specific operations in unique advertising through solar bus stops, solar trashcans and "street kiosks." MedRecycler, LLC, is a wholly owned subsidiary duly formed in the state of Nevada. MedRecycler, LLC was created in 2018 to act as a holding company for potential waste to energy projects. MedRecycler, LLC, currently owns 51% of MedRecycler RI, Inc. a Rhode Island corporation. MedRecycler RI, Inc. was created for the Medical Waste to Energy facility that the Company is attempting to finance and operate in West Warrick, Rhode Island. MedRecycler RI, Inc. is currently exploring permanent financing options to fund its operations that meet the underwriting requirements of various bond/debt investors and issuing authorities, which if put into place would require changes to MedRecycler RI, Inc.'s and or the Company's organizational structure. Medrecycler RI, Inc. as a result of delay's from COVID-19 may need to seek additional debt or equity financing for the project. The Company is exploring creative solutions that would meet the requirements of the various financing parties and still provide equivalent profit sharing arrangements between the parties that allow Sun Pacific to also undertake other projects as it focuses on the best organizational structure to allow it to fund and grow its green energy objectives.

Utilizing managements history and contacts in general contracting, coupled with our subject matter expertise and intellectual property ("IP") knowledge of solar panels and other environmentally friendly technologies, Sun Pacific Holding ("the Company") is focused on building a "Next Generation" green energy company. The Company offers competitively priced "Next Generation" solar panel and lighting products by working closely with design, engineering, integration and installation firms in order to deliver turnkey solar and other energy efficient solutions. The Company provides solar bus stops, solar trashcans and "street kiosks" that utilize our unique advertising offerings that provide State and local municipalities with costs efficient solutions. The Company provides general, electrical, and plumbing contracting services to a range of both public and commercials customers in support of our goals of expanding our green energy market reach. In conjunction with these general contracting services and as part of our effort to expand our green energy marketplace, we are in the process of developing and building, with partners, a Waste to Energy plant in the state of Rhode Island. Given the Company's financial development stage position we are exploring partnerships that allow the Company to develop additional green energy projects such as solar farms and or other green projects that can utilize the Company's expertise by partnering with others and using creative financing arrangements and other participation rights agreements to augment the Company's negative working capital.

The Company has been unable to produce positive cashflows since inception resulting in the Company relying heavily upon convertible promissory notes and equity financing. As a result, the Company's shareholders have suffered from highly dilutive financings. The Company will need to continue to rely upon debt, equity, partnership arrangements, and other sharing or rights participation agreements to fund its ability to undertake new and ongoing business opportunities to remain viable in the future. These may include requesting extensions on its current notes and other debt instruments and or finding other debt or equity partners that could result in additional debt and or equity issuances that could result in additional dilutive financings for the Company to remain viable. There are no assurances that the Company can or will be able to succeed in receiving any extensions and or replacing or finding new debt and/or equity partners.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of presentation

The accompanying unaudited condensed consolidated financial statements of the Company have been prepared in accordance with generally accepted accounting principles of the United States of America ("GAAP") and the interim reporting rules of the Securities and Exchange Commission ("SEC") and should be read in conjunction with the audited financial statements and notes thereto contained in the Company's latest Annual Report filed with the SEC on Form 10-K. In the opinion of management, all adjustments, consisting of normal recurring adjustments (unless otherwise indicated), necessary for a fair presentation of the financial position and the results of operations for the interim periods presented have been reflected herein. The results of operations for interim periods are not necessarily indicative of the results to be expected for the full year.

Use of estimates in the preparation of financial statements

Preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect reported amounts in the financial statements and accompanying notes. Actual results could differ from those estimates. Significant estimates include the allowance for doubtful accounts and impairment assessments related to long-lived assets.

Consolidation

The consolidated financial statements include the accounts of the Company and its wholly owned, and less-than-wholly owned subsidiaries of which the Company holds a controlling interest. All significant intercompany balances and transactions have been eliminated. Amounts attributable to minority interests in the Company's less-than-wholly owned subsidiary are presented as non-controlling interest on the accompanying condensed consolidated balance sheets and statements of operations.

Cash, and Cash Equivalents and Cash Held in Escrow

For purposes of the consolidated statements of cash flows, cash includes demand deposits and short-term liquid investments with original maturities of three months or less when purchased. As of June 30, 2020, the Federal Deposit Insurance Corporation (FDIC) provided insurance coverage of up to $250,000, per depositor, per institution. At June 30, 2020, none of the Company's cash balances were in excess of federally insured limits. $132,183 of cash balances are held in escrow at UMB Bank, NA under a project fund that the Company's subsidiary, MedRecycler-RI, Inc. is drawing balances against for the development of its Medical Waste to Energy project in Rhode Island. Any and all withdrawals are strictly controlled by the lending institution and use of proceeds must be approved prior to release of funds.

Accounts Receivable

In the normal course of business, we decide to extend credit to certain customers without requiring collateral or other security interests. Management reviews its accounts receivable at each reporting period to provide for an allowance against accounts receivable for an amount that could become uncollectible. This review process may involve the identification of payment problems with specific customers. Periodically we estimate this allowance based on the aging of the accounts receivable, historical collection experience, and other relevant factors, such as changes in the economy and the imposition of regulatory requirements that can have an impact on the industry. These factors continuously change and can have an impact on collections and our estimation process. The Company's allowance for doubtful accounts totaled $0 and $22,835 as of June 30, 2020 and December 31, 2019, respectively.

Contingencies

Certain conditions may exist as of the date financial statements are issued, which may result in a loss, but which will only be resolved when one or more future events occur or do not occur. We assess such contingent liabilities, and such assessment inherently involves an exercise of judgment. In assessing loss contingencies related to pending legal proceedings that are pending against us or unasserted claims that may result in such proceedings, we evaluate 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 that it is probable that a liability has been incurred and the amount of the liability can be estimated, then the estimated liability would be accrued in our consolidated financial statements. If the assessment indicates that 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 would be disclosed.

Fair value of financial instruments

The carrying amounts of the Company's accounts payable, accrued expenses, and shareholder advances approximate fair value due to their short-term nature.

Property and equipment

Property and equipment are stated at cost. Additions and improvements that significantly add to the productive capacity or extend the life of an asset are capitalized. Maintenance and repairs are expensed as incurred. Depreciation is computed using the straight-line method over three to five years for vehicles and five to ten years for equipment. Leasehold improvements are amortized over the lesser of the estimated remaining useful life of the asset or the remaining lease term. Interest costs incurred that are directly related to the construction of long-term assets are capitalized during the construction period. As of June 30, 2020 and December 31, 2019, $1,155,622 and $651,828, respectively, is included in property plant and equipment.

Impairment of long-lived assets

The Company periodically reviews for the impairment of long-lived assets whenever events or changes in circumstances indicate that the carrying amount of an asset may not be realizable. An impairment loss would be recognized when estimated future cash flows expected to result from the use of the asset and its eventual disposition is less than its carrying amount. At June 30, 2020 and December 31, 2019, the Company has not identified any such impairment losses.

Income taxes

Under ASC Topic 740, "Income Taxes", the Company is required to account for its income taxes through the establishment of a deferred tax asset or liability for the recognition of future deductible or taxable amounts and operating loss and tax credit carry forwards. Deferred tax expense or benefit is recognized as a result of timing differences between the recognition of assets and liabilities for book and tax purposes during the year.

Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. Deferred tax assets are recognized for deductible temporary differences and operating losses, and tax credit carry forwards. A valuation allowance is established to reduce that deferred tax asset if it is "more likely than not" that the related tax benefits will not be realized.

Leases

In February 2016, the FASB issued ASU No. 2016-02 (Topic 842). Topic 842 amends several aspects of lease accounting, including requiring lessees to recognize leases with a term greater than one year as a right-of-use asset and corresponding liability, measured at the present value of the lease payments. In July 2018, the FASB issued supplemental adoption guidance and clarification to Topic 842 within ASU 2018-10 "Codification Improvements to Topic 842, Leases" and ASU 2018-11 "Leases (Topic 842): Targeted Improvements." The new guidance aims to increase transparency and comparability among organizations by requiring lessees to recognize lease assets and lease liabilities on the balance sheet and requiring disclosure of key information about leasing arrangements. A modified retrospective application is required with an option to not restate comparative periods in the period of adoption.

The Company, effective January 1, 2019 has adopted the provisions of the new standard. The Company has operating leases for warehouses and offices. Management evaluates each lease independently to determine the purpose, necessity to its future operations in addition to other appropriate facts and circumstances.

We adopted Topic 842 using a modified retrospective approach for all existing leases at January 1, 2019. The adoption of Topic 842 impacted our balance sheet by the recognition of the operating lease right-of-use assets and the liability for operating leases. Accordingly, upon adoption, leases that were classified as operating leases under the previous guidance were classified as operating leases under Topic 842. The lease liability is based on the present value of the remaining lease payments, discounted using a market based incremental borrowing rate as the effective date of January 1, 2019 using current estimates as to lease term including estimated renewals for each operating lease. As of January 1, 2019, the Company recorded an adjustment of approximately $1,339,000 to operating lease right-of-use assets ("ROU") and the related lease liability (Note 7).

Deposits

As of June 30, 2020, the Company has made deposits of approximately $6,100,000 pursuant to a purchase of equipment costing approximately $7,200,000. The Company currently expects to commence operations in late summer to early fall of 2020 at MedRecycler-RI, Inc.'s West Warwick, Rhode Island facility.

Revenue recognition

100% of the Company's revenue for the six months ended June 30, 2020 and 2019, is recognized based on the Company's satisfaction of distinct performance obligations identified in each agreement, generally at a point in time as defined by Topic 606, as amended.

In May 2014, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2014-09, Revenue from Contracts with Customers. This standard replaced most existing revenue recognition guidance and is codified in FASB ASC Topic 606. Effective January 1, 2018, the Company adopted ASU No. 2014-09 using the modified retrospective method. Under the new guidance, the Company recognizes revenue from contracts based on the Company's satisfaction of distinct performance obligations identified in each agreement. The adoption of the guidance under ASU No. 2014-09 did not result in a material impact on the Company's consolidated revenues, results of operations, or financial position. As part of the implementation of ASC 606 the Company must present disaggregation of revenues from contracts with customers into categories that depict how the nature, timing, and uncertainty of revenue and cash flows are affected by economic factors. Quantitative disclosures on the disaggregation of revenue for the six months ended June 30, 2020 and 2019 are as follows:

	2020	2019
Outdoor Advertising Shelter Revenues	$ 130,253	$ 108,218
Contracting Service Revenues	36,528	102,070
	$ 166,781	$ 210,288

Advertising Costs

Advertising costs are expensed in the period incurred and totaled $48,447 and $2,151 for the six months ended June 30, 2020 and 2019, respectively.

Earnings Per Share

Under ASC 260, "Earnings Per Share" ("EPS"), the Company provides for the calculation of basic and diluted earnings per share. Basic EPS includes no dilution and is computed by dividing income or loss available to common shareholders by the weighted average number of common shares outstanding for the period. Diluted EPS reflects the potential dilution of securities that could share in the earnings or losses of the entity. For the six months ended June 30, 2020 and 2019, basic and diluted loss per share are the same as the calculation of diluted per share amounts would result in an anti-dilutive calculation. For the six months ended June 30, 2020 and 2019, the following potential shares have been excluded from the calculation of diluted loss per share because their impact was anti-dilutive:

	2020	2019
Convertible Debt	258,586,584	292,527,000
Convertible Debt Subject to Forbearance	545,640,919	8,179,480
Warrants	1,620,030	309,031,237
	805,847,532	609,737,717

Recent Accounting Pronouncements

Management does not believe that any other recently issued, but not yet effective accounting pronouncements, if adopted, would have a material effect on the accompanying condensed consolidated financial statements.

NOTE 3 - GOING CONCERN

The accompanying consolidated financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America, assuming the Company will continue as a going concern, which contemplates the realization of assets and satisfaction of liabilities in the normal course of business. For the six months ended June 30, 2020 and 2019, the Company incurred losses from operations of $644,977 and $670,965, respectively. The Company had a working capital deficit of $12,395,886 as of June 30, 2020. These circumstances raise substantial doubt about the Company's ability to continue as a going concern. The Company's ability to continue as a going concern is dependent on its ability to raise the additional capital to meet short and long-term operating requirements. Management is continuing to pursue external financing alternatives to improve the Company's working capital position however additional financing may not be available upon acceptable terms, or at all. If the Company is unable to obtain the necessary capital, the Company may have to cease operations.

NOTE 4 – PROPERTY AND EQUIPMENT, NET

Property and equipment consisted of the following as of June 30, 2020 and December 31, 2019:

	2020	**2019**
Furniture and equipment	$ 323,031	$ 289,479
Vehicles	67,240	67,240
Leasehold Improvements	1,030,405	563,165
Less: Accumulated Depreciation	(289,692)	(272,377)
Property and equipment, net	$ 1,130,984	$ 647,507

Depreciation expenses totaled $17,315 and $32,552 for the six months ended June 30, 2020 and 2019, respectively.

NOTE 5 - BORROWINGS

Convertible notes payable

On August 24, 2016, the Company issued two two-year unsecured convertible notes payable totaling $200,000 pursuant to a private placement memorandum. The notes matured on August 24, 2018 and have an annual interest rate of 12.5%. At the election of the holder, upon the occurrence of certain events, the notes can be converted into common stock of the Company at a conversion price per share equal to 50% of the average bid price for the 30 consecutive business days prior to conversion. The conversion feature is contingent upon i) the successful filing of a registration statement to become publicly traded, and ii) the company stock has become publicly quoted on the OTC Markets and iii) the conversion price is above $0.10. In August 2018, the holders of the notes agreed to extend the maturity date of the notes to December 31, 2018, in exchange for warrants to acquire 600,000 shares of common stock for an exercise price of $0.31 per share, exercisable over three years. The Company estimated the fair value of the warrants, totaling $16,401, using the Black Scholes Method and recorded an additional discount against the note to be amortized over the extended term of the notes. The notes are carried at $196,850, with no remaining unamortized discount as of June 30, 2020 and December 31, 2019. The notes are currently in default and have not been converted.

Convertible notes payable, related party

On October 23, 2015, a total of $332,474 in advances from a related party was converted into two one-year unsecured convertible notes payable to Nicholas Campanella, Chief Executive Officer of the Company. The notes have an annual interest rate of 6% and are currently in default. At the election of the holder, the notes can be converted into common stock of the Company at a conversion price per share equal to 20% of the average bid price for the three consecutive business days prior to conversion. As of June 30, 2020 and December 31, 2019, the balances of the notes totaled $332,474.

On August 24, 2016, a total of $75,000 in advances from a related party was converted into a two-year unsecured convertible note payable to Nicholas Campanella, Chief Executive Officer of the Company, pursuant to a private placement memorandum. The note matures on August 24, 2018, has an annual interest rate of 12.5% and is due at maturity. At the election of the holder, upon the occurrence of certain events, the note can be converted into common stock of the Company at a conversion price per share equal to 50% of the average bid price for the 30 consecutive business days prior to conversion. The conversion feature is contingent upon i) the successful filing of a registration statement to become publicly traded, and ii) the company stock has become publicly quoted on the OTC Markets and iii) the conversion price is above $0.10. In connection with this note, the Company issued 75,000 shares of Series B preferred stock, as further described in Note 6. As of June 30, 2020 and December 31, 2019, the balance of the notes was $75,000. The notes are carried at $76,500 as of June 30, 2020 and December 31, 2019,with no remaining unamortized discounts.

Accrued interest on the convertible notes, related party totaled $76,011 and $61,256 as of June 30, 2020 and December 31, 2019, respectively.

Project Financing Obligation

In June 2018, the Company received proceeds of $260,000 pursuant to a partnership agreement and related partnership contribution agreements with third party investors, pursuant which investors have agreed to provide financing for no less than (10) ten new bus shelters being installed annually. Each investment in the partnership grants the investor the right to preferential distributions of profits related to the Company's contract with Rhode Island. The investors receive 100% of the profits from the Rhode Island contract to install 20 bus shelters until 100% of the initial investments are returned. Thereafter, the investors receive 20% of the remaining profits from Rhode Island contract. As of June 30, 2020 and December 31, 2019, no profits have been earned on the Rhode Island contract, no repayments have occurred and the total amount of investments received totaling $260,00 is reflected on the accompanying consolidated balance sheet as a Project Financing Obligation.

Line of credit, related party

On October 23, 2015, the Company entered into a line of credit agreement with Nicholas Campanella, Chief Executive Office of the Company, for a total value of $250,000. The line of credit does not bear an interest rate and is payable on demand. As of June 30, 2020 and December 31, 2019, the balance of the debt to related party was $164,261.

Indenture of Trust

In January 2019, MedRecycler, LLC, a 51%-owned subsidiary of Sun Pacific Holding organized in the state of Rhode Island for the development of waste to energy projects in the state of Rhode Island. Currently, MedRecycler-RI, Inc. has entered into an Indenture of Trust in the amount of $6,025,000.00 as bridge financing for a project in West Warwick, Rhode Island. The proceeds from the indenture are held in escrow to be used to (i) to provide for the financing of certain waste to energy facility and related improvements (the "Improvements"); (ii) to provide for the financing or refinancing of certain equipment to be used in connection with the Improvements (the "Equipment" and together with the Improvements, the "Project"); (iii) to provide for the financing of capitalized interest; and (iv) to pay certain costs incurred in connection with the Project. The principal balance of the indenture accrues interest at an annual rate of 12%, payable semi-annually, and matures on January 29, 2020. The Company incurred debt issuance costs of $271,375, which were recorded as a discount against the indenture to be amortized into interest expense through the maturity of the indenture. On October 9, 2019, the Company entered into the First Amended Indenture of Trust (the "Amended Indenture"), with UMB Bank, N.A., a national banking association ("UMB") increasing the principal under the original Indenture of Trust by two million seven hundred thousand dollars ($2,700,00.00). As a result, MedRecycler-RI, Inc. owes an aggregate of eight million seven hundred twenty-five thousand dollars ($8,725,000). As a condition to entry into the Amended Indenture all parties providing security interest, pledges, and guarantees pursuant to the Original Indenture of Trust signed on February 7, 2019, including the Company, agreed to extend such security interest, pledges, and guarantees pursuant to the terms of the Omnibus Amendment Agreement between the securing parties and UMB, as Trustee on October 9, 2019. In addition, the Trustee required that MedRecycler-RI, Inc. further agree to assign any and all contractual rights related to the equipment. During the six months ended June 30, 2020, the maturity dates of the notes were extended to January 2021, with semi-annual interest payments due on July 29, 2020 and January 29, 2021. As consideration for the extension, $436,250 was added to the principal balance of the notes and recorded as a debt discount to be amortized through the new maturity date. During the six months ended June 30, 2020 and 2019, the Company amortized $204,427 and $113,011, respectively, of the discounts. As of June 30, 2020 and December 31, 2019, respectively, the indenture is carried at $9,138,357 and $8,703,439, net of unamortized discounts of $253,384 and $21,561.

Note Payable

On June 21, 2019, the Company issued a six-month ten percent interest promissory note in the amount of $200,000. The note was funded July 8, 2019. Per the terms of the note, the Company agreed to issue to the lender was issued 2,000,000 shares of restricted common stock, with a fair value of $2,600 as an inducement. The balance of the note is $200,000 as of June 30, 2020 and December 31, 2019.

NOTE 6 – STOCKHOLDERS' DEFICIT

Preferred stock

The Company is authorized to issue 20,000,000 shares of $0.0001 par value preferred stock. As of June 30, 2020, the Company has designated 12,000,000 shares of Series A Preferred Stock, 1,000,000 shares of Series B Convertible Preferred Stock, and 500,000 shares of Series C Convertible Stock.

Series A Preferred Stock - Each share of Series A Preferred Stock is entitled to 125 votes on all matters submitted to a vote to the stockholders of the Company, and does not have conversion, dividend or distribution upon liquidation rights.

Series B Preferred Stock - In connection with the reverse merger, the Company issued 2,000,000 shares of Series B Preferred Stock. Each share of Series B Preferred Stock automatically converted into 30.8565 shares of common stock after giving effect to the reverse stock split that occurred on October 3, 2017. Holders of Series B Preferred Stock are entitled to vote and receive distributions upon liquidation with common stockholders on an as-if converted basis.

Series C Preferred Stock - In connection with the reverse merger, the Company issued 275,000 shares of Series C Preferred Stock. Holders of Series C Preferred Stock are not entitled to voting rights or preferential rights upon liquidation. Each share of Series C Preferred Stock shall pay an annual dividend in the amount of $0.125 per year, for a total of $0.25, over an eighteen (18) month term, from the date of issuance (the "Commencement Date"). Dividend payments shall be payable as follows: (i) dividend in the amount of $0.0625 per share of Series C Preferred Stock at the end of each of the third quarter and fourth quarter of the first twelve (12) months of the twenty-four (24) month period after the Commencement Date; and (ii) dividend in the amount of $0.03125 per share of Series C Preferred Stock at the end of each of the four quarters of the second twelve (12) months of the twenty-four (24) month period after the Commencement Date. The source of payment of the dividends will be derived from up to thirty-five percent (35%) of net revenues ("Net Revenues") from the Street Furniture Division of the Corporation following the seventh (7th) month after the Commencement Date. To the extent the amount derived from the Net Revenues of the Street Furniture Division is insufficient to pay dividends of Series C Preferred Stock, if a sufficient amount is available, the next quarterly payment date the funds will first pay dividends of Series C Preferred Stock past due. At the conclusion of twenty-four months after the Commencement Date, and upon the payment of all dividends due and owing on said Series C Preferred Stock, the Series C Preferred Stock shall automatically be redeemed by the Corporation and returned to the Corporation for cancellation, as unissued, non-designated, preferred shares. The series C preferred stock were redeemed during the year ended December 31, 2018. As of June 30, 2020 and December 31, 2019, dividends payable of $22,038, are reflected as dividends payable on the accompanying consolidated balance sheets.

Common stock

During the six months ended June 30, 2019, the Company issued 210,943,127 shares of common stock upon the conversion of principal and interest on convertible notes totaling $234,622, pursuant to the terms of the convertible note.

During the six months ended June 30, 2020, holders of warrants to acquire 246,862,272 shares of common stock elected to exercise the warrants on a cashless basis, at an exercise price of $0.0009 per share, resulting in the issuance of 240,744,220 shares of common stock.

Warrants

The following summarizes warrant activity for the six months ended June 30, 2020:

	Number of Shares	Weighted Average Exercise Price	Weighted Average Remaining Life
Outstanding at December 31, 2019	365,590,508	$ 0.11	
Expired	(117,108,206)	$ 0.00009	
Exercised	(246,862,272)	$ 0.00009	
Outstanding at June 30, 2020	1,620,030	$ 25.16	4.9 Years

The following summarizes warrant information as of June 30, 2020:

Exercise Price	Number of Shares	Expiration Date
$ 0.031	620,030	August 24, 2021
$ 10.00	100,000	October 27, 2027
$ 45.00	900,000	October 27, 2027
	1,620,030	

NOTE 7 - COMMITMENTS AND CONTINGENCIES

Employment agreement

On December 20, 2014, the Company entered into a five-year employment agreement with Nicholas Campanella, Chief Executive Officer. Under the terms of the agreement, the Company is required to pay a base compensation of $180,000 annually, subject to increases in cost of living and performance bonuses as awarded by the Board of Directors. After 5 years, the agreement is automatically renewed for an additional two years unless terminated by either party. As part of the agreement Mr. Campanella opted to defer, with no interest, the receipt of compensation under the agreement until the Company has the funds to pay its obligation. In October 2017, the Company issued 12,000,000 shares of series A preferred stock and 1,250,000 shares of common stock to its chief executive officer in settlement of $107,307 of accrued salary. At June 30, 2020 and December 31, 2019 the Company had accrued compensation of $848,880 and $767,963, respectively, and recorded the related expenses in 'general and administrative' on the accompanying condensed consolidated statements of operations.

Lease agreement

During March 2017, the Company entered into a five-year lease agreement. Under the terms of the agreement, the Company is obligated to pay monthly rent payments starting at $3,556 and escalating over the life of the lease.

The Company entered into a lease in February 2019 for the rental of a 48,167 square foot space in Rhode Island to be used for the Company's MedRecycler operations. The lease has a term of 123 months commencing on March 1, 2019, requiring annual rental payments totaling $144,501 for the first year, increasing annually to $258,930 in the final year. The lease also requires the Company to pay a portion of the building's common area maintenance. The Company recorded a right-to-use asset and corresponding obligation equal to the present value of the required lease payments using a discount rate of 12% based on the Company's incremental borrowing rate.

The following is a schedule showing the future minimum lease payments under leases for the next five years and the present value of the minimum lease payments as of June 30, 2020.

Years Ending December 31,		
2020 (Remainder)	$	122,199
2021		250,317
2022		217,361
2023		215,797
2024		167,516
Thereafter		1,064,425
Total minimum lease payments		2,037,617
Less: Amount representing interest		(754,653)
Present value of minimum lease payments	$	1,282,964

For the six months ended June 30, 2020 and 2019, lease expense was $17,817 and $34,881, respectively inclusive of short-term leases.

The related lease balance included in the condensed consolidated balance sheet as of June 30, 2020 were as follows:

Assets:		
Operating lease right-of use asset	$	1,204,581
Liabilities:		
Lease liability – current portion	$	97,381
Lease liability – long-term portion		1,185,583
Total operating lease liabilities	$	1,282,964

Significant Customers

For the six months ended June 30, 2020, one customer accounted for 13% of the Company's revenues. As of June 30, 2020, accounts receivable due from this customer totaled $2,000.

Profit Participation Agreement

On October 21, 2019, MedRecycler–RI, Inc., a subsidiary of the Company ("MedRecycler"), entered into a profit participation partnership agreement with its medical waste to energy equipment manufacturer. The manufacturer will contribute approximately $3.1 million in Hydrochloric acid ("HCL") refining equipment that will allow elements of the MedRcycler medical waste residuals to be processed into HCL for sale. The partnership agreement provides for the contribution of the processing equipment in return for a twenty percent ("20%") gross profit participation right from the processing and sale of the HCL. MedRecycler will contribute and utilize elements of the residual that is produced from the processing of medical waste, along with housing and operating the equipment as part of the agreement. The asset contribution and profit participation partnership agreement are contingent upon the closing of MedRecycler's permanent financing to fund the MedRecycler facility in West Warrick, RI.

Legal Matters

On May 28, 2019, a former President Director of the Company, filed suit against the Company and its wholly owned subsidiary, Street Smart Outdoor Corp., in Superior Court of New Jersey, Monmouth County, Law Division alleging breach of contract and has demanded $450,000 in lost wages. The matter is currently pending in Superior Court.

The Company has been served by shareholders James J. Loures, Jr. and Justin Derkack requesting that the Company reverse the underlying transactions related to the MedRecycler-RI, Inc. project such that 100% of the revenues and profits generated from the project remain with the Company. The Company does not believe that there are merits to the claim given the explicit determination by those authorities approving permanent financing for the project that they will not approve financing so long as the Company has direct ownership in MedRecycler-RI, Inc. The Company has filed for a dismissal of the suit with the Superior Court of New Jersey.

From time to time the Company is a party to various legal or administrative proceedings arising in the ordinary course of our business. While any litigation contains an element of uncertainty, we have no reason to believe that the outcome of such proceedings will have a material adverse effect on the financial condition or results of operations of the Company.

Currently, the Company is not involved in any other pending or threatened material litigation or other material legal proceedings, nor have we been made aware of any pending or threatened regulatory audits.

NOTE 8 - RELATED PARTY TRANSACTIONS

Certain affiliates have made non-interest-bearing advances. The balances of these advances, which are due on demand and include the Advances from Related Parties noted in Note 5, totaled $615,432 and $614,654 as of June 30, 2020 and December 31, 2019, respectively. Included in accounts payable related parties as of June 30, 2020 December 31, 2019, are expenses incurred with these affiliates totaling $106,512 and $91,540, respectively.

In January 11, 2019, the Company entered into that certain Forbearance Agreement between the Company and Nicholas Campanella. Mr. Campanella is owed approximately $648,400 in principal and interest on loans and lines of credit issued by the Company. Those debt obligations are currently in default. As consideration for the forbearance of those debts, the Company has agreed to provide a pledge of 100% membership interest in MedRecycler, LLC, and wholly owned subsidiary of the Company organized in the state of Nevada which holds 51,000 shares of MedRecycler-RI, Inc. as security against the moneys owed. The amounts owed to Mr. Campanella date back nearly five years and represent cash payments made by Mr. Campanella to Sun Pacific Power Corp. On April 3, 2019, Mr. Campanella agreed to extend the forbearance until December 31, 2020.

In order to secure financing for the MedRecycler-RI, Inc. West Warrick, Rhode Island waste to energy facility, Mr. Campanella agreed that upon initial financing of the project, he shall pledge substantially all of his holdings in the Company, assign his pledges in MedRecycler, LLC, and certain properties held by Mr. Campanella, personally, in order to collateralize the debt obligations. As consideration for his inducement, the Board of Directors has deemed it fair consideration to issue Mr. Campanella 39,000 shares of MedRecycler-RI, Inc. In addition, MedRecycler-RI, Inc. had engaged the services of Marmac Corporate Advisors, LLC and Eilers Law Group, P.A. to oversee, negotiate and to facilitate the initial financing and capital structure of MedRecycler-RI, Inc. As neither party has received compensation for their services for the Company or MedRecycler-RI, Inc. since August of 2018 thru January of 2019, the Board of Directors, in January 2019, deemed it fair consideration to issue Marmac Corporate Advisors, LLC and Eilers Law Group, P.A. 8,000 and 2,000 shares of MedRecycler-RI, Inc., respectively. As a result, the Company shall maintain 51% of the ownership of MedRecycler-RI, Inc. through its MedRecycler, LLC holdings. During the year ended December 31, 2019, the Company paid Mr. Campanella $165,000 of fees for overseeing the project. The Company also agreed to pay consulting fees to Marmac Corporate Advisors, LLC in the amount of $15,000 a month effective February 1, 2019 for one year totaling $165,000.

On February 7, 2019, pursuant to an Indenture of Trust entered into by our subsidiary, MedRecycler-RI, Inc., a Rhode Island corporation and UMB Bank, N.A., a national banking association (“UMB”) (the “Indenture”), Sun Pacific Holding Corp. (the “Company”) entered into that certain Guarantee of Payment and Performance with UMB acting as Trustee, whereby the Company agreed to guarantee any and all payments and/or other obligations owed by MedRecycler-RI, Inc. pursuant to the Indenture.

In order to secure the financing described herein, Mr. Campanella, Marmac Corporate Advisors, LLC and Eilers Law Group, P.A. have further agreed to pledge, upon funding, 100% of their ownership in MedRecycler-RI, Inc. as well as Mr. Campanella’s assignment of his pledge from the Company of 100% of the membership interests of MedRecycler, LLC. As a result, 100% of MedRecycler-RI, Inc. will be pledged, upon funding, to the lending party as security for the note and/or bond.

On May 20, 2019, Nicholas Campanella agreed to forbear any of his rights to convert any portion of his related party debt into common stock until such time that the Company had sufficient authorized shares to honor full conversion of all principal and accrued interest into common stock of the Company.

NOTE 9 – SEGMENT INFORMATION

Beginning in 2019, the Company operates in three segments: outdoor advertising, construction management services, and industrial waste management. Summary information by segment is as follows:

Summary balance sheet information by segment as of June 30, 2020 is as follows:

	Construction Services	Outdoor Advertising	Industrial Waste	Total
Cash	$ 7,121	$ 31,991	$ 91,153	$ 130,265
Escrowed Cash	-	-	132,183	132,183
Accounts receivable	-	25,931	-	25,931
Current Assets	7,121	57,922	223,336	288,379
Property Plant and Equipment	109,624	-	1,021,360	1,130,984
Right-of-Use Asset	-	-	1,204,581	1,204,581
Deposits and Other	22,531	-	6,148,259	6,170,790
Total assets	$ 139,276	$ 57,922	$ 8,597,536	$ 8,794,734
Accounts Payable and Accrued Expenses	1,303,857	279,326	644,866	2,228,049
Related Party Advances	615,432	-	-	615,432
Notes Payable	230,492	-	8,907,865	9,138,357
Convertible Debt	605,046	-	-	605,046
Right-of-Use Obligation	-	-	1,282,964	1,282,964
Total Liabilities	2,754,827	279,326	10,835,695	13,869,848
Net Stockholders' Deficit	$ (2,615,551)	$ (221,404)	$ (2,238,159)	$ (5,075,114)

Summary Statement of Operations Information by segment for the six months ended June 30, 2020 is as follows:

	Contstruction Services	Outdoor Advertising	Industrial Waste	Total
Net Revenues	$ 36,528	$ 130,253	$ -	$ 166,781
Cost of Sales	22,240	900	-	23,140
Operating Expenses	271,654	-	516,964	788,618
Operating Loss	(257,366)	129,353	(516,964)	(644,977)
Other Expense	37,031	-	250,943	287,974
Net Loss	$ (294,397)	$ 129,353	$ (767,907)	$ (932,951)

NOTE 10 – SUBSEQUENT EVENTS

On July 29, 2020, the Company's subsidiary holding, MedRecylcer-RI, Inc. received a letter from its noteholder providing a forbearance of 30 days regarding interest payments due on the bridge financing for the Rhode Island Project.

On July 30, 2020, the James J. Loures, Jr. filed suit in Superior Court of New Jersey in Monmouth County against the Company and Nicholas Campanella seeking damages for common law fraud, negligent misrepresentation, and quasi-contract-quantum merit. The matter is currently pending in Superior Court.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

The discussion and analysis of our financial condition and results of operations are based on our financial statements, which we have prepared in accordance with accounting principles generally accepted in the United States of America. This discussion should be read in conjunction with the other sections of this Form 10-Q, including "Risk Factors," and the Financial Statements. The various sections of this discussion contain a number of forward-looking statements, all of which are based on our current expectations and could be affected by the uncertainties and risk factors described throughout this Annual Report on Form 10-K. See "Forward-Looking Statements." Our actual results may differ materially. The preparation of these financial statements requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements, as well as the reported revenues and expenses during the reporting periods. On an ongoing basis, we evaluate estimates and judgments, including those described in greater detail below. We base our estimates on historical experience and on various other factors that we believe are reasonable under the circumstances, the results of which form the basis for making judgments about the carrying value of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions.

As used in this "Management's Discussion and Analysis of Financial Condition and Results of Operation," except where the context otherwise requires, the term "we," "us," "our," or "the Company," refers to the business of Sun Power Holdings Corp.

Company History and Overview

Utilizing managements history in general contracting, coupled with our subject matter expertise and intellectual property ("IP") knowledge of solar panels and other leading-edge technologies, Sun Pacific Holding ("the Company") is focused on building a "Next Generation" green energy company. The Company offers competitively priced "Next Generation" solar panel and lighting products by working closely with design, engineering, integration and installation firms in order to deliver turnkey solar and other energy efficient solutions. We provide solar bus stops, solar trashcans and "street kiosks" that utilize our unique advertising offerings that provide State and local municipalities with costs efficient solutions. In conjunction with these general contracting services and as part of our effort to expand our green energy marketplace, we have recently started the process to develop and build out a Waste to Energy plant in the State of Rhode Island and have started, through a partnership, with ownership terms to be defined upon securing financing, the opportunity to develop and build a solar farm in Durango Mexico.

Our green energy solutions can be customized to meet most enterprise and/or government mandated regulations and advanced system requirements. Our portfolio of products and services allow our clients to select a solution that enables them to establish a viable standard product offering that focuses on the goals of the client's entire organization.

Currently, the Company has six (6) subsidiary holdings. Sun Pacific Power Corp which was the initial company that specialized in solar, electrical and general construction, Bella Electric, LLC that in conjunction with the Company operates our electrical contracting work. Bella Electric, LLC is a Pennsylvania limited liability company. The Company also formed Sun Pacific Security Corp., a New Jersey corporation. Currently the Company has not begun operations in the security sector but is reviewing plans to provide residential and commercial security solutions, including installation and monitoring. The Company also formed National Mechanical Group Corp, a New Jersey corporation focused on plumbing operations in the New Jersey and Pennsylvania areas. Currently the Company is exploring migrating National Mechanical Group Corp from plumbing operations to partnering on a Solar Farm project in Durango Mexico in which it will partner with Soluciones De Energia Diversificada Internacional, S.A.P.I. ("SEDI"), a subsidiary of Blissful Holdings, LLC. The partnership has identified, received preliminary terms, and is proceeding with due diligence including a site visit in December with a project funding source/partner in support of its partnership with SEDI to build and develop the Durango Mexico Solar Farm Project. The proposed project funding is currently estimated to be for up to $65 million in capital to build a 50 plus megawatt solar farm in which NMG and SEDI would own a thirty percent equity interest in the completed project. The Company also formed Street Smart Outdoor Corp, a Wyoming corporation that acts as a holding company for the Company's state specific operations in unique advertising through solar bus stops, solar trashcans and "street kiosks." MedRecycler, LLC, is a wholly owned subsidiary duly formed in the state of Nevada. MedRecycler, LLC was created in 2018 to act as a holding company for potential waste to energy projects. MedRecycler, LLC, currently owns 51% of MedRecycler RI, Inc. a Rhode Island Corporation. MedRecycler RI, Inc. was created for the Medical Waste to Energy facility that the Company is attempting to finance and operate in West Warrick, Rhode Island. MedRecycler RI, Inc. is currently exploring permanent financing options to fund its operations that meet the underwriting requirements of various bond/debt investors and issuing authorities, which if put into place would require changes to MedRecycler RI, Inc.'s and or the Company's organizational structure. As a result of increased costs due to delay's caused from COVID-19, the project may need to raise additional capital from the sale of additional equity and or debt issuance. The Company is exploring creative solutions that would meet the requirements of the various financing parties and still provide equivalent profit sharing arrangements between the parties that allow Sun Pacific to also undertake other projects as it focuses on the best organizational structure to allow it to fund and grow its green energy objectives.

As of today, our principal source of revenues is derived from Street Smart Outdoor Corp. operations in the outdoor advertising business with contracts in place in Rhode Island and Tallahassee, Florida, along with some other minor contracting work that we are currently reviewing to determine if we shall continue pursuing in the future. We are currently in discussions with a nationally known outdoor advertising firm to manage and expand our operations, either through a joint venture, partnership, and or a management arrangement as a result of the company's insufficient working capital and as an option to allow for the expansion of our technologies and or contracts by working with other parties that can bring management expertise and or other resources that may allow us to further optimize our growth strategies.

Sun Pacific Power Corp. continues to make bids for construction projects throughout the Northeast region. However, as of today, we have limited operations in Sun Pacific Power Corp. and are reviewing continuing general contracting in the region as we shift our focus to other green energy opportunities.

Bella Electric, LLC and Sun Pacific Security Corp. have generally ceased operations, but we maintain the subsidiaries in case we find opportunities to relaunch our operations. The Company has recently taken action to dissolve Bella Electric, LLC.

MedRecycler, LLC, a wholly owned subsidiary of Sun Pacific Holding Company currently holds fifty one percent (51%) of MedRecycler-RI, Inc., a corporation formed in the state of Rhode Island for the development of waste to energy projects in the state of Rhode Island. Currently, MedRecycler-RI, Inc. has entered into an Indenture of Trust in the amount of $6,025,000.00 as bridge financing for a project in West Warwick, Rhode Island (the "Rhode Island Project"). The original plan was for a facility in Johnston, Rhode Island, but through our negotiations, determined that the West Warwick location was more suitable. The Indenture of Trust has been secured by all equity holdings in MedRecycler-RI, Inc., all personal holdings of equity in the Company held by Nick Campanella, our CEO and member of the Board of Directors. Mr. Campanella has further pledged personal property located in Manapalan in excess of $1,000,000. Payment for the Indenture of Trust is further guaranteed by the Company and Street Smart Outdoor Corp. Currently, MedRecycler-RI, Inc. has entered into a lease agreement in West Warwick, Rhode Island, has taken preliminary steps to order the equipment, and is beginning to engage specialists and staff for building out the Rhode Island Project. In order to secure actual operations of the Rhode Island Project, we estimate that MedRecycler-RI, Inc. must still secure a minimum of $17,200,000 in long term financing and as a result of additional costs due to COVID-19 may also need to raise an additional $2,000,000 in the form of other capital from the issuance of additional equity and or other debt in the project. MedRecycler-RI, Inc. is currently negotiating with the state of Rhode Island and potential bond financiers to secure the long-term financing for the Rhode Island Project. Although we anticipate, assuming the long-term financing is secured, the Rhode Island Project may be fully operational as early as the first quarter of 2020, but, at this time, that schedule could slip as a result of delays in closing on long-term financing. All initial operational earnings will be earmarked for interest, principal repayment, and the fulfillment of other covenants of the long-term financing until all reserves have been met. As we have not secured long term financing, we can make no statement regarding the long term success of the Rhode Island Project, though, even in a best case scenario, the Rhode Island Project may not be cash flow positive until fully operational and proceeds fulfill covenants under the terms of the yet to be finalized debt financing. Through MedRecycler, LLC, the Company owns fifty-one percent (51%) of MedRecycler-RI, Inc., which was pledged by the Company to Mr. Campanella pursuant to a forbearance agreement related to debts owed to Mr. Campanella. The remaining forty nine percent (49%) of MedRecycler-RI, Inc. is held by Nicholas Campanella, personally, Marmac Corporate Advisors, LLC, and Eilers Law Group, P.A., holding thirty nine percent (39%), eight percent (8%), two percent (2%), respectfully. Mr. Campanella received his ownership as consideration for his personal pledges securing the Indenture of Trust, Marmac Corporate Advisors, LLC and Eilers Law Group, P.A. received their respective ownership as consideration for efforts and services performed. One hundred percent (100%) of the ownership of MedRecycler-RI, Inc. has been pledged to bridge financing, including any pledge rights held by Mr. Campanella in MedRecycler, LLC. On October 21, 2019, MedRecycler-RI, Inc. amended the Indenture of Trust to include an addition $2,700,000 in bridge financing to secure delivery of equipment for installation. MedRecycler RI, Inc. is currently exploring permanent financing options to fund its operations that meet the underwriting requirements of various bond/debt investors and issuing authorities, which if put into place would require changes to MedRecycler RI, Inc.'s and or the Company's organizational ownership structure. The Company is exploring creative solutions that would meet the requirements of the various financing parties and still provide equivalent profit sharing arrangements between the parties that would also allow Sun Pacific to undertake other projects as it focuses on the best organizational structure to allow it to fund and grow its green energy objectives. On July 29, 2020, the Company received a 30 day forbearance regarding interest payments that came due under the terms of the bridge financing. Due to Covid and other factors, the ongoing bond approval process in the state of Rhode Island has taken longer than anticipated, putting the entire project at risk of losing permanent financing. The Company is currently in technical default under the terms of the Indenture of Trust, creating substantial risk that the Company may lose all assets related to the Rhode Island Project, including any anticipated profit sharing arrangements. In addition, Mr. Campanella has pledged all holdings in the Company for the Indenture of Trust, whereby a default would result in a complete change in control. We cannot, at this time, determine the overall effects this would have on the Company.

Currently the Company is also exploring migrating its subsidiary, National Mechanical Group Corp from plumbing operations to partnering on a Solar Farm project in Mexico in which it will partner with other subject matter experts and seek project financing. If successful, National Mechanical Group Corp would own equity in the partnership that would own the project and also receive compensation for its work in project management and other professional services.

On September 19, 2019, the United States Patent and Trademark Office published patent US 2019 288 139 A1 for the Frame-Less Encapsulated Photo-Voltaic (PV) Solar Power Panel Supporting Solar Cell Modules Encapsulated Within Optically-Transparent Epoxy-Resin Material Coating a Phenolic Resin Support Sheet issued to National Mechanical Group Corp. Originally designed for application in the solar bus shelters operated by Street Smart Outdoor Corp, as a glassless solar panel, the Company has developed a patent protected product and process for creating solar panels that can be integrated directly into the design of products as a molded, weather resistant plastic. The Company will begin work developing a business plan for expanding on either manufacturing or licensing of the technology in 2020.

Currently, the Company has been and is insolvent if you factor in the Company’s debt obligations. Over its history and to augment the Company’s strategy, it has sought out partnerships and other arrangements with professionals and companies at the operating subsidiary level to counter its insolvent state, coupled with the Company’s use of debt and equity financings. The Company continues to look for opportunities that will allow it to partner with others in the form of debt and or equity and other contributions at the subsidiary level, and where possible attempt to keep control of at least fifty one percent (51%) of those subsidiaries. While it will also look for the means to correct its insolvent state at the holding company level, given its current negative economic condition, many parties continue to prefer to work with the Company at an operational subsidiary level. The Company is currently exploring other equity and or debt opportunities to correct its overall insolvent state. Although we continue operations through our subsidiary holdings, revenues generated do not fully produce cash flows sufficient to meet our basic capital requirements. In order to meet our reporting requirements, we may have to seek additional capital through debt or equity financing and/or request deferred payment or other in-kind payments for services. Street Smart Outdoor is undercapitalized making expansion of our advertising products highly unlikely or difficult to expand without the use of potential partnerships and or commission only sales representatives. Neither the Company nor Street Smart Outdoor have secured additional financing to support operations. We are attempting to partner or otherwise develop a capital strategy to allow us to grow the outdoor advertising business that includes financing outdoor structures with other parties, in which we arrange financing arrangements, and we continue to look for other professional organizations that we can partner with in expanding our contracts. Our Rhode Island Project currently represents a liability of over $8,700,000, if you include the subsequent $2,700,000 in additional short term provide in October 2019 and has yet to commence. It will require additional financing, we estimate, of not less than $10,500,000 to complete the build out of phase one for the facility and $19,200,000 if you include consolidating the current $8,700,000 short term indenture. The permanent financing will also require Nicholas Campanella to continue to pledge his assets that are currently pledged under the short-term debenture for the long term financing. We have plans upon the successful launch of our phase one to double the capacity of the facility, which will require additional financing. MedRecycler-RI, Inc. has yet to secure any additional financing. Failure to be successful with the Rhode Island financing could lead to bankruptcy or reorganization of the Company.

It has been made clear by the Rhode Island authorities approving long term bond facilities for the MedRecycler-RI, Inc. project, that the Company cannot have an ownership interest given its poor creditworthiness and insolvency. The approving authority has expressed a desire to sever all economic interest in the Rhode Island Project from the Company, However, we have proposed, and have received initial approval, whereby in exchange for releasing all guarantees and other security interests of the Company and its subsidiaries, and forgoing direct ownership in MedRecycler-RI, Inc., the Company shall receive an economic interest equal to 51% of all profits derived from the MedRecycler-RI, Inc. This will free collateral and cashflow for the development of new projects of the Company and its subsidiaries, while also removing the debt of MedRecycler-RI, Inc. from the balance sheet of the Company. At the same time, once MedRecycler-RI, Inc. becomes profitable, and has met all requirements of long term financing related to reserve allocations and profit thresholds, the Company should receive a recurring income from the MedRecycler-RI, Inc. without the limitations on its assets and additional overhead costs related to maintaining the subsidiary and financial reporting. Any final agreement will be subject to final approval of the Rhode Island authority, who has provided tentative approval of the economic interest structure. The Company will engage independent counsel to negotiate the terms to avoid any potential risks of conflict of interest. Company management has recently been made aware of a derivative lawsuit filed against the Company and others requesting that the transactions underlying the creation and operation of the Rhode Island Project be unwound. However, in the event that such suit was successful, the resulting ownership of MedRecycler-RI, Inc. would prohibit permanent financing to meet final approval from the state of Rhode Island, most likely resulting in the holder of the bridge financing to foreclose upon the Rhode Island Project in its entirety as well as a total change of control of the Company. The Company believes that the claim has no merit and that the transaction has been structured in a manner that is most advantageous to the Company and its shareholders by preserving as much value as possible from the Rhode Island Project, while also balancing the requirements of those parties approving permanent financing.

Given the overall indebtedness, along with ongoing suits, threatened suits and defaults, the Company is unable to find attractive partners to continue to grow the Company at this time.

Strategic Vision

Our objective is to grow our business profitably as a premier green energy-based provider of both product and services to the public and private sectors. We are working to deploy our strategy in building upon our general and other contracting expertise in conjunction with our intellectual property and subject matter expertise in green energy that may allow us to grow a group of profitable business lines in solar, waste to energy, efficient lighting, and other unique energy related areas.

Recent advances in a multitude of different yet converging technologies have significantly improved the ability to integrate energy efficient products and solutions into infrastructure related projects. These technological advances decrease the requirements needed to jointly operate a multitude of differing assets, devices, and tools that create new ways to integrate evolving new technologies. This technological change and convergence in energy efficient devices, integrated communications among devices, and societal needs to more effectively and environmentally friendly we believe presents a significant opportunity for us in providing and supporting simple to complex integrated solutions.

Our challenges continue to be reaching critical mass in our solar shelter business, expanding into other green energy related projects, completion of the Rhode Island Project and securing operational capital. Except for the bridge financing for the Rhode Island Project, we do not have any material existing financing arrangements in place. While the Company has never been adequately funded from inception, the Company has attempted to use debt, equity, and other opportunistic in-kind compensation to further the Company's strategic vision.

Going Concern

The Company has an accumulated deficit of approximately $8,899,114 as of June 30, 2020. The Company's continuation as a going concern is dependent on its ability to generate sufficient cash flows from operations to meet its obligations, which it has not been able to accomplish to date, and/or obtain additional financing from its stockholders and/or other third parties.

In order to further implement its business plan and satisfy its working capital requirements, the Company will need to raise additional capital. There is no guarantee that the Company will be able to raise additional equity or debt financing at acceptable terms, if at all.

There is no assurance that the Company will ever be profitable. These consolidated financial statements do not include any adjustments to reflect the possible future effects on the recoverability and classification of assets or the amounts and classifications of liabilities that may result should the Company be unable to continue as a going concern.

Risk Factors

Generally, as a smaller reporting company, we are permitted to omit risk factors. However, we believe the following Risk Factors are material to our business. These do not encompass all risks related to our operations.

You should carefully consider the risks described below together with all of the other information included in this annual report before making an investment decision with regard to our securities. The statements contained in or incorporated herein that are not historic facts are forward-looking statements that are subject to risks and uncertainties that could cause actual results to differ materially from those set forth in or implied by forward-looking statements. If any of the following risks actually occurs, our business, financial condition or results of operations could be harmed. In that case, you may lose all or part of your investment. In addition to the other information provided in this prospectus, you should carefully consider the following risk factors in evaluating our business before purchasing any of our common stock.

Risks Related to Our Financial Condition

Since our inception, we have been insolvent and have required debt and equity financing to maintain operations.

Since our inception, we have failed to create cashflows from revenues sufficient to cover basic costs. As a result, we have relied heavily on debt and equity financing. Equity financing, in particular, has created a dilutive effect on our common stock, which has hampered our ability to attract reasonable financing terms. For the foreseeable future, we will continue to rely upon debt and equity financing to maintain operation of the Company and its subsidiaries.

We have generated minimal revenues from operations, which makes it difficult for us to evaluate our future business prospects and make decisions based on those estimates of our future performance.

As of June 30, 2020, we had generated insufficient revenues. As a consequence, it is difficult, if not impossible, to forecast our future results based upon our historical data. Our projections are based upon our best estimates on future growth. Because of the related uncertainties, we may be hindered in our ability to anticipate and timely adapt to increases or decreases in sales, revenues, or expenses. If we make poor budgetary decisions as a result of unreliable data, we may never become profitable or incur losses, which may result in a decline in our stock price.

There is substantial doubt about our ability to continue as a going concern and if we are unable to generate significant revenue or secure additional financing, we may be unable to implement our business plan and grow our business.

We are an emerging growth company and are in the process of selling and developing our products. Consequently, we have not generated enough revenues as of the date of this prospectus. We have an accumulated deficit and have incurred operating losses since our inception and expect losses to continue during the remainder of fiscal 2019. Our independent registered public accounting firm has indicated in their report that these conditions raise substantial doubt about our ability to continue as a going concern for a period of 12 months from the issuance date of this report. The continuation of our business as a going concern is dependent upon the continued financial support from our stockholders.

There is uncertainty regarding our ability to grow our business to a greater extent than we can with our existing financial resources, also described above, without additional financing. We have no agreements, commitments, or understandings to secure additional financing at this time. Our long-term future growth and success is dependent upon our ability to continue selling our products and services, generate cash from operating activities and obtain additional financing. There is no assurance that we will be able to continue selling our products and services, generate sufficient cash from operations, sell additional shares of common stock or borrow additional funds. Our inability to obtain additional cash could have a material adverse effect on our ability to grow our business to a greater extent than we can with our existing financial resources, also described above.

Expenses required to operate as a public company will reduce funds available to implement our business plan and could negatively affect our stock price and adversely affect our results of operations, cash flow and financial condition.

Operating as a public company is more expensive than operating as a private company, including additional funds required to obtain outside assistance from legal, accounting, investor relations, or other professionals that could be costlier than planned. We may also be required to hire additional staff to comply with additional SEC reporting requirements. We anticipate that the cost of SEC reporting will be approximately $100,000 annually. Our failure to comply with reporting requirements and other provisions of securities laws could negatively affect our stock price and adversely affect our results of operations, cash flow and financial condition. If we fail to meet these requirements, we will be unable to secure a qualification for quotation of our securities on the OTCQB, or if we have secured a qualification, we may lose the qualification and our securities would no longer trade on the OTCQB. Further, if we fail to meet these obligations and consequently fail to satisfy our SEC reporting obligations, investors will then own stock in a company that does not provide the disclosure available in quarterly, annual reports and other required SEC reports that would be otherwise publicly available leading to increased difficulty in selling their stock due to our becoming a non-reporting issuer.

Our common stock trades below $0.01 and has been removed from the OTCQB Tier.

OTC Markets requires, amongst other things, that in order to qualify for OTCQB listings, an issuer have their common stock trade above $0.01 per share. If the bid price closes below $0.01 for 30 consecutive days, an issuer will be notified of their bid price deficiency and has a 90-day cure period, whereby the stock's closing bid price must be greater than $0.01 for 10 consecutive days. On February 5, 2019, we received notice of our bid price deficiency from OTC Markets, giving us until May 6, 2019 to cure the bid price deficiency. Unfortunately, we failed to cure, and our common stock was dropped to the OTCPink tier. This could adversely affect the Company and our ability to raise funds through equity financing as OTCPink listings are generally deemed to have a greater risk. In addition, our shareholders face the risk that in order to cure the bid price deficiency, the Board of Directors may recommend a reverse stock split to the shareholders. As Nicholas Campanella has a majority of the voting rights, such recommendation would likely be affirmed which could result in the risk of greater dilution to the value of our shareholders.

Risks Related to Our Business

We rely on our Chief Executive Officer to operate our business. The loss of our Chief Executive Officer could have a material adverse effect on our business.

Our operations are highly dependent upon the efforts of our Chief Executive Officer, Nicholas Campanella. The success of our Company is heavily reliant upon the efforts and resources of Nicholas Campanella. The loss of our Chief Executive Officer would have a material adverse effect on our business, financial condition, and results of operations, particularly if we are unable to hire or relocate and integrate suitable replacements on a timely basis or at all. Further, in order to continue to grow our business, we will need to expand our senior management team. We may be unable to attract or retain these persons. This could hinder our ability to grow our business and could disrupt our operations or otherwise have a material adverse effect on our business.

We are unable to attract additional management personnel and members to our Board of Directors.

Due to our insolvency and lack of keyman or other insurance policies covering directors and management, we are unable to dedicate any amount of cashflows to executive salaries and/or directors' and officers' insurance, therefore we are unable to attract additional executive personnel or Board Members. Until we can secure, at a minimum directors' and officers' insurance, the executive duties shall remain with our Chief Executive Officer.

Legal action by disgruntled shareholders and former employees may endanger our ability to raise capital for our ongoing projects through our subsidiary interests and may create additional financial risks.

Recently, disgruntled shareholders have filed a derivative suit against the Company which could complicate our ability to secure financing. Specifically, our Rhode Island waste to energy project is being operated through our subsidiary holding, MedRecycler-RI, Inc. and this action could potentially harmed our negotiating position with certain authorities that are required to approve the permanent financing for the project. In addition, a former executive of the Company contacted authorities approving the project, availing their potential legal actions to the negotiation process. These threated and ongoing legal actions could require the Company to provide additional security or to seek alternative means of financing the project altogether that could necessitate a change in the capital structure of the Subsidiary to allow for the placement of permanent financing. Although the Company has sought alternative means of securing permanent financing, due to the financial condition of the Company, we were unable to overcome the lack of creditworthiness as a major factor contributing to the failure to secure permanent financing. The consequences of these threats could negatively affect the outcome of the project, including, but not limited to, potential foreclosure by the bridge financier, which could result in the total loss of the project for the Company and a change in control of the Company. As the financier is not likely willing to operate and maintain an insolvent public company, such foreclosure could result in a bankruptcy and/or total restructuring of the Company In addition, defending any threatened legal action could add additional financial risk to the Company that could result if its bankruptcy and/or total restructuring.

Due to the current debt load of the Company, our credit worthiness may endanger our ability to secure financing.

Given the financial condition of the Company, securing financing for a project such as our waste to energy project has been a very difficult task, as has been the case for most fund-raising efforts for the Company. The current debt load and financial performance of the Company could raise creditworthiness issues in the eyes of potential lenders. The current state of the Company's credit could require the Company to evaluate new corporate and capital structures of our subsidiaries in order to shield our subsidiary interests from the liabilities of the Company. If we fail to present lenders with a credit profile that will meet their standards, large projects, such as our subsidiary project in MedRecycler-RI, Inc. or our solar project in Mexico could fail or require new corporate and or capital restructuring. Given that the Company is already heavily in debt, such failure to secure financing and complete the project could require the Company to file for bankruptcy and encumber all of the assets of the Company.

Due to delays in securing approval, we risk defaulting on substantial debts held by our subsidiary.

Our bridge financing for the Rhode Island waste to energy project comes due in July of 2020. In the event that we are unable to secure permanent financing to pay the balance of principal and accrued interest, we will be in technical default. The holder of the debt, being secured by the project itself, including all equipment and leaseholds, as well as all equity ownership held by our CEO, Nicholas Campanella, in the Company. If the holder of the debt exercises their right to foreclose upon their security interest, they could remove the project in its entirety, including an economic interests, from the Company, and also force a change in control of the Company.

The current ownership has the effect of concentrating voting control with our Chief Executive Officer and his family; this limits our other stockholders' and your ability to influence corporate matters.

Nicholas Campanella currently holds 12,000,000 shares of Series A Preferred Stock. Each share of Series A Preferred Stock is entitled to 125 votes per share. As a result, Nicholas Campanella has 1,500,000,000 voting rights. As a result of this concentration of voting power, Nicholas Campanella will have significant influence over the management and affairs of the Company and control over matters requiring stockholder approval, including the election of directors and significant corporate transactions, such as mergers or other sales of the Company or our assets, for the foreseeable future. This concentration of voting control will limit your ability to influence corporate matters and could adversely affect the market price of our Common Stock once a market is established.

Our director and officer, Nicholas Campanella will control and make corporate decisions that may differ from those that might be made by the other shareholders.

Due to the controlling amount of their share ownership in our Company, Nicholas Campanella will have a significant influence in determining the outcome of all corporate transactions, including the power to prevent or cause a change in control. His interests may differ from the interests of other stockholders and thus result in corporate decisions that are disadvantageous to other shareholders.

Our director and officer, Nicholas Campanella, holds substantial debt that is convertible into common stock, resulting in even greater control over the Company.

Nicholas Campanella holds convertible promissory notes in excess of $600,000, making Nicholas Campanella the largest creditor of the Company. The convertible promissory notes are convertible into common stock at rate of a 50% discount to market. If Nicholas Campanella were to either convert his promissory notes or foreclose upon the limited assets of the Company, we could likely have to file for bankruptcy.

Results of Operations

Three Months Ended June 30, 2020 compared to Three Months Ended June 30, 2019

Revenues: Revenues decreased by $5,832 from $101,923 for the three months ended June 30, 2019 to 96,091 for the three months ended June 30, 2020 as a result of lesser advertising revenues and reduce General Contracting services as the Company migrates away from General Contracting services and towards the development of Green Energy Projects including the sale of Solar powered shelters and other energy related projects that derive income from advertising sources. Advertising revenue declined as a result of a transition to commissioned advertising sales personnel during the quarter. The Company has entered into revenue sharing agreements with the City of Tallahassee, the State of Rhode Island Transportation Authority, and the State of New Jersey, along with others to provide and manage up to approximately 1,700 Solar powered shelters and other related products for a period of up to Ten (10) years that may include providing WiFi Signal Boosters and Advertising in conjunction with the shelters and other related other outdoor related products. Depending upon the timing of installation and advertising revenue generated per shelter and or other advertising-based product, the Company's Revenue may increase materially from this green energy offering. The Company has recently raised capital to build and deploy up to 20 bus shelters in Rhode Island as part of an income sharing arrangement with an investment group. The Company has recently had 20 bus shelters delivered and is in the process of deploying the bus shelters into the marketplace. The Company is currently in discussion with the State of Rhode Island on the specific details related to those bus shelters. The Company is also presently in the process of adding up to 60 bus benches in the City of Tallahassee and has engaged two new commissioned sales individuals to assist the company in increasing its advertising revenues in the City of Tallahassee market place, along with adding improved sales advertising capabilities in an effort to improve advertising utilization. The Company's current Waste to Energy and Durango Solar Farm Project may or may not impact future revenues depending upon the capital structure and other conditions that will be required of the Company by its financing partners and or other regulatory authorities upon closing of its permanent financing for those projects. These items along with other revenue generating opportunities that is under review by the Company may cause dramatic shifts in the Company's comparative revenue profile of the products and services that the Company provides in the future.

Cost of revenues: Cost of revenues decreased $36,562 from $41,422 for the three months ended June 30, 2019 to $4,860 for the three months ended June 30, 2020. The lower cost of revenues was materially due to lower direct costs in General Contracting services as the Company completes its remaining projects under contract. Costs of revenues may shift dramatically depending upon how the Company's comparative revenue profile of the products and services shift in the future.

Operating Expenses: Operating expenses decreased by $11,102 from $478,150 for the three months ended June 30, 2019 to $467,048 for the three months ended June 30, 2020 due materially to decreases in wages, fees, and other general and administrative that were associated with project development costs for the Company's Medical Waste to Energy initiative and other development projects associated with green energy development initiatives that the Company is currently exploring. The Company's Operating Expenses may vary quarter to quarter as a result in upfront development costs for permits, engineering reviews, and other costs associated with the Company's new development projects related to its Medical Waste to Energy project as well as other projects that it is currently reviewing.

Other Expenses: Other Expenses decreased by $108,611 from $288,975 for the three months ended June 30, 2019 to $180,364 for the three months ended June 30, 2020 as a result of lower amounts of interest expense as a result of the issuance of convertible debt and other capital related events. Given the Company's financing requirements in developing its new business models, the Company's other (income) expenses may increase over time as the Company explores the use of additional debt financing.

Net Loss: As a result of the above, including the exclusion of $228,938 in non-controlling interest in the three months ended June 30, 2020, the Net Loss decreased approximately $150,443 from $706,624 for the three months ended June 30, 2019 to $556,181 for the three months ended June 30, 2020.

Results of Operations

Six months Ended June 30, 2020 compared to Six months Ended June 30, 2019

Revenues: Revenues decreased by approximately $43,507 from $210,288 for the six months ended June 30, 2019 to $166,781 for the six months ended June 30, 2020 as a result of lesser advertising revenues and reduce General Contracting services as the Company migrates away from General Contracting services and towards the development of Green Energy Projects including the sale of Solar powered shelters and other energy related projects that derive income from advertising sources. Advertising revenue declined as a result of a transition to commissioned advertising sales personnel during the quarter. The Company has entered into revenue sharing agreements with the City of Tallahassee, the State of Rhode Island Transportation Authority, and the State of New Jersey, along with others to provide and manage up to approximately 1,700 Solar powered shelters and other related products for a period of up to Ten (10) years that may include providing WiFi Signal Boosters and Advertising in conjunction with the shelters and other related other outdoor related products. Depending upon the timing of installation and advertising revenue generated per shelter and or other advertising-based product, the Company's Revenue may increase materially from this green energy offering. The Company has recently raised capital to build and deploy up to 20 bus shelters in Rhode Island as part of an income sharing arrangement with an investment group. The Company has recently had 20 bus shelters delivered and is in the process of deploying the bus shelters into the marketplace. The Company is currently in discussion with the State of Rhode Island on the specific details related to those bus shelters. The Company is also presently in the process of adding up to 60 bus benches in the City of Tallahassee and has engaged two new commissioned sales individuals to assist the company in increasing its advertising revenues in the City of Tallahassee market place, along with adding improved sales advertising capabilities in an effort to improve advertising utilization. The Company's current Waste to Energy and Durango Solar Farm Project may or may not impact future revenues depending upon the capital structure and other conditions that will be required of the Company by its financing partners and or other regulatory authorities upon closing of its permanent financing for those projects. These items along with other revenue generating opportunities that is under review by the Company may cause dramatic shifts in the Company's comparative revenue profile of the products and services that the Company provides in the future.

Cost of revenues: Cost of revenues decreased by approximately $105,275 from $128,415 for the six months ended June 30, 2019 to $23,140 for the six months ended June 30, 2020 as a result of a higher mix of higher margin advertising generated revenues. Costs of revenues may shift dramatically depending upon how the Company's comparative revenue profile of the products and services shift in the future.

Operating Expenses: Operating expenses increased $35,780 from $752,838 for the six months ended June 30, 2019 to $788,618 for the six months ended June 30, 2020 due materially to increases in wages, fees, and other general and administrative that were associated with project development costs for the Company's Medical Waste to Energy initiative and other development projects associated with green energy development initiatives that the Company is currently exploring. The Company's Operating Expenses may vary quarter to quarter as a result in upfront development costs for permits, engineering reviews, and other costs associated with the Company's new development projects related to its Medical Waste to Energy project as well as other projects that it is currently reviewing.

Other Expenses: Other Expenses decreased by $318,392 from $606,366 for the six months ended June 30, 2019 to $287,974 for the six months ended June 30, 2020 as a result of lesser amounts of interest expense from the issuance of convertible debt and other capital related events. Given the Company's financing requirements in developing its new business models, the Company's other (income) expenses may increase over time as the Company explores the use of additional debt financing.

Net Loss: As a result of the above, including the exclusion of $376,274 in non-controlling interest in the six months ended June 30, 2020, the Net Loss decreased approximately $344,380 from $1,277,311 for the six months ended June 30, 2019 to $932,951 for the six months ended June 30, 2020

Continuing Operations, Liquidity and Capital Resources

As of June 30, 2020, we had a working capital deficit of approximately $12,395,886. We intend to seek additional financing for our working capital, in the form of equity or debt, to provide us with the necessary capital to accomplish our plan of operation. There can be no assurance that we will be successful in our efforts to raise additional capital.

During the six months ended June 30, 2020, we used approximately $470,157 in operating activities driven materially from our operating loss offset by non-cash expenses.

During the six months ended June 30, 2020, we used approximately $500,792 for the purchase of furniture and equipment.

During the six months ended June 30, 2020, we received approximately $0 from financing proceeds driven materially from the proceeds of the bridge financing for the Waste to Energy project.

Off-Balance Sheet Arrangements

As of June 30, 2020, we did not have any 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. The term “off-balance sheet arrangement” generally means any transaction, agreement or other contractual arrangement to which an entity unconsolidated with us is a party, under which we have any obligation arising under a guarantee contract, derivative instrument or variable interest or a retained or contingent interest in assets transferred to such entity or similar arrangement that serves as credit, liquidity or market risk support for such assets.

Item 3. Quantitative and Qualitative Disclosures about Market Risk

Not required for smaller reporting companies.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

Our management, under the supervision and with the participation of our Chief Executive Officer and Chief Financial Officer, has reviewed and evaluated the effectiveness of the Company’s disclosure controls and procedures as of June 30, 2020. Based on such review and evaluation, our Chief Executive Officer and Chief Financial Officer concluded that, as of June 30, 2020, the disclosure controls and procedures were not effective to ensure that information required to be disclosed by the Company in the reports that it files or submits under the Exchange Act (a) is recorded, processed, summarized and reported within the time periods specified in the SEC’s rules and forms and (b) is accumulated and communicated to the Company’s management, including its principal executive and principal financial officers, as appropriate to allow timely decisions regarding required disclosure and (c) that the Company’s disclosure controls and procedures were not effective as a result of continuing weaknesses in its internal control over financial reporting principally due to the following:

- The Company has not established adequate financial reporting monitoring activities to mitigate the risk of management override, specifically because there are few employees and only two officers with management functions and therefore there is lack of segregation of duties.

- An outside consultant assists in the preparation of the annual and quarterly financial statements and partners with the Company to ensure compliance with US GAAP and SEC disclosure requirements.

- Outside counsel assists the Company and external attorneys to review and editing of the annual and quarterly filings and to ensure compliance with SEC disclosure requirements.

At such time as the Company raises additional working capital it plans to add staff, initiate training, add additional subject matter expertise in its finance area so that it may improve it processes, policies, procedures, and documentation of its internal control processes.

Changes in Internal Control over Financial Reporting

There were no changes in the Company's internal control over financial reporting identified in connection with the evaluation required by paragraph (d) of Rule 13a-15 or 15d-15 of the Exchange Act that occurred during the fiscal quarter ended June 30, 2020 that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

PART II - OTHER INFORMATION

Item 1. Legal Proceedings

On May 28, 2019, William Singer, our former President and a former Director, filed suit against the Company and our wholly owned subsidiary, Street Smart Outdoor Corp., in Superior Court of New Jersey, Monmouth County, Law Division. Mr. Singer alleges breach of contract and has demanded $450,000.00 in lost wages. The matter is currently pending in Superior Court.

On November 14, 2019, the Company, along with its board and executive, as well as individual service providers were sued under a derivative complaint by James J. Loures, Jr. and Justin Derkack claiming that the Rhode Island Project had been converted by the Board and other parties. The Company has filed a motion to dismiss and currently awaits the ruling of the Court.

On July 30, 2020, the James J. Loures, Jr. filed suit in Superior Court of New Jersey in Monmouth County against the Company and Nicholas Campanella seeking damages for common law fraud, negligent misrepresentation, and quasi-contract-quantum merit. The matter is currently pending in Superior Court.

From time to time the Company is a party to various legal or administrative proceedings arising in the ordinary course of our business. While any litigation contains an element of uncertainty, we have no reason to believe that the outcome of such proceedings will have a material adverse effect on the financial condition or results of operations of the Company.

Currently, the Company is not involved in any other pending or threatened material litigation or other material legal proceedings, nor have we been made aware of any pending or threatened regulatory audits.

There is no material bankruptcy, receivership, or similar proceeding with respect to the Company or any of its significant subsidiaries. However, given the Company's insolvency, there is a high risk that the Company may be forced to file for bankruptcy if the Company is unable to meet its capital requirements in 2019.

The are no proceedings which any director, officer, or affiliate of the Company, any owner of record or beneficially of more than five percent (5%) of any class of voting securities of the Company, or any associate of any such director, officer, affiliate of the Company, or security holder is a party adverse to the Company or any of its subsidiaries or has any material interest adverse to the Company or any of its subsidiaries. However, several shareholders have threatened derivative suit against our Board of Directors. As of the date of this filing, no formal suit has been filed.

There are no administrative or judicial proceedings arising from any federal, state, or local provisions that have been enacted or adopted regulating the discharge of materials into the environment or primary for the purpose of protecting the environment.

In addition, no proceeding or action described in this Item 3 were terminated in the past 12 months.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

Note that all issuances described below represent the number of shares issued at the time of issuance. On October 13, 2017, the Company implemented a reverse stock split at a rate of 1:50, rounding fractional shares up to the nearest whole share. Therefore, any issuance described below that occurred before October 13, 2017 represents pre-reverse stock split numbers.

On or about January 9, 2019, we issued 1,500,000 shares of common stock to one entity pursuant to the conversion of a certain convertible debenture at a conversion price of $0.00292 per share of common stock.

On or about January 15, 2019, we issued 2,000,000 shares of common stock to one entity pursuant to the conversion of a certain convertible debenture at a conversion price of $0.003285 per share of common stock.

On or about January 25, 2019, we issued 2,000,000 shares of common stock to one entity pursuant to the conversion of a certain convertible debenture at a conversion price of $0.0016 per share of common stock.

On or about January 29, 2019, we issued 3,500,000 shares of common stock to one entity pursuant to the conversion of a certain convertible debenture at a conversion price of $0.0018 per share of common stock.

On or about February 6, 2019, we issued 3,750,000 shares of common stock to one entity pursuant to the conversion of a certain convertible debenture at a conversion price of $0.0018 per share of common stock.

On or about February 8, 2019, we issued 3,776,000 shares of common stock to one entity pursuant to the conversion of a certain convertible debenture at a conversion price of $0.0016 per share of common stock.

On or about February 12, 2019, we issued 3,900,000 shares of common stock to one entity pursuant to the conversion of a certain convertible debenture at a conversion price of $0.0018 per share of common stock.

On or about February 22, 2019, we issued 3,776,000 shares of common stock to one entity pursuant to the conversion of a certain convertible debenture at a conversion price of $0.0016 per share of common stock.

On or about February 26, 2019, we issued 4,300,000 shares of common stock to one entity pursuant to the conversion of a certain convertible debenture at a conversion price of $0.0018 per share of common stock.

On or about March 7, 2019, we issued 4,000,000 shares of common stock to one entity pursuant to the conversion of a certain convertible debenture at a conversion price of $0.00168 per share of common stock.

On or about March 11, 2019 we issued 4,700,000 shares of common stock to one entity pursuant to the conversion of a certain convertible debenture at a conversion price of $0.00189 per share of common stock.

On or about March 19, 2019, we issued 5,100,000 shares of common stock to one entity pursuant to the conversion of a certain convertible debenture at a conversion price of $0.00168 per share of common stock.

On or about March 27, 2019, we issued 5,438,000 shares of common stock to one entity pursuant to the conversion of a certain convertible debenture at a conversion price of $0.0014 per share of common stock.

On or about March 26, 2019, we issued 5,400,000 shares of common stock to one entity pursuant to the conversion of a certain convertible debenture at a conversion price of $0.004720741 per share of common stock.

On or about April 9, 2019, we issued 5,900,000 shares of common stock to one entity pursuant to the conversion of a certain convertible debenture at a conversion price of $0.00144 per share of common stock.

On or about April 16, 2019, we issued 6,000,000 shares of common stock to one entity pursuant to the conversion of a certain convertible debenture at a conversion price of $0.00144 per share of common stock.

On or about April 26, 2019, we issued 5,978,800 shares of common stock to one entity pursuant to the conversion of a certain convertible debenture at a conversion price of $0.001280023 per share of common stock.

On or about May 1, 2019, we issued 5,978,800 shares of common stock to one entity pursuant to the conversion of a certain convertible debenture at a conversion price of $0.00132 per share of common stock.

On or about May 1, 2019, we issued 6,700,000 shares of common stock to one entity pursuant to the conversion of a certain convertible debenture at a conversion price of $0.001485075 per share of common stock.

On or about May 6, 2019, we issued 6,871,000 shares of common stock to one entity pursuant to the conversion of a certain convertible debenture at a conversion price of $0.001 per share of common stock.

On or about May 8, 2019, we issued 7,700,000 shares of common stock to one entity pursuant to the conversion of a certain convertible debenture at a conversion price of $0.001035065 per share of common stock.

On or about May 9, 2019, we issued 7,846,500 shares of common stock to one entity pursuant to the conversion of a certain convertible debenture at a conversion price of $0.000920028 per share of common stock.

On or about May 21, 2019, we issued 8,622,300 shares of common stock to one entity pursuant to the conversion of a certain convertible debenture at a conversion price of $0.001239924 per share of common stock.

On or about May 21, 2019, we issued 8,400,000 shares of common stock to one entity pursuant to the conversion of a certain convertible debenture at a conversion price of $0.0009 per share of common stock.

On or about May 30, 2019, we issued 9,300,000 shares of common stock to one entity pursuant to the conversion of a certain convertible debenture at a conversion price of $0.0009 per share of common stock.

On or about May 31, 2019, we issued 9,471,700 shares of common stock to one entity pursuant to the conversion of a certain convertible debenture at a conversion price of $0.000800068 per share of common stock.

On or about June 5, 2019, we issued 10,000,000 shares of common stock to one entity pursuant to the conversion of a certain convertible debenture at a conversion price of $0.000855 per share of common stock.

On or about June 5, 2019, we issued 10,408,400 shares of common stock to one entity pursuant to the conversion of a certain convertible debenture at a conversion price of $0.000759963 per share of common stock.

On or about June 12, 2019, we issued 5,618,833 shares of common stock to one entity pursuant to the conversion of a certain convertible debenture at a conversion price of $0.0007199 per share of common stock.

On or about June 13, 2019, we issued 11,200,000 shares of common stock to one entity pursuant to the conversion of a certain convertible debenture at a conversion price of $0.00072 per share of common stock.

On or about June 14, 2019, we issued 11,985,594 shares of common stock to one entity pursuant to the conversion of a certain convertible debenture at a conversion price of $0.000640018 per share of common stock.

On or about June 20, 2019, we issued 12,600,000 shares of common stock to one entity pursuant to the conversion of a certain convertible debenture at a conversion price of $0.000495 per share of common stock.

On or about June 25, 2019, we issued 13,200,000 shares of common stock to one entity pursuant to the conversion of a certain convertible debenture at a conversion price of $0.000495 per share of common stock.

On or about July 1, 2019, we issued 13,800,000 shares of common stock to one entity pursuant to the conversion of a certain convertible debenture at a conversion price of $0.000495 per share of common stock.

On or about July 9, 2019, we issued 14,500,000 shares of common stock to one entity pursuant to the conversion of a certain convertible debenture at a conversion price of $0.000495034 per share of common stock.

On or about July 11, 2019, we issued 15,200,000 shares of common stock to one entity pursuant to the conversion of a certain convertible debenture at a conversion price of $0.000495 per share of common stock.

On or about July 17, 2019, we issued 16,000,000 shares of common stock to one entity pursuant to the conversion of a certain convertible debenture at a conversion price of $0.00045 per share of common stock.

On or about July 22, 2019, we issued 16,800,000 shares of common stock to one entity pursuant to the conversion of a certain convertible debenture at a conversion price of $0.00045 per share of common stock.

On or about July 30, 2019, we issued 17,600,000 shares of common stock to one entity pursuant to the conversion of a certain convertible debenture at a conversion price of $0.00045 per share of common stock.

On or about August 7, 2019, we issued 18,400,000 shares of common stock to one entity pursuant to the conversion of a certain convertible debenture at a conversion price of $0.00045 per share of common stock.

On or about August 13, 2019, we issued 19,300,000 shares of common stock to one entity pursuant to the conversion of a certain convertible debenture at a conversion price of $0.00045 per share of common stock.

On or about August 28, 2019, we issued 20,000,000 shares of common stock to one entity pursuant to the conversion of a certain convertible debenture at a conversion price of $0.00018 per share of common stock.

On or about September 6, 2019, we issued 21,300,000 shares of common stock to one entity pursuant to the conversion of a certain convertible debenture at a conversion price of $0.000135 per share of common stock.

On or about September 11, 2019, we issued 22,300,000 shares of common stock to one entity pursuant to the conversion of a certain convertible debenture at a conversion price of $0.000135 per share of common stock.

On or about September 19, 2019, we issued 15,190,000 shares of common stock to one entity pursuant to the conversion of a certain convertible debenture at a conversion price of $0.000135 per share of common stock.

On or about October 2, 2019, we issued 24,200,000 shares of common stock to one entity pursuant to the conversion of a certain convertible debenture at a conversion price of $0.00009 per share of common stock.

On or about October 7, 2019, we issued 25,300,000 shares of common stock to one entity pursuant to the conversion of a certain convertible debenture at a conversion price of $0.00018 per share of common stock.

On or about October 8, 2019, we issued 26,500,000 shares of common stock to one entity pursuant to the conversion of a certain convertible debenture at a conversion price of $0.00018 per share of common stock.

On or about October 15, 2019, we issued 27,321,556 shares of common stock to one entity pursuant to the conversion of a certain convertible debenture at a conversion price of $0.00018 per share of common stock.

On or about November 19, 2019, we issued 29,805,700 shares of common stock to one entity pursuant to a cashless exercise of a warrant, with an exercise price of $0.00009 per share of common stock.

On or about December 12, 2019, we issued 31,293,000 shares of common stock to one entity pursuant to a cashless exercise of a warrant, with an exercise price of $0.00009 per share of common stock.

On or about December 19, 2019, we issued 32,854,600 shares of common stock to one entity pursuant to a cashless exercise of a warrant, with an exercise price of $0.00009 per share of common stock.

On or about December 26, 2019, we issued 34,494,000 shares of common stock to one entity pursuant to a cashless exercise of a warrant, with an exercise price of $0.00009 per share of common stock. The issuances of the above shares of common stock were exempt from the registration requirements of Section 5 of the Securities Act of 1933 (the "Act") pursuant to Section 4(a)(2) thereto as isolated transactions not involving a public offering. Following the issuances and as of the date of this filing, the Registrant has a total of 966,501,700 shares of common stock issued and outstanding.

All the offers and sales of securities listed above were made to accredited investors. The issuance of the above securities is exempt from the registration requirements under Rule 4(2) of the Securities Act of 1933, as amended, and/or Rule 506 as promulgated under Regulation D.

The issuances of the above shares of common stock were exempt from the registration requirements of Section 5 of the Securities Act of 1933 (the "Act") pursuant to Section 4(a)(2) thereto as isolated transactions not involving a public offering. Following the issuances and as of the November 1, 2019, the Registrant has a total of 597,310,180 shares of common stock issued and outstanding.

All the offers and sales of securities listed above were made to accredited investors. The issuance of the above securities is exempt from the registration requirements under Rule 4(2) of the Securities Act of 1933, as amended, and/or Rule 506 as promulgated under Regulation D.

Item 3. Defaults Upon Senior Securities

None.

Item 5. Other Information

(a) Not applicable.

(b) During the quarter ended June 30, 2020, there have not been any material changes to the procedures by which security holders may recommend nominees to the Board of Directors.

Item 6. Exhibits

Exhibit Number	Description of Exhibit
31.1	Certification of the Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of the Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certification of the Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2	Certification of the Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS	XBRL Instance
101.SCH	XBRL Taxonomy Extension Schema
101.CAL	XBRL Taxonomy Extension Calculation
101.DEF	XBRL Taxonomy Extension Definition
101.LAB	XBRL Taxonomy Extension Labels
101.PRE	XBRL Taxonomy Extension Presentation

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.

Sun Pacific Holding Corp.

Date: August 19, 2020

By: */s/ Nicholas Campanella*

Nicholas Campanella
Chief Executive Officer and Chief Financial Officer (principal executive officer, principal accounting officer and principal financial officer)

Exhibit 31.1

CERTIFICATIONS

I, Nicholas Campanella, certify that:

1. I have reviewed this quarterly report on Form 10-Q for the quarter ended June 30, 2020 of Sun Pacific Holding Corp.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 19, 2020

/s/ Nicholas Campanella

Nicholas Campanella
Chief Executive Officer
(principal executive officer)

Exhibit 31.2

CERTIFICATIONS

I, Nicholas Campanella, certify that:

1. I have reviewed this quarterly report on Form 10-Q for the quarter ended June 30, 2020 of Sun Pacific Holding Corp.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 19, 2020

/s/ Nicholas Campanella

Nicholas Campanella
Chief Financial Officer and Principal Officer)

Exhibit 32.1

CERTIFICATION
PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the quarterly report of Sun Pacific Holding Corp. (the "Company") on Form 10-Q for the period ended June 30, 2020, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Nicholas Campanella, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to my knowledge:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

August 19, 2020	*/s/ Nicholas Campanella*
	Nicholas Campanella Chief Executive Officer (principal executive officer)

Exhibit 32.2

CERTIFICATION
PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the quarterly report of Sun Pacific Holding Corp. (the "Company") on Form 10-Q for the period ended June 30, 2020 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Nicholas Campanella, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to my knowledge:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

August 19, 2020

/s/ Nicholas Campanella
Nicholas Campanella
Chief Financial Officer
(principal financial officer)