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

FORM 10-K/A
(Amendment No. 2)

(Mark One)

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

For the fiscal year ended December 31, 2019

[ ] 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 000-55785

Sun Pacific Holding Corp
(Exact name of registrant as specified in its charter)

New Jersey (State or other jurisdiction of incorporation or organization)	90-1119774 (I.R.S. Employer Identification No.)

345 Highway 9 South, Suite 388
Manalapan NJ 07726
(Address of principal executive offices)

Registrant's telephone number, including area code: **(732) 845-0906**

Securities registered pursuant to Section 12(b) of the Act: None

Securities registered pursuant to Section 12(g) of the Exchange Act:
Common Stock, $.0001 par value per share
(Title of class)

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act [ ] Yes [X] No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. [ ] Yes [X] No

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

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

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

Large Accelerated filer [ ]	Accelerated filer [ ]
Non-accelerated filer [ ] (do not check if 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. [ ]

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (Section 229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's Knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. [X] Yes [ ] No

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

As of June 30, 2019, the last business day of the Registrant's most recently completed fiscal year, the market value of our common stock held by non-affiliates was **$317,051** which is based on the closing price of such common equity, as of the last practical business day of the registrant's most recently completed fiscal year of **$0013**.

The number of shares of the Registrant's common stock, $0.0001 par value per share, outstanding as of May 12, 2020 was 966,501,700.

EXPLANATORY NOTE

This Amendment No. 2 on Form 10 K/A (the “Amendment”) amends the Annual Report on Form 10-K (the “2019 Form 10-K”) of Sun Pacific Holding Corp. (the “Company”) for the fiscal year ended December 31, 2019 (the “2019 Fiscal Year”), as filed with the Securities and Exchange Commission (the “SEC”) on May 20, 2020 and as amended on December 7, 2020. We are filing this Amendment to amend Part II of the 2019 Form 10-K to include information required by and not included in Part II of the 2019 Form 10-K because it was unintentionally omitted.

In addition, the Exhibit Index in Item 15 of Part IV of the 2019 Form 10-K is hereby restated in its entirety and currently dated certifications required under Section 302 of the Sarbanes-Oxley Act of 2002 are filed as exhibits to this Amendment No. 2. Because no financial statements are contained within this Amendment No. 2, we are not filing currently dated certifications pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

Except as described above, no other changes have been made to the 2019 Form 10-K. The 2019 Form 10-K continues to speak as of the date of the 2019 Form 10-K, and we have not updated the disclosures contained therein to reflect any events which occurred at a date subsequent to the filing of the 2019 Form 10-K other than as expressly indicated in this Amendment.

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GENERAL INFORMATION

PART II

Item 5. Market for Registrant’s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

Market Information

The high and low per share closing sales prices of the Company’s stock on the OTC Markets (ticker symbol: SNPW) for each quarter for the years ended December 31, 2019 and 2018 were as follows:

Quarter Ended	High	Low
March 31, 2018	0.138	0.12
June 30, 2018	0.0635	0.0575
September 31, 2018	0.0325	0.0275
December 31, 2018	0.0145	0.0106
March 31, 2019	0.0038	0.0155
June 30, 2019	0.0012	0.0059
September 31, 2019	0.0004	0.0017
December 31, 2019	0.0007	0.0068

Holders of our Common Stock

As of May 19, 2020, there were approximately 569 stockholders of record of our common stock. This number does not include shares held by brokerage clearing houses, depositories or others in unregistered form. The stock transfer agent for our securities is VStock Transfer.

Dividend Policy

We have never paid dividends on our Common Stock and intend to continue this policy for the foreseeable future. We plan to retain earnings for use in growing our business base. Any future determination to pay dividends will be at the discretion of our Board of Directors and will be dependent on our results of operations, financial condition, contractual and legal restrictions and any other factors deemed by the management and the Board to be a priority requirement of the business.

Our Series C Preferred Stock holders were to be paid 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. As of today’s date, no dividend payments have been made. 275,000 shares of Series C Preferred Stock were originally issued as Series B Preferred Stock of Sun Pacific Holding Corp. and all dividend payments have ceased, leaving only accrued payments due.

Securities Authorized for Issuance Under Equity Compensation Plans

The Company has not adopted an equity compensation plan.

Unregistered Sales of Equity Securities

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.

Repurchases of Equity Securities

We repurchased no shares of our Common Stock during the year ended December 31, 2019.

Item 7. 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-K, 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.

Organizational 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. We provide 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 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 would be for up to $80 million in capital to build a 40 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. 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.

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 $8,725,000.00 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. 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.

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 a portion of 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 alone, we will 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 $8,500,000 to complete the build out of phase one for the facility and $17,200,000 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.

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 $8,342,437 and a working capital deficit of $10,491,807 as of December 31, 2019. 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.

Critical Accounting Policies and Estimates

Our significant accounting policies are more fully described in the notes to our consolidated financial statements. Those material accounting estimates that we believe are the most critical to an investor's understanding of our financial results and condition are discussed immediately below and are particularly important to the portrayal of our financial position and results of operations and require the application of significant judgment by our management to determine the appropriate assumptions to be used in the determination of certain estimates.

<u>Use of estimates in the preparation of financial statements</u>

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.

<u>Consolidation</u>

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.

<u>Cash and cash equivalents</u>

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. The Federal Deposit Insurance Corporation (FDIC) provided insurance coverage of up to $250,000, per depositor, per institution. At December 31, 2019, none of the Company's cash balances were in excess of federally insured limits with the exception of $1,161,388 of cash balances 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.

<u>Accounts Receivable</u>

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 $22,835 and $145,055 as of December 31, 2019 and 2018, respectively.

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

During the year ended December 31, 2019, the Company made deposits of approximately $5,000,000 pursuant to a purchase of equipment costing approximately $7,200,000. We are currently estimating a commence of operations in late summer to early fall of 2020 at MedRecycler-RI, Inc.’s West Warwick, Rhode Island facility.

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 accrued expenses due to related parties approximate fair value due to their short-term nature. The Company’s long-term debt approximates fair value based on prevailing market rates.

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 December 31, 2019 and 2018, $651,828 and $0, respectively, is included in proprerty plant and equipment.

Capitalized Interest

During the year ended December 31, 2019, the Company incurred total interest costs of $1,025,926, of which, $651,828 was capitalized and included in property and equipment as of December 31, 2019.

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 December 31, 2019 and 2018, 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.

Revenue recognition

100% of the Company’s revenue for the years ended December 31, 2019 and 2018 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 are as follows:

	2019	2018
Outdoor Advertising Shelter Revenues	$ 150,636	$ 276,591
Contracting Service Revenues	150,097	308,059
	$ 300,733	$ 584,650

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 Year ended December 31, 2019 and 2018, 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 years ended December 31, 2019 and 2018, all potential shares have been excluded from the calculation of diluted loss per share because their impact was anti-dilutive.

Results of Operations for the Year Ended December 31, 2019 as Compared to the Year Ended December 31, 2018

Revenues

During the year ended December 31, 2019, revenues decreased by $283,917, from $584,650 for the year ended December 31, 2018 to $300,733 in 2019, 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 State of Rhode Island is also exploring options of purchasing those bus shelters from the Company. 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

During the year ended December 31, 2019, cost of revenues decreased by $96,596, from $311,492 for the year ended December 31, 2018 to $214,896 in 2019, 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

During the year ended December 31, 2019, operating expenses decreased by $268,527, from $1,569,796 for the year ended December 31, 2018 to $1,301,269 in 2019 due materially to decreases in wages, fees, and other general and administrative expenses 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

During the year ended December 31, 2019, Other Expenses increased by $115,370 from $478,843 for the year ended December 31, 2018 to $594,213 in 2019 as a result of greater 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, Net Loss increased $34,164 from $1,775,481 for the year ended December 31, 2018 to $1,809,645 in 2019.

Liquidity and Capital Resources

Net Working Capital

We have, since inception, financed operations and capital expenditures through the sale of stock and convertible notes and debt. Our immediate sources of liquidity include cash and cash equivalents, accounts receivable, and unbilled receivables.

At December 31, 2019, we had a net working capital deficit of approximately $10,491,807 compared to $2,866,603 at December 31, 2018. We relied on temporary financing for the MedRecycler project and proceeds from advertising project financing in 2019. We relied on proceeds from the sale of common stock, convertible promissory notes and advances from related parties throughout fiscal 2018.

We must successfully execute our business plan to increase profitability in order to achieve positive cash flows to sustain adequate liquidity without requiring additional funds from external sources to meet minimum operating requirements. We may need to raise additional capital to fund our operations and there can be no assurance that additional capital will be available on acceptable terms or at all.

Generally, the Company has insufficient capital to maintain operations. Cashflows from operations of the Company and all its subsidiary holdings will not sustain the Company's operations, let alone its filing requirements, unless there is substantial influx of cash flow through either debt and/or equity financing.

Cash Flows from Operating Activities

Cash provided by operating activities provides an indication of our ability to generate sufficient cash flow from our recurring business activities. Fixed costs such as labor, direct materials, and office rent represent a significant portion of the Company's continuing operating costs.

For the year ended December 31, 2019, net cash used in operations was approximately $550,010 driven primarily by current year operating loss, offset primarily by non-cash expenses for the amortization of debt discounts, loss on settlement of convertible debt, as well as increases in accrued officer compensation and accrued expenses.

For the year ended December 31, 2018, net cash used in operations was approximately $758,069 driven by current year operating loss, offset primarily by non-cash expenses for the loss on settlement of accrued officer compensation, accrued expenses, an increase in accounts payable, and loss on the conversion of debt.

Cash Flows from Investing Activities

For the year ended December 31, 2019, the Company invested approximately $5.7 million in its MedRecycler project, consisting of $538,242 of equipment purchases and deposits n equipment of $5,682,329, offset by $42,000 in proceeds from the sale of vehicles.

For the year ended December 31, 2018, no cash was provided by investing activities.

Cash Flows from Financing Activities

Cash provided by (used in) financing activities provides an indication of our debt financing and proceeds from capital raise transactions.

For the year ended December 31, 2019, cash provided by financing activities was approximately $8,445,588, primarily from the temporary financing for the MedRecycler project of $8,453,624, and the issuance of convertible debt of $200,000, offset by the repayment of convertible debt of $150,000 and vehicles loans of $60,667.

For the year ended December 31, 2018, cash provided by financing activities was approximately $707,181 from the sale of common stock, sale of convertible notes, project financing obligations, and advances from officers, offset by repayments of vehicle loans.

In the short term, we must raise additional capital through debt or equity financing to support our business operations and grow our business. Over the long term, we must successfully execute our growth plans to increase profitable revenue and income streams to generate positive cash flows to sustain adequate liquidity without impairing growth initiatives or requiring the infusion of additional funds from external sources to meet minimum operating requirements. We may need to raise additional capital to fund our operations and there can be no assurance that additional capital will be available on acceptable terms or at all.

Off-Balance Sheet Arrangements

We have no off-balance sheet financing arrangements.

Contractual Obligations

Not required of smaller reporting companies.

Item 8. Financial Statements and Supplementary Data

Our consolidated financial statements and notes thereto and the report of our independent registered public accounting firm, are set forth on pages F-1 through F-18 of this report.

Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

None.

Item 9A. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

The Company's management is responsible for establishing and maintaining adequate disclosure controls and procedures for the Company. 3As of the end of the period covered by this Annual Report, our Chief Executive Officer and Chief Financial Officer performed an evaluation of the effectiveness of our disclosure controls and procedures as defined in Rules 13a-15(e) and 15d-15(e) of the Exchange Act. Based on the evaluation and the identification of the material weaknesses in internal control over financial reporting described below, our Chief Executive Officer and Chief Financial Officer concluded that, as of December 31, 2019, the Company's disclosure controls and procedures were not effective.

Management's Report on Internal Control over Financial Reporting

Pursuant to Rule 13a-15(c) under the Securities Exchange Act of 1934, as amended ("Exchange Act"), the Company carried out an evaluation, with the participation of the Company's management, including the Company's Chief Executive Officer and Chief Financial Officer of the effectiveness of the Company's internal control over financial reporting as of the end of the period covered by this report , using the criteria established in Internal Control - Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission. The term "internal control over financial reporting", as defined under Rule 13a-15(f) under the Exchange Act, means a process designed by, or under the supervision of, the issuer's principal executive officer and principal financial officers, or persons performing similar functions, and effected by issuer's board of directors, management and other personnel, 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 and includes those policies and procedures that: (1) pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of the assets of the issuer; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the issuer are being made only in accordance with authorizations of management and directors of the issuer; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the issuer's assets that could have a material effect on the financial statements. Based upon the evaluation of the internal control over financial reporting at the end of the period covered by this report, the Company's Chief Executive Officer and Chief Financial Officer concluded that the Company's internal control over financial reporting were not effective as a result of continuing weaknesses 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 one 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 in the 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 have been no changes in our internal control over financial reporting that occurred during our last fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Item 9B. Other Information

None.

PART IV

Item 15. Exhibits, Financial Statement Schedules

Exhibit Number	Description of Exhibit	Filed
31.1	Certification of the Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.	Herein
31.2	Certification of the Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.	Herein
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 Power Corp.
Date: 12/17/2020	By: */s/ Nicholas Campanella* Name: Nicholas Campanella Title: Chairman of the Board of Directors, & Chief Executive Officer (Principal Executive Officer)
Date: 12/17/2020	By: */s/ Nicholas Campanella* Name: Nicholas Campanella Title: Chief Financial Officer (Principal Financial and Accounting Officer)

In accordance with the Exchange Act, this report has been signed below by the following persons on December 17, 2020 on behalf of the registrant and in the capacities indicated.

Signature	**Title**
/s/ Nicholas Campanella Nicholas Campanella	Chairman of the Board of Directors, Chief Executive Officer, & Chief Financial Officer (Principal Executive Officer) (Principal Financial and Accounting Officer)
/s/ Vincent Randazzo Vincent Randazzo	Director

EXHIBIT 31.1

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

I, Nicholas Campanella, Chief Executive Officer, certify that:

1. I have reviewed this amended annual report on Form 10-K/A of Sun Pacific Holding Corp.;

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

3. Based on my knowledge, the financial statements, and other financial information included in this annual 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 annual report;

4. The registrant's other certifying officers 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 controls 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 annual 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 annual period that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting;

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

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

Date: December 17, 2020

/s/ Nicholas Campanella

Nicholas Campanella
Chief Executive Officer
(Principal Executive Officer)

EXHIBIT 31.2

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

I, Nicholas Campanella, Chief Financial Officer, certify that:

1. I have reviewed this amended annual report on Form 10-K/A of Sun Pacific Holding Corp.;

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

3. Based on my knowledge, the financial statements, and other financial information included in this annual 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 annual report;

4. The registrant's other certifying officers 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 controls 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 annual 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 annual period that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting;

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

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

Date: December 17, 2020

/s/ Nicholas Campanella

Nicholas Campanella
Chief Financial Officer
(Principal Financial and Accounting Officer)