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

FORM 10-Q

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

For the quarterly period ended June 30, 2022.

☐ **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: 000-56111

INTERNATIONAL LAND ALLIANCE, INC.
(Exact name of registrant as specified in its charter)

Wyoming	**46-3752361**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

350 10th Avenue, Suite 1000, San Diego, California 92101
(Address of principal executive offices) (Zip Code)

(877) 661-4811
(Registrant's telephone number, including area code)

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

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 every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (Sec.232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes X No ☐

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

Large-accelerated filer	☐	Accelerated filer	☐
Non-accelerated filer	X	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 whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No X

As of August 15, 2022, the registrant had 36,138,029 shares of common stock, $0.001 par value per share, outstanding.

TABLE OF CONTENTS

PART I — FINANCIAL INFORMATION

Item 1. Financial Statements

INTERNATIONAL LAND ALLIANCE, INC.
CONSOLIDATED BALANCE SHEETS

	June 30, 2022 (unaudited)	December 31, 2021 (audited)
ASSETS		
Current assets		
Cash	$ 5,534	$ 56,590
Accounts Receivable	327,289	314,090
Prepaid and other current assets	202,672	251,665
Total current assets	535,495	622,345
Land	203,419	203,419
Land Held for Sale	647,399	647,399
Buildings, net	889,948	915,884
Furniture and equipment, net	2,146	2,682
Construction in Process	1,168,355	852,020
Note receivable	100,000	100,000
Accrued interest on note receivable	7,180	3,234
Equity-method investment	2,329,737	2,511,830
Total assets	$ 5,883,679	$ 5,858,813
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities		
Accounts payable and accrued liabilities	$ 1,587,511	$ 1,656,533
Contract liability	330,433	126,663
Deposits	20,000	20,000
Promissory notes, net of debt discounts	2,097,316	102,762
Promissory notes, net of debt discounts– Related Parties	986,447	834,984
Total current liabilities	5,021,707	2,740,942
Promissory notes, net of current portion	-	1,735,538
Total liabilities	5,021,707	4,476,480
Commitments and Contingencies (Note 9)		
Preferred Stock Series B (Temporary Equity)	293,500	293,500
Stockholders' equity		
Preferred stock; $0.001 par value; 2,000,000 shares authorized; 28,000 Series A shares issued and outstanding as of June 30, 2022, and December 31, 2021	28	28
1,000 Series B shares issued and outstanding as of June 30, 2022, and December 31, 2021	1	1
Common stock; $0.001 par value; 150,000,000 shares authorized; 36,138,029 and 31,849,327 shares issued and outstanding as of June 30, 2022, and December 31, 2021, respectively	36,139	31,850
Additional paid-in capital	18,589,351	15,760,772
Accumulated deficit	(18,057,047)	(14,703,818)
Total stockholders' equity	568,472	1,088,833
Total liabilities and stockholders' equity	$ 5,883,679	$ 5,858,813

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

INTERNATIONAL LAND ALLIANCE, INC.
CONSOLIDATED STATEMENTS OF OPERATIONS
(unaudited)

	For the three months ended		For the six months ended	
	June 30, 2022	June 30, 2021	June 30, 2022	June 30, 2021
Revenues and lease income	$ 16,973	$ 8,340	$ 33,946	$ 17,559
Cost of revenues	-	-	-	-
Gross profit	16,973	8,340	33,946	17,559
Operating expenses				
Sales and marketing	772,405	1,198,300	802,683	1,215,200
General and administrative expenses	739,801	649,398	2,073,747	1,420,245

Total operating expenses	1,512,206	1,847,698	2,876,430	2,635,445
Loss from operations	(1,495,233)	(1,839,358)	(2,842,484)	(2,617,886)
Other income (expense)				
Other income (expense)	536	2,499	536	(8,377)
Income (loss) from equity-method investment	(140,989)	6,942	(182,093)	6,942
Interest expense	(224,821)	(144,913)	(329,188)	(345,992)
Total other expense	(365,274)	(135,472)	(510,745)	(347,427)
Net loss	$ (1,860,507)	$ (1,974,830)	$ (3,353,229)	$ (2,965,313)
Loss per common share - basic and diluted	$ (0.05)	$ (0.08)	$ (0.10)	$ (0.12)
Weighted average common shares outstanding - basic and diluted	35,452,918	25,975,729	34,164,313	24,743,583

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

INTERNATIONAL LAND ALLIANCE, INC.
CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY
For the Three and Six Months Ended June 30, 2022, and 2021
(unaudited)

For the Three and Six Months Ended June 30, 2022

	Series A Preferred Stock		Series B Preferred Stock		Common Stock		Additional Paid-in	Accumulated	Total Stockholders'
	Shares	Amount	Shares	Amount	Shares	Amount	Capital	Deficit	Equity
Balance, December 31, 2021	28,000	$ 28	1,000	$ 1	31,849,327	$ 31,850	$ 15,760,772	$ (14,703,818)	$ 1,088,833
Common shares issued pursuant to promissory notes	-	-	-	-	450,000	450	201,825	-	202,275
Common stock issued for option exercise	-	-	-	-	600,000	600	-	-	600
Common stock issued for consulting services	-	-	-	-	814,714	815	446,463	-	447,278
Stock-based compensation	-	-	-	-	-	-	871,688	-	871,688
Warrants issued in connection with debt financing	-	-	-	-	-	-	159,664	-	159,664
Dividend on Series B Preferred	-	-	-	-	-	-	(15,000)	-	(15,000)
Net loss	-	-	-	-	-	-	-	(1,492,722)	(1,492,722)
Balance, March 31, 2022	28,000	$ 28	1,000	$ 1	33,714,041	$ 33,715	$ 17,425,412	$ (16,196,540)	$ 1,262,616
Common stock issued with Finders' Fee agreement	-	-	-	-	88,988	89	40,401	-	40,490
Common stock issued for option exercise	-	-	-	-	700,000	700	-	-	700
Common stock issued for consulting services	-	-	-	-	1,635,000	1,635	728,250	-	729,885
Dividend on Series Preferred	-	-	-	-	-	-	(15,000)	-	(15,000)
Stock-based compensation	-	-	-	-	-	-	410,288	-	410,288
Net loss	-	-	-	-	-	-	-	(1,860,507)	(1,860,507)
Balance, June 30, 2022	**28,000**	**$ 28**	**1,000**	**$ 1**	**36,138,029**	**$ 36,139**	**$ 18,589,351**	**$ (18,057,047)**	**$ 568,472**

For the Three and Six Months Ended June 30, 2021

	Series A Preferred Stock		Series B Preferred Stock		Common Stock		Additional Paid-in	Stock	Accumulated	Total Stockholders' (Deficit)
	Shares	Amount	Shares	Amount	Shares	Amount	Capital	payable	Deficit	Equity
Balance, December 31, 2020	**28,000**	**$ 28**	**1,000**	**$ 1**	**23,230,654**	**$ 23,231**	**$ 8,705,620**	**$ (289,044)**	**$ (9,641,756)**	**$ (1,201,920)**
Common stock issued with debt settlement	-	-	-	-	118,000	118	84,480	(75,628)	-	8,970
Commitment shares issued	-	-	-	-	85,000	85	130,815	-	-	130,900
Common stock issued against accrued interest due to related party	-	-	-	-	29,727	30	10,969	-	-	10,999
Common stock to be issued for cash	-	-	-	-	-	-	-	45,000	-	45,000
Common stock issued from plot sale	-	-	-	-	100,000	100	32,412	(32,512)	-	-
Common stock granted for services	-	-	-	-	-	-	(315,288)	315,288	-	-
Stock-based compensation	-	-	-	-	-	-	67,380	280,000	-	347,380
Dividend on Series Preferred	-	-	-	-	-	-	(15,000)	-	-	(15,000)
Net loss	-	-	-	-	-	-	-	-	(990,483)	(990,483)
Balance, March 31, 2021	**28,000**	**$ 28**	**1,000**	**$ 1**	**23,563,381**	**$ 23,564**	**$ 8,701,388**	**$ 243,104**	**$ (10,632,239)**	**$ (1,664,154)**
Common stock issued with plot purchase	-	-	-	-	70,000	70	29,451	-	-	29,521
Common stock issued for warrant and option exercise	-	-	-	-	1,160,000	1,160	98,840	-	-	100,000
Common stock issued with equity-method investment	-	-	-	-	3,000,000	3,000	2,577,000	-	-	2,580,000
Common stock issued for cash	-	-	-	-	140,000	140	64,860	(45,000)	-	20,000
Common stock issued pursuant to consulting agreements	-	-	-	-	395,946	396	538,712	(280,000)	-	259,108
Dividend on Series Preferred	-	-	-	-	-	-	(15,000)	-	-	(15,000)
Stock-based compensation	-	-	-	-	-	-	1,307,078	-	-	1,307,078
Net loss	-	-	-	-	-	-	-	-	(1,974,830)	(1,974,830)

Balance, June 30, 2021	28,000	$ 28	1,000	$ 1	28,329,327	$ 28,330	$ 13,302,329	$ (81,896)	$ (12,607,069)	$ 641,723

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

INTERNATIONAL LAND ALLIANCE, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

	For the six months ended	
	June 30, 2022	June 30, 2021
Cash Flows from Operating Activities		
Net loss	$ (3,353,229)	$ (2,965,313)
Adjustments to reconcile net loss to net cash used in operating activities:		
Stock based compensation	1,281,976	1,922,536
Fair value equity securities issued for services	1,177,163	-
Loss on debt extinguishment	-	10,876
Depreciation and amortization	26,472	23,387
Loss (Income) from equity-method investment	182,093	(6,942)
Amortization of debt discount	144,935	136,975
Expenses paid by related party	-	25,462
Changes in assets and liabilities		
Accounts Receivable	(13,199)	-
Prepaid and other current assets	48,993	124,580
Accounts payable and accrued liabilities	(25,219)	215,444
Other non-current assets	-	(39)
Accrued interest on note receivable	(3,946)	-
Contract liability	203,770	30,000
Deposits	-	117,980
Net cash used in operating activities	(330,191)	(365,054)
Cash Flows from Investing Activities		
Equity-method investee acquisition	-	(100,000)
Building and Construction in Progress payments	(316,335)	(171,259)
Net cash used in investing activities	(316,335)	(271,259)
Cash Flows from Financing Activities		
Common stock, warrants and options sold for cash	-	65,000
Common stock issued from options exercise	1,300	-
Common stock, warrants and plots promised for cash, net	-	100,000
Cash payments on promissory notes- related party	(192,244)	(152,543)
Cash payments on promissory notes	(51,128)	(593,196)
Cash proceeds from convertible notes	522,500	288,874
Cash proceeds from promissory notes- related party	315,042	563,112
Cash proceeds from refinancing	-	368,736
Net cash provided by financing activities	595,470	639,983
Net (decrease) increase in Cash	(51,056)	3,670
Cash, beginning of period	56,590	13,171
Cash, end of period	$ 5,534	$ 16,841
Supplemental disclosure of cash flow information		
Cash paid for interest	$ 75,858	$ 75,513
Cash paid for income tax	$ -	$ -
Non-Cash investing and financing transactions		
Dividend on Series B	$ 30,000	$ 30,000
Debt discount from issuance of promissory notes	$ 93,700	$ -
Common stock issued for finder’s fee agreement	$ 40,490	$ -
Debt discount created from warrants embedded in financing	$ 159,664	$ -
Corporate expenses paid by related party note	$ 28,665	$ -
Shares issued with debt modification	$ -	$ 8,970
Cancellation of previously issued common stock	$ -	$ 315,288
Interest on notes paid by related party	$ -	$ 11,067
Construction in progress paid by related party	$ -	$ 84,614
Common stock issued as consideration for equity-method investee	$ -	$ 2,580,000
Commitment shares issued with convertible note	$ 202,275	$ 130,900
Common stock issued in settlement of related party accrued interest on note	$ -	$ 10,999

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

NOTE 1 – NATURE OF OPERATIONS AND GOING CONCERN

Nature of Operations

International Land Alliance, Inc. (the "Company") was incorporated under the laws of the State of Wyoming on September 26, 2013. The Company is a residential land development company with target properties located in the Baja California, Northern region of Mexico and Southern California. The Company's principal activities are purchasing properties, obtaining zoning and other entitlements required to subdivide the properties into residential and commercial building plots, securing financing for the purchase of the plots, improving the properties infrastructure and amenities, and selling the plots to homebuyers, retirees, investors, and commercial developers.

Certain information and note disclosures included in the financial statements prepared in accordance with United States generally accepted accounting principles ("U.S. GAAP" or "GAAP") have been condensed or omitted pursuant to such rules and regulations. In the opinion of management, all adjustments considered necessary for a fair presentation have been included. Operating results for the six months ended June 30, 2022, are not necessarily indicative of the results that may be expected for the year ending December 31, 2022. For further information, refer to the audited financial statements and notes for the year ended December 31, 2021, included in the Company's Annual Report on Form 10-K filed with the SEC on April 15, 2022.

Liquidity and Going Concern

The accompanying consolidated unaudited financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities and commitments in the normal course of business.

Management evaluated all relevant conditions and events that are reasonably known or reasonably knowable, in the aggregate, as of the date the consolidated financial statements were available to be issued and determined that substantial doubt exists about the Company's ability to continue as a going concern. The Company's ability to continue as a going concern is dependent on the Company's ability to generate revenues and raise capital. The Company has faced significant liquidity shortages as shown in the accompanying financial statements. As of June 30, 2022, the Company's current liabilities exceeded its current assets by approximately $4.5 million. The Company has recorded a net loss of $3,353,229 for the six months ended June 30, 2022, has an accumulated deficit of approximately $18.1 million as of June 30, 2022. Net cash used in operating activities for the six months ended June 30, 2022, was approximately $330,200. These factors raise substantial doubt about the Company's ability to continue as a going concern.

The Company continues to raise additional capital through debt and equity in order to fund its operations, which may have the effect of potentially diluting the holdings of existing shareholders.

Management anticipates that the Company's capital resources will significantly improve if its plots of land gain wider market recognition and acceptance resulting in increased plot sales. If the Company is not successful with its marketing efforts to increase sales, the Company will continue to experience a shortfall in cash, and it will be necessary to obtain funds through equity or debt financing in sufficient amounts or to further reduce its operating expenses in a manner to avoid the need to curtail its future operations subsequent to June 30, 2022. The direct impact of these conditions is not fully known.

However, there can be no assurance that the Company would be able to secure additional funds if needed and that if such funds were available on commercially reasonable terms or in the necessary amounts, and whether the terms or conditions would be acceptable to the Company. In such case, the reduction in operating expenses might need to be substantial in order for the Company to generate positive cash flow to sustain the operations of the Company. (See Note 11 regarding subsequent events).

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The Company maintains its accounting records on an accrual basis in accordance with GAAP. These consolidated financial statements are presented in United States dollars. The accompanying unaudited consolidated financial statements have been prepared in accordance with the instructions to Form 10-Q. All adjustments which are, in the opinion of management, necessary for a fair presentation of the results of operations for the interim periods have been made and are of a recurring nature unless otherwise disclosed herein.

Principles of Consolidation

The accompanying consolidated financial statements include the accounts of the Company, its wholly owned subsidiaries, ILA Fund I, LLC (the "ILA Fund"), a company incorporated in the State of Wyoming, International Land Alliance, S.A. de C.V., a company incorporated in Mexico ("ILA Mexico"), and Emerald Grove Estates LLC, incorporated in the State of California. ILA Fund includes cash as its only assets with minimal expenses as of June 30, 2022. The sole purpose of this entity is strategic funding for the operations of the Company. ILA Mexico has plots held for sale for the Oasis Park Resort, no liabilities, and minimal expenses as of June 30, 2022. All intercompany balances and transactions are eliminated in consolidation.

The Company's consolidated subsidiaries and/or entities were as follows:

Name of Consolidated Subsidiary or Entity	State or Other Jurisdiction of Incorporation or Organization	Attributable Interest
ILA Fund I, LLC	Wyoming	100%
International Land Alliance, S.A. de C.V. (ILA Mexico)	Mexico	100%
Emerald Grove Estates, LLC	California	100%
Plaza Bajamar LLC	Wyoming	100%
Plaza Valle Divino, LLC	Wyoming	100%

Investments - Equity Method

The Company accounts for equity method investments at cost, adjusted for the Company's share of the investee's earnings or losses, which are reflected in the consolidated statements of operations. The Company periodically reviews the investments for other than temporary declines in fair value below cost and more frequently when events or changes in circumstances indicate that the carrying value of an asset may not be recoverable. As of June 30, 2022, management believes the carrying value of its equity method investments were recoverable in all material respects.

Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Management regularly evaluates estimates and assumptions related to the valuation of assets and liabilities. Management bases its estimates and assumptions on current facts, historical experience and various other factors that it believes to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities and the accrual of costs and expenses that are not readily apparent from other sources. The actual results experienced by the Company may differ materially and adversely from management's estimates. To the extent there are material differences between the estimates and the actual results, future results of operations will be affected. Significant estimates include:

- Liability for legal contingencies.

- Useful life of buildings.
- Assumptions used in valuing equity instruments.
- Deferred income taxes and related valuation allowances.
- Going concern.
- Assessment of long-lived asset for impairment.
- Significant influence or control over the Company's investee.
- Revenue recognition

Segment Reporting

The Company operates as one reportable segment under ASC 280, Segment Reporting. The Chief Operating Decision Maker ("CODM") regularly reviews the financial information of the Company at a consolidated level in deciding how to allocate resources and in assessing performances.

Cash and Cash Equivalents

The Company considers all highly liquid instruments with maturity of three months or less at the time of issuance to be cash equivalents. The Company did not have any cash equivalents as of June 30, 2022, and December 31, 2021, respectively.

Fair Value of Financial Instruments and Fair Value Measurements

Accounting Standards Codification ("ASC") 820 *Fair Value Measurements and Disclosures,* requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. ASC 820 establishes a fair value hierarchy based on the level of independent, objective evidence surrounding the inputs used to measure fair value. A financial instrument's categorization within the fair value hierarchy is based upon the lowest level of input that is significant to the fair value measurement. ASC 820 prioritizes the inputs into three levels that may be used to measure fair value:

Level 1

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

Level 2

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

Level 3

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

As defined by ASC 820, the fair value of a financial instrument is the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale, which was further clarified as the price that would be received to sell an asset or paid to transfer a liability ("an exit price") in an orderly transaction between market participants at the measurement date.

The reported fair values for financial instruments that use Level 2 and Level 3 inputs to determine fair value are based on a variety of factors and assumptions. Accordingly, certain fair values may not represent actual values of the Company's financial instruments that could have been realized as of any balance sheet dates presented or that will be recognized in the future, and do not include expenses that could be incurred in an actual settlement.

The carrying amounts of the Company's financial assets and liabilities, such as cash, accounts receivable, prepaid, and other current assets, accounts payable and accrued liabilities, contracts liability, deposits, promissory notes, net of debt discounts and promissory notes related party approximate fair value due to their relatively short maturities. Equity-method investment is recorded at cost, which approximates its fair value since the consideration transferred includes cash and a non-monetary transaction, in the form of the Company's common stock, which was valued based on a combination of a market and asset approach.

Cost Capitalization

The cost of buildings and improvements includes the purchase price of the property, legal fees, and other acquisition costs. Costs directly related to planning, developing, initial leasing and constructing a property are capitalized and classified as Buildings in the Consolidated Balance Sheets. Capitalized development costs include interest, property taxes, insurance, and other direct project costs incurred during the period of development.

A variety of costs are incurred in the acquisition, development, and leasing of properties. After determination is made to capitalize a cost, it is allocated to the specific component of a project that is benefited. Determination of when a development project is substantially complete, and capitalization must cease, involves a degree of judgment. Our capitalization policy on development properties is guided by *ASC 835-20 Interest – Capitalization of Interest* and ASC 970 *Real Estate - General*. The costs of land and buildings under development include specifically identifiable costs. The capitalized costs include pre-construction costs essential to the development of the property, development costs, construction costs, interest costs, real estate taxes, salaries and related costs and other costs incurred during the period of development. We consider a construction project as substantially completed and held available for occupancy or sale upon the receipt of certificates of occupancy, but no later than one year from cessation of major construction activity. We cease capitalization on the portion (1) substantially completed and (2) occupied or held available for occupancy, and we capitalize only those costs associated with the portion under construction.

Land Held for Sale

The Company considers properties to be assets held for sale when (1) management commits to a plan to sell the property; (2) the property is available for immediate sale in its present condition and (3) the property is actively being marketed for sale at a price that is reasonable given the estimate of current market value. Upon designation of a property as an asset held for sale, we record the property's value at the lower of its carrying value or its estimated net realizable value**.**

Land and Buildings

Land and buildings are stated at cost. Depreciation is provided by the use of the straight-line and accelerated methods for financial and tax reporting purposes, respectively, over the estimated useful lives of the assets. Buildings will have an estimated useful life of 20 years. Land is an indefinite lived asset that is stated at fair value at date of acquisition.

Revenue Recognition

Under ASC Topic 606, revenue is recognized when control of the promised goods or services is transferred to our customers, in an amount that reflects the consideration we expect to be entitled to in exchange for those goods or services. The guidance sets forth a five-step revenue recognition model. The underlying principle of the standard is that a business or other organization will recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects what it expects to receive in exchange for the goods or services. The standard also requires more detailed disclosures and provides additional guidance for transactions that were not addressed completely in the prior accounting guidance.

The Company determines revenue recognition through the following steps:

- Identification of the agreement or agreements with a buyer and/or investor.
- Identification of the performance obligations in the agreement(s) for the sale of plots including the delivering title to the property being acquired from ILA.
- Determination of the transaction price.
- Allocation of the transaction price to the plots purchased when issued with equity or warrants to purchase equity in the Company; and
- Recognition of revenue when, or as, we satisfy a performance obligation such as the transfer of control of the plots.

Revenue is measured based on considerations specified in the agreements with our customers. A contract exists when it becomes a legally enforceable agreement with a customer. The contract is based on either the acceptance of standard terms and conditions as stated in our agreement of plot sales or the execution of terms and conditions contracts with third parties and investors. These contracts define each party's rights, payment terms and other contractual terms and conditions of the sale. Consideration was historically paid prior to transfer of title as stated above and in future land sales, the Company plans to transfer title to buyers at the time consideration has been transferred if the acquisition of the property has been completed by the Company. The Company applies judgment in determining the customer's ability and intention to pay; however, collection risk is mitigated through collecting payment in advance or through escrow arrangements. A performance obligation is a promise in a contract or agreement to transfer a distinct product or item to the customer, which for us is transfer of title to our buyers. Performance obligations promised in a contract are identified based on the property that will be transferred to the customer that are both capable of being distinct and are distinct in the context of the contract, whereby the transfer of the property is separately identifiable from other promises in the contract. We have concluded that the existing contracts only have one single performance obligation identified as the transfer of control of the property to the buyer, since the delivery of the title is merely seen as a protective right. Currently, upon execution of each contract, the Company has not developed sufficient controls and procedures to provide reasonable assurance that collection of the consideration, which the Company is entitled to, is probable. The Company has recognized $15,000 and $30,000 of revenue from the seller's financed contracts for deed in the three and six months ended June 30, 2022, respectively. The Company currently retains title of the underlying asset under each contract until the customer pays the consideration in full. Management considers the retention of title as merely a protective right, which would potentially not disallow revenue recognition for the full consideration to which the Company is entitled.

The transaction price of a contract is allocated to each distinct performance obligation and recognized as revenue when or as the customer receives the benefit of the performance obligation. The transaction price is determined based on the consideration to which we will expect to receive in exchange for transferring title to the customer.

The Company recognizes revenue when it satisfies a performance obligation in a contract by transferring control over property to a customer. The Company's principal activities in the real estate development industry which it generates its revenues is the sale of developed and undeveloped land.

Advertising costs

The Company expenses advertising costs when incurred. Advertising costs incurred amounted to $802,683 and $39,200 for the six months ended June 30, 2022, and 2021, respectively.

Debt issuance costs and debt discounts

Debt issuance costs and debt discounts are being amortized over the lives of the related financings on a basis that approximates the effective interest method. Costs and discounts are presented as a reduction of the related debt in the accompanying consolidated balance sheets.

Stock-Based Compensation

The fair value of stock options is estimated on the grant date using the Black-Scholes option pricing model, based on weighted average assumptions. Expected volatility is based on historical volatility of our common stock. The Company has elected to use the simplified method described in the Securities and Exchange Commission Staff Accounting Bulletin Topic 14C to estimate the expected term of employee stock options. The risk-free rate is based on the U.S. Treasury yield curve in effect at the time of grant. The value of stock awards is determined using the fair value of the Company's common stock on the date of grant. The Company accounts for forfeitures as they occur. Any compensation cost previously recognized for an unvested award that is forfeited because of a failure to satisfy a service condition is reversed in the period of the forfeiture. Compensation expense is recognized on a straight-line basis over the requisite service period of the award. Stock-based compensation includes the fair value of options, warrants and restricted stocks issued to employees, directors, and non-employees.

On February 11, 2019, the Company's Board of Directors approved a 2019 equity incentive Plan (the "2019 Plan"). In order for the 2019 plan to grant "qualified stock options" to employees, it requires approval by the Company's shareholders within 12 months from the date of the 2019 Plan. The 2019 Plan was never approved by the shareholders. Therefore, any options granted under the 2019 Plan prior to shareholders' approval will be "non-qualified". Pursuant to the 2019 Plan, the Company has reserved a total of 3,000,000 shares of the Company's common stock under the Plan. The Company has a total of 2,150,000 options issued and outstanding under the 2019 Plan as of June 30, 2022.

On August 26, 2020, the Company's Board of Directors approved the 2020 Equity Plan (the "2020 Plan"). The Company has reserved a total of 3,000,000 shares of the Company's authorized common stock for issuance under the 2020 equity plan. The 2020 Equity Plan enables the Company's board of directors to provide equity-based incentives through grants of awards to the Company's present and future employees, directors, consultants, and other third-party service providers. The Company has a total of 1,700,000 options issued and outstanding under the 2020 plan as of June 30, 2022.

Income Taxes

The Company accounts for income taxes using the asset and liability method in accordance with ASC 740, *Income Taxes*. The asset and liability method provide that deferred tax assets and liabilities are recognized for the expected future tax consequences of temporary differences between the financial reporting and tax basis of assets and liabilities, and for operating loss and tax credit carry forwards. Deferred tax assets and liabilities are measured using the currently enacted tax rates and laws. The Company records a valuation allowance to reduce deferred tax assets to the amount that is believed more likely than not to be realized.

When tax returns are filed, it is highly certain that some positions taken would be sustained upon examination by the taxing authorities, while others are subject to uncertainty about the merits of the position taken or the amount of the position that would be ultimately sustained. In accordance with the guidance of ASC 740, the benefit of a tax position is recognized in the financial statements in the period during which, based on all available evidence, management believes it is more likely than not that the position will be sustained upon examination, including the resolution of appeals or litigation processes, if any. Tax positions taken are not offset or aggregated with other positions. Tax positions that meet the more-likely-than-not recognition threshold are measured as the largest amount of tax benefit that is more than 50 percent likely of being realized upon settlement with the applicable taxing authority. The portion of the benefits associated with tax positions taken that exceeds the amount measured as described above should be reflected as a liability for unrecognized tax benefits in the accompanying balance sheets along with any associated interest and penalties that would be payable to the taxing authorities upon examination. Management makes estimates and judgments about our future taxable income that are based on assumptions that are consistent with our plans and estimates. Should the actual amounts differ from our estimates, the amount of our valuation allowance could be materially impacted. Any adjustment to the deferred tax asset valuation allowance would be recorded in the income statement for the periods in which the adjustment is determined to be required. Management does not believe that it has taken any positions that would require the recording of any additional tax liability, nor does it believe that there are any unrealized tax benefits that would either increase or decrease within the next year.

Loss Per Share

The Company computes loss per share in accordance with ASC 260 – *Earnings per Share*. ASC 260 requires presentation of both basic and diluted earnings per share ("EPS") on the face of the consolidated statements of operations. Basic EPS is computed by dividing net loss available to common shareholders (numerator) by the weighted average number of shares outstanding (denominator) during the period. Diluted EPS gives effect to all dilutive potential common shares outstanding during the period using the treasury stock method and convertible notes payable using the if-converted method. Diluted EPS excludes all dilutive potential shares if their effect is antidilutive. During periods of net loss, all common stock equivalents are excluded from the diluted EPS calculation because they are antidilutive.

Securities that are excluded from the calculation of weighted average dilutive common shares because their inclusion would have been antidilutive are:

	For the six months ended June 30, 2022	For the six months ended June 30, 2021
Options	3,850,000	2,900,000
Warrants	3,867,500	200,000
Total potentially dilutive shares	7,717,500	3,100,000

Concentration of Credit Risk

The Company maintains its cash in bank and financial institution deposits that at times may exceed federally insured limits. The Company has not experienced any losses in such accounts through June 30, 2022.

Reclassification

Certain reclassifications have been made to prior year's data to confirm to the current year's presentation. Such reclassifications had no impact on the Company's financial condition, operating results, cash flows or stockholders' deficit.

Recent Accounting Pronouncements

Not Yet Adopted Accounting Standards:

In March of 2022, the FASB issued ASU 2022-01, Derivatives and Hedging (Topic 815), Fair Value Hedging - Portfolio Layer Method. The amendments in this Update amend the guidance in ASU 2017-12 relating to the "last-of-layer" method and rename the method as the "portfolio layer" method. It expands the scope of existing guidance so that entities can apply the portfolio layer method to portfolios of all financial assets, including both prepayable and non-prepayable financial assets. Additionally, the standard expands the current model to explicitly allow entities to designate multiple layers in a single portfolio as individual hedged items. This allows a larger portion of the interest rate risk associated with such a portfolio to be hedged. The Update is effective for fiscal years beginning after December 15, 2022, with early adoption permitted in any interim period after its issuance. The Company has not yet adopted this Update.

In June 2016, the FASB issued ASU No. 2016-13, *Financial Instruments—Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments.* ASU 2016-13 provides guidance for estimating credit losses on certain types of financial instruments, including trade receivables, by introducing an approach based on expected losses. The expected loss approach will require entities to incorporate considerations of historical information, current information and reasonable and supportable forecasts. The guidance requires a modified retrospective transition method and early adoption is permitted. In November 2019, FASB issued ASU No. 2019-10, *Financial Instruments – Credit Losses, Derivatives and Hedging, and Leases* ("ASU 2019-10"), which defers the adoption of ASU 2016-13 for smaller reporting companies until periods beginning after December 15, 2022. The Company has not yet adopted ASU 2016-13 and will continue to evaluate the impact of ASU 2016-13 on its consolidated financial statements.

Adopted Accounting Standards:

In August 2020, the FASB issued ASU No. 2020-06 ("ASU 2020-06") "Debt-Debt with Conversion and Other Options (Subtopic 470-20) and Derivatives and Hedging-Contracts in Entity's Own Equity (Subtopic 815-40): Accounting for Convertible Instruments and Contracts in an Entity's Own Equity." ASU 2020-06 simplifies the accounting for convertible instruments by reducing the number of accounting models for convertible debt instruments and convertible preferred stock. Limiting the accounting models results in fewer embedded conversion features being separately recognized from the host contract as compared with current GAAP. Convertible instruments that continue to be subject to separation models are (1) those with embedded conversion features that are not clearly and closely related to the host contract, that meet the definition of a derivative, and that do not qualify for a scope exception from derivative accounting and (2) convertible debt instruments issued with substantial premiums for which the premiums are recorded as paid-in capital. In addition, ASU 2020-06 amends the guidance for the derivatives scope exception for contracts in an entity's own equity to reduce form-over-substance-based accounting conclusions. The amendments also affect the diluted EPS calculation for instruments that may be settled in cash or shares and for convertible instruments. The amendments are effective for public entities excluding smaller reporting companies for fiscal years beginning after December 15, 2021, including interim periods within those fiscal years. For all other entities, the amendments are effective for fiscal years beginning after December 15, 2023, including interim periods within those fiscal years. Early adoption is permitted, but no earlier than fiscal years beginning after December 15, 2020, including interim periods. The Company adopted the new standard on January 1, 2022, which did not result in a material impact on the Company's consolidated results of operations, financial position, and cash flows.

In February 2016, the FASB issued ASU 2016-02 (Topic 842), Leases, and issued subsequent amendments to the initial guidance or implementation guidance including ASU 2017-13, 2018-01, 2018-10, 2018-11, 2018-20 and 2019-01 (collectively, including ASU 2016-02, "ASC 842"), which supersedes the guidance in topic ASC 840, Leases. The new standard requires lessees to classify leases as either finance or operating based on whether or not the lease is effectively a financed purchase by the lessee. This classification will determine whether related expenses are recognized based on the effective interest method or on a straight-line basis over the term of the lease. For any leases with a term of greater than 12 months, ASU 2016-02 requires lessees to recognize a lease liability for the obligation to make the lease payments arising from a lease, and a right-of-use asset for the right to use the underlying asset for the lease term. An election can be made to account for leases with a term of 12 months or less similar to existing guidance for operating leases under ASC 840.

The new standard will also require new disclosures, including qualitative and quantitative requirements, providing additional information about the amounts recorded in the financial statements. For emerging growth companies such as the Company, ASU No. 2016-02 is effective for financial statements issued for fiscal years beginning after December 15, 2021. Early adoption is permitted.

The new standard will also require new disclosures, including qualitative and quantitative requirements, providing additional information about the amounts recorded in the financial statements. For public companies, the new standard is effective for interim and annual reporting periods beginning after December 15, 2018. The Company adopted the new standard on January 1, 2022, which did not result in a material impact on the Company's consolidated results of operations, financial position, and cash flows, as the Company has no material leases.

In June 2016, the FASB issued ASU No. 2016-13, *Financial Instruments—Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments.* ASU 2016-13 provides guidance for estimating credit losses on certain types of financial instruments, including trade receivables, by introducing an approach based on expected losses. The expected loss approach will require entities to incorporate considerations of historical information, current information and reasonable and supportable forecasts. The guidance requires a modified retrospective transition method and early adoption is permitted. In November 2019, FASB issued ASU No. 2019-10, *Financial Instruments – Credit Losses, Derivatives and Hedging, and Leases* ("ASU 2019-10"), which defers the adoption of ASU 2016-13 for smaller reporting companies until periods beginning after December 15, 2022. The Company has not yet adopted ASU 2016-13 and will continue to evaluate the impact of ASU 2016-13 on its consolidated financial statements.

There were no other new accounting standards that had a material impact on the Company's consolidated financial statements during the six-month period ended June 30, 2022, and there were no other new accounting standards or pronouncements that were issued but not yet effective as of June 20, 2022, that the Company expects to have a material impact on its consolidated financial statements.

NOTE 3 – ASSET PURCHASE AND TITLE TRANSFER

Emerald Grove Asset Purchase

On July 30, 2018, Jason Sunstein, the Chief Financial Officer, entered into a Residential Purchase Agreement) to acquire real property located in Hemet, California, which included approximately 80 acres of land and a structure for $1.1 million from an unrelated seller. The property includes the main parcel of land with an existing structure along with three additional parcels of land which are vacant plots to be used for the purpose of development "vacant plots". The purpose of the transaction was as an investment in real property to be assigned to the Company subsequent to acquisition. The property was acquired by Mr. Sunstein since it was required that the seller transfer the property for consideration to an individual versus a separate legal entity. On March 18, 2019, Mr. Sunstein assigned the deed of the property to the Company. The total of the consideration plus acquisition costs assets of $1,122,050 was allocated to land and building in the following amounts: $271,225 – Land; $850,826 – Building. The land is an indefinite long-lived asset that was assessed for impairment as a grouped asset with the building on a periodic basis. The Company completed the refinancing of its existing first and second mortgage loans on the 80 acres of land and existing structure of its Emerald Grove property for aggregate principal amount of $1,787,000, which provided a net funding of approximately $387,000 during the first fiscal quarter of 2021.

On September 30, 2019, the Company entered into a contract for deed agreement with Integra Green whose principal is also a creditor. Under the agreement the Company agreed to the sale of 20 acres of vacant land and associated improvements located at the Emerald Grove property in Hemet, California for a total purchase price of $630,000. $63,000 was paid upon execution and the balance is payable in a balloon payment on October 1, 2026, with interest only payments of $3,780 due on the 1st of each month beginning April 1, 2020. During the duration of the agreement the Company retains title and is allowed to encumber the property with a mortgage at its discretion, however Integra Green has the right to use the property. The Company may also evict Integra Green from the premises in the case of default under the agreement.

During the year ended December 31, 2021, the Company received an additional $149,980 related to the purchase and recognized $496,797 of revenue related to the sale of 20 acres of vacant land and associated improvements located at the Emerald Grove property in Hemet, California, to Integra Green.

During the six months ended June 30, 2022, the Company recognized $30,000 of interest income from the financing component of the lot sale to Integra green as well as the coupon on the financed amount. Such amount is reported as revenue and lease income in the Company's consolidated statement of operations for the three and six months ended June 30, 2022.

Oasis Park Title Transfer

On June 18, 2019, Baja Residents Club SA de CV ("BRC"), a related party with common ownership and control by our CEO, Robert Valdes, transferred title to the Company for the Oasis Park property which was part of a previously held land project consisting of 497 acres to be acquired and developed into Oasis Park resort near San Felipe, Baja. ILA recorded the property held for sale on its balance sheet in the amount of $670,000 and accordingly reduced the value as plots are sold. As of June 30, 2022, the Company reported a balance for assets held for sale of $647,399.

The Company transferred title to individual plots of land to the investors since the Company received this approval of change in transfer of title to ILA.

During the six months ended June 30, 2022, the Company did not enter into any new contract to sell plots of land.

During the year ended December 31, 2021, the Company sold three (3) lots to an affiliate of a related party of the Company for a total purchase price of $120,000, of which $19,500 was funded as of December 31, 2021. The affiliate funded an additional $22,470 in the six months ended June 30, 2022, for aggregate amount funded since inception of $41,970 or approximately 35% of the purchase price as of June 30, 2022. The amount funded was recorded and reported under contract liability in the Company's consolidated financial statements as of June 30, 2022, as the collectability criterion for the existence of a contract was not deemed to be sufficiently satisfied to qualify for recognition of revenue pursuant to ASC 606.

NOTE 4 – LAND, BUILDING, NET AND CONSTRUCTION IN PROCESS

Land, buildings, net and construction in process as of June 30, 2022, and December 31, 2021:

	Useful life	June 30, 2022	December 31, 2021
Land – Emerald Grove		$ 203,419	$ 203,419
Land held for sale – Oasis Park		$ 647,399	$ 647,399
Construction in Process (Divino – Bajamar)		$ 1,168,355	$ 852,020
Furniture & equipment	5 years	$ 2,146	$ 2,682
Building – Emerald Grove	20 years	$ 1,048,138	$ 1,048,138
Less: Accumulated depreciation		(158,190)	(132,254)
Building, net		$ 889,948	$ 915,884

Depreciation expense was $26,472 and $23,387 for the six months ended June 30, 2022, and 2021, respectively.

Valle Divino

The Valle Divino is the Company's premier wine country development project in Ensenada, Baja California. This land project consists of 20 acres to be acquired from Baja Residents Club, a Company controlled by our Chief Executive Officer and developed into Valle Divino resort. The acquisition of title to the land for this project is subject to approval from the Mexican government in Baja, California. The Company broke ground of the Valle Divino development in July 2020 and has commenced site preparation for two model homes including a 1-bedroom and 2- bedroom option. The first Phase of the development includes 187 homes. This development will also have innovative microgrid solutions by our partner to power the model home and amenities.

The Company funded the construction by an additional $97,000 during the six months ended June 30, 2022. The construction contractor is also an entity controlled by our Chief Executive Officer. Construction began during the year ended December 31, 2020. The total of construction in process for Valle Divino was $453,275 and $356,275 as of June 30, 2022, and December 31, 2021, respectively.

As of June 30, 2022, the Company almost completed construction of the club house, the wine tasting room and sales office in anticipation of beginning site tours. As of June 30, 2022, the Company has presold 13 units, proceeds of which were recorded under contract liability in the Company's consolidated financial statements, since the Company has not met the criteria for the existence of a contract pursuant to ASC 606.

Plaza Bajamar

This project is located within the internationally renowned Bajamar Ocean Front Hotel and golf resort. The Company partnered with Clean Spark to provide sustainable, advanced solar-plus-storage power solutions. The Company has completed a 2BR/2BA model home, an enhanced entrance, and interior roads as well as site preparation for four (4) new homes adjacent to the model home. The Company is moving to the next stage, which will provide all units in the property with solar microgrid installations.

In November and December 2019, $250,000 was paid to the Company's Chief Executive Officer, Roberto Valdes, $ 150,000 for constructing of two model Villas at our planned Plaza Bajamar development. The Company has not yet taken title to this property, which is currently owned by Valdeland, S.A. de C.V., an entity controlled by Roberto Valdes. The Company intends to purchase the land from this entity and has paid $100,000 to Roberto Valdes as a down payment for this purchase. The $150,000 is the total construction cost budget that is intended to cover the construction contractor. For the year ended December 31, 2020, the Company has issued the 250,000 shares of the Company's common stock for total amount of $150,000 reported under Prepaid and other current assets in the consolidated balance sheets.

The Company funded the construction by an additional $189,300 during the six months ended June 30, 2022. The construction contractor is also an entity controlled by Roberto Valdes. Construction began during the year ended December 31, 2020. The balance of construction in process for Plaza Bajamar totaled $608,447 and $419,147 as of June 30, 2022, and December 31, 2021, respectively.

During the six months ended June 30, 2022, the Company sold six (6) house construction for total consideration of $1.4 million, of which $181,300 was funded as of June 30, 2022. The funded amount was reported under contract liability in the consolidated balance sheet as of June 30, 2022.

NOTE 5 – RELATED PARTY TRANSACTIONS

Chief Executive Officer – Roberto Valdes

Effective January 1, 2020, the Company executed an employment agreement with its Chief Executive Officer.

The Company has paid $11,561 of salary to its Chief Executive Officer for the six months ended June 30, 2022. The Company has accrued $66,076 of compensation costs in relation to the employment agreement for the six months ended June 30, 2022. The balance owed is $319,978 and $265,463 as of June 30, 2022, and December 31, 2021, respectively.

On October 2, 2021, the Company issued 500,000 stock options under the 2019 Plan with an exercise price of $0.50, vesting six months after issuance with a term of 5 years for estimated fair value of $270,000. These options have fully vested as of June 30, 2022. The Company recognized approximately $135,000 of stock-based compensation related to these stock options during the six months ended June 30, 2022.

Chief Financial Officer – Jason Sunstein

Effective January 1, 2020, the Company executed an employment agreement with its Chief Financial Officer.

The Company paid its Chief Financial Officer salary compensation for services directly related to continued operations of $20,000 for the six months ended June 30, 2022. The Company has accrued $66,076 of compensation cost in relation to the employment agreement for the six months ended June 30, 2022. The balance owed is $220,281 and $174,205 as of June 30, 2022, and December 31, 2021, respectively.

On October 2, 2021, the Company issued 500,000 stock options under the 2019 Plan with an exercise price of $0.50, vesting six months after issuance with a term of 5 years for estimated fair value of $270,000. These options have fully vested as of June 30, 2022. The Company recognized approximately $135,000 of stock-based compensation related to these stock options during the six months ended June 30, 2022.

The Company's Chief Financial Officer is also the managing member of Six Twenty Management LLC, an entity that has been providing ongoing capital support to the Company (See Note 7).

The Company's Chief Financial Officer also facilitated the Emerald Grove asset purchase as described in Note 3.

President – Frank Ingrande

In May 2021, the Company executed an employment agreement with its President. The Company paid its President, a total amount of compensation of $20,000 for the six months ended June 30, 2022. The Company has accrued $66,076 of compensation cost in relation to the employment agreement for the six months ended June 30, 2022. The balance owed is $107,807 and $61,731 as of June 30, 2022, and December 31, 2021, respectively.

Frank Ingrande is the co-founder and owner of 25% of the Company's equity-method investee RCVD.

NOTE 6 – NOTES PAYABLE

Promissory notes consisted of the following at June 30, 2022, and December 31, 2021:

	June 30, 2022	December 31, 2021
Cash Call Note payable, due August 2020 - past maturity/settled	$ 24,785	$ 24,785
Christopher Elder Note payable, 18% interest, due March 2020 - past maturity	1,500	1,500
Christopher Elder Note Payable, 15% interest, due March 2021 - past maturity	76,477	76,477
Redwood Trust Note payable, 12% interest, due February 2023	1,787,000	1,787,000
Sixth Street Lending Note payable, 10% interest, due February 2023	69,720	-
Mast Hill Note payable, 12% interest, due March 2023	250,000	-
Blue Lake Note payable, 12% interest, due March 2023	250,000	-
Total Notes Payable	$ 2,459,482	$ 1,889,762
Less discounts	(362,166)	(51,462)
Total Notes Payable	2,097,316	1,838,300
Less current portion	(2,097,316)	(102,762)
Total Notes Payable - long term	$ -	$ 1,735,538

Interest expense including amortization of the associated debt discount for the six months ended June 30, 2022, and 2021, was $178,355 and $136,975, respectively.

Redwood Trust

On January 21, 2021, the Company refinanced its existing first and second mortgage loans on the 80 acres of land and the structure located at Sycamore Road in Hemet, California for aggregate amount of $1,787,000, carrying coupon at twelve (12) percent, payable in monthly interest installments of $17,870 starting on September 1st, 2021, and continuing monthly thereafter until maturity on February 1st, 2023, at which time all sums of principal and interest then remaining unpaid shall be due and payable. The balloon payment promissory note is secured by deed of trust. Upon execution, the Company paid $53,610 of loan origination fees, presented as debt discount in the consolidated balance sheets, and prepaid six (6) months of interest only installments totaling $107,220, presented as Prepaid and other current assets in the consolidated balance sheets. The total amount of prepaid interest has been fully recognized as interest expense during the year ended December 31, 2021. The refinanced amount paid off the first and second mortgage loans with a net funding to the Company of approximately $387,000, net of finders' fees. There has been no repayment of principal during the six months ended June 30, 2022. The Company paid an aggregate amount of $71,480 in interest and the balance of accrued interest amounts to $36,520 as of June 30, 2022.

Promissory Notes

Cash Call, Inc.

On March 19, 2018, the Company issued a promissory note to Cash Call, Inc. for $75,000 of cash consideration. The note bears interest at 94%, matures on August 1, 2020. The Company also recorded a $7,500 debt discount due to origination fees due at the beginning of the note. On December 12, 2019, the loan and outstanding interest was settled for $52,493. As a result of the settlement, the Company recorded a gain on settlement of debt of $64,075 for the year ended December 31, 2019. The Company has not paid any principal during the six months ended June 30, 2022. As of June 30, 2020, and December 31, 2021, the remaining principal balance was $24,785. The Company has not incurred any interest expense related to this promissory note during the six months ended June 30, 2022.

Convertible Notes

Sixth Street Lending LLC

On February 2, 2022, the Company issued a convertible promissory note pursuant to which it borrowed gross proceeds of $116,200 for net proceeds of $100,000, net of issuance costs of $3,750 and original issuance discount of $12,450. Interest under the convertible promissory note is 10% per year, and the principal and all accrued but unpaid interest is due on February 2, 2023. The note requires ten (10) mandatory monthly installments of $12,782 (based on guaranteed twelve-month coupon) starting in March 2022.

The note is convertible upon an event of default at the noteholder's option into shares of our common stock at the greater of a fixed conversion price or 25% discount to the trading price of the Company's common stock, subject to standard anti-dilutive rights.

During the six months ended June 30, 2022, the Company paid its four required monthly installments for aggregate amount of $51,128, consisting of $46,480 of principal and $4,648 applied against accrued interest.

The balance owed to Sixth Street Lending LLC is $69,720 as of June 30, 2022. Accrued interest is immaterial as of June 30, 2022.

Mast Hill Fund, L.P ("Mast note")

On March 23, 2022, the Company issued a convertible promissory note pursuant to which it borrowed gross proceeds of $250,000 for net proceeds of $211,250, net of issuance costs of $13,750 and original issuance discount of $25,000. Interest under the convertible promissory note is 12% per year, and the principal and all accrued but unpaid interest is due on March 23, 2023. The note requires eight (8) mandatory monthly installments of $35,000 starting in July 2022. Additionally, as an incentive to the note holder, the securities purchase agreement also provided for the issuance of 225,000 shares of common stock with fair value of approximately $101,000 fully earned at issuance, and 343,750 warrants to purchase an equivalent number of shares of common stock at an exercise price of $0.80 and a term of five years.

The note is convertible upon an event of default at the noteholder's option into shares of our common stock at a fixed conversion price of $0.35, subject to standard anti-dilutive rights.

During the six months ended June 30, 2022, the Company did not pay any principal or interest on the Mast note.

The principal balance owed to Mast Hill Fund is $250,000 as of June 30, 2022. Accrued interest totaled approximately $8,000 as of June 30, 2022.

Blue Lake Partners LLC ("Blue Lake note")

On March 28, 2022, the Company issued a convertible promissory note pursuant to which it borrowed gross proceeds of $250,000 for net proceeds of $211,250, net of issuance costs of $13,750 and original issuance discount of $25,000. Interest under the convertible promissory note is 12% per year, and the principal and all accrued but unpaid interest is due on March 28, 2023. The note requires eight (8) mandatory monthly installments of $35,000 starting in July 2022. Additionally, as an incentive to the note holder, the securities purchase agreement provided for the issuance of 225,000 shares of common stock with fair value of approximately $101,000 fully earned at issuance, and 343,750 warrants for the purchase of an equivalent number of shares of common stock at an exercise price of $0.80 and a term of five years.

The note is convertible upon an event of default at the noteholder's option into shares of our common stock at a fixed conversion price of $0.35, subject to standard anti-dilutive rights.

During the three months ended June 30, 2022, the Company did not pay any principal or interest on the Blue Lake note. The principal balance owed to Blue Lake Partners is $250,000 as of June 30, 2022. Accrued interest totaled approximately $7,600 as of June 30, 2022.

NOTE 7 – PROMISSORY NOTES – RELATED PARTIES

Related party promissory notes consisted of the following at June 30, 2022, and December 31, 2021:

	June 30, 2022	December 31, 2021
RAS Real Estate LLC – Past maturity	$ 249,589	$ 365,590
Six-Twenty Management LLC – On demand	674,083	447,317
Lisa Landau – On demand	62,774	22,077
Total On demand notes, net of discount	$ 986,446	$ 834,984

Six Twenty Management LLC ("Six-Twenty") – Manager is the Company's Chief Financial Officer

On March 31, 2021, the Company executed a non-convertible promissory note with a related party for an initial amount funded of $288,611 and carrying a coupon of eight percent (8%) and a maturity of twelve months. This non-convertible promissory note was converted into an on demand note without scheduled maturity.

During the six months ended June 30, 2022, Six-Twenty funded the Company for additional cash of $274,140.

During the six months ended June 30, 2022, the Company paid $47,374 in cash towards the non-convertible promissory note.

As of June 30, 2022, the balance owed to Six-Twenty totals $674,083 and accrued interest amounts to approximately $48,700. As of December 31, 2021, the balance owed to Six-Twenty totals $447,317 and accrued interest amounts to $24,354.

RAS, LLC (past maturity)

On October 25, 2019, the Company issued a promissory note to RAS, LLC, a company controlled by an employee, who is a relative of the Company's Chief Financial Officer for $440,803. The proceeds of the note were largely used to repay shareholders' loans and other liabilities. The loan bears interest at 10%, and also carries a default coupon rate of 18%. The loan matured on April 25, 2020, is secured by 2,500,000 common shares and a Second Deed of Trust for property in Hemet, CA (Emerald Grove). During the six months ended June 30, 2022, the Company paid $116,000 towards the promissory note. The outstanding balance is $249,589 and $365,590 as of June 30, 2022, and December 31, 2021, respectively.

During the six months ended June 30, 2022, the Company paid $17,600 in interest and incurred approximately $26,000 of interest based on the default coupon rate of 18%. As of June 30, 2022, and December 31, 2021, the accrued interest balance owed to RAS, LLC totals approximately $23,600 and $15,200, respectively.

Lisa Landau

Lisa Landau is a relative of the Company's Chief Financial Officer. Lisa Landau advanced approximately $40,900 to the Company and directly paid corporate expenses for aggregate amount of $28,665 during the six months ended June 30, 2022. The Company repaid $28,870 in cash during the six months ended June 30, 2022, which leaves a principal balance of approximately $62,774 as of June 30, 2022. The advances are on demand but do not bear any interest.

NOTE 8 – EQUITY METHOD INVESTMENT

In May 2021, the Company acquired a 25% investment in Rancho Costa Verde Development, LLC ("RCV") in exchange for 3,000,000 shares of the Company's common stock at a determined fair value of $0.86 per share and $100,000 in cash for total consideration of $2,680,000. The fair value of the non-monetary exchange was determined based on a valuation report obtained from an independent third-party valuation firm. The fair value of the Company's common stock was determined based on weighted combination of market approach and asset approach. The market approach estimates fair value based on a weighted average between the listed price of the Company's common shares and the Company's recent private transaction adjusted for a lack of marketability discount.

The investment has been accounted for under the equity method. It was determined that the Company does not have the power to direct the activities that most significantly impact RCV's economic performance, and therefore, the Company is not the primary beneficiary of RCV and RCV has not been consolidated under the variable interest model.

The investment was initially recorded at cost, which was determined to be $2,680,000.

The following represents summarized financial information of RCV as of and for the six months ended June 30, 2022:

Income statement		June 30, 2022
Revenue	$	936,497
Cost of goods sold		(546,262)
Gross margin		390,235
Operating expenses		(813,386)
Other Expense		(305,223)
Net loss	$	(728,374)
Balance sheet		
Current assets	$	2,540,698
Non-current assets	$	4,769,524
Current liabilities	$	10,494,874
Non-Current liabilities	$	5,621,352

Based on its 25% equity investment, the Company has recorded a loss from equity investment of $182,093 for the six months ended June 30, 2022, which has decreased the carrying value of the investment as of June 30, 2022, to $2,329,737.

NOTE 9 – COMMITMENTS AND CONTINGENCIES

Commitment to Purchase Land (Valle Divino)

The land project consisting of 20 acres to be acquired from Baja Residents Club (a Company controlled by our CEO Roberto Valdes) and developed into Valle Divino resort in Ensenada, Baja California, the acquisition of title to the land for this project is subject to approval from the Mexican government in Baja, California. Although management believes that the transfer of title to the land will be approved before the end of the Company's third fiscal quarter of 2022, there is no assurance that such transfer of title will be approved in that time frame or at all. The Company has promised to transfer title to the plots of land to the investors who have invested in the Company once the Company receives an approval of change in transfer of title to the Company. As of June 30, 2022, and December 31, 2021, the Company has entered into thirteen (13) contracts for deed agreements to sell lots of land. The proceeds are presented under contract liability in the consolidated balance sheets as of June 30, 2022, and December 31, 2021.

Land purchase- Plaza Bajamar.

On September 25, 2019, the Company, entered into a definitive Land Purchase Agreement with Valdeland, S.A. de C.V., a Company controlled by our CEO Roberto Valdes, to acquire approximately one acre of land with plans and permits to build 34 units at the Bajamar Ocean Front Golf Resort located in Ensenada, Baja California. Pursuant to the terms of the agreement, the total purchase price is $1,000,000, payable in a combination of preferred stock ($600,000); common stock ($250,000/250,000 common shares at $1.00/share); a promissory note ($150,000); and an initial construction budget of $150,000 payable upon closing. A recent appraisal valued the land "as is" for $1,150,000. The closing is subject to obtaining the necessary approval by the City of Ensenada and transfer of title, which includes the formation of a wholly owned Mexican subsidiary. As of June 30, 2022, and December 31, 2021, the agreement has not yet closed.

Commitment to Sell Land (IntegraGreen)

On September 30, 2019, the Company entered into a contract for deed agreement with IntegraGreen whose principal is also a creditor. Under the agreement the Company agreed to the sale of 20 acres of vacant land and associated improvements located at the Emerald Grove property in Hemet, California for a total purchase price of $630,000. $63,000 was paid upon execution and the balance is payable in a balloon payment on October 1, 2026, with interest only payments of $3,780 due on the 1st of each month beginning April 1, 2020. During the duration of the agreement the Company retains title and is allowed to encumber the property with a mortgage at its discretion, however IntegraGreen has the right to use the property. The Company may also evict IntegraGreen from the premises in the case of default under the agreement.

Due to the nature of the agreement, the Company's management deemed that there was an embedded lease feature in the agreement in accordance with ASC 842. As a result, the initial payment of $63,000 was classified as a deposit. Upon an event of default, the payment is non-refundable, and the Company no longer has any obligation to provide access to the land. The interest payments will be recognized monthly as lease income. During the six months ended June 30, 2022, and 2021, the Company recognized $0 and $17,559 in lease income, respectively.

Effective on October 1, 2021, management determined that the agreement met the definition of a contract pursuant to the guidance in ASU 2014-09 Revenue from Contracts with Customers (Topic 606). During the six months ended June 30, 2022, the Company recognized $16,680 of interest income related to the seller carryback financing and approximately $13,320 as interest income related to the financing component of the consideration exchange pursuant to ASU 2014-09.

Oasis Park Resort construction budget

During the year ended December 31, 2021, the Company engaged a general contractor to complete phase I of the project including the two-mile access road and the community entrance structure. The contractor also commenced phase II construction including the waterfront clubhouse, casitas , and model homes. The total budget was established at approximately $512,000, of which approximately $106,600 has been paid, leaving a firm commitment of approximately $405,400 as of June 30, 2022.

Litigation Costs and Contingencies

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

NOTE 10 – STOCKHOLDERS' EQUITY

The Company's equity at June 30, 2022, consisted of 150,000,000 authorized shares of common stock and 2,000,000 authorized shares of preferred stock, both with a par value of $0.001 per share. As of June 30, 2022, and December 31, 2021, there were 36,138,029 and 31,849,327 shares of common stock issued and outstanding, respectively. As of June 30, 2022, and December 31, 2021, 28,000 shares of Series A Preferred Stock were issued and outstanding and 1,000 shares of Series B Preferred Stock were issued and outstanding, respectively.

On October 14, 2021, the Board of Directors approved an amendment to the Company's articles of incorporation to increase the Company's authorized common stock from

75,000,000 shares to 150,000,000 and to carry out a reverse split in a ratio of not less than 1 for 2 and not more than 1 for 12. The Company has not yet initiated any reverse split as of June 30, 2022.

The Company has reserved a total of 3,000,000 shares of the authorized common stock for issuance under the 2020 Equity Incentive Plan (the "2020 Plan"). During the six months ended June 30, 2022, the Company has granted 1,300,000 options under the 2020 Plan and 1,300,000 options were exercised, leaving a balance of 1,700,000 options issued and outstanding as of June 30, 2022.

On February 11, 2019, the Company's Board of Directors approved a 2019 Equity Incentive Plan (the "2019 Plan"). In order for the 2019 Plan to grant "qualified stock options" to employees, it required approval by the Company's shareholders within 12 months from the date of the 2019 Plan. The 2019 Plan was never approved by the shareholders. Therefore, any options granted under the 2019 Plan will be "non-qualified". Pursuant to the 2019 Plan, the Company has reserved a total of 3,000,000 shares of the Company's common stock to be available under the 2019 Plan. No options under the 2019 Plan were issued, cancelled, forfeited, or exercised during the three and six months ended June 30, 2022. The Company has 2,150,000 options issued and outstanding under the 2019 Plan as of June 30, 2022, and December 31, 2021.

All shares of common stock issued during the three and six months ended June 30, 2022, and 2021, were unregistered.

Activity during the six months ended June 30, 2022

During the six months ended June 30, 2022, the Company issued an aggregate of 450,000 commitment shares pursuant to securities purchase agreements with two accredited investors (See note 6) for a total fair value of approximately $202,000.

During the six months ended June 30, 2022, the Company issued 1,300,000 shares of common stock from option exercise for total cash consideration of $1,300.

During the six months ended June 30, 2022, the Company issued 2,449,714 shares of common stock pursuant to consulting agreements for total fair value of approximately $1,177,163.

During the six months ended June 30, 2022, the Company issued 88,988 shares of common stock pursuant to a finders' fee agreement with respect to the financing in the Company's first fiscal quarter for total fair value of approximately $40,490.

Activity during the six months ended June 30, 2021

During the six months ended June 30, 2021, the Company received cash of $65,000 for 140,000 shares of common stock.

During the six months ended June 30, 2021, the Company issued 200,000 shares per a consulting agreement valued at $280,000.

During the six months ended June 30, 2021, the Company issued 50,000 shares to the Company's President in accordance with an executed employment agreement valued at $66,000.

During the six months ended June 30, 2021, the Company issued an aggregate of 100,000 shares to two consultants in accordance with executed consulting and real estate sales agreements valued at $132,000.

During the six months ended June 30, 2021, the Company issued 45,946 shares per advisory agreement with registered broker-dealer valued at $61,108.

During the six months ended June 30, 2021, the Company issued 160,000 shares of common stock for total consideration of $50,000 from warrants exercise.

During the six months ended June 30, 2021, the Company issued 1,000,000 shares of common stock from option exercise for total consideration of $50,000.

On December 8, 2020, the Company received cash proceeds of $20,000 for 50,000 shares of common stock to be issued to a third-party investor. In conjunction with this sale of shares, the Company also attached one (1) plot of land. The total cash proceeds of $20,000 was allocated based upon the relative fair value of the shares and one (1) promised plot of land in the following amounts: shares were valued at $11,890; and plot of land was valued at $8,110. The shares were issued during the six months ended June 30, 2021.

On December 31, 2020, the Company received cash proceeds of $30,000 for 50,000 shares of common stock to be issued to a third-party investor. In conjunction with this sale of shares, the Company also attached one (1) plot of land. The total cash proceeds of $30,000 was allocated based upon the relative fair value of the shares and one (1) promised plot of land in the following amounts: shares were valued at $20,622; and plot of land was valued at $9,378. The shares were issued during the six months ended June 30, 2021.

On April 22, 2021, the Company received cash proceeds of $35,000 for 70,000 shares of common stock to be issued to a third-party investor. In conjunction with this sale of shares, the Company also attached one (1) plot of land. The total cash proceeds of $35,000 was allocated based upon the relative fair value of the shares and one (1) promised plot of land in the following amounts: shares were valued at $29,521; and plot of land was valued at $5,479.

In December 31, 2020, the Company executed amendments to promissory notes with six (6) existing investors to extend the maturity date for the issuance of an aggregate of 23,000 shares of common stock with a fair value of approximately $10,000. These shares were issued on January 1, 2021.

On January 1, 2021, the Company issued an aggregate of 95,000 shares of common stock in conjunction with previously executed promissory notes. These shares were previously recorded as stock payable for aggregate fair value of approximately $75,600.

On January 1, 2021, the Company issued an aggregate of 23,000 shares of common stock in conjunction with executed amendments to previously executed promissory notes. These shares were issued with an estimated fair value of $8,970.

On February 25, 2021, the Company issued 85,000 shares of common stock as commitment shares in accordance with the terms of one of its senior secured self-amortization convertible note with aggregate fair value of $130,900.

On May 14, 2021, the Company issued 3,000,000 shares of common stock with a fair value of $2,580,000 for the acquisition of 25% of the membership interest of Rancho Costa Verde Development.

Preferred Stock

On November 6, 2019, the Company authorized and issued 1,000 shares of Series B Preferred Stock ("Series B") and 350,000 shares of common stock to CleanSpark Inc. in a private equity offering for $500,000. Management determined that the Series B should not be classified as liability per the guidance in ASC 480 Distinguishing Liabilities from Equity as of

June 30, 2022, even though the conversion would require the issuance of variable number of shares since such obligation is not unconditional. As of June 30, 2022, and December 31, 2021, management recorded the value attributable to the Series B of $293,500 as temporary equity on the consolidated balance sheets since the instrument is contingently redeemable at the option of the holder. The Company recognized the beneficial conversion feature ("BCF") that arises from a contingent conversion feature, since the instrument reached maturity during the year ended December 31, 2020. The Company recognized such BCF as a discount on the convertible preferred stock. The amortization of the discount created by a BCF recognized as a result of the resolution of the contingency is treated as a deemed dividend that reduced net income in arriving at income available to common stockholders. The holder can convert the Series B into shares of common stock at a discount of 35% to the market price.

The terms and conditions of the Series B include an in-kind accrual feature, which provides for a cumulative accrual at a rate of 12% per year of the face amount of the Series B. The Company has recognized $30,000 of dividend on Series B during the six months ended June 30, 2022. Such amount has been reported in Additional Paid In Capital on the Company's consolidated balance sheets.

The Securities Purchase Agreement ("SPA") states that the in-kind accrual rate should be increased by10% per year upon each occurrence of an event of default. In addition, the SPA further states that the conversion price initially set at a discount of 35% to the market price should be further increased by additional 10% upon each occurrence of an event of default. At the date of this Quarterly Report, the holder of the Series B Preferred Stock, CleanSpark, claims that the Company was in default in three instances triggering further discount to the market price for the conversion feature and additional accrual rate. The Company believes that it has never been in default of any covenant pursuant to the terms of the Securities Purchase Agreement. The Company has not been served with any notice of default stating the specific default events. As of the date of the filing of this Quarterly Report, the parties are cooperating to resolve this matter.

The Company did not issue any share of preferred stock during the six months ended June 30, 2022.

Warrants

A summary of the Company's warrant activity during the six months ended June 30, 2022, is presented below:

	Number of Warrants	Weighted Average Exercise Price	Weighted Average Remaining Contract Term (Year)
Outstanding at December 31, 2021	3,180,000	$ 0.69	5.08
Granted	687,500	0.80	4.74
Exercised	-	-	-
Forfeited-Canceled	-	-	-
Outstanding at June 30, 2022	3,867,500	$ 0.71	4.61
Exercisable at June 30, 2022	3,867,500		

During the six months ended June 30, 2022, the Company issued 687,500 warrants, convertible into an equivalent number of shares of common stock, following the issuance of two convertible promissory notes to two accredited investors (note 6).

The warrants have an exercise price of $0.80 per share, provided that if the Company consummates an up listing offering on or before June 28, 2022, the exercise price will equal 125% of the offering price per share of common stock, are immediately exercisable and expire five and a half years from the issuance date.

The aggregate intrinsic value as of June 30, 2022, and December 31, 2021, was $0.

The Company used the following assumptions to value the warrants issued during the six months ended June 30, 2022:

	June 2022 Warrants
Risk free rate	0.23%
Market price per share	$ 0.45
Life of instrument in years	2.50 years
Volatility	132.2%
Dividend yield	0%

Options

A summary of the Company's option activity during the six months ended June 30, 2022, is presented below:

	Number of Options	Weighted Average Exercise Price	Weighted Average Remaining Contract Term (Year)
Outstanding at December 31, 2021	3,850,000	$ 0.41	4.30
Granted	1,300,000	0.001	5.00
Exercised	(1,300,000)	(0.001)	(5.00)
Forfeited-Canceled	-	-	-
Outstanding at June 30, 2022	3,850,000	$ 0.41	3.81
Exercisable at June 30, 2022	3,550,000		

Options outstanding as of June 30, 2022, and December 31, 2021, had aggregate intrinsic value of $0 and $716,000, respectively.

NOTE 11 – SUBSEQUENT EVENTS

The Company has evaluated subsequent events for adjustment to or disclosure in its consolidated financial statements through the date of this report, and has not identified any recordable or disclosable events, not otherwise reported in these consolidated financial statements or the notes thereto, except for the following:

Subsequent to June 30, 2022, the Company executed a binding letter of intent to acquire the remaining 75% interest in the Company's equity-method investment for $13,500,000 in a new series of the Company's preferred stock. A definitive agreement has not yet been executed at the report date. The consideration was determined based on the estimated fair value of the remaining 75% of RCVD, subject to further due diligence and customary closing procedures.

Subsequent to June 30, 2022, the Company executed a convertible promissory note for principal of $85,000, of which $85,000 was funded to the Company, carrying a one-year term and a coupon of 9%. The promissory note is convertible at any time at the option of the holder. The convertible instrument is convertible at a discount to the market price.

Subsequent to June 30, 2022, the Company announced that it has listed its 20-acre of its 80-acre event venue at Emerald Grove, which was acquired in 2019 for $1.1million. The Company intends to subdivide the remaining 40 acres into 8 residential lots and benefit from the appreciated estate price.

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

Overview of Our Company

The Company was incorporated pursuant to the laws of the State of Wyoming on September 26, 2013. We are based in San Diego, California. We are a residential land development company with target properties located primarily in the Baja California Norte region of Mexico and Southern California. Our principal activities are purchasing properties, obtaining zoning and other entitlements required to subdivide the properties into residential and commercial building plots, securing financing for the purchase of the plots, improving the properties' infrastructure and amenities, and selling the lots to homebuyers, retirees, investors, and commercial developers. We offer the option of financing (i.e. taking a promissory note from the buyer for all or part of the purchase price) with a guaranteed acceptance on any purchase for every customer.

Overview

The real estate market in the Northern Baja California has continued to significantly improve and has fully recover from the negative impact of Covid-19. The housing prices has continued to rise in the Southwest U.S., and inventory has remained severely low, which generated additional attraction from home buyers seeking second homes or vacation homes.

The Company's current portfolio includes residential, resort and commercial properties comprising the following projects:

- ***Oasis Park Resort*** is a 497-acres master planned real estate community including 1,344 residential home sites, south of San Felipe, Baja California that offers180-degree sea and mountain views. In addition to the residential lots, there is a planned boutique hotel, a spacious commercial center, and a nautical center. The Company recently allowed prospective homeowners and existing lot holders to tour the property again, which resulted in multiple sales closings and commitments for new home construction. 75 of the 1,344 planned residential lots were pre-sold to initial stakeholders. The Company has made significant progress on the project, which included the completion of the two-mile access road and the community entrance structure. The Company also completed the construction of the waterfront clubhouse, and model homes. The Company has not sold any home sites during the six months ended June 30, 2022, has not received any additional payments for its new home construction.

- ***Valle Divino*** is a self-contained solar 650-home site project in Ensenada, Baja California, with test vineyard at the property. This resort includes 137 residential lots and 3 commercial lots on 20 acres of land. Management believes that this represents an estimated $60 million in gross sales opportunity. There has been no additional sale of residential lots during the six months ended June 30, 2022.

- ***Plaza Bajamar Resort*** is an 80-unit project located at the internationally renowned Bajamar Ocean front hotel and golf resort. The Bajamar oceanfront golf resort is a master planned golf community located 45 minutes south of the San Diego-Tijuana border along the scenic toll road to Ensenada. The first Phase will include 22 "Merlot" 1,150 square-foot single-family homes that features two bedrooms and two baths. The home includes two primary bedroom suites - one on the first floor and one upstairs, as well as fairway and ocean views from a rooftop terrace. The Merlot villas will come with the installation of solar packages. The Company sold six (6) house construction for total consideration of $1,474,000 funded through seller's carryback, of which $181,300 was collected during the six months ended June 30, 2022, and presented under contract liability in the consolidated balance sheets.

- ***Emerald Grove Estates*** is the Company's newly renovated Southern California property, used for organized events at this 8,000 square foot event venue. There was no activity during the six months ended June 30, 2022

Equity-method investment:

- Rancho Costa Verde ("RCVD") is a 1,100-acre master planned second home, retirement home and vacation home real estate community located on the east coast of Baja California. RCV is a self-sustained solar powered green community that takes advantage of the advances in solar and other green technology. In May 2021, the Company acquired a 25% investment in RCV in exchange for $100,000 and 3,000,000 shares of the Company's common stock, and such investment was recorded as an equity-method investment in the Company's condensed consolidated financial statements.

As of June 30, 2022:

- The Company executed residential plot sales agreements for its Valle Divino project and accepted several reservations for home sales to purchase twenty percent (20%) inventory for phase I project at its Plaza Bajamar. As of June 30, 2022, the Company executed six (6) construction contract for total consideration of $1,474,000, of which $181,300 has been funded. To avoid paying multiple title transfer fees and the extended time for each recording, the seller for both parcels, Valdeland, S.A. de C.V., an entity controlled by the Company's Chief Executive Officer, is in the process of creating a master bank trust. This will provide the Company through its Mexican's subsidiary, International Land Alliance, S.A. de C.V., the rights, and interest to each property, including buildings and improvements. As demonstrated from the Company's Oasis Park Resort, this will also potentially allow the Company to record revenue from its Valle Divino and Plaza Bajamar projects, as sales are made and performance obligations are satisfied, and individual trusts are established for each buyer, pending further review of Mexican trust law. The Company expects to have this trust established by the end of third fiscal quarter of 2022. As of June 30, 2022, the Company received approximately $288,464 from plot sales and house construction for Valle Divino and Plaza Bajamar, which are currently reported as contract liability in the Company's consolidated balance sheet until individual trusts are established and title transferred to the buyer. The Company broke ground on the Valle Divino development in July 2020 and completed its first stage of construction in January 2021 and started reservations of residential lots. The Company has a dedicated partner for solar-plus-storage power solutions at its properties, CleanSpark, Inc., which serves as the Company's exclusive partner for the installation of solar solutions across its portfolio, including the model homes at Plaza Bajamar. The Company commenced construction of a model home, and a clubhouse for wine tasting.

- The Company partnered with Clean Spark, Inc. to successfully deploy a microgrid on the Company's model home at Plaza Bajamar, and established plan to outfit all units at the property, as well all units at Valle Divino with solar micro grid installations.

- Resumed construction and service work at Oasis Park Resort for Phase I of the project. The Company anticipates the grand opening of this project in the fourth quarter of 2022.

- Reopened the Company's newly renovated event center at its Emerald Grove Estates property in Southern California. The Company entered into a contract to sell a vacant 20-acre parcel of the property for approximately $630,000. As of June 30, 2022, the Company collected $212,980 and the financed amount remains at $417,020 as of June 30, 2020. The property includes the main parcel of land with existing structures along with three additional parcels of land which are vacant plots. The Company is currently in the process of subdividing two parcels into eight (8) lots for sale to benefit from the appreciated value of the land.

- Continued our research and marketing efforts to identify potential home buyers in the United States, Canada, Europe, and Asia. Through the formation of a partnership with a similar development company in the Baja California Norte Region of Mexico, we have been able to leverage additional resources with the use of their established and proven marketing plan which can help us with sophisticated execution and the desired results for residential plot sales and development.

- Title of Oasis Park Resort in San Felipe was assumed during 2019. As progress continues on the development of the Oasis Park Resort, we are expecting the transfer of title on the Villas del Enologo in Rancho Tecate, Valle Divino in Ensenada, Baja California and Plaza Bajamar in Ensenada, Baja California during the Company third fiscal quarter of 2022, as we continue to follow the necessary steps to complete this legal process.

- The Company has raised $0.6 million financing through debt structure to continue the funding of its projects and for working capital.

Results of Operations for the Three Months Ended June 30, 2022, compared to the Three Months Ended June 30, 2021

	For the three months ended June 30, 2022	June 30, 2021
Revenue, net	$ 16,973	$ 8,340
Cost of revenue	-	-
Gross profit	16,973	8,340
Operating expenses		
Sales and marketing	772,405	1,198,300
General and administrative expenses	739,801	649,398
Total operating expenses	1,512,206	1,847,698
Loss from operations	(1,495,233)	(1,839,358)
Other income (expense)		
Other income	536	2,499
Income (Loss) from equity-method investment	(140,989)	6,942
Interest expense	(224,821)	(144,913)
Total other expense	(365,274)	(135,472)
Net loss	$ (1,860,507)	$ (1,974,830)

Revenue

Revenue increased by $8,633 to $16,973 for the three months ended June 30, 2022, from $8,340 for the three months ended June 30, 2021. The revenue recognized during the three months ended June 30, 2021, relates to the rental activity for the agreement executed with Integragreen as the Company determined that there was an embedded lease feature in the agreement pursuant to ASC 842. Effective on October 1, 2021, the Company determined that the agreement met the definition of a contract pursuant to the guidance in *ASU 2014-09* and recognized to revenue $15,000 of interest income from the financing component of the lot sale to Integragreen as well as the coupon on the financed amount.

Operating Expenses

Operating expenses decreased by $335,492 to $1,512,206 for the three months ended June 30, 2022, from $1,847,698 for the three months ended June 30, 2021.

Sales and marketing costs decreased by $425,895, to $772,405 in the three months ended June 30, 2022, from $1,198,300 in the three months ended June 30, 2021. Such decrease mainly relates to the fair value of the 1,000,000 stock options which were granted pursuant to a consulting and real estate sales agreement in the three months ended June 30, 2021.

General and administrative costs increased by $90,403 in the three months ended June 30, 2022, compared to the three months ended June 30, 2021, primarily due to an increase in accounting and legal fees to ensure compliance with the Company's on-going reporting obligations and on-going projects to further develop the business.

Other expense

Other expense increased by approximately $229,802 to $365,274 in the three months ended June 30, 2022, from $135,472 in the three months ended June 30, 2021. Such increase is related to an increase in loss from the Company's equity-method investment of $140,989 and additional interest expense related to the amortization of the debt discount generated from the embedded instruments in the promissory notes issued during the first fiscal quarter of 2022.

Net Loss

The Company finished the three months ended June 30, 2022, with a net loss of $1,860,507, as compared to a net loss of $1,974,830 for the three months ended June 30, 2021. The increase in our net loss resulted from the reasons outlined above.

Results of Operations for the Six Months Ended June 30, 2022, compared to the Six Months Ended June 30, 2021

	For the six months ended	
	June 30, 2022	June 30, 2021
Revenue, net	$ 33,946	$ 17,559
Cost of revenue	-	-
Gross profit	33,946	17,559
Operating expenses		
Sales and marketing	802,683	1,215,200
General and administrative expenses	2,073,747	1,420,245
Total operating expenses	2,876,430	2,635,445
Loss from operations	(2,842,484)	(2,617,886)
Other income (expense)		
Other income (expense)	536	(8,377)
Income (Loss) from equity-method investment	(182,093)	6,942
Interest expense	(329,188)	(345,992)
Total other expense	(510,745)	(347,427)
Net loss	$ (3,353,229)	$ (2,965,313)

Revenue

Revenue increased by $16,387 to $33,946 for the six months ended June 30, 2022, from $17,559 for the six months ended June 30, 2021. The revenue recognized during the six months ended June 30, 2021, relates to the rental activity for the agreement executed with Integragreen as the Company determined that there was an embedded lease feature in the agreement pursuant to ASC 842. Effective on October 1, 2021, the Company determined that the agreement met the definition of a contract pursuant to the guidance in ASU 2014-09 and recognized to revenue $30,000 of interest income from the financing component of the lot sale to Integragreen as well as the coupon on the financed amount.

Operating Expenses

Operating expenses increased by $240,985 to $2,876,430 for the six months ended June 30, 2022, from $2,635,445 for the six months ended June 30, 2021.

Sales and marketing costs decreased by $412,517 to $802,683 in the six months ended June 30, 2022, from $1,215,200 in the six months ended June 30, 2021. Such decrease mainly relates to the fair value of the 1,000,000 stock options which were granted pursuant to a consulting and real estate sales agreement in the three months ended June 30, 2021, offset by the issuance of restricted stock as compensation pursuant to consulting and real estate sales marketing agreements to drive traffic and interest into the various projects of the Company.

General and administrative costs increased by approximately $653,502 in the six months ended June 30, 2022, compared to the six months ended June 30, 2021, primarily due to an increase in share-based compensation expense related to stock options granted to employees, affiliates, and consultants.

Other expense

Other expense increased by approximately $163,318 to $510,745 in the six months ended June 30, 2022, from $347,427 in the six months ended June 30, 2021. Such increase is related to an increase in loss from the Company's equity-method investment of approximately $182,093 and additional interest expense related to the amortization of the debt discount generated from the embedded instruments in the promissory notes issued during the first fiscal quarter of 2022.

Net Loss

The Company finished the six months ended June 30, 2022, with a net loss of $3,353,229, as compared to a net loss of $2,965,313 for the six months ended June 30, 2021. The increase in our net loss resulted from the reasons outlined above.

The factors that will most significantly affect future operating results will be:

- The positive effect of implemented sales and marketing initiatives to drive opportunities into our various projects.
- The cost to construct a home on the plots to be transferred, and the quality of contruction.
- The quality of our amenities.
- The global economy and the demand for vacation homes.
- The sale price of future plots and home construction compared to the sale price in other resorts in Mexico.
- The prime location of our projects.

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

<u>Capital Resources and Liquidity</u>

Cash was $5,534 and $56,590 as of June 30, 2022, and December 31, 2021, respectively. As shown in the accompanying financial statements, we recorded a loss of $3,353,229 for the six months ended June 30, 2022. Our working capital deficit as of June 30, 2022, was $4,486,212 and net cash flows used in operating activities for the six months ended June 30, 2022, were $330,191. These factors and our ability to raise additional capital to accomplish our objectives, raises substantial doubt about our ability to continue as a going concern. We expect our expenses will continue to increase during the foreseeable future as a result of increased operations, increased construction activity and the development of current and future projects which include our current business operations.

We anticipate generating revenues over the next twelve months, as we continue to market the sale of plots held for sale at our Oasis Park Resort and we obtain title of our other projects (Valle Divino and Plaza Bajamar), which we expect will occur in the Company's third fiscal quarter of the year ended December 31, 2022.

If the Company is not successful with its marketing efforts to increase sales, the Company will continue to experience a shortfall in cash, and it will be necessary to obtain funds through equity or debt financing in sufficient amounts or to further reduce its operating expenses in a manner to avoid the need to curtail its future operations.

Operating Activities

Net cash flows used in operating activities for the six months ended June 30, 2022, was $330,191 which resulted primarily due to the loss of $3,353,229 offset by non-cash share-based compensation of $1,281,976, fair value of equity securities issued for services of $1,177,163, amortization of debt discount of $144,935, loss from the Company's equity-method investment of $182,093, depreciation of $26,472, and net change in assets and liabilities of $210,399.

Net cash flows used in operating activities for the six months ended June 30, 2021, was $365,054 which resulted primarily due to the loss of $2,965,313 offset by non-cash share-based compensation of $1,922,536, amortization of debt discount of $136,975, depreciation of $23,387, $10,876 of loss on debt extinguishment, and net change in assets and liabilities of $487,965, offset by income from the Company's equity-method investment of $6,942.

Investing Activities

Net cash flows used in investing activities was $316,335 for the six months ended June 30, 2022. The funds were used for the development of the various projects at Plaza Bajamar and Valle Divino.

Net cash flows used in investing activities was $271,259 for the six months ended June 30, 2021. The funds were used for the acquisition and development of the Emerald Grove and Costa Bajamar properties for $171,259, and $100,000 for the cash consideration of the Company's equity-method investment.

Financing Activities

Net cash flows provided by financing activities for the six months ended June 30, 2022, was $595,470 primarily from cash proceeds from issuance of promissory notes for aggregate amount of $522,500, cash proceeds from on-going funding from related party for aggregate amount of $315,042, offset by $192,244 repayment of related party advances, and $51,128 repayment of promissory notes.

Net cash flows provided by financing activities for the six months ended June 30, 2021, was $639,983 primarily from cash proceeds from issuance of promissory notes for aggregate amount of $563,112, net funding from refinancing of approximately $368,736, sale of common stocks of $65,000, exercise of warrants and options for $100,000, and offset by repayment on a promissory note of $745,739.

As a result of these activities, we experienced a decrease in cash and cash equivalents of $51,056 for the six months ended June 30, 2022.

Our ability to continue as a going concern is dependent on our success in obtaining additional financing from investors or from sale of our common shares.

Critical Accounting Polices

There have been no material changes to our critical accounting policies as compared to the critical accounting policies and significant judgments and estimates disclosed in our Annual Report on Form 10-K for the year ended December 31, 2021, filed with the SEC on April 15, 2022.

Off-balance Sheet Arrangements

During the period ended June 30, 2022, we have not engaged in any off-balance sheet arrangements.

Item 3. Quantitative and Qualitative Disclosures about Market Risk

Not required under Regulation S-K for "smaller reporting companies."

Item 4. Controls and Procedures

The Company's Principal Executive Officer and Principal Financial Officer (the Certifying Officers) are responsible for establishing and maintaining disclosure controls and procedures for the Company. An evaluation of the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) or 15d-15(e) under the Securities Exchange Act of 1934, as amended, or the Exchange Act) was carried out by us under the supervision and with the participation of our Certifying Officers. Based upon that evaluation, our Certifying Officers have concluded that as of June 30, 2022, our disclosure controls and procedures, that are designed to ensure (i) that information we are required to disclose in reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms, and (ii) that such information is accumulated and communicated to management, including our Certifying Officers, in order to allow timely decisions regarding required disclosure, were not effective.

As of June 30, 2022, based on evaluation of these disclosure controls and procedures, management concluded that our disclosure controls and procedures were not effective. We will be required to expend time and resources hiring and engaging additional staff and outside consultants with the appropriate experience to remedy the weaknesses described below. We cannot assure you that management will be successful in locating and retaining appropriate candidates or that newly engaged staff or outside consultants will be successful in remedying material weaknesses thus far identified or identifying material weaknesses in the future.

A material weakness is a control deficiency (within the meaning of the Public Company Accounting Oversight Board (PCAOB) Auditing Standard No. 2) or combination of control deficiencies that result in more than a remote likelihood that a material misstatement of the annual or interim financial statements will not be prevented or detected. Management has identified the following two material weaknesses which have caused management to conclude that as of June 30, 2022, our disclosure controls and procedures were not effective at the reasonable assurance level:

- inadequate internal controls relating to the authorization, recognition, capture, and review of transactions, facts, circumstances, and events that could have a material impact on the Company's financial reporting process.

- inadequate controls over maintenance of records.

Changes in Internal Control over Financial Reporting

There has been no change to our internal control over financial reporting during our most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II — OTHER INFORMATION

Item 1. Legal Proceedings

We are not party to, and our property is not the subject of, any material pending legal proceedings.

Item 1A. Risk Factors

See "Item 1A. Risk Factors" in Part I of the 2021 10-K for a detailed discussion of the risks we face. The risk factors described in the fiscal year ended 2021 Form 10-K have not materially changed except for the addition of the following risk factor.

The ongoing conflict between Russia and Ukraine, and the global response to it, may adversely affect our business and results of operations.

The ongoing conflict between Russia and Ukraine has resulted in the implementation of sanctions by the United States and other governments against Russia and has caused significant volatility and disruptions to the global markets. It is not possible to predict the short- or long-term implications of this conflict, which could include but are not limited to further sanctions, uncertainty about economic and political stability, increases in inflation rate and energy prices, supply chain challenges and adverse effects on currency exchange rates and financial markets. In addition, the United States government reported that United States sanctions against Russia in response to the conflict could lead to an increased threat of cyberattacks against United States companies. These increased threats could pose risks to the security of our information technology systems and networks, as well as the confidentiality, availability, and integrity of our data. A significant escalation or further expansion of the conflict's current scope or related disruptions to the global markets could have a material adverse effect on our results of operations.

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

During the six months ended June 30, 2022, the Company issued an aggregate of 450,000 commitment shares of common stock pursuant to securities purchase agreements with two accredited investors (See note 6).

During the six months ended June 30, 2022, the Company issued 1,300,000 shares of common stock from option exercises for total cash consideration of $1,300.

During the six months ended June 30, 2022, the Company issued 2,538,702 shares of common stock pursuant to consulting agreements and finders' fee agreement.

In connection with the foregoing, we relied upon the exemption from registration provided by Section 4(a)(2) under the Securities Act of 1933, as amended, for transactions not involving a public offering.

Item 3. Defaults upon Senior Securities

None.

Item 4. Mine Safety Disclosures

Not Applicable.

Item 5. Other Information

None.

Item 6. Exhibits

Exhibit No.	Description
31.1*	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2*	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1**	Certification of Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2**	Certification of Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101	The following materials from the Company's Quarterly report for the period ended June 30, 2022, formatted in Extensible Business Reporting Language (XBRL).
101.INS	Inline XBRL Instance Document - the instance document does not appear in the Interactive Data File as its XBRL tags are embedded within the Inline XBRL document
101.SCH	Inline XBRL Taxonomy Extension Schema Document
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)
*	Filed Herewith
**	Furnished herewith

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.

Dated: August 17, 2022	**International Land Alliance, Inc.**
	By: */s/ Roberto Jesus Valdes* Principal Executive Officer and a Director
	By: */s/ Jason Sunstein* Principal Financial and Accounting Officer and a Director

Exhibit 31.1

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 302
OF THE SARBANES-OXLEY ACT OF 2002

I, Roberto Jesus Valdes, Principal Executive Officer, certify that:

1. I have reviewed this quarterly report on Form 10-Q of International Land Alliance, Inc.

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

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

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in the 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 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 17, 2022

/s/ Roberto Jesus Valdes

Roberto Jesus Valdes
Principal Executive Officer and Director

Exhibit 31.2

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 302
OF THE SARBANES-OXLEY ACT OF 2002

I, Jason Sunstein, Principal Financial Officer and Principal Accounting Officer, certify that:

1. I have reviewed this quarterly report on Form 10-Q of International Land Alliance, Inc.

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

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

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in the 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 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 17, 2022

/s/ Jason Sunstein

Jason Sunstein
Principal Financial and Accounting Officer and Director

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

I, Roberto Jesus Valdes, Principal Executive Officer and Director of International Land Alliance, Inc. (the "Company"), certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002 that:

(1) The Quarterly Report on Form 10-Q of the Company for the period ended June 30, 2022 (the "Report") fully complies with the requirements of § 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 as of and for the periods covered in the Report.

Date: August 17, 2022

/s/ Roberto Jesus Valdes

Roberto Jesus Valdes
Principal Executive Officer and Director

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

I, Jason Sunstein, Chief Financial Officer, Principal Financial Officer and Director of International Land Alliance, Inc. (the "Company"), certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002 that:

(1) The Quarterly Report on Form 10-Q of the Company for the period ended June 30, 2022 (the "Report") fully complies with the requirements of § 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 as of and for the periods covered in the Report.

Date: August 17, 2022

/s/ Jason Sunstein

Jason Sunstein
Principal Financial and Accounting Officer and Director