

Rainforest **Resources Inc.**

Florida

316 Tarpon Street Anna Maria, Florida 34218

Telephone:941 404 8841

Corporate Website: www.rainforestinc.com

SIC Codes: Primary: 0811 (Timber tracts)

Secondary: 5199 (Wholesale non-durable goods)

Annual/Quarterly Report **For the period ending December 31, 2018**

The number of shares outstanding of our Common Stock is 47,626,239 as of Dec .31, 2017.

The number of shares outstanding of our Common Stock was 47,626,239 as of Dec. 31 2018.

Indicate by check mark whether the company is a shell company (as defined in Rule 405 of the Securities Act of 1933 and Rule 12b-2 of the Exchange Act of 1934):

Yes: No:

Yes: No:

Yes: No:

We previously were a shell company, therefore the exemption offered pursuant to Rule 144 is not available. Anyone who purchased securities directly or indirectly from us or any of our affiliates in a transaction or chain of transactions not involving a public offering cannot sell such securities in an open market transaction.”

Part A General Company Information

Item 1 **Rainforest Resources Inc.**

Item 2 **The address of the issuer's principal executive offices.**

Company Headquarters
Address: 316 Tarpon Street Anna Maria, Florida 34218
Phone: 941-404-8814
E-Mail: www.rainforestinc.com

IR Contact

Wellington-Cooke Corporate Services Ltd.
65 Lillian Street, Suite 110 Toronto, Ont., Canada M4S 0A1
Phone : (416) 464-7484
E-Mail : pc@rainforestinc.com

Item 3 **The jurisdiction(s) and date of the issuer's incorporation or organization.**

State of Florida 1992 (active).

Part B Share Structure

Item 4 Common Shares:
Preferred Shares Series A, B, C, and D:
CUSIP: 75087K 103
Trading Symbol: RRIF.QB

Item 5 **Par or stated value and description of the security.**

A. Common Stock: Par Value: .0001
 Preferred Stock. .0001

Common Stock: 1,000,000,000 authorized
Preferred Stock: 150,000 authorized
Preferred Stock Outstanding: 1 Series D.
Initial Value: .0001

Series D Preferred shares: 100,000 authorized at \$.0001 value per share.

Describe any other material rights of common or preferred stockholders.

1. Series C Convertible Preferred Stock has ten votes per Series C Convertible Preferred Stock convertible 1:1 for common stock after one year from date of issue,

2. Series D Preferred shares: 100,000 authorized at \$.0001 value per share.

If at least one share of Series D Preferred Stock is issued and outstanding, then the total aggregate

issued shares of Series D Preferred Stock at any given time, regardless of their number, shall be convertible into the number of shares of Common Stock, which equals four times the sum of: i) the total number of shares of Common Stock which are issued and outstanding at the time of conversion, plus ii) the total number of shares of Series A and B and Series C Preferred Stocks which are issued and outstanding at the time of conversion.

3. None.

Item 6 The number of shares or total amount of the securities outstanding for each class of securities authorized.

- (i) Total common shares authorized: 1,000,000,000 as of Dec. 31, 2018.
Total common shares outstanding: 47,626,239 as of: Dec 31, 2018
Freely tradable shares (public float): 6,725,835 as at Dec. 31,2018.
Number of beneficial shareholders owning at least 100 shares: 55.
Total number of shareholders of record: 60 as at Dec. 31, 2018
- (ii) Total common shares outstanding: 47,626,239 as of: Dec. 31, 2017
Total common shares outstanding: 47,626,239 as of: Dec.31, 2016

Total Preferred shares authorized: 150,000

Total Preferred shares outstanding: 1 Series D.

Item 7 The name and address of the transfer agent.

Standard register and Transfer Co.
440 East 400 South,
Suite 200 Salt Lake City, UT 84111
Phone: (801) 571-8844
The Transfer Agent is registered under the Exchange Act

Part C Business Information

Item 8 The nature of the issuer's business.

The main purpose of RAINFOREST Resources Inc. is to produce Carbon Credits for to be sold to companies internationally that require Carbon Credits to avoid sanctions as stipulated by the Kyoto Protocol and reaffirmed in the Paris meeting of December 2015.

The company has negotiated the purchase of 32,000 +or- hectares which are privately owned properties, located within the following boundaries: Mountain chain Flautas north, Paztaza river to the South, River Llushín West and River Cristal East, in the Republic of Ecuador. The area abounds with commodities and more important resources for future biodiversity, a forest that produces immense quantities of pure oxygen and CO2 sequestration.

The company has also identified natural springs on the acquired properties and is evaluating the profitability of exporting the natural spring water.

Rainforest Resources is a Florida Corporation formed in 1992, its fiscal year end is Dec. 31.

The issuer nor any of its predecessors has been in bankruptcy, receivership or any similar proceeding;

1. any material reclassification, merger, consolidation, or purchase or sale of a significant amount of assets;
None.
2. any default of the terms of any note, loan, lease, or other indebtedness or financing arrangement requiring the issuer to make payments;
No.
3. any change of control;
No.
4. any increase of 10% or more of the same class of outstanding equity securities;
No.
5. any past, pending or anticipated stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization;
No.
6. any delisting of the issuer's securities by any securities exchange;
No. and;
7. any current, past, pending or threatened legal proceedings or administrative actions either by or against the issuer that could have a material effect on the issuer's business, financial condition, or operations and any current, past or pending trading suspensions by a securities regulator. State the names of the principal parties, the nature and current status of the matters, and the amounts involved.
None.

B. Business of Issuer.

1. the issuer's primary and secondary SIC Codes; **Primary: 0811 (Timber tracts) Secondary: 5199 (Wholesale non-durable goods)**
2. the issuer is in the development stage; **The company is in the development stage in need of substantial additional capital to reach an operating stage.**
3. *the names and contact information of any parent, subsidiary, or affiliate of the issuer, and its business purpose, its method of operation, its ownership, and whether it is included in the financial statements attached to this disclosure statement;* **1. Rain Forest Ecuador- Ecuador-Holding Co. 99% owned by Rainforest Resources Inc. 2. Rain Forest Enterprises Ltd.- Ecuador-Holding Co. 99% owned by Rainforest Resources Inc.**

4. *the effect of existing or probable governmental regulations on the business;* **There are no existing or probable governmental regulations on the business currently.**

1. *an estimate of the amount spent during each of the last two fiscal years on research and development activities, and, if applicable, the extent to which the cost of such activities were borne directly by customers;* **The company has spent approximately \$550,000. USD in the last two fiscal years on research and development activities, these costs have been borne by the company.**

2. *costs and effects of compliance with environmental laws (federal, state and local);* **The company is compliant with all costs and effects of compliance with environmental laws (federal, state and local);** and

3. *the number of total employees and number of full-time employees.* **The company has one full time employee and retains independent 3rd. party consultants.**

Item 9 The nature of products or services offered.

In responding to this item, please describe the following so that a potential investor can clearly understand the products and services of the issuer:

- A. principal products or services, and their markets; **Development and issuance and sale of Carbon Credit Certificates. (“CCC”).**

- B. distribution methods of the products or services; **Sold via; (example: <https://www.sendeco2.com/es/precios-co2>). and other CCC exchanges.**

- C. status of any publicly announced new product or service; **None at time of writing.**

- D. competitive business conditions, the issuer’s competitive position in the industry, and methods of competition; **At present the Rainforest Resources Inc. is the only publicly traded company developing Carbon Credit Certificates. (“CCC”) in Ecuador.**

- E. sources and availability of raw materials and the names of principal suppliers; **N/A**
dependence on one or a few major customers;
the company is not dependent on one or a few major customers.
patents, trademarks, licenses, franchises, concessions, royalty agreements or labor contracts, including their duration;
The company has no; patents, trademarks, licenses, franchises, concessions, royalty agreements or labor contracts. and
the need for any government approval of principal products or services and the status of any requested government approvals
The company is compliant with all government approvals required.

Item 10 The nature and extent of the issuer's facilities.

The Company's corporate headquarters are located at 316 Tarpon Street Anna Maria, Florida, 34218. Our monthly rental is US \$500.00 paid annually. The Company leases the corporate office space in Quito Ecuador on an annual lease. There is a written document evidencing our lease. Our lease is contractual. Our monthly rental is US \$450.00 USD. The company through its subsidiaries owns 32,000 +0r- hectares of rain forest land in Ecuador.

Part D Management Structure and Financial Information

Item 11 The name of the chief executive officer, members of the board of directors, as well as control persons.

**Michael Nilsson - CEO
Francis Philippe Gerber - CFO
Victor Hugo Macias – Chairman, VP Operations Ecuador
Christopher George Penderok - Independent Director
Pranpravee Tason - Independent Director, Audit Committee Member**

Land Trade Ecuador CIA, LTDA, 27,000,000 restricted 144 common shares.

**Jorge Wilson Andrade Pazmiño
Calle Nueva Aventura Aguilera N57-151 Quito, Ecuador
Tel: +593098 566 0428**

**G.A. Quality Invest Management Ltd. 1 Series D Preferred share.
Ing. Johannes Kurzmann
21.M. Nikolaides Street, 2nd Floor, 8101 Paphos, Cyprus HE 179134
Tel: +43 660 8179153**

A. Officers and Directors. In responding to this item, please provide the following information for each of the issuer's executive officers, directors, general partners and control persons, as of the date of this information statement:

1. Full name; **Michael Nilsson, born 1963 Swedish citizen**
2. Business address; **Shangri-La Residence Apartment 1360
89 Soi Wat Suan Plu, Bangrak, Bangkok 10500 Thailand**
3. Employment history; **1998 – 2018 Gadd & Cie SA, Geneva, Switzerland
Independent Portfolio Manager International asset management for private clients, trusts and foundations.**

4. Board memberships and other affiliations; **President – CEO.**
5. Compensation by the issuer; **None currently.** and
6. Number and class of the issuer's securities beneficially owned. **None.**

1. **Francis Philippe GERBER, 23.06.1972, Swiss citizen**
2. Business address; **Trustee & consultancy office F. Gerber, P.O. Box 59, CH-2746 Crémines, f.gerber@netcourrier.ch**
3. Employment history **Owner and freelance mandate since 2001 present date, has severed several company as CFO/COO and general manager administration and tax consultant.**
4. Board memberships and other affiliations; **Director & CFO**
5. Compensation by the issuer; **None at present.**
6. Number and class of the issuer's securities beneficially owned. **None.**

1. Full name; Víctor Hugo Macías Almeida, December 7 1974, Ecuatoriano.
2. Business address; Cristóbal Sandoval OE3-26 y Av. La Prensa Quito Ecuador.
3. Employment history; 2011 - 2015 Arista Gestoría Organizacional as Director of the **international Department in charge of: International Clients, Technical Translations, in charge of websites:www.icontable.com ; www.arista.com.ec 2014 in charge of the contacts for the 1st Accounting Congress of Ecuador in October and contacts for CReCER 2015. 2015-2016 Private consultant, of Rain Forest Resources in Ecuador. 2016 – to date.**
4. Board memberships and other affiliations; **Director – COB Rainforest Resources Inc. and General Manager for Rainforest Ecuador,**
5. Compensation by the issuer; **\$36,000.USD annually.** and
6. Number and class of the issuer's securities beneficially owned. **None.**

B. Legal/Disciplinary History. Please identify whether any of the foregoing persons have, in the last five years, been the subject of:

1. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses); **None.**
2. The entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities; **None.**
3. A finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated; **None.**
4. The entry of an order by a self-regulatory organization that permanently or

temporarily barred, suspended or otherwise limited such person's involvement in any type of business or securities activities.

No.

C. Disclosure of Family Relationships.
None.

D. Disclosure of Related Party Transactions.
None.

Item 12 Financial information for the issuer's most recent fiscal period. The issuers financial statements are incorporated by reference at; <https://www.otcmarkets.com/stock/RRIF/disclosure>, Annual Report - RRIF Audited Financial Statements 12/31/2018

- 1) balance sheet;
- 2) statement of income;
- 3) statement of cash flows;
- 4) statement of changes in stockholders' equity (for Annual Reports only);
- 5) financial notes;
- 6) Auditors report.

Item 13 Similar financial information for such part of the two preceding fiscal years.
Such financial statements are incorporated by reference; <https://www.otcmarkets.com/stock/RRIF/disclosure>, Annual Report - RRIF Audited Financial Statements 2016, 2017.

Item 14 Beneficial Owners.

Shareholder	Address	# of Shares	Class of Shares	% at 12/31/16	Contact
Land Trade Ecuador CIA. LTDA	Calle Nueva Aventura Aguilera N57-151 Quito, Ecuador	27,000,000	Common Restricted	56.7%	Jorge Wilson Andrade Pazmiño Email: juridicoanpaz@hotmail.com Tel: +593098 566 0428
CAM Asset Management	10 Anson Road 26-08 International Plaza, Singapore	3,800,000	Common Restricted	8.0%	Mr. Gea Ban Pang Tel: +65 6222290 Email: info@linkmgt.com
SVS Securities	20 Ropemaker Street, London, UK.	2,700,000	Common Restricted	5.7%	Tel: +44 20 3700 0100

Item 15 The name, address, telephone number, and email address of each of the following outside providers that advise the issuer on matters relating to operations, business development and disclosure:

1. Investment Banker - **None**
2. Promoter - **None**

3. **Securities Counsel – John Dolkart**
Dolkart Law
1750 Kettner Blvd, Suite 416
San Diego, CA 92101
T – (619) 501-1083
Email: john@dolkartlaw.com

4. Accountant or Auditor
Accountant – Delong Zhou - CPA
2115 Concord Pike, Suite 209, Wilmington, DE 19803
(302) 256-0124
Email: delongcpa@yahoo.com
Provides accounting services and assists management in the preparation of financial statements for quarterly reporting and year end. Licensed in Delaware.

Auditor – Moore Stevens Lovelace, P.A.
701 Brickell Avenue, Suite 550,
Miami, Florida 33131
T- 305 819 9555
Email: www.mslcpa.com Licensed in Florida.
Prepares audited financials.

5. Investor Relations Consultant - **Patti Cooke**
Firm: Wellington Cooke Corporate Services
Address: 65 Lillian Street, Suite 110, Toronto, Ont. M4S 0A1 CA
Phone+14164647484
Email: patticooke55@gmail.com

6. Any other advisor(s) that assisted, advised, prepared or provided information with respect to this disclosure statement - the information shall include the name, address, telephone number and email address of each advisor.
None.

Item 16 Management’s Discussion and Analysis or Plan of Operation.

A. Plan of Operation.

- i. **The issuer can satisfy its current cash requirements however, it may have to raise additional funds in the next twelve months;**
- ii. **The issuer will continue with the Carbon Credit audit process to have Carbon Credit certificates issued to the company.**
- iii. **The company has no expected purchase or sale of plant and significant equipment; and**
- iv. **The company does not anticipate any significant changes in the number of employees in the next 6 months.**

C. Off-Balance Sheet Arrangements.
NONE

Part E Issuance History

Item 17 List of securities offerings and shares issued for services in the past two years.
None.

Part F Exhibits
None

Item 19 Articles of Incorporation and Bylaws.

Articles are incorporated by reference and may be viewed at

<http://search.sunbiz.org/Inquiry/CorporationSearch/SearchResultDetail?inquirytype=EntityName&directionType=Initial&searchNameOrder=RAINFORESTRESOURCES%20P920000040647&aggregatId=domp-p92000004064-29524343-1939-43bf-9082-5ab6f0030775&searchTerm=rainforest%20resources%20Inc.&listNameOrder=RAINFORESTRESOURCES%20P920000040647>



FL-Corporate-Bylaws.
pdf

Item 20 Purchases of Equity Securities by the Issuer and Affiliated Purchasers.
None.

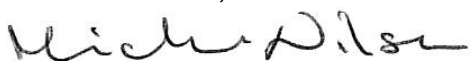
Item 21 Issuer's Certifications.

I, Michael Nilsson, certify that: I have reviewed this [specify either annual or quarterly disclosure statement] of [identify issuer];

1. Based on my knowledge, this disclosure statement 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 disclosure statement; and

2. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

Date: June 14, 2018

A handwritten signature in black ink that reads "Michael Nilsson". The signature is written in a cursive style and is positioned above a horizontal line.

Michael Nilsson
President & CEO