

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

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the quarterly period ended March 31, 2022

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: 333-198524

FRONTERA GROUP INC.

(Exact Name of Registrant as Specified in its Charter)

Nevada	46-4429598
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

701 S Carson Street, Suite 200	89701
Carson City, NV	(Zip Code)
(Address of principal executive offices)	

Registrant's telephone number including area code: 909-374-5750

<u>Title of each class</u>	<u>Trading Symbol</u>	<u>Name of each exchange on which registered</u>
Common Stock, \$0.00001 par value	FRTG	OTC Pink

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files).

Yes No

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

Large accelerated filer <input type="checkbox"/>	Accelerated filer <input type="checkbox"/>
Non-accelerated filer <input checked="" type="checkbox"/>	Smaller reporting company <input checked="" type="checkbox"/>
	Emerging growth company <input type="checkbox"/>

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

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

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date:

<u>Class</u>	<u>Outstanding as of May 9, 2022</u>
Common Stock, \$0.00001 par value	45,180,150

FRONTERA GROUP INC.

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ITEM 1. FINANCIAL STATEMENTS

FRONTERA GROUP INC.

For the Three- and Nine-Month Periods ended March 31, 2022 and 2021

(Unaudited)

Contents

Unaudited Balance Sheets as of March 31, 2022 and June 30, 2021

Unaudited Statements of Operations for the Three- and Nine-Month Periods Ended March 31, 2022 and 2021

Unaudited Statements of Cash Flows for the Nine-Month Periods Ended March 31, 2022 and 2021

Unaudited Statements of Stockholders' Equity for the Three- and Nine-Month Periods Ended March 31, 2022 and 2021

Notes to the Financial Statements

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FRONTERA GROUP INC.
BALANCE SHEETS
(Unaudited)

	March 31, 2022	June 30, 2021
Current Assets:		
Cash	\$ 7,000	\$ —
Total current assets	<u>7,000</u>	<u>—</u>
Intangible Assets	5,000,750	\$ —
Total Assets	<u>\$ 5,007,750</u>	<u>\$ —</u>
Current Liabilities:		
Accounts payable	\$ 5,029,312	\$ 18,357
Advance from officer	17,949	—
Total current liabilities	<u>5,047,261</u>	<u>18,357</u>
Commitments and Contingencies		
Stockholders' (Deficit):		
Common stock par value \$0.00001 per share: 1,000,000,000 shares authorized, 120,180,150 shares issued and outstanding at March 31, 2022 and 307,280,150 shares issued and outstanding at June 30, 2021	1,202	3,073
Additional paid-in capital	134,921	125,300
Deficit	(175,634)	(146,730)
Total stockholders' (deficit)	<u>(39,511)</u>	<u>(18,357)</u>
Total Liabilities and Stockholders' (Deficit)	<u>\$ 5,007,750</u>	<u>\$ —</u>

See accompanying notes to the unaudited financial statements

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FRONTERA GROUP INC.

STATEMENTS OF OPERATIONS
(Unaudited)

	Three Months Ended March 31,		Nine Months Ended March 31,	
	2022	2021	2022	2021
Revenue	\$ —	\$ —	\$ —	\$ —
Cost of Revenue	—	—	—	—
Gross Profit	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>
Operating Expenses:				

Professional fees	—	—	24,425	—
General and administrative expenses	3,524	—	4,470	—
Total operating expenses	3,524	—	25,380	—
Loss Before Income Tax Provision	(3,524)	—	(28,904)	—
Income Tax Provision	—	—	—	—
Net Loss	\$ (3,524)	\$ —	\$ (28,904)	\$ —
Net Loss Per Common Share:				
- Basic and Diluted	\$ —	\$ —	\$ —	\$ —
Weighted Average Common Shares Outstanding:				
- Basic and Diluted	44,797,541	307,280,150	120,392,831	307,280,150

See accompanying notes to the unaudited financial statements

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FRONTERA GROUP INC.
STATEMENTS OF CASH FLOWS
(Unaudited)

	Nine Months Ended March 31,	
	2022	2021
Operating Activities:		
Net (loss)	\$ (28,904)	\$ —
Adjustments to reconcile net loss to net cash used in operating activities:		
Shares Issued for Consulting Services	—	—
Changes in Operating Assets and Liabilities:		
Accounts Payable	14,479	—
Net Cash (Used In) Operating Activities	(14,425)	—
Financing Activities:		
Proceeds from Sale of Stock	3,000	—
Common Stock Issued	4,000	—
Officer Contribution	14,425	—
Net Cash Provided by Financing Activities	21,425	—
Net Change in Cash	7,000	—
Cash - Beginning of Period	—	—
Cash - End of Period	\$ 7,000	\$ —

See accompanying notes to the unaudited financial statements

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FRONTERA GROUP INC.
STATEMENTS OF STOCKHOLDERS' EQUITY
For the Three and Nine Months Ended March 31,
(Unaudited)

	Number of Shares	Common Stock	Paid-in Capital	Retained Earnings
Balance at June 30, 2020	307,280,150	\$ 3,073	\$ 125,300	\$(146,730)
Net income	—	—	—	—
Balance at September 30, 2020	307,280,150	3,073	125,300	(146,730)
Net income	—	—	—	—
Balance at December 31, 2020	307,280,150	3,073	125,300	(146,730)
Net income	—	—	—	—
Balance at March 31, 2021	307,280,150	3,073	125,300	(146,730)

	Number of Shares	Common Stock	Paid-in Capital	Retained Earnings
Balance at June 30, 2021	307,280,150	\$ 3,073	\$ 125,300	\$(146,730)
Cancellation of Shares	(300,000,000)	(3,000)	3,000	—
Issuance of New Shares	13,750,000	138	2,862	—
Net loss	—	—	—	(24,425)
Balance at September 30, 2021	21,030,150	211	131,162	(171,155)
Issuance of New Shares	23,750,000	237	3,763	—
Net loss	—	—	—	(955)
Balance at December 31, 2021	44,780,150	\$ 448	\$ 134,925	\$(172,110)
Issuance of New Shares	400,000	4	(4)	—
Shares Issued for Acquisition of Intangible Assets	75,000,000	750	—	—
Net loss	—	—	—	(3,524)
Balance at March 31, 2022	120,180,150	\$ 1,202	\$ 134,921	\$(175,634)

See accompanying notes to the unaudited financial statements

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FRONTERA GROUP INC.
For the Three- and Nine-Month Periods Ended March 31, 2022 and 2021
Notes to the Financial Statements
(Unaudited)

Note 1 – Organization and Operations

Frontera Group Inc. (the “Company”) was incorporated under the laws of the State of Nevada on November 21, 2013. Frontera Group Inc. was created to be an export management company providing business development and market consultancy services that assist small and medium-sized businesses in entering new markets in Central and South America. The Company purchased intellectual property in March 2022.

Note 2 – Summary of Significant Accounting Policies

Basis of Presentation – Unaudited Interim Financial Information

The accompanying unaudited interim financial statements and related notes have been prepared in accordance with accounting principles generally accepted in the United States of America (“U.S. GAAP”) for interim financial information, and with the rules and regulations of the United States Securities and Exchange Commission (“SEC”) to Form 10-Q and Article 8 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by U.S. GAAP for complete financial statements. The unaudited interim financial statements furnished reflect all adjustments (consisting of normal recurring accruals) which are, in the opinion of management, necessary for a fair statement of the results for the interim periods presented. Unaudited interim results are not necessarily indicative of the results for the full fiscal year. These unaudited interim financial statements should be read in conjunction with the financial statements of the Company for the year ended June 30, 2021 and notes thereto contained in the information as part of the Company’s Annual Report on Form 10-K, which was filed with the SEC on September 1, 2021.

Cash and Cash Equivalents

The Company considers all highly liquid investments with an original maturity of three months or less when purchased to be cash equivalents. As of March 31, 2022, the Company had \$7,000 of cash and no cash equivalents.

Use of Estimates and Assumptions and Critical Accounting Estimates and Assumptions

The preparation of financial statements in conformity with accounting principles generally accepted in the U.S. 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(s). Actual results could differ from those estimates.

Earnings (loss) per Share

Earnings (loss) per share is the amount of earnings (loss) attributable to each share of common stock. Earnings (loss) per share (“EPS”) is computed pursuant to section 260-10-45 of the Financial Accounting Standards Board (“FASB”) Accounting Standards Codification (“ASC”). Pursuant to ASC Paragraphs 260-10-45-10 through 260-10-45-16, basic EPS is computed by dividing the net income (loss) available to common stockholders (the numerator) by the weighted-average number of common shares outstanding (the denominator) during the period.

The computation of diluted EPS is similar to the computation of basic EPS except that the denominator is increased to include the number of additional common shares that would have been outstanding if the potential dilutive common shares had been issued during the period to reflect the potential dilution that could occur from common shares issuable through contingent share issuance arrangements, stock options or warrants. When the Company has a loss, potential dilutive shares are not included as they would be anti-dilutive.

There were no potentially dilutive debt or equity instruments issued and outstanding at any time during the three or nine months ended March 31, 2022 and 2021.

Income Taxes

The Company accounts for income taxes in accordance with the FASB ASC Section 740, "Income Taxes" ("ASC 740"), which requires the recognition of deferred income taxes for differences between the basis of assets and liabilities for financial statement and income tax purposes. Deferred tax assets and liabilities represent the future tax consequences for those differences, which will either be taxable or deductible when the assets and liabilities are recovered or settled. Deferred tax assets are also recognized for operating losses that are available to offset future taxable income. A valuation allowance is established when necessary to reduce deferred tax assets to the amount expected to be realized.

The Company accounts for uncertain tax positions in accordance with ASC Section 740-10, which prescribes a recognition threshold and measurement process for financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. The guidance also prescribes direction on de-recognition, classification, and accounting for interest and payables in the financial statements. The Company classifies interest expense and any related penalties related to income tax uncertainties as a component of income tax expense. No interest or penalties have been recognized as of March 31, 2022 and 2021. The Company does not expect any significant changes in unrecognized tax benefits within twelve months of the reporting date.

Subsequent Events

The Company follows the guidance in Section 855-10-50 of the FASB ASC for the disclosure of subsequent events. The Company evaluates subsequent events through the date when the financial statements are issued. Pursuant to Accounting Standards Update ("ASU") 2010-09, *Subsequent Events (Topic 855): Amendments to Certain Recognition and Disclosure Requirements*, of the FASB ASC, the Company as a Securities and Exchange Commission ("SEC") filer considers its financial statements issued when they are widely distributed to users, such as through filing them on EDGAR.

Recently Issued Accounting Pronouncements

Management has evaluated Financial Accounting Standards Board ("FASB") Accounting Standards Update ("ASU") 2014-09, Topic 606 – Revenue from Contracts with Customers and FASB ASI 2016-02, Topic 842 – Leases, and determined that at the present time these new standards do not affect the Company, but may in the future if operations are resumed. Management does not believe that any recently issued, but not yet effective accounting pronouncements, if adopted, will have a material effect on the accompanying financial statements.

Note 3 – Going Concern

As reflected in the accompanying financial statements, the Company had an accumulated deficit as of March 31, 2022, and a net loss for the three and nine months ended March 31, 2022 and has no operating cash to pay its liabilities. Management has determined that these factors raise substantial doubt about the Company's ability to continue as a going concern.

The Company is attempting to commence operations and generate sufficient revenue; however, the Company's cash position is not sufficient to support the Company's daily operations. Management intends to raise additional funds by way of a private or public offering. While the Company believes in the viability of its strategy to commence operations and generate sufficient revenue and in its ability to raise additional funds, there can be no assurances to that effect. The ability of the Company to continue as a going concern is dependent upon the Company's ability to further implement its business plan and generate sufficient revenue and its ability to raise additional funds by way of a public or private offering.

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. The financial statements do not include any adjustments to reflect the possible future effects on the

recoverability and classification of assets or the amounts and classification of liabilities that might be necessary if the Company is unable to continue as a going concern.

Note 4 – Income Tax Provision

Deferred Tax Assets

As of March 31, 2022, and June 30, 2021, the Company had net operating loss ("NOL") carry-forwards for Federal income tax purposes of \$175,634 and \$146,730, respectively, that may be offset against future taxable income which begin to expire in 2038. No tax benefit has been reported with respect to these NOL carry-forwards in the accompanying financial statements because the Company believes that the realization of the Company's net deferred tax assets was not considered more likely than not and accordingly, the potential tax benefits of the NOL carry-forwards are fully offset by a full valuation allowance.

Deferred tax assets (liabilities) are comprised of the following:

	<u>March 31, 2022</u>	<u>June 30, 2021</u>
Net operating loss carryforwards	\$ 36,883	\$ 30,813
Valuation allowance	(36,883)	(30,813)
Net deferred tax assets	<u>\$ —</u>	<u>\$ —</u>

Deferred tax assets consist primarily of the tax effect of NOL carry-forwards. The Company has provided a full valuation allowance on the deferred tax assets because of the uncertainty regarding its realizability.

We follow ASC 740 *Accounting for Uncertainty in Income Taxes*. Under ASC 740, tax benefits are recognized only for tax positions that are more likely than not to be sustained upon examination by the tax authorities. The amount recognized is measured as the largest amount of benefit that is greater than fifty percent likely to be realized upon ultimate settlement. Unrecognized tax benefits are tax benefits claimed in our tax returns that do not meet these recognition and measurement standards. We had no liabilities for unrecognized tax benefits at March 31, 2022 and June 30, 2021.

Our policy is to recognize potential interest and penalties accrued related to unrecognized tax benefits within income tax expense. For the three and nine months ended March 31, 2022 and 2021, we did not recognize any interest or

penalties in our statement of operations, nor did we have any interest or penalties accrued in our balance sheet as of March 31, 2022 and June 30, 2021 relating to unrecognized tax benefits.

The tax years ended June 30, 2015, 2016 and 2017 remain open to examination for federal income tax purposes and by the other major taxing jurisdictions to which we are subject.

Note 5 – Related Party Transactions

As of March 31, 2022, there were 45,180,150 shares of our common stock outstanding. Our chairman of the board of directors owns 18,750,000 shares, approximately 41.5% of our outstanding shares.

Note 6 – Subsequent Events

The Company has evaluated all events that occurred after the balance sheet date through the date when the financial statements were issued to determine if they must be reported.

On April 21, 2022, the Company announced in a press release and a Form 8-K filing, the appointment of Mr. Andrew De Luna as he Company's Interim Chief Executive Officer, succeeding Mr. Mann Yam, who will remain in his position as Chairman of the Company's Board of Directors. The Company also announced that Mr. De Luna has been

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named as the company's Vice Chairman and Chief Financial Officer, that Mr. K. Bryce "Rick" Toussaint has been elected a member of the Company's board of Directors and that Ms. Deneice Day has been named as the Company's Treasurer. In addition, the Board of Directors of the Company approved a change in the Company's fiscal year end from June 30th to December 31st of each year.

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ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.

Forward-Looking Statements and Associated Risks.

This Quarterly Report contains forward-looking statements. Forward-looking statements are projections of events, revenues, income, future economic performance or management's plans and objectives for our future operations. In some cases, you can identify forward-looking statements by terminology such as "may," "should," "expects," "plans," "anticipates," "believes," "estimates," "predicts," "potential" or "continue" or the negative of these terms or other comparable terminology. These statements are only predictions and involve known and unknown risks, uncertainties and other factors, including the risks in the section entitled "Risk Factors" and the risks set out below, any of which may cause our or our industry's actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by these forward-looking statements. These risks include, by way of example and not in limitation:

- *the uncertainty of profitability based upon our history of losses;*
- *risks related to failure to obtain adequate financing on a timely basis and on acceptable terms to continue as a going concern;*
- *risks related to our international operations and currency exchange fluctuations; and*
- *other risks and uncertainties related to our business plan and business strategy.*

This list is not an exhaustive list of the factors that may affect any of our forward-looking statements. These and other factors should be considered carefully and readers should not place undue reliance on our forward-looking statements. Forward looking statements are made based on management's beliefs, estimates and opinions on the date the statements are made and we undertake no obligation to update forward-looking statements if these beliefs, estimates and opinions or other circumstances should change. Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results, levels of activity, performance or achievements. Except as required by applicable law, including the securities laws of the United States, we do not intend to update any of the forward-looking statements to conform these statements to actual results.

Our financial statements are stated in United States dollars (US\$) and are prepared in accordance with United States Generally Accepted Accounting Principles. All references to "common stock" refer to the common shares in our capital stock.

As used in this quarterly report, the terms "we", "us", "our", the "Company" and "Frontera Group" mean Frontera Group Inc. unless otherwise indicated.

Our Business

Frontera Group Inc. is a "smaller reporting company", meaning that we are not an investment company, an asset-backed issuer, or a majority-owned subsidiary of a parent company that is not a smaller reporting company and have a public float of less than \$75 million and annual revenues of less than \$50 million during the most recently completed fiscal year. "Smaller reporting companies" are able to provide simplified executive compensation disclosures in their filings; are exempt from the provisions of Section 404(b) of the Sarbanes-Oxley Act requiring that its independent registered public accounting firm provide an attestation report on the effectiveness of internal control over financial reporting; are not required to conduct say-on-pay and frequency votes until annual meetings occurring on or after January 21, 2013; and have certain other decreased disclosure obligations in their SEC filings, including, among other things, only being required to provide two years of audited financial statements in annual reports.

Results of operations for the three-month periods ended March 31, 2022 and 2021

Revenue

We had no revenue or cost of revenues for the three months ended March 31, 2022 and 2021. We did not perform any services during the three months ended March 31, 2022 and 2021.

Costs and Expenses

We incurred \$1,789 in professional or transfer agent fees and \$1,735 in registration fees during the three months ended March 31, 2022. We incurred no costs or expenses during the three months ended March 31, 2021.

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Net Loss

We had a net loss of \$3,524 during the three months ended March 31, 2022. We had no operations resulting in no net income (loss) during the three months ended March 31, 2021.

Results of operations for the nine-month periods ended March 31, 2022 and 2021

Revenue

We had no revenue or cost of revenues for the nine months ended March 31, 2022 and 2021. We did not perform any services during the nine months ended March 31, 2022 and 2021.

Costs and Expenses

During the nine months ended March 31, 2022, we incurred \$24,425 of professional and transfer agent fees and \$4,479 in registration fees. During the nine months ended March 31, 2021, we incurred no costs or expenses.

Net Loss

We had a net loss of \$28,904 during the nine months ended March 31, 2022. We had no operations resulting in no net income (loss) during the nine months ended March 31, 2021.

Liquidity and Capital Resources

	<u>March 31, 2022</u>	<u>June 30, 2021</u>
Total assets	\$ 7,000	\$ —
Total liabilities	(47,261)	(18,357)
Working capital deficiency	<u>\$ (40,261)</u>	<u>\$ (18,357)</u>

Liquidity

Since we currently have no operations, additional capital will be required to continue operations. We have explored and are continuing to explore options to provide additional financing to fund future operations as well as other possible courses of action. Such actions include, but are not limited to, securing lines of credit, sales of debt or equity securities (which may result in dilution to existing shareholders), loans and cash advances from our directors or other third parties, and other similar actions. There can be no assurance that we will be able to obtain additional funding (if needed), on acceptable terms or at all, through a sale of our common stock, loans from financial institutions, our directors, or other third parties, or any of the actions discussed above. If we cannot sustain profitable operations, and additional capital is unavailable, lack of liquidity could have a material adverse effect on our business viability, financial position, results of operations and cash flows.

Cash Flows

Cash Flows from Operating Activities

During the nine months ended March 31, 2022, we used \$14,425 in operating activities. During the nine months ended March 31, 2021, we did use any cash in operating activities.

Cash Flows from Investing Activities

We did not generate or use any cash from investing activities during the nine months ended March 31, 2022 and 2021.

Cash Flows from Financing Activities

During the nine months ended March 31, 2022, we issued 37,500,000 shares of common stock for a total value of \$7,000. Our Chairman of the Board of Directors contributed \$14,425 to the Company during the nine months ended March 31, 2022. During the nine months ended March 31, 2021, we cancelled 300,000,000 shares of common stock.

Management expects to keep operating costs to a minimum until cash is available through financing or operating activities. Management plans to continue to seek, in addition to equity financing, other sources of financing (e.g., shareholder loans) on favorable terms; however, there are no assurances that any such financing can be obtained on favorable terms, if at all.

If we are unable to generate profits sufficient to cover our operating costs or to obtain additional funds for our working capital needs, we may need to cease or curtail operations. Furthermore, there is no assurance the net proceeds from any successful financing arrangement will be sufficient to cover cash requirements during the initial stages of the Company's operations.

Off-Balance Sheet Arrangements

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

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.

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

ITEM 4. CONTROLS AND PROCEDURES.

Evaluation of Disclosure Controls

We evaluated the effectiveness of our disclosure controls and procedures as of March 31, 2022. This evaluation was conducted with the participation of our chief executive officer and our principal accounting officer.

Disclosure controls are controls and other procedures that are designed to ensure that information that we are required to be disclosed in the reports we file pursuant to the Securities Exchange Act of 1934 is recorded, processed, summarized and reported.

Limitations on the Effectiveness of Controls

Our management does not expect that our disclosure controls or our internal controls over financial reporting will prevent all error and fraud. A control system, no matter how well conceived and operated, can provide only reasonable, but no absolute, assurance that the objectives of a control system are met. Further, any control system reflects limitations on resources, and the benefits of a control system must be considered relative to its costs. These limitations also include the realities that judgments in decision-making can be faulty and that breakdowns can occur because of simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people or by management override of a control. A design of a control system is also based upon certain assumptions about potential future conditions; over time, controls may become inadequate because of changes in conditions, or the degree of compliance with the policies or procedures may deteriorate. Because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and may not be detected.

Conclusions

Based upon the evaluation of our controls, the chief executive officer and principal accounting officer have concluded that, subject to the limitations noted above, the disclosure controls are not effective providing reasonable assurance that material information relating to us is made known to management on a timely basis during the period when our reports are being prepared. There were no changes in our internal controls that occurred during the year covered by this report that have materially affected, or are reasonably likely to materially affect our internal controls.

PART II – OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS.

We were not subject to any legal proceedings during the three- and nine-month periods ended March 31, 2022, and currently we are not involved in any pending litigation or legal proceeding.

ITEM 1A. RISK FACTORS.

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

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

No equity securities were sold during the three or nine months ended March 31, 2022.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES.

No senior securities were issued and outstanding during the three or nine months ended March 31, 2022.

ITEM 4. MINE SAFETY DISCLOSURES.

Not applicable to our Company.

ITEM 5. OTHER INFORMATION.

None.

ITEM 6. EXHIBITS

The following documents are filed as a part of this report or are incorporated by reference to previous filings, if so indicated:

EXHIBIT NUMBER	DESCRIPTION
3.1	Articles of Incorporation. Incorporated by reference to the Company's Registration Statement on Form S-1 filed with the SEC on September 3, 2014.
3.2	Bylaws. Incorporated by reference to the Company's Registration Statement on Form S-1 filed with the SEC on September 3, 2014.
4.2	Subscription Agreement. Incorporated by reference to the Company's Registration Statement on Form S-1 filed with the SEC on September 3, 2014.
10.1	Management Consultant Agreement (President). Incorporated by reference to the Company's Registration Statement on Form S-1 filed with the SEC on September 3, 2014.
10.2	Management Consultant Agreement (C.F.O.). Incorporated by reference to the Company's Registration Statement on Form S-1 filed with the SEC on September 3, 2014.
*31.1	Certification of the Chief Executive Officer pursuant to Rules 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
*31.2	Certification of the Chief Financial Officer pursuant to Rules 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
*32.1	Certification of the Chief Executive Officer pursuant to 18 U.S.C Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

*32.2 Certification of the Chief Financial Officer pursuant to 18 U.S.C Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

**101.INS XBRL Instance Document

**101.SCH XBRL Taxonomy Extension Schema Document

**101.CAL XBRL Taxonomy Extension Calculation Linkbase Document

**101.DEF XBRL Taxonomy Extension Definition Linkbase Document

**101.LAB XBRL Taxonomy Extension Label Linkbase Document

**101.PRE XBRL Taxonomy Extension Presentation Linkbase Document

* Filed herewith.

** XBRL (Extensible Business Reporting Language) information is furnished and not filed or a part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, is deemed not filed for purposes of Section 18 of the Exchange Act and otherwise is not subject to liability under these sections.

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SIGNATURES

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

Frontera Group Inc

/s/ Andrew De Luna

Andrew De Luna

Interim Chief Executive Officer, Chief Financial Officer

May 16, 2022

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