

# Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

## Sycamore Entertainment Group, Inc.

4500 9th Avenue NE, Suite 300  
Seattle, WA 98105  
Phone: 206-502-2312  
Info@sycamoreentertainment.com  
[www.sycamoreentertainmentgroup.com](http://www.sycamoreentertainmentgroup.com)  
SIC Code: 7812

### Quarterly Report For the Period Ending: December 31, 2018

As of December 31, 2018 the number of shares outstanding of our Common Stock was:  
1,957,417,066

As of September 30, 2018 the number of shares outstanding of our Common Stock was:  
1,957,417,066

As of December 31, 2017 the number of shares outstanding of our Common Stock was:  
1,787,417,066

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:

Indicate by check mark whether the company's shell status has changed since the previous reporting period:

Yes:  No:

Indicate by check mark whether a Change in Control<sup>1</sup> of the company has occurred over this reporting period:

Yes:  No:

#### 1) Name of the issuer and its predecessors (if any)

In answering this item, please also provide any names used by predecessor entities and the dates of the name changes.

ImaRx Therapeutics, Inc.

Effective May 14, 2010 (the "Effective Date"), ImaRx Therapeutics, Inc. ("ImaRx" or "Company") entered into an Agreement for the Purchase and Sale of Stock with Sycamore Films, Inc. The Merger Agreement between Sycamore Films and ImaRx was accounted for as a reverse acquisition in accordance with Accounting Standards Codification ("ASC") 805 Business Combinations.

Symbol changed from IMRX to SEGI November 24, 2010

Entity Name: SYCAMORE ENTERTAINMENT GROUP INC

Entity Status: Active  
Formation Date: 07/14/2010

Has the issuer or any of its predecessors been in bankruptcy, receivership, or any similar proceeding in the past five years?

Yes:  No:

## 2) Security Information

Trading symbol: SEGI  
Exact title and class of securities outstanding: B  
CUSIP: 7812  
Par or stated value: \$0.001

Total shares authorized: 2,500,000,000 as of date: December 31, 2018  
Total shares outstanding: 1,957,417,066 as of date: December 31, 2018  
Number of shares in the Public Float<sup>2</sup>: 1,957,417,066 as of date: December 31, 2018  
Total number of shareholders of record: 408 as of date: January 24, 2018

*All additional class(es) of publicly traded securities (if any):*

Trading symbol: N/A  
Exact title and class of securities outstanding:  
CUSIP:  
Par or stated value:  
Total shares authorized: as of date:  
Total shares outstanding: as of date:

## Transfer Agent

VStock Transfer  
77 Spruce Street, Suite 201  
Cedarhurst, NY  
212-828-8436

Is the Transfer Agent registered under the Exchange Act?<sup>3</sup> Yes:  No:

Describe any trading suspension orders issued by the SEC concerning the issuer or its predecessors:  
There are no suspension orders issued.

List any stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization either currently anticipated or that occurred within the past 12 months:

There are none of the aforementioned activities to note.

## 3) Issuance History

---

<sup>2</sup> "Public Float" shall mean the total number of unrestricted shares not held directly or indirectly by an officer, director, any person who is the beneficial owner of more than 10 percent of the total shares outstanding (a "control person"), or any affiliates thereof, or any immediate family members of officers, directors and control persons.

<sup>3</sup> To be included in the Pink Current Information tier, the transfer agent must be registered under the Exchange Act.

The following events resulted in changes in total shares outstanding by the issuer (1) in the past two year period ending on the last day of the issuer's most recent fiscal year and (2) since the last day of the issuer's most recent fiscal year:

Issuances of common stock during the calendar year 2018:

There are no issuances in the Calendar year of 2018.

**A. Changes to the Number of Outstanding Shares**

Check this box to indicate there were no changes to the number of outstanding shares within the past two completed fiscal years and any subsequent periods:

Shares Outstanding as of Second Most Recent Fiscal Year End: <u>Opening Balance 1,957,417,066</u>  Date: <u>December 31, 2018</u> Common: <u>1,957,417,066</u> Preferred: <u>1</u>			*Right-click the rows below and select "Insert" to add rows as needed.						
Date of Transaction	Transaction type (e.g. new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to (entities must have individual with voting / investment control disclosed).	Reason for share issuance (e.g. for cash or debt conversion) -OR- Nature of Services Provided	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
_____	_____	_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____	_____	_____
Shares Outstanding on Date of This Report:  <p style="text-align: center;"><u>Ending Balance</u></p> Date: <u>December 31, 2018</u> Common: <u>1,957,417,066</u> Preferred: <u>1</u>									

Use the space below to provide any additional details, including footnotes to the table above:

**B. Debt Securities, Including Promissory and Convertible Notes**

Use the chart and additional space below to list and describe all outstanding promissory notes, convertible notes, convertible debentures, or any other debt instruments that may be converted into a class of the issuer's equity securities.

Check this box if there are no outstanding promissory, convertible notes or debt arrangements:

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g. Loan, Services, etc.)

2014-09-19	\$15,000	\$15,000	\$3961.64	2015-09-19	50% of lowest trade prior 20 trading days	Beaufort/ Leib Schaeffer	Loan
2012-08-22	\$150,000	\$150,000	\$14,959	2013-02-22	Fixed conversion at \$.00003/share	JMARK/ Jason Ark	Loan
2011-05-29	\$100,000	\$100,000	\$255,340	2015-12-31	None	Dr. Kharoufeh	Loan
2008-08-27	\$10,000	\$10,000	\$10,211	on Demand	Forfeited conversion feature 08/27/2012	Louise Cook	Loan
2011-09-24	5,000	\$7500	\$0	on Demand	Fixed at \$.000025	Cynthia Mair	Loan
2014-09-30	\$10,000	\$10,000	\$400	2015-09-30	None	Larry Wilham	Loan
2014-10-06	\$33,000	\$50,000	\$11,221	2015-10-06	50% of lowest trade prior 40 trading days	BlackBridge/ Alexander Dillon	Financing
2017-02-08	\$22,500	\$22,500	\$2,370	2018-02-08	50% of lowest trade prior 20 trading days	BlackBridge 2/ Alexander Dillon	Financing
2014-01-04	\$137,185	\$137,185	\$10,970	2015-01-04	fixed at \$.00003	Romy Sachdeva	Loan
2012-09-17	\$15,000	\$15,000	\$2,370	on Demand	fixed at \$.00003	Romy Sachdeva 2	Loan
2015-09-15	\$23,000	\$23,000	\$2,974.25	2016-09-15	None	RY Capital/ Ronen Yamin	Loan
2014-11-10	\$71,000	\$91,000	\$18,398.22	2015-11-10	50% of lowest trade prior 40 trading days	Tony Wilham	Loan
2016-01-02	\$5,000	\$5,000		2016-01-02	None	Tony Wilham 2	Loan
2014-12-31	\$10,000	\$10,000		on Demand	None	Tony Wilham 3	Loan
2014-12-22	\$12,250	\$12,250	\$3,077.60	2015-12-21	50% of lowest trade prior 20 trading days, or 50% of bid, or .000025	Madison Park Advisors LLC/ Larry Adams	Financing

2015-01-20	\$14,000	\$14,000	\$250.00	2015-01-20	None	Madison Park Investment Fund LLC/ Larry Addams	Financing
2014-10-01	\$5,000	\$ 5,000	\$200	2015-10-01	None	S Bluestein	Loan

Use the space below to provide any additional details, including footnotes to the table above:

#### 4) Financial Statements

A. The following financial statements were prepared in accordance with:

- U.S. GAAP  
 IFRS

B. The financial statements for this reporting period were prepared by (name of individual)<sup>4</sup>:

Name: Scott Chichester  
scott@scottycpa.com  
80 Pine St. Ste 3302  
New York, NY, 10005  
Title: CPA  
Relationship to Issuer: Service provider

Provide the financial statements described below for the most recent fiscal year or quarter. For the initial disclosure statement (qualifying for Pink Current Information for the first time) please provide reports for the two previous fiscal years and any subsequent interim periods.

- C. Balance sheet;  
Posted on OTCMarkets – 08/17/2020  
[Annual Report - Annual Report 12/31/2018](#)
- D. Statement of income;  
Posted on OTCMarkets – 08/17/2020  
[Annual Report - Annual Report 12/31/2018](#)
- E. Statement of cash flows;  
Posted on OTCMarkets - 08/17/2020

<sup>4</sup> The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS by persons with sufficient financial skills.

[Annual Report - Annual Report 12/31/2018](#)

F. Statement of Changes in Shareholders' Equity

G. Financial notes;

Posted on OTCMarkets – 08/17/2020

[Annual Report - Annual Report 12/31/2018](#)

H. Audit letter, if audited:

Not Audited

Notes:

NOTES TO CONDENSED FINANCIAL STATEMENTS December 31 2018 Posted on 08/17/2020

[Annual Report - Annual Report 12/31/2018](#)

## 5) Issuer's Business, Products and Services

### **Overview**

Sycamore Entertainment Group Inc. ("Sycamore", "Issuer", "Company") is an independent distribution and marketing company specializing in the acquisition, distribution and development of marketing campaigns for well-researched, cost-effective filmed entertainment. Sycamore Entertainment Group Inc. plans to participate in all revenue streams related to filmed entertainment content distribution as well as all activities related to funding the print and advertising (P&A) of acquired feature films. Sycamore will also engage in film production based on specific investment criteria.

### **Sycamore's operations include:**

- Film Library Development:
  - o Acquire and exploit feature film rights across all media (including Theatrical, digital, DVD, Television and all other ancillary markets.)
  - o Build a well serviced and revenue generating film catalogue
- Distribution:
  - o Exploit current relationships with physical and digital distribution channels in territories where it can capture additional margin and improve delivery of products to consumers.
  - o Creation of theatrical trailers and Marketing Campaigns
- Print and Advertising Fund:
  - o The Prints and Advertising Fund is designed to widen and support the distribution and marketing strategy of films acquired by Sycamore.
- Production
  - o Sycamore will partner with established producers to fund "A" list projects. This strategy will secure for Sycamore a "first Look" advantage for distribution and P&A

A. Describe any subsidiaries, parents, or affiliated companies, if applicable, and a description of such entity's business, contact information for the business, officers, directors, managers or control persons. Subsidiary information may be included by reference

Not Applicable

B. Describe the issuers' principal products or services, and their markets

Feature films, North American market as well as International market place. The film industry essentially comprises the creation of recorded filmed entertainment content in a form capable of replication and the sale, distribution and exhibition to consumers. The process consists of a number of closely related activities, the two most significant of which are

production and distribution. Production involves the management of all business aspects of bringing together a feature film while distribution involves the promotion and exploitation of films throughout the world in a variety of different media, including theatrical exhibition, home entertainment, television and other ancillary markets.

#### Film Industry Performance and Global Trends

Filmed entertainment is a sector that continues to display significant growth potential. Worldwide revenues from filmed entertainment through theatrical release, video/DVD and online are anticipated to grow to \$114.8 billion by 2015 from 2010's level of \$86.24\* billion, representing a compound annual growth forecast of 5.9%. In part this growth is driven by the resilience of theatrical revenues (which have historically proven able to withstand and even benefit from the pressures of economic downturns\*\*) and the advances in technology that are enhancing the consumer experience in traditional areas such as cinema (in particular the rapid expansion of 3D screens resulting in increased tickets prices), video and television as well as offering new viewing platforms to consumers such as the internet and mobile phones.

Notable sector performance highlights and developments include:

- 2010 saw huge box office increases for both China (63.9%) and Russia (49.5%)<sup>6</sup>

With both countries aggressively expanding multiplexes (including 3D and IMAX screens), their respective box office revenues are expected to increase until 2015 at compound annual rates of 26.6% and 13.4%. These figures are expected to help drive global box office takings to \$48.7 billion in 2015 at a compound annual growth rate of 8.1%<sup>7\*</sup>

Digital streaming revenues are set to reach \$12.1 billion by 2015, up from \$5.3 billion in 2010 (an annual compound growth rate of 18%\*), almost doubling their share of the wider Home Video market. As more and more households take up broadband connections (and benefit from the associated increase in bandwidth), the internet becomes a viable distribution platform. Numerous legitimate video download businesses now exist, including services offered by Apple, Netflix, Tivo, Amazon and Blockbuster, all of which have been further boosted by the rapid consumer uptake of tablet devices

- The growth of digital television has led to a proliferation of channels and increased demand for filmed entertainment on television. This has created greater demand not just for first-run films but also library titles, thereby extending the revenue generating lifespan of the average film. The global TV subscription market (consisting of revenues generated by cable and satellite television companies) is forecast to grow at a compound annual rate of 7.6% from 2010 to 2015<sup>\*\*\*</sup>

v\*PWC: Global Entertainment and Media Outlook 2011-2015. These figures exclude revenues earned from television, including video-on-demand.

\*\*National Association of Theatre Owners, ShoWest 2008 Talking Points and Fact Sheet.\*\*\*ibid

## 6) Issuer's Facilities

Sycamore has a business address at 4500 9th Avenue NE, Suite 300 Seattle, WA 98105.

## 7) Officers, Directors, and Control Persons

### Edward A. Sylvan, Chairman, CEO and CFO

Edward Sylvan has served as Chairman of the Board of Directors and Chief Executive Officer of Sycamore since May 2010. He is an active manager and lead investor with more than 20 years' experience in the securities industry. He began his financial career at the age of 19, in the options trading pit of the Toronto Stock Exchange.

He later joined First Marathon Brokerage, Canada's leading junior mining investment bank and one of the most active trading firms in North America as an equity trader. Honing his skills in the equity markets, his abilities led him to become one of the youngest equities traders and retail stockbroker for Scotia McLeod, one of the leading financial institutions in Canada. During his development at Scotia McLeod he participated in some of the largest Stock and Bond offerings in the country as a part of the sales and trading team.

Armed with extensive knowledge of financial markets and numerous industry contacts, he branched out as an independent market expert and served as a company director in charge of finance and corporate development for several publicly traded companies, where he was responsible for raising capital and sourcing strategic acquisitions and partnerships.

Edward's entrepreneurial vision and experience with capital markets pioneered a movement in online trading when he became the first Canadian licensee and beta tester of CyberTrader, a software interface for the Small Order Execution System (S.O.E.S) and built a day trading firm in Vancouver British- Columbia. CyberTrader was subsequently sold by Cyber Corp to Charles Schwab for a reported \$488 million.

Edward's formal education is in economics and political science from York University in Toronto, Canada. He brings financial strength and strategic experience to early stage companies. He has consulted for and invested in several startup small cap public companies in North America as well as internationally.

Terry Sylvan, Director, Executive Vice President Corporate Communications/co-founder of the Issuer.

Terry Sylvan has served as Executive Vice President Corporate Communication of Sycamore since May 2010. From 2007 up to the present Mr. Sylvan has been a partner in the Vancouver-based advertising agency SterlingKlor Communications where he co-manages client development, business strategy and account management of marketing programs for a diverse list of B2B sector clients. From 1996 to 2007

Mr. Sylvan served as a Senior Strategic Planner and Account Director where he developed and managed traditional mass marketing, brand strategy and new media campaigns at various communications agencies including BBDO, DDB and McCann. We believe that Mr. Sylvan's extensive experience in the communications industry and capital markets, as well as his leadership skills and creative ability, will enable him to support the corporate vision.

The goal of this section is to provide an investor with a clear understanding of the identity of all the persons or entities that are involved in managing, controlling or advising the operations, business development and disclosure of the issuer, as well as the identity of any significant or beneficial shareholders.

Using the tabular format below, please provide information, as of the period end date of this report, regarding any person or entity owning 5% or more of any class of the issuer's securities, as well as any officer, and any director of the company, regardless of the number of shares they own. **If any listed are corporate shareholders or entities, provide the name and address of the person(s) beneficially owning or controlling such corporate shareholders, or the name and contact information of an individual representing the corporation or entity in the note section.**

Name of Officer/Director or Control Person	Affiliation with Company (e.g. Officer/Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Note
Edward Sylvan	Chairman, CEO and CFO	Vancouver, BC	4,921,808	B	0.251%	
Terry Sylvan	Director, Executive Vice President Corporate Communications/co-founder	Toronto, Ont	14,767,765	B	0.754%	
Lorenzo Hughes	<u>Director</u>	<u>Seattle, WA</u>	<u>0</u>	B	N/A	_____
_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____



There are no verified shareholders of 10% or more of the issuer's common stock. Edward Sylvan, owns 100% of the Preferred A shares.

**8) Legal/Disciplinary History**

A. Please identify whether any of the persons listed above have, in the past 10 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; or

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.

NONE

B. Describe briefly any material pending legal proceedings, other than ordinary routine litigation incidental to the business, to which the issuer or any of its subsidiaries is a party or of which any of their property is the subject. Include the name of the court or agency in which the proceedings are pending, the date instituted, the principal parties thereto, a description of the factual basis alleged to underlie the proceeding and the relief sought. Include similar information as to any such proceedings known to be contemplated by governmental authorities.

NONE

**9) Third Party Providers**

Please provide the name, address, telephone number and email address of each of the following outside providers:

Securities Counsel

Counsel:

The Law Offices of Byron Thomas  
3275 S Jones Blvd.,  
Suite 104  
Las Vegas, NV 89146  
702 747-3103

Accountant or Auditor

Scott Chichester, CPA  
scott@scottycpa.com  
80 Pine St. Ste 3302  
New York, NY, 10005

Investor Relations

Name: Edward Sylvan

Other Service Providers

N/A

**10) Issuer Certification**

*Principal Executive Officer:*

The issuer shall include certifications by the chief executive officer and chief financial officer of the issuer (or any other persons with different titles but having the same responsibilities).

The certifications shall follow the format below:

I, Edward Sylvan certify that:

1. I have reviewed this Disclosure Statement of Sycamore Entertainment Group Inc;
2. 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
3. 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.

August 26, 2020

/s/ Edward Sylvan

*Principal Financial Officer:*

I, Edward Sylvan certify that:

1. I have reviewed this Disclosure Statement of Sycamore Entertainment Group Inc.;
2. 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
3. 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.

August 26, 2020

/s/ Edward Sylvan