

# **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: 871156 10 5

### **Annual Report For the Period Ending: December 31, 2020**

As of December 31, 2020, the number of shares outstanding of our Common Stock was:  
1,957,417,066

As of December 31, 2019, the number of shares outstanding of our Common Stock was:  
1,957,417,066

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

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 and address(es) of the issuer and its predecessors (if any)**

**In answering this item, provide the current name of the issuer any names used by predecessor entities, along with the dates of the name changes.**

Sycamore Entertainment Group Inc. 4500 9th Avenue NE, Suite 300, Seattle, WA 98105

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

**The state of incorporation or registration of the issuer and of each of its predecessors (if any) during the past five years; Please also include the issuer's current standing in its state of incorporation (e.g. active, default, inactive):**

State of Incorporation: Nevada  
Entity Status: Active

**Describe any trading suspension orders issued by the SEC concerning the issuer or its predecessors since inception:**

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.

**The address(es) of the issuer's principal executive office:**

4500 9th Avenue NE, Suite 300  
Seattle, WA 98105

**The address(es) of the issuer's principal place of business:**

Check box if principal executive office and principal place of business are the same address:

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

Yes:  No:

**If this issuer or any of its predecessors have been the subject of such proceedings, please provide additional details in the space below:**

N/A

## 2) Security Information

Trading symbol:	SEGI
Exact title and class of securities outstanding:	
CUSIP:	871156 10 5
Par or stated value:	\$0.001
Total shares authorized:	2,500,000,000 as of date: December 31, 2020
Total shares outstanding:	1,957,417,066 as of date: December 31, 2020
Number of shares in the Public Float <sup>2</sup> :	1,936,851,493 as of date: December 31, 2020
Total number of shareholders of record:	408 as of date: January 24, 2018

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<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.

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

Trading symbol: \_\_\_\_\_  
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**

Name: ClearTrust  
Phone: (813) 235-4490  
Email: inbox@ClearTrustTransfer.com  
Address: 16540 Pointe Village Drive, Suite 205, Lutz, Florida 33558

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

**3) Issuance History**

The goal of this section is to provide disclosure with respect to each event that resulted in any direct changes to the total shares outstanding of any class of the issuer's securities **in the past two completed fiscal years and any subsequent interim period.**

Disclosure under this item shall include, in chronological order, all offerings and issuances of securities, including debt convertible into equity securities, whether private or public, and all shares, or any other securities or options to acquire such securities, issued for services. Using the tabular format below, please describe these events.

(1) Issuances of common stock during the two-year period ended December 31, 2019 and December 31, 2020

Issuances of common stock during the calendar year 2020:

There are no issuances in the Calendar year of 2020.

(2) Issuances of common stock during the calendar year 2019:

There are no issuances in the Calendar year of 2019

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

## 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, 2020</u> Common: <u>1,957,417,066</u> Preferred:			*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:  <div style="text-align: right;"><u>Ending Balance</u></div> Date: <u>December 31, 2020</u> Common: <u>1,957,417,066</u> Preferred: <u>1</u>									

**Example:** A company with a fiscal year end of December 31<sup>st</sup>, in addressing this item for its quarter ended September 30, 2020, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2018 through September 30, 2020 pursuant to the tabular format above.

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	\$50,000	\$50,000	\$11,221	2015-10-06	50% of lowest trade prior 40 trading days	BlackBridge/ 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	Steve Bluestein	Loan
Dec 11, 2020	\$2,000,000	\$2,000,000		No specific repayment terms	None	Anthony Wilham	Loan
Dec 15, 2020	\$650,000	\$650,000		No specific repayment terms	None	Po-Yu Paul Chen	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: Madison Park Advisors LLC  
Scott Chichester  
scott@scottycpa.com  
45 Wall Street, Suite 919 New York, NY 10005

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 – 04/15/2021 Quarterly Report - Quarterly Report 12/31/2020
- D. Statement of income;  
Posted on OTCMarkets - 04/15/2021 Quarterly Report - Quarterly Report 12/31/2020
- E. Statement of cash flows;  
Posted on OTCMarkets - 04/15/2021 Quarterly Report - Quarterly Report 12/31/2020
- F. Statement of Changes in Shareholders' Equity  
Posted on 04/15/2021
- G. Financial notes;  
Posted on OTCMarkets - 04/15/2021 Quarterly Report - Quarterly Report 12/31/2020
- H. Audit letter, if audited:  
Not Audited

You may either (i) attach/append the financial statements to this disclosure statement or (ii) file the financial statements through OTCIQ as a separate report using the appropriate report name for the applicable period end. ("Annual Report," "Quarterly Report" or "Interim Report").

If you choose to publish the financial statements in a separate report as described above, you must state in the accompanying disclosure statement that such financial statements are incorporated by reference. You may reference the document(s) containing the required financial statements by indicating the document name, period end date, and the date that it was posted to OTCIQ in the field below. Financial Statements must be compiled in one document.

*NOTES TO CONDENSED FINANCIAL STATEMENTS Posted on 04/14/2021*

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<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.

Financial statement information is considered current until the due date for the subsequent report (as set forth in the qualifications section above). To remain qualified for Current Information, a company must post its Annual Report within 90 days from its fiscal year-end date and Quarterly Reports within 45 days of each fiscal quarter-end date.

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

The purpose of this section is to provide a clear description of the issuer's current operations. In answering this item, please include the following:

### A. Summarize the issuer's business operations (If the issuer does not have current operations, state "no operations")

#### Sycamore's operations include:

- Film Library Development:
  - Acquire and exploit feature film rights across all media (including Theatrical, digital, DVD, Television and all other ancillary markets.)
  - Build a well serviced and revenue generating film catalogue
- Distribution:
  - Exploit current relationships with physical and digital distribution channels in territories where it can capture additional margin and improve delivery of products to consumers.
  - Creation of theatrical trailers and Marketing Campaigns
- Print and Advertising Fund:
  - The Prints and Advertising Fund is designed to widen and support the distribution and marketing strategy of films acquired by Sycamore.
- Production: 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
- Sycamore distributes content through its proprietary streaming OTT Platform Segi.tv

### B. Please list any subsidiaries, parents, or affiliated companies.

Not Applicable

### C. Describe the issuers' principal products or 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 productions based on specific investment criteria. Sycamore has developed the brand and accompanying website Segi.tv to deliver its content through Over Top (OTT) connected platforms such as ROKU, Amazon Firestick, Samsung IOS, Apple TV.

## 6) Issuer's Facilities

The goal of this section is to provide a potential investor with a clear understanding of all assets, properties or facilities owned, used or leased by the issuer and the extent in which the facilities are utilized.

In responding to this item, please clearly describe the assets, properties or facilities of the issuer, give the location of the principal plants and other property of the issuer and describe the condition of the properties. If the issuer does not have complete ownership or control of the property (for example, if others also own the property or if there is a mortgage on the property), describe the limitations on the ownership.

If the issuer leases any assets, properties or facilities, clearly describe them as above and the terms of their leases.

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

## 7) Company Insiders (Officers, Directors, and Control Persons)

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.

### 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.

Lorenzo Hughes, Director

Lorenzo Hughes has served as a director of Sycamore Entertainment Group Inc. for more than 8 years. He is a businessman entrepreneur that has owned and operated several successful businesses in the fitness and entertainment industry. As part owner of the Neighborhood Gym Fitness Club, he spent 10 years successfully navigating the billion-dollar fitness industry. The ultra-lounges: "Sky Lounge", "Republic Nightclub", and "It's a Secret lounge" all became extremely popular venues under the guidance of Mr. Hughes. He went on to fund and co-own the Cambie Film Studio where he helped build a successful mini film studio in the heart of the Hollywood of the North, Vancouver BC. Currently he has grown Pinnacle Northwest Landscape Services from a small operation to a statewide landscape company. His ability to focus on the long-term goals and achieve milestones along the way and keeping organizations focused is an asset for our company.

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	5,797,808	B	0.296%	
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	<u>---</u>
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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 or entities 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:

Anthony L.G., PLLC

Laura Anthony  
625 N. Flagler Drive, Ste, 600  
West Palm Beach, FL 33401  
Phone: 800-341-2684

Accountant or Auditor

*Sadler/Gibb Certified Public Accountants*  
Kirk M. Gibb, CPA  
344 West 13800 South, Suite 250  
Draper, UT 84020  
801.783.2950

Investor Relations

Name: Edward Sylvan

Other Service Providers

Provide the name of any other service provider(s) that **that assisted, advised, prepared or provided information with respect to this disclosure statement**. This includes counsel, broker-dealer(s), advisor(s) or consultant(s) or provided assistance or services to the issuer during the reporting period.

None

**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.

April 15, 2021

/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.

April 15, 2021

/s/ Edward Sylvan