

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

PROBILITY MEDIA CORP

4400 Sample Rd, Suite 140

Coconut Creek, FL 33073

281-806-5000

www.probilitymedia.com

info@probabilitymedia.com

SIC 8200

Quarterly Report

For the Period Ending: 8/31/2021

(the "Reporting Period")

As of August 31, 2021, the number of shares outstanding of our Common Stock was: 2,907,490,856

As of May 31, 2021, the number of shares outstanding of our Common Stock was: 2,559,893,315

As of December 31, 2020, the number of shares outstanding of our Common Stock was: 2,559,893,315

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 Control¹ 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.

Upstryve Inc. (since 10/6/2021) f/k/a Probility Media Corp.

The Company owns and operates vocational test preparation and training companies in Florida and Texas.

The Company was incorporated in Nevada on July 11th 2011 under the name New Era Filing Services, Inc. The Company changed its name to Probility Media Corp on January 19, 2017. The Company changed its name to Upstryve Inc. on October 6, 2021

There has not been any trading suspension orders issued by the SEC concerning the Issuer or its predecessors since inception.

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

4400 Sample Road
Suite 138
Coconut Creek, FL 33073

The Issuer leases and operates three businesses at the following addresses:

One Exam Prep LLC / Upstryve Inc – 4400 Sample Road, Suite 138, Coconut Creek, FL 33073
One Exam Prep LLC / Upstryve Inc – 3130 N Pine Island Road, Sunrise, FL 33351
North American Crane Bureau Group Inc – 224 W. Central Pkwy, Suite 1024, Altamonte Springs, FL 32714
Disco Learning Media Inc – 11801 Domain Blvd, Floor 3, Austin TX 78758

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):

Nevada - Active

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

None

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

On October 6, 2021 the Company completed a merger pursuant to N.R.S. 92A.180 which changed its name to Upstryve Inc.

None

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: PBYA
Exact title and class of securities outstanding: Common Stock
CUSIP: 74274K109
Par or stated value: \$0.001

Total shares authorized: 5,000,000,000 as of date: 8/31/21
Total shares outstanding: 2,907,490,856 as of date: 8/31/21
Number of shares in the Public Float: 2,306,875,939 as of date: 8/31/21
Total number of shareholders of record: 180 as of date: 8/31/21
Transfer Agent

Name: Vstock Transfer
Phone: 212-828-8436
Email: ariel@vstocktransfer.com
Address: 18 Lafayette Place, Woodmere, NY 11598

Is the Transfer Agent registered under the Exchange Act? Yes: No:

3) Issuance History

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: Opening Balance Date <u>5/31/19</u> Common: <u>2,319,543,315</u> Preferred: <u>3,000</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 ² or Registration Type.
09/21/2020	New Issuance	115,000,000	Common	.00006	Yes	Power Up Lending Group LTD	Debt Conversion	Unrestricted	Section 4
12/17/2020	New Issuance	125,350,000	Common	.00006	Yes	Power Up Lending Group LTD	Debt Conversion	Unrestricted	Section 4
07/06/2021	New Issuance	54,791,497	Common	.000715	Yes	BHP Capital NY Inc	Debt Conversion	Unrestricted	Section 4
07/08/2021	New Issuance	28,850,000	Common	.00078	Yes	Vista Capital Investments LLC	Debt Conversion	Unrestricted	Section 4
07/30/2021	New Issuance	100,000,000	Common	.002275	Yes	JJBL LLC	Debt Conversion	Unrestricted	Section 4
08/02/2021	New Issuance	43,956,044	Common	.0035	Yes	JJBL LLC	Debt Conversion	Unrestricted	Section 4
08/31/2021	New Issuance	20,000,000	Common	.0035	Yes	Jacob Davis	Debt Conversion	Unrestricted	Section 4

² The securities were issued without registration under the Securities Act of 1933 based upon exemptions from registration provided under Section 4(2) of the Act and Regulation D promulgated thereunder. The issuances did not involve any public offering; no general solicitation or general advertising was used in connection with any issuances.

08/31/2021	New Issuance	100,000,000	Common	.0035	Yes	Sky Capital Holdings LLC	Debt Conversion	Unrestricted	Section 4
09/01/2021	New Issuance	10,430,365	Common	.0036	Yes	Fourth Man LLC	Debt Conversion	Unrestricted	Section 4
09/13/2021	New Issuance	7,367,177	Common	.0051	Yes	Fourth Main LLC	Debt Conversion	Unrestricted	Section 4
09/16/2021	New Issuance	259,780,101	Common	.00247	Yes	JJBL LLC	Debt Conversion	Unrestricted	Section 4
10/04/2021	New Issuance	37,985,048	Common	.005785	Yes	EMA Financial LLC	Debt Conversion	Unrestricted	Section 4
10/04/2021	New Issuance	39,238,404	Common	.005785	Yes	EMA Financial LLC	Debt Conversion	Unrestricted	Section 4
10/04/2021	New Issuance	12,671,650	Common	.005785	Yes	EMA Financial LLC	Debt Conversion	Unrestricted	Section 4
09/03/2021	New Issuance	78,685,053	Common	.01	Yes	Golden Cook Investments Corp	Acquisition Shares	Restricted	Section 4
09/03/2021	New Issuance	236,055,160	Common	.01	Yes	JJHN Family Trust	Acquisition Shares	Restricted	Section 4
09/03/2021	New Issuance	178,829,666	Common	.01	Yes	Levance Prospects LLC	Acquisition Shares	Restricted	Section 4
09/03/2021	New Issuance	57,225,493	Common	.01	Yes	Johanna Viscaino	Acquisition Shares	Restricted	Section 4
09/03/2021	New Issuance	19,671,263	Common	.01	Yes	Ori Gross	Acquisition Shares	Restricted	Section 4
09/03/2021	New Issuance	14,306,373	Common	.01	Yes	Juan Garcia	Acquisition Shares	Restricted	Section 4
09/03/2021	New Issuance	7,153,187	Common	.01	Yes	Cesar Valencia	Acquisition Shares	Restricted	Section 4
09/03/2021	New Issuance	2,145,956	Common	.01	Yes	Lauren Ruiz	Acquisition Shares	Restricted	Section 4

09/03/2021	New Issuance	24,320,835	Common	.01	Yes	Dana Jackson	Acquisition Shares	Restricted	Section 4
09/03/2021	New Issuance	24,320,835	Common	.01	Yes	Lauren Paino	Acquisition Shares	Restricted	Section 4
09/03/2021	New Issuance	19,671,263	Common	.01	Yes	Andrew Gertz	Acquisition Shares	Restricted	Section 4
09/03/2021	New Issuance	7,153,187	Common	.01	Yes	Amy Thayer	Acquisition Shares	Restricted	Section 4
09/03/2021	New Issuance	2,861,275	Common	.01	Yes	Peter Versace	Acquisition Shares	Restricted	Section 4
09/03/2021	New Issuance	2,861,275	Common	.01	Yes	Nedy Landau	Acquisition Shares	Restricted	Section 4
09/03/2021	New Issuance	1,430,637	Common	.01	Yes	Carlos Diaz	Acquisition Shares	Restricted	Section 4
09/03/2021	New Issuance	715,319	Common	.01	Yes	J.D Myers	Acquisition Shares	Restricted	Section 4
Shares Outstanding on Date of This Report: <u>Ending Balance:</u> Date <u>10/26/21</u> Common: 3,951,645,059 Preferred: 3,000									

The control persons for the following shareholders are:

EMA Financial LLC

Felicia Preston

40 Wall Street, 17th Floor

New York, NY 10005

BHP Capital NY Inc

Bryan Pantofel

245 East 40th Street, Suite 28B

New York, NY 10016

Vista Capital Investment LLC

David Clark

120 Birmingham Drive, Suite 230
Cardiff, CA 92001

Power Up Lending Group Ltd

Curt Kramer
111 Great Neck Road, Suite 216
Great Neck, NY 11021

JJBL LLC

Mark Deutsch
10289 W Pico Blvd
Los Angeles, CA 90064

Golden Cook Investments Corp

Mark Deutsch
10289 W Pico Blvd
Los Angeles, CA 90064

JJHN Family Trust

Noah Davis
4400 Sample Rd, Suite 136
Coconut Creek, FL 33073

Levance Prospects LLC

Evan Levine
4400 Sample Rd, Suite 136
Coconut Creek, FL 33073

Fourth Man LLC

Edward Deese
21520 Yorba Linda Blvd
Suite G
PMB 335
Yorba Linda, CA 92887

Sky Capital Holdings LLC

Binyamin Medetsky
11815 Braesridge Drive

Preferred Stock

In October 2018, the Company issued 3,000 shares of Series A Convertible Preferred Shares (the Shares) to the members of the executive management as compensation. Each issued and outstanding Share is entitled to the number of votes equal to the result of: (i) the number of shares of common stock of the Company (the Common Shares) issued and outstanding at the time of such vote multiplied by 1.01; divided by (ii) the total number of Shares issued and outstanding at the time of such vote. The Shares shall vote together with the holders of Common Shares as a single class.

The shares were issued to the investors without registration under the Securities Act of 1933 based upon exemptions from registration provided under Section 4(2) of the Act and Regulation D promulgated thereunder. The issuances did not involve any public offering; no general solicitation or general advertising was used in connection with the issuances.

B. Debt Securities, Including Promissory and Convertible Notes

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.)
11/3/2017 + Additional	192,500	977,761	103,319	6/3/19	Settled into Non Convertible Note	Cavalry Fund I LP	Loan
11/3/2017 + Additional	605,000	1,911,159	269,019	6/3/19	Settled into Non Convertible Note	SBI Investment LLC	Loan
9/21/2018	32,115	50,000	6,366	3/21/19	Convertible at .65 of lowest share price with 20 day lookback	Emunah Funding LLC	Loan
7/20/2018	230,943	194,333	45,781	7/20/19	Convertible at .65 of lowest share price with 20 day lookback	LG Capital Funding LLC	Loan
11/3/2017 + Additional	257,056	243,908	55,419	2/9/19	Convertible at .65 of lowest share price with 20 day lookback	Vista Capital Investments LLC	Loan
10/24/2018	30,035	27,000	5,954	4/24/19	Convertible at .65 of lowest share price with 20 day lookback	Cerberus Finance Group Ltd	Loan

6/21/2018	105,222	158,000	22,916	6/21/19	Convertible at .65 of lowest share price with 20 day lookback	Power Up Lending Group LTD	Loan
9/21/2018	32,751	25,000	6,492	3/20/19	Convertible at .65 of lowest share price with 20 day lookback	Arcadia	Loan
11/15/2018	196,200	149,760	38,894	12/14/19	Convertible at .65 of lowest share price with 20 day lookback	Richard Plumb	Loan
05/01/2018	22,500	154,000	0	5/1/19	Note Payable	Kings Cash	Loan
02/01/2017	600,000	1,000,000	0	2/1/18	Note Payable	TVT Capital	Loan
1/1/2018	88,500	250,000	0	6/1/20	Note Payable	Ted Blanton	Acquisition Note Payable
03/01/2020	50,000	50,000	0	3/1/21	Note Payable	Florida Small Business Development	Loan
07/01/2018	71,196	200,000	0	6/30/19	Note Payable	Libertas Funding	Loan

In the table above, all of the notes payable and convertible notes payable are in default except the following: Clearco, Kings Cash, Ted Blanton, Small Business Administration PPP loans, Small Business Administration EIDL loans, SBI Investments LLC Cavalry Fund I LP. All of the note balances above are as of October 14, 2021.

The control persons for the following noteholders are:

Cavalry Fund I LLP

Thomas Walsh, Manager

61 Kinderkamach Rd, Woodcliff Lake, NJ 07677

SBI Investments LLC, 2014-1

Jonathan Juchno

369 Lexington Avenue, 2nd Floor

New York, NY 10017

Emunah Funding LLC

Samuel Rust

99 Washington Ave, Suite 1008

Albany, NY 12260

Vista Capital Investment LLC

David Clark

120 Birmingham Drive, Suite 230

Cardiff, CA 92001

Cerberus Finance Group Ltd

Alberto Dayan

Road Town

Tortola, VG 1110

British Virgin Islands

LG Capital Funding LLC

Joseph Lerman

1218 Union Street, Suite 2

Brooklyn, NY 11225

Power Up Lending Group Ltd

Curt Kramer

111 Great Neck Road, Suite 216

Great Neck, NY 11021

Jefferson Street Capital LLC

Brian Goldberg

900 Monroe Street, Suite 908

Hoboken, NJ 07030

TVT Capital

Andrew Fellus

8 Hunters Ln,

Roslyn, NY 11576

Libertas Funding

Randy Saluck

411 W Putnam Ave, Suite 220,

Greenwich, Connecticut 06830

Arcadia Capital

Matthew Greeson
2355 East Camelback Road
Suite 210
Phoenix, Arizona 85016

Summary and History of Convertible Notes Payable

On November 3, 2017, pursuant to a Securities Purchase Agreement, dated as of November 3, 2017, with several institutional accredited investors, the Company completed a private placement of its original issue discount amortizable promissory notes (referred to as the notes) in the aggregate principal amount of \$3,383,325. The investors funded net proceeds of \$1,400,000 at the first closing of the private placement on November 6, 2017, and agreed to fund the remaining net proceeds of \$1,500,000 at a second closing to occur 45 to 90 days after the first closing, subject to the satisfaction of certain closing conditions including the execution of definitive documents to effect the consummation of a contemplated acquisition transaction. Each note was issued at a price equal to 85% of its principal amount, or \$3,000,000 in aggregate purchase price. The notes mature on July 3, 2019 (18 months after the date of their issuance) and do not bear regularly scheduled interest.

On January 29, 2018, pursuant to the Securities Purchase Agreement, dated as of November 3, 2017, with several institutional accredited investors, the Company completed the second closing of its private placement of original issue discount amortizable promissory notes (referred to as the notes) in the aggregate principal amount of \$1,166,725, upon the satisfaction of certain closing conditions including the entry into definitive documents to effect the consummation of the NACB Group and Disco Learning acquisition transactions described above. Each note was issued at a price equal to 85% of its principal amount, or \$1,000,000 in aggregate purchase price.

As part of the second closing, the Company, the original investors and one new investor entered into Amendment No. 1 to the Securities Purchase Agreement, dated as of January 19, 2018, to provide for the addition of a new investor, clarify the use of proceeds from the second closing, increase the number of “commitment shares” to be issued at the second closing and decrease the exercise price of the warrants to be issued at the second closing, as discussed below.

The Company issued to the investors at the second closing three-year common stock purchase warrants (referred to as the warrants) to purchase up to 3,333,500 shares of Company common stock at an exercise price of \$0.175 per share (compared to a warrant exercise price of \$0.45 per share at the first closing), and issued 941,851 shares of Company common stock to the investors at the second closing as “commitment shares” in consideration for entering into the private placement, as required by Amendment No. 1 to the Securities Purchase Agreement.

First Closing of Amortizable Promissory Note and Warrant Private Placement

On November 3, 2017, pursuant to a Securities Purchase Agreement, dated as of November 3, 2017, with several institutional accredited investors, the Company completed a private placement of its original issue discount amortizable promissory notes (referred to as the notes) in the aggregate principal amount of \$3,383,325 for a purchase price of \$2,900,000, resulting in an original issue discount of \$483,325. The transaction was structured in two tranches. The investors funded notes with a face value of \$1,633,325 and net proceeds of \$1,400,000 at the first closing of the private placement on November 6, 2017, and agreed to fund the remaining notes with a face value of up to \$1,750,000 and net proceeds of up to \$1,500,000 at a second closing to occur 45 to 90 days after the first closing, subject to the satisfaction of certain closing conditions including the execution of definitive documents to effect the consummation of a contemplated acquisition transaction. Subsequently, the Securities Purchase Agreement was amended such that the face value of the notes at the second closing was \$1,166,725, and the net proceeds were \$1,000,000. See below. Each note was issued at a price equal to 85% of its principal amount, or \$3,000,000 in aggregate purchase price. The notes mature on July 3, 2019 (18 months after the date of their issuance) and do not bear regularly scheduled interest. The Company also agreed to issue 227,250 shares of its common stock to the investors and to issue warrants to purchase up to 3,888,886 shares of the

Company's common stock at a price of \$0.45 per share. The warrants have a five-year term. Warrants to purchase up to 1,814,749 shares of the Company's common stock were issued in connection with the first closing.

Beginning on February 4, 2018 (90 days after the issuance date), the Company is required to make monthly amortization payments, consisting of 1/18th of the outstanding aggregate principal amount, until the notes are no longer outstanding. The investors may elect to receive each monthly payment in cash, or in shares of our common stock (in-kind) if certain equity conditions are satisfied. The equity conditions require that our total trading volume in common stock over the 30 days prior to a monthly payment be equal to or greater than ten times the amount of shares derived in the in-kind payment price of the monthly payment. If the equity conditions are satisfied, and the investor elects to receive a monthly payment in common stock, then the shares of common stock to be delivered will be calculated as the amount of the monthly payment divided by the in-kind payment price. The in-kind payment price will be equal to 75% of the lowest three trade prices of the common stock during the 20 trading days immediately preceding the monthly payment date. If an event of default under the notes is in effect, the investors have the right to receive common stock at 65% of the lowest trade price of the common stock during the 20 trading days immediately preceding the monthly payment date.

The notes are not redeemable or subject to voluntary prepayment by the Company prior to maturity without the consent of the note holders. The notes are identical for all of the investors except for the principal amount.

These notes require timely filing of our periodic reports with the SEC. A default notice related to our filing has not been received and the default will be cured upon filing the delinquent reports. In the event of a default, the interest rate on the note becomes 24% per annum, and the note and all accrued interest become due and payable at 110% of the outstanding principal balance plus accrued interest.

Second Closing and Amendment to Securities Purchase Agreement

On January 29, 2018, pursuant to the Securities Purchase Agreement, dated as of November 3, 2017, as amended on January 29, 2018, with several institutional accredited investors, the Company completed the second closing of its private placement of original issue discount amortizable promissory notes (referred to as the notes) in the aggregate principal amount of \$1,166,725, and net proceeds of \$1,000,000, upon the satisfaction of certain closing conditions including the entry into definitive documents to effect the consummation of the NACB Group and Disco Learning acquisition transactions described above.

As part of the second closing, the Company, the original investors and one new investor entered into Amendment No. 1 to the Securities Purchase Agreement, dated as of January 19, 2018, to provide for the addition of a new investor, clarify the use of proceeds from the second closing, increase the number of "commitment shares" to be issued at the second closing and decrease the exercise price of the warrants to be issued at the second closing, as discussed below.

The Company issued to the investors at the second closing three-year common stock purchase warrants (referred to as the warrants) to purchase up to 3,333,500 shares of ProBility common stock at an exercise price of \$0.175 per share (compared to a warrant exercise price of \$0.45 per share at the first closing), and issued 941,851 shares of ProBility common stock to the investors at the second closing as "commitment shares" in consideration for entering into the private placement, as required by Amendment No. 1 to the Securities Purchase Agreement.

These notes require timely filing of our periodic reports with the SEC. A default notice related to our filing has not been received and the default will be cured upon filing the delinquent reports. In the event of a default, the interest rate on the note becomes 24% per annum, and the note and all accrued interest become due and payable at 110% of the outstanding principal balance plus accrued interest.

Bridge Financing

On May 17, 2018, pursuant to a Securities Purchase Agreement, dated as of May 17, 2018, with several institutional investors, the Company completed a private placement of the Company's 10% original issue discount senior secured convertible promissory notes (referred to as the convertible notes), receiving gross and net proceeds of \$972,222 and \$875,000, respectively. Each convertible note was issued at a purchase price equal to 90% of its principal amount. The convertible notes mature nine months after the date of their issuance and bear interest at 5% per annum. Investors may convert their convertible notes into shares of the Company's common stock at any time and from time to time on and after the maturity date at a conversion price of \$0.14 per share. In the event of a default under the convertible notes, the conversion price may be reduced to a price equal to 60% of the lowest closing price of the Company's common stock during the prior 20 trading days. The Company is in default on these notes.

The convertible notes are secured obligations of the Company, and rank senior to general liabilities. The convertible notes are not redeemable. Prior to maturity, the Company may prepay the convertible notes at any time in an amount equal to 110% of the outstanding principal amount for the first 90 days after the issuance date and 120% of the outstanding principal amount from 91 to 181 days after the issuance date, upon ten trading days' written notice to the investors. The convertible notes are identical for all of the investors except for principal amount.

As part of the financing, the Company agreed to grant the investors a right of participation in any offering of securities or conventional debt issued by the Company for a period of 18 months following the closing date, other than in connection with strategic investments and other permitted exceptions.

The Company also issued to the investors five-year common stock purchase warrants to purchase up to 5,555,557 shares of the Company's common stock at an exercise price of \$0.175 per share. The warrants may be exercised on a cashless basis at any time if the underlying shares have not been fully registered for resale with the SEC. The warrants are not callable.

The warrants and the convertible notes each contain a provision for a "full ratchet" anti-dilution adjustment in the event of a subsequent equity financing at a price less than the respective warrant exercise price or convertible note conversion price.

In conjunction with the private placement of the Bridge Notes, , in consideration for the waiver of any and all defaults under the First Closing of Amortizable Promissory Note and Warrant Private Placement and Second Closing and Amendment to Securities Purchase Agreement (the Prior Notes), (i) the Company agreed to increase by 20% the principal amount of the Prior Notes held by those investors participating in this private placement, (ii) the Company agreed to fix the conversion price of the Prior Notes at \$0.14 per share, and (iii) the Company granted the holders of the Prior Notes a one-time option to convert all of their Prior Notes into shares of the Company's common stock at \$0.10 per share. The principal of the prior notes was increased by \$501,122, effective April 30, 2018.

In August 2018, the Company issued convertible notes payable to five accredited institutional investors totaling \$125,000. The notes bear interest at 8%, are due in 6 months and are convertible at \$0.02 per share. In conjunction with the issuance of the convertible notes, the Company issued warrants to purchase 6,250,000 shares of the Company's common stock at a price of \$0.02. The warrants have a five-year term.

In September 2018, the Company issued convertible notes payable to five accredited institutional investors totaling \$200,000. The notes bear interest at 8%, are due in 6 months and are convertible at the lower of \$0.02 per share or 60% of the lowest closing price in the prior 20 trading days. In conjunction with the issuance of the convertible notes, the Company issued warrants to purchase 10,000,000 shares of the Company's common stock at a price of \$0.02. The warrants have a five-year term.

Settlement of Convertible Notes

On June 22nd, 2020, ProBility entered into a general release and debt settlement agreement with two of its largest senior convertible debt holders with SBI Investments LLC and Cavalry Fund I, LP. At the time, ProBility was in default of the below debt agreements.

At the time of the settlement the total accumulated convertible debt owed by ProBility to Cavalry was \$927,159.64. ProBility agreed to settle the debt for \$250,000. A warrant agreement dated the same day allowed Cavalry to purchase up to 5% of ProBility's outstanding Fully Diluted Capitalization. This warrant agreement is in effect for five years from the date of the agreement and does not include a discount to market price.

The debt settlement settled the following convertible notes.

Promissory Note in the amount of \$233,325 dated November 3, 2017

Promissory Notes in the amount of \$233,325 dated January 19, 2018

Senior Convertible Note in the amount of \$277,778 dated May 17, 2018

Convertible Redeemable Note in the amount of \$33,333.33 dated July 20, 2018

Convertible Promissory Note in the amount of \$25,000 dated August 9, 2018

Convertible Promissory Note in the amount of \$25,000 dated September 21, 2018

Convertible Promissory Note in the amount of \$75,000 dated September 21, 2018

Convertible Promissory Note in the amount of \$75,000 dated October 24, 2018

The settlement also voided various common stock purchase warrants in conjunction with the above convertible promissory notes.

Payment terms for the above settlement with Cavalry was \$12,500 upfront and \$3,000 per month for 24 additional months with a \$165,000 balloon payment on July 1, 2022. To date, ProBility has remained current and in good standing on its obligations under the settlement agreement dated June 22, 2020 with Cavalry.

ProBility also settled all the convertible debt owed to SBI Investments. At the time of the settlement the total accumulated convertible debt owed by ProBility to SBI was \$1,941,159.33 plus penalties and interest. ProBility agreed to settle the debt for \$725,000. A warrant agreement dated the same day allowed SBI to purchase up to 5% of ProBility's outstanding Fully Diluted Capitalization. This warrant agreement is in effect for five years from the date of the agreement and does not include a discount to market price.

The debt settlement settled the following convertible notes.

Promissory Note in the amount of \$700,050 dated November 3, 2017 and amended

Promissory Notes in the amount of \$849,998 dated January 19, 2018 and amended

Senior Convertible Note in the amount of \$277,778 dated May 17, 2018

Convertible Redeemable Note in the amount of \$33,333.33 dated July 20, 2018

Convertible Promissory Note in the amount of \$50,000 dated October 24, 2018

The settlement also voided various common stock purchase warrants in conjunction with the above convertible promissory notes.

Payment terms for the above settlement with Cavalry was \$25,000 upfront and 6,000 per month for 12 months and then \$,7500 for an additional 12 months with a \$538,000 balloon payment on June 30, 2022. To date, ProBility has remained current and in good standing on its obligations under the settlement agreement dated June 25, 2020 with SBI.

On July 1, 2021 ProBility entered into a settlement agreement with BHP Capital NY Inc, a convertible debt holder. The settlement agreement satisfied two notes, a note for \$89,175 dated September 21, 2018 and a portion of a note purchased from Cavalry from the note date of January 19, 2018. These amounts did not include penalties and interest. The parties agreed to a full release of outstanding debt held by BHP for the issuance of 54,791,506 shares of common stock as full settlement of these notes.

On July 7, 2021 ProBility entered into a settlement agreement with King Cash for \$90,000, a debt holder with a \$154,989.50 balance in which Company was in default. \$55,000 was paid as a down payment and \$5,000 per month will be paid for seven months.

On August 10, 2021 ProBility entered into a settlement agreement with Hilary Davis, a debt holder with an original note of \$718,843 issued on November 15, 2018. The remaining balance was forgiven and considered paid in full. No shares were issued as a result of this settlement.

On August 16, 2021 ProBility entered into a settlement agreement with Jacob Davis, a convertible debt holder. The settlement agreement satisfied a note issued on November 15, 2018 for \$32,000. This amount did not include penalties and interest. The parties agreed to a full release of outstanding debt held by Jacob Davis for the issuance of 20,000,000 shares of common stock as full settlement of these notes.

On August 21, 2021 ProBility entered into a settlement agreement with US Bank National Association with regard to a trade debt balance for equipment used at North American Crane Bureau's location. The settlement was for \$175,000 to be paid over five years in different installments.

On August 30, 2021 ProBility entered into a settlement agreement with Sky Capital Holdings LLC, a convertible debt holder. The settlement agreement satisfied two notes issued on January 19, 2018 and amended May 17, 2018 in the principal amount of \$140,010 and a note issued on May 17, 2018 in the principal amount of \$46,667. These amounts did not include penalties and interest. The parties agreed to a full release of outstanding debt held by Sky Capital for the issuance of 100,000,000 shares of common stock as full settlement of these notes.

On August 30, 2021 ProBility entered into a settlement agreement with Joseph Davis, a convertible debt holder. The settlement agreement satisfied a note issued on November 15, 2018 for \$70,000. This amount did not include penalties and interest. The parties agreed to a full release of outstanding debt held by Joseph Davis for the issuance of 50,000,000 shares of common stock not yet issued as full settlement of these notes.

Forgiven PPP Notes Payable

In June 2020, various entities in ProBility had their loans forgiven from the Small Business Administration PPP Program. \$620,200 in PPP loans were forgiven.

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)³:

Name: Lauren Paino
Title: CFO
Relationship to Issuer: CFO

- C. Balance Sheet;
D. Statement of Income;
E. Statement of Cash Flows;
F. Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)
G. Financial notes;

5) Issuer's Business, Products and Services

The Company is an International education, training and career advancement provider in the area of skilled trades. Vocational Education, Publishing, Training and Technology (EdTech) company in the business of education and training for a wide range of industrial trades. The Company utilizes innovation through technology to educate, train and continually develop skill sets for skilled trades such as electricians, plumbers, crane operators, riggers, HVAC, construction and contractor certification among many others. ProBility is aiming to change the way industrial education and training are delivered by replacing conventional methodologies with online programs in all 50 states.

ProBility is actively participating in large global markets for corporate education and training in the industrial trades and construction where technology is not currently pacing with growth of the industries. The global market for employer-based training is over \$300 billion⁴. ProBility operates three different e-commerce websites and has physical facilities in two locations geared towards vocational trades and training. ProBility has grown via both organic growth, new corporate contracts and traditional online marketing. The Company operates under the brand names of the Company's subsidiaries, One Exam Prep, Disco Learning Media, and North American Crane Bureau and Upstryve Inc.

The Company operates Upstryve in Coconut Creek, Florida. Upstryve is a tutoring platform dedicated to providing aspiring trade professionals an affordable all-encompassing learning experience. On August 10, 2021 the Company announced the acquisition of Upstryve. The transaction included the issuance of 692,500,000 shares of restricted common stock for 100% of the outstanding shares of Upstryve.

The Company operates One Exam Prep in Coconut Creek, Florida that educates and trains individuals to become certified as general and other types of contractors. On January 26, 2017, the Company acquired 100% of the

³ The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS by persons with sufficient financial skills.

⁴ <https://www.statista.com/statistics/738399/size-of-the-global-workplace-training-market/>

membership units of One Exam Prep, LLC, (“One Exam”) a Florida limited liability company. The acquisition of One Exam was effective January 1, 2017. One Exam operates a test prep company out of Florida specializing in providing online test prep for contractors such as general contractors, plumbing contractors, electrical contractors, HVAC contractors, roofing contractors and numerous other licenses and certifications.

The Company operates North American Crane Bureau in Altamonte Springs, Florida which educates and trains individuals to operate an assortment of different cranes. We offer simulators on many types of cranes and a course that is founded on virtual reality in which the student can practice crane maneuvers from the comfort of a safe environment. On January 30, 2018, the Company acquired 100% of the outstanding shares of North American Crane Bureau Group, Inc. (“NACB”). The acquisition of NACB Group was effective November 1, 2017.

The Company operates Disco Learning Media which educates students and corporate enterprises on changes in the energy sector. On January 30, 2018, the Company acquired 100% of the outstanding shares of Disco Learning Media Inc. (“Disco”). The acquisition of Disco was effective January 1, 2018.

ProBility through its brands Upstryve, One Exam Prep and North American Crane Bureau serve both the business to consumer market and business to business market. In the B to C market both of these companies have combined to train and educate over 100,000 students and clients since their inception. In the B-to-B market, both companies have worked with hundreds of businesses over the years including small businesses and large corporations including many Fortune 500 companies.

Upstryve provides 1 on 1 contractor license exam preparation for professionals to confidently pass their state or national exams and obtain their contractor license. Upstryve’s licensing platform utilizes its online marketplace of tutors nationwide to cater to the over 5,000 certifications and licenses throughout the United States. Upstryve Tutors are industry professionals who have retired or looking to earn additional income. Their expertise is specific to their geographic region and license type.

Upstryve provides multiple pathways for the tutor to earn income. They set their own schedule and hourly rates, earn commissions as an affiliate for study materials and can receive royalties through the Upstryve publishing platform.

North American Crane Bureau Group (NACB) supports the crane, hoist and rigging industry. NACB has sold state of the art simulators through its traditional units as well as virtual reality models. Its simulators include simulators for mobile telescopic cranes, lattice boom truck cranes, overhead bridge cranes, and tower cranes. Units have been placed within organizations such as General Motors, U.S. Navy, Ford, U.S. Steel, General Electric, and internationally in all parts of the globe - South America, Africa, Asia and even New Zealand.

NACB conducts in excess of 400 safety training programs annually, all over the world. With training facilities located in Central Florida, Cincinnati, Ohio and Southeast Texas, customers can receive hands-on crane operator training at these locations. NACB has also published award winning courses in safety, rigging and crane operations. NACB holds a federal accreditation under 29CFR part 1919, Cal/OSHA accreditation under Title 8, and is recognized by several state entities as being qualified to conduct lift equipment inspection / certification and / or operator training / certification. In 1996 NACB partnered with the National Center for Construction Education and Research (NCCER), to facilitate the development of its first mobile crane operator training series. Today NACB offers NCCER, ANSI Accredited Certifications for its crane, rigging and signal person certifications as well as a host of NACB Certifications, Authorizations and Qualifications.

NACB conducts training at its physical locations as well as on site at clients’ locations. NACB has international affiliations in which these organizations are able to offer NACB training and certification under the supervision of NACB. Currently, NACB has several of these affiliations in Peru including Damont and Centinsa Peru SAC.

Disco Learning Media Inc (Disco) is an online developer and digital publisher with app-based textbooks, course apps for higher education. Disco has developed its award-winning Energy 101 program, the world’s first course app, which integrates the best features of an eBook with interactive learning experiences.

In December 2018 Disco extended its development and management of a corporate social responsibility program for Itron, a world leading energy services and technology company. The Resourcefulness program explores conservation, sustainability, and the deep connection between energy and water resources. Together with PBS presenting station Georgia Public Broadcasting (GPB), Disco developed and distributed the web app experience of Resourcefulness, An Introduction to the Energy - Water Nexus authored by energy expert and professor Dr. Michael E. Webber. The contract between Itron extends through the end of 2024.

Through a consortium of the University of Texas at Austin, the Pennsylvania State University, and Colorado School of Mines, Disco was commissioned to build the Top Energy Training and the TOPCORP program for inspectors, regulators and other stakeholders in the oil and gas sector.

One Exam Prep (OEP) has worked with and supplied over 50,000 trade professionals in the construction industry to provide certification education in both an online and classroom setting. OEP has become one of the largest test prep companies in Florida. In 2020, as a result of Covid-19, OEP discontinued the majority of its in-person classes for a pure online format. As a result of this change, OEP experienced significant growth in its classes from all over the country. These changes allowed OEP to expand beyond Florida into over 15 states.

OEP operates as an e-commerce company offering its products and services using its Learning Management System (LMS) to provide over 500 certification and test prep courses for the construction trade around the United States. OEP also publishes hundreds of study guides well respected throughout the trades industry.

Management of Probility has assembled a top digital marketing team with expertise in customer acquisition, lead generation, social media and brand development.

Moving forward the Company intends to grow into one of the leading eLearning companies through both organic growth and strategic acquisitions. Organic growth is expected through efforts of social media marketing, video production and webinars throughout the United States.

Management is currently pursuing strategic acquisitions and partnerships. Our target will be revenue producing companies that expand our reach into different forms of education delivery to our students.

A. Please list any subsidiaries, parents, or affiliated companies.

One Exam Prep LLC
North American Crane Bureau Group Inc
Disco Learning Media Inc
Upstryve Inc (FL)

6) Issuer's Facilities

Probility leases locations for its four subsidiaries.

One Exam Prep LLC – 4400 Sample Road, Suite 140, Coconut Creek, FL 33073
One Exam Prep LLC – 3130 N Pine Island Road, Sunrise, FL 33351
North American Crane Bureau Group Inc – 224 W. Central Pkwy, Suite 1024, Altamonte Springs, FL 32714
Disco Learning Media Inc – 11801 Domain Blvd, Floor 3, Austin TX 78758
Upstryve Inc. (FL) – 4400 Sample Road, Suite 138, Coconut Creek, FL 33073

In November 2021, One Exam Prep will be reducing its size at its Sample Road location and taking another space in Sunrise Florida. The space will be combined with Upstryve in Sunrise and One Exam will maintain a small office on Sample Road. The Company will save approximately \$6,500 per month because of this consolidation.

NACB recently signed a new lease on October 1, 2020, and expires November 30, 2024. The location consists of a combined industrial and classroom space of about 2,500 sq. feet. NACB offers instructional lectures as well as hands-on training with its equipment. Other locations, Cincinnati, and Southeast Texas mentioned earlier are strategic partnerships in which NACB uses their facilities in exchange for use of its simulator equipment.

Disco Learning Media leases the location mentioned above on a month-to-month basis for shared office space and uses as needed.

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

Name of Officer/Director or Control Person	Affiliation with Company (e.g. Officer Title /Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Note
<u>Evan Levine</u>	<u>CEO, Director</u>	<u>Delray, Florida</u>	<u>262,135,490</u>	<u>Common</u>	6.63%	Including control entities (178,829,666 issued as part of Upstryve merger on 9/3/21)
<u>Noah Davis</u>	<u>President, Director</u>	<u>Houston, Texas</u>	<u>321,483,460</u>	<u>Common</u>	8.13%	Including control entities (236,055,160 issued as part of Upstryve merger on 9/3/21)
<u>Lauren Paino</u>	<u>CFO</u>	<u>Lake Mary, Florida</u>	<u>24,320,835</u>	<u>Common</u>	0.61%	Shares issued as part of Upstryve Merger on 9/3/21
<u>Dana Jackson</u>	<u>COO</u>	<u>Lake Mary, Florida</u>	<u>24,320,835</u>	<u>Common</u>	0.61%	Shares issued as part of Upstryve Merger on 9/3/21
<u>Johanna Viscaino</u>	<u>CMO</u>	<u>Austin, Texas</u>	<u>57,225,493</u>	<u>Common</u>	1.44%	Shares issued as part of Upstryve Merger on 9/3/21
<u>Ori Gross</u>	<u>CIO</u>	<u>Chicago, Illinois</u>	<u>19,671,263</u>	<u>Common</u>	0.49%	Shares issued as part of Upstryve Merger on 9/3/21
<u>Juan Garcia</u>	<u>CLO</u>	<u>Austin, Texas</u>	<u>22,786,743</u>	<u>Common</u>	0.57%	Shares issued as part of Upstryve Merger on 9/3/21

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.

- ProBility Media Corp (and subsidiaries). v. TVT Capital LLC; TVT Capital LLC v. ProBility Media Corp, et al. – Kings County Supreme Court.
- De Lage Landen Financial Services v. One Exam Prep – Broward County, Florida Circuit Court, Judgment by Default
- Milner Document Products Inc. v. One Exam Prep LLC – Broward County, Florida County Court – Motion for Default Judgment

9) Third Party Providers

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

Securities Counsel

Name: Will Hart
Firm: Carmel, Milazzo & Feil LLP
Address 1: 55 West 39th Street, 18th Floor
Address 2: New York, NY 10018
Phone: 212-658-0458
Email: whart@cmfllp.com

Accountant or Auditor

Name: Stephen Willey
Firm: Rosenberg, Rich, Baker, Berman & Company
Address 1: 265 Davidson Avenue, Suite 210
Address 2: Somerset, NJ 08873
Phone: 908-231-1000
Email: swilley@rrbbcom

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) in each Quarterly Report or Annual Report.

The certifications shall follow the format below:

I, Noah Davis certify that:

1. I have reviewed this August 31, 2021 Quarterly Report of ProBility Media Corp;
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.

October 26, 2021

/s/ Noah Davis

Principal Executive Officer:

I, Lauren Paino certify that:

1. I have reviewed this August 31, 2021 Quarterly Report of ProBility Media Corp;
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.

October 26, 2021

/s/ Lauren Paino

Principal Financial Officer: