

# **Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines**

## **Viva Entertainment Group, Inc.**

A Nevada Corporation

143-41 84<sup>th</sup>  
Briarwood, NY 11435

---

347-681-1668  
www.vivalivetv.com  
info@vivalivetv.com  
SIC Code 4841

### **Quarterly Report**

**For the Period Ending: April 30, 2023** (the "Reporting Period")

### **Outstanding Shares**

The number of shares outstanding of our Common Stock was:

846,363,391 as of April 30, 2023.

685,258,630 as of October 31, 2022.

### **Shell Status**

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: ☒ (Double-click and select "Default Value" to check)

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

Yes: ☐ No: ☒

### **Change in Control**

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

Yes: ☐ No: ☒

---

<sup>1</sup>"Change in Control" shall mean any events resulting in:

(i) Any "person" (as such term is used in Sections 13(d) and 14(d) of the Exchange Act) becoming the "beneficial owner" (as defined in Rule 13d-3 of the Exchange Act), directly or indirectly, of securities of the Company representing fifty percent (50%) or more of the total voting power represented by the Company's then outstanding voting securities;

(ii) The consummation of the sale or disposition by the Company of all or substantially all of the Company's assets;

(iii) A change in the composition of the Board occurring within a two (2)-year period, as a result of which fewer than a majority of the directors are directors immediately prior to such change; or

(iv) The consummation of a merger or consolidation of the Company with any other corporation, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or its parent) at least fifty percent (50%) of the total voting power represented by the voting securities of the Company or such surviving entity or its parent outstanding immediately after such merger or consolidation.

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

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

Viva Entertainment Group Inc.  
EMS Find, Inc. – Inception to April 5, 2016

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):

Viva Entertainment Group Inc. - Nevada; Incorporated October 26, 2009 – 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:

None

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

143-41 84<sup>th</sup>Briarwood, NY 11435

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: ☒

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

No: ☒ Yes: ☐ If Yes, provide additional details below:

**2) Security Information**

**Transfer Agent**

Name: Worldwide Stock Transfer, Inc.  
Address: One University Plaza, Suite 505  
Hackensack, NJ 07601  
Phone: Tel (201) 820-2008  
Email: ykopstick@wwstr.com

**Publicly Quoted or Traded Securities:**

*The goal of this section is to provide a clear understanding of the share information for its publicly quoted or traded equity securities. Use the fields below to provide the information, as applicable, for all outstanding classes of securities that are publicly traded/quoted.*

Trading Symbol:	<u>OTTV</u>	
Exact title and class of securities outstanding:	<u>Common Stock</u>	
CUSIP:	<u>92852K200</u>	
Par or Stated Value:	<u>\$0.00001</u>	
Total shares authorized:	<u>3,000,000,000</u>	as of: <u>4/30/2023</u>
Total shares outstanding:	<u>846,363,391</u>	as of: <u>4/30/2023</u>
Total number of shareholders of record:	<u>71</u>	as of: <u>4/30/2023</u>

*All additional class(es) of publicly quoted or traded securities (if any):* None

**Other classes of authorized or outstanding equity securities:**

*The goal of this section is to provide a clear understanding of the share information for its other classes of authorized or outstanding equity securities (e.g. preferred shares). Use the fields below to provide the information, as applicable, for all other authorized or outstanding equity securities.*

Exact title and class of the security:	<u>Preferred</u>	
CUSIP (if applicable):	<u>N/A</u>	
Par or stated value:	<u>\$0.001</u>	
Total shares authorized:	<u>100,000</u>	as of date: <u>1/31/2023</u>
Total shares outstanding (if applicable):	<u>0</u>	as of date: <u>1/31/2023</u>
Total number of shareholders of record (if applicable):	<u>0</u>	as of date: <u>1/31/2023</u>

**Security Description:**

*The goal of this section is to provide a clear understanding of the material rights and privileges of the securities issued by the company. Please provide the below information for each class of the company's equity securities, as applicable:*

1. **For common equity, describe any dividend, voting and preemption rights.**

Common shares are entitled to one vote per share on all shareholder matters. There are no cumulative, dividend or pre-emptive rights. Dividends, if declared by the Board of Directors, would be paid on a per-share basis.

2. **For preferred stock, describe the dividend, voting, conversion, and liquidation rights as well as redemption or sinking fund provisions.**

None defined.

3. **Describe any other material rights of common or preferred stockholders.**

N/A

4. **Describe any material modifications to rights of holders of the company's securities that have occurred over the reporting period covered by this report.**

N/A

### 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.

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

Indicate by check mark whether there were any changes to the number of outstanding shares within the past two completed fiscal years:

No: ☐ Yes: ☒ (If yes, you must complete the table below)

**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.

Shares Outstanding as of Second Most Recent Fiscal Year End: <u>Opening Balance</u> Date: <u>10/31/2021</u> Common: <u>545,821,130</u> Preferred: <u>-0-</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 (if applicable)	Restricted or Unrestricted as of this filing?	Exemption or Registration Type?
11/5/2020	New	28,504,000	Common	.001	Yes	Greentree Financial Group/Chris Cottone	Debt conversion	Unrestricted	Exempt 4(a)(1)
2/17/2021	New	19,938,462	Common	.0011	Yes	BHP Capital NY/Bryan Pantofel	Debt conversion	Unrestricted	Exempt 4(a)(1)
2/22/2021	New	16,589,600	Common	.002	Yes	Greentree Financial Group/Chris Cottone	Debt conversion	Unrestricted	Exempt 4(a)(1)
2/25/2021	New	40,000,000	Common	.002	Yes	BHP Capital NY/Bryan Pantofel	Debt conversion	Unrestricted	Exempt 4(a)(1)
5/11/2021	New	20,000,001	Common	.0023	Yes	BHP Capital NY/Bryan Pantofel	Debt conversion	Unrestricted	Exempt 4(a)(1)
5/26/2021	New	13,840,351	Common	.0034	Yes	Armada Investment Fund/Andrew Avitan	Debt conversion	Unrestricted	Exempt 4(a)(1)
7/6/2021	New	9,999,998	Common	.0027	Yes	BHP Capital NY/Bryan Pantofel	Debt conversion	Unrestricted	Exempt 4(a)(1)
8/31/2021	New	25,473,810	Common	.0021	Yes	Greentree Financial Group/Chris Cottone	Debt conversion	Unrestricted	Exempt 4(a)(1)
5/13/2022	New	18,500,000	Common	.002	Yes	A&R Opportunity Fund – Alan Thomas	Debt conversion	Unrestricted	Exempt 4(a)(1)
6/13/2022	New	28,000,000	Common	.00075	Yes	Fourth Man, LLC Edward Deese	Debt conversion	Unrestricted	Exempt 4(a)(1)

8/10/2022	New	29,375,000	Common	.0004	Yes	Fourth Man, LLC Edward Deese	Debt conversion	Unrestricted	Exempt <u>4(a)(1)</u>
8/24/2022	New	31,000,000	Common	.0004	Yes	Fourth Man, LLC Edward Deese	Debt conversion	Unrestricted	Exempt <u>4(a)(1)</u>
9/14/2022	New	32,562,500	Common	.0004	Yes	Fourth Man, LLC Edward Deese	Debt conversion	Unrestricted	Exempt <u>4(a)(1)</u>
11/18/22	New	25,833,333	Common	.0006	Yes	Fourth Man, LLC Edward Deese	Debt conversion	Unrestricted	Exempt <u>4(a)(1)</u>
4/3//23	New	50,000,000	Common	.001	Yes	Pacific Capital Markets – Zac Logan	Consulting	Restricted	Exempt <u>4(a)(1)</u>
4/5/23	New	53,571,428	Common	0.00028	Yes	Intro to Greatness Danny Cardenas	Debt Conversion	Unrestricted	Exempt <u>4(a)(1)</u>
4/17/23	New	31,700,000	Common	0.00025	Yes	Dalex Builders George Harrison	Debt Conversion	Unrestricted	Exempt <u>4(a)(1)</u>
Shares Outstanding on Date of This Report:									
<u>Ending Balance:</u>									
Date: <u>4/30/2023</u> Common: 846,363,391									

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

There are 88,760 shares of common stock that were cancelled by the transfer agent in prior periods but are still shown as outstanding on the Company's records, thus they are included in the above total share count.

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

Indicate by check mark whether there are any outstanding promissory, convertible notes, convertible debentures, or any other debt instruments that may be converted into a class of the issuer's equity securities:

No: ☐ Yes: ☒ (If yes, you must complete the table below)

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.)
5/3/2016	25,060	78,750	13,780	5/3/2017	50% discount off trading price	Cerberus Finance Group/Alberto Dayan	Loan
6/8/2016	65,625	78,750	35,437	6/8/2017	50% discount off trading price	Cerberus Finance Group/Alberto Dayan	Loan
7/1/2016	4,788	50,000	3,066	7/1/2017	50% discount off trading price	Greentree Financial Group/Chris Cottone	Loan
8/1/2016	40	25,000	17	8/1/2017	50% discount off trading price	DBL Group/David Lewis	Loan
9/12/2016	7,500	50,000	4,623	9/12/2017	50% discount off trading price	Greentree Financial Group/Chris Cottone	Loan
3/15/2017	5,000	5,000	2,780	3/15/2018	50% discount off trading price	George Harrison	Loan

9/8/2017	20,000	40,000	<u>9,955</u>	3/8/2018	50% discount off trading price	Biz Development Group/ George Harrison	Loan
8/1/2017	60,000	60,000	<u>30,615</u>	2/1/2018	50% discount off trading price	Biz Development Group/ George Harrison	Loan
8/30/2017	22,302	42,000	<u>13,959</u>	8/30/2018	50% discount off trading price	Greentree Financial Group/Chris Cottone	Loan
7/21/2017	1,500	40,000	<u>963</u>	7/21/2018	50% discount off trading price	L&H Financial/ Linwen Huang	Loan
1/25/2018	104,000	110,000	<u>37,227</u>	1/25/2019	50% discount off trading price	Ignition Capital/Brett Verona	Loan
12/1/2017	2,066	25,000	<u>1,214</u>	12/1/2018	50% discount off trading price	Ignition Capital/Brett Verona	Loan
11/20/2017	67,760	162,600	<u>8,132</u>	11/20/2018	50% discount off trading price	Chonillo Law Group/ Greg Chonillo	Loan
11/21/2017	25,000	25,000	<u>14,795</u>	11/21/2018	50% discount off trading price	L&H Financial/ Linwen Huang	Loan
4/27/2018	30,000	50,000	<u>8,436</u>	2/7/2019	50% discount off trading price	Bruce Lewis	Loan
6/8/2018	10,791	44,000	<u>2,911</u>	6/18/2019	50% discount off trading price	Howard Schraub	Loan
11/13/2018	200,853	200,853	<u>30,127</u>	7/13/2019	50% discount off trading price	Greentree Financial Group/Chris Cottone	Loan
8/31/2018	11,547	60,000	<u>4,392</u>	8/31/2019	50% discount off trading price	Greentree Financial Group/Chris Cottone	Loan
12/19/2018	37,000	37,000	<u>12,736</u>	6/19/2019	50% discount off trading price	Biz Development Group/ George Harrison	Loan
11/7/2018	37,500	37,500	<u>13,426</u>	8/7/2019	50% discount off trading price	Aron Children Irrevocable Trust UA Dec 23 2008/ Michael Cyril Aron	Loan
12/20/2018	25,000	25,000	<u>8,597</u>	9/20/2019	50% discount off trading price	Jay Shore	Loan
11/7/2018	37,500	37,500	<u>13,426</u>	8/7/2019	50% discount off trading price	Rachel Berel Trust/ Rachel Berel	Loan
3/19/2019	300	30,900	<u>63</u>	3/19/20	50% discount off trading price	BHP Capital NY/Bryan Pantofel	Loan
	30,000	30,000	<u>0</u>		50% discount off trading price	Essex Global Investment/Ben Conde	Loan
5/2/2019	2,812	33,000	<u>563</u>	5/2/20	50% discount off trading price	BHP Capital NY/Bryan Pantofel	Loan
5/3/2019	60,000	60,000	<u>14,992</u>	5/2/2020	50% discount off trading price	Bellridge Capital/ Robert Klimov	Loan

5/20/2019	11,531	33,000	<u>2,262</u>	5/20/2020	50% discount off trading price	BHP Capital NY/Bryan Pantofel	Loan
5/20/2019	33,000	33,000	<u>6,473</u>	5/20/2020	50% discount off trading price	Armada Investment Fund/Andrew Avitan	Loan
6/5/2019	45,000	45,000	<u>10,837</u>	6/5/2020	50% discount off trading price	Bellridge Capital/ Robert Klimov	Loan
6/14/2019	45,000	45,000	<u>10,726</u>	6/14/2020	50% discount off trading price	Bellridge Capital/ Robert Klimov	Loan
	22,439	22,439	<u>0</u>		50% discount off trading price	Chonillo Law Group/ Greg Chonillo	Loan
8/2/2019	69,300	69,300	<u>18,705</u>	8/2/2020	50% discount off trading price	Armada Investment Fund/Andrew Avitan	Loan
	40,000	40,000	<u>0</u>		50% discount off trading price	Greentree Financial Group/Chris Cottone	Loan
8/28/2019	8/28/20	41,111	<u>10,745</u>	8/28/2020	50% discount off trading price	Armada Investment Fund/Andrew Avitan	Loan
8/2/2019	34,650	34,650	<u>9,353</u>	8/2/2020	50% discount off trading price	BHP Capital NY/Bryan Pantofel	Loan
9/15/2019	25,000	25,000	<u>7,983</u>	6/5/2020	50% discount off trading price	A&R Opportunity Fund – Alan Thomas	Loan
10/28/2019	10,000	10,000	<u>2,011</u>	10/28/2020	0.01 per share	James Wakefield	Loan
10/28/2019	15,000	15,000	<u>3,016</u>	10/28/2020	0.01 per share	Colin Williams	Loan
11/5/2019	30,000	30,000	<u>5,967</u>	5/20/2020	50% discount off trading price	Armada Investment Fund/Andrew Avitan	Loan
11/5/2019	30,000	30,000	<u>5,967</u>	5/5/2020	50% discount off trading price	BHP Capital NY/Bryan Pantofel	Loan
8/5/2020	13,500	13,500	<u>1,672</u>	2/5/2021	0.01 per share	Ben Baruch	Loan
11/5/2020	5,000	5,000	<u>493</u>	5/5/2021	0.01 per share	Bradley Erickstad	Loan
9/8/2020	12,500	12,500	<u>1,432</u>	3/8/2021	0.01 per share	Chad Greening	Loan
3/19/2020	5,000	5,000	<u>810</u>	9/19/2021	0.01 per share	Burt Hunter	Loan
10/16/2020	60,000	75,000	<u>7,808</u>	4/16/2020	0.01 per share	Colin Williams	Loan
8/5/2020	18,500	18,500	<u>2,291</u>	2/5/2020	0.01 per share	Derek Stipetich	Loan
8/3/2020	20,000	20,000	<u>2,488</u>	2/3/2021	0.01 per share	Guiseppe Perna	Loan
9/9/2020	10,000	10,000	<u>1,142</u>	3/9/2021	0.01 per share	James Wakefield	Loan
9/10/2020	51,000	51,000	<u>5,813</u>	3/10/2021	0.01 per share	Jeff Eisenzimmer	Loan
1/19/2020	10,000	10,000	<u>1,784</u>	7/19/2020	0.01 per share	John Dalen	Loan

8/25/2020	13,000	13,000	<u>1,539</u>	2/25/21	0.01 per share	John Green	Loan
6/19/2020	10,000	10,000	<u>1,367</u>	12/19/2020	0.01 per share	John Miller	Loan
10/28/2020	2,480	2,480	<u>250</u>	4/28/2021	0.01 per share	John Vardon	Loan
10/20/2020	12,500	12,500	<u>1,288</u>	4/20/2020	0.01 per share	Joseph Dunk	Loan
7/13/2020	34,500	34,500	<u>4,490</u>	1/13/2021	0.01 per share	Vincent Laroche Mathieu	Loan
8/25/2020	5,000	5,000	<u>592</u>	2/25/2021	0.01 per share	Matthew Ziegler	Loan
9/9/2020	8,500	8,500	<u>971</u>	3/9/2021	0.01 per share	Nathan Lefleur	Loan
7/28/2020	40,000	40,000	<u>5,041</u>	1/28/2021	0.01 per share	Nathaniel Butler	Loan
10/1/2020	27,500	27,500	<u>2,976</u>	4/1/2021	0.01 per share	Reid Misna	Loan
7/30/2020	15,000	15,000	<u>1,882</u>	1/30/2021	0.01 per share	Thomas Hodous	Loan
9/21/2020	5,000	5,000	<u>555</u>	3/21/2021	0.01 per share	Timothy Wickis	Loan
4/12/2021	25,000	25,000	<u>1,384</u>	10/12/2021	0.01 per share	Attilio Perna	Loan
2/22/2021	10,000	10,000	<u>688</u>	8/22/2021	0.01 per share	Ben Baruch	Loan
2/22/21	100,000	100,000	<u>6,877</u>	8/22/2021	0.01 per share	Charles Renfro	Loan
6/2/2021	131,000	131,000	<u>5,419</u>	12/2/2021	0.01 per share	Colin Williams	Loan
8/2/2021	15,000	15,000	<u>370</u>	2/21/2022	0.01 per share	Derek Stipitich	Loan
8/2/2021	35,000	35,000	<u>863</u>	2/21/2022	0.01 per share	Guiseppe Perna	Loan
6/10/2021	205,000	205,000	<u>8,032</u>	12/10/2022	0.01 per share	James Holding	Loan
12/9/2020	15,000	15,000	1,340	6/9/2021	0.01 per share	James Wakefield	Loan
12/10/2020	15,000	15,000	1,336	6/10/2021	0.01 per share	Jeff Eisenzimmer	Loan
12/20/2020	2,000	2,000	173	6/20/2021	0.01 per share	John Green	Loan
12/31/2020	1,500	1,500	125	6/30/2021	0.01 per share	John Miller	Loan
11/4/2020	3,480	3,480	344	5/4/2021	0.01 per share	John Vardon	Loan
2/10/2021	20,000	20,000	1,441	8/10/2021	0.01 per share	Joseph Dunk	Loan
12/29/2020	2,500	2,500	210	6/29/2021	0.01 per share	Vincent Laroche Mathieu	Loan
7/1/2021	45,000	45,000	1,504	1/1/2022	0.01 per share	Maxwell International – Sai Riviero	Loan
7/9/2021	50,000	50,000	1,562	1/9/2022	0.01 per share	Nestor Velasquez	Loan
2/22/2021	55,000	55,000	3,782	8/22/2022	0.01 per share	Real Streaming Entertainment /Kurt Miller	Loan
12/18/2020	7,500	7,500	651	6/18/2021	0.01 per share	Reid Misna	Loan
2/10/2021	40,000	40,000	2,882	8/10/2021	0.01 per share	Robert Geiger	Loan



2/10/2021	100,000	100,000	7,205	8/10/2021	0.01 per share	Roland Roadenbaugh	Loan
12/30/2021	3,000	3,000	120	6/30/2022	0.01 per share	Real Streaming Entertainment /Kurt Miller	Loan
4/14/2022	25,000	25,000	182	4/15/23	0.01 per share	San Luis LLC Lupe Rodriguez	Loan
2/14/22	15,000	15,000	750	2/14/23	0.01 per share	Mitchell Doyle	Loan
2/15/22	10,000	10,000	466	2/15/23	0.01 per share	Tyler Hayes	Loan
3/7/22	3,000	3,000	120	3/7/23	0.01 per share	Real Streaming Entertainment - Kurt Miller	Loan
4/22/22	4,000	4,000	82	4/22/23	0.01 per share	Vincent Laroche	Loan
1/26/23	60,000	60,000	1,500	1/26/24	Greater of 40% of avg 3 lowest closing bid prices over 10 days or \$0.0001	Platinum Equity Group Leopoldo Garcia	Loan
4/25/23	1,300	1,300	0	10/25/17	40% of avg 3 lowest closing bid prices over 10 days	Platinum Equity Group Leopoldo Garcia	Loan
3/17/23	42,000	42,000	525	9/17/23	40% of avg 3 lowest closing bid prices over 10 days	Platinum Equity Group Leopoldo Garcia	Loan
4/24/23	5,000	5,000	0	10/24/23	40% of avg 3 lowest closing bid prices over 10 days	Dahn Huynh	Loan
3/24/23	\$21,000	21,000	175	9/24/23	40% of avg 3 lowest closing bid prices over 10 days	Dalex Builders George Harrison	Loan
2/2/23	20,000	20,000	400	2/2/24	40% of avg 3 lowest closing bid prices over 10 days	Intro to Greatness Danny Cardenas	Loan

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

Certain of the above convertible notes were made under credit lines, thus the due dates and origination dates are indeterminate.

#### 4) 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")

The Company is an OTTV provider, meaning that it provides access to various media programming including network stations, pay-per-view, movies, live events, and other media content to subscribers.

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

None

- C. Describe the issuers' principal products or services.

The Company's main product is Viva! Live TV, which is an app-based streaming service available to subscribers and on a pay-per-view basis.

#### 5) 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.

The Company leases executive offices at 143-41 84<sup>th</sup> Briarwood, NY 11435 on a month-to-month basis. This facility is suitable for current operations.

## 6) 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.

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, or any person that performs a similar function, regardless of the number of shares they own. **If any insiders 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 (City, State) of an individual representing the corporation or entity in the note section.**

Name of Officer/Director and 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
Johnny Falcones	Chairman, CEO, CFO	143-41 84 <sup>th</sup> Briarwood, NY 11435	403,259	Common	<1%	

## 7) 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);

No

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;

No

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

No

4. The entry of an order by a self-regulatory organization that permanently or temporarily barred suspended or otherwise limited such person's involvement in any type of business or securities activities.

No

- 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.

The Company has been involved in a protracted dispute with one of its creditors regarding the conversion of notes payable, applicable penalties and interest. As a result, the Company is the subject of a lawsuit filed in December 2017 in the Supreme Court of the State of New York, County of New York (case #656891/2017). Management believes that all obligations to the creditor have been met and that additional claims are usurious and unjustified. The Company has recorded a liability of \$55,175 in Convertible Notes Payable for the value of the notes the creditor considers outstanding and has recorded an additional \$200,000 in accrued expenses to account for the potential exposure in the event either a settlement is reached or the Company loses in litigation.

## **8) Third Party Providers**

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

### Securities Counsel:

Name: Jonathan Leinwand  
Firm: Jonathan D. Leinwand, P.A.  
Address: 18305 Biscayne Blvd, Suite 200, Aventura, FL, United States  
Phone: 1.954.903.7856  
Email: jonathan@jdlpa.com

### Accountant or Auditor:

Name: Stefany Straiton  
Firm Name: M&K CPA's  
Address: 363 N. Sam Houston Parkway E. Suite 650, Houston, TX 77060  
Phone: 832-242-9950  
Email: sstraiton@mkacpas.com

Investor Relations: None

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

## **9) 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: **Johnny Falcones**  
Title: **Chairman and CEO**  
Relationship to Issuer: **Chairman and CEO**

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.

- a. Audit letter, if audited
- b. Balance sheet;
- c. Statement of income;
- d. Statement of cash flows;
- e. Equity statement;
- f. Financial notes;

## **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, Johnny Falcones, certify that:

1. I have reviewed this Disclosure Statement of Viva 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.

June 26, 2023

/s/ JOHNNY FALCONES [CEO's Signature]  
(Digital Signatures should appear as "/s/ [OFFICER NAME]")

*Principal Financial Officer:*

I, Johnny Falcones, certify that:

1. I have reviewed this Disclosure Statement of Viva 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.

June 26, 2023

/s/ JOHNNY FALCONES [CFO's Signature]  
(Digital Signatures should appear as "/s/ [OFFICER NAME]")

**VIVA ENTERTAINMENT GROUP, INC.**

**Quarterly Financial Statements**

**As of January 1, 2023**

**VIVA ENTERTAINMENT GROUP INC.**  
**Balance Sheets**

	April 30, 2023	October 31, 2022
<b>ASSETS</b>		
Current Assets		
Cash	\$ 136	\$ -
Prepaid Expense	45,833	-
Total Current Assets	<u>45,969</u>	<u>-</u>
Other Assets		
Loan Receivable	17,250	17,250
Software, net of amortization of \$52,139 and \$48,675	<u>16,414</u>	<u>19,878</u>
Total Other Assets	<u>33,664</u>	<u>37,128</u>
Total Assets	<u><u>\$ 79,633</u></u>	<u><u>\$ 37,128</u></u>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)</b>		
Current Liabilities		
Accounts Payable and Accrued Liabilities	\$ 634,348	\$ 634,362
Accrued Interest	862,589	743,546
Accrued Salary and Wages	936,448	903,718
Working Capital Loan	272,639	271,239
Convertible Notes Payable, net of discount	2,806,920	2,672,820
Derivative Liability	<u>1,990,522</u>	<u>1,841,038</u>
Total Current Liabilities	<u>7,503,466</u>	<u>7,066,723</u>
Stockholders' Deficit		
Common Stock, 3,000,000,000 shares authorized, par value 0.00001, 846,363,191 and 685,258,630 shares issued and outstanding at April 30, 2023 and October 31, 2022	8,463	6,853
Stock Payable	1,808,250	1,808,250
Additional paid-in capital	25,907,038	25,754,707
Accumulated deficit	<u>(35,147,584)</u>	<u>(34,599,405)</u>
Total Stockholders' Deficit	<u>(7,423,833)</u>	<u>(7,029,595)</u>
Total Liabilities and Stockholders' Deficit	<u><u>\$ 79,633</u></u>	<u><u>\$ 37,128</u></u>

**VIVA ENTERTAINMENT GROUP, INC.**  
**Statements of Operations**

	For the Three Months Ended		For the Six Months Ended	
	April 30, 2023	April 30, 2022	April 30, 2023	April 30, 2022
Revenues				
Subscriptions & PPV	<u>3,000</u>	<u>\$ 2,747</u>	<u>5,858</u>	<u>\$ 8,477</u>
	3,000	5,731	5,858	
Operating Expenses				
Marketing	2,499	-	2,708	-
Amortization	1,732	-	3,464	-
Content	8,325	3,850	15,905	16,140
Consulting	23,033	10,022	41,183	15,235
Professional Fees	4,500	3,400	6,500	3,400
General and administrative	22,359	16,536	33,833	81,605
Wages	<u>46,975</u>	<u>52,250</u>	<u>92,975</u>	<u>104,600</u>
Total Expenses	109,423	86,256	196,568	220,503
Loss from operations	<u>(106,423)</u>	<u>(83,509)</u>	<u>(190,710)</u>	<u>(212,503)</u>
Other expense				
Interest and derivative expense	<u>(284,397)</u>	<u>(71,322)</u>	<u>(357,469)</u>	<u>(142,644)</u>
Total other expense	<u>(284,397)</u>	<u>(71,322)</u>	<u>(357,469)</u>	<u>(142,644)</u>
Net Loss	<u>(390,820)</u>	<u>\$ (154,831)</u>	<u>(548,179)</u>	<u>\$ (355,147)</u>
Net Loss Per Common Share – Basic and Diluted	<u>(0.00)</u>	<u>(0.00)</u>	<u>(0.00)</u>	<u>(0.00)</u>
Weighted Average Number of Common Shares Outstanding	734,123,741	545,821,130	765,766,305	545,821,130

The Accompanying Notes are an Integral Part of These Financial Statements



**VIVA ENTERTAINMENT, INC.**  
**Statements of Stockholder's Equity (Deficit)**

	<b>Shares Outstanding</b>	<b>Common Stock</b>	<b>Additional Paid-in Capital</b>	<b>Stock Payable</b>	<b>Retained Deficit</b>	<b>Total Equity</b>
Balance as of October 31, 2020	371,474,908	\$ 3,715	\$ 24,794,552	\$ 1,808,250	\$ (32,304,841)	\$ (5,698,325)
Shares issued on conversion of debt	174,346,222	1,743	359,918			361,661
Loss on debt conversion			103,662			103,663
Settlement of derivative			307,620			307,620
Net loss for year ended October 31, 2021					(1,654,757)	(1,654,757)
Balance as of October 31, 2021	545,821,130	\$ 5,458	\$ 25,565,752	\$ 1,808,250	\$ (33,959,598)	\$ (6,580,138)
Shares issued on conversion of debt	139,437,500	1,395	188,955			
Net loss for year October 31, 2022					(639,807)	(632,807)
Balance as of October 31, 2022	685,258,630	\$ 6,853	\$ 25,754,708	\$ 1,808,250	\$ (34,599,405)	\$ (7,212,945)
Shares issued on conversion of debt	111,104,761	1,110	102,830			103,940
Shares issued for services	50,000,000	500	49,500			50,000
Net loss for six months ended April 30, 2023					(548,179)	(548,179)
Balance as of April, 2023	846,363,391	\$ 8,463	\$ 25,907,038	\$ 1,808,250	\$ 35,147,584	\$ (7,423,833)

The Accompanying Notes are an Integral Part of These Financial Statements

**VIVA ENTERTAINMENT GROUP INC.**  
**Condensed Statements of Cash Flows**

	For the Six Months Ended <u>April 30, 2023</u>	For the Three Months Ended <u>April 30, 2022</u>
Operating Activities		
Net loss	\$ (548,179)	\$ (355,147)
Adjustments to reconcile net loss to cash used in operating activities:		
Amortization of other assets	3,464	3,464
Derivative expense	222,750	-
Stock issued for services	50,000	
Changes in operating assets and liabilities:		
Prepaid expense	(45,833)	
Accrued interest	131,219	142,643
Accrued payroll	32,730	41,150
Net Cash Used in Operating Activities	<u>(150,364)</u>	<u>(167,890)</u>
Financing Activities		
Net proceeds from working capital loans	1,400	107,500
Proceeds from issuance of convertible notes	149,100	60,001
Net Cash Used in Financing Activities	<u>150,500</u>	<u>167,501</u>
Increase (Decrease) in Cash	136	(389)
Cash - Beginning of Period	-	786
Cash - End of Period	<u>\$ 136</u>	<u>\$ 397</u>
Supplemental Disclosure of Cash Flow Information		
Derivative conversions	\$ 26,945	\$ -
Debt and interest converted into common stock	\$ 22,925	\$ -
Cash paid for:		
Interest	\$ —	\$ —
Income taxes	\$ —	\$ —

The Accompanying Notes are an Integral Part of These Financial Statements

**VIVA ENTERTAINMENT GROUP INC.**  
**Notes to Financial Statements**  
**For the Six Months Ended April 30, 2023**

**NOTE 1 – NATURE OF OPERATIONS**

Description of Business and History

The Company was incorporated on October 26, 2009 in the State of Nevada. The Company originally engaged in the development of a website and also the design and development of a catalogue to sell over the counter and prescription medications, and supplements. In 2012, the Company undertook a change in focus to the natural resources sector where it was engaged in the acquisition and exploration of base metals and mineral mining properties.

On April 5, 2016, the Company completed the purchase of Viva Entertainment Group, Inc. (“Viva Entertainment”), a Delaware corporation, from EMS Find, Inc. (“EMS”) pursuant to a stock purchase agreement. Viva Entertainment’s Chief Executive Officer, Johnny Falcones, was appointed as the Company’s sole director, President and Chief Executive Officer to manage the development and marketing of Viva Entertainment’s over the top (IPTV/OTT) application for connected TV’s, desktop computers, tablets, and smart phones.

Pursuant to the stock purchase agreement, the Company and EMS agreed to transfer control of Viva Entertainment to the Company through the purchase of all outstanding shares of stock of Viva Entertainment by the Company in exchange for the issuance to EMS of a 10% promissory note in the principal amount of \$100,000, due six months from the Closing (the “EMS Note”), and the issuance of 22,000,000 shares of common stock to Johnny Falcones. For accounting purposes, the transaction was treated as a reverse merger since the acquired entity now forms the basis for operations and the transaction resulted in a change in control, with the acquired company electing to become the successor issuer for reporting purposes. The accompanying financial statements have been prepared to reflect the assets, liabilities and operations of Viva Entertainment Group, Inc. exclusive of Black River Petroleum since all predecessor operations were discontinued. As part of the transaction, stock payable and amounts due to former officers were forgiven, with the balances recorded as Contributed Capital. For equity purposes, additional paid-in capital and retained deficit shown are those of Viva, exclusive of Black River Petroleum. Viva had no operations prior to the quarter ended April 30, 2016.

In management’s opinion, all adjustments necessary for a fair statement of the results for the presented periods have been made. All adjustments made were of a normal recurring nature. These financial statements should be read in conjunction with the financial statements for the year ended October 31, 2022, which were previously filed.

Viva Entertainment Group Inc. (F/K/A Black River Petroleum Corp.) (the “Company”) develops and markets Viva Entertainment’s over the top (IPTV/OTT) application for connected TV’s, desktop computers, tablets, and smart phones. The Company is based in Briarwood, New York.

**NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

Basis of Presentation

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States for interim information Regulation S-K. Accordingly, they include all of the information and footnotes required by accounting principles generally accepted in the United States for complete financial statements. In the opinion of management, all adjustments consisting of a normal and recurring nature considered necessary for a fair presentation have been included.

#### Use of Estimates

The preparation of financial statements in accordance with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of net revenue and expenses in the reporting period. We regularly evaluate our estimates and assumptions related to the useful life and recoverability of long-lived assets, stock-based compensation and deferred income tax asset valuation allowances. We base our estimates and assumptions on current facts, historical experience and various other factors that we believe to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities and the accrual of costs and expenses that are not readily apparent from other sources. The actual results experienced by us may differ materially and adversely from our estimates. To the extent there are material differences between our estimates and the actual results, our future results of operations will be affected.

#### Cash and Cash Equivalents

The Company considers all highly liquid instruments with original maturities of three months or less when acquired, to be cash equivalents. There are no cash equivalents as of April 30, 2023 and October 31, 2022.

#### Income Taxes

The Company accounts for income taxes under the provisions issued by the FASB which requires recognition of deferred tax liabilities and assets for the expected future tax consequences of events that have been included in the consolidated financial statements or tax returns. Under this method, deferred tax liabilities and assets are determined based on the difference between the financial statement and tax bases of assets and liabilities using enacted tax rates in effect for the year in which the differences are expected to reverse. The Company computes tax asset benefits for net operating losses carried forward. The potential benefit of net operating losses has not been recognized in these financial statements because the Company cannot be assured it is more likely than not it will utilize the net operating losses carried forward in future years.

#### Loss Per Common Share

- The Company reports net loss per share in accordance with provisions of the FASB. The provisions require dual presentation of basic and diluted loss per share. Basic net loss per share excludes the impact of common stock equivalents. Diluted net loss per share utilizes the average market price per share when applying the treasury stock method in determining common stock equivalents. As of April 30, 2023 and October 31, 2022, there were no dilutive common stock equivalents outstanding due to net losses causing their exclusion.

#### Derivative Financial Instruments

Fair value accounting requires bifurcation of embedded derivative instruments such as conversion features in convertible debt or equity instruments, and measurement of their fair value for accounting purposes. In determining the appropriate fair value, the Company uses the Black-Scholes option-pricing model. In assessing the convertible debt instruments, management determines if the convertible debt host instrument is conventional convertible debt and further if there is a beneficial conversion feature requiring measurement. If the instrument is not considered conventional convertible debt, the Company will continue its evaluation process of these instruments as derivative financial instruments.

Once determined, derivative liabilities are adjusted to reflect fair value at each reporting period end, with any increase or decrease in the fair value being recorded in results of operations as an adjustment to fair value of derivatives. In addition, the fair value of freestanding derivative instruments such as warrants, are also valued using the Black-Scholes option-pricing model.

### **NOTE 3 – RELATED PARTY TRANSACTIONS**

The detail composition of the \$936,448 in accrued wages with related parties as of April 30, 2023 includes \$616,741 due to the Company's CEO, Johnny Falcones. This accrual covered services rendered for the period from April 2016 through April 30, 2023, less payments made to such employees during the period. The balance relates to accrued wages to officers and directors no longer affiliated with the Company.

Common Stock Payable includes \$1,808,250 in stock payable to related parties due to unissued shares earned on the employment agreements and for services performed during the years ended October 31, 2018, 2017 and 2016.

### **NOTE 4 – CAPITALIZED SOFTWARE**

Capitalized Software was comprised of the following amounts as of April 30, 2023 and October 31, 2022, respectively.

	<b>April 30, 2023</b>	<b>October 31, 2022</b>
Software costs	\$ 68,553	68,553
Accumulate amortization	(52,139)	(48,675)
Total software Costs, net accumulated amortization	<u>\$ 16,414</u>	<u>\$ 19,878</u>

The above-mentioned software was purchased during the year ending October 31, 2016 by way of a series of payments made to a software developer called Axor. The beta stage software is for development of over the top technology, abbreviated as OTT in the industry, to air wireless live television, movies, on demand content and radio. The software application was launched prior to October 31, 2017 and began generating revenues.

### **NOTE 5 – CONVERTIBLE NOTES PAYABLE**

During the fiscal years ended October 31, 2021 and 2020, the Company issued multiple convertible notes payable to several entities. These notes were six-month notes bearing interest at ten percent (10%) and being convertible at a fixed price of \$0.01 per share. Additionally, during the three months ended January 31, 2022, the Company issued a convertible note payable for \$3,000 which is due in six-months, bears interest at eight percent (8%), and is convertible at a fixed price of \$0.01 per share. During the three months ended April 30, 2022, the Company issued an additional \$57,000 to five individuals, which are due in twelve-months, bear interest at eight percent (8%), and are convertible at a fixed price of \$0.01 per share.

In prior periods, the Company issued addition convertible notes that bear interest at rates between 8% and 15% and are convertible at rates between 40-60% of the lowest trading price of company's common stock over a period ranging from 5-20 days prior to the date of conversion. In January 2023, the Company issued a convertible note in the amount of \$60,000 to Platinum Equity Group. The note bears Interest at the rate of 10% and converts into common stock at the greater of \$0.0001 or the average of the three lowest closing bid prices of the Company's common stock over the 10 days prior to the date of conversion. All of the outstanding notes are either currently due or become due within twelve months from the date of issuance. During the quarter ended April 30, 2023, the company issued 85,271,428 shares of common stock on the conversion of \$15,000 in principal and \$7,925 of interest.

During the three months ended April 30, 2023, the Company issued a total of \$89,100 in convertible notes payable to several unrelated entities. Of these notes, \$69,100 have identical terms of 10% interest, due in six months, and convertible at a discount of 40% of the average of the three lowest closing bid prices over the ten days prior to conversion. The other note, for \$20,000, is identical except for the term, which is twelve months from date of issuance. The Company recorded derivative expense of \$222,750 in connection with these notes.

The notes are summarized as follows:

Total convertible notes payable at April 30, 2023	\$ 2,806,920
Less: Current portion of notes payable	<u>(2,806,920)</u>
Long term portion of notes payable	<u><u>—</u></u>

The following table summarized the convertible note activity in the six months ended April 30, 2023 and the year ended October 31, 2022:

	Principal Balance	Loan Discount	Accrued interest
October 31, 2021	\$ 2,672,470	\$ —	\$ 486,782
Issued in the period	60,000	—	—
Accrued interest	—	—	558,104
Converted into stock	<u>(59,650)</u>	<u>—</u>	<u>(28,525)</u>
October 31, 2022	\$ 2,672,820	\$ —	\$ 743,545
Issued in the period	149,100	—	—
Accrued interest	—	—	132,969
Converted into stock	<u>15,000</u>	<u>—</u>	<u>(13,925)</u>
	<u>\$ 2,806,920</u>	<u>\$ —</u>	<u>\$ 862,589</u>

The Company evaluated the terms of the conversion features of its convertible debentures in accordance with ASC Topic No. 815 – 40, *Derivatives and Hedging – Contracts in Entity's Own Stock* and determined they certain of them are indexed to the Company's common stock and the conversion features meet the definition of a liability, and therefore bifurcated the conversion features and accounted for them as a separate derivative liability. The notes issued with a fixed conversion price are not treated as derivatives.

## NOTE 6 – COMMON STOCK

Each of these issuances was made pursuant to an exemption from registration under Rule 144 of the Securities Act of 1933.

During the year ended October 31, 2022, the Company had the following common stock transactions:

- The Company issued a total of 139,437,500 shares of common stock on the retirement of \$59,650 of debt and \$28,525 of associated interest.

During the three months ended January 31, 2023, the Company had the following common stock transactions:

- The Company issued a total of 25,833,333 shares of common stock on the retirement of \$6,000 of accrued interest and \$1,750 in conversion fees.

During the three months ended April 30, 2023, the Company had the following common stock transactions:

- 50,000,000 shares issued for services receivable valued at \$50,000. This amount was recorded as a prepaid expense and will be amortized over the 12-month life of the contract.
- 85,271,428 shares issued on the conversion of \$15,000 in principal and \$7,925 of interest.

#### **NOTE 7 – SUBSEQUENT EVENTS**

The Company reviewed its transactions subsequent to April 30, 2023 for material transactions and noted no material subsequent events, apart from the following:

- 81,916,872 shares of common stock on the conversion of debt.