



Broadside Enterprises, Inc.

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San Juan, PR 00907

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Quarterly Report

For the period ending March 31, 2024 (the “Reporting Period”)

Outstanding Shares

The number of shares outstanding of our Common Stock was:

169,650,947 as of March 31, 2024 (Current Reporting Period Date or More Recent Date)

169,650,947 as of December 31, 2023 (Most Recent Completed Fiscal Year End)

Shell Status

Indicate by check mark whether the company is a shell company (as defined in Rule 405 of the Securities Act of 1933, Rule 12b-2 of the Exchange Act of 1934 and Rule 15c2-11 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:

Change in Control

Indicate by check mark whether a Change in Control⁴ of the company has occurred during this reporting period:

Yes: No:

⁴ “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 (the “Company” or “Broadside Enterprises”) and names used by predecessor entities, along with the dates of the name changes.

Broadside Enterprises, Inc. (from December 1, 2016)
Emaji, Inc. (from December 17, 2007)
Safepay Solutions, Inc. (from February 7, 2006)
Netoy.com Corp. (from March 1, 1999)
Banyan Healthcare Services, Inc. (from December 12, 1997)
The Sun Music Group, Inc. (from April 11, 1997)
Brave Entertainment Corporation (incorporated August 13, 1996)

Current State and Date of Incorporation or Registration: Delaware

Standing in this jurisdiction: (e.g. active, default, inactive): Active

Prior Incorporation Information for the issuer and any predecessors during the past five years: None

Describe any trading suspension or halt orders issued by the SEC or FINRA concerning the issuer or its predecessors since inception: None

List any stock split, dividend, recapitalization, merger, acquisition, spin-off, or reorganization either currently anticipated or that occurred within the past 12 months: As further described below, the Company underwent a change of control on September 19, 2023 and acquired Potential Engine, LLC on December 21, 2023.

Address of the issuer’s principal executive office: 807 Ave Ponce de Leon, San Juan, PR 00907

Address of the issuer’s principal place of business:

Check 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?

No: Yes: If Yes, provide additional details below: n/a

2) Security Information

Transfer Agent

Name: Pacific Stock Transfer Company
Phone: +1 (800) 785 7782
Email: malou@pacificstocktransfer.com
Address: 6725 Via Austi Pkwy, Suite 300, Las Vegas, NV 89119

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>BRSE</u>	
Exact title and class of securities outstanding:	<u>Common Stock</u>	
CUSIP:	<u>11134W204</u>	
Par or stated value:	<u>\$.00001</u>	
Total shares authorized:	<u>647,000,000</u>	as of date: <u>March 31, 2024</u>
Total shares outstanding:	<u>169,650,947</u>	as of date: <u>March 31, 2024</u>
Total number of shareholders of record:	<u>195</u>	as of date: <u>March 31, 2024</u>

Please provide the above-referenced information for all other publicly quoted or traded securities of the issuer: None

Other classes of authorized or outstanding equity securities that do not have a trading symbol:

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 that do not have a trading symbol). Use the fields below to provide the information, as applicable, for all other authorized or outstanding equity securities.

Exact title and class of securities outstanding:	<u>Class A Preferred Stock</u>	
CUSIP (if applicable):	<u>n/a</u>	
Par or stated value:	<u>\$.00001</u>	
Total shares authorized:	<u>950,000</u>	as of date: <u>March 31, 2024</u>
Total shares outstanding (if applicable):	<u>923,000</u>	as of date: <u>March 31, 2024</u>
Total number of shareholders of record (if applicable):	<u>3</u>	as of date: <u>March 31, 2024</u>

Exact title and class of securities outstanding:	<u>Class B Preferred Stock</u>	
CUSIP (if applicable):	<u>n/a</u>	
Par or stated value:	<u>\$.00001</u>	
Total shares authorized:	<u>50,000</u>	as of date: <u>March 31, 2024</u>
Total shares outstanding (if applicable):	<u>43,000</u>	as of date: <u>March 31, 2024</u>
Total number of shareholders of record (if applicable):	<u>1</u>	as of date: <u>March 31, 2024</u>

Exact title and class of securities outstanding:	<u>Class C Preferred Stock</u>	
CUSIP (if applicable):	<u>n/a</u>	
Par or stated value:	<u>\$.00001</u>	
Total shares authorized:	<u>2,000,000</u>	as of date: <u>March 31, 2024</u>
Total shares outstanding (if applicable):	<u>1,092,403</u>	as of date: <u>March 31, 2024</u>
Total number of shareholders of record (if applicable):	<u>44</u>	as of date: <u>March 31, 2024</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.

Our Common Stock ranks junior to our Class A Preferred Stock, our Class B Preferred Stock, and our Class C Preferred Stock. Each share of Common Stock is entitled to 1 vote on all matters put to a vote of the Company's stockholders and votes together with the Class A Preferred Stock and the Class B Preferred Stock on all matters, except where required by law. Our Common Stock has no preemption rights.

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

As of March 31, 2024, Broadside Enterprises had three classes of preferred stock designated for issuance: Class A Preferred Stock, Class B Preferred Stock, and Class C Preferred Stock.

On September 21, 2023, the Company filed amended and restated certificates of designation with the State of Delaware for both the Class A Preferred Stock and the Class B Preferred Stock which aligned the conversion and voting rights for both classes. As of September 21, 2023, each share of the Class A Preferred Stock and the Class B Preferred Stock is now convertible to 85 shares of Common Stock and is entitled to 670 votes per share on all matters put to a vote of the Company's stockholders and both the Class A Preferred Stock and the Class B Preferred Stock vote together with the Common Stock on all matters, except where required by law.

Our Class B Preferred Stock ranks senior to our Class A Preferred Stock which ranks senior to our Common Stock.

On December 19, 2023, the Company filed a certificate of designation for a new class of preferred stock, our Class C Preferred Stock, with the State of Delaware to use as currency for acquisitions and future fundraising.

The Company designated 2,000,000 of its preferred shares as Class C Preferred Stock. The Class C Preferred Stock ranks senior to the Company's Class A Preferred Stock, its Class B Preferred Stock, its Common Stock and any future series or class of its common or preferred stock as to the payment of dividends and has a \$20.00 preference per share in the distribution of assets upon sale of the Company or its assets, liquidation, dissolution or winding up.

The Preferred C Stock holders have no voting rights other than the right to approve by majority consent the issuance of (i) debt convertible into equity securities of the Company, (ii) senior secured debt (excluding equipment and other asset financing in the regular course of business not to exceed \$500,000) and trade debt incurred in the ordinary course of business and due by its terms in ninety (90) days or less, or (iii) any grants of shares of Common Stock as incentive stock or common stock options in any one calendar year in excess of five percent (5%) of the fully diluted number of shares of the Corporation's Common Stock then outstanding.

The Preferred C Stock is redeemable in cash by the Company for forty percent (40%) of the liquidation preference for the Class C Preferred Stock. The Company will give holders of the Class C Preferred Stock thirty (30) days prior written notice of the Company's exercise of its this right of redemption and holders of Class C Preferred may exercise their right to convert their Class C Preferred until the last Business Day before the Redemption date to exercise their conversion.

Holders of the Class C Preferred Stock have the right, upon demand, to convert any or all their shares of Class C Preferred Stock into two hundred (200) shares of fully paid and non-assessable shares of Common Stock for each share of Class C Preferred Stock.

In the event, the Company (i) lists its Common Stock on a major exchange (e.g. NYSE or Nasdaq), (ii) closes a concurrent or subsequent financing of at least six million US dollars (\$6,000,000), and (iii) has an effective registration statement covering issuance of all conversion shares, then the Corporation may automatically convert any shares of Class C Preferred issued and outstanding into two hundred (200) shares of fully paid and non-assessable shares of Common Stock for each share of Class C Preferred Stock.

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

None

3) Issuance History

*The goal of this section is to provide disclosure with respect to each event that resulted in any 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 for the two most recently completed fiscal years and any subsequent period.

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)

Opening Balance									
Shares Outstanding on <u>December 31, 2021</u> :									
Common: <u>9,734,459</u>									
Preferred: <u>66,000</u>									
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. ***You must disclose the control person(s) for any entities listed.	Reason for share issuance (e.g. for cash or debt conversion) -OR - Nature of Services Provided	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
9/19/2023	New Issuance	300,000	Preferred A	0.00001	Yes	Christopher Petzel	Founder's Agreement	Restricted	4(a)(2)
9/19/2023	New Issuance	300,000	Preferred A	0.00001	Yes	Alan Moore	Founder's Agreement	Restricted	4(a)(2)
9/19/2023	New Issuance	300,000	Preferred A	0.00001	Yes	Paul Moore	Founder's Agreement	Restricted	4(a)(2)
9/19/2023	New Issuance	25,322,379	Common	0.00001	Yes	Christopher Petzel	Founder's Agreement	Restricted	4(a)(2)
9/19/2023	New Issuance	25,322,380	Common	0.00001	Yes	Alan Moore	Founder's Agreement	Restricted	4(a)(2)
9/19/2023	New Issuance	25,322,380	Common	0.00001	Yes	Paul Moore	Founder's Agreement	Restricted	4(a)(2)
9/20/2023	New Issuance	14,000,000	Common	0.00001	Yes	Philipp Jann	Technology Advisory Agreement	Restricted	4(a)(2)
9/20/2023	New Issuance	14,000,000	Common	0.00001	Yes	Branko Mitrovic	Technology Advisory Agreement	Restricted	4(a)(2)
9/20/2023	New Issuance	14,000,000	Common	0.00001	Yes	Kenneth E. Scott	Business Advisory Agreement	Restricted	4(a)(2)
9/20/2023	New Issuance	7,500,000	Common	0.00001	Yes	Jan Petzel	Business Advisory Agreement	Restricted	4(a)(2)
9/20/2023	New Issuance	7,500,000	Common	0.00001	Yes	Dana Delman	Legal Advisory Agreement	Restricted	4(a)(2)
9/20/2023	New Issuance	7,500,000	Common	0.00001	Yes	Christopher Flannery	Legal Advisory Agreement	Restricted	4(a)(2)
9/20/2023	New Issuance	4,000,000	Common	0.00001	Yes	Richard Saville	Technology Advisory Agreement	Restricted	4(a)(2)
9/20/2023	New Issuance	4,000,000	Common	0.00001	Yes	John Thall	Business Advisory Agreement	Restricted	4(a)(2)
9/20/2023	New Issuance	4,000,000	Common	0.00001	Yes	Ellie Doty	Business Advisory Agreement	Restricted	4(a)(2)
9/21/2023	New Issuance	4,046,739	Common	0.01000	Yes	Jan Petzel	Debt Conversion	Restricted	144

9/21/2023	New Issuance	2,100,822	Common	0.01000	Yes	Jan Petzel	Debt Conversion	Restricted	144
9/21/2023	New Issuance	310,904	Common	0.01000	Yes	Jan Petzel	Debt Conversion	Restricted	144
9/21/2023	New Issuance	990,884	Common	0.02000	Yes	Jan Petzel	Debt Conversion	Restricted	144
12/21/2023	New Issuance	100,000	Preferred C	0.00001	Yes	Alan Moore	Advisory Agreement	Restricted	4(a)(2)
12/21/2023	New Issuance	100,000	Preferred C	0.00001	Yes	Paul Moore	Advisory Agreement	Restricted	4(a)(2)
12/21/2023	New Issuance	100,000	Preferred C	0.00001	Yes	Christopher Petzel	Advisory Agreement	Restricted	4(a)(2)
12/21/2023	New Issuance	31,884	Preferred C	0.00001	Yes	Alan Moore	2023 Incentive Issuance	Restricted	4(a)(2)
12/21/2023	New Issuance	31,884	Preferred C	0.00001	Yes	Paul Moore	2023 Incentive Issuance	Restricted	4(a)(2)
12/21/2023	New Issuance	31,884	Preferred C	0.00001	Yes	Christopher Petzel	2023 Incentive Issuance	Restricted	4(a)(2)
12/21/2023	New Issuance	21,000	Preferred C	0.00001	Yes	Kenneth Scott	2023 Incentive Issuance	Restricted	4(a)(2)
12/22/2023	New Issuance	20,210	Preferred C	5.56932	Yes	3i, LP ⁽¹⁾	Potential Engine, LLC Acquisition	Restricted	4(a)(2)
12/22/2023	New Issuance	1,980	Preferred C	5.56932	Yes	Benjamin Abrams	Potential Engine, LLC Acquisition	Restricted	4(a)(2)
12/22/2023	New Issuance	42,151	Preferred C	5.56932	Yes	Ad Value Ventures, LLC ⁽²⁾	Potential Engine, LLC Acquisition	Restricted	4(a)(2)
12/22/2023	New Issuance	3,832	Preferred C	5.56932	Yes	Ad Value Ventures 2, LLC ⁽²⁾	Potential Engine, LLC Acquisition	Restricted	4(a)(2)
12/22/2023	New Issuance	4,801	Preferred C	5.56932	Yes	Alan Moore, LLC ⁽³⁾	Potential Engine, LLC Acquisition	Restricted	4(a)(2)
12/22/2023	New Issuance	2,893	Preferred C	5.56932	Yes	Andrew Arno	Potential Engine, LLC Acquisition	Restricted	4(a)(2)
12/22/2023	New Issuance	5,572	Preferred C	5.56932	Yes	Timothy Tyler Berry	Potential Engine, LLC Acquisition	Restricted	4(a)(2)
12/22/2023	New Issuance	9,897	Preferred C	5.56932	Yes	Gregory Castaldo	Potential Engine, LLC Acquisition	Restricted	4(a)(2)
12/22/2023	New Issuance	137,032	Preferred C	5.56932	Yes	Cavalry Investment Fund LP ⁽⁴⁾	Potential Engine, LLC Acquisition	Restricted	4(a)(2)
12/22/2023	New Issuance	1,454	Preferred C	5.56932	Yes	Timothy Cowland	Potential Engine, LLC Acquisition	Restricted	4(a)(2)
12/22/2023	New Issuance	7,638	Preferred C	5.56932	Yes	Daniel L Mosher & Maeve C Kennedy Revocable Trust ⁽⁵⁾	Potential Engine, LLC Acquisition	Restricted	4(a)(2)
12/22/2023	New Issuance	25,262	Preferred C	5.56932	Yes	David S. Nagelberg 2003	Potential Engine, LLC Acquisition	Restricted	4(a)(2)

						<u>Revocable Trust⁽⁶⁾</u>			
<u>12/22/2023</u>	<u>New Issuance</u>	<u>764</u>	<u>Preferred C</u>	<u>5.56932</u>	<u>Yes</u>	<u>David Davidson</u>	<u>Potential Engine, LLC Acquisition</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>12/22/2023</u>	<u>New Issuance</u>	<u>4,821</u>	<u>Preferred C</u>	<u>5.56932</u>	<u>Yes</u>	<u>Dawson James Securities, Inc.⁽⁷⁾</u>	<u>Potential Engine, LLC Acquisition</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>12/22/2023</u>	<u>New Issuance</u>	<u>7,537</u>	<u>Preferred C</u>	<u>5.56932</u>	<u>Yes</u>	<u>ewasoft doo⁽⁸⁾</u>	<u>Potential Engine, LLC Acquisition</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>12/22/2023</u>	<u>New Issuance</u>	<u>1,541</u>	<u>Preferred C</u>	<u>5.56932</u>	<u>Yes</u>	<u>John Gallagher</u>	<u>Potential Engine, LLC Acquisition</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>12/22/2023</u>	<u>New Issuance</u>	<u>42,013</u>	<u>Preferred C</u>	<u>5.56932</u>	<u>Yes</u>	<u>Tim Griggs</u>	<u>Potential Engine, LLC Acquisition</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>12/22/2023</u>	<u>New Issuance</u>	<u>76,467</u>	<u>Preferred C</u>	<u>5.56932</u>	<u>Yes</u>	<u>Kent Griswold</u>	<u>Potential Engine, LLC Acquisition</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>12/22/2023</u>	<u>New Issuance</u>	<u>8,045</u>	<u>Preferred C</u>	<u>5.56932</u>	<u>Yes</u>	<u>Thomas Hägi</u>	<u>Potential Engine, LLC Acquisition</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>12/22/2023</u>	<u>New Issuance</u>	<u>20,210</u>	<u>Preferred C</u>	<u>5.56932</u>	<u>Yes</u>	<u>IQ Financial Inc.⁽⁹⁾</u>	<u>Potential Engine, LLC Acquisition</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>12/22/2023</u>	<u>New Issuance</u>	<u>15,157</u>	<u>Preferred C</u>	<u>5.56932</u>	<u>Yes</u>	<u>Iroquois Capital Investment Group LLC⁽¹⁰⁾</u>	<u>Potential Engine, LLC Acquisition</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>12/22/2023</u>	<u>New Issuance</u>	<u>10,105</u>	<u>Preferred C</u>	<u>5.56932</u>	<u>Yes</u>	<u>Iroquois Master Fund Ltd.⁽¹¹⁾</u>	<u>Potential Engine, LLC Acquisition</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>12/22/2023</u>	<u>New Issuance</u>	<u>4,976</u>	<u>Preferred C</u>	<u>5.56932</u>	<u>Yes</u>	<u>Italian Cheese Enterprises LLC⁽¹²⁾</u>	<u>Potential Engine, LLC Acquisition</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>12/22/2023</u>	<u>New Issuance</u>	<u>8,039</u>	<u>Preferred C</u>	<u>5.56932</u>	<u>Yes</u>	<u>Philipp Jann</u>	<u>Potential Engine, LLC Acquisition</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>12/22/2023</u>	<u>New Issuance</u>	<u>6,554</u>	<u>Preferred C</u>	<u>5.56932</u>	<u>Yes</u>	<u>Patrik Keller</u>	<u>Potential Engine, LLC Acquisition</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>12/22/2023</u>	<u>New Issuance</u>	<u>7,177</u>	<u>Preferred C</u>	<u>5.56932</u>	<u>Yes</u>	<u>Michael Kessler</u>	<u>Potential Engine, LLC Acquisition</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>12/22/2023</u>	<u>New Issuance</u>	<u>2,055</u>	<u>Preferred C</u>	<u>5.56932</u>	<u>Yes</u>	<u>Branko Mitrovic</u>	<u>Potential Engine, LLC Acquisition</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>12/22/2023</u>	<u>New Issuance</u>	<u>4,845</u>	<u>Preferred C</u>	<u>5.56932</u>	<u>Yes</u>	<u>Richard Molinsky</u>	<u>Potential Engine, LLC Acquisition</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>12/22/2023</u>	<u>New Issuance</u>	<u>14,125</u>	<u>Preferred C</u>	<u>5.56932</u>	<u>Yes</u>	<u>Alan Moore</u>	<u>Potential Engine, LLC Acquisition</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>12/22/2023</u>	<u>New Issuance</u>	<u>18,929</u>	<u>Preferred C</u>	<u>5.56932</u>	<u>Yes</u>	<u>Paul Moore</u>	<u>Potential Engine, LLC Acquisition</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>12/22/2023</u>	<u>New Issuance</u>	<u>18,925</u>	<u>Preferred C</u>	<u>5.56932</u>	<u>Yes</u>	<u>Christopher Petzel</u>	<u>Potential Engine, LLC Acquisition</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>12/22/2023</u>	<u>New Issuance</u>	<u>6,241</u>	<u>Preferred C</u>	<u>5.56932</u>	<u>Yes</u>	<u>Tatiana Petzel</u>	<u>Potential Engine, LLC Acquisition</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>12/22/2023</u>	<u>New Issuance</u>	<u>485</u>	<u>Preferred C</u>	<u>5.56932</u>	<u>Yes</u>	<u>Sadiq Razak</u>	<u>Potential Engine, LLC Acquisition</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>12/22/2023</u>	<u>New Issuance</u>	<u>9,160</u>	<u>Preferred C</u>	<u>5.56932</u>	<u>Yes</u>	<u>Joseph Red</u>	<u>Potential Engine, LLC Acquisition</u>	<u>Restricted</u>	<u>4(a)(2)</u>

<u>12/22/2023</u>	<u>New Issuance</u>	<u>1,516</u>	<u>Preferred C</u>	<u>5.56932</u>	<u>Yes</u>	<u>Stephen A. Renaud</u>	<u>Potential Engine, LLC Acquisition</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>12/22/2023</u>	<u>New Issuance</u>	<u>6,629</u>	<u>Preferred C</u>	<u>5.56932</u>	<u>Yes</u>	<u>Jonathan Schechter</u>	<u>Potential Engine, LLC Acquisition</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>12/22/2023</u>	<u>New Issuance</u>	<u>4,949</u>	<u>Preferred C</u>	<u>5.56932</u>	<u>Yes</u>	<u>Michael A. Silverman</u>	<u>Potential Engine, LLC Acquisition</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>12/22/2023</u>	<u>New Issuance</u>	<u>25,262</u>	<u>Preferred C</u>	<u>5.56932</u>	<u>Yes</u>	<u>SRAX Inc.⁽¹³⁾</u>	<u>Potential Engine, LLC Acquisition</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>12/22/2023</u>	<u>New Issuance</u>	<u>37,373</u>	<u>Preferred C</u>	<u>5.56932</u>	<u>Yes</u>	<u>The Special Equities Opportunity Fund, LLC⁽¹⁴⁾</u>	<u>Potential Engine, LLC Acquisition</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>12/22/2023</u>	<u>New Issuance</u>	<u>1,938</u>	<u>Preferred C</u>	<u>5.56932</u>	<u>Yes</u>	<u>Daniel Wiesner</u>	<u>Potential Engine, LLC Acquisition</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>12/22/2023</u>	<u>New Issuance</u>	<u>1,212</u>	<u>Preferred C</u>	<u>5.56932</u>	<u>Yes</u>	<u>Philip Young</u>	<u>Potential Engine, LLC Acquisition</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>12/22/2023</u>	<u>New Issuance</u>	<u>24,707</u>	<u>Preferred C</u>	<u>5.56932</u>	<u>Yes</u>	<u>Carlo Zola</u>	<u>Potential Engine, LLC Acquisition</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>12/22/2023</u>	<u>New Issuance</u>	<u>4,370</u>	<u>Preferred C</u>	<u>1.24989</u>	<u>Yes</u>	<u>Patrik Keller</u>	<u>Cash</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>1/15/2024</u>	<u>New Issuance</u>	<u>960</u>	<u>Preferred C</u>	<u>1.25000</u>	<u>Yes</u>	<u>David Davidson</u>	<u>Cash</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>1/15/2024</u>	<u>New Issuance</u>	<u>5,364</u>	<u>Preferred C</u>	<u>1.24981</u>	<u>Yes</u>	<u>Thomas Hägi</u>	<u>Cash</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>1/15/2024</u>	<u>New Issuance</u>	<u>3,318</u>	<u>Preferred C</u>	<u>1.24985</u>	<u>Yes</u>	<u>Italian Cheese Enterprises LLC⁽¹²⁾</u>	<u>Cash</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>3/15/2024</u>	<u>New Issuance</u>	<u>7,260</u>	<u>Preferred C</u>	<u>3.44697</u>	<u>Yes</u>	<u>Gross, Terry</u>	<u>Cash</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>Ending Balance</u>									
Shares Outstanding on Date of this Report:									
Common: <u>169,650,947</u>									
Preferred: <u>2,058,403</u>									

*****Control persons for any entities in the table above must be disclosed in the table or in a footnote here.**

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

- (1) 3i, LP is a Delaware limited partnership controlled by Maier Tarlow.
- (2) Ad Value Ventures, LLC and Ad Value Ventures 2, LLC are Delaware limited liability companies controlled by Marco Ilardi.
- (3) Alan Moore, LLC is a Wyoming limited liability company controlled by Alan Moore, the Chief Executive Officer of the Company.
- (4) Cavalry Investment Fund LP is a Delaware limited partnership controlled by Thomas Walsh.
- (5) Daniel L Mosher & Maeve C Kennedy Revocable Trust is controlled by Daniel Mosher.
- (6) David S. Nagelberg 2003 Revocable Trust is controlled by David Nagelberg.
- (7) Dawson James Securities, Inc. is a Florida corporation controlled by Richard Aulicino.
- (8) ewasoft doo is Serbian corporation controlled by Branko Mitrovic.
- (9) IQ Financial Inc. is a Florida corporation controlled by Yohan Naraine.
- (10) Iroquois Capital Investment Group LLC is a Delaware limited liability company controlled by Richard Abbe
- (11) Iroquois Master Fund Ltd. is Cayman Islands corporation controlled by Kimberly Page.
- (12) Italian Cheese Enterprises LLC is a Pennsylvania limited liability company controlled David Frees.
- (13) SRAX Inc. is a Delaware corporation controlled by Christopher Miglino.
- (14) The Special Equities Opportunity Fund, LLC is a Delaware limited liability company controlled by Jonathan Schechter.

B. 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. *** You must disclose the control person(s) for any entities listed.	Reason for Issuance (e.g. Loan, Services, etc.)
5/30/17	\$94,271	\$50,000	\$44,271	6/30/20	\$0.50	Jean-Francois Drouin	Cash

***Control persons for any entities in the table above must be disclosed in the table or in a footnote here.

Use the space below to provide any additional details, including footnotes to the table above: None.

4) Issuer's Business, Products and Services

The purpose of this section is to provide a clear description of the issuer's current operations. Ensure that these descriptions are updated on the Company's Profile on www.OTCMarkets.com.

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

Broadside Enterprises was incorporated in Delaware on August 14, 1996 as Brave Entertainment Corporation. Since then, the Company has gone through various name changes, including two which were tied to transactions that were not completed. Prior to changing its name to Emaji, Inc., the Company operated for most of its existence as Netoy.com, Inc. On August 31, 2016, the Company announced its intention to change its name to Broadside Enterprises, Inc. subject to regulatory approval. This change was approved by FINRA and became effective on December 1, 2016. The ticker symbol of the Company changed to BRSE.

The Company has been led by Christopher Petzel as President, CEO and Chairman of the Board since January 1, 2016.

On September 19, 2023, Christopher Petzel, the then current President, Secretary, CEO and Sole Director and Chairman of the Board of the Company entered into a founder's agreement (the "Founder's Agreement") with Alan Moore, Paul Moore and the Company by which Christopher Petzel, Alan Moore and Paul Moore (the "Founders") agreed to relaunch the Company to build a digital hospitality platform.

As part of this transaction, Christopher Petzel agreed to resign from his role as CEO of the Company and appoint Alan Moore as the new CEO. Paul Moore was appointed as Chief Creative Officer. After his resignation as CEO, Christopher Petzel remained and will continue in his positions as President, Secretary, Acting CFO and Chairman of the Board of the Company. Alan Moore and Paul Moore were appointed to the board of directors alongside Christopher Petzel as Chairman with the board of the Company now composed of three members. Kenneth Scott was named Chief Development Officer of the Company.

On December 21, 2023, Broadside Enterprises, Inc. acquired 100% of the membership interests of Potential Engine, LLC ("Potential Engine"), a Puerto Rican limited liability company from the senior secured noteholders (the "Senior Secured Noteholders") of Byte to Bite Industries, Inc ("Byte to Bite Inc."). Potential Engine owns all of Byte to Bite's digital infrastructure, intellectual property assets and interlocking digital restaurant brand portfolio operated under the Cheebo Hollywood umbrella (the "Platform").

In the last four years and prior to acquisition, this platform has successfully launched, monitored, and marketed 50+ unique digital restaurant brands across 2,000+ digital storefronts serviced from 10+ kitchens in the Greater Los Angeles area and has generated almost one million orders and over \$25 million in lifetime sales.

Broadside's mission is to deploy the platform globally to drive omni-channel revenues for restaurant chains, sports stadiums, hotels, resorts, cruise ships and stand-alone operators.

The Company's vision is to further develop this unique combination of interlocking brands and digital infrastructure into a full-fledged AI-based ecosystem to empower both food service operators and their customers worldwide and lead them into the next generation of the digital age.

The Company issued 954,479 shares of Class C Preferred Stock as part of the acquisition of Potential Engine, LLC.

At the time of transaction, Potential Engine, LLC also owned 100% of the membership interests in Byte to Bite Industries, LLC ("Byte to Bite LLC"), a California limited liability company, which owns various kitchen equipment including an equipment lease as well as two location leases in Greater Los Angeles. At the time of transaction, the two leased locations were operated by an affiliate of the former owner of Potential Engine prior to the ownership transfer to the Senior Secured Noteholders. The independent operator agreement with this affiliate provided for a 6% royalty for the use of the Platform and was terminable by either party at-will. In addition, the Byte to Bite LLC had a similar deal with an unaffiliated third-party restaurant which was also terminable by either party at-will. The latter agreement was terminated by the Company on March 3, 2024.

On December 22, 2023, the membership interests of Byte to Bite LLC were assigned by Potential Engine to the Company, creating two direct subsidiaries of the Company, Potential Engine and Byte to Bite LLC.

The transaction was announced on January 16, 2024: <https://www.prnewswire.com/news-releases/broadside-enterprises-inc-otc-brse-acquires-digital-food-service-platform-302034583.html>. Further information can be found on the Company's website at www.broadsideenterprises.com.

B. List any subsidiaries, parent company, or affiliated companies:

Potential Engine, LLC, a Puerto Rican limited liability company and a wholly owned subsidiary of the Company (from December 21, 2023)

Byte to Bite Industries, LLC, a Californian limited liability company and a wholly owned subsidiary of the Company (from December 21, 2023)

Broadside Hospitality, LLC, a Californian limited liability company and a wholly owned subsidiary of the Company (from March 19, 2023)

C. Describe the issuers' principal products or services:

The Company manages a platform of 50+ unique digital restaurant brands serviced from kitchens in the Greater Los Angeles area. The majority of revenue is generated from customers via the major delivery apps including UberEats, Doordash and GrubHub.

5) Issuer's Facilities

The goal of this section is to provide investors 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. Describe the location of office space, data centers, principal plants, and other property of the issuer and describe the condition of the properties. Specify if the assets, properties, or facilities are owned or leased and the terms of their leases. If the issuer does not have complete ownership or control of the property, describe the limitations on the ownership.

The issuer's offices are located at 807 Av. Juan Ponce de León, PMB 0244, San Juan, PR 00907 and are leased on a virtual office basis. Through its subsidiaries, the Company also maintains an office at 1958 Colorado Blvd, Eagle Rock, CA 90041.

The Company's Byte to Bite Industries, LLC subsidiary leases two restaurant and kitchen spaces in Los Angeles, California at 6363 Yucca St, Los Angeles, CA 90028 and in Eagle Rock, California, at 1958 Colorado Blvd, Eagle Rock, CA 90041. As of March 31, 2024, the two locations were operated by the original owner of Potential Engine, LLC while servicing the Company's digital restaurant portfolio through an independent operator agreement.

On March 19, 2024, the Company formed a third subsidiary, Broadside Hospitality, LLC, a California limited liability company. On March 20, 2024, Byte to Bite LLC assigned its equipment, its equipment lease, its two location leases and its independent operator agreement to Broadside Hospitality. On the same day, Broadside Hospitality terminated the independent operator agreement with the

former affiliate of Potential Engine as of May 1, 2024, at which point it will transition towards taking over the direct management of its Los Angeles and Eagle Rock locations.

6) All Officers, Directors, and Control Persons of the Company

Using the table below, please provide information, as of the period end date of this report, regarding all officers and directors of the company, or any person that performs a similar function, regardless of the number of shares they own.

In addition, list all individuals or entities controlling 5% or more of any class of the issuer’s securities.

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. Include Company Insiders who own any outstanding units or shares of any class of any equity security of the issuer.

The goal of this section is to provide investors 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 owners.

Names of All Officers, Directors, and Control Persons	Affiliation with Company (e.g. Officer Title /Director/Owner of 5% or more)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Names of control person(s) if a corporate entity
<u>Christopher Petzel</u>	<u>President, Acting CFO & Chairman of the Board</u>	<u>San Juan, PR</u>	<u>25,322,379</u>	<u>Common</u>	<u>14.93%</u>	<u>n/a</u>
<u>Christopher Petzel</u>	<u>President, Acting CFO & Chairman of the Board</u>	<u>San Juan, PR</u>	<u>323,000</u>	<u>Preferred A</u>	<u>34.99%</u>	<u>n/a</u>
<u>Christopher Petzel</u>	<u>President, Acting CFO & Chairman of the Board</u>	<u>San Juan, PR</u>	<u>43,000</u>	<u>Preferred B</u>	<u>100.00%</u>	<u>n/a</u>
<u>Christopher Petzel</u> ⁽¹⁾	<u>President, Acting CFO & Chairman of the Board</u>	<u>San Juan, PR</u>	<u>157,050</u> ⁽¹⁾	<u>Preferred C</u>	<u>14.38%</u>	<u>n/a</u>
<u>Alan Moore</u>	<u>Chief Executive Officer, Director</u>	<u>Los Angeles, CA</u>	<u>25,322,380</u>	<u>Common</u>	<u>14.93%</u>	<u>n/a</u>
<u>Alan Moore</u>	<u>Chief Executive Officer, Director</u>	<u>Los Angeles, CA</u>	<u>300,000</u>	<u>Preferred A</u>	<u>32.50%</u>	<u>n/a</u>
<u>Alan Moore</u> ⁽²⁾	<u>Chief Executive Officer, Director</u>	<u>Los Angeles, CA</u>	<u>150,810</u> ⁽²⁾	<u>Preferred C</u>	<u>13.81%</u>	<u>n/a</u>
<u>Paul Moore</u>	<u>Chief Creative Officer, Director</u>	<u>Los Angeles, CA</u>	<u>25,322,380</u>	<u>Common</u>	<u>14.93%</u>	<u>n/a</u>
<u>Paul Moore</u>	<u>Chief Creative Officer, Director</u>	<u>Los Angeles, CA</u>	<u>300,000</u>	<u>Preferred A</u>	<u>32.50%</u>	<u>n/a</u>
<u>Paul Moore</u>	<u>Chief Creative Officer, Director</u>	<u>Los Angeles, CA</u>	<u>150,813</u>	<u>Preferred C</u>	<u>13.81%</u>	
<u>Kenneth E. Scott</u>	<u>Chief Development Officer</u>	<u>Los Angeles, CA</u>	<u>14,000,000</u>	<u>Common</u>	<u>8.25%</u>	<u>n/a</u>
<u>Branko Mitrovic</u>	<u>Advisor / Owner of 5% or more</u>	<u>Novi Sad, Serbia</u>	<u>14,000,000</u>	<u>Common</u>	<u>8.25%</u>	<u>n/a</u>

<u>Philipp Jann</u>	<u>Advisor / Owner of 5% or more</u>	<u>Zurich, Switzerland</u>	<u>14,000,000</u>	<u>Common</u>	<u>8.25%</u>	<u>n/a</u>
<u>Jan Petzel</u>	<u>Advisor / Owner of 5% or more</u>	<u>London, UK</u>	<u>15,456,349</u>	<u>Common</u>	<u>9.11%</u>	<u>n/a</u>
<u>Cavalry Investment Fund LP</u>	<u>Owner of 5% or more</u>	<u>Saddle River, NJ</u>	<u>137,032</u>	<u>Preferred C</u>	<u>12.54%</u>	<u>Thomas Walsh</u>
<u>Kent Griswold</u>	<u>Owner of 5% or more</u>	<u>Ambler, PA</u>	<u>76,467</u>	<u>Preferred C</u>	<u>7.00%</u>	<u>n/a</u>

- (1) Include 6,241 shares of Class C Preferred Stock held by Tatiana Petzel, wife of Christopher Petzel.
- (2) Include 4,801 shares of Class C Preferred Stock held indirectly via Alan Moore, LLC.

Confirm that the information in this table matches your public company profile on www.OTCMarkets.com. If any updates are needed to your public company profile, log in to www.OTCIQ.com to update your company profile.

7) Legal/Disciplinary History

A. Identify and provide a brief explanation as to whether any of the persons or entities listed above in Section 6 have, in the past 10 years:

1. Been the subject of an indictment or conviction in a criminal proceeding or plea agreement or named as a defendant in a pending criminal proceeding (excluding minor traffic violations): None.
2. Been the subject of 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, financial- or investment-related, insurance or banking activities: None.
3. Been the subject of a finding, disciplinary order or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, a state securities regulator of a violation of federal or state securities or commodities law, or a foreign regulatory body or court, which finding or judgment has not been reversed, suspended, or vacated: None.
4. Named as a defendant or a respondent in a regulatory complaint or proceeding that could result in a "yes" answer to part 3 above: None.
5. Been the subject 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.
6. Been the subject of a U.S Postal Service false representation order, or a temporary restraining order, or preliminary injunction with respect to conduct alleged to have violated the false representation statute that applies to U.S mail: 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 to 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.

On January 1, 2021, the Company acquired Montecristo Entertainment International, LLC ("MCI"), an international sales agent for film and television (the "MCI Transaction"). As part of the MCI Transaction, Michael Taverna was intended to assume the position of CEO of the Company, Nelson-Mullen the position of COO and Mr. Petzel was intended to resign as CEO of the Company and assume the role of President and Chairman. On September 10, 2021, the Company exercised its right under the acquisition agreement to cancel the Transaction. As a result, Taverna and Nelson-Mullen ceased being associated with the Company with Mr. Petzel continuing in his position as President and CEO.

On March 18, 2021, the issuer was sued for breach of contract in the Superior Court of California for Los Angeles County by Mid Atlantic Capital Associates, Inc. ("Mid Atlantic") for an alleged failure to pay a debt alleged to be \$250,000, and Mid Atlantic is requesting damages to be determined at trial. The issuer denies any liability and is vigorously defending this action.

On December 2, 2021, the issuer countersued Mid Atlantic, Mid Atlantic Capital Associates SL, Charles Flynn, Montecristo International Entertainment, LLC and Michael Taverna for breach of contract, rescission, fraud, libel, declaratory relief and unjust enrichment in the Superior Court of California for Los Angeles County with damages to be determined at trial.

On February 11, 2022, Michael Taverna and Cindy Nelson-Mullen filed a cross complaint in the Superior Court of California for Los Angeles County alleging, among other things, that the MCI Transaction was wrongfully terminated. The issuer denies any liability and is vigorously defending this action.

On March 29, 2024, Broadside Enterprises filed a motion for summary judgement or, alternatively, summary adjudication against Michael Taverna and Cindy Nelson-Mullen in the Superior Court of the State of California for the County of Los Angeles.

8) Third Party Service Providers

Provide the name, address, telephone number and email address of each of the following outside providers. You may add additional space as needed.

Confirm that the information in this table matches your public company profile on www.OTCMarkets.com. If any updates are needed to your public company profile, update your company profile.

Securities Counsel (must include Counsel preparing Attorney Letters).

Name: Law Offices of Christopher P. Flannery, PC
Address 1: 4 Hillman Drive, Suite 104
Address 2: Chadds Ford, PA 19317
Phone: +1 610 361 8016
Email: cpflannerylaw@gmail.com

Name: Delman Vukmanovic LLP
Address 1: 19200 Von Karman Avenue, 6th Floor
Address 2: Irvine, CA 92612
Phone: +1 949.852.3590
Email: info@delvuklaw.com

Accountant or Auditor

Name: n/a
Firm: n/a
Address 1: n/a
Address 2: n/a
Phone: n/a
Email: n/a

Investor Relations

Name: n/a
Firm: n/a
Address 1: n/a
Address 2: n/a
Phone: n/a
Email: n/a

All other means of Investor Communication:

X (Twitter): https://twitter.com/BRSE_News
Discord: n/a
LinkedIn: <https://www.linkedin.com/company/broadsideenterprises>
Facebook: n/a
[Other] n/a

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), consultant(s) or any entity/individual that provided assistance or services to the issuer during the reporting period.

Name: n/a
Firm: n/a
Nature of Services: n/a
Address 1: n/a
Address 2: n/a
Phone: n/a
Email: n/a

9) Disclosure & Financial Information

A. This Disclosure Statement was prepared by (name of individual):

Name: Christopher Petzel
Title: President, Acting CFO and Chairman of the Board
Relationship to Issuer: Officer and Director

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

- IFRS
 U.S. GAAP

C. The following financial statements were prepared by (name of individual):

Name: Christopher Petzel
Title: President, Acting CFO and Chairman of the Board
Relationship to Issuer: Officer and Director

Describe the qualifications of the person or persons who prepared the financial statements:⁵ Master's Degree in Finance and Economics, Investment Banker, Member Audit Committee NYSE:AREN, Series 7, 63 and 79 license holder

Provide the following qualifying financial statements:

- Audit letter, if audited;
- Balance Sheet;
- Statement of Income;
- Statement of Cash Flows;
- Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)
- Financial Notes

Financial Statement Requirements:

- Financial statements must be published together with this disclosure statement as one document.
- Financial statements must be "machine readable". Do not publish images/scans of financial statements.
- Financial statements must be presented with comparative financials against the prior FYE or period, as applicable.
- Financial statements must be prepared in accordance with U.S. GAAP or International Financial Reporting Standards (IFRS) but are not required to be audited.

⁵ The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS and by persons with sufficient financial skills.

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, Alan Moore certify that:

1. I have reviewed this Disclosure Statement for Broadside Enterprises, 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.

May 15, 2024 [Date]

/s/ Alan Moore [CEO's Signature]

(Digital Signatures should appear as "/s/ [OFFICER NAME]")

Principal Financial Officer:

I, Christopher Petzel, certify that:

1. I have reviewed this Disclosure Statement for Broadside Enterprises, 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.

May 15, 2024 [Date]

/s/ Christopher Petzel [CFO's Signature]

(Digital Signatures should appear as "/s/ [OFFICER NAME]")



Broadside Enterprises, Inc.
807 Ave Ponce de Leon
San Juan, PR 00907

BROADSIDE ENTERPRISES, INC. UNAUDITED
FINANCIAL STATEMENTS

Issuer's most recent Financial Statements for the
Quarter ended March 31, 2024

TABLE OF CONTENTS

Balance Sheet for the Quarter ended March 31, 2024	Page 3
Statement of Operations for the Quarter ended March 31, 2024	Page 4
Statement of Stockholder's Equity for the Quarter ended March 31, 2024	Page 5
Statement of Cash Flows for the Quarter ended March 31, 2024	Page 6
Notes to Financial Statements	Page 7

Broadside Enterprises, Inc.
Balance Sheets
(Unaudited)

	<u>March 31,</u> <u>2024</u>	<u>December 31,</u> <u>2023</u>
ASSETS		
Current Assets		
Cash	\$ 1,099	\$ 1,181
Accounts Receivable	67,720	4,233
Short Term Deferred Lease Asset	67,065	112,540
Total Current Assets	135,884	117,954
Long-Term Assets		
Equipment	90,280	90,280
less Accumulated Depreciation	(3,224)	-
Leasehold Improvements	49,250	49,250
less Accumulated Depreciation	(3,099)	-
Security Deposits	16,000	16,000
Intangible Assets	3,702,660	3,702,660
	3,851,867	3,858,190
Total Assets	\$ 3,987,751	\$ 3,976,144
LIABILITIES AND STOCKHOLDERS' DEFICIT		
Current Liabilities		
Accounts Payable	\$ 14,784	\$ 16,826
Short Term Payables / Leasing	199,693	203,808
Shareholder Advances	41,778	45,795
Accrued Compensation	124,000	-
Total Current Liabilities	380,255	266,429
Long Term Liabilities		
Notes Payable	50,000	50,000
Accrued Interest	44,271	42,526
Deferred Lease Liability	113,957	121,919
Provision	250,000	250,000
Total Long Term Liabilities	458,228	464,445
Total Liabilities	\$ 838,483	\$ 730,874
Stockholder's Surplus (Deficit)		
Preferred Stock	21	20
<small>Par value \$0.00001 per share; 3,000,000 shares authorized, 2,058,403 shares issued and outstanding as of March 31, 2024 and 3,000,000 shares authorized, 2,041,501 shares issued and outstanding as of December 31, 2023</small>		
Common Stock	1,697	1,697
<small>Par value \$0.00001 per share; 647,000,000 shares authorized, 169,650,947 shares issued and outstanding as of March 31, 2024 and 647,000,000 shares authorized, 169,650,947 shares issued and outstanding as of December 31, 2023</small>		
Additional Paid in Capital	9,368,595	9,331,520
Retained Earnings	(6,221,045)	(6,087,966)
Total Stockholders' Surplus (Deficit)	\$ 3,149,267	\$ 3,245,270
Total Liabilities and Stockholders' Surplus (Deficit)	\$ 3,987,751	\$ 3,976,144

The accompanying notes are an integral part of these financial statements.

Broadside Enterprises, Inc.
Statements of Operations
(Unaudited)

	For the Quarter ended March 31, 2024	For the Quarter ended March 31, 2023
REVENUE		
Sales (less Returns and Allowances)	\$ 536,561	\$ -
Cost of Goods Sold	(470,118)	
Total Gross Profit	66,442	-
EXPENSES		
General and Administrative	\$ 56,452	\$ 2,252
Compensation Expense	135,000	
Total Expenses	191,452	2,252
NET OPERATING LOSS	(125,010)	(2,252)
Depreciation, Amortization and Impairment	(6,323)	-
INCOME (LOSS) BEFORE INTEREST & TAXES	(131,334)	(2,252)
Interest Income (Expense)	\$ (1,745)	\$ (2,804)
Other Income (Expense)	-	-
NET INCOME (LOSS)	\$ (133,079)	\$ (5,056)
Basis Loss per Common Share	\$ (0)	\$ (0)
Weighted Average Number of Common Shares Outstanding	169,650,947	54,734,459

The accompanying notes are an integral part of these financial statements.

Broadside Enterprises, Inc.
Condensed Consolidated Statement of Changes in Stockholders' Deficit
(Unaudited)

	Common Stock		Preferred Stock		Additional Paid- In Capital	Accumulated Deficit	Total Stockholders Surplus (Deficit)
	Shares	Amount	Shares	Amount			
Balance at Inception, August 14, 1996	-	\$ -	-	\$ -	\$ -	\$ -	\$ -
Sale of stock for cash	3,069,346	10,021	-	-	3,139,975	-	3,149,996
Shares issued for debt	24,759,666	248	30,000	0	1,662,797	-	1,663,045
Shares issued for services	3,134	0	36,000	0	753,810	-	753,810
Shares retired / repurchased	(18,598,461)	(186)	-	-	(19,814)	-	(20,000)
Shares issued for purchase of assets	500,000	5	-	-	49,995	-	50,000
Shares issued for rounding as part of reverse split	774	-	-	-	-	-	-
Adjustment for increase in par value	-	87,257	-	659	(87,937)	-	(20)
Net income (loss)	-	-	-	-	-	(6,447,448)	(6,447,448)
Balance, December 31, 2019	<u>9,734,459</u>	<u>\$ 97,345</u>	<u>66,000</u>	<u>\$ 660</u>	<u>\$ 5,498,826</u>	<u>\$ (6,447,448)</u>	<u>\$ (850,617)</u>
Shares issued for cash	-	-	-	-	-	-	-
Shares issued for conversion of debt	-	-	-	-	-	-	-
Net income (loss)	-	-	-	-	-	(132,373)	(132,373)
Balance, December 31, 2020	<u>9,734,459</u>	<u>\$ 97,345</u>	<u>66,000</u>	<u>\$ 660</u>	<u>\$ 5,498,826</u>	<u>\$ (6,579,821)</u>	<u>\$ (982,990)</u>
Shares issued for cash	-	-	-	-	-	-	-
Shares issued for conversion of debt	-	-	-	-	-	-	-
Adjustment for decrease in par value	-	(97,247)	-	(659)	97,907	-	-
Net income (loss)	-	-	-	-	-	548,587	548,587
Balance, December 31, 2021	<u>9,734,459</u>	<u>\$ 97</u>	<u>66,000</u>	<u>\$ 1</u>	<u>\$ 5,596,733</u>	<u>\$ (6,031,234)</u>	<u>\$ (434,403)</u>
Shares issued for cash	-	-	-	-	-	-	-
Shares issued for conversion of debt	-	-	-	-	-	-	-
Net income (loss)	-	-	-	-	-	(19,027)	(19,027)
Balance, December 31, 2022	<u>9,734,459</u>	<u>\$ 97</u>	<u>66,000</u>	<u>\$ 1</u>	<u>\$ 5,596,733</u>	<u>\$ (6,050,260)</u>	<u>\$ (453,429)</u>
Shares issued for services	152,467,139	1,525	1,316,532	13	-	-	1,538
Shares issued for cash	-	-	4,370	0	5,462	-	5,462
Shares issued for Potential Engine, LLC acquisition	-	-	654,479	7	3,644,997	-	3,645,004
Shares issued for conversion of debt	7,449,349	75	-	-	84,328	-	84,402
Net income (loss)	-	-	-	-	-	(37,706)	(37,706)
Balance, December 31, 2023	<u>169,650,947</u>	<u>\$ 1,697</u>	<u>2,041,381</u>	<u>\$ 20</u>	<u>\$ 9,331,520</u>	<u>\$ (6,087,966)</u>	<u>\$ 3,245,270</u>
Shares issued for services	-	-	-	-	-	-	-
Shares issued for cash	-	-	16,902	0	37,076	-	37,076
Net income (loss)	-	-	-	-	-	(133,079)	(133,079)
Balance, March 31, 2024	<u>169,650,947</u>	<u>\$ 1,697</u>	<u>2,058,283</u>	<u>\$ 21</u>	<u>\$ 9,368,595</u>	<u>\$ (6,221,045)</u>	<u>\$ 3,149,267</u>

The accompanying notes are an integral part of these condensed financial statements. Share counts prior to July 27, 2017 have been split adjusted 1000 to 1.

Broadside Enterprises, Inc.
Condensed Statements of Cash Flows
(Unaudited)

	For the Quarter ended March 31, 2024	For the Quarter ended March 31, 2023
Cash Flows From Operating Activities		
Net Income (Loss)	\$ (133,079)	\$ (5,056)
Depreciation, Amortization and Impairment	6,323	
Common Stock Issued for Services	-	
Adjustments to Reconcile from Net Loss to Net Cash Used in Operating Activities		
	\$ 6,323	\$ -
Accounts Payable, Accrued and Other Liabilities	(6,157)	1,757
Accounts Receivable	(63,487)	
Accrued Interest	1,745	2,804
Accrued Compensation	124,000	-
Shareholder Advances	(4,017)	450
Deferred Lease Liabilities	37,513	-
Changes in Operating Assets and Liabilities	\$ 89,597	\$ 5,011
Potential Engine, LLC Acquisition	-	-
Net Cash from Investing Activities	\$ -	\$ -
Change in Notes Payable	-	
Shares Issued for Cash	37,076	
Shares Issued for Acquisition	-	
Cash Flows from Financing Activities	\$ 37,076	\$ -
Net Increase/(Decrease) in Cash	(82)	(45)
Cash, Beginning of Period	1,181	440
Cash, End of Period	\$ 1,099	\$ 395

The accompanying notes are an integral part of these condensed financial statements.

NOTES TO FINANCIAL STATEMENTS FOR PERIOD ENDED MARCH 31, 2024

1. BASIS OF PRESENTATION AND SIGNIFICANT ACCOUNTING POLICIES

Organization and History

Broadside Enterprises was incorporated in Delaware on August 14, 1996 as Brave Entertainment Corporation. Since then, the Company has gone through various name changes, including two which were tied to transactions that were not completed. Prior to changing its name to Emaji, Inc., the Company operated for most of its existence as Netoy.com, Inc. On August 31, 2016, the Company announced its intention to change its name to Broadside Enterprises, Inc. subject to regulatory approval. This change was approved by FINRA and became effective on December 1, 2016. The ticker symbol of the Company changed to BRSE.

The Company has been led by Christopher Petzel as President, CEO and Chairman of the Board since January 1, 2016.

On September 19, 2023, Christopher Petzel, the then current President, Secretary, CEO and Sole Director and Chairman of the Board of the Company entered into a founder's agreement (the "Founder's Agreement") with Alan Moore, Paul Moore and the Company by which Christopher Petzel, Alan Moore and Paul Moore (the "Founders") agreed to relaunch the Company to build a digital hospitality platform.

As part of this transaction, Christopher Petzel agreed to resign from his role as CEO of the Company and appoint Alan Moore as the new CEO. Paul Moore was appointed as Chief Creative Officer. After his resignation as CEO, Christopher Petzel remained and will continue in his positions as President, Secretary, Acting CFO and Chairman of the Board of the Company. Alan Moore and Paul Moore were appointed to the board of directors alongside Christopher Petzel as Chairman with the board of the Company now composed of three members. Kenneth Scott was named Chief Development Officer of the Company.

On December 21, 2023, Broadside Enterprises, Inc. acquired 100% of the membership interests of Potential Engine, LLC ("Potential Engine"), a Puerto Rican limited liability company from the senior secured noteholders (the "Senior Secured Noteholders") of Byte to Bite Industries, Inc ("Byte to Bite Inc."). Potential Engine owns all of Byte to Bite's digital infrastructure, intellectual property assets and interlocking digital restaurant brand portfolio operated under the Cheebo Hollywood umbrella (the "Platform").

In the last four years and prior to acquisition, this platform has successfully launched, monitored, and marketed 50+ unique digital restaurant brands across 2,000+ digital storefronts serviced from 10+ kitchens in the Greater Los Angeles area and has generated almost one million orders and over \$25 million in lifetime sales.

Broadside's mission is to deploy the platform globally to drive omni-channel revenues for restaurant chains, sports stadiums, hotels, resorts, cruise ships and stand-alone operators.

The Company's vision is to further develop this unique combination of interlocking brands and digital infrastructure into a full-fledged AI-based ecosystem to empower both food service operators and their customers worldwide and lead them into the next generation of the digital age.

The Company issued 954,479 shares of Class C Preferred Stock as part of the acquisition of Potential Engine, LLC.

At the time of transaction, Potential Engine, LLC also owned 100% of the membership interests in Byte to Bite Industries, LLC ("Byte to Bite LLC"), a California limited liability company, which owns various kitchen equipment including an equipment lease as well as two location leases in Greater Los Angeles. At the time of transaction, the two leased locations were operated by an affiliate of the former owner of Potential Engine prior to the ownership transfer to the Senior Secured Noteholders. The independent operator agreement with this affiliate provided for a 6% royalty for the use of the Platform and was terminable by either party at-will. In addition, the Byte to Bite LLC had a similar deal with an unaffiliated third-party restaurant which was also terminable by either party at-will. The latter agreement was terminated by the Company on March 3, 2024.

On December 22, 2023, the membership interests of Byte to Bite LLC were assigned by Potential Engine to the Company, creating two direct subsidiaries of the Company, Potential Engine and Byte to Bite LLC.

The transaction was announced on January 16, 2024: <https://www.prnewswire.com/news-releases/broadside-enterprises-inc-otc-brse-acquires-digital-food-service-platform-302034583.html>. Further information can be found on the Company's website at www.broadsideenterprises.com.

Management, Operations and Risk

The Company is led by Alan Moore, Chief Executive Officer and Director, Christopher Petzel, President, Secretary, Acting Chief Financial Officer and Chairman of the Board of the Company, Paul Moore, Chief Creative Officer and Director, and Kenneth Scott, Chief Development Officer.

Alan Moore (60) is the Chief Executive Officer and a member of the Board of Directors of the Company. He joined the Company in September 2023. He has been an innovator in the digital restaurant industry since June 2017, initially through his role as Chief Executive Officer of Potential Entertainment and from August 2019 as a co-founder & Chief Executive Officer of Byte to Bite Industries, Inc. He has extensive senior executive business management experience internationally across the entertainment, tourism, leisure, consulting, media and technology industries. From January 1999 until June 2019, Mr. Moore was founder & Chief Executive Officer of Potential Entertainment, a group of companies conducting entertainment and leisure business internationally, initially in Japan, China, Europe and Canada, and then in Los Angeles, California, from January 2006. Over two two decades, Potential Entertainment took various roles and positions in the financing, development, management and ownership of numerous ventures including the Cheebo restaurant and delivery business in Los Angeles, California (from June 2017 to January 2020), the Lost Knight and Otheroom, a group of bars, restaurants, and a live house (from April 2014 to May 2017), and Sunset Entertainment, LLC, which owned and operated multiple night clubs (including Concorde and El Centro), bars and restaurants in Hollywood, California (from January 2006 to August 2012). Potential Entertainment also provided services and partnered with Answerspace Ltd, a business intelligence / security technology services company to analyze data for the hospitality industry; engaged with the Power Families, a multi-media business introducing 'green' energy to kids; operated a gifting suite business at the Sundance Film Festival, acted as the show and event management service provider to several companies in the Natural Products sector, and provided development and operations management services to hospitality businesses in Los Angeles, Scottsdale and Las Vegas. Prior to moving to Los Angeles, Moore was Chief Operating Officer and eventually Interim Chief Executive Officer of Lucid Entertainment Inc. from 1997 until 2006. Lucid Entertainment, Inc. (previously known as Magicorp Entertainment Inc and International Leisure Systems Inc.) was a TSX listed company based in Toronto, Canada. Moore managed Asian, European and North American joint-ventures, business development, and group operations including the development and day-to-day business of family entertainment centers, tourist attractions, nightclubs and bars in Japan, China, Canada, Poland, the United Kingdom and the United States. During the period of 1999 to 2001, Moore was also the Chief Operating Officer of TribeNation Inc., which focused on a Gen Y-oriented web community with physical venues. In 1990, he became Managing Director of Funday Ltd, which operated leisure and fitness clubs, a large indoor theme park and tourist attractions. In 1986 he joined Alton Towers, Ltd. the UK's largest theme park and reached the position of Project Manager. Moore graduated high school in 1982 in the UK, and entered his family business, Moores of Ashbourne, Ltd., which specialized in remodeling hospitality businesses in the United Kingdom and continental Europe.

Christopher Petzel (52) is the President, Secretary, Acting CFO and Chairman of the Board of Directors of the Company. He has been part of the Private Wealth Management group of Spartan Capital Securities LLC, an investment bank in New York focused on Nasdaq and NYSE microcap companies, bridge financings and private placements since October 2023. Since January 2022, he has served as a managing director at Broadside Capital, LLC, a transactional and strategic advisory firm based in Puerto Rico, having served in a similar capacity for predecessor companies in California from 2010 until January 2022. He has served on the Board of Directors of The Arena Group Holdings, Inc. (NYSE:AREN) since October 2021. He was a co-founder and Chairman of Byte to Bite Industries, Inc. from August 2019 until September 2023. He has been in the digital restaurant business for over five years and has gained extensive micro-cap experience in his roles at the Company, The Arena Group Holdings, Inc. and as Chairman and CEO of Chancellor Group, Inc. (OTC: CHAG), a publicly listed company seeking acquisitions. From June 2001 until December 2014, he served as CEO at Fierce Entertainment, LLC, an independent film and television production company which developed and operated a technology platform for major international film distributors. During his tenure at Fierce Entertainment, LLC, he produced and/or executive produced feature films with major stars including Sylvester Stallone, Jet Li, Jason Statham and Nicholas Cage, Jason Sudeikis and Shirley MacLaine. Previously, from January 1999 to June 2001, Mr. Petzel worked for the technology, media and telecom group of investment banking firm Houlihan Lokey in Los Angeles, where his clients included DreamWorks, Pacific Data Images (now DreamWorks Animation), Centropolis Effects, Sundance Productions, Constantin Film AG and Castle Music and, during his tenure there, he served as a principal member of the team representing The Walt Disney Company in valuation matters pertaining to its much-publicized arbitration with Jeffrey Katzenberg. Mr. Petzel also previously worked for the media finance department of Berliner Bank AG (London Branch) and Goldcrest Films International Ltd. Mr. Petzel has broad experience with media, technology, hospitality, and corporate finance and structured financings for several hundred million dollars of entertainment assets. Mr. Petzel is fluent in German, English, French and Spanish. He studied finance and economics at the Universities of Barcelona (Spain) and Fribourg (Switzerland), where he graduated summa cum laude.

Paul Moore (51) is the Chief Creative Officer and a member of the Board of Directors of the Company. He joined the Company in September 2023. Previously, he was a co-founder and chief creative officer of Byte to Bite Industries, Inc., where he served from

August 2019 until September 2023. Paul has worked alongside his brother Alan in the food delivery, virtual brand and ‘ghost kitchens’ industry for over 6 years. He has led virtual brand creation, early digital presence initiatives and technology development including the proprietary data analytics engine which formed part of the Company’s Potential Engine, LLC acquisition. Before Byte to Bite Industries, Inc., he was involved in the creation of mixed-use ventures around the world. From 2005 until 2019, he was a partner in Potential Entertainment and created and operated a portfolio of leisure and entertainment venues including successful celebrity bars, clubs and restaurants such as Concorde, Shag, Wonderland, Parc, Central & El Centro in California and Parc Central and Disco in Arizona with. As a consultant Potential Entertainment provided specialist development and commercial solutions for residential, mixed use, hospitality and leisure developments on projects and ventures valued in excess of \$1 billion. From 1995 until 2005, he worked in various capacities for International Leisure Systems and its successor companies. In his initial role as Special Projects Manager, Mr. Moore worked with Japanese project teams from companies such as Niichi/Mycal, Matsushita (Panasonic), Sony, Sega Enterprises and Namco to deliver and construct unique concepts, facilities and attractions into their developments. The total value of projects exceeded \$100m and comprised of over 1,000,000 sq. ft. of indoor space. His role eventually took on an international scope following a promotion to Executive Vice President. Over a five year period, Mr. Moore was responsible for the delivery of projects in Hungary, Taiwan, the United States, Canada and China and provided specialist consultancy services to blue chip property developers that included The Mills Corporation (Xanadu, Madrid), Trizec Hahn (CN Tower, Toronto), Pen Equity (developments in Ontario, Canada) and Blue City (Warsaw, Poland). In 2001, following a listing on the Canadian TSX via a reverse merger, International Leisure Systems became Magicorp Inc. and attracted investment from Richard Branson’s Virgin Group. Ultimately renamed as Lucid Entertainment, it became a major player in the “big box” entertainment industry successfully developing and operating properties in Manchester, London, Toronto and Los Angeles. As International Development Director, Paul had a lead role in creating a portfolio operating businesses on two continents with a combined operational revenue of \$35 million per annum, with \$50 million in developments and an acquisition / predevelopment pipeline in excess of \$100 million. Paul was born in the United Kingdom, educated at Repton School (5 A Levels) and graduated from Bournemouth University in 1995 with a BA Honors in Tourism.

Kenneth Scott (55) is the Chief Development Officer of the Company. Prior to joining the Company as Chief Development Officer in September 2023, he served as Head of Real Estate at Byte to Bite Industries Inc., a digital dining platform, restaurant, and kitchen operator in Los Angeles, California, from August 2020 until September 2023. He is deeply knowledgeable in the financing, acquisition and management of real estate and has secured multiple ABC liquor licenses and other governmental entitlements. From 2009 until 2020, he was the Managing Director of HR Property Group where he oversaw a high-net-worth multi-family office and its 100+ commercial property portfolio. Mr. Scott managed over \$200 million in note acquisitions and fee deals across California, Arizona, Nevada, and Indiana, focusing on strategic leasing and entitlements. From October 2014 until December 2016, he co-founded TenantCentric, a retail void analysis tool that uses big data to fill shopping center vacancies. From 2007 until February 2009, he was the Director of Development at Red Mountain Retail Group, Inc., leading multiple teams in acquiring and redeveloping shopping centers and mixed-use projects throughout California and Arizona. From 1993 to 2007, Mr. Scott was engaged in commercial real estate investment brokerage services for Sperry Van Ness, Faris Lee Investments, and under his own name. Mr. Scott is a licensed California Real Estate Broker and a member of the International Council of Shopping Centers (ICSC). He was the president of the Wilshire Rotary Club of Los Angeles from 2016 until 2017, is an Eagle Scout, and an FAA Private Pilot (inactive). He studied finance and real estate at the USC Marshall School of Business.

See the section Subsequent Events in Notes to the Financial Statements included with this Report for more information on an acquisition and launch of operations after the date of this Report.

Authorized Common and Preferred Stock

As of March 31, 2024, Broadside Enterprises had authorized common stock of 647,000,000 shares with a par value of \$.00001 and authorized preferred stock of 3,000,000 shares with a par value of \$.00001. Of the authorized preferred stock, 950,000 authorized preferred shares were designated as Class A Preferred Stock, 50,000 authorized shares were designated as Class B Preferred Stock, and 2,000,000 authorized preferred shares were designated as Class C Preferred Stock as March 31, 2024.

Issued and Outstanding Common Stock

As of March 31, 2024, Broadside Enterprises had a total of 169,650,947 Common Shares issued and outstanding.

Issued and Outstanding Preferred Stock

As of March 31, 2024, Broadside Enterprises had 923,000 shares of Class A Preferred Stock, 43,000 shares of Class B Preferred Stock, and 1,092,403 shares of Class C Preferred Stock issued and outstanding.

Basis of Presentation

The Company is considered to be a development stage enterprise as defined in Statement of Financial Accounting Standards (“SFAS”) No. 7, “Accounting and Reporting by Development Stage Enterprises.” Consequently, Broadside Enterprises has presented these financial statements in accordance with that Statement, including losses incurred from inception on April 13, 1996.

Income Taxes: Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. Due to historical net losses, a valuation allowance has been established to offset the deferred tax assets.

Fair Value of Financial Instruments: The carrying amount of the Company’s cash, accounts receivable, accounts payables, and accrued expenses approximates their estimated fair values due to the short-term maturities of those financial instruments.

The Company has adopted a single definition of fair value, a framework for measuring fair value, and providing expanded disclosures concerning fair value whereby estimated fair value is the price to be paid for an asset or the amount to settle a liability in an orderly transaction between market participants at the measurement date. Accordingly, fair value is a market-based measurement and not an entity-specific measurement.

Use of Estimates: The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Impairment of Long-Lived Assets: Impairment of long-lived assets is assessed by the Company whenever there is an indication that the carrying amount of the asset may not be recoverable. The recoverability of these assets is determined by comparing the forecasted undiscounted cash flows generated by those assets to the assets’ net carrying value. The amount of impairment loss, if any, is measured as the difference between the net book value of the assets and the estimated fair value of the related assets.

Modifications to Convertible Debt: The Company accounts for modifications of Excess Cash Flows (“ECFs”) in accordance with EITF 06-6 “Debtors Accounting for a Modification (or Exchange) of Convertible Debt Instruments”, codified into ASC 470 EITF 06-6 requires the modification of a convertible debt instrument that changes the fair value of an ECF be recorded as a debt discount and amortized to interest expense over the remaining life of the debt. If modification is considered substantial (i.e. greater than 10% of the carrying value of the debt), an extinguishment of the debt is deemed to have occurred, resulting in the recognition of an extinguishment gain or loss.

Equity Instruments Issued with Registration Rights Agreement: The Company accounts for registration rights agreement penalties as contingent liabilities. Accordingly, the Company recognizes the damages when it becomes probable that they will be incurred, and amounts are reasonably estimable. As of March 31, 2024, the Company does not believe damages related to these rights are probable, and thus, an accrual has not been recorded.

Earnings (Loss) per Share: Basic earnings (loss) per share are based on the weighted average number of shares of Common Stock outstanding during the period. Diluted earnings (loss) per share also includes the effect of stock options, other Common Stock equivalents outstanding during the during the period, and assumes the conversion of the Company’s Class A Preferred Stock, Class B Preferred Stock and Class C Preferred Stock and conversion of convertible notes payable for the period of time such stock and notes were outstanding, if such preferred stock and convertible notes are dilutive.

The following table sets forth the computation of the numerator and of basic earnings (loss) per share for the quarter ended March 31, 2024 and the year ended December 31, 2023. There were no adjustments to the denominator.

	March 31, 2024	December 31, 2023
Weighted average shares of Common Stock outstanding used in calculating basic loss per share	169,650,947	54,734,459

As of March 31, 2024, the Company had 169,650,947 Common Shares outstanding. On a fully diluted basis, i.e., assuming full conversion of the Company's Class A Preferred Stock, Class B Preferred Stock and Class C Preferred Stock and its remaining convertible debt on that date, the number of Common Shares outstanding would have theoretically increased to approximately 470,430,090 Common Shares.

In 2016, the Company issued an option to the Company's Chief Executive Officer, Christopher Petzel, to purchase 2,000,000 (split adjusted) shares at an exercise price of 0.10 per share with an expiration date of December 31, 2026.

2. GOING CONCERN

The accompanying financial statements have been prepared assuming that Broadside Enterprises will continue as a going concern.

Management's plans with respect to the current situation consist of successfully completing the implementation of its business model and the resultant revenues that come as operations continue to develop and seeking additional financial resources from its existing and prospective investors, officers, directors (past and present). There are no assurances that the Company's efforts will be successful and/or on acceptable terms.

3. NOTES PAYABLE

Notes Payable

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. *** You must disclose the control person(s) for any entities listed.	Reason for Issuance (e.g. Loan, Services, etc.)
5/30/17	\$94,271	\$50,000	\$44,271	6/30/20	\$0.50	Jean-Francois Drouin	Cash

Use the space below to provide any additional details, including footnotes to the table above: None

Other Short-Term Payables: As of March 31, 2024, the Company had \$199,693 in Other Short-Term Payables outstanding principally pertaining to obligations assumed in the Potential Engine, LLC acquisition.

Notes Assigned, Sold and/or Transferred: In the quarter ended March 31, 2024, no notes were assigned, sold and/or transferred.

Notes Converted: In the quarter ended March 31, 2024, no notes were converted.

4. INCOME TAXES

During the quarter ended March 31, 2024, Broadside Enterprises recorded a net loss of \$133,079. As a result of significant loss carry forwards prior to March 31, 2024, Broadside Enterprises has not recorded any income tax liability. Due to its change of control transaction on September 19, 2023, the Company is unlikely to be able to use a significant portion of its loss-carry forward to offset future income tax liabilities.

State of Delaware: As of March 31, 2024, the Company is current in its filing requirements with the State of Delaware.

5. RELATED PARTY TRANSACTIONS

Accrued Salaries: Of the total executive compensation of \$135,000 for the quarter ended March 31, 2024, \$11,000 was paid and \$124,000 was accrued.

Advances from Affiliates: Christopher Petzel was repaid \$4,017 in advances previously made to the Company during the quarter ended March 31, 2024. Shareholder advances were \$41,778 as of March 31, 2024.

Stock Issued to Affiliates: No stock was issued to affiliates in the quarter ended March 31, 2024.

6. PREFERRED STOCK

Preferred Stock

As of March 31, 2024, Broadside Enterprises had three classes of preferred stock designated for issuance: Class A Preferred Stock, Class B Preferred Stock and Class C Preferred Stock.

On September 21, 2023, the Company filed amended and restated certificates of designation with the State of Delaware for both classes of preferred stock which aligned the conversion and voting rights for its Class A Preferred Stock and its Class B Preferred Stock. As of September 21, 2023, each share of the Class A Preferred Stock and the Class B Preferred Stock is convertible to 85 shares of Common Stock and is entitled to 670 votes per share on all matters put to a vote of the Company's stockholders and both the Class A Preferred Stock and the Class B Preferred Stock votes together with the Common Stock on all matters, except where required by law.

Our Class B Preferred Stock ranks senior to our Class A Preferred Stock which ranks senior to our Common Stock.

On December 19, 2023, the Company filed a certificate of designation for new class of preferred stock, its Class C Preferred Stock, with the State of Delaware to use as currency for acquisitions and future fundraising.

The Company designated 2,000,000 shares of Preferred C Stock which ranks senior to the Company's Class A Preferred Stock, Class B Preferred Stock, Common Stock and any future series or class of its common or preferred stock as to the payment of dividends and has a \$20.00 preference per share in the distribution of assets upon sale of the Company or its assets, liquidation, dissolution or winding up.

The Preferred C Stock holders have no voting rights other than the right to approve by majority consent the issuance of (i) debt convertible into equity securities of the Company, (ii) senior secured debt (excluding equipment and other asset financing in the regular course of business not to exceed \$500,000) and trade debt incurred in the ordinary course of business and due by its terms in ninety (90) days or less, or (iii) any grants of shares of Common Stock as incentive stock or common stock options in any one calendar year in excess of five percent (5%) of the fully diluted number of shares of the Corporation's Common Stock then outstanding.

The Preferred C Stock is redeemable in cash by the Company for forty percent (40%) of the liquidation preference for the Class C Preferred Stock. The Company will give holders of the Class C Preferred Stock thirty (30) days prior written notice of the Company's exercise of its this right of redemption and holders of Class C Preferred may exercise their right to convert their Class C Preferred until the last Business Day before the Redemption date to exercise their conversion.

Holders of the Class C Preferred Stock have the right, upon demand, to convert any or all their shares of Class C Preferred Stock into two hundred (200) shares of fully paid and non-assessable shares of Common Stock for each share of Class C Preferred Stock.

In the event, the Company (i) lists its Common Stock on a major exchange (e.g. NYSE or Nasdaq), (ii) closes a concurrent or subsequent financing of at least six million US dollars (\$6,000,000), and (iii) has an effective registration statement covering issuance of all conversion shares, then the Corporation may automatically convert any shares of Class C Preferred issued and outstanding into Two Hundred (200) shares of fully paid and non-assessable shares of Common Stock for each share of Class C Preferred Stock.

Issuances of Preferred Stock in the Quarter ending on March 31, 2024

During the quarter ending March 31, 2024, 16,902 shares of Class C Preferred Stock were issued for \$37,076 in cash.

7. COMMITMENTS

Operating Leases:

The issuer's offices are located at 807 Av. Juan Ponce de León, PMB 0244, San Juan, PR 00907. Through its subsidiaries, the Company also maintains an office at 1958 Colorado Blvd, Eagle Rock, CA 90041.

In addition, Byte to Bite Industries, LLC, a wholly owned subsidiary of the Company, holds two leases for restaurant and kitchen space in Los Angeles, California and Eagle Rock California. The remaining lease obligations are as follows:

2024 Q2 - Q4	\$	143,000
2025		330,973
2026		338,937
2027		268,441
2028		215,167
Thereafter		-
Total	\$	<u>1,296,518</u>

8. STOCKHOLDERS' DEFICIT

Authorized Shares

As of March 31, 2024, Broadside Enterprises had authorized common stock of 647,000,000 shares with a par value of \$.00001 and authorized preferred stock of 3,000,000 shares with a par value of \$.00001. Of the authorized preferred stock, 950,000 authorized preferred shares were designated as Class A Preferred Stock, 50,000 authorized shares were designated as Class B Preferred Stock, and 2,000,000 authorized preferred shares were designated as Class C Preferred Stock as of March 31, 2024.

Common Stock Issued for Related Party Services during the quarter ended March 31, 2024: None

Common Stock Issued for Services during the quarter ended March 31, 2024: None

Common Stock Issued during the quarter ended March 31, 2024: None

Common Stock Retired during the quarter ended March 31, 2024: None

9. ACCOUNTS PAYABLE

Trade Payables: As of March 31, 2024, the Company does not have any current trade payables due.

Operating Payables: As of March 31, 2024, the Company had \$14,784 in operating payables due.

Short Term Payables: As of March 31, 2024, the Company had \$199,693 in Other Short-Term Payables outstanding.

10. NET INCOME

Revenue: During the quarter ended March 31, 2024, the Company generated \$536,561 in revenue.

Expenses: During the quarter ended March 31, 2024, the Company incurred \$470,118 in Cost of Goods Sold, \$56,452 in General and Administrative Expenses, \$135,000 in Compensation Expense and \$1,745 in interest expense.

Other Income / Expense: None

Net Income: The Company recorded a Net Loss of \$133,079 for the quarter ended March 31, 2024.

11. SUBSEQUENT EVENTS

None