

TMMI

2734 – Beaver Run Boulevard Suite B17
Surfside Beach, South Carolina, 29575

1-800-806-2148
info@tmmi.us
SIC Code: 3651

First Quarter Report

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

Outstanding Shares

The number of shares outstanding of our Common Stock was:

589,971,809 as of March 31, 2024 (First Quarter Reporting Period)

589,971,809 as of December 31, 2023 (Annual Reporting Period)

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 and names used by predecessor entities, along with the dates of the name changes.

- TMM, Inc. Name Changed as of April 1, 1991, 2734 – Beaver Run Boulevard Suite B17 Surfside Beach, South Carolina, 29575
- Randy Jackson Entertainment Corporation Name Changed as of November 9, 1988, 16633 Ventura BLVD., Suite 1450 Encino CA 91436
- Party Bookings, Inc. Name Changed as of October 8, 1986, Unknown Address

Current State and Date of Incorporation or Registration: Nevada 10/08/1986

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

Prior Incorporation Information for the issuer and any predecessors during the past five years:

- TMM, Inc.
- Incorporated in: Nevada
- Status: Active
- Randy Jackson Entertainment Corporation
- Incorporated in: Nevada
- Status: Inactive
- Party Bookings, Inc.
- Incorporated in: Nevada
- Status: Inactive

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:

None

Address of the issuer's principal executive office:

2734 – Beaver Run Boulevard Suite B17
Surfside Beach, South Carolina, 29575

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:

2) Security Information

Transfer Agent

Name: Nevada Agency and Transfer Company
Phone: 775-322-0626
Email: tiffany@natco.com
Address: 50 W Liberty St # 880, Reno, NV 89501

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>TMMI</u>
Exact title and class of securities outstanding:	<u>Common</u>
CUSIP:	<u>87258Q 10 8</u>
Par or stated value:	<u>\$0.001</u>
Total shares authorized:	<u>900,000,000</u> as of date: <u>March 31, 2024</u>
Total shares outstanding:	<u>589,971,809</u> as of date: <u>March 31, 2024</u>
Total number of shareholders of record:	<u>896</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.

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 the security:	_____
Par or stated value:	_____
Total shares authorized:	_____ as of date: _____
Total shares outstanding:	_____ as of date: _____
Total number of shareholders of record:	_____ as of date: _____

Please provide the above-referenced information for all other classes of authorized or outstanding equity securities.

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.**

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

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

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.

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)

Shares Outstanding <u>Opening Balance</u> : Date <u>1/1/2022</u> Common: <u>544,971,809</u> Preferred: <u>2,810,000</u>			*Right-click the rows below and select "Insert" to add rows as needed.						
Date of Transaction	Transaction type (e.g., new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to. ***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.

February 2, 2023	<u>New Issue</u>	<u>25,000,000</u>	<u>Common</u>	<u>\$0.02</u>	<u>No</u>	<u>Charles Wright</u>	<u>Convertible Debt</u>	<u>Restricted</u>	<u>Exempt</u>
February 2, 2023	<u>New Issue</u>	<u>12,500,000</u>	<u>Common</u>	<u>\$0.02</u>	<u>No</u>	<u>Andrew Wright Trust</u>	<u>Subscription Agreement</u>	<u>Restricted</u>	<u>Exempt</u>
February 2, 2023	<u>New Issue</u>	<u>5,000,000</u>	<u>Common</u>	<u>\$0.02</u>	<u>No</u>	<u>Charles Wright Jr. Trust</u>	<u>Subscription Agreement</u>	<u>Restricted</u>	<u>Exempt</u>
February 2, 2023	<u>New Issue</u>	<u>2,500,000</u>	<u>Common</u>	<u>\$0.02</u>	<u>No</u>	<u>Steven Parkinson</u>	<u>Subscription Agreement</u>	<u>Restricted</u>	<u>Exempt</u>
Shares Outstanding on Date of This Report:									
<u>Ending Balance:</u>									
Date <u>12/31/2023</u> Common: <u>589,971,809</u>									
Preferred: <u>2,810,000</u>									

Example: A company with a fiscal year end of December 31st, 2023, in addressing this item for its Annual Report, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2022 through December 31, 2023 pursuant to the tabular format above.

*****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:

N/A

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.)
<u>May 18, 2016</u>	<u>25,000</u>	<u>25,000</u>	<u>7,821</u>	<u>Dec 22</u>	<u>N/A</u>	<u>Charles Wright</u>	<u>Loan</u>
<u>Jan. 1, 2019</u>	<u>293,500</u>	<u>293,500</u>	<u>93,143</u>	<u>Oct 22</u>	<u>N/A</u>	<u>North Gulf Shore Management, Inc. David Wiggins</u>	<u>Loan</u>
<u>Oct. 1, 2017</u>	<u>-0-</u>	<u>350,000</u>	<u>5,163</u>		<u>350,000 converted to 350,000 preferred B 74,593,876 common</u>	<u>North Gulf Shore Management, Inc. David Wiggins</u>	<u>Loan</u>
<u>Dec. 14, 2017</u>	<u>2,062</u>	<u>858,461</u>	<u>2,842</u>	<u>Oct 22</u>	<u>650,000 converted to 650,000 preferred B 138,531,483 common</u>	<u>North Star Venture Holdings, Inc. Susan Bala</u>	<u>Loan</u>
<u>Dec. 9, 2018</u>	<u>427,000</u>	<u>427,000</u>	<u>171,101</u>	<u>Oct 22</u>	<u>N/A</u>	<u>North Gulf Shore Management, Inc</u>	<u>Loan</u>

						<u>David Wiggins</u>	
<u>August 10, 2018</u>	<u>32,000</u>	<u>32,000</u>	<u>6,720</u>	<u>Oct 22</u>	<u>N/A</u>	<u>North Star Ventures Holdings, Inc.</u> <u>Susan Bala</u>	<u>Loan</u>
<u>Dec. 1, 2020</u>	<u>30,000</u>	<u>30,000</u>	<u>8,109</u>	<u>Oct 22</u>	<u>N/A</u>	<u>North Gulf Shore Management, Inc.</u> <u>David Wiggins</u>	<u>Loan</u>
<u>Dec. 1, 2020</u>	<u>18,500</u>	<u>18,500</u>	<u>3,887</u>	<u>Oct 22</u>	<u>N/A</u>	<u>North Star Ventures Holdings, Inc.</u> <u>Susan Bala</u>	<u>Loan</u>
<u>Feb. 2021</u>	<u>1,000</u>	<u>1,000</u>	<u>205</u>	<u>Oct 22</u>	<u>N/A</u>	<u>Susan Bala</u>	<u>Loan</u>
<u>March 2021</u>	<u>24,000</u>	<u>24,000</u>	<u>5,181</u>	<u>Oct 22</u>	<u>N/A</u>	<u>North Gulf Shore Management, Inc.</u> <u>David Wiggins</u>	<u>Loan</u>
<u>May 2021</u>	<u>2,800</u>	<u>2,800</u>	<u>575</u>	<u>Oct 22</u>	<u>N/A</u>	<u>North Gulf Shore Management, Inc.</u> <u>David Wiggins</u>	<u>Loan</u>
<u>June 6 2021</u>	<u>-0-</u>	<u>250,000</u>	<u>-0-</u>	<u>Dec 22</u>	<u>Converted to 12,500,000 Shares of Common Stock, Restricted</u>	<u>Charles Wright</u>	<u>Loan</u>
<u>June 6 2021</u>	<u>-0-</u>	<u>250,000</u>	<u>-0-</u>	<u>Dec 22</u>	<u>Converted to 12,500,000 Shares of Common Stock, Restricted</u>	<u>Charles Wright</u>	<u>Loan</u>
<u>May 20, 2021</u>	<u>-0-</u>	<u>250,000</u>	<u>-0-</u>	<u>Dec 22</u>	<u>Returned</u>	<u>North Gulf Shore Inc</u>	<u>Loan</u>
<u>June 22, 2021</u>	<u>-0-</u>	<u>250,000</u>	<u>-0-</u>	<u>Dec 22</u>	<u>Converted to 12,500,000 Shares of Common Stock, Restricted</u>	<u>Andrew S Wright 2011 Trust</u> <u>Christopher Noyes</u>	<u>Loan</u>
<u>June 22, 2021</u>	<u>-0-</u>	<u>100,000</u>	<u>-0-</u>	<u>Dec 22</u>	<u>Converted to 5,000,000 Shares of Common Stock, Restricted</u>	<u>Charles Wright Jr 2011 Trust</u> <u>Christopher Noyes</u>	<u>Loan</u>
<u>June 7 2021</u>	<u>-0-</u>	<u>60,000</u>	<u>-0-</u>	<u>Dec 22</u>	<u>Returned</u>	<u>David M Nissman</u>	<u>Loan</u>
<u>June 5 2021</u>	<u>-0-</u>	<u>20,000</u>	<u>-0-</u>	<u>Dec 22</u>	<u>Returned</u>	<u>Michael Nissman</u>	<u>Loan</u>
<u>June 7 2021</u>	<u>-0-</u>	<u>10,000</u>	<u>-0-</u>	<u>Dec 22</u>	<u>Returned</u>	<u>Alexander Nissman</u>	<u>Loan</u>
<u>June 7 2021</u>	<u>-0-</u>	<u>10,000</u>	<u>-0-</u>	<u>Dec 22</u>	<u>Returned</u>	<u>Carolina Giraldo</u>	<u>Loan</u>
<u>June 20 2021</u>	<u>-0-</u>	<u>50,000</u>	<u>-0-</u>	<u>Dec 22</u>	<u>Converted to 2,500,000 Shares of Common Stock, Restricted</u>	<u>Steven Parkinson</u>	<u>Loan</u>
<u>June 16 2021</u>	<u>-0-</u>	<u>100,000</u>	<u>-0-</u>	<u>Dec 22</u>	<u>Returned</u>	<u>Matthew Chipman</u>	<u>Loan</u>
<u>July 16, 2021</u>	<u>-0-</u>	<u>25,000</u>	<u>-0-</u>	<u>Dec 22</u>	<u>Returned</u>	<u>Michael Kozole</u>	<u>Loan</u>
<u>Total All</u>	<u>855,862</u>		<u>304,747</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:

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")

TMMI, Inc. (TMMI) is a technology company specializing in digital video compression and playback software. Founded in 1990, the company is a pioneer in digital video developing the world's first video that played from 1x CD-ROM and released "TMM Softvideo version 1.1", the world's first software only video on the market using RLE (Run Length Encoding) without the need for dedicated hardware. In 1992 TMMI was the co-developer in bringing Iterated Systems Inc.'s VDK Fractal Image compression technology to video and financially underwrote the development of this technology between 1993 and 2000.

In 2012/13 TMM, Inc. created its own upgraded derivative of Iterated Systems Inc.'s licensed VDK 2.1, rebranded as TRUDEFTM VDK3 supporting modern multi core, multi-threaded AMD64 bit hardware. TMM, Inc., also developed its own TRUDEF Fractal Video Player for Windows 7/8 that plays high quality 4k VDK3 2x2 block encoded Intra Frame video at high bitrates on commodity hardware. The TRUDEF Fractal Video Player was intended for Digital Cinema and Home Theater markets.

In 2018/19, TMM, Inc. developed its Universal Windows Platform (UWP) compliant TRUDEFTM Video Player with a custom internal video pipeline designed to improve HEVC and AV1 visual quality on large resolution screens and future support for VDK3 Fractal Video. TMMI's source code base has been upgraded for compiling with Microsoft Studio 2017 supporting Windows 10-64.

TMM, Inc. has a co-development agreement with a third-party technology company, Code Baby, to create avatar technology applications for use in multiple market sectors, and it is exploring potential new applications with other new compatible technologies.

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

TMM, Inc. acquired a wholly owned subsidiary, Digital Focus Inc. (DFI) by means of an exchange of shares. DFI had rights to the PVS/SGI Unix version license of the VDK 2.2 compressor TMMI developed with Iterated Systems, Inc. The ownership of that license has been the subject of litigation. DFI has no operations.

C. Describe the issuers' principal products or services.

The Company has historically been a leader in the development of high-quality video. Presently, it is shifting from a software development company only to a market focus with the production of its video player and featuring self-branded products and customized video systems. In addition, the company has a co-development agreement in place to create new high-quality applications and uses for its video technology in avatar applications.

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 principal administrative office is in South Carolina. The Company is using facilities that are owned by directors and shareholders of TMMI for no compensation.

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>Michael K. Kozole</u>	<u>CFO, Treasurer, Director</u>	<u>8240 Wilson St., Philadelphia, PA, 19136</u>	<u>500,000</u>	<u>Common</u>	<u>0.07%</u>	
<u>Susan Bala</u>	<u>North Star Ventures Holding, Inc. -- President, CEO and Director of TMMI</u>	<u>2618 18th St S, Moorhead, MN, 56560</u>	<u>125,979,399 650,000</u>	<u>Common Series B Preferred Stock</u>	<u>16.87%</u>	<u>Series B Preferred Stock, Convertible to common stock at a rate of 200 for 1</u>
<u>David Wiggins</u>	<u>North Gulf Shore Management, Inc.</u>	<u>2151 North Gulf Shore Blvd Unit #107, Naples, FL, 34102</u>	<u>74,593,876 350,000</u>	<u>Common Series B Preferred Stock</u>	<u>9.99%</u>	<u>Series B Preferred Stock, Convertible to common stock at a rate of 200 for 1</u>

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);

No

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.

No

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;

No

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; or

No

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.

No

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.

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 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 March 21, 2013, the Company and its subsidiary, Digital Focus, Inc. (DFI), filed a lawsuit in the Eighth Judicial District Court for Clark County, Nevada (the "Court") against Dimension, Inc. and related parties in order to protect and resolve its rights as to certain intellectual property. In response to the Company's complaint, Dimension filed a cross-complaint alleging ten causes of action, among them malicious prosecution, and declaratory relief. In recent years, however, the Company has completed development of new digital compression and scaling technologies that are unrelated to the Company's original technology that is the subject of the lawsuit. The Company's new technologies include new proprietary algorithms that are described at least in part in provisional patent applications filed by the Company in 2015.

As a result of such new product developments, the Company no longer saw the need to continue to spend valuable resources litigating over technology that was not in development by the Company. Accordingly, upon motion made by the Company and granted by the Court, the Company's claims against the Defendants were voluntarily dismissed on January 21, 2016. On or about April 25, 2016, the Court granted in part TMMI's motion for summary judgment on Dimension's counterclaims and dismissed almost all of the counterclaims, leaving only the two abuse of process and declaratory relief claims. Ultimately, Dimension dismissed the abuse of process claim without prejudice. After a trial

held in November of 2016, the Court entered judgment in Dimension's favor and declaring that Dimension was the owner of the single certain PVS/SGI license in question. Following the trial, Dimension filed a motion for an award of attorney's fees, which was denied by the court. Costs in the approximate amount of \$54,000 were awarded to Dimension. Both parties appealed to the Nevada Supreme Court, and in December of 2018, the Nevada Supreme Court upheld both the declaratory judgment in favor of Dimension and in favor of TMMI, the denial of Dimension's motion for attorney's fees.

In July of 2019, Dimension filed a new case in the Court against the Company and certain of its current and former officers again alleging an abuse of process claim related to the original suit described above. In September of 2019, the Company moved to dismiss this new suit based on Nevada's Anti-SLAPP statute as the matters have been settled by the court. The Company's motion to dismiss anti-SLAPP was denied on the basis of a technical issue of Rec Judicata. The Company took an interlocutory appeal of that decision to the Nevada Supreme Court. At a settlement conference held in February of 2020, the parties reached an agreement in principle to settle the litigation and any and all claims between them. That proposed settlement did not reach an agreeable conclusion. TMMI's appeal of the Rec Judicata issue in its Anti-SLAPP Motion was voluntarily withdrawn by TMMI to consolidate its resources for a final adjudication of the litigation. The court approved the withdrawal on October 19, 2020, and TMMI proceeded in the litigation preparing its counterclaim against Dimension, Inc. for damages in excess of \$5,000,000.00. TMMI's counter claim for \$5,000,000 against Dimension, Inc. has now been filed and accepted by the Nevada State court. TMMI also filed a claim against Lawrence Panik, a former TMMI shareholder, in conjunction with the Dimension counter claim for claims including using inside information to usurp the Company's corporate opportunities against the interests of all other shareholders. Dimension/Panik lost the motion to dismiss under the Nevada Anti-SLAPP statute and subsequently filed an appeal of the decision. Settlement discussions have not been fruitful. The Company has timely filed its response to the Dimension/Panik appeal and will prosecute the appeal to conclusion. The Appeal, together with the TMMI Response, is currently pending before the Nevada Appellate Court and will be addressed by the Court in accordance with the Court's calendar.

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: Adam Knecht
Firm: Hall & Evans, LLC
Address 1: 1160 North Town Center Drive #330
Las Vegas, Nevada, 89144
Address 2:
Phone: (702) 800-5413
Email: knechta@hallevans.com

Accountant or Auditor

Name: Michael Kozole, CPA
Firm:
Address 1: 8240 Wilson Street Philadelphia, PA 19136
Address 2:
Phone: (215) 407-6224
Email: kscpamike@gmail.com

Investor Relations

Name: N/A
Firm:
Address 1:
Address 2:
Phone:
Email:

All other means of Investor Communication:

X (Twitter): @tmmiinfo
Discord:
LinkedIn
Facebook:
[Other] www.tmmi.us

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:
Nature of Services:
Address 1:
Address 2:
Phone:
Email:

9) Disclosure & Financial Information

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

Name: **Susan Bala**
Title: **President and CEO**
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: **Michael K. Kozole, CPA**
Title: **Treasurer and CFO**
Relationship to Issuer: **Officer and Director**

Describe the qualifications of the person or persons who prepared the financial statements:⁵ **CPA**

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.

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, Susan Bala, President and CEO certify that:

1. I have reviewed this Disclosure Statement for TMM, 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

/s/ Susan Bala

Officer

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

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.

Principal Financial Officer:

I, Michael K. Kozole, CPA certify that:

1. I have reviewed this Disclosure Statement for TMM, 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

/s/ Michael K Kozole, CPA

Officer

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

TMM, INC.

COMPARATIVE CONSOLIDATED FINANCIAL STATEMENTS

MARCH 31, 2024 and MARCH 31, 2023

TMM, INC
COMPARATIVE CONSOLIDATED BALANCE SHEET
AS OF MARCH 31, 2024 and 2023

	<u>2024</u>	<u>2023</u>
<u>ASSETS</u>		
<u>CURRENT ASSETS</u>		
Cash in Bank	1,709	36,468
Deposit on Co-Development Project (Note 3)	150,000	150,000
Prepaid Expenses	<u>3,500</u>	<u>3,500</u>
<u>TOTAL CURRENT ASSETS</u>	<u>155,209</u>	<u>189,968</u>
<u>Product Design & Development Costs</u> (Note 3)		
VDK Codec Costs Capitalized	2,005,215	2,005,215
New Code Review and Development	<u>3,308,719</u>	<u>3,308,719</u>
Total Product Design, Development And Fixed Asset Costs	5,313,934	5,313,934
Less: Amortization to Date (Note 1)	<u>(5,313,934)</u>	<u>(5,313,934)</u>
<u>NET PRODUCT DESIGN & DEVELOPMENT COSTS</u>	<u>- 0 -</u>	<u>- 0 -</u>
 <u>TOTAL ASSETS</u>	 <u>155,209</u>	 <u>189,968</u>
<u>LIABILITIES AND SHAREHOLDER EQUITY</u>		
<u>CURRENT LIABILITIES</u>		
Accrued Expenses (Notes 4 & 8)	482,445	420,090
Short Term Loans Payable (Notes 8, 10 & 11)	<u>855,862</u>	<u>855,862</u>
<u>TOTAL CURRENT LIABILITIES</u>	<u>1,338,307</u>	<u>1,275,952</u>
<u>SHAREHOLDER EQUITY</u> (Notes 6, 7, 8, 9 & 11)		
Capital Stock:		
Preferred stock, 49,000,000 shares authorized, 1,810,000 issued and outstanding.		
Preferred "B", 1,000,000 shares authorized and Outstanding		
Common stock, \$0.001 par value 900,000,000 shares authorized 589,971,809 issued and outstanding	992,188	992,188
Additional Paid in Capital	31,286,776	31,286,776
Retained Earnings	<u>(33,462,062)</u>	<u>(33,364,948)</u>
<u>TOTAL SHAREHOLDER EQUITY</u>	<u>(1,183,098)</u>	<u>(1,085,984)</u>
 <u>TOTAL LIABILITIES AND SHAREHOLDER EQUITY</u>	 <u>155,209</u>	 <u>189,968</u>

See accompanying notes to financial statements

TMM, INC
COMPARATIVE CONSOLIDATED INCOME STATEMENT
FOR THE THREE MONTHS ENDED MARCH 31, 2024 and 2023

	<u>2024</u>	<u>2023</u>
<u>EXPENSES</u>		
Bank Charges	- 0-	294
Computer and Programming Expenses	- 0 -	327
Interest Expense (Note 8)	12,589	12,589
Legal Fees	<u>12,000</u>	<u>12,372</u>
<u>TOTAL EXPENSES</u>	<u>24,589</u>	<u>25,582</u>
<u>LOSS</u>	(24,589)	(25,582)
<u>OTHER INCOME</u>		
Reversal of Previously Accrued Interest Expense on Convertible Debt and Subscriptions (Note 8)	<u>- 0 -</u>	<u>54,000</u>
<u>NET INCOME (LOSS)</u>	(24,589)	28,418
<u>Retained Earnings - Beginning</u>	<u>(33,437,473)</u>	<u>(33,393,366)</u>
<u>RETAINED EARNINGS - ENDING</u>	<u>(33,462,062)</u>	<u>(33,364,948)</u>

See accompanying notes to financial statements

TMM, INC
COMPARATIVE CONSOLIDATED STATEMENT OF CASH FLOWS
FOR THE THREE MONTHS ENDED MARCH 31, 2024 and 2023

	<u>2024</u>	<u>2023</u>
<u>CASH FLOWS FROM OPERATING ACTIVITIES</u>		
Net Income (Loss)	<u>(24,589)</u>	<u>28,418</u>
Adjustments to Reconcile Net Income (Loss) to Net Cash Provided or Used by Operating Activities:		
Change in Accrued Expenses	<u>24,589</u>	<u>(41,546)</u>
<u>TOTAL ADJUSTMENTS</u>	<u>24,589</u>	<u>(41,546)</u>
<u>NET CASH USED BY OPERATIONS</u>	- 0 -	(13,128)
 <u>CASH FLOWS FROM INVESTING ACTIVITIES</u>	 - 0 -	 - 0 -
 <u>CASH FLOWS FROM FINANCING ACTIVITIES</u>		
Issuance of Common Stock	- 0 -	45,000
Increase in Additional Paid in Capital	- 0 -	855,000
Reduction of Loans Payable	<u>- 0 -</u>	<u>(900,000)</u>
<u>NET CASH FROM FINANCING ACTIVITIES</u>	<u>- 0 -</u>	<u>- 0 -</u>
 <u>NET CHANGE IN CASH</u>	 - 0 -	 (13,128)
 CASH AT BEGINNING OF PERIOD	 <u>1,709</u>	 <u>49,596</u>
 CASH AT END OF PERIOD	 <u>1,709</u>	 <u>36,468</u>
 Supplemental Information:		
Cash Paid For Interest	- 0 -	- 0 -

See accompanying notes to financial statements

TMM, INC
COMPARATIVE CONSOLIDATED STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY
FOR THE THREE MONTHS ENDED MARCH 31, 2024 and 2023

	CAPITAL STOCK (\$)	PREFERRED SHARES (#)	COMMON SHARES (#)	ADDITIONAL PAID IN CAPITAL	PRIVATE PLACEMENT PROCEEDS	ACCUMULATED DEFICIT	TOTAL
<u>BALANCE AT</u>							
<u>DECEMBER 31, 2022</u>	947,188	2,810,000	544,971,809	30,431,776	- 0 -	(33,393,366)	(2,014,402)
2023 Activity:							
2023 Net Income						28,418	28,418
Issuance of Stock For 2021 Subscrip- tions and Convert- ible Debt	45,000		45,000,000	855,000			900,000
<u>BALANCE</u>							
<u>MARCH 31, 2023</u>	<u>992,188</u>	<u>2,810,000</u>	<u>589,971,809</u>	<u>31,286,776</u>	<u>- 0 -</u>	<u>(33,364,948)</u>	<u>(1,085,984)</u>
	CAPITAL STOCK (\$)	PREFERRED SHARES (#)	COMMON SHARES (#)	ADDITIONAL PAID IN CAPITAL	PRIVATE PLACEMENT PROCEEDS	ACCUMULATED DEFICIT	TOTAL
<u>BALANCE AT</u>							
<u>DECEMBER 31, 2023</u>	992,188	2,810,000	589,971,809	31,286,776	- 0 -	(33,437,473)	(1,158,509)
2024 Activity:							
2024 Net (Loss)						(24,589)	(24,589)
<u>BALANCE</u>							
<u>MARCH 31, 2024</u>	<u>992,188</u>	<u>2,810,000</u>	<u>589,971,809</u>	<u>31,286,776</u>	<u>- 0 -</u>	<u>(33,462,062)</u>	<u>(1,183,098)</u>

See accompanying notes to financial statements

TMM, INC
NOTES TO COMPARATIVE CONSOLIDATED FINANCIAL STATEMENTS
MARCH 31, 2024 and 2023

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

This summary of significant accounting policies of TMM, Inc (the Company) and Digital Focus Inc, its wholly owned subsidiary, is presented to assist in understanding the Company's financial statements. These accounting policies conform to generally accepted accounting principles and have been consistently applied in the preparation of the financial statements.

BUSINESS ACTIVITY

TMM, Inc is in the business of developing high resolution video technology. The Company possesses TRUDEF™ digital video compression technology and video scaling technologies. The original fractal codec was developed in the early 1990's in collaboration with Iterated Systems, Inc. The Company has contracted programmers to modernize, develop and test various new proprietary commercial software products and is in Co-Development with other third party technology companies to create new integrated platforms.

METHOD OF ACCOUNTING

The Company keeps its books on the accrual basis.

USE OF ESTIMATES AND ASSUMPTIONS

The presentation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from these estimates.

INCORPORATION

The Company was incorporated on October 8, 1986, in the State of Nevada.

INCOME TAXES

Income Taxes are provided currently for all items included in the Statement of Income regardless of when such taxes are payable. Deferred taxes arise from the recognition of revenues and expenses in different periods for tax and financial statement purposes

TMM, INC
NOTES TO COMPARATIVE CONSOLIDATED FINANCIAL STATEMENTS
MARCH 31, 2024 and 2023

CONSOLIDATION

These financial statements present the consolidated information of TMM, Inc. and Digital Focus, Inc., its wholly owned subsidiary. See Note 7.

DEPRECIATION & AMORTIZATION

Code Development and certain legal costs previously capitalized have been amortized using the straight line method over the estimated useful lives of the assets. Depreciation and Amortization are now complete and the assets are fully depreciated and amortized.

2. BASIS OF PRESENTATION

These financial statements have been compiled from data provided by management. These statements have not been audited or reviewed and accordingly, no opinion or any other form of assurance is expressed on them. See Note 10 regarding going concern considerations.

3. COMPOSITION OF CERTAIN ASSET ACCOUNTS

VDK Codec Costs Capitalized: Represents historical costs previously capitalized and fully amortized for the development of the VDK Codec code.

Code Review and Enhancements: Represent funds spent to review, update and enhance the Company's software as well as develop new software. These costs have been fully amortized as of the balance sheet date.

Deposit on Co-Development Project: Represents a deposit made by the Company for participation in a Co-Development project with virtual character pioneer CodeBaby, Inc. The Co-Development focuses on the utilization of CodeBaby's next generation emotionally intelligent avatars designed to be integrated with TMMI and other technologies. In addition to the \$150,000 deposit previously made, the company has committed to an additional \$100,000 in funding to the Co-Development project. As of the balance sheet date, the Joint Venture project where the Code Baby Software is contemplated to be used and potential applications for TMMI projects continue to be explored.

TMM, INC
NOTES TO COMPARATIVE CONSOLIDATED FINANCIAL STATEMENTS
MARCH 31, 2024 and 2023

4. ACCRUED EXPENSES

In May 2016, several law firms representing the Company presented invoices for accumulated legal services related to the litigation referenced in Note 5 and also for legal services in connection with securing patents for the Company's updated and new technology.

In 2017 the Company settled certain amounts due to the various law firms in the amount of \$283,056. The unsettled amounts of \$161,856 remain as a liability and are included in Accrued Expenses. See Note 8 regarding reversal of previously accrued interest.

5. LITIGATION

On March 11, 2013, the Company and its subsidiary, Digital Focus, Inc. (DFI), filed a lawsuit in the Eighth Judicial District Court for Clark County, Nevada (the "Court") against Dimension, Inc. and related parties in order to protect and resolve its rights as to certain intellectual property. In response to the Company's complaint, Dimension filed a cross-complaint alleging ten causes of action, among them malicious prosecution, and declaratory relief. In recent years, however, the Company has completed development of new digital compression and scaling technologies that are unrelated to the Company's original technology that is the subject of the lawsuit. The Company's new technologies include new proprietary algorithms that are described at least in part in provisional patent applications filed by the Company in 2015. As a result of such new product developments, the Company no longer saw the need to continue to spend valuable resources litigating over technology that was not in development by the Company. Accordingly, upon motion made by the Company and granted by the Court, the Company's claims against the Defendants were voluntarily dismissed on January 21, 2016. On or about April 25, 2016, the Court granted in part TMMI's motion for summary judgment on Dimension's counterclaims and dismissed almost all of Dimension's counterclaims, leaving only abuse of process and declaratory relief claims. Ultimately, Dimension dismissed the abuse of process claim without prejudice. After a trial held in November of 2016, the Court entered judgment in Dimension's favor and against the Company, declaring that Dimension was the owner of the

TMM, INC
NOTES TO COMPARATIVE CONSOLIDATED FINANCIAL STATEMENTS
MARCH 31, 2024 and 2023

specific PVS/SGI license in question. Following the trial, Dimension filed a motion for an award of attorney's fees, which the Court denied. Costs in the approximate amount of \$54,000 were awarded to Dimension. Both parties appealed to the Nevada Supreme Court, and in December of 2018, the Nevada Supreme Court upheld both the declaratory judgment in favor of Dimension and in favor of TMMI on the denial of Dimension's motion for attorney's fees.

In July of 2019, despite its prior dismissal of its abuse of process claim, Dimension filed a new case in the Court against the Company and certain of its current and former officers, again seeking attorney fees alleging an abuse of process claim related to the original suit described above. In September of 2019, the Company moved to dismiss this new suit based on Nevada's Anti-SLAPP statute. The Company's motion to dismiss was denied based upon a technical ruling and the Company took an interlocutory appeal of the decision to the Nevada Supreme Court. At a settlement conference held in February 2020, the parties agreed in principle to settle the litigation and any and all claims between them. Ultimately, that settlement failed.

TMMI subsequently filed a motion to voluntarily withdraw its appeal of the Anti-SLAPP decision in order to pursue its cross claim against Dimension, Inc., which the court granted October 29, 2020. The Company proceeded with the litigation and filed its counter claim against Dimension, Inc. for damages in excess of \$5,000,000. On December 7, 2021, TMMI also filed a claim against Lawrence Panik, former president of Dimension, Inc., who is a former shareholder in TMMI, for claims including using inside information to usurp the Company's corporate opportunities against the interests of all TMMI shareholders. On March 8, 2022 Lawrence Panik's motion to dismiss the suit against him was denied and he has filed an appeal. Settlement was discussed, which has not been fruitful. TMMI filed a timely response to the Dimension appeal. The appeal and the TMMI Response Brief are pending before the Nevada Appellate Court and will be addressed by the Court in accordance With the Court's calendar.

TMM, INC
NOTES TO COMPARATIVE CONSOLIDATED FINANCIAL STATEMENTS
MARCH 31, 2024 and 2023

6. ADDITIONAL STOCK ISSUANCE AND CANCELLATION

At the balance sheet date, there were 20,000,000 shares of common stock recovered by the Company as a result of the settlements of litigation initiated by the Company against former management members and a vendor for its non-performance under a contract. 16,250,000 shares have been returned and cancelled and additional 3,750,000 shares are still in the process of being returned to the Company to be cancelled.

In addition, the Company increased its Common Shares to complete the conversion of debt and investment instruments (See Note 11).

7. ACQUISITION OF DIGITAL FOCUS, INC

On June 8, 2012 TMM, Inc. completed the acquisition of the outstanding shares of Digital Focus, Inc. a California corporation. Digital Focus, Inc.'s sole asset is a license agreement to the PVS/SGI code from Iterated Systems, Inc. that is was the subject of the litigation referenced in Note 5.

8. LOANS PAYABLE

Loans Payable comprise the following:	<u>2024</u>	<u>2023</u>
Loans advanced by certain shareholders of the company. These loans matured in October 2022 and accrue interest at the rate of 4% to 7%. Interest expense of \$12,589 has been accrued For 2023 and \$12,589 for 2022	855,862	855,862
Less: Short Term Portion	<u>855,862</u>	<u>855,862</u>
<u>Long Term Portion</u>	<u>- 0 -</u>	<u>- 0 -.</u>

See Note 10 Regarding Going Concern Consideration

In 2023 Interest expense previously accrued in the amount \$54,000 was reversed and included in "Other Income" since shares were issued to satisfy the Convertible Debt and Subscription Agreements previously included in Loans Payable.

TMM, INC
NOTES TO COMPARATIVE CONSOLIDATED FINANCIAL STATEMENTS
MARCH 31, 2024 and 2023

9. PREFERRED SERIES B STOCK

In December 2017 the Company created 1,000,000 shares of Preferred Series B Stock out of the 50 Million Shares of Preferred Stock Authorized. This class of Preferred Stock has a par value of \$0.001 and has no dividend rights except as may be declared by the Board of Directors.

The holders of the Preferred Series B stock shall be entitled to participate in the distribution of assets upon dissolution or liquidation of the company.

The Preferred Series B stock has conversion rights of 200 shares of common for 1 share of Preferred B

10. GOING CONCERN CONSIDERATIONS

Financial Statements prepared in accordance with Generally Accepted Accounting Principles (GAAP) assume a company will continue as a going concern for 12 months from the issuance of its report. In 2024 the Company has short term debt in the amount of \$855,862 with accrued interest of \$304,747 related to that debt, and cash of \$1,709 at March 31, 2024. In 2023 the Company had short term debt of \$855,862 with accrued interest of \$254,392 related to that debt, and cash of \$36,468. Therefore, the Company's ability to continue as a going concern is in doubt. The Company must re-negotiate an extension of the debt or repay the debt since it has all matured. The debt is largely held by shareholders who own substantial stock in the Company. Should the Company not be successful in obtaining extensions of the maturity dates or the repayment, the Company's ability to continue as a going concern is in jeopardy. See Note 11 regarding which addresses \$900,000 reduction in debt in 2023.

11. INCREASE IN AUTHORIZED COMMON SHARES AND ISSUANCE OF STOCK

In January 2023 the Company completed the increase of the Authorized Shares of Common Stock from 750,000,000 to 900,000,000. The Company issued 45,000,000 shares to fulfill its obligation under the 2021 Subscription and Debt Conversion Agreements transacted to raise working capital for the Company. The issuance of this stock reduces the amount of the Company's liabilities in Loans Payable in the amount of \$900,000 and accrued interest expense of \$54,000 and created a balance of

TMM, INC
NOTES TO COMPARATIVE CONSOLIDATED FINANCIAL STATEMENTS
MARCH 31, 2024 and 2023

common shares the Company has kept in reserve for future transactions.

12. EARNINGS (LOSS) PER SHARE INFORMATION

Earnings (Loss) per share for March 31, 2024 is as follows:

	<u>Earnings Per Share</u>	<u>Earnings Per Share (Fully Diluted)</u>
<u>Loss for 2024</u>	<u>(24,589)</u>	<u>(24,589)</u>
<u>Shares Outstanding:</u>		
Preferred	1,810,000	1,810,000
Preferred "B"	1,000,000	- 0 -
Common	589,971,809	789,971,809
Shares to be Cancelled	<u>(3,750,000)</u>	<u>(3,750,000)</u>
<u>Total Shares Equivalents</u>	<u>589,031,809</u>	<u>788,031,809</u>
<u>Earnings Per Share</u>	(\$0.00004)	(\$0.00003)

	<u>Earnings Per Share</u>	<u>Earnings Per Share (Fully Diluted)</u>
<u>Income for 2023</u>	<u>28,418</u>	<u>28,418</u>
<u>Shares Outstanding:</u>		
Preferred	1,810,000	1,810,000
Preferred "B"	1,000,000	- 0 -
Common	589,971,809	789,971,809
Shares to be Cancelled	<u>(3,750,000)</u>	<u>(3,750,000)</u>
<u>Total Shares Equivalents</u>	<u>589,031,809</u>	<u>788,031,809</u>
<u>Earnings Per Share</u>	\$0.00005	\$0.00004