

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

**SPOOZ, Inc.**

510 Hamilton Street, Somerset, NJ 08873 (732) 241-0598

[www.jp3e.com](http://www.jp3e.com)

[Info@jp3e.com](mailto:Info@jp3e.com)

SIC CODE: 5144

## **Quarterly Report**

**For the period ending June 30, 2024 (the “Reporting Period”)**

### **Outstanding Shares**

The number of shares outstanding of our Common Stock was:

5,799,910,503 as of June 30, 2024

5,495,710,503 as of December 31, 2023

### **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 Control<sup>1</sup> of the company has occurred over this reporting period:

Yes: ☐ No: ☒

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

- (i) Any “person” (as such term is used in Sections 13(d) and 14(d) of the Exchange Act) becoming the “beneficial owner” (as defined in Rule 13d-3 of the Exchange Act), directly or indirectly, of securities of the Company representing fifty percent (50%) or more of the total voting power represented by the Company's then outstanding voting securities; (ii) The consummation of the sale or disposition by the Company of all or substantially all of the Company's assets;
- (iii) A change in the composition of the Board occurring within a two (2)-year period, as a result of which fewer than a majority of the directors are directors immediately prior to such change; or
- (iv) The consummation of a merger or consolidation of the Company with any other corporation, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or its parent) at least fifty percent (50%) of the total voting power represented by the voting securities of the Company or such surviving entity or its parent outstanding immediately after such merger or consolidation.

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

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

Original incorporation – May 2004 Incorporated Nevada - to present – Active

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

Incorporated Nevada – 2004- Active

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

None

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

None

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

510 Hamilton Street,  
Somerset, NJ 08873

The address(es) 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: Old Monmouth Stock Transfer Co. Inc.

Phone (732) 872-2727

Email: info@oldmonmouth.com

Address: 200 Memorial Parkway Atlantic Highlands NJ 07716

**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: SPZI

Exact title and class of securities outstanding: Common

CUSIP: 84915Q100

Par or stated value: \$0.0001

Total shares authorized: 5,800,000,000 as of 06/30/24.

Total shares outstanding 5,799,910,503 as of 06/30/24.

Number of shares Public Float 4,996,796,864 of 06/30/24.

Total number of shareholders of record: 142 as of 06/30/24

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

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

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

Exact title and class of the security: Preferred Stock Series A

CUSIP (if applicable): N/A Par or stated value: \$.0001

Total shares authorized: 100 as of date: June 30, 2024

Total shares outstanding: 100 as of date: June 30, 2024

Total shareholders of record: 1 as of date: June 30, 2024

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

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

Common shareholders have the right to vote on a one for one basis; are entitled to dividends as declared by the board of directors; have no pre-emptive rights .

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

Preferred A have voting control, voting rights equal to the

sum of all other votes of all other shares times 110.

No redemption or sinking fund rights. Not convertible.

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

None

3. 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

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 as of Second Most Recent Fiscal Year End:			*Right-click the rows below and select "Insert" to add rows as needed.							
<p><u>Opening Balance</u></p> <p>Date <u>12/31/21</u> Common: <u>5,375,710,503</u></p> <p><u>Preferred B 1,000,000</u></p>										
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/ Shares were issued to.	Entity were	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.
<u>1/25/22</u>	<u>Issuance</u>	<u>120,000,000</u>	<u>Common</u>	<u>\$360,000</u>	<u>Yes</u>	<u>Darryl Dennis</u>		<u>Preferred conversion</u>	<u>Restricted</u>	<u>Exempt</u>
<u>4/06/22</u>	<u>New Issuance</u>	<u>100,000</u>	<u>Common</u>	<u>\$210</u>	<u>no</u>	<u>Maurice Newton</u>		<u>Services</u>	<u>Restricted</u>	<u>4(a)1</u>
<u>4/06/22</u>	<u>New Issuance</u>	<u>100,000</u>	<u>Common</u>	<u>\$210</u>	<u>no</u>	<u>Shawn Lavery</u>		<u>Services</u>	<u>Restricted</u>	<u>4(a)1</u>
<u>0208/24</u>	<u>New Issuance</u>	<u>285,000,000</u>	<u>Common</u>	<u>\$285,000</u>	<u>Yes</u>	<u>Catherine Gains</u>		<u>Preferred Conversion</u>	<u>Restricted</u>	<u>Exempt</u>
<u>03/26/24</u>	<u>New Issuance</u>	<u>19,000,000</u>	<u>Common</u>	<u>\$130,000</u>	<u>Yes</u>	<u>Frank Ellmo</u>		<u>Cash</u>	<u>Restricted</u>	<u>Exempt</u>

Shares Outstanding on Date of This Report:	
<u>Ending Balance Ending</u>	
Balance: Date: <u>06/30/24</u>	
Common: <u>5,799,910,503</u>	
Preferred A : <u>100</u>	

**Example:** A company with a fiscal year end of December 31<sup>st</sup>, 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, 2021 through December 31, 2022 pursuant to the tabular format above.  
Use the space below to provide any additional details, including footnotes to the table above:

**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.)

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.  
(Please ensure that these descriptions are updated on the Company's Profile on [www.otcmarkets.com](http://www.otcmarkets.com)).
- A. Summarize the issuer's business operations (If the issuer does not operations) Our business operations office provides support to our global affiliated companies.
  - B. List any subsidiaries, parent company, or affiliated companies. JP Energy Group, Inc, JP Energy Global, PTE LTD. And PEC.
  - C. Describe the issuers' principal products or services. Contracts in Sugar, Chicken Paws, Multiple Agricultural Products, LNG, and Education / Real Estate.

## 5) Issuer's Facilities

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

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

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

510 Hamilton Street, Somerset, NJ 08873 lease renewable annually.

## 6) Officers, Directors, and Control Persons

Using the table below, please provide information, as of the period end date of this report, regarding any officers, or directors of the company, individuals or entities controlling more than 5% of any class of the issuers securities, or any person that performs a similar function, regardless of the number of shares they own. **If any insiders listed are corporate shareholders or entities, provide the name and address of the person(s) beneficially owning or controlling such corporate shareholders, or the name and contact information (City, State) of an individual representing the corporation or entity in the note section.**

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 an investor with a clear understanding of the identity of all the persons or entities that are involved in managing, controlling or advising the operations, business development and disclosure of the issuer, as well as the identity of any significant or beneficial shareholders.

Names of All Officers, Directors and Control Persons	Affiliation with Company (e.g. Officer Title /Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned		Share type/class	Ownership Percentage of Class Outstanding	Names of control person(s) if a corporate entity
John K. Park	CEO, Chairman, Director	Somerset, NJ	100		Preferred A	<u>100%</u>	100%
Hoon Chang	Director	Somerset, NJ	None		None	NA	NA
Ki Soo Kim	Director	Somerset, NJ	None		None	NA	NA
Rolf-Bela Wenz	Director	Somerset, NJ	None		None	NA	NA

## 7) Legal/Disciplinary History

Identify 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 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; or  
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 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.

## 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.

Securities Counsel (must include Counsel preparing Attorney Letters).

Name:	<u>Gary L. Blum ESQ</u>
Address 1:	<u>3278 Wilshire Blvd., Suite 603</u>
Address 2:	<u>Los Angeles, CA 90010</u>
Phone:	<u>(213) 369-8112</u>
Email:	<u>gblum@gblumlaw.com</u>

Accountant or Auditor

Name: Astra Audit & Advisory  
Address 1: 3702 W. Spruce St Suite 1430  
Address 2: Tampa, FL 33607  
Phone: (813) 441-9707

FAstra  
Audit &  
Advisory  
Address 1:  
Email:

Investor Relations

Name:  
Firm: \_\_\_\_Address 1:  
  
Address 2: \_\_\_\_Phone:  
  
Email:

*All other means of Investor Communication:*

Twitter:  
Discord: \_\_\_\_LinkedIn  
  
Facebook:  
[Other ]

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:  
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: William Tynan  
Title: Accountant  
Relationship to Issuer: Consultant

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

- a. IFRS
- ☒ U.S. GAAP

**C. The following financial statements were prepared by (name of individual)<sup>1</sup>:**

Name: William Tynan  
Title: Accountant  
Relationship to Issuer: Consultant

Describe the qualifications of the person or persons who prepared the financial statements: 20 years experience as accountant, auditor and financial statement preparation. Graduate Pace University in accounting & PWC auditor.

Provide the following qualifying financial statements:

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

## 10) Issuer Certification

### *Principal Executive Officer:*

The issuer shall include certifications by the chief executive officer and chief financial officer of the issuer (or any other persons with different titles but having the same responsibilities) in each Quarterly Report or Annual Report.

The certifications shall follow the format below:

I, John K. Park certify that:

1. I have reviewed this Disclosure Statement for Spooz, 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.

August 14, 2024 [Date]

/s/ John K. Park [CEO's Signature]

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

### *Principal Financial Officer:*

I, John K. Park certify that:

1. I have reviewed this Disclosure Statement for Spooz, 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.

August 14, 2024 [Date]

/s/ John K. Park [CFO's Signature]

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

**SPOOZ, INC.**  
( Aka JP 3E Holdings, Inc.)  
Consolidated Financial Statements  
For the Period Ended June 30, 2024 and 2023  
(Unaudited)

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**SPOOZ, INC.**  
**( Aka JP 3E Holdings, Inc.)**  
**510 Hamilton Street Suite 101**  
**Somerset, NJ 08873**

August 14, 2024

I hereby certify that the accompanying unaudited consolidated financial statements and related footnotes hereto are based on the best information currently available to the Company. To the best of my knowledge, this information presents fairly, in all material respects, the consolidated financial position and consolidated stockholders' equity of Spooz, Inc. as of June 30, 2024 and December 31, 2023 and the consolidated income statements and consolidated statements cash flows for the Six Months ended June 30, 2024 and 2023 in conformity with accounting principles generally accepted in the United States of America.

/s/ John K. Park  
CEO

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**SPOOZ, Inc.**  
**Consolidated Balance Sheets**  
**As of June 30, 2024 and December 31, 2023**  
**(Unaudited)**

<b>ASSETS</b>	<u>Balance at June 30, 2024</u>	<u>Balance at December 31, 2023</u>
Cash & Cash equivalents	\$ 68,883	\$ 0
Total Cash & Cash Equivalents	<u>68,883</u>	-
Advance Payments	470,000	-
Short term Loans Receivable	10,000	-
Total Other Current Assets	<u>480,000</u>	-
<b>Total Current Assets</b>	<b><u>548,883</u></b>	-
Other assets		
Intangible asset	<u>499</u>	-
Total other Assets	<b><u>499</u></b>	-
Property and Equipment	-	13,792
Less Accumulated Depreciation	-	(5,018)
Property and Equipment	<u>-</u>	<u>8,774</u>
<b>TOTAL ASSETS</b>	<b><u>\$ 549,382</u></b>	<b><u>\$ 8,774</u></b>

**LIABILITIES AND STOCKHOLDERS' DEFICIT**

<b>Current Liabilities</b>		
Accounts Payable & Accrued Expenses	0	\$ 103,991
Short-Term Business Loans	728,950	-
<b>Total Current Liabilities</b>		<b><u>103,991</u></b>
Notes Payable	20,000	-
<b>Total Long Term Liabilities</b>	<u>0</u>	-

<b>Total Liabilities</b>	<b><u>748,950</u></b>	<b><u>103,991</u></b>
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**Shareholders Deficit:**

Preferred Stock A \$ .0001 Par Value authorized 100 Issued and Outstanding as of 06/30/24.	100	-
Preferred Stock B \$ .0001 Par Value	0	877

Common stock \$ .0001 Par Value 5,800,000,000 authorized 5,799,910,503	579,991	549,591
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issued and outstanding at June 30, 2024  
And 4,990,100458 at December 31, 2023.

Additional Paid In Capital	9,683,511	8,824,373
Deficit	(10,064,034)	(9,470,058)
Total stockholders deficit	<u>(199,568)</u>	<u>(95,217)</u>
<b>Total Liabilities and Stockholders Deficit</b>	<b><u>\$ 549,382</u></b>	<b><u>\$ 8,774</u></b>

**SPOOZ, Inc.**  
**Consolidated Income Statements**  
**For the Period Ended**  
**June 30, 2024 and 2023**  
**(Unaudited)**

	Period Ended <u>June 30, 2024</u>	Period Ended <u>June 30, 2023</u>
<b>Revenue</b>	<b>\$ 1,825,526</b>	<b>\$ 0</b>
<b>Cost of revenue</b>	<b><u>1,395,638</u></b>	<b><u>-</u></b>
<b>Gross Profit (loss)</b>	<b><u>428,888</u></b>	<b><u>-</u></b>
<b>Expenses:</b>		
<b>Selling, general &amp; administrative</b>	<b>207,634</b>	<b>-</b>
Bank fees & service charges	1,576	-
Commissions & fees	4,078	-
Interest Expense	15,405	-
Office Expense	875	10,354
Professional Fees	424,852	-
Rent	6,750	-
Travel	<u>357,359</u>	<u>-</u>
<b>Total Expenses</b>	<b><u>\$ 1,018,529</u></b>	<b><u>\$ 10,354</u></b>
<b>Operating Income ( Loss )</b>	<b><u>\$ (589,641)</u></b>	<b><u>(10,354)</u></b>
Other income ( expenses )	4,439	
Total Other income	0	
Other Expenses	(8,774 )	-
Loss on disposal of assets	(8,774)	-
Loss before Income taxes	(593,976)	-
Provision for Income taxes	\$ (593,976)	\$ (10,354)
<b>Net Income ( Loss )</b>	<b><u>\$ (593,976)</u></b>	<b><u>\$ (10,354)</u></b>
<b>Net Loss per share</b>	<b>\$ (.00)</b>	<b>\$ (.00)</b>
Basic and diluted		
<b>Weighted average number of shares</b>	<b>5,799,910,503</b>	<b>5,495,710,503</b>
Basic and diluted		

See notes to the financial statements

**SPOOZ, Inc.**  
**Consolidated Statements of Changes in Stockholders Deficit**  
**From December 31, 2021 to June 30, 2024**  
**(Unaudited)**

	<b>Preferred</b>		<b>Common</b>		<b>Additional</b>	<b>Accumulated</b>	
	<b>Shares</b>	<b>Amount</b>	<b>Shares</b>	<b>Amount</b>	<b>Paid-in</b>	<b>Deficit</b>	<b>Total</b>
					<b>Capital</b>		
Balance Dec. 31, 2021	893,157	\$ 893	5,375,710,503	\$ 537,571	\$8,613,223	\$(9,162,745)	\$11,058
Common shares Issuance (16,247)	(16)		120,000,000	12,000	-	-	12,000
Common shares Issuance 380			200,000	20		-	400
Contributed Capital					151,638		
Net Loss	-		-	-	-	(186,934)	(186,934)
Balance Dec. 31, 2022	876,910	877	5,495,910,503	549,591	8,753,257	(9,349,679)	(45,954)
Contributed Capital	-				71,116		-
Net Loss	-		-		144,675	\$(120,379)	(120,379)
Balance Dec 31, 2023	1,000,000	877	5,495,910,503	\$ 549,591	8,824,373	(9,470,058)	(95,217)
Common shares Issuance	-	(777)	304,000,000	30,400	-	-	29,623
Contributed Capital	-		-	-	714,463	-	714,463
Net Loss	-		-	-	-	(593,976)	(593,976)
Balance June 30, 2024	100	\$100	5,799,910,503	\$ 579,991	\$9,683,511	\$(10,064,034)	199,568



**SPOOZ, Inc.**  
**Consolidated Statements of Cash Flows**  
**For the Period Ended June 30, 2024 and 2023**

(Unaudited)	Period Ended <u>06/30/234</u>	Period Ended <u>06/30/23</u>
<b>Cash flows from operating activities</b>		
Net Profit/Loss	\$ (593,976)	\$ (240,719)
Adjustments:		
Provision for doubtful accounts	-	-
Depreciation	-	-
Amortization of compensatory options	-	-
Gain on sale of equipment	-	-
Common stock issued for:		
Consulting services	-	-
<b>Changes in Assets &amp; Liabilities:      Decrease (Increase)</b>		
Accounts Receivable		-
Prepaid expenses		-
Accounts payable & Accrued Expenses	51,604	
Business loans		<u>217,592</u>
<b>Net cash used in operating activities</b>	<b>(645,580)</b>	<b>(23,127)</b>
<b>Cash flows from investing activities</b>	-	-
Net cash provided by investing activities		
Cash flows from financing activities	-	-
capital contributions	714,463	
<b>Net cash provided by financing activities</b>	-	-
<b>Net cash increase</b>	<b>68,883</b>	<b>(23,127)</b>
Cash at the beginning of period	<u>0</u>	<u>34,695</u>
<b>Cash at the end of period</b>	<b><u>\$ 68,883</u></b>	<b><u>\$ 11,568</u></b>
Interest paid during the year	-	-
Non-cash Financing Activities		
Common Stock issued for debt	-	-

# **SPOOZ, Inc.**

## **Notes to Consolidated Financial Statements**

**June 30, 2024 and 2023**

**(Unaudited)**

### **Note 1. Organization, History and Business**

Spooz Inc. ("The Company") was incorporated in the State of Nevada on May 13, 2004. Additionally on May 13, 2004, Spooz Publishing Group, Inc. merged with a newly formed Nevada corporation, Spooz, Inc., the successor corporation and began trading on the pink sheets. Spooz Publishing Group, Inc., a Texas "C" corporation became operational in Austin, Texas in January of 2001 as a futures and options Guaranteed Introducing Broker for Vision, Ltd. (New York). Spooz Inc. provides a suite of solutions designed to simplify financial trading for traders and hedgers alike. On or about January 1, 2024 the company completed an acquisition of JP 3E Holdings Inc. JP Energy Group, Inc., JP Energy Global PTE, LTD and PEC are wholly owned subsidiaries of JP 3E Holdings Inc.

### **Note 2. Summary of Significant Accounting Policies**

#### **Basis of Presentation**

The accompanying consolidated financial statements have been prepared in accordance with generally accepted accounting principles (GAAP) and pursuant to the rules and regulations of the Securities and Exchange Commission (the "SEC") and reflect all adjustments, consisting of normal recurring adjustments, which managements believes are necessary to fairly present the financials positions, results of operations and cash flow of the company as of and for the years ended December 2023 and 2022. The consolidated financial statements include the accounts of the company and its wholly owned subsidiaries. Intercompany accounts and transactions have been eliminated in consolidation.

#### **Principles of Consolidation**

The consolidated financial statements include the accounts of JP 3E Holdings Inc., and its wholly owned subsidiaries. Intercompany transactions and balances have been eliminated.

#### **Revenue Recognition**

To determine revenue recognition for arrangements that are within the scope of Accounting Standards Codification ("ASC") Topic 606, Revenue from Contracts with Customers, the Company performs the following five steps: (i) identify the contract(s) with a customer, (ii) identify the performance obligations in the contract, (iii) determine the transaction price, (iv) allocate the transaction price to the performance obligations in the contract, and (v) recognize revenue when (or as) the entity satisfies a performance obligation. The Company only applies the five-step model to arrangements that meet the definition of a contract under Topic 606, including when it is probable that the entity will collect the consideration it is entitled to in exchange for the goods or services it transfers to the customer.

#### **Use of Estimates**

The preparation of consolidated financials statements in conformity with GAAP requires management to make certain estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements. Estimates also affect the reported amounts of revenues and expenses during the reporting period. Actual events and results could materially differ from those assumptions and estimates.

#### **Property & Equipment**

Property and equipment are stated at cost and include a computer and web domain. Depreciation is calculated by the straight-line method over the estimated useful lives of depreciable assets, which is 5 years. Cost and accumulated depreciation for property retired or disposed of are removed from the accounts, and any resulting gain or loss is included in earnings. Expenditures for maintenance and repairs are charged to expense as incurred.

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**Impairment of Long Lived Assets**

In accordance with ASC 360-10, the Company, on a regular basis, reviews the carrying amount of long lived assets for the existence of facts or circumstances, both internally and externally, that suggest impairment. The Company determines if the carrying amount of a long-lived asset is impaired based on anticipated undiscounted cash flows, before interest, from the use of the asset. In the event of impairment, a loss is recognized based on the amount by which the carrying amount exceeds the fair value of the asset. Fair value is determined based on the appraised value of the assets or the anticipated cash flows from the use of the asset, discounted at a rate commensurate with the risk involved. There were no impairment charges recorded during the years ended December 31, 2023 and 2022.

**Earnings (Loss) per Share.**

The Company reports earnings (loss) per share in accordance with ASC Topic 260-10, "Earnings per Share." Basic earnings (loss) per share is computed by dividing income (loss) available to shareholders' by the weighted average number of shares available. Diluted earnings (loss) per share is computed similar to basic earnings (loss) per share except the denominator is increased to include the number of additional shares that would have been outstanding if the potential shares had been issued and if the additional shares were dilutive. Diluted earnings (loss) per share is presented on the statements of operations.

**Cash and Cash Equivalents**

For purpose of the consolidated statements of cash flows, the Company considers cash and cash equivalents to include all stable, highly liquid investments with maturities of three months or less.

**Income Taxes**

Income taxes are computed using the asset and liability method. Under the asset and liability method, deferred income tax assets and liabilities are determined based on the differences between the financial reporting and tax basis of assets and liabilities and are measured using the currently enacted tax rates and laws. A valuation allowance is provided for the amount of deferred tax assets that, based on available evidence, are not expected to be realized.

The Company's effective income tax rate for the years ended December 31, 2023 and 2022 are similar to the United States federal statutory tax rate to pre-tax losses for the period primarily due to net losses. The Company adopted Financial Accounting Standards Board (FASB) guidelines that address the determination of whether tax benefits claimed or expected to be claimed on a tax return should be recorded in the financial statements. Under this guidance, the Company may recognize the tax benefit from an uncertain tax position only if it is more likely than not that the tax position will be sustained on examination by the taxing authorities, based on the technical merits of the position. The tax benefits recognized in the financial statements from such a position should be measured based on the largest benefit that has a greater than fifty percent likelihood of being realized upon ultimate settlement. This guidance also provides guidance on derecognition, classification, interest and penalties on income taxes, accounting in interim periods and requires increased disclosures. As of December 31, 2023 and 2022, the Company did not have a liability for unrecognized tax benefits.

In assessing the realizability of deferred tax assets, management considers whether it is more likely than not that some portion or all of the deferred income tax assets will not be realized. The Company's policy is to record interest and penalties on uncertain tax provisions as income tax expense. As of December 31, 2023 and 2022, the Company has not accrued interest or penalties related to uncertain tax positions. Additionally, past tax years remain open to examination by the major taxing jurisdictions to which the Company is subject. The Company is preparing and reviewing information for tax returns for past years. Due to the Company's lack of revenue since inception management does not believe that there is any income tax liability for past years.

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There are currently no open federal or state tax years under audit. Upon the attainment of taxable income by the Company, management will assess the likelihood of realizing the tax benefit associated with the use of the carry forwards. Deferred income taxes reflect the net tax effects of temporary differences between the carrying amount of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. As of June 30, 2024 and December 31, 2023, the Company's only significant deferred income tax asset was a cumulative estimated net tax operating loss of \$10,064,034 and \$9,470,058, respectively, that is available to offset future taxable income, if any, in future periods, subject to expiration and other limitations imposed by the Internal Revenue Service. Management has considered the Company's operating losses incurred to date and believes that a full valuation allowance against the deferred tax assets may apply going forward in the future of the company.

**Recent Accounting Pronouncements**

In December 2023, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update\ (ASU) 2023-09, "Income Taxes (Topic 740) – Improvements to Income Tax Disclosures," which requires that certain information in a reporting entity's tax rate reconciliation be disaggregated and provides additional requirements regarding income taxes paid. The amendments are effective for annual periods beginning after December 15, 2024, with early adoption permitted, and should be applied either prospectively or retrospectively. Management is currently evaluating this ASU to determine its impact on the Company's disclosures. Adoption of the update will not impact the Company's financial position, results of operations or liquidity. The Company considers the applicability and impact of all ASUs.

**Note 3. Going Concern**

The accompanying consolidated financial statements have been prepared assuming that the Company will continue as a going concern. Currently, the Company has incurred operating losses, and as of June 30, 2024 the Company also had a working capital deficit and an accumulated deficit. These factors raise substantial doubt about the Company's ability to continue as a going concern. Management believes that the Company's capital requirement will depend on many factors including the success of the Company's development efforts and its efforts to raise capital. Management also believes the Company needs to raise additional capital for working capital purposes. There is no assurance that such financing will be available in the future. The conditions described above raise substantial doubt about our ability to continue as a going concern. The consolidated financial statements of the Company do not include any adjustments relating to the recoverability and classification of recorded assets, or the amount and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

**Note 4: Commitments and Contingencies**

The Company is not currently a party to legal proceedings, other than routine disputes and claims from time to time arising in the ordinary course of its business. While the ultimate outcome of the pending proceedings, disputes or claims, and any resulting impact on the Company cannot be predicted with certainty, the Company's management believes that none of these matters, if ultimately decided adversely, will have a material adverse effect on the Company's financial condition, results of operations or cash flows. The Company's assessment is based on information known about the pending matters and its experience in contesting, litigating and settling similar matters. Actual outcomes could differ materially from the Company's assessment. The Company record reserves for contingencies related to outstanding legal proceedings, disputes or claims when information available indicates that a loss is probable, and the amount of the loss can be reasonably estimated.

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**Note 6. Related Party**

Transactions Epidemiologic Solutions Corporation (ESC), a 501 C (3) charity has made donations totaling \$714,463 and \$71,116 in June 30, 2024 and December 31, 2023, respectively. The capital contributions were to assist the Company with operating capital. There were no amounts paid to any Officers or Directors of the Company. ESC has no relationship to the Company and exists as a benefactor for the Company through the ownership of stock via common shares purchased from third parties.

**Note 7. Stockholders' Equity**

On June 30, 2024, the Company had a total of 5,799,910,503 shares of Common Stock issued and 100 shares of the Series A Preferred Stock. These shares are not convertible to common shares and represent 100% voting rights. The 100 Series A Preferred Stock are the only shares of preferred shares that exist.

**Note 5. Loans**

As of June 30, 2024, the Company has an outstanding Short Term Business Loan ("Loans") balance of \$728,950. The proceeds from these Loans are being utilized to fund the Company's working capital needs. Until that time the Company is able to fund operations either through revenue generation and/or capital fund raise. These loans are due in less than one year with interest rates ranging from 4.89% to 5.28%.

**Note 6. Acquisitions: JP 3E Holdings Inc.**

JP 3E Holdings, Inc. completed the acquisition of a majority stake of Power Engineering Corporation (PEC) from Imperial Holdings, Inc. This acquisition is a strategic expansion move that aims to significantly enhance JP3E's presence in the liquefied natural gas (LNG) sector through PEC's advanced capabilities.

**Note 7. Subsequent Events**

JP 3E Holdings, Inc. completed the acquisition of a majority stake in Bloxcross, Inc. In July 2024. Bloxcross is a trailblazing digital assets innovation company, renowned for its groundbreaking platform that revolutionizes global bilateral trade, cross-border payments, and financial applications through advanced blockchain technologies. In 2023, Bloxcross successfully completed \$ 135 million in global transactions and therefore reportable as revenues. However, those revenues and other results of Bloxcross operations are not included in these financial statements since the acquisition was completed after the end of the quarter.

JP 3E Holdings, Inc., completed the audit the company's financials for 2023 and 2022 with Astra Audit & Advisory on July 3, 2024 to become an SEC Fully Reporting company. This is the first step toward achieving its goal of uplisting first to the OTCQB.