

# Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

## PickleJar Entertainment Group, Inc.

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Houston, TX 77056

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SIC 7372

## Annual Report

For the year ended December 31, 2024 (the "Reporting Period")

### Outstanding Shares

The number of shares outstanding of our Common Stock was:

124,639,472 as of December 31, 2024

124,639,472 as of October 31, 2024

### 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>4</sup> of the company has occurred during this reporting period:

Yes:  No:

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<sup>4</sup> "Change in Control" shall mean any events resulting in:

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

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

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

The Issuer was originally incorporated on December 1, 2010, in the State of Nevada as Avra, Inc. On March 9, 2022 the Company changed its name to Springs Rejuvenation, Inc. and changed its trading symbol from AVRN to SPRJ. In December of 2022 the Company changed its name from Springs Rejuvenation, Inc. to NewRegen, Inc. and changed its trading symbol from SPRJ to NREG.

Subsequently, in August, 2024, the Company changed its name to PickleJar Entertainment Group, Inc., and changed its trading symbol to PKLE.

Current State and Date of Incorporation or Registration: Nevada  
Standing in this jurisdiction: (e.g. active, default, inactive): Active

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

The corporate history is provided in the previous section.

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:

2 Riverway  
Suite 1750  
Houston, Texas 77056

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:

Not applicable.

## 2) Security Information

### Transfer Agent

Name: Pacific Stock Transfer Company  
Phone: (702) 361-3033  
Email: info@pacificstocktransfer.com  
Address: 6725 Via Austi Parkway, Suite 300, Las Vegas, Nevada, 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:	PKLE
Exact title and class of securities outstanding:	Common Stock
CUSIP:	05453B304
Par or stated value:	\$0.00001
Total shares authorized:	750,000,000 as of date: December 31, 2024
Total shares outstanding:	124,639,472 as of date: December 31, 2024
Total number of shareholders of record:	28 as of date: December 31, 2024

### 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:	Class A Preferred
Par or stated value:	\$0.00001
Total shares authorized:	40,000,000 as of date: December 31, 2024
Total shares outstanding (if applicable):	39,999,984 as of date: December 31, 2024
Total number of shareholders of record:	34 as of date: December 31, 2024

Exact title and class of the security:	Class AA Preferred
Par or stated value:	\$0.00001
Total shares authorized:	1,500,000 as of date: December 31, 2024
Total shares outstanding (if applicable):	0 as of date: December 31, 2024
Total number of shareholders of record:	0 as of date: December 31, 2024

Exact title and class of the security:	Class B Preferred
Par or stated value:	\$0.00001
Total shares authorized:	2,000,000 as of date: December 31, 2024
Total shares outstanding (if applicable):	0 as of date: December 31, 2024
Total number of shareholders of record:	0 as of date: December 31, 2024

Exact title and class of the security:	Class C Preferred
Par or stated value:	\$0.00001
Total shares authorized:	30,000,000 as of date: December 31, 2024
Total shares outstanding (if applicable):	0 as of date: December 31, 2024
Total number of shareholders of record:	0 as of date: December 31, 2024

**Note:** There are a total of 75,000,000 preferred series shares authorized. As of October 31, 2024, there are 73,500,000 shares authorized with designation, and the balance of 1.5 million shares has not yet been designated.

### **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.**

Each share of common stock has the right to cast one vote. There are no pre-emptive rights.

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

#### **Class A Preferred Stock**

*Dividends* - There will be no dividends due or payable on the Class A Preferred Stock.

*Liquidation* - Class A Preferred Stock are not entitled to any rights upon the occurrence of a Liquidation Event. As used herein, "Liquidation Event" means; (i) the liquidation, dissolution or winding-up, whether voluntary or involuntary, of the Corporation, (ii) the merger or consolidation of the Corporation with or into any other corporation or corporations.

*Hold period* - Upon the date of subscription or receipt, holders of the Class A Preferred must hold their Preferred shares for one (1) year and one (1) day prior to converting their Class A Preferred Shares to Common Shares.

*Conversion* - Conversion of the Class A Preferred Stock is permitted; Every Class A Preferred Share held can be converted into one (1) Common Share of the Corporation's Common Stock, upon written notice to the Corporation, after the hold period has expired.

*Rank* - All shares of the Class A Preferred Stock shall rank senior to the Corporation's Common Stock, par value \$0.00001 per share ("Common Stock") of the Corporation and all preferred stock of the Corporation. In addition, so long as any shares of Preferred Class A Stock remains outstanding, in addition to any other vote or consent of stockholders required by the Corporation's certificate of incorporation, the Corporation will not, without first obtaining the approval (by written consent, as provided by law or otherwise) of a unanimous vote of the then outstanding shares of Class A Preferred Stock, voting together as a class: (i) Increase or decrease the total number of authorized shares of Class A Preferred Stock; (ii) Effect an exchange reclassification, or cancellation of all or a part of the Class A Preferred Stock, but excluding a stock split or reverse stock split of the Corporation's Common Stock or preferred stock; (iii) Effect an exchange, or create a right of exchange, of all or part of the shares of another class of shares into shares of Class A Preferred Stock; or (iv) Alter or change the rights, preferences or privileges of the shares of Class A Preferred Stock so as to affect adversely the shares of such series, including the rights set forth in this Designation. For clarification, issuances of additional authorized shares of Class A Preferred Stock under the terms herein shall require the authorization or approval of the existing shareholders of Class A Preferred Stock.

*Voting rights* - The Class A Preferred Stock, is Anti Dilutive. Class A Preferred shares issued and outstanding, represent 66.667 % voting rights of all the issued and outstanding shares of all classes of the Corporation's shares. Class A Preferred shares vote together as a class, with a majority vote of the class needed to vote. With respect to all matters upon which stockholders are entitled to vote or to which stockholders are entitled to give consent, the holders of the outstanding shares of Class A Preferred Stock vote together with the holders of Common Stock, except as to those matters on which separate class voting is required by applicable law or the Certificate of Incorporation or By-laws.

### **Class AA Preferred Stock**

*Dividends* - Initially, there will be no dividends due or payable on the Class AA Preferred Stock. Any future terms with respect to dividends shall be determined by the Board consistent with the Corporation's Certificate of Incorporation. Any and all such future terms concerning dividends shall be reflected in an amendment to this the Board shall promptly file or cause to be filed.

*Liquidation* - Upon the occurrence of a Liquidation Event (as defined below), the holders of Class AA Preferred Stock are entitled to receive net assets on a pro-rata basis. Each holder of Class AA Preferred Stock is entitled to receive pro rata any dividends declared by the Board, if any, out of funds legally available for the payment of dividends. As used herein, "Liquidation Event" means; (i) the liquidation, dissolution or winding-up, whether voluntary or involuntary, of the Corporation, (ii) the merger or consolidation of the Corporation with or into any other corporation or corporations, unless; (a) the holders of the Class AA Preferred Stock receive securities of the surviving Corporation having substantially similar rights as the Class AA Preferred Stock and the stockholders of the Corporation immediately prior to such transaction are holders of at least a majority of the voting securities of the successor Corporation immediately thereafter (the "Permitted Merger"), unless the holders of the shares of Class AA Preferred Stock elect otherwise or (b) the sale, license or lease of all or substantially all, or any material part of, the Corporation's assets, unless the holders of Class AA Preferred Stock elect otherwise.

*Hold period* - Upon the date of subscription or receipt, holders of the Class AA Preferred must hold their Preferred shares for one (1) year and one (1) day prior to converting their Class AA Preferred Shares to Common Shares.

*Conversion* - Conversion of the Class AA Preferred Stock is permitted; Every Class AA Preferred Share held can be converted into one (1) Common Share of the Corporation's Common Stock, upon written notice to the Corporation, after the hold period has expired.

*Rank* - All shares of the Class AA Preferred Stock shall rank senior to the Corporation's Common Stock, par value \$0.00001 per share ("Common Stock") and all classes of Preferred Stock of the Corporation, except Class A Preferred Stock. In addition, so long as any shares of Preferred Class AA Stock remains outstanding, in addition to any other vote or consent of stockholders required by the Corporation's certificate of incorporation, the Corporation will not, without first obtaining the approval (by written consent, as provided by law or otherwise) of a unanimous vote of the then outstanding shares of Class AA Preferred Stock, voting together as a class: (i) Increase or decrease the total number of authorized shares of Class AA Preferred Stock; (ii) Effect an exchange reclassification, or cancellation of all or a part of the Class AA Preferred Stock, but excluding a stock split or reverse stock split of the Corporation's Common Stock or preferred stock; (iii) Effect an exchange, or create a right of exchange, of all or part of the shares of another class of shares into shares of Class AA Preferred Stock; or (iv) Alter or change the rights, preferences or privileges of the shares of Class AA Preferred Stock so as to affect adversely the shares of such series, including the rights set forth in this Designation. For clarification, issuances of additional authorized shares of Class AA Preferred Stock under the terms herein shall require the authorization or approval of the existing shareholders of Class AA Preferred Stock.

*Voting rights* - The Class AA Preferred Stock, has no voting rights, except for the voting rights described in "Rank" above.

### **Class B Preferred Stock**

*Dividends* - Initially, there will be no dividends due or payable on the Class B Preferred Stock. Any future terms with respect to dividends shall be determined by the Board consistent with the Corporation's Certificate of Incorporation. Any and all such future terms concerning dividends shall be reflected in an amendment to this the Board shall promptly file or cause to be filed.

*Liquidation* - Upon the occurrence of a Liquidation Event (as defined below), the holders of Class B Preferred Stock are entitled to receive net assets on a pro-rata basis. Each holder of Class B Preferred Stock is entitled to receive pro rata any dividends declared by the Board, if any, out of funds legally available for the payment of dividends. As used herein, "Liquidation Event" means; (i) the liquidation, dissolution or winding-up, whether voluntary or involuntary, of the Corporation, (ii) the merger or consolidation of the Corporation with or into any other corporation or corporations, unless; the holders of the Class B Preferred Stock receive securities of the surviving Corporation having substantially similar rights as the Class B Preferred Stock and the stockholders of the Corporation immediately prior to such transaction are holders of at least a majority of the voting securities of the successor Corporation immediately thereafter (the "Permitted Merger"), unless the holders of the shares of Class B Preferred Stock elect otherwise or (b) the sale, license or lease of all or substantially all, or any material part of, the Corporation's assets, unless the holders of Class B Preferred Stock elect otherwise.

*Hold period* - Upon the date of subscription or receipt, holders of the Class B Preferred must hold their Preferred shares for one (1) year and one (1) day prior to converting their Class B Preferred Shares to Common Shares.

*Conversion* - Conversion of the Class B Preferred Stock is permitted; Every Class B Preferred Share held can be converted into one (1) Common Share of the Corporation's Common Stock, upon written notice to the Corporation, after the hold period has expired.

*Rank* - All shares of the Class B Preferred Stock shall rank senior to the Corporation's Common Stock, par value \$0.00001 per share ("Common Stock") and all classes of Preferred Stock of the Corporation, with the exception of Class AA Preferred Stock. In addition, so long as any shares of Preferred Class B Stock remains outstanding, in addition to any other vote or consent of stockholders required by the Corporation's certificate of incorporation, the Corporation will not, without first obtaining the approval (by written consent, as provided by law or otherwise) of a unanimous vote of the then outstanding shares of Class B Preferred Stock, voting together as a class: (i) Increase or decrease the total number of authorized shares of Class B Preferred Stock; (ii) Effect an exchange reclassification, or cancellation of all or a part of the Class B Preferred Stock, but excluding a stock split or reverse stock split of the Corporation's Common Stock or preferred stock; (iii) Effect an exchange, or create a right of exchange, of all or part of the shares of another class of shares into shares of Class B Preferred Stock; or (iv) Alter or change the rights, preferences or privileges of the shares of Class B Preferred Stock so as to affect adversely the shares of such series, including the rights set forth in this Designation. For clarification, issuances of additional authorized shares of Class B Preferred Stock under the terms herein shall require the authorization or approval of the existing shareholders of Class B Preferred Stock.

*Voting rights* - The Class B Preferred Stock, has no voting rights, except for the voting rights described in "Rank" above.

### **Class C Preferred Stock**

*Dividends* - Initially, there will be no dividends due or payable on the Class C Preferred Stock. Any future terms with respect to dividends shall be determined by the Board consistent with the Corporation's Certificate of Incorporation. Any and all such future terms concerning dividends shall be reflected in an amendment to this the Board shall promptly file or cause to be filed.

*Liquidation* - Upon the occurrence of a Liquidation Event (as defined below), the holders of Class C Preferred Stock are entitled to receive net assets on a pro-rata basis. Each holder of Class C Preferred Stock is entitled to receive pro rata any dividends declared by the Board, if any, out of funds legally available for the payment of dividends. As used herein, "Liquidation Event" means; (i) the liquidation, dissolution or winding-up, whether voluntary or involuntary, of the Corporation, (ii) the merger or consolidation of the Corporation with or into any other corporation or corporations, unless; (a) the holders of the Class C Preferred Stock receive securities of the surviving Corporation having substantially similar rights as the Class C Preferred Stock and the stockholders of the Corporation immediately prior to such transaction are holders of at least a majority of the voting securities of the successor Corporation immediately thereafter (the "Permitted Merger"), unless the holders of the shares of Class C Preferred Stock elect otherwise or (b) the sale, license or lease of all or substantially all, or any material part of, the Corporation's assets, unless the holders of Class C Preferred Stock elect otherwise.

*Hold period* - Upon the date of subscription or receipt, holders of the Class C Preferred must hold their Preferred shares for one (1) year and one (1) day prior to converting their Class C Preferred Shares to Common Shares.

*Conversion* - Conversion of the Class C Preferred Stock is permitted; Every Class C Preferred Share held can be converted into one (1) Common Share of the Corporation's Common Stock, upon written notice to the Corporation, after the hold period has expired.

*Rank* - All shares of the Class C Preferred Stock shall rank senior to the Corporation's Common Stock, par value \$0.00001 per share ("Common Stock") and all classes of Preferred Stock of the Corporation, with the exception of Class B and AA Preferred Stock. In addition, so long as any shares of Preferred Class C Stock remains outstanding, in addition to any other vote or consent of stockholders required by the Corporation's certificate of incorporation, the Corporation will not, without first obtaining the approval (by written consent, as provided by law or otherwise) of a unanimous vote of the then outstanding shares of Class C Preferred Stock, voting together as a class: (i) Increase or decrease the total number of authorized shares of Class C Preferred Stock; (ii) Effect an exchange reclassification, or cancellation of all or a part of the Class C Preferred Stock, but excluding a stock split or reverse stock split of the Corporation's Common Stock or preferred stock; (iii) Effect an exchange, or create a right of exchange, of all or part of the shares of another class of shares into shares of Class C Preferred Stock; or (iv) Alter or change the rights, preferences or privileges of the shares of Class C Preferred Stock so as to affect adversely the shares of such series, including the rights set forth in this Designation. For clarification, issuances of additional authorized shares of Class C Preferred Stock under the terms herein shall require the authorization or approval of the existing shareholders of Class C Preferred Stock.

*Voting rights* - The Class C Preferred Stock, has no voting rights, except for the voting rights described in "Rank" above.

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

None other than noted in the previous section regarding designation and right of each class of Preferred Stock.

**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.**

All of the designations, rights, and preferences of the Class A, Class AA, Class B and Class C Preferred Stock have been modified since the last reporting period as reflected in Section 2, sub section 2 above.

**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> :			*Right-click the rows below and select "Insert" to add rows as needed.						
Date	Common:	Preferred:							
Date <u>1/1/2022</u>	Common: <u>197,682,208</u>	Preferred: <u>10,000,000</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.
01/03/22	New Issuance	7,500,000	Common	\$0.01	No	Quick Capital LLC Ellon Natan (principal)	Reg A Offering	Free trading	Reg A
02/03/22	New Issuance	12,500,000	Common	\$0.0055	No	Macro Services Inc. Richard Wilson (principal)	Reg A Offering	Free trading	Reg A
02/18/22	Cancellation	(15,000,000)	Common	NA	NA	Everett Dickson	Common	Restricted	-
02/28/22	New Issuance	14,290,598	Common	\$0.0001	Yes	Device Corp. E L Harris (principal)	Debt Conversion	Free trading	4(a)1
04//05/22	New Issuance	5,000,000	Common	\$0.0055	No	Quick Capital LLC Ellon Natan (principal)	Reg A Offering	Free trading	Reg A
05/04/22	New Issuance	3,000,000	Common	\$0.0055	No	Quick Capital LLC Ellon Natan (principal)	Reg A Offering	Free trading	Reg A
07/21/22	Cancellation	(6,666,667)	Class A Preferred	\$0.00001	No	Charles Pereyra	Class A Preferred	Restricted	-

12/06/2022	Cancellation	(110,333,334)	Common	NA	NA	Everett Dickson	Common	Restricted	-
06/06/2023	New Issuance	10,000,000	Common	\$0.0005	Yes	Device Corp. E L Harris (principal)	Debt Conversion	Free trading	4(a)1
11/25/2023	New Issuance	12,002,571	Class A Preferred	\$0.00001	No	Maximum Vantage Permanente, LLC Jeffrey James (principal)	Picklejar Shareholder	Restricted	-
11/25/2023	New Issuance	2,743,445	Class A Preferred	\$0.00001	No	Reatro Ventures LLC Jason Bailey (principal)	Picklejar Shareholder	Restricted	-
11/25/2023	New Issuance	228,620	Class A Preferred	\$0.00001	No	Whale Capital LP Michael Whalen (principal)	Picklejar Shareholder	Restricted	-
11/25/2023	New Issuance	1,143,102	Class A Preferred	\$0.00001	No	Esroh Equity LLC Jeffrey James (principal)	Picklejar Shareholder	Restricted	-
11/25/2023	New Issuance	171,465	Class A Preferred	\$0.00001	No	Brian David Barrileaux	Picklejar Shareholder	Restricted	-
11/25/2023	New Issuance	171,465	Class A Preferred	\$0.00001	No	Mathew David Bryant	Picklejar Shareholder	Restricted	-
11/25/2023	New Issuance	5,435,673	Class A Preferred	\$0.00001	No	Jeff James	Picklejar Shareholder	Restricted	-
11/25/2023	New Issuance	457,240	Class A Preferred	\$0.00001	No	Kristian Barowsky	Picklejar Shareholder	Restricted	-
11/25/2023	New Issuance	466,667	Class A Preferred	\$0.00001	No	Everett Dickson	Picklejar Shareholder	Restricted	-
11/25/2023	New Issuance	603,329	Class A Preferred	\$0.00001	No	Keith Wing	Picklejar Shareholder	Restricted	-
11/25/2023	New Issuance	75,414	Class A Preferred	\$0.00001	No	Gary Dante	Picklejar Shareholder	Restricted	-
11/25/2023	New Issuance	407,245	Class A Preferred	\$0.00001	No	2672708 Ontario Inc. Darren Rabie (principal)	Picklejar Shareholder	Restricted	-
11/25/2023	New Issuance	5,279,146	Class A Preferred	\$0.00001	No	Celia Holdings (NA) Inc. Anton Rabie (principal)	Picklejar Shareholder	Restricted	-
11/25/2023	New Issuance	301,664	Class A Preferred	\$0.00001	No	Chris Beardall	Picklejar Shareholder	Restricted	-
11/25/2023	New Issuance	105,580	Class A Preferred	\$0.00001	No	Corey Adler & Melissa Snider- Adler	Picklejar Shareholder	Restricted	-
11/25/2023	New Issuance	301,664	Class A Preferred	\$0.00001	No	Dale Storey	Picklejar Shareholder	Restricted	-
11/25/2023	New Issuance	150,832	Class A Preferred	\$0.00001	No	Dr. Brian Rittenberg Dentistry, P.C. Brian Rittenberg (principal)	Picklejar Shareholder	Restricted	-
11/25/2023	New Issuance	301,664	Class A Preferred	\$0.00001	No	Iseman Holdings Inc. Brian Iseman (principal)	Picklejar Shareholder	Restricted	-
11/25/2023	New Issuance	377,078	Class A Preferred	\$0.00001	No	PJC Investments Inc. Paul Clufo (principal)	Picklejar Shareholder	Restricted	-
11/25/2023	New Issuance	452,496	Class A Preferred	\$0.00001	No	Rabie Holdings Limited Lawrence Rabie (principal)	Picklejar Shareholder	Restricted	-
11/25/2023	New Issuance	105,580	Class A Preferred	\$0.00001	No	Reinsh Investments Inc. Eddie Reinsh (principal)	Picklejar Shareholder	Restricted	-
11/25/2023	New Issuance	75,414	Class A Preferred	\$0.00001	No	Steven Bleiwas	Picklejar Shareholder	Restricted	-

11/25/2023	New Issuance	754,161	Class A Preferred	\$0.00001	No	Rick Loch	Picklejar Shareholder	Restricted	-
11/25/2023	New Issuance	452,496	Class A Preferred	\$0.00001	No	Chalen Enterprises LP Rob Ferdows (principal)	Picklejar Shareholder	Restricted	-
11/25/2023	New Issuance	1,508,327	Class A Preferred	\$0.00001	No	Chaluh Holdings, LLC Jesse Chaluh (principal)	Picklejar Shareholder	Restricted	-
11/25/2023	New Issuance	226,246	Class A Preferred	\$0.00001	No	1151807 Ontario Inc. Ronald Torch (principal)	Picklejar Shareholder	Restricted	-
11/25/2023	New Issuance	150,832	Class A Preferred	\$0.00001	No	Adam Frieman	Picklejar Shareholder	Restricted	-
11/25/2023	New Issuance	1,357,494	Class A Preferred	\$0.00001	No	Kale Investment Fund Dale Storey (principal)	Picklejar Shareholder	Restricted	-
11/25/2023	New Issuance	75,414	Class A Preferred	\$0.00001	No	Carolyn Faulk	Picklejar Shareholder	Restricted	-
11/25/2023	New Issuance	603,329	Class A Preferred	\$0.00001	No	Jan Pasternak	Picklejar Shareholder	Restricted	-
11/25/2023	New Issuance	150,832	Class A Preferred	\$0.00001	No	Richard Mauran	Picklejar Shareholder	Restricted	-
11/25/2023	New Issuance	30,166	Class A Preferred	\$0.00001	No	R. Thomas Barowsky	Picklejar Shareholder	Restricted	-
Shares Outstanding on Date of This Report:									
Date <u>12/31/2024</u> <u>Ending Balances</u>									
Common: <u>124,639,472</u>									
Preferred: <u>39,999,984</u>									

**Example:** A company with a fiscal year end of December 31<sup>st</sup> 2024, 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, 2023 through December 31, 2024 pursuant to the tabular format above.

Any additional material details, including footnotes to the table are below:

**Note:** On May 19, 2022, as a result of a court order, the Company canceled a total of 32,942,624 shares of its common stock issued to the former CEO of the Company, Tadashi Ishikawa.

## B. Convertible Debt

The following is a complete list of the Company's Convertible Debt which includes all promissory notes, convertible notes, convertible debentures, or any other debt instruments convertible into a class of the issuer's equity securities. The table includes all issued or outstanding convertible debt at any time during the last complete fiscal year and any interim period between the last fiscal year end and the date of this Certification.

Check this box to confirm the Company had no Convertible Debt issued or outstanding at any point during this period.

Date of Note Issuance	Principal Amount at Issuance (\$)	Outstanding Balance (\$) (include accrued interest)	Maturity Date	Conversion Terms (e.g., pricing mechanism for determining conversion of instrument to shares)	# Shares Converted to Date	# of Potential Shares to be Issued Upon Conversion <sup>5</sup>	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g., Loan, Services, etc.)
08/22/2023	\$50,000	\$54,085	08/22/2026	May convert to Common upon a Registration Statement being effective at the rate per share set forth in such registration statement or upon acquisition and a price per share determined by the Maker.	-0-	5,408,500	2378493 Ontario, Inc. Steven Klausz (principal)	Loan
08/31/2023	\$20,000	\$21,627	08/31/2026	May convert to Common shares at a fixed price of \$0.01 per share in the case of an acquisition, if no acquisition a price per share determined by the Maker.	-0-	2,162,700	Judy Lakin Group, LLC Judy Lakin (principal)	Loan
08/31/2023	\$150,000	\$161,959	08/25/2026	May convert to Common shares at a fixed price of \$0.01 per share in the case of an acquisition, if no acquisition a price per share determined by the Maker.	-0-	16,195,900	David Hargrave	Loan
08/31/2023	\$200,000	\$216,077	08/31/2026	May convert to Common shares at a fixed price of \$0.01 per share in the case of an acquisition, if no acquisition a price per share determined by the Maker.	-0-	21,607,700	Joseph Tharpe	Loan
08/31/2023	\$50,000	\$54,019	08/31/2026	May convert to Common shares at a fixed price of \$0.01 per share in the case of an acquisition, if no acquisition a price per share determined by the Maker.	-0-	5,401,900	Kenneth Baye	Loan
08/31/2023	\$50,000	\$54,019	08/31/2026	May convert to Common shares at a fixed price of \$0.01 per share in the case of an acquisition, if no acquisition a price per share determined by the Maker.	-0-	5,401,900	Michael Wright	Loan

<sup>5</sup> The total number of shares that can be issued upon full conversion of the Outstanding Balance. The number should not factor any "blockers" or limitations on the percentage of outstanding shares that can be owned by the Noteholder at a particular time. For purposes of this calculation, please use the current market pricing (e.g. most recent closing price, bid, etc.) of the security if conversion is based on a variable market rate.

08/31/2023	\$25,000	\$26,989	08/31/2026	May convert to Common shares at a fixed price of \$0.01 per share in the case of an acquisition, if no acquisition a price per share determined by the Maker.	-0-	2,698,900	Philip Wright	Loan
11/02/2023	\$100,000	\$107,003	08/31/2026	May convert to Common shares at a fixed price of \$0.01 per share in the case of an acquisition, if no acquisition a price per share determined by the Maker.	-0-	10,700,300	Joseph Tharpe	Loan
11/02/2023	\$50,000	\$53,501	08/31/2026	May convert to Common shares at a fixed price of \$0.01 per share in the case of an acquisition, if no acquisition a price per share determined by the Maker.	-0-	5,350,100	Rhon Daguro	Loan
11/06/2023	\$50,000	\$53,468	09/06/2026	May convert to Common upon a Registration Statement being effective at the rate per share set forth in such registration statement or upon acquisition and a price per share determined by the Maker.	-0-	5,346,800	Steven Triplett	Loan
11/07/2023	\$100,000	\$106,337	11/07/2026	May convert to Common upon a Registration Statement being effective at the rate per share set forth in such registration statement or upon acquisition and a price per share determined by the Maker.	-0-	10,633,700	Chris Kellogg	Loan
11/24/2023	\$477,728	\$509,454	5/31/2024	May convert to Common upon a Registration Statement being effective at the rate per share set forth in such registration statement, or upon maturity at a 25% discount to market.	-0-	203,781,600	Everett Dickson	Operating Expenses
12/12/2023	\$50,000	\$59,894	12/12/2026	May convert to Common upon a Registration Statement being effective at the rate per share set forth in such registration statement, or upon maturity at a 25% discount to market.	-0-	23,957,600	Everett Dickson	Loan

03/1/2024	\$60,000	\$67,545	03/1/2027	May convert to Common shares at a fixed price of \$0.01 per share in the case of an acquisition, if no acquisition a price per share determined by the Maker.	-0-	6,754,500	David Hargrave	Loan
5/25/2024	\$350,000	\$366,033	6/1/2025	May convert to Common upon a Registration Statement being effective at the rate per share set forth in such registration statement or upon acquisition and a price per share determined by the Maker.	-0-	36,603,300	Chris Kellogg	Loan
5/31/2024	\$25,000	\$25,879	6/1/2025	May convert to Common upon a Registration Statement being effective at the rate per share set forth in such registration statement, or upon maturity at a 25% discount to market.	-0-	2,587,900	Thomas Barowski	Loan
5/31/2024	\$50,000	\$0	6/7/2025	May convert to Common upon a Registration Statement being effective at the rate per share set forth in such registration statement or upon acquisition and a price per share determined by the Maker.	-0-	100,000	Kenneth Baye	Loan
5/31/2024	\$50,000	\$0	6/7/2025	May convert to Common upon a Registration Statement being effective at the rate per share set forth in such registration statement or upon acquisition and a price per share determined by the Maker.	-0-	100,000	Mark Blieden	Loan
7/15/2024	\$50,000	\$52,288	7/21/2025	May convert to Common upon a Registration Statement being effective at the rate per share set forth in such registration statement or upon acquisition and a price per share determined by the Maker.	-0-	5,278,800	Kenneth Baye	Loan

7/18/2024	\$50,000	\$52,329	7/21/2025	May convert to Common upon a Registration Statement being effective at the rate per share set forth in such registration statement or upon acquisition and a price per share determined by the Maker.	-0-	5,282,900	Mark Blieden	Loan
08/30/2024	\$9,575	\$9,769	08/30/2027	May convert to Common shares at a fixed price of \$0.01 per share in the case of an acquisition, if no acquisition a price per share determined by the Maker.	-0-	976,900	Chad Thilborger	Loan
09/13/2024	\$10,000	\$10,201	09/13/2027	May convert to Common shares at a fixed price of \$0.01 per share in the case of an acquisition, if no acquisition a price per share determined by the Maker.	-0-	1,020,100	Frank Ruppen	Loan
09/30/2024	\$70,000	\$71,070	09/30/2027	May convert to Common shares at a fixed price of \$0.01 per share in the case of an acquisition, if no acquisition a price per share determined by the Maker.	-0-	7,107,000	Kenneth Baye	Loan
10/04/2024	\$100,000	\$101,447	09/17/2027	May convert to Common shares at a at a 20% discount to market immediately prior to the effectiveness of a Registration Statement, if no Registration Statement by maturity date, may convert to Common at a 20% discount to market upon maturity.	-0-	42,269,583	Chalen Enterprises Sirus Ferdows (principal)	Loan
12/5/2024	\$50,000	\$50,301	12/5/2025	May convert to Common upon a Registration Statement being effective at the rate per share set forth in such registration statement, or upon maturity at a 25% discount to market	-0-	20,124,400	Jerry James	Loan
<b>Total Outstanding Balance:</b>		<b><u>\$2,263,667</u></b>	<b>Total Shares:</b>		<b>-0-</b>	<b>446,852,983</b>		

Any additional material details, including footnotes to the table are below:

#### 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](http://www.OTCMarkets.com).

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

###### ***Corporate History***

Picklejar Entertainment Group, Inc. (the "Company") was originally incorporated as Avra Inc., a Nevada Corporation on December 1, 2010. The Company has undergone several name changes from Avra Inc. to Springs Rejuvenation, Inc., NewRegen, Inc. Our application to FINRA for a name change to Picklejar Entertainment Group, Inc. and a trading symbol change to "PKLE" was approved and went effective in August 2024.

PickleJar began its operations as an "artists payments platform" in early 2021. After launching its flagship product, the PickleJar Live App, the Company continues its rapid development of key features and service offerings to meet the growing demand for a seamless, unified entertainment ecosystem and the industry challenges of digital transformation for both Artists and Venues. From the beginning, the key executives and board members financially supported the growth and development of the Company deep moat technology and market adoption.

The Company executed an Asset Contribution Agreement on November 25, 2023, with Picklejar Holdings, Inc., a Delaware Corporation. The accounting treatment of such is that of a combination of the two entities with the activity of Picklejar Holdings, Inc. the surviving entity, going forward. The financial statements reflect the activity for all periods presented as if the merger had occurred on November 25, 2023. Picklejar Holdings Inc. under the terms of the Asset Contribution Agreement will cease to exist.

###### ***Overview***

PickleJar offers a suite of entertainment business software, enabling social commerce, Venue Managed Services, and Artist promotion. It is the first social commerce platform to unify the transactional touch points with Artists and create a new way to reward Fans for engaging and supporting their favorite musicians and content creators.

PickleJar unlocks the potential of shared entertainment experiences through an integrated suite of software and services designed to inspire human creativity and enrich lives. Developed for the era of social commerce, we continuously work to advance tools to unify the touchpoints of Fan engagement with emerging Artists, mid-sized venues, and global brands.

The specific goals of the Company over the next twelve months include:

- Focus on the capitalization of the Company to accelerate 2024 scalability and service portfolio expansion of our Unified Entertainment Ecosystem (UEE),
- Growing both core transactional and recurring revenues through service portfolio mix within the Artist Promotions and Venue Managed Services lines of business,
- Growing the Net New User base and increasing service-mix adoption across the platform, and
- Business development in R&D of our products, and related products as capital permits.

## **Recent Business Developments**

The Company continues to grow our community and extend our reach in our priority markets. Despite industry challenges and complex operating environment, we made significant progress building our business in 2023.

- Added new features to the PickleJar Live App (ios and android), including:
  - The “Fretz Ribbon” adds a simplified command ribbon with animated icons designed to provide a simpler Fan experience with quick access to new artist engagement tools, upcoming performances, streaming content, and new user features to be rolled out in 2024.
  - “Win Now” contesting feature to allow consumers to automatically enroll in promotional giveaway campaigns with Cumulus and other Partners;
  - Data analytics package to enhance discovery of user behaviors, including engagement with Artists, advertisers and on-premise Venue events;
- We continued to expand our reach and grow our community to over 500 thousand monthly active audience in Q4 through our nationally syndicated radio show, PickleJar Up All Night, Venue ticketing services and Artist promotional partnerships.
- Partnered with Polywell Computers in a announces a multi-year agreement to design and manufacture computing products as an integral element of its Venue Managed Service offering for mid-sized Venues. This technology will enhance PickleJar’s integrated in-venue media service through digital signage, kiosks, and POS systems through various mobile app touch points.
- Launched marketing services offering for Artists and Venues, FanVivo. Within this new service we will expand revenue through the Company’s unique WordPress plugin so that all information on both the PickleJar iOS app and the artist or venue’s website coordinate with each other and share the same information. In addition, PickleJar wants to help artists and venues better understand how to create advertising models and plans to work hand in hand with them to do so.
- Launched partnership with the Country Music Association of Texas (CMST) to include promotion through its network of the brand and distribute a curated editorial playlist and content series titled “The Texas Confidential” featuring the regional formats and the emerging musical talents from across the state.
- Signed a wide-ranging commercial partnership and national sponsorship with Famous Brands (Merica Bourbon) to support and accelerate the promotion up-and-coming artists and leverage the year-round events calendar as a powerful marketing platform to communicate its brand message to music fans across the U.S.
- Partnered with authID (Nasdaq: AUID), a leading provider of secure identity verification and authentication solutions, to integrate authID’s identity life-cycle platform into PickleJar’s industry leading artists payments, social commerce, performance ticketing and crowdfunding services for both biometric transaction security and marketing data hygiene.
- Launched PickleJar Flix™, a platform developed exclusively for independent film production companies and filmmakers to promote their slate of films. This included the first application of PickleJar’s “App as a Service” model, including the film app “Curiouser powered by PickleJar” (ios and android) which allows fans to interact with behind the scenes content and watch the film as a paid Video on Demand (VOD) service.
- Launched Point of Sale beta-program, introducing an omni-channel retail solution on-premise or at a festival.

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

Picklejar – see above description of business plan and operations.

### **C. Describe the issuers’ principal products or services.**

Picklejar – see above description of business plan and operations.

## 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.

Our principal executive offices are located at 2 Riverway, Suite 1750 Houston Texas 77056. Our offices are currently co-located with those of several of our related party operations. As a result, we benefit from having no immediate lease/rent expense. In addition, we are currently not subject to any lease obligations.

## 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.*

Individual Name (First, Last) or Entity Name (Include names of control person(s) if a corporate entity)	Position/Company Affiliation (ex: CEO, 5% Control person)	City and State (Include Country if outside U.S.)	Number of Shares Owned (List common, preferred, warrants and options separately)	Class of Shares Owned	Percentage of Class of Shares Owned (undiluted)
Jeffrey James	CEO, Director ND >5% Shareholder	Houston, TX	5,435,673	Class A Preferred	13.59%
Kristian Barowsky	President	Houston, TX	457,240	Class A Preferred	1.14%
Kallie Valentine	Board Member	Houston, TX	n/a	n/a	n/a
Judy Larkin	Board Member	Kemah, TX	n/a	n/a	n/a
Dale Storey	Board Member	Mississauga, Ontario Canada	301,664	Class A Preferred	0.75%
Maximum Vantage Permanente, LLC Control person – Jeffrey James	>5% Shareholder	Houston, TX	12,002,571	Class A Preferred	30.01%
Reatro Ventures, LLC Control person – Jason Bailey	>5% Shareholder	Houston, TX	2,743,445	Class A Preferred	6.86%
Everett Dickson	>5% Shareholder	Atlanta, GA	3,800,000	Class A Preferred	9.5%
Celia Holdings (NA), Inc. Control person – Anton Rabie	>5% Shareholder	Toronto, Ontario Canada	5,279,146	Class A Preferred	13.20%

Confirm that the information in this table matches your public company profile on [www.OTCMarkets.com](http://www.OTCMarkets.com). If any updates are needed to your public company profile, log in to [www.OTCIQ.com](http://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 noted.

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 noted.

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 noted.

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 noted.

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 noted.

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 noted.

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.

We are currently a party to the following legal proceedings that, individually or in the aggregate, are deemed to be material, but would have a minimum impact to our financial condition or results of operations.

- On July 7, 2023, the Company was sued by a service provider in a breach of contract dispute whereby the service provider is demanding payment of \$9,067, for services provided in November 2022. This matter will be resolved once the Company is in a cash position to provide adequate resolution.

- On September 6, 2023, the Company was sued by a service provider in a breach of contract dispute whereby the service provider is demanding payment of \$25,000, for services provided in during June to August 2022. This matter will be resolved once the Company is in a cash position to provide adequate resolution.

## 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](http://www.OTCMarkets.com). If any updates are needed to your public company profile, update your company profile.

Name: Michael Best & Friedrich LLP  
 Firm: David DiGiacomo  
 Address 1: 100 East Wisconsin Avenue  
 Address 2: Milwaukee, WI 53202  
 Phone: 303-536-1178  
 Email: dmdigiacomo@michaelbest.com

Name: Anthony F. Newton, Esq.  
 Firm: Anthony F. Newton, Esq.  
 Address 1: 16730 Creek Bend Drive  
 Address 2: Sugar Land, Texas 77478  
 Phone: 832-452-0269  
 Email: tony.newton@newtonianlaw.com

### Accountant or Auditor

Name: Jonathan Mullins  
 Firm: Astra Audit & Advisory, LLC  
 Address 1: 3702 W. Spruce Street # 1430  
 Address 2: Tampa, FL 33607  
 Phone: (404) 606-3301

### Investor Relations

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

*All other means of Investor Communication:*

X (Twitter): n/a  
 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: Peter Hellwig  
Firm: H-Squared Performance Financial  
Nature of Services: Consultant and Financial Report Preparation  
Address 1: 803 Clay Street  
Address 2: Fleming Island, FL 32003  
Phone: (904) 509-4227  
Email: peter@h2performancefinancial.com

## **9) Disclosure & Financial Information**

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

Name: H-Squared Performance Financial/Peter Hellwig  
Title: Managing Partner  
Relationship to Issuer: Consultant

### 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: H-Squared Performance Financial/Peter Hellwig  
Title: Managing Partner  
Relationship to Issuer: Consultant

Describe the qualifications of the person or persons who prepared the financial statements:<sup>6</sup>

Mr. Hellwig has served as the CFO (both internally and on a consultancy basis to numerous private and public entities (both alternative reporting and fully reporting/QB companies) since 1995. He is a seasoned professional with intricate knowledge of the financial reporting requirements, compliance and financial report preparation in the public and private sectors.

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

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<sup>6</sup> 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.

**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:

*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, Jeffrey James certify that:

1. I have reviewed this Disclosure Statement for PickleJar Entertainment Group, Inc.;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

April 10, 2025

/s/ Jeffrey James  
[CEO's Signature]

*Principal Financial Officer:*

I, Jeffrey James certify that:

1. I have reviewed this Disclosure Statement for PickleJar Entertainment Group, Inc.;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

April 10, 2025

/s/ Jeffrey James  
[CFO's Signature]

**PICKLEJAR ENTERTAINMENT GROUP, INC.**  
**FINANCIAL STATEMENTS**  
**DECEMBER 31, 2024 AND 2023**

	Pages
Balance Sheets as of December 31, 2024 and 2023 (Unaudited)	F-2
Statements of Operations for the Years Ended December 31, 2024 and 2023 (Unaudited)	F-3
Statements of Shareholders' Equity the Years ended December 31, 2024 and 2023 (Unaudited)	F-4
Statements of Cash Flows for the Years Ended December 31, 2024 and 2023 (Unaudited)	F-5
Notes to the Unaudited Financial Statements	F-6 to F-24

**PICKLEJAR ENTERTAINMENT GROUP, INC.**  
**BALANCE SHEETS**  
(Unaudited)

	<u>December 31,</u> <u>2024</u>	<u>December 31,</u> <u>2023</u>
<b>ASSETS</b>		
<b>Current Assets</b>		
Cash and equivalents	\$ 114	\$ 2,439
Accounts receivable, net of \$17,307 and \$12,742 for allowance for doubtful accounts	10,635	-
Related party receivables	29,944	27,444
Other current assets	415	17,124
<b>Total Current Assets</b>	<b>41,108</b>	<b>47,007</b>
<b>Other Assets</b>		
Goodwill	6,052,569	6,052,569
Software costs, net of amortization	1,175,279	1,502,794
<b>Total Other Assets</b>	<b>7,227,848</b>	<b>7,555,363</b>
<b>Total Assets</b>	<b>\$ 7,268,956</b>	<b>\$ 7,602,370</b>
<b>LIABILITIES AND EQUITY (DEFICIT)</b>		
<b>Current Liabilities</b>		
Bank overdraft	\$ -	\$ 8,117
Accounts payable	1,509,657	1,280,295
Notes payable – related party, current portion	779,898	779,898
Notes payable – other, current portion	1,102,728	-
Related party payables	211,633	183,883
Other current liabilities	757,928	351,332
<b>Total Current Liabilities</b>	<b>4,361,844</b>	<b>2,603,525</b>
<b>Long-Term Liabilities</b>		
Notes payable – related party, long-term portion	-	-
Note payable – other, long-term portion	1,031,075	1,302,728
Revolving line of credit	2,000,000	2,000,000
Accrued interest	-	-
<b>Total Long-Term Liabilities</b>	<b>3,031,075</b>	<b>3,302,728</b>
<b>Total Liabilities</b>	<b>7,392,919</b>	<b>5,906,253</b>
Commitments and contingencies (Note 11)		
<b>Equity (Deficiency)</b>		
Class A Preferred Stock, \$0.00001 par value; 40,000,000 shares authorized, 39,999,984 shares outstanding at December 31, 2024 and 2023.	400	400
Class AA Preferred Stock, \$0.00001 par value; 1,500,000 shares authorized, zero shares issued and outstanding at December 31, 2024 and 2023.	-	-
Class B Preferred Stock, \$0.00001 par value; 2,000,000 shares authorized, zero shares issued and outstanding at December 31, 2024 and 2023.	-	-
Class C Preferred Stock, \$0.00001 par value; 30,000,000 shares authorized, zero shares issued and outstanding at December 31, 2024 and 2023.	-	-
Common Stock, \$0.00001 par value; 750,000,000 shares authorized, 124,639,472 shares issued and outstanding at December 31, 2024 and 2023.	1,246	1,246
Additional paid-in capital	5,025,791	5,025,791
Accumulated deficit	(5,151,400)	(3,331,320)
<b>Total Equity (Deficit)</b>	<b>(123,963)</b>	<b>1,696,117</b>
<b>Total Liabilities and Equity (Deficit)</b>	<b>\$ 7,268,956</b>	<b>\$ 7,602,370</b>

See accompanying notes to the financial statements

**PICKLEJAR ENTERTAINMENT GROUP, INC.**  
**STATEMENTS OF OPERATIONS**  
(Unaudited)

	For the Years Ended December 31,	
	2024	2023
<b>Revenue</b>		
Sponsorships, net	\$ 10,268	\$ 85,740
Radio show bookings	372,409	85,500
Artist promotions, net	4,981	-
Venue-managed event ticket sales, net	13,191	27,833
Point-of-sale purchases	8,718	40,085
Sales of proprietary code - related party	138,400	9,000
<b>Total Revenues</b>	<b>547,967</b>	<b>248,158</b>
<b>Cost of Services</b>		
Radio show bookings	127,246	20,520
Artist promotions	-	4,948
Venue-managed event ticket sales	24,063	10,034
Other cost of services	4,223	41,154
<b>Total Cost of Services</b>	<b>155,532</b>	<b>76,656</b>
<b>Gross Profit</b>	<b>392,435</b>	<b>171,502</b>
<b>Operating Expenses</b>		
Advertising, marketing and promotion	268,501	445,301
Auto expenses	2,308	-
Bad debt expense	4,565	4,000
Bank Charges and fees	2,153	4,573
Compliance	11,889	-
Insurance	3,248	9,666
Legal and professional services	183,278	147,283
Merger expenses	-	477,728
Office supplies and software	38,789	57,112
<b>Payroll Expenses</b>		
Employee compensation	763,230	1,384,152
Employer taxes	44,494	43,280
<b>Total Payroll Expenses</b>	<b>807,724</b>	<b>1,427,432</b>
Amortization of software costs	382,954	375,698
Merchant fees	3,663	1,373
Rent & Lease - Operations management	55,305	49,031
Taxes and licenses	1,788	467
Technology	49,172	34,641
Transfer agent fees	10,666	2,675
Utilities	189	1,137
<b>Venue Activation Travel and Expenses</b>		
Venue activation travel and expenses	49,945	161,541
Venue and digital advertising activation - meals	15,623	8,487
<b>Total Venue Activation Travel and Expense</b>	<b>65,568</b>	<b>179,017</b>
<b>Venue Managed Services Activation</b>		
Venue managed services technology equipment & deployment	10,085	28,016
<b>Total Venue Managed Services Activation</b>	<b>75,653</b>	<b>207,033</b>
<b>Total Operating Expenses</b>	<b>1,901,845</b>	<b>3,245,414</b>
<b>Operating Income (Loss)</b>	<b>(1,509,409)</b>	<b>(3,073,912)</b>
<b>Other Income (Expense)</b>		
Debt conversion		
Interest (expense) income	(310,671)	(187,944)
<b>Total Other Income (Expense)</b>	<b>(310,671)</b>	<b>(187,944)</b>
<b>Net Loss Before Provision for Income Taxes</b>	<b>(1,820,080)</b>	<b>(3,261,856)</b>
<b>Provision for Income Taxes</b>	<b>-</b>	<b>-</b>
<b>NET PROFIT (LOSS)</b>	<b>\$ (1,820,080)</b>	<b>\$ (3,261,856)</b>
Net Profit (Loss) Per Share: Basic and Diluted	\$ (0.01)	\$ (0.03)
<b>Weighted Average Number of Shares Outstanding: Basic &amp; Diluted</b>	<b>124,639,472</b>	<b>124,639,472</b>

See accompanying notes to the financial statements

**PICKLEJAR ENTERTAINMENT GROUP, INC.**  
**STATEMENTS OF STOCKHOLDERS' EQUITY (DEFICIT)**  
(Unaudited)

	Class A Preferred		Class AA Preferred		Class B Preferred		Class C Preferred		Common Stock		Additional Paid-In Capital (\$)	Accumulated Deficit (\$)	Total Stockholder's Deficit (\$)
	Shares	Amount (\$)	Shares	Amount (\$)	Shares	Amount (\$)	Shares	Amount (\$)	Shares	Amount (\$)			
<b>Balance December 31, 2022</b>	3,333,333	33	-	-	-	-	-	-	114,639,472	1,146	371,520	(69,463)	303,236
Shares issued for conversion of debt	-	-	-	-	-	-	-	-	10,000,000	100	-	-	100
Capitalization of SAFE agreements	36,666,651	367	-	-	-	-	-	-	-	-	4,654,271	-	4,654,638
<b>Net loss</b>	-	-	-	-	-	-	-	-	-	-	-	(3,261,857)	(3,261,857)
<b>Balance December 31, 2023</b>	<u>39,999,984</u>	<u>400</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>124,639,472</u>	<u>1,246</u>	<u>5,025,791</u>	<u>(3,331,320)</u>	<u>1,696,117</u>
<b>Net loss</b>	-	-	-	-	-	-	-	-	-	-	-	(1,820,080)	(1,820,080)
<b>Balance December 31, 2023</b>	<u>39,999,984</u>	<u>400</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>124,639,472</u>	<u>1,246</u>	<u>5,025,791</u>	<u>(5,151,400)</u>	<u>(123,963)</u>

See accompanying notes to the financial statements

**PICKLEJAR ENTERTAINMENT GROUP, INC.**  
**STATEMENTS OF CASH FLOWS**  
(Unaudited)

For the Years Ended December 31,

	2024	2023
<b>Cash Flows From Operating Activities:</b>		
Net Loss	\$ (1,820,080)	\$ (3,261,856)
Adjustments to reconcile net loss to net cash used in operations		
Amortization of software costs	382,954	361,142
Bad debt expense	4,565	4,000
Changes in operating assets and liabilities:		
Accounts receivable	(15,200)	(4,000)
Related party receivables	-	5,556
Other current assets	16,709	3,111
Accounts payable	229,362	1,017,981
Accrued interest	301,055	186,792
Related party payables	25,250	425,791
Other current liabilities	105,541	96,000
<b>Net Cash Used In Operating Activities</b>	<b>(769,844)</b>	<b>(1,165,483)</b>
<b>Cash Flows From Investing Activities:</b>		
Investment in NREG, net of cash acquired	-	(844,427)
Software costs	(55,439)	(537,300)
<b>Net Cash Used in Investing Activities</b>	<b>(55,439)</b>	<b>(1,381,727)</b>
<b>Cash Flows From Financing Activities:</b>		
Bank overdraft	(8,117)	(8,823)
Proceeds from notes payable – other	731,075	1,202,728
Proceeds from sale of Preferred Stock	-	400
Proceeds from sale of Common Stock	-	754
Proceeds from short-term loans	100,000	-
Proceeds from Revolving line of credit	-	40,000
Conversion of SAFE loans	-	1,314,590
<b>Net Cash Provided by Financing Activities</b>	<b>822,958</b>	<b>2,549,649</b>
<b>Net Increase (Decrease) in Cash</b>	<b>(2,325)</b>	<b>2,439</b>
Cash at Beginning of Period	2,439	-
<b>Cash at End of Period</b>	<b>\$ 114</b>	<b>\$ 2,439</b>
<b>Supplemental disclosure of cash flow information</b>		
Cash paid for interest	\$ -	\$ -
Cash paid for taxes	\$ -	\$ -
<b>Non-cash transactions</b>		
Conversion of Notes payable to Stock subscriptions	\$ 3	\$ -
Conversion of Note payable bonus shares to Stock subscriptions	\$ 2,475	\$ -

See accompanying notes to the financial statements

**PICKLEJAR ENTERTAINMENT GROUP, INC.**  
**NOTES TO THE UNAUDITED FINANCIAL STATEMENTS**  
**DECEMBER 31, 2024 and 2023**  
**(Unaudited)**

**NOTE 1 - ORGANIZATION AND BUSINESS**

Picklejar Holdings (“we”, “us”, “our”, “Picklejar”, or the “Company”) was incorporated in the state of Delaware on April 13, 2021.

Picklejar unlocks the potential of shared entertainment experiences through an integrated suite of software and services designed to inspire human creativity and enrich lives. Developed for the era of social commerce, we continuously work to advance tools to unify the touchpoints of Fan engagement with emerging Artists, mid-sized venues, and global brands. By embedding secure payment technology, data intelligence and content distribution, Picklejar’s innovative Artist promotion programs, Venue Managed Services and wide range of mobile apps create a 360° view of how Fans and Patrons connect with the music and moments that matter most.

Currently, Picklejar operates in five currency markets, including the US, UK, EU, Jamaica, and Canada. Additionally, Picklejar promotes its brand and content across multiple networks including:

Nationally Syndicated Radio Show (50+ Markets): The Picklejar Up All Night is host to over 500k listeners – and growing! The show connects the audience with the stories of emerging Artists and their songs through the Picklejar Live App. Advertisers see a unified view of consumers through our platform analytics.

Picklejar Original Content & FAST Channel: Working with premier rights holders, labels and entertainment partners, Picklejar has developed a slate of original programming across multiple genres and program styles, including scripted and unscripted titles. These programs are include contextual advertising and product placement opportunities with our advertising network.

Content partnership with ReachTV which includes the distribution of Picklejar Originals combined with contextual-based advertising to a Nielsen-rated audience of 51M consumers in destination airports and hotels on a global scale.

Live Streaming for Marquis Venues: Picklejar’s installed and streaming cameras catch the sounds and moments of live music. Additionally, we capture “green room” interviews and fan highlights for our shows. This generates both stream ticketing and advertising/sponsorship revenue.

**NOTE 2 – GOING CONCERN**

The accompanying financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. As shown in the accompanying financial statements for the year ended December 31, 2024, the Company had total revenues of \$547,967 and incurred net losses of \$1,820,080. In addition, as of December 31, 2024, the Company has an accumulated deficit of \$5,151,400 and a working capital deficit of \$4,320,736. These factors among others may indicate that the Company will be unable to continue as a going concern for a reasonable period of time.

The Company’s primary source of operating funds for the year ended December 31, 2024, has been from funds generated from proceeds from notes payable and notes payable from related parties. The Company has experienced net losses from operations since its inception but expects these conditions to improve throughout 2024 and beyond as it develops and executes its business model. The Company has equity deficiencies as of December 31, 2024, and requires additional financing to fund future operations.

The Company’s existence is dependent upon management’s ability to develop profitable operations and to obtain additional funding sources. There can be no assurance that the Company’s financing efforts will result in profitable operations or the resolution of the Company’s liquidity problems. The accompanying statements do not include any adjustments that might result should the Company be unable to continue as a going concern.

**NOTE 3 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

**Basis of Presentation**

The Company’s consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (“GAAP”). The preparation of consolidated financial statements in conformity with GAAP 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 consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Management further acknowledges that it is solely responsible for adopting sound accounting practices, establishing and maintaining a system of internal accounting control and preventing and detecting fraud. The Company's system of internal accounting control is designed to assure, among other items, that (1) recorded transactions are valid; (2) valid transactions are recorded; and (3) transactions are recorded in the proper period in a timely manner to produce consolidated financial statements which present fairly the financial condition, results of operations and cash flows of the Company for the respective periods being presented.

#### Use of Estimates

The preparation of consolidated financial statements in conformity with GAAP 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 the consolidated financial statements and the reported amount of revenues and expenses during the reporting period. Actual results could differ from those estimates.

#### Principles of Consolidation

The consolidated financial statements have been prepared in accordance with GAAP. The consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries. All intercompany balances and transactions have been eliminated.

#### Cash and Cash Equivalents

The Company accounts for cash and cash equivalents under Financial Accounting Standards Board (“FASB”) Accounting Standards Codification (“ASC”) 305, “*Cash and Cash Equivalents*,” and considers all highly liquid investments with an original maturity of three months or less to be cash equivalents.

#### Advertising and Promotion Costs

Advertising and promotion costs are included as a component of selling and marketing expenses and are expensed as incurred. During the years ended December 31, 2024 and 2023, this cost was \$268,501 and \$445,301, respectively.

#### Revenue Recognition

The Company records transactions in accordance with ASU 2014-09, “*Revenue from Contracts with Customers*” and all subsequent amendments to the ASU (collectively, “ASC 606”). In accordance with ASC 606, revenues are recognized when control of the promised goods or services is transferred to our customers, in an amount that reflects the consideration we expect to be entitled to in exchange for those goods or services.

Our operations currently generate revenues from six sources: (1) Radio Show Bookings, (2) Artist Promotions, (3) Sponsorships, (4) Venue-Managed Event Ticket Sales, (5) Point-of-Sales Purchases, and (6) the Sale of Proprietary Code. During the years ended December 31, 2024 and 2023, the Company had revenues of \$547,967 and \$248,158, respectively, derived as follows:

	<b>December 31, 2024</b>	<b>December 31, 2023</b>
Radio show bookings	\$ 372,409	\$ 85,500
Artist promotions, net	4,981	-
Sponsorships	10,268	85,740
Venue-managed event ticket sales, net	13,191	27,833
Point-of-sale purchase	8,718	40,085
Sales of proprietary code	138,400	9,000
<b>Total revenue</b>	<b>\$ 547,967</b>	<b>\$ 248,158</b>

## Costs of Revenues

Our policy is to recognize costs of revenue in the same manner in conjunction with revenue recognition. However, Artist Promotions and Venue-Managed Event Ticket Sales are presented net of Cost of Revenues. Cost of revenue was limited to the cost of radio show books, cost of sponsorships, cost point-of-sales goods, and the cost of the sale of proprietary code. During the years ended December 31, 2024 and 2023, the Company had cost of revenues of \$155,532 and \$76,656, respectively, derived as follows:

	December 31, 2024	December 31, 2023
Radio show bookings	\$ 127,246	\$ 20,520
Artist promotions	-	4,948
Venue-managed events	24,063	10,034
Point-of-sale purchase	4,223	41,154
<b>Total cost of revenue</b>	<b>\$ 155,532</b>	<b>\$ 76,656</b>

## Income Taxes and Valuation Allowance

The Company accounts for income taxes under ASC 740, "Income Taxes". Under the asset and liability method of ASC 740, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statements 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 the enactment occurs. A valuation allowance is provided for certain deferred tax assets if it is more likely than not that the Company will not realize tax assets through future operations. All of the Company's deferred tax assets were offset by a full valuation allowance at December 31, 2024.

## Financial Instruments

ASC 820, "Fair Value Measurements and Disclosures," defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. ASC 820 also establishes a fair value hierarchy that distinguishes between (1) market participant assumptions developed based on market data obtained from independent sources (observable inputs) and (2) an entity's own assumptions about market participant assumptions developed based on the best information available in the circumstances (unobservable inputs). The fair value hierarchy consists of three broad levels, which gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy are described below:

Level 1 - Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities.

Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly, including quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in markets that are not active; inputs other than quoted prices that are observable for the asset or liability (e.g., interest rates); and inputs that are derived principally from or corroborated by observable market data by correlation or other means.

Level 3 - Inputs that are both significant to the fair value measurement and unobservable.

Fair value estimates discussed herein are based upon certain market assumptions and pertinent information available to management as of December 31, 2024. The respective carrying value of certain on-balance-sheet financial instruments approximated their fair values due to the short-term nature of these instruments.

## Related Parties

The Company follows ASC 850-10, "Related Party Disclosures," for the identification of related parties and disclosure of related party transactions. The Company leases office space from an entity that is controlled by the CEO and Director of the Company. In addition this related party has provided working capital to the Company on the line of credit facility it has extended to the Company.

Pursuant to ASC 850-10-20, related parties include: a) affiliates of the Company; b) principal owners of the Company; c) management of the Company; d) other parties with which the Company may deal if one party controls or can significantly influence the management or operating policies of the other to an extent that one of the transacting parties might be prevented from fully

pursuing its own separate interests; and e) other parties that can significantly influence the management or operating policies of the transacting parties or that have an ownership interest in one of the transacting parties and can significantly influence the other to an extent that one or more of the transacting parties might be prevented from fully pursuing its own separate interests.

Material related party transactions are required to be disclosed in the consolidated financial statements, other than compensation arrangements, expense allowances, and other similar items in the ordinary course of business. However, disclosure of transactions that are eliminated in the preparation of consolidated or combined financial statements is not required in those statements. The disclosures shall include: a) the nature of the relationship(s) involved; b) a description of the transactions, including transactions to which no amounts or nominal amounts were ascribed, for each of the periods for which statements of operation are presented, and such other information deemed necessary to an understanding of the effects of the transactions on the financial statements; c) the dollar amounts of transactions for each of the periods for which statements of operations are presented and the effects of any change in the method of establishing the terms from that used in the preceding period; and d) amounts due from or to related parties as of the date of each balance sheet presented and, if not otherwise apparent, the terms and manner of settlement.

As of December 31, 2024 and 2023, related party receivables were \$29,944 and \$27,444, respectively. As of December 31, 2024 and 2023, related party payables were \$211,633 and \$183,883, respectively.

#### Commitments and Contingencies

The Company follows ASC 450-20, “*Loss Contingencies*,” to report accounting for contingencies. Liabilities for loss contingencies arising from claims, assessments, litigation, fines and penalties and other sources are recorded when it is probable that a liability has been incurred and the amount of the assessment can be reasonably estimated.

#### Earnings (loss) per share

Basic income (loss) per share is computed by dividing net income (loss) attributable to common stockholders by the weighted average common shares outstanding for the period. Diluted income (loss) per share is computed giving effect to all potentially dilutive common shares. Potentially dilutive common shares may consist of incremental shares issuable upon the exercise of stock options and warrants and upon the conversion of notes. In periods in which a net loss has been incurred, all potentially dilutive common shares are considered anti-dilutive and thus are excluded from the calculation. The number of potentially dilutive common shares (if the preferred shares were converted) excluded for the years ended December 31, 2024 and 2023 are 39,999,984.

#### Loss Contingencies

From time to time the Company may be subject to various legal proceedings and claims that arise in the ordinary course of business. On at least a quarterly basis, consistent with ASC 450-20-50-1C, if the Company determines that there is a reasonable possibility that a material loss may have been incurred, or is reasonably estimable, regardless of whether the Company accrued for such a loss (or any portion of that loss), the Company will confer with its legal counsel, consistent with ASC 450. If the material loss is determinable or reasonably estimable, the Company will record it in its accounts and as a liability on the consolidated balance sheet.

#### Other Current Assets

Other current assets is primarily comprised of funds received via Stripe (merchant services account) for Venue-Managed Events and Artist Promotions that have not yet been paid out by the Company. The balance of other current assets as of October 31, 2024, was \$0.

#### Accounts Receivable

Accounts receivables are recorded at the net value of their face amount less any allowance for doubtful accounts. On a periodic basis, we evaluate our accounts receivable and, based on a method of specific identification of any accounts receivable for which we deem the net realizable value to be less than the gross amounts of accounts receivable recorded, we establish an allowance for doubtful accounts for those balances. In determining our need for an allowance for doubtful accounts, we consider historical experience, analysis of past due amounts, client creditworthiness and any other relevant available information. However, our actual experience may vary from our estimates. If the financial condition of our clients were to deteriorate, resulting in their inability or unwillingness to pay our fees, we may need to record additional allowances or write-offs in future periods. This risk is mitigated to the extent that we collect retainers from our clients prior to performing significant services.

The allowance for doubtful accounts, if any, is recorded as a reduction in revenue to the extent the provision relates to fee adjustments and other discretionary pricing adjustments. To the extent the provision relates to a client's inability to make their required payments on their accounts, the provision is recorded in operating expenses. As of December 31, 2024, allowance for doubtful accounts was \$17,307. For the year ended December 31, 2024, we recorded bad debt expense of \$4,565. Net accounts receivable for the year ended December 31, 2024 was \$10,635.

### Technology Development

The Company flows ASC 350-40-30, Initial Measurement of Internally Developed Software, for its internal developed technology platform. Software development costs are stated at cost less accumulated amortization. Amortization is calculated on a straight-line basis over the estimated useful lives of the asset (5 years). For the year ended December 31, 2023, the Company capitalized new costs for software development of \$1,878,492, with remaining balances net of amortization of \$1,502,794. \$55,439 of technology costs were capitalized during the year ended December 31, 2024. For the year ended December 31, 2024, the balance of capitalized software costs was \$1,175,279 net of amortization.

### Long-lived Assets

Long-lived assets such as property, equipment and identifiable intangibles are reviewed for impairment whenever facts and circumstances indicate that the carrying value may not be recoverable. When required impairment losses on assets to be held and used are recognized based on the fair value of the asset. The fair value is determined based on estimates of future cash flows, market value of similar assets, if available, or independent appraisals, if required. If the carrying amount of the long-lived asset is not recoverable from its undiscounted cash flows, an impairment loss is recognized for the difference between the carrying amount and fair value of the asset. When fair values are not available, the Company estimates fair value using the expected future cash flows discounted at a rate commensurate with the risk associated with the recovery of the assets. For the years ended December 31, 2024 and 2023, we did not recognize any impairment losses for any periods presented.

### Segment Reporting

Operating segments are components of an enterprise about which separate financial information is available and is evaluated regularly by management, namely the Chief Operating Decision Maker ("CODM") of an organization, in order to determine operating and resource allocation decisions. By this definition, the Company has identified its Chief Executive Officer as the CODM. The CODM has identified the Company to have only a single operating segment.

### Stock-Based Compensation

FASB ASC 718 "*Compensation – Stock Compensation*," prescribes accounting and reporting standards for all stock-based payments award to employees, including employee stock options, restricted stock, employee stock purchase plans and stock appreciation rights, may be classified as either equity or liabilities. The Company determines if a present obligation to settle the share-based payment transaction in cash or other assets exists. A present obligation to settle in cash or other assets exists if: (a) the option to settle by issuing equity instruments lacks commercial substance or (b) the present obligation is implied because of an entity's past practices or stated policies. If a present obligation exists, the transaction should be recognized as a liability; otherwise, the transaction should be recognized as equity.

The Company accounts for stock-based compensation issued to non-employees and consultants in accordance with the provisions of FASB ASC 505-50 "*Equity – Based Payments to Non-Employees*." Measurement of share-based payment transactions with non-employees is based on the fair value of whichever is more reliably measurable: (a) the goods or services received; or (b) the equity instruments issued. The fair value of the share-based payment transaction is determined at the earlier of performance commitment date or performance completion date. For the years ended December 31, 2024 and 2023, the Company had no share-based compensation.

### Recently Issued Accounting Pronouncements

We have reviewed the FASB issued ASU accounting pronouncements and interpretations thereof that have effectiveness dates during the periods reported and in future periods. The Company has carefully considered the new pronouncements that alter previous generally accepted accounting principles and does not believe that any new or modified principles will have a material impact on the corporation's reported financial position or operations in the near term. The applicability of any standard is subject to the formal review of our financial management and certain standards are under consideration.

## **NOTE 4 – REVENUE RECOGNITION**

The Company records transactions in accordance with ASU 2014-09, “*Revenue from Contracts with Customers*” and all subsequent amendments to the ASU (collectively, “ASC 606”). In accordance with ASC 606, revenues are recognized when control of the promised goods or services is transferred to our customers, in an amount that reflects the consideration we expect to be entitled to in exchange for those goods or services. The objective of the guidance is to establish the principles that an entity shall apply to report useful information to users of financial statements about the nature, amount, timing, and uncertainty of revenue and cash flows arising from a contract with a customer. The principle is to recognize revenue to depict the transfer of promised services to customers in an amount that reflects the consideration to which the Company expects to be entitled in exchange for those services. Two options were made available for implementation of the standard: the full retrospective approach or modified retrospective approach. The guidance became effective for annual reporting periods beginning after December 15, 2017, including interim periods within that reporting period, with early adoption permitted. We recognize revenue in accordance with ASC Topic 606 and adopted the standard upon inception of the Company in 2021.

### *Radio Show Bookings*

The Company hosts a radio show, and participants pay to be hosted or to run a promotional campaign to receive exposure on their image and brand. Commissions are paid to third parties that identify and “close” revenue-generating promotional projects that are handled by the radio show. These transactions are at the time the “flight-time” of the campaign occurs, and are recorded as gross, with cost of revenue recorded on its own line item.

### *Artist Promotions*

Artist promotions are sales in which we contract with an artist. Here we act as an intermediary, or agent, between the artist and their fans. Revenue primarily consists of service fees from tips sent and merchandise sold on behalf of an artist. Our primary performance obligation is to facilitate the tips between the artist and their fans, which is satisfied at the time the order is confirmed. Revenue is recognized net of the amounts due to the artist from tips. Payment from the fan is due at the time of sale in our online platform.

### *Sponsorships*

In Sponsorship revenue, we contract with sponsors that wish to promote their brand via our electronic platform. We contract with these sponsors, and they pay us sponsorship fees, typically on a monthly basis, or on a per event basis (i.e., specific event or a concert series). Our primary performance obligation is to position the sponsor’s brand on our electronic platform as defined by the terms and conditions of our agreements with them.

### *Venue-Managed Event Ticket Sales*

Venue-Managed Events are those ticket sales in which we contract with a promoter or event producer. Here we act as an intermediary, or agent, between ticket buyers and ticket sellers with our online ticketing platform. Our primary performance obligation is to facilitate the ticket sales for Venue-Managed Events between the ticket seller and ticket buyer, which is satisfied at the time the order is confirmed. In these transactions, we act as an agent as we do not control the ticket prior to transferring it to the ticket buyer. Ticket fee revenue is generated from convenience and order processing fees, or service charges, charged at the time a ticket for an event is sold.

In this segment we do not record the face value of ticket sold as revenue. Revenue is recognized when the ticket is sold, as we have no further obligation to the promotor or event producer following the sale of the ticket. In fact, in the case a refund is necessary, we reserve the right to charge additional fees associated with the refunding process.

Revenue is recognized net of the amounts due to the seller when the ticket seller confirms an order with the ticket buyer, at which point the seller is obligated to deliver the ticket to the buyer in accordance with the terms and condition of the transaction. Payment from the buyer is due at the time of sale on our online platform. Any refunds that may occur, are the responsibility of the promoter or event producer.

### *Managed Event Ticket Sales*

We sell tickets we own on our online ticketing platform. With Managed Events our singular performance obligation is to transfer control of an event ticket to a ticket buyer once an order has been confirmed.

With Managed Events, we act as a principal in the transactions as we own the ticket and therefore control the ticket prior to transferring the ticket to the customer. Revenue is recorded on a gross basis based on the value of the ticket and is recognized when an order is confirmed on our online ticketing platform. Payment for Managed Events is due upon the purchase of the ticket.

Managed Event ticket sales terms and conditions contain provisions requiring us to repay amounts received in the case of a cancelled event, an invalid ticket, or if the ticket is delivered after the agreed upon delivery time. We consider these stand-ready obligations and in the case of a return it is not considered a separate performance obligation, we consider these elements to containing variable consideration, which would result in a reduction to revenue. A revenue reversal is reflected within Accrued Expenses and Other Current Liabilities on the Balance Sheet when the buyer has yet to be compensated. We estimate the customer compensation liability, and corresponding charge against revenue, using the expected value method, which best predicts customer compensation for future cancellations. To the extent possible we estimate that a portion of the refund is recoverable from the ticket seller, we record the recovery as revenue to align with the net presentation of the original transaction. The timing of event cancellations and rescheduling of postponed events versus new sales transactions can result in customer compensation costs exceeding current period sales resulting in negative Venue-Managed revenue for that period.

For Managed Event sales, we recognize and record both the service fee and the sales price of the ticket as revenues. We did not recognize any Manage Events revenue for the years ended December 31, 2024 and 2023.

#### *Point-of-Sale Purchases*

We sell consumables at events (i.e., food, beverages, novelties, etc.), a new category of income to the Company during the first quarter of this fiscal year. While we incur a significant degree of cost of goods sold in this revenue category, we intend to capitalize more on this category in the future, as the opportunity for pass-through sales with an added margin allows for increasing gross margins in the future.

#### *Sale of Proprietary Code*

We have the ability to sell our core technology for our electronic platform to allow others (related parties and third parties) to adapt our platform to their business model. We essentially receive “royalty” income for this technology transfer. We retain all rights to our intellectual property, while others benefit of reduced technology development costs in return for paying the Company a fee for the ability to roll-out a functional platform to generate revenue utilizing their own business model. Sales only occurred with a related party.

During the years ended December 31, 2024 and 2023, the Company had related party sales of \$138,400 and \$9,000, respectively..

#### *Deferred Revenue*

Deferred revenue consists of fees received related to unsatisfied performance obligations at the end of the period. Revenues of sales of contingent events, such as an event that has not yet occurred or a postponed event, is initially recorded as Deferred revenue on the Balance Sheets and is recognized when the contingency is resolved or has been met. There was no deferred revenue as of the years ended December 31, 2024 and 2023.

### **NOTE 5 – LIQUIDITY AND OPERATIONS**

#### **Results of operations**

##### *Revenues*

Total revenues for the year ended December 31, 2024 , were \$547,967. Our revenues are derived primarily from our radio show booking and the sales of proprietary code which realized the greatest increase in sales volume.

##### *Costs of Sales*

Costs of sales primarily consist of sponsorships, stripe fees, charges and processing fees, donations, ticket payouts, artist payouts, vendor payouts and other cost of goods sold. For the year ended December 31, 2024, our total costs of sales were \$155,532. Our costs of sales is attributed to our increasing levels of ticket sales during the year ended December 31, 2024.

##### *Gross Profit*

For the year ended December 31, 2024, gross profit was \$392,435. This is attributed to a significant increase in our sales activity. Our gross margin was 72% for the year ended December 31, 2024. The Company has incurred net losses from operations of \$1,509,409 for the year ended December 31, 2024.

### *Operating Losses*

For the year ended December 31, 2024, operating losses were \$1,509,409 or 275% of total. This level of losses is attributed primarily to increases in advertising costs, legal and professional fees, employee compensation and venue activation costs. Our operations are subject to numerous risks associated with establishing any new business, including unforeseen expenses, delays and complications. There can be no assurance that we will achieve or sustain profitable operations. However, during the year ended December 31, 2024, we have substantially reduced our operating expenses thereby minimizing our operating losses.

### *Other Income (Expense)*

Other income (expenses) for the year ended December 31, 2024, included interest expenses of \$311,055. This interest was mainly due to interest expenses on notes payable.

### *Income Tax Expense (Benefit)*

We did not have any income tax expense or benefit for the year ended December 31, 2024.

### *Net Income (Loss)*

As a result of the factors discussed above, net losses for the year ended December 31, 2024 was \$1,820,080. For the year ended December 31, 2024, this net loss represented 332.2% of total revenues.

### Liquidity and Capital Resources

As of December 31, 2024, our operating activities produced cash used in operations of \$769,844. Our primary internal sources of liquidity were provided by an increase in proceeds from the issuance of debt such as notes payable and notes payable from related parties. We relied upon external financing arrangements to fund our operations.

Our ability to rely upon external financing arrangements to fund operations is not certain, and this may limit our ability to secure future funding from external sources without changes in terms requested by counterparties, changes in the valuation of collateral, and associated risk, each of which is reasonably likely to result in our liquidity decreasing in a material way. We intend to utilize cash on hand, loans and other forms of financing such as the sale of additional equity and debt securities and other credit facilities to conduct our ongoing business, and to also conduct strategic business development and implementation of our business plans generally.

### *Operating Activities*

For the year ended December 31, 2024, the Company used cash for operating activities of \$769,844. Operating activities consist mainly of corporate overhead and business development.

### *Investing Activities*

For the year ended December 31, 2024, net cash used for investing activities was \$55,439, due mainly to software costs incurred.

### *Financing Activities*

For the year ended December 31, 2024, financing activities were a source of cash of \$822,958. For the year ended December 31, 2024, this was primarily from proceeds of \$731,075 from notes payable, \$100,000 from short-term loans and decrease in cashflow of \$8,117 from bank overdrafts.

We currently do not have sufficient cash and liquidity to meet our anticipated working capital for the next twelve months. Historically, we have financed our operations primarily through notes payable and loans. We may have insufficient working capital to maintain our operations as we presently intend to conduct them or to fund our expansion, marketing, and business development plans. There can be no assurance that we will be able to obtain such financing on acceptable terms, or at all.

### Off Balance Sheet Arrangements

As of December 31, 2024, we did not have any off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources.

## **NOTE 6 – SOFTWARE COSTS, NET**

Software costs, net, consists of the following:

	<b>December 31, 2024</b>	<b>December 31, 2023</b>
Investments in our proprietary technology platform	\$ 1,878,492	\$ 1,878,492
Less: Accumulated amortization	(703,213)	(375,698)
<b>Total software cost, net</b>	<b>\$ 1,175,279</b>	<b>\$ 1,502,794</b>

Amortization expense for software cost was \$382,954 and \$375,698 for the years ended December 31, 2024 and 2023, respectively. Future amortization expense for our software costs is as follows:

Years ended December 31,	
2025	\$ 382,954
2026	382,954
2027	382,954
Thereafter	26,417
<b>Total</b>	<b>\$ 1,175,279</b>

## **NOTE 7 – RELATED PARTY TRANSACTIONS**

All Related Party transactions are presented on an aggregated basis and are not netted on a per entity basis.

The Company's current officers and stockholders advanced funds to the Company for travel related and working capital purposes. As of December 31, 2024, there were no related party advances outstanding.

As of December 31, 2024, an entity controlled by an officer of the Company has performed much of the development of the Company's technology infrastructure as well as paid various expenses on behalf of the Company, in addition the Company is co-located with this entity to provide office space paid to this related party on a month-to-month basis. All of the expenses paid on behalf of the Company have been memorialized in a note payable – related party (see Note 8).

As of December 31, 2024, the Company had Related Party payables of \$211,633. Two additional Related Parties have extended payments on behalf of the Company and performed services for the Company that are later memorialized as Notes Payable – Related parties in following years. The Company has also made payments to these Related Parties in good faith as funds are available. The payments and costs not-yet-memorialized less any payments made by the Company are netted and are recorded by the Company as Related Party payables in the years in which the expenses have been incurred by the Related Parties.

For the year ended December 31, 2024, the Company had sales to related parties of \$138,400 made up of sales of our proprietary code to a related party.

## **NOTE 8 – NOTES PAYABLE – RELATED PARTIES**

On May 27, 2021, the Company issued a promissory note with a principal amount of \$350,000 to CXO5, an entity owned and managed by officers and directors of the Company. The Company made payments towards this debt during 2022 and 2021 in the aggregate amounts of \$50,000, resulting in an outstanding principal balance at January 31, 2024 of \$300,000. The promissory note has a maturity date of December 31, 2024, and bears interest at 6% per annum. At December 31, 2024, the total outstanding principal balance was \$300,000. For the year ended December 31, 2024, interest expense was \$18,049, and total accrued interest at December 31, 2024, was \$67,982.

On March 31, 2022, the Company issued a promissory note with a principal amount of \$100,000 to Esroh Equity. The promissory note has a maturity date of December 31, 2024, and bears interest at 6% per annum. The full balance of the promissory note including all accrued interest and any other fees and penalties is due on the maturity date. At December 31, 2024, the total outstanding principal balance was \$100,000. For the year ended December 31, 2024, interest expense was \$6,016, and total accrued interest at December 31, 2024, was \$16,553.

On January 16, 2023, the Company issued a promissory note with a principal amount of \$11,585 to Salios Group, LLC, an entity owned and managed by officers and directors of the Company. The promissory note has a maturity date of December 31, 2024,

and bears interest at 6% per annum. At December 31, 2024, the total outstanding principal balance was \$11,585. For the year ended December 31, 2024, interest expense was \$697, and total accrued interest at December 31, 2024, was \$1,364.

On August 3, 2023, the Company issued a promissory note with a principal amount of \$38,147 to CXO5, an entity owned and managed by officers and directors of the Company. The promissory note has a maturity date of December 31, 2024, and bears interest at 6% per annum. At December 31, 2024, the total outstanding principal balance was \$38,147. For the year ended December 31, 2024, interest expense was \$2,295, and total accrued interest at December 31, 2024, was \$2,897.

On August 31, 2023, the Company issued a promissory note with a principal amount of \$20,000 to Judy Lakin Group, LLC, a member of the board of directors of the Company. The promissory note has a maturity date of December 31, 2024, and bears interest at 6% per annum. The note may be converted to common shares at a fixed price per share of \$0.01 in the event of an acquisition or at a price per share determined by the Maker before the maturity date. At December 31, 2024, the total outstanding principal balance was \$20,000. For the year ended December 31, 2024, interest expense was \$1,203, and total accrued interest at December 31, 2024, was \$1,627.

On September 1, 2023, the Company issued a promissory note with a principal amount of \$4,959 to Shadow Foxtrot, an entity owned and managed by officers and directors of the Company. The promissory note has a maturity date of December 31, 2024, and bears interest at 6% per annum. At December 31, 2024, the total outstanding principal balance was \$4,959. For the year ended December 31, 2024, interest expense was \$298, and total accrued interest at December 31, 2024, was \$398.

On September 1, 2023, the Company issued a promissory note with a principal amount of \$257,986 to CXO5, an entity owned and managed by officers and directors of the Company. The Company made payments towards this debt during 2022 and 2023, resulting in an outstanding principal balance at January 31, 2024 of \$182,986. The promissory note has a maturity date of December 31, 2024, and bears interest at 6% per annum. At December 31, 2024, the total outstanding principal balance was \$182,986. For the year ended December 31, 2024, interest expense was \$11,009, and total accrued interest at December 31, 2024, was \$14,802.

On September 1, 2023, the Company issued a promissory note with a principal amount of \$122,221 to Vista 14, an entity owned and managed by officers and directors of the Company. The promissory note has a maturity date of December 31, 2024, and bears interest at 6% per annum. At December 31, 2024, the total outstanding principal balance was \$122,221. For the year ended December 31, 2024, interest expense was \$7,353, and total accrued interest at December 31, 2024, was \$9,804.

#### **NOTE 9 – NOTES PAYABLE**

On August 22, 2023, the Company issued a promissory note with a principal amount of \$50,000 to 2378493 Ontario, Inc. The promissory note has a maturity date of August 22, 2026, and bears interest at 6% per annum. The full balance of the promissory note including all accrued interest and any other fees and penalties is due on the maturity date. The note may be converted to common shares upon a qualified registration becoming effective at a rate per share set forth in the registration statement or upon acquisition at a price per share determined by the Maker. At December 31, 2024, the total outstanding principal balance was \$50,000. For the year ended December 31, 2024, interest expense was \$3,008, and total accrued interest at December 31, 2024, was \$4,085.

On August 31, 2023, the Company issued a promissory note with a principal amount of \$150,000 to David Hargrave. The promissory note has a maturity date of August 25, 2026, and bears interest at 6% per annum. The full balance of the promissory note including all accrued interest and any other fees and penalties is due on the maturity date. The note may be converted to common shares at a fixed price per share of \$0.01 in the event of an acquisition or at a price per share determined by the Maker before the maturity date. At December 31, 2024, the total outstanding principal balance was \$150,000. For the year ended December 31, 2024, interest expense was \$9,025, and total accrued interest at December 31, 2024, was \$11,959.

On August 31, 2023, the Company issued a promissory note with a principal amount of \$200,000 to Joseph Tharp. The promissory note has a maturity date of August 31, 2026, and bears interest at 6% per annum. The full balance of the promissory note including all accrued interest and any other fees and penalties is due on the maturity date. The note may be converted to common shares at a fixed price per share of \$0.01 in the event of an acquisition or at a price per share determined by the Maker before the maturity date. At December 31, 2024, the total outstanding principal balance was \$200,000. For the year ended December 31, 2024, interest expense was \$12,033, and total accrued interest at December 31, 2024, was \$16,077.

On August 31, 2023, the Company issued a promissory note with a principal amount of \$50,000 to Kenneth Baye. The promissory note has a maturity date of August 31, 2026, and bears interest at 6% per annum. The full balance of the promissory note including all accrued interest and any other fees and penalties is due on the maturity date. The note may be converted to common shares at a fixed price per share of \$0.01 in the event of an acquisition or at a price per share determined by the Maker before the maturity date. At December 31, 2024, the total outstanding principal balance was \$50,000. For the year ended December 31, 2024, interest expense was \$3,008, and total accrued interest at December 31, 2024, was \$4,019.

On August 31, 2023, the Company issued a promissory note with a principal amount of \$50,000 to Michael Wright. The promissory note has a maturity date of August 31, 2026, and bears interest at 6% per annum. The full balance of the promissory note including all accrued interest and any other fees and penalties is due on the maturity date. The note may be converted to common shares at a fixed price per share of \$0.01 in the event of an acquisition or at a price per share determined by the Maker before the maturity date. At December 31, 2024, the total outstanding principal balance was \$50,000. For the year ended December 31, 2024, interest expense was \$3,008, and total accrued interest at December 31, 2024, was \$4,019.

On August 31, 2023, the Company issued a promissory note with a principal amount of \$25,000 to Philip Wright. The promissory note has a maturity date of August 31, 2026, and bears interest at 6% per annum. The full balance of the promissory note including all accrued interest and any other fees and penalties is due on the maturity date. The note may be converted to common shares at a fixed price per share of \$0.01 in the event of an acquisition or at a price per share determined by the Maker before the maturity date. At December 31, 2024, the total outstanding principal balance was \$25,000. For the year ended December 31, 2024, interest expense was \$1,484, and total accrued interest at December 31, 2024, was \$1,989.

On November 2, 2023, the Company issued a promissory note with a principal amount of \$100,000 to Joseph Tharp. The promissory note has a maturity date of August 31, 2026, and bears interest at 6% per annum. The full balance of the promissory note including all accrued interest and any other fees and penalties is due on the maturity date. The note may be converted to common shares at a fixed price per share of \$0.01 in the event of an acquisition or at a price per share determined by the Maker before the maturity date. At December 31, 2024, the total outstanding principal balance was \$100,000. For the year ended December 31, 2024, interest expense was \$6,016, and total accrued interest at December 31, 2024, was \$7,003.

On November 2, 2023, the Company issued a promissory note with a principal amount of \$50,000 to Rhon Daguro. The promissory note has a maturity date of August 31, 2026, and bears interest at 6% per annum. The full balance of the promissory note including all accrued interest and any other fees and penalties is due on the maturity date. The note may be converted to common shares at a fixed price per share of \$0.01 in the event of an acquisition or at a price per share determined by the Maker before the maturity date. At December 31, 2024, the total outstanding principal balance was \$50,000. For the year ended December 31, 2024, interest expense was \$3,008, and total accrued interest at December 31, 2024, was \$3,501.

On November 6, 2023, the Company issued a promissory note with a principal amount of \$50,000 to Steven Triplett. The promissory note has a maturity date of September 6, 2026, and bears interest at 6% per annum. The full balance of the promissory note including all accrued interest and any other fees and penalties is due on the maturity date. The note may be converted to common shares upon a qualified registration becoming effective at a rate per share set forth in the registration statement or upon acquisition at a price per share determined by the Maker. At December 31, 2024, the total outstanding principal balance was \$50,000. For the year ended December 31, 2024, interest expense was \$3,008, and total accrued interest at December 31, 2024, was \$3,468.

On November 5, 2023, the Company issued a promissory note with a principal amount of \$100,000 to Chris Kellogg, funded with an initial \$50,000 on November 5, 2023, and another \$50,000 on January 17, 2024. The promissory note has a maturity date of November 7, 2026, and bears interest at 6% per annum. The full balance of the promissory note including all accrued interest and any other fees and penalties is due on the maturity date. The note may be converted to common shares upon a qualified registration becoming effective at a rate per share set forth in the registration statement or upon acquisition at a price per share determined by the Maker. At December 31, 2024, the total outstanding principal balance was \$100,000. For the year ended December 31, 2024, interest expense was \$5,869, and total accrued interest at December 31, 2024, was \$6,337.

On November 24, 2023, the Company issued a promissory note with a principal amount of \$477,728 to Everett Dickson for expenses paid on behalf of the Company during 2021 through November 24, 2023. The promissory note has a maturity date of May 31, 2024, and bears interest at 6% per annum. The note may be converted to common shares upon a qualified registration becoming effective at a rate per share set forth in the registration statement or upon maturity at a 25% discount to market. At December 31, 2024, the total outstanding principal balance was \$477,728. For the year ended December 31, 2024, interest expense was \$28,742, and total accrued interest at December 31, 2024, was \$31,726.

On December 12, 2023, the Company issued a promissory note with a principal amount of \$50,000 to Everett Dickson on May 15, 2024, the lender provided an additional \$6,500 in working capital to the Company, and the principal amount of the note was changed to \$56,500. The promissory note has a maturity date of December 12, 2026, and bears interest at 6% per annum. The note may be converted to common shares upon a qualified registration becoming effective at a rate per share set forth in the registration statement or upon maturity at a 25% discount to market. At December 31, 2024, the total outstanding principal balance was \$56,500. For the year ended December 31, 2024, interest expense was \$3,254, and total accrued interest at December 31, 2024, was \$3,394.

On March 1, 2024, the Company issued a promissory note with a principal amount of \$60,000 to David Hargrave. The promissory note has a maturity date of March 1, 2027, and bears interest at 6% per annum. The full balance of the promissory note including all accrued interest and any other fees and penalties is due on the maturity date. The note may be converted to common shares at a fixed price per share of \$0.01 in the event of an acquisition or at a price per share determined by the Maker before the maturity date. At December 31, 2024, the total outstanding principal balance was \$60,000. For the year ended December 31, 2024, interest expense was \$7,545, and total accrued interest at December 31, 2024, was \$7,545.

On May 25, 2024, the Company issued a promissory note with a principal amount of \$350,000 to Chris Kellogg. The promissory note has a maturity date of June 1, 2025, and bears interest at 8% per annum, and the opportunity to convert the principal and accrued interest into common stock of the Company upon the filing of a qualified registration statement. The note may be converted to common shares upon a qualified registration becoming effective at a rate per share set forth in the registration statement or upon acquisition at a price per share determined by the Maker. At December 31, 2024, the total outstanding principal balance was \$350,000. For the year ended December 31, 2024, interest expense was \$16,033, and total accrued interest at December 31, 2024, was \$16,033.

On May 31, 2024, the Company issued a promissory note with a principal amount of \$25,000 to Thomas Barowski. The promissory note has a maturity date of June 1, 2025, and bears interest at 6% per annum, and the opportunity to convert the principal and accrued interest into common stock of the Company upon the filing of a qualified registration statement. The note may be converted to common shares upon a qualified registration becoming effective at a rate per share set forth in the registration statement or upon maturity at a 25% discount to market. At December 31, 2024, the total outstanding principal balance was \$25,000. For the year ended December 31, 2024, interest expense was \$879, and total accrued interest at December 31, 2024, was \$879.

On May 31, 2024, the Company issued a promissory note with a principal amount of \$50,000 to Kenneth Baye. The promissory note has a maturity date of June 7, 2025, and bears interest at 10% per annum, and the opportunity to convert the principal and accrued interest into common stock of the Company upon the filing of a qualified registration statement. The note may be pre-paid at anytime prior to the maturity date with a pre-payment penalty of \$5,000. In addition, the note holder is entitled to receive a bonus of 100,000 common shares. The note was pre-paid prior to the maturity date along with the \$5,000 pre-payment penalty. At December 31, 2024, the total outstanding principal balance was \$0. For the year ended December 31, 2024, interest expense was \$5,000, and total accrued interest at December 31, 2024, was \$0.

On May 31, 2024, the Company issued a promissory note with a principal amount of \$50,000 to Mark Blieden. The promissory note has a maturity date of June 7, 2025, and bears interest at 10% per annum, and the opportunity to convert the principal and accrued interest into common stock of the Company upon the filing of a qualified registration statement. The note may be pre-paid at anytime prior to the maturity date with a pre-payment penalty of \$5,000. In addition, the note holder is entitled to receive a bonus of 100,000 common shares. The note was pre-paid prior to the maturity date along with the \$5,000 pre-payment penalty. At December 31, 2024, the total outstanding principal balance was \$0. For the year ended December 31, 2024, interest expense was \$5,000, and total accrued interest at December 31, 2024, was \$0.

On July 15, 2024, the Company issued a promissory note with a principal amount of \$50,000 to Mark Blieden. The promissory note has a maturity date of July 21, 2025, and bears interest at 10% per annum, and the opportunity to convert the principal and accrued interest into common stock of the Company upon the filing of a qualified registration statement. The note may be pre-paid at anytime prior to the maturity date with a pre-payment penalty of \$2,500. In addition, the note holder is entitled to receive a bonus of 50,000 common shares. The note may be converted to common shares upon a qualified registration becoming effective at a rate per share set forth in the registration statement or upon acquisition at a price per share determined by the Maker. At December 31, 2024, the total outstanding principal balance was \$50,000. For the year ended December 31, 2024, interest expense was \$2,288, and total accrued interest at December 31, 2024, was \$2,288.

On July 15, 2024, the Company issued a promissory note with a principal amount of \$50,000 to Mark Blieden. The promissory note has a maturity date of July 21, 2025, and bears interest at 10% per annum, and the opportunity to convert the principal and accrued interest into common stock of the Company upon the filing of a qualified registration statement. The note may be pre-paid at anytime prior to the maturity date with a pre-payment penalty of \$2,500. In addition, the note holder is entitled to receive a bonus of 50,000 common shares. The note may be converted to common shares upon a qualified registration becoming effective at a rate per share set forth in the registration statement or upon acquisition at a price per share determined by the Maker. At December 31,

2024, the total outstanding principal balance was \$50,000. For the year ended December 31, 2024, interest expense was \$2,288, and total accrued interest at December 31, 2024, was \$2,288.

On July 18, 2024, the Company issued a promissory note with a principal amount of \$50,000 to Kenneth Baye. The promissory note has a maturity date of July 21, 2025, and bears interest at 10% per annum, and the opportunity to convert the principal and accrued interest into common stock of the Company upon the filing of a qualified registration statement. The note may be pre-paid at anytime prior to the maturity date with a pre-payment penalty of \$2,500. In addition the note holder is entitled to receive a bonus of 50,000 common shares. The note may be converted to common shares upon a qualified registration becoming effective at a rate per share set forth in the registration statement or upon acquisition at a price per share determined by the Maker. At December 31, 2024, the total outstanding principal balance was \$50,000. For the year ended December 31, 2024, interest expense was \$2,329, and total accrued interest at December 31, 2024, was \$2,329.

On August 30, 2024, the Company issued a promissory note with a principal amount of \$9,575 to Chad Thilborger. The promissory note has a maturity date of August 30, 2027, and bears interest at 6% per annum. The full balance of the promissory note including all accrued interest and any other fees and penalties is due on the maturity date. The note may be converted to common shares at a fixed price per share of \$0.01 in the event of an acquisition or at a price per share determined by the Maker before the maturity date. At December 31, 2024, the total outstanding principal balance was \$9,575. For the year ended December 31, 2024, interest expense was \$194, and total accrued interest at December 31, 2024, was \$194.

On August 31, 2024, the Company issued a promissory note with a principal amount of \$10,000 to Frank Ruppen. The promissory note has a maturity date of August 31, 2027, and bears interest at 6% per annum. The full balance of the promissory note including all accrued interest and any other fees and penalties is due on the maturity date. The note may be converted to common shares at a fixed price per share of \$0.01 in the event of an acquisition or at a price per share determined by the Maker before the maturity date. At December 31, 2024, the total outstanding principal balance was \$10,000. For the year ended December 31, 2024, interest expense was \$201, and total accrued interest at December 31, 2024, was \$201.

On September 30, 2024, the Company issued a promissory note with a principal amount of \$70,000 to Kenneth Baye. The promissory note has a maturity date of September 30, 2027, and bears interest at 6% per annum. The full balance of the promissory note including all accrued interest and any other fees and penalties is due on the maturity date. The note may be converted to common shares at a fixed price per share of \$0.01 in the event of an acquisition or at a price per share determined by the Maker before the maturity date. At December 31, 2024, the total outstanding principal balance was \$70,000. For the year ended December 31, 2024, interest expense was \$1,070, and total accrued interest at December 31, 2024, was \$1,070.

On October 4, 2024, the Company issued a promissory note with a principal amount of \$100,000 to Chalen Enterprises. The promissory note has a maturity date of October 4, 2025, and bears interest at 10% per annum. The full balance of the promissory note including all accrued interest and any other fees and penalties is due on the maturity date. The note may be converted to common shares at a 20% discount to market immediately prior to the effectiveness of a qualified registration statement, and if no registration statement becomes effective prior to maturity, the note may be converted at a 25% discount to market. At December 31, 2024, the total outstanding principal balance was \$10,000. For the year ended December 31, 2024, interest expense was \$1,447, and total accrued interest at December 31, 2024, was \$1,447.

On December 5, 2024, the Company issued a promissory note with a principal amount of \$50,000 to Jerry James. The promissory note has a maturity date of December 5, 2025, and bears interest at 10% per annum. The full balance of the promissory note including all accrued interest and any other fees and penalties is due on the maturity date. The note may be converted to common shares upon a qualified registration becoming effective at a rate per share set forth in the registration statement or upon maturity at a 25% discount to market. At December 31, 2024, the total outstanding principal balance was \$50,000. For the year ended December 31, 2024, interest expense was \$301, and total accrued interest at December 31, 2024, was \$301.

**NOTE 10 – REVOLVING LINE OF CREDIT**

On August 29, 2022, the Company entered into an agreement with Celia Holdings (NA), Inc. extending a revolving line of credit to the Company of \$2 million to provide access to capital as required. The outstanding balance accrues interest at 7% calculated on a daily basis. During the year ended December 31, 2022, the Company drew down on this credit facility in five (5) installments as follows:

- 1) August 29, 2022        \$700,000
- 2) September 29, 2022    \$400,000
- 3) October 31, 2022      \$200,000
- 4) November 15, 2022    \$460,000
- 5) December 16, 2022    \$200,000
- 6) January 23, 2023      \$ 40,000

As a result, at December 31, 2024, the outstanding balance on this credit facility was \$2,000,000. For the year ended December 31, 2024, interest expense was \$140,384, and total accrued interest at December 31, 2024, was \$311,095.

This line of credit facility is governed by the following general terms.

1. Advances.

Proceeds of the Revolving Loan evidenced hereby shall be advanced in accordance with the terms of that certain Credit Agreement, dated as of August 29, 2022, by and between the Borrower and Lender (as the same may be amended, restated or supplemented from time to time, the "Credit Agreement"). This Revolving Credit Line Promissory Note (as the same may be amended, restated, renewed, supplemented or substituted, this "Note") evidences the Borrower's obligations under such Revolving Loan.

2. Interest Rate.

- a. Commencing on the date hereof, the principal amount of this Note shall bear interest at the Applicable Interest Rate and more particularly seven percent (7.0%).
- b. Interest shall be computed on the basis of a year of 365 days (or 366 days in a leap year), payable for the actual number of days elapsed (including the first day but excluding the last day).
- c. It is not intended hereby to charge interest at a rate in excess of the maximum legal rate of interest permitted to be charged under applicable law, but if, nevertheless, interest in excess of such rate shall be paid, then the rate imposed shall be reduced to such maximum legal rate and if, from any circumstance, the Lender shall ever receive as interest an amount which would exceed the highest lawful rate, such amount which would be deemed excessive interest shall be applied to the reduction of the unpaid principal balance hereunder and not to the payment of interest.

3. Payments.

Payments of principal shall be due in equal monthly installments as follows:

- (i) if this Note is dated on or prior to the second (2nd) anniversary of the Effective Date, the first Business Day of each calendar month following the second (2nd) anniversary of the Effective Date and ending on the Maturity Date (for greater certainty, in thirty-six (36) monthly installments); and
- (ii) if this Note is dated following the second (2nd) anniversary of the Effective Date, the first Business Day of each calendar month commencing with the calendar month following the date on which each such Revolving Loan was made; and (b) interest shall be due and payable on the Maturity Date, in each case subject to acceleration upon termination of the Commitment pursuant to Section 2.04(b) of the Credit Agreement.
- (iii) Prepayment. There shall be no prepayment fee for any prepayments made under this Note. Amounts prepaid may be reborrowed, subject to the terms and conditions of the Credit Agreement.
- (iv) Application of Payments. All payments of accrued interest and/or principal and interest hereon shall be payable in lawful money of the United States and in immediately available funds. Without limiting the generality of Section 2.10(b) of the Credit Agreement, prior to the occurrence of an Event of Default, all payments received hereon not constituting either (i) a specific payment of principal, interest, fees or other sums payable hereunder or under the Loan Document shall be applied as specified by the Borrower, or (ii) a prepayment (which shall be applied in accordance with Section 2.06 of the Credit Agreement) may be applied to amounts owed hereunder in such order as the Lender shall determine in its sole discretion; after an Event of Default has occurred and is continuing, all payments received hereon may be applied to amounts owed hereunder in such order as Lender shall determine in its sole discretion. All payments hereunder shall be made without offset, demand, counterclaim, deduction, abatement, or recoupment, each of which the Borrower hereby waives. Notwithstanding anything contained herein to the contrary, the Borrower does not waive the defense of payment, any compulsory counterclaims which must be raised by the Borrower in any action brought by the Lender to enforce this Note and/or the Loan Documents, any claims, counterclaims or defenses against the Lender for the Lender's gross negligence or willful misconduct and/or any claims, counterclaims or defenses based on the Lender's incorrect accounting for amounts due and/or paid on the Revolving Loan.
- (v) Loan Documents.
  - a. This Note is issued pursuant to the Credit Agreement and the terms and conditions of the Credit Agreement are expressly incorporated herein and made a part hereof. Without limiting the generality of the foregoing, all or any portion of the principal amount of and accrued interest on this Note are subject to conversion by the Lender, in its sole discretion, at any time and from time to time pursuant to Section 2.07 of the Credit Agreement.

- b. The performance of the Borrower's obligations hereunder is secured by, among other things, that certain Security Agreement and the other Collateral Documents for the benefit of the Lender.
- (vi) Events of Default and Remedies. An Event of Default shall occur hereunder if any of the events set forth in Section 7.01(a) of the Credit Agreement shall occur. Upon the occurrence of an Event of Default (other than an event described in Section 7.01(h) or Section 7.01 (i) of the Credit Agreement), the Lender may, by notice to the Borrower, take either or both of the following actions, at the same or different times: (a) terminate the Commitment, whereupon the Commitment shall terminate immediately, and (b) declare the Loans then outstanding to be due and payable in whole or in part, whereupon the principal of the Loans so declared to be due and payable, together with accrued interest thereon and all fees and other Obligations of the Borrower accrued hereunder, shall become due and payable immediately, in each case without presentment, demand, protest or other notice of any kind, all of which are hereby waived by the Borrower; and in the case of any event described in Section 7.01(h) or Section 7.01(i) of the Credit Agreement, the Commitment shall automatically terminate and the principal of the Loans then outstanding, together with accrued interest thereon and all fees and other Obligations of the Borrower accrued hereunder, shall automatically become due and payable, in each case without presentment, demand, protest or other notice of any kind, all of which are hereby waived by the Borrower. Upon the occurrence and during the continuance of a General Event of Default, the Lender may increase the rate of interest applicable to the Loans and other Obligations as set forth in Section 2.08(b) of the Credit Agreement and exercise any rights and remedies provided to the Lender under the Loan Documents or at law or equity, including all remedies provided under the UCC.
- (vii) Protective Advances. The Lender may, but has no obligation to, make such Protective Advances as the Lender may deem reasonably necessary or prudent. "Protective Advances" shall mean all sums paid by the Lender under the Loan Documents to protect and/or preserve: (i) the priority, validity and/or enforceability of any of the Liens granted to secure the Revolving Loan which is the subject of this Note and the instruments evidencing or securing such Liens, and/or (ii) the security of, any of the Collateral securing such Revolving Loan, such advances to include, without limitation, advances with respect to Taxes, assessments, insurance premiums, other payments, liens or matters pertaining, relating to, or affecting the Collateral or the value thereof. All such Protective Advances made by Lender shall be deemed added to the principal balance of the Revolving Loan subject to this Note and shall bear interest at the Applicable Interest Rate set forth in Section 2(a) until repaid.
- (viii) CONFESSION OF JUDGMENT. UPON THE OCCURRENCE OF AN EVENT OF DEFAULT, THE BORROWER DOES HEREBY DULY CONSTITUTE AND THE LENDER OR ANY OTHER ATTORNEY EMPLOYED BY THE LENDER, OR THE CLERK OF THE COURT, OR ANY OF THEM, AS THE TRUE AND LAWFUL ATTORNEY-IN-FACT FOR THE BORROWER IN ITS NAME, PLACE AND STEAD, TO CONFESS JUDGMENT AGAINST THE BORROWER IN FAVOR OF THE LENDER IN THE AMOUNT OF THE UNPAID PRINCIPAL BALANCE OF THE NOTE TOGETHER WITH ANY ACCRUED AND UNPAID INTEREST AND LATE CHARGES, AND TOGETHER WITH ATTORNEYS' FEES AND COSTS ON THE TOTAL AMOUNT OF THE UNPAID PRINCIPAL BALANCE OF THE NOTE, TOGETHER WITH ALL OTHER COSTS AND EXPENSES INCURRED OR ACCRUED AND UNPAID UNDER THE LOAN DOCUMENTS, TO CONSENT TO JURISDICTION AND TO ACKNOWLEDGE SERVICE OF PROCESS NECESSARY IN SUCH A CONFESSION, IN THE STATE AND FEDERAL COURTS OF NEW YORK COUNTY, NEW YORK, HEREBY RATIFYING AND CONFIRMING THE ACTS OF SAID ATTORNEY-IN-FACT AS IF DONE BY THE BORROWER.
- (ix) Waiver; Extensions. The Borrower hereby waives presentment, demand, notice of dishonor, protest and all other exemptions provided debtors. The Borrower agrees that it shall remain liable for the payment hereof notwithstanding any agreement by the Lender for the extension of the due date of any amount of the Revolving Loan payable hereunder.
- (x) Collection Costs and Expenses. The Borrower shall pay all reasonable out-of-pocket expenses incurred by the Lender, including the reasonable attorneys' fees, charges and disbursements of legal counsel for the Lender, in connection with the enforcement, collection or protection of its rights in connection herewith and the other Loan Documents, including its rights under this Section, or in connection with the Revolving Loan which is the subject of this Note, including all such reasonable out-of-pocket expenses incurred during any workout, restructuring or negotiations in respect of such Revolving Loan. All of the foregoing fees, costs and expenses, including such reasonable attorneys' fees, charges and disbursements, may be charged to the Borrower as Revolving loans.

## NOTE 11 – COMMITMENTS AND CONTINGENCIES

The Company is subject at times to other legal proceedings and claims, which arise in the ordinary course of its business. Although occasional adverse decisions or settlements may occur, the Company believes that the final disposition of such matters should not have a material adverse effect on its financial position, results of operations or liquidity.

- On July 7, 2023, the Company was sued by a service provider in a breach of contract dispute whereby the service provider is demanding payment of \$9,067, for services provided in November 2022. This matter will be resolved once the Company is in a cash position to provide adequate resolution.
- On September 6, 2023, the Company was sued by a service provider in a breach of contract dispute whereby the service provider is demanding payment of \$25,000, for services provided during June to August 2022. This matter will be resolved once the Company is in a cash position to provide adequate resolution.

## NOTE 12 – INCOME TAXES

A reconciliation of statutory income tax rate to effective tax rate was as follows for each of the periods presented:

	For the year ended December 31, 2024	For the year ended December 31, 2023
Federal income taxes at statutory rate	21.0%	21.0%
State income taxes at statutory rate	8.7%	8.7%
Valuation allowance	(29.7%)	(29.7%)
Effective tax rate	0.0%	0.0%

As of December 31, 2024 and 2023, the Company had a net operating loss for tax purposes of \$1,820,080 and \$3,261,856, respectively.

The Company's policy is to recognize potential interest and penalties accrued related to unrecognized tax benefits within income tax expense. For the years ended December 31, 2024 and 2023 the Company did not recognize any interest or penalties in its consolidated statement of operations, nor did it have any interest or penalties accrued on its consolidated balance sheets at December 31, 2024 and 2023, relating to unrecognized tax benefits.

Under the provisions of ASC 740, "Accounting for Uncertainty in Income Taxes," the Company identified no significant uncertain tax positions for 2023 and 2024. The Company files income tax returns in U.S. jurisdiction. There are no federal or state income tax examinations underway for these, and tax returns for the current year are still open to examination as neither year, nor the years prior have been filed with the appropriate taxing authorities.

Utilization of our net operating losses (NOL) carryforwards may be subject to a substantial annual limitation due to ownership change limitations that may have occurred or that could occur in the future, as required by Section 382 of the Internal Revenue Code (IRC) of 1986, as amended (the Code), as well as similar state provisions. These ownership changes may limit the amount of NOL carryforwards that can be utilized annually to offset future taxable income. In general, an "ownership change" as defined by Section 382 of the Code results from a transaction or series of transactions over a three-year period resulting in an ownership change of more than 50 percentage points of the outstanding stock of a company by certain stockholders. At the time of closing the consolidated books, the Company had not yet completed a study to determine the extent of the limitation based on ownership changes that may have occurred. As of December 31, 2024, the Company has available for federal income tax purposes a net operating loss carry forward of approximately \$5,151,400, expiring in the year 2039, that may be used to offset future taxable income, but could be limited under Section 382.

The Company's deferred taxes as of December 31, 2024 and 2023, consist of the following:

	2024	2023
<b>Non-Current deferred tax asset:</b>		
Net operating loss carry-forwards	\$ 5,151,400	\$ 3,331,320
Tax provision (U.S. federal and state combined) tax rate	29.7%	29.7%
Deferred tax asset	1,529,966	989,402
<b>Valuation allowance</b>	(1,529,966)	(989,402)
Net non-current deferred tax asset	\$ -	\$ -

## **NOTE 13 – STOCKHOLDERS' EQUITY**

### ***Common Stock***

The Company has 750,000,000 authorized common shares with a par value of \$0.00001 per share. Each common share entitles the holder to one vote, in person or proxy, on any matter on which action of the stockholders of the corporation is sought

At December 31, 2024 and 2023, there were 124,639,472 Common Shares issued and outstanding.

### ***Preferred Stock***

During the year ended January 31, 2024, the Company issued an aggregate of 39,999,984 shares of its Class A Preferred stock as a part of merging in the shareholders of Picklejar with the capital structure of the Company.

At December 31, 2024, there were 39,999,984 preferred shares issued and outstanding all of which are issued as Series A Preferred shares.

The Company has created a total of four classes of Preferred Stock, as described below.

**Note:** There are a total of 75,000,000 preferred series shares authorized with a par value of \$0.00001 per share. As of December 31, 2024, there are 73,500,000 shares authorized with designations, and the balance of 1,500,000 million shares has not yet been designated.

### **Class A Preferred Stock (total designation of 40,000,000 shares)**

*Dividends* - There will be no dividends due or payable on the Class A Preferred Stock.

*Liquidation* - Class A Preferred Stock are not entitled to any rights upon the occurrence of a Liquidation Event. As used herein, "Liquidation Event" means; (i) the liquidation, dissolution or winding-up, whether voluntary or involuntary, of the Corporation, (ii) the merger or consolidation of the Corporation with or into any other corporation or corporations.

*Hold period* - Upon the date of subscription or receipt, holders of the Class A Preferred must hold their Preferred shares for one (1) year and one (1) day prior to converting their Class A Preferred Shares to Common Shares.

*Conversion* - Conversion of the Class A Preferred Stock is permitted; Every Class A Preferred Share held can be converted into one (1) Common Share of the Corporation's Common Stock, upon written notice to the Corporation, after the hold period has expired.

*Rank* - All shares of the Class A Preferred Stock shall rank senior to the Corporation's Common Stock, par value \$0.00001 per share ("Common Stock") of the Corporation and all preferred stock of the Corporation. In addition, so long as any shares of Preferred Class A Stock remains outstanding, in addition to any other vote or consent of stockholders required by the Corporation's certificate of incorporation, the Corporation will not, without first obtaining the approval (by written consent, as provided by law or otherwise) of a unanimous vote of the then outstanding shares of Class A Preferred Stock, voting together as a class: (i) Increase or decrease the total number of authorized shares of Class A Preferred Stock; (ii) Effect an exchange reclassification, or cancellation of all or a part of the Class A Preferred Stock, but excluding a stock split or reverse stock split of the Corporation's Common Stock or preferred stock; (iii) Effect an exchange, or create a right of exchange, of all or part of the shares of another class of shares into shares of Class A Preferred Stock; or (iv) Alter or change the rights, preferences or privileges of the shares of Class A Preferred Stock so as to affect adversely the shares of such series, including the rights set forth in this Designation. For clarification, issuances of additional authorized shares of Class A Preferred Stock under the terms herein shall require the authorization or approval of the existing shareholders of Class A Preferred Stock.

*Voting rights* - The Class A Preferred Stock, is Anti Dilutive. Class A Preferred shares issued and outstanding, represent 66.667 % voting rights of all the issued and outstanding shares of all classes of the Corporation's shares. Class A Preferred shares vote together as a class, with a majority vote of the class needed to vote. With respect to all matters upon which stockholders are entitled to vote or to which stockholders are entitled to give consent, the holders of the outstanding shares of Class A Preferred Stock vote together with the holders of Common Stock, except as to those matters on which separate class voting is required by applicable law or the Certificate of Incorporation or By-laws.

### **Class AA Preferred Stock (total designation of 1,500,000 shares)**

*Dividends* - Initially, there will be no dividends due or payable on the Class AA Preferred Stock. Any future terms with respect to dividends shall be determined by the Board consistent with the Corporation's Certificate of Incorporation. Any and all such future terms concerning dividends shall be reflected in an amendment to this the Board shall promptly file or cause to be filed.

*Liquidation* - Upon the occurrence of a Liquidation Event (as defined below), the holders of Class AA Preferred Stock are entitled to receive net assets on a pro-rata basis. Each holder of Class AA Preferred Stock is entitled to receive pro rata any dividends declared by the Board, if any, out of funds legally available for the payment of dividends. As used herein, "Liquidation Event" means; (i) the liquidation, dissolution or winding-up, whether voluntary or involuntary, of the Corporation, (ii) the merger or consolidation of the Corporation with or into any other corporation or corporations, unless; (a) the holders of the Class AA Preferred Stock receive securities of the surviving Corporation having substantially similar rights as the Class AA Preferred Stock and the stockholders of the Corporation immediately prior to such transaction are holders of at least a majority of the voting securities of the successor Corporation immediately thereafter (the "Permitted Merger"), unless the holders of the shares of Class AA Preferred Stock elect otherwise or (b) the sale, license or lease of all or substantially all, or any material part of, the Corporation's assets, unless the holders of Class AA Preferred Stock elect otherwise.

*Hold period* - Upon the date of subscription or receipt, holders of the Class AA Preferred must hold their Preferred shares for one (1) year and one (1) day prior to converting their Class AA Preferred Shares to Common Shares.

*Conversion* - Conversion of the Class AA Preferred Stock is permitted; Every Class AA Preferred Share held can be converted into one (1) Common Share of the Corporation's Common Stock, upon written notice to the Corporation, after the hold period has expired.

*Rank* - All shares of the Class AA Preferred Stock shall rank senior to the Corporation's Common Stock, par value \$0.00001 per share ("Common Stock") and all classes of Preferred Stock of the Corporation, except Class A Preferred Stock. In addition, so long as any shares of Preferred Class AA Stock remains outstanding, in addition to any other vote or consent of stockholders required by the Corporation's certificate of incorporation, the Corporation will not, without first obtaining the approval (by written consent, as provided by law or otherwise) of a unanimous vote of the then outstanding shares of Class AA Preferred Stock, voting together as a class: (i) Increase or decrease the total number of authorized shares of Class AA Preferred Stock; (ii) Effect an exchange reclassification, or cancellation of all or a part of the Class AA Preferred Stock, but excluding a stock split or reverse stock split of the Corporation's Common Stock or preferred stock; (iii) Effect an exchange, or create a right of exchange, of all or part of the shares of another class of shares into shares of Class AA Preferred Stock; or (iv) Alter or change the rights, preferences or privileges of the shares of Class AA Preferred Stock so as to affect adversely the shares of such series, including the rights set forth in this Designation. For clarification, issuances of additional authorized shares of Class AA Preferred Stock under the terms herein shall require the authorization or approval of the existing shareholders of Class AA Preferred Stock.

*Voting rights* - The Class AA Preferred Stock, has no voting rights, except for the voting rights described in "Rank" above.

### **Class B Preferred Stock (total designation of 2,000,000 shares)**

*Dividends* - Initially, there will be no dividends due or payable on the Class B Preferred Stock. Any future terms with respect to dividends shall be determined by the Board consistent with the Corporation's Certificate of Incorporation. Any and all such future terms concerning dividends shall be reflected in an amendment to this the Board shall promptly file or cause to be filed.

*Liquidation* - Upon the occurrence of a Liquidation Event (as defined below), the holders of Class B Preferred Stock are entitled to receive net assets on a pro-rata basis. Each holder of Class B Preferred Stock is entitled to receive pro rata any dividends declared by the Board, if any, out of funds legally available for the payment of dividends. As used herein, "Liquidation Event" means; (i) the liquidation, dissolution or winding-up, whether voluntary or involuntary, of the Corporation, (ii) the merger or consolidation of the Corporation with or into any other corporation or corporations, unless; the holders of the Class B Preferred Stock receive securities of the surviving Corporation having substantially similar rights as the Class B Preferred Stock and the stockholders of the Corporation immediately prior to such transaction are holders of at least a majority of the voting securities of the successor Corporation immediately thereafter (the "Permitted Merger"), unless the holders of the shares of Class B Preferred Stock elect otherwise or (b) the sale, license or lease of all or substantially all, or any material part of, the Corporation's assets, unless the holders of Class B Preferred Stock elect otherwise.

*Hold period* - Upon the date of subscription or receipt, holders of the Class B Preferred must hold their Preferred shares for one (1) year and one (1) day prior to converting their Class B Preferred Shares to Common Shares.

*Conversion* - Conversion of the Class B Preferred Stock is permitted; Every Class B Preferred Share held can be converted into one (1) Common Share of the Corporation's Common Stock, upon written notice to the Corporation, after the hold period has expired.

*Rank* - All shares of the Class B Preferred Stock shall rank senior to the Corporation's Common Stock, par value \$0.00001 per share ("Common Stock") and all classes of Preferred Stock of the Corporation, with the exception of Class AA Preferred Stock. In addition, so long as any shares of Preferred Class B Stock remains outstanding, in addition to any other vote or consent of stockholders required by the Corporation's certificate of incorporation, the Corporation will not, without first obtaining the approval (by written consent, as provided by law or otherwise) of a unanimous vote of the then outstanding shares of Class B Preferred Stock, voting together as a class: (i) Increase or decrease the total number of authorized shares of Class B Preferred Stock; (ii) Effect an exchange reclassification, or cancellation of all or a part of the Class B Preferred Stock, but excluding a stock split or reverse stock split of the Corporation's Common Stock or preferred stock; (iii) Effect an exchange, or create a right of exchange, of all or part of the shares of another class of shares into shares of Class B Preferred Stock; or (iv) Alter or change the rights, preferences or privileges of the shares of Class B Preferred Stock so as to affect adversely the shares of such series, including the rights set forth in this Designation. For clarification, issuances of additional authorized shares of Class B Preferred Stock under the terms herein shall require the authorization or approval of the existing shareholders of Class B Preferred Stock.

*Voting rights* - The Class B Preferred Stock, has no voting rights, except for the voting rights described in "Rank" above.

**Class C Preferred Stock (total designation of 30,000,000 shares)**

*Dividends* - Initially, there will be no dividends due or payable on the Class C Preferred Stock. Any future terms with respect to dividends shall be determined by the Board consistent with the Corporation's Certificate of Incorporation. Any and all such future terms concerning dividends shall be reflected in an amendment to this the Board shall promptly file or cause to be filed.

*Liquidation* - Upon the occurrence of a Liquidation Event (as defined below), the holders of Class C Preferred Stock are entitled to receive net assets on a pro-rata basis. Each holder of Class C Preferred Stock is entitled to receive pro rata any dividends declared by the Board, if any, out of funds legally available for the payment of dividends. As used herein, "Liquidation Event" means; (i) the liquidation, dissolution or winding-up, whether voluntary or involuntary, of the Corporation, (ii) the merger or consolidation of the Corporation with or into any other corporation or corporations, unless; (a) the holders of the Class C Preferred Stock receive securities of the surviving Corporation having substantially similar rights as the Class C Preferred Stock and the stockholders of the Corporation immediately prior to such transaction are holders of at least a majority of the voting securities of the successor Corporation immediately thereafter (the "Permitted Merger"), unless the holders of the shares of Class C Preferred Stock elect otherwise or (b) the sale, license or lease of all or substantially all, or any material part of, the Corporation's assets, unless the holders of Class C Preferred Stock elect otherwise.

*Hold period* - Upon the date of subscription or receipt, holders of the Class C Preferred must hold their Preferred shares for one (1) year and one (1) day prior to converting their Class C Preferred Shares to Common Shares.

*Conversion* - Conversion of the Class C Preferred Stock is permitted; Every Class C Preferred Share held can be converted into one (1) Common Share of the Corporation's Common Stock, upon written notice to the Corporation, after the hold period has expired.

*Rank* - All shares of the Class C Preferred Stock shall rank senior to the Corporation's Common Stock, par value \$0.00001 per share ("Common Stock") and all classes of Preferred Stock of the Corporation, with the exception of Class B and AA Preferred Stock. In addition, so long as any shares of Preferred Class C Stock remains outstanding, in addition to any other vote or consent of stockholders required by the Corporation's certificate of incorporation, the Corporation will not, without first obtaining the approval (by written consent, as provided by law or otherwise) of a unanimous vote of the then outstanding shares of Class C Preferred Stock, voting together as a class: (i) Increase or decrease the total number of authorized shares of Class C Preferred Stock; (ii) Effect an exchange reclassification, or cancellation of all or a part of the Class C Preferred Stock, but excluding a stock split or reverse stock split of the Corporation's Common Stock or preferred stock; (iii) Effect an exchange, or create a right of exchange, of all or part of the shares of another class of shares into shares of Class C Preferred Stock; or (iv) Alter or change the rights, preferences or privileges of the shares of Class C Preferred Stock so as to affect adversely the shares of such series, including the rights set forth in this Designation. For clarification, issuances of additional authorized shares of Class C Preferred Stock under the terms herein shall require the authorization or approval of the existing shareholders of Class C Preferred Stock.

*Voting rights* - The Class C Preferred Stock, has no voting rights, except for the voting rights described in "Rank" above.

**NOTE 14 – SUBSEQUENT EVENTS**

Management has evaluated subsequent events through the date these consolidated financial statements were available to be issued. Based on our evaluation, no material events have occurred that require further disclosure.