

Neon Bloom Inc.

Amendment to Management Certification for 12/31/2024 originally published through the OTC Disclosure & News Service on [02/23/2025](#)

Explanatory Note:
First Amended Management Certification

***This coversheet was automatically generated by OTC Markets Group based on the information provided by the Company. OTC Markets Group has not reviewed the contents of this amendment and disclaims all responsibility for the information contained herein.*

Management Certification

The undersigned, on behalf of Neon Bloom, Inc. ("the Company"), certifies that the information provided herein is accurate and complete to the best of the Company's knowledge.

1. The Company publishes disclosure pursuant to the following obligation (select one):

SEC REPORTING OBLIGATION:

- ☐ The Company has a reporting obligation under Section 13 or 15(d) of the Exchange Act
- ☐ The Company has a reporting obligation under Regulation A (Tier 2)
- ☐ The Company has a reporting obligation under Regulation Crowdfunding (CF)
- ☐ Other (describe) _____

EXEMPT FROM SEC REGISTRATION/NO SEC REPORTING OBLIGATION:

- ☐ The Company is exempt from SEC registration and has a reporting obligation to a U.S. Bank Regulator
- ☒ The Company is exempt from SEC Registration and is reporting under the Alternative Reporting Standard

The Company is current in its reporting obligation as indicated above.

2. Indicate below 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: ☒

3. Indicate below whether the Company is subject to Bankruptcy or reorganization proceedings.

Yes: ☐ No: ☒

4. The Company has a Verified Company Profile on OTCMarkets.com.
5. The Company is duly organized and in good standing under the laws of the state or jurisdiction in which the Company is organized or does business.
6. The Company understands and acknowledges its obligations to report company-related actions pursuant to Exchange Act Rule 10b-17 and FINRA Rule 6490.
7. The Company understands and acknowledges its obligations to publicly disclose material information in a timely manner in accordance with applicable U.S. federal securities laws, including but not limited to Section 10(b) of the Exchange Act and Rule 10b-5 thereunder.
8. The Company's transfer agent and its address are listed below. If the Company acts as its own transfer agent, indicate that by listing the Company and its information in the fields provided.¹

Transfer Agent: Transfer Online Inc.
Address: 512 SE Salmon Street
Portland, OR 97214-3444

¹ OTCQX and OTCQB companies are required to retain a transfer agent that participates in the Transfer Agent Verified Shares Program.

9. The Company's most recent Annual Report was prepared by:

Below is a list all law firm(s) and attorney(s) (including internal counsel) that acted as the Company's primary legal counsel in preparing its most recent annual report or, if no attorney assisted in preparing the disclosure, the person(s) who prepared the disclosure and their relationship to the Company.

Name: Michael Elzufon
Bazelet Health Systems Inc.
Title: Former Director and Principal Accounting Officer for Neon Bloom, Inc.; Officer, Director and Principal Accounting Officer of Bazelet Health Systems Inc
Relationship to Issuer: Former Director and former Chief Executive Officer of Neon Bloom, Inc. and Chief Financial Officer of Bazelet Health Systems Inc.

Name: Walter Tabaschek
Title: former COO/CFO for the Company

Name: Fred G. Luke
Global Business Strategies Inc.
Title: CEO and Director of Global Business Strategies Inc.
Relationship to Issuer: Secretary and Accounting Officer of Neon Bloom, Inc., in his individual capacity

10. The Company's Officers, Directors and 5% Control Persons are listed below:

The table below provides information regarding all officers and directors of the Company, or any person that performs a similar function, regardless of the number of shares they own. To the best of the Company's knowledge, it includes all individuals or entities beneficially owning 5% or more of any class of the issuer's equity securities. To identify holders of 5% or more, companies may obtain a recent copy of their shareholder list that includes Non-Objecting Beneficial Owners or "NOBOs." SEC Reporting companies may also research their beneficial ownership and insider transaction filings such as on Schedules 13G or 13D or on Forms 3, 4, and 5.

As of (latest practicable date): 12/31/2024

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)
Gregory L. Bauer	CEO and Director	St. Augustine, FL	50,000,000	Common Stock	23.556%
David Grand	Shareholder	Delray Beach, FL	40,000,000	Common Stock	18.845%
Roger kean	President - R. G. Kean Enterprises Inc., 5% Shareholder	Springfield, MO	16,000,000	Common Stock	7.54%
Stephen Lawrence	President - Direct Equity Source Inc., 5% Shareholder	Austin, TX	18,000,000	Common Stock	8.48%
Fred Luke	Secretary & Director	Newport Beach, CA	2,900,000	Common Stock	1.366%
David Grand	Former Secretary	Delray Beach, FL	250,000	Series A Preferred Stock (1)	100.00%
Gregory L. Bauer	CEO and Director	St. Augustine, FL	2,000,000	Series B Convertible Preferred Stock (2)	100.00%

Any additional material details, including conversion terms of any class of the issuer's equity securities, are below:

1. The holders of the Company's Series A Preferred Stock do not have any Dividend Rights, Voting Rights, Conversion Rights, or Liquidation Rights; the Company has the option to redeem all outstanding shares of Series A Preferred Stock from each holder (each a "Series A Shareholder") at any time on an "all or nothing" basis at a redemption price equal to the cost basis of the Series A Preferred Stock on the date of the original issuance to the original Series A Shareholder (the "Redemption Price").
2. The holders of the Company's Series B Preferred Stock are entitled to receive dividends or other distributions, and vote, along with the holders of the Company's Common Stock entitled to receive distributions and vote, including but not limited to Dividends, Liquidation or other preferences when, and if, declared by the Directors of the Company subject to the terms designated for the Series B Preferred Stock; the holder of the Series B Preferred Stock are entitled to convert their shares of Series B Preferred Stock, subject to a Ten (10) day notice requirement (a "Notice of Conversion"), have the option to convert at any time (a "Conversion"), into such number of fully paid and non-assessable shares of Common Stock (the "Conversion Shares") as is determined by multiplying:
 - a. the number of the total issued and outstanding shares of the Company's Common Stock as of the date of conversion, by
 - b. 0.000002, then
 - c. multiplying that product by the number of shares of Series B Stock to be converted (the "Conversion Rate").

Further, the holders of the Company's Series B Preferred Stock are entitled to receive, prior and in preference to any distribution of the assets or surplus funds of the Company to the holders of the other class of the Company's capital stock, an amount equal to Three Dollars (\$3.00) per share with respect to each share of Series B Preferred Stock owned as of the date of any liquidation, plus all declared but unpaid dividends and interest with respect to such shares. And, the Company shall have the option to redeem all outstanding shares of Series B Preferred Stock at any time on an "all or nothing" basis (the "Redemption Offer") at a redemption price (the "Redemption Price") equal to the greater of (a) the voting percentage, calculated on an "as converted", times the Company's Market Capitalization, or (b) One dollar (\$1.00) per share.

11. The Company has Convertible Debt as detailed below:

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 ²	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g., Loan, Services, etc.)
07/31/2023	150,000	158,500 ⁱ	07/31/2024	Convertible at first anniversary of Issuance Date	-0-	500,000*	Michael Elzufon	Loan
07/31/2023	127,000	134,197	07/31/2024	Convertible at first anniversary of Issuance Date.	-0-	10,400,773#	Michael Elzufon	Loan
07/26/2023	55,775	58,161	07/26/2024	Convertible at first anniversary of Issuance Date.	-0-	3,541,270**	Walter Tabaschek	Loan
Total Outstanding Balance:		\$351,632	Total Shares:		-0-	14,442,043		

² 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.

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

- Conversion rights are only in effect when the closing Market Price is the Company's Common Stock is \$.30/share or greater; otherwise not convertible. Assumes note not in dispute and eligible for conversion, and converted at 12.312.2024.
- # Convertible at \$.01/share. Assumes note not in dispute and eligible for conversion, and converted at 12.312.2024.
- ** Convertible at 25% discount to Market price – Market Price was \$.021 at 12.31.2024. Assumes note not in dispute and eligible for conversion, and converted at 12.312.2024.

Signature:

Name of Principal Executive Officer or Principal Financial Officer: Fred G. Luke

Title: Secretary, Principal Financial Officer & Director

Date: 4/10/2025

Signature: /s/ Fred G. Luke

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