Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

RAADR, INC.
(doing business as Telvantis)
1680 Michigan Avenue, Suite 700
Miami Beach, Florida 33139

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www.telvantis.com
dcontreras@telvantis.com

Annual Report
For the period ending December 31, 2024 (the "Reporting Period")

Outstanding Shares

The number of shares outstanding of our Common Stock was:

6,371,260,661 shares of common stock as of December 31, 2024, and 6,746,260,661 shares of common stock as of April 14, 2025, respectively.

2,346,499,236 shares of common stock as of December 31, 2023.

Shell Status

Indicate by check mark whether the company is a shell company (as defined in Rule 405 of the Securities Act of 1933, Rule 12b-2 of the Exchange Act of 1934 and Rule 15c2-11 of the Exchange Act of 1934):
Yes: ☐ No: ☒

Indicate by check mark whether the company's shell status has changed since the previous reporting period:
Yes: ☐ No: ☒

Change in Control

Indicate by check mark whether a Change in Control[1] of the company has occurred over this reporting period:
Yes: ☒ No: ☐

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

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

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

The current name of the Issuer is Raadr, Inc.

Prior names used: From Inception, March 29, 2006, to January 7, 2013, White Dental Supply, Inc.; from January 7, 2013, to October 12, 2015, PITOOEY!, Inc.; since October 12, 2015, Raadr, Inc.

Current State and Date of Incorporation or Registration: **Incorporated in the State of Nevada on March 29, 2006.**
Standing in this jurisdiction: (e.g. active, default, inactive): **Active**

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

Effective October 8, 2024, a change in control of RDAR occurred, in connection with RDAR's acquisitions of Telvantis Voice Services, Inc. (formerly Mexedia, Inc.), a Florida corporation with its operations headquartered in Miami Beach, Florida, and Mexedia DAC, an Ireland corporation.

In connection with the Mexedia Acquisitions, Jacob DiMartino resigned as the Sole Director and Officer of RDAR and the following persons were appointed: Daniel Contreras, Chief Executive Officer; Orlando Taddeo, President and Director; and Daniel Gilcher, Chief Financial Officer, Secretary, Treasurer and Director.

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

None.

Address of the issuer's principal executive office:

1680 Michigan Avenue, Suite 700, Miami Beach, Florida 33139

Address of the issuer's principal place of business:
☒ Check if principal executive office and principal place of business are the same address:

N/A

Has the issuer or any of its predecessors been in bankruptcy, receivership, or any similar proceeding in the past five years?

No: ☒ Yes: ☐ If Yes, provide additional details below:

N/A

2) Security Information

Transfer Agent

Name: Manhattan Transfer Registrar Co.
Phone: 631-928-7655
Email: dcarlo@mtrco.com
Address: 388 Sheep Pasture Rd, Port Jefferson, NY 11777

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:	**RDAR**
Exact title and class of securities outstanding:	**Common Stock**
CUSIP:	**74979T 207**
Par or stated value:	**$.001**
Total shares authorized:	**15,000,000,000** as of date: April 14, 2025
Total shares outstanding:	**6,746,260,661** as of date: April 14, 2025
Total number of shareholders of record:	**132** as of date: April 14, 2025

Other classes of authorized or outstanding equity securities:

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

Exact title and class of the security:	**Series A Convertible Preferred Stock**
CUSIP (if applicable):	**N/A**
Par or stated value:	**$.001**
Total shares authorized:	**20,000,000** as of date: April 14, 2025
Total shares outstanding (if applicable):	**0** as of date: April 14, 2025
Total number of shareholders of record	**0** as of date: April 14, 2025

Exact title and class of the security:	**Series E Convertible Preferred Stock**
CUSIP (if applicable):	**N/A**
Par or stated value:	**$.001**
Total shares authorized:	**1,000,000** as of date: April 14, 2025
Total shares outstanding (if applicable):	**0** as of date: April 14, 2025
Total number of shareholders of record	**0** as of date: April 14, 2025

Exact title and class of the security:	**Series F Preferred Stock**
CUSIP (if applicable):	**N/A**
Par or stated value:	**$.001**
Total shares authorized:	**75,000** as of date: April 14, 2025
Total shares outstanding (if applicable):	**75,000** as of date: April 14, 2025
Total number of shareholders of record	**One (1)** as of date: April 14, 2025

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.

The holders of the Company's common stock are entitled to one vote per share on all matters submitted to a vote of the shareholders, including the election of directors. Generally, all matters to be voted on by shareholders must be approved by a majority (or, in the case of election of directors, by a plurality) of the votes entitled to be cast by all shares of our common stock that are present in person or represented by proxy. Except as otherwise provided by law, amendments to the Company's Articles of Incorporation generally must be approved by a majority of the votes entitled to be cast by all outstanding shares of the Company's common stock. The Company's Article of Incorporation does not provide for cumulative voting in the election of directors. Holders of the Company's common stock will be entitled to such cash dividends as may be declared from time to time by the Board from funds available. Holders of the Company's common stock have no preemptive rights to purchase shares of the Company's common stock. The issued and outstanding shares of the Company's common stock are not subject to any redemption provisions and are not convertible into any other shares of the Company's capital stock. Upon liquidation, dissolution or winding up, the holders of the Company's common stock will be entitled to receive pro rata all assets available for distribution to such holders.

The Company has never declared or paid any cash dividends on its common stock.

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

Series A Convertible Preferred Stock. On January 3, 2013, the Company filed a Certificate of Designation with the State of Nevada to designate up to 20,000,000 shares of preferred stock as "Series A". The Series A holds no voting rights but is automatically convertible into shares of the Company's common stock immediately upon the effectiveness of a Certificate of Change filed by the Company to increase the number of shares of common stock the Company would become authorized to issue.

Series E Convertible Preferred Stock. On January 27, 2016, the Company filed a Certificate of Designation with the State of Nevada to designate up to 1,000,000 shares of preferred stock as "Series E". The Series E hold voting rights equal to twice the number of votes of all outstanding shares of capital stock such that the holders of outstanding shares of Series E shall always constitute 66.67% of the voting rights of the Corporation. All shares of Series E rank subordinate to all of the Company's common and preferred stock and are not entitled to participate in the distribution of the Company's assets upon liquidation.

Series F Preferred Stock. On October 8, 2024, the Company filed a Certificate of Designation with the State of Nevada to designate up to 75,000 shares of preferred stock as "Series F Preferred Stock." The holders of the Series F Preferred Stock shall, as a class, have rights in all matters requiring shareholder approval to a number of votes equal to two (2) times the sum of: (a) the total number of shares of common stock which are issued and outstanding at the time of any election or vote by the shareholders; plus (b) the number of votes allocated to shares of Preferred Stock issued and outstanding of any other class that shall have voting rights. The Series F Preferred Stock shall be treated *pari passu* with the Company's common stock, except that the dividend on each share of Series F Preferred Stock shall be equal to the amount of the dividend declared and paid on each share of the Company's common stock multiplied by the conversion rate. The Series F Preferred Stock shall be convertible into shares of the Company's common stock, as follows: each share of Series F Preferred Stock shall be convertible at any time into a number of shares of the Company's common stock that equals 0.001 percent (0.001%) of the number of issued and outstanding shares of the Company's common stock outstanding on the date of conversion, such that 1,000 shares of Series F Preferred Stock would convert into one percent (1%) of the number of issued and outstanding shares of the Company's common stock outstanding on the date of conversion. A holder of shares of Series F Preferred Stock shall be required to convert all of such holder's shares of Series F Preferred Stock, should any such holder exercise his, her or its rights of conversion.

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

None.

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.

There have been no material modifications to rights of holders of the company's securities that occurred over the reporting period covered by this report.

3) Issuance History

The goal of this section is to provide disclosure with respect to each event that resulted in any changes to the total shares outstanding of any class of the issuer's securities ***in the past two completed fiscal years and any subsequent interim period****.*

Disclosure under this item shall include, in chronological order, all offerings and issuances of securities, including debt convertible into equity securities, whether private or public, and all shares, or any other securities or options to acquire such securities, issued for services. Using the tabular format below, please describe these events.

A. Changes to the Number of Outstanding Shares for the two most recently completed fiscal years and any subsequent period

Indicate by check mark whether there were any changes to the number of outstanding shares within the past two completed fiscal years:

No: ☐ Yes: ☒ (If yes, you must complete the table below)

Shares Outstanding as of Second Most Recent Fiscal Year End: Opening Balance Date December 31, 2021 Common: 40,880,093 Preferred E: 1,000,000				*Right-click the rows below and select "Insert" to add rows as needed.					
Date of Transaction	**Transaction type (e.g. new issuance, cancellation, shares returned to treasury)**	**Number of Shares Issued (or cancelled)**	**Class of Securities**	**Value of shares issued ($/per share) at Issuance**	**Were the shares issued at a discount to market price at the time of issuance? (Yes/No)**	**Individual/ Entity Shares were issued to (entities must have individual with voting / investment control disclosed).**	**Reason for share issuance (e.g. for cash or debt conversion) OR Nature of Services Provided (if applicable)**	**Restricted or Unrestricted as of this filing?**	**Exemption or Registration Type?**
1/3/2022	New Issuance	187,500	Common	0.0800	Yes	Arin LLC (Adam Ringer)	Sale of Common Stock	Unrestricted	Rule 144

1/24/2022	New Issuance	250,000	Common	0.0800	Yes	Lynn Cole Capital Corporation (Lynn Cole)	Sale of Common Stock	Unrestricted	Rule 144
2/4/2022	New Issuance	125,000	Common	0.0800	Yes	Arin LLC (Adam Ringer)	Sale of Common Stock	Unrestricted	Rule 144
5/1/2022	New Issuance	2,000,000	Common	0.0400	Yes	Leonard Tucker LLC (Leonard Tucker)	Services	Unrestricted	Rule 144
5/1/2022	New Issuance	3,500,000	Common	0.0200	Yes	Christina Upham	Services	Unrestricted	Rule 144
6/1/2022	New Issuance	111,577	Common	0.0400	Yes	Leonard Tucker LLC (Leonard Tucker)	Services	Unrestricted	Rule 144
6/2/2022	New Issuance	3,000,000	Common	0.0400	Yes	Elliot Polatoff	Sale of Common Stock	Unrestricted	Rule 144
7/6/2022	New Issuance	2,350,000	Common	0.0100	Yes	GW Capital Ventures, LLC (Noah Weinstein)	Sale of Common Stock	Unrestricted	Rule 144
7/8/2022	New Issuance	3,000,000	Common	0.0100	Yes	Alumni Capital, LP (Ashkan Mapar)	Sale of Common Stock	Unrestricted	Rule 144
7/11/2022	New Issuance	2,250,000	Common	0.0100	Yes	Debtfund, LP (Christopher Shufeldt, John Busacca)	Note conversion	Unrestricted	Rule 144
7/19/2022	New Issuance	4,000,000	Common	0.0100	Yes	Geneva Roth Remarks Holdings (Curt Kramer)	Sale of Common Stock	Unrestricted	Rule 144

7/22/2022	New Issuance	5,000,000	Common	0.0100	Yes	Debtfund, LP (Christopher Shufeldt, John Busacca)	Sale of Common Stock	Unrestricted	Rule 144
9/14/2022	New Issuance	3,300,000	Common	0.0100	Yes	Debtfund, LP (Christopher Shufeldt, John Busacca)	Note conversion	Unrestricted	Rule 144
9/23/2022	New Issuance	3,906,250	Common	0.0100	Yes	Debtfund, LP (Christopher Shufeldt, John Busacca)	Sale of Common Stock	Unrestricted	Rule 144
10/11/2022	New Issuance	4,296,875	Common	0.0100	Yes	Debtfund, LP (Christopher Shufeldt, John Busacca)	Sale of Common Stock	Unrestricted	Rule 144
12/21/2022	New Issuance	18,000,000	Common	0.3200	Yes	Igala Commonweal th Limited (Noah Weinstein)	Services	Unrestricted	Rule 144
12/28/2022	New Issuance	4,296,875	Common	0.0100	Yes	Scottsdale Capital Advisors LLD (John Busacca)	Sale of Common Stock	Unrestricted	Rule 144
1/03/2023	New Issuance	30,000,000	Common	0.0041	Yes	Brian McLain	Services	Unrestricted	Rule 144
1/18/2023	New Issuance	12,000,000	Common	0.0025	Yes	Janbella Group LLC (William Alessi)	Sale of Common Stock	Unrestricted	Regulation A
1/18/2023	New Issuance	6,500,000	Common	0.0025	Yes	Boot Capital LLC (Peter Rosten)	Sale of Common Stock	Unrestricted	Regulation A
1/20/2023	New Issuance	4,710,713	Common	0.0001	Yes	Leonard Tucker LLC (Leonard Tucker)	Services	Unrestricted	Rule 144

1/20/2023	New Issuance	3,710,713	Common	0.0001	Yes	Elliott Polatoff	Services	Unrestricted	Rule 144
1/25/2023	New Issuance	6,000,000	Common	0.0025	No	Boot Capital LLC (Peter Rosten)	Sale of Common Stock	Unrestricted	Regulation A
2/16/2023	New Issuance	8,200,000	Common	0.0008	Yes	Debtfund, LP (Christopher Shufeldt, John Busacca)	Conversion of Notes Payable	Unrestricted	Rule 144
2/28/2023	New Issuance	8,574,000	Common	0.0005	Yes	Debtfund, LP (Christopher Shufeldt, John Busacca)	Conversion of Notes Payable	Unrestricted	Rule 144
2/12/2023	New Issuance	25,000,746	Common	0.002	Yes	Steve Watson	Services	Restricted	Section 4(a)(2)
5/4/2023	New Issuance	2,525,880	Common	0.0001	Yes	Leonard Tucker LLC Leonard Tucker)	Services	Restricted	Section 4(a)(2)
5/4/2023	New Issuance	2,525,880	Common	0.0001	Yes	Elliott Polatoff	Services	Restricted	Section 4(a)(2)
6/8/2023	New Issuance	30,000,000	Common	0.0013	No	Brenda Whitman	Services	Restricted	Section 4(a)(2)
6/12/2023	New Issuance	25,000,000	Common	0.0013	No	Brenda Whitman	Services	Restricted	Section 4(a)(2)
7/31/2023	New Issuance	12,000,000	Common	0.00091	Yes	IBH Capital LLC (Pinny Kievman)	Conversion of Notes Payable	Unrestricted	Section 4(a)(2)
8/2/2023	New Issuance	3,713,952	Common	.0009	No	Leonard Tucker LLC Leonard Tucker)	Anti-dilution and ratchet provision	Restricted	Section 4(a)(2)
8/2/2023	New Issuance	3,713,952	Common	.0009	No	Elliott Polatoff	Anti-dilution and ratchet provision	Restricted	Section 4(a)(2)
9/5/2023	New Issuance	500,000,000	Common	.0016	No	Dean Richards	Sale of Common Stock	Restricted	Section 4(a)(2)

9/5/2023	New Issuance	500,000,000	Common	.0016	No	Brenda Whitman	Forbearance agreement	Restricted	Section 4(a)(2)
9/5/2023	New Issuance	700,000,000	Common	.0016	No	Christina Upham	Forbearance agreement	Restricted	Section 4(a)(2)
10/5/2023	New Issuance	94,234,615	Common	.0014	No	Elliot Polatoff	Anti-dilution and ratchet provision	Restricted	Section 4(a)(2)
10/5/2023	New Issuance	94,234,615	Common	.0014	No	Leonard Tucker LLC Leonard Tucker)	Anti-dilution and ratchet provision	Restricted	Section 4(a)(2)
11/7/2023	New Issuance	30,000,000	Common	.0005	Yes	AES Capital Eli Safdieh, manager	Sale of Common Stock	Unrestricted	Regulation A
11/22/2023	New Issuance	10,000,000	Common	.0005	Yes	Leonite Capital LLC Avi Gellar, manager	Sale of Common Stock	Unrestricted	Regulation A
11/29/2023	New Issuance	10,000,000	Common	.0005	Yes	AES Capital Eli Safdieh, manager	Sale of Common Stock	Unrestricted	Regulation A
12/6/2023	New Issuance	15,000,000	Common	.0005	Yes	AES Capital Eli Safdieh, manager	Sale of Common Stock	Unrestricted	Regulation A
12/25/2023	New Issuance	108,400,000	Common	.0005	Yes	Leonite Capital LLC Avi Gellar, manager	Sale of Common Stock	Unrestricted	Regulation A
3/20/2024	New Issuance	200,000,000	Common	.0001	Yes	Rock Bay Partners, LTD Sam Oshana, manager	Sale of Common Stock	Unrestricted	Regulation A
3/28/2024	New Issuance	250,000,000	Common	.0001	Yes	Rock Bay Partners, LTD Sam Oshana, manager	Sale of Common Stock	Unrestricted	Regulation A
4/26/2024	New Issuance	100,000,000	Common	.0001	Yes	William J. Tynan	Sale of Common Stock	Unrestricted	Regulation A
5/3/2024	New Issuance	100,000,000	Common	.0001	Yes	William J. Tynan	Sale of Common Stock	Unrestricted	Regulation A
4/18/2024	New Issuance	218,000,000	Common	.0001	Yes	Leonite Capital LLC Avi Gellar, manager	Sale of Common Stock	Unrestricted	Regulation A

5/9/2024	New Issuance	140,000,000	Common	.0001	Yes	Leonite Capital LLC Avi Gellar, manager	Sale of Common Stock	Unrestricted	Regulation A
5/14/2024	New Issuance	100,000,000	Common	.0001	Yes	William J. Tynan	Sale of Common Stock	Unrestricted	Regulation A
5/23/2024	New Issuance	100,000,000	Common	.0001	Yes	Leonite Capital LLC Avi Gellar, manager	Sale of Common Stock	Unrestricted	Regulation A
5/31/2024	New Issuance	200,000,000	Common	.0001	Yes	GW Capital Ventures, LLC, Noah Weinstein	Sale of Common Stock	Unrestricted	Regulation A
6/4/2024	New Issuance	125,000,000	Common	.0001	Yes	Arin, LLC, Adam Ringer	Sale of Common Stock	Unrestricted	Regulation A
6/6/2024	New Issuance	100,000,000	Common	.0001	Yes	William J. Tynan	Sale of Common Stock	Unrestricted	Regulation A
6/11/2024	New Issuance	209,000,000	Common	.0001	Yes	Leonite Capital LLC (Avi Gellar)	Sale of Common Stock	Unrestricted	Regulation A
6/21/2024	New Issuance	94,750,468	Common	.0005	No	Elliott Polatoff	Anti-dilution and ratchet provision	Restricted	Section 4(a)(2)
6/6/2024	New Issuance	175,000,000	Common	.0001	Yes	Leonite Capital LLC (Avi Gellar)	Sale of Common Stock	Unrestricted	Regulation A
7/19/2024	New Issuance	400,000,000	Common	.0001	Yes	Robert Garrett	Services	Restricted	Section 4(a)(2)
8/16/2024	Cancellation	(400,000,000)	Common	N/A	N/A	Robert Garrett	N/A	N/A	N/A
10/1/2024	New Issuance	200,000,000	Common	.0001	Yes	Leonite Capital LLC (Avi Geller)	Conversion of Note Payable	Unrestricted	Section 4(a)(1)
10/2/2024	New Issuance	220,000,000	Common	.0001	Yes	FirstFire Global Opportunities Fund, LLC (Eli Fireman)	Conversion of Note Payable	Unrestricted	Section 4(a)(1)
10/7/2024	New Issuance	280,000,000	Common	.0001	Yes	FirstFire Global Opportunities Fund, LLC (Eli Fireman)	Conversion of Note Payable	Unrestricted	Section 4(a)(1)

10/8/2024	Cancellation	(1,000,000)	Series E Preferred Stock	N/A	N/A	JanBella Group, LLC (William Alessi)	N/A	N/A	N/A
10/8/2024	New Issuance	75,000	Series F Preferred Stock	800	No	Mexedia S.p.A. S.B (Orlando Taddeo)	Acquisition Transaction	Restricted	Section 4(a)(2)
10/8/2024	New Issuance	231,611,000	Common	.0001	Yes	JanBella Group, LLC (William Alessi)	Conversion of Note Payable	Unrestricted	Section 4(a)(1)
10/15/2024	New Issuance	250,000,000	Common	.0001	Yes	Leonite Capital LLC (Avi Geller)	Settlement Agreement	Unrestricted	Section 4(a)(1)
10/16/2024	New Issuance	223,000,000	Common	.0001	Yes	GW Capital Ventures, LLC (Noah Weinstein)	Settlement Agreement	Unrestricted	Section 4(a)(1)
10/22/2024	New Issuance	464,000,000	Common	.0001	Yes	Leonite Capital LLC (Avi Geller)	Settlement Agreement	Unrestricted	Section 4(a)(1)
10/30/2024	Cancellation	(500,000,000)	Common	.0001	N/A	Dean Richards	N/A	N/A	N/A
10/30/2024	Cancellation	(700,000,000)	Common	.0001	N/A	Christina Upham	N/A	N/A	N/A
11/07/2024	New Issuance	375,000,000	Common	.0001	Yes	Leonite Capital LLC (Avi Geller)	Settlement Agreement	Unrestricted	Section 4(a)(1)
11/13/2024	New Issuance	84,702,639	Common	.0001	Yes	FirstFire Global Opportunities Fund, LLC (Eli Fireman)	Settlement Agreement	Unrestricted	Section 4(a)(1)
11/13/2024	New Issuance	15,297,361	Common	.0001	Yes	FirstFire Global Opportunities Fund, LLC (Eli Fireman)	Settlement Agreement	Unrestricted	Section 4(a)(1)
11/13/2024	New Issuance	375,000,000	Common	.0001	Yes	IBH Capital LLC (Pinny Kievman)	Conversion of Notes Payable	Unrestricted	Section 4(a)(1)
11/15/2024	Cancellation	(500,000,000)	Common	.0001	N/A	Brenda Whitman	N/A	N/A	N/A
11/21/2024	New Issuance	375,000,000	Common	.0001	Yes	Leonite Capital LLC (Avi Geller)	Settlement Agreement	Unrestricted	Section 4(a)(1)
11/26/2024	New Issuance	450,000,000	Common	.0001	Yes	Boot Capital, LLC (Peter Rosten)	Settlement Agreement	Unrestricted	Section 4(a)(1)

11/26/2024	New Issuance	94,500,000	Common	.0001	Yes	Leonard Tucker, LLC (Leonard Tucker)	Anti-dilution and ratchet provision	Restricted	Section 4(a)(2)
	New Issuance	375,000,000	Common	.0001	Yes	IBH Capital LLC (Pinny Kievman)	Conversion of Notes Payable	Unrestricted	Section 4(a)(1)
Shares Outstanding on Date of This Report Date: 4/14/2025 Common 6,746,260,661 Preferred E 0 Preferred F 75,000									

Example: A company with a fiscal year end of December 31st, in addressing this item for its Annual Report, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2021 through December 31, 2022 pursuant to the tabular format above.

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

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[5]	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g., Loan, Services, etc.)
12/11/2024	$27,500	$27,500	12/11/2024	25% discount to lowest bid price on day preceding conversion or offering price of Regulation A offering	-0-	45,833,333	Leonite Capital, LLC (Avi Geller)	Loan
12/9/2024	$27,500	$27,500	12/9/2025	25% discount to lowest bid price on day preceding conversion or offering price of Regulation A offering	-0-	45,833,333	FirstFire Global Opportunities Fund, LLC (Eli Fireman)	Loan
12/5/2024	$27,500	$27,500	12/5/2025	25% discount to lowest bid price on day preceding conversion or offering price of Regulation A offering	-0-	45,833,333	GW Holdings Group, LLC (Noah Weinstein)	Loan
7/15/2024	$60,000	$60,000	7/15/2025	25% discount to lowest bid price on day preceding conversion or offering price of Regulation A offering	-0-	100,000,000	Newlan Law Firm, PLLC (Eric Newlan)	Legal Services
7/15/2024	$60,000	$40,000	7/15/2025	25% discount to lowest bid price on day preceding conversion or offering price of Regulation A offering	-0-	66,666,667	Newlan Law Firm, PLLC (Eric Newlan)	Legal Services
Total Outstanding Balance:		$182,500		**Total Shares:**	-0-	304,166,666		

[5] 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:

4) Issuer's Business, Products and Services

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

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

Our company now operates as a holding company in the telecommunications sector. Telvantis and Mexedia DAC are intermediary operators that sell "segments" of telephone connections, taking place between a "calling" user and a "called" user, to other Telco operator or mobile operators. As telco operators, the volume of their revenues is closely linked to the number of interconnection agreements entered into with commercial partners, e.g. commercial contracts between telecom operators with the aim of interconnecting networks and exchanging services.

Our customers and supplier entities are predominantly based in the United States and the principal service we provide is the termination of international voice communication between customer entities in the context of global communication. The service is provided on a strictly digital basis through the internet. The specific rates charged and destinations serviced change over time, depending on commercial opportunities and customer needs. Further, a part of our business consists of the aggregation of voice traffic from different customers to be delivered to the same supplier. We are, therefore, in principle, able to serve any network operator who generates international voice activity.

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

Parent company, Raadr, Inc.
Subsidiaries: Telvantis Voice Services, Inc., a Florida corporation, Mexedia DAC, an Ireland corporation.

C. Describe the issuer's principal products or services.

Recent Change in Control

Effective October 8, 2024, a change in control of our company, in connection with our acquisitions (the "Mexedia Acquisitions") of Mexedia, Inc., a Florida corporation with its operations headquartered in Miami, Florida ("Telvantis Florida"), and Mexedia DAC, an Ireland corporation now wholly owned by Telvantis Florida ("Mexedia DAC") (Telvantis Florida and Mexedia DAC are referred to as the Mexedia Companies). Following these transactions, Mexedia SPA controls our company. However, it is intended that, as soon as possible and in keeping with applicable Italian corporate laws and applicable Euronext Growth Paris exchange rules, Mexedia SPA would distribute to its shareholders the control shares issued to it pursuant to the Acquisition Agreements.

Also In connection with the Mexedia Acquisitions, Jacob DiMartino resigned as the Sole Director and Officer of our company and the following persons were appointed: Daniel Contreras, Chief Executive Officer and Director; Orlando Taddeo, President and Director; and Daniel Gilcher, Chief Financial Officer, Secretary, Treasurer and Director.

<u>*Acquisitions of the Mexedia Companies*</u>. Pursuant to separate Share Exchange Agreements (the *"Acquisition Agreements"*), we acquired 100% ownership of Telvantis Florida by the issuance of 40,000 shares of Series F Preferred Stock to Mexedia SPA and 100% ownership of Mexedia DAC by the issuance of 35,000 shares of Series F Preferred Stock to Mexedia SPA. Except for the consideration paid under the Acquisition

Agreements, the Acquisition Agreements are substantially identical and contain the following provisions, among other customary provisions:

> *Regulation A Offering*. Should we fail to have filed an Offering Statement on Form 1-A pursuant to Regulation A of the Securities and Exchange Commission (the "Reg A Offering"), on or before October 28th, Mexedia SPA has the right, but not the obligation, to rescind the Acquisition Agreements. <u>This condition subsequent has been waived by Mexedia SPA</u>.
>
> *Reg A Offering Proceeds*. Should we fail to have obtained the sum of $1,500,000 in proceeds from the Reg A Offering, on or before the date that is six (6) months from the date of the SEC's qualification of the Reg A Offering, Mexedia SPA has the right, but not the obligation, to rescind the Acquisition Agreements. <u>This condition subsequent has been waived by Mexedia SPA</u>.
>
> *Divestiture*. Should we fail to have divested of our pre-closing operations, which divestiture shall include all debts, other than the trade payables of our company, as of the closing date of the Mexedia Acquisitions, on or before December 31, 2024, Mexedia SPA shall have the right, but not the obligation, to rescind the Acquisition Agreements. <u>This condition has been satisfied by our company</u>.

<u>With the waivers and satisfaction of the conditions precedent in the Acquisition Agreements, our company's ownership of the Mexedia Companies has fully vested</u>.

<u>*Redemption Agreement*</u>. In connection with the Acquisition Agreements, our company and JanBella entered into the Redemption Agreement, pursuant to which JanBella sold 100% of the then-outstanding shares of Series E Preferred Stock to our company in exchange for the Redemption Note.

The principal amount of the Redemption Note is $540,000, with interest at 8% per annum and a maturity date of October 8, 2025. Under the Redemption Note, we are required to pay, on a monthly basis, 40% of the proceeds from the Reg A Offering that exceeds $100,000, until the principal and interest shall have been paid.

Following the date of payment in full of the principal balance of the Redemption Note (the "Balance Date"), we are to pay JanBella up to an additional $1,260,000 as additional principal (the "Additional Principal"), whether through monthly payments of 10% of Reg A Offering proceeds and/or, for a period of 18 months immediately following the issue date of the Redemption Note, 10% of funds obtained by our company from any third-party.

<u>*Pledge Agreement and Guaranty*</u>. In connection with the Acquisition Agreements, JanBella and Mexedia SPA entered into a pledge agreement (the "Pledge Agreement") and a guaranty ("Guaranty") with respect to our company's obligations under the Redemption Note. Specifically, the Pledge Agreement and the Guaranty relate to our company's timely payment of the $540,000 principal balance and accrued interest on the Redemption Agreement.

<u>*Share Cancellation Agreements*</u>. In connection with the Acquisition Agreements, our company entered into three separate share cancellation agreement (the "Share Cancellation Agreements") with Dean Richards, Brenda Whitman and Christina Upham, respectively. Pursuant to the Share Cancellation Agreements, a total of 1,700,000,000 shares of our common stock were cancelled.

<u>*Series F Preferred Stock*</u>. Also in conjunction with the Mexedia Acquisitions, we designated a new Series F Preferred Stock and issued a total of 75,000 shares of such Series F Preferred Stock to Mexedia SPA, which now controls our company through its ownership of the Series F Preferred Stock.

New Business Focus

Following the acquisitions of the Mexedia Companies, our company has adopted the business plan of the Mexedia Companies as our company's new business focus. Our prior business operations centered around an anti-bulling App known as "RAADR" are to be divested, in accordance with the Acquisition Agreements, which divestiture is expected to occur prior to the end of December 2024.

Our company now operates as a holding company in the telecommunications sector. Telvantis Florida and Mexedia DAC are intermediary operators that sell "segments" of telephone connections, taking place between a "calling" user and a "called" user, to other Telco operator or mobile operators. As telco operators, the volume of their revenues is closely linked to the number of interconnection agreements entered into with commercial partners, e.g. commercial contracts between telecom operators with the aim of interconnecting networks and exchanging services.

Figure 1 below depicts the structure of our company, following the acquisitions of the Mexedia Companies.

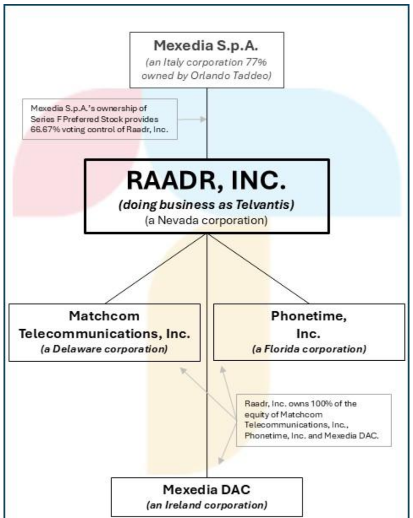


Figure 1

History of the Mexedia Companies

Phonetime, Inc. ("Phonetime") was incorporated in the State of Florida in 2006 and has operated as a telecommunications sales company since its incorporation. Prior to its being acquired by Telvantis Florida in 2023, Phonetime had established a robust wholesale voice services business on its proprietary digital infrastructure (or backbone).

Matchcom Telecommunication, Inc. ("Matchcom") was incorporated in the State of Delaware in 2018 and has operated as a telecommunications sales company since its incorporation.

Telvantis, Inc., Telvantis Florida (formerly Mexedia, Inc.), was incorporated on September 9, 2020, in the State of Florida as a wholly-owned subsidiary of Mexedia SPA. In forming Telvantis Florida, it was Mexedia SPA's stated purpose to seek acquisition opportunities in the telecommunications industry in the U.S. market. Due to the lingering effects of the Covid-19 pandemic, these efforts were unsuccessful throughout 2020 and 2021. During 2022, however, Mexedia SPA engaged in extensive discussions and negotiations with Tellza, Inc., a telecommunications holding company and then-owner of our now subsidiaries, Phonetime and Matchcom Telecommunications.

As a combined enterprise, Phonetime and Matchcom had, at that time, an extensive history and a strong wholesale voice business portfolio, including well-known global operators and an excellent reputation in the telecommunications marketplace, as well as extensive network of contacts and stable agreements with customers and suppliers.

As a result of the negotiations with Tellza, Inc., effective January 1, 2023, Televantis Florida acquired 100% of the stock of both Phonetime and Matchcom Communications, with many of their employees continuing to work for Phonetime and Matchcom Communications to this day, driving the growth of Telvantis Florida's voice business in the U.S. Since the acquisition, Telvantis Florida has continued to expand its U.S.-based digital infrastructure to support its growth.

Plan of Business

In connection with our acquisitions of the Mexedia Companies, our company now operates as a holding company in the telecommunications sector. Telvantis Florida and Mexedia DAC are intermediary operators that sell "segments" of telephone connections, taking place between a "calling" user and a "called" user, to other Telco operator or mobile operators. As telco operators, the volume of their revenues is closely linked to the number of interconnection agreements entered into with commercial partners, e.g. commercial contracts between telecom operators with the aim of interconnecting networks and exchanging services.

In addition, we believe that there are available significant business acquisition opportunities within our industry segment. It is our estimation that any such acquisition opportunity would require us to deliver funds as part of the acquisition. Should we sell at least 50% of the Offered Shares in this offering, our management believes our company would be positioned to make one or more such acquisitions (no current agreement, written or otherwise exists, in this regard). However, there is no assurance that we will obtain sufficient funds in this offering, or from other sources, that would permit us to make any such acquisition.

With the proceeds of this offering, we intend to increase our working capital position, such that we will be able to increase our revenues, which are, in large measure, a function of our levels of available working capital, from time to time.

We believe that the proceeds of this offering will satisfy our cash requirements for at least the next twelve months.

Principal Market

The principal market for our telecommunications services and products is the United States, with additional sales generated in other developed countries stemming from United States customer affiliations. Our business focus is purely one business-to-business communications and we engage with the world's largest network operators (mostly through their United States subsidiaries), as well as smaller local providers to send and receive large volumes of voice traffic between these entities.

Our customers and supplier entities are predominantly based in the United States and the principal service we provide is the termination of international voice communication between customer entities in the context of global communication. The service is provided on a strictly digital basis through the internet. The specific rates charged and destinations serviced change over time, depending on commercial opportunities and customer needs. Further, a part of our business consists of the aggregation of voice traffic from different customers to be delivered to the same supplier. We are, therefore, in principle, able to serve any network operator who generates international voice activity.

Customers

The overwhelming majority of Telvantis Florida's customers are U.S.-based companies or U.S.-based subsidiaries of international companies, with eight of our 10 largest customers falling into these categories. No single customer of Telvantis Florida represents more than 10% of its total revenues.

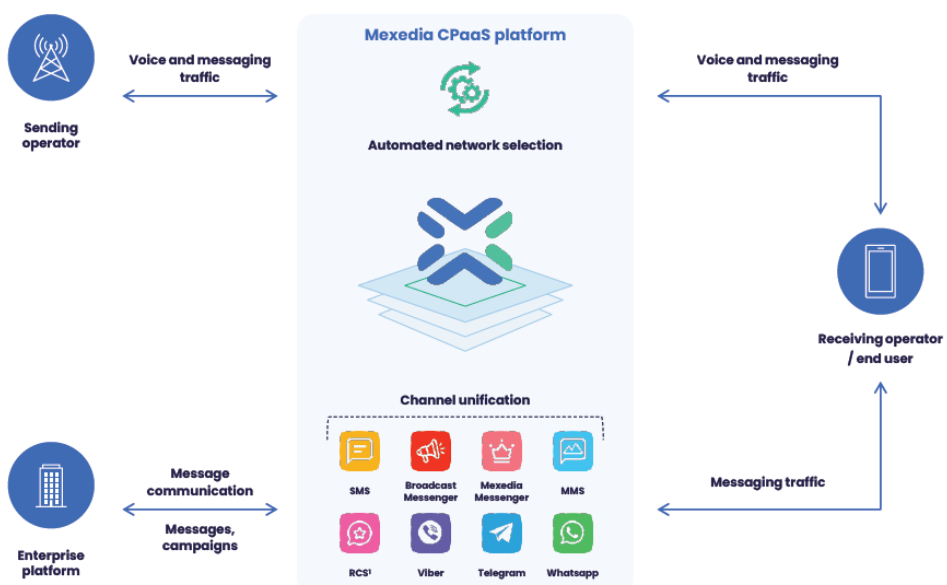
Current Operations

Overview. The Mexedia Companies provide connectivity for two distinct target customers: (1) mobile operators and (2) enterprises:

- Mobile operators are offered voice traffic wholesale services, while enterprises are provided messaging services and certain value-added services that are upsold to existing and new clients.

- Services are offered through a multichannel CPaaS platform which integrates different communication channels across voice and message and efficiently manages all customers' communication activities.

Mexedia Companies' Communication Platform as a Service (CPaaS). The Mexedia Companies' CPaaS is a cloud-based platform for mobile operators and enterprises which integrates different voice and messaging communication channels. Mobile operators are offered global network connectivity through the Mexedia Companies' proprietary voice wholesale software, a business that is continuously contracted on large volumes. Enterprises are provided with a range of messaging services to efficiently communicate with their customers through traditional SMS and messaging applications, e.g., Whatsapp and Viber, while being offered a range of additional value-added services within the same technical infrastructure.

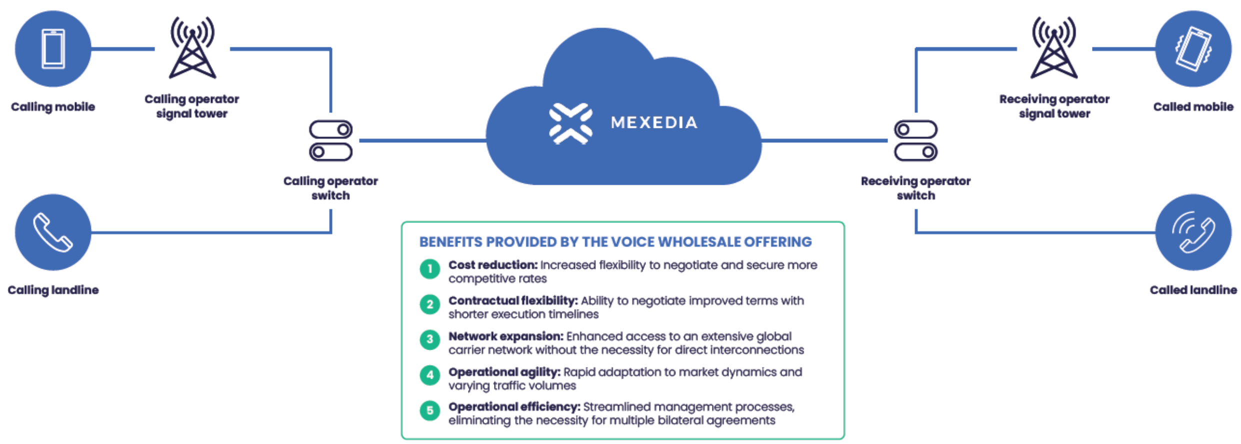


The Mexedia Companies' CPaaS platform offers a comprehensive suite of communication services for enterprises and mobile operators spanning both message and voice traffic. Hosted through a proprietary data platform in Stockholm, Sweden, the CPaaS platform minimizes reliance on third-party cloud services, to enable full system control and continuous maintenance by the Mexedia Companies. Mobile operators typically connect to the platform via direct switches to the MNO cloud while enterprises typically connect via an API through their CRM, facilitating their direct communication with customers while bypassing intermediary operators.

Wholesale of voice traffic is offered to mobile operators and enabled through the Mexedia Companies' automated wholesale software. The wholesale software automatically selects the optimal route for each call and message based on certain criteria, e.g., cost, quality, capacity and availability. The software continuously monitors changes in price, quality, availability and traffic limits of traffic providers, adjusts routes accordingly and manages billing on behalf of its users.

Messaging services are offered to the Mexedia Companies' enterprise clients seeking an efficient way to communicate with its customers through different messaging channels. The CPaaS solution offers channel unification by integrating traditional application-to-peer ("A2P") SMS messaging and OTT messaging, e.g., Whatsapp and Viber, onto one platform. In addition, various add-on services are offered and upsold to enterprise clients on the platform, including number filtering, number validation and unsubscribing services.

<u>*Mobile Operators - Voice Wholesale*</u>. The Mexedia Companies offer large volume connectivity to mobile network operators ("MNOs") for voice traffic at a wholesale level. Wholesale of voice traffic is enabled through The Mexedia Companies' cloud-based automated wholesale software which is connected to the core digital switchboards of more than 300 MNOs globally. The Mobile Operator segment operates on a volume-based model and facilitates connections between sending and receiving operators across international networks.



The Mobile Operator segment mainly handles voice traffic and focuses on providing large volume connectivity to MNOs for voice traffic and text aggregation businesses for SMS traffic. The Mexedia Companies connect sending parties to receiving parties outside their network and generates a profit margin on each connection. The mobile operator offering is volume-based where the Mexedia Companies are connected to the core digital switchboards of more than 300 MNOs globally via a cloud-based wholesale software application. Voice and text traffic currently accounts for approximately 96% and 4%, respectively, of Mobile Operator revenues. Voice traffic remains stable, whereas text traffic is a fast-growing part of the Mobile Operator segment. The Mobile Operator segment maintains a consistent customer base of companies in the telecommunications sector and a relatively strong customer retention record.

Automated Voice Wholesale Software. The Mexedia Companies' automated voice wholesale software delivers a comprehensive call routing solution for mobile operators, integrating essential functionalities to optimize traffic routing efficiency across different mobile networks. The voice wholesale software dashboard presents essential key operational statistics for a specified period, encompassing, e.g., total calls, revenues, connected calls, costs, margins, total minutes and live platform sessions. The dashboard provides a comprehensive overview of top suppliers, i.e., frequently used traffic providers, with additional information on quality, volumes, costs and margins, as well as top destinations and customers, providing insights into routes, quality, volumes and margins.

Specifically, the automated voice wholesale software offers:

- Data Collection and Analysis: data collection and analysis of service providers, e.g., rates, connection quality, and available capacity.

- Call Routing Execution: following a routing decision, voice calls are routed via the selected provider to reach the desired destination.

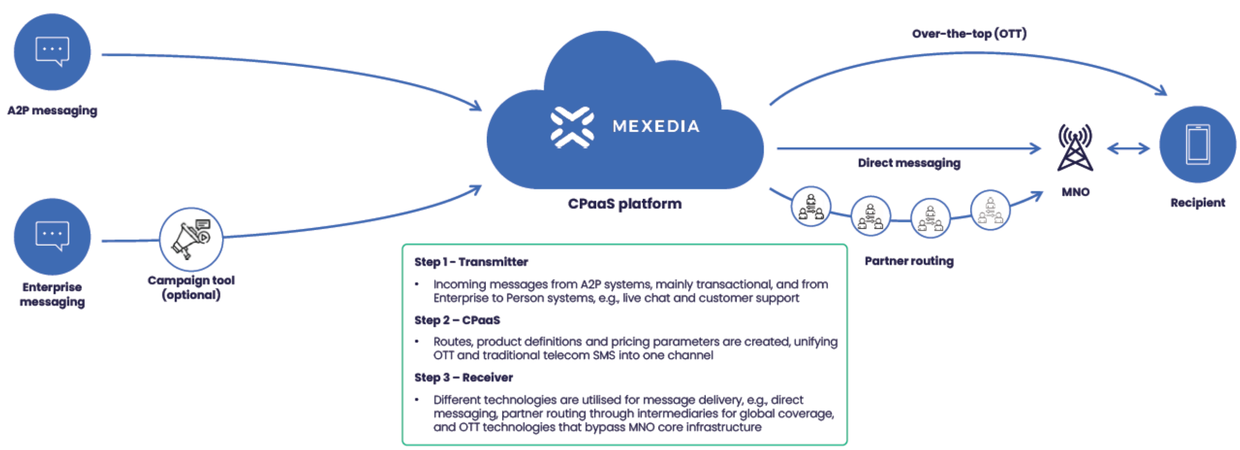
- Monitoring and Adjustments: continuous monitoring and adjusting of routes based on changes in price, quality, availability and traffic limits.

- Billing: based on clients' contracts with providers.

- Credit and Traffic Control: ensures the credit limits and maximum routed volume thresholds of clients are not exceeded.

- Least-cost Routing Decision: selects the most efficient route for each voice call based on preceding analysis and clients' set limits.

Enterprises - Messaging. The Mexedia Companies leverage their technology, regulatory approvals and experience in the Mobile Operator segment to provide text-based communication to medium and large-sized enterprises. The Mexedia Companies' direct connectivity to operators eliminates the need for intermediary operators between enterprises and their customers, thereby reducing operational costs.



The Enterprise segment strategically leverages the Mexedia Companies' direct operator connectivity, technical infrastructure, and regulatory expertise to enable direct text-based communication between enterprises and customers, bypassing intermediary operators. The offering comprises both Messaging and Value-Added Services provided to enterprises for effective customer communication with customers via different channels. Messaging Services represent the core offering and include an SMS platform and a two-way SMS feature while Value-Added Services comprise of add-ons products, e.g., phone number filtering and subscription features, and are upsold to existing clients. The Enterprise segment actively triggers both revenue and cost synergies by harmonizing operations with the Mobile Operator segment, achieving operational efficiency and minimizing the investment required for organic growth.

Messaging Services. The Mexedia Companies' automated messaging software offers the services described below.

- Campaign Portal: Enables enterprises to automate SMS campaigns in real-time through a user-friendly API connection. Utilizing SS7 and SMPP connectivity, the Mexedia Companies ensure optimal routing for high-volume SMS traffic, enhancing reliability. Offers enterprises a simple interface for designing and sending SMS messages to customers without requiring an API interface.

- Two-Way SMS: Two-way SMS facilitates customer communication by enabling customers to provide feedback on support, sales and general inquiries. Enhances brand image and customer satisfaction, positively impacting the overall bottom-line business. Fosters a customer-centric approach by reinforcing the enterprise's commitment to personalized service.

- Voice Engage: Voice Engage enables enterprises to broadcast messages worldwide through direct voice calls to customer mobile or land line phones. Enterprises can broadcast pre-recorded audio or convert text to a chosen language through Text-To-Speech (TTS). The voice solution includes a control panel for making customer journeys, utilizing key-press responses for interactive experiences.

- Messaging Portal.

  - Broadcast Messenger. A robust white-label bulk communication tool offering cost-effective, compliant messaging that fosters creativity without compromising on restrictions.

  - Mexedia Messenger. A two-way messenger platform providing enterprises with full control of their communication in a branded, familiar and secure solution.

- 2FA & OTP: Empowers enterprises with an extra layer of security for user logins, mitigating the risk of fraudulent website access. The API facilitates user identity confirmation through OTP sent via SMS, ensuring a secure process where users validate received codes. Enables enterprises to bolster security, authenticate user identities and minimize the vulnerability to unauthorized access attempts.

Value-Added Services. The Mexedia Companies' automated messaging software offers the value-added services described below.

- Optimyze™: Phone number verification and filtering solution integrated within the SMS platform for efficient database management. Particularly important for enterprises with large phone number databases that are constantly being updated. Continuous database maintenance and updates mitigates unnecessary costs, with an automatic provision of invalid numbers via API ensuring seamless, manual-free updates to in-house systems.

- Number Validation: Powerful tool ensuring an up-to-date customer number database, supporting smart decisions and cost savings crucial for business efficiency. Enterprises benefit from the tool's capability to facilitate smart decision-making, fostering cost savings. Streamline number validation with automated routines and logical checks, effortlessly filtering out invalid numbers from the phone number database.

- UN5UB™: Provides enterprises with an opt-out solution, allowing their customers to easily choose not to receive messages. Fully multilingual tool offering extensive customization options, including branding, 2FA message, buttons and an optional unsubscribe reason in various formats.

- Subscribe: Facilitates seamless engagement with subscribers, verifying mobile numbers via two-factor authentication. Facilitates a GDPR-compliant method to seamlessly and securely transition subscribers from various channels to a designated mobile number list, enabling subsequent messaging through SMS or IM campaigns.

Strengths and Weaknesses

We believe our company possesses the following competitive strengths and weaknesses:

Competitive Strengths

- we enjoy a strong customer retention track record.
- our Enterprise customer base engages in an array of industries, including fintech, igaming, banking, finance and healthcare.
- our services offerings are of a high quality and the quality of our customer service is high.
- we enjoy relatively low overhead costs.

Competitive Weaknesses

- our brand name recognition is not as strong as many of our competitors.
- our capital levels vary during operating periods, which causes our revenues to fluctuate and, during period of low capital levels, to be impaired.
- our debt payment obligations under our credit facility agreement could, over time, impair our cash flows available for operations.

Cyber Risk Management and Strategy

We use, store and process data for and about our customers, employees, partners and suppliers. We have not yet implemented a formal cybersecurity risk management program designed to identify, assess and mitigate risks from cybersecurity threats to this data, our systems and business operations. We intend to implement a cybersecurity risk management program during 2025.

Risks from cybersecurity threats have, to date, not materially affected us, our business strategy, results of operations or financial condition.

Regulatory Considerations

Telvantis Florida and Mexedia DAC are subject to varying degrees of regulation, as discussed below.

Telvantis Florida. Telecommunication operators in Florida are primarily regulated under Chapter 364, Florida Statutes and are subject to the supervisory powers of the Public Service Commission (“PSC”). Currently, With the approval of the “Regulatory Reform Act” (“Act”), effective July 1, 2011, most of the PSC retail oversight authority over the telecommunications wireline companies were eliminated, yet the PSC’s authority over telco operators issues was maintained. The Act eliminated most of the retail regulation of local exchange telecommunications services by the PSC, including the elimination of rate caps on all retail telecommunications services; elimination of telecommunications-related consumer protection and assistance duties of the PSC; and elimination of the PSC’s remaining oversight of telecommunications service quality.

Incumbent local exchange companies and competitive local exchange companies enter into interoperators contracts, which are generally called interconnection agreements. Parties to interconnection agreements are expected to negotiate rates, terms, and conditions wherever possible, and to petition the PSC in the event an agreement cannot be reached. Pursuant to Florida Regulation and U.SA. Federal regulation, Telvantis Florida is entitled to freely carry out its telecommunication business without the need to obtain any authorization, license or certification.

Mexedia DAC.

The UE Regulatory Framework. At EU level, the framework on telecommunications regulation includes Directives, Regulations, Recommendations and Communications.

The telecommunication market started to be liberalized to competition in the early 90's and, in particular, the competition of public voice telephony and public network infrastructure began in 1998.

The previous regulatory framework proved to be inadequate towards the new market needs and, therefore, a new set of Directives was adopted in 2002, regulating all forms of fixed and wireless telecommunications, data transmission and broadcasting:

- Framework Directive (Directive 2002/21/EC of the European Parliament and of the Council of 7 March 2002), adopted in order to establish a common regulatory framework for electronic communications networks and services. The Framework Directive obliges, among other things, National Regulatory Authorities to run market analyses before imposing appropriate obligations on individual operators having Significant Market Power ("SMP"), to ensure a competitive market;

- Authorization Directive (Directive 2002/20/EC of the European Parliament and of the Council of 7 March 2002) concerning authorizations for electronic communications networks and services. Such Directive sets out that the provision of electronic communications networks or the provision of electronic communications services may only be subject to a general authorization. As a consequence, authorized undertakings are entitled to (i) provide electronic communications networks and services and (ii) have their application for the necessary rights to install facilities considered. Furthermore, undertakings providing for electronic communication networks have the right to negotiate interconnection with, and where applicable obtain access to or interconnection from, other providers of publicly available communications networks and services covered by a general authorization anywhere in the Europe under the conditions of and in accordance with the Access Directive;

- Access Directive (Directive 2002/19/EC of the European Parliament and of the Council of 7 March 2002) concerning the access to and interconnection of electronic communications networks and associated facilities. In this regard, operators of public communications networks have a right and, when requested by other authorized undertakings, an obligation to negotiate interconnection with each other for the purpose of providing publicly available electronic communications services, in order to ensure provision and interoperability of services throughout the Community;

- Universal Service Directive (Directive 2002/22/EC of the European Parliament and of the Council of 7 March 2002) regulating the universal service and users' rights relating to electronic communications networks and services;

- E-Privacy Directive (Directive 2002/58/EC of the European Parliament and of the Council of 12 July 2002) regarding the processing of personal data and the protection of privacy in the electronic communications sector. Aim of such Directive is to ensure an equivalent level of protection of fundamental rights and freedoms, and in particular the right to privacy, with respect to the processing of personal data in the electronic communication sector and to ensure the free movement of such data and of electronic communication equipment and services in the Community.

Once again, the EU legal framework was revised in 2009, with the aim of defining a new European regulatory framework for the sector, adapting it to the constant evolving needs of the market. In particular the following Directives were adopted:

- Directive 2009/140/EC of the European Parliament and of the Council of 25 November 2009, which has partially amended the Framework Directives, the Access Directive and the Authorization Directive;

- Directive 2009/136/EC of the European Parliament and of the Council of 25 November 2009, which has partially amended the Universal Service Directive, the E-Privacy Directive and Regulation (EC) No 2006/2004 on cooperation between national authorities responsible for the enforcement of consumer protection laws.

Legislation in Ireland. The primary legal sources for the regulation of the telecommunications sector in Ireland are the following:

- the Telecommunications (Miscellaneous Provisions) Act, 1996, that made provision for the establishment of the office of Director of Telecommunications Regulation, for the transfer of functions from the Minister to the Director, for the imposition of a levy on providers of telecommunications services and for the regulation of tariffs for certain telecommunications services. In addition, the act amended the Postal and Telecommunications Services Act, 1983, and provided for related matters;

- the Communications Regulation Act, 2002 that provides for the establishment of a body to be known as the Commission for Communications Regulation, for the definition of its functions, for the dissolution of the office of the Director of Telecommunications Regulation, for the transfer of the functions of the Director of Telecommunications Regulation to the Commission for Communications Regulation. In addition, the act established further provisions in respect of the opening of public roads for electronic communications infrastructure, provided for the sharing of infrastructure, repealed certain enactments and provisions of enactments and provided for connected matters;

- the Communications Regulation (Amendment) Act 2007 that amended (i) the Communications Regulation Act 2002 in order to confer additional functions on the Commission for Communications Regulation;

- the S.I. No. 333/2011 - European Communities (Electronic Communications Networks and Services) (Framework) Regulations 2011, giving effect to the Framework Directive, and the amendments to that Directive as introduced by Directive 2009/140/EC of the European Parliament and of the Council of 25 November 2009;

- the S.I. No. 334/2011 - European Communities (Electronic Communications Networks and Services) (Access) Regulations 2011, giving effect to the Access Directive, and the amendments to that Directive as introduced by Directive 2009/140/EC of the European Parliament and of the Council of 25 November 2009;

- the S.I. No. 335/2011 - European Communities (Electronic Communications Networks and Services) (Authorization) Regulations 2011, giving effect to the Authorization Directive, and the amendments to that Directive as introduced by Directive 2009/140/ EC of the European Parliament and of the Council of 25 November 2009;

- the S.I. No. 336/2011 - European Communities (Electronic Communications Networks and Services) (Privacy and Electronic Communications) Regulations 2011, giving effect to the Eprivacy Directive, and the amendments to that Directive as introduced by Directive 2009/136/EC of the European Parliament and of the Council of 25 November 2009.

Pursuant to the foregoing rules, Mexedia DAC was authorized to provide electronic communications services in Ireland by means of an authorization granted by the Irish Commission for Communications Regulation on April 26, 2018.

Competition

Our telco operations are conducted in a highly competitive market, characterized by the presence of numerous competitors that operate in the sector of telecommunications electronic termination services, both at national and international levels. We may not be successful in competing against these competitors, many of whom have longer operating histories, significantly greater financial stability and better access to capital markets and credit than we do. There is no assurance that we will be able to compete successfully against our competition.

Intellectual Properties

We do not own any patents. We are the owner of proprietary software programs and numerous tradenames, including “Mexedia” and “Telvantis,” for which we intend to apply for a trademark from the USPTO, in the near future.

Properties

Telvantis Florida leases approximately 1,100 square feet of office space in Miami Beach, Florida, at a monthly rental of $4,750. Our principal corporate offices are located at this location. These premises are expected to be adequate for the operations of Telvantis Florida, as well as for our company’s principal corporate officers, for the foreseeable future. In this regard, as our business provides services in the digital domain, we do not require a large office space to house our operations, as we lease our digital infrastructure, such as servers, in multiple secure locations. Additionally, many of our employees make use of the opportunity to work remotely, thereby lessening our need for office space. During 2025, it is possible that Telvantis Florida would add a small office in New York, to support increased sales. No final determination has been made in this regard.

Mexedia DAC leases approximately 1.000 square feet of office space in Dublin, Ireland, at a monthly rental of $5.240. These premises are expected to be adequate for the operations of Mexedia DAC for the foreseeable future.

We own no real property.

Employees

We have 12 employees, including our executive officers. We believe our relations with our employees to be good and have never experienced a work stoppage.

Management's Discussion and Analysis of Financial Condition and Results of Operations

Cautionary Statement

The following discussion and analysis should be read in conjunction with our unaudited financial statements and related notes, beginning on page F-1 of this Offering Circular.

Our actual results may differ materially from those anticipated in the following discussion, as a result of a variety of risks and uncertainties, including those described under Cautionary Statement Regarding Forward-Looking Statements and Risk Factors. We assume no obligation to update any of the forward-looking statements included herein.

Recent Change in Control

Effective October 8, 2024, a change in control of our company, in connection with our acquisitions (the Mexedia Acquisitions) of Mexedia, Inc., a Florida corporation with its operations headquartered in Miami, Florida (Telvantis Florida), and Mexedia DAC, an Ireland corporation now wholly owned by Telvantis Florida (Mexedia DAC) (Telvantis Florida and Mexedia DAC are referred to as the Mexedia Companies). Following these transactions, Mexedia SPA controls our company. However, it is intended that, as soon as possible and in keeping with applicable Italian corporate laws and applicable Euronext Growth Paris exchange rules, Mexedia SPA would distribute to its shareholders the control shares issued to it pursuant to the Acquisition Agreements.

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Acquisitions of the Mexedia Companies. Pursuant to separate Share Exchange Agreements (the "Acquisition Agreements"), we acquired 100% ownership of Telvantis Florida by the issuance of 40,000 shares of Series F Preferred Stock to Mexedia SPA and 100% ownership of Mexedia DAC by the issuance of 35,000 shares of Series F Preferred Stock to Mexedia SPA. Except for the consideration paid under the Acquisition Agreements, the Acquisition Agreements are substantially identical and contain the following provisions, among other customary provisions:

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> *Reg A Offering Proceeds*. Should we fail to have obtained the sum of $1,500,000 in proceeds from the Reg A Offering, on or before the date that is six (6) months from the date of the SEC's qualification of the Reg A Offering, Mexedia SPA has the right, but not the obligation, to rescind the Acquisition Agreements. This condition subsequent has been waived by Mexedia SPA.
>
> *Divestiture*. Should we fail to have divested of our pre-closing operations, which divestiture shall include all debts, other than the trade payables of our company, as of the closing date of the Mexedia Acquisitions, on or before December 31, 2024, Mexedia SPA shall have the right, but not the obligation, to rescind the Acquisition Agreements. This condition has been satisfied by our company.

With the waivers and satisfaction of the conditions precedent in the Acquisition Agreements, our company's ownership of the Mexedia Companies has fully vested.

Redemption Agreement. In connection with the Acquisition Agreements, our company and JanBella entered into the Redemption Agreement, pursuant to which JanBella sold 100% of the then-outstanding shares of Series E Preferred Stock to our company in exchange for the Redemption Note.

The principal amount of the Redemption Note is $540,000, with interest at 8% per annum and a maturity date of October 8, 2025. Under the Redemption Note, we are required to pay, on a monthly basis, 40% of the proceeds from the Reg A Offering that exceeds $100,000, until the principal and interest shall have been paid.

Following the date of payment in full of the principal balance of the Redemption Note (the "Balance Date"), we are to pay JanBella up to an additional $1,260,000 as additional principal (the "Additional Principal"), whether through monthly payments of 10% of Reg A Offering proceeds and/or, for a period of 18 months immediately following the issue date of the Redemption Note, 10% of funds obtained by our company from any third-party.

Pledge Agreement and Guaranty. In connection with the Acquisition Agreements, JanBella and Mexedia SPA entered into a pledge agreement (the "Pledge Agreement") and a guaranty ("Guaranty") with respect to our company's obligations under the Redemption Note. Specifically, the Pledge Agreement and the Guaranty relate to our company's timely payment of the $540,000 principal balance and accrued interest on the Redemption Agreement.

Share Cancellation Agreements. In connection with the Acquisition Agreements, our company entered into three separate share cancellation agreement (the "Share Cancellation Agreements") with Dean Richards, Brenda Whitman and Christina Upham, respectively. Pursuant to the Share Cancellation Agreements, a total of 1,700,000,000 shares of our common stock were cancelled.

Series F Preferred Stock. Also in conjunction with the Mexedia Acquisitions, we designated a new Series F Preferred Stock and issued a total of 75,000 shares of such Series F Preferred Stock to Mexedia SPA, which now controls our company through its ownership of the Series F Preferred Stock. (See "Description of Securities-Series F Preferred Stock").

New Business Focus

Following the acquisitions of the Mexedia Companies, our company has adopted the business plan of the Mexedia Companies as our company's new business focus. Our prior business operations centered around an anti-bulling App known as "RAADR" are to be divested, in accordance with the Acquisition Agreements, which divestiture is expected to occur prior to the end of December 2024.

Our company now operates as a holding company in the telecommunications sector. Telvantis Florida and Mexedia DAC are intermediary operators that sell "segments" of telephone connections, taking place between a "calling" user and a "called" user, to other Telco operator or mobile operators. As telco operators, the volume of their revenues is closely linked to the number of interconnection agreements entered into with commercial partners, e.g. commercial contracts between telecom operators with the aim of interconnecting networks and exchanging services.

The principal market for our telecommunications services and products is the United States, with additional sales generated in other developed countries stemming from United States customer affiliations. Our business focus is purely one business-to-business communications and we engage with the world's largest network operators (mostly through their United States subsidiaries), as well as smaller local providers to send and receive large volumes of voice traffic between these entities.

Our customers and supplier entities are predominantly based in the United States and the principal service we provide is the termination of international voice communication between customer entities in the context of global communication. The service is provided on a strictly digital basis through the internet. The specific rates charged and destinations serviced change over time, depending on commercial opportunities and customer needs. Further, a part of our business consists of the aggregation of voice traffic from different customers to be delivered to the same supplier. We are, therefore, in principle, able to serve any network operator who generates international voice activity (See “Business”).

Plan of Operation

In connection with our acquisitions of the Mexedia Companies, our company now operates as a holding company in the telecommunications sector. Telvantis Florida and Mexedia DAC are intermediary operators that sell “segments” of telephone connections, taking place between a “calling” user and a “called” user, to other Telco operator or mobile operators. As telco operators, the volume of their revenues is closely linked to the number of interconnection agreements entered into with commercial partners, e.g. commercial contracts between telecom operators with the aim of interconnecting networks and exchanging services.

In addition, we believe that there are available significant business acquisition opportunities within our industry segment. It is our estimation that any such acquisition opportunity would require us to deliver funds as part of the acquisition. Should we sell at least 50% of the Offered Shares in this offering, our management believes our company would be positioned to make one or more such acquisitions (no current agreement, written or otherwise exists, in this regard). However, there is no assurance that we will obtain sufficient funds in this offering, or from other sources, that would permit us to make any such acquisition.

With the proceeds of this offering, we intend to increase our working capital position, such that we will be able to increase our revenues, which are, in large measure, a function of our levels of available working capital, from time to time.

We believe that the proceeds of this offering will satisfy our cash requirements for at least the next twelve months.

Basis of Presentation

Effective October 8, 2024, our company acquired the Mexedia Companies. From at least 2012 until our acquisition of the Mexedia Companies, our company had not been a “shell company.” However, during that extended period of time, our company did not generate significant revenues.

In addition to information concerning our company, this section presents information concerning the each of the Mexedia Companies, Telvantis Florida and Mexedia DAC, for the periods and as of the dates indicated.

For the year ended December 31, 2024, the operating results and financial condition of our company reflect those of the Mexedia Companies.

Results of Operations

<u>Our Company For the Years Ended December 31, 2024 and 2023</u>

Pursuant to the Acquisition Agreements, our operations as they existed prior to the October 8, 2024, acquisitions of the Mexedia Companies were divested as of December 31, 2024. Our reported operating results and financial condition for the year ended December 31, 2024, include the Mexedia Companies from October 8, 2024, forward. The operations of our company prior to such date, which were divested effective December 31, 2024, were relatively insignificant, as compared to those of Telvantis Florida and Mexedia DAC. Operating results of our company beginning January 1, 2025, will reflect only those of Telvantis Florida and Mexedia DAC, on a consolidated basis.

Years Ended December 31, 2024 (“Fiscal 2024”) and 2023 (“Fiscal 2023”). Our results of operations for Fiscal 2024 provide an indication of our operations for periods after December 31, 2024, as compared to prior periods that do not include the operations of the Mexedia Companies. Our telecom business is low-margin, high-volume in nature, requiring increased levels of operating capital to increase sales revenues. Currently, we have a $45 million credit facility that has allowed for sustained operations. Nevertheless, we will be required to obtain significant additional capital, including in this offering, in order to expand capacity for sales volumes. There is no assurance that we will be successful in garnering any such additional capital.

During Fiscal 2024, we generated $7,192,705 (unaudited) in revenues and recognized $7,707,625 (unaudited) in cost of sales, resulting in a gross loss of $514,920 (unaudited). Because we are unable to predict the timing of our obtaining additional capital, if at all, we are unable to predict our level of revenues for all of 2025 and, therefore, our future ability to earn a profit. Our operating expenses for Fiscal 2024 totaled $1,161,666 (unaudited), which were comprised of $122,311 (unaudited) in sales and marketing expense, $282,275 (unaudited) in amortization expense, $110,889 (unaudited) in executive compensation and $646,191 (unaudited) in general and administrative expense, resulting in a loss from operations of $1,676,586 (unaudited). Other expense during Fiscal 2024 totaled $26,245,776 (unaudited), which were comprised of $37,900 (unaudited) in loss on anti-dilution clause, $793,628 (unaudited) in interest and financing expense and $31,908,247 (unaudited) in a one-time charge associated with the write-off of certain accounts receivable, offset by $5,460,066 (unaudited) in gain on write-off of debt and $1,033,933 in change in fair value of derivative liability (unaudited), resulting in a net loss of $27,903,412 (unaudited).

During Fiscal 2023, we did not generate any revenues. Our operating expenses for Fiscal 2023 totaled $559,709 (unaudited), which were comprised of $225,000 (unaudited) in executive compensation and $334,709 (unaudited) in general and administrative expense, resulting in a loss from operations of $559,709 (unaudited). Other expense during Fiscal 2023 totaled $139,446 (unaudited), which were comprised of $2,720,000 (unaudited) in loss on forbearance agreement, $270,542 (unaudited) in loss on anti-dilution clause, $261,852 (unaudited) in interest and financing expense, offset by $3,112,948 (unaudited) change in fair value of derivative liability (unaudited), resulting in a net loss of $699,155 (unaudited).

Information Concerning Telvantis Florida Prior to the Acquisition Agreements

Six Months Ended June 30, 2024 (“Interim 2024” and 2023 (“Interim 2023”).

Revenues. For Interim 2024 and Interim 2024, Telvantis Florida generated revenues of $17,663,834 (unaudited) and $100,000,366 (unaudited).

Cost of Sales. For Interim 2024 and Interim 2024, Telvantis Florida incurred cost of sales of $16,948,183 (unaudited) and $96,485,394 (unaudited), respectively.

Gross Profit. For Interim 2024 and Interim 2024, Telvantis Florida reported a gross profit of $715,651 (unaudited) and $3,514,972 (unaudited), respectively.

Operating Expenses. For Interim 2024, Telvantis Florida operating expenses totaled $1,352,490 (unaudited) and consisted of $564,000 (unaudited) in depreciation and amortization and $787,940 (unaudited) in general and administrative expenses. For Interim 2023, Telvantis Florida operating expenses totaled $1,483,558 (unaudited) and consisted of $23,428 (unaudited) in other expenses and $1,460,130 (unaudited) in general and administrative expenses.

Profit/Loss From Operations. For Interim 2024 and Interim 2023, Telvantis Florida incurred a loss from operations of $636,839 (unaudited) and reported a net profit from operations of $2,031,414 (unaudited), respectively.

Net Profit/Loss. For Interim 2024, we incurred a net loss of $630,531 (unaudited). For Interim 2023, we reported a net profit of $1,271,469 (unaudited).

Years Ended December 31, 2023 and 2022.

Revenues. For the years ended December 31, 2023 and 2022, Telvantis Florida generated $215,325,822 (unaudited) and $276,535 (unaudited) in revenues, respectively.

Cost of Sales. For the years ended December 31, 2023 and 2022, Telvantis Florida incurred cost of sales of $207,738,077 (unaudited) and $-0- (unaudited), respectively.

Gross Profit. For the years ended December 31, 2023 and 2022, Telvantis Florida reported a gross profit of $7,587,745 (unaudited) and $276,535 (unaudited), respectively.

Operating Expenses. For the year ended December 31, 2023, Telvantis Florida operating expenses totaled $3,797,790 (unaudited) and consisted of $1,703,710 (unaudited) in salaries and benefits, $326,550 (unaudited) in professional fees, $200,971 (unaudited) in bad debt expense, $1,129,100 (unaudited) in amortization expense and $437,459 (unaudited) in other operating expenses. For the year ended December 31, 2022, Telvantis Florida operating expenses totaled $439,270 (unaudited) and consisted of $148,265 (unaudited) in salaries and benefits, $35,575 (unaudited) in professional fees and $255,430 (unaudited) in other operating expenses.

Profit/Loss From Operations. For the years ended December 31, 2023 and 2022, Telvantis Florida reported a profit from operations of $3,789,955 (unaudited) and incurred an loss from operations of $162,735 (unaudited), respectively.

Other Expenses. For the year ended December 31, 2023, Telvantis Florida reported finance costs of $1,928,631 (unaudited) and tax expense of $528,344.

Net Profit/Loss. For the year ended December 31, 2023, we reported a net profit of $1,332,983 (unaudited). For the year ended December 31, 2022, Telvantis Florida incurred a net loss of $162,735.

Information Concerning Mexedia DAC Prior to the Acquisition Agreements

Six Months Ended June 30, 2024 ("Interim 2024" and 2023 ("Interim 2023").

Revenues. For Interim 2024 and Interim 2024, Mexedia DAC generated revenues of $19,290,476 (unaudited) and $39,768,401 (unaudited).

Cost of Sales. For Interim 2024 and Interim 2024, Mexedia DAC incurred cost of sales of $17,729,909 (unaudited) and $35,091,883 (unaudited), respectively.

Gross Profit. For Interim 2024 and Interim 2024, Mexedia DAC reported a gross profit of $1,560,567 (unaudited) and $4,676,519 (unaudited), respectively.

Operating Expenses. For Interim 2024, Mexedia DAC operating expenses totaled $676,772 (unaudited) comprised entirely of general and administrative expenses. For Interim 2023, our operating expenses totaled $1,717,390 (unaudited) comprised entirely of general and administrative expenses.

Profit From Operations. For Interim 2024 and Interim 2023, Mexedia DAC reported a profit from operations of $883,795 (unaudited) and $2,959,129 (unaudited), respectively.

Other Income/Expense. For Interim 2024 and Interim 2023, Mexedia DAC incurred finance costs of $3,100,749 (unaudited) and $1,786,459 (unaudited), respectively, other non-operating income of $80,812 (unaudited) and $3,466 (unaudited), respectively, and other non-operating expense of $292,567 (unaudited) and $99,042 (unaudited), respectively.

Net Profit/Loss. For Interim 2024, Mexedia DAC incurred a net loss of $2,428,709 (unaudited). For Interim 2023, Mexedia DAC reported a net profit of $942,456 (unaudited).

Years Ended December 31, 2023 and 2022. During 2023, we completed the development of our RAADR App and had a small number of non-paying users. While the RAADR App is currently available in the Apple Store, due to a lack of capital, we have not yet commenced marketing and sales activities.

Revenues. For the years ended December 31, 2023 and 2022, Mexedia DAC generated revenues of $112,626,233 (unaudited) and $140,871,413 (unaudited), respectively.

Cost of Sales. For the years ended December 31, 2023 and 2022, Mexedia DAC incurred cost of sales of $102,949,336 (unaudited) and $127,696,740 (unaudited), respectively.

Gross Profit. For the years ended December 31, 2023 and 2022, Mexedia DAC reported a gross profit of $9,676,897 (unaudited) and $13,714,673 (unaudited), respectively.

Operating Expenses. For the year ended December 31, 2023, Mexedia DAC operating expenses totaled $3,823,761 (unaudited) comprised entirely of general and administrative expenses. For the year ended December 31, 2022, Mexedia DAC operating expenses totaled $4,107,763 (unaudited) comprised entirely of general and administrative expenses.

Profit From Operations. For the years ended December 31, 2023 and 2022, we reported a profit from operations of $6,023,934 (unaudited) and $9,063,928 (unaudited), respectively.

Other Expenses. For the years ended December 31, 2023 and 2022, we incurred interest payable and other similar expenses of $4,402,570 (unaudited) and $9,063,928 (unaudited), respectively.

Net Profit. For the year ended December 31, 2023, we reported a net profit of $1,431,309 (unaudited) and $5,263,323 (unaudited), respectively.

Financial Condition, Liquidity and Capital Resources

Our Company

At December 31, 2024. At December 31, 2024, our company had current liabilities of $43,987,298 (unaudited), comprised of $1,431,921 (unaudited) in cash, $41,040,385 (unaudited) in accounts receivable and other current assets of $1,514,992 (unaudited), current liabilities of $89,868,685 (unaudited), comprised of $86,078,362 (unaudited) in accounts payable, $528,341 (unaudited) in income taxes payable, $198 (unaudited) in accrued provider costs, $75,000 (unaudited) in loans payable, $900,000 (unaudited) in amounts due to Fasanara and $286,785 (unaudited) in other current liabilities, and a working capital deficit of $43,881,387 (unaudited), compared to December 31, 2023, when our company had $13,364 in cash and a working capital deficit of $10,341,129 (unaudited).

Recent Transactions Affecting Our Balance Sheet.

Credit Facility. Effective October 31, 2024, Mexedia DAC, Phonetime and Matchcom became obligors under a $45 million credit facility (the "Fasanara Facility") established to supplement the cash flow of Telvantis Florida (Mexedia DAC is only an administrative support entity). The liquidity provided by the Fasanara Facility is expected to facilitate sales growth of Telvantis Florida. Substantially all of the assets of the Mexedia Companies are pledged to securitize the Fasanara Facility. The credit facility agreement is with Fasanara Securitisation S.A. ("Fasanara"). An uncured default under the Fasanara Facility could result in our company's losing ownership of the Mexedia Companies pursuant to a foreclosure action of Fasanarar. If such an event were to occur, our company would no longer have any business operations. (See "Risk Factors – Risks Related to Our Company").

Share Cancellation Agreements. In connection with the Acquisition Agreements, our company entered into the Share Cancellation Agreements, pursuant to which a total of 1,700,000,000 shares of our common stock were cancelled in October 2024.

Settlement of Convertible Promissory Notes. During October and November 2024, we entered into settlement agreements with each holder of our then-outstanding convertible promissory notes, all of which had conversion rights at conversion prices averaging approximately 60% below market prices for our common stock. Pursuant to these agreements, we issued a total of 2,273,000,000 shares in payment of a total of approximately $1,053,817 of indebtedness, including default interest and penalties, represented by such convertible promissory notes. After completion of these settlements, we had no outstanding convertible instruments.

Convertible Promissory Notes. In December 2024, we issued three convertible promissory notes to third parties, each with a principal amount of $27,500, a total principal amount of $82,500 (a total of $7,500 of OID), in consideration of three separate loans of $25,000, a total loan amount of $75,000. These notes bear interest at 8% per annum and are due in December 2025. These notes are convertible into our common stock at any time during the period beginning on the earlier of (a) the day immediately following the SEC's qualification of a Regulation A Offering of our company and (b) the date that is 180 days immediately following their respective issue dates at a 25% discount to the then-market price of our common stock; provided, however, that, should the holders elect to convert into shares qualified in a Regulation A Offering of our company, the conversion price shall be the fixed offering price for our common stock in such Regulation A Offering. Each of these lenders has waived its respective rights to convert its respective convertible promissory notes into shares of common stock qualified in this offering. In the future, it is possible that our company and such noteholders may agree, depending on then-stock market conditions and other business factors, to a restoration of such conversion rights. No prediction can be made, in this regard.

Divestiture. Effective December 31, 2024, pursuant to a Share Exchange Agreement (the "Divestiture Agreement"), we sold our company's pre-change-in-control operations to New Generation Consumer Group, Inc., a publicly-traded Delaware corporation (symbol: NGCG), in exchange for 100,000,000 shares, or approximately 7%, of NGCG's common stock, which shares were valued at $0.0006 per share, the closing price of NGCG's common stock on December 31, 2024, or $60,000, in the aggregate. However, for financial reporting purposes, we have assigned no value to such shares in our accompanying financial statements, given their restricted nature and expect two-year holding period. At the time of closing of the Divestiture Agreement, the sole officer and director of NCGC was Jacob DiMartino, the former officer and director of our company. No standard method of valuation was used in determining the number of shares of NGCG common stock that was issued by NGCG to our company. (See "Certain Relationships and Related Transactions").

This divestiture is expected to have a net positive effect on our company, due to such divested operations' lack of revenues and associated operational and administrative expenses.

<u>Information Concerning Telvantis Florida Prior to the Acquisition Agreements</u>

<u>At June 30, 2024</u>. At June 30, 2024, Telvantis Florida had $46,041 (unaudited) in cash and a working capital deficit of $4,896,852 (unaudited), compared to December 31, 2023, when Telvantis Florida had $24,303 in cash and a working capital deficit of $5,408,158 (unaudited).

<u>At December 31, 2023</u>. At December 31, 2023, Telvantis Florida had $24,303 (unaudited) in cash and a working capital deficit of $5,408,158, (unaudited), compared to December 31, 2022, when Telvantis Florida had $25,267 in cash and working capital of $2,551,396 (unaudited).

<u>Information Concerning Mexedia DAC Prior to the Acquisition Agreements</u>

<u>At June 30, 2024</u>. At June 30, 2024, Mexedia DAC had $82,067 (unaudited) in cash and a working capital deficit of $1,993,676 (unaudited), compared to December 31, 2023, when Mexedia DAC had $98,617 in cash and working capital of $1,880,454 (unaudited).

<u>At December 31, 2023</u>. At December 31, 2023, Mexedia DAC had $98,617 (unaudited) in cash and working capital of $1,880,454 (unaudited), compared to December 31, 2022, when Mexedia DAC had $2,307,680 in cash and working capital of $5,358,636 (unaudited).

Contractual Obligations

To date, we have not entered into any significant long-term obligations that require us to make monthly cash payments.

Capital Expenditures

We made no capital expenditures during the years ended December 31, 2024 and 2023. Without the proceeds from this offering, or from other sources, no such expenditures are expected to be made during the remainder of 2025.

5) Issuer’s Facilities

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

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

Telvantis Florida leases approximately 1,100 square feet of office space in Miami Beach, Florida, at a monthly rental of $4,750. Our principal corporate offices are located at this location. These premises are expected to be adequate for the operations of Telvantis Florida, as well as for our company’s principal corporate officers, for the foreseeable future. In this regard, as our business provides services in the digital domain, we do not require a large office space to house our operations, as we lease our digital infrastructure, such as servers, in multiple secure locations. Additionally, many of our employees make use of the opportunity to work remotely, thereby lessening our need for office space. During 2025, it is possible that Telvantis Florida would add a small office in New York, to support increased sales. No final determination has been made in this regard.

Mexedia DAC leases approximately 1.000 square feet of office space in Dublin, Ireland, at a monthly rental of $5,240. These premises are expected to be adequate for the operations of Mexedia DAC for the foreseeable future.

We own no real property.

6) Officers, Directors, and Control Persons

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)[(1)]	Note
Daniel Contreras	Director, Chief Executive Officer	Miami, Floria	200,77,026 -0-	Common Stock Series F Preferred Stock	0% 0%	
Orlando Taddeo	Director, President, 5% Owner	Dublin, Ireland	450,000,000	Common Stock Series F Preferred Stock	0% 0%	See Note A below.
Daniel Gilcher	Director, Chief Financial Officer and Secretary	Frankfurt, Germany	450,657,339	Common Stock Series F Preferred Stock	0% 0%	
Mexedia, S.p.A. S.B. (Orlando Taddeo, President)	5% Owner	Rome, Italy	-0- 75,000	Common Stock Series F Preferred Stock	0% 100%	See Note A below.

(1) Based on 3,463,971,942 shares outstanding as of April 11, 2025.

Note A The holders of the Series F Preferred Stock, as a class, have voting rights in all matters requiring shareholder approval equal to 66.67% of all shares eligible to vote. Each share of Series F Preferred Stock shall be convertible at any time into a number of shares of our common stock that equals 0.001 percent (0.001%) of the number of issued and outstanding shares of our common stock outstanding on the date of conversion, such that 1,000 shares of Series F Preferred Stock would convert into one percent (1%) of the number of issued and outstanding shares of our common stock outstanding on the date of conversion.

Due to the superior voting rights of the Series F Preferred Stock, Orlando Taddeo, as the President of Mexedia S.p.A. S.B., the owner of all outstanding shares of the Series F Preferred Stock, will, therefore, be able to control the management and affairs of our company, as well as matters requiring the approval by our shareholders, including the election of directors, any merger, consolidation or sale of all or substantially all of our assets, and any other significant corporate transaction.

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

7) Legal/Disciplinary History

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

1. Been the subject of an indictment or conviction in a criminal proceeding or plea agreement or named as a defendant in a pending criminal proceeding (excluding minor traffic violations);

   None

2. Been the subject of the entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, financial- or investment-related, insurance or banking activities;

   None

3. Been the subject of a finding, disciplinary order or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, a state securities regulator of a violation of federal or state securities or commodities law, or a foreign regulatory body or court, which finding or judgment has not been reversed, suspended, or vacated;

   None

4. Named as a defendant or a respondent in a regulatory complaint or proceeding that could result in a "yes" answer to part 3 above;

   None

5. Been the subject of an order by a self-regulatory organization that permanently or temporarily barred, suspended, or otherwise limited such person's involvement in any type of business or securities activities.

   None

6. Been the subject of a U.S Postal Service false representation order, or a temporary restraining order, or preliminary injunction with respect to conduct alleged to have violated the false representation statute that applies to U.S mail.

   None

B. Describe briefly any material pending legal proceedings, other than ordinary routine litigation incidental to the business, to which the issuer or any of its subsidiaries is a party 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.

None.

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.

<u>Securities Counsel</u>

Name:	Eric Newlan, Esq.
Firm:	Newlan Law Firm, PLLC
Address 1:	2201 Long Prairie Road, Suite 107-762
Address 2:	Flower Mound, Texas 75022
Phone:	940-367-6154
Email:	eric@newlanpllc.com

<u>Accountant or Auditor</u>

Name:
Firm:
Address 1:
Phone:
Email:

<u>Investor Relations</u>

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

All other means of Investor Communication:

Twitter:	@Telvantis
Discord:	N/A
LinkedIn	N/A
Facebook:	N/A
Instagram:	N/A

<u>Other Service Providers</u>

Provide the name of any other service provider(s) **that assisted, advised, prepared, or provided information with respect to this disclosure statement**. This includes counsel, broker-dealer(s), advisor(s), consultant(s) or any entity/individual that provided assistance or services to the issuer during the reporting period.

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

9) Disclosure & Financial Information

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

Name: **Eric Newlan**
Title: **Managing Member, Newlan Law Firm, PLLC**
Relationship to Issuer: **Outside Counsel**

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

☐ IFRS
☒ U.S. GAAP

C. The following financial statements were prepared by:

Name: **Daniel Gilcher**
Title: **Chief Financial Officer**
Relationship to Issuer: **Director and Executive Officer**
Describe the qualifications of the person or persons who prepared the financial statements[(6)]: **Mr. Gilcher has extensive experience in the preparation of financial statements.**

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

<u>Financial Statement Requirements</u>:

- 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.

[CERTIFICATION PAGE FOLLOWS]

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

10) Issuer Certification

Principal Executive Officer:

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

The certifications shall follow the format below:

I, Daniel Contreras, certify that:

1. I have reviewed this Disclosure Statement for **Raadr, 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.

Dated: April 14, 2025

/s/ Daniel Contreras
Chief Executive Officer

Principal Financial Officer:

I, Daniel Gilcher, certify that:

1. I have reviewed this Disclosure Statement for **Raadr, 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.

Dated: April 14, 2025

/s/ Daniel Gilcher
Chief Financial Officer

INDEX TO FINANCIAL STATEMENTS

RAADR, INC.

Unaudited Financial Statements for the Years Ended December 31, 2024 and 2023

TELVANTIS VOICE SERVICES, INC. (formerly Mexedia, Inc.) AND SUBSIDIARIES

Unaudited Consolidated Financial Statements for the Six Months Ended June 30, 2024 and 2023

Unaudited Consolidated Financial Statements for the Years Ended December 31, 2023 and 2022

MEXEDIA, DAC

Unaudited Consolidated Financial Statements for the Six Months Ended June 30, 2024 and 2023

Unaudited Consolidated Financial Statements for the Years Ended December 31, 2023 and 2022

RAADR, INC. AND SUBSIDIARIES
Consolidated Balance Sheets
(unaudited)

	December 31, 2024	December 31, 2023
ASSETS		
Current Assets		
Cash	$ 1,431,921	$ 13,364
Accounts receivable	41,040,385	---
Other current assets	1,514,992	---
Total Current Assets	43,987,298	13,364
Fixed Assets, Net	134,861	---
Total Fixed Assets	134,861	---
Other Assets		
IP, net	12,665,467	---
Loans receivable	5,488,418	---
Total Other Assets	18,153,885	---
Total Assets	**$** 62,276,044	**$** 13,364
LIABILITIES AND EQUITY		
Current Liabilities		
Accrued expenses	$ ---	$ 3,164,552
Accounts payable	86,078,362	525,269
Advances	---	105,700
Preferred stock to be issued	---	259,900
Common stock to be issued	---	1,066,138
Line of credit	---	38,998
Convertible notes payable	82,500	1,701,018
Notes payable	---	757,863
Notes payable - related party	---	118,104
Derivative liabilities	---	2,616,951
Income taxes payable	528,341	---
Accrued provider costs	198	---
Loans payable	75,000	---
Due to Fasanara	900,000	---
Other current liabilities	286,785	---
Total Current Liabilities	87,951,185	10,354,493
Long-Term Liabilities		
Notes payable	---	146,769
Total Long-Term Liabilities	---	146,769
Total Liabilities	87,951,185	10,501,262
Stockholders' Equity (Deficit)		
Series A Preferred Stock, par value $.001, 20,000,000 shares authorized, -0- shares and -0- shares issued and outstanding as of December 31, 2024 and 2023, respectively	1	1
Series E Preferred Stock , par value $.001, 1,000,000 shares authorized, 1,000,000 shares and -0- shares issued and outstanding as of December 31, 2024 and 2023, respectively	1,000	1,000
Series F Preferred Stock, par value $.001, 75,000 shares authorized, 75,000 shares and -0- shares issued and outstanding as of December 31, 2024 and 2023, respectively	75	---
Common Stock, par value $.001, 15,000,000,000 shares authorized, 6,371,260,661 shares and 2,346,499,236 shares issued and outstanding as of December 31, 2024 and 2023, respectively	6,371,261	2,346,501
Additional paid-in capital	32,861,547	24,170,213
Accumulated deficit	(64,909,025)	(37,005,613)
Total Stockholders' Equity (Deficit)	(25,675,141)	(10,487,898)
Total Liabilities and Stockholders' Equity (Deficit)	$ 62,276,044	$ 13,364

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

RAADR, INC. AND SUBSIDIARIES
Consolidated Statement of Profit and Loss
For the Years Ended December 31, 2024 and 2023
(unaudited)

	Year Ended December 31,	
	2024	**2023**
Revenues	$ 7,192,705	$ ---
Cost of sales	(7,707,625)	---
Gross profit (loss)	(514,920)	---
Operating expenses		
Sales and marketing	122,311	---
Amortization expense	282,275	---
Executive compensation	110,889	225,000
General and administrative	646,191	334,709
Total operating expenses	1,161,666	559,709
Operating profit (loss)	(1,676,586)	(559,709)
Other income (expense)		
Loss on forbearance agreement	---	(2,720,000)
Loss on anti-dilution clause	(37,900)	(270,542)
Gain on write-off of debt	5,460,066	---
Change in fair value of derivative liability	1,033,933	3,112,948
Interest and financing expense	(793,628)	(261,852)
Other expenses	(31,908,247)	---
Total other income (expense)	(26,245,776)	(139,446)
Profit (loss) before tax expense	(27,903,412)	(699,155)
Tax expense	---	---
Net profit (loss)	$ (27,903,412)	$ (699,155)
Net loss per common share		
Basic and Diluted	$ (0.00)	$ (0.00)
Weighted average common shares outstanding		
Basic and Diluted	4,957,249,879	827,335,589

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

RAADR, INC. AND SUBSIDIARIES
Consolidated Statement of Changes in Equity
For the Year Ended December 31, 2024 and 2023
(unaudited)

	Series A		Series E		Series F		Common Stock				
	Shares	Amount	Shares	Amount	Shares	Amount	Shares	Amount	Additional Paid-in Capital	Accumulated Deficit	Total
Balance, December 31, 2022	---	$ 1	1,000,000	$ 1,000	---	$ ---	82,634,170	$ 82,636	$ 23,005,273	$ (36,954,799)	$ (13,865,890)
Common stock issued for conversion of convertible notes	---	---	---	---	---	---	137,174,000	137174	(94,184)		50,454
Issuance of common stock for compensation	---	---	---	---	---	---	127,820,746	127821	173,703		301,524
Issuance of common stock for cash	---	---	---	---	---	---	89,500,000	89500	4,250		93,750
Issuance of common stock for anti-dilution clause	---	---	---	---	---	---	209,370,320	209370	61,171		270,541
Issuance of common stock for forbearance upon defaulted notes	---	---	---	---	---	---	1,700,000,000	1,700,000	1,020,000		2,720,000
Net profit (loss)	---	---	---	---	---	---	---	---	---	(50,813)	(50,813)
Balance, December 31, 2023	---	1	1,000,000	1,000	---	---	2,346,499,236	2,346,501	24,170,213	(37,005,612)	(10,487,898)
Issuance of common stock for cash	---	---	---	---	---	---	450,000,000	450,000	(405,000)	---	45,000
Common stock issued for conversion of convertible notes	---	---	---	---	---	---	427,000,000	427,000	(375,520)	---	51,480
Issuance of common stock for cash	---	---	---	---	---	---	1,040,000,000	1,040,000	(936,000)	---	104,000
Issuance of common stock for anti-dilution clause	---	---	---	---	---	---	94,750,468	94,750	(75,800)	---	18,950
Issuance of common stock for compensation	---	---	---	---	---	---	100,000,000	100,000	(80,000)	---	20,000
Issuance of common stock for anti-dilution clause	---	---		---	---	---	94,500,000	94,500	(75,800)	---	18,700
Redemption of Series E Preferred Stock	---	---	(1,000,000)	---	---	---	---	---	---	---	---
Issuances of Series F Preferred Stock in acquisitions	---	---	---	---	75,000	75	---	---	1,671,770	---	1,671,845
Common stock issued for conversion of convertible notes	---	---	---	---	---	---	1,645,611,000	1,645,611	(1,481,050)	---	164,561
Cancellation of common stock	---	---	---	---	---	---	(1,700,000,000)	---	---	---	---
Common stock issued for debt settlement agreements	---	---	---	---	---	---	1,898,000,000	1,898,000	(972,153)	---	925,847
Net profit (loss)	---	---	---	---	---	---			---	(27,903,412)	(27,903,412)
Balance, December 31, 2024	---	$ 1	---	$ ---	75,000	$ ---	6,371,260,661	$ 6,371,261	$ 32,861,547	$ (64,909,025)	$ (25,675,141)

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

RAADR, INC. AND SUBSIDIARIES
Consolidated Statements of Cash Flows
For the Year Ended December 31, 2024 and 2023
(unaudited)

	Year Ended December 31,	
	2024	**2023**
Cash flows from operating activities		
Net loss	$ (27,903,412)	$ (50,813)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation	---	1,828
Change in fair value of derivative liabilities	1,033,933	(3,828,593)
Stock-based compensation	20,000	301,524
Loss on forbearance agreement	---	2,720,000
Loss on anti-dilution clause	37,900	270,541
Gain on write-off of debt	5,460,066	---
Write-off of other items	31,908,247	---
Effect of changes in:		
Accounts payable	262,588	16,518
Pre-paid expenses	3,780	331,016
Net cash provided by (used in) operating activities	1,173,307	(237,979)
Investing activities	---	---
Net cash provided by (used in) investing activities	---	---
Financing activities		
Proceeds from issuance of convertible notes payable	96,250	126,150
Payments on line of credit	---	(2,936)
Proceeds from notes payable	---	33,508
Proceeds from sale of common stock	149,000	93,750
Net cash provided by (used in) financing activities	245,250	250,472
Net increase (decrease) in cash	1,418,557	12,493
Cash at beginning of period	13,364	871
Cash at end of period	$ 1,431,921	$ 13,364
Supplemental Disclosure of Cash Flow Information:		
Cash paid during the year for interest		
Cash paid during the year for income taxes paid	$ ---	$ ---
	$ 198	$ ---
Non-cash investing and financing activities:		
Conversions of notes payable	$ ---	$ 50,454

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

Note 1 – NATURE OF OPERATIONS

Basis of Presentation

The accompanying unaudited financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America for interim financial statements ("U.S. GAAP"). Accordingly, they do not contain all information and footnotes required by accounting principles generally accepted in the United States of America for annual financial statements.

In the opinion of the Company's management, the accompanying unaudited financial statements contain all of the adjustments necessary (consisting only of normal recurring accruals) to present the financial position of Raadr, Inc., a Nevada corporation (the "Company") as of December 31, 2024 and 2023, and the results of operations and cash flows for the periods presented.

Management acknowledges its responsibility for the preparation of the accompanying unaudited financial statements which reflect all adjustments, consisting of normal recurring adjustments, considered necessary in its opinion for a fair statement of its financial position and the results of its operations for the periods presented.

Note 2 – GOING CONCERN AND MANAGEMENT'S LIQUIDITY PLANS

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, as of December 31, 2024, the Company had cash on hand of $1,431,412 and working capital deficit of $43,963,887. During the year ended December 31, 2024, the net loss was $27,903,412, which included a one-time charge of $31,908,247 associated with the write-off of certain accounts receivable.

The Company has incurred significant losses since its inception and has not demonstrated an ability to generate sufficient revenues from the sales of its products or services to achieve profitable operations. There can be no assurance that profitable operations will ever be achieved, or if achieved, could be sustained on a continuing basis. In making this assessment we performed a comprehensive analysis of our current circumstances including: our financial position, our cash flows and cash usage forecasts for the twelve months ended December 31, 2024, and our current capital structure including equity-based instruments and our obligations and debts.

The Company expects to continue to incur significant losses from operations and have negative cash flows from operating activities for the near-term. These losses could be significant as the Company has not yet generated revenues, but has continuing operating expenses including, but not limited to, compensation costs, professional fees, software development costs and regulatory fees.

Management's current business plan is primarily to: (i) pursue additional capital raising opportunities, (ii) continue to explore and execute prospective partnering ; and (iii) identify unique market opportunities that represent potential positive short-term cash flow.

The Company's existence is dependent upon management's ability to establish 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.

If the Company does not obtain additional capital, the Company will be required to reduce the scope of its business development activities or cease operations. The Company continues to explore obtaining additional capital financing and the Company is closely monitoring its cash balances, cash needs, and expense levels.

These factors create substantial doubt about the Company's ability to continue as a going concern within the twelve-month period subsequent to the date that these financial statements are issued. The financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern.

Note 3 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Business Segments and Concentrations

The Company uses the “management approach” to identify its reportable segments. The management approach requires companies to report segment financial information consistent with information used by management for making operating decisions and assessing performance as the basis for identifying the Company’s reportable segments. The Company manages its business as one reportable segment.

Organization

The Company was organized March 29, 2006, under the laws of the State of Nevada, as White Dental Supply, Inc. On December 27, 2012, the Company formed two wholly owned subsidiaries, Choice One Mobile, Inc. and PITOOEY! Mobile, Inc., under the laws of the State of Nevada. On January 7, 2013, the Board of Directors of the Company authorized and a majority of the stockholders of the Company ratified, by written consent, resolutions to change the name of the Company to PITOOEY!, Inc. The name change was effective with the State of Nevada February 7, 2013. On February 6, 2013, the Company formed a wholly owned subsidiary, Rockstar Digital, Inc., under the laws of the State of Nevada. On October 31, 2013, the Company, as part of its settlement agreement with the employees of Rockstar Digital, ceased operations of its wholly owned subsidiary, Rockstar Digital, Inc. On July 29, 2015, the Company changed their name to Raadr, Inc. The name change was effective with the State of Nevada on July 29, 2015.

Business

Until October 8, 2024, the Company offered a unique software tool in www.raadr.com that allows individuals to monitor social media activity online.

Effective October 8, 2024, a change in control of the Company, in connection with our acquisitions (the Mexedia Acquisitions) of Telvantis Voice Services, Inc. (formerly Mexedia, Inc.), a Florida corporation with its operations headquartered in Miami, Florida (Telvantis Florida), and Mexedia DAC, an Ireland corporation now wholly owned by Telvantis Florida (Mexedia DAC) (Telvantis Florida and Mexedia DAC are referred to as the Mexedia Companies). Following these transactions, Mexedia SPA controls the Company. However, it is intended that, as soon as possible and in keeping with applicable Italian corporate laws and applicable Euronext Growth Paris exchange rules, Mexedia SPA would distribute to its shareholders the control shares issued to it pursuant to the Acquisition Agreements.

Effective December 31, 2024, the Company divested its pre-Acquisition Agreements business, by selling its discreet subsidiary, Signature Apps, Inc., a Colorado corporation, to New Generation Consumer Group, Inc., a publicly-traded Delaware corporation (symbol: NGCG). NCGC issued 100,000,000 shares of its common stock to the Company, in such transaction.

Use of Estimates and Assumptions

Preparing financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and revenues and expenses during the reported period. Actual results could differ from those estimates, and those estimates may be material.

Changes in estimates are recorded in the period in which they become known. The Company bases its estimates on historical experience and other assumptions, which include both quantitative and qualitative assessments that it believes to be reasonable under the circumstances.

Significant estimates during the nine months ended September 30, 2024 and 2023, respectively, include, allowance for doubtful accounts and other receivables, inventory reserves and classifications, valuation of loss contingencies, valuation of stock-based compensation, estimated useful lives related to property and equipment, impairment of intangible assets, implicit interest rate in right-of-use operating leases, uncertain tax positions, and the valuation allowance on deferred tax assets.

Cash

For purposes of the statements of cash flows, the Company considers all highly liquid instruments with a maturity of six months or less at the purchase date and money market accounts to be cash equivalents.

At December 31, 2024 and 2023, respectively, the Company did not have any cash equivalents.

The Company is exposed to credit risk on its cash and cash equivalents in the event of default by the financial institutions to the extent account balances exceed the amount insured by the FDIC, which is $250,000.

At December 31, 2024 and 2023, respectively, the Company did not experience any losses on cash balances in excess of FDIC insured limits.

Fair Value of Financial Instruments

The Company accounts for financial instruments under Financial Accounting Standards Board ("FASB") ASC 820, *Fair Value Measurements*. ASC 820 provides a framework for measuring fair value and requires disclosures regarding fair value measurements. Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, based on the Company's principal or, in absence of a principal, most advantageous market for the specific asset or liability.

The Company uses a three-tier fair value hierarchy to classify and disclose all assets and liabilities measured at fair value on a recurring basis, as well as assets and liabilities measured at fair value on a non-recurring basis, in periods subsequent to their initial measurement. The hierarchy requires the Company to use observable inputs when available, and to minimize the use of unobservable inputs, when determining fair value.

The three tiers are defined as follows:

- Level 1 – Observable inputs that reflect quoted market prices (unadjusted) for identical assets or liabilities in active markets;
- Level 2 – Observable inputs other than quoted prices in active markets that are observable either directly or indirectly in the marketplace for identical or similar assets and liabilities; and
- Level 3 – Unobservable inputs that are supported by little or no market data, which require the Company to develop its own assumptions.

The determination of fair value and the assessment of a measurement's placement within the hierarchy requires judgment. Level 3 valuations often involve a higher degree of judgment and complexity. Level 3 valuations may require the use of various cost, market, or income valuation methodologies applied to unobservable management estimates and assumptions. Management's assumptions could vary depending on the asset or liability valued and the valuation method used. Such assumptions could include estimates of prices, earnings, costs, actions of market participants, market factors, or the weighting of various valuation methods. The Company may also engage external advisors to assist us in determining fair value, as appropriate. Although the Company believes that the recorded fair value of our financial instruments is appropriate, these fair values may not be indicative of net realizable value or reflective of future fair values. The Company's financial instruments, including cash, accounts payable and accrued expenses, and convertible notes payable, are carried at historical cost. As of December 31, 2024 and 2023, respectively, the derivative liabilities are considered a level 2 item.

ASC 825-10 *"Financial Instruments"* allows entities to voluntarily choose to measure certain financial assets and liabilities at fair value ("fair value option"). The fair value option may be elected on an instrument-by-instrument basis and is irrevocable unless a new election date occurs. If the fair value option is elected for an instrument, unrealized gains and losses for that instrument should be reported in earnings at each subsequent reporting date. The Company did not elect to apply the fair value option to any outstanding financial instruments.

Leases

We determine if an arrangement is a lease at inception. Operating leases are included in operating lease right-of-use ("ROU") assets, operating lease liabilities – current and operating lease liabilities - noncurrent on the balance sheets. The initial lease liability is equal to the future fixed minimum lease payments discounted using the Company's incremental borrowing rate, on a secured basis. The initial measurement of the right-of-use asset is equal to the initial lease liability plus any initial direct costs.

ROU assets represent our right to use an underlying asset for the lease term and lease liabilities represent our obligation to make lease payments arising from the lease. Operating lease ROU assets and liabilities are recognized at commencement date based on the present value of lease payments over the lease term.

Derivative Liabilities

The Company analyzes all financial instruments with features of both liabilities and equity under FASB ASC Topic No. 480, ("ASC 480"), "*Distinguishing Liabilities from Equity"* and FASB ASC Topic No. 815, ("ASC 815") "Derivatives and Hedging". Derivative liabilities are adjusted to reflect fair value at each reporting period, with any increase or decrease in the fair value recorded in the results of operations (other income/expense) as a gain or loss on the change in fair value of derivative liabilities. The Company uses a binomial pricing model to determine fair value of these instruments.

Upon conversion or repayment of a debt instrument in exchange for shares of common stock, where the embedded conversion option has been bifurcated and accounted for as a derivative liability (generally convertible debt and warrants), the Company records the shares of common stock at fair value, relieves all related debt, derivative liabilities, and any remaining unamortized debt discounts, and where appropriate recognizes a net gain or loss on debt extinguishment (debt based derivative liabilities). In connection with any extinguishments of equity based derivative liabilities (typically warrants), the Company records an increase to additional paid-in capital for any remaining liability balance extinguished.

Equity instruments that are initially classified as equity that become subject to reclassification under ASC Topic 815 are reclassified to liabilities at the fair value of the instrument on the reclassification date.

Income Taxes

The Company accounts for income tax using the asset and liability method prescribed by ASC 740, *"Income Taxes"*. Under this method, deferred tax assets and liabilities are determined based on the difference between the financial reporting and tax bases of assets and liabilities using enacted tax rates that will be in effect in the year in which the differences are expected to reverse. The Company records a valuation allowance to offset deferred tax assets if based on the weight of available evidence, it is more-likely-than-not that some portion, or all, of the deferred tax assets will not be realized. The effect on deferred taxes of a change in tax rates is recognized as income or loss in the period that includes the enactment date.

The Company follows the accounting guidance for uncertainty in income taxes using the provisions of ASC 740 "Income Taxes". Using that guidance, tax positions initially need to be recognized in the financial statements when it is more likely than not the position will be sustained upon examination by the tax authorities.

At December 31, 2024 and 2023, respectively, the Company had no uncertain tax positions that qualify for either recognition or disclosure in the financial statements.

The Company recognizes interest and penalties related to uncertain income tax positions in other expense. No interest and penalties related to uncertain income tax positions were recorded for the years ended December 31, 2024 and 2023, respectively.

Advertising Costs

Advertising costs are expensed as incurred. Advertising costs are included as a component of general and administrative expense in the statements of operations.

The Company recognized $122,311 and $-0- in marketing and advertising costs during the years ended December 31, 2024 and 2023, respectively.

Stock-Based Compensation

The Company accounts for our stock-based compensation under ASC 718 *"Compensation – Stock Compensation"* using the fair value-based method. Under this method, compensation cost is measured at the grant date based on the value of the award and is recognized over the service period, which is usually the vesting period. This guidance establishes standards for the accounting for transactions in which an entity exchanges its equity instruments for goods or services. It also addresses transactions in which an entity incurs liabilities in exchange for goods or services that are based on the fair value of the entity's equity instruments or that may be settled by the issuance of those equity instruments.

The Company uses the fair value method for equity instruments granted to non-employees and uses the Black-Scholes model for measuring the fair value of options.

The fair value of stock-based compensation is determined as of the date of the grant or the date at which the performance of the services is completed (measurement date) and is recognized over the vesting periods.

When determining fair value of stock options, the Company considers the following assumptions in the Black-Scholes model:

- Exercise price,
- Expected dividends,
- Expected volatility,
- Risk-free interest rate; and
- Expected life of option

Basic and Diluted Earnings (Loss) per Share

Basic earnings per share is calculated using the two-class method and is computed by dividing net earnings available to common shareholders by the weighted average number of common shares outstanding and certain other shares committed to be, but not yet issued. Net earnings available to common shareholders represent net earnings to common shareholders reduced by the allocation of earnings to participating securities. Losses are not allocated to participating securities. Common shares outstanding and certain other shares committed to be, but not yet issued, include restricted stock and restricted stock units ("RSUs") for which no future service is required.

Diluted earnings per share is calculated under both the two-class and treasury stock methods, and the more dilutive amount is reported. Diluted earnings per share is computed by taking the sum of net earnings available to common shareholders, dividends on preferred shares and dividends on dilutive mandatorily redeemable convertible preferred shares, divided by the weighted average number of common shares outstanding and certain other shares committed to be, but not yet issued, plus all dilutive common stock equivalents outstanding during the period (stock options, warrants, convertible preferred stock, and convertible debt).

Preferred shares and unvested share-based payment awards that contain nonforfeitable rights to dividends or dividend equivalents (whether paid or unpaid) are participating securities and, therefore, are included in the earnings allocation in computing earnings per share under the two-class method of earnings per share.

Unvested shares of common stock are excluded from the denominator in computing net loss per share.

Restricted stock and RSUs granted as part of share-based compensation contain nonforfeitable rights to dividends and dividend equivalents, respectively, and therefore, prior to the requisite service being rendered for the right to retain the award, restricted stock and RSUs meet the definition of a participating security. RSUs granted under an executive compensation plan are not considered participating securities as the rights to dividend equivalents are forfeitable.

Related Parties

Parties are considered to be related to the Company if the parties, directly or indirectly, through one or more intermediaries, control, are controlled by, or are under common controlwith the Company. Related parties also include principal owners of the Company, its management, members of the immediate families of principal owners of the Company and its management and other parties with which the Company may deal with 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 ownseparate interests.

In November 2024, the Company entered into an employment agreement with its Chief Executive Officer, pursuant to which Mr. Contreras is paid an annual salary of $100,000 and is paid an additional $2,111 per month to cover Mr. Contreras' health insurance premiums and similar items.

Recent Pronouncements

Management does not believe that any other recently issued, but not yet effective, authoritative guidance, if currently adopted, would have a material impact on the Company's consolidated financial statement presentation or disclosures.

Note 4 - Promissory Notes

Convertible Promissory Notes

Commencing in December 2015 and through June 2018, the Company issued various convertible promissory notes to third parties in the amount of $276,838 to be used for operations. In addition, these convertible promissory notes include various default provisions in which increase the interest rate to rates ranging from 12% to 35% and at times the principal balance at rates ranging from 5% to 50%. Additionally, most convertible promissory notes have prepayment penalties in which range from 15% to 50%.

In April, 2020, a total of $90,000 in convertible notes were received. The notes bear an interest rate of 10% and mature on April 1, 2021. The notes are convertible into common stock based upon a 50% discount to the lowest traded price within the 20 trading days preceding the conversion. The note contains various prepayment and default provisions, similar to those disclosed above.

On July 23, 2020, the Company entered into a convertible note payable with a third party for proceeds of $25,000. The convertible note incurs interest at 20% per annum, is due 180 days from the date of issuance and is convertible upon issuance into shares of the Company's common stock at a 50% discount to the average closing bid price during the preceding 10 trading days. The note contains various prepayment and default provisions, similar to those disclosed above.

During the year ended December 31, 2021, the Company entered into convertible notes payable totaling $329,536. The terms of the notes range from six months to one year, interest ranging from 8-20% and conversion prices with discounts of up to 50% of the lowest bid prices in the ten days prior to conversion.

At various times during the year ended December 31, 2022, the Company entered into convertible notes payable totaling $150,900 receiving proceeds of $126,150. The terms of the notes range from six months to one year, interest ranging from 8% - $20% and conversion prices ranging from $0.00005 - $0.000025.

During the year ended December, 2023, the Company entered into convertible notes payable totaling $927,646 receiving proceeds of $927,646. The terms of the notes range from six months to one year, interest ranging from 8% - 20% and conversion prices with discounts of up to 65% of the average lowest bid prices in the ten days prior to conversion.

During the six months ended June 30, 2024, the Company entered into two convertible notes payable totaling $21,250, receiving proceeds of $21,250. The terms of the notes are for six months, interest at 20% and conversion prices with discounts of up to 65% of the average lowest bid prices in the ten days prior to conversion.

Other Loans

On July 13, 2020, the Company entered into a $150,000 loan with the Small Business Administration. The note incurs interest at 3.75% per annum with principal and interest due over the period of thirty years. The note is secured by substantially all of the Company's asset and requires the funds to be used for operational purposes. As of December 31, 2023, the remaining principal balance was $147,500. As of June 30, 2024, the Company has determined that the debt exceeds the statute of limitations for collection and as such as written off the amount owed and it is included in the gain from write off of debt.

During the year ended December 31, 2022, the Company issued $209,145 in short-term promissory notes to various parties with interest rates ranging from 20%-50%. The Company also issued approximately $40,000 in short-term promissory notes to various third parties for expenses paid by the third parties on behalf of the Company. These mature on demand or on various dates from April 2022 through September 2022. During the year ended December 31, 2022, the Company repaid approximately $37,558 of these promissory notes. During 2024, the Company has determined that the debt exceeds the statute of limitations for collection and as such as written off the amount owed and it is included in the gain from write off of debt.

During the year ended December 31, 2022, the Company also entered into two 18-month business loan agreements totaling $160,000. The loans require fixed weekly payments of principal and interest totaling $2,897 through November 2023 and have effective interest rates ranging from 34% to 63%. These loans are also secured by substantially all assets of the Company and have various default provisions as defined within the agreement, whereby the debt can be called immediately. As certain of these default provisions have been triggered, the full amount of the remaining principal balance of the loans of $145,942 as of December 31, 2023, has been presented as current although default has not been called by the lender. Net proceeds of $158,175 were received from these loans. An additional $8,000 was paid to a third party for brokering the deal. The on-issuance discount and additional fees paid were recorded as a discount to the loans and are being amortized over the life of the loan. During the year ended December 31, 2022, all of the discount was amortized to interest. During 2024, the Company has determined that the debt exceeds the statute of limitations for collection and as such as written off the amount owed and it is included in the gain from write off of debt.

Demand Notes Issued to Related Parties

The Company has various notes outstanding to related parties totaling $30,659 as of December 31, 2023. These notes are due on demand and have no stated interest rate. The Company records imputed interest in connection with these related party notes. During 2024, the Company has determined that the debt exceeds the statute of limitations for collection and as such as written off the amount owed and it is included in the gain from write-off of debt.

Advances

As of December 31, 2023, the Company previously received advances from a third parties totaling $105,700. These advances bear interest at 20% per annum and are due 90 days after the funds are received. As of the date of this filing, these advances are considered in default as they are past their maturity date. During 2024, the Company has determined that the debt exceeds the statute of limitations for collection and as such as written off the amount owed and it is included in the gain from write-off of debt.

Line of Credit

During the year ended December 31, 2022, the Company took out a business line of credit with a financial institution that provides a credit line of up to $35,000. Advances under this line incur interest as an annual rate of 12.25% plus various other periodic finance charges. As of December 31, 2023, $38,998 was outstanding on the line of credit, respectively. During 2024, the Company has determined that the debt exceeds the statute of limitations for collection and as such as written off the amount owed and it is included in the gain from write-off of debt.

Note 5 - Capital

Authorized Shares

As of December 31, 2024, the Company is authorized to issue 15,000,000,000 shares of $0.001 par value common stock and 101,000,000 shares of $0.001 par value preferred stock (of which 20,000,000 have been designated as Series A Preferred Stock, 1,000,000 have been designated as Series E Preferred Stock, 75,000 have been designated as Series F Preferred Stock and 7,925,000 shares of preferred stock are available for the Company to assign or designate such provisions or preferences as may be assigned by the Board of Directors).

Series F Preferred Stock

Designation and Amount. 75,000 shares were designated as Series F Preferred Stock.

Voting Rights. The holders of the Series F Preferred Stock shall, as a class, have rights in all matters requiring shareholder approval to a number of votes equal to two (2) times the sum of: (a) the total number of shares of common stock which are issued and outstanding at the time of any election or vote by the shareholders; plus (b) the number of votes allocated to shares of Preferred Stock issued and outstanding of any other class that shall have voting rights.

Dividends. The Series F Preferred Stock shall be treated pari passu with the Company's common stock, except that the dividend on each share of Series F Preferred Stock shall be equal to the amount of the dividend declared and paid on each share of the Company's common stock multiplied by the conversion rate.

Conversion Rate. The Series F Preferred Stock shall be convertible into shares of the Company's common stock, as follows: each share of Series F Preferred Stock shall be convertible at any time into a number of shares of the Company's common stock that equals 0.001 percent (0.001%) of the number of issued and outstanding shares of the Company's common stock outstanding on the date of conversion, such that 1,000 shares of Series F Preferred Stock would convert into one percent (1%) of the number of issued and outstanding shares of the Company's common stock outstanding on the date of conversion. A holder of shares of Series F Preferred Stock shall be required to convert all of such holder's shares of Series F Preferred Stock, should any such holder exercise his, her or its rights of conversion.

Note 6 - Related Party Transactions

As of December 31, 2023, the amount included within accrued liabilities related to payroll due to the Company's form Chief Executive Officer, was $617,921, respectively. Effective June 30, 2024, the Company determined that the amount owing to its former Chief Executive Officer in the total amount of $$752,921 should be written off and such amount was included in the gain on write-off of debt for the year ended December 31, 2024.

Note 7 – Acquisitions; Change in Control

Effective October 8, 2024, a change in control of our company, in connection with our acquisitions (the Mexedia Acquisitions) of Mexedia, Inc., a Florida corporation with its operations headquartered in Miami, Florida (Telvantis Florida), and Mexedia DAC, an Ireland corporation now wholly owned by Telvantis Florida (Mexedia DAC) (Telvantis Florida and Mexedia DAC are referred to as the Mexedia Companies). Following these transactions, Mexedia SPA controls our company. However, it is intended that, as soon as possible and in keeping with applicable Italian corporate laws and applicable Euronext Growth Paris exchange rules, Mexedia SPA would distribute to its shareholders the control shares issued to it pursuant to the Acquisition Agreements.

Also In connection with the Mexedia Acquisitions, Jacob DiMartino resigned as the Sole Director and Officer of our company and the following persons were appointed: Daniel Contreras, Chief Executive Officer and Director; Orlando Taddeo, President and Director; and Daniel Gilcher, Chief Financial Officer, Secretary, Treasurer and Director.

Acquisitions of the Mexedia Companies. Pursuant to separate Share Exchange Agreements (the "Acquisition Agreements"), we acquired 100% ownership of Telvantis Florida by the issuance of 40,000 shares of Series F Preferred Stock to Mexedia SPA and 100% ownership of Mexedia DAC by the issuance of 35,000 shares of *Series F Preferred Stock to Mexedia SPA*. Except for the consideration paid under the Acquisition Agreements, the Acquisition Agreements are substantially identical and contain the following provisions, among other customary provisions:

Regulation A Offering. Should we fail to have filed an Offering Statement on Form 1-A pursuant to Regulation A of the Securities and Exchange Commission (the "Reg A Offering"), on or before October 28th, Mexedia SPA has the right, but not the obligation, to rescind the Acquisition Agreements. This condition subsequent has been waived by Mexedia SPA.

Reg A Offering Proceeds. Should we fail to have obtained the sum of $1,500,000 in proceeds from the Reg A Offering, on or before the date that is six (6) months from the date of the SEC's qualification of the Reg A Offering, Mexedia SPA has the right, but not the obligation, to rescind the Acquisition Agreements. This condition subsequent has been waived by Mexedia SPA.

Divestiture. Should we fail to have divested of our pre-closing operations, which divestiture shall include all debts, other than the trade payables of our company, as of the closing date of the Mexedia Acquisitions, on or before December 31, 2024, Mexedia SPA shall have the right, but not the obligation, to rescind the Acquisition Agreements. This condition has been satisfied by our company.

Effective December 31, 2024, pursuant to a Share Exchange Agreement (the "Divestiture Agreement"), the company sold its pre-change-in-control operations to New Generation Consumer Group, Inc., a publicly-traded Delaware corporation (symbol: NGCG), in exchange for 100,000,000 shares, or approximately 7%, of NGCG's common stock, which shares were valued at $0.0006 per share, the closing price of NGCG's common stock on December 31, 2024, or $60,000, in the aggregate. However, for financial reporting purposes, we have assigned no value to such shares in the accompanying financial statements, given their restricted nature and expect two-year holding period. At the time of closing of the Divestiture Agreement, the sole officer and director of NCGC was Jacob DiMartino, the former officer and director of our company. No standard method of valuation was used in determining the number of shares of NGCG common stock that was issued by NGCG to our company.

Redemption Agreement. In connection with the Acquisition Agreements, our company and JanBella entered into the Redemption Agreement, pursuant to which JanBella sold 100% of the then-outstanding shares of Series E Preferred Stock to our company in exchange for the Redemption Note.

The principal amount of the Redemption Note is $540,000, with interest at 8% per annum and a maturity date of October 8, 2025. Under the Redemption Note, we are required to pay, on a monthly basis, 40% of the proceeds from the Reg A Offering that exceeds $100,000, until the principal and interest shall have been paid.

Following the date of payment in full of the principal balance of the Redemption Note (the "Balance Date"), we are to pay JanBella up to an additional $1,260,000 as additional principal (the "Additional Principal"), whether through monthly payments of 10% of Reg A Offering proceeds and/or, for a period of 18 months immediately following the issue date of the Redemption Note, 10% of funds obtained by our company from any third-party.

Pledge Agreement and Guaranty. In connection with the Acquisition Agreements, JanBella and Mexedia SPA entered into a pledge agreement (the "Pledge Agreement") and a guaranty ("Guaranty") with respect to our company's obligations under the Redemption Note. Specifically, the Pledge Agreement and the Guaranty relate to our company's timely payment of the $540,000 principal balance and accrued interest on the Redemption Agreement.

Share Cancellation Agreements. In connection with the Acquisition Agreements, our company entered into three separate share cancellation agreement (the “Share Cancellation Agreements”) with Dean Richards, Brenda Whitman and Christina Upham, respectively. Pursuant to the Share Cancellation Agreements, a total of 1,700,000,000 shares of our common stock were cancelled.

Note 8 – Fourth Quarter 2024 Transactions Affecting the Company’s Balance Sheet

Credit Facility. Effective October 31, 2024, Mexedia DAC, Phonetime and Matchcom became obligors under a $45 million credit facility (the “Fasanara Facility”) established to supplement the cash flow of Telvantis Florida (Mexedia DAC is only an administrative support entity). The liquidity provided by the Fasanara Facility is expected to facilitate sales growth of Telvantis Florida. Substantially all of the assets of the Mexedia Companies are pledged to securitize the Fasanara Facility. The credit facility agreement is with Fasanara Securitisation S.A. (“Fasanara”). An uncured default under the Fasanara Facility could result in our company’s losing ownership of the Mexedia Companies pursuant to a foreclosure action of Fasanarar. If such an event were to occur, our company would no longer have any business operations.

Share Cancellation Agreements. In connection with the Acquisition Agreements, our company entered into the Share Cancellation Agreements, pursuant to which a total of 1,700,000,000 shares of our common stock were cancelled in October 2024.

Settlement of Convertible Promissory Notes. During October and November 2024, we entered into settlement agreements with every holder of our outstanding convertible promissory notes, all of which had conversion rights at conversion prices averaging approximately 60% below market prices for our common stock. Pursuant to these agreements, we issued a total of 2,273,000,000 shares in payment of a total of approximately $1,053,817 of indebtedness, including default interest and penalties, represented by such convertible promissory notes.

Convertible Promissory Notes – December 2024.

In December 2024, the Company issued three convertible promissory notes to third parties, each with a principal amount of $27,500, a total principal amount of $82,500 (a total of $7,500 of OID), in consideration of three separate loans of $25,000, a total loan amount of $75,000. These notes bear interest at 8% per annum and are due in December 2025. These notes are convertible into Company common stock at any time during the period beginning on the earlier of (a) the day immediately following the SEC’s qualification of a Regulation A Offering of the Company and (b) the date that is 180 days immediately following their respective issue dates at a 25% discount to the then-market price of the Company’s common stock; provided, however, that, should the holders elect to convert into shares qualified in a Company Regulation A Offering, the conversion price shall be the fixed offering price for the Company’s common stock in such Regulation A Offering.

Note 9 – Subsequent Events

Waivers of Condition Subsequent. Pursuant to each of the Acquisition Agreements with respect to the Mexedia Companies, Mexedia SPA had a right of rescission, should the Company fail to have obtained the sum of $1,500,000 in proceeds from the Reg A Offering, on or before the date that is six (6) months from the date of the SEC’s qualification of the Company’s Reg A Offering. In February 2025, this condition subsequent was waived by Mexedia SPA. With the waivers and satisfaction of the conditions precedent in the Acquisition Agreements, the Company’s ownership of the Mexedia Companies has fully vested.

MEXEDIA, INC. AND SUBSIDIARIES
Consolidated Balance Sheets
(unaudited)

	June 30, 2024	December 31, 2023
ASSETS		
NON-CURRENT ASSETS		
Intangible assets, net	$ 11,692,611	$ 12,257,161
TOTAL NON-CURRENT ASSETS	11,692,611	12,257,161
CURRENT ASSETS		
Prepaid expenses and other current assets	232,225	8,668
Accounts receivable, net	28,300,087	31,360,759
Cash	46,041	24,303
TOTAL CURRENT ASSETS	28,578,354	31,393,730
TOTAL ASSETS	**$ 40,270,965**	**$ 43,650,891**
LIABILITIES AND EQUITY		
CURRENT LIABILITIES		
Deferred tax liability	$ 528,341	$ 528,341
Accounts payable	31,169,028	36,117,779
Accrued provider costs	1,776,864	---
Accrued expenses	973	155,768
TOTAL CURRENT LIABILITIES	33,475,206	36,801,888
NON-CURRENT LIABILITIES		
Due to related party	6,252,327	5,675,040
TOTAL LIABILITIES	**39,727,533**	**42,476,928**
COMMITMENTS AND CONTINGENCIES		
EQUITY	543,432	1,173,963
TOTAL LIABILITIES AND EQUITY	**$ 40,270,965**	**$ 43,650,891**

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

MEXEDIA, INC. AND SUBSIDIARIES
Consolidated Statement of Profit and Loss
For the Six Months Ended June 30, 2024 and 2023
(unaudited)

	Six Months Ended June 30,	
	2024	2023
REVENUES, NET	$ 17,663,834	$ 100,000,366
COST OF SALES	(16,948,183)	(96,485,394)
GROSS PROFIT	715,651	3,514,972
OPERATING EXPENSES		
Depreciation and amortization	564,000	-
Other expenses	-	23,428
General and administrative expenses	787,940	1,460,130
TOTAL OPERATING EXPENSES	1,352,490	1,483,558
OPERATING PROFIT (LOSS)	(636,839)	2,031,414
FINANCE COSTS	6,308	(855,448)
OTHER NON-OPERATING INCOME	-	120,433
OTHER NON-OPERATING EXPENSES	-	(18,930)
PROFIT (LOSS) BEFORE TAX EXPENSE	(630,531)	1,277,469
TAX EXPENSE	-	(6,000)
NET PROFIT (LOSS)	$ (630,531)	$ 1,271,469
NET LOSS PER COMMON SHARE		
Basic	$ (6,305)	$ 12,715
Diluted	$ (6,305)	$ 12,715
WEIGHTED AVERAGE COMMON SHARES OUTSTANDING		
Basic	100	100
Diluted	100	100

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

MEXEDIA, INC. AND SUBSIDIARIES
Consolidated Statement of Changes in Equity
For the Six Months Ended June 30, 2024 and 2023
(unaudited)

	Common Stock		Retained Earnings (Accumulated Deficit)		Total	
Balances at January 1, 2023	$	100	$	(159,120)	$	(159,120)
Net profit (loss)		-		1,271,469		1,271,469
Balances at June 30, 2023	$	100	$	1,112,349	$	1,112,349
Balances at January 1, 2024	$	100	$	1,173,963	$	1,173,963
Net profit (loss)		-		(630,531)		(630,531)
Balances at June 30, 2024	$	100	$	543,432	$	543,432

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

MEXEDIA, INC. AND SUBSIDIARIES
Consolidated Statements of Cash Flows
For the Six Months Ended June 30, 2024 and 2023
(unaudited)

	Six Months Ended June 30,	
	2024	**2023**
Statement of changes in cashflows		
Net income (loss)	$ (630,531)	$ 1,271,469
Adjustments:		
Provision for doubtful accounts	-	-
Interest expense	-	-
Amortization of intangible assets	564,550	-
Provision for income taxes	-	-
Changes in operating assets and liabilities	-	-
Prepaid expenses and other current assets	(223,557)	1,323,566
Accounts receivable	3,060,671	21,411,300
Accounts payable	(4,948,751)	(24,236,719)
Accrued expenses	1,622,069	290,210
Net cash - operating activities	(555,549)	59,826
Cash acquired via business combination, net of cash paid of $250,000	-	1,171,875
Net cash - investing activities	-	1,171,875
Due to related party	577,287	-
Net cash - financing activities	577,287	-
Net change in cash	21,738	1,231,701
Cash - beginning of period	24,303	25,267
Cash - end of period	$ 46,041	$ 1,256,968

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

1. ORGANIZATION AND DESCRIPTION OF BUSINESS

Mexedia, Inc. is a Florida Corporation organized in 2020. On January 1, 2023, Mexedia, Inc. acquired all the shares of Phonetime, Inc. and Matchcom Telecommunications, Inc. (collectively referred as the "Company"). The Company is a technology company in the areas of customer-management and telecom and provides retail and wholesale voice services and value-added platform services such as analytics, automation, and engagement.

The address of the Company's registered office is 1680 Michigan Avenue, Suite 700, Miami Beach Florida 33139.

2. SIGNIFICANT ACCOUNTING POLICIES

Basis of Consolidation

The accompanying consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries. All significant intercompany transactions and balances have been eliminated in consolidation.

The Company has a calendar year-end reporting date.

Basis of Presentation

The accompanying consolidated financial statements have been prepared in accordance with International Financial Reporting Standards and International Accounting Standards as issued by the International Accounting Standards Board (IASB) and Interpretations (collectively IFRSs).

Functional and Presentation Currency

These consolidated financial statements are presented in United States dollars, which is the Company's functional currency.

Liquidity

The Company's primary source of liquidity are the cash flows generated from operations and advances from related parties. These sources of liquidity are needed to fund the operations of the Company and its working capital requirements. Management believes the existing sources of cash will be sufficient to support the Company's existing operations through at least twelve months from the date of the report.

Use of Estimates

The preparation of consolidated financial statements in conformity with IFRS requires the use of certain accounting estimates. It also requires management to exercise its judgment in the process of applying the Company's accounting policies. Although these estimations, based on management's knowledge of current events and actions it may undertake in the future, they may ultimately differ from actual results, and those differences may be material,

Concentrations of Credit Risk

Cash

Financial instruments, which potentially subject the Company to concentrations of credit risk, consist principally of cash deposits in excess of the Federal Deposit Insurance Corporation ("FDIC") insured limit of $250,000. The Company generally limits its exposure by placing its deposits with quality financial institutions located in the United States. However, at times, such cash balances may be in excess of insured amounts.

Revenues

The Company relies on a significant portion of its revenue from major customers. Revenues from two customers represented 30% of the Company's revenues for the six-months ended June 30, 2024. An adverse change in the Company's relationship with these customers could have a material effect on the Company's business, financial position, and results of operations.

Accounts Receivable

As of June 30, 2024, two customers. each of which accounted for more than 10% of the Company's accounts receivable, accounted for 55% of total accounts receivable in aggregate.

Revenue Recognition

The Company recognizes revenue when a customer obtains control of the promised goods or services. The amount of revenue that is recorded reflects the consideration that the Company expects to receive in exchange for those goods or services. The Company applies the following five-step model in order to determine this amount: (t) identify the contract(s) with a customer; (ii) identify the performance obligations in the contract; (iii) determine the transaction price; (iv) allocate the transaction price to the performance obligations in the contract; and (v) recognize revenue when (or as) the Company satisfies a performance obligation. The Company only applies the five-step model to contracts when it is probable that the Company will collect the consideration it is entitled to in exchange for the goods or services the Company transfers to the customer. At contract inception, management reviews the contract to determine which performance obligations must be delivered and which of these performance obligations are distinct. The Company recognizes as revenue the amount of the transaction price that is allocated to the respective performance obligation when the performance obligation is satisfied.

Accounts Receivable

The Company records accounts receivable in the ordinary course of business related to its sale of telecommunication products and services. The Company grants credit to various businesses and individuals located primarily in the United States and Europe. Accounts receivables are stated at the amount management expects to collect from outstanding balances. Management provides for probable uncollectible amounts through a charge to earnings and a credit to valuation allowance based on historical experience and management's assessment of the status of individual accounts. Balances that are still outstanding after management has made reasonable collection efforts are written off through a charge to the valuation allowance and a credit to accounts receivable.

Accrued Revenue

Accrued revenue (unbilled accounts receivable) consists of revenue meeting the revenue recognition criteria but not yet invoiced at period end due to contract terms.

Goodwill and Intangible Assets

Goodwill represents the excess of the purchase price over the fair values underlying net assets acquired in an acquisition. Goodwill is allocated to a cash generating unit (CGU), or a group of CGUs, which cannot be larger than an operating segment before aggregation. A CGU is the smallest identifiable group of assets that generates largely independent cash flows.

Intangible assets with finite lives are amortized over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortization period and the amortization method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortization period or method, as appropriate, and are treated as changes in accounting estimates. The amortization expense on intangible assets with finite lives is recognized in the statement of profit and loss in the caption amortization expense.

Goodwill is tested at least annually for impairment or more frequently if an impairment indicator is present. An impairment loss is measured as the difference between the carrying amount of the CGU, including goodwill, and its recoverable amount. The recoverable amount is the higher of fair value less cost of disposal or value in use. Any impairment loss for a CGU is allocated first to any goodwill and then pro rata to other assets in the CGU. However, no asset is written down to below its known recoverable amount. There was no impairment of goodwill for the year ended June 30, 2024.

Intangible assets are to be tested for impairment if there is an indicator of impairment during the course of or at the end of the reporting period. During the period ended June 30, 2024, management believes there was no indicator of impairment of the intangible assets.

Accounts Payables and Accrued Expenses

Liabilities for accounts payable and other amounts are normally settled on 30 - 90-day terms and carried at cost which is the fair value of the consideration to be paid for goods and services received.

Financial Instruments

Financial instruments are initially recorded at cost, and consist of cash, accounts receivable, due from/to related parties, and accounts payable and accrued expenses. As of June 30, 2024, the carrying value of these financial instruments approximates their fair value due to their short-term nature

Income Taxes

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized. Unrecognized deferred tax assets are re-assessed at each reporting date and are recognized to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered. In assessing the recoverability of deferred tax assets, the Company relies on forecasted assumptions. Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on tax rates that have been enacted or substantively enacted at the reporting date. Deferred tax relating to items recognized outside profit or loss is recognized outside profit or loss. Deferred tax items are recognized in correlation to the underlying transaction directly in equity. Tax benefits acquired as part of a business combination, but not satisfying the criteria for separate recognition at that date, are recognized subsequently if new information about facts and circumstances change. The adjustment is either treated as a reduction in goodwill (as long as it does not exceed goodwill) if it was incurred during the measurement period or recognized in profit or loss.

The Company offsets deferred tax assets and deferred tax liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realize the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered

Some judgment is required in determining the provision for income taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Company recognizes liabilities for anticipated tax based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made,

Subsequent Events

The Company has evaluated subsequent events through August 15, 2024, which is the date the consolidated financial statements were available to be issued.

3. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

Estimates and judgments are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The Company makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are as follows:

Accounts Receivable

The Company assesses at each consolidated statement of financial position date the impact of the IFRS 9 simplified approach used to measure expected credit losses using a lifetime expected credit loss provision for trade receivables. As of June 30, 2024, the Company had no provisions for expected credit loss.

Goodwill and Intangible Assets

Assumptions and estimates at arriving at goodwill and intangible assets including the fair value of the assets acquired and liabilities assumed, the fair value of consideration transferred, and the estimated useful lives of the intangible assets.

4. RELATED PARTY TRANSACTIONS

Mexedia, Ltd.

Due to Related Parties

The Company from time to time is advanced monies for operational purposes by Mexedia, Ltd., a related entity through common ownership. As of June 30, 2024, the Company owed Mexedia Ltd. $6,252,327. This balance carries no interest and is due on demand. However, the Company does not expect to repay these balances over the next twelve months and as such has classified the balance as non-current on the accompanying statement of financial position.

5. BUSINESS COMBINATIONS

On January 1, 2023, the Company acquired two separate businesses as part of a single transaction. The acquisition was accounted for as a business combination using the acquisition method of accounting.

The Company entered into a Purchase Agreement (the "Agreement") to purchase all of the outstanding shares of Phonetime, Inc. and Matchcom Telecommunications, Inc. (collectively referred to as the "Sellers"). The initial aggregate purchase consideration on the date of acquisition transferred to the Sellers totaled $3,000,000. Subsequent to the acquisition date, but during the measurernent period, management became aware that certain account receivables that were contingent of the final payment of $2,500,000, were not collected. As a result, management believes the Company is not entitled to make that payment based on the terms of the contract. Additionally, management believes the second payment of $250,000, due twelve months after closing, is also not due since management believes that payment was also tied to the collection of the same receivables. Therefore, management has adjusted the consideration due and the related goodwill amount to account for foregoing these payments. As a result, the eventual purchase price subsequent to the measurement period adjustments amounted to $250,000.

The purchase price for the acquisition has been allocated to the tangible assets acquired and liabilities assumed based upon their estimated fair values as of the Closing Date. There were no identifiable intangible assets. The excess of the purchase price over the estimated fair value of the tangible acquired and liabilities assumed has been recorded as goodwill.

The fair value of the acquired accounts receivable above approximates the carrying value of accounts receivable due to the short-term nature of the expected timeframe to collect amounts due to the Company and the contractual cash flows, which are expected to be collected related to these receivables.

Acquisition-related expenses were expensed as incurred. The results of operations are included in the consolidated financial statements of the Company from the date of acquisition.

6. COMMITMENTS AND CONTINGENCIES

Operating Leases

The Company leases office space in Miami Beach, Florida under a one-year operating lease through March 2025. The lease calls for monthly lease payments of approximately $3,500.

Litigation

In the ordinary course of business, the Company may become a party to various claims, legal actions and complaints. In the opinion of management, there were no matters that would have a material adverse effect on the consolidated financial condition of the Company as of June 30, 2024.

7. COMMON STOCK

As of June 30, 2024, the Company has authorized and issued 100 common stock shares with a par value of $1.00.

8. SUBSEQUENT EVENT

The Company has evaluated subsequent events through August 15, 2024, the date these consolidated financial statements were available to be issued.

MEXEDIA, INC. AND SUBSIDIARIES
Consolidated Balance Sheets
(unaudited)

	December 31, 2023		December 31, 2022	
ASSETS				
NON-CURRENT ASSETS				
Intangible assets, net	$	10,646,900	$	---
Goodwill		1,610,261		---
TOTAL NON-CURRENT ASSETS		12,257,161		---
CURRENT ASSETS				
Prepaid expenses and other current assets		8,668		2,908
Accounts receivable, net		31,360,759		---
Cash		24,303		25,267
Loan to Phonetime, Inc.		---		2,550,000
Other assets, purchase deposit		---		250,137
TOTAL CURRENT ASSETS		31,393,730		2,578,175
TOTAL ASSETS	$	43,650,891	$	2,828,312
LIABILITIES AND EQUITY				
CURRENT LIABILITIES				
Deferred tax liability	$	528,341	$	2,004
Accounts payable		12,961,856		24,775
Accrued expenses		23,311,691		---
TOTAL CURRENT LIABILITIES		36,801,888		26,779
NON-CURRENT LIABILITIES				
Due to related party		5,675,040		2,692,387
TOTAL LIABILITIES		42,476,928		2,719,166
COMMITMENTS AND CONTINGENCIES				
EQUITY		1,173,963		109,146
TOTAL LIABILITIES AND EQUITY	$	43,650,891	$	2,828,312

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

MEXEDIA, INC. AND SUBSIDIARIES
Consolidated Statement of Profit and Loss
For the Years Ended December 31, 2023 and 2022
(unaudited)

	Years Ended December 31,	
	2023	**2022**
REVENUES, NET	$ 215,325,822	$ 276,535
COST OF SALES	207,738,077	---
GROSS PROFIT	7,587,745	276,535
OPERATING EXPENSES		
Salaries and benefits	1,703,710	148,265
Professional fees	326,550	35,575
Bad debt expense	200,971	---
Amortization expense	1,129,100	---
Other operating expenses	437,459	255,430
TOTAL OPERATING EXPENSES	3,797,790	439,270
OPERATING PROFIT (LOSS)	3,789,955	(162,735)
FINANCE COSTS	(1,928,631)	---
PROFIT BEFORE TAX EXPENSE	1,861,324	(162,735)
TAX EXPENSE	(528,344)	---
PROFIT (LOSS)	$ 1,332,983	$ (162,735)
NET LOSS PER COMMON SHARE		
Basic	$ 13,330	$ (1,627)
Diluted	$ 13,330	$ (1,627)
WEIGHTED AVERAGE COMMON SHARES OUTSTANDING		
Basic	100	100
Diluted	100	100

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

MEXEDIA, INC. AND SUBSIDIARIES
Consolidated Statement of Changes in Equity
For the Years Ended December 31, 2023 and 2022
(unaudited)

	Common Stock		Retained Earnings (Accumulated Deficit)		Total	
Balances at January 1, 2022	$	-	$	-	$	-
Issuance of common stock		-		-		-
Net loss		-		-		-
Balances at December 31, 2022	$	100	$	(159,120)	$	(159,020)
Net income		-		1,332,983		1,332,983
Balances at December 31, 2023	$	100	$	1,173,863	$	1,173,863

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

MEXEDIA, INC. AND SUBSIDIARIES
Consolidated Statements of Cash Flows
For the Years Ended December 31, 2023 and 2022
(unaudited)

	Years Ended December 31,			
	2023		2022	
CASH FLOWS FROM OPERATING ACTIVITIES				
Net income (loss)	$	1,322,983	$	(162,735)
Adjustments to reconcile net income to net cash used in operating activities:				
Provision for doubtful accounts		200,971		---

Interest expense	378,201	179,960
Amortization of intangible assets	1,129,100	---
Provision for income taxes	528,341	---
Changes in operating assets and liabilities		
Prepaid expenses and other current assets	2,146,732	2,908
Accounts receivable	29,919,255	---
Accounts payable	(20,514,338)	---
Accrued expenses	(18,844,084)	137
NET CASH PROVIDED BY (USED IN) OPERATING ACTIVITIES	(3,722,839)	20,270
CASH FLOWS FROM INVESTING ACTIVITIES		
Decrease in due from related party	2,950,000	---
Cash acquired via business combination, net of cash paid of $250,000	1,171,875	---
Purchase deposit for business combination	---	(250,000)
NET CASH PROVIDED BY (USED IN) INVESTING ACTIVITIES	4,121,875	(250,000)
CASH FLOWS FROM FINANCING ACTIVITIES		
Decrease in due to related party	(400,000)	2,692,387
Loan granted to commercial partner	---	(2,550,000)
NET CASH USED IN FINANCING ACTIVITIES	(400,000)	142,387
NET INCREASE (DECREASE) IN CASH	(964)	(87,343)
CASH, BEGINNING OF PERIOD	25,267	112,610
CASH, END OF PERIOD	$ 24,303	$ 25,267

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

1. ORGANIZATION AND DESCRIPTION OF BUSINESS

Mexedia, Inc. is a Florida Corporation organized in 2020. On January 1, 2023, Mexedia, Inc. acquired all the shares of Phonetime, Inc. and Matchcom Telecommunications, Inc. (collectively referred as the "Company"). The Company is a technology company in the areas of customer-management and telecom and provides retail and wholesale voice services and value-added platform services such as analytics, automation, and engagement.

The address of the Company's registered office is 1680 Michigan Avenue, Suite 700, Miami Beach Florida 33139.

2. SIGNIFICANT ACCOUNTING POLICIES

Basis of Consolidation

The accompanying consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries. All significant intercompany transactions and balances have been eliminated in consolidation.

The Company has a calendar year-end reporting date.

Basis of Presentation

The accompanying consolidated financial statements have been prepared in accordance with International Financial Reporting Standards and International Accounting Standards as issued by the International Accounting Standards Board (IASB) and Interpretations (collectively IFRSs).

Functional and Presentation Currency

These consolidated financial statements are presented in United States dollars, which is the Company's functional currency.

Liquidity

The Company's primary source of liquidity are the cash flows generated from operations and advances from related parties. These sources of liquidity are needed to fund the operations of the Company and its working capital requirements. Management believes the existing sources of cash will be sufficient to support the Company's existing operations through at least twelve months from the date of the report.

Use of Estimates

The preparation of consolidated financial statements in conformity with IFRS requires the use of certain accounting estimates. It also requires management to exercise its judgment in the process of applying the Company's accounting policies. Although these estimations, based on management's knowledge of current events and actions it may undertake in the future, they may ultimately differ from actual results, and those differences may be material,

Concentrations of Credit Risk

Cash

Financial instruments, which potentially subject the Company to concentrations of credit risk, consist principally of cash deposits in excess of the Federal Deposit Insurance Corporation ("FDIC") insured limit of $250,000. The Company generally limits its exposure by placing its deposits with quality financial institutions located in the United States. However, at times, such cash balances may be in excess of insured amounts.

Revenues

The Company relies on a significant portion of its revenue from major customers. Revenues from two customers represented 30% of the Company's revenues for the year ended December 31, 2023. An adverse change in the Company's relationship with these customers could have a material effect on the Company's business, financial position, and results of operations.

Accounts Receivable

As of December 31, 2023, two customers. each of which accounted for more than 10% of the Company’s accounts receivable, accounted for 55% of total accounts receivable in aggregate.

Revenue Recognition

Under IFRS 15, the Company recognizes revenue when a customer obtains control of the promised goods or services. The amount of revenue that is recorded reflects the consideration that the Company expects to receive in exchange for those goods or services. The Company applies the following five-step model in order to determine this amount: (t) identify the contract(s) with a customer; (ii) identify the performance obligations in the contract; (iii) determine the transaction price; (iV) allocate the transaction price to the performance obligations in the contract; and (v) recognize revenue when (or as) the Company satisfies a performance obligation. The Company only applies the five-step model to contracts when it is probable that the Company will collect the consideration it is entitled to in exchange for the goods or services the Company transfers to the customer. At contract inception, once the contract is determined to be within the scope of IFRS 15, management reviews the contract to determine which performance obligations must be delivered and which of these performance obligations are distinct. The Company recognizes as revenue the amount of the transaction price that is allocated to the respective performance obligation when the performance obligation is satisfied.

The following is a description of the business units, from which the Company generates its revenues.

- Carrier sales - reflects the sales of Wholesale Voice over the Internet protocol (VoIP) traffic It consists of large sales volumes (minutes of traffic, destinations, and rates) of traffic exchanged with our customers. The Company is responsible for raising or “buying” the forecasted traffic to sell to its customers.

- SMS sales - Similarly as VoIP sales, SMS or “Short Messaging Services” includes the sale of messages on a wholesale basis to the Company’s customers, for termination within their network of suppliers.

- Late fees - amounts charged for delinquent accounts and contractual agreements.

The table below sets forth the Company’s revenue disaggregated within each business unit for the year ended December 31, 2023:

Carrier	$	210,076,611
SMS		5,198,306
Late Fees		50,905
	$	215,325,822

Accounts Receivable

The Company records accounts receivable in the ordinary course of business related to its sale of telecommunication products and services. The Company grants credit to various businesses and individuals located primarily in the United States and Europe. Accounts receivables are stated at the amount management expects to collect from outstanding balances. Management provides for probable uncollectible amounts through a charge to earnings and a credit to valuation allowance based on historical experience and management’s assessment of the status of individual accounts. Balances that are still outstanding after management has made reasonable collection efforts are written off through a charge to the valuation allowance and a credit to accounts receivable. Management has reserved approximately $95,000 towards the allowance for doubtful accounts as of December 31, 2023.

Accrued Revenue

Accrued revenue (unbilled accounts receivable) consists of revenue meeting the revenue recognition criteria but not yet invoiced at period end due to contract terms.

Business Combinations

The Company accounts for business combinations in accordance with IFRS 3, Business Combinations (“IFRS 3”), which requires that the Company allocates the purchase price to the tangible and intangible assets acquired and the liabilities assumed based on estimated fair values. This guidance requires the Company to make significant estimates and assumptions, including fair value estimates, as of the acquisition date and to adjust those estimates as necessary during the measurement period (defined as the period, not to exceed one year, in which the Company may adjust the provisional amounts recognized for an acquisition). Should the initial accounting for an acquisition be incomplete by the end of a reporting period that falls within the measurement period, the Company reports provisional amounts in its consolidated financial statements. During the measurement period, the Company adjusts the provisional amounts recognized at the acquisition date to reflect new information obtained about facts and circumstances that existed as of the acquisition date that, if known, would have affected the measurement of the amounts recognized as of that date, and the Company records those adjustments to its consolidated financial statements.

Goodwill and Intangible Assets

Goodwill represents the excess of the purchase price over the fair values underlying net assets acquired in an acquisition. Under International Accounting Standard ("IAS") 36, goodwill is allocated to a cash generating unit (CGU), or a group of CGUs, which cannot be larger than an operating segment before aggregation. A CGU is the smallest identifiable group of assets that generates largely independent cash flows.

Intangible assets with finite lives are amortized over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortization period and the amortization method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortization period or method, as appropriate, and are treated as changes in accounting estimates. The amortization expense on intangible assets with finite lives is recognized in the statement of profit and loss in the caption amortization expense.

Under IAS 36, goodwill is tested at least annually for impairment or more frequently if an impairment indicator is present. An impairment loss is measured as the difference between the carrying amount of the CGU, including goodwill, and its recoverable amount. The recoverable amount is the higher of fair value less cost of disposal or value in use. Any impairment loss for a CGU is allocated first to any goodwill and then pro rata to other assets in the CGU. However, no asset is written down to below its known recoverable amount. There was no impairment of goodwill for the year ended December 31, 2023

Intangible assets are to be tested for impairment if there is an indicator of impairment during the course of or at the end of the reporting period. During 2023, management believes there was no indicator of impairment of the intangible assets.

Accounts Payables and Accrued Expenses

Liabilities for accounts payable and other amounts are normally settled on 30 - 90-day terms and carried at cost which is the fair value of the consideration to be paid for goods and services received.

Financial Instruments

Financial instruments are initially recorded at cost, and consist of cash, accounts receivable, due from/to related parties, and accounts payable and accrued expenses. As of December 31, 2023, the carrying value of these financial instruments approximates their fair value due to their short-term nature

Income Taxes

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized. Unrecognized deferred tax assets are re-assessed at each reporting date and are recognized to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered. In assessing the recoverability of deferred tax assets, the Company relies on forecasted assumptions. Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on tax rates that have been enacted or substantively enacted at the reporting date. Deferred tax relating to items recognized outside profit or loss is recognized outside profit or loss. Deferred tax items are recognized in correlation to the underlying transaction directly in equity. Tax benefits acquired as part of a business combination, but not satisfying the criteria for separate recognition at that date, are recognized subsequently if new information about facts and circumstances change. The adjustment is either treated as a reduction in goodwill (as long as it does not exceed goodwill) if it was incurred during the measurement period or recognized in profit or loss.

The Company offsets deferred tax assets and deferred tax liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realize the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered

Some judgment is required in determining the provision for income taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Company recognizes liabilities for anticipated tax based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made,

Offsetting

As of December 31, 2023, the Company offset a portion of accounts receivable and accounts payable, A right to offset is a debtor's right, by contract or otherwise, to settle or otherwise eliminate all or a portion of an amount due to a creditor by applying against that amount an amount due from the creditor. Two conditions must exist for an entity to offset a financial liability (and thus present the net amount on the balance sheet). The entity must both: 1) Currently have a legally enforceable right to offset and 2) Intent either to settle on a net basis or to realize the asset and settle the liability simultaneously Management believes both of these conditions exist on December 31, 2023.

Offsetting of accounts receivable - As of December 31, 2023:

	Gross amounts of recognized assets	Gross amounts offset in the consolidated balance sheet	Net amounts of assets presented in the consolidated balance sheets
Accounts receivable	$ 36,513,193	$ (5,152,434)	$ 31,360,759

Offsetting of accounts payable - As of December 31, 2023:

	Gross amounts of recognized liabilities	Gross amounts offset in the consolidated balance sheet	Net amounts of assets presented in the consolidated balance sheets
Accounts payable	$ 18,114,290	$ (5,152,434)	$ 12,961,856

Foreign Currency

The Company's functional currency is the U.S. dollar. Gains and losses from translation of foreign currency financial statements into U.S. dollars are included in current results of operations. Gains and Iosses resulting from foreign currency transactions are also included in current results of operations.

Standards, Amendments, and Interpretations to Existing Standards That are Not Yet Effective

The Company has not applied the following new or revised standards, amendments and interpretations to existing standards that have been issued but are not yet effective:

- Classification of liabilities as current or non-current and non-current liabilities with covenants (Amendments to IAS 1)
- Supplier finance arrangements (IAS 7 and IFRS 7)
- Lease liability in a sale and leaseback (Amendments to IFRS 16)
- Lack of exchangeability (Amendments to IAS 21)

The Company's management does not expect that the adoption of these standards or interpretations in future periods will have a material impact on the financial statements of the Company.

Subsequent Events

The Company has evaluated subsequent events through March 18, 2024, which is the date the consolidated financial statements were available to be issued.

3. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

Estimates and judgments are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The Company makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are as follows:

Accounts Receivable

The Company assesses at each consolidated statement of financial position date the impact of the IFRS 9 simplified approach used to measure expected credit losses using a lifetime expected credit loss provision for trade receivables. As of December 31, 2023, the Company has a provision for expected credit loss of approximately $95,000.

Goodwill and Intangible Assets

Assumptions and estimates at arriving at goodwill and intangible assets including the fair value of the assets acquired and liabilities assumed, the fair value of consideration transferred, and the estimated useful lives of the intangible assets.

4. ACCOUNTS RECEIVABLE

Accounts receivable consist of the following at December 31, 2023:

Billed accounts receivable, net	$	18,904,934
Unbilled accounts receivable		12,455,825
	$	31,360,759

5. RELATED PARTY TRANSACTIONS

Mexedia, Ltd.

Due to Related Parties

The Company from time to time is advanced monies for operational purposes by Mexedia, Ltd., a related entity through common ownership. As of December 31, 2023, the Company owes Mexedia, Ltd. $5,675,040. This balance bears interest at 6.00% and is due on demand. However, the Company does not expect to repay these balances over the next twelve months and as such has classified the balance as non-current on the accompanying statement of financial position

Interest expense related to these advances totaled approximately $378,000 for the year ended December 31, 2023 and is included within the caption finance costs in the accompanying consolidated statement of profit and loss.

Accounts Receivable, net - Related Parties

As of December 31, 2023, $529,473 of unbilled accounts receivable were due from Mexedia, Ltd. This balance is included within the caption accounts receivable, net in the accompanying consolidated statement of financial position.

Accounts Payable - Related Parties

As of December 31, 2023, accounts payable to Mexedia, Ltd, total $2,758,303. This balance is included within the caption accounts payable in the accompanying consolidated balance sheet.

Sales - Related Parties

During 2023, the Company sold approximately $17,073,536 of services to Mexedia, Ltd.

Purchases- Related Parties

During 2023, the Company purchased approximately $5,313,000 of services from Mexedia, Ltd.

6. BUSINESS COMBINATIONS

On January 1, 2023, the Company acquired two separate businesses as part of a single transaction The acquisition was accounted for as a business combination using the acquisition method of accounting in accordance with IFRS 3, Business Combinations.

The Company entered into a Purchase Agreement (the "Agreement") to purchase all of the outstanding shares of Phonetime, Inc. and Matchcom Telecommunications, Inc. (collectively referred to as the "Sellers"). The initial aggregate purchase consideration on the date of acquisition transferred to the Sellers totaled $3,000,000. Subsequent to the acquisition date, but during the measurernent period, management became aware that certain account receivables that were contingent of the final payment of $2,500,000, were not collected. As a result, management believes the Company is not entitled to make that payment based on the terms of the contract. Additionally, management believes the second payment of $250,000, due twelve months after closing, is also not due since management believes that payment was also tied to the collection of the same receivables. Therefore, management has adjusted the consideration due and the related goodwill amount to account for foregoing these payments. As a result, the eventual purchase price subsequent to the measurement period adjustments amounted to $250,000.

Cash deposit held in escrow:	$	250,000
Twelve months from date of closing:		250,000
Should certain accounts receivable be collected as described in the purchase agreement:		2,500,000
Initial purchase price:		3,000,000
Measurement period adjustments:		(2,750,000)
Adjusted purchase price:	$	250,000

The purchase price for the acquisition has been allocated to the tangible assets acquired and liabilities assumed based upon their estimated fair values as of the Closing Date. There were no identifiable intangible assets. The excess of the purchase price over the estimated fair value of the tangible acquired and liabilities assumed has been recorded as goodwill

Fair values of assets acquired, and liabilities assumed, net of measurement period adjustments of $2,750,000:

Customer relationships	$	10,321,000
Goodwill		1,610,261
Tradenames		1,455,000
Goodwill and identifiable intangible assets acquired		13,386,261
Cash		1,421,875
Accounts receivable		61,480,985
Prepaid expenses and other current assets		1,902,492
Accounts payable and accrued expenses		(75,041,613)
Due to related parties		(2,900,000)
Net working capital deficit assumed		(2,900,000)
Purchase price	$	250,000

The fair value of the acquired accounts receivable above approximates the carrying value of accounts receivable due to the short-term nature of the expected timeframe to collect amounts due to the Company and the contractual cash flows, which are expected to be collected related to these receivables.

Acquisition related expenses were expensed as incurred. The results of operations are included in the consolidated financial statements of the Company from the date of acquisition.

7. GOODWILL AND INTANGIBLE ASSETS

As of December 31, 2023, the Company has the following amounts related to goodwill and intangible assets:

	Goodwill	Customer relationships	Tradenames	Total
Cost				
Balances at January 1, 2023	$ ---	$ ---	$ ---	$ ---
Acquisitions	1,610,261	10,321,000	1,455,000	13,386,261
Balances at December 31, 2023	$ 1,610,261	$ 10,321,000	$ 1,455,000	$ 13,386,261
Accumulated Amortization				
Balances at January 1, 2023	$ ---	$ ---	$ ---	$ ---
Amortization	---	1,032,000	97,000	1,129,100
Balances at December 31, 2023	$ 1,610,261	$ 1,032,000	$ 97,000	$ 1,129,100
Carrying amounts at January 1, 2023	$ ---	$ ---	$ ---	$ ---
Carrying amounts at December 31, 2023	$ 1,610,261	$ 9,288,900	$ 1,358,000	$ 12,257,161

The Company's estimated useful lives for its intangible assets is as follows:

	Useful lives
Goodwill	Annual impairment test
Customer relationships	10
Tradenames	15

Amortization expense for the year ended December 31, 2023, totaled $1,129,100. The following table represents the total estimated amortization of intangible assets for the five succeeding years and thereafter:

For the Years Ending December 31,	Estimated Amortization
2024	1,129,100
2025	1,129,100
2026	1,129,100
2027	1,129,100
2028	1,129,100
Thereafter	5,001,400
Total	10,646,900

8. ACCRUED EXPENSES

Accrued expenses consists of the following at December 31, 2023:

Accrued telecommunication costs	$	22,253,616
Other accrued expenses		1,058,075
	$	23,311,691

9. INCOME TAXES

The provision for income taxes is computed using the asset and liability method, under which deferred tax assets and liabilities are recognized for the expected future tax consequences of temporary differences between the financial reporting and tax bases of assets and liabilities and for operating losses and tax credit carryforwards. Deferred tax assets and liabilities are measured using the currently enacted tax rates that apply to taxable income in effect for the years in which those tax assets and liabilities are expected to be realized or settled. The Company records a valuation allowance to reduce deferred tax assets to the amount that is believed more likely than not to be realized.

Uncertain tax positions are recognized only when the Company believes it is more likely than not that the tax position will be upheld on examination by the taxing authorities based on the merits of the position. The Company has no material unrecognized tax benefits and no adjustments to its consolidated financial position, results of operations or cash flows were required as of December 31, 2023.
The Company's tax return for the year ended December 31, 2023 remains subject to examination by federal and state tax jurisdictions. No income tax returns are currently under examination by taxing authorities. The Company recognizes interest and penalties, if any,

related to uncertain tax positions in income tax expense. The Company did not have any accrued interest or penalties associated with uncertain tax positions as of December 31, 2023.

The federal and state income tax provision (benefit) is summarized as follows:

		2023
Federal:	$	437,765
Current		(42,738)
Deferred		385,027
State:		90,576
Current		(8,843)
Deferred		81,733
Change in valuation allowance of deferred tax assets		51,580
Income tax	$	528,341

No benefit for income taxes has been recorded due to the uncertainty of the realization of any tax assets. At December 31, 2023, the Company had approximately $8,200 of net operating losses.

The components of the Company's deferred tax assets are as follows:

		2023
Deferred income tax assets:		
Related party interest expense	$	95,855
Allowance for bad debts		24,148
Amortization		(27,208)
Net operating losses		1,726,600
		1,819,395
Valuation allowance of deferred tax assets		(1,819,395)
Net deferred tax asset	$	---

A reconciliation of the provision for income taxes with amounts determined by applying the statutory U.S. federal income tax rate to income before income taxes is as follows:

		2023
Computed tax at the federal rate of 21%	$	390,878
State taxes, net of federal benefit		80,875
Related party interest expenses		95,855
Allowance for bad debts		24,148
Amortization		(27,208)
Operating loss carryforwards		(41,215)
Permanent differences		5,008
Provision for income taxes	$	528,341
Effective income tax rate		25.35%

At December 31, 2023, the Company has available unused net operating losses and investment tax credits carryforwards that may be applied against future taxable income and that expire as follows:

Year of Expiration		Net Operating Loss Carryforwards
Indefinite	$	(8,225)

10. COMMITMENTS AND CONTINGENCIES

Operating Leases

The Company leases office space in Miami Beach, Florida under a one-year operating lease through March 2024. The lease calls for monthly lease payments of approximately $3,500.

For the year ended December 31, 2023, total rent expense for the Company totaled approximately $3,000.

Management believes IFRS 16 did not have a material impact on the Company's operations due the Company not having any material leases.

Litigation

In the ordinary course of business, the Company may become a party to various claims, legal actions and complaints. In the opinion of management, there were no matters that would have a material adverse effect on the consolidated financial condition of the Company as of December 31, 2023.

11. COMMON STOCK

As of December 31, 2023, the Company has authorized and issued 100 common stock shares with a par value of $1.00.

12. POST REPORTING DATE EVENTS

No post reporting date events have occurred between the reporting date and the date of authorization of these consolidated financial statements, which would require adjusting the consolidated financial statements.

13. AUTHORIZATION OF FINANCIAL STATEMENTS

For the year ended December 31, 2023, the consolidated financial statements of the Company were approved by Daniel Contreras, Chief Executive Officer, on March 18, 2024.

14. SUBSEQUENT EVENT

The Company has evaluated subsequent events through March 18, 2024, the date these consolidated financial statements were available to be issued.

During February 2024, in an effort to streamline operations and better serve its customer base, Phonetime, Inc. transferred substantially all of its customers contracts to Mexedia, Inc. and to Mexedia, Ltd. (also a related entity through common ownership).

MEXEDIA DESIGNATED ACTIVITY COMPANY

UNAUDITED STATEMENT OF FINANCIAL POSITION
AS AT JUNE 30, 2024

	June 30, 2024	December 31, 2023
Assets		
Non-current assets		
Property, plant and equipment	$ 52,547	$ 57,664
Goodwill	-	-
Other intangible assets	75,000	75,000
Investments in associates	-	-
Other non-current assets	9,752	9,751
Deferred taxes	-	-
	137,299	**142,415**
Current assets		
Inventories	-	-
Trade receivables	39,552,279	40,702,777
Short-term loans	12,407,443	13,715,040
Taxes and other current assets	1,982,837	558,452
Cash and cash equivalents	82,067	98,617
Accruals	82,904	93,965
	54,107,530	**55,168,851**
Total assets	**$ 54,244,829**	**$ 55,311,266**
Equity and liabilities		
Equity	$	$
Share capital	1,000	1,000
Other reserves	2,000,000	2,000,000
Translation difference	-	-
Retained earnings	(1,440,668)	(1,575,264)
Net profit (loss) for the financial period	(2,428,709)	1,585,133
Equity attributable to equity owners of the Group	(1,868,377)	2,010,869
Minority interests	-	-
	(1,868,377)	2,010,869
Non-current liabilities		
Long-term borrowings	-	-
Financial debt on repurchase of minority interests	-	-
Deferred tax liabilities	-	-
Retirement benefits obligations	-	-
Provisions for other liabilities	12,000	12,000
Total non-current liabilities	12,000	12,000
Current liabilities		
Short-term borrowings	41,791,319	41,821,898
Trade payables	9,584,136	7,488,264
Taxes payable	15,162	204,042
Other current liabilities	4,710,589	3,774,193
Accruals	-	-
Total current liabilities	**56,101,206**	**53,288,397**
Total equity and liabilities	**$ 54,244,829**	**$ 55,311,266**

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

MEXEDIA DESIGNATED ACTIVITY COMPANY

UNAUDITED STATEMENT OF COMPREHENSIVE INCOME
FOR THE SIX MONTHS ENDED JUNE 30, 2024

	June 30, 2024	June 30, 2023
Revenue	$ 19,290,476	$ 39,768,401
Cost of sales	(17,729,909)	(35,091,883)
Gross profit	**1,560,567**	**4,676,519**
General and administration	(630,898)	(1,596,106)
Other income	-	-
Other expenses	(40,757)	(39,255)
Depreciation and amortization	(5,117)	(82,029)
Operating profit (loss)	**883,795**	**2,959,129**
Finance income (costs)	(3,100,749)	(1,786,459)
Other non-operating income	80,812	3,466
Other non-operating expenses	(292,567)	(99,042)
Profit (loss) before taxation	**(2,428,709)**	**1,077,093**
Income taxes	-	(134,637)
Net profit (loss) for the financial period	**$ (2,428,709)**	**$ 942,456**

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

MEXEDIA DESIGNATED ACTIVITY COMPANY

UNAUDITED STATEMENT OF CHANGES IN EQUITY
FOR THE SIX MONTHS ENDED JUNE 30, 2024

	Notes	Share Capital	Revaluation Reserve	Profit and Loss Reserves	Total
Balance at 1 January 2023		**$ 1,000**	**$ 2,000,000**	**$ 5,263,968**	**$ 7,264,968**
Net profit (loss)		-	-	942,456	942,456
Balance at 30 June 2023		**$ 1,000**	**$ 2,000,000**	**$ 6,206,424**	**$ 8,207,424**
Balance at 1 January 2024		**$ 1,000**	**$ 2,000,000**	**$ 11,431,955**	**$ 3,432,955**
Net profit (loss)		-	-	(2,428,709)	(2,428,709)
Balance at 30 June 2024		**$ 1,000**	**$ 2,000,000**	**$ 9,003,246**	**$ 1,004,246**

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

MEXEDIA DESIGNATED ACTIVITY COMPANY

UNAUDITED STATEMENT OF CASH FLOWS
FOR THE SIX MONTHS ENDED JUNE 30, 2024

	June 30, 2024	June 30, 2023
A) Cash flows from current activities		
Profit (loss) for the period	$ (2,428,709)	$ 942,456
Income tax	-	134,637
Payable (receivable) interest	3,100,749	1,786,459
1) Profit (loss) for the year before income tax, interest, dividends and capital gains/losses from convenances	**672,040**	**2,863,552**
Adjustments to non monetary items that were not offset in the net working capital		-
Provisions	-	(3,000)
Other non-monetary items	67,298	134,587
Fixed asset depreciation/amortisation	5,117	82,029
Total adjustments for non-monetary items that were not offset in the net working capital	72,415	213,616
2) Cash flow before changing net working capital	**744,455**	**3,077,168**
Changes to the net working capital		
Decrease/(increase) in trade receivables	(6,278,394)	(9,360,222)
Increase/(decrease) in trade payables	7,017,724	(1,664,151)
Decrease/(increase) from prepayments and accrued income	483,872	615,378
Increase/(decrease) from accruals and deferred income	-	-
Other decreases/(other increases) in net working capital	1,693,985	(4,612,428)
Total changes to net working capital	2,917,187	(15,021,423)
3) Cash flow after changes to net working capital	**3,661,642**	**(11,944,255)**
Other adjustments		
Interest received/(paid)	(46)	(1,331,192)
(Var of reserves)		
Total other adjustments	(46)	(1,331,192)
Cash flow from current activities (A)	**3,661,596**	**(13,275,447)**
B) Cash flows from investments		
Tangible fixed assets		
(Investments)	10,233	10,234
Intangible fixed assets		
(Investments)	-	(75,000)
Financial fixed assets		
(Investments)	-	-
Cash flows from investments (B)	**10,233**	**(64,766)**
C) Cash flows from financing activities		
Loan capital		
New loans	(2,018,761)	14,260,574
Equity		
Capital increase payments	-	-
Cash flows from financing activities (C)		**14,260,574**
Increase (decrease) in liquid assets (A ± B ± C)	**1,653,068**	**920,360**
Liquid assets at the end of the year		
Bank and post office deposits	79,922	918,215
Cash and valuables in hand	2,145	2,145
Total liquid assets at the end of the year	**82,067**	**920,360**

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

MEXEDIA DESIGNATED ACTIVITY COMPANY

NOTES TO THE UNAUDITED FINANCIAL STATEMENTS
FOR THE SIX MONTHS ENDED JUNE 30, 2024

1 Accounting policies

Company information
Mexedia Designated Activity Company is a limited company domiciled and incorporated in the Republic of Ireland. The registered office is 17 Clanwilliam Square, Grand Canal Quay, Dublin 2 and its company registration number is 601653.

1.1 Accounting convention
The financial statements are prepared in dollars; the functional currency of the company is euros. Monetary amounts in these financial statements are rounded to the nearest dollar.

The financial statements have been prepared under the historical cost convention. The principal accounting policies adopted are set out below.

1.2 Going concern
At the time of approving the financial statements, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Thus the directors continue to adopt the going concern basis of accounting in preparing the financial statements.

1.3 Turnover
Turnover is recognized at the fair value of the consideration received or receivable for goods and services provided in the normal course of business, and is shown net of VAT and other sales related taxes. The fair value of consideration takes into account trade discounts, settlement discounts and volume rebates.

1.4 Intangible fixed assets other than goodwill
Intangible assets acquired separately from a business are recognized at cost and are subsequently measured at cost less accumulated amortization and accumulated impairment losses.

Intangible assets acquired on business combinations are recognized separately from goodwill at the acquisition date where it is probable that the expected future economic benefits that are attributable to the asset will flow to the entity and the fair value of the asset can be measured reliably; the intangible asset arises from contractual or other legal rights; and the intangible asset is separable from the entity.

Amortization is recognized so as to write off the cost or valuation of assets less their residual values over their useful lives on the following bases:

Software	Over 15 years
Development costs	Over 8 years

1.5 Tangible fixed assets

Tangible fixed assets are initially measured at cost and subsequently measured at cost or valuation, net of depreciation and any impairment losses.

Depreciation is recognized so as to write off the cost or valuation of assets less their residual values over their useful lives on the following bases:

Leasehold land and buildings	8 years
Fixtures and fittings	8 years
Computers	8 years

The gain or loss arising on the disposal of an asset is determined as the difference between the sale proceeds and the carrying value of the asset, and is credited or charged to profit or loss.

1.6 Impairment of fixed assets
Assets not measured at fair value are reviewed for any indication that the asset may be impaired at each statement of financial position date. If such indication exists, the recoverable amount of the asset, or the asset's cash generating unit, is estimated and compared to the carrying amount. Where the carrying amount exceeds its recoverable amount, an impairment loss is recognized in profit or loss unless the asset is carried at a revalued amount where the impairment loss is a revaluation decrease.

1.7 Cash and cash equivalents
Cash and cash equivalents are basic financial assets and include cash in hand, deposits held at call with banks, other short-term liquid investments with original maturities of three months or less, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities.

1.8 Financial instruments
Financial instruments are recognized in the company's statement of financial position when the company becomes party to the contractual provisions of the instrument.

Financial assets and liabilities are offset, with the net amounts presented in the financial statements, when there is a legally enforceable right to set off the recognized amounts and there is an intention to settle on a net basis or to realize the asset and settle the liability simultaneously.

Basic financial assets
Basic financial assets, which include debtors and cash and bank balances, are initially measured at transaction price including transaction costs and are subsequently carried at amortized cost using the effective interest method unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest.

Classification of financial liabilities
Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities.

Basic financial liabilities
Basic financial liabilities, including creditors, bank loans, loans from fellow group companies and preference shares that are classified as debt, are initially recognized at transaction price unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future payments discounted at a market rate of interest.

1.9 Equity instruments
Equity instruments issued by the company are recorded at the proceeds received, net of transaction costs. Dividends payable on equity instruments are recognized as liabilities once they are no longer at the discretion of the company.

1.10 Taxation
The tax expense represents the sum of the tax currently payable and deferred tax.

Current tax
The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the income statement because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the reporting end date.

Deferred tax
Deferred tax liabilities are generally recognized for all timing differences and deferred tax assets are recognized to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits. Such assets and liabilities are not recognized if the timing difference arises from goodwill or from the initial recognition of other assets and liabilities in a transaction that affects neither the tax profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at each reporting end date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered. Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realized. Deferred tax is charged or credited in the income statement, except when it relates to items charged or credited directly to equity, in which case the deferred tax is also dealt with in equity. Deferred tax assets and liabilities are offset when the company has a legally enforceable right to offset current tax assets and liabilities and the deferred tax assets and liabilities relate to taxes levied by the same tax authority.

1.11 Employee benefits

The costs of short-term employee benefits are recognized as a liability and an expense, unless those costs are required to be recognized as part of the cost of stock or fixed assets.

The cost of any unused holiday entitlement is recognized in the period in which the employee's services are received.

Termination benefits are recognized immediately as an expense when the company is demonstrably committed to terminate the employment of an employee or to provide termination benefits.

1.12 Foreign exchange

Transactions in currencies other than euros are recorded at the rates of exchange prevailing at the dates of the transactions. At each reporting end date, monetary assets and liabilities that are denominated in foreign currencies are retranslated at the rates prevailing on the reporting end date. Gains and losses arising on translation in the period are included in profit or loss.

2 Judgements and key sources of estimation uncertainty

In the application of the company's accounting policies, the directors are required to make judgements, estimates and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised where the revision affects only that period, or in the period of the revision and future periods where the revision affects both current and future periods.

Critical judgements

The following judgements (apart from those involving estimates) have had the most significant effect on amounts recognized in the financial statements.

Going Concern

The directors have prepared budgets and cash flows for a period of at least twelve months from the date of the approval of the financial statements which demonstrate that there is no material uncertainty regarding the company's ability to meet its liabilities as they fall due, and to continue as a going concern. On this basis the directors consider it appropriate to prepare the financial statements on a going concern basis. Accordingly, these financial statements do not include any adjustments to the carrying amounts and classification of assets and liabilities that may arise if the company was unable to continue as a going concern.

Useful lives of Tangible Fixed Assets

Long-lived assets comprising primarily of property, plant and machinery and fixtures and fittings represent a significant portion of total assets. The annual depreciation charge depends primarily on the estimated lives of each type of asset and, in certain circumstances, estimates of residual values. The directors regularly review these useful lives and change them if necessary to reflect current conditions. In determining these useful lives management consider technological change, patterns of consumption, physical condition and expected economic utilization of the assets. Changes in the useful lives can have a significant impact on the depreciation charge for the financial year.

3 Interest payable and similar expenses

	Six Months Ended June 30, 2024		Six Months Ended June 30, 2023	
Finance interest	$	2,516,418	$	1,977,970
Other interest		4,735		15,903
	$	2,521,153	$	1,993,872

4 Debtors

	June 30, 2024		June 30, 2023	
Amounts falling due with one year:				
Trade debtors	$	42,991,609	$	40,040,852
Corporation tax recoverable		2,155,259		455,408
Amounts owed by group undertakings		13,035,264		10,799,952
Other debtors		13,486,351		1,406,286
Prepayments		682,925		2,867,501
	$	72,351,408	$	55,569,999

5 Creditors: amounts falling due within one year

	June 30, 2024		June 30, 2023	
Trade creditors	$	8,532,680	$	3,088,035
Amounts owed to group undertakings		16,304		16,129
Corporation tax		0		0
VAT		2,628,310		0
PAYE and social security		4,758		3,134
Other creditors		48,149,823		45,259,245
Accruals		0		0
	$	59,331,877	$	48,366,544

6 Related party transactions

Included in debtors are various balances owed to Mexedia DAC from connected parties, these may be summarized as follows:

Amounts due:
Heritage Ventures Limited (common director) – At 6/30/24: $3,949,855
Mexedia Inc (group company) - At 6/30/24: $5,702,588

Amounts owed:
Heritage Ventures Limited (common director) shares - At 6/30/24: $16,304
Heritage Ventures Limited (common director) security deposit - At 6/30/24: $3,260
Mexedia Spa (group company) - At 6/30/24: $5,091,840

7 Subsequent events

In October 2024, the company was acquired by Raadr, Inc., a U.S. publicly-traded corporation.

MEXEDIA DESIGNATED ACTIVITY COMPANY

UNAUDITED STATEMENT OF FINANCIAL POSITION
AS AT DECEMBER 31, 2023

	Notes		2023		2022
Fixes assets					
Intangible assets	9	$	1,712,500	$	1,827,083
Tangible assets	10		67,275		79,249
			1,779,775		1,906,332
Current assets					
Debtors	11		54,722,747		38,028,150
Cash at bank and in hand			68,040		2,307,680
			54,790,787		40,335,830
Creditors: amounts falling due within one year	12		(53,137,607)		(34,977,194)
Net current assets			1,653,180		5,358,636
Net assets		$	3,432,955	$	7,264,968
Capital and reserves					
Called up share capital presented as equity	13	$	1,000	$	1,000
Revaluation reserve	14		2,000,000		2,000,000
Profit and loss reserves	15		1,431,955		5,263,968
Total equity		$	3,432,955	$	7,264,968

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

MEXEDIA DESIGNATED ACTIVITY COMPANY

UNAUDITED STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED DECEMBER 31, 2023

The income statement has been prepared on the basis that all operations are continuing operations.

	Notes		2023		2022
Turnover		$	112,626,233	$	140,871,413
Cost of sales			(102,949,336)		(127,696,740)
Gross profit			9,676,897		13,714,673
Administrative expenses			(3,823,761)		(4,107,763)
Other operating income/(expenses)			170,798		(2,982)
Operating profit	3		6,023,934		9,063,928
Interest payable and similar expenses	6		(4,402,570)		(3,042,846)
Profit before taxation			1,621,364		6,021,082
				$	
Tax on profit	7		(190,055)		(757,759)
Profit for the financial year		$	1,431,309	$	5,263,323

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

MEXEDIA DESIGNATED ACTIVITY COMPANY

UNAUDITED STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED DECEMBER 31, 2023

	Notes	Share Capital	Revaluation Reserve	Profit and Loss Reserves	Total
Balance at 1 January 2022		$ 1,000	$ 2,000,000	$ 2,915,946	$ 4,916,946
Year ended 31 December 2022:					
Profit and total comprehensive income		-	-	5,263,323	5,263,323
Dividends	8	-	-	(2,915,301)	(2,915,301)
Balance at 31 December 2022		1,000	2,000,000	5,263,968	7,264,968
Year ended 31 December 2023:					
Profit and total comprehensive income		-	-	1,431,309	1,431,309
Dividends	8	-	-	(5,263,322)	(5,263,322)
Balance at 31 December 2023		$ 1,000	$ 2,000,000	$ 11,431,955	$ 3,432,955

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

MEXEDIA DESIGNATED ACTIVITY COMPANY

UNAUDITED STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED DECEMBER 31, 2023

	Notes	2023	2022
Cash flows from operating activities			
Cash generated from operations	19	$ 8,474,652	$ 3,121,505
Interest paid		(4,402,570)	(3,042,846)
Income taxes paid		(1,010,900)	(284,109)
Net cash inflow/(outflow) from operating activities		3,061,182	(205,450)
Investing activities			
Purchase of intangible assets		(37,500)	(37,500)
Purchase of tangible fixed assets		-	(991)
Proceeds from disposal of subsidiaries		-	85
Net cash used in investing activities		(37,500)	5,358,636
Financing activities			
Dividends paid		(5,263,322)	(2,915,301)
Net cash used in financing activities		(5,263,322)	(2,915,301)
Net decrease in cash and cash equivalents		(2,239,640)	(3,159,157)
Cash and cash equivalents at beginning of year		2,307,680	5,466,837
Cash and cash equivalents at end of year		$ 68,040	$ 2,307,680

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

MEXEDIA DESIGNATED ACTIVITY COMPANY

NOTES TO THE UNAUDITED FINANCIAL STATEMENTS
FOR THE YEAR ENDED DECEMBER 31, 2023

1 Accounting policies

Company information
Mexedia Designated Activity Company is a limited company domiciled and incorporated in the Republic of Ireland. The registered office is 17 Clanwilliam Square, Grand Canal Quay, Dublin 2 and its company registration number is 601653.

1.1 Accounting convention
These financial statements have been prepared in accordance with FRS 102 “The Financial Reporting Standard applicable in the UK and Republic of Ireland” (“FRS 102”) and the requirements of the Companies Act 2014.

The financial statements are prepared in euros, which is the functional currency of the company. Monetary amounts in these financial statements are rounded to the nearest dollar.

The financial statements have been prepared under the historical cost convention. The principal accounting policies adopted are set out below.

1.2 Going concern
At the time of approving the financial statements, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Thus the directors continue to adopt the going concern basis of accounting in preparing the financial statements.

1.3 Turnover
Turnover is recognized at the fair value of the consideration received or receivable for goods and services provided in the normal course of business, and is shown net of VAT and other sales related taxes. The fair value of consideration takes into account trade discounts, settlement discounts and volume rebates.

1.4 Intangible fixed assets other than goodwill
Intangible assets acquired separately from a business are recognized at cost and are subsequently measured at cost less accumulated amortization and accumulated impairment losses.

Intangible assets acquired on business combinations are recognized separately from goodwill at the acquisition date where it is probable that the expected future economic benefits that are attributable to the asset will flow to the entity and the fair value of the asset can be measured reliably; the intangible asset arises from contractual or other legal rights; and the intangible asset is separable from the entity.

Amortization is recognized so as to write off the cost or valuation of assets less their residual values over their useful lives on the following bases:

Software	Over 15 years
Development costs	Over 8 years

1.5 Tangible fixed assets

Tangible fixed assets are initially measured at cost and subsequently measured at cost or valuation, net of depreciation and any impairment losses.

Depreciation is recognized so as to write off the cost or valuation of assets less their residual values over their useful lives on the following bases:

Leasehold land and buildings	8 years
Fixtures and fittings	8 years
Computers	8 years

The gain or loss arising on the disposal of an asset is determined as the difference between the sale proceeds and the carrying value of the asset, and is credited or charged to profit or loss.

1.6 Impairment of fixed assets
Assets not measured at fair value are reviewed for any indication that the asset may be impaired at each statement of financial position date. If such indication exists, the recoverable amount of the asset, or the asset's cash generating unit, is estimated and compared to the carrying amount. Where the carrying amount exceeds its recoverable amount, an impairment loss is recognized in profit or loss unless the asset is carried at a revalued amount where the impairment loss is a revaluation decrease.

1.7 Cash and cash equivalents
Cash and cash equivalents are basic financial assets and include cash in hand, deposits held at call with banks, other short-term liquid investments with original maturities of three months or less, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities.

1.8 Financial instruments
The company has elected to apply the provisions of Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instruments Issues' of FRS 102 to all of its financial instruments.

Financial instruments are recognized in the company's statement of financial position when the company becomes party to the contractual provisions of the instrument.

Financial assets and liabilities are offset, with the net amounts presented in the financial statements, when there is a legally enforceable right to set off the recognized amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

Basic financial assets
Basic financial assets, which include debtors and cash and bank balances, are initially measured at transaction price including transaction costs and are subsequently carried at amortized cost using the effective interest method unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest.

Classification of financial liabilities
Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities.

Basic financial liabilities
Basic financial liabilities, including creditors, bank loans, loans from fellow group companies and preference shares that are classified as debt, are initially recognized at transaction price unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future payments discounted at a market rate of interest.

1.9 Equity instruments
Equity instruments issued by the company are recorded at the proceeds received, net of transaction costs. Dividends payable on equity instruments are recognized as liabilities once they are no longer at the discretion of the company.

1.10 Taxation
The tax expense represents the sum of the tax currently payable and deferred tax.

Current tax
The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the income statement because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the reporting end date.

Deferred tax
Deferred tax liabilities are generally recognized for all timing differences and deferred tax assets are recognized to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits. Such assets and liabilities are not recognized if the timing difference arises from goodwill or from the initial recognition of other assets and liabilities in a transaction that affects neither the tax profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at each reporting end date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered. Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realized. Deferred tax is charged or credited in the income statement, except when it relates to items charged or credited directly to equity, in which case the deferred tax is also dealt with in equity. Deferred tax assets and liabilities are offset when the company has a legally enforceable right to offset current tax assets and liabilities and the deferred tax assets and liabilities relate to taxes levied by the same tax authority.

1.11 Employee benefits
The costs of short-term employee benefits are recognized as a liability and an expense, unless those costs are required to be recognized as part of the cost of stock or fixed assets.

The cost of any unused holiday entitlement is recognized in the period in which the employee's services are received.

Termination benefits are recognized immediately as an expense when the company is demonstrably committed to terminate the employment of an employee or to provide termination benefits.

1.12 Foreign exchange
Transactions in currencies other than euros are recorded at the rates of exchange prevailing at the dates of the transactions. At each reporting end date, monetary assets and liabilities that are denominated in foreign currencies are retranslated at the rates prevailing on the reporting end date. Gains and losses arising on translation in the period are included in profit or loss.

2 Judgements and key sources of estimation uncertainty

In the application of the company's accounting policies, the directors are required to make judgements, estimates and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised where the revision affects only that period, or in the period of the revision and future periods where the revision affects both current and future periods.

Critical judgements
The following judgements (apart from those involving estimates) have had the most significant effect on amounts recognized in the financial statements.

Going Concern
The directors have prepared budgets and cash flows for a period of at least twelve months from the date of the approval of the financial statements which demonstrate that there is no material uncertainty regarding the company's ability to meet its liabilities as they fall due, and to continue as a going concern. On this basis the directors consider it appropriate to prepare the financial statements on a going concern basis. Accordingly, these financial statements do not include any adjustments to the carrying amounts and classification of assets and liabilities that may arise if the company was unable to continue as a going concern.

Useful lives of Tangible Fixed Assets
Long-lived assets comprising primarily of property, plant and machinery and fixtures and fittings represent a significant portion of total assets. The annual depreciation charge depends primarily on the estimated lives of each type of asset and, in certain circumstances, estimates of residual values. The directors regularly review these useful lives and change them if necessary to reflect current conditions. In determining these useful lives management consider technological change, patterns of consumption, physical condition and expected economic utilization of the assets. Changes in the useful lives can have a significant impact on the depreciation charge for the financial year.

3 Operating profit

Operating profit for the year is stated after charging:	2023	2022
Exchange losses	$ 11,768	$ 82,310
Fees payable to the company's auditor for the audit of the company's financial statements	22,765	19,950
Depreciation of owned tangible fixed assets	11,974	11,965
Amortization of intangible assets	$ 152,083	$ 152,084

4 Employees

The average monthly number of persons (including directors) employed by the company during the year was:

	2023 Number	2022 Number
Directors	1	1
Other	2	2
Total	3	3

Their aggregate remuneration comprised:

	2023	2022
Wages and salaries	$ 145,691	$ 160,851
Social security costs	26,943	18,352
	$ 172,634	$ 179,203

5 Directors' Remuneration

	2023	2022
Remuneration for qualifying services	$ 77,000	$ 77,000

6 Interest payable and similar expenses

	2023	2022
Finance interest	$ 4,373,361	$ 3,004,658
Other interest	29,209	38,188
	$ 4,402,570	$ 3,042,846

7 Taxation

	2023	2022
Current tax		
Corporation tax on profits for the current period	$ 190,055	$ 757,759

	2023	2022
Profit before taxation	$ 1,621,364	$ 6,021,082
Expected tax charge based on standard rate of corporation tax of 12.50% (2022: 12.50%)	$ 202,671	$ 752,635
Tax effect of expenses that are not deductible in determining taxable profit	3,651	18,899
Tax effect of income not taxable in determining taxable profit	(75)	(75)
Permanent capital allowances in excess of depreciation	(36,255)	(35,669)
Depreciation on assets not qualifying for tax allowances	3,565	1,496
Amortization on assets not qualifying for tax allowances	19,010	19,011
Other non-reversing timing differences	-	1,462
Taxation charge for the year	$ 192,567	$ 757,759
Taxation charge in the financial statements	$ 190,055	$ 757,759
Reconciliation - the current year tax charge does not reconcile to the above analysis. Please review figures in the database.	$ 2,512	$ -

8 Dividends

	2023	2022
Final paid/outstanding	$ 5,263,322	$ 2,915,301

9 Intangible fixed assets

	Software	Development Costs	Total
Cost			
At 1 January 2023	$ 2,000,000	$ 187,500	$ 2,187,500
Additions - internally developed	-	37,500	37,500
At 31 December 2023	2,000,000	225,000	2,225,000
Amortization and impairment			
At 1 January 2023	266,667	93,750	360,417
Amortization charged for the year	133,333	18,750	152,083
At 31 December 2023	400,000	112,500	512,500
Carrying amount			
At 31 December 2023	1,600,000	112,500	1,712,500
At 31 December 2022	$ 1,733,333	$ 93,750	$ 1,827,083

10 Tangible fixed assets

	Leasehold land and buildings	Fixtures and fittings	Computers	Total
Cost				
At 1 January 2023 and 31 December 2023	$ 13,925	$ 75,948	$ 5,921	$ 95,794
Depreciation				
At 1 January 2023	2,573	13,023	949	16,545
Depreciation charged in the year	1,741	9,493	740	11,974
at 31 December 2023	4,314	22,516	1,689	28,519
Carrying amount				
At 31 December 2023	9,611	53,432	4,232	67,275
At 31 December 2022	$ 11,352	$ 6,295	$ 4,972	$ 79,249

11 Debtors

	2023	2022
Amounts falling due with one year:		
Trade debtors	$ 40,654,524	$ 28,587,750
Corporation tax recoverable	159,572	-
Amounts owed by group undertakings	9,212,143	4,871,520
Other debtors	3,674,842	4,020,446
Prepayments	1,021,666	548,434
	$ 54,722,747	$ 38,028,150

Amounts receivable from group companies are unsecured, interest-free, have no fixed date of repayment and are repayable on demand.

12 Creditors: amounts falling due within one year

	2023	2022
Trade creditors	$ 7,488,256	$ 3,897,599
Amounts owed to group undertakings	3,682,134	1,233,301
Corporation tax	-	661,273
VAT	-	22,568
PAYE and social security	8,374	12,119
Other creditors	41,891,469	29,150,424
Accruals	67,374	(90)
	$ 53,137,607	$ 34,977,194

Amounts owed to group companies are unsecured, interest-free, have no fixed date of repayment and are repayable on demand.

Other creditors: Included in other creditors are loan balances which have been advanced to the company by Lenderwize Limited. The total outstanding at the year end to Lenderwize Limited was $41,791,319 (2022 - $29,048,069). Interest charged by Lenderwize Limited in the current year was $4,373,334 (2022 - $3,000,863).

13 Share capital

	2023 Number	2022 Number	2023	2022
Ordinary share capital Authorized equity Issued and fully paid				
Ordinary shares of $1 each	1,000	1,000	$ 1,000	$ 1,000

14 Revaluation reserve

	2023	2022
At the beginning and end of the year	$ 2,000,000	$ 2,000,000

15 Profit and loss reserves

	2023	2022
At the beginning of the year	$ 5,263,968	$ 2,915,946
Profit for the year	1,431,309	5,263,323
Dividends declared and paid in the year/outstanding at year end	(5,263,322)	(2,915,301)
	$ 1,431,955	$ 5,263,968

16 Events after the reporting date

There are no post balance sheet adjustments which require disclosure.

17 Related party transactions

Included in debtors are various balances owed to Mexedia DAC from connected parties, these may be summarized as follows:

Amounts due:
Heritage Ventures Limited (common director) - $4,039,855 (2022: $2,027,855)
Mexedia Inc (group company) - $5,172,288 (2022: $2,843,665)

Amounts owed:
Heritage Ventures Limited (common director) shares - $15,000 (2022: $15,000)
Heritage Ventures Limited (common director) security deposit - $3,000 (2022: $3,000)
Mexedia Spa (group company) - $3,644,134 (2022: $1,215,301)

Trade debtor intercompany balances:
Mexedia Inc (group company) - $558,002 (2022: $206,377)
Mexedia Spa (group company) - $12,492 (2022: $Nil)
Opt1mize Technologies Limited (common control) - $591,826 (2022: $584,763)

18 Ultimate controlling party

Mexedia Limited is a wholly owned subsidiary of Mexedia SPA S.B, an Italian company. The majority shareholder in Mexedia SPA S.B, via a holding company structure, is Mr Orlando Taddeo who may be regarded as the ultimate controlling party of Mexedia Limited.

19 Cash generated from operations

		2023		2022
Profit for the year after tax	$	1,431,309	$	5,263,323
Adjustments for:				
Taxation charged		190,055		757,759
Finance costs		4,402,570		3,042,846
Amortization and impairment of intangible assets		152,083		152,084
Depreciation and impairment of tangible fixed assets		11,974		11,965
Movements in working capital:				
Increase in debtors		(16,535,025)		(13,733,710)
Increase in creditors		18,821,686		7,627,238
Cash generated from operations	$	8,474,652	$	3,121,505

20 Analysis of changes in net funds

		1 January 2023		Cash flows		31 December 2023
Cash at bank and in hand	$	2,307,680	$	(2,239,640)	$	68,040

21 Approval of financial statements

The directors approved the financial statements on 11 March 2024.

*** * * End of Report * * ***