OTC Markets

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

Neon Bloom, Inc.
a Nevada corporation

1 East Liberty Street, Suite 600
Reno, Nevada 89501

Company Telephone: +1.775.235.2787
Company Email: info@neon-bloom.com

Quarterly Report

For the period ending March 31, 2025 (the "Reporting Period")

Outstanding Shares

The number of shares outstanding of our Common Stock was:

As of March31, 2025, the number of outstanding shares outstanding of our Common Stock was 212,260,668.

As of December31, 2024, the number of outstanding shares outstanding of our Common Stock was 212,260,668.

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 15c2-11of 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[4] of the company has occurred during this reporting period:

Yes: ☐ No: ☒

[4] "Change in Control" shall mean any events resulting in:

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

EXPLANATORY NOTE

The following information is provided as to Neon Bloom, Inc. (referred to as "we," "us," "our," the "Issuer" or the "Company**",** as to the combined business of Neon Bloom Inc. and its subsidiary). This information is provided pursuant to the Guidelines for Providing Adequate Current Information created by OTC Market Group, Inc, and is intended by the Company to be in compliance with Rules 10b-5 and 15c2-11 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and Rule 144 of the Securities Act of 1933 (the "Securities Act"). Until the September7,2018 filing of our Form 15-12G (the "Notice Date") the Company was a fully reporting Issuer subject pursuant to Rule 12g-4(a)(1) and Rule 12h-3(b)(1)(i) of the requirements of the Exchange Act, following which we elected to filing the necessary disclosure statements and financial statements pursuant to the Alternative Reporting Standards.

All filings submitted while reporting pursuant to Rule 12g-4(a)(1) and Rule 12h-3(b)(1)(i) the Exchange Act, including but limited to the Form SB-2 filed on January 26, 2007, together with all reports filed by the Company (CIK number 0001383637) containing PCAOB audited financial statements filed through the quarter ended March 31, 2011, and the and Form 1-A filed on January 5, 2022 (collectively, "Prior SEC Filings"), are incorporated herein by reference. The discussion of the Company's prior and to some of its current Business, Products and Services; Company's Facilities; Officers, Directors, and Control Persons and, Third-party Providers, may be repetitive of the Company's Prior SEC Filings but are provided to be responsive to all requirements of this Information and Disclosure Statement pursuant to the Pink Basic Disclosure Guidelines.

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.

Current State and Date of Incorporation or Registration: **Nevada –Incorporated August 7, 2006**.

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

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

None

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

None

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

Effective September 28, 2018, the Company amended its Articles of Incorporation to change its authorized common and preferred stock. Per the amendment, the Company then had 150,000,000 shares of Capital Stock authorized, of which 5,000,000 shares were designated Preferred Stock, and 145,000,000 shares were designated Common Stock.

The Company was formerly known as Phoenix International Ventures, Inc., but changed its name to Neon Bloom, Inc. effective February 25, 2019.

On April 8,2020,theCompany amended its Articles of Incorporation to change its authorized common stock, increasing the number of authorized capital stock to 750,000,000.

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

Effective September 12, 2023, the Company entered into a Letter of Intent ("LOI") with Advanced Executive Sales LLC, a Florida limited liability company ("AES") controlled by Mr. Gregory L. Bauer as the sole and Managing Member ("Bauer").Effective October 9, 2023, the Company entered into a Membership Interest Acquisition Agreement (the "AES Agreement") pursuant to which the Company agreed to acquire all the issued and outstanding membership interests of AES, all of which was owned beneficially and of record by Bauer.

The AES Agreement was scheduled to close on or before October 30, 2023 (the "Closing Date"), however certain conditions precedent to a closing were not met and the Closing Date was extended several times, finally agreeing upon a Closing Date of Thirty (30) days following the filing of the Company's Disclosure Statement for the quarter ending March 31, 2024. The Company filed its March 31, 2024 Disclosure Statement with financial statements on May 15, 2024, following which the Company and Bauer agreed to proceed to a closing of the acquisition of AES subject to the Company completing certain capital restructuring and a final restructuring of the Acquisition Shares (the "Closing Requirements"). The Closing Requirements were completed on or before June 4, 2024, and the contemplated acquisition of AES by the Company closed effective June 4, 2024 (the "Closing").

Prior to or at the Closing, the Company (a) completed its capital restructuring by (i) filing with the Nevada Secretary of State the Amended and Restated certificate of Designation of the Series A Convertible Preferred Stock (the "Series A Shares"), and (ii) filing with the Nevada Secretary of State the original Certificate of Designation of the Series B Convertible Preferred Stock and the Amended and Restated Certificate of Designation of the Series B Convertible Preferred Stock (the "Series B Shares"), (iii) filing with the Nevada Secretary of State the second Amended and Restated certificate of Designation of the Series A Convertible Preferred Stock (the "Series A Shares"), (iv) filing with the Nevada Secretary of State the second Amended and Restated certificate of Designation of the Series B Convertible Preferred Stock (the "Series A Shares"); (b) Mr. Michael Elzufon ("Elzufon"), a the former Chief Executive Officer and a Director of the Company ("Elzufon"), (i) agreeing to a limited indemnity on behalf of the Company, AES and Bauer, and (ii) returning all Series B Shares to the Company; and (c) the Company and Bauer agreed to the restructuring of the Acquisition Shares resulting in (i) Bauer receiving the Two Million (2,000,000) shares of the Company's Series B Shares previously returned to the Company by Elzufon, and (ii) Bauer returning Two Hundred Million (200,000,000) shares and retaining the remaining Fifty Million (50,000,000) shares of the Company's Common Stock.

Address of the issuer's principal executive office:

Neon Bloom, Inc.
1 East Liberty Street, Suite 600
Reno, Nevada 89501

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

Yes: ☒

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: Transfer Online
Address: 512 SE Salmon Street
Address 2: Portland, OR 97214-3444
Phone: +1 (503) 227-2950
Email: info@transferonline.com

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:	NBCO	
Exact title and class of securities outstanding:	Common Stock	
("Common Stock") CUSIP:	640503108	
Par or stated value:	$0.001	
Total shares authorized: Common	745,000,000	As of date: March 31, 2025
Preferred	5,000,000	As of date: March 31, 2025
Total shares outstanding	212,260,668	As of date: March 31, 2025
Total number of shareholders of record	205	As of date: March 31, 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 that do not have a trading symbol). Use the fields below to provide the information, as applicable, for all other authorized or outstanding equity securities.

Exact title and class of securities outstanding:	Series A Preferred Stock ("Series A Preferred")	
Trading symbol:	N/A	
CUSIP:	N/A	
Par or stated value:	$0.001	
Total shares authorized:	750,000	As of date: March 31, 2025
Total shares outstanding	250,000	As of date: March 31, 2025

Exact title and class of securities outstanding:	Series B Convertible Preferred Stock ("Series B Preferred")	
Trading symbol:	N/A	
CUSIP:	N/A	
Par or stated value:	$0.001	
Total shares authorized:	2,000,000	As of date: March 31, 2025
Total shares outstanding	2,000,000	As of date: March 31, 2025

Exact title and class of securities outstanding:	Series C Convertible Preferred Stock ("Series C Preferred")	
Trading symbol:	N/A	
CUSIP:	N/A	
Par or stated value:	$0.001	
Total shares authorized:	2,000,000	As of date: March 31, 2025
Total shares outstanding	0	As of date: March 31, 2025

All additional class(es) of publicly quoted or traded securities (if any):

None

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 Company is authorized to issue 745,000,000 shares of $.001 par value common stock.

Dividend Rights:

The holders of the common stock are entitled to receive ratably such dividends, if any, as may be declared from time to time by our board of directors out of legally available funds, subject to the payment of preferential dividends or other restrictions on dividends contained in any Preferred Stock Designation, including, without limitation, the Preferred Stock designation establishing a series of Preferred Stock described above. In the event of the dissolution, liquidation or winding up of the Company the holders of our common stock are entitled to share ratably in all assets remaining after payment of all our liabilities, subject to the preferential distribution rights granted to the holders of any series of our preferred stock in any Preferred Stock Designation, including, without limitation, the Preferred Stock Designation establishing a series of our preferred stock described above.

Voting Rights:

The holders of our common stock are entitled to one vote per share on all matters submitted to a vote of our stockholders; they are entitled to one vote per share on all matters submitted to a vote of our stockholders: they do not have cumulative voting rights or preemptive rights to acquire or subscribe for additional, unissued or treasury shares in accordance with the laws of the State of Nevada. Accordingly, excluding any voting rights granted to any series of our preferred stock. The holders of more than 50 percent of the issued and outstanding shares of the common stock, including holders of the Company's Preferred stock which have "as converted" or other conditional-type voting rights, voting for the election of directors can elect all of the directors if they choose to do so, and in such event, the holders of the remaining shares of the common stock voting for the election of the directors will be unable to elect any person or persons to the board of directors. All outstanding shares of the common stock are fully paid and nonassessable.

The laws of the State of Nevada provide that the affirmative vote of a majority of the holders of the outstanding shares of our common stock and any series of our preferred stock entitled to vote thereon is required to authorize any amendment to our articles of incorporation, any merger or consolidation of the Company with any corporation, or any liquidation or disposition of any substantial assets of the Company.

Conversion Rights: The Holders are not entitled to conversion rights.

Liquidation Rights:

In the event of any liquidation, dissolution or winding up of the Company, whether voluntary or involuntary (a "Liquidation"), the assets of the Company available for distribution to its stockholders shall be distributed first the holders of Preferred stock, as set forth in the respective Certificate of Designation, then to the holders of common stock.

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

The Company is authorized to issue 5,000,000 shares of $.001 par value Preferred Stock. There are currently 4,750,000 shares of Preferred Stock designated, consisting of three (3) separate classes; Seven Hundred Fifty Thousand (750,000) shares of Series A Preferred Stock; Two Million (2,000,000) shares of Series B Convertible Preferred Stock and Two Million (2,000,000) shares of Series C Convertible Preferred Stock

Series A Convertible Preferred Stock:

Dividend Rights. The Holders are not entitled to receive dividends.

Voting Rights. The Holders are not entitled to vote.

Conversion Rights. The Holders are not entitled to conversion rights.

Liquidation Rights. The Holders are not entitled to liquidation rights.

Optional Redemption by the Corporation.

The Company shall have the option to redeem all outstanding shares of Series A Stock from each holder (each a "Series A Shareholder") at any time on an "all or nothing" basis at a redemption price equal to the cost basis of the Series A Stock on the date of the original issuance to the original Series A Shareholder (the "Redemption Price"). Payments of the Redemption Price shall only be made in cash within Sixty (60) days of a notice (a "Redemption Notice") to redeem to be sent by the Corporation to all holders of the Series a Stock outstanding at the time (the "Redemption Period").

Modification Rights.

The Series A Stock cannot be amended without the affirmative vote of Fifty-one percent (51%) of the holders of shares of Series A Stock and the consent by Fifty percent (50%) or more of the Corporation's Board of Directors (the "Board"). Shares of the Series A Stock, once redeemed or cancelled, cannot be reissued as Series A Stock; once all of the Series A Stock is redeemed or otherwise returned to the Corporation, it shall become available for redesignation and reissuance as another class of Preferred Stock with certain rights, privileges, preferences, and restrictions to be determined by the Board at such time of redesignation.

Five Hundred Thousand (500,000) shares of the Series A Stock were redeemed effective June 6, 2024.

Series B Convertible Preferred Stock.

Dividend Rights.

Holders of the Series B Stock shall be entitled to receive dividends or other distributions with the holders of the Company s securities entitled to receive distributions, including but not limited to distributions dividends, Liquidation (as defined below) or other preferences when, and if, declared by the Directors of the Company.

Voting Rights.

Unless waived by the holders of at least 51% of the issued and outstanding Series B Stock, the holders of shares of Series B Stock, together with all classes of Preferred Stock and Common Stock, and all other securities entitled to vote which may be issued and outstanding at the time, shall be entitled to notice of any stockholders' meeting. The holders of shares of Series B Stock, together with all Preferred Stock, Common Stock and all other securities entitled to vote, which may be issued and outstanding at the time, shall vote as a single class. The holders of each share of Series B Stock shall have that number of votes calculated an "as converted" basis.

Conversion Rights.

Each share of Series B Stock shall be convertible, at the option of the holders thereof and subject to a Ten (10) day notice requirement (a "Notice of Conversion"), are convertible at any time (a "Conversion"), into such number of fully paid and non-assessable shares of Common Stock (the "Conversion Shares") as is determined by multiplying:

(i) the number of the total issued and outstanding shares of the Company's Common Stock as of the date of conversion, by

(ii) 0.000002, then

(iii) multiplying that product by the number of shares of Series B Stock to be converted (the "Conversion Rate").

Liquidation Rights.

In the event of any liquidation, dissolution or winding up of the Company, whether voluntary or involuntary (a "Liquidation"), the assets of the Company available for distribution to its stockholders shall be distributed as follows:

The holders of shares of the B Preferred Series shall be entitled to receive, prior to the holders of the other series of Preferred Stock and prior and in preference to any distribution of the assets or surplus funds of the Company to the holders of any other shares of stock of the Company by reason of their ownership of such stock, an amount equal to Three Dollars ($3.00) per share with respect to each share of Series B Preferred owned as of the date of Liquidation, plus all declared but unpaid dividends and interest with respect to such shares, and thereafter they shall share in the net Liquidation proceeds on an "as converted basis" pari passu with the holders of all classes of the Company s capital stock issued and outstanding as of the date of Liquidation on an equal basis.

(i) If upon occurrence of a Liquidation the assets and funds thus distributed among the holders of shares of the Series B Stock shall be insufficient to permit the payment to such holders of the full preferential amount, then the entire assets and funds of the Company legally available for distribution shall be distributed among the holders of the shares of Series B Stock ratably in proportion to the amounts to which they would otherwise be respectively entitled as if such shareholders of shares of Series B Stock had converted their shares of Series B Stock into shares of the Company's Common Stock prior to any distribution.

(ii) After payment of the full amounts to the holders of shares of Series B Convertible Preferred as set forth above, with any remaining assets of the Company shall be distributed pro rata to the holders of all other classes of Preferred Stock and Common Stock (in the case of any Preferred Stock, on an "as converted" basis) into Common Stock.

A Liquidation shall be deemed to the sale of all or substantially all of the assets of the Company, unless the Company's stockholders of record (including the holders of the Series B Stock then issued and outstanding voting on an "as converted" basis), as constituted immediately prior to sale will, immediately after such acquisition or sale (by virtue of securities issued as consideration for the Company's acquisition or sale or otherwise) hold at least fifty one percent (51%) of the voting power of the surviving or acquiring entity.

Optional Redemption by the Company.

The Company shall have the option to redeem all outstanding shares of Series B Stock at any time on an "all or nothing" basis (the "Redemption Offer") at a redemption price (the "Redemption Price") equal to the greater of (a) the Voting Percentage, calculated on an "as converted", times the Company's Market Capitalization, or (b) One dollar ($1.00) per share"). Payments of the Redemption Price shall only be made in cash within Sixty (60) days of a notice (a "Redemption Notice") to redeem to be sent by the Company to all holders of the Series B Stock outstanding at the time (the "Redemption Period"). Failing to effectuate the Redemption within the Redemption Period, the Company may not redeem any of the shares of the Series B Stock for a period of One Hundred Eighty days (the "Standstill Period"). The Standstill Period shall follow any subsequent Redemption Offer for as long as any of the Series B Stock is outstanding. "Market Capitalization "shall mean the higher of (a) the Shareholders Equity, or (b) the total number of shares of the Company's Common Stock issued and outstanding , on an "as converted" basis, times the trailing Five (5) day average closing price of the Company's shares as listed on OTCMarkets.com or other national stock exchange.

Modification of Rights.

The Series B Stock cannot be amended without the affirmative vote of Fifty-one percent (51%) of the holders of shares of Series B Stock and the consent by Fifty percent (50%) or more of the Company's Board of Directors (the "Board"). Shares of the Series B Stock, once redeemed or cancelled, cannot be reissued as Series B Stock; once all of the Series B Stock is redeemed or otherwise returned to the Company, it shall become available for redesignation and reissuance as another class of Preferred Stock with certain rights, privileges, preferences, and restrictions to be determined by the Board at such time of redesignation.

The Company does not currently have an adequate number of authorized shares of common stock for the conversion of the Series B Stock.

Series C Convertible Preferred Stock:

Dividend Rights.

Holders of the Series C Stock shall be entitled to receive dividends or other distributions with the holders of the Company s securities entitled to receive distributions, including but not limited to distributions dividends, Liquidation (as defined below) or other preferences when, and if, declared by the Directors of the Company.

Voting Rights.

Unless waived by the holders of at least 51% of the issued and outstanding Series C Stock, the holders of shares of Series C Stock, together with all classes of Preferred Stock and Common Stock, and all other securities entitled to vote which may be issued and outstanding at the time, shall be entitled to notice of any stockholders' meeting. The holders of shares of Series C Stock, together with all Preferred Stock, Common Stock and all other securities entitled to vote, which may be issued and outstanding at the time, shall vote as a single class. The holders of each share of Series C Stock shall have that number of votes calculated an "as converted" basis.

Conversion Rights.

Each share of Series C Stock shall be convertible, at the option of the holders thereof and subject to a Ten (10) day notice requirement (a "Notice of Conversion"), are convertible at any time (a "Conversion"), into such number of fully paid and non-assessable shares of Common Stock (the "Conversion Shares") as is determined by multiplying:

(i) the number of the total issued and outstanding shares of the Company's Common Stock as of the date of conversion, by 0.0000015, then

(ii) multiplying that product by the number of shares of Series A Stock to be converted (the "Conversion Rate").

Liquidation Rights.

In the event of any liquidation, dissolution or winding up of the Company, whether voluntary or involuntary (a "Liquidation"), the assets of the Company available for distribution to its stockholders shall be distributed as follows:

(i) The holders of shares of the Series C Stock shall be entitled to receive, prior to the holders of the other series of Preferred Stock and prior and in preference to any distribution of the assets or surplus funds of the Company to the holders of any other shares of stock of the Company by reason of their ownership of such stock, an amount equal to One Dollar Fifty Cents ($1.50) per share with respect to each share of Series A Stock owned as of the date of Liquidation, plus all declared but unpaid dividends and interest with respect to such shares, and thereafter they shall share in the net Liquidation proceeds on an "as converted basis" pari passu with the holders of all classes of the

Company's Common Stock and other classes of Preferred Stock issued and outstanding as of the date of Liquidation, on an equal basis.

(ii) If upon the occurrence of a Liquidation the assets and funds thus distributed among the holders of shares of the Series C Stock shall be insufficient to permit the payment to such holders of the full preferential amount, then the entire assets and funds of the Company legally available for distribution shall be

(iii) distributed among the holders of the shares of Series C Stock ratably in proportion to the amounts to which they would otherwise be respectively entitled as if such shareholders of shares of Series C Stock had converted their shares of Series C Stock into shares of the Company's Common Stock prior to any distribution

(iv) After payment of the full amounts to the holders of shares of Series C Convertible Preferred as to set forth above, with any remaining assets of the Company shall be distributed pro rata to the holders of all other classes of Preferred Stock and Common Stock (in the case of any Preferred Stock, on an "as converted" basis) into Common Stock.

A Liquidation shall be deemed to the sale of all or substantially all of the assets of the Company , unless the Company's stockholders of record (including the holders of the Series C Stock then issued and outstanding voting on an "as converted" basis), as constituted immediately prior to sale will, immediately after such acquisition or sale (by virtue of securities issued as consideration for the Company's acquisition or sale or otherwise) hold at least fifty one percent (51%) of the voting power of the surviving or acquiring entity.

Optional Redemption by the Company.

The Company shall have the option to redeem all outstanding shares of Series A Stock from each holder (each a "Series C Shareholder") at any time on an "all or nothing" basis at a redemption price equal to One Dollar Fifty Cents ($1.50) per share of the Series C Stock (the "Redemption Price"). Payments of the Redemption Price shall only be made in cash within Sixty (60) days of a notice (a "Redemption Notice") to redeem to be sent by the Company to all holders of the Series C Stock outstanding at the time (the "Redemption Period").

Modification of Rights.

The Series C Stock cannot be amended without the affirmative vote of Fifty-one percent (51%) of the holders of shares of Series C Stock and the consent by Fifty percent (50%) or more of the Company's Board of Directors. Shares of the Series C Stock, once redeemed or cancelled, cannot be reissued as Series C Stock; once all of the Series C Stock is redeemed or otherwise returned to the Company, it shall become available for redesignation and reissuance as another class of Preferred Stock with certain rights, privileges, preferences, and restrictions to be determined by the Board at such a time of redesignation. The Company does not have any shares of the Series C Stock issued.

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.**

None

3) Issuance History

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

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

A. Changes to the Number of Outstanding Shares 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 Third Most Recent Fiscal Year End:12/31/2022. Opening Balance: Common: 150,424,000 Preferred A: 750,000 Preferred B: 2,000,000 Preferred C: 0									
Date of Transaction	**Transaction type (e.g., new issuance, cancellation, shares returned to treasury)**	**Number of Shares Issued (or cancelled)**	**Class of Securities**	**Value of shares issued ($/per share) at Issuance**	**Were the shares issued at a discount to market price at the time of issuance? (Yes/No)**	**Individual/ Entity Shares were issued to. *You must disclose the control person(s) for any entities listed.**	**Reason for share issuance (e.g. for cash or debt conversion) -OR- Nature of Services Provided**	**Restricted or Unrestricted as of this filing.**	**Exemption or Registration Type.**
03/04/2022	New Issuance	41,818	Common Stock	N/A	no	Kenneth Stewart	Acquisition	Restricted	4(a)(2)
03/19/2022	New Issuance	178,571	Common Stock	N/A	no	Orange Cube Investments LLC.[1]	Acquisition	Restricted	4(a)(2)
03/20/2022	New Issuance	62,500	Common Stock	N/A	no	Patrick Ventker	Acquisition	Restricted	4(a)(2)
03/20/2022	New Issuance	62,500	Common Stock	N/A	no	William Kelsey	Acquisition	Restricted	4(a)(2)
03/24/2022	New Issuance	100,000	Common Stock	N/A	no	Howard Hoffberg	Acquisition	Restricted	4(a)(2)
03/31/2022	New Issuance	178,571	Common Stock	N/A	no	Paul Cronin	Acquisition	Restricted	4(a)(2)
03/31/2022	New Issuance	33,333	Common Stock	N/A	no	Joel Bearfield	Acquisition	Restricted	4(a)(2)
03/31/2022	New Issuance	50,000	Common Stock	N/A	no	Walter Tabaschek	Services	Restricted	4(a)(2)
04/01/2022	New Issuance	250,000	Common Stock	N/A	no	David Hall	Acquisition	Restricted	4(a)(2)
06/30/2022	New Issuance	200,000	Common Stock	N/A	no	Harbinder Ghulldu	Acquisition	Restricted	4(a)(2)
06/30/2022	New Issuance	11,100	Common Stock	N/A	no	Daniel M Martin	Services	Restricted	4(a)(2)
06/30/2022	New Issuance	200,000	Common Stock	N/A	yes	Walter Tabaschek	Services	Restricted	4(a)(2)
06/14/2023	New Issuance	250,000	Common Stock	N/A	no	Bruce Olson	Services	Restricted	4(a)(2)
06/14/2023	New Issuance	100,000	Common Stock	N/A	no	Francisco Ward	Services	Restricted	4(a)(2)
06/14/2023	New Issuance	400,000	Common Stock	N/A	yes	Global Business Strategies Inc.[2]	Reimbursement of Costs	Restricted	4(a)(2)
06/14/2023	New Issuance	1,178,275	Common Stock	N/A	no	Howard Hoffberg	Services	Restricted	4(a)(2)
06/14/2023	New Issuance	1,137,500	Common Stock	N/A	no	Walter Tabaschek	Services	Restricted	4(a)(2)
06/14/2023	New Issuance	54,000	Common Stock	N/A	no	Scott Philbrick	Services	Restricted	4(a)(2)

06/14/2023	New Issuance	312,500	Common Stock	N/A	no	Steven M Hoffberg	Services	Restricted	4(a)(2)
06/14/2023	New Issuance	36,000	Common Stock	N/A	no	Vasilia Forti	Services	Restricted	4(a)(2)
08/31/2023	New Issuance	2,500,000	Common Stock	N/A	no	Robyn Frick	Services	Restricted	4(a)(2)
10/04/2023	New Issuance	250,000,000	Common Stock	N/A	no	Gregory L Bauer3	Acquisition	Restricted	4(a)(2)
11/15/2023	New Issuance	2,500,000	Common Stock	N/A	no	Global Business Strategies Inc	Services	Restricted	4(a)(2)
11/15/2023	New Issuance	2,000,000	Common Stock	$.001	no	Helium Investment Inc	Acquisition	Restricted	4(a)(2)
12/22/2024	Return to Treasury Stock	(2,000,000)	Preferred Stock	N/A	N/A	Michael Elzufon3	Services	Restricted	4(a)(2)
12/22/2024	Reissuance	2,000,000	Preferred Stock	N/A	N/A	Gregory L Bauer3	Services	Restricted	4(a)(2)
6/1/2024	Returned to Treasury Stock	(200,000,000)	Common Stock	N/A	no	Gregory L Bauer6	Acquisition	Returned as part of the final Acquisition Agreement	N/A
Shares Outstanding on Date of This Report Ending : 3/31/2025 Balance Common: 212, 260,668 Preferred A: 250,000 Preferred B: 2,000,000 Preferred C: 0									

Example: A company with a fiscal year end of December 31st 2024, addressing this item for its Annual Report, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2023 through December 31, 2024 pursuant to the tabular format above.

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

1. Control person, Willem Sutherland
2. Control Person, Fred Luke
3. Of the 250,000,000 shares of Common Stock originally issued to Mr. Gregory Bauer ("Bauer") to effectuate the closing of the AES Agreement; 200,000,000 shares were returned following the June 4, 2024 restructuring of the Acquisition Shares (as defined in the AES Agreement), and the reissuance of the 2,000,000 shares of the Series B Preferred which were returned by Mr. Michael Elzufon ("Elzufon").

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.

C. [☐] 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[1]	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g., Loan, Services, etc.)
07/31/2023	150,000*	160,009[i]	07/31/2024	Convertible at first anniversary of Issuance Date	-0-	500,000	Michael Elzufon	Loan
07/31/2023	127,000#	135,474	07/31/2024	Convertible at first anniversary of Issuance Date.	-0-	12,700,000	Michael Elzufon	Loan
07/26/2023	55,775**	59,530	07/26/2024	Convertible at first anniversary of Issuance Date.	-0-	4,957,778	Walter Tabaschek	Loan
Total Outstanding Balance:		$355,013		**Total Shares:**	-0-	18,157,778		

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

- Conversion rights are only in effect when the closing Market Price is the Company's Common Stock is $.30/share or greater; otherwise not convertible. Assumes the note not in dispute and eligible for conversion and converted at 3.31.2025.

\# Convertible at $.01/share as to principal. Assumes the note not in dispute and eligible for conversion and converted at 3.31.2025.

** Convertible as to principal at 25% discount to Market price – Market Price was $.015 at 3.31.2025.Assumes the note not in dispute and eligible for conversion and converted at 3.31.2025.

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")

The Company is a diversified enterprise group engaged in the development of new life-science technologies, technologically improved financial services, and other emerging business sectors.

The Company was incorporated in Nevada as Phoenix International Ventures, Inc. on August 7, 2006 to invest and develop business in the fields of aerospace and defense. The Company initially acquired Phoenix Aerospace, Inc., an ISO-Certified design, manufacturer and remanufacturer of electrical, hydraulic and mechanical support equipment primarily for the United States Air Force and Navy, and the United States defense-aerospace industry.

Beginning in 2018the Company restructured, changed its leadership team, and embarked on an acquisition-based growth program. In 2021 it acquired all of the issued and outstanding capital stock of Bazelet™ Health Systems Inc., a Delaware corporation("Bazelet™"), a science-based company that sought to revolutionize the field of non-THC cannabis genome engineering and sequencing, with a process patent which the Company believed would be applicable to the scientific, medical, and regulatory communities.

On January 4, 2022 the Company filed a Form 1-A Regulation A Offering Statement (the "Reg A+ Registration Statement") pursuant to the Securities Act in its efforts to raise funds to commercialize its Non-THC Products (the "Reg A+ Offering"); the Reg A+ Offering became effective on March 31, 2022, however the Company's officers and Directors at the time were unable to sell any of the Reg A+ Offering shares, and the Reg A+

[1] 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.

Registration Statement expired on or about January 5, 2023.

Effective June 4, 2024 the Company acquired all of the membership interests of Advanced Executive Sales, LLC, converted it from a limited liability company into a C-Corp effective June 18, 2024, into Advanced Executive Sales Inc., a Florida corporation ("AES"), which continues to operate as a wholly owned subsidiary of the Company.

Prior to the acquisition of AES, the Company operated through a subsidiary, Bazelet Health Systems, Inc. ("Bazelet™"),which it acquired in 2021. Following the acquisition of AES, effective June 6, 2024, the Company divested itself of Bazelet™ through a stock-for-stock exchange resulting in the assignment of Twenty Thousand (20,000) shares of Bazelet™ to the former shareholders of Bazelet in exchange for which Five Hundred Thousand (500,000) shares of the Company's Series A Stock were redeemed (the "Bazelet™ Spinoff").

Following the acquisition of AES, there was a short period of overlap with respect to the operations of Bazelet™ and AES, however with the Spinoff, the Company's principal on-going operations have shifted to the financial services provided by AES.

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

AES (Advanced Executive Sales Inc., a Florida corporation, formerly Advanced Executive Sales, LLC, a Florida Limited Liability Company), is a wholly owned subsidiary of the Company, Effective June 4, 2024.

Prior to the acquisition of AES, the Company operated through its subsidiary Bazelet™. which it acquired in 2021. On June 6, 2024 the Company effectuated the Spinoff, divesting itself of all ownership of Bazelet™.

C. Describe the issuers' principal products or services.

AES is a technological solution system provider ("SSP") with a secure methodology needed to mitigate online chargebacks; it currently develops and utilizes these technologies and intends to license them to industry-like companies while maintaining its current financial service customers and business relationships. As the company expands its reach, it will move towards developing patents and other products used in payment processing and data collection while reducing overhead and data retention through Artificial Intelligence ("AI") and other outside sources.

The AES SSP technology is already an industry leader in this market space; its state-of-the-art production solution, an AI-driven technology, provides flexibility that allows AES to quickly expand its capabilities with concise notice and response to customer needs and policy changes.

Beginning in May 2005, AES marketed all types of consumer electronics and financial products in kiosks in Convenience Stores ("C-Stores"). Expanding from a few thousand C-Stores in the mid-2000s, it grew to a distribution and servicing network of over 50,000 stores nationwide in 2016. Prior to 2016, AES extended out to develop a secure methodology needed to mitigate online chargebacks, resulting in a gradual shift away from selling consumer products; a major shift away from retail marketing of consumer products to servicing the needs of its customers, operating as an SSP as a SaaS.

In 2018, following this shift from marketing products to providing financial services, AES entered into an agreement with YNLO Technologies, Inc. ("YNLO"), a Florida corporation, to help develop software that addresses all the needs of AES customers in reducing chargebacks and adapting to current process plug-ins used in the online web store (the "AES /YNLO Solution").

Under the agreement with YNLO,YNLO Tech's license fee will gradually decrease as the volume of transactions increases, resulting in the AES /YNLO Solution being placed in more competitive verticals using the AES /YNLO Solution. In addition, AES and YNLO have recently executed a Joint Venture agreement that extends the YNLO agreement to December 31, 2030, with an evergreen clause, unless terminated earlier for reasons specified in the contract.

During the Quarter ended March 31, 2025, in an effort to increase its market share, AES expanded its peer-group to accept certain crypto currencies and incorporated AI-technology to develop and add multi-factor authentication software to its platform. During Q2 2025 AES hopes to have operational state-of-the-art AI-driven technology to enable it to improve its responsiveness to current market trends, and address existing and future customer needs and policy changes.

With the new and improved SSP platform, AES expects to become one of the payment processing industry leading providers.

5) Issuer's Facilities

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

In responding to this item, please clearly describe the assets, properties or facilities of the issuer. Describe the location of office space, data centers, principal plants, and other property of the issuer and describe the condition of the properties. Specify if the assets, properties, or facilities are owned or leased and the terms of their leases. If the issuer does not have complete ownership or control of the property, describe the limitations on the ownership.

The Company does not currently lease or own equipment or automobiles. During the 4th quarter of 2023, the Company moved its principal place of business to 23 Corporate Plaza Drive, Suite 150, Newport Beach, California 92660.

During the 3rd quarter of 2024 the Company negotiated a lease and subsequently moved its principal place of business to 1 East Liberty Street, Suite 600, Reno Nevada 89501, while maintaining its presence in Newport Beach, California as a branch office; AES continues to office in St. Augustine, Florida. With the exception of Mr. Fred Luke, the Company's Secretary and principal at Global Business Strategies Inc. who works in Newport Beach, California, and Bauer who works from the AES office in St. Augustine, Florida, all other officers, Directors, employees and contractors for both the Company and AES work from their personal offices located on the East and West Coasts.

6) All Officers, Directors, and Control Persons of the Company

Using the table below, please provide information, as of the period end date of this report, regarding all officers and directors of the company, or any person that performs a similar function, regardless of the number of shares they own.

In addition, list all individuals or entities controlling 5% or more of any class of the issuer's securities.
If any insiders listed are corporate shareholders or entities, provide the name and address of the person(s) beneficially owning or controlling such corporate shareholders, or the name and contact information (City, State) of an individual representing the corporation or entity. Include Company Insiders who own any outstanding units or shares of any class of any equity security of the issuer.

The goal of this section is to provide investors with a clear understanding of the identity of all the persons or entities that are involved in managing, controlling or advising the operations, business development and disclosure of the issuer, as well as the identity of any significant or beneficial owners.

Individual Name (First, Last) or Entity Name (Include names of control person(s) if a corporate entity)	**Position/Company Affiliation** (ex: CEO, 5% Control person)	**City and State** (Include Country if outside U.S.)	**Number of Shares Owned (List common, preferred, warrants and options)**	**Class of Shares Owned**	**Percentage of Class of Shares Owned** (undiluted)
Gregory L. Bauer	CEO and Director	St. Augustine, FL	50,000,000	Common Stock	23.556%
David Grand	Shareholder	Delray Beach, FL	40,000,000	Common Stock	18.845%
Roger Kean	President - R. G. Kean Enterprises Inc., 5% Shareholder	Springfield, MO	16,000,000	Common Stock	7.54%

Stephen Lawrence	President - Direct Equity Source Inc., 5% Shareholder	Austin, TX	18,000,000	Common Stock	8.48%
Fred Luke	Secretary & Director	Newport Beach, CA	2,900,000	Common Stock	1.366%
David Grand	Former Secretary	Delray Beach, FL	250,000	Series A Preferred Stock	100.00%
Gregory L. Bauer	CEO and Director	St. Augustine, FL	2,000,000	Series B Convertible Preferred Stock	100.00%

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.comto 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; or

   None

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

   None

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

   None

A. Describe briefly any material pending legal proceedings, other than ordinary routine litigation incidental to the business, to which the issuer or any of its subsidiaries is a party to or of which any of their property is the subject. Include the name of the court or agency in which the proceedings are pending, the date instituted, the principal parties thereto, a description of the factual basis alleged to underlie the proceeding, and the relief sought. Include similar information as to any such proceedings known to be contemplated by governmental authorities.

   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.

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

Securities Counsel

Name: Jeff Turner
Firm: JDT Legal, PLLC
897 W. Baxter Drive
South Jordan, Utah 84095
Phone: 801-810-4465
Email: jeff@jdt-legal.com
Name:
Firm: ______
Address 1: ______
Address 2: ______
Phone: ______
Email: ______

Investor Relations

Name: ______
Firm: ______
Address 1: ______
Address 2: ______
Phone: ______
Email: ______

All other means of Investor Communication:

Twitter: N/A
Discord: N/A
LinkedIn Yes
Facebook: Yes
[Other] N/A

Other Service Providers

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

Name: Fred Luke
Firm: Global Business Strategies, Inc.
Address1: 23 Corporate Plaza Drive Suite 150
Address 2: Newport Beach, CA 92660
Phone: 949-852-7362
Email: luke.gbsi@gmail.com, fluke@neon-bloom.com

Name: Michael Elzufon
Firm: Neon Bloom, Inc. and Bazelet Health Systems Inc.

Former Director and Principal Accounting Officer of Neon Bloom, Inc; Officer, Director and Principal Accounting Officer of Bazelet Health Systems Inc.
Address1: 17269 80th Place
Address 2: Maple Grove, MN 55311
Phone: 763-286-7620
Email: Email: melzufon@bazelethealth.com

Name: Walter Tabaschek
Firm: former COO/CFO for the Company
Address1: N/A
Address2: Darien, CT
Phone: 914-356-7207
Email: wtabaschek@bazelethealth.com

9) Disclosure &Financial Information

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

Name: Fred G. Luke
Global Business Strategies Inc.
Title: CEO of Global Business Strategies Inc.
Relationship to Issuer: Secretary of the Company in his individual capacity.

Name: Gregory L. Bauer
Advanced Executive Sales Inc.
Title: Director and Chief Executive Officer
Relationship to Issuer: Director and Chief Executive Officer of the Company.

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

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

☐ IFRS
☒ U.S. GAAP

C. The following financial statements were prepared by (name of individual):

Name: Fred G. Luke
Global Business Strategies Inc.
Title: CEO of Global Business Strategies Inc.
Relationship to Issuer: Secretary of the Company in his individual capacity.

Name: Gregory L. Bauer
Advanced Executive Sales Inc.
Title: Director and Chief Executive Officer
Relationship to Issuer: Director and Chief Executive Officer of the Company.

Name: Michael Elzufon
Neon Bloom, Inc. and Bazelet Health Systems Inc.

Title: Former Director and Principal Accounting Officer of Neon Bloom, Inc; Officer, Director and Principal Accounting Officer of Bazelet Health Systems Inc.
Relationship to Issuer: Former Director and Principal Accounting Officer; Officer, Director and Principal Accounting Officer of Bazelet Health Systems Inc.

Name:Walter Tabaschek
Firm: former COO/CFO for the Company
Address1: Darien, CT
Phone: 914-356-7207
Email: wtabaschek@bazelethealth.com

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

Describe the qualifications of the person or persons who prepared the financial statements:[6]

As for Fred Luke; Mr. Luke has been serving as the Secretary and a Director of the Company since June 2023. Mr. Luke has over 40 years of international experience in corporate finance, accounting, and in the analysis of domestic and foreign corporate financial statements. During his career Mr. Luke has served in various C-Level executive positions, inclusive of President, Secretary, Treasurer and Principal Financial Officer, for start-up and mature private companies, and reporting and non-reporting publicly traded companies listed on US, Canadian, Frankfurt and other securities exchanges.

As for Gregory L. Bauer: Mr. Bauer is the majority shareholder of the Company and currently serves as the Company's Chief Executive Officer and Director. Prior to joining the Company Mr. Bauer served as the Managing Member of Advanced Executive Sales LLC (AES), which was acquired by the Company in June 2024. Prior to forming AES, Mr. Bauer served as the Managing Member of RWJ Advanced Marketing, LLC (RWJ); certain assets of RWJ were acquired in 2016 by Gopher Protocol Inc., a publicly traded company ("Gopher"). Following the acquisition of certain assets of RWJ by Gopher, Mr. Bauer served as the CEO and a Director of Gopher from 2016 to 2018. During the 12-year period between 2004 and 2016 Mr. Bauer served as an executive director with W.L. Petrey Wholesale, Inc., an affiliate of W.L. Petrey Wholesale Co. Inc., a 120-year-old retail mercantile business ("Petrey") where he oversaw divisional operations. For a brief period in 2004 Mr. Bauer served as the CEO of Pavis Corp., a publicly traded company. Mr. Bauer holds a Bachelor of Science from Florida State University.

As for Michael Elzufon; Mr. Elzufon was a Director of the Company and the Company's Principal Accounting Officer former Chief Executive Officer until June 7, 2024, and the Principal Accounting Officer of the company's subsidiary, Bazelet Health Systems Inc. ("Bazelet"); he has been involved in the adoption of science-based policy regarding 0.0% THC Cannabis and advancing Bazelet's Cannabis ZERO™ product platform, and is the co-inventor of PECSA™, Bazelet's patented non-psychoactive, cannabis derived ingredient. Mr. Elzufon reports that he is an accomplished real estate developer and business leader, with international experienced in cannabis genetics, propagation, production, education, and regulation.

Until June 6, 2024 Mr. Elzufon had sole control of the books and records of the Company and the Company's subsidiary, Bazelet, all of which was consolidated with the operations of the Company for all periodic reports from January 31, 2021 through March 31, 2024. Mr. Elzufon resigned as a Director of the Company effective June 7, 2024.

As for Mr. Walter Tabaschek; Mr. Tabaschek served as a Senior Finance and Operations Executive noted for leading global operations and financial strategy transformations that have propelled multinational business to higher levels of performance, profitability, efficiency, and customer focus. Previously, Walter functioned as COO of the global Financial Services Group executing up to 25 billion trades per year. In this role, he led the

[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.

optimization of 4 different businesses across 20 countries to increase cost efficiencies. In a prior role, Walter held CFO-level accountability for launching the newly formed Group from scratch and directed the entire finance function.

As Controller atBunge'sEuropeanheadquartersinGeneva,Walterwasaseniormemberoftheteamthatacquireda $1.4B business and then consolidated operations and integrated the acquisition into the wider business. Walter began his career at Cargill where he served in leadership roles in Latin America and USA.

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.

The Consolidated Financial Statements as of March 31, 2025, and December 31, 2024 are attached at the end of this Report and incorporate by reference.

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, Gregory L. Bauer, certify that:

1. I have reviewed this Disclosure Statement for Neon Bloom, 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.

Date: May 14, 2025

Signature: /s/ Gregory L. Bauer
Name: Gregory L. Bauer
Title: Chief Executive Officer and Director

Principal Accounting Officer:

I, Fred Luke, certify that:

1. I have reviewed this Disclosure Statement for Neon Bloom, 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.

Date: May 14, 2025

Signature: /s/ Fred G. Luke
Name: Fred Luke

NEON BLOOM INC., AND SUBSIDIARY

Consolidated Financial Statements as of March 31, 2025 and December 31, 2024, and for the Three Months Ended March 31, 2025 and 2024

NEON BLOOM INC., AND SUBSIDIARY

INDEX TO CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

TABLE OF CONTENTS

NEON BLOOM, INC.
Consolidated Balance Sheets
March 31, 2025 and December 31, 2024
(Unaudited)

	March 31, 2025	December 31, 2024
ASSETS		
Current Assets		
Cash	$ 289,648	$ 848,608
Accounts receivable	231,440	341,461
Due from a related party	31,587	19,618
Total Current Assets	552,675	1,209,687
Total Assets	$ 552,675	$ 1,209,687
LIABILITIES AND STOCKHOLDERS' (DEFICIT)/EQUITY		
Current Liabilities		
Accounts payable and accrued expenses	$ 275,818	$ 510,214
Accounts payable and accrued expenses-Related party	93,469	15,751
Notes payable-Related Party	277,000	277,000
Note payable	55,775	55,775
Due to related party	-	2,080
Derivative liability	3,152,233	3,186,904
Total Current Liabilities	3,854,295	4,047,724
Total Liabilities	3,854,295	4,047,724
Commitments and contingencies	-	-
Stockholders (Deficit)		
Preferred stock, Class A, $.001 par value, 2,000,000 shares authorized, 250,000 and 0 shares issued and outstanding at March 31, 2025 and December 31, 2024	250	250
Preferred stock, Class B convertible, $.001 par value, 2,000,000 shares authorized, 2,000,000 and 0 shares issued and outstanding at March 31, 2025 and December 31, 2024	2,000	2,000
Preferred stock, Class C, $.001 par value, 2,000,000 shares authorized, 0 shares issued and outstanding at March 31, 2025 and December 31, 2024	-	-
Common stock, $.001 par value, 745,000,000 shares authorized, 212,260,668 and 0 shares issued and outstanding at March 31, 2025 and December 31, 2024	212,261	212,261
Additional paid-in capital	(602,881)	(602,881)
Accumulated (Deficit)	(2,913,250)	(2,449,667)
Total Stockholders' (Deficit)	(3,301,620)	(2,838,037)
Total Liabilities and Stockholders' (Deficit)	$ 552,675	$ 1,209,687

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

NEON BLOOM, INC.

Statements of Operations

(Unaudited)

	Three Months Ended March 31, 2025	Three Months Ended March 31, 2024
Revenues	$ 1,956,497	$ 5,339,064
Total revenues	1,956,497	5,339,064
Operating Expenses		
Cost of revenues	1,986,525	4,918,581
Transaction fees	97,335	236,092
Commissions	187,616	343,828
General and administrative	178,868	69,319
Total operating expenses	2,450,344	5,567,820
(Loss) before other expenses	(493,847)	(228,756)
Other income/(expense)		
Interest expense	(4,407)	-
Derivative income	34,671	-
	30,264	-
(Loss) before income taxes	(463,583)	(228,756)
Income taxes	-	-
Net (loss)	$ (463,583)	$ (228,756)
(Loss) per share-Basic and diluted	$ (0.00)	$ -
Weighted average shares outstanding		
Basic and diluted	212,260,668	-

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

NEON BLOOM, INC.

Consolidated Statements of Stockholders' (Deficit)

For the Three Months Ended March 31, 2025 and 2024

(Unaudited)

	Preferred Stock						Common Stock				
	Series A Shares	Amount	Series B Shares	Amount	Series C Shares	Amount	Shares	Amount	Additional Paid-in Capital	Retained Earnings	Stockholders' Equity
Balance-January 1, 2024	-	$ -	-	$ -	-	$ -	-	$ -	$ -	$ 249,675	$ 249,675
Net (loss) for the three months ended March 31, 2024	-	-	-	-	-	-	-	-	-	(228,756)	(228,756)
Balance-March 31, 2024	-	$ -	-	$ -	-	$ -	-	$ -	$ -	$ 20,919	$ 20,919

	Preferred Stock						Common Stock				
	Series A Shares	Amount	Series B Shares	Amount	Series C Shares	Amount	Shares	Amount	Additional Paid-in Capital	Retained (Deficit)	Stockholders' (Deficit)
Balance-January 1, 2025	250,000	$ 250	2,000,000	$ 2,000	-	$ -	212,260,668	$212,261	$(602,881)	$(2,449,667)	$ (2,838,037)
Net (loss) for three months ended March 31, 2025	-	-	-	-	-	-	-	-	-	(463,583)	(463,583)
Balance-March 31, 2025	250,000	$ 250	2,000,000	$ 2,000	-	$ -	212,260,668	$212,261	$(602,881)	$(2,913,250)	$ (3,301,620)

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

NEON BLOOM, INC.
Consolidated Statements of Cash Flows
(Unaudited)

	Three Months Ended March 31, 2025	Three Months Ended March 31, 2024
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net (loss)	$ (463,583)	$ (228,756)
Adjustments to reconcile net (loss) to net cash used in operating activities:		
Changes in assets and liabilities:		
Decrease/(increase) in accounts receivable	110,021	(89,929)
(Increase) in due from related parties	(14,049)	(305)
(Decrease)/increase in accounts payable and accrued expenses	(234,396)	354,179
Increase in accounts payable and accrued expenses-Related parties	77,718	-
(Decrease) in derivative liability	(34,671)	-
Net cash provided by operating activities	(558,960)	35,189
CASH AT BEGINNING PERIOD	848,608	84,643
CASH AT END OF PERIOD	$ 289,648	$ 119,832
SUPPLEMENTAL CASH FLOW INFORMATION:		
Cash paid for interest	$ -	$ -
Cash paid for income taxes	$ -	$ -
NON-CASH TRANSACTIONS		
Change in fair value of derivative liability	$ 34,671	$ -

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

NEON BLOOM, INC. AND SUBSIDIARY
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
MARCH 31, 2025 AND DECEMBER 31, 2024
(Unaudited)

NOTE 1 – THE COMPANY AND SUMMARY OF SIGNIFIGICANT ACCOUNTING POLICIES

A summary of the significant accounting policies applied in the preparation of the accompanying financial statement follows. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included in this quarterly report.

The Company

Business Description

Former Business

The Company was incorporated in Nevada as Phoenix International Ventures, Inc. on August 7, 2006, to invest and develop business in the fields of aerospace and defense. The Company initially acquired Phoenix Aerospace, Inc., an ISO-Certified design, manufacturer, and remanufacturer of electrical, hydraulic, and mechanical support equipment primarily for the United States Air Force and Navy, and the United States defense-aerospace industry.

Beginning in 2018, the Company restructured, changed its leadership team, and embarked on an acquisition-based growth program. In 2021 it acquired all of the issued and outstanding capital stock of Bazelet™ Health Systems Inc., a Delaware corporation ("Bazelet™"), a science-based company that sought to revolutionize the field of non-THC cannabis genome engineering and sequencing, with a process patent which the Company believed would be applicable to the scientific, medical, and regulatory communities.

Current Business

Effective June 4, 2024, the Company acquired all of the membership interests of Advanced Executive Sales, LLC, converted it from a limited liability company into a C-Corp effective June 18, 2024, and continued to operate it as “Advanced Executive Sales Inc., a Florida corporation (“AES”) and wholly owned subsidiary of the Company.

Prior to the acquisition of AES, the Company operated through a subsidiary, Bazelet Health Systems, Inc. (“Bazelet™”), which it acquired in 2021. Following the acquisition of AES effective June 6, 2024, the Company divested itself of Bazelet™ through a stock-for-stock exchange resulting in the assignment of Twenty Thousand (20,000) shares of Bazelet™ to the former shareholders of Bazelet in exchange for which Five Hundred Thousand (500,000) shares of its Series A Stock were redeemed (the “Bazelet™ Spinoff”).

With the Spinoff, the Company cancelled 500,000 shares of its Series A Convertible Preferred Stock and assumed accounts payable of $50,000 together with three notes totaling $332,775 plus accrued interest in the amount of $5,595. Pursuant to GAAP, this transaction was treated as a reverse merger recapitalization.

Following the acquisition of AES, there was a brief period of overlap with respect to the operations of Bazelet™ and AES, however with the Spinoff, the Company’s principal on-going operations have shifted to the financial services provided by AES, which include but are not limited to a technological solution system provider (“SSP”) with a secure methodology needed to midgait online chargebacks. Beginning in 2005 as a consumer product marketing company, AES currently develops and utilizes and licenses its solution system provider (“SSP”) technologies to its customers, while it maintains certain of its original consumer products marketing operations and relationships.

NOTE 1 – THE COMPANY AND SUMMARY OF SIGNIFIGICANT ACCOUNTING POLICIES (Continued)

Basis of Presentation

The accompanying financial statements are prepared on the basis of accounting principles generally accepted in the United States of America ("GAAP").

Principles of Consolidation.

The consolidated financial statements include the accounts of Neon Bloom, Inc. and its wholly owned Subsidiary Bazelet™ Health Systems Inc. All intercompany transactions are eliminated in consolidation.

Use of Estimates.

The preparation of the financial statements requires management of the Company to make a number of estimates and assumptions relating to the reported amount of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. The assumptions used by management in future estimates could change significantly due to changes in circumstances, including, but not limited to, challenging economic conditions. Accordingly, future estimates may differ significantly.

Derivative Instruments

The fair value of derivative instruments is recorded and shown separately under current liabilities. Changes in the fair value are recorded in the statement of income under other income (expense).

The Company evaluates all its financial instruments to determine if such instruments are derivatives or contain features that qualify as embedded derivatives. For derivative financial instruments that are accounted for as liabilities, the derivative instrument is initially recorded at its fair value and is then re-valued at each reporting date, with changes in the fair value reported in the consolidated statements of operations. For stock-based derivative financial instruments, the Company uses a weighted average Black-Scholes-Merton option pricing model to value the derivative instruments at inception and on subsequent valuation dates. The classification of derivative instruments, including whether such instruments should be recorded as liabilities or as equity, is evaluated at the end of each reporting period. Derivative instrument liabilities are classified in the balance sheet as current or non-current based on whether net-cash settlement of the derivative instrument could be required within 12 months of the balance sheet date.

Reclassifications.

Certain prior year amounts have been reclassified to conform to the current year presentation. Such reclassifications had no impact on previously reported net losses.

Cash and Cash Equivalents.

For the purposes of the Statements of Cash Flows, the company considers all highly liquid debt instruments purchased with a maturity date of three months or less to be cash equivalents.

Income Taxes.

The Company has adopted Financial Accounting Standard No. 109 (SFAS 109) which requires the recognition of deferred tax liabilities and assets for the expected future tax consequences of events that have been included in the financial statement or tax returns. Under this method, deferred tax liabilities and assets are determined based on the difference between financial statements and tax basis of assets and liabilities using enacted tax rates in effect for the year in which the differences are expected to reverse. Temporary differences between taxable income reported for financial reporting purposes and income tax purposes are insignificant.

NOTE 1 – THE COMPANY AND SUMMARY OF SIGNIFIGICANT ACCOUNTING POLICIES (Continued)

Net Loss Per Common Share

The Company computes earnings per share under Financial Accounting Standard No. 128, "Earnings Per Share" (SFAS 128). Net loss per common share is computed by dividing net loss by the weighted average number of shares of common stock and dilutive common stock equivalents outstanding during the periods presented. Dilutive common stock equivalents consist of shares issuable upon conversion of convertible preferred shares. During the three months ended March 31, 2025, and 2024, common stock equivalents are not considered in the calculation of the weighted average number of common shares outstanding because they would be anti-dilutive, thereby decreasing the net loss per common share.

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Advertising

The Company follows the policy of charging the costs of advertising to expenses as incurred. For the periods ending March 31, 2025, and 2024, advertising costs were $0, respectively. The Company expects advertising to materially increase as business activities expand and new products are marketed.

Concentrations of Credit Risk

Financial instruments and related items, which potentially subject the Company to concentrations of credit risk, consist primarily of cash, cash equivalents and related party receivables. The Company placed its cash and temporary cash investments with credit quality institutions. At times, such investments may be more than the FDIC insurance limit.

Stock Based Compensation

In December 2002, FASB issued SFAS No. 148, "Accounting for Stock-Based Compensation-Transition and Disclosure-an amendment of SFAS 123." This statement amends SFAS No. 123, "Accounting for Stock-Based Compensation," to provide alternative methods of transition for a voluntary change to the fair value-based method of accounting for stock-based employee compensation. In addition, this statement amends the disclosure requirements of SFAS No. 123 to require prominent disclosures in both annual and interim financial statements about the method of accounting for stock-based employee compensation and the effect of the method used on reported results. The Company has chosen to continue to account for stock-based compensation using the intrinsic value method prescribed in APB Opinion No. 25 and related interpretations. Accordingly, the compensation expense for stock options is measured as the excess, if any, of the fair market value of the Company's stock at the date of the grant over the exercise price of the related option. The Company has adopted the annual disclosure provisions of SFAS No. 148 in its financial reports for the years ended December 31, 2024, and 2023.

Fair Value of Financial Instruments

The carrying values of our financial instruments, including cash, accounts payable and due to related parties approximate their fair value due to the short-term nature of these financial instruments. Financial Accounting Standards Board (“FASB”) Accounting Standards Codification (“ASC”) No. 820, “Fair Value Measurement” defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. It also establishes a three-tier fair value hierarchy, which prioritizes the input used in measuring fair value as follows:

Level 1: Observable inputs such as quoted prices in active markets.

Level 2: Inputs are observable, unadjusted quoted prices in active markets for similar assets or liabilities, unadjusted quoted prices for identical or similar assets or liabilities in markets that are not active, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the related assets or liabilities; and

Level 3: Unobservable inputs that are significant to the measurement of the fair value of the assets or liabilities that are supported by little or no market data.

The Company does not have any assets or liabilities that are required to be measured and recorded at fair value on a recurring basis.

Revenue Recognition

The Company will record revenue in accordance with FASB Accounting Standards Codification ("ASC") as topic 606 ("ASC 606"). The revenue recognition standard in ASC 606 outlines a single comprehensive model for recognizing revenue as performance obligations, defined in a contract with a customer as goods or services transferred to the customer in exchange for consideration, are satisfied. The standard also requires expanded disclosures regarding the Company's revenue recognition policies and significant judgments employed in the determination of revenue. The Company will recognize revenue from the sale of products or services in accordance with ASC 606, "Revenue Recognition" following the five steps procedure:

Step 1: Identify the contract(s) with customers.
Step 2: Identify the performance obligations in the contract.
Step 3: Determine the transaction price.
Step 4: Allocate the transaction price to performance obligations.
Step 5: Recognize revenue when the entity satisfies a performance obligation.

The revenue policies for the new activities are being established as customary in the entertainment industry.

Impairment of Long-Lived Assets

Tangible and intangible assets (excluding goodwill) are assessed at each reporting date for indications that an asset may be impaired. If any such indication exists, or when annual impairment testing for an asset is required, the Company makes an estimate of the asset's recoverable amount. The asset's recoverable amount is the higher of an asset or cash-generating unit's fair value, less costs of disposal and its value in use and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset or a group of assets exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or the group of assets.

Business Combinations

Business Combinations:

Acquisitions.

In accordance with ASC 805 Business Combinations, the Company accounts for all business combinations using the acquisition method of accounting. Under this method, assets and liabilities, including any remaining non-controlling interests, are recognized at fair value at the date of acquisition. The excess of the purchase price over the fair value of assets acquired, net of liabilities assumed, and non-controlling interests is recognized as goodwill. Certain adjustments to the assessed fair values of the assets, liabilities, or non-controlling interests made after the acquisition date, but within the measurement period, which is up to one year, are recorded as adjustments to goodwill. Any adjustments after the measurement period are recorded in income. Any cost or equity method interest that the Company holds in the acquired company prior to the acquisition is re-measured to fair value at acquisition with a resulting gain or loss recognized in income for the difference between fair value and the existing book value. Results of operations of the acquired entity are included in the Company's results from the date of the acquisition onward.

Reverse Mergers.

Effective June 4, 2024, the Company acquired all of the membership interests of Advanced Executive Sales, LLC, converted it from a limited liability company into a C-Corp effective June 18, 2024, and continued to operate it as "Advanced Executive Sales Inc, a Florida corporation ("AES") and wholly owned subsidiary of the Company.

With AES having substantial annual revenues, and with a greater than Fifty percent (50%) change of voting control, the acquisition of AES qualified as a reverse merger based upon accounting principles generally accepted in the United States of America ("GAAP"). Therefore, the acquisition of AES has been treated as a recapitalization of the Company, with the Company (the legal acquirer of AES) considered as the accounting acquiree, and AES considered as the accounting acquirer.

Consequently, the acquisition of AES resulted in an adjustment of the Stockholders' (Deficit) Equity on December 31, 2023, as to the Consolidated Balance Sheets from ($642,830) to -0-

All costs related to the acquisition of AES are being charged to operations as incurred. The historical financial statements presented as of March 31, 2025 and December 31, 2024, are presented under predecessor entity reporting wherein the prior historical information consists solely of acquisition of AES's balance sheet and results of operations and cash flows.

The consolidated financial statements as of March 31, 2025 and December 31, 2024, are presented under successor entity reporting and include the balance sheets of AES and the Company, and the results of operations and cash flows of AES for the three months ended March 31, 2025, and 2024, and the results of operations and cash flows of the Company for the three months ended March 31, 2025 and 2024..

Goodwill

The Company allocates goodwill to reporting units based on the reporting unit expected to benefit from the business combination. We evaluate our reporting units on an annual basis and, if necessary, reassign goodwill using a relative fair value allocation approach. Goodwill is tested for impairment at the reporting unit level (operating segment or one level below an operating segment) on an annual basis and between annual tests if an event occurs or circumstances change that would more likely than not reduce the fair value of a reporting unit below its carrying value. These events or circumstances could include a significant change in the business climate, legal factors, operating performance indicators, competition, or sale or disposition of a significant portion of a reporting unit.

Application of the goodwill impairment test requires judgment, including the identification of reporting units, assignment of assets and liabilities to reporting units, assignment of goodwill to reporting units, and determination of the fair value of each reporting unit. The fair value of each reporting unit is estimated primarily by using a discounted cash flow methodology. This analysis requires significant judgments, including estimation of future cash flows, which is dependent on internal forecasts, estimation of the long-term rate of growth for our business, estimation of the useful life over which cash flows will occur, and determination of our weighted average cost of capital.

NOTE 1 – THE COMPANY AND SUMMARY OF SIGNIFIGICANT ACCOUNTING POLICIES (Continued)

The estimates used to calculate the fair value of a reporting unit change from year to year based on operating results, market conditions, and other factors. Changes in these estimates and assumptions could materially affect the determination of fair value and goodwill impairment for each reporting unit.

Emerging Growth Company Critical Accounting Policy Disclosure

The Company qualifies as an "emerging growth company" under the 2012 JOBS Act. Section 107 of the JOBS Act provides that an emerging growth company can take advantage of the extended transition period provided in Section 7(a)(2)(B) of the Securities Act for complying with new or revised accounting standards. As an emerging grown company, the Company can delay the adoption of certain accounting standards until those standards would otherwise apply to private companies. The Company may elect to take advantage of the benefits of this extended transition period in the future.

Accounts Receivable

Accounts receivable consists of trade receivables, which are recorded at the invoiced amount, net of taxes, allowances for doubtful accounts and prompt payment discounts. Trade receivables do not carry interest. The allowance for doubtful accounts represents management's estimate of the amount of probable credit losses in existing accounts receivable, as determined from a review of past due balances and other specific account data. Account balances are written off against the allowance when management determines the receivable is uncollectible.

Inventories

The Company's inventories are valued at the lower of cost or market, as determined by the first-in, first out ("FIFO") method.

Segment Information

Statement of Financial Accounting Standards No. 131, Disclosures about Segments of an Enterprise, and Related Information (SFAS 131) establishes standards for reporting information regarding operating segments in annual financial statements and requires selected information for those segments to be presented in interim financial reports issued to stockholders. SFAS 131 also establishes standards for related disclosures about products and services and geographic areas. Operating segments are identified as components of an enterprise about which separate discrete financial information is available for evaluation by the chief operating decision maker, or decision-making group, in making decisions to allocate resources and assess performance. The information disclosed herein materially represents all the financial information related to the Company's principal operating segment.

Recent Accounting Pronouncements

We do not expect the adoption of recently issued accounting pronouncements to have a significant impact on the results of operations or financial position.

NOTE 2- GOING CONCERN

Our financial statements have been prepared assuming we will continue as a going concern. However, we have incurred losses each year since inception and have a working capital deficit of $3,301,620 as of March 31, 2025, we have sustained recurring losses totaling $2,913,250 and have a stockholders' deficit of $3,301,620. These conditions, among others, give rise to substantial doubt about our ability to continue as a going concern. Management is continuing to seek additional equity capital to fund the acquisition or to purchase an ongoing business and improve the profitability of existing operations. Until such time, we anticipate our working capital needs will be funded through the issuance of debt and equity instruments. Management believes these steps may provide us with adequate funds to sustain our continued existence. There is, however, no assurance that the steps taken by management will meet all our needs or that we will continue as a going concern. The accompanying financial statements do not include any adjustments that might result from the outcome of this uncertainty.

NOTE 2- GOING CONCERN - Continued

The Company's existence is dependent upon advances from its affiliates, the sale of additional equity stock, loans, and management's ability to develop profitable operations. Management anticipates the Company will attain profitable status and improve its liquidity through the continued developing, marketing, and selling of its live events, branded products, and advertising, as well as additional equity investments in the Company.

The accompanying financial statements do not include any adjustments that might result should the Company be unable to continue as a going concern. To improve the Company's liquidity, the Company is actively pursuing additional equity financing through discussions with investment bankers and private investors. There can be no assurance that the Company will be successful in its effort to secure additional equity financing. If operations and cash flow continue to improve through these efforts, management believes that the Company can continue to operate and achieve profitability. However, no assurance can be given that management's actions will result in profitable operations or the resolution of its liquidity problems.

NOTE 3 – SPIN-OFF

Effective September 12, 2023, the Company entered into a Letter of Intent ("LOI") with Advanced Executive Sales LLC, a Florida limited liability company ("AES") controlled by Mr. Gregory L. Bauer as the sole and Managing Member ("Bauer").

Effective October 9, 2023, the Company entered into a Membership Interest Acquisition Agreement (the "AES Agreement") pursuant to which the Company agreed to acquire all the issued and outstanding membership interests of AES, all of which was owned beneficially and of record by Bauer.

The AES Agreement was scheduled to close on or before October 30, 2023 (the "Closing Date"), however certain conditions precedent to a closing were not met and the Closing Date was extended several times, finally agreeing upon a Closing Date of Thirty (30) days following the filing of the Company's Disclosure Statement for the quarter ending March 31, 2024. The Company filed its March 31, 2024, Disclosure Statement with financial statements on May 15, 2024, following which the Company and Bauer agreed to proceed to a closing of the acquisition of AES subject to the Company completing certain capital restructuring and a final restructuring of the Acquisition Shares (the "Closing Requirements").

The Closing Requirements were completed on or before June 4, 2024, and the contemplated acquisition of AES by the Company closed effective June 4, 2024 (the "Closing").

At Closing, pursuant to an Exchange Agreement effective June 6, 2024, the Company divested itself of the subsidiary Bazelet by redeeming and canceling 500,000 shares of its Series Class A Preferred Stock and assumed accounts payable of $50,000 and three notes totaling $332,775 plus accrued interest on these notes in the amount of $5,595. Pursuant to GAAP, this transaction was treated as a reverse merger recapitalization.

Prior to or at the Closing, the Company (a) completed its capital restructuring by (i) filing with the Nevada Secretary of State the Amended and Restated certificate of Designation of the Series A Convertible Preferred Stock (the "Series A Shares"), and (ii) filing with the Nevada Secretary of State the original Certificate of Designation of the Series B Convertible Preferred Stock and the Amended and Restated Certificate of Designation of the Series B Convertible Preferred Stock (the "Series B Shares"), (iii) filing with the Nevada Secretary of State the second Amended and Restated certificate of Designation of the Series A Convertible Preferred Stock (the "Series A Shares"), (iv) filing with the Nevada Secretary of State the second Amended and Restated certificate of Designation of the Series B Convertible Preferred Stock (the "Series A Shares"); (b) Mr. Michael Elzufon ("Elzufon"), a the former Chief Executive Officer and a Director of the Company ("Elzufon"), (i) agreeing to a limited indemnity on behalf of the Company, AES and Bauer, and (ii) returning all Series B Shares to the Company; and (c) the Company and Bauer agreed to the restructuring of the Acquisition Shares resulting in (i) Bauer receiving the Two Million (2,000,000) shares of the Company's Series B Shares previously returned to the Company by Elzufon, and (ii) Bauer returning Two Hundred Million (200,000,000) shares and retaining the remaining Fifty Million (50,000,000) shares of the Company's Common Stock.

With AES having substantial annual revenues, and with a greater than Fifty percent (50%) change of voting control, the acquisition of AES qualified as a reverse merger based upon accounting principles generally accepted in the United States of America ("GAAP"). Therefore, the acquisition of AES has been treated as a recapitalization of the Company,

NOTE 3 – SPIN-OFF (Continued)

with the Company (the legal acquirer of AES) considered as the accounting acquiree, and AES considered as the accounting acquirer.

All costs related to the acquisition of AES were charged to operations as incurred. The historical financial statements presented as of March 31, 2025, and December 31, 2024, are presented under predecessor entity reporting wherein the prior historical information consists solely of acquisition of AES's balance sheet and results of operations and cash flows.

The consolidated financial statements as of March 31, 2025 and December 31, 2024, are presented under successor entity reporting and include the balance sheets of AES and the Company, and the results of operations and cash flows of AES for the three months ended March 31, 2025 and 2024, and the results of operations and cash flows of the Company for the three months ended March 31, 2025 and 2024..

NOTE 4 – RELATED PARTY TRANSACTIONS

Michael Elzufon, the Company's Director, is owed monies by Bazelet™ for services rendered and for cash he loaned the Company, on behalf of Bazelet™. The amounts owed are displayed on the balance sheet presented in this report.

Walter Tabaschek, the Company's former COO-CFO is owed monies by Bazelet™ for cash he loaned the Company, on behalf of Bazelet™. The amounts owed are displayed on the balance sheet presented as part of the Convertible Notes Payable.

See Note 5 and 6 for the inclusion of these amounts.

NOTE 5 – NOTES PAYABLE

Effective July 26, 2023, the prior subsidiary of the Company issued a promissory note in the amount of $55,775 to Walter Tabaschek, the CFO for the Company's former subsidiary, to settle and fully satisfy two existing loans. This notes plus the accrued interest were assumed by the Company under an Exchange Agreement dated June 6, 2024, and as part of the spin-off of Bazelet™.

The Company's debt consists of the following:

	March 31, 2025	December 31, 2024
Notes payable, 4% interest, interest and principal due upon demand, unsecured.	$ 55,775	$ 55,775
Total due	$ 55,775	$ 55,775
Current Portion	$ 55,775	$ 55,775
Long-term portion	$ -	$ -

The Company has incurred an interest expense of $1,675 for the three months ending March 31, 2025. The Company has interest accrued in the above notes in the amounts of $3,754 as of March 31, 2025, and $18,483 of note-related charges recorded as a related-party payable.

NOTE 6 – NOTES PAYABLE-RELATED PARTY

The Company's related party debt consists of the following:

Pursuant to a Settlement and Mutual Release Agreement dated effective July 31, 2023 (the "2023 Settlement Agreement") the Company issued two promissory notes to Elzufon; one note in the amount of $127,000 related to outstanding loans made by Elzufon to the Company and its former subsidiary ("Related-party Loans Payable"), and payments to third-parties made by Elzufon on behalf of the Company and its former subsidiary ("Third-party-Payments"), resulting in certain accrued and unpaid fees and expense reimbursements due to Elzufon (the "Accrued Expenses"), and a second note in the amount of $150,000 related to the deferred payments due to Elzufon from the Company pursuant to an alleged Employment Agreement between Elzufon and the Company (the "Executive Employment Agreement") under which Elzufon served as the Company's Chief Executive Officer and a Director. These two notes plus the accrued interest were assumed by the Company under an Exchange Agreement dated June 6, 2024, and as part of the spin-off of Bazelet.

	March 31, 2025	December 31, 2024
Notes payable-Convertible, 4% interest, interest and principal due upon demand, unsecured	$ 277,000	$ 277,000
Total due	$ 277,000	$ 277,000
Current Portion	$ -	$ -
Long-term portion	$ 277,000	$ 277,000

The Company has incurred an interest expense of $2,732 for the three months ending March 31, 2025. The Company has interest accrued on the above notes in the amount of $18,483 on March 31, 2025.

NOTE 7 – STOCK DESCRIPTION AND CHANGES

The Company has a total of 750,000,000 shares of $.001 par value capital stock, divided into 745,000,000 shares of Common Stock and 5,000,000 shares of Preferred Stock consisting of three (3) separate classes; Seven Hundred Fifty Thousand (750,000) shares of Series A Preferred Stock; Two Million (2,000,000) shares of Series B Convertible Preferred Stock and Two Million (2,000,000) shares of Series C Convertible Preferred Stock.

Common Stock

The Company is authorized to issue 745,000,000 shares of $.001 par value common stock.

Dividend Rights:

The holders of the common stock are entitled to receive ratably such dividends, if any, as may be declared from time to time by our board of directors out of legally available funds, subject to the payment of preferential dividends or other restrictions on dividends contained in any Preferred Stock Designation, including, without limitation, the Preferred Stock designation establishing a series of Preferred Stock described above. In the event of the dissolution, liquidation or winding up of the Company the holders of our common stock are entitled to share ratably in all assets remaining after

payment of all our liabilities, subject to the preferential distribution rights granted to the holders of any series of our preferred stock in any Preferred Stock Designation, including, without limitation, the Preferred Stock Designation establishing a series of our preferred stock described above.

NOTE 7 – STOCK DESCRIPTION AND CHANGES (Continued)

Voting Rights:

The holders of our common stock are entitled to one vote per share on all matters submitted to a vote of our stockholders; they are entitled to one vote per share on all matters submitted to a vote of our stockholders: they do not have cumulative voting rights or preemptive rights to acquire or subscribe for additional, unissued or treasury shares in accordance with the laws of the State of Nevada. Accordingly, excluding any voting rights granted to any series of our preferred stock. The holders of more than 50 percent of the issued and outstanding shares of the common stock, including holders of the Company's Preferred stock which have "as converted" or other conditional-type voting rights, voting for the election of directors can elect all of the directors if they choose to do so, and in such event, the holders of the remaining shares of the common stock voting for the election of the directors will be unable to elect any person or persons to the board of directors. All outstanding shares of the common stock are fully paid and nonassessable.

The laws of the State of Nevada provide that the affirmative vote of a majority of the holders of the outstanding shares of our common stock and any series of our preferred stock entitled to vote thereon is required to authorize any amendment to our articles of incorporation, any merger or consolidation of the Company with any corporation, or any liquidation or disposition of any substantial assets of the Company.

Conversion Rights: The Holders are not entitled to conversion rights.

Liquidation Rights:

In the event of any liquidation, dissolution or winding up of the Company, whether voluntary or involuntary (a "Liquidation"), the assets of the Company available for distribution to its stockholders shall be distributed first the holders of Preferred stock, as set forth in the respective Certificate of Designation, then to the holders of common stock.

Preferred Stock

The Company is authorized to issue 5,000,000 shares of $.001 par value Preferred Stock. There are currently 4,750,000 shares of Preferred Stock designated, consisting of three (3) separate classes; Seven Hundred Fifty Thousand (750,000) shares of Series A Preferred Stock; Two Million (2,000,000) shares of Series B Convertible Preferred Stock and Two Million (2,000,000) shares of Series C Convertible Preferred Stock

Series A Convertible Preferred Stock:

Dividend Rights. The Holders are not entitled to receive dividends.

Voting Rights. The Holders are not entitled to vote.

Conversion Rights. The Holders are not entitled to conversion rights.

Liquidation Rights. The Holders are not entitled to liquidation rights.

Optional Redemption by the Corporation.

The Company shall have the option to redeem all outstanding shares of Series A Stock from each holder (each a "Series A Shareholder") at any time on an "all or nothing" basis at a redemption price equal to the cost basis of the Series A Stock on the date of the original issuance to the original Series A Shareholder (the "Redemption Price"). Payments of the Redemption Price shall only be made in cash within Sixty (60) days of a notice (a "Redemption Notice") to redeem to be sent by the Corporation to all holders of the Series a Stock outstanding at the time (the "Redemption Period").

NOTE 7 – STOCK DESCRIPTION AND CHANGES (Continued)

Modification Rights.

The Series A Stock cannot be amended without the affirmative vote of Fifty-one percent (51%) of the holders of shares of Series A Stock and the consent by Fifty percent (50%) or more of the Corporation's Board of Directors (the "Board"). Shares of the Series A Stock, once redeemed or cancelled, cannot be reissued as Series A Stock; once all of the Series A Stock is redeemed or otherwise returned to the Corporation, it shall become available for redesignation and reissuance as another class of Preferred Stock with certain rights, privileges, preferences, and restrictions to be determined by the Board at such time of redesignation.

Five Hundred Thousand (500,000) shares of the Series A Stock were redeemed effective June 6, 2024.

Series B Convertible Preferred Stock.

Dividend Rights.

Holders of the Series B Stock shall be entitled to receive dividends or other distributions with the holders of the Company s securities entitled to receive distributions, including but not limited to distributions dividends, Liquidation (as defined below) or other preferences when, and if, declared by the Directors of the Company.

Voting Rights.

Unless waived by the holders of at least 51% of the issued and outstanding Series B Stock, the holders of shares of Series B Stock, together with all classes of Preferred Stock and Common Stock, and all other securities entitled to vote which may be issued and outstanding at the time, shall be entitled to notice of any stockholders' meeting. The holders of shares of Series B Stock, together with all Preferred Stock, Common Stock and all other securities entitled to vote, which may be issued and outstanding at the time, shall vote as a single class. The holders of each share of Series B Stock shall have that number of votes calculated an "as converted" basis.

Conversion Rights.

Each share of Series B Stock shall be convertible, at the option of the holders thereof and subject to a Ten (10) day notice requirement (a "Notice of Conversion"), are convertible at any time (a "Conversion"), into such number of fully paid and non-assessable shares of Common Stock (the "Conversion Shares") as is determined by multiplying:

(i) the number of the total issued and outstanding shares of the Company's Common Stock as of the date of conversion, by

(ii) 0.000002, then

(iii) multiplying that product by the number of shares of Series B Stock to be converted (the "Conversion Rate").

Liquidation Rights.

In the event of any liquidation, dissolution or winding up of the Company, whether voluntary or involuntary (a "Liquidation"), the assets of the Company available for distribution to its stockholders shall be distributed as follows:

NOTE 7 – STOCK DESCRIPTION AND CHANGES (Continued)

(i) The holders of shares of the B Preferred Series shall be entitled to receive, prior to the holders of the other series of Preferred Stock and prior and in preference to any distribution of the assets or surplus funds of the Company to the holders of any other shares of stock of the Company by reason of their ownership of such stock, an amount equal to Three Dollars ($3.00) per share with respect to each share of Series B Preferred owned as of the date of Liquidation, plus all declared but unpaid dividends and interest with respect to such shares, and thereafter they shall share in the net Liquidation proceeds on an “as converted basis” pari passu with the holders of all classes of the Company s capital stock issued and outstanding as of the date of Liquidation on an equal basis.

(ii) If upon occurrence of a Liquidation the assets and funds thus distributed among the holders of shares of the Series B Stock shall be insufficient to permit the payment to such holders of the full preferential amount, then the entire assets and funds of the Company legally available for distribution shall be distributed among the holders of the shares of Series B Stock ratably in proportion to the amounts to which they would otherwise be respectively entitled as if such shareholders of shares of Series B Stock had converted their shares of Series B Stock into shares of the Company’s Common Stock prior to any distribution.

(iii) After payment of the full amounts to the holders of shares of Series B Convertible Preferred as set forth above, with any remaining assets of the Company shall be distributed pro rata to the holders of all other classes of Preferred Stock and Common Stock (in the case of any Preferred Stock, on an “as converted” basis) into Common Stock.

A Liquidation shall be deemed to the sale of all or substantially all of the assets of the Company, unless the Company’s stockholders of record (including the holders of the Series B Stock then issued and outstanding voting on an “as converted” basis), as constituted immediately prior to sale will, immediately after such acquisition or sale (by virtue of securities issued as consideration for the Company’s acquisition or sale or otherwise) hold at least fifty one percent (51%) of the voting power of the surviving or acquiring entity.

Optional Redemption by the Company.

The Company shall have the option to redeem all outstanding shares of Series B Stock at any time on an “all or nothing” basis (the “Redemption Offer”) at a redemption price (the “Redemption Price”) equal to the greater of (a) the Voting Percentage, calculated on an “as converted”, times the Company’s Market Capitalization, or (b) One dollar ($1.00) per share”). Payments of the Redemption Price shall only be made in cash within Sixty (60) days of a notice (a “Redemption Notice”) to redeem to be sent by the Company to all holders of the Series B Stock outstanding at the time (the “Redemption Period”). Failing to effectuate the Redemption within the Redemption Period, the Company may not redeem any of the shares of the Series B Stock for a period of One Hundred Eighty days (the “Standstill Period”). The Standstill Period shall follow any subsequent Redemption Offer for as long as any of the Series B Stock is outstanding. “Market Capitalization “shall mean the higher of (a) the Shareholders Equity, or (b) the total number of shares of the Company’s Common Stock issued and outstanding, on an “as converted” basis, times the trailing Five (5) day average closing price of the Company’s shares as listed on OTCMarkets.com or other national stock exchange.

Modification of Rights.

The Series B Stock cannot be amended without the affirmative vote of Fifty-one percent (51%) of the holders of shares of Series B Stock and the consent by Fifty percent (50%) or more of the Company’s Board of Directors (the “Board”). Shares of the Series B Stock, once redeemed or cancelled, cannot be reissued as Series B Stock; once all of the Series B Stock is redeemed or otherwise returned to the Company, it shall become available for redesignation and reissuance as another class of Preferred Stock with certain rights, privileges, preferences, and restrictions to be determined by the Board at such time of redesignation.

NOTE 7 – STOCK DESCRIPTION AND CHANGES (Continued)

The Company does not currently have an adequate number of authorized shares of common stock for the conversion of the Series B Stock.

Series C Convertible Preferred Stock:

Dividend Rights.

Holders of the Series C Stock shall be entitled to receive dividends or other distributions with the holders of the Company s securities entitled to receive distributions, including but not limited to distributions dividends, Liquidation (as defined below) or other preferences when, and if, declared by the Directors of the Company.

Voting Rights.

Unless waived by the holders of at least 51% of the issued and outstanding Series C Stock, the holders of shares of Series C Stock, together with all classes of Preferred Stock and Common Stock, and all other securities entitled to vote which may be issued and outstanding at the time, shall be entitled to notice of any stockholders' meeting. The holders of shares of Series C Stock, together with all Preferred Stock, Common Stock and all other securities entitled to vote, which may be issued and outstanding at the time, shall vote as a single class. The holders of each share of Series C Stock shall have that number of votes calculated an "as converted" basis.

Conversion Rights.

Each share of Series C Stock shall be convertible, at the option of the holders thereof and subject to a Ten (10) day notice requirement (a "Notice of Conversion"), are convertible at any time (a "Conversion"), into such number of fully paid and non-assessable shares of Common Stock (the "Conversion Shares") as is determined by multiplying:

(i) the number of the total issued and outstanding shares of the Company's Common Stock as of the date of conversion, by 0.0000015, then

(ii) multiplying that product by the number of shares of Series A Stock to be converted (the "Conversion Rate").

Liquidation Rights.

In the event of any liquidation, dissolution or winding up of the Company, whether voluntary or involuntary (a "Liquidation"), the assets of the Company available for distribution to its stockholders shall be distributed as follows:

(i) The holders of shares of the Series C Stock shall be entitled to receive, prior to the holders of the other series of Preferred Stock and prior and in preference to any distribution of the assets or surplus funds of the Company to the holders of any other shares of stock of the Company by reason of their ownership of such stock, an amount equal to One Dollar Fifty Cents ($1.50) per share with respect to each share of Series A Stock owned as of the date of Liquidation, plus all declared but unpaid dividends and interest with respect to such shares, and thereafter they shall share in the net Liquidation proceeds on an "as converted basis" pari passu with the holders of all classes of the Company's Common Stock and other classes of Preferred Stock issued and outstanding as of the date of Liquidation, on an equal basis.

(ii) If upon the occurrence of a Liquidation the assets and funds thus distributed among the holders of shares of the Series C Stock shall be insufficient to permit the payment to such holders of the full

NOTE 7 – STOCK DESCRIPTION AND CHANGES (Continued)

(iii) preferential amount, then the entire assets and funds of the Company legally available for distribution shall be

(iv) distributed among the holders of the shares of Series C Stock ratably in proportion to the amounts to which they would otherwise be respectively entitled as if such shareholders of shares of Series C Stock had converted their shares of Series C Stock into shares of the Company's Common Stock prior to any distribution

(v) After payment of the full amounts to the holders of shares of Series C Convertible Preferred as to set forth above, with any remaining assets of the Company shall be distributed pro rata to the holders of all other classes of Preferred Stock and Common Stock (in the case of any Preferred Stock, on an "as converted" basis) into Common Stock.

A Liquidation shall be deemed to the sale of all or substantially all of the assets of the Company , unless the Company's stockholders of record (including the holders of the Series C Stock then issued and outstanding voting on an "as converted" basis), as constituted immediately prior to sale will, immediately after such acquisition or sale (by virtue of securities issued as consideration for the Company's acquisition or sale or otherwise) hold at least fifty one percent (51%) of the voting power of the surviving or acquiring entity.

Optional Redemption by the Company.

The Company shall have the option to redeem all outstanding shares of Series A Stock from each holder (each a "Series C Shareholder") at any time on an "all or nothing" basis at a redemption price equal to One Dollar Fifty Cents ($1.50) per share of the Series C Stock (the "Redemption Price"). Payments of the Redemption Price shall only be made in cash within Sixty (60) days of a notice (a "Redemption Notice") to redeem to be sent by the Company to all holders of the Series C Stock outstanding at the time (the "Redemption Period").

Modification of Rights.

The Series C Stock cannot be amended without the affirmative vote of Fifty-one percent (51%) of the holders of shares of Series C Stock and the consent by Fifty percent (50%) or more of the Company's Board of Directors. Shares of the Series C Stock, once redeemed or cancelled, cannot be reissued as Series C Stock; once all of the Series C Stock is redeemed or otherwise returned to the Company, it shall become available for redesignation and reissuance as another class of Preferred Stock with certain rights, privileges, preferences, and restrictions to be determined by the Board at such a time of redesignation. The Company does not have any shares of the Series C Stock issued.

NOTE 8 – DERIVATIVE LIABILITY

The Company has convertible Series B Preferred Stock and two notes payable outstanding on March 31, 2025, that are convertible into Company's common stock to be issued upon conversion of the preferred stock and notes based on the current conversion formula into shares of common stock.

Due to there being no explicit limit to the number of shares to be delivered upon settlement of the above conversion option embedded in the Preferred Stock, the conversion feature is classified as derivative liabilities and recorded at fair value. Liability has been established for the conversion rate into common stock for the Series B Preferred Stock and the notes for the period ending March 31, 2025. The decrease for the three months ending March 31, 2025, was $34,671.

Pursuant to ASC 815, "Derivatives and Hedging," the Company recognized the fair value of the embedded conversion feature of the Preferred Stock and the two notes. During the period ending March 31, 2025, the Company recorded a mark-to-market adjustment based on the fair value of the derivative liability on that date which has resulted in a reduction of $34,671 to operations during this period. The fair value of the derivative liability was determined using the Black-Scholes

NOTE 8 – DERIVATIVE LIABILITY(Continued)

option pricing model with a quoted market price of $.021, a conversion price of fifty percent of the closing bid price with minimal trading volume and high expected volatility.

The following table sets forth by level with the fair value hierarchy of the Company's financial assets and liabilities measured at fair value on March 31, 2025:

	Level 1	Level 2	Level 3	Total
Assets				
None	$ -	$ -	$ -	$ -
Liabilities				
Derivative Financial instruments	$ -	$ -	$ 3,152,233	$ 3,152,233

NOTE 9 – COMMITMENTS AND CONTINGENCIES

The Company did not have any Commitments or Contingencies on March 31. 2025.

NOTE 10 – LEGAL

The Company did not have any outstanding legal matters on March 31, 2025. For information as to previous years, please see the Company's periodic reports for Fiscal 2014-2021 filed with the OTC Markets Group Inc. at http://www.otckmarkets.com).

NOTE 11 - SUBSEQUENT EVENTS

In accordance with ASC 855-10, the Company analyzed its operations after March 31, 2025 through the date these financial statements were issued and has determined that it has no subsequent events to disclose in these financial statements.