

**Creatd, Inc.**

1111B S Governors Ave STE 20721  
Dover, DE 19904

---

(646) 859-5747

<https://www.creatd.com/>

[ir@creatd.com](mailto:ir@creatd.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:

The number of shares of common stock, par value \$.001, outstanding is 10,320,500 as of March 31, 2025.

The number of shares of Preferred stock, par value \$.001, outstanding was 19,560 as of March 31, 2025.

### **Shell Status**

Indicate by check mark whether the company is a shell company (as defined in Rule 405 of the Securities Act of 1933, Rule 12b-2 of the Exchange Act of 1934 and Rule 15c2-11 of the Exchange Act of 1934):

Yes: ☐ No: ☒

Indicate by check mark whether the company's shell status has changed since the previous reporting period:

Yes: ☐ No: ☒

### **Change in Control**

Indicate by check mark whether a Change in Control<sup>14</sup> of the company has occurred during this reporting period:

Yes: ☐ No: ☒

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

---

<sup>14</sup> "Change in Control" shall mean any events resulting in:

(i) Any "person" (as such term is used in Sections 13(d) and 14(d) of the Exchange Act) becoming the "beneficial owner" (as defined in Rule 13d-3 of the Exchange Act), directly or indirectly, of securities of the Company representing fifty percent (50%) or more of the total voting power represented by the Company's then outstanding voting securities;

(ii) The consummation of the sale or disposition by the Company of all or substantially all of the Company's assets;

(iii) A change in the composition of the Board occurring within a two (2)-year period, as a result of which fewer than a majority of the directors are directors immediately prior to such change; or

(iv) The consummation of a merger or consolidation of the Company with any other corporation, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or its parent) at least fifty percent (50%) of the total voting power represented by the voting securities of the Company or such surviving entity or its parent outstanding immediately after such merger or consolidation.

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

Creatd, Inc., formerly Jerrick Media Holdings, Inc. (“Creatd” or the “Company”), is a publicly traded technology and media company operating across three primary business verticals: Vocal, Flyte, and the OG Collection. Vocal is the Company’s proprietary digital publishing platform that enables content creation, discovery, and monetization across a network of niche communities. Flyte is a private aviation business offering real-time charter flight booking through its proprietary application. The OG Collection is an e-commerce and IP monetization platform focused on legacy media, archival content, and collectible products. Through these verticals, Creatd is building a capital-efficient ecosystem designed to unlock long-term value through technology, media, and real-world services.

The Company was originally incorporated under the laws of the State of Nevada on December 30, 1999, under the name LILM, Inc. The Company changed its name on December 3, 2013, to Great Plains Holdings, Inc. as part of its plan to diversify its business.

On February 5, 2016 (the “Closing Date”), GTPH, GPH Merger Sub, Inc., a Nevada corporation and wholly-owned subsidiary of GTPH (“Merger Sub”), and Jerrick Ventures, Inc., a privately-held Nevada corporation headquartered in New Jersey (“Jerrick”), entered into an Agreement and Plan of Merger (the “Merger”) pursuant to which the Merger Sub was merged with and into Jerrick, with Jerrick surviving as a wholly-owned subsidiary of GTPH (the “Merger”). GTPH acquired, pursuant to the Merger, all of the outstanding capital stock of Jerrick in exchange for issuing Jerrick’s shareholders (the “Jerrick Shareholders”), pro-rata, a total of 950 shares of GTPH’s common stock. In connection therewith, GTPH acquired 33,415 shares of Jerrick’s Series A Convertible Preferred Stock (the “Jerrick Series A Preferred”) and 8,064 shares of Series B Convertible Preferred Stock (the “Jerrick Series B Preferred”).

In connection with the Merger, on the Closing Date, GTPH and Kent Campbell entered into a Spin-Off Agreement (the “Spin-Off Agreement”), pursuant to which Mr. Campbell purchased from GTPH (i) all of GTPH’s interest in Ashland Holdings, LLC, a Florida limited liability company, and (ii) all of GTPH’s interest in Lil Marc, Inc., a Utah corporation, in exchange for the cancellation of 79 shares of GTPH’s Common Stock held by Mr. Campbell. In addition, Mr. Campbell assumed all debts, obligations and liabilities of GTPH, including any existing prior to the Merger, pursuant to the terms and conditions of the Spin-Off Agreement.

Upon closing of the Merger on February 5, 2016, the Company changed its business plan to that of Jerrick.

Effective February 28, 2016, GTPH entered into an Agreement and Plan of Merger (the “Statutory Merger Agreement”) with Jerrick, pursuant to which GTPH became the parent company of Jerrick Ventures, LLC, a wholly-owned operating subsidiary of Jerrick (the “Statutory Merger”) and GTPH changed its name to Jerrick Media Holdings, Inc. to better reflect its new business strategy.

On June 26, 2017, the Company filed to form Abacus Pty Ltd, an Australian-based entity, as a wholly-owned subsidiary of the Company.

On September 9, 2020, the Company filed a certificate of amendment with the Secretary of State of the State of Nevada to change its name to “Creatd, Inc.”, which became effective on September 10, 2020.

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

The company was incorporated in the state of Nevada on February 5, 2016, and is currently active with the State of Nevada.

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

Included in the above summary.

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

None

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

On March 7, 2022, the Company acquired 100% of the membership interests of Denver Bodega, LLC, d/b/a Basis, a Colorado limited liability company ("Basis"). Basis is a direct-to-consumer functional beverage brand that makes high-electrolyte mixes meant to aid hydration. Denver Bodega, LLC has been consolidated due to the Company's ownership of 100% voting control, and the results of operations have been included since the date of acquisition in the consolidated statements of operations and comprehensive loss.

On April 24, 2022, the Company filed a certificate of amendment with the Secretary of State of the State of Delaware to change the name of OG Gallery, Inc. to "OG Collection, Inc."

On August 1, 2022, the Company acquired 51% of the membership interests of Orbit Media LLC ("Orbit"), a New York limited liability company. Orbit is an app-based stock trading platform designed to empower a new generation of investors. Orbit has been consolidated due to the Company's ownership of 51% voting control, and the results of operations have been included since the date of acquisition in the consolidated statements of operations and comprehensive loss.

On September 13, 2022, the Company acquired 100% of the membership interests of Brave Foods, LLC ("Brave"), a Maine limited liability company. Brave is a plant-based food company that provides convenient and healthy breakfast food products. Brave Foods, LLC has been consolidated due to the Company's ownership of 100% voting control, and the results of operations have been included since the date of acquisition in the consolidated statements of operations and comprehensive loss.

On December 13, 2022, an investor entered into a Subscription Agreement whereby it purchased from OG Collection, Inc., a subsidiary of the Company ("OG"), 150,000 shares of common stock of OG for a purchase price of \$750,000, and, in connection therewith OG, the Company, and the Investor entered into a Shareholder Agreement.

On January 9, 2023, the Company acquired an additional 51% of the equity interest in WHE Agency, Inc. bringing its total ownership to 95%.

On January 11, 2023, the Company filed a membership agreement to form CEOBLOC, LLC a wholly owned subsidiary of the Company.

On January 25, 2023, the Company acquired an additional 24.3% equity interest in Dune, Inc. bringing its total ownership to 75%.

On February 1, 2023, an investor entered into a Subscription Agreement whereby it purchased from OG Collection, Inc., a subsidiary of the Company ("OG"), 50,000 shares of common stock of OG for a purchase price of \$250,000, and, in connection therewith OG, the Company, and the Investor entered into a Shareholder Agreement.

On February 3, 2023, the Company acquired an additional 5% of the membership interests of Orbit Media, LLC., bringing its total membership interests to 56%.

On February 7, 2023, the Company acquired an additional 11% equity interest in Dune, Inc. bringing its total ownership to 85%.

On May 30, 2023, the Company acquired an additional 11% equity interest in Dune, Inc. bringing its total ownership to 96%.

On June 30, 2023, the Company acquired an additional 10% of the membership interests of Plant Camp, LLC, bringing its total ownership to 100%.

On July 28, 2023, the Company acquired an additional 17.5% of the membership interests of Orbit Media, LLC, bringing its total membership interests to 74%.

On July 31, 2023, the Company filed a Certificate of Incorporation with the state of Nevada to form Vocal, Inc., a wholly owned subsidiary. Vocal's assets, which had been developed directly under the Company since 2016, were reorganized into this new entity. This restructuring marked a significant step in the growth and evolution of Vocal, which began as part of the Company's business strategy to create a digital publishing platform supporting creators

On October 8, 2023, the Company entered into an Assignment and Assumption Agreement whereby Omega Eats, LLC was assigned 92.5% of the assets owned by Creatd Ventures, LLC pertaining to the operations of Brave and Denver Bodega DBA basis in exchange for \$1 in cash consideration at closing and the assumption of \$214,295 in liabilities related to the operations of these products.

On December 6, 2023, the Company spun-out Orbit Media, LLC, retaining an 17.5% membership interest and returning the remaining membership interest to the founders. As of December 6, 2023, Orbit is no longer consolidated due to the Company's ownership of less than 50% voting control and membership interests.

On July 17, 2024, Creatd entered into a strategic securities swap agreement with Hollywall Entertainment, Inc. Under this agreement, Creatd issued 16,578 shares of its common stock (CRTD) to Hollywall, while Hollywall issued 726,769 shares of its common stock (HWAL) to Creatd. This swap represents a minimum of 0.5% equity in each company, with the agreement forming part of a broader commitment towards potential expanded collaboration, subject to further due diligence.

On July 26, 2024, Creatd acquired 100% of the membership interests in S96 NYC, LLC (Studio 96 Publishing) from Ayelet Abitbul. The terms of the acquisition involved Creatd issuing 35,000 shares of common stock at a cost basis of \$1.20 per share and 65,000 warrants with an exercise price of \$1.20.

On August 1, 2024, Vocal, Inc. granted 48.61% of its membership interests, in the form of shares of Preferred Stock to officers, board members, employees, and consultants ("Key Drivers") involved with operations of Vocal.

On August 1, 2024, OG Collection, Inc. granted 46% of its membership interests, in the form of shares of Preferred Stock to Key Drivers involved with operations of OG Collection.

On August 9, 2024, Vocal, Inc. granted an additional 3.01% of its membership interests, in the form of shares of Preferred Stock, to Key Drivers involved with operations of Vocal.

On August 12, 2024, OG Collection, Inc. granted an additional 1.5% of its membership interests, in the form of shares of Preferred Stock to Key Drivers involved with operations of OG Collection.

On August 20, 2024, the Company acquired 0.5% of equity in Geopulse Explorations, Inc. a holding company focused on owning and developing technologies in the cannabis industry. As consideration for this acquisition, Geopulse Explorations received 21,675 shares of the Company's common stock.

On October 21, 2024, Vocal, Inc. granted an additional 6.56% of its membership interests, in the form of shares of Preferred Stock, to Key Drivers involved with operations of Vocal.

On November 11, 2024, the Company acquired 5% of equity in THEPOWERHOUSE, LLC, the parent company of thehouseofarts.com and several influential ventures spanning art, fashion, and design. As consideration for this acquisition, The Powerhouse LLC received 333,333 shares of the Company's common stock.

On November 26, 2024, the Company acquired 1% of equity in Enzolytics, Inc. a biotechnology company focused on developing in the pharmaceutical industry. As consideration for this acquisition, Enzolytics received 39,824 shares of the Company's common stock. See Note 14 - Subsequent Events.

On February 27, 2025, the Company acquired 100% of the equity of Flewber Global, Inc., a private aviation company offering real-time charter flight booking through its proprietary app. As consideration for this acquisition, the Company issued 556,140 shares of its common stock valued at \$556,140, 9,342 shares of Preferred G Stock valued at \$7,006,500, and 7,006,500 warrants with an assessed value of \$0.90/warrant.

Address of the issuer's principal executive office:

We are a remote-only company. Accordingly, we do not maintain a headquarters. For purposes of compliance with applicable requirements of the Securities Act of 1933, as amended, or the Securities Act and Section 21E of the Securities Exchange Act of 1934, as amended, or the Exchange Act, any stockholder communication required to be sent to our principal executive offices may be directed to 1111B S Governors Ave, STE 20721, Dover, DE 19904.

Address of the issuer's principal place of business:

☒ Check if principal executive office and principal place of business are the same address:

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

No: ☒ Yes: ☐

## 2) Security Information

### **Transfer Agent**

Name: Pacific Stock Transfer Company  
Phone: 702-361-3033  
Email: ipstc@pacificstocktransfer.com  
Address: 6725 Via Austi Pkwy, Suite 300, Las Vegas, Nevada 89119

### **Publicly Quoted or Traded Securities:**

*The goal of this section is to provide a clear understanding of the share information for its publicly quoted or traded equity securities. Use the fields below to provide the information, as applicable, for all outstanding classes of securities that are publicly traded/quoted.*

Trading symbol:	CRTD
Exact title and class of securities outstanding:	Common
CUSIP:	225265305
Par or stated value:	\$0.001
Total shares authorized:	3,000,000,000 as of March 31, 2025

Total shares outstanding:	10,320,500 as of March 31, 2025
Total number of shareholders of record:	266 as of March 31, 2025

*Please provide the above-referenced information for all other publicly quoted or traded securities of the issuer.*

Trading symbol:	CRTDW
Exact title and class of securities outstanding:	Warrant
CUSIP:	225265115
Par or stated value:	\$0.001
Total shares authorized:	2,885,621 as of March 31, 2025
Total shares outstanding:	2,542,500 as of March 31, 2025
Total number of shareholders of record:	9 as of as of March 31, 2025

**Other classes of authorized or outstanding equity securities that do not have a trading symbol:**

*The goal of this section is to provide a clear understanding of the share information for its other classes of authorized or outstanding equity securities (e.g., preferred shares that do not have a trading symbol). Use the fields below to provide the information, as applicable, for all other authorized or outstanding equity securities.*

Exact title and class of the security:	Preferred Series E
Par or stated value:	\$0.001
Total shares authorized:	8,000 as of March 31, 2025
Total shares outstanding:	450 as of March 31, 2025
Total number of shareholders of record:	5 as of March 31, 2025

Exact title and class of the security:	Preferred Series F
Par or stated value:	\$0.001
Total shares authorized:	5,500,000 as of March 31, 2025
Total shares outstanding:	2,403 as of March 31, 2025
Total number of shareholders of record:	2 as of March 31, 2025

Exact title and class of the security:	Preferred Series G
Par or stated value:	\$0.001
Total shares authorized:	500,000 as of March 31, 2025
Total shares outstanding:	13,059 as of March 31, 2025
Total number of shareholders of record:	30 as of March 31, 2025

Exact title and class of the security:	Preferred Series H
Par or stated value:	\$0.001
Total shares authorized:	5,500,000 as of March 31, 2025
Total shares outstanding:	3,798 as of March 31, 2025
Total number of shareholders of record:	8 as of March 31, 2025

**Security Description:**

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

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

The Common Stock of the Company is eligible to receive dividends per share as declared by the Company's Board of Directors. The holders of Company Common Stock are entitled to one vote per share of Common Stock held on all matters that may be voted upon by stockholders are required by law and the Company's Articles of Incorporation and Bylaws. The Common Stock has no preemptive rights.

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

**Series E Preferred Stock**

The shares of Series E Preferred Stock have a stated value of \$1,000 per share and are convertible into Common Stock at the election of the holder of the Series E Preferred Stock, at any time following the Original Issue Date at a price of \$2,060 per share, subject to adjustment. Each holder of Series E Preferred Stock shall be entitled to receive, with respect to each share of Series E Preferred Stock then outstanding and held by such holder, dividends on an as-converted basis in the same form as dividends actually paid on shares of the Common Stock when, as and if such dividends are paid on shares of the Common Stock.

The holders of Series E Preferred Stock shall be paid pari passu with the holders of Common Stock with respect to payment of dividends and rights upon liquidation and shall have no voting rights. In addition, as further described in the Series E Designation, as long as any of the shares of Series E Preferred Stock are outstanding, the Company shall not, without the affirmative vote of the holders of a majority of the then outstanding shares of Series E Preferred Stock, (a) alter or change adversely the powers, preferences or rights given to the Series E Preferred Stock or alter or amend this Series E Designation, (b) amend its certificate of incorporation or other charter documents in any manner that adversely affects any rights of the holders of the Series E Preferred Stock, (c) increase the number of authorized shares of Series E Preferred Stock, or (d) enter into any agreement with respect to any of the foregoing.

Each share of Series E Preferred Stock shall be convertible, at any time and from time to time at the option of the holder of such shares, into that number of shares of Common Stock determined by dividing the Series E Stated Value by the Conversion Price, subject to certain beneficial ownership limitations.

**Series F Preferred Stock**

The shares of Series F Preferred Stock have a stated value of \$1,000 per share and are convertible into Common Stock at the election of the holder of the Series F Preferred Stock, at any time following the Original Issue Date at a price of \$5.00 per share, subject to adjustment. Each holder of Series F Preferred Stock shall be entitled to receive, with respect to each share of Series F Preferred Stock then outstanding and held by such holder, dividends on an as-converted basis in the same

form as dividends actually paid on shares of the Common Stock when, as and if such dividends are paid on shares of the Common Stock.

The Holder shall be entitled to vote on an as-converted basis (subject to the Beneficial Ownership Limitation), together with the holders of Common Stock, with respect to any question upon which the holders of Common Stock have the right to vote, except as may be otherwise provided by applicable law. Except as otherwise expressly provided herein or as required by law, the Holders and the holders of Common Stock shall vote together and not as separate classes. Moreover, as long as any shares of Preferred Stock are outstanding, the Corporation shall not, without the affirmative vote of the Holders of a majority of the then outstanding shares of the Preferred Stock, (a) alter or change adversely the powers, preferences or rights given to the Preferred Stock or alter or amend this Certificate of Designation, (b) amend its certificate of incorporation or other charter documents in any manner that adversely affects any rights of the Holders, (c) increase the number of authorized shares of Preferred Stock, or (d) enter into any agreement with respect to any of the foregoing. The "Beneficial Ownership Limitation" shall be 4.99% (or, upon election by a Holder prior to the issuance of any shares of Preferred Stock, 9.99%) of the number of shares of the Common Stock outstanding immediately after giving effect to the issuance of shares of Common Stock issuable upon conversion of Preferred Stock held by the applicable Holder.

#### **Series G Preferred Stock**

The shares of Series G Preferred Stock have a stated value of \$750 per share and are convertible into Common Stock at the election of the holder of the Series G Preferred Stock, at any time following the Original Issue Date at a price of \$1.00 per share, subject to adjustment. Each holder of Series G Preferred Stock shall be entitled to receive, with respect to each share of Series G Preferred Stock then outstanding and held by such holder, dividends on shares of Preferred Stock equal (on an as-if-converted-to-Common-Stock basis) to and in the same form as dividends actually paid on shares of the Common Stock when, as and if such dividends are paid on shares of the Common Stock. No other dividends shall be paid on shares of Preferred Stock.

The Holder shall be entitled to vote on an as-converted basis (subject to the Beneficial Ownership Limitation), together with the holders of Common Stock, with respect to any question upon which the holders of Common Stock have the right to vote, except as may be otherwise provided by applicable law. Except as otherwise expressly provided herein or as required by law, the Holders and the holders of Common Stock shall vote together and not as separate classes. Moreover, as long as any shares of Preferred Stock are outstanding, the Corporation shall not, without the affirmative vote of the Holders of a majority of the then outstanding shares of the Preferred Stock, (a) alter or change adversely the powers, preferences or rights given to the Preferred Stock or alter or amend this Certificate of Designation, (b) amend its certificate of incorporation or other charter documents in any manner that adversely affects any rights of the Holders, (c) increase the number of authorized shares of Preferred Stock, or (d) enter into any agreement with respect to any of the foregoing. The "Beneficial Ownership Limitation" shall be 4.99% (or, upon election by a Holder prior to the issuance of any shares of Preferred Stock, 9.99%) of the number of shares of the Common Stock outstanding immediately after giving effect to the issuance of shares of Common Stock issuable upon conversion of Preferred Stock held by the applicable Holder.

#### **Series H Preferred Stock**



The shares of Series H Preferred Stock have a stated value of \$100 per share and are convertible into Common Stock at the election of the holder of the Series G Preferred Stock, at any time following the Original Issue Date at a price of \$1.00 per share, subject to adjustment. Each holder of Series H Preferred Stock shall be entitled to receive, with respect to each share of Series H Preferred Stock then outstanding and held by such holder, dividends on shares of Preferred Stock equal (on an as-if-converted-to-Common-Stock basis) to and in the same form as dividends actually paid on shares of the Common Stock when, as and if such dividends are paid on shares of the Common Stock. No other dividends shall be paid on shares of Preferred Stock.

The Holder shall be entitled to vote on an as-converted basis (subject to the Beneficial Ownership Limitation), together with the holders of Common Stock, with respect to any question upon which the holders of Common Stock have the right to vote, except as may be otherwise provided by applicable law. Except as otherwise expressly provided herein or as required by law, the Holders and the holders of Common Stock shall vote together and not as separate classes. Moreover, as long as any shares of Preferred Stock are outstanding, the Corporation shall not, without the affirmative vote of the Holders of a majority of the then outstanding shares of the Preferred Stock, (a) alter or change adversely the powers, preferences or rights given to the Preferred Stock or alter or amend this Certificate of Designation, (b) amend its certificate of incorporation or other charter documents in any manner that adversely affects any rights of the Holders, (c) increase the number of authorized shares of Preferred Stock, or (d) enter into any agreement with respect to any of the foregoing. The "Beneficial Ownership Limitation" shall be 4.99% (or, upon election by a Holder prior to the issuance of any shares of Preferred Stock, 9.99%) of the number of shares of the Common Stock outstanding immediately after giving effect to the issuance of shares of Common Stock issuable upon conversion of Preferred Stock held by the applicable Holder.

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

N/A

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.**

N/A

**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: ☒

All values have been updated to reflect the 1:500 reverse stock split of our common stock effectuated on January 24, 2024.

Shares Outstanding Opening Balance: Date: 1/1/2023 Common: 78,125 Preferred: 450			*Right-click the rows below and select "Insert" to add rows as needed.						
Date of Transaction	Transaction type (e.g., new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to. ***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.
12/28/2022	Issuance	600	Common	\$100	No	Andrew Arno	Warrant Exercise	Unrestricted	S-1
1/17/2023	Issuance	227	Common	\$350	No	1800 Diagonal Lending LLC; Curt Kramer	Note Conversion	Unrestricted	Rule 144
1/25/2023	Issuance	3,125	Common	\$337.50	No	Dorado Goose LLC; Tommy Wang	Cash	Restricted	N/A
1/25/2023	Issuance	200	Common	\$337.50	No	Punch Inc; Tom Punch	M&A	Restricted	N/A
2/7/2023	Issuance	2,002	Common	\$315	No	Punch Inc; Tom Punch	M&A	Restricted	N/A
2/8/2023	Issuance	3,326	Common	\$310	No	Chelsea Pullano	Services	Restricted	N/A
2/8/2023	Issuance	1,155	Common	\$310	No	Robby Tal	Services	Restricted	N/A
2/8/2023	Issuance	21,385	Common	\$310	No	Jeremy Frommer	Services	Restricted	N/A
2/8/2023	Issuance	11,790	Common	\$310	No	Justin Maury	Services	Restricted	N/A
2/8/2023	Issuance	2,418	Common	\$310	No	Erica Wager	Services	Restricted	N/A
2/8/2023	Issuance	3,878	Common	\$310	No	Peter Majar	Services	Restricted	N/A
2/8/2023	Issuance	3,740	Common	\$310	No	Tom Punch	Services	Restricted	N/A
2/8/2023	Issuance	1,803	Common	\$310	No	Gina Callea	Services	Restricted	N/A
2/8/2023	Issuance	509	Common	\$310	No	Christian Johnson	Services	Restricted	N/A
2/8/2023	Issuance	221	Common	\$310	No	Allie Mennen	Services	Restricted	N/A
2/8/2023	Issuance	1,709	Common	\$310	No	Tracy Willis	Services	Restricted	N/A
2/8/2023	Issuance	1,176	Common	\$310	No	Brielle Jeffries	Services	Restricted	N/A
2/8/2023	Issuance	725	Common	\$310	No	Rachel David	Services	Restricted	N/A
2/8/2023	Issuance	851	Common	\$310	No	Max Avellaneda	Services	Restricted	N/A
2/8/2023	Issuance	444	Common	\$310	No	Blake O'Connor	Services	Restricted	N/A
2/8/2023	Issuance	406	Common	\$310	No	Caitlin Nightingale	Services	Restricted	N/A
2/8/2023	Issuance	396	Common	\$310	No	Sara Friedland	Services	Restricted	N/A
2/8/2023	Issuance	562	Common	\$310	No	Christopher Riggio	Services	Restricted	N/A
2/8/2023	Issuance	560	Common	\$310	No	Gina Bochis	Services	Restricted	N/A
2/8/2023	Issuance	360	Common	\$310	No	Fiona Lenz	Services	Restricted	N/A
2/8/2023	Issuance	322	Common	\$310	No	Briana Bazail	Services	Restricted	N/A
2/8/2023	Issuance	357	Common	\$310	No	Nick Scibilia	Services	Restricted	N/A
2/8/2023	Issuance	248	Common	\$310	No	Ameya Rao	Services	Restricted	N/A
2/10/2023	Issuance	8,667	Common	\$287.50	No	Dorado Goose LLC; Tommy Wang	Note Conversion	Restricted	N/A

2/13/2023	Issuance	400	Common	\$294	No	Anson Investments Master Fund LP; Amin Nathoo	Warrant Exercise	Unrestricted	S-1
2/13/2023	Issuance	100	Common	\$294	No	Anson East Master Fund LP; Amin Nathoo	Warrant Exercise	Unrestricted	S-1
2/13/2023	Issuance	75	Common	\$294	No	L1 Capital Global Opportunities Master Fund; David Feldman	Warrant Exercise	Unrestricted	S-1
2/13/2023	Issuance	5,000	Common	\$294	No	Dorado Goose LLC; Tommy Wang	Note Conversion	Restricted	N/A
2/13/2023	Issuance	250	Common	\$294	No	Nicholas Scibilia	M&A	Restricted	N/A
2/13/2023	Issuance	200	Common	\$294	No	Tracy Willis	M&A	Restricted	N/A
2/14/2023	Issuance	169	Common	\$240	No	Linda Mackay	Warrant Exercise	Unrestricted	S-1
2/14/2023	Issuance	21	Common	\$240	No	Punch Inc; Tom Punch	Services	Restricted	N/A
2/15/2023	Issuance	690	Common	\$245	No	Andrew Arno	Warrant Exercise	Unrestricted	S-1
2/16/2023	Issuance	1,865	Common	\$225	No	Joseph Reda	Warrant Exercise	Unrestricted	S-1
2/16/2023	Issuance	924	Common	\$225	No	Jonathan Schechter	Warrant Exercise	Unrestricted	S-1
2/17/2023	Issuance	100	Common	\$210.50	No	Gregory Castaldo	Warrant Exercise	Unrestricted	S-1
2/28/2023	Issuance	2,500	Common	\$85.50	No	Arthur Rosen	Services	Restricted	N/A
3/7/2023	Issuance	1,286	Common	\$133.50	No	Anson Investments Master Fund LP; Amin Nathoo	Warrant Exercise	Unrestricted	S-1
3/7/2023	Issuance	321	Common	\$133.50	No	Anson East Master Fund LP; Amin Nathoo	Warrant Exercise	Unrestricted	S-1
3/8/2023	Issuance	386	Common	\$100	No	L1 Capital Global Opportunities Master Fund; David Feldman	Warrant Exercise	Unrestricted	S-1
3/10/2023	Issuance	804	Common	\$100	No	Joseph Reda	Warrant Exercise	Unrestricted	S-1
3/10/2023	Issuance	96	Common	\$100	No	Andrew Arno	Warrant Exercise	Unrestricted	S-1
3/13/2023	Issuance	3,000	Common	\$77.50	Yes	Coventry Enterprises LLC; Jack Bodenstein	Cash	Unrestricted	S-1
3/13/2023	Issuance	320	Common	\$77.50	No	Gregory Castaldo	Warrant Exercise	Unrestricted	S-1
3/14/2023	Issuance	88	Common	\$56.50	No	Punch Inc; Tom Punch	Services	Restricted	N/A
3/27/2023	Issuance	579	Common	\$65	No	Elizabeth Palughi	Services	Restricted	N/A
3/27/2023	Issuance	116	Common	\$65	No	Gladstone Corporation; Stan Elbaum	Services	Restricted	N/A
3/27/2023	Issuance	3,091	Common	\$65	No	Christian Johnson	Services	Restricted	N/A
4/26/2023	Issuance	450	Common	\$57	No	Integra Consulting Group LLC; Jeremy Roe	Services	Restricted	N/A
4/26/2023	Issuance	200	Common	\$57	No	John Luppo	Services	Restricted	N/A
4/26/2023	Issuance	500	Common	\$57	No	Luppo Ministries; John Luppo	Services	Restricted	N/A
4/26/2023	Issuance	200	Common	\$57	No	Gladstone Corporation; Stan Elbaum	Services	Restricted	N/A
5/3/2023	Issuance	2,820	Common	\$44	No	Coventry Enterprises LLC; Jack Bodenstein	Cash	Unrestricted	S-1
5/3/2023	Issuance	5,459	Common	\$44	No	Coventry Enterprises LLC; Jack Bodenstein	Cash	Unrestricted	S-1
5/16/2023	Issuance	750	Common	\$35	No	FirstFire Global Opportunities Fund LLC; Eli Fireman	Loan Incentive	Restricted	N/A
5/30/2023	Issuance	1,139	Common	\$28	No	Henry Springer	Note Conversion	Restricted	N/A
5/30/2023	Issuance	463	Common	\$28	No	Mark DeLuca	M&A	Restricted	N/A
5/30/2023	Issuance	520	Common	\$28	No	Stephanie Roy Dufault	M&A	Restricted	N/A

5/31/2023	Issuance	200	Common	\$28.50	No	Gladstone Corporation; Stan Elbaum	Services	Restricted	N/A
6/20/2023	Issuance	2,765	Common	\$21.50	No	Coventry Enterprises LLC; Jack Bodenstein	Cash	Unrestricted	S-1
6/20/2023	Issuance	2,356	Common	\$21.50	No	Coventry Enterprises LLC; Jack Bodenstein	Cash	Unrestricted	S-1
6/20/2023	Issuance	3,022	Common	\$21.50	No	Jeremy Frommer	Services	Restricted	N/A
6/20/2023	Issuance	2,500	Common	\$21.50	No	Justin Maury	Services	Restricted	N/A
6/20/2023	Issuance	2,000	Common	\$21.50	No	Peter Majar	Services	Restricted	N/A
6/20/2023	Issuance	100	Common	\$21.50	No	Chelsea Pullano	Services	Restricted	N/A
6/20/2023	Issuance	500	Common	\$21.50	No	Erica Wagner	Services	Restricted	N/A
6/20/2023	Issuance	1,150	Common	\$21.50	No	Robert Tal	Services	Restricted	N/A
6/20/2023	Issuance	2,000	Common	\$21.50	No	Eric Pickens	Services	Restricted	N/A
6/20/2023	Issuance	100	Common	\$21.50	No	Gina Callea	Services	Restricted	N/A
6/20/2023	Issuance	333	Common	\$21.50	No	Christopher Riggio	Services	Restricted	N/A
6/20/2023	Issuance	333	Common	\$21.50	No	Gina Bochis	Services	Restricted	N/A
6/20/2023	Issuance	333	Common	\$21.50	No	Rachel David	Services	Restricted	N/A
6/20/2023	Issuance	100	Common	\$21.50	No	Jessica Lee	Services	Restricted	N/A
6/29/2023	Issuance	1,000	Common	\$22	No	Gladstone Corporation; Stan Elbaum	Services	Restricted	N/A
6/29/2023	Issuance	1,300	Common	\$22	No	John Luppo	Services	Restricted	N/A
6/30/2023	Issuance	200	Common	\$22.50	No	Angela Hein	M&A	Restricted	N/A
6/30/2023	Issuance	200	Common	\$22.50	No	Heidi Brown	M&A	Restricted	N/A
7/10/2023	Issuance	866	Common	\$12.50	No	L1 Capital Global Opportunities Master Fund; David Feldman	Warrant Exercise	Unrestricted	S-1
7/10/2023	Issuance	10,395	Common	\$12.50	No	Joseph Reda	Warrant Exercise	Unrestricted	S-1
7/10/2023	Issuance	4,428	Common	\$12.50	No	Gregory Castaldo	Warrant Exercise	Unrestricted	S-1
7/10/2023	Issuance	2,310	Common	\$12.50	No	Andrew Arno	Warrant Exercise	Unrestricted	S-1
7/10/2023	Issuance	481	Common	\$12.51	No	Brio Capital Master Fund Ltd.; Shaye Hirsch	Warrant Exercise	Unrestricted	S-1
7/11/2023	Issuance	4,500	Common	\$36.50	No	Coventry Enterprises LLC; Jack Bodenstein	Loan Incentive	Unrestricted	S-1
7/28/2023	Issuance	2,188	Common	\$20.50	No	Nicholas Scibilia	M&A	Restricted	N/A
7/31/2023	Issuance	4,000	Common	\$21	No	Quick Capital LLC; Eilon Natan	Loan Incentive	Restricted	N/A
8/28/2023	Issuance	1,047	Common	\$16	No	Joseph Reda	Note Conversion	Unrestricted	Rule 144
8/28/2023	Issuance	10,000	Common	\$16	No	Joseph Reda	Note Conversion	Unrestricted	Rule 144
9/5/2023	Issuance	200	Common	\$17	No	John Luppo	Services	Restricted	N/A
9/5/2023	Issuance	500	Common	\$17	No	Ronald Nash	Services	Restricted	N/A
9/5/2023	Issuance	2,050	Common	\$17	No	Integra Consulting Group LLC; Jeremy Roe	Services	Restricted	N/A
9/5/2023	Issuance	1,454	Common	\$17	No	Gladstone Corporation; Stan Elbaum	Services	Restricted	N/A
9/5/2023	Issuance	8,255	Common	\$11.77	No	Coventry Enterprises LLC; Jack Bodenstein	Cash	Unrestricted	S-1

9/8/2023	Issuance	2,000	Common	\$15	No	Gladstone Corporation; Stan Elbaum	Services	Restricted	N/A
9/14/2023	Issuance	500	Common	\$9.50	No	Ronald Nash	Services	Restricted	N/A
9/14/2023	Issuance	5,000	Common	\$9.50	No	Gladstone Corporation; Stan Elbaum	Services	Restricted	N/A
9/18/2023	Issuance	7,717	Common	\$8.50	No	Joseph Reda	Note Conversion	Restricted	N/A
9/26/2023	Issuance	1,250	Common	\$10.50	No	FirstFire Global Opportunities Fund LLC; Eli Fireman	Loan Incentive	Restricted	N/A
10/3/2023	Issuance	12,000	Common	\$7.50	No	Joseph Reda	Note Conversion	Unrestricted	Rule 144
10/6/2023	Issuance	10,000	Common	\$11	No	Dorado Goose LLC; Tommy Wang	Loan Incentive	Restricted	N/A
10/11/2023	Issuance	3,056	Common	\$15	No	L1 Capital Global Opportunities Master Fund; David Feldman	Note Conversion	Unrestricted	Rule 144
10/13/2023	Issuance	343	Common	\$18.50	No	Andrew Arno	Note Conversion	Unrestricted	Rule 144
10/13/2023	Issuance	11,507	Common	\$18.50	No	Laurie Weisberg	Services	Restricted	N/A
10/20/2023	Issuance	8,485	Common	\$8.84	No	Coventry Enterprises LLC; Jack Bodenstein	Cash	Unrestricted	S-1
10/23/2023	Issuance	2,941	Common	\$8.50	No	James Satloff TTEE Dustin Nathaniel Satloff 06/01/93	Cash	Restricted	N/A
10/23/2023	Issuance	2,941	Common	\$8.50	No	James Satloff TTEE Jean Satloff Trust 08/07/96	Cash	Restricted	N/A
10/23/2023	Issuance	2,941	Common	\$8.50	No	James Satloff & Emily Satloff JTEN	Cash	Restricted	N/A
10/23/2023	Issuance	2,941	Common	\$8.50	No	James Satloff TTEE Emily U Satloff Family Trust 03/25/93	Cash	Restricted	N/A
10/23/2023	Issuance	2,000	Common	\$8.50	No	Gregory Castaldo	Cash	Restricted	N/A
10/23/2023	Issuance	5,000	Common	\$8.50	No	Joseph Reda	Cash	Restricted	N/A
10/23/2023	Issuance	2,000	Common	\$8.50	No	Jonathan Schechter	Cash	Restricted	N/A
10/23/2023	Issuance	3,493	Common	\$8.50	No	L1 Capital Global Opportunities Master Fund; David Feldman	Cash	Restricted	N/A
10/23/2023	Issuance	3,000	Common	\$11	No	FirstFire Global Opportunities Fund LLC; Eli Fireman	Loan Incentive	Restricted	N/A
10/27/2023	Issuance	2,250	Common	\$8.50	No	Gina Callea	Services	Restricted	N/A
10/27/2023	Issuance	2,250	Common	\$8.50	No	Rachel David	Services	Restricted	N/A
11/1/2023	Issuance	10,000	Common	\$8	No	Auctus Fund LLC; Lou Posner	Loan Incentive	Restricted	N/A
11/2/2023	Issuance	13,053	Common	\$9	No	Quick Capital LLC; Eilon Natan	Loan Incentive	Restricted	N/A
11/3/2023	Issuance	8,058	Common	\$5.44	Yes	Coventry Enterprises LLC; Jack Bodenstein	Cash	Unrestricted	S-1
11/9/2023	Issuance	20,000	Common	\$6.50	No	Lucosky Brookman LLP; Seth Brookman	Services	Restricted	N/A
11/9/2023	Issuance	2,000	Common	\$6.50	No	Ayelet Abitbul	Services	Restricted	N/A
11/20/2023	Issuance	7,342	Common	\$4.61	Yes	Coventry Enterprises LLC; Jack Bodenstein	Cash	Unrestricted	S-1
11/27/2023	Issuance	9,000	Common	\$7	No	FirstFire Global Opportunities Fund LLC; Eli Fireman	Loan Incentive	Restricted	N/A
11/30/2023	Issuance	6,870	Common	\$4.37	Yes	Coventry Enterprises LLC; Jack Bodenstein	Cash	Unrestricted	S-1
12/1/2023	Issuance	4,688	Common	\$6	Yes	1800 Diagonal Lending LLC; Curt Kramer	Note Conversion	Unrestricted	Rule 144
12/5/2023	Issuance	5,172	Common	\$5	Yes	Joseph Reda	Note Conversion	Unrestricted	Rule 144

12/6/2023	Issuance	15,000	Common	\$4.50	Yes	1800 Diagonal Lending LLC; Curt Kramer	Note Conversion	Unrestricted	Rule 144
12/11/2023	Issuance	5,748	Common	\$4	Yes	1800 Diagonal Lending LLC; Curt Kramer	Note Conversion	Unrestricted	Rule 144
12/12/2023	Issuance	10,116	Common	\$3.59	Yes	Coventry Enterprises LLC; Jack Bodenstein	Cash	Unrestricted	S-1
12/15/2023	Issuance	16,000	Common	\$5	No	Joseph Reda	Note Conversion	Unrestricted	Rule 144
12/22/2023	Issuance	22,000	Common	\$5	No	FirstFire Global Opportunities Fund LLC; Eli Fireman	Loan Incentive	Restricted	N/A
1/4/2024	Issuance	14,704	Common	\$1.89	Yes	Coventry Enterprises LLC; Jack Bodenstein	Cash	Unrestricted	S-1
1/9/2024	Issuance	20,000	Common	\$5.00	No	Joseph Reda	Note Conversion	Unrestricted	Rule 144
1/10/2024	Issuance	14,000	Common	\$2.00	No	Quick Capital LLC; Eilon Natan	Loan Incentive	Restricted	N/A
1/24/2024	Issuance	18,920	Common	\$3.40	No	Misc.	Reverse Split Rounding	Various	N/A
2/9/2024	Issuance	364	Preferred	\$1,000	No	Andrew Arno	Conversion into Preferred	Restricted	N/A
2/9/2024	Issuance	480	Preferred	\$1,000	No	Anson East Master Fund LP; Amin Nathoo	Conversion into Preferred	Restricted	N/A
2/9/2024	Issuance	1,915	Preferred	\$1,000	No	Anson Investments Master Fund LP; Amin Nathoo	Conversion into Preferred	Restricted	N/A
2/9/2024	Issuance	142	Preferred	\$1,000	No	Brio Capital Master Fund Ltd.; Shaye Hirsch	Conversion into Preferred	Restricted	N/A
2/9/2024	Issuance	20	Preferred	\$1,000	No	Daniel Ripp	Conversion into Preferred	Restricted	N/A
2/9/2024	Issuance	2,253	Preferred	\$1,000	No	Dorado Goose LLC; Tommy Wang	Conversion into Preferred	Restricted	N/A
2/9/2024	Issuance	595	Preferred	\$1,000	No	Gregory Castaldo	Conversion into Preferred	Restricted	N/A
2/9/2024	Issuance	30	Preferred	\$1,000	No	James Satloff TTEE Dustin Nathaniel Satloff 06/01/93	Conversion into Preferred	Restricted	N/A
2/9/2024	Issuance	30	Preferred	\$1,000	No	James Satloff TTEE Jean Satloff Trust 08/07/96	Conversion into Preferred	Restricted	N/A
2/9/2024	Issuance	30	Preferred	\$1,000	No	James Satloff & Emily Satloff JTEN	Conversion into Preferred	Restricted	N/A
2/9/2024	Issuance	30	Preferred	\$1,000	No	James Satloff TTEE Emily U Satloff Family Trust 03/25/93	Conversion into Preferred	Restricted	N/A
2/9/2024	Issuance	198	Preferred	\$1,000	No	Jonathan Schechter	Conversion into Preferred	Restricted	N/A
2/9/2024	Issuance	1,216	Preferred	\$1,000	No	Joseph Reda	Conversion into Preferred	Restricted	N/A
2/9/2024	Issuance	410	Preferred	\$1,000	No	L1 Capital Global Opportunities Master Fund; David Feldman	Conversion into Preferred	Restricted	N/A
2/12/2024	Issuance	16,424	Common	\$5	No	Joseph Reda	Note Conversion	Unrestricted	Rule 144
2/28/2024	Issuance	2,300	Common	\$4.90	No	Gina Callea	Services	Restricted	N/A
3/12/2024	Issuance	10,000	Common	\$6.60	No	Brian McLain	Services	Restricted	N/A
3/12/2024	Issuance	7,143	Common	\$3.50	Yes	Leonard Schiller	Cash	Restricted	N/A
3/12/2024	Issuance	10,000	Common	\$6.60	No	John Lupp	Services	Restricted	N/A
3/14/2024	Issuance	15,000	Common	\$8	No	Network 1 Advisory	Services	Restricted	N/A
3/15/2024	Issuance	1,287	Common	\$3.50	Yes	John Lupp	Note Conversion	Restricted	N/A

3/15/2024	Issuance	16,000	Common	\$5	No	Anson East Master Fund LP; Amin Nathoo	Conversion of Preferred to Common	Restricted	N/A
3/15/2024	Issuance	64,000	Common	\$5	No	Anson Investments Master Fund LP; Amin Nathoo	Conversion of Preferred to Common	Restricted	N/A
3/15/2024	Issuance	80,000	Common	\$5	No	Joseph Reda	Conversion of Preferred to Common	Restricted	N/A
3/15/2024	Issuance	39,600	Common	\$5	No	Jonathan Schechter	Conversion of Preferred to Common	Restricted	N/A
3/15/2024	Issuance	40,000	Common	\$5	No	Gregory Castaldo	Conversion of Preferred to Common	Restricted	N/A
3/18/2024	Issuance	72,800	Common	\$5	No	Andrew Arno	Conversion of Preferred to Common	Restricted	N/A
3/18/2024	Rescission	-343	Common	\$12.50	No	Andrew Arno	Cancellation of Note Conversion	N/A	N/A
3/19/2024	Issuance	5,000	Common	\$8	No	Auctus Fund LLC; Lou Posner	Note Conversion	Unrestricted	S-1
3/20/2024	Issuance	24,000	Common	\$5	No	James Satloff	Conversion of Preferred to Common	Restricted	N/A
3/22/2024	Issuance	51,895	Common	\$5	No	MACK Financial Solutions LLC; Chelsea Pullano	Services	Restricted	N/A
3/26/2024	Issuance	23,848	Common	\$3.52	Yes	Coventry Enterprises LLC; Jack Bodenstein	Cash	Unrestricted	S-1
3/26/2024	Issuance	3,500	Common	\$4.75	No	FirstFire Global Opportunities Fund LLC; Eli Fireman	Loan Incentive	Restricted	N/A
3/25/2024	Issuance	3,000	Common	\$5.57	No	Quick Capital LLC; Eilon Natan	Loan Incentive	Restricted	N/A
4/8/2024	Issuance	10,000	Common	\$2.50	Yes	Alan Eckard	Cash	Restricted	N/A
4/22/2024	Issuance	172,550	Common	\$1.81	No	Jeremy Frommer	Payable Conversion	Restricted	N/A
4/22/2024	Issuance	102,938	Common	\$1.81	No	Justin Maury	Payable Conversion	Restricted	N/A
4/22/2024	Issuance	72,928	Common	\$1.81	No	Robert Tal	Payable Conversion	Restricted	N/A
4/22/2024	Issuance	18,508	Common	\$1.81	No	Christopher Riggio	Payable Conversion	Restricted	N/A
4/22/2024	Issuance	17,698	Common	\$1.81	No	Gina Bochis	Payable Conversion	Restricted	N/A
4/22/2024	Issuance	65,052	Common	\$1.81	No	Aya Abitbul	Payable Conversion	Restricted	N/A
4/22/2024	Issuance	103,545	Common	\$1.81	No	Peter Majar	Payable Conversion	Restricted	N/A
4/22/2024	Issuance	38,546	Common	\$1.81	No	Erica Wagner	Payable Conversion	Restricted	N/A
4/22/2024	Issuance	30,357	Common	\$1.81	No	Eric Pickens	Payable Conversion	Restricted	N/A
4/22/2024	Issuance	69,723	Common	\$1.81	No	MACK Financial Solutions LLC; Chelsea Pullano	Payable Conversion	Restricted	N/A



5/17/2024	Rescission	-10,000	Common	\$2.30	No	Brian McLain	Services	Restricted	N/A
4/22/2024	Issuance	11,436	Common	\$1.81	No	Gina Callea	Services	Restricted	N/A
5/28/2024	Issuance	55,000	Common	\$1.80	No	Thinkmill Investments Unit Trust; Jed Watson & Boris Bozic	Services	Restricted	N/A
6/7/2024	Issuance	14,706	Common	\$1.79	No	Eric Pickens	Payable Conversion	Restricted	N/A
6/7/2024	Issuance	43,015	Common	\$1.79	No	MACK Financial Solutions LLC; Chelsea Pullano	Payable Conversion	Restricted	N/A
6/7/2024	Issuance	39,152	Common	\$1.79	No	Justin Maury	Payable Conversion	Restricted	N/A
6/7/2024	Issuance	40,586	Common	\$1.79	No	Robert Tal	Payable Conversion	Restricted	N/A
6/7/2024	Issuance	30,054	Common	\$1.79	No	Erica Wagner	Payable Conversion	Restricted	N/A
6/7/2024	Issuance	9,375	Common	\$1.79	No	Gina Bochis	Payable Conversion	Restricted	N/A
6/7/2024	Issuance	42,647	Common	\$1.79	No	Peter Majar	Payable Conversion	Restricted	N/A
6/25/2024	Issuance	82,000	Common	\$5.00	No	L1 Capital Global Opportunities Master Fund; David Feldman	Conversion of Preferred to Common	Restricted	N/A
6/25/2024	Issuance	163,200	Common	\$5.00	No	Joe Reda	Conversion of Preferred to Common	Restricted	N/A
6/25/2024	Issuance	28,400	Common	\$5.00	No	Brio Capital Master Fund Ltd.; Shaye Hirsch	Conversion of Preferred to Common	Restricted	N/A
6/27/2024	Issuance	38,000	Common	\$5.00	No	Anson East Master Fund LP; Amin Nathoo	Conversion of Preferred to Common	Restricted	N/A
6/27/2024	Issuance	152,000	Common	\$5.00	No	Anson Investments Master Fund LP; Amin Nathoo	Conversion of Preferred to Common	Restricted	N/A
6/27/2024	Issuance	79,000	Common	\$5.00	No	Gregory Castaldo	Conversion of Preferred to Common	Restricted	N/A
6/26/2024	Issuance	45,858	Common	\$1.59	No	Justin Maury	Payable Conversion	Restricted	N/A
6/26/2024	Issuance	16,332	Common	\$1.59	No	Jeremy Frommer	Payable Conversion	Restricted	N/A
6/26/2024	Issuance	45,858	Common	\$1.59	No	Robert Tal	Payable Conversion	Restricted	N/A
6/26/2024	Issuance	42,308	Common	\$1.59	No	Peter Majar	Payable Conversion	Restricted	N/A
6/26/2024	Issuance	8,588	Common	\$1.59	No	Aya Abitbul	Payable Conversion	Restricted	N/A
6/26/2024	Issuance	25,642	Common	\$1.59	No	MACK Financial Solutions LLC; Chelsea Pullano	Payable Conversion	Restricted	N/A
6/26/2024	Issuance	32,118	Common	\$1.59	No	Erica Wagner	Payable Conversion	Restricted	N/A
7/2/2024	Issuance	231,815	Common	\$1.18	No	FirstFire Global Opportunities Fund LLC; Eli Fireman	Note Conversion	Unrestricted	Rule 144

7/5/2024	Issuance	2,060	Common	\$1.10	No	James Satloff	Loan Incentive	Restricted	N/A
7/8/2024	Issuance	9,615	Common	\$1.07	No	Gina Callea	Services	Restricted	N/A
7/10/2024	Issuance	275,000	Common	\$1.20	No	Quick Capital LLC; Eilon Natan	Note Conversion	Unrestricted	Rule 144
7/15/2024	Issuance	128,205	Common	\$0.32	Yes	Coventry Enterprises LLC; Jack Bodenstein	Note Conversion	Unrestricted	Rule 144
7/17/2024	Issuance	16,578	Common	\$1.00	No	Hollywall Entertainment; Roxanna Green	Shares Issued for Acquisition	Restricted	N/A
7/22/2024	Issuance	171,039	Common	\$0.78	No	1800 Diagonal Lending LLC; Curt Kramer	Note Conversion	Unrestricted	Rule 144
7/22/2024	Issuance	10,461	Common	\$0.90	No	1800 Diagonal Lending LLC; Curt Kramer	Loan Incentive	Unrestricted	Rule 144
7/24/2024	Issuance	165,000	Common	\$0.94	No	Thinkmill Investments Unit Trust; Jed Watson & Boris Bozic	Services	Restricted	N/A
7/25/2024	Issuance	20,000	Common	\$5.00	No	Anson East Master Fund LP; Amin Nathoo	Conversion of Preferred to Common	Unrestricted	S-1
7/25/2024	Issuance	80,000	Common	\$5.00	No	Anson Investments Master Fund LP; Amin Nathoo	Conversion of Preferred to Common	Unrestricted	S-1
7/26/2024	Issuance	35,000	Common	\$1.09	No	Studio96; Ayelet Abitbul	Shares Issued for Acquisition	Restricted	N/A
7/29/2024	Issuance	81,924	Common	\$1.20	No	Auctus Fund LLC; Lou Posner	Note Conversion	Unrestricted	Rule 144
7/31/2024	Issuance	11,400	Common	\$5.00	No	Anson East Master Fund LP; Amin Nathoo	Conversion of Preferred to Common	Unrestricted	S-1
7/31/2024	Issuance	45,600	Common	\$5.00	No	Anson Investments Master Fund LP; Amin Nathoo	Conversion of Preferred to Common	Unrestricted	S-1
8/1/2024	Issuance	4,000	Common	\$5.00	No	Daniel Ripp	Conversion of Preferred to Common	Restricted	N/A
8/13/2024	Issuance	125,000	Common	\$0.85	No	AKJO-26, LLC; Albert Makali	Services	Restricted	N/A
8/20/2024	Issuance	5,000	Common	\$0.84	No	Gladstone Corporation; Stan Elbaum	Services	Restricted	N/A
8/20/2024	Issuance	5,000	Common	\$0.84	No	Gina Callea	Services	Restricted	N/A
8/27/2024	Issuance	67	Preferred	750	No	Joseph Reda	Cash	Restricted	N/A
8/28/2024	Issuance	134	Preferred	750	No	Christian Johnson	Services	Restricted	N/A
8/30/2024	Issuance	62	Preferred	\$750	No	Joe Reda	Note Conversion	Restricted	N/A
8/30/2024	Issuance	62	Preferred	\$750	No	Richard Molinsky	Note Conversion	Restricted	N/A
9/3/2024	Issuance	435	Preferred	\$750	No	Dorado Goose LLC; Tommy Wang	Note Conversion	Restricted	N/A
9/6/2024	Issuance	34	Preferred	750	No	Dorado Goose LLC; Tommy Wang	Note Conversion	Restricted	N/A
9/12/2024	Issuance	161,346	Common	\$0.26	Yes	Coventry Enterprises LLC; Jack Bodenstein	Note Conversion	Unrestricted	Rule 144
9/19/2024	Issuance	34	Preferred	750	No	Joe Reda	Cash	Restricted	N/A
9/20/2024	Issuance	34	Preferred	750	No	Dorado Goose LLC; Tommy Wang	Cash	Restricted	N/A
9/27/2024	Issuance	456	Common	\$0.38	No	Erica Wagner	Services	Restricted	N/A
9/27/2024	Issuance	116	Common	\$0.38	No	Peter Majar	Services	Restricted	N/A

9/30/2024	Cancellation	-172,550	Common	\$0.42	N/A	Jeremy Frommer	Cancellation of Payable Conversion	N/A	N/A
9/30/2024	Cancellation	-102,938	Common	\$0.42	N/A	Justin Maury	Cancellation of Payable Conversion	N/A	N/A
9/30/2024	Cancellation	-72,928	Common	\$0.42	N/A	Robert Tal	Cancellation of Payable Conversion	N/A	N/A
9/30/2024	Cancellation	-18,508	Common	\$0.42	N/A	Christopher Riggio	Cancellation of Payable Conversion	N/A	N/A
9/30/2024	Cancellation	-17,698	Common	\$0.42	N/A	Gina Bochis	Cancellation of Payable Conversion	N/A	N/A
9/30/2024	Cancellation	-65,052	Common	\$0.42	N/A	Aya Abitbul	Cancellation of Payable Conversion	N/A	N/A
9/30/2024	Cancellation	-103,545	Common	\$0.42	N/A	Peter Majar	Cancellation of Payable Conversion	N/A	N/A
9/30/2024	Cancellation	-38,546	Common	\$0.42	N/A	Erica Wagner	Cancellation of Payable Conversion	N/A	N/A
9/30/2024	Cancellation	-69,723	Common	\$0.42	N/A	MACK Financial Solutions; Chelsea Pullano	Cancellation of Payable Conversion	N/A	N/A
9/30/2024	Cancellation	-43,015	Common	\$0.42	N/A	MACK Financial Solutions; Chelsea Pullano	Cancellation of Payable Conversion	N/A	N/A
9/30/2024	Cancellation	-39,152	Common	\$0.42	N/A	Justin Maury	Cancellation of Payable Conversion	N/A	N/A
9/30/2024	Cancellation	-40,586	Common	\$0.42	N/A	Robert Tal	Cancellation of Payable Conversion	N/A	N/A
9/30/2024	Cancellation	-30,054	Common	\$0.42	N/A	Erica Wagner	Cancellation of Payable Conversion	N/A	N/A
9/30/2024	Cancellation	-9,375	Common	\$0.42	N/A	Gina Bochis	Cancellation of Payable Conversion	N/A	N/A
9/30/2024	Cancellation	-42,647	Common	\$0.42	N/A	Peter Majar	Cancellation of Payable Conversion	N/A	N/A
9/30/2024	Cancellation	-45,858	Common	\$0.42	N/A	Justin Maury	Cancellation of Payable Conversion	N/A	N/A
9/30/2024	Cancellation	-16,332	Common	\$0.42	N/A	Jeremy Frommer	Cancellation of Payable Conversion	N/A	N/A
9/30/2024	Cancellation	-45,858	Common	\$0.42	N/A	Robert Tal	Cancellation of Payable Conversion	N/A	N/A

9/30/2024	Cancellation	-42,308	Common	\$0.42	N/A	Peter Majar	Cancellation of Payable Conversion	N/A	N/A
9/30/2024	Cancellation	-8,588	Common	\$0.42	N/A	Aya Abitbul	Cancellation of Payable Conversion	N/A	N/A
9/30/2024	Cancellation	-25,642	Common	\$0.42	N/A	MACK Financial Solutions; Chelsea Pullano	Cancellation of Payable Conversion	N/A	N/A
9/30/2024	Cancellation	-32,118	Common	\$0.42	N/A	Erica Wagner	Cancellation of Payable Conversion	N/A	N/A
10/1/24	Cancellation	-23,000	Common	\$5.00	N/A	Anson East Master Fund LP; Amin Nathoo	Recission of Preferred Conversion to Common	N/A	N/A
10/1/24	Cancellation	-92,000	Common	\$5.00	N/A	Anson Investments Master Fund LP; Amin Nathoo	Recission of Preferred Conversion to Common	N/A	N/A
10/1/24	Issuance	224	Preferred	\$100.00	No	Aya Abitbul	Shares issued for settlement of liabilities	Restricted	N/A
10/1/24	Issuance	140	Preferred	\$100.00	No	Christopher Riggio	Shares issued for settlement of liabilities	Restricted	N/A
10/1/24	Issuance	331	Preferred	\$100.00	No	Erica Wagner	Shares issued for settlement of liabilities	Restricted	N/A
10/1/24	Issuance	642	Preferred	\$100.00	No	Jeremy Frommer	Shares issued for settlement of liabilities	Restricted	N/A
10/1/24	Issuance	636	Preferred	\$100.00	No	Justin Maury	Shares issued for settlement of liabilities	Restricted	N/A
10/1/24	Issuance	563	Preferred	\$100.00	No	MACK Financial Solutions	Shares issued for settlement of liabilities	Restricted	N/A
10/1/24	Issuance	630	Preferred	\$100.00	No	Peter Majar	Shares issued for settlement of liabilities	Restricted	N/A
10/1/24	Issuance	632	Preferred	\$100.00	No	Robert Tal	Shares issued for settlement of liabilities	Restricted	N/A
11/6/24	Issuance	150,000	Common	\$0.36	Yes	Coventry Enterprises LLC; Jack Bodenstein	Common stock issued upon conversion of notes payable	Unrestricted	S-1
11/7/24	Issuance	107,689	Common	\$0.72	No	Thinkmill Investments Unit Trust; Jed Watson & Boris Bozic	Stock based compensation	Restricted	N/A
11/11/24	Issuance	333,333	Common	\$1.00	No	ThePowerhouse LLC; Samuel Bernstein	Shares issued for acquisition of minority interest	Restricted	N/A
11/12/24	Issuance	185,000	Common	\$0.79	No	Jessica Skube	Shares issued for settlement of liabilities	Restricted	N/A

11/18/24	Issuance	13,333	Common	\$0.90	No	Richard Molinsky	Cash received for common stock	Restricted	N/A
11/18/24	Issuance	13,333	Common	\$0.90	No	Leonard Schiller	Cash received for common stock	Restricted	N/A
11/25/24	Issuance	48,458	Common	\$0.83	No	Brio Financial; David Briones	Shares issued for settlement of liabilities	Restricted	N/A
11/25/24	Issuance	108	Preferred	\$750.00	No	Brio Financial; David Briones	Shares issued for settlement of liabilities	Restricted	N/A
11/25/24	Issuance	388,889	Common	\$0.83	No	Lucosky Brookman; Joseph Lucosky & Seth Brookman	Shares issued for settlement of liabilities	Restricted	N/A
11/25/24	Issuance	867	Preferred	\$750.00	No	Lucosky Brookman; Joseph Lucosky & Seth Brookman	Shares issued for settlement of liabilities	Restricted	N/A
11/26/24	Issuance	39,824	Common	\$0.83	No	Enzolytics Inc; Harry Zhabilov	Shares issued for acquisition of marketable securities	Restricted	N/A
12/2/24	Issuance	57,635	Common	\$0.17	Yes	Coventry Enterprises LLC; Jack Bodenstein	Common stock issued upon conversion of notes payable	Unrestricted	S-1
12/10/24	Issuance	37,500	Common	\$0.61	No	FirstFire Global Opportunities Fund LLC; Eli Fireman	Cash received for common stock	Restricted	N/A
12/10/24	Issuance	62,500	Common	\$0.61	No	Quick Capital LLC; Eilon Natan	Cash received for common stock	Restricted	N/A
12/18/24	Issuance	5,198	Common	\$0.40	No	Thinkmill Investments Unit Trust; Jed Watson & Boris Bozic	Services	Restricted	N/A
12/23/24	Issuance	800	Common	\$0.40	No	Lindy Tsang	Shares issued for settlement of liabilities	Restricted	N/A
12/23/24	Issuance	12,600	Common	\$0.40	No	R&L Life; Rachael Simari	Shares issued for settlement of liabilities	Restricted	N/A
1/6/2025	Issuance	167,000	Common	\$1.00	No	Anson East Master Fund LP; Amin Nathoo	Conversion from Preferred F to Common	Unrestricted	S-1
1/22/2025	Issuance	34	Preferred	\$750.00	No	Gregory Castaldo	Cash received for Preferred Stock	Restricted	N/A
1/22/2025	Issuance	34	Preferred	\$750.00	No	Joseph Reda	Cash received for Preferred Stock	Restricted	N/A
1/22/2025	Issuance	34	Preferred	\$750.00	No	SEG Opportunity Fund, LLC; Joseph Reda & Jonathan Schechter	Cash received for Preferred Stock	Restricted	N/A
1/22/2025	Issuance	34	Preferred	\$750.00	No	Richard Molinsky	Cash received for Preferred Stock	Restricted	N/A
1/22/2025	Issuance	234	Preferred	\$750.00	No	SEG Opportunity Fund, LLC; Joseph Reda & Jonathan Schechter	Cash received for Preferred Stock	Restricted	N/A
1/23/2025	Issuance	34	Preferred	\$750.00	No	ProActive Capital Partners, LP; Jeff Ramson	Cash received for Preferred Stock	Restricted	N/A

1/23/2025	Issuance	34	Preferred	\$750.00	No	Timothy Tyler Berry	Cash received for Preferred Stock	Restricted	N/A
1/27/2025	Issuance	134	Preferred	\$750.00	No	Robert Forster	Cash received for Preferred Stock	Restricted	N/A
1/27/2025	Issuance	10,000	Common	\$1.00	No	Kyra Smith	Conversion of payable	Restricted	N/A
1/28/2025	Issuance	67	Preferred	\$750.00	No	Unicorn Capital Partners LLC; Andrew Haag	Cash received for Preferred Stock	Restricted	N/A
1/28/2025	Issuance	34	Preferred	\$750.00	No	Leonard R. Warner Jr.	Cash received for Preferred Stock	Restricted	N/A
2/4/2025	Issuance	67	Preferred	\$750.00	No	Sixth Borough Capital Fund; Robert D. Keyser, Jr.	Cash received for Preferred Stock	Restricted	N/A
2/6/2025	Issuance	125,000	Common	\$1.00	No	Newbridge Securities; Chad D. Champion	Services	Restricted	N/A
2/7/2025	Issuance	442	Common	\$1.20	No	Dustin Nathaniel Satloff Trust	Penalty	Restricted	N/A
2/7/2025	Issuance	442	Common	\$1.20	No	Emily U Satloff Family Trust	Penalty	Restricted	N/A
2/7/2025	Issuance	442	Common	\$1.20	No	James Satloff & Emily Satloff JTEN	Penalty	Restricted	N/A
2/7/2025	Issuance	442	Common	\$1.20	No	Jean Satloff Trust	Penalty	Restricted	N/A
2/10/2025	Issuance	54	Preferred	\$750.00	No	Unterberg Legacy Capital, LLC; James Satloff	Cash received for Preferred Stock	Restricted	N/A
2/10/2025	Issuance	34	Preferred	\$750.00	No	Sergio Sokol	Cash received for Preferred Stock	Restricted	N/A
2/11/2025	Issuance	34	Preferred	\$750.00	No	Atul Sabharwal	Cash received for Preferred Stock	Restricted	N/A
2/12/2025	Issuance	40	Preferred	\$750.00	No	Jaisun Garcha	Cash received for Preferred Stock	Restricted	N/A
2/12/2025	Issuance	34	Preferred	\$750.00	No	Harbir Toor	Cash received for Preferred Stock	Restricted	N/A
2/12/2025	Issuance	898,000	Common	\$0.26	Yes	Jeremy Frommer	Exercise of Warrant	Restricted	N/A
2/12/2025	Issuance	908,800	Common	\$0.26	Yes	Justin Maury	Exercise of Warrant	Restricted	N/A
2/12/2025	Issuance	454,800	Common	\$0.26	Yes	Robert Tal	Exercise of Warrant	Restricted	N/A
2/12/2025	Issuance	916,800	Common	\$0.26	Yes	Peter Majar	Exercise of Warrant	Restricted	N/A
2/12/2025	Issuance	420,000	Common	\$0.26	Yes	Aya Abitbul	Exercise of Warrant	Restricted	N/A
2/12/2025	Issuance	456,000	Common	\$0.26	Yes	Chris Riggio	Exercise of Warrant	Restricted	N/A
2/12/2025	Issuance	442,000	Common	\$0.26	Yes	MACK Financial Solutions; Chelsea Pullano & Max Avellaneda	Exercise of Warrant	Restricted	N/A
2/12/2025	Issuance	105,000	Common	\$1.00	No	William Owen	Cash Received for Common stock	Restricted	N/A
2/13/2025	Issuance	3,240	Common	\$1.00	No	Gary Weiss	Cash Received for Common stock	Restricted	N/A
2/13/2025	Issuance	25,000	Common	\$1.00	No	Ory Moussaieff	Cash Received for Common stock	Restricted	N/A

2/13/2025	Issuance	20,000	Common	\$1.00	No	Robert Silverman	Cash Received for Common stock	Restricted	N/A
2/13/2025	Issuance	30,000	Common	\$1.00	No	Stephen Cohen	Cash Received for Common stock	Restricted	N/A
2/14/2025	Issuance	100	Preferred	\$750.00	No	Carmit Cohen	Cash received for Preferred Stock	Restricted	N/A
2/14/2025	Issuance	67	Preferred	\$750.00	No	Iroquois Master Fund	Cash received for Preferred Stock	Restricted	N/A
2/14/2025	Issuance	40	Preferred	\$750.00	No	Iroquois Capital Investment Group	Cash received for Preferred Stock	Restricted	N/A
2/14/2025	Issuance	34	Preferred	\$750.00	No	Erez Abikzer	Cash received for Preferred Stock	Restricted	N/A
2/14/2025	Issuance	34	Preferred	\$750.00	No	William York Richardson	Cash received for Preferred Stock	Restricted	N/A
2/14/2025	Issuance	100,000	Common	\$1.00	No	Bearcliff Trading Corporation	Cash Received for Common stock	Restricted	N/A
2/14/2025	Issuance	30,000	Common	\$1.00	No	MICHAEL LUFTMAN	Cash Received for Common stock	Restricted	N/A
2/14/2025	Issuance	25,000	Common	\$1.00	No	Shawn Nagpal	Cash Received for Common stock	Restricted	N/A
2/14/2025	Issuance	75,000	Common	\$1.00	No	Stephen Isaac York	Cash Received for Common stock	Restricted	N/A
2/18/2025	Issuance	174	Preferred	\$750.00	No	Yakov Herman	Cash received for Preferred Stock	Restricted	N/A
2/18/2025	Issuance	34	Preferred	\$750.00	No	Amiram Moshe	Cash received for Preferred Stock	Restricted	N/A
2/18/2025	Issuance	67	Preferred	\$750.00	No	Comverj US Holdings, Inc.	Cash received for Preferred Stock	Restricted	N/A
2/18/2025	Issuance	34	Preferred	\$750.00	No	Jacob Elul	Cash received for Preferred Stock	Restricted	N/A
2/18/2025	Issuance	15,000	Common	\$1.00	No	Daniel R. Reefer	Cash Received for Common stock	Restricted	N/A
2/19/2025	Issuance	34	Preferred	\$750.00	No	Avi Sharon	Cash received for Preferred Stock	Restricted	N/A
2/20/2025	Issuance	35	Preferred	\$750.00	No	28 Ventures LLC	Cash received for Preferred Stock	Restricted	N/A
2/20/2025	Issuance	5,400	Common	\$1.00	No	Daniel Aranbaev	Cash Received for Common stock	Restricted	N/A
2/21/2025	Issuance	100,000	Common	\$1.00	No	Ryan Walsh	Cash Received for Common stock	Restricted	N/A
2/24/2025	Issuance	34	Preferred	\$750.00	No	ProActive Capital Partners, LP	Cash received for Preferred Stock	Restricted	N/A
2/27/2025	Issuance	22,500	Common	\$1.00	No	TMO Family Holdings	Cash Received for Common stock	Restricted	N/A

2/27/2025	Issuance	667	Preferred	\$750.00	No	Joseph Reda	Conversion of subsidiary debt upon acquisition	Restricted	N/A
2/27/2025	Issuance	667	Preferred	\$750.00	No	Gregory Castaldo	Conversion of subsidiary debt upon acquisition	Restricted	N/A
2/27/2025	Issuance	2,000	Preferred	\$750.00	No	SEG Opportunity Fund, LLC	Conversion of subsidiary debt upon acquisition	Restricted	N/A
2/27/2025	Issuance	134	Preferred	\$750.00	No	Timothy Tyler Berry	Conversion of subsidiary debt upon acquisition	Restricted	N/A
2/27/2025	Issuance	267	Preferred	\$750.00	No	Robert Forster	Conversion of subsidiary debt upon acquisition	Restricted	N/A
2/27/2025	Issuance	200	Preferred	\$750.00	No	Unicorn Capital Partners LLC	Conversion of subsidiary debt upon acquisition	Restricted	N/A
2/27/2025	Issuance	134	Preferred	\$750.00	No	Leonard R. Warner Jr.	Conversion of subsidiary debt upon acquisition	Restricted	N/A
2/27/2025	Issuance	534	Preferred	\$750.00	No	Sixth Borough Capital Fund	Conversion of subsidiary debt upon acquisition	Restricted	N/A
2/27/2025	Issuance	534	Preferred	\$750.00	No	Unterberg Legacy Capital, LLC; James Satloff	Conversion of subsidiary debt upon acquisition	Restricted	N/A
2/27/2025	Issuance	267	Preferred	\$750.00	No	Sergio Sokol	Conversion of subsidiary debt upon acquisition	Restricted	N/A
2/27/2025	Issuance	134	Preferred	\$750.00	No	Atul Sabharwal	Conversion of subsidiary debt upon acquisition	Restricted	N/A
2/27/2025	Issuance	400	Preferred	\$750.00	No	Jaisun Garcha	Conversion of subsidiary debt upon acquisition	Restricted	N/A
2/27/2025	Issuance	134	Preferred	\$750.00	No	Harbir Toor	Conversion of subsidiary debt upon acquisition	Restricted	N/A
2/27/2025	Issuance	667	Preferred	\$750.00	No	Carmit Cohen	Conversion of subsidiary debt upon acquisition	Restricted	N/A
2/27/2025	Issuance	667	Preferred	\$750.00	No	Iroquois Master Fund; Richard Abbe	Conversion of subsidiary debt upon acquisition	Restricted	N/A
2/27/2025	Issuance	400	Preferred	\$750.00	No	Iroquois Capital Investment Group; Richard Abbe	Conversion of subsidiary debt upon acquisition	Restricted	N/A
2/27/2025	Issuance	80	Preferred	\$750.00	No	Erez Abikzer	Conversion of subsidiary debt upon acquisition	Restricted	N/A
2/27/2025	Issuance	67	Preferred	\$750.00	No	William York Richardson	Conversion of subsidiary debt upon acquisition	Restricted	N/A



2/27/2025	Issuance	347	Preferred	\$750.00	No	Yakov Herman	Conversion of subsidiary debt upon acquisition	Restricted	N/A
2/27/2025	Issuance	134	Preferred	\$750.00	No	Amiram Moshe	Conversion of subsidiary debt upon acquisition	Restricted	N/A
2/27/2025	Issuance	267	Preferred	\$750.00	No	Comverj US Holdings, Inc.; Leigh Hughes	Conversion of subsidiary debt upon acquisition	Restricted	N/A
2/27/2025	Issuance	160	Preferred	\$750.00	No	Jacob Elul	Conversion of subsidiary debt upon acquisition	Restricted	N/A
2/27/2025	Issuance	134	Preferred	\$750.00	No	Avi Sharon	Conversion of subsidiary debt upon acquisition	Restricted	N/A
2/27/2025	Issuance	347	Preferred	\$750.00	No	28 Ventures LLC; Nicholas Lin	Conversion of subsidiary debt upon acquisition	Restricted	N/A
2/28/2025	Issuance	25,000	Common	\$1.00	No	Bearcliff Trading Corporation; Graham Saunders	Conversion of subsidiary equity upon acquisition	Restricted	N/A
2/28/2025	Issuance	5,400	Common	\$1.00	No	Daniel Aranbaev	Conversion of subsidiary equity upon acquisition	Restricted	N/A
2/28/2025	Issuance	15,000	Common	\$1.00	No	Daniel R. Reefer	Conversion of subsidiary equity upon acquisition	Restricted	N/A
2/28/2025	Issuance	22,500	Common	\$1.00	No	Deco Contracts LLC; Yossi Hayoun	Conversion of subsidiary equity upon acquisition	Restricted	N/A
2/28/2025	Issuance	3,240	Common	\$1.00	No	Gary Weiss	Conversion of subsidiary equity upon acquisition	Restricted	N/A
2/28/2025	Issuance	30,000	Common	\$1.00	No	Michael Luftman	Conversion of subsidiary equity upon acquisition	Restricted	N/A
2/28/2025	Issuance	20,000	Common	\$1.00	No	Robert Silverman	Conversion of subsidiary equity upon acquisition	Restricted	N/A
2/28/2025	Issuance	25,000	Common	\$1.00	No	Ryan Walsh	Conversion of subsidiary equity upon acquisition	Restricted	N/A
2/28/2025	Issuance	50,000	Common	\$1.00	No	Sushant Nagpal	Conversion of subsidiary equity upon acquisition	Restricted	N/A
2/28/2025	Issuance	30,000	Common	\$1.00	No	Stephen Cohen	Conversion of subsidiary equity upon acquisition	Restricted	N/A
2/28/2025	Issuance	25,000	Common	\$1.00	No	Stephen Isaac York	Conversion of subsidiary equity upon acquisition	Restricted	N/A
2/28/2025	Issuance	25,000	Common	\$1.00	No	TMO Family Holdings; Ory Moussaieff	Conversion of subsidiary equity upon acquisition	Restricted	N/A

2/28/2025	Issuance	25,000	Common	\$1.00	No	The Williams & Jerri Owen Family Trust	Conversion of subsidiary equity upon acquisition	Restricted	N/A
3/13/2025	Issuance	800	Common	\$1.00	No	Kaylie Varney	Conversion of payable	Restricted	N/A

**Example:** A company with a fiscal year end of December 31<sup>st</sup> 2023, in addressing this item for its Annual Report, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2022 through December 31, 2023 pursuant to the tabular format above.

**\*\*\*Control persons for any entities in the table above must be disclosed in the table or in a footnote here.**

## B. Promissory and Convertible Notes

Indicate by check mark whether there are any outstanding promissory, convertible notes, convertible debentures, or any other debt instruments that may be converted into a class of the issuer's equity securities:

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

Date of Note Issuance	Principal Amount at Issuance (\$)	Outstanding Balance (\$) (include accrued interest)	Maturity Date	Conversion Terms (e.g., pricing mechanism for determining conversion of instrument to shares)	# Shares Converted to Date	# of Potential Shares to be Issued Upon Conversion <sup>2</sup>	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g., Loan, Services, etc.)
9/15/22 (Original Issue Date: July 2022)	\$150,000	\$0	March 31, 2024	\$200	65 Series F Preferred	0	Andrew Arno	Loan
9/15/22 (Original Issue Date: July 2022)	\$500,000	\$0	March 31, 2024	\$200	215 Series F Preferred	0	Anson East Master Fund LP; Amin Nathoo	Loan
9/15/22 (Original Issue Date: July 2022)	\$2,000,000	\$0	March 31, 2024	\$200	858 Series F Preferred	0	Anson Investments Master Fund LP; Amin Nathoo	Loan
9/15/22 (Original Issue Date: July 2022)	\$250,000	\$0	March 31, 2024	\$200	108 Series F Preferred	0	Brio Capital Master Fund; Shaye Hirsch	Loan
9/15/22 (Original Issue Date: July 2022)	\$500,000	\$0	March 31, 2024	\$200	215 Series F Preferred	0	Gregory Castaldo	Loan

<sup>2</sup> The total number of shares that can be issued upon full conversion of the Outstanding Balance. The number should not factor any "blockers" or limitations on the percentage of outstanding shares that can be owned by the Noteholder at a particular time. For purposes of this calculation, please use the current market pricing (e.g. most recent closing price, bid, etc.) of the security if conversion is based on a variable market rate.

Issue Date: July 2022)								
9/15/22 (Original Issue Date: July 2022)	\$500,000	\$0	March 31, 2024	\$3.80	20,000 common shares	0	Joseph Reda	Loan
9/15/22 (Original Issue Date: July 2022)	\$ 150,000	\$0	March 31, 2024	\$200	228 Series F Preferred	0	L1 Capital Global Opportunities Master Fund; David Feldman	Loan
12/12/22	\$250,000	\$0	4/24/2023	\$200	250 Series F Preferred	0	Dorado Goose, LLC; Tommy Wang	Loan
1/13/23	\$750,000	\$0	6/13/2023	\$200	750 Series F Preferred	0	Dorado Goose, LLC; Tommy Wang	Loan
2/1/23	\$1,250,000	\$0	6/13/2023	\$200	1,250 Series F Preferred	0	Dorado Goose, LLC; Tommy Wang	Loan
3/13/24 (Original Issue Date: 5/31/22)	\$450,000	\$570,945	9/21/2025	\$8.50	0	67,170 common shares	Lind Macro Fund; Jeff Easton	Loan
3/13/24 (Original Issue Date: 5/31/22)	\$450,000	\$570,945	9/21/2025	\$8.50	0	67,170 common shares	Lind Global Fund II; Jeff Easton	Loan
4/24/23	\$109,250	\$0	4/24/2024	\$0.78	147,071 common shares	0	1800 Diagonal Lending LLC; Curt Kramer	Loan
5/16/23	\$275,000	\$0	7/27/2024	\$1.20	231,815 common shares	0	FirstFire Global Opportunities Fund; Eli Fireman	Loan
5/24/23	\$86,250	\$0	2/28/2024	\$0	0	0	1800 Diagonal Lending LLC; Curt Kramer	Loan
6/23/23	\$86,100	\$0	12/23/23	\$5.00	0	0	Jeremy Frommer	Loan
7/27/23	\$143,000	\$0	7/27/2024	Variable	0	0	1800 Diagonal Lending LLC; Curt Kramer	Loan
9/27/23**	\$51,750	\$0	4/30/2024	\$0.78	34,838 common shares	0	1800 Diagonal Lending LLC; Curt Kramer	Loan

7/31/23**	\$261,250	\$0	4/30/24	\$1.20	275,000 common shares	0	Quick Capital, LLC; Eilon Natan	Loan
7/11/23**	\$333,333	\$0	7/11/2024	Variable, converted in tranches at different rates	497,186 common shares	0	Coventry Enterprises, LLC; Jack Bodenstein	Loan
10/31/23	\$111,111	\$0	10/31/2024	Variable, converted in tranches at different rates	86,924 common shares	0	Auctus Fund LLC; Lou Posner	Loan
2/20/24	\$50,000	\$0	12/31/2024	\$750	67 Preferred G Shares	0	Dorado Goose LLC; Tommy Wang	Loan
3/11/24	\$100,000	\$0	12/31/2024	\$750	134 Preferred G Shares	0	Dorado Goose LLC; Tommy Wang	Loan
3/22/24	\$75,000	\$0	12/31/2024	\$750	100 Preferred G Shares	0	Dorado Goose LLC; Tommy Wang	Loan
4/2/24	\$27,778	\$0	10/2/2024	\$750	133 Preferred G Shares	0	Gregory Castaldo	Loan
4/2/24	\$27,778	\$0	10/2/2024	\$750	38 Preferred G Shares	0	Joseph Reda	Loan
4/2/24	\$27,778	\$0	10/2/2024	\$750	38 Preferred G Shares	0	Richard Molinsky	Loan
4/2/24	\$60,556	\$96,492	4/2/2025	\$0.257	0	375,457 common shares	Unterberg Legacy Capital, LLC; James Satloff	Loan
4/5/24	\$56,250	\$64,688	3/31/25	65% off lowest 10-day trading price	0	306,213 common shares	1800 Diagonal Lending LLC; Curt Kramer	Loan
4/12/24	\$50,000	\$0	12/31/2024	\$750	67 Preferred G Shares	0	Dorado Goose, LLC; Tommy Wang	Loan
11/22/24	\$30,000	\$32,301	3/22/25	\$1.00	0	32,301 common shares	Unterberg Legacy Capital, LLC; James Satloff	Loan

<b>Total Outstanding Balance:</b>	\$1,335,372	<b>Total Shares Converted:</b>	3,939 Preferred F Shares;  577 Preferred G Shares;  1,292,834 common shares	<b>Total Shares Eligible for Conversion as of 5/19/25:</b>	848,311
-----------------------------------	-------------	--------------------------------	---	--	---------

\*\* These notes were formerly considered Promissory Notes. When these notes went into default, they triggered a conversion feature. We have included them in this chart as they ultimately converted into shares of common stock, even though they were originally listed in Creatd's Q3 Quarterly Report under Note 6, Promissory Notes, rather than Note 7, Convertible Notes.

\*\*\**Control persons for any entities in the table above must be disclosed in the table or in a footnote here.*

#### 4) Issuer's Business, Products and Services

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

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

##### Overview

Creatd, Inc. is focused on identifying and supporting innovative businesses across media, technology, and consumer sectors. The company strategically invests in emerging, pre-profitability ventures, driving growth through operational expertise and creative integration. Creatd's diversified portfolio includes Vocal, a digital publishing platform empowering creators with monetization tools, and OG Collection, an archival library of cultural media and photography assets. With targeted investments and strategic alliances, Creatd is positioned to capitalize on opportunities within dynamic markets, leveraging its extensive experience in public finance, structured products, and consumer technology to enhance shareholder value.

##### Creator-Centric Strategy

Creatd's creator-first approach is the foundation of our culture and purpose, influencing every decision we make. We leverage first-party data to assist our portfolio companies in enhancing content creation, audience interaction, and brand campaigns, ensuring authentic and impactful engagement. This fosters a dynamic ecosystem where insights and resources from one portfolio company benefit others, creating a positive feedback loop. Our integrated business model combines technology, advertising, media, e-commerce, and data, driving continuous value and innovation. Through strategic acquisitions and partnerships, Creatd seeks to expand its influence within the creator economy, unlocking potential and delivering value for shareholders and the wider creative community. Our visionary leadership and commitment to supporting creators and entrepreneurs are at the forefront of our efforts to transform the digital content landscape, fueling the dreams and ambitions of our community.

## Competitive Advantage

Creatd's competitive advantage lies in its distinctive combination of operational expertise, creative vision, and strategic capital allocation. By leveraging deep experience in public finance and structured products, Creatd efficiently identifies undervalued, innovative companies in media, technology, and consumer sectors. Its proprietary platforms, such as Flyte, Vocal and the OG Collection, provide unique monetization channels, brand differentiation, and cross-platform synergies. Furthermore, Creatd's integrated operational model allows it to rapidly scale acquisitions, optimize growth trajectories, and foster collaborations across its portfolio—positioning the company to swiftly capitalize on emerging market opportunities and enhance long-term shareholder value.

## Acquisition Strategy

Creatd's strategic business line expansion has led to the acquisition of several complementary businesses. These acquisitions have allowed Creatd to expand its reach and diversify its revenue streams, enabling the company to leverage its internal resources and expertise to drive continued growth. In addition, the acquisitions have provided opportunities for cost synergies and operational efficiencies, further enhancing the company's profitability and positioning it for long-term success.

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

<b>Name of combined affiliate</b>	<b>State or other jurisdiction of incorporation or organization</b>	<b>Company Ownership Interest</b>
Jerrick Ventures LLC	Delaware	100%
Abacus Tech Pty Ltd	Australia	100%
CEOBloc, LLC	Delaware	100%
OG Collection, Inc.	Delaware	41.5%
Vocal, Inc.	Nevada	41.8%
Flewber Global, Inc.	Delaware	100%
S96 NYC, LLC	New York	100%

C. Describe the issuers' principal products or services.

## Vocal

Vocal provides the Company with a core platform that is highly scalable on its own but also provides the foundation upon which other revenue sources rely. The first direct core business of Vocal has proven to be a scalable revenue source: Creator Subscriptions. The core will be augmented in the near term with the introduction of the ability for writers and creators to monetize their followings further by directly charging for premium content such as newsletters. Vocal will charge a recurring commission on these new premium content subscriptions. As discussed above, the core Vocal platform underlies numerous derivative revenue sources for the Company.

Since its launch in 2016, Vocal has quickly become the go-to platform for content creators of all kinds, with over 1.5 million registered creators and counting. Whether you're a blogger, social media influencer, podcaster, founder, musician, photographer, or anything in between, Vocal has everything you need to unleash your creativity and monetize your content.

Creators can opt to use Vocal for free, or upgrade to the premium membership tier, Vocal+. Upon joining Vocal, either as a freemium or premium member, creators can immediately begin to utilize Vocal's storytelling tools to create and publish their stories, as well as benefit from Vocal's monetization features.

Vocal has created a range of monetization features, whereby creators earn in numerous ways including i) the number of 'reads' their story receives; ii) via Vocal Challenges, or writing contests with cash prizes; iii) receiving Bonuses; iv) by participating in Vocal for Brands marketing campaigns; v) through 'Subscribe,' which enables creators to receive payment directly from their audience via monthly subscriptions and one-off microtransactions; vi) via Vocal's Ambassador Program, which enables creators to be compensated for referring new premium members. But what sets Vocal apart from other platforms is our commitment to innovation and scalability. Built on Keystone, the same open-source framework used by industry leaders in the SaaS space, Vocal's technology is designed for speed, sustainability, and scalability. And with a capital-light infrastructure and focus on research and development, Vocal is able to continuously improve and enhance the platform, without incurring the operational costs that have weighed down legacy media platforms.

## **Branded Content**

In developing Vocal's creator ecosystem, its team came to understand that like individual creators, all brands have a unique story to tell. That's why Vocal has developed Vocal for Brands, an in-house content studio that specializes in creating best-in-class organic marketing campaigns. The approach combines the production of branded content influencer and performance marketing initiatives that work together to increase sales, revenue, visibility, and brand affinity for our clients.

Vocal works with leading brands to pair them with its network of creators, tapping into their communities to help share their stories in a way that is engaging, direct-response driven, and non-interruptive. Similarly, through Sponsored Challenges, Vocal prompts the creation of thousands of high-quality stories that are centered around the brand's mission, further disseminated through creators' respective social channels and promotional outlets.

Its campaigns are amplified with the help of Vocal's first-party data insights, allowing us to create highly targeted, segmented audiences for brands with optimal results.

## **Flyte**

In Q1 2025, Creatd acquired Flyte (formerly Flewber Global, Inc.), an FAA-licensed aviation company with a proprietary app that allows users to book private flights in real-time across a network of aircraft and operators. The acquisition marked a strategic expansion into the aviation and mobility sector, aligning with Creatd's long-term vision to integrate real-world services with tech-forward consumer platforms.

Flyte represents a natural extension of Creatd's approach to building scalable, technology-enabled businesses. The Flyte app provides a seamless experience for booking on-demand private air travel, functioning as both a real-time marketplace and a vertically integrated logistics platform. Through a mix of owned aircraft and strategic partnerships with charter operators, Flyte delivers flexibility, convenience, and efficiency for customers seeking personalized air travel solutions.

In addition to generating direct revenue through flight bookings, Flyte opens up new monetization opportunities across premium memberships, corporate partnerships, and high-margin service layers. The company is currently rolling out new features including subscription tiers, group flight options, and Flyte Concierge—an elevated offering tailored to luxury travelers.

As Creatd integrates Flyte into its portfolio, the goal is to optimize operations, enhance technology infrastructure, and grow its footprint across major regional markets. Flyte will also benefit from Creatd's broader ecosystem, including Vocal's creator network, providing targeted channels for brand growth and audience engagement.

Flyte's addition to the portfolio is consistent with Creatd's core strategy: acquiring scalable, undervalued assets with strong IP and growth potential, and leveraging its public platform to accelerate their commercial success.

## Revenue Model

Creatd's revenues are primarily generated through:

**Platform:** Creatd's technology portfolio company, Vocal, generates revenues through subscription fees from premium Vocal creators, a membership program known as Vocal+. The Vocal+ subscription offering provides creators with increased monetization and access to premium tools and features. At approximately \$10 per month, Vocal+ offers creators a strong value proposition for freemium users to upgrade, while providing a scalable source of monthly recurring gross revenue for Creatd. Additional platform-based revenues are generated from Tipping and other transactions that occur on the platform. For each such transaction, which are designed to enable Vocal audiences to engage and support their favorite creators, Vocal takes platform processing fees ranging from approximately 3% to 7%.

**Aviation:** Following the acquisition of Flyte (formerly Flewber), Creatd now generates revenue through real-time bookings of private air travel via Flyte's proprietary platform. Revenue is derived from a combination of direct flight sales and app-based booking fees. As the platform scales, additional high-margin revenue opportunities are expected from premium concierge services, group travel coordination, and brand partnerships. Flyte's integration into the Creatd ecosystem supports cross-platform synergy while creating a scalable asset in the mobility and logistics space.

**E-commerce:** The Company's e-commerce revenues currently stem from sales of the OG Collection, a curated selection of archival imagery, media, and collectibles. This collection leverages Creatd's proprietary IP assets and serves as the foundation for a broader content monetization strategy. With the infrastructure now in place, Creatd plans to scale this segment by expanding into additional books, media projects, collectibles, and other archival materials. This approach enables the Company to repurpose valuable legacy content into new consumer formats, creating sustainable revenue opportunities across digital and physical channels.

**Agency:** The Company derives revenues from marketing partnerships through its internal branded content studio, Vocal for Brands, which specializes in pairing leading brands with select Vocal creators to produce content marketing campaigns, including sponsored Challenges, that leverage the power of Vocal. Branded stories and Challenges are distributed to a targeted audience based on Vocal's first-party data, and are optimized for conversions to maximize revenue growth.

## 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 currently does not own any properties. As of December 31, 2023, our corporate headquarters consisted of a total of approximately 8,000 square feet located at 419 Lafayette Street, 6th Floor New York, NY 10003. Subsequent to December 31, 2023, the Company reached an agreement with the landlord to terminate this lease agreement and is now a remote-only company with a mailing address of 1111B S Governors Ave, STE 20721, Dover, DE 19904.



## 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.*

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

<b>Individual Name</b> (First, Last) <b>or</b> <b>Entity Name</b> (Include names of control person(s) if a corporate entity)	<b>Position/Company Affiliation</b> (ex: CEO, 5% Control person)	<b>City and State</b> (Include Country if outside U.S.)	<b>Number of Shares Owned</b> (List common, preferred, warrants and options separately)	<b>Class of Shares Owned</b>	<b>Percentage of Class of Shares Owned</b> (undiluted)
Jeremy Frommer	CEO	Fort Lee, NJ	923,306	Common	8.97%
Jeremy Frommer	CEO	Fort Lee, NJ	642	Preferred H	16.90%
Jeremy Frommer	CEO	Fort Lee, NJ	4,200,454	Warrants	16.02%
Justin Maury	COO	Fort Lee, NJ	923,396	Common	7.61%
Justin Maury	COO	Fort Lee, NJ	754,981	Warrants	2.88%
Justin Maury	COO	Fort Lee, NJ	636	Preferred H	16.75%
Peter Majar	Independent Director	New York, NY	923,216	Common	6.45%
Peter Majar	Independent Director	New York, NY	743,718	Warrants	2.84%
Peter Majar	Independent Director	New York, NY	630	Preferred H	16.59%
SEG Opportunity Fund, LLC; Joseph Reda & Jonathan Schechter  One Wolfs Lane Suite 316 Pelham, NY 10803	5% Control Person	Pelham, NY	2,268	Preferred G	16.56%

SEG Opportunity Fund, LLC; Joseph Reda & Jonathan Schechter  One Wolfs Lane Suite 316 Pelham, NY 10803	5% Control Person	Pelham, NY	1,701,000	Warrants	6.49%
Gregory Castaldo	5% Control Person	Pelham, NY	901	Preferred G	6.58%
Gregory Castaldo	5% Control Person	Pelham, NY	829,369	Warrants	3.16%
Gregory Castaldo	5% Control Person	Pelham, NY	121,000	Common	1.18%
Joseph Reda	5% Control Person	Pelham, NY	898	Preferred G	6.56%
Joseph Reda	5% Control Person	Pelham, NY	870,525	Warrants	3.32%
Joseph Reda	5% Control Person	Pelham, NY	168,200	Common	1.63%
Lucosky Brookman, LLP; Joseph Lucosky & Seth Brookman 101 S Wood Ave, Iselin, NJ 08830	5% Control Person	Iselin, NJ	867	Preferred G	6.33%
Lucosky Brookman, LLP; Joseph Lucosky & Seth Brookman 101 S Wood Ave, Iselin, NJ 08830	5% Control Person	Iselin, NJ	388,889	Common	3.78%
Carmit Cohen	5% Control Person	West Hempstead, NY	767	Preferred G	5.60%
Carmit Cohen	5% Control Person	West Hempstead, NY	575,250	Warrants	2.19%
Iroquois Master Fund; Richard Abbe 2 Overhill Road, Scarsdale, New York 10583	5% Control Person	New York, NY	734	Preferred G	5.36%
Iroquois Master Fund; Richard Abbe 2 Overhill Road, Scarsdale, New York 10583	5% Control Person	New York, NY	550,500	Warrants	2.10%
Dorado Goose, LLC; Tommy Wang 170 Dorado Bch E, Dorado, PR, 00646	5% Control Person	Dorado Beach, PR	2,253	Preferred F	93.76%
Dorado Goose, LLC; Tommy Wang 170 Dorado Bch E, Dorado, PR, 00646	5% Control Person	Dorado Beach, PR	536	Preferred G	3.91%
Dorado Goose, LLC; Tommy Wang 170 Dorado Bch E, Dorado, PR, 00646	5% Control Person	Dorado Beach, PR	3,407,626	Warrants	13.00%

Dorado Goose, LLC; Tommy Wang 170 Dorado Bch E, Dorado, PR, 00646	5% Control Person	Dorado Beach, PR	13,125	Common	0.13%
Lind Global Fund II LP; Jeff Easton 444 Madison Avenue, FL 41 New York, NY 10022	5% Control Person	New York, NY	150	Preferred F	6.24%
Aya Abitbul	Affiliate	New York, NY	224	Preferred H	5.90%
Aya Abitbul	Affiliate	New York, NY	366,227	Warrants	1.40%
Aya Abitbul	Affiliate	New York, NY	457,000	Common	4.44%
Erica Wagner	5% Control Person	London, ENG	331	Preferred H	8.72%
Erica Wagner	5% Control Person	London, ENG	511,167	Warrants	1.95%
Erica Wagner	5% Control Person	London, ENG	3,389	Common	0.03%
MACK Financial Solutions; Chelsea Pullano 78 Dudley Dr, Bergenfield, NJ 07621	5% Control Person	New York NY	563	Preferred H	14.82%
MACK Financial Solutions; Chelsea Pullano 78 Dudley Dr, Bergenfield, NJ 07621	5% Control Person	New York NY	758,949	Warrants	2.90%
MACK Financial Solutions; Chelsea Pullano 78 Dudley Dr, Bergenfield, NJ 07621	5% Control Person	New York NY	457,000	Common	4.44%
Robert Tal	Affiliate	Oakhurst, NJ	632	Preferred H	16.64%
Robert Tal	Affiliate	Oakhurst, NJ	862,306	Warrants	3.29%
Robert Tal	Affiliate	Oakhurst, NJ	457,105	Common	4.44%

## 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);

No

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;

No

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;

No

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

No

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.

No

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.

No

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

Except as set forth below, we are currently not aware of any such legal proceedings or claims that will have, individually or in aggregate, a material adverse effect on our business, financial condition or operating results.

#### **Skube v. WHE Agency Inc., et al**

A complaint against WHE, Creatd and Jeremy Frommer filed December 22, 2022, was filed in the Supreme Court of the State of New York, New York County, by Jessica Skube, making certain claims alleging conversion, trespass to chattel, unjust enrichment, breach of contract, fraud in the inducement, seeking damages of \$161,000 and punitive damages of \$500,000. Skube filed an Order to Show Cause, which the Company opposed, which was denied.

On November 12, 2024, the Company and Ms. Skube entered into a Settlement Agreement, whereby the Company issued 150,000 shares of common stock to Ms. Skube, and 35,000 shares of common stock for attorney fees. This matter was resolved and is no longer outstanding.

#### **Lind Global v. Creatd, Inc.**

A complaint against Creatd dated September 21, 2022, has been filed in the Supreme Court of the State of New York, New York County, by Lind Global Macro Fund LP and Lind Global Fund II LP (collectively, "Lind"), making certain claims alleging breach of contract related to two Securities Purchase Agreements

executed on May 31, 2022, seeking damages in excess of \$920,000. The Company filed a Motion to Dismiss, which was denied. The Company then submitted an Answer.

On March 13, 2024, the Company reached a settlement agreement and general release regarding Lind Global vs Creatd, Inc. In exchange for a grant of security interest on the outstanding debentures, an increase of principal value and interest rate, a reduction of conversion price, and the exchange of outstanding warrants for 150 shares of the Company's Preferred Series F stock, Lind Global agreed to extend the Maturity Date to 18 months from the date of the agreement and submit a stipulation of discontinuance with the court.

#### **Environmental Health Advocates Inc v. Creatd, et al**

On February 22, 2024, a complaint against Creatd, Inc., Amazon.com Inc., and Does 1 through 100 was filed in the Superior Court of the State of California, County of Alameda, by Environmental Health Advocates, Inc., alleging violations of California Proposition 65. The claims center on the alleged failure to provide warnings to California consumers about the potential presence of lead in "Camp Vegan Cheezy Mac," a product belonging to Creatd, Inc.'s former subsidiary, PlantCamp. The plaintiff seeks remedies related to these alleged violations. Creatd has opposed these claims, asserting objections including vagueness, overbreadth, and a lack of relevance, and has highlighted that the production of the product was outsourced, limiting its direct involvement. Given the early stage of this litigation, it is too soon for Creatd to assess potential liability.

#### **8) Third Party Service Providers**

Provide the name, address, telephone number and email address of each of the following outside providers. You may add additional space as needed.

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

#### Securities Counsel (must include Counsel preparing Attorney Letters).

Name:	Joseph Lucosky
Firm:	Lucosky Brookman LLP
Address 1:	101 Wood Avenue South
Address 2:	Woodbridge, NJ 08830
Phone:	732-395-4400
Email:	jluosky@lucbro.com

#### Accountant or Auditor

Name:	Alison Douglas
Firm:	Astra Audit & Advisory LLC
Address 1:	13902 North Dale Mabry Highway,
Address 2:	Suite 131, Tampa, FL 33618
Phone:	813-441-9707
Email:	adouglas@theaerosolution.com

#### Investor Relations

N/A

#### Other Service Providers

Provide the name of any other service provider(s) **that assisted, advised, prepared, or provided information with respect to this disclosure statement.** This includes counsel, broker-dealer(s),

advisor(s), consultant(s) or any entity/individual that provided assistance or services to the issuer during the reporting period.

None other than below

## 9) Disclosure & Financial Information

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

Name: Chelsea Pullano  
Title: Managing Partner of MACK Financial Solutions, LLC  
Relationship to Issuer: Finance & Accounting Consultants

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: Chelsea Pullano & Max Avellaneda  
Title: Managing Partners of MACK Financial Solutions, LLC  
Relationship to Issuer: Finance & Accounting Consultants

Describe the qualifications of the person or persons who prepared the financial statements:<sup>35</sup>

Max Avellaneda: Senior management and accounting professional with over 15 years of experience in finance, accounting, and business management.

Chelsea Pullano: C-Level leader with extensive expertise in executive-level accounting, financial planning, and investor relations.

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

### **Financial Statement Requirements:**

- Financial statements must be published together with this disclosure statement as one document.
- Financial statements must be "machine readable". Do not publish images/scans of financial statements.
- Financial statements must be presented with comparative financials against the prior FYE or period, as applicable.
- Financial statements must be prepared in accordance with U.S. GAAP or International Financial Reporting Standards (IFRS) but are not required to be audited.

---

<sup>35</sup> The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS and by persons with sufficient financial skills.

## 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, Jeremy Frommer, certify that:

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

May 20, 2025

/s/ Jeremy Frommer

## **FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA**



**Creatd, Inc.**  
**Consolidated Balance Sheets**

	For the Three months ended <b>March 31, 2025</b>	For the Year Ended <b>December 31, 2024</b>
<b>Assets</b>		
<b>Current Assets</b>		
Cash	\$ 694,704	\$ 15,490
Accounts receivable, Net	61,106	2,000
Marketable securities	67,676	67,676
Prepaid expenses and other current assets	385,456	-
<b>Total Current Assets</b>	<b>\$ 1,208,942</b>	<b>\$ 85,166</b>
Property and equipment, net	\$ 317,277	18,062
Intangible assets	7,237,895	-
Goodwill	752,390	371,448
Deposits and other assets	83,617	83,617
Operating lease right of use asset	1,690,243	1,633,207
<b>Total Assets</b>	<b><u>\$ 11,290,364</u></b>	<b><u>\$ 2,191,500</u></b>
<b>Liabilities and Stockholders' Deficit</b>		
<b>Current Liabilities</b>		
Accounts payable and accrued liabilities	\$8,896,655	\$7,948,277
Convertible Notes, net of debt discount and issuance costs	1,228,505	1,216,158
Note payable, net of debt discount and issuance costs	1,155,407	930,122
Deferred revenue	123,028	146,951
<b>Total Current Liabilities</b>	<b><u>\$ 11,403,595</u></b>	<b><u>\$ 10,241,508</u></b>
<b>Non-current Liabilities:</b>		
Operating lease payable	1,872,370	1,798,758
<b>Total Non-current Liabilities</b>	<b><u>\$ 1,872,370</u></b>	<b><u>\$ 1,798,758</u></b>
<b>Total Liabilities</b>	<b><u>\$ 13,275,965</u></b>	<b><u>\$ 12,040,266</u></b>
<b>Commitments and contingencies</b>	<b>\$ -</b>	<b>\$ -</b>
<b>Mezzanine Equity</b>		
Redeemable Preferred Stock in Vocal, Inc.	\$ 84,790	84,790
<b>Stockholders' Equity (Deficit)</b>		
Preferred stock, \$0.001 par value, 20,000,000 shares authorized	\$ -	\$ -
Series E Preferred stock, \$0.001 par value, 8,000 shares authorized; 450 and 450 shares issued and outstanding as of March 31, 2025 and December 31, 2024, respectively	-	-
Series F Preferred stock, \$0.001 par value, 5,500,000 shares authorized; 2,253 and 3,088 shares issued and outstanding as of March 31, 2025 and December 31, 2024, respectively	2	3
Common stock par value \$0.001: 1,500,000,000 shares authorized; 10,320,687 issued and 10,320,500 outstanding as of March 31, 2025 and 4,662,439 issued and 4,662,252 outstanding as of December 31, 2024	10,321	4,662
Series G Preferred stock, \$0.001 par value, 500,000 shares authorized; 13,059 and 2,094 shares issued and outstanding as of March 31, 2025 and December 31, 2024, respectively	13	2
Series H Preferred stock, \$0.001 par value, 50,000 shares authorized; 3,798 shares issued and outst	4	4
Vocal, Inc. Preferred stock, \$0.001 par value	32	32
OG Collection, Inc. Preferred stock, \$0.001 par value	75	75
Additional paid in capital	275,889,964	256,495,773
Less: Treasury stock, 186 shares as of March 31, 2025, and December 31, 2024	(78,456)	(78,456)
Accumulated deficit	(281,974,817)	(269,793,147)
Accumulated other comprehensive income	457,713	(297,717)
Total Creatd, Inc. Stockholders' Equity	<b><u>\$ (5,695,149)</u></b>	<b><u>\$ (13,668,769)</u></b>
Non-controlling interest in consolidated subsidiaries	<b><u>3,624,758</u></b>	<b><u>\$ 3,735,213</u></b>
	<b><u>\$ (2,070,391)</u></b>	<b><u>\$ (9,933,556)</u></b>
<b>Total Liabilities and Stockholders' Equity (Deficit)</b>	<b><u>\$ 11,290,364</u></b>	<b><u>\$ 2,191,500</u></b>

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

**Creatd, Inc.**  
**Consolidated Statements of Operations and Comprehensive Loss**  
**(Unaudited)**

	For the Three months ended March 31, 2025	For the Three months ended March 31, 2024
<b>Net revenue</b>	\$ 721,815	\$ 428,466
<b>Cost of revenue</b>	\$ 393,534	(200,331)
<b>Gross margin (loss)</b>	328,281	628,797
<b>Operating expenses</b>		
Compensation	\$ 763,287	539,968
Research and development	-	287
Marketing	41,663	55,752
Stock based compensation	132,930	768,716
General and administrative	465,763	424,423
<b>Total operating expenses</b>	1,403,643	1,789,146
<b>Loss from operations</b>	(1,075,362)	(1,160,349)
<b>Other income (expenses)</b>		
Other income	\$ 188,560	5,374
Interest expense	(35,968)	(129,257)
Accretion of debt discount and issuance cost	-	(842,974)
Change in derivative liability	-	3,133,824
Settlement of vendor liabilities	1,483,061	904,197
<b>Other income (expenses), net</b>	1,635,653	3,071,164
<b>Loss from Continuing Operations</b>	560,290	3,071,164
<b>Loss before income tax provision</b>	560,290	1,910,815
<b>Income tax provision</b>	-	-
<b>Net loss</b>	560,290	1,910,815
<b>Net loss Attributable to noncontrolling interest arising from:</b>		
Continuing Operations	\$ (110,455)	-
Discontinued Operations	-	-
Net loss attributable to noncontrolling interest	\$ (110,455)	-
<b>Net Loss attributable to Creatd, Inc. arising from:</b>		
Continuing Operations	449,835	1,910,815
Discontinued Operations	-	-
Net loss attributable to Creatd, Inc.	449,835	1,910,815
Deemed dividend	\$ 7,970,600	-
Inducement expense	\$ -	(4,454,745)
<b>Net loss attributable to common shareholders</b>	\$ (7,520,764)	\$ (2,543,930)
<b>Comprehensive loss</b>		
<b>Net loss</b>	560,290	1,910,815
Currency translation gain (loss)	\$ (755,430)	(16,247)
<b>Comprehensive loss</b>	\$ (195,140)	\$ 1,894,568
<b>Per-share data</b>		
Basic and diluted loss per share	\$ 0.11	\$ (0.02)
Weighted average number of common shares outstanding	5,082,616	118,606,984

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

**Creatd, Inc.**  
**Consolidated Statement of Changes in Stockholders' Equity (Deficit)**

(Unaudited)

	Series E Preferred Stock		Series F Preferred Stock		Series G Preferred Stock		Series H Preferred Stock		Stock in Subsidiaries		Common Stock		Treasury stock		Additional Paid In Capital	Accumulated Deficit	Non-Controlling Interest	Other Comprehensive Income	Stockholders' Equity (Deficit)
	Shares	Amount	Shares	Amount	Shares	Amount	Shares	Amount	Shares	Amount	Shares	Amount	Shares	Amount					
Balance, January 1, 2024	450.00	\$ -	-	\$ -	-	\$ -	-	\$ -	-	\$ -	507,397	\$ 507	(186)	\$ (78,456)	\$ 179,780,938	\$ (201,594,378)	\$ 1,048,192	\$ (174,142)	\$ (21,017,339)
Stock based compensation	-	-	-	-	-	-	-	-	-	-	35,000	35	-	-	\$ 768,681	-	-	-	768,716
Shares issued with notes payable	-	-	-	-	-	-	-	-	-	-	20,500	21	-	-	61,315	-	-	-	61,336
Cash received for common stock	-	-	-	-	-	-	-	-	-	-	45,695	46	-	-	136,554	-	-	-	136,600
Common stock issued upon conversion of notes pa	-	-	-	-	-	-	-	-	-	-	42,368	42	-	-	222,292	-	-	-	222,334
Common stock issued for settlement of accounts p	-	-	-	-	-	-	-	-	-	-	54,195	54	-	-	268,891	-	-	-	268,945
Inducement Expense	-	-	-	-	-	-	-	-	-	-	-	-	-	-	680,745	(4,454,745)	-	-	(3,774,000)
Conversion of notes and warrants to Preferred Ser	-	-	7,713	8	-	-	-	-	-	-	-	-	-	-	7,712,993	-	-	-	7,713,001
Shares issued for conversion of Series F Preferred	-	-	-1,682	-2	336,400	337	-	-	-	-	-	-	-	-	(335)	-	-	-	-
Foreign currency translation adjustments	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	(16,247)	(16,247)
Sale of minority interest in Vocal Inc.	-	-	-	-	-	-	-	-	-	-	-	-	-	-	18,981	-	-	-	18,981
Shares issued for rounding in reverse stock split	-	-	-	-	-	-	-	-	-	-	18,920	19	-	-	64,309	-	-	-	64,328
Derivative Liabilities	-	-	-	-	-	-	-	-	-	-	-	-	-	-	115,751	-	-	-	115,751
Net loss	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	1,910,815	-	-	1,910,815
Balance, March 31 2024	450	\$ -	-	\$ -	-	\$ -	-	\$ -	-	\$ -	\$ 724,075	\$ 724	\$ -	\$ -	\$ 189,831,115	\$ (204,138,308)	\$ 1,048,192	\$ (190,389)	\$ (13,526,779)

	Series E Preferred Stock		Series F Preferred Stock		Series G Preferred Stock		Series H Preferred Stock		Stock in Subsidiaries		Common Stock		Treasury stock		Additional Paid In Capital	Accumulated Deficit	Non-Controlling Interest	Other Comprehensive Income	Stockholders' Equity (Deficit)
	Shares	Amount	Shares	Amount	Shares	Amount	Shares	Amount	Shares	Amount	Shares	Amount	Shares	Amount					
Balance, January 1, 2025	450	\$ -	3,088	3	2,094	2	3,798	4	1,027,937	107	4,662,439	\$4,663	(187)	\$ (78,456)	\$256,495,773	\$ (269,793,147)	\$ 3,735,213	\$ (297,717)	\$ (9,933,556)
Shares issued for exercise of warrants	-	-	-	-	-	-	-	-	-	-	4,496,400	4,496	-	-	2,257,728	-	-	-	2,262,225
Cash received for preferred stock	-	-	-	-	1,623	2	-	-	-	-	-	-	-	-	1,217,248	-	-	-	1,217,250
Preferred stock issued as part of acquisition of consolidated subsidiaries	-	-	-	-	9,342	9	-	-	-	-	-	-	-	-	7,006,491	-	-	-	7,006,500
Deemed Dividend	-	-	-	-	-	-	-	-	-	-	-	-	-	-	7,970,600	(12,852,416)	-	-	(4,881,816)
Foreign currency translation adjustments	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	755,430	755,430
Common stock issued as part of acquisition of consolidated subsidiaries	-	-	-	-	-	-	-	-	-	-	857,280	857	-	-	799,056	-	-	-	799,913
Shares issued for conversion of preferred to common	-	-	-835	-1	-	-	-	-	-	-	167,000	167	-	-	(166)	-	-	-	-
Shares issued for settlement of accounts payable	-	-	-	-	-	-	-	-	-	-	10,800	11	-	-	9,989	-	-	-	10,000
Stock based compensation in Creatd, Inc.	-	-	-	-	-	-	-	-	-	-	126,768	127	-	-	133,245	-	-	-	133,373
Net loss for the year ended December 31, 2024	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	670,746	(110,455)	-	560,290
Balance, March 31, 2025	450	\$ -	2,253	\$ 2	13,059	13	3,798	4	1,027,937	107	10,320,687	10,321	(187)	(78,456)	275,889,964	(281,974,817)	3,624,758	457,713	-2,070,391

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

**Creatd, Inc.**  
**Consolidated Statements of Cash Flows**

**For the Three months ended**  
**March 31, 2025**

**For the Year Ended**  
**December 31, 2024**

**CASH FLOWS FROM OPERATING**

Net loss	560,290	(4,536,710)
Adjustments to reconcile net loss to net cash		
Depreciation and amortization	-	66,081
Accretion of debt discount and issuance cost	-	1,124,913
Stock-based compensation	132,930	9,569,072
Amortization of right of use asset	57,036	259,528
Settlement of vendor liabilities	(1,483,061)	907,167
Change in fair value of derivative liability	-	(7,836,522)
Non-controlling interest in consolidated	(110,455)	2,754,608
<b>Changes in operating assets and liabilities:</b>		
Accounts receivable	59,106	2,000
Deferred revenue	(23,923)	(119,086)
Accounts payable and accrued expenses	948,378	(2,418,657)
Marketable securities	-	67,676
Operating lease liability	73,612	(244,024)
<b>Net Cash Used In Operating Activities</b>	<u>213,913</u>	<u>(403,954)</u>

**CASH FLOWS FROM FINANCING**

Net proceeds from issuance of notes		327,660
Repayment of notes	(455,448)	(372,336)
Proceeds from issuance of convertible note	-	300,000
Repayment of convertible notes	(63,636)	(192,513)
Proceeds from issuance of note payable - related party	-	159,700
Repayment of note payable - related party	-	(168,330)
Proceeds from issuance of common stock and warrants	-	221,600
Proceeds from issuance of preferred stock (Creatd)	999,875	175,000
Proceeds from issuance of preferred stock (Vocal)	-	18,982
<b>Net Cash Provided By Financing</b>	<u>480,791</u>	<u>469,763</u>
Effect of exchange rate changes on cash		<u>(123,574)</u>
<b>Net Change in Cash</b>	694,704	(57,765)
<b>Cash - Beginning of period</b>		<u>73,255</u>
<b>Cash - End of period</b>	<u>\$ 694,704</u>	<u>\$ 15,490</u>

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

**Creatd, Inc.**

**March 31, 2025**

**Notes to the Consolidated Financial Statements**

**Note 1 – Organization and Operations**

Creatd, Inc., formerly Jerrick Media Holdings, Inc. (“Creatd” or the “Company”), is a publicly traded technology and media company operating across three primary business verticals: Vocal, Flyte, and the OG Collection. Vocal is the Company’s proprietary digital publishing platform that enables content creation, discovery, and monetization across a network of niche communities. Flyte is a private aviation business offering real-time charter flight booking through its proprietary application. The OG Collection is an e-commerce and IP monetization platform focused on legacy media, archival content, and collectible products. Through these verticals, Creatd is building a capital-efficient ecosystem designed to unlock long-term value through technology, media, and real-world services.

The Company was originally incorporated under the laws of the State of Nevada on December 30, 1999, under the name LILM, Inc. The Company changed its name on December 3, 2013, to Great Plains Holdings, Inc. as part of its plan to diversify its business.

On February 5, 2016 (the “Closing Date”), GTPH, GPH Merger Sub, Inc., a Nevada corporation and wholly-owned subsidiary of GTPH (“Merger Sub”), and Jerrick Ventures, Inc., a privately-held Nevada corporation headquartered in New Jersey (“Jerrick”), entered into an Agreement and Plan of Merger (the “Merger”) pursuant to which the Merger Sub was merged with and into Jerrick, with Jerrick surviving as a wholly-owned subsidiary of GTPH (the “Merger”). GTPH acquired, pursuant to the Merger, all of the outstanding capital stock of Jerrick in exchange for issuing Jerrick’s shareholders (the “Jerrick Shareholders”), pro-rata, a total of 950 shares of GTPH’s common stock. In connection therewith, GTPH acquired 33,415 shares of Jerrick’s Series A Convertible Preferred Stock (the “Jerrick Series A Preferred”) and 8,064 shares of Series B Convertible Preferred Stock (the “Jerrick Series B Preferred”).

In connection with the Merger, on the Closing Date, GTPH and Kent Campbell entered into a Spin-Off Agreement (the “Spin-Off Agreement”), pursuant to which Mr. Campbell purchased from GTPH (i) all of GTPH’s interest in Ashland Holdings, LLC, a Florida limited liability company, and (ii) all of GTPH’s interest in Lil Marc, Inc., a Utah corporation, in exchange for the cancellation of 79 shares of GTPH’s Common Stock held by Mr. Campbell. In addition, Mr. Campbell assumed all debts, obligations and liabilities of GTPH, including any existing prior to the Merger, pursuant to the terms and conditions of the Spin-Off Agreement.

Upon closing of the Merger on February 5, 2016, the Company changed its business plan to that of Jerrick.

Effective February 28, 2016, GTPH entered into an Agreement and Plan of Merger (the “Statutory Merger Agreement”) with Jerrick, pursuant to which GTPH became the parent company of Jerrick Ventures, LLC, a wholly-owned operating subsidiary of Jerrick (the “Statutory Merger”) and GTPH changed its name to Jerrick Media Holdings, Inc. to better reflect its new business strategy.

On June 26, 2017, the Company filed to form Abacus Pty Ltd, an Australian-based entity, as a wholly-owned subsidiary of the Company.

On September 11, 2019, the Company acquired 100% of the membership interests of Seller’s Choice, LLC, a New Jersey limited liability company (“Seller’s Choice”), a digital e-commerce agency.

On September 9, 2020, the Company filed a certificate of amendment with the Secretary of State of the State of Nevada to change its name to “Creatd, Inc.”, which became effective on September 10, 2020.

On June 4, 2021, the Company acquired 89% of the membership interests of Plant Camp, LLC, a Delaware limited liability company ("Plant Camp"), which the Company subsequently rebranded as Camp. Camp is a direct-to-consumer (DTC) food brand which creates healthy upgrades to classic comfort food favorites.

On July 20, 2021, the Company acquired 44% of the membership interests of WHE Agency, Inc. WHE Agency, Inc. is a talent management and public relations agency based in New York ("WHE"). WHE has been consolidated due to the Company's ownership of 55% voting control.

On September 16, 2021, the Company filed a Certificate of Incorporation with the State of Delaware to form OG Gallery, Inc, a wholly owned subsidiary of the Company.

Between October 21, 2020, and August 16, 2021, the Company acquired 21% of the membership interests of Dune, Inc. Dune, Inc. is a direct-to-consumer brand focused on promoting wellness through its range of health-oriented beverages.

On October 3, 2021, the Company acquired an additional 29% of the membership interests of Dune, Inc., bringing its total membership interests to 50%. Dune, Inc., has been consolidated due to the Company's ownership of 50% voting control.

On March 7, 2022, the Company acquired 100% of the membership interests of Denver Bodega, LLC, d/b/a Basis, a Colorado limited liability company ("Basis"). Basis is a direct-to-consumer functional beverage brand that makes high-electrolyte mixes meant to aid hydration. Denver Bodega, LLC has been consolidated due to the Company's ownership of 100% voting control, and the results of operations have been included since the date of acquisition in the consolidated statements of operations and comprehensive loss.

On April 24, 2022, the Company filed a certificate of amendment with the Secretary of State of the State of Delaware to change the name of OG Gallery, Inc. to "OG Collection, Inc."

On August 1, 2022, the Company acquired 51% of the membership interests of Orbit Media LLC ("Orbit"), a New York limited liability company. Orbit is an app-based stock trading platform designed to empower a new generation of investors. Orbit has been consolidated due to the Company's ownership of 51% voting control, and the results of operations have been included since the date of acquisition in the consolidated statements of operations and comprehensive loss.

On September 13, 2022, the Company acquired 100% of the membership interests of Brave Foods, LLC ("Brave"), a Maine limited liability company. Brave is a plant-based food company that provides convenient and healthy breakfast food products. Brave Foods, LLC has been consolidated due to the Company's ownership of 100% voting control, and the results of operations have been included since the date of acquisition in the consolidated statements of operations and comprehensive loss.

On December 13, 2022, an investor entered into a Subscription Agreement whereby it purchased from OG Collection, Inc., a subsidiary of the Company ("OG"), 150,000 shares of common stock of OG for a purchase price of \$750,000, and, in connection therewith OG, the Company, and the Investor entered into a Shareholder Agreement.

On January 9, 2023, the Company acquired an additional 51% of the equity interest in WHE Agency, Inc. bringing its total ownership to 95%.

On January 11, 2023, the Company filed a membership agreement to form CEOBLOC, LLC a wholly owned subsidiary of the Company.

On January 25, 2023, the Company acquired an additional 24.3% equity interest in Dune, Inc. bringing its total ownership to 75%.

On February 1, 2023, an investor entered into a Subscription Agreement whereby it purchased from OG Collection, Inc., a subsidiary of the Company (“OG”), 50,000 shares of common stock of OG for a purchase price of \$250,000, and, in connection therewith OG, the Company, and the Investor entered into a Shareholder Agreement.

On February 3, 2023, the Company acquired an additional 5% of the membership interests of Orbit Media, LLC., bringing its total membership interests to 56%.

On February 7, 2023, the Company acquired an additional 11% equity interest in Dune, Inc. bringing its total ownership to 85%.

On May 30, 2023, the Company acquired an additional 11% equity interest in Dune, Inc. bringing its total ownership to 96%.

On June 30, 2023, the Company acquired an additional 10% of the membership interests of Plant Camp, LLC, bringing its total ownership to 100%.

On July 28, 2023, the Company acquired an additional 17.5% of the membership interests of Orbit Media, LLC, bringing its total membership interests to 74%.

On July 31, 2023, the Company filed a Certificate of Incorporation with the state of Nevada to form Vocal, Inc., a wholly owned subsidiary. Vocal’s assets, which had been developed directly under the Company since 2016, were reorganized into this new entity. This restructuring marked a significant step in the growth and evolution of Vocal, which began as part of the Company’s business strategy to create a digital publishing platform supporting creators

On October 8, 2023, the Company entered into an Assignment and Assumption Agreement whereby Omega Eats, LLC was assigned 92.5% of the assets owned by Creatd Ventures, LLC pertaining to the operations of Brave and Denver Bodega DBA basis in exchange for \$1 in cash consideration at closing and the assumption of \$214,295 in liabilities related to the operations of these products.

On December 6, 2023, the Company spun-out Orbit Media, LLC, retaining an 17.5% membership interest and returning the remaining membership interest to the founders. As of December 6, 2023, Orbit is no longer consolidated due to the Company’s ownership of less than 50% voting control and membership interests.

On July 17, 2024, Creatd entered into a strategic securities swap agreement with Hollywall Entertainment, Inc. Under this agreement, Creatd issued 16,578 shares of its common stock (CRTD) to Hollywall, while Hollywall issued 726,769 shares of its common stock (HWAL) to Creatd. This swap represents a minimum of 0.5% equity in each company, with the agreement forming part of a broader commitment towards potential expanded collaboration, subject to further due diligence.

On July 26, 2024, Creatd acquired 100% of the membership interests in S96 NYC, LLC (Studio 96 Publishing) from Ayelet Abitbul. The terms of the acquisition involved Creatd issuing 35,000 shares of common stock at a cost basis of \$1.20 per share and 65,000 warrants with an exercise price of \$1.20.

On August 1, 2024, Vocal, Inc. granted 48.61% of its membership interests, in the form of shares of Preferred Stock to officers, board members, employees, and consultants (“Key Drivers”) involved with operations of Vocal.

On August 1, 2024, OG Collection, Inc. granted 46% of its membership interests, in the form of shares of Preferred Stock to Key Drivers involved with operations of OG Collection.

On August 9, 2024, Vocal, Inc. granted an additional 3.01% of its membership interests, in the form of shares of Preferred Stock, to Key Drivers involved with operations of Vocal.

On August 12, 2024, OG Collection, Inc. granted an additional 1.5% of its membership interests, in the form of shares of Preferred Stock to Key Drivers involved with operations of OG Collection.

On August 20, 2024, the Company acquired 0.5% of equity in Geopulse Explorations, Inc. a holding company focused on owning and developing technologies in the cannabis industry. As consideration for this acquisition, Geopulse Explorations received 21,675 shares of the Company's common stock.

On October 21, 2024, Vocal, Inc. granted an additional 6.56% of its membership interests, in the form of shares of Preferred Stock, to Key Drivers involved with operations of Vocal.

On November 11, 2024, the Company acquired 5% of equity in THEPOWERHOUSE, LLC, the parent company of thehouseofarts.com and several influential ventures spanning art, fashion, and design. As consideration for this acquisition, The Powerhouse LLC received 333,333 shares of the Company's common stock.

On November 26, 2024, the Company acquired 1% of equity in Enzolytics, Inc. a biotechnology company focused on developing in the pharmaceutical industry. As consideration for this acquisition, Enzolytics received 39,824 shares of the Company's common stock. See Note 14 - Subsequent Events.

On February 27, 2025, the Company acquired 100% of the equity of Flewber Global, Inc., a private aviation company offering real-time charter flight booking through its proprietary app. As consideration for this acquisition, the Company issued 556,140 shares of its common stock valued at \$556,140, 9,342 shares of Preferred G Stock valued at \$7,006,500, and 7,006,500 warrants with an assessed value of \$0.90/warrant.

## **Note 2 – Significant Accounting Policies and Practices**

Management of the Company is responsible for the selection and use of appropriate accounting policies and the appropriateness of accounting policies and their application. Critical accounting policies and practices are those that are both most important to the portrayal of the Company's financial condition and results and require management's most difficult, subjective, or complex judgments, often as a result of the need to make estimates about the effects of matters that are inherently uncertain. The Company's significant and critical accounting policies and practices are disclosed below as required by the accounting principles generally accepted in the United States of America ("U.S. GAAP").

### *Use of Estimates and Critical Accounting Estimates and Assumptions*

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the dates of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting periods.

These significant accounting estimates or assumptions bear the risk of change due to the fact that there are uncertainties attached to these estimates or assumptions, and certain estimates or assumptions are difficult to measure or value.

Management bases its estimates on historical experience and on various assumptions that are believed to be reasonable in relation to the consolidated financial statements taken as a whole under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources.

Management regularly evaluates the key factors and assumptions used to develop the estimates utilizing currently available information, changes in facts and circumstances, historical experience and reasonable assumptions. After such evaluations, if deemed appropriate, those estimates are adjusted accordingly. The Company uses estimates in accounting for, among other items, revenue recognition, allowance for doubtful accounts, stock-based compensation, income tax provisions, excess and obsolete inventory reserve, and impairment of intellectual property.

Actual results could differ from those estimates.

### *Principles of consolidation*



The Company consolidates all majority-owned subsidiaries, if any, in which the parent's power to control exists.

As of March 31, 2025, the Company's consolidated subsidiaries and/or entities are as follows:

<b>Name of combined affiliate</b>	<b>State or other jurisdiction of incorporation or organization</b>	<b>Company Ownership Interest</b>
Jerrick Ventures LLC	Delaware	100%
Abacus Tech Pty Ltd	Australia	100%
CEOBloc, LLC	Delaware	100%
OG Collection, Inc.	Delaware	41.5%
Vocal, Inc.	Nevada	41.8%
Flewber Global, Inc.	Delaware	100%
S96 NYC, LLC	New York	100%

All other previously consolidated subsidiaries have been dissolved or sold.

All inter-company balances and transactions have been eliminated.

#### *Fair Value of Financial Instruments*

The fair value measurement disclosures are grouped into three levels based on valuation factors:

- Level 1 – quoted prices in active markets for identical investments
- Level 2 – other significant observable inputs (including quoted prices for similar investments and market corroborated inputs)
- Level 3 – significant unobservable inputs (including Company assumptions in determining the fair value of investments)

The Company's Level 1 assets/liabilities include cash, accounts receivable, accounts payable, prepaid and other current assets, line of credit and due to related parties. Management believes the estimated fair value of these accounts at March 31 2025 and 2024 approximate their carrying value as reflected in the consolidated balance sheets due to the short-term nature of these instruments or the use of market interest rates for debt instruments.

The Company's Level 2 assets/liabilities include certain of the Company's notes payable. Their carrying value approximates their fair values based upon a comparison of the interest rate and terms of such debt given the level of risk to the rates and terms of similar debt currently available to the Company in the marketplace.

The Company's Level 3 assets/liabilities include goodwill, intangible assets, marketable debt securities, equity investments at cost, and derivative liabilities. Inputs to determine fair value are generally unobservable and typically reflect management's estimates of assumptions that market participants would use in pricing the asset or liability. The fair values are therefore determined using model-based techniques, including option pricing models and discounted cash flow models. Unobservable inputs used in the models are significant to the fair values of the assets and liabilities.

The following tables provide a summary of the relevant assets that are measured at fair value on a recurring basis:

**Fair Value Measurements as of  
March 31, 2025**

	<b>Total</b>	<b>Quoted Prices in Active Markets for Identical Assets or Liabilities (Level 1)</b>	<b>Quoted Prices for Similar Assets or Liabilities in Active Markets (Level 2)</b>	<b>Significant Unobservable Inputs (Level 3)</b>
<b>Assets:</b>				
<b>Marketable securities</b>	\$ 67,676	\$ 67,676	\$ -	\$ -
<b>Total assets</b>	\$ 67,676	\$ 67,676	\$ -	\$ -
<b>Liabilities:</b>				
<b>Stock Compensation Liability</b>	\$ -	\$ -	\$ -	\$ -
<b>Derivative liabilities</b>	\$ -	\$ -	\$ -	\$ -
<b>Total Liabilities</b>	\$ -	\$ -	\$ -	\$ -

**Fair Value Measurements as of  
March 31, 2024**

	<b>Total</b>	<b>Quoted Prices in Active Markets for Identical Assets or Liabilities (Level 1)</b>	<b>Quoted Prices for Similar Assets or Liabilities in Active Markets (Level 2)</b>	<b>Significant Unobservable Inputs (Level 3)</b>
<b>Assets:</b>				
<b>Marketable securities</b>	\$ -	\$ -	\$ -	\$ -
<b>Total assets</b>	\$ -	\$ -	\$ -	\$ -
<b>Liabilities:</b>				
<b>Derivative liabilities</b>	\$ 587,080	\$ -	\$ -	\$ 587,080
<b>Total Liabilities</b>	\$ 587,080	\$ -	\$ -	\$ 587,080

Our marketable equity securities are publicly traded stocks measured at fair value using quoted prices for identical assets in active markets and classified as Level 1 within the fair value hierarchy. Marketable equity securities as of March 31, 2025 and 2024 were \$67,676 and \$0, respectively.

The change in net realized depreciation on equity trading securities that have been included in other expenses for the three months ended March 31, 2025 and 2024 was \$0 and \$0, respectively.

The following are the changes in the derivative liabilities during the three months ended March 31, 2025:

	Three Months Ended March 31, 2025			
	Level 1	Level 2	Level 3	Total
Derivative liabilities as January 1, 2025	\$ -	\$ -	\$ -	-
Addition	-	-	-	-
Changes in fair value	-	-	-	-
Extinguishment	-	-	-	-
Derivative liabilities as of March 31, 2025	-	-	-	-1

The following tables provide a summary of the relevant assets that are measured at fair value on a non-recurring basis:

**Fair Value Measurements as of  
March 31, 2025**

	Total	Quoted Prices in Active Markets for Identical Assets or Liabilities (Level 1)	Quoted Prices for Similar Assets or Liabilities in Active Markets (Level 2)	Significant Unobservable Inputs (Level 3)
Assets:				
Intangible assets	\$ -	\$ -	\$ -	\$ -
Goodwill	7,237,895	-	-	\$ 7,237,895
Total assets	\$ 7,237,895	\$ -	\$ -	\$ 7,237,895

*Cash Equivalents*

The Company considers all highly liquid investments with a maturity of three months or less when purchased to be cash equivalents.

At times, cash balances may exceed the Federal Deposit Insurance Corporation ("FDIC") or Financial Claims Scheme ("FCS") insurable limits. The Company has never experienced any losses related to these balances. The uninsured cash balance as of March 31, 2025, was \$0. The Company does not believe it is exposed to significant credit risk on cash and cash equivalents.

*Concentration of Credit Risk and Other Risks and Uncertainties*

The Company provides credit in the normal course of business. The Company maintains allowances for credit losses on factors surrounding the credit risk of specific customers, historical trends, and other information.

The Company operates in Australia and holds total assets of -\$113. It is reasonably possible that operations located outside an entity's home country will be disrupted in the near term.

*Property and Equipment*

Property and equipment are recorded at cost. Expenditures for major additions and betterments are capitalized. Maintenance and repairs are charged to operations as incurred. Depreciation is computed by the straight-line method (after taking into account their respective estimated residual values) over the estimated useful lives of the respective assets as follows:

	<b>Estimated Useful Life (Years)</b>
Computer equipment and software	3
Furniture and fixtures	5
Leasehold improvements	3

Upon sale or retirement of property and equipment, the related cost and accumulated depreciation are removed from the accounts and any gain or loss is reflected in the consolidated statements of operations and comprehensive loss.

#### *Impairment of Long-lived Assets Including Acquired Intangible Assets*

The Company evaluates the recoverability of property and equipment, acquired finite-lived intangible assets and, purchased infinite life digital assets for possible impairment whenever events or circumstances indicate that the carrying amount of such assets may not be recoverable. The evaluation is performed at the lowest level for which identifiable cash flows are largely independent of the cash flows of other assets and liabilities. Recoverability of these assets is measured by a comparison of the carrying amounts to the future undiscounted cash flows the assets are expected to generate from the use and eventual disposition. Digital assets accounted for as intangible assets are subject to impairment losses if the fair value of digital assets decreases other than temporarily below the carrying value. The fair value is measured using the quoted price of the crypto asset at the time its fair value is being measured. If such review indicates that the carrying amount of property and equipment and intangible assets is not recoverable, the carrying amount of such assets is reduced to fair value. During the three months ended March 31, 2025 and 2024, the Company recorded an impairment charge of \$0 and \$0.

Acquired finite-lived intangible assets are amortized on a straight-line basis over the estimated useful lives of the assets. The Company routinely reviews the remaining estimated useful lives of property and equipment and finite-lived intangible assets. If the Company changes the estimated useful life assumption for any asset, the remaining unamortized balance is amortized or depreciated over the revised estimated useful life. As of March 31, 2025 and 2024, the Company has \$7,237,895 and \$0, respectively, intangible assets on its consolidated balance sheets. Amortization expense was \$0 and \$0 for the three months ended March 31, 2025 and 2024, respectively.

#### *Goodwill*

Goodwill is not amortized but is subject to periodic testing for impairment in accordance with ASC Topic 350 “Intangibles – Goodwill and Other – Testing Indefinite-Lived Intangible Assets for Impairment” (“ASC Topic 350”). The Company tests goodwill for impairment on an annual basis as of the last day of the Company’s fiscal December each year or more frequently if events occur or circumstances change indicating that the fair value of the goodwill may be below its carrying amount. The Company uses an income-based approach to determine the fair value of the reporting units. This approach uses a discounted cash flow methodology and the ability of our reporting units to generate cash flows as measures of fair value of our reporting units.

During the three months ended March 31, 2025, the goodwill of the Company increased from \$371,448 to \$752,390 due to the acquisition of Flewber Global, Inc. During the three months ended March 31, 2025 and 2024, the Company recorded an impairment charge of \$0 and \$0.

#### *Commitments and Contingencies*

The Company follows subtopic 450-20 of the Financial Accounting Standards Board (“FASB”) to report accounting for contingencies. Certain conditions may exist as of the date the consolidated financial statements are issued, which may result in a loss to the Company, but which will only be resolved when one or more future events occur or fail to occur. The Company assesses such contingent liabilities, and such assessment inherently involves an exercise of judgment. In assessing loss contingencies related to legal proceedings that are pending against the Company or un-asserted claims that may result in such proceedings, the Company evaluates the perceived merits of any legal

proceedings or un-asserted claims as well as the perceived merits of the amount of relief sought or expected to be sought therein.

If the assessment of a contingency indicates that it is probable that a material loss has been incurred and the amount of the liability can be estimated, then the estimated liability would be accrued in the Company's consolidated financial statements. If the assessment indicates that a potential material loss contingency is not probable but is reasonably possible, or is probable but cannot be estimated, then the nature of the contingent liability, and an estimate of the range of possible losses, if determinable and material, would be disclosed.

Loss contingencies considered remote are generally not disclosed unless they involve guarantees, in which case the guarantees would be disclosed.

#### *Foreign Currency*

Foreign currency denominated assets and liabilities are translated into U.S. dollars using the exchange rates in effect at the consolidated balance sheet dates. Results of operations and cash flows are translated using the average exchange rates throughout the periods. The effect of exchange rate fluctuations on the translation of assets and liabilities is included as a component of stockholders' equity in accumulated other comprehensive loss. Gains and losses from foreign currency transactions, which are included in operating expenses, have not been significant in any period presented.

#### *Derivative Liability*

The Company evaluates its debt and equity issuances to determine if those contracts or embedded components of those contracts qualify as derivatives to be separately accounted for in accordance with paragraph 815-10-05-4 and Section 815-40-25 of the FASB Accounting Standards Codification ("ASC"). The result of this accounting treatment is that the fair value of the embedded derivative is marked-to-market each balance sheet date and recorded as either an asset or a liability. In the event that the fair value is recorded as a liability, the change in fair value is recorded in the consolidated statements of operations and comprehensive loss as other income or expense. Upon conversion, exercise or cancellation of a derivative instrument, the instrument is marked to fair value at the date of conversion, exercise or cancellation and then the related fair value is reclassified to equity.

In circumstances where the embedded conversion option in a convertible instrument is required to be bifurcated and there are also other embedded derivative instruments in the convertible instrument that are required to be bifurcated, the bifurcated derivative instruments are accounted for as a single, compound derivative instrument.

The classification of derivative instruments, including whether such instruments should be recorded as liabilities or as equity, is re-assessed at the end of each reporting period. Equity instruments that are initially classified as equity that become subject to reclassification are reclassified to liability at the fair value of the instrument on the reclassification date. Derivative instrument liabilities will be classified in the consolidated balance sheets as current or non-current based on whether or not net-cash settlement of the derivative instrument is expected within 12 months of the consolidated balance sheet dates.

The Company adopted Section 815-40-15 of the FASB ASC ("Section 815-40-15") to determine whether an instrument (or an embedded feature) is indexed to the Company's own stock. Section 815-40-15 provides that an entity should use a two-step approach to evaluate whether an equity-linked financial instrument (or embedded feature) is indexed to its own stock, including evaluating the instrument's contingent exercise and settlement provisions.

The Company utilizes a Monte Carlo simulation model for the make whole feature in the Company's outstanding Equity Line of Credit and for convertible notes that have an option to convert at a variable number of shares to compute the fair value of the derivative and to mark to market the fair value of the derivative at each consolidated balance sheet date. The inputs utilized in the application of the Monte Carlo model included a starting stock price, an expected term of each debenture remaining from the valuation date to maturity, an estimated volatility, drift, and a risk-free rate. The Company records the change in the fair value of the derivative as other income or expense in the consolidated statements of operations and comprehensive loss.

### *Shipping and Handling Costs*

The Company classifies freight billed to customers as sales revenue and the related freight costs as cost of revenue.

### *Revenue Recognition*

Under Topic 606, revenue is recognized when control of the promised goods or services is transferred to customers, in an amount that reflects the consideration the Company expects to be entitled to in exchange for those goods or services.

The Company determines revenue recognition through the following steps:

- identification of the contract, or contracts, with a customer;
- identification of the performance obligations in the contract;
- determination of the transaction price. The transaction price for any given subscriber could decrease based on any payments made to that subscriber. A subscriber may be eligible for payment through one or more of the monetization features offered to Vocal creators, including earnings through reads (on a cost per mile basis) and cash prizes offered to Challenge winners;
- allocation of the transaction price to the performance obligations in the contract; and
- recognition of revenue when, or as, the Company satisfies a performance obligation.

### **Agency Revenue**

#### *Managed Services*

The Company offers comprehensive Studio/Agency Service solutions to business-to-business (B2B) and business-to-consumer (B2C) clients, encompassing digital marketing and e-commerce services. These services include the setup and ongoing management of clients' websites, Amazon and Shopify storefronts, social media pages, search engine marketing, and various tools and channels to optimize e-commerce sales and growth. Client contracts fall into three primary categories—Partners, Monthly Services, and Projects—with Partner and Monthly Services clients billed monthly, typically ranging from approximately \$5,000 to \$12,000 per month. Project fees vary based on scope. Revenue from these services is recognized over time as contractual milestones and service obligations are fulfilled.

The Company also generates Branded Content revenue by creating and publishing branded articles and challenges for clients on the Vocal platform, along with associated promotional activities and engagement tracking. Branded articles' obligations are met upon successful publication and completion of promotional milestones as per client agreements. Branded challenges' obligations are satisfied upon closure and winner announcements. Revenue recognition follows the completed contract method, recognizing revenue as services are performed and milestones achieved. Contracts typically specify fixed fees ranging from \$25,000 to \$60,000 per month, with deliverables completed within three months of contract initiation or as negotiated. Performance obligations are distinctly identified and transaction prices allocated using standalone selling price or residual methods.

### **Platform Revenue**

#### *Creator Subscriptions*

Vocal+ is a premium subscription offering for Vocal creators. In addition to joining for free, Vocal creators now have the option to sign up for a Vocal+ membership for either \$9.99 monthly or \$99 annually, though these amounts are subject to promotional discounts and free trials. Vocal+ subscribers receive access to value-added features such as increased rate of cost per mille (thousand) ("CPM") monetization, a decreased minimum withdrawal threshold, a

discount on platform processing fees, member badges for their profiles, access to exclusive Vocal+ Challenges, and early access to new Vocal features. Subscription revenues stem from both monthly and annual subscriptions, the latter of which is amortized over a twelve-month period. Any customer payments received are recognized over the subscription period, with any payments received in advance being deferred until they are earned.

The transaction price for any given subscriber could decrease based on any payments made to that subscriber. A subscriber may be eligible for payment through one or more of the monetization features offered to Vocal creators, including earnings through reads (on a cost per mille basis) and cash prizes offered to Challenge winners. Potential revenue offset is calculated by reviewing a subscriber's earnings in conjunction with payments made by the subscriber on a monthly and/or annual basis.

### **Affiliate Sales Revenue**

Affiliate sales represents the commission the Company receives from views or sales of its multimedia assets. Affiliate revenue is earned on a "click through" basis, upon visitors viewing or purchasing the relevant video, book, or other media asset and completing a specific conversion. The revenue is recognized upon receipt as reliable estimates could not be made.

### *Deferred Revenue*

Deferred revenue consists of billings and payments from clients in advance of revenue recognition. The Company has two types of deferred revenue, subscription revenue whereas the revenue is recognized over the subscription period and contract liabilities where the performance obligation was not satisfied. The Company will recognize the deferred revenue within the next twelve months. As of March 31 2025 and 2024, the Company had deferred revenue of \$123,028 and \$146,951, respectively.

### *Accounts Receivable and Allowances*

Accounts receivable are recorded and carried when the Company has performed the work in accordance with managed services, project, partner, consulting and branded content agreements. For example, the Company bills a branded content client and records the receivable once milestones are reached that are set in the agreement. The Company makes estimates for the allowance for doubtful accounts and allowance for unbilled receivables based upon its assessment of various factors, including historical experience, the age of the accounts receivable balances, credit quality of its customers, current economic conditions, and other factors that may affect its ability to collect from customers.

Effective January 1, 2023, the Company adopted the provisions of ASC 326, *Financial Instruments – Credit Losses*, which requires the measurement of credit losses based on an expected loss model, known as the Current Expected Credit Losses (CECL) model. The CECL model replaces the incurred loss methodology and requires the Company to estimate credit losses over the life of its receivables, considering historical data, current conditions, and reasonable and supportable forecasts.

During the three months ended March 31, 2025 and 2024, the Company recorded \$0 and \$0, respectively as a credit loss.

### *Stock-Based Compensation*

The Company recognizes compensation expense for all equity-based payments granted in accordance with ASC 718 "*Compensation – Stock Compensation*". Under fair value recognition provisions, the Company recognizes equity-based compensation over the requisite service period of the award. The Company has a relatively low forfeiture rate of stock-based compensation and forfeitures are recognized as they occur.

Restricted stock awards are granted at the discretion of the Company. These awards are restricted as to the transfer of ownership and generally vest over the requisite service periods.

The fair value of an option award is estimated on the date of grant using the Black–Scholes option valuation model. The Black–Scholes option valuation model requires the development of assumptions that are inputs into the model. These assumptions are the value of the underlying share, the expected stock volatility, the risk–free interest rate, the expected life of the option, the dividend yield on the underlying stock and forfeitures are recognized as they occur. Expected volatility is derived from the Company’s historical data over the expected option life and other appropriate factors. Risk–free interest rates are calculated based on continuously compounded risk–free rates for the appropriate term. The dividend yield is assumed to be zero as the Company has never paid or declared any cash dividends on its Common stock and does not intend to pay dividends on its Common stock in the foreseeable future. Forfeitures are recognized as they occur.

Determining the appropriate fair value model and calculating the fair value of equity–based payment awards requires the input of the subjective assumptions described above. The assumptions used in calculating the fair value of equity–based payment awards represent management’s best estimates, which involve inherent uncertainties and the application of management’s judgment. As a result, if factors change and the Company uses different assumptions, our equity–based compensation could be materially different in the future. The Company issues awards of equity instruments, such as stock options and restricted stock units, to employees and certain non-employee directors. Compensation expense related to these awards is based on the fair value of the underlying stock on the award date and is amortized over the service period, defined as the vesting period. The vesting period is generally one to three years. A Black-Scholes model is utilized to estimate the fair value of stock options, while the market price of the Company’s common stock at the date of grant is used for restricted stock units. Compensation expense is reduced for actual forfeitures as they occur.

#### *Loss Per Share*

Basic net loss per common share is computed by dividing net loss attributable to common stockholders by the weighted-average number of common shares outstanding during the period. Diluted net loss per common share is determined using the weighted-average number of common shares outstanding during the period, adjusted for the dilutive effect of common stock equivalents. For three months ended March 31, 2025 and 2024, the weighted-average number of common shares outstanding excludes common stock equivalents because their inclusion would be anti-dilutive.

#### *Recently Adopted Accounting Guidance*

In May 2021, the FASB issued authoritative guidance intended to clarify and reduce diversity in an issuer’s accounting for modifications or exchanges of freestanding equity-classified written call options that remain equity classified after modification or exchange. (ASU 2021-04), *Derivatives and Hedging Contracts in Entity’s Own Equity* (Topic 815). This guidance’s amendments provide measurement, recognition, and disclosure guidance for an issuer’s accounting for modifications or exchanges of freestanding equity-classified written call options that remain equity classified after modification or exchange. The updated guidance became effective for fiscal years beginning after December 15, 2021. During the years ended December 31, 2024 and 2023, the Company recognized a deemed dividend of \$41,598,249 and \$32,554,410 from the modification of warrants, respectively.

In June 2016, the FASB issued Accounting Standards Update (“ASU”) No. 2016-13, *Financial Instruments – Credit Losses* (Topic 326), *Measurement of Credit Losses on Financial Instruments* (“ASU-2016-13”). ASU 2016-13 affects loans, debt securities, trade receivables, and any other financial assets that have the contractual right to receive cash. The ASU requires an entity to recognize expected credit losses rather than incurred losses for financial assets. On October 16, 2019, FASB approved a final ASU delaying the effective date of ASU 2016-13 for small reporting companies to interim and annual periods beginning after December 15, 2022. The adoption of the guidance did not have a material impact on the Company’s consolidated financial statements.

In August 2020, the FASB issued ASU 2020-06, *Debt—Debt with Conversion and Other Options (Subtopic 470-20) and Derivatives and Hedging—Contracts in Entity’s Own Equity* (Subtopic 815-40): *Accounting for Convertible Instruments and Contracts in an Entity’s Own Equity*. This ASU amends the guidance on convertible instruments and the derivatives scope exception for contracts in an entity’s own equity, and also improves and amends the related EPS guidance for both Subtopics. ASU 2020-06 is effective for the fiscal year beginning after December 15, 2022,



including interim periods within that fiscal year. The adoption of the guidance did not have a material impact on the Company's consolidated financial statements.

In October 2021, the FASB issued ASU No. 2021-08, *Business Combinations Accounting for Contract Assets and Contract Liabilities from Contracts with Customers (Topic 805)*, which aims to improve the accounting for acquired revenue contracts with customers in a business combination by addressing diversity in recognition and payment terms that affect subsequent revenue recognition. ASU 2021-08 is effective for the fiscal year beginning after December 15, 2022, including interim periods within that fiscal year. There was no material impact on the Company's consolidated financial statements upon the adoption of this ASU.

Management does not believe that any recently issued, but not yet effective accounting pronouncements, when adopted, will have a material effect on the accompanying consolidated financial statements.

### **Note 3 – Going Concern**

The Company's consolidated financial statements have been prepared assuming that it will continue as a going concern, which contemplates continuity of operations, realization of assets, and liquidation of liabilities in the normal course of business.

As reflected in the consolidated financial statements, as of March 31, 2025, the Company had an accumulated deficit of \$292.0 million, a net gain of \$563,000 and net cash used in operating activities of \$214,000 for the reporting period then ended. These factors raise substantial doubt about the Company's ability to continue as a going concern for a period of one year from the issuance of these consolidated financial statements.

The Company is attempting to further implement its business plan and generate sufficient revenues; however, its cash position may not be sufficient to support its daily operations. While the Company believes in the viability of its strategy to further implement its business plan and generate sufficient revenues and in its ability to raise additional funds by way of a public or private offering of its debt or equity securities, there can be no assurance that it will be able to do so on reasonable terms, or at all. The ability of the Company to continue as a going concern is dependent upon its ability to further implement its business plan and generate sufficient revenues and its ability to raise additional funds by way of a public or private offering.

The consolidated financial statements do not include any adjustments related to the recoverability and classification of recorded asset amounts or the amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

#### Note 4 – Property and Equipment

Property and equipment stated at cost, less accumulated depreciation, consisted of the following at:

	<b>March 31, 2025</b>	<b>December 31, 2024</b>
Computer Equipment	\$ 452,832	\$ 452,832
Furniture and Fixtures	184,524	184,524
Property and Equipment Acquired with Flewber Global, Inc.	832,051	
Leasehold Improvements	47,616	47,616
	<u>1,530,588</u>	<u>698,537</u>
Less: Accumulated Depreciation	<u>(1,213,311)</u>	<u>(680,474)</u>
	<u>\$ 317,277</u>	<u>\$ 18,062</u>

#### Note 5 – Notes Payable

Notes payable as of March 31, 2025 and December 31, 2024 is as follows:

	<b>Outstanding Principal as of</b>		<b>Interest Rate</b>	<b>Maturity Date</b>
	<b>March 31, 2025</b>	<b>December 31, 2024</b>		
The April 2020 PPP Loan Agreement	\$ 198,577	\$ 198,577	5%	April 2022
The Second September 2022 Loan Agreement	279,540	408,625	-%	December 2023
The April 2023 Loan Agreement	23,500	41,213	18%	April 2023
The May 3, 2024 Loan Agreement	20,489	20,489	-%	May 2025
The May 31, 2024 Loan Agreement	55,500	57,000	15%	May 2025
The August 20, 2024 Loan Agreement	14,645	14,645	-%	February 2025
The December 30, 2024 Loan Agreement	82,614	117,614	20%	March 2025
The February 4, 2025 Loan Agreement	61,000	-	-%	December 2025
The February 27, 2025 Loan Agreement	355,841	-	-%	April 2025
The June 16, 2020 Loan Agreement	<u>63,700</u>	<u>-</u>	1%	April 2022
	1,155,407	935,999		
Less: Debt Discount	<u>-</u>	<u>(5,877)</u>		
	1,155,407	930,122		
Less: Current Debt	<u>(1,155,407)</u>	<u>(930,122)</u>		
Less: Debt from Discontinued Operations	<u>-</u>	<u>-</u>		
Total Long-Term Debt	<u>\$ -</u>	<u>\$ -</u>		

##### The April 2020 PPP Loan Agreement

On April 30, 2020, the Company was granted a loan with a principal amount of \$282,432 (the “Loan”), pursuant to the Paycheck Protection Program (the “PPP”) under Division A, Title I of the Coronavirus Aid, Relief, and Economic Security Act (the “CARES Act”), which was enacted on March 27, 2020. The Loan, which was in the form of a Note dated April 30, 2020, matures on April 30, 2022, and bears interest at a fixed rate of 1.00% per annum, payable monthly commencing on October 30, 2020. The Note may be prepaid by the Company at any time prior to maturity without payment of any premium. Funds from the Loan may only be used to retain workers and maintain payroll or make mortgage payments, lease payments and utility payments.

As of March 31, 2025, the Loan is in default, and the lender may require immediate payment of all amounts owed under the Loan or file suit and obtain judgment.

*The Second September 2022 Loan Agreement (Cloudfund/Deltabridge)*

On September 22, 2022, the Company entered into a loan agreement (the “Second September 2022 Loan Agreement”) with a lender (the “First September 2022 Lender”), whereby the Second September 2022 Lender issued the Company a promissory note of \$876,000 (the “Second September 2022 Note”). The Company received cash proceeds of \$272,614 and rolled the remaining \$303,386 of principal from the First May 2022 Loan Agreement. Pursuant to the Second September 2022 Loan Agreement, the Second September 2022 Note has a flat interest fee of \$321,637, for an effective interest rate of 100%. The maturity date of the Second September 2022 Note is May 5, 2023 (the “Second September 2022 Maturity Date”). The Company is required to make weekly payments of \$27,375. The Second September 2022 Note is secured by officers of the Company. On June 23, 2023, the Company and the Second September 2022 Lender executed an agreement amending the payment terms and extending the Second September 2022 Maturity Date to December 31, 2023.

The Company recorded a \$300,000 debt discount relating to an original issue discount. The debt discount is being accreted over the life of the note to accretion of debt discount and issuance cost.

As of March 31, 2025, the Loan is in default.

*The Third September 2022 Loan Agreement (FundKite)*

On September 22, 2022, the Company entered into a loan agreement (the “Third September 2022 Loan Agreement”) with a lender (the “Third September 2022 Lender”), whereby the Third September 2022 Lender issued the Company a promissory note of \$365,000 (the “Third September 2022 Note”). The Company received cash proceeds of \$110,762 and rolled the remaining \$129,053 of principal from the Second May 2022 Loan Agreement. Pursuant to the Third September 2022 Loan Agreement, the Third September 2022 Note has a flat interest fee of \$139,524, for an effective interest rate of 143%. The maturity date of the Third September 2022 Note is May 5, 2023 (the “Second September 2022 Maturity Date”). The Company is required to make weekly payments of \$13,036. The Third September 2022 Note is secured by officers of the Company. On June 9, 2023, the Company and the Third September 2022 Lender executed an agreement amending the payment terms and extending the Third September 2022 Maturity Date to October 12, 2023.

The Company recorded a \$300,000 debt discount relating to an original issue discount. The debt discount is being accreted over the life of the note to accretion of debt discount and issuance cost.

During the three months ended March 31, 2024, the Company paid the remaining principal balance of this note.

As of March 31, 2025, the note is completed.

*The April 20 2023 Loan Agreement (Arthur Rosen)*

On April 20, 2023, the Company entered into a loan agreement (the “April 2023 Loan Agreement”) with a lender (the “April 2023 Lender”), whereby the April 2023 Lender issued the Company a promissory note of \$130,000 (the “April 2023 Note”). Pursuant to the April 2023 Loan Agreement, the April 2023 Note has an effective interest rate of 18%. The maturity date of the April 2023 Note is April 26, 2023 (the “April 2023 Maturity Date”) at which time all outstanding principal, accrued and unpaid interest and other amounts due under the April 2023 Loan Agreement are due. On April 26, 2024, the April 2023 Lender agreed to extend the maturity date of the April 2023 Note until December 31, 2024 in exchange for warrants to purchase 75,560 shares of the Company’s common stock at an exercise price of \$1.75.

On May 14, 2025, the Lender agreed to extend the maturity date of the April 2023 Note until June 30, 2025.

As of March 31, 2025, the note is outstanding.

*The June 2023 Loan Agreement (John Luppò)*

On June 29, 2023, the Company entered into a loan agreement (the “June 2023 Loan Agreement”) with a lender (the “June 2023 Lender”), whereby the June 2023 Lender issued the Company a promissory note of \$13,000 (the “June 2023 Note”). The maturity date of the June 2023 Note is September 30, 2023 (the “June 2023 Maturity Date”).

During the three months ended March 31, 2024, the June 2023 Lender converted the balance of the note into 1,287 shares of common stock.

As of March 31, 2025, the note is completed.

*The First July 2023 Loan Agreement (Coventry)*

On July 11, 2023, the Company entered into a loan agreement (the “First July 2023 Loan Agreement”) with a lender (the “First July 2023 Lender”), whereby the July 2023 Lender issued the Company a promissory note of \$300,000 (the “First July 2023 Note”). The maturity date of the First July 2023 Note is July 10, 2024 (the “First July 2023 Maturity Date”).

The Company recorded a \$30,000 debt discount relating to an original issue discount. The debt discount and debt issuance costs are being accreted over the life of the note to accretion of debt discount and issuance cost. The Company also recorded a 10% Guaranteed Interest (equal to \$30,000) deemed earned as of the issuance date. The Principal Amount and the Guaranteed Interest shall be due and payable in seven equal monthly payments (each, a “Monthly Payment”) of \$47,142.85, commencing on December 11, 2023 and continuing on the 11<sup>th</sup> day of each month thereafter (each, a “Monthly Payment Date”) until paid in full not later than July 11, 2024 (the “Maturity Date”).

On July 11, 2024, the Lender converted \$100,000 of outstanding debt into 128,205 shares of the Company’s common stock.

On September 12, 2024, the Lender converted \$41,428.81 of outstanding debt into 161,346 shares of the Company’s common stock.

On November 6, 2024, the Lender converted \$54,000 of outstanding debt into 150,000 shares of the Company’s common stock.

On December 10, 2024, the Lender converted \$21,671 of outstanding into 57,635 shares of the Company’s common stock.

On January 1, 2025, the Company paid the Lender \$23,936 of the remaining balance owed on the note.

As of March 31, 2025, the note is completed.

*The July 31 2023 Loan Agreement (Quick Capital)*

On July 31, 2023, the Company entered into a loan agreement (the “July 31 2023 Loan Agreement”) with a lender (the “July 31 2023 Lender”), whereby the July 31 2023 Lender issued the Company a promissory note of \$261,250 (the “July 31 2023 Note”). The maturity date of the July 31 2023 Note is July 10, 2024 (the “July 31 2023 Maturity Date”).

The Company recorded a \$52,250 debt discount relating to an original issue discount and debt issuance costs of \$9,000. The debt discount and debt issuance costs are being accreted over the life of the note to accretion of debt discount and issuance cost. The Company will also accrue interest at the rate of 10% per annum on the outstanding balance of the note. The Principal Amount and the Guaranteed Interest shall be due and payable in six equal monthly payments (each, a “Monthly Payment”) of \$45,416.67, commencing on November 30, 2023 and continuing on the last day of each month thereafter (each, a “Monthly Payment Date”) until paid in full not later than April 30, 2024 (the “Maturity Date”).

On July 10, 2024, the Lender converted the remaining \$285,018 of outstanding debt and interest into 275,000 shares of the Company's common stock.

As part of the agreement the Company recognized \$121,300 as a gain on extinguishment of debt.

During the twelve months ended December 31, 2024, the Company accrued \$14,360 in interest.

As of March 31, 2025, the note is completed.

*The August 2023 Loan Agreement (Stripe)*

On August 23, 2023, the Company entered into a loan agreement (the "August 2023 Loan Agreement") with a lender (the "August 2023 Lender"), whereby the August 2023 Lender issued the Company a promissory note of \$137,448 (the "August 2023 Note"). Pursuant to the August 2023 Loan Agreement, the August 2023 Note has a flat interest fee of \$12,948. The maturity date of the August 2023 Note is February 20, 2025 (the "August 2023 Maturity Date"). The Company is required to make a minimum payment every 60 days of \$15,272.

As part of the agreement the Company recognized \$4,224 as a loss on extinguishment of debt.

During the twelve months ended December 31, 2024, the Company repaid the note in full.

As of March 31, 2025, the note is completed.

*The First September 2023 Loan Agreement (1800 Diagonal 9/27/23)*

On September 27, 2023, the Company entered into a loan agreement (the "First September 2023 Loan Agreement") with a lender (the "First September 2023 Lender"), whereby the First September 2023 Lender issued the Company a promissory note of \$51,750 (the "First September 2023 Note"). The maturity date of the First September 2023 Note is June 30, 2024 (the "First September 2023 Maturity Date").

The Company recorded a \$6,750 debt discount relating to an original issue discount and debt issuance costs of \$5,000. The debt discount and debt issuance costs are being accreted over the life of the note to accretion of debt discount and issuance cost. The Principal Amount shall be due and payable in full on the Maturity Date.

On July 23, 2024, the Lender converted the outstanding debt on this note and one other outstanding note into a combined 171,039 shares of the Company's common stock, and received an additional 10,461 shares of common stock as consideration.

During the twelve months ended December 31, 2024, the Company accrued \$2,255 in interest. This note was completed as of December 31, 2024.

As of March 31, 2025, the note is completed.

*The Second September 2023 Loan Agreement (Radium Capital)*

On September 28, 2023, the Company entered into a secured loan agreement (the "First September 2023 Loan Agreement") with a lender (the "First September 2023 Lender"), whereby the First September 2023 Lender issued the Company a secured promissory note of \$166,905 AUD or \$107,221 United States Dollars (the "First August 2022 Note"). Pursuant to the First September 2023 Loan Agreement, the First August 2022 Note has an effective interest rate of 15%. The maturity date of the First September 2023 Note is June 30, 2024 (the "First September 2023 Maturity Date") at which time all outstanding principal, accrued and unpaid interest and other amounts due under the First September 2023 Loan Agreement will be due. The company has the option to extend the Maturity date by 60 days at an interest rate of 19%. The loan is secured by the Australian research & development credit.

During the twelve months ended December 31, 2024, the Company repaid \$233,726 AUD or \$151,46 USD, the remaining balance against the note.

During the twelve months ended December 31, 2024, the Company repaid this note in full.

As of March 31, 2025, the note is completed.

*The January 26 Loan Agreement (Jeremy Frommer 1/26/24)*

On January 26, 2024, the Company entered into a promissory note agreement (the “January 26 Loan Agreement”) with Jeremy Frommer, whereby Frommer issued the Company a promissory note of \$15,000 (the “January 26 Note”). The maturity date of the January 26 Note was February 9, 2024. As additional consideration for entering in the January 26 Loan Agreement, the Company issued 9,000 warrants of the Company’s common stock. The Company repaid \$15,000 in principal on February 1, 2024.

During the twelve months ended December 31, 2024, the Company repaid this note in full.

As of March 31, 2025, the note is completed.

*The January 30 Loan Agreement (Jeremy Frommer 1/26/24)*

On January 30, 2024, the Company entered into a promissory note agreement (the “January 30 Loan Agreement”) with Jeremy Frommer, whereby Frommer issued the Company a promissory note of \$12,000 (the “January 30 Note”). The maturity date of the January 30 Note was February 13, 2024. As additional consideration for entering in the January 30 Loan Agreement, the Company issued 7,200 warrants of the Company’s common stock. The Company repaid \$12,000 in principal on February 1, 2024.

During the twelve months ended December 31, 2024, the Company repaid this note in full.

As of March 31, 2025, the note is completed.

*The February 1 Loan Agreement (Jeremy Frommer 2/1/24)*

On February 1, 2024, the Company entered into a promissory note agreement (the “February 1 Loan Agreement”) with Jeremy Frommer, whereby Frommer issued the Company a promissory note of \$20,000 (the “February 1 Note”). As additional consideration for entering in the February 1 Loan Agreement, the Company issued 12,000 warrants of the Company’s common stock. The original maturity date of the February 1 Note was February 14, 2024.

The Company recorded a \$10,769 debt discount relating to an original issue discount. The debt discount and debt issuance costs are being accreted over the life of the note to accretion of debt discount and issuance cost.

On February 12, 2024, the Company and Frommer executed an agreement amending the payment terms to an effective interest rate of 20% per annum accruing on the date of the amendment and extending the maturity date to April 29, 2024.

On May 6, 2024, the Company and Frommer executed an agreement extending the maturity date to December 28, 2024. In exchange, Frommer received 20,859 warrants with an exercise price of \$1.75.

During the twelve months ended December 31, 2024, the Company repaid \$22,055 towards the balance of this loan and accrued interest of \$3,379.

During the twelve months ended December 31, 2024, the Company repaid this note in full.

As of March 31, 2025, the note is completed.

*The February 5 Loan Agreement (Jeremy Frommer 2/5/24)*

On February 5, 2024, the Company entered into a promissory note agreement (the “February 5 Loan Agreement”) with Jeremy Frommer, whereby Frommer issued the Company a promissory note of \$5,000 (the “February 5 Note”). The maturity date of the February 5 Note is March 26, 2024. As additional consideration for entering in the February 5 Loan Agreement, the Company issued 3,000 warrants of the Company’s common stock. The Company repaid \$5,000 in principal on March 26, 2024.

During the twelve months ended December 31, 2024, the Company repaid this note in full.

As of March 31, 2025, the note is completed.

*February 12 Loan Agreement (Dorado Goose 2/12/24)*

On February 12, 2024, the Company entered into a promissory note agreement (the “February 12 Loan Agreement”) with a lender (the “February 12 Lender”), whereby the February 12 Lender issued the Company a promissory note of \$50,000. The effective interest rate of the February 12 Note is 5%. The original maturity date of the February 12 Note was March 13, 2024.

On April 10, 2024, the Company and the February 12 Lender executed an agreement extending the maturity date to September 1, 2024. In exchange, February 12 Lender received 100,000 warrants with an exercise price of \$4.00.

On July 19, 2024, the Company and the February 12 Lender executed an agreement extending the maturity date from September 1, 2024 to December 28, 2024.

On September 3, the February 12 Lender converted the remaining balance of the note to shares of Series G Preferred stock.

During the twelve months ended September 30, 2024, this note accrued interest of \$1,390.

As of March 31, 2025, the note is completed.

*The February 22 Loan Agreement (Jeremy Frommer 2/22/24)*

On February 22, 2024, the Company entered into a promissory note agreement (the “February 22 Loan Agreement”) with Jeremy Frommer, whereby Frommer issued the Company a promissory note of \$42,500 (the “February 22 Note”). The original maturity date of the February 22 Note was April 28, 2024. As additional consideration for entering in the February 22 Loan Agreement, the Company issued 25,500 warrants of the Company’s common stock.

The Company recorded a \$22,885 debt discount relating to an original issue discount. The debt discount and debt issuance costs are being accreted over the life of the note to accretion of debt discount and issuance cost.

On April 20, 2024, the Company and Frommer executed an agreement amending the payment terms to an effective interest rate of 20% per annum accruing on the date of the amendment and extending the maturity date to April 29, 2024.

On May 6, 2024, the Company and Frommer executed an agreement extending the maturity date of this note and 2 other outstanding notes to December 28, 2024. In exchange for all three extensions, Frommer received 206,537 warrants with an exercise price of \$1.75.

On December 30, 2024, the Lender restructured the note with the company into a new note and completed this note (see The December 30 2024 Loan Agreement). The balance of the note at the time of restructuring was \$22,622.

As part of the agreement the Company recognized \$14,031 as a loss on extinguishment of debt.

As of March 31, 2025, the note is completed.

*The March 26 Loan Agreement (Jeremy Frommer 3/26/24)*

On March 26, 2024, the Company entered into a promissory note agreement (the “March 26 Loan Agreement”) with Jeremy Frommer, whereby Frommer issued the Company a promissory note of \$50,000 (the “March 26 Note”). The default interest rate of the March 26 Note is 20% per annum. The original maturity date of the March 26 Note was April 22, 2024. As additional consideration for entering in the March 26 Loan Agreement, the Company issued 30,000 warrants of the Company’s common stock.

The Company recorded a \$26,923 debt discount relating to an original issue discount. The debt discount and debt issuance costs are being accreted over the life of the note to accretion of debt discount and issuance cost.

On April 22, 2024, the Company and Frommer executed an agreement amending the payment terms to a default interest rate of 20% per annum and extending the maturity date to April 26, 2024.

On May 6, 2024, the Company and Frommer executed an agreement extending the maturity date of this note and 2 other outstanding notes to December 28, 2024. In exchange for all three extensions, Frommer received 206,537 warrants with an exercise price of \$1.75.

On December 30, 2024, the Lender restructured the note with the company into a new note and completed this note (see The December 30 2024 Loan Agreement). The balance of the note at the time of restructuring was \$86,992.

As part of the agreement the Company recognized \$10,069 as a loss on extinguishment of debt.

As of March 31, 2025, the note is completed.

*The May 3rd Loan Agreement (Lendocity)*

On May 3, 2024, the Company entered into a promissory note agreement (the “May 3 Loan Agreement”) with a lender (“May 3 lender”), whereby the May 3 lender issued the Company a convertible promissory note of \$83,478 (the “May 3rd Note”).

The Company recorded a \$25,878 debt discount relating to an original issue discount. The debt discount and debt issuance costs are being accreted over the life of the note to accretion of debt discount and issuance cost. During the three months ending March 31, 2025, the Company paid \$3,000 in principal towards this note.

As of March 31, 2025, this note remains outstanding.

*The May 6th Loan Agreement (Jeremy Frommer 5.6.24)*

On May 6, 2024, the Company entered into a promissory note agreement (the “May 6 Loan Agreement”) with Jeremy Frommer, whereby Frommer issued the Company a promissory note of \$7,000 (the “May 6 Note”). As additional consideration for entering in the May 6 Loan Agreement, the Company issued 12,000 warrants of the Company’s common stock. The original maturity date of the May 6 Note was May 7, 2024.

During the three months ending June 30, 2024, the company paid this note back in full.

As of March 31, 2025, the note is completed.

*The May 28 Loan Agreement (Stripe)*

On May 28, 2024, the Company entered into a loan agreement (the “May 28 Loan Agreement”) with a lender (the “May 28 Lender”), whereby the May 28 Lender issued the Company a promissory note of \$56,800 (the “May 28 Note”). The maturity date of the May 28 Note is November 26, 2025 (the “Maturity Date”). The Company is required to make a minimum payment every 60 days of \$7,327.



The Company recorded a \$9,144 debt issuance cost. The debt issuance costs are being accreted over the life of the note to accretion of debt discount and issuance cost. The principal of the note shall be due and payable in full on the Maturity Date.

During the twelve months ended December 31, 2024, the Company repaid \$65,944 towards the balance of this note. As of March 31, 2025, the note remains completed.

*The May 31 Loan Agreement (bill.com)*

On May 31, 2024, the Company entered into a promissory note agreement (the “May 31 Loan Agreement”) with a lender (the “May 31 Lender”) whereby the May 31 Lender issued the Company a promissory note in the amount of \$60,000. The Maturity Date of the note is May 31, 2025. The Company recorded debt issuance costs of \$1,800. The debt issuance costs are being accreted over the life of the note to accretion of debt discount and issuance cost. The principal of the note shall be due and payable in full on the Maturity Date.

During the three months ended March 31, 2025, the Company repaid \$1,500 towards the balance of this note. As of March 31, 2025, the note remains outstanding.

*The June 13th Loan Agreement (Frommer 6.13.24)*

On June 13, 2024, the Company entered into a promissory note agreement (the “June 13 Loan Agreement”) with Jeremy Frommer, whereby Frommer issued the Company a promissory note of \$7,500 (the “June 13 Note”). As additional consideration for entering in the June 13 Loan Agreement, the Company issued 12,878 warrants of the Company’s common stock. The original maturity date of the June 13 Note was July 13, 2024.

On September 20, 2024, the Company and Frommer executed an agreement extending the maturity date of this note to December 28, 2024.

On December 30, 2024, the Lender restructured the note with the company into a new note and completed this note (see The December 30 2024 Loan Agreement). The balance of the note at the time of restructuring was \$8,000.

During the twelve months ended December 31, 2024, this note accrued interest of \$500.

This note was completed as of March 31, 2025.

*The August 20th Loan Agreement (Pipe.com)*

On August 20, 2024, the Company entered into a loan agreement (the “August 20 Loan Agreement”) with a lender (the “August 20 Lender”), whereby the August 20 Lender issued the Company a promissory note of \$15,415.37 (the “August 20 Note”). The maturity date of the August 20 Note is February 20, 2025 (the “Maturity Date”). The Company recorded a \$1,615.37 debt issuance cost.

During the twelve months ended December 31, 2024, the Company repaid \$770 towards the balance of this note. As of December 31, 2024, the note remains outstanding.

*The October 18, 2024 Loan Agreement (Stripe)*

On October 18, 2024, the Company entered into a loan agreement (the “October 18 Loan Agreement”) with a lender (the “October 18 Lender”), whereby the October 18 Lender issued the Company a promissory note of \$39,200 (the “October 18 Note”). The maturity date of the October 18 Note is April 18, 2024 (the “Maturity Date”). The Company is required to make a minimum payment every 60 days of \$4,782.

The Company recorded a \$3,841 debt issuance cost. The debt issuance costs are being accreted over the life of the note to accretion of debt discount and issuance cost. The principal of the note shall be due and payable in full on the Maturity Date.

During the three months ended March 31, 2025, the Company repaid \$22,890 towards this note.

*The December 19, 2024 Loan Agreement (Aya Abitbul)*

On December 19, 2024, the Company entered into a loan agreement (the “December 19 Loan Agreement”) with a lender (the “December 19 Lender”), whereby the December 19 Lender issued the Company a promissory note of \$12,060 (the “December 19 Note”). The maturity date of the December 19 Note was December 27, 2024 (the “Maturity Date”). As consideration for entering in the December 19 Loan Agreement, the Company issued 60,300 warrants of the Company’s common stock.

During the year ended December 31, 2024, the Company repaid \$12,060 towards this note. This note was completed as of March 31, 2025.

*The December 30, 2024 Loan Agreement (Jeremy Frommer consolidated)*

On December 30, 2024, the Company entered into a Loan Agreement with Jeremy Frommer, where the Company consolidated the outstanding notes with Mr. Frommer (the February 22 Loan Agreement, the March 26 Loan Agreement, and the June 13 Loan Agreement). The Company issued the promissory note with a principal amount of \$117,614, the sum of the balances of the three consolidated notes. The promissory note includes an interest rate of 20% per annum and has a maturity date of September 30, 2025.

During the three months ended March 31, 2025, the Company repaid \$35,000 towards this note. This note remains outstanding as of March 31, 2025.

*The February 4, 2025 Loan Agreement (Robert Gilbert)*

On February 4, 2025, Flewber Global, Inc. entered into a Loan Agreement (the “February 4 Loan Agreement”) with a lender (the “February 4 Lender”), whereby the February 4 Lender issued the Company a promissory note of \$67,500 (the “February 4 Note”). The maturity date of the February 4 Note is December 31, 2025 (the “Maturity Date”). As consideration for entering into the February 4 Loan Agreement, the Company shall make shall make monthly payments of \$2,000.

Upon the Company’s acquisition of Flewber Global, Inc., the Company absorbed the February 4 Note. During the three months ended March 31, 2025, Flewber Global Inc and the Company together repaid \$4,500 towards this note. As of March 31, 2025, the outstanding balance on this note was \$63,000.

This note was outstanding as of March 31, 2025.

*The February 27, 2025 Loan Agreement (Marc Sellouk)*

On February 27, 2025, the Company entered into a Loan Agreement (the “February 27 Loan Agreement”) with a lender (the “February 27 Lender”), whereby the February 27 Lender issued the Company a promissory note of \$365,000 (the “February 27 Note”). The maturity date of the February 4 Note is February 27, 2026 (the “Maturity Date”). The interest rate is \$3,000 per month.

During the three months ended March 31, 2025, the note accrued \$3,000 in interest and Company repaid \$3,058 towards interest on this note. As of March 31, 2025, the outstanding balance on this note was \$365,000.

This note was outstanding as of March 31, 2025.

*The June 16, 2020 Loan Agreement (Flewber SBA)*

On June 16, 2020, Flewber Global, Inc. was granted a loan with a principal amount of \$63,700 (the “Loan”), pursuant to the Paycheck Protection Program (the “PPP”) under Division A, Title I of the Coronavirus Aid, Relief, and Economic Security Act (the “CARES Act”), which was enacted on March 27, 2020. The Loan, which was in the form of a Note dated June 16, 2020, matured on April 30, 2022, and bears interest at a fixed rate of 1.00% per

annum, payable monthly commencing on October 30, 2020. The Note may be prepaid by the Company at any time prior to maturity without payment of any premium. Funds from the Loan may only be used to retain workers and maintain payroll or make mortgage payments, lease payments and utility payments.

Upon acquisition of Flewber Global, Inc., the Company assumed this loan.

As of March 31, 2025, the outstanding balance on this note was \$60,889. This note was in default as of March 31, 2025, and the lender may require immediate payment of all amounts owed under the Loan or file suit and obtain judgment.

## Note 6 – Convertible Notes Payable

Convertible notes payable as of March 31, 2025 and December 31, 2024 is as follows:

	Outstanding Principal as of March 31 2025	Outstanding Principal as of December 31, 2024	Interest Rate	Conversion Price	Maturity Date
The First March 13, 2024 Loan Agreement	550,000	550,000	10%	\$ 8.50	September-25
The Second March 13, 2024 Loan Agreement	550,000	550,000	10%	\$ 8.50	September-25
The April 5 2024 Loan Agreement	56,250	105,370	-%	2.50	March-25
The November 12, 2024 Loan Agreement	30,000	30,000	18%	1.00	March-25
	1,228,505	1,235,371			
Less: Debt Discount	-	(19,213)			
Less: Debt Issuance Costs	-	-			
	\$ 1,228,505	\$ 1,216,158			

(\*) As subject to adjustment as further outlined in the notes

### The May 2022 Convertible Note Offering (Lind)

During May of 2022, the Company conducted multiple closings of a private placement offering to accredited investors (the “May 2022 Convertible Note Offering”) of units of the Company’s securities by entering into subscription agreements with “accredited investors” (the “May 2022 Investors”) for aggregate gross proceeds of \$4,000,000. The May 2022 convertible notes are convertible into shares of the Company’s common stock, par value \$.001 per share at a conversion price of \$1,000 per share. As additional consideration for entering in the May 2022 Convertible Note Offering, the Company issued 8,000 warrants of the Company’s common stock. The May 2022 Convertible Note matured on November 30, 2022.

The Company recorded a \$1,895,391 debt discount relating to 8,000 warrants issued to investors based on the relative fair value of each equity instrument on the dates of issuance. The debt discount is being accreted over the life of these notes to accretion of debt discount and issuance cost.

The Company recorded a \$399,964 debt discount relating to an original issue discount and \$125,300 of debt issuance costs related to fees paid to vendors relating to the offering. The debt discount and debt issuance costs are being accreted over the life of the note to accretion of debt discount and issuance cost.

On September 2, 2022, the Company went into default on these notes. As part of the default terms the Company owes 110% of the principal outstanding and the notes accrue interest at a rate of 18%.

On September 15, 2022, the Company and six out of eight lenders May 2022 Investors agreed to forgive default interest and extend the maturity date to March 31, 2023, for a reduced conversion price of \$100 for the convertible notes and warrants. Since the PV cashflows of the new and old debt were more than 10% differences the company used extinguishment accounting. As part of the agreement the Company recognized \$1,083,684 as loss on extinguishment of debt due to the remaining debt discount and recognized \$331,861 as a gain on extinguishment of

debt due to the forgiveness of interest. The company also recognized an additional \$75,610 of debt discount from the change in relative fair value on the warrants.

During the three months ended March 31, 2024, the Company entered into an agreement with the remaining May 2022 Investors to restructure the remaining May 2022 Convertible Notes. Since the PV cashflows of the new and old debt were more than 10% differences the company used extinguishment accounting. As part of the agreement the Company recognized a \$110,000 loss on extinguishment of debt due to additional principal and a \$297,814 gain on extinguishment of debt due to the forgiveness of interest.

As of March 31, 2025, this note remains outstanding.

*The July 2022 Convertible Note Offering (Combined SEG Crew)*

During July of 2022, the Company conducted multiple closings of a private placement offering to accredited investors (the "July 2022 Convertible Note Offering") of units of the Company's securities by entering into subscription agreements with "accredited investors" (the "July 2022 Investors") for aggregate gross proceeds of \$2,150,000. The July 2022 convertible notes are convertible into shares of the Company's common stock, par value \$0.001 per share at a conversion price of \$1,000 per share. As additional consideration for entering in the July 2022 Convertible Note Offering, the Company issued 4,300 warrants of the Company's common stock. The July 2022 Convertible Note matures on November 30, 2022.

The Company recorded a \$863,792 debt discount relating to 4,300 warrants issued to investors based on the relative fair value of each equity instrument on the dates of issuance. The debt discount is being accreted over the life of these notes to accretion of debt discount and issuance cost.

The Company recorded a \$214,981 debt discount relating to an original issue discount. The debt discount is being accreted over the life of the note to accretion of debt discount and issuance cost.

On September 2, 2022, the Company went into default on these notes. As part of the default terms the Company owes 110% of the principal outstanding and the notes accrue interest at a rate of 18%.

On September 15, 2022, the Company and the July Investors agreed to forgive default interest and extend the maturity date to March 31, 2023, for a reduced conversion price of \$100 for the convertible notes and warrants. Since the present value of the cash flows of the new and old debt were more than 10% different, the company used extinguishment accounting. As part of the agreement the Company recognized \$339,594 as loss on extinguishment of debt due to the remaining debt discount and recognized \$230,162 as a gain on extinguishment of debt due to the forgiveness of interest.

During the three months ended March 31, 2024, the July 2022 Investors converted all outstanding note amounts into the Company's Preferred Series F stock. The Company recognized a \$4,714 loss on settlement of debt due to rounding of preferred shares and a \$379,606 gain on settlement of debt due to the forgiveness of interest.

As of March 31, 2025, this note is completed.

*The December 2022 Convertible Loan Agreement (Dorado Goose 12/12/22)*

On December 12, 2022, the Company entered into a loan agreement (the "December 2022 Loan Agreement") with a lender (the "December 2022 Lender"), whereby the December 2022 Lender issued the Company a promissory note of \$750,000 (the "December 2022 Note"). Pursuant to the December 2022 Loan Agreement. The maturity date of the Third October 2022 Note is April 24, 2023 (the "Third October 2022 Maturity Date").

The Second October 2022 Note is convertible into shares of the Company's common stock, par value \$0.001 per share ("Conversion Shares") equal to \$100.

The Company recorded a \$241,773 debt discount relating to 1,125 warrants issued to investors based on the relative fair value of each equity instrument on the dates of issuance and \$508,227 relating to the beneficial conversion

feature. The debt discount is being accreted over the life of these notes to accretion of debt discount and issuance cost.

During the twelve months ended December 31, 2023, the December 2022 Lender converted \$500,000 into 5,000 shares of the Company's common stock and accrued \$7,397 of interest.

On October 6, 2023, the Company entered into an restructuring agreement with the December 2022 Lender whereby the maturity date was extended to February 28, 2024 And the conversion price was lowered to \$12.50.

During the three months ended March 31, 2024, the December 2022 Lender converted \$222,397 of this note into the Company's Preferred Series F stock.

As of March 31, 2025, this note is completed.

*The January 2023 Loan Agreement (Dorado Goose 1/13/23)*

On January 13, 2023, the Company entered into a loan agreement (the "January 2023 Loan Agreement") with a lender (the "January 2023 Lender"), whereby the January 2023 Lender issued the Company a promissory note of \$847,500 (the "January 2023 Note"). The maturity date of the January 2023 Note is June 13, 2023 (the "January 2023 Maturity Date").

The January 2023 Note is convertible into shares of the Company's common stock, par value \$0.001 per share ("Conversion Shares") equal to \$100.

The Company recorded a \$847,500 debt discount relating to a \$97,500 original issue discount and \$750,000 from a beneficial conversion feature. The debt discount and debt issuance cost are being accreted over the life of the note to accretion of debt discount and issuance cost.

On October 6, 2023, the Company entered into an restructuring agreement with the December 2022 Lender whereby the maturity date was extended to February 28, 2024 and the conversion price was lowered to \$12.50.

During the three months ended March 31, 2024, the January 2023 Lender converted all outstanding note amounts into the Company's Preferred Series F stock.

As of March 31, 2025, this note is completed.

*The February 2023 Loan Agreement (Dorado Goose 2/1/23)*

On February 1, 2023, the Company entered into a loan agreement (the "February 2023 Loan Agreement") with a lender (the "February 2023 Lender"), whereby the February 2023 Lender issued the Company a promissory note of \$1,387,500 (the "February 2023 Note"). The maturity date of the February 2023 Note is June 13, 2023 (the "February 2023 Maturity Date").

The February 2023 Note is convertible into shares of the Company's common stock, par value \$0.001 per share ("Conversion Shares") equal to \$100.

The Company recorded a \$1,387,500 debt discount relating to a \$137,500 original issue discount and \$1,250,000 from a beneficial conversion feature. The debt discount and debt issuance cost are being accreted over the life of the note to accretion of debt discount and issuance cost.

On October 6, 2023, the Company entered into a restructuring agreement with the December 2022 Lender whereby the maturity date was extended to February 28, 2024.

During the three months ended March 31, 2024, the February 2023 Lender converted all outstanding note amounts into the Company's Preferred Series F stock.

As of March 31, 2025, this note is completed.

*The April 24 2023 Loan Agreement (1800 Diagonal 4/24/23)*

On April 24, 2023, the Company entered into a loan agreement (the “April 2023 Loan Agreement”) with a lender (the “April 2023 Lender”), whereby the April 2023 Lender issued the Company a promissory note of \$109,500 (the “April 2023 Note”). Pursuant to the April 2023 Loan Agreement, the April 2023 Note has an interest rate of 10%. The maturity date of the April 2023 Note is April 24, 2024 (the “April 24 2023 Maturity Date”).

The Company recorded a \$5,000 debt discount relating to an original issue discount and \$4,250 in issuance costs. The debt discount and debt issuance costs are being accreted over the life of the note to accretion of debt discount and issuance cost.

On October 21, 2023, the April 2023 Note is convertible into shares of the Company’s common stock, par value \$0.001 per share (“Conversion Shares”) equal to 65% of the lowest trading price of the Company’s common stock on the ten-trading day immediately preceding the date of the respective conversion.

On July 23, 2024, the Lender converted the outstanding debt on this note and one other outstanding note into a combined 171,039 shares of the Company’s common stock, and received an additional 10,461 shares of common stock as consideration.

As part of the agreement the Company recognized \$46,820 as a gain on extinguishment of debt.

During the twelve months ended December 31, 2024, the Company accrued \$3,607 in interest.

As of March 31, 2025, this note is completed.

*The First May 2023 Loan Agreement (FirstFire Capital 5/16/23)*

On May 16, 2023, the Company entered into a loan agreement (the “First May 2023 Loan Agreement”) with a lender (the “First May 2023 Lender”), whereby the First May 2023 Lender issued the Company a promissory note of \$275,000 (the “First May 2023 Note”). Pursuant to the First May 2023 Loan Agreement, the First May 2023 Note has an interest rate of 10%. The maturity date of the First May 2023 Note is May 16, 2024 (the “First May 2023 Maturity Date”). As additional consideration for entering in the First May 2022 Loan Agreement, the Company issued 4,400 warrants of the Company’s common stock and 750 restricted shares of the Company’s common stock.

The First May 2023 Note is convertible into shares of the Company’s common stock, par value \$0.001 per share (“Conversion Shares”) at a price of \$5.00 per share.

The Company recorded a \$60,000 debt discount relating to an original issue discount. The debt discount is being accreted over the life of the note to accretion of debt discount and issuance cost.

As part of the agreement the Company recognized \$76,289 as a gain on extinguishment of debt.

On July 2, 2024, the Lender converted \$278,178 of outstanding debt and interest into 231,815 shares of the Company’s common stock.

As of March 31, 2025, this note is completed.

*The Second May 2023 Loan Agreement (1800 Diagonal 5/24/23)*

On May 24, 2023, the Company entered into a loan agreement (the “Second May 2023 Loan Agreement”) with a lender (the “Second May 2023 Lender”), whereby the Second May 2023 Lender issued the Company a promissory note of \$86,250 (the “Second May 2023 Note”). Pursuant to the Second May 2023 Loan Agreement, the Second May 2023 Note has an interest rate of 10%. The maturity date of the Second May 2023 Note is February 28, 2024

(the “Second May 2023 Maturity Date”). Beginning June 30, 2023, the Company is required to make 9 monthly payments of \$11,021.

At any time following an event of default, the Second May 2023 Note is convertible into shares of the Company’s common stock, par value \$0.001 per share (“Conversion Shares”) equal to 61% of the lowest trading price of the Company’s common stock in the twenty-trading day immediately preceding the date of the respective conversion.

The Company recorded a \$16,250 debt discount relating to an original issue discount. The debt discount is being accreted over the life of the note to accretion of debt discount and issuance cost.

During the twelve months ending December 31, 2024, the company repaid this debt in full. The company recorded a \$1,096 gain on extinguishment of debt. This note was completed as of December 31, 2024.

As of March 31, 2025, this note is completed.

*The June 2023 Loan Agreement (Jeremy Frommer 6/23/23)*

On June 23, 2023, the Company entered into a loan agreement (the “June 2023 Loan Agreement”) with Jeremy Frommer, the Company’s CEO, whereby Mr. Frommer issued the Company a promissory note of \$86,100 (the “June 2023 Note”). Pursuant to the June 2023 Loan Agreement, the June 2023 Note has an effective interest rate of 18%. The maturity date of the June 2023 Note is December 23, 2023 (the “June 2023 Maturity Date”) at which time all outstanding principal, accrued and unpaid interest and other amounts due under the June 2023 Loan Agreement are due. The June 2023 Note is convertible into the Company’s common stock at a price of \$5.00 per share.

During the six months ended June 30, 2024, this note was paid off in full.

As of March 31, 2025, this note is completed.

*The July 2023 Loan Agreement (1800 Diagonal 7/27/23)*

On July 27, 2023, the Company entered into a loan agreement (the “July 2023 Loan Agreement”) with a lender (the “July 2023 Lender”), whereby the July 2023 Lender issued the Company a promissory note of \$143,000 (the “July 2023 Note”). Pursuant to the July 2023 Loan Agreement, the July 2023 Note has an interest rate of 10%. The maturity date of the July 2023 Note is July 27, 2024 (the “July 2023 Maturity Date”).

On October 21, 2023, the July 2023 Note is convertible into shares of the Company’s common stock, par value \$0.001 per share (“Conversion Shares”) equal to 65% of the lowest trading price of the Company’s common stock on the ten-trading day immediately preceding the date of the respective conversion.

The Company recorded a \$3,000 debt discount relating to an original issue discount. The debt discount is being accreted over the life of the note to accretion of debt discount and issuance cost.

On July 23, 2024, the Lender converted \$114,255 of outstanding debt on this note and one other outstanding note into a combined 171,039 shares of the Company’s common stock, and received an additional 10,461 shares of common stock as consideration.

As of March 31, 2025, this note is completed.

*The October 2023 Loan Agreement (Auctus 11/1/23)*

On October 31, 2023, the Company entered into a loan agreement (the “October 2023 Loan Agreement”) with a lender (the “October 2023 Lender”) whereby the October 2023 Lender issued the Company a promissory note of \$111,111 (the “October 2023 Note”). The maturity date of the October 2023 Note is October 31, 2024 (the “October 2023 Maturity Date”).



The Company recorded a \$11,111 debt discount relating to an original issue discount. The debt discount is being accreted over the life of the note to accretion of debt discount and issuance cost.

During the three months ended March 31, 2024, the October 2023 lender converted \$35,860 of the amounts owed under the note into the Company's common stock and the Company accrued \$2,740 in interest.

On July 29, 2024, the October 2023 lender converted the remaining \$98,309 of outstanding debt to 81,924 shares of the Company's common stock.

As part of the agreement the Company recognized \$20,696 as a gain on extinguishment of debt.

As of March 31, 2025, this note is completed.

*The February 20 Loan Agreement (Dorado Goose 2.20.24)*

On February 20, 2024, the Company entered into a promissory note agreement (the "February 20 Loan Agreement") with a lender (the "February 20 Lender"), whereby the February 20 Lender issued the Company a promissory note of \$50,000. The interest rate of the February 20 Note is 5%. The maturity date of the February 20 Note is August 30, 2024. As additional consideration for entering in the February 20 Loan Agreement, the Company issued 16,667 warrants of the Company's common stock. The February 20 Loan Agreement is convertible into the Company's common stock at a price of \$3.00 per share.

On July 19, 2024, the Company and the February 20 Lender executed an agreement extending the maturity date from August 30, 2024 to December 28, 2024.

On September 3, the February 20 Lender converted the remaining balance of the note to shares of Series G Preferred stock. The Company recognized \$1,336 as a gain on extinguishment of debt.

During the twelve months ended December 31, 2024, this note accrued interest of \$1,336.

As of March 31, 2025, this note is completed.

*The March 11 Loan Agreement (Dorado Goose 3.11.24)*

On March 11, 2024, the Company entered into a convertible note agreement (the "March 11 Loan Agreement") with a lender (the "March 11 Lender"), whereby the March 11 Lender issued the Company a convertible promissory note \$100,000. The interest rate of the March 11 Note is 5%. The maturity date of the March 11 Note is July 11, 2024. As additional consideration for entering in the March 11 Loan Agreement, the Company issued 20,000 warrants of the Company's common stock. The March 11 Loan Agreement is convertible into the Company's common stock at a price of \$3.00 per share.

On July 19, 2024, the Company and the March 11 Lender executed an agreement extending the maturity date from July 11, 2024 to December 28, 2024.

On September 3, the March 11 Lender converted the remaining balance of the note to shares of Series G Preferred stock.

During the twelve months ended December 31, 2024, this note accrued interest of \$28,945.

As of March 31, 2025, this note is completed.

*The March 22 Loan Agreement (Dorado Goose 3.22.24)*

On March 22, 2024, the Company entered into a convertible note agreement (the "March 22 Loan Agreement") with a lender (the "March 22 Lender"), whereby the March 22 Lender issued the Company a convertible promissory note \$75,000. The interest rate of the March 22 Note is 5%. The maturity date of the March 22 Note is July 22, 2024. As

additional consideration for entering in the March 22 Loan Agreement, the Company issued 15,500 warrants of the Company's common stock. The March 22 Loan Agreement is convertible into the Company's common stock at a price of \$2.75 per share.

On July 19, 2024, the Company and the March 22 Lender executed an agreement extending the maturity date from July 22, 2024 to December 28, 2024.

On September 3, the March 22 Lender converted the remaining balance of the note to shares of Series G Preferred stock.

During the three months ended December 31, 2024, this note accrued interest of \$1,685.

As of March 31, 2025, this note is completed.

*The First April 2nd Loan Agreement (James Satloff 4.2.24)*

On April 2, 2024, the Company entered into a loan agreement (the "First April 2 Loan Agreement") with a lender (the "First April 2 Lender"), whereby the First April 2 Lender issued the Company a promissory note of \$55,556 (the "First April 2 Note"). The maturity date of the First April 2 Note is October 2, 2024 (the "Maturity Date"). The First April 2 Note is convertible into shares of the Company's common stock, par value \$0.001 per share ("Conversion Shares") equal to \$2.50. The Company recorded a \$5,556 debt discount relating to an original issue discount. The debt discount and debt issuance cost are being accreted over the life of the note to accretion of debt discount and issuance cost.

On October 15, 2024 the Lender agreed to amend the loan agreement, whereby the Maturity Date was extended to April 2, 2025. As consideration for the exchange, the Company agreed to increase the principal to \$108,970, which was inclusive of all penalty principal additions and original issue discounts. As part of the agreement, the Company is required to make monthly payments of \$1,800 towards the balance of the note.

This note was outstanding as of March 31, 2024.

*The Second April 2nd Loan Agreement (Gregory Gastaldo 4.2.24)*

On April 2, 2024, the Company entered into a loan agreement (the "Second April 2 Loan Agreement") with a lender (the "Second April 2 Lender"), whereby the Second April 2 Lender issued the Company a promissory note of \$27,778 (the "Second April 2 Note"). The maturity date of the Second April 2 Note is October 2, 2024 (the "Maturity Date"). The Second April 2 Note is convertible into shares of the Company's common stock, par value \$0.001 per share ("Conversion Shares") equal to \$2.50. The Company recorded a \$2,778 debt discount relating to an original issue discount. The debt discount and debt issuance cost are being accreted over the life of the note to accretion of debt discount and issuance cost.

On November 21, the Lender converted the remaining balance of the note to shares of Series G Preferred stock.

As of March 31, 2025, this note is completed.

*The Third April 2nd Loan Agreement (Joe Reda 4.2.24 Note)*

On April 2, 2024, the Company entered into a loan agreement (the "Second April 2 Loan Agreement") with a lender (the "Second April 2 Lender"), whereby the Second April 2 Lender issued the Company a promissory note of \$27,778 (the "Second April 2 Note"). The maturity date of the Second April 2 Note is October 2, 2024 (the "Maturity Date"). The Second April 2 Note is convertible into shares of the Company's common stock, par value \$0.001 per share ("Conversion Shares") equal to \$2.50. The Company recorded a \$2,778 debt discount relating to an original issue discount. The debt discount and debt issuance cost are being accreted over the life of the note to accretion of debt discount and issuance cost.

On August 29, 2024, the Second April 2 Lender converted the remaining balance of the note to shares of Series G Preferred stock.

As of March 31, 2025, this note is completed.

*The Fourth April 2nd Loan Agreement (Richard Molinsky 4.2.24)*

On April 2, 2024, the Company entered into a loan agreement (the “Second April 2 Loan Agreement”) with a lender (the “Second April 2 Lender”), whereby the Second April 2 Lender issued the Company a promissory note of \$27,778 (the “Second April 2 Note”). The maturity date of the Second April 2 Note is October 2, 2024 (the “Maturity Date”). The Second April 2 Note is convertible into shares of the Company’s common stock, par value \$0.001 per share (“Conversion Shares”) equal to \$2.50. The Company recorded a \$2,778 debt discount relating to an original issue discount. The debt discount and debt issuance cost are being accreted over the life of the note to accretion of debt discount and issuance cost.

On August 27, 2024, the Third April 2 Lender converted the remaining balance of the note to shares of Series G Preferred stock.

As of March 31, 2025, this note is completed.

*The April 5th Loan Agreement (1800 Diagonal 4.5.24)*

On April 5, 2024, the Company entered into a promissory note agreement (the “April 5 Loan Agreement”) with a lender (“April 5 lender”), whereby the April 5 lender issued the Company a convertible promissory note of \$56,250 (the “April 5 Note”). The maturity date of the April 5 Note is October 31, 2024.

The Company recorded a \$11,250 debt discount relating to an original issue discount and \$5,000 in issuance costs. The debt discount and debt issuance costs are being accreted over the life of the note to accretion of debt discount and issuance cost.

On December 4, 2024, the Lender agreed to extend the note’s maturity date to March 31, 2025.

This note was outstanding as of March 31, 2025.

*The April 12th Loan Agreement (Dorado Goose 4.12.24)*

On April 12, 2024, the Company entered into a promissory note agreement (the “April 12 Loan Agreement”) with a lender (“April 12 lender”), whereby the April 12 lender issued the Company a convertible promissory note of \$50,000 (the “April 12 Note”). The April 12 Note is convertible into shares of the Company’s common stock, par value \$0.001 per share (“Conversion Shares”) equal to \$2.50. As additional consideration for entering in the April 12th Loan Agreement, the Company issued 40,000 warrants of the Company’s common stock. The original maturity date of the April 12 Note was August 12, 2024. On July 19, 2024, the Lender agreed to extend the maturity date to December 31, 2024.

On September 3, the April 12th Lender converted the remaining balance of the note to shares of Series G Preferred stock.

During the twelve months ended December 31, 2024, this note accrued interest of \$3,589.

As of March 31, 2025, this note is completed.

*The November 22nd Loan Agreement (Unterberg 11.22.24)*

On November 22, 2024, the Company entered into a promissory note agreement (the “November 22 Loan Agreement”) with a lender (“November 22 lender”), whereby the November 22 lender issued the Company a convertible promissory note of \$30,000 (the “November 22 Note”). The November 22 Note is convertible into

shares of the Company's common stock, par value \$0.001 per share ("Conversion Shares") equal to \$1.00, or the lesser of and the lowest per-share amount of any financing consummated after the date of the Agreement. As additional consideration for entering in the November 22 Loan Agreement, the Company issued 120,000 warrants of the Company's common stock. The original maturity date of the November 22 Note is March 22, 2025.

As of March 31, 2025, the note was in default.

#### **Note 7 – Derivative Liabilities**

The Company has identified derivative instruments arising from convertible notes that have an option to convert at a variable number of shares in the Company's convertible notes payable during the years ended December 31, 2023 and 2022. For the terms of the conversion features see Note 6. The Company had no derivative assets measured at fair value on a recurring basis as of December 31, 2024 and 2023.

The Company utilizes a Monte Carlo simulation model for the make whole feature in the Company's outstanding Equity Line of Credit and for convertible notes that have an option to convert at a variable number of shares to compute the fair value of the derivative and to mark to market the fair value of the derivative at each balance sheet date. The inputs utilized in the application of the Monte Carlo model included a starting stock price, an expected term of each debenture remaining from the valuation date to maturity, an estimated volatility, drift, and a risk-free rate. The Company records the change in the fair value of the derivative as other income or expense in the consolidated statements of operations and comprehensive loss.

Risk-free interest rate: The Company uses the risk-free interest rate of a U.S. Treasury Note adjusted to be on a continuous return basis to align with the Monte Carlo simulation model and binomial model.

Dividend yield: The Company uses a 0% expected dividend yield as the Company has not paid dividends to date and does not anticipate declaring dividends in the near future.

Volatility: The Company calculates the expected volatility based on the company's historical stock prices with a look back period commensurate with the period to maturity.

Expected term: The Company's remaining term is based on the remaining contractual maturity of the convertible notes.

#### **Note 8 – Stockholders' Equity**

##### *Shares Authorized*

The Company is authorized to issue up to three billion and twenty million (3,020,000,000) shares of capital stock, of which three billion (3,000,000,000) shares are designated as common stock, par value \$0.001 per share, and twenty million (20,000,000) are designated as preferred stock, par value \$0.001 per share.

##### *Preferred Stock*

##### *Series E Convertible Preferred Stock*

The Company has designated 8,000 shares of Series E Convertible Preferred stock and has 450 shares issued and outstanding as of March 31, 2025.

The shares of Series E Preferred Stock have a stated value of \$1,000 per share and are convertible into Common Stock at the election of the holder of the Series E Preferred Stock, at any time following the Original Issue Date at a price of \$2,060 per share, subject to adjustment. Each holder of Series E Preferred Stock shall be entitled to receive, with respect to each share of Series E Preferred Stock then outstanding and held by such holder, dividends on an as-converted basis in the same form as dividends actually paid on shares of the Common Stock when, as and if such dividends are paid on shares of the Common Stock.

The holders of Series E Preferred Stock shall be paid *pari passu* with the holders of Common Stock with respect to payment of dividends and rights upon liquidation and shall have no voting rights. In addition, as further described in the Series E Designation, as long as any of the shares of Series E Preferred Stock are outstanding, the Company shall not, without the affirmative vote of the holders of a majority of the then outstanding shares of Series E Preferred Stock, (a) alter or change adversely the powers, preferences or rights given to the Series E Preferred Stock or alter or amend this Series E Designation, (b) amend its certificate of incorporation or other charter documents in any manner that adversely affects any rights of the holders of the Series E Preferred Stock, (c) increase the number of authorized shares of Series E Preferred Stock, or (d) enter into any agreement with respect to any of the foregoing.

Each share of Series E Preferred Stock shall be convertible, at any time and from time to time at the option of the holder of such shares, into that number of shares of Common Stock determined by dividing the Series E Stated Value by the Conversion Price, subject to certain beneficial ownership limitations.

#### *Series F Convertible Preferred Stock*

The Company has designated 5,500,000 shares of Series F Convertible Preferred stock and has 2,403 shares issued and outstanding as of March 31, 2025.

The shares of Series F Preferred Stock have a stated value of \$1,000 per share and are convertible into Common Stock at the election of the holder of the Series F Preferred Stock, at any time following the Original Issue Date at a price of \$5.00 per share, subject to adjustment. Each holder of Series F Preferred Stock shall be entitled to receive, with respect to each share of Series F Preferred Stock then outstanding and held by such holder, dividends on shares of Preferred Stock equal (on an as-if-converted-to-Common-Stock basis) to and in the same form as dividends actually paid on shares of the Common Stock when, as and if such dividends are paid on shares of the Common Stock. No other dividends shall be paid on shares of Preferred Stock.

The Holder shall be entitled to vote on an as-converted basis (subject to the Beneficial Ownership Limitation), together with the holders of Common Stock, with respect to any question upon which the holders of Common Stock have the right to vote, except as may be otherwise provided by applicable law. Except as otherwise expressly provided herein or as required by law, the Holders and the holders of Common Stock shall vote together and not as separate classes. Moreover, as long as any shares of Preferred Stock are outstanding, the Corporation shall not, without the affirmative vote of the Holders of a majority of the then outstanding shares of the Preferred Stock, (a) alter or change adversely the powers, preferences or rights given to the Preferred Stock or alter or amend this Certificate of Designation, (b) amend its certificate of incorporation or other charter documents in any manner that adversely affects any rights of the Holders, (c) increase the number of authorized shares of Preferred Stock, or (d) enter into any agreement with respect to any of the foregoing.

During the three months ended March 31, 2025, investors converted 835 shares of Series F Preferred into 167,000 shares of common stock.

#### *Series G Convertible Preferred Stock*

The Company has designated 500,000 shares of Series G Convertible Preferred stock and has 13,059 shares issued and outstanding as of March 31, 2025.

The shares of Series G Preferred Stock have a stated value of \$750 per share and are convertible into Common Stock at the election of the holder of the Series G Preferred Stock, at any time following the Original Issue Date at a price of \$1.00 per share, subject to adjustment. Each holder of Series G Preferred Stock shall be entitled to receive, with respect to each share of Series G Preferred Stock then outstanding and held by such holder, dividends on shares of Preferred Stock equal (on an as-if-converted-to-Common-Stock basis) to and in the same form as dividends actually paid on shares of the Common Stock when, as and if such dividends are paid on shares of the Common Stock. No other dividends shall be paid on shares of Preferred Stock.

The Holder shall be entitled to vote on an as-converted basis (subject to the Beneficial Ownership Limitation), together with the holders of Common Stock, with respect to any question upon which the holders of Common Stock

have the right to vote, except as may be otherwise provided by applicable law. Except as otherwise expressly provided herein or as required by law, the Holders and the holders of Common Stock shall vote together and not as separate classes. Moreover, as long as any shares of Preferred Stock are outstanding, the Corporation shall not, without the affirmative vote of the Holders of a majority of the then outstanding shares of the Preferred Stock, (a) alter or change adversely the powers, preferences or rights given to the Preferred Stock or alter or amend this Certificate of Designation, (b) amend its certificate of incorporation or other charter documents in any manner that adversely affects any rights of the Holders, (c) increase the number of authorized shares of Preferred Stock, or (d) enter into any agreement with respect to any of the foregoing. The “Beneficial Ownership Limitation” shall be 4.99% (or, upon election by a Holder prior to the issuance of any shares of Preferred Stock, 9.99%) of the number of shares of the Common Stock outstanding immediately after giving effect to the issuance of shares of Common Stock issuable upon conversion of Preferred Stock held by the applicable Holder.

During the three months ended March 31, 2025, investors were issued 1,657 shares of Series G Preferred stock for gross proceeds of \$1,231,000. 1,419 of those issued shares were purchased between the investor and the Company with use of proceeds designated for the Flewber Global, Inc. acquisition.

Additionally, the Company 9,342 shares of Series G Preferred for the conversion of \$7,006,500 in notes previously issued by Flewber Global Inc.

#### Series H Convertible Preferred Stock

The Company has designated 50,000 shares of Series H Convertible Preferred stock and has 3,798 shares issued and outstanding as of December 31, 2024.

The shares of Series H Preferred Stock have a stated value of \$100 per share and are convertible into Common Stock at the election of the holder of the Series H Preferred Stock, at any time following the Original Issue Date at a price of \$0.257 per share, subject to adjustment. Each holder of Series H Preferred Stock shall be entitled to receive, with respect to each share of Series H Preferred Stock then outstanding and held by such holder, dividends on shares of Preferred Stock equal (on an as-if-converted-to-Common-Stock basis) to and in the same form as dividends actually paid on shares of the Common Stock when, as and if such dividends are paid on shares of the Common Stock. No other dividends shall be paid on shares of Preferred Stock.

The Holder shall be entitled to vote on an as-converted basis (subject to the Beneficial Ownership Limitation), together with the holders of Common Stock, with respect to any question upon which the holders of Common Stock have the right to vote, except as may be otherwise provided by applicable law. Except as otherwise expressly provided herein or as required by law, the Holders and the holders of Common Stock shall vote together and not as separate classes. Moreover, as long as any shares of Preferred Stock are outstanding, the Corporation shall not, without the affirmative vote of the Holders of a majority of the then outstanding shares of the Preferred Stock, (a) alter or change adversely the powers, preferences or rights given to the Preferred Stock or alter or amend this Certificate of Designation, (b) amend its certificate of incorporation or other charter documents in any manner that adversely affects any rights of the Holders, (c) increase the number of authorized shares of Preferred Stock, or (d) enter into any agreement with respect to any of the foregoing. The “Beneficial Ownership Limitation” shall be 4.99% (or, upon election by a Holder prior to the issuance of any shares of Preferred Stock, 9.99%) of the number of shares of the Common Stock outstanding immediately after giving effect to the issuance of shares of Common Stock issuable upon conversion of Preferred Stock held by the applicable Holder.

During the three months ended March 31, 2025, zero shares of Series H Preferred were issued or converted into common stock.

#### Common Stock

On January 4, 2024, the Company sold 14,704 shares of its common stock pursuant to the Investment Agreement entered into on October 20, 2022, between the Company and Coventry Enterprises for gross proceeds of \$27,728 to the Company.

On January 9, 2024, the Company issued 20,000 shares of its common stock pursuant to a conversion of \$100,000 in convertible notes.

On January 10, 2024, the Company issued 14,000 shares of its restricted common stock at a fair value of \$28,000 as commitment shares pursuant to the extension of the maturity date of a promissory note.

On January 24, 2024, the Company effectuated a 1-for-500 reverse stock split. 18,920 shares with a fair value of \$64,328 were issued pursuant to rounding from this reverse stock split.

On February 12, 2024, the Company issued 16,424 shares of its common stock pursuant to a conversion of \$82,103 in convertible notes.

On February 28, 2024, the Company issued 2,300 shares at a fair value of \$11,270 to settle outstanding liabilities.

On March 12, 2024, the Company issued 20,000 shares with a fair value of \$132,000 to 2 vendors for services, 7,143 shares in exchange for gross proceeds of \$25,000 in cash.

On March 14, 2024, the Company issued 15,000 shares with a fair value of \$120,000 to a vendor for services.

On March 15, 2024, the Company issued 1,287 shares pursuant to a conversion of \$4,500 in promissory notes.

On March 15, 2024, 6 investors converted 1,562 shares of Preferred Series F stock into 312,400 shares of common stock.

On March 19, 2024, the Company issued 5,000 shares pursuant to the conversion of \$40,000 in convertible notes.

On March 20, 2024, 1 investor converted 120 shares of Preferred Series F stock into 24,000 shares of common stock.

On March 22, 2024, the Company issued 51,895 shares of common stock to a vendor to settle outstanding liabilities.

On March 26, 2024, the Company sold 23,848 shares of its common stock pursuant to the Investment Agreement entered into on October 20, 2022, between the Company and Coventry Enterprises for gross proceeds of \$83,872 to the Company.

On March 25, 2024, the Company issued 3,000 shares of its restricted common stock at a fair value of \$16,707 as commitment shares pursuant to the extension of the maturity date of a promissory note.

On March 26, 2024, the Company issued 3,500 shares of its restricted common stock at a fair value of \$16,625 as commitment shares pursuant to the extension of the maturity date of a promissory note.

On April 8, 2024, the Company issued 10,000 shares of its restricted common stock for gross proceeds of \$25,000.

On April 22, 2024, the Company issued 703,281 shares of common stock with a fair value of \$1.81 per share in exchange for payables owed to employees and consultants.

On May 28, 2024, the Company issued 55,000 shares of common stock with a fair value of \$99,000 to a vendor for services rendered.

On June 7, 2024, the Company issued 219,535 shares of common stock with a fair value of \$1.79 per share in exchange for payables owed to employees and consultants.

Between June 25 and June 27, 2024, the Company issued 542,600 shares of common stock for the conversion of 2,713 shares of Series F Preferred.

On June 26, 2024, the Company issued 216,704 shares of common stock with a fair value of \$1.59 per share in exchange for payables owed to employees and consultants.

On July 2, 2024, the Company issued 231,815 shares of common stock in exchange for \$273,542 in convertible notes payable.

On July 5, 2024, the Company issued 2,060 shares of common stock with a fair value of \$2,266 to an investor for fees and penalties associated with a convertible note.

On July 8, 2024, the Company issued 9,615 shares of common stock with a fair value of \$10,288 to a vendor for services rendered.

On July 10, 2024, the Company issued 275,000 shares of common stock in exchange for \$330,000 in notes payable.

On July 15, 2024, the Company issued 128,205 shares of common stock in exchange for \$41,129 in notes payable.

On July 17, 2024, the Company acquired 0.5% of equity in Hollywall Entertainment Inc., in exchange for 16,578 shares of the Company's common stock.

On July 22, 2024, the Company issued 171,039 shares of common stock in exchange for \$133,411 in notes payable and 10,451 shares with a fair value of \$9,414 as penalties and fees.

On July 24, 2024, the Company issued 165,000 shares with a fair market value of \$155,100 to a vendor for services rendered.

On July 25, 2024, the Company issued 100,000 shares of common stock for the conversion of 500 shares of Series F preferred stock.

On July 27, 2024, the Company acquired 100% of equity in S96 NYC LLC, DBA Studio 96 Publishing, in exchange for 35,000 shares of the Company's common stock and 65,000 warrants.

On July 29, 2024, the Company issued 81,924 shares of common stock for the conversion of \$98,309 in notes payable.

Between July 31, 2024 and August 1, 2024, the Company issued 61,000 shares of common stock for the conversion of 305 shares of preferred series F stock.

On August 13, 2024, the Company issued 125,000 shares of common stock in exchange for \$120,000 in accounts payable outstanding to a vendor.

On August 20, 2024, the Company issued 10,000 shares of common stock with a fair value of \$8,400 to 2 vendors for services rendered.

On September 12, 2024, the Company issued 161,346 shares of common stock for the conversion of \$41,429 in notes payable.

On September 27, 2024, the Company issued 572 shares with a fair value of \$217 to 2 vendors for services rendered.

On September 30, 2024, the Company rescinded 1,083,021 shares of common stock previously issued for the conversion of accounts payable.

On October 1, 2024, 2 investors rescinded a conversion of 575 shares of Preferred Series F stock, causing the cancellation of 115,000 shares of common stock and the re-issuance of 575 shares of Preferred Series F stock.

On November 5, 2024, a noteholder converted \$54,000 in principal for 150,000 shares of common stock.



On November 7, 2024, the Company issued 107,698 shares with a fair market value of \$77,536 to consultants for services rendered.

On November 11, 2024, the Company acquired 5% of equity in THEPOWERHOUSE, LLC, the parent company of thehouseofarts.com and several influential ventures spanning art, fashion, and design. As consideration for this acquisition, The Powerhouse LLC received 333,333 shares of the Company's common stock.

On November 12, 2024, Jessica Skube and the Company executed a settlement agreement for the matter of Skub v WHE Agency Inc., et al. As part of the agreement, Ms. Skube received 150,000 shares of the Company's common stock, with an additional 35,000 shares of common stock issued in legal fees.

On November 18, 2024, the Company entered into a purchase agreement with 2 investors whereby the Company issued 26,666 shares of common stock for net proceeds of \$20,000.

On November 25, 2024, the Company entered into agreements with 2 vendors to settle a total of \$665,620 in accounts payable for 437,347 shares of common stock and 975 shares of Series G Preferred.

On November 26, 2024, the Company acquired 1% of equity in Enzolytics, Inc. a biotechnology company focused on developing in the pharmaceutical industry. As consideration for this acquisition, Enzolytics received 39,824 shares of the Company's common stock.

On December 2, 2024, a noteholder converted \$9,683 in principal into 57,635 shares of common stock.

On December 10, 2024, the Company entered into a purchase agreement with 2 investors whereby the Company issued 100,000 shares of common stock for net proceeds of \$40,000.

On December 18, 2024, the Company issued 5,998 shares with a fair market value of \$2,079 to consultants for services rendered.

On December 23, 2024, the Company entered into agreements with 2 vendors to settle a total of \$13,400 in accounts payable for 13,400 common shares.

On January 6, 2025, a shareholder converted 835 Series F Preferred shares into 167,000 common shares.

On January 27, 2025, the Company issued 10,000 shares of common stock as part of an agreement with 1 vendor to settle a total of \$5,800 in accounts payable for 5,800 common shares, plus an additional 4,200 penalty shares.

On February 7, 2025, the Company issued 4 shareholders 1,768 penalty shares as part of an Extension Agreement.

On February 12, 2025, the Company issued 1 investor 25,000 shares of common stock in exchange for \$25,000. Use of proceeds were designated for the Flewber acquisition.

On February 13, 2025, the Company issued 4 investors 102,500 shares of common stock in exchange for \$102,500. Use of proceeds were designated for the Flewber acquisition.

On February 14, 2025, the Company issued 4 investors 78,240 shares of common stock in exchange for \$78,240. Use of proceeds were designated for the Flewber acquisition.

On February 18, 2025, the Company issued 1 investor 15,000 shares of common stock in exchange for \$15,000. Use of proceeds were designated for the Flewber acquisition.

On February 20, 2025, the Company issued 1 investor 5,400 shares of common stock in exchange for \$5,400. Use of proceeds were designated for the Flewber acquisition. The Company also issued 3 investors 125,000 shares of common stock in exchange for advisory services.

On February 21, 2025, the Company issued 1 investor 25,000 shares of common stock in exchange for \$25,000. Use of proceeds were designated for the Flewber acquisition.

On February 27, 2025, the Company issued 25,000 shares of common stock to 1 investor in exchange for \$25,000. Use of proceeds were designated for the Flewber acquisition, which occurred on this day. As a result and as part of the acquisition, the company issued 556,140 shares of common stock to 13 investors in exchange for their former equity positions in Flewber, Global Inc. Additionally, on February 27, 7 key drivers and employees converted 1,124,000 warrants into 4,496,400 shares of common stock at an exercise price of \$0.26.

On March 13, 2025, the Company entered into agreements with 1 vendor to settle a total of \$800 in accounts payable for 800 common shares.

### *Stock Options*

The assumptions used for options granted during the three months ended March 31, 2025, are as follows:

	<b>March 31, 2025</b>
Exercise Price	\$1.78-1.92
Expected dividends	0%
Expected volatility	192.69-197.51%
Risk free interest rate	4.17-4.69%
Expected life of option	5 years

The following is a summary of the Company's stock option activity:

	<b>Options</b>	<b>Weighted Average Exercise Price</b>	<b>Weighted Average Remaining Contractual Life (in years)</b>
Balance – December 31, 2024 – outstanding	<u>2,073,568</u>	<u>8.93</u>	<u>8.84</u>
Granted	-	-	-
Exercised	-	-	-
Forfeited/Cancelled	-	-	-
Balance – March 31, 2025 – outstanding	<u>2,073,568</u>	<u>8.93</u>	<u>8.84</u>

Stock-based compensation for stock options has been recorded in the consolidated statements of operations and totaled \$892,242, for the year ended December 31, 2023.

Stock-based compensation for stock options has been recorded in the consolidated statements of operations and totaled \$3,567,402, for the year ended December 31, 2024.

As of December 31, 2023, there was \$1,239,912 of total unrecognized compensation expense related to unvested employee options granted under the Company's share-based compensation plans that is expected to be recognized over a weighted average period of approximately 0.58 years.

As of December 31, 2024, there was \$0 of total unrecognized compensation expense related to unvested employee options granted under the Company's share-based compensation plans.

On February 12, 2024, the Company issued 958,751 stock options with an exercise price of \$1.92, a vesting date of August 1, 2024, and an expiration date of February 12, 2028.

On April 30, 2024, the Company issued 970,000 stock options with an exercise price of \$1.78, a vesting date of August 1, 2024, and an expiration date of April 30, 2028.

On February 12, 2024, the Company's Board voted to lower the exercise price of 136,000 stock options from \$15 to \$1.92.

On April 30, 2024, the Company's Board voted to lower the exercise price of 1,094,751 stock options from \$1.92 to \$1.78.

On August 9, 2024, the Company's Board voted to lower the exercise price of 2,064,751 stock options from \$1.78 to \$0.87.

On September 23, 2024, the Company's Board voted to lower the exercise price of 2,064,751 stock options from \$0.87 to \$0.31.

### *Warrants*

The Company applied fair value accounting for all share-based payments awards. The fair value of each warrant granted is estimated on the date of grant using the Black-Scholes option-pricing model.

### *Warrant Activities*

The assumptions used for warrants granted during the twelve months ended March 31, 2025, are as follows:

	<b>December 31, 2024</b>
Exercise Price	\$0.40 - 5.00
Expected dividends	0%
Expected volatility	186.94% - 196.79%
Risk free interest rate	3.43% - 4.66%
Expected life of warrants	5 years

The following is a summary of the Company's warrant activity:

	<b>Warrant</b>	<b>Weighted Average Exercise Price</b>
Balance – December 31, 2024 – outstanding	32,836,486	\$0.28
Granted	8,856,086	\$1.00
Exercised	(1,124,100)	\$0.26
Forfeited/Cancelled	-	\$0.00
Balance – March 31, 2025 – outstanding	140,568,472	\$3.70

During the year ended December 31, 2024, a deemed dividend of \$24,134,100 was recorded to the Consolidated Statements of Operations and Comprehensive Loss, of which \$4,876,022 was in relation to the issuance of new warrants and \$18,258,078 was in relation to the trigger of down round provision in outstanding warrants.

During the year ended December 31, 2024, a total of 411,234 warrants with a fair value of \$383,515 were issued with convertible notes and promissory notes.

During the year ended December 31, 2024, a total of 5,365,866 warrants with a fair value of \$5,026,019 were issued with the sale of common stock, the conversion of promissory notes, or the conversion of payables.

During the three months ended March 31, 2025, the Company issued 8,856,086 warrants with a fair value of \$7,970,605.

### **Note 9 – Commitments and Contingencies**

### Litigation

#### *Skube v. WHE Agency Inc., et al*

A complaint against WHE, Creatd and Jeremy Frommer filed December 22, 2022, was filed in the Supreme Court of the State of New York, New York County, by Jessica Skube, making certain claims alleging conversion, trespass to chattel, unjust enrichment, breach of contract, fraud in the inducement, seeking damages of \$161,000 and punitive damages of \$500,000. Skube filed an Order to Show Cause, which the Company opposed, which was denied. As of December 31, 2023 and 2022, the Company had a balance of \$191,360 accrued for Miss Skube, which is included within accounts payable and accrued liabilities on the consolidated balance sheets.

On November 12, 2024, Jessica Skube and the Company executed a settlement agreement. As part of the agreement, Ms. Skube received 150,000 shares of the Company's common stock, with an additional 35,000 shares of common stock issued in legal fees.

#### *Lind Global v. Creatd, Inc.*

A complaint against Creatd dated September 21, 2022, has been filed in the Supreme Court of the State of New York, New York County, by Lind Global Macro Fund LP and Lind Global Fund II LP, making certain claims alleging breach of contract related to two Securities Purchase Agreements executed on May 31, 2022, seeking damages in excess of \$920,000. The Company filed a Motion to Dismiss, which was denied. The Company then submitted an Answer, and was awaiting a response as of December 31, 2023.

The Company accrued \$990,000 in principal and \$119,614 in interest in 2022, and \$0 in additional principal and \$178,200 in interest in 2023.

On March 13, 2024, the Company reached a settlement agreement and general release regarding Lind Global vs Creatd, Inc. In exchange for a grant of security interest on the outstanding debentures, an increase of principal value and interest rate, a reduction of conversion price, and the exchange of outstanding warrants for 150 shares of the Company's Preferred Series F stock, Lind Global agreed to extend the Maturity Date to 18 months from the date of the agreement and submit a stipulation of discontinuance with the court.

During the twelve months ended December 31, 2024, this note accrued interest of \$88,301. This note was outstanding as of December 31, 2024.

### Inflation Reduction Act of 2022

On August 16, 2022, the Inflation Reduction Act of 2022 ("IRA") was signed into law. The IRA includes a 15% Corporate Alternative Minimum Tax ("Corporate AMT") for tax years beginning after December 31, 2022. The Company does not expect the Corporate AMT to have a material impact on its consolidated financial statements. Additionally, the IRA imposes a 1% excise tax on net repurchases of stock by certain publicly traded corporations. The excise tax is imposed on the value of the net stock repurchased or treated as repurchased. The new law will apply to stock repurchases occurring after December 31, 2022.

### Lease Agreements

The Company currently does not own or lease any properties.

On July 28, 2022, the Company signed a 3-year lease for approximately 1,364 square feet of office space at 1674 Meridian Ave., Miami Beach, FL, 33131. Commencement date of the lease is July 28, 2022. The total amount due under this lease is \$181,299. During the year ended December 31, 2022, it was decided the Company would not be using the office space and recorded an impairment of \$101,623 on the right-of-use asset, which is included within impairment of intangible assets on the consolidated statements of operations and comprehensive loss. As of December 31, 2024, the Company is in breach of this lease agreement.

On September 9, 2021, the Company signed a 1-year lease for approximately 3,200 square feet at 648 Broadway, Suite 200, New York, NY 10012. Monthly rent under the lease was \$12,955 for the leasing period. As of December 31, 2023, the Company is in breach of this lease agreement and owes \$30,108 in rent, which is included in accounts payable and accrued liabilities on the consolidated balance sheets. The Company vacated this office on May 1, 2022.

Operating lease right-of-use assets and liabilities are recognized at the present value of the future lease payments at the lease commencement date. The interest rate used to determine the present value is the Company's incremental borrowing rate, estimated to be 12.5%, as the interest rate implicit in most of its leases is not readily determinable. Operating lease expense is recognized on a straight-line basis over the lease term.

During the three months ended March 31, 2025, the Company recorded \$112,234 as operating lease expense which is included in general and administrative expenses on the consolidated statements of operations and comprehensive loss, respectively.

Total future minimum payments required under the lease as of December 31, are as follows:

<b>For the Twelve Months Ended December 31,</b>	<b>Operating Leases</b>
2025	517,231
2026	532,424
2027	548,073
2028	564,191
Thereafter	189,821
<b>Total</b>	<b>2,351,7929</b>
Less imputed interest	(797,006)
<b>PV of Payments</b>	<b>\$ 1,554,786</b>

#### Employment Agreements

As of March 31, 2025, the Company does not have employment agreements with its executives or any other employees.

#### **Note 10 – Acquisitions**

##### Studio 96 Publishing

Creatd acquired 100% of the membership interests in S96 NYC, LLC (Studio 96 Publishing) from Ayelet Abitbul, with the transaction effective as of July 26, 2024. The terms of the acquisition involved Creatd issuing 35,000 shares of common stock at a cost basis of \$1.20 per share and 65,000 warrants with an exercise price of \$1.20.

##### Hollywall Entertainment, Inc.

Creatd entered into a strategic securities swap agreement with Hollywall Entertainment, Inc. on July 17, 2024. Under this agreement, Creatd issued 16,578 shares of its common stock (CRTD) to Hollywall, while Hollywall issued 726,769 shares of its common stock (HWAL) to Creatd. This swap represents a minimum of 0.5% equity in each company, with the agreement forming part of a broader commitment towards potential expanded collaboration, subject to further due diligence. The agreement outlines confidentiality measures and is non-binding outside of the stock exchange

##### Geopulse Explorations, Inc.

On August 20, 2024, the Company acquired 0.5% of equity in Geopulse Explorations, Inc. a holding company focused on owning and developing technologies in the cannabis industry. As consideration for this acquisition, Geopulse Explorations received 21,675 shares of the Company's common stock.

#### Murge E-Commerce, Inc.

On September 20, 2024, Creatd entered into a definitive agreement with Murge E-commerce Inc., acquiring a 49% equity stake in Murge in exchange for establishing an equity reserve. Murge's initial assets include Letters of Intent with four named, target companies, each meeting a collective \$30 million in revenue for 2024. Creatd's equity stake is protected by anti-dilution measures contingent upon successful acquisitions. Financing utilizes non-dilutive Creatd preferred shares backed by a 100 million share reserve, capped at 4.99% voting rights for new holders. The agreement includes a 90-day exclusivity period and mandates confidentiality regarding transaction terms.

#### Investment in The Powerhouse, LLC

On November 11, 2024, the Company acquired 5% of equity in THEPOWERHOUSE, LLC, the parent company of thehouseofarts.com and several influential ventures spanning art, fashion, and design. As consideration for this acquisition, The Powerhouse LLC received 333,333 shares of the Company's common stock.

#### Enzolytics, Inc.

On November 26, 2024, the Company acquired 1% of equity in Enzolytics, Inc. a biotechnology company focused on developing in the pharmaceutical industry. As consideration for this acquisition, Enzolytics received 39,824 shares of the Company's common stock.

#### Flewber Global, Inc.

On February 27, 2025, the Company acquired 100% of the equity of Flewber Global, Inc., a private aviation company offering real-time charter flight booking through its proprietary app. As consideration for this acquisition, the Company issued 556,140 shares of its common stock valued at \$556,140, 9,342 shares of Preferred G Stock valued at \$7,006,500, and 7,006,500 warrants with an assessed value of \$0.90/warrant.

### **Note 12 – Subsequent Events**

#### Consultant Warrants

Subsequent to March 31, 2025, the Company issued 150,000 warrants to 1 consultant.

#### Conversion of Warrants into Common Stock

Subsequent to March 31, 2025, 7 key drivers and employees converted 1,124,000 warrants to shares of common stock.

#### Debt Extensions

Subsequent to March 31, 2025, 2 lenders extended 3 notes in exchange for monthly penalty payments of \$1,800 and penalty interest rate of 18%.

#### Cancellation of Enzolytics Equity Exchange

Subsequent to March 31, 2025, the Company reached an agreement with Enzolytics to reverse the equity exchange. The Company received 39,824 shares returned to its treasury.