TROPHY RESOURCES, INC.

255 Eversedge Ct., Alpharetta, GA 30009

404-444-7855
www.trophyresourcesinc.com
info@trophyresourcesinc.com SIC Code: 1311

Quarterly Report

For the Period Ending: March 31, 2025

(the "Reporting Period")

Outstanding Shares

The number of shares outstanding of our Common Stock was:

As of December 31, 2025, the number of shares outstanding of our Common Stock was: 13,468,222

As of December 31, 2024, the number of shares outstanding of our Common Stock was: 8,469,222

Shell Status

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

Yes: ☐ No: ☒

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

Yes: ☒ No: ☐

Change in Control

Indicate by check mark whether a Change in Control[1] of the company has occurred over this reporting period:

Yes: ☐ No: ☒

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

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

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

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

Trophy Resources, Inc. 255 Eversedge Ct., Alpharetta, GA 30009 since 02-06 Trophy Resources, Inc. 1111 Alderman Dr., Ste. 210 Alpharetta, GA 30005
Trophy Resources, Inc. 3440 Preston Ridge Rd., Ste. 600 Alpharetta Ga, 30005 since 02-06

Current State and Date of Incorporation or Registration: Florida, January 15, 1997.
Standing in this jurisdiction (e.g. active, default, inactive): Active

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

Formerly=AutoBidXL, Inc. until 2-06 1B055A NE San Rafael St., Portland, OR 97230 Formerly=Tango Incorporated until 10-05 #620, 304 – 8th Ave. S.W. Calgary, Alberta Canada T2P1C1 Formerly=Environmental Strategies & Technologies International, Inc. until 2-03 244 W. 54 St., Ste. 500 NY, NY 10019 Formerly=Phone-net.com, Inc. until 5-02 5694 Imperial St., Burnaby, British Columbia V5J 1G2 Formerly=Phon-net Corp. until 6-99 5694 Imperial St., Burnaby, British Columbia V5J 1G2 Formerly=XGA Golf International, Inc. until 1-99 73-929 Larrea, Ste. 1B, Palm Desert, CA 92260

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

None

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

In February 2025, the Company's shareholders approved a 1 for 250 stock split. All per share amounts in this report have been adjusted to reflect the stock split.

The address(es) of the issuer's principal executive office:

255 Eversedge Ct., Alpharetta, GA 30009

The address(es) of the issuer's principal place of business:
☒ *Check if principal executive office and principal place of business are the same address:*

_____

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

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

_____

2) Security Information

Transfer Agent

Name: Pacific Stock Transfer
Phone: 800-785-7782
Email: info@pacificstocktransfer.com
Address: 6725 Via Austin Pkwy. #300 Las Vegas, NV 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:	TRSI	
Exact title and class of securities outstanding:	Common Stock	
CUSIP:	897067104	
Par or stated value:	$0.001	
Total shares authorized:	5,000,000,000	as of date: 5/20/2025
Total shares outstanding:	13,468,222	as of date: 5/20/2025
Total number of shareholders of record:	346	as of date: 5/20/2025

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

______

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). 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 Stock Series A	
Par or stated value:	$0.001	
Total shares authorized:	20,000,000	as of date: 5/20/2025
Total shares outstanding:	1,000,000	as of date: 5/20/2025
Total number of shareholders of record	1	as of date: 5/20/2025

Exact title and class of the security:	Common Stock, Series B	
Par or stated value:	$0.001	
Total shares authorized:	100,000,000	as of date: 5/20/2025
Total shares outstanding:	1,100,000,000	as of date: 5/20/2025
Total number of shareholders of record (if applicable):	21	as of date: 5/20/2025

Please provide the above-referenced information for all other classes of authorized or outstanding equity securities.

____

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.**

none for Common Stock. Common Stock Series B has special voting rights such that each share of Common Stock Series B votes for 10 shares of Common Stock.

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

The Company has authorized a total of 20,000,000 shares of preferred stock, no par value assigned. 1,000,000 shares of Series A Preferred Stock were issued and outstanding as of March 31, 2025 and December 31, 2024. In the event that dividends are declared on the Company's common stock, the holders of Series A Preferred Stock are entitled to dividends as if the Series A Preferred Stock was converted into the Company's common stock, in an amount of common A shares equal to the number of voting rights of the Series A Preferred Shares. Each share of Series A Preferred Share shall be entitled to the number of votes equal to: : (i) 1.01 multiplied by the result of: (A) the number of shares of common A shares of the Company issued and outstanding at the time of such vote; plus (B) the number of shares of common B shares of the Company issued and outstanding at the time of such vote multiplied by 10; divided by, (ii) the total number of Series A Preferred Shares issued and outstanding at the time of such vote. In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Company (each a "Liquidation Event"), the holders of shares of Series A Preferred Shares then outstanding shall be entitled to be paid out of the assets of the Company available for distribution to its stockholders, upon a liquidation Event, an amount that the holder of the Series A Preferred Shares would have received if the Series A Preferred Shares had been converted into common A shares of the Company (in an amount of common A shares equal to the number of voting rights of the Series A Preferred Shares) immediately prior to the liquidation Event.

In March 2023, the Company issued 1,000,000 shares of Series B Preferred Stock to the owners of Jumpstart. The Series B Preferred Stock has a par value of $0.001 and a stated value of $1 per share. The Series B Preferred Stock is senior to the common stock of the Company for purposes of dividends and liquidation. The Series B Preferred Stock has voting rights, in aggregate, which shall equal 85% of the total issued and outstanding shares of common stock of the Company on a fully diluted basis, calculated as of the date of any shareholder vote. The holder of Series B Preferred Stock may convert their shares at any time into common stock of the Company at a price equal to 75% of the lowest closing price for the common stock during the twenty trading day period ending on the latest complete trading day prior to the conversion date.

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

None

4. **Describe any material modifications to rights of holders of the company's securities that have occurred over the reporting period covered by this report.**

None

3) Issuance History

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

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

A. Changes to the Number of Outstanding Shares

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

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

Shares Outstanding as of Second Most Recent Fiscal Year End: Opening Balance Date 12/31/2022 Common: 7,786,314 Preferred: 100,000,000 Common B: 1,000,000			*Right-click the rows below and select "Insert" to add rows as needed.						
Date of Transaction	**Transaction type (e.g., new issuance, cancellation, shares returned to treasury)**	**Number of Shares Issued (or cancelled)**	**Class of Securities**	**Value of shares issued ($/per share) at Issuance**	**Were the shares issued at a discount to market price at the time of issuance? (Yes/No)**	**Individual/ Entity Shares were issued to. *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.**
3/27/23	New issuance	40	Series B preferred stock	$1.00	No	Frank Connor	Acquisition	Restricted	______
3/27/23	New issuance	40	Series B preferred stock	$1.00	No	JD Grogan	Acquisition	Restricted	______
3/27/23	New issuance	40	Series B preferred stock	$1.00	No	Jeffry Martin	Acquisition	Restricted	
3/27/23	New issuance	80	Series B preferred stock	$1.00	No	Richard Haviland	Acquisition	Restricted	
3/27/23	New issuance	40	Series B preferred stock	$1.00	No	Carolyn Canouse	Acquisition	Restricted	

3/27/23	New issuance	40	Series B preferred stock	$1.00	No	Mary Albano	Acquisition	Restricted	
3/27/23	New issuance	40	Series B preferred stock	$1.00	No	James Canouse	Acquisition	Restricted	
3/27/23	New issuance	40	Series B preferred stock	$1.00	No	Joseph Katz	Acquisition	Restricted	
3/27/23	New issuance	80	Series B preferred stock	$1.00	No	Drew Barry	Acquisition	Restricted	
3/27/23	New issuance	40	Series B preferred stock	$1.00	No	Brian McMillan	Acquisition	Restricted	
3/27/23	New issuance	40	Series B preferred stock	$1.00	No	Matthew Toddy	Acquisition	Restricted	
3/27/23	New issuance	120	Series B preferred stock	$1.00	No	Mark Stalica	Acquisition	Restricted	
3/27/23	New issuance	40	Series B preferred stock	$1.00	No	Theresa Martin	Acquisition	Restricted	
3/27/23	New issuance	40	Series B preferred stock	$1.00	No	Catherine Mulligan	Acquisition	Restricted	
3/27/23	New issuance	40	Series B preferred stock	$1.00	No	Lisa Warfield	Acquisition	Restricted	
3/27/23	New issuance	40	Series B preferred stock	$1.00	No	Jeffrey Canouse	Acquisition	Restricted	
3/27/23	New issuance	2,240	Series B preferred stock	$1.00	No	James Canouse	Acquisition	Restricted	
3/27/23	New issuance	480	Series B preferred stock	$1.00	No	Mary Albano	Acquisition	Restricted	

3/27/23	New issuance	120	Series B preferred stock	$1.00	No	Casey DeSandre	Acquisition	Restricted	
3/27/23	New issuance	120	Series B preferred stock	$1.00	No	Juan Ledezem Bise	Acquisition	Restricted	
3/27/23	New issuance	120	Series B preferred stock	$1.00	No	Rachel Canouse	Acquisition	Restricted	
3/27/23	New issuance	120	Series B preferred stock	$1.00	No	Elise Canouse	Acquisition	Restricted	
08/25/23	New issuance	472,372	Common Stock	$0.00012	No	Trillium Partners, LP/Stephen Hicks	Note conversion	Unrestricted	
09/13/23	New issuance	366,764	Common Stock	$0.00007	No	Trillium Partners, LP/Stephen Hicks	Note conversion	Unrestricted	
09/15/23	New issuance	328,684	Common Stock	$0.00010	No	Trillium Partners, LP/Stephen Hicks	Note conversion	Unrestricted	
09/22/23	New issuance	226,760	Common Stock	$0.00005	No	Trillium Partners, LP/Stephen Hicks	Note conversion	Unrestricted	
10/10/23	New issuance	214,988	Common Stock	$0.00011	No	Trillium Partners, LP/Stephen Hicks	Note conversion	Unrestricted	
10/20/23	New issuance	283,284	Common Stock	$0.00007	No	Trillium Partners, LP/Stephen Hicks	Note conversion	Unrestricted	
11/8/23	New issuance	509,488	Common Stock	$0.00007	No	Trillium Partners,	Note conversion	Unrestricted	

						LP/Stephen Hicks			
11/27/23	New issuance	612,484	Common Stock	$0.00004	No	Trillium Partners, LP/Stephen Hicks	Note conversion	Unrestricted	______
1/18/2024	New issuance	612,484	Common stock	$0.00004	No	Trillium Partners, LP/Stephen Hicks	Note conversion	Unrestricted	
5/1/2024	New issuance	70,424	Common	$0.00004	No	Trillium Partners, LP/Stephen Hicks	Note conversion	Unrestricted	
2/11/2025	New issuance		Common	$0.005	No	Trillium Partners, LP/Stephen Hicks	Note conversion	Unrestricted	
2/24/2025	New issuance		Common	$0.0042	No	Trillium Partners, LP/Stephen Hicks	Note conversion	Unrestricted	
3/3/2025	New issuance		Common	$0.00415	No	Trillium Partners, LP/Stephen Hicks	Note conversion	Unrestricted	
3/10/2025	New issuance		Common	$0.00285	No	Trillium Partners, LP/Stephen Hicks	Note conversion	Unrestricted	
3/21/2025	New issuance		Common	$0.0024	No	Trillium Partners, LP/Stephen Hicks	Note conversion	Unrestricted	
Shares Outstanding on Date of This Report: Ending Balance: Date 3/31/25 Common: 13,468,222 Preferred Series A:									

1,000,000 Preferred Series B: 1,000,000 Common B: 100,000,000	

Example: A company with a fiscal year end of December 31st, 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.***

Use the space below to provide any additional details, including footnotes to the table above:

None

B. Convertible Debt

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

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

Date of Note Issuance	Principal Amount at Issuance ($)	Outstanding Balance ($) (include accrued interest)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	# Shares Converted to Date	# of Potential Shares to be Issued Upon Conversion	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g., Loan, Services, etc.)
12/31/2022	$ 10,647.00	$ 12,993.61	12/31/2023	lower of $0.01 or 30% discount to the 3 days average bid price prior to the date of conversion.	0	2,651,757	Joseph Canouse	Services
3/31/2023	$ 50,000.00	$ 57,002.48	3/31/2024	lower of $0.01 or 30% discount to the 3 days average bid price prior to the date of conversion.	0	11,633,159	James Caouse	Services
6/30/2023	$ 50,000.00	$ 57,013.00	6/30/2024	lower of $0.01 or 30% discount to the 3 days average bid price prior to the date of conversion.	0	11,635,306	James Caouse	Services
9/30/2023	$ 50,000.00	$ 56,005.00	9/30/2024	lower of $0.01 or 30% discount to the 3 days average bid price prior to the date of conversion.	0	11,429,592	James Caouse	Services
12/31/2023	$ 50,000.00	$ 54,997.00	12/31/2025	lower of $0.01 or 30% discount to the 3 days average bid price prior to the date of conversion.	0	11,223,878	James Caouse	Services
3/31/2024	$ 50,000.00	$ 53,014.00	3/31/2025	lower of $0.01 or 30% discount to the 3 days average bid price prior to the date of conversion.	0	10,819,184	James Caouse	Services
6/30/2024	$ 50,000.00	$ 52,016.00	6/30/2025	lower of $0.01 or 30% discount to the 3 days average bid price prior to the date of conversion.	0	10,615,510	James Caouse	Services
9/30/2024	$ 50,000.00	$ 51,008.00	9/30/2025	lower of $0.01 or 30% discount to the 3 days average bid price prior to the date of conversion.	0	10,409,796	James Caouse	Services
12/31/2024	$ 50,000.00	$ 50,000.00	12/31/2025	lower of $0.01 or 30% discount to the 3 days average bid price prior to the date of conversion.	0	10,204,082	James Caouse	Services
3/31/2025	$ 50,000.00	$ 50,000.00	3/31/2025	lower of $0.01 or 30% discount to the 3 days average bid price prior to the date of conversion.	0	10,204,082	James Caouse	Services
8/2/2023	$ 2,274,359.45	$2,274,359.45	8/2/2023	net proceeds from sale of sh	753,706,000	499,859,220	Trillium Partners, LP / Stephen Hicks	Settlement agreement

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

Use the space below to provide any additional details, including footnotes to the table above:

James Canouse is a control person of the Company.

4) Issuer's Business, Products and Services

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

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

A year-round family entertainment center.

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

None

C. Describe the issuers' principal products or services.

None

5) Issuer's Facilities

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

In responding to this item, please clearly describe the assets, properties or facilities of the issuer. 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.

Jumpstart Family Entertainment, LLC leases 26,337 SF of space at 5067 Bethelview Rd. The space is primarily used as an indoor family entertainment space. The space houses an indoor trampoline park, pro-style ninja course, over 25 arcade machines, full kitchen and private party rooms.

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.

Name of Officer/Director or Control Person	**Affiliation with Company (e.g. Officer Title /Director/Owner of more than 5%)**	**Residential Address (City / State Only)**	**Number of shares owned**	**Share type/class**	**Ownership Percentage of Class Outstanding**	**Names of control person(s) if a corporate entity**
James Canouse	CEO/Chairman of the Board/Chief Financial Officer	255 Eversedge Ct, Alpharetta, GA 30009	100,000,000 1,000,000	Common Class B Series A preferred Stock	100% 100%	$200,000 per year

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

7) Legal/Disciplinary History

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

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

None

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

None

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

None

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

None

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

None

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

None

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

On June 21, 2023, the Company entered into a settlement agreement and stipulation ("Settlement Agreement") with Trillium Partners, LP ("TP") in connection with the settlement of $2,338,128 of bona fide obligations the Company owed to certain of its creditors. The Settlement Agreement was subject to a fairness hearing, and on August 2, 2023 a Federal court in the District of Maryland held a fairness hearing and granted approval of the Settlement Agreement. If the Settlement Agreement is satisfied in full, the

Company shall reduce the Company's debt obligations equal to $2,338,128 in exchange for the issuance of settlement shares of Company's common stock pursuant to the terms of section 3(a)(10) of the Securities Act of 1933, in multiple tranches, at a price equal to the 65% of the closing bid price for the common stock for the day preceding the delivery of such tranche subject to adjustment for the actual sale price. At no time may TP beneficially own more than 9.99% of the Company's outstanding common stock.

8) Third Party Service Providers

Provide the name, address, telephone number and email address of each of the following outside providers. You may add additional space as needed.
Confirm that the information in this table matches your public company profile on www.OTCMarkets.com. If any updates are needed to your public company profile, update your company profile.

Securities Counsel (must include Counsel preparing Attorney Letters).

Name: Jeff Turner
Firm: JDT Legal, PLLC
Address 1: 897 W. Baxter Dr.
Address 2: South Jordan, UT 84095
Phone: 801-810-4465
Email: ______

Accountant or Auditor

Name: Steven M Plumb
Firm: Clear Financial Solutions
Address 1: 3050 Post Oak Blvd., Suite 510
Address 2: Houston TX 77056
Phone: 713-780-0806
Email: steven@clearfinancials.com

Investor Relations

Name: None
Firm: ______
Address 1: ______
Address 2: ______
Phone: ______
Email: ______

All other means of Investor Communication:

Twitter: ______
Discord: ______
LinkedIn ______
Facebook: ______
[Other] ______

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

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

Name: None
Firm: _____
Nature of Services: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

9) Disclosure & **Financial Statements**

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

Name: **Steven M. Plumb, CPA**
Title: **Accountant**
Relationship to Issuer: **None**

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)[2]:

Name: **Steven M. Plumb, CPA**
Title: **Accountant**
Relationship to Issuer: **Consultant**

Describe the qualifications of the person or persons who prepared the financial statements: Mr. Plumb is a CPA licensed with the State of Texas with over 30 years of experience preparing public company financial statements.

Provide the following financial statements for the most recent fiscal year or quarter. For the initial disclosure statement (qualifying for Pink Current Information for the first time) please provide reports for the two previous fiscal years and any subsequent interim periods.

a. Audit letter, if audited;
b. Balance Sheet;
c. Statement of Income;
d. Statement of Cash Flows;
e. Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)
f. Financial Notes

Financial Statement Requirements:

- Financial statements must be published together with this disclosure statement as one document.

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

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

10) Issuer Certification

Principal Executive Officer:

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

The certifications shall follow the format below:

I, James P Canouse certify that:

1. I have reviewed this Discloser Statement for Trophy Resources, 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.

5/20/2025

/s/ James P. Canouse

James P. Canouse

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

Principal Financial Officer:

I, James P. Canouse certify that:

1. I have reviewed this Discloser Statement of Trophy Resources, 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.

5/20/2025

/s/ James P. Canouse

James P. Canouse

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

TROPHY RESOURCES, INC.

INDEX TO CONSOLIDATED FINANCIAL STATEMENTS

Three Months Ending March 31, 2025 and 2024

TROPHY RESOURCES, INC.
BALANCE SHEETS

		March 31, 2025		December 31, 2024
ASSETS				
Cash		89,447		75,253
Prepaid assets		-		22,347
Property and equipment, net		94,043		118,790
Right of use asset, net		2,398,584		2,420,530
Other assets		29,275		121,378
Total assets	$	2,611,349	$	2,758,298
LIABILITIES AND STOCKHOLDERS' EQUITY / (DEFICIT)				
Accounts payable and accrued expenses	$	169,887	$	169,887
Accrued interest		137,436		133,253
Current portion of right of use liability		43,849		39,282
Note payable – related party		87,865		87,865
Total current liabilities		439,037		430,287
Notes payable		556,013		523,581
Convertible notes payable		2,735,006		2,685,006
Right of use liability		2,707,601		2,724,704
Total liabilities		6,437,657		6,363,578
Commitments and contingencies				
Stockholders' equity / (deficit):				
Preferred stock series A, no par value; 10,000,000 authorized; 1,000,000 issued and outstanding at March 31, 2025 and December 31, 2024		10		10
Preferred stock series B, $0.001 par value; 10,000,000 authorized; 1,000,000 and zero issued and outstanding at March 31, 2025 and December 31, 2024, respectively		1,000		1,000
Common stock, Series B, $0.001 par value; 100,000,000 authorized; 100,000,000 issued and outstanding at March 31, 2025 and December 31, 2024		100,000		100,000
Common stock, $0.001 par value; authorized - 5,000,000,000 shares; issued and 13,468,222 and 8,469,222 shares outstanding at March 31, 2025 and December 31, 2024, respectively		13,468		8,469
Additional paid in capital		10,231		(2,716)
Accumulated comprehensive other income		(97,957)		(96,289)
Accumulated deficit		(3,835,114)		(3,615,754)
Total stockholders' equity / (deficiency)		(3,826,308)		(3,605,280)
Total liabilities and stockholders' equity / (deficiency)	$	2,611,349	$	2,758,298

See accompanying notes to financial statements.

TROPHY RESOURCES, INC
STATEMENTS OF OPERATIONS
THREE MONTHS ENDING MARCH 31, 2025 AND 2024

	Three months ended March 31,	
	2025	2024
Revenue	$ 380,466	$ 478,625
Costs of goods sold	30,975	18,490
Gross profit	349,491	460,135
Operating expenses	471,050	520,537
Other expense:		
Interest expense	99,469	28,760
Total other expense	99,469	28,760
Net loss before non-controlling interest	(221,028)	(89,162)
Non-controlling interest	(1,668)	(349)
Net loss to common shareholders	$ (219,360)	$ (88,813)
Net loss per common share - basic and diluted	$ (0.03)	$ (0.02)
Weighted average common shares outstanding - basic and diluted	6,540,861	5,601,261

See accompanying notes to financial statements.

TROPHY RESOURCES, INC.
STATEMENTS OF STOCKHOLDERS' EQUITY / (DEFICIENCY)
THREE MONTHS ENDED MARCH 31, 2025 AND 2024

Three months ended March 31, 2025

	Preferred Series A		Preferred Series B		Common B		Common Stock						
	Shares	Par Value	Shares	Par Value	Shares	Par Value	Shares	Par Value	Deferred Equity	Additional Paid in Capital	Accumulated Other Comprehensive Income	Accumulated Deficit	Stockholders' Deficiency
Balance, December 31, 2024	1,000,000	$ 10	1,000,000	1,000	100,000,000	100,000	8,469,222	8,469	-	(2,716)	(96,289)	(3,615,754)	(3,605,280)
Contingent issuance of shares upon conversion of note payable	-	-	-	-	-	-	4,999,000	4,999	(17,946)	12,947	-	-	-
Net loss	-	-	-	-	-	-	-	-	-	-	(1,668)	(219,360)	(221,028)
Balance, March 31, 2025	1,000,000	$ 10	1,000,000	$ 1,000	100,000,000	$100,000	13,468,222	$ 13,468	$ (17,946)	$ 10,231	$ (97,957)	$ (3,835,114)	$ (3,826,308)

Three months ended March 31, 2024

	Preferred Series A		Preferred Series B		Common B		Common Stock					
	Shares	Par Value	Shares	Par Value	Shares	Par Value	Shares	Par Value	Additional Paid in Capital	Accumulated Other Comprehensive Income	Accumulated Deficit	Stockholders' Deficiency
Balance, December 31, 2023	1,000,000	$ 10	1,000,000	$ 1,000	100,000,000	$100,000	7,786,314	$ 7,786	$ (26,275)	$ (92,735)	$ (3,015,500)	$ (3,025,714)
Shares issued under settlement agreement	-	$ -	-	$ -	-	$ -	612,484	$ 612	$ 6,024	$ -	$ -	$ 6,636
Net loss for the three months ended March 31, 2024	-	-	-	-	-	-	-	-	-	(349.00)	(88,813)	(89,162)
Balance, March 31, 2024	**1,000,000**	**$ 10**	**1,000,000**	**$ 1,000**	**100,000,000**	**$100,000**	**8,398,798**	**$ 8,398**	**$ (20,251)**	**$ (93,084)**	**$ (3,104,313)**	**$ (3,108,240)**

See accompanying notes to financial statements.

TROPHY RESOURCES, INC.
STATEMENTS OF CASH FLOWS
THREE MONTHS ENDING MARCH 31, 2025 AND 2024

	2025	2024
Cash flows from operating activities:		
Net loss	$ (221,028)	$ (89,162)
Depreciation and amortization	116,850	184,677
Amortization of right of use asset	21,946	16,084
Changes in operating assets and liabilities		
Increase in:		
Accounts receivable	22,347	20,000
Accounts payable and accrued liabilities	4,153	(70,074)
Net cash used in operating activities	(55,732)	61,525
Net cash used in investing activities	-	-
Repayments of notes payable	(16,230)	-
Payments on right of use liability	(12,536)	(29,975)
Proceeds from convertible notes payable	98,662	-
Net cash provided by financing activities	69,896	(29,975)
Net increase	14,164	31,550
Balance at beginning of year	75,283	172,142
Balance at end of year	89,447	203,692
Supplemental disclosures of non-cash financing activities:		
Preferred stock issued for acquisition	$ -	$ -
Common stock issued upon conversion of note payable	$ -	$ 6,636
Promissory note issued in exchange for accrued salary	$ 50,000	$ 50,000

See accompanying notes to financial statements.

TROPHY RESOURCES, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
THREE MONTHS ENDED MARCH 31, 2025

1. Organization and Basis of Presentation

Organization and Combination

Trophy Resources, Inc (“Trophy” or the “Company”) was incorporated in the State of Florida on January 15, 1997. Trophy maintains its principal executive offices in Alpharetta, Georgia, United States. On March 27, 2023, the Company purchased 99% of the membership interest of Jumpstart Family Entertainment, LLC (“Jumpstart”). Jumpstart, founded in 2017, is a single franchisee owner of a 25,000 square foot indoor family entertainment park, with party rooms, full arcade, redemption counter, kitchen, dodge ball arena and professional style ninja course.

Basis of Presentation

The Financial Statements have been prepared in conformity with accounting principles generally accepted in the United States of America (“GAAP”) and the rules and regulations of OTC Markets, Inc. (“OTC”).

Business Operations

The Company is focused on acquisition opportunities with recurring revenue streams to maximize shareholder value. TRSI is focused on strategic acquisitions that are opportunistic, cash-flow positive with hard assets. Trophy Resources currently owns, as a wholly-owned subsidiary, Jumpstart Family Entertainment, LLC.

Going Concern

The Company's financial statements have been presented on the basis that the Company is a going concern, which contemplates the realization of assets and satisfaction of liabilities in the normal course of business. As reflected in the accompanying financial statements, the Company has no assets on hand, has had no operating revenues, and has had no operating cash flows. During the three months ended March 31, 2024, the Company had a net loss of $74,124 and had an accumulated deficit of $1,987,869 as of March 31, 2024.

As a result, management has concluded that there is substantial doubt about the Company's ability to continue as a going concern within one year of the date that the accompanying financial statements are issued. The ability of the Company to continue as a going concern is dependent upon the Company's ability to raise additional funds and implement its business plan, and to ultimately achieve sustainable operating revenues and profitability. The accompanying financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern.

If cash resources are insufficient to satisfy the Company's ongoing cash requirements, the Company would be required to obtain funds, if available, although there can be no certainty, from its shareholders or officers.

2. Summary of Significant Accounting Policies

Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of expenses during the reporting period. Management bases its estimates on historical experience and on various assumptions that are believed to be reasonable in relation to the 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. Actual results could differ from those estimates. Significant estimates are expected to include those related to assumptions used in calculating accruals for potential liabilities, valuing equity instruments issued for services, and the realization of deferred tax assets.

Concentration of Risk

The Company may periodically contract with consultants and vendors to provide services related to the Company's business development activities. Agreements for these services may be for a specific time period or for a specific project or task. The Company did not have any agreements at March 31, 2024.

Income Taxes

The Company accounts for income taxes under an asset and liability approach for financial accounting and reporting for income taxes. Accordingly, the Company recognizes deferred tax assets and liabilities for the expected impact of differences between the financial statements and the tax basis of assets and liabilities.

The Company records a valuation allowance to reduce its deferred tax assets to the amount that is more likely than not to be realized. In the event the Company was to determine that it would be able to realize its deferred tax assets in the future in excess of its recorded amount, an adjustment to the deferred tax assets would be credited to operations in the period such determination was made. Alternatively, should the Company determine that it would not be able to realize all or part of its deferred tax assets in the future, an adjustment to the deferred tax assets would be charged to operations in the period such determination was made.

The Company is subject to U.S. federal income taxes and income taxes of the State of Florida. The Company's operations during the years ended December 31, 2024 and 2023 resulted in losses in 2024 and 2023.

As the Company's net operating losses in the respective jurisdictions in which it operates have yet to be utilized, all previous tax years remain open to examination by the taxing authorities in which the Company currently operates. The Company had no unrecognized tax benefits as of March 31, 2025 and does not anticipate any material amount of unrecognized tax benefits within the next year.

The Company accounts for uncertainties in income tax law under a comprehensive model for the financial statement recognition, measurement, presentation and disclosure of uncertain tax positions taken or expected to be taken in income tax returns as prescribed by GAAP. The tax effects of a position are recognized only if it is "more-likely-than-not" to be sustained by the taxing authority as of the reporting date. If the tax position is not considered "more-likely-than-not" to be sustained, then no benefits of the position are recognized. As of March 31, 2025, the Company had not recorded any liability for uncertain tax positions. In subsequent periods, any interest and penalties related to uncertain tax positions will be recognized as a component of income tax expense.

Stock-Based Compensation

The Company issues common stock and intends to issue stock options to officers, directors and consultants for services rendered. Options will vest and expire according to terms established at the issuance date of each grant. Stock grants, which are generally time vested, will be measured at the grant date fair value and charged to operations ratably over the vesting period.

The fair value of stock options granted as stock-based compensation will be determined utilizing the Black-Scholes option-pricing model, and can be affected by several variables, the most significant of which are the life of the equity award, the exercise price of the stock option as compared to the fair market value of the common stock on the grant date, and the estimated volatility of the common stock. Estimated volatility will be based on the historical volatility of the Company's common stock over an appropriate calculation period, or, if not available, by reference to the volatility of a representative sample of comparable public companies. The risk-free interest rate will be based on the U.S. Treasury yield curve in effect at the time of grant. The fair market value of the common stock will be determined by reference to the quoted market price of the Company's common stock on the grant date, or, if not available, by reference to an appropriate alternative valuation methodology.

The Company will recognize the fair value of stock-based compensation awards in general and administrative costs or in software development costs, as appropriate, in the Company's consolidated statements of operations. The Company will issue new shares of common stock to satisfy stock option exercises.

As of March 31, 2025, the Company did not have any outstanding stock options.

Earnings (Loss) Per Share

The Company's computation of earnings (loss) per share ("EPS") includes basic and diluted EPS. Basic EPS is measured as the income (loss) attributable to common stockholders divided by the weighted average common shares outstanding for the period. Diluted EPS is similar to basic EPS but presents the dilutive effect on a per share basis of potential common shares (e.g., convertible notes payable, convertible preferred stock, warrants and stock options) as if they had been converted at the beginning of the periods presented, or issuance date, if later. Potential common shares that have an anti-dilutive effect (i.e., those that increase income per share or decrease loss per share) are excluded from the calculation of diluted EPS.

Loss per common share is computed by dividing net loss by the weighted average number of shares of common stock outstanding during the respective periods. Basic and diluted loss per common share is the same for all periods presented because there is no convertible debt, convertible preferred stock, warrants or stock options outstanding.

Fair Value of Financial Instruments

The authoritative guidance with respect to fair value established a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value into three levels and requires that assets and liabilities carried at fair value be classified and disclosed in one of three categories, as presented below. Disclosure as to transfers in and out of Levels 1 and 2, and activity in Level 3 fair value measurements, is also required.

Level 1. Observable inputs such as quoted prices in active markets for an identical asset or liability that the Company has the ability to access as of the measurement date. Financial assets and liabilities utilizing Level 1 inputs include active-exchange traded securities and exchange-based derivatives.

Level 2. Inputs, other than quoted prices included within Level 1, which are directly observable for the asset or liability or indirectly observable through corroboration with observable market data. Financial assets and liabilities utilizing Level 2 inputs include fixed income securities, non-exchange-based derivatives, mutual funds, and fair-value hedges.

Level 3. Unobservable inputs in which there is little or no market data for the asset or liability which requires the reporting entity to develop its own assumptions. Financial assets and liabilities utilizing Level 3 inputs include infrequently-traded non-exchange-based derivatives and commingled investment funds and are measured using present value pricing models.

The Company will determine the level in the fair value hierarchy within which each fair value measurement falls in its entirety, based on the lowest level input that is significant to the fair value measurement in its entirety. In determining the appropriate levels, the Company will perform an analysis of the assets and liabilities at each reporting period end.

The carrying value of financial instruments (consisting of cash and accounts payable and accrued expenses) is considered to be representative of their respective fair values due to the short-term nature of those instruments.

Leases

Effective January 1, 2019, the Company adopted Accounting Standards Update 2016-02, Leases (Topic 842) ("ASU 2016-02"), which requires a lessee to record a right-of-use asset and a corresponding lease liability at the inception of the lease initially measured at the present value of the lease payments. ASU 2016-02 requires recognition in the statement of operations of a single lease cost that is calculated as a total cost of the lease allocated over the lease term, generally on a straight-line basis. ASU 2016-02 excludes short-term operating leases with a lease term of 12 months or less at the commencement date, and that do not include an option to purchase the underlying asset that the lessee is reasonably certain to exercise.

Recent Accounting Pronouncements

Other recent accounting pronouncements issued by the FASB, including its Emerging Issues Task Force, and the American Institute of Certified Public Accountants, did not or are not believed by management to have a material impact on the Company's present or future financial statements and related disclosures.

3. Acquisition of Jumpstart

On March 27, 2023 the Company acquired 99% of the membership units of Jumpstart, a limited liability company controlled by James Canouse, the controlling shareholder of the Company in exchange for 1,000,000 shares of Series B Preferred Stock having a par value of $1,000. As a result of the common control of the two entities, the acquisition was recorded using the book value of Jumpstart's net assets, as follows:

Cash	$	217,605
Property, plant and equipment, net		765,461
Right of use asset, net		2,532,834
Other assets, net		58,846
Total assets		3,574,747
Liabilities		(4,843,709)
Net assets	$	(1,268,962)

4. Property and equipment, net

Property and equipment consists of the following:

		March 31, 2025		December 31, 2024
Furniture and fixtures	$	48,832	$	48,832
Machinery and equipment		913,721		913,721
Leasehold improvements		1,361,939		1,361,939
Total		2,324,492		2,324,492
Less accumulated depreciation and amortization		2,025,999		2,205,702
Property and equipment, net	$	298,493	$	118,790

5. Notes payable – related party

James Canouse, the controlling shareholder of the Company advanced $329,000 to the Company. The advances are due upon demand and are bear interest at 8%. In August 2023, the Company sold a portion of this note, totaling $241,135 to an unrelated third party, as further discussed in Note 8. The balance on the note is $87,865 at March 31, 2025 and December 31, 2024.

Convertible promissory notes

On September 25, 2021, the Company issued an 8% convertible promissory note with a principal balance of $240,000 with a one-year maturity date. This convertible debenture converts at the lesser of $0.01 or at a 30% discount to the previous three day average bid price. The balance of the note at March 31, 2024 and 2022, was $0 and $240,000, respectively.

On May 15, 2021, the Company issued an 8% convertible promissory note with a principal balance of $60,000 maturing November 15, 2021 date. This convertible debenture converts at the lesser of $0.01 or at a 30% discount to the previous three day average bid price. The balance of the note at March 31, 2024 and 2022 was $0 and $60,000, respectively.

On September 25, 2022, the Company issued an 8% convertible promissory note with a principal balance of $133,333 with a one-year maturity date. This convertible debenture converts at the lesser of $0.01 or at a 30% discount to the previous three day average bid price. The balance of the note at March 31, 2024 and 2022 was $0 and $133,333, respectively.

On September 25, 2022, the Company issued an 8% convertible promissory note with a principal balance of $12,750 with a one-year maturity date. This convertible debenture converts at the lesser of $0.01 or at a 30% discount to the previous three day average bid price. The balance of the note at March 31, 2024 and 2022 was $0 and $12,750, respectively.

On September 25, 2022, the Company issued an 8% convertible promissory note with a principal balance of $4,300 with a one-year maturity date. This convertible debenture converts at the lesser of $0.01 or at a 30% discount to the previous three day average bid price. The balance of the note at March 31, 2024 and 2022 was $0 and $4,300, respectively.

On December 31, 2022 the Company issued an 8% convertible promissory note with a principal balance of $50,000 with a one-year maturity date. This convertible debenture converts at the lesser of $0.01 or at a 30% discount to the previous three day average bid price. The balance of the note at March 31, 2024 and 2022 was $0 and $50,000, respectively.

On December 31, 2022 the Company issued an 8% convertible promissory note with a principal balance of $10,647 with a one-year maturity date. This convertible debenture converts at the lesser of $0.01 or at a 30% discount to the previous three day average bid price. The balance of the note at March 31, 2024 and 2022 was $10,647.

On March 31, 2023, the Company issued an 8% convertible promissory note with a principal balance of $50,000 with a one-year maturity date. This convertible debenture converts at the lesser of $0.01 or at a 30% discount to the previous three day average bid price. The balance of the note at March 31, 2024 was $50,000.

On March 31, 2023, the Company issued an 8% convertible promissory note with a principal balance of $9,919 with a one-year maturity date. This convertible debenture converts at the lesser of $0.01 or at a 25% discount to the previous three day average bid price. The balance of the note at March 31, 2024 was $0.

On April 15, 2021, the Company issued a 12% convertible promissory note with a principal balance of $1,000,000 with a one year maturity date. This convertible debenture converts at the lesser of $0.01 or at a 30% discount to the previous three day average bid price. The balance of the note at March 31, 2024 was $0.

On June 30, 2023, the Company issued an 8% convertible promissory note with a principal balance of $50,000 with a one-year maturity date. This convertible debenture converts at the lesser of $0.01 or at a 30% discount to the previous three day average bid price. The balance of the note at March 31, 2024 was $50,000.

On September 30, 2023, the Company issued an 8% convertible promissory note with a principal balance of $50,000 with a one-year maturity date. This convertible debenture converts at the lesser of $0.01 or at a 30% discount to the previous three day average bid price. The balance of the note at March 31, 2024 was $50,000.

On December 31, 2023, the Company issued an 8% convertible promissory note with a principal balance of $50,000 with a one-year maturity date. This convertible debenture converts at the lesser of $0.01 or at a 30% discount to the previous three day average bid price. The balance of the note at March 31, 2024 was $50,000.

On March 31, 2024, the Company issued an 8% convertible promissory note with a principal balance of $50,000 with a one-year maturity date. This convertible debenture converts at the lesser of $0.01 or at a 30% discount to the previous three day average bid price. The balance of the note at March 31, 2024 was $50,000.

On June 30, 2024, the Company issued an 8% convertible promissory note with a principal balance of $50,000 with a one-year maturity date. This convertible debenture converts at the lesser of $0.01 or at a 30% discount to the previous three day average bid price. The balance of the note at December 31, 2024 was $50,000.

On September 30, 2024, the Company issued an 8% convertible promissory note with a principal balance of $50,000 with a one-year maturity date. This convertible debenture converts at the lesser of $0.01 or at a 30% discount to the previous three day average bid price. The balance of the note at December 31, 2024 was $50,000.

On December 31, 2024, the Company issued an 8% convertible promissory note with a principal balance of $50,000 with a one-year maturity date. This convertible debenture converts at the lesser of $0.01 or at a 30% discount to the previous three day average bid price. The balance of the note at December 31, 2024 was $50,000.

On March 31, 2025, the Company issued an 8% convertible promissory note with a principal balance of $50,000 with a one-year maturity date. This convertible debenture converts at the lesser of $0.01 or at a 30% discount to the previous three day average bid price. The balance of the note at March 31, 2024 was $50,000.

6. Notes payable

On March 27, 2023, the Company issued an 8% note payable with a principal balance of $329,000. The note is due upon demand and that balance on the note at March 31, 2024 was $87,865.

On April 19, 2020, the Company borrowed $500,000 under the EIDL program administered by the United States Small Business Administration. The loan bears interest at 3.75% and is due on April 19, 2050. Monthly principal and interest payments of $2,437 began in January 2023. The balance on the note at March 31, 2025 and December 31, 2024 was $523,834 and $500,000, respectively.

On February 16, 2021, the Company borrowed $83,789 under the PPP program administered by the United States Small Business Administration. The loan bears interest at 1% and is due on February 16, 2026. The loan was not forgiven under the terms of the PPP program and the Company is making monthly principal and interest payments of $2,020. The balance of the note at March 31, 2025 and December 31, 2024 was $32,179 and $46,024, respectively.

8. Debt settlement

Court Approved Settlement of Various Liabilities Under SEC section 3(a)(10)

On June 21, 2023, the Company entered into a settlement agreement and stipulation (“Settlement Agreement”) with Trillium Partners, LP (“TP”) in connection with the settlement of $2,338,128 of bona fide obligations the Company owed to certain of its creditors. The Settlement Agreement was subject to a fairness hearing, and on August 2, 2023 a Federal court in the District of Maryland held a fairness hearing and granted approval of the Settlement Agreement. If the Settlement Agreement is satisfied in full, the Company shall reduce the Company’s debt obligations equal to $2,338,128 (the Settlement Note) in exchange for the issuance of settlement shares of Company’s common stock pursuant to the terms of section 3(a)(10) of the Securities Act of 1933, in multiple tranches, at a price equal to the 65% of the closing bid price for the common stock for the day preceding the delivery of such tranche subject to adjustment for the actual sale price. At no time may TP beneficially own more than 9.99% of the Company’s outstanding common stock.

Settlement amounts included in accounts payable, accrued interest, and convertible notes payable at the time of the settlement were $62,624, $1,806,937, and $468,567, respectively.

During the three months ending March 31, 2025, the lender submitted share issuance requests for 4,999,000 shares of common stock to be liquidated to repay a portion of the loan balance. The shares had not been liquidated as of March 31, 2025 and the fair market value of the shares of $17,946 has been recorded as contra equity on the Company’s balance sheet.

The balance on the Settlement Note at March 31, 2025 was $2,274,359 as of March 31, 2025 and December 31, 2024.

9. Long-Term Operating Lease

The Company's wholly-owned subsidiary, Jumpstart, leases facilities in Cumming, Georgia. The Company did not have any other leases with initial terms of 12 months or more at March 31, 2025.

Operating lease right-of-use assets and liabilities are recognized at the commencement date of the lease based on the present value of lease payments over the lease term. Right-of-use assets represent the Company's right to use an underlying asset for the lease term, and right-of-use lease liabilities represent the Company's obligation to make lease payments arising from the lease. Generally, the implicit rate of interest, equivalent to a discount rate, in lease arrangements is not readily determinable and the prevailing commercial property mortgage rate is utilized in determining the present value of lease payments.

The monthly cash payment for this operating lease is as follows:

Months 1- 6	$ -
Months 7 – 60	$12,000
Months 61- 101	$13,000
Months 102 – 180	$14,000
Months 181- 240	$16,000
Months 241 – 300	$18,000
Months 300- 360	$20,000

The initial lease term ended on June 28, 2022 and can be extended for 5 successive five year terms. The first such extension was exercised. The Company recorded right-of-use assets and liabilities of $2,879,515 on June 29, 2017, based on the present value of payments and an incremental borrowing rate of 4.27% per annum.

The following schedule sets forth the operating lease right of use activity for the three months ended March 31, 2025:

	2024
Capitalized present value of lease payments	$ 2,879,515
Less amortization	(480,931)
Operating lease right of use asset, net	$ 2,398,584

The following schedule sets forth the current portion and long-term portion of operating lease liabilities as of March 31, 2025 and December 31, 2024:

	March 31, 2025	**December 31, 2024**
Current portion	$ 43,849	$ 39,282
Long-term portion	2,707,601	2,724,704
Total lease liability	$ 2,751,450	$ 2,763,986

This operating lease had a remaining term of 23.25 years as of March 31, 2024. The following schedule sets forth the remaining annual future lease payments outstanding as of December 31, 2023:

2025	$ 157,000
2026	168,000
2027	168,000
2028	168,000
2029	168,000
Thereafter	3,906,121
Less amount representing imputed interest	(1,983,671)
Present value of lease liabilities	$ 2,751,450

Cash paid for the amounts included in the measurement of lease liabilities for the three months ended March 31, 2025 and 2024 was $39,000 and $39,000, respectively. The aggregate lease expense for this operating lease charged to general and administrative expenses in the statement of operations was $29,582 and $29,975 for the three months ended March 31, 2025 and 2024, respectively.

10. Stockholders' Equity

Preferred Stock

The Company has authorized a total of 20,000,000 shares of preferred stock, no par value assigned. 1,000,000 shares of Series A Preferred Stock were issued and outstanding as of December 31, 2022. In the event that dividends are declared on the Company's common stock, the holders of Series A Preferred Stock are entitled to dividends as if the Series A Preferred Stock was converted into the Company's common stock, in an amount of common A shares equal to the number of voting rights of the Series A Preferred Shares. Each share of Series A Preferred Share shall be entitled to the number of votes equal to: : (i) 1.01 multiplied by the result of: (A) the number of shares of common A shares of the Company issued and outstanding at the time of such vote; plus (B) the number of shares of common B shares of the Company issued and outstanding at the time of such vote multiplied by 10; divided by, (ii) the total number of Series A Preferred Shares issued and outstanding at the time of such vote. In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Company (each a "Liquidation Event"), the holders of shares of Series A Preferred Shares then outstanding shall be entitled to be paid out of the assets of the Company available for distribution to its stockholders, upon a liquidation Event, an amount that the holder of the Series A Preferred Shares would have received if the Series A Preferred Shares had been converted into common A shares of the Company (in an amount of common A shares equal to the number of voting rights of the Series A Preferred Shares) immediately prior to the liquidation Event.

In March 2023, the Company issued 1,000,000 shares of Series B Preferred Stock to the owners of Jumpstart. The Series B Preferred Stock has a par value of $0.001 and a stated value of $1 per share. The Series B Preferred Stock is senior to the common stock of the Company for purposes of dividends and liquidation. The Series B Preferred Stock has voting rights, in aggregate, which shall equal 85% of the total issued and outstanding shares of common stock of the Company on a fully diluted basis, calculated as of the date of any shareholder vote. The holder of Series B Preferred Stock may convert their shares at any time into common stock of the Company at a price equal to 75% of the lowest closing price for the common stock during the twenty trading day period ending on the latest complete trading day prior to the conversion date.

Common Stock

The Company is authorized to issue up to 5,000,000,000 shares of common stock, par value $0.001 per share. As of March 31, 2025 and December 31, 2024, the Company had 13,468,222 and 8,469,222 shares of common stock issued and outstanding, respectively.

In February 2025, the Company's shareholders authorized a 1 for 250 stock split. All per share amounts have been adjusted to reflect the stock split.

During the three months ending March 31, 2025, the lender submitted share issuance requests for 4,999,000 shares of common stock to be liquidated to repay a portion of the loan balance. The shares had not been liquidated as of March 31, 2025 and the fair market value of the shares of $17,946 has been recorded as contra equity on the Company's balance sheet.

Common Stock B

The Company is authorized to issue up to 100,000,000 common B shares having 10-for-1 voting rights. Par value is $0.001 and 100,000,000 common B shares are issued and outstanding as of March 31, 2025 and December 31, 2024. The Common Stock B shares have 10-1 voting rights, such that each share of Common Stock B votes as if converted into 10 shares of common stock.

11. Commitments and Contingencies

Executive Compensation

On October 15, 2021, the Company entered into an executive compensation agreement with the chief executive officer (the Executive Agreement) which obligates the Company to pay the chief executive officer $200,000 per year. The initial term of the agreement is for two years. The Executive Agreement will automatically renew for successive one year periods unless either party sends written notice to the other party, not more than 270 days and note less than 180 days before the end of the then existing term. The Company is obligated to pay interest on salary that is unpaid after two months, at a rate of 8% per annum.

Legal Contingencies

The Company has no known commitments and contingencies.