

**DISCLOSURE STATEMENT PURSUANT TO  
THE PINK BASIC DISCLOSURE GUIDELINES**

**REELTIME RENTALS, INC.**

A Washington Corporation

**4203 223<sup>rd</sup> PL. SE**

**Bothell, WA 98021**

(Company's Address)

**(206) 579-0222**

(Company's telephone number)

**www.reeltime.com**

(Company's Website)

**info@reeltime.com**

(Company's email)

**4841 – Cable and Other Pay Television Services**

(Company's SIC Code)

**QUARTERLY REPORT**

For the Period Ending March 31, 2025

(the "Reporting Period")

As of May 20, 2025, the number of shares outstanding of our Common Stock was:

118,568,156 shares

As of December 31, 2024, the Most Recent Fiscal Year End Reporting Period, the number of shares outstanding of our Common Stock was:

108,058,406, shares

**Shell Status**

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

Yes: ☐

No: ☒

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

Yes: ☐

No: ☒

**Change in Control**

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

Yes: ☐

No: ☒

**Item 1. Name of the issuer and its predecessor (if any).**

The name of the issuer is ReelTime Rentals, Inc. ("ReelTime" or "Company") which was incorporated in the State of Washington on June 24, 2004.

The Company is currently in good standing in the State of Washington.

ReelTime has not been, at any time, a "shell company" as that term is defined in Rule 12b-2 of the Exchange Act

Describe any trading suspension order issued by the SEC concerning the issuer or its predecessors:

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.

NONE

The address of the issuer's principal executive office:

**4203 223<sup>rd</sup> PL. SE  
Bothell, WA 98021**

The address of the issuer's principal place of business:

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

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

Yes: ☐

No: ☒

If Yes, provide additional details below:

Not applicable

**Item 2. Security Information.**

**Transfer Agent:**

Pacific Stock Transfer, Inc.  
6725 Via Austi Parkway, Suite 300  
Las Vegas, Nevada 89119  
Telephone no.: (702) 361-3033  
FAX no.: (702) 433-1979  
Email: ipstc@pacificstocktransfer.com

**Publicly Quoted or Traded Securities:**

Trading Symbol:	RLTR
Exact title and class of securities outstanding:	Common Stock
CUSIP:	75845Y 20 5
Par or Stated Value:	No par value
Total Shares Authorized (1):	650,000,000 as of May 20, 2025
Total Shares Outstanding:	118,568,156 as of May 20, 2025
Total number of shareholders of record:	3,186 as of May 20, 2025.

- (1) The number of shares required to satisfy the requirements of our outstanding convertible instruments exceeds the number of unissued shares. We currently have 650,000,000 shares of common stock authorized, but that number is insufficient for us to meet our obligations to certain individuals, officers, corporations and related corporations under the terms of our convertible promissory notes payable. Due to existing restrictions limiting the holder of a convertible note to receive, upon conversion, shares of common stock which will not exceed 4.99% of our issued and outstanding common stock, there is no imminent requirement that the number of our authorized capital stock be increased. At an appropriate time, we envision seeking shareholder approval of an increase in our authorized capitalization to some greater number of authorized shares, but we cannot provide any assurance that we will be able to obtain the necessary shareholder approval. If we fail to obtain shareholder approval for the increase in authorized capitalization, we may be in default under the terms of the convertible promissory notes payable. At May 20, 2025, the total shares issued and outstanding, issuable upon conversion of convertible notes payable and unissued shares to consultants and Company executives would be approximately 1,110,940,000 shares of our common stock which exceeded the number of unissued shares our common stock by approximately 460,940,000 shares.

**Other classes of authorized or outstanding equity securities:**

Trading Symbol:	None
Exact title and class of securities outstanding:	Preferred Stock
CUSIP:	None
Par or Stated Value:	No par value
Total Shares Authorized:	50,000,000 as of May 20, 2025
Total Shares Outstanding:	60,000 shares as of May 20, 2025
Total number of shareholders of record:	1 as of May 20, 2025.

**Security Description:**

The information below provides a summary of the material rights and privileges for each class of the equity securities issued by the Company: :

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

The holders of our common stock are entitled to one vote per share on all matters submitted to a vote of the stockholders. Subject to any preferential right of the Preferred Stockholders then outstanding, the holders of shares of common stock shall be entitled to receive dividends, when and if declared by the Board of Directors, out of the assets of the Corporation which are available by law, dividends payable in cash, property or in shares of capital stock. The common stock has no pre-emptive or preferential rights.

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

The Company is authorized to issue 50,000,000 shares of preferred stock, with no par value. Our Board of Directors is vested with the authority to divide the shares of preferred stock into one or more series, at such times and for such consideration or considerations as the Board may determine. Each series shall be so designated to distinguish its shares from all other series and classes. The preferred stock has voting rights equal to one share of the Company's common stock.

After investigation, it was determined that the Company had not filed any Certificate of Designation to establish the rights, preferences, limitations or other elements applicable to its existing series or class of preferred shares. Notwithstanding the foregoing, the Company currently has 60,000 shares of its preferred stock issued and outstanding. The Company intends to undertake efforts to correct and cure the foregoing defective corporate action by following the procedures and requirements as set forth in pertinent provisions of RCW 23B.30.010 – 23B.30.080. When completed, each existing share of preferred stock is deemed to be an identical share of valid preferred stock issued at the time it was purportedly issued.

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

None

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

None

### Item 3. Issuance History.

Disclosure under this Item 3 includes, 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.

#### A. Changes in 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)

<div> <div>Number of Shares Outstanding as of January 1, 2023:</div> <div>Opening Balance: Common: 96,075,776 Preferred: 60,000</div> </div>									
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 or No	Individual/Entity Shares were issued (to disclose the control person(s) for any entities listed)	Reason for share issuance (e.g., for cash or debit conversion) OR Nature of Services Provided (if applicable)	Restricted or Unrestricted as of this filing?	Exemption or Registration Type?
6/28/2023	New Issuance	2,154,520	Common	2,155	Yes	Capital Consulting, Inc. (Mark Schafflein is the control person)	Debt Conversion (1)	Unrestricted	Sections 3(a)(9) & 4(a)(1) of 1933 Act
10/12/2023	New Issuance	4,840,000	Common	9,680	Yes	Capital Consulting, Inc. (Mark Schafflein is the control person)	Debt Conversion (2)	Unrestricted	Sections 3(a)(9) & 4(a)(1) of 1933 Act
5/6/2024	New Issuance	2,234,000	Common	3,351	Yes	Capital Consulting, Inc. (Mark Schafflein is the control person)	Debt Conversion (3)	Unrestricted	Sections 3(a)(9) & 4(a)(1) of 1933 Act
10/21/2024	New Issuance	2,754,110	Common	5,508	Yes	Capital Consulting, Inc. (Mark Schafflein is the control person)	Debt Conversion (4)	Unrestricted	Sections 3(a)(9) & 4(a)(1) of 1933 Act
2/13/2025	New Issuance	4,965,000	Common	24,825	Yes	NWBB, Inc. (Marc Hatch is the control person)	Debt Conversion (5)	Unrestricted	Sections 3(a)(9) & 4(a)(1) of 1933 Act
2/14/2025	New Issuance	5,544,750	Common	11,090	Yes	Ron Henthorn	Debt Conversion (6)	Unrestricted	Sections 3(a)(9) & 4(a)(1) of 1933 Act

Shares Outstanding on May 20, 2025 (7)	Ending Balance: Common: 118,568,156 Preferred: 60,000	
-------------------------------------------------	-------------------------------------------------------------	--

The space below provides any additional details, including footnotes to the table above:

- (1) On June 28, 2023, the noteholder converted \$2,155 of principal and interest into 2,154,520 unrestricted shares of the Company's common stock at \$.001 per share to fully satisfy a convertible note dated September 15, 2015.
- (2) On October 10, 2023, the noteholder converted \$9,680 of principal and interest into 4,840,020 unrestricted shares of the Company's common stock at \$.002 per share to fully satisfy a convertible note dated November 2, 2015.
- (3) On May 6, 2024, the noteholder converted \$3,351 of principal and interest into 2,234,000 unrestricted shares of the Company's common stock at \$.0015 per share to fully satisfy a convertible note dated June 1, 2015.
- (4) On October 17, 2024, the noteholder converted \$5,508 of principal and interest into 2,754,110 unrestricted shares of the Company's common stock at \$.0020 per share to fully satisfy a convertible note dated June 8, 2016.
- (5) On February 13, 2025, the noteholder converted \$24,825 of principal and interest into 4,965,000 unrestricted shares of the Company's common stock at \$.0050 per share to fully satisfy two convertible notes dated August 21, 2019 and November 8, 2019.
- (6) On February 14, 2025, the noteholder converted \$11,090 of principal and interest into 5,544,750 unrestricted shares of the Company's common stock at \$.0020 per share to fully satisfy a convertible a note dated February 19, 2016.
- (7) The following shares were not issued as of May 20, 2025:
  - On February 1, 2017, a consultant earned 500,000 restricted shares of the Company's common stock under a February 2017 consulting agreement for service to the Company. The shares have not been issued as of May 20, 2025. The shares were valued at \$0.058 per share or \$29,000.
  - On January 15, 2018, two individuals each earned 500,000 restricted shares of the Company's common stock for an aggregate of 1,000,000 shares. The shares were earned for participating in a season of the "Really Twins" Virtual Reality show. The shares have not been issued as of May 20, 2025. The shares were valued at \$0.0244 per share or \$24,400.
  - On January 20, 2018, an individual converted \$158 of accrued interest into 630,000 unrestricted shares of the Company's common stock at \$0.00025 per share to partially satisfy a convertible promissory note dated June 6, 2015. As of May 20, 2025, the 630,000 shares have not been issued to the individual.
  - On March 27, 2018, the Company entered into a "Binding Letter of Agreement" with veteran detective/author John Cameron for 50% ownership rights to "It's Me Edward Wayne Edwards – The Serial Killer You Never Heard of" and the subsequent updated version "It Was Always ME! Edward Edwards – The Most Prolific Serial Killer of All Time" and/or its derivatives. In exchange, the Company will issue the author 1,000,000 restricted shares of Company's common stock valued at \$20,000 or \$0.02 per share. At May 20, 2025, the shares have been earned but have not yet been issued.
  - On June 1, 2018, Scott Steciw, the Company's former President and Treasurer, earned 1,000,000 restricted shares of the Company's common stock payable in accordance with his employment agreement. The shares were valued at \$30,000 or \$0.03 per share. At May 20, 2025, the shares have been earned but have not yet been issued. On December 31, 2018, Mr. Steciw, the Company's CFO, resigned as an officer and director of the Company, terminating his executive employment contract.
  - On June 1, 2018, Barry Henthorn, Company's CEO, earned 1,000,000 restricted shares of the Company's common stock payable in accordance with his employment agreement. The shares were valued at \$30,000 or \$0.03 per share. At May 20, 2025, the shares have been earned but have not yet been issued.

- During April 2019, a consultant earned 250,000 restricted shares of the Company common stock under a consulting contract for virtual reality and bartering services to the Company. The shares were valued at \$2,500 or \$0.01 per share. As of May 20, 2025, the shares have not been issued to the individual.
- During May 2019, a consultant earned 250,000 restricted shares of the Company common stock under a consulting contract for virtual reality and bartering services to the Company. The shares were valued at \$2,400 or \$0.096 per share. As of May 20, 2025, the shares have not been issued to the individual.
- On June 1, 2019, Barry Henthorn, Company's CEO, earned 1,000,000 restricted shares of the Company's common stock payable in accordance with his employment agreement. The shares were valued at \$9,400 or \$0.0094 per share. At May 20, 2025, the shares have been earned but have not yet been issued.
- On October 1, 2019, a consultant earned 500,000 restricted shares of the Company's common stock under an October 2018 consulting agreement for services to the Company. The shares have not been issued as of May 20, 2025. The shares were valued at \$0.01117 per share or \$5,850.
- On November 1, 2019, a consultant earned 500,000 restricted shares of the Company's common stock under a November 2018 consulting agreement for services to the Company. The shares have not been issued as of May 20, 2025. The shares were valued at \$0.0079 per share or \$3,950.
- On January 7, 2020, a consultant earned 500,000 restricted shares of the Company's common stock under a January 2019 consulting agreement for services to the Company. The shares have not been issued as of May 20, 2025. The shares were valued at \$0.01 per share or \$5,000.
- During May 2020, a consultant earned 500,000 restricted shares of the Company common stock under a consulting contract for virtual reality and bartering services to the Company. The shares were valued at \$4,800 or \$0.0096 per share. As of March 31, 2025, the shares have not been issued to the individual.
- On June 1, 2020, Barry Henthorn, Company's CEO, earned 1,000,000 restricted shares of the Company's common stock payable in accordance with his employment agreement. The shares were valued at \$9,500 or \$0.0095 per share. At May 20, 2025, the shares have been earned but have not yet been issued.
- On August 1, 2020, the Company granted a stock purchase agreement for 750,000 restricted shares of the Company's common stock to an attorney for patent services to the Company. The stock was valued at \$7,500 or \$0.01 per share. At May 20, 2025, the shares have been earned but have not yet been issued.
- On October 1, 2020, a consultant earned 500,000 restricted shares of the Company's common stock under an October 2019 consulting agreement for services to the Company. The shares have not been issued as of May 20, 2025. The shares were valued at \$0.0080 per share or \$4,000.
- On November 1, 2020, a consultant earned 500,000 restricted shares of the Company's common stock under a November 2019 consulting agreement for services to the Company. The shares have not been issued as of May 20, 2025. The shares were valued at \$0.0140 per share or \$7,000.
- On December 9, 2020, the Company entered into a two-year agreement with Marc Hatch to provide expertise as sales manager for the Company's Discount AD Brokers acquisition. Mr. Hatch will be compensated with 1,000,000 shares of the Company's restricted common stock for each year of service for an aggregate of 2,000,000 shares. The subject shares were earned on January 1, 2022 and January 1, 2023. The shares for year one were valued at \$119,900 or \$0.1199 per share. The shares for year two were valued at \$59,000 or \$0.059 per share. At May 20, 2025, a total of 2,000,000 shares have been earned but such shares had not yet been issued.
- On December 30, 2020, Barry Henthorn, Company's CEO, earned 555,500 restricted shares of the Company's common stock payable in accordance with his employment agreement dated October 1, 2020. The shares were valued at \$38,885 or \$0.07 per share. At May 20, 2025, the shares have been earned but have not yet been issued.

- On March 30, 2021, Barry Henthorn, Company's CEO, earned 555,500 restricted shares of the Company's common stock payable in accordance with his employment agreement dated October 1, 2020. The shares were valued at \$38,885 or \$0.07 per share. At May 20, 2025, the shares had not yet been issued.
- During March 2021, a consultant earned 100,000 restricted shares of the Company's common stock for services to the Company. The shares were valued at \$0.11996 per share or \$11,990. The shares have not been issued as of May 20, 2025.
- During April 2021, a consultant earned 250,000 restricted shares of the Company's common stock for services to the Company. The shares were valued at \$0.1273 per share or \$31,825. The shares have not been issued as of May 20, 2025.
- On June 28, 2021, Barry Henthorn, Company's CEO, earned 555,500 restricted shares of the Company's common stock payable in accordance with his employment agreement dated October 1, 2020. The shares were valued at \$38,885 or \$0.07 per share. At May 20, 2025, the shares had not yet been issued.
- On September 26, 2021, Barry Henthorn, Company's CEO, earned 555,500 restricted shares of the Company's common stock payable in accordance with his employment agreement dated October 1, 2020. The shares were valued at \$38,885 or \$0.07 per share. At May 20, 2025, the shares have been earned but have not yet been issued.
- On October 1, 2021, a consultant earned 500,000 restricted shares of the Company's common stock under an October 2020 consulting agreement for services to the Company. The shares have not been issued as of May 20, 2025. The shares were valued at \$0.1340 per share or \$67,000.
- On November 1, 2021, a consultant earned 500,000 restricted shares of the Company's common stock under a November 2020 consulting agreement for services to the Company. The shares have not been issued as of May 20, 2025. The shares were valued at \$0.01002 per share or \$50,100.
- On December 26, 2021, Barry Henthorn, Company's CEO, earned 555,500 restricted shares of the Company's common stock payable in accordance with his employment agreement dated October 1, 2020. The shares were valued at \$38,885 or \$0.07 per share. At May 20, 2025, the shares have been earned but have not yet been issued.
- On December 31, 2021, two individuals each earned 500,000 restricted shares of the Company's common stock for an aggregate of 1,000,000 shares. The shares were earned for participating in season two of the "Really Twins" Virtual Reality show. The shares have not been issued as of May 20, 2025. The shares were valued at \$0.0698 per share or \$69,800.
- During January 2022, a consultant earned 500,000 restricted shares of the Company's common stock for services to the Company. The shares were valued at \$0.1273 per share or \$38,885. The shares have not been issued as of May 20, 2025.
- On March 25, 2022, Barry Henthorn, Company's CEO, earned 555,500 restricted shares of the Company's common stock payable in accordance with his employment agreement dated October 1, 2020. The shares were valued at \$38,885 or \$0.07 per share. At May 20, 2025, the shares have been earned but have not yet been issued.
- During April 2022, a consultant earned 250,000 restricted shares of the Company's common stock for services to the Company. The shares were valued at \$0.038 per share or \$9,500. The shares have not been issued as of May 20, 2025.
- On June 25, 2022, Barry Henthorn, Company's CEO, earned 555,500 restricted shares of the Company's common stock payable in accordance with his employment agreement dated October 1, 2020. The shares were valued at \$38,885 or \$0.07 per share. At May 20, 2025, the shares have been earned but have not yet been issued.



- On September 21, 2022, Barry Henthorn, Company's CEO, earned 555,500 restricted shares of the Company's common stock payable in accordance with his employment agreement dated October 1, 2020. The shares were valued at \$38,885 or \$0.07 per share. At May 20, 2025, the shares have been earned but have not yet been issued.
- On October 1, 2022, a consultant earned 750,000 restricted shares of the Company's common stock under an October 2021 consulting agreement for services to the Company. The shares have not been issued as of May 20, 2025. The shares were valued at \$0.0995 per share or \$74,625.
- On March 19, 2025, the Company entered into a two-year Work for Hire Agreement with a consultant to serve as chief software engineer to provide research and development services to the Company. The consultant will be compensated with 2,500,000 shares of the Company's restricted common stock for each year of service for an aggregate of 5,000,000 restricted shares. The subject shares will be earned upon completion of each month under the agreement. The shares earned at March 31 2025 was -0- restricted shares of the Company's common stock.
- As of March 31, 2025, a consultant earned 891,534 restricted shares of the Company's common stock under a July 6, 2021 consulting agreement for accounting services to the Company. The shares were valued at \$0.0173 per share or \$15,406. The shares have not been issued to the consultant at May 20, 2025.

## 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 Quarterly Report.

☐ 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 disclose individual with voting / investment control person(s) for any entities listed.)	Reason for Issuance (e.g., Loan, Services, etc.)
April 8, 2014	3,500	9,181	April 8, 2015	Indebtedness convertible to common shares at \$0.001 per Share	-	9,181,270	Capital Consulting, Inc. (Mark Schaftlein is the control person)	Loan
May 9, 2014	3,500	9,134	May 9, 2015	Indebtedness convertible to common shares at \$0.001 per Share	-	9,134,040	Capital Consulting, Inc. (Mark Schaftlein is the control person)	Loan
June 18, 2014	273,000	541,340	June 18, 2015	Indebtedness convertible to common shares at \$0.007 per Share	-	77,334,247	Baristas Coffee Company, Inc. (Barry Henthorn is the control person)	Loan (14)
November 28, 2014	1,500	3,780	November 28, 2015	Indebtedness convertible to common shares at \$0.0015 per Share	-	2,520,033	Capital Consulting, Inc. (Mark Schaftlein is the control person)	Loan
January 30, 2015	1,500	3,418	January 30, 2016	Indebtedness convertible to common shares at \$0.0015 per Share	-	2,278,740	Capital Consulting, Inc. (Mark Schaftlein is the control person)	Loan

June 6, 2015	5,000	6,505	June 6, 2016	Indebtedness convertible to common shares at \$0.002 per Share	200,000	3,252,715	Megs McClean Inc. (Megs McClean. is the control person)	Loan (1 & 15)
June 6, 2015	5,000	12,210	June 6, 2016	Indebtedness convertible to common shares at \$0.0015 per Share	-	8,139,913	Embark Capital, Inc. (Amber Finney. is the control person)	Loan
June 8, 2015	15,000	32,880	June 18, 2016	Indebtedness convertible to common shares at \$0.0015 per Share	-	21,919,940	Megs McClean Inc. (Megs McClean. is the control person)	Loan
June 13, 2015	2,500	3,171	June 13, 2016	Indebtedness convertible to common shares at \$0.00025 per Share	100,000	12,682,200	John & Darlene Steciw	Loan (2)
June 13, 2015	5,000	2,865	June 13, 2016	Indebtedness convertible to common shares at \$0.00025 per Share	-	11,460,000	T. Scott Steciw	Loan (3)
August 28, 2015	1,500	3,707	August 28, 2016	Indebtedness convertible to common shares at \$0.001 per Share	-	3,707,160	James and Stefanie Abbott	Loan
September 15, 2015	125,000	146,612	September 15, 2016	Indebtedness convertible to common shares at \$0.002 per Share	7,700,972	73,305,940	Henthorn Enterprises, Inc. (Ron Henthorn is the control person)	Payment to acquire assets of Reeltime VR (4 & 15)
September 29, 2015	3,000	7,372	September 29, 2016	Indebtedness convertible to common shares at \$0.001 per Share	-	7,372,170	James and Stefanie Abbott	Loan
October 1, 2015	6,400	15,729	October 1, 2016	Indebtedness convertible to common shares at \$0.001 per Share	-	15,728,550	Embark Capital, Inc. (Amber Finney. is the control person)	Loan
February 19, 2016	10,000	22,159	February 19, 2017	Indebtedness convertible to common shares at \$0.00025 per Share	4,560,000	88,634,920	Capital Consulting, Inc. (Mark Schaftlein is the control person)	Loan (5)
February 19, 2016	10,000	23,299	February 19, 2017	Indebtedness convertible to common shares at \$0.00025 per Share	-	93,194,920	AMJ Global Entertainment, LLC. (Art Malone is the control person)	Loan
March 16, 2016	5,000	11,291	June 16, 2016	Indebtedness convertible to common shares at \$0.0025 per Share	-	4,516,336	John & Darlene Steciw	Loan
March 18, 2016	5,000	10,611	March 18, 2017	Indebtedness convertible to common shares at \$0.00025 per Share	-	42,442,360	Jean Thrower	Loan
March 18, 2016	5,000	11,263	March 18, 2017	Indebtedness convertible to common shares at \$0.0005 per Share	-	22,525,180	Shari Ackerman	Loan
March 18, 2016	5,000	11,263	March 18, 2017	Indebtedness convertible to common shares at \$0.00025 per Share	-	45,050,360	Scott Weedman	Loan
March 21, 2016	5,000	11,586	March 21, 2017	Indebtedness convertible to common shares at \$0.0005 per Share	-	23,172,560	Shari Ackerman	Loan
March 21, 2016	5,000	11,586	March 21, 2017	Indebtedness convertible to common shares at \$0.0005 per Share	-	23,172,560	John & Darlene Steciw	Loan
March 29, 2016	10,000	23,103	March 29, 2017	Indebtedness convertible to common shares at \$0.0005 per Share	-	46,205,840	Capital Consulting, Inc. (Mark Schaftlein is the control person)	Loan
April 25, 2016	8,000	9,506	April 25, 2017	Indebtedness convertible to common shares at \$0.007 per Share	320,000	1,358,014	Baristas Coffee Company, Inc. (Barry Henthorn is the control person)	Loan (6 & 14)

May 2, 2016	610	798	May 2, 2017	Indebtedness convertible to common shares at \$0.002 per Share	-	398,780	Florence Montgomery	Loan (15)
May 26, 2016	5,000	11,651	May 26, 2017	Indebtedness convertible to common shares at \$0.0005 per Share	-	23,302,000	Supplier Development Systems, LLC (Jean Thrower, is the control person)	Loan
May 26, 2016	9,000	21,556	May 26, 2017	Indebtedness convertible to common shares at \$0.0005 per Share	-	43,112,000	Capital Consulting, Inc. (Mark Schafflein is the control person)	Loan
June 6, 2016	2,500	5,984	June 6, 2017	Indebtedness convertible to common shares at \$0.0005 per Share	-	11,968,740	Jean Thrower	Loan
June 16, 2016	15,000	31,224	June 16, 2017	Indebtedness convertible to common shares at \$0.007 per Share	-	4,460,504	Baristas Coffee Company, Inc. (Barry Henthorn is the control person)	Loan
July 12, 2016	5,000	11,325	July 11, 2017	Indebtedness convertible to common shares at \$0.005 per Share	-	2,264,954	Baristas Coffee Company, Inc. (Barry Henthorn is the control person)	Loan (14)
July 19, 2016	1,200	2,219	July 19, 2017	Indebtedness convertible to common shares at \$0.005 per Share	-	443,814	Florence Montgomery	Loan
July 29, 2016	2,500	5,916	July 29, 2017	Indebtedness convertible to common shares at \$0.005 per Share	-	1,183,184	Jean Thrower	Loan
August 5, 2016	7,000	16,255	August 5, 2017	Indebtedness convertible to common shares at \$0.005 per Share	-	3,251,012	Capital Consulting, Inc. (Mark Schafflein is the control person)	Loan
September 15, 2016	2,000	4,480	September 15, 2017	Indebtedness convertible to common shares at \$0.007 per Share	-	640,057	Baristas Coffee Company, Inc. (Barry Henthorn is the control person)	Loan (14)
September 15, 2016	3,000	6,718	September 14, 2017	Indebtedness convertible to common shares at \$0.007 per Share	-	959,666	Baristas Coffee Company, Inc. (Barry Henthorn is the control person)	Loan (14)
October 3, 2016	4,000	8,926	October 3, 2017	Indebtedness convertible to common shares at \$0.007 per Share	-	1,275,189	Baristas Coffee Company, Inc. (Barry Henthorn is the control person)	Loan (14)
October 7, 2016	2,500	5,580	October 7, 2017	Indebtedness convertible to common shares at \$0.007 per Share	-	797,124	Baristas Coffee Company, Inc. (Barry Henthorn is the control person)	Loan (14)
October 17, 2016	25,000	55,626	October 16, 2017	Indebtedness convertible to common shares at \$0.007 per Share	-	7,946,577	Baristas Coffee Company, Inc. (Barry Henthorn is the control person)	Loan (14)
November 10, 2016	2,500	5,562	November 9, 2017	Indebtedness convertible to common shares at \$0.00025 per Share	-	22,249,320	Will & Victoria Provost	Loan
November 16, 2016	25,000	55,305	November 15, 2017	Indebtedness convertible to common shares at \$0.007 per Share	-	7,900,661	Baristas Coffee Company, Inc. (Barry Henthorn is the control person)	Loan (14)
March 31, 2017	4,250	7,341	March 30, 2018	Indebtedness convertible to common shares at \$0.005 per Share	-	1,468,192	Florence Montgomery	Loan
April 24, 2017	500	1,121	April 23, 2018	Indebtedness convertible to common shares at \$0.005 per Share	-	224,136	Florence Montgomery	Loan

May 1, 2017	1,000	2,242	April 30, 2018	Indebtedness convertible to common shares at \$0.005 per Share	-	448,414	Florence Montgomery	Loan
May 10, 2017	2,000	4,275	May 11, 2018	Indebtedness convertible to common shares at \$0.0025 per Share	-	1,709,848	Baristas Coffee Company, Inc. (Barry Henthorn is the control person)	Loan
May 17, 2017	500	1,119	May 16, 2018	Indebtedness convertible to common shares at \$0.005 per Share	-	223,842	Florence Montgomery	Loan
June 1, 2017	1,500	3,344	May 31, 2018	Indebtedness convertible to common shares at \$0.0025 per Share	-	1,337,476	Florence Montgomery	Loan
June 14, 2017	5,000	572	June 13, 2018	Indebtedness convertible to common shares at \$0.0025 per Share	2,000,000	228,904	AMJ Global Entertainment, LLC. (Art Malone is the control person)	Loan (7)
June 29, 2017	1,750	1,439	June 28, 2018	Indebtedness convertible to common shares at \$0.0025 per Share	-	575,600	T. Scott Steciw	Loan (8)
July 5, 2017	2,000	1,128	July 4, 2018	Indebtedness convertible to common shares at \$0.005 per Share	400,000	225,600	AMJ Global Entertainment, LLC. (Art Malone is the control person)	Loan (9)
July 13, 2017	1,000	2,187	July 12, 2018	Indebtedness convertible to common shares at \$0.005 per Share	-	437,406	Ron Henthorn	Loan
August 8, 2017	2,000	979	August 7, 2018	Indebtedness convertible to common shares at \$0.005 per Share	400,000	195,800	AMJ Global Entertainment, LLC. (Art Malone is the control person)	Loan (10)
August 23, 2017	8,700	3,589	August 22, 2018	Indebtedness convertible to common shares at \$0.005 per Share	1,740,000	717,800	AMJ Global Entertainment, LLC. (Art Malone is the control person)	Loan (11)
August 24, 2017	6,250	13,073	August 23, 2018	Indebtedness convertible to common shares at \$0.005 per Share	-	2,614,534	Baristas Coffee Company, Inc. (Barry Henthorn is the control person)	Loan
September 7, 2017	10,000	20,855	September 6, 2018	Indebtedness convertible to common shares at \$0.005 per Share	-	4,170,968	Scott Weedman	Loan
September 28, 2017	6,250	13,008	September 27, 2018	Indebtedness convertible to common shares at \$0.005 per Share	-	2,601,634	Baristas Coffee Company, Inc. (Barry Henthorn is the control person)	Loan
November 5, 2017	5,000	10,290	November 4, 2018	Indebtedness convertible to common shares at \$0.01 per Share	-	1,029,036	Baristas Coffee Company, Inc. (Barry Henthorn is the control person)	Loan
December 20, 2017	4,250	8,922	December 19, 2018	Indebtedness convertible to common shares at \$0.005 per Share	-	1,784,336	Baristas Coffee Company, Inc. (Barry Henthorn is the control person)	Loan
January 19, 2018	5,000	10,147	January 10, 2019	Indebtedness convertible to common shares at \$0.0075 per Share	-	1,352,996	Baristas Coffee Company, Inc. (Barry Henthorn is the control person)	Loan
February 8, 2018	850	1,715	February 8, 2019	Indebtedness convertible to common shares at \$0.0075 per Share	-	228,635	Baristas Coffee Company, Inc. (Barry Henthorn is the control person)	Loan

March 12, 2018	2,500	5,012	March 11, 2019	Indebtedness convertible to common shares at \$0.005 per Share	-	1,002,430	Baristas Coffee Company, Inc. (Barry Henthorn is the control person)	Loan
March 27, 2018	1,230	2,458	March 26, 2019	Indebtedness convertible to common shares at \$0.005 per Share	-	491,626	Ron Henthorn	Loan
March 28, 2018	8,976	19,923	March 28, 2018	Indebtedness convertible to common shares at \$0.01 per Share	-	1,992,286	Bold IP, PLLC (JD Houvner is the control person)	Loan
May 29, 2018	9,800	7,276	May 28, 2019	Indebtedness convertible to common shares at \$0.0035 per Share	2,375,000	2,078,914	NWBB, Inc. (Marc Hatch is the control person)	Loan (12)
June 22, 2018	5,200	10,194	June 21, 2019	Indebtedness convertible to common shares at \$0.005 per Share	-	2,038,724	NWBB, Inc. (Marc Hatch is the control person)	Loan
July 18, 2018	5,000	9,748	July 17, 2019	Indebtedness convertible to common shares at \$0.01 per Share	-	974,816	NWBB, Inc. (Marc Hatch is the control person)	Loan
November 27, 2018	8,000	15,571	November 26, 2019	Indebtedness convertible to common shares at \$0.005 per Share	-	3,114,242	NWBB, Inc. (Marc Hatch is the control person)	Loan
December 3, 2018	107,642	154,440	December 3, 2019	Indebtedness convertible to common shares at \$0.005 per Share	6,020,000	30,888,064	NWBB, Inc. (Marc Hatch is the control person)	Payment to acquire assets of Doyen Communications (13)
December 31, 2018	7,500	14,751	March 1, 2019	Indebtedness convertible to common shares at \$0.005 per Share	-	2,950,200	Florence Montgomery	Loan
April 2, 2019	7,000	12,867	April 2, 2020	Indebtedness convertible to common shares at \$0.005 per Share	-	2,573,400	NWBB, Inc. (Marc Hatch is the control person)	Loan
April 30, 2019	8,000	14,607	April 30, 2020	Indebtedness convertible to common shares at \$0.005 per Share	-	2,921,400	NWBB, Inc. (Marc Hatch is the control person)	Loan
May 15, 2019	6,000	10,918	May 15, 2020	Indebtedness convertible to common shares at \$0.005 per Share	-	2,183,600	NWBB, Inc. (Marc Hatch is the control person)	Loan
June 5, 2019	9,800	17,747	June 5, 2020	Indebtedness convertible to common shares at \$0.005 per Share	-	3,549,400	NWBB, Inc. (Marc Hatch is the control person)	Loan
July 5, 2019	4,000	7,192	July 5, 2020	Indebtedness convertible to common shares at \$0.005 per Share	-	1,438,400	AMJ Global Entertainment, LLC. (Art Malone is the control person)	Loan
July 12, 2019	8,000	14,359	July 12, 2020	Indebtedness convertible to common shares at \$0.005 per Share	-	2,871,800	NWBB, Inc. (Marc Hatch is the control person)	Loan
August 2, 2019	6,000	10,716	August 2, 2020	Indebtedness convertible to common shares at \$0.005 per Share	-	2,143,200	NWBB, Inc. (Marc Hatch is the control person)	Loan
November 13, 2019	9,800	17,076	November 13, 2020	Indebtedness convertible to common shares at \$0.005 per Share	-	3,415,200	NWBB, Inc. (Marc Hatch is the control person)	Loan
November 13, 2019	3,000	5,229	November 13, 2020	Indebtedness convertible to common shares at \$0.005 per Share	-	1,045,800	AMJ Global Entertainment, LLC. (Art Malone is the control person)	Loan
December 17, 2019	9,000	15,552	December 17, 2020	Indebtedness convertible to common shares at \$0.0025 per Share	-	6,220,800	NWBB, Inc. (Marc Hatch is the control person)	Loan

January 16, 2020	4,000	6,851	January 16, 2021	Indebtedness convertible to common shares at \$0.005 per Share	-	1,370,200	NWBB, Inc. (Marc Hatch is the control person)	Loan
January 29, 2020	7,000	11,951	January 29, 2021	Indebtedness convertible to common shares at \$0.005 per Share	-	2,390,200	NWBB, Inc. (Marc Hatch is the control person)	Loan
February 10, 2020	7,000	11,916	February 10, 2021	Indebtedness convertible to common shares at \$0.0025 per Share	-	4,766,400	NWBB, Inc. (Marc Hatch is the control person)	Loan
April 22, 2020	8,500	14,626	April 22, 2021	Indebtedness convertible to common shares at \$0.005 per Share	-	2,925,200	NWBB, Inc. (Marc Hatch is the control person)	Loan
June 12, 2020	4,000	6,600	June 12, 2021	Indebtedness convertible to common shares at \$0.005 per Share	-	1,320,000	Ron Henthorn	Loan
June 25, 2020	5,000	8,467	June 25, 2021	Indebtedness convertible to common shares at \$0.005 per Share	-	1,693,400	NWBB, Inc. (Marc Hatch is the control person)	Loan
June 25, 2020	7,500	12,701	June 25, 2021	Indebtedness convertible to common shares at \$0.005 per Share	-	2,540,200	AMJ Global Entertainment, LLC. (Art Malone is the control person)	Loan
August 5, 2020	30,000	50,276	August 5, 2021	Indebtedness convertible to common shares at \$0.02 per Share	-	2,513,800	AMJ Global Entertainment, LLC. (Art Malone is the control person)	Loan
September 24, 2020	8,000	12,847	September 24, 2021	Indebtedness convertible to common shares at \$0.005 per Share	-	2,569,400	NWBB, Inc. (Marc Hatch is the control person)	Loan
October 27, 2020	3,500	5,743	October 27, 2021	Indebtedness convertible to common shares at \$0.005 per Share	-	1,148,600	NWBB, Inc. (Marc Hatch is the control person)	Loan
November 3, 2020	5,000	8,188	November 3, 2021	Indebtedness convertible to common shares at \$0.005 per Share	-	1,637,600	NWBB, Inc. (Marc Hatch is the control person)	Loan
November 4, 2020	9,800	16,043	November 4, 2021	Indebtedness convertible to common shares at \$0.005 per Share	-	3,208,600	NWBB, Inc. (Marc Hatch is the control person)	Loan
November 6, 2020	5,000	8,181	November 6, 2021	Indebtedness convertible to common shares at \$0.005 per Share	-	1,636,200	NWBB, Inc. (Marc Hatch is the control person)	Loan
November 18, 2020	5,000	8,156	November 18, 2021	Indebtedness convertible to common shares at \$0.005 per Share	-	1,631,200	Ron Henthorn	Loan
November 24, 2020	2,500	3,951	November 24, 2021	Indebtedness convertible to common shares at \$0.005 per Share	-	790,200	Ron Henthorn	Loan
December 15, 2020	3,000	4,715	December 15, 2021	Indebtedness convertible to common shares at \$0.005 per Share	-	943,000	Ron Henthorn	Loan
January 1, 2021	1,700,000	2,730,137	January 1, 2022	Indebtedness convertible to common shares at \$0.2 per Share	-	13,650,685	NWBB, Inc. (Marc Hatch is the control person)	Payment to acquire ownership of Discount Ad Brokers (16)
January 21, 2021	25,000	38,969	January 21, 2022	Indebtedness convertible to common shares at \$0.02 per Share	-	1,948,450	AMJ Global Entertainment, LLC. (Art Malone is the control person)	Loan
February 10, 2021	7,500	11,917	February 10, 2022	Indebtedness convertible to common shares at \$0.025 per Share	-	476,680	Ron Henthorn	Loan

March 11, 2021	15,000	23,649	March 11, 2022	Indebtedness convertible to common shares at \$0.025 per Share	-	945,960	NWBB, Inc. (Marc Hatch is the control person)	Loan
March 11, 2021	20,000	31,531	March 11, 2022	Indebtedness convertible to common shares at \$0.025 per Share	-	1,261,240	Capital Consulting, Inc. (Mark Schafflein is the control person)	Loan
March 11, 2021	15,000	23,649	March 11, 2022	Indebtedness convertible to common shares at \$0.025 per Share	-	945,960	Ron Henthorn	Loan
March 11, 2021	15,000	23,649	March 11, 2022	Indebtedness convertible to common shares at \$0.025 per Share	-	945,960	AMJ Global Entertainment, LLC. (Art Malone is the control person)	Loan
July 16, 2021	1,000	1,522	July 16, 2022	Indebtedness convertible to common shares at \$0.025 per Share	-	60,880	Prime Vector, LLC (Barry Henthorn is the control person)	Loan
July 22, 2021	9,000	13,680	July 22, 2022	Indebtedness convertible to common shares at \$0.01 per Share	-	1,368,000	NWBB, Inc. (Marc Hatch is the control person)	Loan
July 26, 2021	2,000	3,036	July 26, 2022	Indebtedness convertible to common shares at \$0.025 per Share	-	121,440	Prime Vector, LLC (Barry Henthorn is the control person)	Loan
August 2, 2021	1,500	2,274	August 2, 2022	Indebtedness convertible to common shares at \$0.05 per Share	-	45,480	Prime Vector, LLC (Barry Henthorn is the control person)	Loan
August 3, 2021	500	757	August 3, 2022	Indebtedness convertible to common shares at \$0.05 per Share	-	15,140	Prime Vector, LLC (Barry Henthorn is the control person)	Loan
August 23, 2021	5,000	9,558	August 23, 2022	Indebtedness convertible to common shares at \$0.025 per Share	-	382,328	Florence Montgomery	Loan
September 8, 2021	9,800	14,694	September 8, 2022	Indebtedness convertible to common shares at \$0.025 per Share	-	587,760	NWBB, Inc. (Marc Hatch is the control person)	Loan
September 24, 2021	10,000	14,925	September 24, 2022	Indebtedness convertible to common shares at \$0.025 per Share	-	597,000	AMJ Global Entertainment, LLC. (Art Malone is the control person)	Loan
September 24, 2021	10,000	14,925	September 24, 2022	Indebtedness convertible to common shares at \$0.025 per Share	-	597,000	Capital Consulting, Inc. (Mark Schafflein is the control person)	Loan
October 26, 2021	18,500	27,360	October 26, 2022	Indebtedness convertible to common shares at \$0.025 per Share	-	1,094,400	Capital Consulting, Inc. (Mark Schafflein is the control person)	Loan
November 26, 2021	15,000	21,986	November 26, 2022	Indebtedness convertible to common shares at \$0.025 per Share	-	879,440	Capital Consulting, Inc. (Mark Schafflein is the control person)	Loan
January 6, 2022	10,000	14,418	January 6, 2023	Indebtedness convertible to common shares at \$0.025 per Share	-	576,720	Capital Consulting, Inc. (Mark Schafflein is the control person)	Loan
February 10, 2022	10,000	14,268	February 10, 2023	Indebtedness convertible to common shares at \$0.02 per Share	-	713,400	Capital Consulting, Inc. (Mark Schafflein is the control person)	Loan
March 31, 2022	15,000	19,857	March 31, 2024	Indebtedness convertible to common shares at \$0.007 per Share	-	2,836,714	Capital Consulting, Inc. (Mark Schafflein is the control person)	Loan

March 31, 2022	20,000	28,120	March 31, 2023	Indebtedness convertible to common shares at \$0.007 per Share	-	4,017,143	AMJ Global Entertainment, LLC. (Art Malone is the control person)	Loan
April 26, 2022	10,000	12,626	April 26, 2024	Indebtedness convertible to common shares at \$0.007 per Share	-	1,803,714	Capital Consulting, Inc. (Mark Schaftlein is the control person)	Loan
July 25, 2022	30,000	38,230	July 25, 2024	Indebtedness convertible to common shares at \$0.005 per Share	-	7,646,000	Capital Consulting, Inc. (Mark Schaftlein is the control person)	Loan
September 30, 2022	17,000	21,179	September 30, 2024	Indebtedness convertible to common shares at \$0.005 per Share	-	4,235,800	Capital Consulting, Inc. (Mark Schaftlein is the control person)	Loan
November 23, 2022	7,000	8,426	November 23, 2024	Indebtedness convertible to common shares at \$0.004 per Share	-	2,106,500	Capital Consulting, Inc. (Mark Schaftlein is the control person)	Loan
July 30, 2023	12,000	14,005	July 30, 2025	Indebtedness convertible to common shares at \$0.002 per Share	-	7,002,500	Capital Consulting, Inc. (Mark Schaftlein is the control person)	Loan
March 6, 2025	9,800	9,867	March 7, 2027	Indebtedness convertible to common shares at \$0.0025 per Share	-	3,946,800	NWBB, Inc. (Marc Hatch is the control person)	Loan
	Total Outstanding Balance:	5,046,102		Total shares	25,815,972	969,806,303		

The space below provides any additional details, including footnotes to the table above:

On September 30, 2023, the Company evaluated three promissory notes payable, and one convertible note payable and determined that each of these notes was beyond the statute of limitation and wrote off a principal balance of \$274,990 and accrued interest of \$854,035 for an aggregate write-off of \$1,129,025.

- (1) On October 11, 2016, the noteholder converted \$2,500 of principal into 200,000 unrestricted shares of the Company's common stock at \$.0125 per share to partially settle the obligation.
- (2) On October 11, 2016, the noteholder converted \$1,250 of principal into 100,000 unrestricted shares of the Company's common stock at \$.0125 per share to partially settle the obligation.
- (3) On December 31, 2022, the note holder netted the \$5,000 principal balance with an associated notes receivable.
- (4) On October 13, 2016, the Company's CEO converted \$62,255 of principal into 4,980,400 unrestricted shares of the Company's common stock at \$.0125 per share to partially settle the obligation. On January 31, 2020, the Company paid \$1,101 of interest to partially satisfy the promissory note to the Company's CEO. On November 11, 2015, Henthorn Enterprises Inc, assigned \$15,000 principal of a \$125,000 convertible promissory note dated September 15, 2015 to NWBB, Inc. (Marc Hatch has voting and investment control). On October 20, 2017, the noteholder converted \$162 of interest into 648,000 unrestricted shares of the Company's common stock at \$.00025 per share to partially settle the obligation. On September 1, 2020, the noteholder converted \$3,697 of principal into 2,072,572 unrestricted shares of the Company's common stock at \$.001775 per share to partially settle the obligation.
- (5) On October 25, 2017, January 3, 2018, February 15, 2018, May 4, 2018 and February 5, 2019, the noteholder converted an aggregate of \$1,140 of accrued interest into 4,560,000 unrestricted shares of the Company's common stock at \$.00025 per share to partially settle the obligation.



- (6) On October 11, 2016, the noteholder converted \$4,000 of principal into 320,000 unrestricted shares of the Company's common stock at \$.0125 per share to partially settle the obligation.
- (7) On January 31, 2021, the noteholder converted \$5,000 of principal into 2,000,000 unrestricted shares of the Company's common stock at \$.0025 per share to partially settle the obligation.
- (8) On December 31, 2022, the note holder netted the \$1,750 principal balance with an associated notes receivable.
- (9) On June 13, 2021, the noteholder converted \$2,000 of principal into 400,000 unrestricted shares of the Company's common stock at \$.005 per share to partially settle the obligation.
- (10) On June 13, 2021, the noteholder converted \$2,000 of principal into 400,000 unrestricted shares of the Company's common stock at \$.005 per share to partially settle the obligation.
- (11) On February 9, 2021, the noteholder converted \$8,700 of principal and accrued interest into 1,740,000 unrestricted shares of the Company's common stock at \$.005 per share to partially settle the obligation.
- (12) On March 12, 2021, the noteholder converted \$8,313 of principal and accrued interest into 2,375,000 unrestricted shares of the Company's common stock at \$.0035 per share to partially settle the obligation.
- (13) During August and October 2021, the noteholder assigned \$14,000 of principal to AMJ Global Entertainment, LLC. (Art Malone has voting and investment control) for the convertible promissory note issued to acquire assets of Doyen Communications. On August 6, 2021, the assignee converted \$7,000 of principal into 1,400,000 unrestricted shares of the Company's common stock at \$.005 per share to partially settle the obligation. On October 20, 2021, the assignee converted \$7,000 of principal into 1,400,000 unrestricted shares of the Company's common stock at \$.005 per share to partially settle the obligation. During January 2022, the noteholder assigned \$16,100 of principal and interest to AMJ Global Entertainment, LLC (Art Malone has voting and investment control). On January 31, 2022, the assignee converted \$16,100 of principal and interest into 3,220,000 unrestricted shares of the Company's common stock at \$.005 per share to partially settle the obligation.
- (14) Effective as of December 31, 2022, the Company completed negotiations to dramatically reduce the potential dilution of the Company's common Stock by approximately 2,267,992,000 shares, with a note holder related to the Company. The conversion rate was increased to the listed market price of the Company's common stock effective as of December 31, 2022. The conversion rates for nine convertible notes payable increased from \$0.00025 or \$0.00050 to \$0.007 per share.
- (15) In addition, effective as of December 31, 2022, the Company completed negotiations to dramatically reduce the potential dilution of the Company's common stock by approximately 522,087,000 shares, with note holder unrelated to the Company. The conversion rates for seven convertible notes payable increased from \$0.00025 or \$0.00050 to \$0.002 per share based on a mutual agreement between the noteholder and the Company.
- (16) On January 1, 2021, the Company acquired Discount Ad Brokers, a 15-year-old media company operating in the advertising industry, which was owned by NWBB, Inc. (Marc Hatch is the control person). Discount Ad Brokers focuses on providing clients top tier placements at pricing levels at or below remnant inventory rate structures through an inventory acquisition model utilizing contracted capacity buys and bulk inventory-based contracts with major US media properties. The acquisition was valued at \$1,700,000 and the Company issued a convertible promissory note for the purchase price. The \$1,700,000 convertible promissory note bears interest at 8% and has a maturity date of January 1, 2022. After maturity, the interest rate increases to 15%. The subject Convertible Note may be converted by the holder, at its election, into shares of the Company's common stock at an exercise price of \$0.20 per share.

Debt securities, including promissory and convertible notes issued after March 31, 2025:

None

#### **Item 4. Issuer's Business, Products and Services.**

##### **A. Summary of the Issuer's Business Operations.**

###### ***Current Operations***

In 2014, ReelTime Rentals, Inc. ("ReelTime" or the "Company") shifted its focus and core business and formed strategic alliances and partnerships with various individuals in the media space with the intent and objective to develop specific technologies and entertainment-based products. Also, ReelTime takes a broad view of current advertising, marketing and public relations trends, video and broadcast media which allows ReelTime to focus upon and identify existing or emerging opportunities within the media and entertainment space which it can include in its suite of products and/or services. In addition, ReelTime's expertise and exposure enables it to assist individuals and entities to capitalize upon, and maximize the benefits from, when they are suddenly thrust into, or receive, public attention and/or media exposure from, among other things, being featured on a TV show, an impactful event, viral social media or other types of media exposure.

In furtherance of its business, ReelTime seeks to establish, and participate in, strategic alliances. Among its strategic alliances, ReelTime established the ReelTime Media Group which uses the collaborative efforts of various media experts ranging from Emmy award winning producers, media distribution companies, marketing, and social media influencers. Another similar collaborative arrangement is ReelTime Media Partners which has produced television pilots and shows which aired on WeTV and Special Features that have aired on CNBC. They also produced numerous television marketing spots and commercials which have aired nationally across many media distribution platforms.

ReelTime operates in three distinct operational divisions, each producing revenue streams which contribute to and provide Quarterly revenues.

**The Media division.** The ReelTime Media brand was established in 2017 initially to monetize the ability to connect advertisers with the nation's major media properties with excess advertising capacity. Our Media division has now expanded to that of a traditional advertising agency model providing production, media planning and placement services to national, regional and local advertising clients.

ReelTime has built a significant inventory of advertising placement opportunities as a barter exchange asset totaling approximately \$1,363,000 as of March 31, 2025. After an evaluation, we wrote off \$360,000 of our barter exchange assets as impaired at September 30, 2024. Our business model is to purchase incomplete advertising impressions with barter assets and sell completed advertising for barter assets or cash. We achieved revenues of \$424,545 from 29 transactions ranging from \$3,720 to \$203,460 each, for the three months ended March 31, 2025. We achieved revenues of \$121,710 from 19 transactions ranging from \$2,880 to \$18,000 each, for the three months ended March 31, 2024. The cost of revenues amounted to approximately 82% to 88% of the gross revenues for three months ending March 31, 2025 and 2024. This pre-paid inventory balance is anticipated to produce an increase in sales and profits in 2025 and thereafter, but no assurances can be provided as to future sales or profits which may be achieved.

During the period from 2018 through March 31, 2025, as noted in its financial statements, ReelTime has participated in various barter transactions involving media advertising availability and placement activity with favorable financial results. A large portion of these barter transactions occurred through the iTrade Pay barter exchange. ReelTime intends to continue using various barter exchanges for a significant portion of its advertising/media placement activities in the future.

### ***Acquisition of Discount Ad Brokers.***

On January 1, 2021, the Company acquired Discount Ad Brokers, a 15-year-old media company operating within a unique niche of the advertising industry, which was owned by NWBB, Inc. In exchange for this acquisition, the Company issued and delivered to NWBB, Inc. a \$1,700,000 convertible promissory note which bears 8% interest, has a maturity date of January 1, 2022 and may be converted, at the option of the holder, into shares of the Company's common stock at an exercise price of \$.20 per share. During the three months ending March 31, 2025, the Company sales team was responsible for the bartering and other revenues generated by the Company.

### ***Development of ReelTime TV Digital Channels***

In April 2021, ReelTime launched ReelTime TV, a digital TV channel. This channel contains a combination of ReelTime Media Original programming as well as serving up other additional cutting-edge content. The channel is currently available on Roku, Amazon Fire TV, Android TV, and is expected to go live on Apple TV later in 2025.

Now that the technical aspects have been worked out, the channels are expected to begin generating advertising revenues in 2025. ReelTime expects that it will be able to generate revenues from advertising as an addition to other placed media.

**The Virtual Reality division.** This division has been in operation since 2014 and is in the business of developing, producing and distributing Virtual Reality content and technologies. ReelTime has end-to-end production, editing, and distribution capabilities for internal and external 360° Virtual Reality projects. During three months ending March 31, 2025, this division was able to generate revenues of approximately \$1,000, which revenues are expected to increase in 2025 and thereafter, but no assurances can be provided as to future revenues which may be achieved.

ReelTime continues to be actively engaged in developing and producing an end-to-end state of the art Virtual Reality suite including our two, award winning, live action series "In Front of View" and "Really Twins." ReelTime also produced "The Making of Megs McLean" available on its own proprietary mobile platform via the ReelTime VR app. All content is available as well on the Samsung Gear VR, Oculus and Vive based distribution, Veer, Vimeo, LittleStar, IGTV, YouTube and Facebook. ReelTime did not add any new portal during the three months ending at March 31, 2025. However, the content is still available. We plan on adding content on additional distribution portals as they emerge.

ReelTime developed and, on July 19, 2016, filed a patent application for a "Simultaneous Spherical Panorama Image and Video Capturing System" [Application no. 62364262] which has been in continued development. ReelTime anticipates that it will be able to use this technology in consumer and commercial applications. On September 1, 2020, the patent was officially issued as U.S. Patent Number 10,761,303. On September 3, 2020, the Company announced that the patent had officially been issued on September 1, 2020 as U.S. Patent Number 10,761,303. The term of the patent is 20 years and 247 days from the earliest filing date of the patent application, calculated to be April 23, 2038.

In August 2020, ReelTime filed a continuation patent or "child patent application" under the ReelTime Parent Patent and it received a Notice of Allowance from the United States Patent and Trademark Office (USPTO) for their non-provisional patent pending application covering apparatus and method claims for technology involving simultaneous capturing of 360 X 360-degree Spherical Panorama Images and Video.

On October 5, 2022, we confirmed that the United States Patent and Trademark Office (USPTO) notified ReelTime that seven additional claims contained in the continuation patent application for their Parent Patent previously issued for the revolutionary Simultaneous Spherical Panorama Image and Video Capturing System (Serial No.: 17/008,153 U.S. Patent Number 10,761,303) have been allowed.

The seven additional claims granted in the Child Patent Application significantly broadens the scope of the protections contained in the Parent Patent, strengthens the enforceability against identified infringements, and such claims and disclosures shall benefit from the priority date of the Parent Patent covering apparatus and method claims for technology involving simultaneous capturing of 360 X 360-degree Spherical Panorama Images and Video. Two additional claims that were originally filed are being amended to adhere to the comments contained in the response and are expected to also be fully granted upon final review of the USPTO. On March 28, 2023, the patent was officially issued as U.S. Patent Number 11,614,607 B2.

**The Content production division.** This division developed from the production, editing and audio management elements of the Virtual Reality division and was established in 2018 to engage in developing and producing Linear TV and Radio broadcasts of editorial support programming in a paid placement model including the flagship program title of “Special Featured Product Report” and the “Health Watch Minute” which have aired on cable networks such as CNBC.

Developing a revenue stream from both the media placement activity and the production of the content piece within the content production division produces the highest gross margins of the three ReelTime divisions. We have had revenues from both placements and production. During the three months ending March 31, 2025, this division was unable to generate revenues. However, revenues are expected to increase in 2025 and thereafter, but no assurances can be provided as to future revenues which may be achieved.

In the future, the Company anticipates that it will continue with its core media-based business activities which may thereby generate sufficient revenues to expand and utilize emerging technologies and potential opportunities which may arise. The Company also anticipates that it may have the opportunity to acquire other similar media-based businesses that can help and assist it to advance its core activities as summarized herein.

The Company experiences no existing government regulation outside of general corporation law for the states in which it operates (or will operate) and federal regulations pertinent to it as an Issuer and in the course of daily business. Management perceives no probable government regulation that would otherwise restrict the business or the plans of the Company. In that context, management believes the Company is not significantly impacted by federal, state and local environmental laws and does not have significant costs associated with compliance with such laws and regulations. The Company has one officer and makes use of consultants on an as needed basis.

### ***Material Contracts***

The material contracts arising from, or applicable to, the Media Division include the following:

- On March 1, 2020, the Company entered into a twenty-four-month agreement with Munchie Magic, Inc., a related corporation, to provide various services including product development, social media management, website development and other services. The Company will be paid \$5,000 for month one, \$4,000 for month two and \$3,500 per month thereafter. The contract expired on March 1, 2022 and was extended on a month-to-month basis thereafter. The Company earned \$10,500 under the contract for the three months ending March 31, 2025. The balance of unpaid fees amounted to \$130,770 at March 31, 2025 and has been recorded as deferred revenue on the Company’s accompanying consolidated balance sheet.
- On December 9, 2020, the Company entered into a two-year agreement with Marc Hatch, whereby he will provide expertise as sales manager for Company’s Discount Ad Brokers acquisition. Mr. Hatch will be compensated with 1,000,000 restricted shares of the Company’s restricted common stock for each year of service for an aggregate of 2,000,000 restricted shares. The subject shares were earned on January 1, 2021 and January 1, 2022. At May 20, 2025, all 2,000,000 shares have been earned, but the subject shares have not yet been issued to Mr. Hatch. In addition, Mr. Hatch is compensated with 3.5% of the gross advertising revenues generated by Discount Ad Brokers after certain milestones are implemented. As of March 31, 2025, Mr. Hatch has earned \$5,248 in fees from the gross advertising revenues generated by our Media Business (formerly Discount Ad Brokers).

- On January 12, 2021, the Company signed a Worldwide Exclusive Limited Perpetual Technology, Business Model and Processes Licensing Agreement with a related corporation (Munchie Magic, Inc.) for developing, implementing, and marketing various technologies, business models and processes. Under the agreement, Munchie Magic, Inc. will pay a license fee to the Company equal to \$.35 per transaction (customer order).
- For the three months ended March 31, 2025, we were paid \$5 in license fees from the Worldwide Exclusive Limited Perpetual Technology, Business Model and Processes Licensing Agreements for Munchie Magic.

The material contracts arising from, or applicable to, the Virtual Reality division include the following:

- On September 15, 2015, the Company entered into and consummated a Bill of Sale and Assignment and Assumption Agreement (the “Agreement”) with Henthorn Enterprises Inc., a Washington corporation owned by Barry Henthorn. At the time of this transaction, Mr. Henthorn was not an officer, director or an affiliate of the Company. However, Mr. Henthorn is currently the Company’s CEO and a director. On March 11, 2020, the ownership of Henthorn Enterprises Inc. was transferred to Ronald Henthorn, being the father of Barry Henthorn. Ronald Henthorn is not considered an affiliate. Pursuant to the Agreement, the Company acquired all assets and assumed all the contracts of a Virtual Reality Application known as ReelTime VR, and in exchange, the Company issued a \$125,000 Convertible Promissory Note. The Convertible Note bears interest at 5% and has a maturity date of 12 months. The Convertible Note is convertible by the holder, at its election, into shares of the Company’s common stock at an exercise price of \$.002. On October 13, 2016, the Company modified the promissory note to reduce the conversion rate per share from \$.002 to \$.00025 per share. On December 31, 2022, the Company modified the promissory note to increase the conversion rate per share from \$.00025 to \$.002 per share.
- During August 2016, the Company entered into 2 (two) “Work for Hire Performance Agreements” with actors to co-host the Virtual Reality travel show “Really Twins”. The contracts cover two seasons for the Virtual Reality show, defined as 9 (nine) episodes per season. All work must be completed by December 31, 2020. The agreement may be terminated without cause by either party upon 30 days advance notice. For each season of “Really Twins” Virtual Reality show, the two actors are compensated with 1,000,000 shares for an aggregate of 2,000,000 shares of the Company’s restricted common stock. The first season was completed during January 2018 and the 1,000,000 restricted shares were valued at \$.0244 per share or \$24,400. During June 2019, the contracts for season two of the “Really Twins” was extended to June, 30 2020. During June 2020, the agreement with the Really Twins for season two was extended until December 31, 2021 due to complications of shooting during Covid-19. Season two was completed by December 31, 2021. At December 31, 2021, the 1,000,000 restricted shares have been earned and valued at \$.0244 per share or \$69,800. As of May 20, 2025, the 1,000,000 restricted shares have been earned but not yet issued for the first and second season of the “Really Twins”.
- During October and November 2018, the Company entered into two consulting contracts with individuals for 1,000,000 restricted shares of the Company’s common stock. The shares were valued at \$9,800 or \$.0098 per share. At May 20, 2025, 1,000,000 restricted shares have been earned but not issued to the consultants.
- During January 2019, the Company entered into a consulting contract with an individual for 750,000 restricted shares of the Company’s common stock. The shares were valued at \$7,500 or \$.01 per share. At May 20, 2025, the restricted shares have been earned but not issued to the consultant.
- During May 2019, the Company entered into a consulting contract with an individual for 750,000 restricted shares of the Company’s common stock for sales services to the Company. The shares were valued at \$7,200 or \$.0096 per share. At May 20, 2025, 750,000 restricted shares have been earned but not issued to the consultant. In addition, the consultant will be paid a 10% commission for sales generated by the consultant and may earn an additional bonus based on margins of sales.
- During October and November 2019, the Company entered into two consulting contracts with individuals for 1,000,000 restricted shares of the Company’s common stock. The shares were valued at \$11,000 or \$.011 per share. At May 20, 2025, 1,000,000 restricted shares have been earned but not issued to the consultants.
- During October and November 2020, the Company entered into two consulting contracts with individuals for 1,000,000 restricted shares of the Company’s common stock. The shares were valued at \$117,100 or \$.0937 per share. At May 20, 2025, 1,000,000 restricted shares have been earned but not issued to the consultants.

- During January 2021, the Company entered into a consulting contract with an individual for 750,000 restricted shares of the Company's common stock. The shares were valued at \$95,475 or \$.1273 per share. At May 20, 2025, 750,000 restricted shares have been earned but not issued to the consultant.
- During March 2021, a consultant earned 100,000 restricted shares of the Company's common stock for services rendered to the Company. The shares were valued at \$.1199 per share or \$11,990. The shares have not been issued as of May 20, 2025.
- During October 2021, the Company entered into a consulting contract with an individual for 750,000 restricted shares of the Company's common stock. The shares were valued at \$74,625 or \$0.0995 per share. At May 20, 2025, the 750,000 restricted shares have been earned but not issued to the consultants.
- During January 2022, the Company entered into a consulting contract with an individual for 250,000 restricted shares of the Company's common stock. The shares were valued at \$9,500 or \$0.038 per share. At May 20, 2025, the 250,000 restricted shares have been earned and not issued to the consultant.
- On March 19, 2025, the Company entered into a two-year Work for Hire Agreement with a consultant to serve as chief software engineer to provide research and development services to the Company. The consultant will be compensated with 2,500,000 shares of the Company's restricted common stock for each year of service for an aggregate of 5,000,000 restricted shares. The subject shares will be earned upon completion of each month under the agreement. The shares earned at March 31 2025 was -0- restricted shares of the Company's common stock.

The material contracts arising from, or applicable to, the Content Production Division include the following:

- On March 27, 2018, the Company entered into a "Binding Letter of Agreement" with veteran detective/author John Cameron for 50% ownership rights to "It's Me Edward Wayne Edwards – The Serial Killer You Never Heard of" and the subsequent updated version "It Was Always ME! Edward Edwards – The Most Prolific Serial Killer of All Time" and or its derivatives. In exchange, the Company will issue the author 1,000,000 restricted shares of Company's common stock valued at \$20,000 or \$0.02 per share and provide various multimedia services to market and sell the book. These services include websites, internet accessible portals complete with e-commerce, affiliate programs, TV, Radio spots. At May 20, 2025, the restricted shares have been earned but have not yet been issued to Mr. Cameron.

## Executive Contracts:

- On June 1, 2016, we signed a five-year Executive Employment Contracts with Barry Henthorn, the Company's CEO, and Scott Steciw, the Company's CFO. Each executive will be compensated with \$100,000 per year base compensation with 50% bonus opportunities and milestone incentives, payable in the Company's restricted common stock and 1,000,000 restricted shares of the Company's common stock payable on each anniversary beginning June 1, 2017. The provision for a \$100,000 base with 50% bonus compensation was removed in December 2016 from both employment contracts. In addition, each executive was granted 4,000,000 incentive and other shares for an aggregate of 8,000,000 shares for meeting certain Company objectives. The objectives were achieved, and executives earned the shares. During August 2018, the Company issued 5,000,000 restricted shares of the Company's common stock to the Company's CEO and CFO for an aggregate of 10,000,000 shares for their June 1, 2017 anniversary and incentive shares. The shares were valued at \$114,000 or \$0.0114 per share. On June 1, 2018, the executives earned 1,000,000 restricted shares of the Company's common stock for an aggregate of 2,000,000 shares for their June 1, 2018 anniversary. The shares were valued at \$60,000 or \$0.03 per share. On December 31, 2018, the Company's CFO resigned from the Company and ceased accruing further shares. As of May 20, 2025, these shares have not been issued to the executives. On June 1, 2019, the Company's CEO earned 1,000,000 restricted shares of the Company's common stock for his June 1, 2019 anniversary. The shares were valued at \$9,400 or \$0.0094 per share. As of May 20, 2025, these shares have not been issued to the executive. On June 1, 2020, the Company's CEO earned 1,000,000 restricted shares of the Company's common stock for his June 1, 2020 anniversary. The shares were valued at \$9,500 or \$0.0095 per share. As of May 20, 2025, these shares have not been issued to the executive. Since the CEO received a new contract as of October 1, 2020, this employment agreement dated June 1, 2015 was cancelled as of June 1, 2020.
- On October 1, 2020, the Company signed a two-year Executive Employment Contracts with Barry Henthorn, the Company's CEO. The CEO will receive 4,444,000 restricted shares of the Company's common stock for the service period from October 1, 2020 through September 30, 2022. The shares were valued at \$311,080 or \$0.07 per share. A total of 555,500 shares vest each 90 days after the October 1, 2020 grant date. As of September 30, 2022, the CEO earned 4,444,000 shares valued at \$311,080 or \$0.07 per share. As of May 20, 2025, these shares have not been issued to the executive. In addition, the CEO will receive \$4,000 per month for the first five months, \$6,000 a month for months six through twelve and \$12,000 per month for months thirteen through twenty-four. The contract was terminated on September 30, 2022 and was not renewed. The Company's CEO is owed \$106,243 at March 31, 2025 under the agreement and other contributions to the Company for working capital.

### **B. List the issuers subsidiaries, parents or affiliated companies.**

The Company conducts business under the names ReelTime Media, ReelTime VR, ReelTime Partners, and simply ReelTime. In addition, the Company, as a result of its purchase of Discount Ad Brokers, uses the name "Discount Ad Brokers a ReelTime Media Company" in its correspondence to provide familiarity with Discounts' clients while introducing such clients to the ReelTime Media Brand.

All managers and control persons are identical as to those of each business name. The business designations are for product and marketing differentiation purposes.

### **C. Describe the issuers' principal Products or Services**

ReelTime is in the business of developing, producing, and connecting client advertising with major media properties with excess advertising capacity. In furtherance of this business, ReelTime has participated in various barter transactions involving media advertising availability and placement. Also, based on its acquisition of Discount Ad Brokers ("DAB") in early 2021 and the final consolidation of DAB into its operations, ReelTime can provide clients with top tier advertising placements, through a unique remnant inventory acquisition model, with major US media properties. For additional information about our Media Division, see Item 5A above.

In addition to traditional media production and mainstream media outlets, ReelTime is a leader in Virtual Reality Content and technologies. We have end-to-end production, editing, and distribution capabilities for internal and external projects. ReelTime currently produces three ongoing series for the Samsung Gear VR platform and distributes them over numerous VR delivery portals including Gear VR, Oculus, Veer VR, HTC Vive, YouTube 360, Facebook, and others.

ReelTime Media also publishes the book “It Was Always Me – Edward Edwards – The Most Prolific Serial Killer of All Time” which has been the subject of a cover story on People Magazine, Rolling Stone, In Touch, and a six-part series on Paramount network, [www.itwasalwaysme.com](http://www.itwasalwaysme.com).

## **Item 5. Issuer’s Facilities.**

### **Description of Corporate Offices**

The Company’s corporate office is located at 4203 223<sup>rd</sup> PL. SE Bothell, Washington 98021. The facility is provided by the Company’s CEO without charge.

We believe that our current facilities are adequate for our corporate office and if additional facilities are required, that we could obtain them at commercially reasonable prices. Much of the work performed in the operation and development of ReelTime Media and Virtual Reality technologies is now done remotely.



**Item 6. Officers, Directors and Control Persons.**

The table below provides information, as of May 20, 2025, regarding any officers, or directors of the Company, individuals or entities controlling more than 5% of any class of the issuer's securities, or any person that performs a similar function, regardless of the number of shares they own. Also, if any listed persons are corporate shareholders or entities, information is provided as to 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 in the note section. Also included are Company Insiders who own any outstanding units or shares of any class of any equity security of the issuer.

The goal of this Item 6 is to provide an investor 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 shareholders.

Individual Name (First, Last) or Entity Name (Include names of control person(s) if a corporate entity)	Position/Company Affiliation (ex: CEO, 5% Control person)	Residential Address (City /and State Only) (Include Country if outside U.S.)	Number of shares owned (List common, preferred, warrants and options separately)	Share Type/Class of Shares Owned	Ownership Percentage of Class Outstanding Shares Owned (undiluted)(1)
Barry Henthorn	Chief Executive Officer, President, Chief Technology Officer, Chief Financial Officer, Secretary and Director	Bothell, Washington	7,794,378(2)	Common	6.6%
Mark Sorenson	5%+ owner	Vancouver, BC	60,000	Preferred Stock	100.0%

The space below provides any additional details, including footnotes to the table above:

(1) As of May 20, 2025, there were 118,568,156 shares of common stock and 60,000 shares of preferred stock shares issued and outstanding.

(2) Number of shares does not reflect additional shares earned but not yet issued as noted in footnote (7) to table in Item 3A above.

**Item 7. Legal/Disciplinary History.**

A. Identify whether any of the persons or entities listed above have, in the past 10 years, been the subject of:

1. 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. 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. 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; or

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. 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. 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 incident to the business, to which the issuer or any of its subsidiaries is a party or which any of their property is 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 proceeding known to be contemplated by governmental authorities.

None

## Item 8 Third Party Providers

### Securities Counsel:

Patrick J. Russell, Esq.  
Allen Vellone Wolf Helfrich & Factor, P.C.  
1600 Stout Street, Suite 1900  
Denver, Colorado 80202  
Phone no.: (303) 534-4499  
Email: prussell@allen-vellone.com

### Accountant or Auditor:

Rick Basse, CPA  
Rick Basse Consulting, PLLC  
244 Majestic Oak Drive  
New Braunfels, Texas 78132  
Phone no.: (210) 347-0374  
Email: rick.basse@gmail.com

Investor Relations: None

### *All other means of Investor Communication:*

Twitter:	No
Discord:	No
LinkedIn:	No
Facebook:	Yes
YouTube:	Yes

### Other Service Providers:

The name(s) of other service provider(s), including counsel, advisor(s) or consultant(s) that assisted, advised, prepared or provided information with respect to this disclosure statement, or provided assistance or services to the Company during the Reporting Period are as follows:

Name: Marc Hatch  
Firm: NWBB, Inc.  
Nature of Services: Consulting and Advisory Services for operations.  
Address: P.O. Box 430, Washougal, WA 98671  
Phone: (360)818-9318 Ext. 700  
Email: marc@nwbbi.com

## **Item 9. Financial Statements.**

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

Name: Rick Basse, CPA  
Title: Owner of Rick Basse Consulting, PLLC  
Relationship to Issuer: Accountant engaged by Company.

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

☒ U.S. GAAP  
☐ IFRS

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

Name: Rick Basse, CPA  
Title: Owner of Rick Basse Consulting, PLLC  
Relationship to Issuer: Accountant engaged by Company.  
The qualifications of the person who prepared the financial statements: The accountant is a CPA as recognized by the Texas State Board of Public Accountancy.

The following financial statements described below are provided and incorporated by this reference for the most recent fiscal quarter:

- Consolidated Balance Sheet;
- Consolidated Statement of Income;
- Consolidated Statement of Stockholder' Deficit;
- Consolidated Statement of Cash Flows
- Financial Notes

Attached as Exhibit A to this Quarterly Report are our financial statements and notes to financial statements for the three months ended March 31, 2025 and 2024.

## **Management's Discussion and Analysis or Plan of Operation.**

A. Plan of Operation.

For the foreseeable future, our operating plan is to expand our media business activities. There are no assurances as to the amount of future revenues which may be generated from these efforts.

We will be dependent upon both the ability to conserve existing cash resources and the ability to obtain additional capital through equity financing and/or debt financing in an effort to provide the necessary funds and cash flow to meet our obligations on a timely basis and to operate our business in an efficient and economical manner. In addition, we intend to pursue attempts to convert barter exchange assets into cash, but any conversion of barter assets is very limited and, due to the discount required, results in limited cash. In the event that we are unable to conserve existing cash resources and/or obtain the additional and necessary capital, the Company may have to cease or significantly curtail its operations. This could materially impact the Company's ability to continue as a going concern for a reasonable period of time.

## Liquidity and Capital Resources

The accompanying financial statements have been prepared on a going concern basis, which contemplates the realization of assets and satisfaction of liabilities in the normal course of business. At March 31, 2025, we have an accumulated deficit since inception of \$10,223,955. We generated \$425,977 of revenues and a net income of 75,576 as a result a \$161,484 gain from the change in market value of our marketable securities during the three months ending March 31, 2025. Revenues for the three months ended March 31, 2025, included \$454,545 cashless barter sales which was approximately 99.7% of our total revenue. These factors, among others, indicate that the Company might be unable to continue as a going concern for a reasonable period of time.

As of March 31, 2025, we had cash and marketable securities of \$1,994 and \$279,244, respectively, for aggregate of \$281,238 and a working capital deficit of \$3,693,071. This compares to cash and marketable securities of \$19,029 and \$117,760, respectively, for an aggregate of \$136,789 and a working capital deficit of \$3,784,256 at December 31, 2024.

Based on anticipated operating and administrative expenses, the Company will not have sufficient cash resources to finance its operations except for several months unless we are able to raise additional equity financing and/or debt financing in the immediate future. We have commenced, and will continue to pursue, efforts to raise additional equity financing and/or debt financing from a variety of sources and means. In addition, we intend to pursue attempts to convert barter exchange assets into cash, but any conversion of barter assets is very limited and, due to the discount required, results in limited cash. There are no assurances that we will be able to obtain any additional financing and, even if obtained, that such financing will be in a sufficient amount to be able to continue operations for a sufficient period until the Company is able to generate sufficient revenues and become profitable.

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

### **Results of Operations for the three months ended March 31, 2025 compared to the three months ended March 31, 2024:**

**Overview.** We had revenues of \$425,977 and \$123,641 for three months ending March 31, 2025 and 2024, respectively. There was a net income of 75,576 for three months ended March 31, 2025 and a net loss of \$66,142 for the three months ended March 31, 2024. The increase in net income of \$141,718 is attributable to the factors discussed below.

**Revenues.** We had revenues from operations of \$425,977 and \$123,641 for three months ending March 31, 2025 and 2024, respectively. Our cashless bartering revenues were \$424,545 and \$121,710 for three months ending March 31, 2025 and 2024, respectively. Our bartering revenues primarily consists of various bartering transactions for virtual reality (VR) and media services.

**Gross Margin.** Once the cost of revenue and other expenses to generate revenue are considered, we had gross margins of \$76,298 or 18% of revenue and \$14,186 or 12% of revenue from our operations for the three months ended March 31, 2025 and 2024, respectively.

**Expenses.** Our operating expenses were \$49,367 and \$18,177 for three months ending March 31, 2025 and 2024, respectively. The increase of \$31,190 was primarily attributable to an approximately \$2,000 increase in professional fees, an approximately \$25,000 increase in advertising as we attempt to grow our business and an approximate \$4,000 increase in general and administrative expenses.

**Other Income (Expense).** Our total other income (expense) was \$48,645 and (\$62,151) for the three months ended March 31, 2025 and 2024, respectively. The \$110,796 increase in other income was attributable to a \$100,604 increase in other income from the change in market value of our marketable securities and by a \$10,192 decrease in net interest expense from our notes payable, primarily a result of lower debt discount interest expense from convertible debt compared to the three months ended March 31, 2024.

### **Capital Structure and Resources**

We had total assets of \$2,483,802 as of March 31, 2025, which consisted of cash of \$1,994, marketable securities of \$279,244 from our investments in VaporBrands International, Inc. and Conservative Broadcast Media and Journalism, Inc. common stock from providing services and selling assets, prepaid expense of \$34,800 from our prepaid media credits and other prepaid transactions, barter exchange assets of \$1,363,090, amount due from related parties of \$25,768, intangible assets of \$66,056 for our virtual reality business, our patent for “Simultaneous Spherical Panorama Image and Video Capturing System” and the acquisition of Discount Ad Brokers (net of accumulated amortization) and goodwill of \$712,850 from our Discount Ad Brokers acquisition.

We had total liabilities of \$5,398,375 as of March 31, 2025 consisting of accounts payable of \$120,740, accrued expenses of \$2,124,403, convertible notes payable of 2,521,454 (net of debt discounts), related party convertible notes payable of \$395,600 deferred revenue of \$235,770 from our bartering business and other items and long-term convertible notes payable of \$408 (net of debt discount). For further information and details for the accrued expenses see Note 5 (Accrued Expenses) to the financial statements attached hereto as Exhibit A. For further information and details on convertible notes and notes payable which have been issued, see Note 6 (Notes Payable) to the financial statements attached hereto as Exhibit A and information set forth in Item 3B above.

At March 31, 2025, we had a total stockholders’ deficiency of \$2,914,573. We have had net losses since inception and have an accumulated deficit of \$10,223,955 at March 31, 2025.

For the three months ending March 31, 2025, we used net cash in operating activities of \$26,335, compared to \$12,013 for the three months ending March 31, 2024. Net cash of \$9,300 was provided by financing activities for the three months ended March 31, 2025 from long-term convertible notes payable of \$9,800 offset by \$500 convertible note repayment. Net cash of \$10,280 was provided by financing activities for the three months ending March 31, 2024 from a third-party cash advance.

**Item 10. Issuer's Certifications.**

I, Barry Henthorn, as President and CEO, certify that:

1. I have reviewed this March 31, 2025 Quarterly Report of ReelTime Rentals, 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 restated financial statement, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

Dated: May 20, 2025

REELTIME RENTALS, INC.

By       /s/ Barry Henthorn        
Barry Henthorn, President,  
Chief Executive Officer and Chief Financial Officer

**Exhibit A**

**REELTIME RENTALS INC.**

2926 184<sup>th</sup> PL SE  
Bothell, WA 98012

**Financial Statements and Notes  
For the Three Months Ended March 31, 2025 and 2024**



**REELTIME RENTALS, INC.**  
Consolidated Balance Sheets (Unaudited)

	March 31, 2025	December 31, 2024
<b>Assets</b>		
Current assets:		
Cash	\$ 1,994	\$ 19,029
Marketable securities	279,244	117,760
Accounts receivable	-	15,000
Prepaid expenses	34,800	36,690
Barter exchange	1,363,090	1,253,655
Due from related parties	25,768	15,965
Total current assets	<u>1,704,896</u>	<u>1,458,099</u>
Other assets		
Intangible assets, net of accumulative amortization of \$208,829 and \$204,075 at March 31, 2025 and December 31, 2024, respectively	66,056	70,810
Goodwill	<u>712,850</u>	<u>712,850</u>
Total other assets	<u>778,906</u>	<u>783,660</u>
<b>Total Assets</b>	<b>\$ <u>2,483,802</u></b>	<b>\$ <u>2,241,759</u></b>
<b>Liabilities and Stockholders' Deficiency</b>		
Current liabilities:		
Accounts payable	\$ 120,740	\$ 121,006
Accrued expenses	2,124,403	2,011,690
Convertible notes payable, net of discount of \$1,500 and \$2,625 at March 31, 2025 and December 31, 2024, respectively	2,521,454	2,520,829
Related party convertible notes payable	395,600	395,600
Deferred Revenue	<u>235,770</u>	<u>193,230</u>
Total current liabilities	<u>5,397,967</u>	<u>5,242,355</u>
Long term liabilities:		
Convertible notes, net of discount of \$9,392 and \$0 at March 31, 2025 and December 31, 2024, respectively	408	-
Total long term liabilities	<u>408</u>	<u>-</u>
Total liabilities	5,398,375	5,242,355
Commitments and contingencies	-	-
Stockholders' Deficiency:		
Preferred stock, \$0 par value; 50,000,000 shares authorized, 60,000 Preferred stock shares issued and outstanding as of March 31, 2025 and December 31, 2024	30,000	30,000
Common stock, \$0 par value, 650,000,000 shares authorized, 118,568,156 and 108,058,406 issued and outstanding as of March 31, 2025 and December 31, 2024, respectively	4,648,204	4,612,289
Additional paid-in capital	1,551,844	1,542,044
Stock to be issued	1,079,334	1,114,602
Accumulated deficit	(10,223,955)	(10,299,531)
Total stockholders' deficiency	<u>(2,914,573)</u>	<u>(3,000,596)</u>
<b>Total Liabilities and Stockholders' Deficiency</b>	<b>\$ <u>2,483,802</u></b>	<b>\$ <u>2,241,759</u></b>

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

**REELTIME RENTALS, INC.**  
Consolidated Statements of Operations (unaudited)

	For the Three Months Ended	
	March 31, 2025	March 31, 2024
Revenue	\$ 425,977	\$ 123,641
Cost of Revenue	<u>349,679</u>	<u>109,455</u>
Gross margin	76,298	14,186
Operating expenses:		
Professional fees	\$ 12,101	\$ 10,397
Advertising	25,187	98
General and administrative expenses	7,324	2,927
Amortization expense	4,755	4,755
Total operating expenses	<u>49,367</u>	<u>18,177</u>
Net operating income (loss)	26,931	(3,991)
Other income (expense):		
Other income (expense)	161,484	60,880
Interest expense	<u>(112,839)</u>	<u>(123,031)</u>
Total other income (expense)	<u>48,645</u>	<u>(62,151)</u>
Loss before provision for taxes	75,576	(66,142)
Provision for income taxes	<u>-</u>	<u>-</u>
Net income (loss)	<u>\$ 75,576</u>	<u>\$ (66,142)</u>
Basic income (loss) per share	<u>\$ 0.001</u>	<u>\$ (0.001)</u>
Fully diluted income per share	<u>\$ 0.000</u>	<u>\$ N/A</u>
Weighted average number of common shares outstanding - basic	113,368,448	103,070,296
Weighted average number of common shares outstanding - diluted	1,100,566,402	N/A

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

**REELTIME RENTALS, INC.**  
Statement of Changes in Stockholders' Deficiency (Unaudited)  
As of March 31, 2025 and 2024

	Common Stock		Preferred Stock		Additional Paid-In Capital	Common Stock To Be Issued	Accumulated Deficit	Total Stockholders' Deficiency
	Shares	Amount	Shares	Amount				
For the Three Months Ended March 31, 2024								
Balance at December 31, 2023	103,070,296	\$4,603,430	60,000	\$ 30,000	\$1,542,044	\$ 1,076,477	\$ (9,499,562)	\$ (2,247,611)
Stock based compensation			-	-	-	1,091	-	1,091
Net income	-	-	-	-	-	-	(66,142)	(66,142)
Balance at March 31, 2024	103,070,296	\$4,603,430	60,000	\$ 30,000	\$1,542,044	\$ 1,077,568	\$ (9,565,704)	\$ (2,312,662)
For the Three Months Ended March 31, 2025								
Balance at December 31, 2024	108,058,406	\$4,612,289	60,000	\$ 30,000	\$1,542,044	\$ 1,114,602	\$(10,299,531)	\$ (3,000,596)
Conversion of notes payable into shares of common stock	10,509,750	35,915	-	-	-	(35,915)	-	-
Stock based compensation	-	-	-	-	-	647	-	647
Discount on convertible notes payable	-	-	-	-	9,800	-	-	9,800
Net income	-	-	-	-	-	-	75,576	75,576
Balance at March 31, 2025	118,568,156	\$4,648,204	60,000	\$ 30,000	\$1,551,844	\$ 1,079,334	\$(10,223,955)	\$ (2,914,573)

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

**REELTIME RENTALS, INC.**  
Statements of Cash Flow (Unaudited)

	For the Three Months Ended	
	March 31, 2025	March 31, 2024
Cash flows from operating activities:		
Net Income (loss)	\$ 75,576	\$ (66,142)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization expense	4,755	4,755
Stock based compensation	2,052	1,091
Non-cash interest	112,839	123,031
Impairment loss	360,000	-
Unrealized (gain) loss on marketable securities	(161,484)	(60,880)
Changes in operating assets and liabilities:		
Accounts receivable	15,000	-
Prepaid expense	1,890	(1,950)
Barter exchange (Note 10)	(469,435)	13,352
Accounts payable	(265)	4,248
Due to related party	(9,803)	(11,068)
Deferred Revenue	42,540	(18,450)
Net cash used in operating activities	<u>(26,335)</u>	<u>(12,013)</u>
Cash flows from financing activities		
Cash advance from third party	-	10,280
Proceeds from long term convertible notes payable	9,800	-
Payments on convertible notes payable	(500)	-
Net cash provided by financing activities	<u>9,300</u>	<u>10,280</u>
Net increase (decrease) in cash	(17,035)	(1,733)
Cash - beginning of the year	19,029	1,733
Cash - end of the period	<u>\$ 1,994</u>	<u>\$ -</u>
Supplemental disclosures:		
Interest paid	<u>\$ -</u>	<u>\$ -</u>
Taxes paid	<u>\$ -</u>	<u>\$ -</u>
Supplemental disclosure for non-cash financing activities:		
Discount on convertible notes payable	<u>\$ 9,800</u>	<u>\$ -</u>
Conversion of notes payable and accrued interest to common stock	<u>\$ 35,915</u>	<u>\$ -</u>

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

**REELTIME RENTALS INC.**  
**Notes to Financial Statements (Unaudited)**  
**As of March 31, 2025**

**NOTE 1 – ORGANIZATION AND BASIS OF PRESENTATION BASIS**

**Nature of organization & business**

**i) Organization**

ReelTime headquartered in Bothell, Washington was incorporated on June 24, 2004, under the laws of the State of Washington.

**ii) Business**

In 2014, ReelTime Rentals, Inc. (“ReelTime” or the “Company”) shifted its focus and core business and formed strategic alliances and partnerships with various individuals in the media space with the intent and objective to develop specific technologies and entertainment-based products. Also, ReelTime takes a broad view of current advertising, marketing and public relations trends, video and broadcast media, which allows ReelTime to focus upon, and identify existing or emerging opportunities within the media and entertainment space which it can include in its suite of products and/or services. In addition, ReelTime expertise and exposure enables it to assist individuals and entities to capitalize upon, and maximize the benefits from, when they are suddenly thrust into, or receive, public attention and/or media exposure from, among other things, being featured on a TV show, an impactful event, viral social media or other types of media exposure.

In furtherance of its business, ReelTime seeks to establish, and participate, in strategic alliances. Among its strategic alliances, ReelTime established the ReelTime Media Group which uses the collaborative efforts of various media experts ranging from Emmy award winning producers, media distribution companies, marketing, and social media influencers. Another similar collaborative arrangement is ReelTime Media Partners which has produced television pilots and shows which aired on WeTV and Special Features. They also produced numerous television marketing spots and commercials which have aired nationally across many media distribution platforms.

**Basis of Presentation**

The Company generated its first revenue in September 2006. The revenues to date are primarily associated with bartering, and the Company has accumulated a significant deficit. The financial statements of the Company have been prepared in accordance with generally accepted accounting principles in the United States of America.

**Reclassifications**

Certain prior year amounts have been reclassified for comparative purposes to conform to the current year’s financial statement presentation. These reclassifications had no effect on previously reported results of operations. In addition, certain prior year amounts from the restated amounts have been reclassified for consistency with the current period presentation.

**Use of Estimates**

In preparing financial statements, management makes estimates and assumptions that affect the reported amounts of assets and liabilities in the balance sheet and revenue and expenses in the statement of expenses. Actual results could differ from those estimates.

**Segment Reporting**

The Company operates within three reportable operating segments, being Media, Virtual Reality and Content Production. The Company has identified its chief executive officer as its chief operating decision maker (“CODM”), who regularly reviews the Company’s performance and allocates resources based on information reported at the consolidated entity level.

**Cash and Cash Equivalents**

For the purposes of the statement of cash flows, the Company considers all highly liquid investments purchased with an original maturity of years or less to be cash equivalents. The cash balance was \$1,994 and \$19,029 at March 31, 2025 and December 31, 2024, respectively.

## Marketable Securities

Marketable securities with determinable fair value are stated at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Equity securities are valued at the closing price at the end of the current period. The Company reported a gain (loss) on marketable securities of \$161,484 and \$60,880 for the three months ended March 31, 2025 and 2024, respectively. The marketable securities balance was \$279,244 and \$117,760 at March 31, 2025 and December 31, 2024, respectively.

## Prepaid Expenses

The Company considers all items incurred for future services to be prepaid expenses.

Prepaid expenses consist of the following:

		<u><b>March 31,</b></u> <u><b>2025</b></u>		<u><b>December 31,</b></u> <u><b>2024</b></u>
<b>Barter assets</b>	\$	5,000	\$	5,000
<b>Media credit</b>		24,000		24,000
<b>OTC Markets filing fees</b>		-		1,890
<b>Other</b>		<u>5,800</u>		<u>5,800</u>
	\$	34,800	\$	36,690

## Concentrations of Risk

Cash and cash equivalents deposited with financial institutions are insured by the Federal Deposit Insurance Corporation (“FDIC”). The Company did not hold cash in excess of FDIC insurance coverage at a financial institution as of March 31, 2025.

## Property and equipment

Property and equipment are recorded at cost and depreciated on the straight-line method over the estimated useful lives. Expenditures for normal repairs and maintenance are charged to expense as incurred. The cost and related accumulated depreciation of assets sold or otherwise disposed of are removed from the accounts, and any gain or loss is included in operations.

## Capitalization

Only assets with a cost over \$5,000 and a useful life of over 1 year are capitalized. All other costs are expensed in the period incurred.

## Goodwill

We test goodwill for impairment on an annual basis, or more frequently if circumstances, such as material deterioration in performance, indicate reporting unit carrying values may exceed their fair values. When evaluating goodwill for impairment, we may first perform a qualitative assessment to determine if the fair value of the reporting unit is more likely than not greater than its carrying amount. If we do not perform a qualitative assessment or if the fair value of the reporting unit is not more likely than not greater than its carrying amount, we calculate the implied estimated fair value of the reporting unit. If the carrying amount of goodwill exceeds the implied estimated fair value, an impairment charge to current operations is recorded to reduce the carrying value to the implied estimated fair value. The Company performed a goodwill impairment test at December 31, 2024 and determined no impairment charge was necessary to adjust the asset to fair value.

## Valuation of Long-Lived and Intangible Assets

We assess the impairment of long-lived and intangible assets periodically, or at least annually, and whenever events or changes in circumstances indicate that the carrying value may not be recoverable. Factors considered important, which could trigger an impairment review, include the following: significant underperformance relative to historical or projected future cash flows; significant changes in the manner of use of the assets or the strategy of the overall business; and significant negative industry trends. When management determines that the carrying value of long-lived and intangible assets may not be recoverable, impairment is measured as the excess of the assets’ carrying value over the estimated fair value. At December 31, 2024, the Company performed an impairment analysis of the Company intangible assets and determined no asset impairment was necessary. At September 30, 2024, the Company performed an impairment analysis of the barter exchange asset and determined that a \$360,000 impairment write off was necessary. The Company reported the \$360,000 impairment write-off in the accompanying statement of operations.

## **Derivative Financial Instruments**

The Company does not use derivative instruments to hedge exposures to cash flow, market, or foreign currency risks. The Company evaluates all of its financial instruments to determine if such instruments are derivatives or contain features that qualify as embedded derivatives. For derivative financial instruments that are accounted for as liabilities, the derivative instrument is initially recorded at its fair value and is then re-valued at each reporting date, with changes in the fair value reported as charges or credits to income. For option-based derivative financial instruments, the Company uses the Binomial option-pricing model to value the derivative instruments at inception and subsequent valuation dates. The classification of derivative instruments, including whether such instruments should be recorded as liabilities or as equity, is reassessed at the end of each reporting period. Derivative instrument liabilities are classified in the balance sheet as current or non-current based on whether or not net-cash settlement of the derivative instrument could be required within 12 months of the balance sheet date.

## **Fair Value Measurements**

In September 2006, the FASB issued ASC 820 (previously SFAS 157) which defines fair value, establishes a framework for measuring fair value, and expands disclosures about fair value measurements. The provisions of ASC 820 were effective January 1, 2008.

As defined in ASC 820, fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (exit price). The Company utilizes market data or assumptions that market participants would use in pricing the asset or liability, including assumptions about risk and the risks inherent in the inputs to the valuation technique. These inputs can be readily observable, market corroborated, or generally unobservable. The Company classifies fair value balances based on the observations of those inputs. ASC 820 establishes a fair value hierarchy that prioritizes the inputs used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurement) and the lowest priority to unobservable inputs (level 3 measurement).

The three levels of the fair value hierarchy defined by ASC 820 are as follows:

Level 1 – Quoted prices are available in active markets for identical assets or liabilities as of the reporting date. Active markets are those in which transactions for the asset or liability occur in sufficient frequency and volume to provide pricing information on an ongoing basis. Level 1 primarily consists of financial instruments such as exchange-traded derivatives, marketable securities and listed equities.

Level 2 – Pricing inputs are other than quoted prices in active markets included in level 1, which are either directly or indirectly observable as of the reported date. Level 2 includes those financial instruments that are valued using models or other valuation methodologies. These models are primarily industry-standard models that consider various assumptions, including quoted forward prices for commodities, time value, volatility factors, and current market and contractual prices for the underlying instruments, as well as other relevant economic measures. Substantially all of these assumptions are observable in the marketplace throughout the full term of the instrument, can be derived from observable data or are supported by observable levels at which transactions are executed in the marketplace. Instruments in this category generally include non-exchange-traded derivatives such as commodity swaps, interest rate swaps, options and collars.

Level 3 – Pricing inputs include significant inputs that are generally less observable from objective sources. These inputs may be used with internally developed methodologies that result in management's best estimate of fair value.

On September 30, 2024, the Company reported a \$360,000 impairment loss for the barter exchange assets. The Company did not identify any other assets or liabilities which required adjustment to fair value at March 31, 2025 and December 31, 2024.

## **Revenue Recognition**

Revenue is recognized when a customer obtains control of promised goods or services and is recognized in an amount that reflects the consideration that an entity expects to receive in exchange for those goods or services. In addition, the standard requires disclosure of the nature, amount, timing, and uncertainty of revenue and cash flows arising from contracts with customers. The amount of revenue that is recorded reflects the consideration that the Company expects to receive in exchange for those goods. The Company applies the following five-step model in order to determine this amount: (i) identification of the promised goods in the contract; (ii) determination of whether the promised goods are performance obligations, including whether they are distinct in the context of the contract; (iii) measurement of the transaction price, including the constraint on variable consideration; (iv) allocation of the transaction price to the performance obligations; and (v) recognition of revenue when (or as) the Company satisfies each performance obligation.

The Company only applies the five-step model to contracts when it is probable that the entity will collect the consideration it is entitled to in exchange for the goods and service transfers to the customer. Once a contract is determined to be within the scope of ASC 606 at contract inception, the Company reviews the contract to determine which performance obligations the Company must deliver and which of these performance obligations are distinct. The Company recognizes as revenues the amount of the transaction price that is allocated to the respective performance obligation when the performance obligation is satisfied or as it is satisfied. Generally, the Company's performance obligations are transferred to customers at a point in time, typically upon delivery.

Bartering transactions represent the exchange of Company services for other services. These transactions are recorded at the estimated fair market value of the services provided or the fair value of the services received, whichever is most readily determinable. Revenue is recognized on bartering transactions and trade transactions when the services are provided. Expenses are recorded ratably over a period that estimates when the service received is utilized, or when the event occurs. Bartering transactions and trade revenues and expenses from continuing operations are included in revenue and cost of revenues, respectively.

### **Income taxes**

The Company's policy is to provide for deferred income taxes based on the difference between the financial statement and tax bases of assets and liabilities using enacted tax rates that will be in effect when the differences are expected to reverse. The U.S. federal corporate income tax rate is 21% and no state income tax is applicable in states the Company operates. We did not provide any current or deferred U.S. federal income tax provision or benefit for any of the periods presented because we have experienced operating losses since inception. When it is more likely than not that a tax asset cannot be realized through future income the Company must allow for this future tax benefit. We provided a full valuation allowance on the net deferred tax asset, consisting of net operating loss carryforwards, because management has determined that it is more likely than not that we will not earn sufficient income to realize the deferred tax assets during the carryforward period.

The Company is not aware of any uncertain tax position that, if challenged, would have a material effect on the financial statements for the three months ended March 31, 2025 or during the prior three years applicable under FASB ASC 740. We did not recognize any adjustment to the liability for uncertain tax position and therefore did not record any adjustment to the beginning balance of accumulated deficit on the consolidated balance sheet. All tax returns for the Company remain open for examination.

At March 31, 2025, the Company had a net operating loss ("NOL's") carry forward available to offset future taxable income. The Company established valuation allowances equal to the full amount of the deferred tax assets due to the uncertainty of the utilization of the operating losses in future periods. The Company has not filed its federal tax returns since inception and therefore, the NOL's will not be available to offset future taxable income until the tax returns are filed with the respective federal tax authorities. The Company is in the process of filing the tax returns through December 31, 2024.

### **Basic and diluted net income per share**

Basic net loss per common share is computed using the weighted average number of common shares outstanding. Diluted earnings per share (EPS) include additional dilution from common stock equivalents, such as stock issuable pursuant to the exercise of stock options warrants and convertible notes. Common stock equivalents are not included in the computation of diluted earnings per share when the Company reports a loss because to do so would be anti-dilutive for the periods presented. As of March 31, 2025, the Company has no options or warrants outstanding. At March 31, 2025, the total shares issuable upon conversion of convertible notes payable, shares issuable to consultants and Company executives would be approximately 982,372,000 shares of the Company's common stock.

The number of shares required to satisfy the requirements of the Company outstanding convertible instruments exceeds the number of unissued shares of the Company. The Company currently has 650,000,000 shares of common stock authorized, but that number is insufficient to meet the Company's obligations to certain individuals, officers, corporations and related corporations under the terms of our convertible promissory notes payable. Due to existing restrictions limiting the holder of a convertible note to receive, upon conversion, shares of common stock which will not exceed 4.9% of our issued and outstanding common stock, there is no imminent requirement that the number of our authorized capital stock be increases. At an appropriate time, the Company envisions seeking shareholder approval of an increase in the Company's authorized capitalization to some greater number of authorized shares, but the Company cannot provide any assurance that the Company will be able to obtain the necessary shareholder approval. If the Company fails to obtain shareholder approval for the increase in authorized capitalization, the Company may be in default under the terms of the convertible promissory notes payable.

At March 31, 2025, the total shares issued and outstanding, issuable upon conversion of convertible notes payable and other shares earned but not issued would be approximately 1,110,940,000 shares of the Company's common stock which exceeds the number of authorized but unissued shares of the Company's common stock by approximately 460,940,000 shares.



## Stock Compensation

The Company accounts for share-based compensation in accordance with the fair value recognition provisions of the Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") No. 718. The Company issues restricted stock to employees and consultants for their services. Cost for these transactions are measured at the fair value of the equity instruments issued at the date of grant. These shares are considered fully vested and the fair market value is recognized as an expense in the period granted. The Company recognized consulting expenses and a corresponding increase to additional paid-in-capital related to stock issued for services. For agreements requiring future services, the consulting expense is to be recognized ratably over the requisite service period.

The Company uses the Black-Scholes option valuation model for estimating the fair value of options and warrants. This option and warrant valuation model requires the input of highly subjective assumptions including the expected stock price volatility. There were no options or warrants outstanding for three months ending March 31, 2025 and 2024.

The Company recorded stock-based compensation of \$2,052 and \$1,091 for the three months ended March 31, 2025 and 2024, respectively, for services to the Company.

## Recent Issued Accounting Standards

During the three months ended March 31, 2025, there were several new accounting pronouncements issued by the FASB. Each of these pronouncements, as applicable, has been or will be adopted by the Company. Management does not believe the adoption of any of these accounting pronouncements has had or will have a material impact on the Company's financial statements.

In November 2023, the FASB issued ASU 2023 - 07, "Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures" ("ASU 2023 - 07"). The amendments in ASU 2023 - 07 require disclosures, on an annual and interim basis, of significant segment expenses that are regularly provided to the chief operating officer decision maker ("CODM"), as well as the aggregate amount of other segment items included in the reported measure of segment profit or loss. ASU 2023 - 07 requires that a public entity disclose the title and position of the CODM and an explanation of how the CODM uses the reported measure (s) of segment profit or loss in assessing segment performance and deciding how to allocate resources. Public entities will be required to provide all annual disclosures currently required by FASB ASC Topic 280, "Segment Reporting," ("ASC 280") in interim periods, and entities with a single reportable segment are required to provide all the disclosures required by the amendments in ASU 2023 - 07 and existing segment disclosures in ASC 280. ASU 2023 - 07 is effective for fiscal years beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024, with early adoption permitted. The Company adopted ASU 2023 - 07 as required for the year ended December 31, 2024. The adoption required the Company to provide additional disclosures, but otherwise it does not materially impact the accompanying financial statements.

In December 2023, the FASB issued ASU No. 2023-09 "Income Taxes (Topic 740): Improvements to Income Tax Disclosures" which requires two primary enhancements of 1) disaggregated information on a reporting entity's effective tax rate reconciliation, and 2) information on cash income taxes paid. Additionally, specific disclosures related to unrecognized tax benefits and indefinite reinvestment assertions were removed. For public business entities, the new requirements will be effective for annual periods beginning after December 15, 2024. The guidance will be applied on a prospective basis with the option to apply the standard retrospectively. Early adoption is permitted. The Company is currently evaluating the effect of adopting this ASU.

## NOTE 2 –INTANGIBLE ASSETS

On September 1, 2020, the Company's patent application number 15/654,613, titled "Simultaneous Spherical Panorama Image and Video Capturing System", was officially issued as U.S. Patent Number 10,761,303. The cost of the patent was \$11,985 and recorded as an intangible asset in the accompanying consolidated balance sheets. The patent will be amortized over its estimated life of 12.5 years with an annual amortization of \$959.

The acquisition of Discount Ad Brokers on January 1, 2021 contained intangibles of intellectual property and other assets of \$274,300. The assets will be amortized over estimated lives from one year to 10 years with an annual amortization of \$38,353 for year 1. The adjusted annual amortization is \$18,427.

The Company recorded amortization expense of \$4,735 for the three months ended March 31, 2025 and 2024.

### NOTE 3 – GOING CONCERN

The accompanying financial statements have been prepared on a going concern basis, which contemplates the realization of assets and satisfaction of liabilities in the normal course of business. Historically, the Company has incurred material recurring losses from operations. At March 31, 2025, the Company has an accumulated deficit since inception of \$10,223,955. The Company generated \$425,977 revenues primarily from cashless barter sales and a net income of 75,576 during the three months ended March 31, 2025 as a result of \$161,484 gain from the change in market value of the Company's marketable securities. In addition, the Company is experiencing a continuing operating cash flow deficiency. These factors, among others, raise substantial doubt about the Company's ability to continue as a going concern.

The Company is relying on investor funding to maintain operations. The Company will continue to pursue additional equity financing and/or debt financing while managing cash flow in an effort to provide funds and cash flow to meet its obligations on a timely basis.

The financial statements do not contain any adjustments to reflect the possible future effects on the classification of assets or the amounts and classification of liability that may result should the Company be unable to continue as a going concern.

### NOTE 4 – RELATED PARTY ACTIVITY

#### *Executive contracts*

On June 1, 2016, the Company signed a five-year Executive Employment Contracts for the Company's CEO and CFO. Each executive will be compensated with \$100,000 per year base compensation with 50% bonus opportunities and milestone incentives, payable in the Company's restricted common stock and 1,000,000 restricted shares of the Company's common stock payable on each anniversary beginning June 1, 2017. The provision for a \$100,000 base with 50% bonus compensation was removed in December 2016 from both employment contracts. In addition, each executive was granted 4,000,000 incentive and other shares for an aggregate of 8,000,000 shares for meeting certain Company objectives. The objectives were achieved, and executives earned the shares. During August 2018, the Company issued 5,000,000 restricted shares of the Company's common stock to the Company's CEO and CFO for an aggregate of 10,000,000 shares for their June 1, 2017 anniversary and incentive shares. The shares were valued at \$114,000 or \$0.0114 per share. On June 1, 2018, the executives earned 1,000,000 restricted shares of the Company's common stock for an aggregate of 2,000,000 shares for their June 1, 2018 anniversary. The shares were valued at \$60,000 or \$0.03 per share. On December 31, 2018, the Company's CFO resigned from the Company and ceased accruing further shares. As of March 31, 2025, these shares have not been issued to the executives. On June 1, 2019, the Company's CEO earned 1,000,000 restricted shares of the Company's common stock for his June 1, 2019 anniversary. The shares were valued at \$9,400 or \$0.0094 per share. As of March 31, 2025, these shares have not been issued to the executive. On June 1, 2020, the Company's CEO earned 1,000,000 restricted shares of the Company's common stock for his June 1, 2020 anniversary. The shares were valued at \$9,500 or \$0.0095 per share. As of March 31, 2025, these shares have not been issued to the executive. Since the CEO received a new contract as of October 1, 2020, this employment agreement dated June 1, 2015 was cancelled as of June 1, 2020.

On October 1, 2020, the Company signed a two-year Executive Employment Contracts for the Company's CEO. The CEO will receive 4,444,000 restricted shares of the Company's common stock for the service period from October 1, 2020 through September 30, 2022. The shares were valued at \$311,080 or \$0.07 per share. A total of 555,500 shares vest each 90 days after the October 1, 2020 grant date. As of September 30, 2022, the CEO has earned 4,444,000 shares valued at \$311,080 or \$0.07 per share. As of March 31, 2025, these shares have not been issued to the executive. In addition, the CEO will receive \$4,000 per month for the first five months, \$6,000 a month for months six through twelve and \$12,000 per month for months thirteen through twenty-four. The contract was terminated on September 30, 2022 and was not renewed. The Company's CEO is owed \$106,243 and \$105,546 at March 31, 2025 and December 31, 2024, respectively, for amounts due under the agreement and other contributions to the Company for working capital.

#### *Other*

On March 1, 2020, the Company entered into a twenty-four-month agreement with Munchie Magic, a related corporation, to provide various services including product development, social media management, website development and other services. The Company will be paid \$5,000 for month one, \$4,000 for month two and \$3,500 per month thereafter. The Company has earned \$10,500 under the contract for the three months ended March 31, 2025 and 2024. The balance of unpaid fees amounted to \$130,770 and \$120,270 at March 31, 2025 and December 31, 2024, respectively, and recorded as deferred revenue in the accompanying consolidated balance sheet.

On January 12, 2021, the Company signed a Worldwide Exclusive Limited Perpetual Technology, Business Model and Processes Licensing Agreement with a related corporation (Munchie Magic) for developing, implementing, and marketing various technologies, business models and processes. Under the agreement, Munchie Magic will pay a license fee to the Company equal to \$.35 per transaction (customer order).

On August 16, 2021, Munchie Magic DBA Thai Dah, a related corporation, signed a Worldwide Exclusive Limited Perpetual Technology, Business Model and Processes Licensing Agreement with the Company for developing, implementing, and marketing various technologies, business models and processes. Under the agreement, Thai Dah will pay a license fee to the Company equal to \$.35 per transaction (customer order). The agreement terminated in May 2024.

On August 16, 2021, Munchie Magic DBA Mini Bar, a related corporation, signed a Worldwide Exclusive Limited Perpetual Technology, Business Model and Processes Licensing Agreement with Company for developing, implementing, and marketing various technologies, business models and processes. Under the agreement, Mini Bar will pay a license fee to the Company equal to \$.35 per transaction (customer order). The agreement terminated in May 2024.

License fees for the Worldwide Exclusive Limited Perpetual Technology, Business Model and Processes Licensing Agreements for Munchie Magic, Munchie Magic - Thai Dah, and Munchie Magic DBA MiniBar Magic was \$5 and \$211 for the three months ended March 31, 2025 and 2024, respectively.

The Company provided executive direction, services and other administrative support to the related corporations.

## NOTE 5– ACCRUED EXPENSES

Accrued expenses consist of the following:

		<u>March 31, 2025</u>		<u>December 31, 2024</u>
<b>Accrued Compensation</b>	\$	6,654	\$	5,248
<b>Accrued Interest</b>		<u>2,117,749</u>		<u>2,006,442</u>
	\$	2,124,403	\$	2,011,690

## NOTE 6 – NOTES PAYABLE

*Notes payable: convertible non-related parties*

The Company has issued a number of convertible notes with various maturity dates to non-related parties. The loans bear interest at 5% to 10% and have various maturity dates through July 30, 2025. After maturity, the interest rate increases to 10% or 15%. In addition, at any time, the individual or corporation may convert the note into shares of the Company’s common stock at various exercise prices between \$0.00025 to \$0.20 per share. Due to the short-term nature of these loans, they are recorded as current liabilities. The Company calculates the fair value of the beneficial conversion feature as the difference between the conversion price and the fair market value of the Company’s common stock on the date of issuance. There were no new convertible promissory notes during the three months ending March 31, 2025. The debt discounts are amortized through the term of the notes. The outstanding balances including accrued interest at March 31, 2025 2023 was \$4,230,736 and \$4,131,285, respectively. The outstanding principal balance, net of debt discount at March 31, 2025 and December 31, 2024 was \$2,521,454 and \$2,520,829, respectively. The Company is in default under the repayment terms for the majority of these convertible notes payable.

As of March 31, 2025, the conversion price of the non-related party convertible notes were fixed and determinable on the date of issuance and as such in accordance with ASC Topic 815 “*Derivatives and Hedging*” (“ASC 815”), the embedded conversion options of the note were not considered derivative liabilities. The beneficial conversion features of certain convertible notes are at a price below fair market value. The Company recorded interest expense on the debt discount of \$1,125 and \$9,266 for the three months ended March 31, 2025 and 2024, respectively, in the accompanying consolidated statements of operations.

*Notes payable: convertible related parties*

The Company has issued a number of convertible notes to related parties. The loans bear interest at 5% to 10% and have various maturity dates through August 3, 2022. After maturity, the interest rate generally increases to 10% or 15%. In addition, at any time, the related party may convert the note into shares of the Company’s common stock at various exercise prices between \$0.0025 to \$0.05 per share. Due to the short-term nature of these loans, they are recorded as current liabilities. The Company calculated the fair value of the beneficial conversion feature as the difference between the conversion price and the fair market value of the Company’s common stock on the date of issuance. There were no new convertible promissory notes during the three months ended March 31, 2025. The debt discounts are amortized through the term of the notes. The outstanding balances including accrued interest at March 31, 2025 and December 31, 2024 was \$805,499 and \$793,623, respectively. The debt discounts were -0- at March 31, 2025 and December 31, 2024. The outstanding balances principal at March 31, 2025 and December 31, 2024 was \$395,600. The Company is in default under the repayment terms for these convertible notes payable.

As of March 31, 2025, the conversion price of the related party convertible notes were fixed and determinable on the date of issuance and as such in accordance with ASC Topic 815 “*Derivatives and Hedging*” (“ASC 815”), the embedded conversion options of the notes were not considered derivative liabilities. The beneficial conversion features of certain convertible notes are at a price below fair market value. The Company recorded interest expense on the debt discounts of \$-0- for three months ended March 31, 2025 and 2024, in the accompanying consolidated statements of operations.

*Long Term Notes payable: convertible non-related parties*

The Company has issued a convertible note payable to a non-related party. The loan bear interest at 10% and a maturity date of March 7, 2027. After maturity, the interest rate increases to 15%. In addition, at any time, the non-related party may convert the note into shares of the Company’s common stock at an exercise price of \$0.0025 per share. Due to the long-term nature of these loans, they are recorded as long-term liabilities. The Company calculates the fair value of the beneficial conversion feature as the difference between the conversion price and the fair market value of the Company’s common stock on the date of issuance. The fair value of the conversion option in connection with the notes added during the three months ended March 31, 2025 was \$9,800. March 31, 2025. The debt discounts are amortized through the term of the notes. All the outstanding long term notes payable have been transferred to current liabilities. The outstanding balances including accrued interest at March 31, 2025 and December 31, 2024 was \$9,867 and \$-0-, respectively. The outstanding principal balance, net of debt discount at March 31, 2025 and December 31, 2024, was \$408 and \$-0-, respectively.

As of March 31, 2025, the conversion price of the non-related party convertible notes were fixed and determinable on the date of issuance and as such in accordance with ASC Topic 815 “*Derivatives and Hedging*” (“ASC 815”), the embedded conversion options of the note were not considered derivative liabilities. The beneficial conversion features of certain convertible notes are at a price below fair market value. The Company recorded interest expense on the debt discount of \$408 and \$1,125 for the three months ended March 31, 2025 and 2024, respectively, in the accompanying consolidated statements of operations.

## **NOTE 7 – EQUITY TRANSACTIONS**

The Company was established with two classes of stock, 650,000,000 shares authorized of no-par value common stock and 50,000,000 shares authorized of no-par value preferred stock. The Company had 118,568,156 and 108,058,406 shares of common stock issued and outstanding as of March 31, 2025 and December 31, 2024, respectively. The Company had 60,000 shares of preferred stock issued and outstanding as of March 31, 2025 and December 31, 2024.

During May 2023, it was determined that the Company has not filed any Certificate of Designation to establish the rights, preferences, limitations or other elements applicable to its existing series or class of preferred shares. Notwithstanding the foregoing, the Company currently has 60,000 shares of its preferred stock issued and outstanding. The Company intends to undertake efforts to correct and cure the foregoing defective corporate action by following the procedures and requirements as set forth in pertinent provisions of RCW 23B.30.010 – 23B.30.080. When completed, each existing share of preferred stock is deemed to be an identical share of valid preferred stock issued at the time it was purportedly issued.

*Transactions*

During January 2018, an individual converted \$158 of accrued interest into 630,000 restricted shares of the Company’s common stock at \$0.00025 per share to partially satisfy a convertible promissory note dated June 6, 2015. As of March 31, 2025, these shares have not been issued to the individual.

For the three months ended December 31, 2018 and prior years, consultants and executives earned 4,672,859 restricted shares of the Company’s common stock for services to the Company. The shares were valued at \$163,650 or \$0.035 per share. On March 31, 2025, the Company wrote off 172,859 shares due to a former executive. The obligation for these unissued shares was older than the statute of limitations and such obligation was no longer considered due from the Company. The shares were valued at \$30,250 or \$0.1750 per share and recorded as a debt extinguishment in accompanying statements of operations. The remaining 4,500,000 shares valued at \$133,400 or \$0.0296 per share have not been issued to the consultants and executives as of March 31, 2025.

During April 2019, a consultant earned 250,000 restricted shares of the Company common stock under a consulting contract for virtual reality and bartering services to the Company. The shares were valued at \$2,500 or \$0.01 per share. As of March 31, 2025, these shares have not been issued to the individual.

During May 2019, a consultant earned 250,000 restricted shares of the Company common stock under a consulting contract for virtual reality and bartering services to the Company. The shares were valued at \$2,400 or \$0.096 per share. As of March 31, 2025, these shares have not been issued to the individual.

During June 2019, the Company's CEO earned 1,000,000 restricted shares of the Company common stock under an employment contract from the Company. The shares were valued at \$9,400 or \$0.0094 per share. As of March 31, 2025, these shares have not been issued to the CEO.

During October and November 2019, two consultants earned 1,000,000 restricted shares of the Company common stock under consulting contracts for virtual reality and bartering services to the Company. The shares were valued at \$9,800 or \$0.0098 per share. As of March 31, 2025, these shares have not been issued to the individuals.

During January 2020, a consultant earned 500,000 restricted shares of the Company common stock under a consulting contract for virtual reality and bartering services to the Company. The shares were valued at \$5,000 or \$0.01 per share. As of March 31, 2025, these shares have not been issued to the individual.

During May 2020, a consultant earned 500,000 restricted shares of the Company common stock under a consulting contract for virtual reality and bartering services to the Company. The shares were valued at \$4,800 or \$0.0096 per share. As of March 31, 2025, these shares have not been issued to the individual.

During June 2020, the Company's CEO earned 1,000,000 restricted shares of the Company common stock under an employment contract from the Company. These shares were valued at \$9,500 or \$0.0095 per share. As of March 31, 2025, the shares have not been issued to the CEO.

On August 1, 2020, the Company signed a stock purchase agreement with an attorney for 750,000 restricted shares of the Company's common stock. Under the agreement, the attorney agreed to provide legal fees of \$7,500 to the Company for patent services. At March 31, 2025, these shares have not yet been issued to the attorney.

During October and November 2020, two consultants earned 1,000,000 restricted shares of the Company common stock under consulting contracts for virtual reality and bartering services to the Company. The shares were valued at \$11,000 or \$0.011 per share. As of March 31, 2025, these shares have not been issued to the individuals.

On December 9, 2020, the Company entered into a two-year agreement with Marc Hatch, to provide expertise as sales manager for the Company's Discount AD Brokers acquisition. Mr. Hatch will be compensated with 1,000,000 shares of the Company's restricted common stock for each year of service for an aggregate of 2,000,000 shares. The subject shares will be earned on January 1, 2022 and January 1, 2023. The shares for year one were valued at \$119,900 or \$1.199 per share. The shares for year two were valued at \$59,000 or \$0.059 per share. At March 31, 2025, 2,000,000 shares have been earned but have not yet been issued.

On December 30, 2020, the Company's CEO earned 555,500 restricted shares of the Company's common stock shares under an executive compensation agreement dated October 1, 2020. The shares were valued at \$38,885 or \$0.07 per share. As of March 31, 2025, these shares have not been issued to the executive.

On March 30, 2021, the Company's CEO earned 555,500 shares valued at \$38,885 or \$0.07 per share under his October 1, 2020 employment agreement. As of March 31, 2025, these shares have not been issued to the executive.

On March 31, 2021, a consultant earned 100,000 restricted shares of the Company common stock under a consulting contract for services to the Company. The shares were valued at \$11,990 or \$0.1199 per share. As of March 31, 2025, these shares have not been issued to the individual.

During April 2021, a consultant earned 250,000 restricted shares of the Company's common stock for services to the Company. The shares were valued at \$0.1273 per share or \$31,825. The shares have not been issued as of March 31, 2025.

On June 13, 2021, a corporation converted \$4,000 of principal into 800,000 unrestricted shares of the Company's common stock at \$.005 per share to partially satisfy convertible promissory notes dated July 5, 2017 and August 8, 2017. These shares were not issued to the corporation at March 31, 2025.

On June 28, 2021, the Company's CEO earned 555,500 shares valued at \$38,885 or \$0.07 per share under his October 1, 2020 employment agreement. As of March 31, 2025, these shares have not been issued to the executive.

On September 26, 2021, the Company's CEO earned 555,500 shares valued at \$38,885 or \$0.07 per share under his October 1, 2020 employment agreement. As of March 31, 2025, these shares have not been issued to the executive.

During October and November 2021, two consultants earned 1,000,000 restricted shares of the Company common stock under consulting contracts for virtual reality and bartering services to the Company. The shares were valued at \$117,100 or \$0.1171 per share. As of March 31, 2025, these shares have not been issued to the individuals.

On December 26, 2021, the Company's CEO earned 555,500 shares valued at \$38,885 or \$.07 per share under his October 1, 2020 employment agreement. As of March 31, 2025, these shares have not been issued to the executive.

At December 31, 2021, 1,000,000 shares have been earned and valued at \$.0244 per share or \$69,800 under a "Work for Hire Performance Agreements" dated August 2016, with actors to co-host the Virtual Reality travel show "Really Twins". As of March 31, 2025, the 1,000,000 shares have not been issued to the actors.

During January 2022, a consultant earned 500,000 restricted shares of the Company common stock under a consulting contract for services to the Company. The shares were valued at \$63,650 or \$0.1273 per share. As of March 31, 2025, these shares have not been issued to the individual.

On March 25, 2022, the Company's CEO earned 555,500 shares valued at \$38,885 or \$.07 per share under his October 1, 2020 employment agreement. As of March 31, 2025, these shares have not been issued to the executive.

During April 2022, a consultant earned 250,000 restricted shares of the Company's common stock for services to the Company. The shares were valued at \$0.038 per share or \$9,500. These shares have not been issued as of March 31, 2025.

On June 25, 2022, the Company's CEO earned 555,500 shares valued at \$38,885 or \$.07 per share under his October 1, 2020 employment agreement. As of March 31, 2025, these shares have not been issued to the executive.

On September 21, 2022, the Company's CEO earned 555,500 shares valued at \$38,885 or \$.07 per share under his October 1, 2020 employment agreement. As of March 31, 2025, these shares have not been issued to the executive.

On October 1, 2022, a consultant earned 750,000 restricted shares of the Company common stock under consulting contracts for virtual reality and bartering services to the Company. The shares were valued at \$74,625 or \$0.0995 per share. As of March 31, 2025, these shares have not been issued to the individuals.

On May 6, 2024, the Company issued 2,234,000 unrestricted shares of the Company's common stock to a corporation, which fully satisfied the principal and accrued interest under a convertible promissory note dated June 1, 2015. The shares were valued at \$3,351 or \$0.0015 per share.

On October 21, 2024, the Company issued 2,754,110 unrestricted shares of the Company's common stock to a corporation, which fully satisfied the principal and accrued interest under a convertible promissory note dated June 8, 2016. The shares were valued at \$5,508 or \$0.002 per share.

On December 2, 2024, an individual converted two convertible promissory notes into 4,965,000 unrestricted shares of the Company's common stock, which fully satisfied the principal and accrued interest under the convertible promissory notes dated August 21, 2019 and November 8, 2019. The shares were valued at \$24,825 or \$0.005 per share. As of March 31, 2025, these shares have not been issued to the individual.

On December 16, 2024, an individual converted a convertible promissory note into 5,544,750 unrestricted shares of the Company's common stock, which fully satisfied the principal and accrued interest under the convertible promissory note dated February 19, 2016. The shares were valued at \$11,090 or \$0.002 per share. As of March 31, 2025, these shares have not been issued to the individual.

On February 13, 2025, the Company issued 4,965,000 unrestricted shares of the Company's common stock to a corporation, which fully satisfied the principal and interest under convertible promissory notes dated August 21, 2019 and November 8, 2019. The shares were valued at \$24,825 or \$0.005 per share.

On February 14, 2025, the Company issued 5,544,750 unrestricted shares of the Company's common stock to a corporation, which fully satisfied the principal and interest under a convertible promissory note dated February 19, 2016. The shares were valued at \$11,090 or \$0.002 per share.

Through March 31, 2025, a consultant earned 891,534 restricted shares of the Company common stock under a consulting contract dated July 6, 2021 for accounting services to the Company. The shares were valued at \$15,406 or \$0.0173 per share. As of March 31, 2025, these shares have not been issued to the consultant.

## NOTE 8 – MATERIAL CONTRACTS

During August 2016, the Company entered into 2 (two) “Work for Hire Performance Agreements” with actors to co-host the Virtual Reality travel show “Really Twins”. The contracts cover two seasons for the Virtual Reality show, defined as 6 (nine) episodes per season. All work must be completed by December 31, 2020. The agreement may be terminated without cause by either party upon 30 days advance notice. For each season of “Really Twins” Virtual Reality show, the two actors are compensated with 1,000,000 shares for an aggregate of 2,000,000 shares of the Company’s unregistered common stock. The first season was completed during January 2018 and the 1,000,000 shares were valued at \$.0244 per share or \$24,400. During June 2019, the contracts for season two of the “Really Twins” was extended to June, 30 2020. During June 2020, the agreement with the Really Twins for season two was extended until December 31, 2021 due to complications of shooting during Covid-19. At December 31, 2021, the 1,000,000 shares have been earned and valued at \$.0244 per share or \$69,800. As of March 31, 2025, the 2,000,000 shares have not been issued for the first and second season of the ” Really Twins”.

On March 27, 2018, the Company entered into a “Binding Letter of Agreement” with veteran detective/author John Cameron for 50% rights to "It's Me Edward Wayne Edwards - The Serial Killer You Never Heard of" and the subsequent updated version "It Was Always ME! Edward Edwards - The Most Prolific Serial Killer of All Time" and/or its derivatives. In exchange, the Company will issue the author 1,000,000 restricted shares of Company’s common stock valued at \$20,000 or \$0.02 per share and provide various multimedia services to market and sell the book. The services include websites, internet accessible portals complete with e-commerce, affiliate programs, TV, Radio spots, etc. At March 31, 2025, the 1,000,000 shares have not been issued to Mr. Cameron.

On December 9, 2020, the Company entered into a two-year consulting agreement with an individual to provide expertise as the sales manager for the Company’s Discount AD Brokers acquisition. The consultant will be compensated with 1,000,000 shares of the Company’s restricted common stock for each year of service for an aggregate of 2,000,000 restricted shares. The subject shares will be earned on January 1, 2022 and January 1, 2023. The shares for year one were valued at \$119,900 or \$.1199 per share. The shares for year two were valued at \$59,000 or \$.059 per share. At March 31, 2025, 2,000,000 restricted shares have been earned but have not yet been issued to the consultant. In addition, the consultant is compensated with 3.5% of the gross advertising revenues generated by the media business (former Discount Ad Brokers) after meeting certain milestones. During three months ending March 31, 2025 and 2024, the consultant earned \$-0- under the agreement for 3.5% of the gross advertising revenues.

On March 19, 2025, the Company entered into a two-year Work for Hire Agreement with a consultant to serve as chief software engineer to provide research and development services to the Company. The consultant will be compensated with 2,500,000 restricted shares of the Company’s restricted common stock for each year of service for an aggregate of 5,000,000 restricted shares. The subject shares will be earned upon completion of each month under the agreement. The shares earned at March 31, 2025 was -0- restricted shares of the Company’s common stock.

## NOTE 9 – BARTERING TRANSACTIONS

In 2017, the Company began providing media services using two on-line bartering websites and third-party providers. The Company’s business model is to purchase incomplete advertising impressions with barter assets and sell completed advertising for barter assets or cash. The Company achieved revenues of \$424,545 from 29 transactions ranging from \$3,720 to \$203,460 each, for the three months ended March 31, 2025 and achieved revenues of \$121,710 from 19 transactions ranging from \$2,880 to \$18,000 each, for the three months ended March 31, 2024. The cost of revenues amounted to approximately 82% to 88% of the gross revenues for the three months ended March 31, 2025 and 2024.

At March 31, 2025 and December 31, 2024, respectively the unused service received was \$1,363,090 and \$1,253,655 for barter exchange and related prepaid expenses of \$5,000, were recorded on the accompanying consolidated balance sheet. In addition, deferred revenue of \$105,000 and \$72,960 for completed but unearned bartering transactions was recorded on the accompanying consolidated balance sheet at March 31, 2025 and December 31, 2024, respectively. On September 30, 2024, the Company performed an impairment analysis for the barter exchange asset and determined a \$360,000 impairment write off was necessary. For a further discussion see *Note 1 – Organization And Basis Of Presentation Basis*

## NOTE 10 – SEGMENT INFORMATION

The company operates primarily in three distinct business segments: Media Division, Virtual Reality and Content.

**The Media division** The ReelTime Media brand was established in 2017 initially to monetize the ability to connect advertisers with the nation’s major media properties with excess advertising capacity which has expanded to that of a traditional advertising agency model providing production, media planning and placement services to national, regional and local advertising clients.

The Company has participated in various barter transactions involving media advertising availability and placement activity with favorable financial results. A large portion of these barter transactions occurred through the iTrade Pay barter exchange. The Company intends to continue using various barter exchanges for a significant portion of its advertising/media placement activities in the future.

**The Virtual Reality division**, in operation since 2014, is in the business of developing, producing and distributing Virtual Reality content and technologies. ReelTime has end-to-end production, editing, and distribution capabilities for internal and external 360° Virtual Reality projects.

The Company continues to be actively engaged in developing and producing an end-to-end state of the art Virtual Reality suite.

The Company developed and, on July 19, 2016, filed a patent application for a “Simultaneous Spherical Panorama Image and Video Capturing System” [Application no. 62364262] which has been in continued development. The Company anticipates that it will be able to use this technology in consumer and commercial applications. On September 1, 2020, the patent was officially issued as U.S. Patent Number 10761303.

**The Content Production division** developed from the production, editing and audio management elements of the VR division which was established in 2018 to engage in developing and producing Linear TV and Radio broadcasts of editorial support programming in a paid placement model.

Developing a revenue stream from both the media placement activity and the production of the content piece within the content production division produces the highest gross margins of the three Company divisions.

In the future, the Company anticipates that it will continue with its core media-based business activities which may, without any assurances, thereby generate sufficient revenues to expand and utilize emerging technologies and potential opportunities which may arise. The Company also anticipates that it may have the opportunity to acquire other similar media-based businesses that can help and assist it to advance its core activities as summarized herein.

The Company experiences no existing government regulation outside of general corporation law for the states in which it operates (or will operate) and federal regulations pertinent to it as an Issuer and in the course of daily business. Management perceives no probable government regulation that would otherwise restrict the business or the plans of the Company. In that context, management believes the Company is not significantly impacted by federal, state and local environmental laws and does not have significant costs associated with compliance with such laws and regulations. The Company has one officer and makes use of consultants on an as needed basis.

The Company’s segment profit or loss is measured using gross profit, which is the primary performance metric utilized by management to evaluate the financial results of each reportable segment. For segment reporting purposes, gross profit is calculated as the difference between segment revenue and the direct costs associated with specific projects or contracts. These direct costs include materials, labor, subcontractors, and other project-specific expenses directly attributable to the activities of each segment.

The financial performance of each segment is regularly reviewed by the Chief Executive Officer (CEO). The CODM of the Company is Barry Henthorn, CEO. The Company’s segment disclosures are presented in accordance with the guidance set forth in ASC 280, *Segment reporting*. Specifically, the disclosures comply with the requirements outlined in ASC 280-10-50-22 through 50-26, which mandate that an entity disclose certain information about its operating segments to enable users of the financial statements to understand the financial performance of different parts of the business.

In accordance with ASC 280-10-50-22, the Company discloses financial information for each reportable segment, including revenue, operating profit or loss, and other significant items that are used by the chief operating decision maker (CODM) in assessing the performance and making decisions about the allocation of resources. The Company identifies its reportable segments based on the internal management structure, and all relevant information is disclosed in the segment footnote as required.

In accordance with ASC 280-10-50-29, the disclosures also adhere to the requirements of which mandate that the financial information provided for each segment should include items such as capital expenditures, depreciation, and amortization, when appropriate. The disclosures reflect the performance and financial position of each segment, and a reconciliation of segment totals to the overall consolidated financial results, including total segment profit or loss and other significant disclosures.

The Company’s segment disclosures are presented in accordance with the requirements set forth in ASC 280-10-50-30(b) and (c), which specify the need to disclose the total of reportable segments’ profit or loss, as well as the basis of measurement used to determine the segment results.

In accordance with ASC 280-10-50-30(b), the Company provides the total of profit or loss for all reportable segments, which reflects the combined operating results for each reportable segment included in the financial statements. The total segment profit or loss represents the aggregation of segment results before the allocation of corporate expenses and certain other items not attributable to specific segments.



As required by ASC 280-10-50-30(c), the Company has also disclosed the basis of measurement for segment profit or loss. The measure used to assess segment performance and allocate resources is operating income (or loss), which includes revenues, cost of sales, and directly attributable operating expenses for each segment. The operating income (or loss) for each reportable segment is reviewed by the Company's chief operating decision maker (CODM) and serves as the primary performance metric used in resource allocation and operational decision-making.

**Segment information is as follows:**

<b>For the Three Months Ended March 31, 2025:</b>	<b>Media</b>	<b>Virtual Reality</b>	<b>Content Production</b>	<b>Corporate</b>	<b>Consolidated</b>
Revenue	\$ 424,545	\$ 1,432	\$ -	\$ -	\$ 425,977
Cost of Revenue	347,150	2,529	-	-	349,679
Gross margin	77,395	(1,097)	-	-	76,298
Operating expenses:					
Professional fees	\$ 12,060	\$ 41	\$ -	\$ -	\$ 12,101
Advertising	25,102	85	-	-	25,187
General and administrative expenses	7,299	25	-	-	7,324
Amortization expense	-	4,755	-	-	4,755
Total operating expenses	44,461	4,906	-	-	49,367
Net operating income (loss)	32,934	(6,003)	-	-	26,931
Other income (expense):					
Other income (expense)	-	-	-	161,484	161,484
Interest expense	-	-	-	(112,839)	(112,839)
Total other income (expense)	-	-	-	48,645	48,645
Net income (loss)	\$ 32,934	\$ (6,003)	\$ -	\$ 48,645	\$ 75,576

  

<b>For the Three Months Ended March 31, 2024:</b>	<b>Media</b>	<b>Virtual Reality</b>	<b>Content Production</b>	<b>Corporate</b>	<b>Consolidated</b>
Revenue	\$ 121,710	\$ 1,181	\$ 750	\$ -	\$ 123,641
Cost of Revenue	106,862	1,586	1,007	-	109,455
Gross margin	14,848	(405)	(257)	-	14,186
Operating expenses:					
Professional fees	\$ 10,235	\$ 99	\$ 63	\$ -	\$ 10,397
Advertising	96	1	1	-	98
General and administrative expenses	2,881	28	18	-	2,927
Amortization expense	-	4,755	-	-	4,755
Total operating expenses	13,212	4,883	82	-	18,177
Net operating income (loss)	1,636	(5,288)	(339)	-	(3,991)
Other income (expense):					
Other income (expense)	-	-	-	60,880	60,880
Interest expense	-	-	-	(123,031)	(123,031)
Total other income (expense)	-	-	-	(62,151)	(62,151)
Net income (loss)	\$ 1,636	\$ (5,288)	\$ (339)	\$ (62,151)	\$ (66,142)

The total assets for each segment are presented in accordance with segment reporting requirements of ASC 280-10, which requires the disclosure of total assets for each reportable segment.

<b>As of March 31, 2025:</b>	<b>Media</b>	<b>Virtual Reality</b>	<b>Content Production</b>	<b>Corporate</b>	<b>Consolidated</b>
<b>Assets</b>					
Current assets:					
Cash	\$ -	\$ 1,994	\$ -	\$ -	\$ 1,994
Marketable securities	-	-	-	279,244	279,244
Prepaid expenses	5,000	-	-	29,800	34,800
Barter exchange	1,363,090	-	-	-	1,363,090
Due from related parties	-	-	132,011	(106,243)	25,768
<b>Total current assets</b>	<b>1,368,090</b>	<b>1,994</b>	<b>132,011</b>	<b>202,801</b>	<b>1,704,896</b>
<b>Other assets</b>					
Intangible assets	-	66,056	-	-	66,056
Goodwill	-	712,850	-	-	712,850
<b>Total other assets</b>	<b>-</b>	<b>778,906</b>	<b>-</b>	<b>-</b>	<b>778,906</b>
<b>Total Assets</b>	<b>\$ 1,368,090</b>	<b>\$ 780,900</b>	<b>\$ 132,011</b>	<b>\$ 202,801</b>	<b>\$ 2,483,802</b>

<b>As of December 31, 2024:</b>	<b>Media</b>	<b>Virtual Reality</b>	<b>Content Production</b>	<b>Corporate</b>	<b>Consolidated</b>
<b>Assets</b>					
Current assets:					
Cash	\$ -	\$ 11,638	\$ 7,391	\$ -	\$ 19,029
Marketable securities	-	-	-	117,760	117,760
Accounts receivable	-	15,000	-	-	15,000
Prepaid expenses	5,000	-	-	31,690	36,690
Barter exchange	1,253,655	-	-	-	1,253,655
Due from related parties	-	-	121,511	(105,546)	15,965
<b>Total current assets</b>	<b>1,258,655</b>	<b>26,638</b>	<b>128,902</b>	<b>43,904</b>	<b>1,458,099</b>
<b>Other assets</b>					
Intangible assets	-	70,810	-	-	70,810
Goodwill	-	712,850	-	-	712,850
<b>Total other assets</b>	<b>-</b>	<b>783,660</b>	<b>-</b>	<b>-</b>	<b>783,660</b>
<b>Total Assets</b>	<b>\$ 1,258,655</b>	<b>\$ 810,298</b>	<b>\$ 128,902</b>	<b>\$ 43,904</b>	<b>\$ 2,241,759</b>

## NOTE 12 – SUBSEQUENT EVENTS

The Company evaluated all events or transactions that occurred through May 20, 2025. During this period, the Company did not have any material recognizable subsequent events.