

**Preferred Commerce, Inc.**  
A Nevada Corporation  
3361 Fairlane Farms Rd, Unit # 3, Wellington, FL 33414

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561-752-2250  
Cellev8.Com  
mike@cellev8.com  
Primary 87 42

**Quarterly Report**  
For the period ending May 31, 2025 (the "Reporting Period")

**Outstanding Shares**

The number of shares outstanding of our Common Stock was:

125,615,382 as of May 31, 2025

120,114,830 as of November 30, 2024

**Shell Status**

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

Yes:  No:

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

Yes:  No:

**Change in Control**

Indicate by check mark whether a Change in Control<sup>4</sup> of the company has occurred during this reporting period:

Yes:  No:

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<sup>4</sup> "Change in Control" shall mean any events resulting in:

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

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

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

Preferred Commerce, Inc., 3361 Fairlane Farms Rd, Unit # 3, Wellington, FL 33414  
Open Cell Biomed (Date of name change) 6-20-2014  
Grand Motion (Date of name change) 7-17-2008

Current State and Date of Incorporation or Registration: Nevada 7/7/2006  
Standing in this jurisdiction: (e.g. active, default, inactive): Active

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

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

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

Address of the issuer's principal executive office:

3361 Fairlane Farms Rd, Unit # 3, Wellington, FL 33414

Address of the issuer's principal place of business:

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

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

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

**2) Security Information**

**Transfer Agent**

Name: V Stock Transfer, LLC  
Phone: 212-828-8436  
Email: vstocktransfer.com  
Address: 18 Lafayette Place, Woodmere, NY 11598

**Publicly Quoted or Traded Securities:**

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

Trading symbol: CELV  
Exact title and class of securities outstanding: Common Stock  
CUSIP: 740390101

Par or stated value:	\$0.0001
Total shares authorized:	150,000,000 as of date: 5/31/2025
Total shares outstanding:	125,615,382 as of date: 5/31/2025
Total number of shareholders of record:	435 as of date: 5/31/2025

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

N/A

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

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

Exact title and class of securities outstanding:	Preferred Class A
Par or stated value:	\$0.0001
Total shares authorized:	5,000 as of date: 5/31/2025
Total shares outstanding:	5,000 as of date: 5/31/2025
Total number of shareholders of record:	1 as of date: 5/31/2025

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

N/A

**Security Description:**

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

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

Standard Voting rights

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

The five thousand (5,000) Series A Preferred Stock shall have the right to a dividend and an aggregate voting power of 100% of the combined voting power of the entire Corporation's shares, Common Stock and Preferred Stock as long as the Corporation is in existence. The holders of Class A Preferred Stock shall have the right upon the liquidation, dissolution or winding up of the Corporation or in any other case in which to receive the amount paid-up thereon plus all capital contributed for Class A Preferred Stock in excess of par value, in preference and priority to any distributions on the Common Shares, and subordinate to any distributions on any other class or series of shares now existing or hereafter created. If, the assets and funds available for distribution among the holders of the Class A Preferred Stock shall be insufficient to permit the payment to such holders of the preferential amounts payable thereon, then the entire assets and funds of the Corporation legally available for distribution to the Class A Preferred Stock shall be distributed ratably among such shares. After such payment shall be made in full to the holders of Class A Preferred Stock, the holders of Class A Preferred Stock shall not be entitled to any other payment or distribution in respect of such shares.

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

N/A

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

N/A

3) Issuance History

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

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

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

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

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

Shares Outstanding <u>Opening Balance:</u> Date <b>11/30/2022</b> Common: <b>103,891,216</b> Preferred: <b>5,000</b>			*Right-click the rows below and select "Insert" to add rows as needed.						
Date of Transaction	Transaction type (e.g., new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to.  ***You must disclose the control person(s) for any entities listed.	Reason for share issuance (e.g. for cash or debt conversion) - OR- Nature of Services Provided	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.

11/29/2023	Issuance	100,000	Common	0.25	Yes	Larry Evans	purchase	ALL	ALL
11/29/2023	Issuance	1,700,000	Common	0.20	Yes	Roger & Sara Gildehaus	purchase	RESTRICTED	RULE 144
11/29/2023	Issuance	650,000	Common	0.15	Yes	Harry Tawill	purchase	*	*
11/29/2023	Issuance	1,700,000	Common	0.11	Yes	Thomas Sagona	purchase	*	*
11/29/2023	Issuance	450,000	Common	0.001	Yes	Sheri & Stephen Zawisza	convertible debt	*	*
11/29/2023	Issuance	100,000	Common	0.001	Yes	Markus Bailey	convertible debt	*	*
11/29/2023	Issuance	4,000,000	Common	0.001	Yes	Susan Ferraro	convertible debt	*	*
11/29/2023	Issuance	250,000	Common	0.001	Yes	Michael & Leisa Dunn	convertible debt	*	*
5/31/2024	Issuance	1,100,000	Common	0.10	Yes	Gerry David	compensation	*	*
7/23/2024	Issuance	804,750	Common	0.40	Yes	Arthur Morburger	convertible debt	*	*
8/26/2024	Issuance	44,500	Common	0.45	Yes	Susan Pinches	convertible debt	*	*
8/26/2024	Issuance	44,500	Common	0.45	Yes	William Pinches	convertible debt	*	*
8/26/2024	Issuance	44,500	Common	0.45	Yes	Carol Pinches	convertible debt	*	*
9/10/2024	Issuance	1,000,000	Common	0.001	Yes	John Behling	compensation	*	*
9/10/2024	Issuance	1,000,000	Common	0.001	Yes	Mark Centolella	compensation	*	*
11/19/2024	Issuance	2,175,000	Common	0.20	Yes	Draper Inc. Denise Aversano	services (control person)	*	*
11/19/2024	Issuance	25,000	Common	0.40	Yes	Matthew Andrews	convertible debt	*	*
11/25/2024	Issuance	500,000	Common	0.001	Yes	Nicholas Ferraro	reorg services	*	*
11/26/2024	Issuance	535,364	Common	0.40	Yes	Sheri & Stephen Zawisza	debt conversion	*	*
12/2/2024	Issuance	1,000,000	Common	0.01	Yes	HALLIE LORBER	reorg services	*	*
12/2/2024	Issuance	50,000	Common	0.01	Yes	KATHLEEN RANDALL	reorg services	*	*
12/2/2024	Issuance	100,000	Common	0.50	Yes	SAGONA FAMILY TRUST THOMAS V. SAGONA	purchase (control person)	*	*
12/29/2024	Issuance	500,000	Common	0.20	Yes	HARRY TAWILL	purchase	*	*
1/23/2025	Issuance	40,000	Common	0.25	Yes	RICHARD DREGER	purchase	*	*
1/29/2025	Issuance	25,000	Common	0.10	Yes	DR JEFFREY M BISHOP & CHARLENE A BISHOP JWTR	purchase	*	*
2/13/2025	Issuance	650,000	Common	0.39	Yes	TIMOTHY A HARRELL REVOCABLE TRUST TIMOTHY A HARRELL	purchase  (control person)	*	*
2/14/2025	Issuance	279,694	Common	0.50	Yes	Mark Fiorini	debt conversion	*	*
3/11/2025	Issuance	487,500	Common	0.40	Yes	Harry Tawill	purchase	*	*
3/11/2025	Issuance	347,046	Common	0.50	Yes	Joseph Chiaizio	debt conversion	*	*
3/26/2025	Issuance	721,312	Common	0.80	Yes	Daxa Patel	debt conversion	*	*
4/16/2025	Issuance	250,000	Common	0.10	Yes	6333 LLC Larry Martin	services (control person)	*	*
4/23/2025	Issuance	1,000,000	Common	0.10	Yes	Eugenio Cabrera	services	*	*
5/26/2025	Issuance	50,000	Common	0.40	Yes	Jack Tawill	purchase	*	*

Shares Outstanding on Date of This Report:

Ending Balance: \_\_\_\_\_ Date 5/31/2025

Common: 125,615,382

Preferred: 5,000

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

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

N/A

## B. Convertible Debt

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

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

Date of Note Issuance	Principal Amount at Issuance (\$)	Outstanding Balance (\$) (include accrued interest)	Maturity Date	Conversion Terms (e.g., pricing mechanism for determining conversion of instrument to shares)	# Shares Converted to Date	# of Potential Shares to be Issued Upon Conversion <sup>5</sup>	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g., Loan, Services, etc.)

<sup>5</sup> The total number of shares that can be issued upon full conversion of the Outstanding Balance. The number should not factor any "blockers" or limitations on the percentage of outstanding shares that can be owned by the Noteholder at a particular time. For purposes of this calculation, please use the current market pricing (e.g. most recent closing price, bid, etc.) of the security if conversion is based on a variable market rate.

11/24/2017	\$ 24,990	\$ 42,111	11/8/2018	convert, P & I @ \$.50 a share	None	TBD	Benard Meinen	Loan
12/20/2017	10,000	16,850	12/15/2018	convert, P & I @ \$.50 a share	None	TBD	Jannell Beck	Loan
2/7/2018	25,000	41,625	3/7/2018	convert, P & I @ \$.50 a share	None	TBD	Jerry Maier	Loan
4/4/2018	50,000	82,250	6/29/2018	convert, P & I @ \$.50 a share	None	TBD	Jerry Maier	Loan
12/1/2019	25,000	36,875	4/20/2018	convert, P & I @ \$.50 a share	None	TBD	Jerry Maier	Loan
11/27/2019	25,000	36,875	4/20/2018	convert, P & I @ \$.50 a share	None	TBD	Charles Strogen	Loan
10/9/2020	15,000	20,175	10/9/2021	convert @ 10% discount to mki when market above \$2.00/shar	None	TBD	Phillip Harris	Loan
12/11/2020	100,000	134,583	12/11/2023	convert @ 10% discount to mki when market above \$2.00/shar	None	TBD	Chris and Stacy Bovinet	Loan
6/7/2022	50,000	63,750	6/7/2023	convert @ 10% discount to mki when market above \$2.00/shar	None	TBD	Markus Bailey	Loan
11/1/2022	25,000	31,458	11/1/2025	convert @ 10% discount to mki when market above \$2.00/shar	None	TBD	Markus Bailey	Loan
11/7/2022	100,000	125,416	11/7/2025	convert @ 10% discount to mki when market above \$2.00/shar	None	TBD	Gregory Johnson	Loan
12/12/2022	50,000	61,875	12/12/2025	convert @ 10% discount to mki when market above \$2.00/shar	None	TBD	Gregory Johnson	Loan
3/2/2023	50,000	61,250	10/15/2023	convert, P & I @ \$.25 a share	None	TBD	Michael Dunn	Loan
<b>Total Outstanding Balance:</b>		<b>\$755,093</b>	<b>Total Shares:</b>		None			

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

N/A

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

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

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

Preferred Commerce is focused on health and wellness products. The Company's main product is Cellev8 Gummies. Cellev8 products contain Superoxide Dismutase (SOD) combined with antioxidants, soluble corn fiber and other ingredients that help the human body regenerate healthy cells and strengthen the immune system. The Company currently has three employees.

Preferred Commerce is engaged in the development, marketing, sales, and distribution of Cellev8 Gummies, and other branded sources of SOD (Superoxide dismutase) based products. SOD is one of the most powerful enzymes in the body and is also one of the most powerful antioxidants in the world. Every day the body produces these enzymes, but the enzymes are attacked by free radicals and oxidative stress allowing damage to be done to the cells that keep our body's functioning at the peak, healthy levels. Getting SOD into the bloodstream is the key, the team behind Thriv5 and its scientist partners have developed a patent-pending method of delivering the SOD through the digestive system allowing it to reach the gut and ultimately get to the bloodstream and neurological system, allowing the SOD to help

repair damaged cells and assist in producing new cells faster than the damage is happening. SOD has nearly 100 years of studies behind it and what it can do for human health and our patent-pending products are now in a position to revolutionize health and well-being. The products and SOD are 100% all-natural and the SOD is extracted at the highest levels ever recorded and is plant-based. We have embarked on a multi-year agreement into the NASCAR Cup Series and Xfinity Series racing. We will be promoting the product through retail stores, online sales, and social media. Preferred Commerce has long been a solution provider to the horticulture and agriculture industries, as well as to consumers.

Products are sold through retail and direct to consumer. Products are also sold wholesale to retailers. Our products consist of gummies that are wellness products that feature Superoxide dismutase as one of the main effective ingredients. We combine the main ingredients with other healthy vitamins and enzymes to help people and animals live a healthier lifestyle. The products' main purpose is to help alleviate oxidative stress, free the body of free radicals and reduce inflammation.

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

N/A

- C. Describe the issuers' principal products or services.

**Principal Products** - Cellev8 "Inflammation and Recovery" Gummies and "Focus and Memory" Gummies. Additional gummies in development are all SOD based. Marketed and sold DTC and direct to sports teams, college and professional.

## 5) Issuer's Facilities

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

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

The Company leases office and warehouse space, on a month-to-month basis at 3361 Fairlane Farms Rd, Unit # 3, Wellington, FL 33414.

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

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

In addition, list all individuals or entities controlling 5% or more of any class of the issuer's securities.

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

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

Individual Name (First, Last) or Entity Name (Include names of control person(s) if a corporate entity)	Position/Company Affiliation (ex: CEO, 5% Control person)	City and State (Include Country if outside U.S.)	Number of Shares Owned (List common, preferred, warrants and options separately)	Class of Shares Owned	Percentage of Class of Shares Owned (undiluted)
M. Ferraro	President and Board Chairman	Wellington, FL	22,454,651	Common	17.88
F. Ferraro	Shareholder	Wellington, FL	8,272,842	Common	6.59
J. Bartonek	Shareholder	Edison, NJ	6,467,775	Common	5.15
M. Centolella	COO	Cicero, NY	1,000,000	Common	0.80
R. Hanson	Board Member	Santa Barbara, CA	484,000	Common	0.39
E. Mays	Board Member	Jersey City, NJ	0	N/A	N/A
M. Hagan, Jr.	Board Member	Westin, FL	0	N/A	N/A
Dr. E. Serrano	Board Member	Columbus, OH	0	N/A	N/A
M. Medri	Board Member	Westin, FL	0	N/A	N/A
C. King	Interim CFO	Delray Beach, FL	0	N/A	N/A
Ferraro Family Trust: Michael & Susan Ferraro Trustees	Trust	Wellington, FL	5,000	Preferred Class A	100.

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

## 7) Legal/Disciplinary History

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

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

None

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

None

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

None

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

None

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

None

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

None

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

None

### 8) Third Party Service Providers

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

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

#### Securities Counsel

Name:	Thomas H. Dougherty
Firm:	Thomas H. Dougherty, P.A.
Address 1:	712 U.S. Highway One - Suite 210
Address 2:	North Palm Beach, FL 33408
Phone:	(561) 842-9707
Email:	thdlaw@bellsouth.net

#### Accountant or Auditor

Name:	N/A
Firm:	_____
Address 1:	_____
Address 2:	_____
Phone:	_____
Email:	_____

Investor Relations

Name: N/A  
Firm: \_\_\_\_\_  
Address 1: \_\_\_\_\_  
Address 2: \_\_\_\_\_  
Phone: \_\_\_\_\_  
Email: \_\_\_\_\_

*All other means of Investor Communication:*

X (Twitter): \_\_\_\_\_  
Discord: \_\_\_\_\_  
LinkedIn: \_\_\_\_\_  
Facebook: \_\_\_\_\_  
[Other ] \_\_\_\_\_

Other Service Providers

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

Name: N/A  
Firm: \_\_\_\_\_  
Nature of Services: \_\_\_\_\_  
Address 1: \_\_\_\_\_  
Address 2: \_\_\_\_\_  
Phone: \_\_\_\_\_  
Email: \_\_\_\_\_

**9) Disclosure & Financial Information**

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

Name: Colm King  
Title: Acting CFO  
Relationship to Issuer: None

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

- IFRS
- U.S. GAAP

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

Name: Colm King  
Title: Acting CFO  
Relationship to Issuer: None

Describe the qualifications of the person or persons who prepared the financial statements:<sup>6</sup> NYS licensed CPA (currently inactive) providing SEC compliance and financial statement preparation services to clients.

Provide the following qualifying financial statements:

- Audit letter, if audited;
- Balance Sheet;
- Statement of Income;
- Statement of Cash Flows;
- Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)
- Financial Notes

**Financial Statement Requirements:**

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

**10) Issuer Certification**

*Principal Executive Officer:*

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

The certifications shall follow the format below:

I, Michael Ferraro certify that:

1. I have reviewed this Disclosure Statement for Preferred Commerce, Inc.;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

7/12/2025 [Date]

/s/ MICHAEL FERRARO [CEO's Signature]

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

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

*Principal Financial Officer:*

I, Colm King certify that:

1. I have reviewed this Disclosure Statement for Preferred Commerce, Inc.;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

7/12/2025 [Date]

/s/ COLM KING [CFO's Signature]

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

**Preferred Commerce, Inc.**  
**Index to the Financial Statements**

Consolidated Balance Sheets as of May 31, 2025 and November 30, 2024 (unaudited)

Consolidated Statements of Operations for the three months ended May 31, 2025  
and the year ended November 30, 2024 (unaudited)

Consolidated Statement of Changes in Stockholders' Equity (Deficit) for the three months  
ended May 31, 2025 and the year ended November 30, 2024 (unaudited)

Consolidated Statements of Cash Flows for the three months ended May 31, 2025 and  
the year ended November 30, 2024 (unaudited)

Notes to Financial Statement

**PREFERRED COMMERCE, INC.**  
**CONSOLIDATED BALANCE SHEETS**  
(unaudited)

	<u>May 31,</u> <u>2025</u>	<u>November 30,</u> <u>2024</u>
<b>ASSETS</b>		
Current Assets		
Cash	\$ 88,059	\$ 166,984
Inventory	<u>53,316</u>	<u>108,329</u>
Total Current Assets	141,375	275,313
Property and Equipment, net	215	-
Notes Receivable	-	88,365
Other Assets	<u>3,200</u>	<u>3,200</u>
Total Assets	<u>\$ 144,790</u>	<u>\$ 366,878</u>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)</b>		
Current Liabilities		
Accounts Payable and Accrued Expenses	\$ 181,712	\$ 141,643
Note Payable	422,670	537,785
Officer Loans	120,588	120,588
Notes Payable - Related Parties	272,276	-
Notes Payable - Stockholders	<u>755,093</u>	<u>1,157,886</u>
Total Current Liabilities	<u>1,752,339</u>	<u>1,957,902</u>
Total Liabilities	<u>\$ 1,752,339</u>	<u>\$ 1,957,902</u>
Commitments and contingencies (Note 8)		
Stockholders' Equity (Deficit)		
Preferred Stock: 5,000 shares authorized; \$0.0001 par value, 5,000 shares issued and outstanding at May 31, 2025 and November 30, 2024	1	1
Common stock: 150,000,000 shares authorized; \$0.0001 par value, 125,615,382 and 120,114,830 shares issued and outstanding at May 31, 2025 and November 30, 2024, respectively	12,561	12,011
Common stock issuable: 12,696,320 and 13,271,320 shares to be issued at May 31, 2025 and November 30, 2024, respectively	1,270	1,327
Treasury Stock: 85,107 Shares at May 31, 2025 and November 30, 2024	9	9
Accumulated Other Comprehensive Income	1,958,527	1,958,527
Additional paid in capital	37,036,310	36,276,353
Subscriptions receivable	(70,000)	(70,000)
Accumulated deficit	<u>(40,546,227)</u>	<u>(39,769,252)</u>
Total Stockholders' Equity (Deficit)	<u>(1,607,549)</u>	<u>(1,591,024)</u>
Total Liabilities and Stockholders' Equity (Deficit)	<u>\$ 144,790</u>	<u>\$ 366,878</u>

The accompanying notes are an integral part of these financial statements

**PREFERRED COMMERCE, INC.**  
**CONSOLIDATED STATEMENTS OF OPERATIONS**  
(unaudited)

	<b>For the Three Months Ended May 31, 2025</b>	<b>For the Year Ended November 30, 2024</b>
Revenues	\$ 55,409	\$ 198,768
Cost of Sales	<u>21,765</u>	<u>42,861</u>
Gross Profit	33,644	155,907
 Operating Expenses		
Compensation	82,514	452,996
Professional Fees	26,471	53,723
Advertising & Promotion	162,120	605,065
Rent	9,600	36,200
Other General and Administrative	316,085	222,682
Depreciation	<u>34</u>	<u>3,975</u>
Total Operating Expenses	<u>596,824</u>	<u>1,374,641</u>
 Operating Gain (Loss)	 <u>(563,180)</u>	 <u>(1,218,734)</u>
 Other Income and Expenses		
Interest Expense	40,729	122,242
Gain on Extinguishment of Debt (Note 9)	<u>57,260</u>	<u>1,605,007</u>
Total Other Income and Expenses	<u>16,531</u>	<u>1,482,765</u>
 Net Income (Loss)	 <u>\$ (546,649)</u>	 <u>\$ 264,031</u>

The accompanying notes are an integral part of these financial statements

**PREFERRED COMMERCE, INC.**  
**CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY (DEFICIT)**  
**FOR THE THREE MONTHS ENDED MAY 31, 2025 AND THE YEAR ENDED NOVEMBER 30, 2024**  
(unaudited)

	Preferred Stock		Common Stock and Common Stock to be issued <b>(1)</b>		Treasury Stock		Additional Paid-in Capital	Subscriptions Receivable	Accumulated Deficit	Accumulated Other Comprehensive Income	Total Stockholders' Equity (Deficit)
	Shares	Amount	Shares	Amount	Shares	Amount					
Balance November 30, 2023	5,000,000	\$ 1	124,910,036	\$ 12,491	85,107	\$ 9	\$ 35,087,860	\$ (70,000)	\$ (40,032,896)	\$ 1,958,527	\$ (3,044,008)
Common stock issued	-	-	7,638,614	764	-	-	888,567	-	-	-	889,330
Common stock to be issued	-	-	837,500	84	-	-	299,926	-	-	-	300,010
Net loss for the year ended November 30, 2024	-	-	-	-	-	-	-	-	264,031	-	264,031
Balance November 30, 2024	5,000,000	\$ 1	133,386,150	\$ 13,339	85,107	\$ 9	\$ 36,276,353	\$ (70,000)	\$ (39,768,865)	\$ 1,958,527	\$ (1,590,637)
Common stock issued	-	-	2,365,000	237	-	-	430,822	-	-	-	431,060
Common stock to be issued	-	-	(575,000)	(58)	-	-	-	-	-	-	(58)
Net loss for the three months ended February 29, 2025	-	-	-	-	-	-	-	-	(230,327)	-	(230,327)
Balance February 29, 2025	5,000,000	\$ 1	135,176,150	\$ 13,518	85,107	\$ 9	\$ 36,707,175	\$ (70,000)	\$ (39,999,192)	\$ 1,958,527	\$ (1,389,962)
Common stock issued	-	-	3,135,552	314	-	-	329,136	-	(386)	-	329,062
Common stock to be issued	-	-	-	-	-	-	-	-	-	-	-
Net loss for the three months ended May 31, 2025	-	-	-	-	-	-	-	-	(546,649)	-	(546,649)
Balance May 31, 2025	5,000,000	\$ 1	138,311,702	\$ 13,831	85,107	\$ 9	\$ 37,036,310	\$ (70,000)	\$ (40,546,227)	\$ 1,958,527	\$ (1,607,549)

**(1) 138,311,702 shares of Common stock at May 31, 2025 consists of 125,615,382 issued shares and 12,696,320 shares to be issued.**

The accompanying notes are an integral part of these financial statements

**PREFERRED COMMERCE, INC.**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(unaudited)

	<b>For the Three Months Ended May 31, 2025</b>	<b>For the Year Ended November 30, 2024</b>
	<u>                    </u>	<u>                    </u>
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>		
Net income (loss)	\$ (546,649)	\$ 264,031
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation	-	3,975
Common Stock	313	763
Changes in assets and liabilities:		
Inventory	80,308	(34,223)
Other Assets		
Accounts Payable & Accrued Expenses	-	(1,604,991)
Net Cash Used In Operating Activities	<u>(466,028)</u>	<u>(1,370,445)</u>
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>		
Property, Plant & Equipment	<u>(215)</u>	<u>-</u>
Net Cash Used In Investing Activities	<u>-</u>	<u>-</u>
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>		
Accrued Interest Payable	(77,793)	83,000
Notes Receivable	88,395	(14,197)
Notes Payable	(24,550)	(28,228)
Notes Payable - Related Parties	(3,249)	-
Notes Payable - Stockholders	75,933	200,077
Additional Paid in Capital	<u>357,546</u>	<u>1,188,493</u>
Net Cash Provided By Financing Activities	<u>416,282</u>	<u>1,429,145</u>
<b>NET INCREASE IN CASH</b>	<b>(49,746)</b>	<b>58,700</b>
<b>CASH AT BEGINNING OF PERIOD</b>	<b>137,805</b>	<b>109,946</b>
<b>CASH AT END OF PERIOD</b>	<b>\$ <u>88,059</u></b>	<b>\$ <u>168,646</u></b>

The accompanying notes are an integral part of these financial statements

PREFERRED COMMERCE, INC.  
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE THREE MONTHS ENDED MAY 31, 2025  
(unaudited)

**NOTE 1 - ORGANIZATION AND BUSINESS**

Preferred Commerce, Inc. (the "Company") was organized as a Delaware corporation on March 19, 1999 under the name of Plantfind.com, Inc. In June of 2014, the Company changed its name to Preferred Commerce, Inc. and redomiciled in Nevada. The Company developed and sold unique children's education and online gaming products designed to combat childhood obesity and promote nutritious choices.

In August 2014, the Company executed a share exchange agreement pursuant to which the stockholders of the Company obtained 99% of the issued and outstanding common stock of Opencell Biomed, Inc. The transaction was accounted for as a reverse capitalization and the accompanying consolidated financial statements include the historical financial statements of the Company and Opencell Biomed, Inc.

In December 2019, the Company commenced the execution of its reorganization plan from the development and sales of unique children's education and online gaming products designed to combat childhood obesity and promote nutritious choices to being focused on health and wellness products with the Company's main product being Thriv5.

Opencell Biomed, Inc. was incorporated in the state of Nevada on July 7, 2006, and its fiscal year end is November 30. On July 4, 2008, a Share Exchange Agreement (the "Agreement") was entered into between the Company and Biomedical Implant Technologies Ltd. ("BIT"). The fundamental terms of the purchase agreement were for the Company to issue 20,000,000 shares of restricted common stock of the Company for the acquisition of BIT. As a result, BIT became a wholly owned subsidiary of the Company.

Biomedical Implant Technologies Ltd was incorporated under the laws of the Province of Ontario, Canada on November 27, 2007. BIT is in the business of developing marketing and selling a proprietary dental implant system known as the "Ti-Foam Dental Implant System".

**REORGANIZATION**

In December 2019, the Company began to divert its efforts from the Grow-Ums line of products and completely focus its resources on health and wellness products. The company's main product is Thriv5. Thriv5 products contain Superoxide Dismutase (SOD) combined with antioxidants, soluble corn fiber and other ingredients that help the human body regenerate healthy cells and strengthen the immune system. During the year ended November 30, 2020, the Company completely reorganized management, its sales force and resources to market its principal products including Thriv5 M3 Gel, Thriv5, Power Stick Powder direct to consumer and Retail. The Company sells online at [www.cellev8.com](http://www.cellev8.com).

**NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

**BASIS OF PRESENTATION AND CONSOLIDATION**

The accompanying unaudited consolidated financial statements are prepared in accordance with Generally Accepted Accounting Principles of the United States of America. The consolidated financial statements include the accounts of the Company and its wholly owned subsidiary, Opencell Biomed, Inc. All intercompany balances and transactions are eliminated in consolidation.

PREFERRED COMMERCE, INC.  
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE THREE MONTHS ENDED MAY 31, 2025  
(unaudited)

**NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES** (continued)

USE OF ESTIMATES

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

CASH AND CASH EQUIVALENTS

The Company considers all highly liquid investments with an original term of three months or less to be cash equivalents.

INVENTORY

Inventory is valued at the lower of cost or market value. Cost is determined using the first in first out (FIFO) method. Provision for potentially obsolete or slow-moving inventory is made based on management analysis of inventory levels and future sales forecasts. The Company's inventory consists of components acquired from third parties that are assembled by the Company in fulfillment of standing customer orders.

PROPERTY AND EQUIPMENT

Property and equipment are stated at cost, and depreciation is provided by using straight-line methods over the estimated useful life:

Office Equipment and furniture	5 years
Computer hardware and software	3 years

REVENUE RECOGNITION

The Company recognizes revenue in accordance with FASB ASC 605, Revenue Recognition. ASC 605 requires that four basic criteria are met (1) persuasive evidence of an arrangement exists, (2) delivery of products and services has occurred, (3) the fee is fixed or determinable and (4) collectability is reasonably assured. The Company recognizes revenue during the period in which the product is shipped.

EQUITY- BASED COMPENSATION

Compensation expense for all stock-based employee and director compensation awards granted is based on the grant date fair value estimated in accordance with the provisions of ASC Topic 718, "Stock Compensation" (ASC Topic 718"). The Company recognizes these compensation costs on a straight-line basis over the requisite service period of the award, which is generally the option vesting term. Vesting terms are based on the individual grant terms.

ACCUMULATED OTHER COMPREHENSIVE INCOME

Accumulated Other Comprehensive Income consists of realized gains relating to the write-off of expired debt from previous years.

PREFERRED COMMERCE, INC.  
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE THREE MONTHS ENDED MAY 31, 2025  
(unaudited)

**NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES** (continued)

**FAIR VALUE OF FINANCIAL INSTRUMENTS**

The carrying value of the Company's notes payable and accounts payable approximate fair value due to their short- term nature.

**INCOME TAXES**

The Company follows the asset and liability method of accounting for income taxes under ASC 740, "Income Taxes." Deferred tax assets and liabilities are recognized for the estimated future tax consequences attributable to differences between the consolidated financial statements carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that included the enactment date. Valuation allowances are established, when necessary, to reduce deferred tax assets to the amount expected to be realized.

ASC 740 prescribes a recognition threshold and a measurement attribute for the financial statement recognition and measurement of tax positions taken or expected to be taken in a tax return. For those benefits to be recognized, a tax position must be more likely than not to be sustained upon examination by taxing authorities. The Company recognizes accrued interest and penalties related to unrecognized tax benefits as income tax expense. There were no unrecognized tax benefits and no amounts accrued for interest and penalties as of May 31, 2025 and November 30, 2024. The Company is currently not aware of any issues under review that could result in significant payments, accruals or material deviation from its position. The Company is subject to income tax examinations by major taxing authorities since inception.

The Company may be subject to potential examination by foreign taxing authorities in the area of income taxes. These potential examinations may include questioning the timing and amount of deductions, the nexus of income among various tax jurisdictions and compliance with foreign tax laws. The Company's management does not expect that the total amount of unrecognized tax benefits will materially change over the next twelve months.

**RECENT ACCOUNTING PRONOUNCEMENTS**

From time to time, the FASB or other standards setting bodies will issue new accounting pronouncements. Updates to the FASB ASC are communicated through issuance of an Accounting Standards Update ("ASU").

Management does not believe that any recently issued, but not yet effective accounting pronouncements by the FASB or SEC, if adopted, would have a material effect on the accompanying financial statements.

PREFERRED COMMERCE, INC.  
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE THREE MONTHS ENDED MAY 31, 2025  
(unaudited)

**NOTE 3 - PROPERTY AND EQUIPMENT, NET**

The Company's property and equipment consists of the following as of May 31, 2025 and November 30, 2024:

	May 31, 2025	November 30, 2024
Computer equipment and software	\$ 2,049	\$ 25,420
Accumulated depreciation	(1,834)	(25,420)
Total	<u>\$ 215</u>	<u>\$ -</u>

**NOTE 4 - LOANS PAYABLE**

Loans payable as of May 31, 2025 and November 30, 2024:

	May 31, 2025	November 30, 2024
Loans from employees, stockholders and officers. Due on demand and non interest bearing.	<u>\$ 815,534</u>	<u>\$ 452,315</u>

**NOTE 5 - NOTES PAYBLE - STOCKHOLDERS**

Notes payable to stockholders as of May 31, 2025 and November 30, 2024: consist of the following:

	May 31, 2025	November 30, 2024
Notes Payable - Stockholders at February 28, 2025 consists of convertible notes for investments during 2017 through 2024. The notes accrue interest at a rate of 10%. Accrued interest on the notes totalled \$205,103 and \$282,896 as of May 31, 2025 and November 30, 2024, respectively	<u>\$ 1,179,761</u>	<u>\$ 1,157,866</u>

**NOTE 6 - INCOME TAXES**

The Company's total income tax provision at a combined state and the U.S. federal income tax rate of 35% is as follows:

	May 31, 2025	November 30, 2024
Federal:	\$ (545,000)	\$ 92,000
State:	(136,250)	23,000
Deferred:	<u>\$ (681,250)</u>	<u>\$ 115,000</u>

As of May 31, 2025 and November 30, 2024, the Company has net operating losses of approximately \$17,745,000 and \$16,970,000, respectively, available to offset future taxable income through 2034.

PREFERRED COMMERCE, INC.  
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE THREE MONTHS ENDED MAY 31, 2025  
(unaudited)

**NOTE 7 - COMMON STOCK**

As of May 31, 2025, the Company's common stock consisted of 125,615,382 issued shares and 12,696,320 shares to be issued. During the three months ended May 31, 2025, the Company issued 3,135,552 shares of common stock for investment, note payable conversions and services. As of November 30, 2024, the Company's common stock consisted of 120,114,830 issued shares and 13,271,320 shares to be issued. During the twelve months ended November 30, 2024, the Company issued 7,638,614 shares of common stock for investment and note payable conversions and during the same period, common stock shares to be issued increased by 837,500 shares because of investment and primarily note payable conversions. The shares are not registered and carry a Rule 144 Restriction on Trade. Share certificates have been issued stating the shares have not been registered under the Securities Act and setting forth the restrictions on transferability and sales of shares under the Securities Act.

**NOTE 8 - COMMITMENTS AND CONTINGENCIES**

**LEASE AGREEMENT**

The Company leases office and warehouse space, on a month-to-month basis. Rent for the three months ended May 31, 2025 and the year ended November 30, 2024 was \$9,600 and \$36,200, respectively.

**NOTE 9 - GOING CONCERN**

The accompanying financial statements have been prepared assuming the Company will continue as a going concern. As of May 31, 2025, the Company had a working capital deficit of \$1,607,549. These conditions raise substantial doubt about the Company's ability to continue as a going concern. The financial statements do not include any adjustments that might result from the outcome of this uncertainty. Management plans to seek additional debt or equity financing while expanding its retail presence to ultimately generate cash from operations. There can be no assurance that debt or equity financing will be available on acceptable terms.

**NOTE 10- SUBSEQUENT EVENTS**

The management of the Company has performed an evaluation of subsequent events through July 12, 2025 and believes there are no events which would have a material effect on the accompanying financial statements.