

TLD3 Entertainment Group

276 Fifth Avenue Suite 704-885, New York, NY 10001

(646) 983.6155

www.totaldigitale.com

Gerald.Baugh@tldecorp.com

Annual Report

For the period ending December 31, 2024 (the "Reporting Period")

Outstanding Shares

The number of shares outstanding of our Common Stock was:

501,641,584 as of December 31, 2024 (*Current Reporting Period Date or More Recent Date*)

501,641,584 as of December 31, 2023 (*Most Recent Completed Fiscal Year End*)

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 Control⁴ of the company has occurred during this reporting period:

Yes: No:

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

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

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.

TLD3 Entertainment Group

Company became Sticky Web in 2002

Company changed its name to Perfect Web in 2006

Perfect Web acquired Ovation Music in 2014 and the name was changed to Ovation Music

Ovation Music changed its name to TLD3 Entertainment Group in 2016

Current State and Date of Incorporation or Registration: Florida C Corp Organized on July 31, 1997

Standing in this jurisdiction: (e.g. active, default, inactive): The Company is active

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

NA

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

None

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

None

Address of the issuer's principal executive office:

276 Fifth Avenue, Suite 704-885, New York, NY 10001

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: Clear Trust Transfer

Phone: (813) 235.4490

Email: inbox@cleartrusttransfer.com

Address: 16540 Pointe Village Dr. Suite 205 Lutz, FL 33558

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: TLDE
Exact title and class of securities outstanding: Common A Stock
CUSIP: 87256B 103
Par or stated value: \$.001
Total shares authorized: 1,000,000,000 as of December 31, 2024
Total shares outstanding: 501,641,584 as of December 31, 2024
Total number of shareholders of record: 230 as of December 31, 2024

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

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

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

Exact title and class of the security: Common B Stock
CUSIP (if applicable): NA
Par or stated value: \$.01
Total shares authorized: 150,000,000 as of December 31, 2024
Total shares outstanding (if applicable): 105,288 as of December 31, 2024
Total number of shareholders of record
(if applicable): 1 as of December 31, 2024

Exact title and class of the security: Common C Stock
CUSIP (if applicable): NA
Par or stated value: \$.0001
Total shares authorized: 149,420,000 as of December 31, 2024
Total shares outstanding (if applicable): 9,920,000 as of December 31, 2024
Total number of shareholders of record
(if applicable): 1 as of December 31, 2024

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

Security Description:

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

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

Common A Shares have no conversion ratio and are 1:1
Common B Shares convert to Common A Shares at a 10:1 ratio
Common C Shares convert to Common A Shares at a 25:1 ratio
Dividends for all three Classes of Stock will be paid as declared.
Voting Rights of Common A shares are 1:1
Voting Rights of Common B shares are 10:1
Voting Rights of Common C shares are 25:1
There are no preemption rights

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

There is no preferred stock

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

None

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

None

3) Issuance History

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

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

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

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

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

Shares Outstanding at December 31, 2021 <u>Opening Balance:</u> Date Common: <u>Common A 432,537,433</u> Common B: <u>105,288</u> <u>Common C 9,920,000</u>	*Right-click the rows below and select "Insert" to add rows as needed.
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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.
<u>3/29/22</u>	<u>Note Conversion</u>	<u>5,720,217</u>	<u>A</u>	<u>\$.0046</u>	<u>Yes</u>	<u>Narshimha Desidi</u>	<u>Investor</u>	<u>Restricted</u>	<u>144</u>
<u>3/30/22</u>	<u>New Issue</u>	<u>10,000,000</u>	<u>A</u>	<u>\$.014</u>	<u>No</u>	<u>R2P Enterprises LLC Dr Reginald Parker PhD</u>	<u>Board of Director</u>	<u>Restricted</u>	<u>144</u>
<u>3/30/22</u>	<u>New Issue</u>	<u>500,000</u>	<u>A</u>	<u>\$.014</u>	<u>No</u>	<u>James Joseph</u>	<u>Software Developer</u>	<u>Restricted</u>	<u>144</u>
<u>3/31/22</u>	<u>New Issue</u>	<u>5,000,000</u>	<u>A</u>	<u>\$.014</u>	<u>No</u>	<u>WSMG Advisors Mark Tagatz</u>	<u>Marketing Investor Relations</u>	<u>Restricted</u>	<u>144</u>
<u>5/31/22</u>	<u>Transfer</u>	<u>30,000,000</u>	<u>A</u>	<u>\$.028</u>	<u>No</u>	<u>Dion Lee & Carla Lee JTWROS</u>	<u>Director Streaming Entertainment Ventures</u>	<u>Restricted</u>	<u>144</u>
<u>6/10/22</u>	<u>New Issue</u>	<u>30,000,000</u>	<u>A</u>	<u>\$.028</u>	<u>No</u>	<u>Wild Wild West Entertainment Sriniv Govindaraja</u>	<u>Content Creator</u>	<u>Restricted</u>	<u>144</u>
<u>7/5/22</u>	<u>New Issue</u>	<u>5,000,000</u>	<u>A</u>	<u>\$.0359</u>	<u>No</u>	<u>WSMG Advisors Mark Tagatz</u>	<u>Marketing Investor Relations</u>	<u>Restricted</u>	<u>144</u>
<u>9/25/22</u>	<u>Note Conversion</u>	<u>823,250</u>	<u>A</u>	<u>\$.013</u>	<u>Yes</u>	<u>Steve Showalter</u>	<u>Investor</u>	<u>Unrestricted</u>	<u>144</u>
<u>3-29-23</u>	<u>Note Conversion</u>	<u>12,060,684</u>	<u>A</u>	<u>\$.00234</u>	<u>Yes</u>	<u>Mathu Jaganathan</u>	<u>Investor</u>	<u>Restricted</u>	<u>144</u>
_____	_____	_____	_____	_____	_____	_____	_____	_____	_____
Shares Outstanding on Date of This Report:									
Ending Balance:									
Date December 31, 2024:									

<u>Common A 501,641,584</u>	
<u>Common B: 105,288</u>	
<u>Common C: 9,920,000</u>	
Preferred: <u>NA</u>	

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

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

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

During the reporting period no new shares were issued.

B. Promissory and Convertible Notes

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

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

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder. *** You must disclose the control person(s) for any entities listed.	Reason for Issuance (e.g. Loan, Services, etc.)
<u>2/17/22</u>	<u>\$7,976</u>	<u>\$6,500</u>	<u>\$1,476</u>	<u>8/11/22</u>	<u>Conversion at a price of 50% of average bid price</u>	<u>Todd Lewis</u>	<u>Loan</u>
<u>3/25/22</u>	<u>\$6,093</u>	<u>\$5,000</u>	<u>\$1,093</u>	<u>9/25/22</u>	<u>Conversion at a price of 50% of average bid price</u>	<u>Lillian Hill</u>	<u>Loan</u>
<u>4/1/22</u>	<u>\$12,097</u>	<u>\$10,000</u>	<u>\$2,097</u>	<u>10/2/22</u>	<u>Conversion at a price of 50% of average bid price</u>	<u>Clarence Hughes</u>	<u>Loan</u>
<u>9/19/22</u>	<u>\$29,147</u>	<u>\$25,000</u>	<u>\$4,147</u>	<u>3/19/23</u>	<u>Conversion at a price of 33% of average bid price</u>	<u>Prasanna Kidambi</u>	<u>Loan</u>
<u>3/13/23</u>	<u>\$557</u>	<u>\$500</u>	<u>\$57</u>	<u>9/10/23</u>	<u>Conversion at a price of 33% of average bid price</u>	<u>Belinda R. Davis</u>	<u>Loan</u>

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

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

4) Issuer's Business, Products and Services

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

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

TLD3 Entertainment Group (www.totaldigitale.com) is a provider of digital technology for delivering, enhancing, discovering, sharing and the distribution of music, audio, social-media with video streaming and live content to global consumers.

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

The Company has a 30% affiliate interest in the streaming network Streaming Entertainment Ventures (SEV). The Company has a 20% share in affiliate The Heritage Music Group.

C. Describe the issuers' principal products or services.

The Company is focused on the following products: StreamBeatz™ (www.streambeatzplayer.com) is the Company's proprietary music streaming audio processing technology platform. StreamBeatz represents a gamechanger in audio enhancement as audio moves to Hi definition audio. The Company has received the first production units from the factory. Upon initial testing the sound is as good or better than anticipated.

Inpulze™ is an innovative social-networking app for music sharing and media content. The allows for music sharing and interactive real time chat while listening to your favorite music. The development team has finished testing the Andriod version while development continues on the iOS version.

Stream Entertainment Ventures (SEV) is a cutting edge video/live streaming social-media platform aimed at underserved multicultural social-media consumers globally. SEV was formed by the Company along with established filmmakers and producers to create and serve content to its intended market's. The Company acquired FleaLee TV to rebrand and enhance the SEV platform.

5) Issuer's Facilities

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

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

The Company currently leases office space at 276 Fifth Avenue Suite 704-885, New York, NY 10001.

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.

Names of All Officers, Directors, and Control Persons	Affiliation with Company (e.g. Officer Title /Director/Owner of 5% or more)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Names of control person(s) if a corporate entity
<u>Gerald Baugh</u> <u>*1</u>	<u>CEO</u>	<u>Guttenberg, NJ</u>	<u>40,000,000</u>	<u>Common</u> <u>A</u>	<u>7.9%</u>	_____
<u>Mike Manocchio</u>	<u>CFO</u>	<u>Deerfield, FL</u>	<u>10,000,000</u>	<u>Common</u> <u>A</u>	<u>1.9%</u>	_____
<u>Dennis Day</u>	<u>Creative Inventor</u>	<u>Fairfax, VA</u>	<u>40,000,000</u>	<u>Common</u> <u>A</u>	<u>7.9%</u>	_____
<u>Jeff Watson</u>	<u>Advisor</u>	<u>Miami, FL</u>	<u>41,768,000</u>	<u>Common</u> <u>A</u>	<u>8.3%</u>	_____
<u>Dion Lee</u>	<u>Director</u> <u>Streaming</u> <u>Entertainment</u> <u>Ventures</u>	<u>Las Vegas, NV</u>	<u>30,000,000</u>	<u>Common</u> <u>A</u>	<u>6.0%</u>	_____
<u>Reginald Parker</u> <u>PhD</u>	<u>Board of Director</u>	<u>Mableton, GA</u>	<u>25,000,000</u>	<u>Common</u> <u>A</u>	<u>5.0%</u>	
<u>Wild Wild West</u> <u>Entertainment</u>	<u>SEV Content</u> <u>Creator</u>	<u>Phoenixville, PA</u>	<u>30,000,000</u>	<u>Common</u> <u>A</u>	<u>6.0%</u>	<u>Srini Govindarajan</u>
<u>Gayna Whitaker</u>	<u>Board of Director</u>	<u>Gaithersburg, MD</u>	<u>5,000,000</u>	<u>Common</u> <u>A</u>	<u>1.0%</u>	
<u>Mbox</u> <u>Electronics</u> <u>American</u> <u>Laboratories</u>	<u>Creator of</u> <u>StreamBeatz</u>	<u>Gaithersburg, MD</u>	<u>105,288</u>	<u>Common</u> <u>B</u>	<u>100%</u>	<u>Gayna Whitaker</u>
<u>Mbox</u> <u>Electronics</u> <u>American</u> <u>Laboratories</u>	<u>Creator of</u> <u>StreamBeatz</u>	<u>Gaithersburg, MD</u>	<u>9,920,000</u>	<u>Common</u> <u>C</u>	<u>100%</u>	<u>Gayna Whitaker</u>

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

***1 Resigned as CEO on January 10, 2024**

***2 Herman Johnston II became acting Chief Operating Officer and acting Chief Compliance Officer on February 7, 2025.**

7) Legal/Disciplinary History

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

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

No

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

No

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

No

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

No

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

No

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

No

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

None

8) Third Party Service Providers

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

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

Securities Counsel (must include Counsel preparing Attorney Letters).

Securities Counsel (must include Counsel preparing Attorney Letters).

Name: Lance Brunson
Firm: Brunson Chandler & Jones PLLC
Address 1: 175 S. Main Street, Suite 1410
Address 2: Salt Lake City, UT 84111
Phone: (801) 303.5737
Email: lance@bcjlaw.com

Name: Vic Devlaeminck
Firm: Vic Devlaeminck, Attorney
Address 1: 10013 Hazel Dell Avenue, Suite 317
Address 2: Vancouver, WA 98685
Phone: (503) 806.3533
Email: vic@vicdevlaeminck.com

Accountant or Auditor

Name: Vic Devlaeminck
Firm: Vic Devlaeminck, CPA
Address 1: 10013 Hazel Dell Avenue, Suite 317
Address 2: Vancouver, WA 98685
Phone: (503) 806.3533
Email: vic@vicdevlaeminck.com

Name: Chad Marquardt
Firm: Turner Stone
Address 1: 12700 Park Central Drive, Suite 1400
Address 2: Dallas, TX 75251
Phone: (972) 239.1660
Email: ChadM@turnerstone.com

Name: Doug Williams
Firm: Alexander & Williams
Address 1: 5050 Quorum Drive, Suite 700
Address 2: Dallas, TX 75254
Phone: (469) 987.5000
Email: doug@aw-cpa.com

Investor Relations

Name: Mark Taggatz
Firm: WSMG Advisors
Address 1: 31500 Grape Street, Suite 3401
Address 2: Lake Elsinore, CA 92532
Phone: (858) 291.3141
Email: ir@wsmgadvisors.com

Name: James Painter
Firm: Emerging Markets Consulting
Address 1: 390 North Orange Avenue, Suite 2300
Address 2: Orlando, FL 32801
Phone: (321) 206.6682
Email: jamespainter@emergingmarketsllc.com

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: _____
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: **Vic Devlaeminck**
Title: **Attorney**
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: Vic Devlaeminck

Title: CPA

Relationship to Issuer: None. Independent accountant.

Describe the qualifications of the person or persons who prepared the financial statements:⁵ CPA

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, Herman Johnston II, certify that:

1. I have reviewed this Disclosure Statement for TLD3 Entertainment Group.

⁵ 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.

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.

2/12/25

/s/ Hereman Johnston II, COO

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

Principal Financial Officer:

I, Herman Johnston II, certify that:

1. I have reviewed this Disclosure Statement for TLD3 Entertainment Group;
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.

2/12/25

/s/ Herman Joihnston II, CCO

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

TLD3 ENTERTAINMENT GROUP, INC.
Comparative Balance Sheet
For the Periods Ended December 31, 2024 & December 31, 2023
Unaudited

	Dec. 31, <u>2024</u>	Dec. 31, <u>2023</u>
ASSETS		
Current Assets		
Cash on hand, in bank	\$ 5,000	1,262
Prepaid sales -		
Streambeatz	15,000	15,000
Inventory	-	-
Total current assets	20,000	16,262
Property, plant & Equipment		
Buildings and improvements	-	-
Less: accumulated depreciation	-	-
Furniture and equipment	-	-
Total Property, Plant & Equipment	-	-
Other Assets		
Investment - Heritage		
Music	50,000	50,000
Investment - Streaming Entertain.	750,000	750,000
Intangible assets - Streambeatz	2,700,000	2,700,000
Less: accumulated amortization	(1,755,000)	(1,552,500)
Goodwill	300,000	300,000
Intangible assets -		
Impulze	2,602,750	2,602,750
Less: accumulated amortization	(966,449)	(846,242)
Total Other Assets	3,681,301	4,004,008
Total assets	\$ 3,701,301	\$ 4,020,270

**Total Liabilities and Stockholders'
Equity**

\$ 3,701,301

\$ 4,020,270

TLD3 ENTERTAINMENT GROUP, INC.
Statement of Income and
Retained Earnings (Deficit)
For the Twelve Months Ended
December 31, 2024 & December 31, 2023
Unaudited

	Dec. 31, <u>2024</u>	Dec. 31, <u>2023</u>
Revenue	\$ -	
Cost of Goods Sold	-	-
Net Revenue	-	-
Operating Expenses		
Advertising & promotion	-	950
Auto expense	-	-
Bank fees	69	620
Licenses & permits	4,169	4,224
Taxes	-	-
Interest expense	1,217	566
Travel & entertainment	258	228
Office expense	569	2,425
Management compensation	1,500	75,000
Payroll expenses	-	1,251
Securities expense	-	-
Professional fees	4,000	13,155
Rent	371	742
Repairs & maintenance	-	-
Software & computer costs	-	2,301
Depreciation/amortization	322,707	322,707
Wages & salaries	-	1,500
Utilities	-	-
Total Expenses	334,860	426,669
Net Operating loss	(334,860)	\$ (426,669)
Net Income (Loss)	(334,860)	426,669
Retained earnings (Deficit);		
Beginning of period	(1,717,172)	1,290,503
End of Period	\$ (2,052,032)	\$ (1,717,172)

TLD3 ENTERTAINMENT GROUP, INC.
Statement of Cash Flows
For the Twelve Months Ended
December 31, 2024 & December 31, 2023
Unaudited

	<u>2024</u>	<u>2023</u>
OPERATING ACTIVITIES		
Net Income (Loss)	\$ (334,860)	\$ (416,816)
Adjustments to reconcile net Income (Loss) to net cash provided by operations		
Depreciation/amortization	322,707	322,707
Decrease (increase) in accounts payable	30,780	-
Decrease (increase) accrued liabilities	6,000	61,000
Decrease (increase) accrued interest	3,611	(519)
Decrease (increase) prepaid sales	-	-
	363,098	383,188
Net cash provided by operating activities	28,238	(33,628)
Investing Activities		
Intangible assets	-	-
Property plant & equipment	-	-
Net cash provided by investment activity	-	-
Financing Activities		
Decrease (increase) Director loan	-	-
Decrease (increase) in conv. Debt	(24,500)	-
Decrease (increase) in debentures	-	-
Stock issuances	-	12,061
Dividends paid	-	-
Paid in capital	-	21,343
Net cash from financing activity	(24,500)	33,404
Net cash increase for period	3,738	(224)
Cash at beginning of period	1,262	2,114
Cash at end of period	5,000	1,890

TLD3 ENTERTAINMENT GROUP, INC.
Statement of Stockholders' Equity
December 31, 2024
Unaudited

	<u>Common Stock A</u> <u>Shares</u>	<u>Amount</u>	<u>Common Stock A/B</u> <u>Shares</u>	<u>Amount</u>	<u>Paid-in</u> <u>Capital</u>	<u>Accum.</u> <u>Earnings</u>	<u>Total</u> <u>Stockholders'</u> <u>Equity</u>
December 31, 2019	171,245,649	171,246	10,025,288	2,045	924,021	2,240,592	3,337,904
Issuances - 4/1-6/30/20	157,124,564	157,124			3,995,990		4,153,114
Issuances - 7/2-9/30/20	9,398,000	9,398			24,109		33,507
Net Income (loss) - 12/31/20						(2,494,643)	(2,494,643)
December 31, 2020	337,768,213	337,768	10,025,288	2,045	4,944,120	(254,051)	5,029,882
Issuances	94,769,220	94,769			59,568		154,337
Net income (loss) - 12/31/21						(468,729)	(468,729)
December 31, 2021	432,537,433	432,537	10,025,288	2,045	5,003,688	(722,780)	4,715,490
Issuances	57,043,467	57,044			(39,201)		17,843
Net income (loss) - 12/31/22						(567,723)	(567,723)
December 31, 2022	489,580,900	489,581	10,025,288	2,045	4,964,487	(1,290,503)	4,165,610
Issuances	12,060,684	12,061			21,343		33,404
Net Income (loss) 12/31/23						(426,669)	(426,669)
December 31, 2023	501,641,584	501,642	10,025,288	2,045	4,985,830	(1,717,172)	3,772,345
Net income (loss) - 12/31/24						(334,860)	(334,860)
December 31, 2024	501,641,584	501,642	10,025,288	2,045	4,985,830	(2,052,032)	3,437,485

TLD3 ENTERTAINMENT GROUP, INC.
NOTES TO UNAUDITED FINANCIAL STATEMENTS

December 31, 2024

NOTE 1. GENERAL ORGANIZATION AND BUSINESS

The corporation (The Company) was originally organized in the state of Florida on July 31, 1997, as Sticky Web, Inc., On December 6, 8, 2006 the company's name was changed to Perfect Web Technologies, Inc. On July 17, 2018, the company's name was changed to TLD3 Entertainment, Group, Inc

In March, 2018 the controlling interest in the company was sold to a group that includes current management. With the change of control, the company acquired significant hardware, software, engineering product applications.

On July 25, 2018, the Company entered into an acquisition agreement to acquire the rights to the Impulze app.

In January, 2019, the Company made significant software and engineering improvements to the Impulze app.

NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING PRACTICES

Financial Statement Presentation

The balance sheet presentation herein includes all assets and liabilities at historical cost. The Company has on occasion issued shares of its common stock in exchange for certain services from the Company's Officers & Directors, business consultants and vendors. The stock has been issued at the fair-value-based method. The cost of these services has been expensed in the period when the services were performed. No costs of services that were paid with stock have been capitalized.

Accounting Basis

The statements were prepared following generally accepted accounting principles of the United States of America consistently applied as modified to include the income tax basis of accounting.

Fiscal Year

The Company operates on a December 31st fiscal year end.

Stock Based Compensation

The Company has on occasion issued equity and equity linked instruments to non-employees in lieu of cash to various vendors for the receipt of goods and services and, in certain circumstances, the settlement of short-term loan arrangements. The applicable GAAP guidance establishes that share-based payment transactions with non-employees shall be measured at the fair value of the consideration received or the fair value of the equity instruments issued, whichever is more reliably measurable.

Amortization

Per ASC-350-30-50-2, the Company amortizes its intangible assets using a ten (10) year amortization schedule. Amortization is shown as a separate line item because of its materiality necessitating separate disclosure.

Valuation

The acquisition valuation (at historical cost) for the intangible assets is composed of (A) \$2,700,000 for the Streambeatz Player (\$1,700,000 for the hardware and \$1,000,000 for the software. The acquisition valuation (at historical cost) for the Impulze software and social media App is \$2,000,000 plus an additional \$602,750 for additional software and engineering costs. Goodwill was valued at \$300,000 and may undergo impairment when full value is assessed.

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 disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

Recent Accounting Guidance

The Company has evaluated the recent accounting pronouncements through ASU 2015-16. The Company believes that none of the other pronouncements will have a material effect on the company's financial statements.

NOTE 3. GOING CONCERN

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern, which contemplates the realization of its assets and the liquidation of its liabilities in the normal course of business. Management plans to continue to seek funding from its shareholders and other qualified investors to pursue its business plan.

NOTE 4. LONG-TERM DEBT

Four convertible notes were executed in 2022 in the amounts of \$6,500, \$5,000, \$10,000 and \$25,000, respectively. One additional convertible note was added in 2023 in the amount of \$500. Each note provides for interest accruing at the rate of 10.5% per annum with a term maturity of one (1) year.

NOTE 5. STOCKHOLDERS' EQUITY

Common Stock

The Company is authorized to issue 1,000,000,000 shares of common stock, par value \$0.001 and, as of December 31, 2024, had 501,641,584 common shares issued and outstanding.

Preferred Stock

The Company is authorized to issue 150,000,000 shares of preferred series B stock, par value \$.01 and, as of December 31, 2024, had 105,288 shares issued and outstanding.

The Company is authorized to issue 149,420,000 shares of preferred series C stock, par value \$.0001 and, as of December 31, 2024, had 9,920,000 shares issued and outstanding.