

**BOUNCE MOBILE SYSTEMS, INC.**

One Global Place Level 10-1  
5th Avenue & 25th Street, Bonifacio Global City  
Taguig, Metro Manila 1632  
Philippines

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+63 949 993 5537  
www.bncm.net  
info@bncm.net  
6799

## Quarter Report

For the period ending June 30, 2025 (the "Reporting Period")

### **Outstanding Shares**

The number of shares outstanding of our Common Stock was:

1,999,619,885 as of June 30, 2025 (Current Reporting Period Date or More Recent Date)

459,619,885 as of December 31, 2024 (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 Control<sup>14</sup> of the company has occurred during this reporting period:

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

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

Yes: ☒ No: ☐

On April 9, 2021, Howard L. Duran and Reinerio Linares entered into a Share Purchase Agreement to sell control of Bounce Mobile Systems, Inc. (BNCM) to Hatadi Shapiro Supaat. As part of the agreement, Hatadi Shapiro Supaat agreed to purchase 200,000 blocks of preferred shares, each priced at \$5,000 for every 100,000 shares, amounting to a total of \$10,000 for 200,000 shares of preferred stock. These preferred shares, which granted Hatadi Shapiro Supaat the right to control BNCM, were issued on April 20, 2021.

Following the issuance of the preferred shares, on April 21, 2021, BNCM accepted the resignation of Howard L. Duran as President and Director, and Dr. Rey Linares as Director of the company. Concurrently, the board of BNCM appointed Hatadi Shapiro Supaat as the new President of the company.

On May 4, 2021, Hatadi Shapiro Supaat was issued an additional 300,000 preferred shares, which brought his total holding of preferred shares to 500,000 preferred shares.

As of December 31, 2024, J. Ruyter holds 1,133,700,000 common shares in BNCM, making him the controlling shareholder of the company. This amount of common stock gives J. Ruyter significant control over the company, surpassing any previous control gained by other parties through the preferred stock issuance detailed above. The issuance of common shares to J. Ruyter establishes him as the predominant shareholder, with the voting power necessary to influence the major decisions of the company.

**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.

The company was originally incorporated in North Carolina as Vital Living Products, Inc., in January, 1990.

On December 23, 1991, the company merged into Vital Living Products, Inc., a Delaware corporation and, thus, became a Delaware corporation.

On August 14, 2006, the company changed its domicile to Nevada and changed its name to Bounce Mobile Systems, Inc.

Current State and Date of Incorporation or Registration: Nevada, August 14, 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:

The state of incorporation for the last five years has been Nevada and the corporation is active and in good standing with the state of Nevada.

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:

One Global Place Level 10-1  
5th Avenue & 25th Street, Bonifacio Global City  
Taguig, Metro Manila 1632, Philippines

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: Nevada Agency and Transfer Company  
Phone: (775) 322-0626  
Email: info@natco.com  
Address: 50 W. Liberty Street, Suite 880, Reno, NV 89501

### **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:	BNCM
Exact title and class of securities outstanding:	Common
CUSIP:	0001384939
Par or stated value:	\$.0001
Total shares authorized:	2,000,000,000 as of date: June 30, 2025
Total shares outstanding:	1,999,619,885 as of date: June 30, 2025
Number of shares in the Public Float :	70,488,581 as of date: June 30, 2025
Total number of shareholders of record:	209 as of date: June 30, 2025

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

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

*The goal of this section is to provide a clear understanding of the share information for its other classes of authorized or outstanding equity securities (e.g., preferred shares 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.*

Trading symbol: BNCM  
Exact title and class of securities outstanding: Preferred  
CUSIP:  
Par or stated value: \$.0001  
Total shares authorized: 5,000,000 as of June 30, 2025  
Total shares outstanding: 700,000 as of June 30, 2025

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

### **Security Description:**

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

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

Dividend rights only when declared by the Board of Directors; voting rights: 1 vote per share; no preemption rights.

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

Dividends only when declared by the Board of Directors; nonvoting; conversion at market price; liquidation preference to common shares; no redemption or sinking fund provisions.

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

None

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

None

### **3) Issuance History**

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

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

#### **A. Changes to the Number of Outstanding Shares 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 <u>12/31/2021</u> Common: <u>48,417,231</u> Preferred: <u>700,000</u>			*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.
11/25/2024	New Issuance	1,133,700,000	Common	\$0.0001	NO	J DE RUYTER C OROCEO	Acquisition Transaction	Restricted	144
11/25/2024	New Issuance	20,000,000	Common	\$0.0001	NO	MA LOURDES E MONASTERIO	Acquisition Transaction	Restricted	144
11/25/2024	New Issuance	10,000,000	Common	\$0.0001	NO	NOEL L OMANDAM	Acquisition Transaction	Restricted	144
11/25/2024	New Issuance	5,000,000	Common	\$0.0001	NO	KELVIN LESTER K LEE	Acquisition Transaction	Restricted	144
11/25/2024	New Issuance	3,000,000	Common	\$0.0001	NO	JOEVI ADRIAN G OROCEO	Acquisition Transaction	Restricted	144
11/25/2024	New Issuance	3,000,000	Common	\$0.0001	NO	KAROL GRACE G OROCEO	Acquisition Transaction	Restricted	144
11/25/2024	New Issuance	4,000,000	Common	\$0.0001	NO	TRELAWNY C OROCEO	Acquisition Transaction	Restricted	144
11/25/2024	New Issuance	2,000,000	Common	\$0.0001	NO	GIL PETER A COCHING	Acquisition Transaction	Restricted	144
11/25/2024	New Issuance	2,000,000	Common	\$0.0001	NO	MARY CHILLET P CANLAS	Acquisition Transaction	Restricted	144
11/25/2024	New Issuance	500,000	Common	\$0.0001	NO	ANTHONY T MORALED A	Acquisition Transaction	Restricted	144
11/25/2024	New Issuance	400,000	Common	\$0.0001	NO	MELANDRINO M DIEGO	Acquisition Transaction	Restricted	144
11/25/2024	New Issuance	400,000	Common	\$0.0001	NO	NILDA Z CRUZ	Acquisition Transaction	Restricted	144
11/25/2024	New Issuance	300,000	Common	\$0.0001	NO	EVAFRANCIS MONSERRAT M VILLAMAYOR	Acquisition Transaction	Restricted	144
11/25/2024	New Issuance	300,000	Common	\$0.0001	NO	AIMEE C DAVID	Acquisition Transaction	Restricted	144

11/25/2024	New Issuance	200,000	Common	\$0.0001	NO	ANA LYN P MATIENZO	Acquisition Transaction	Restricted	144
11/25/2024	New Issuance	200,000	Common	\$0.0001	NO	LEVY G SANTOS	Acquisition Transaction	Restricted	144
11/20/2024	New Issuance	126,500,000	Common	\$0.0001	NO	SERVEBANK FINANCIAL INC	Acquisition Transaction	Restricted	144
11/20/2024	New Issuance	80,148,285	Common	\$0.0001	NO	KATHLEEN Z GALVEZ	Acquisition Transaction	Restricted	144
11/20/2024	New Issuance	22,976,000	Common	\$0.0001	NO	PIA ANGELA ENRIQUZ	Acquisition Transaction	Restricted	144
11/20/2024	New Issuance	21,700,000	Common	\$0.0001	NO	LANEJEAN ORDEJAN LICTAOA	Acquisition Transaction	Restricted	144
11/20/2024	New Issuance	21,700,000	Common	\$0.0001	NO	ALEXANDER JR AGTARAP NAUNGAYAN	Acquisition Transaction	Restricted	144
11/20/2024	New Issuance	21,700,000	Common	\$0.0001	NO	RUTH SUMAYANG SALGAN	Acquisition Transaction	Restricted	144
11/8/2024	New Issuance	1,120,000	Common	\$0.0001	NO	JEFFREY DANIEL HAMMETT	Transfer from other shareholder	Unrestricted	
12/24/2024	New Issuance	450,000	Common	\$0.0001	NO	RICHARD MICHAEL	Transfer from other shareholder	Unrestricted	
11/8/2024	New Issuance	71,000	Common	\$0.0001	NO	AILEEN P ZAPATA	Acquisition Transaction	Unrestricted	
11/8/2024	New Issuance	68,972	Common	\$0.0001	NO	ALEX MARTIN ZAPATA	Acquisition Transaction	Unrestricted	
11/8/2024	New Issuance	164,000	Common	\$0.0001	NO	MARIA NOEMI R CALAYAG	Acquisition Transaction	Unrestricted	
11/8/2024	New Issuance	3	Common	\$0.0001	NO	DENNIS BROOKS	Acquisition Transaction	Unrestricted	
07/18/2024	New Issuance	20	Common	\$0.0001	No	ASAKAWA, TIFFANY	Removal of Restriction	Unrestricted	
07/11/2024	New Issuance	25,000,000	Common	\$0.0001	No	NOPPAKRIT, NITHILERTVIJIT	Transfer from other shareholder	Restricted	144
07/11/2024	New Issuance	25,000,000	Common	\$0.0001	No	SITTHAWEE, KRIATCHAWANUN	Transfer from other shareholder	Restricted	144
07/08/2024	New Issuance	1	Common	\$0.0001	No	LEE, BRIAN S	Removal of Restriction	Unrestricted	
05/21/2024	New Issuance	1,300,000	Common	\$0.0001	No	CHONG, KOK HONG	Transfer from other shareholder	Restricted	144
03/13/2023	New Issuance	10	Common	\$0.0001	No	ARROYO, DEBORAH	Removal of Restriction	Unrestricted	

Shares Outstanding on Date of This Report:  <u>Ending Balance:</u>  Date <u>06/30/2025</u> Common: <u>1,999,619,885</u>  Preferred: <u>700,000</u>	
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**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:

**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>25</sup>	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g., Loan, Services, etc.)

Total Outstanding Balance:

Total Shares:

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

<sup>25</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.

#### 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")

BNCM is an asset management and consultancy company. BNCM manages the assets or shares of companies it currently owns. BNCM provides consultancy services to companies seeking to apply, register, quote, or list on the OTC and or NASDAQ markets, in partnership with experienced and qualified auditors, accountants, and attorneys.

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

Starfleet Innotech Inc. (SFIO)

C. Describe the issuers' principal products or services.

BNCM secures companies with experienced management, solid revenues, profits, asset value and business model with strong growth and potential for quotation and or listing on the OTC and or NASDAQ markets within the next 2 to 3 years. The growth of these companies will directly provide more employment opportunities to the communities, improve the economy of the country, and bring greater social change to humanity.

#### 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.

#### 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.*

<b>Individual Name</b> (First, Last) or <b>Entity Name</b> (Include names of control person(s) if a corporate entity)	<b>Position/Company Affiliation</b> (ex: CEO, 5% Control person)	<b>City and State</b> (Include Country if outside U.S.)	<b>Number of Shares Owned</b> (List common, preferred, warrants and options separately)	<b>Class of Shares Owned</b>	<b>Percentage of Class of Shares Owned</b> (undiluted)
J. De Ruyter C. Oroceo	Chairman of the Board & 5% Control person	Philippines	1,133,700,000	Common	56.70%
Evafrancis Monserrat M. Villamor	Business Development & RAQA Manager	Philippines	300,000	Common	0.02%
Ma. Lourdes Elvira P. Monasterio	VP for Marketing	Philippines	20,000,000	Common	1.00%
Analyn P. Matienzo	Finance Manager	Philippines	200,000	Common	0.01%
Melandrino M. Diego	IT OIC	Philippines	400,000	Common	0.02%
Aimee C. David	Manager	Philippines	300,000	Common	0.02%
Nilda C. Cruz	HRAD Manager	Philippines	400,000	Common	0.02%
Gil Peter A. Coching	Consultant	Philippines	2,000,000	Common	0.10%
Noel L. Omandam	VP for Operations	Philippines	10,000,000	Common	0.50%
Anthony T. Moraleda	AVP- Sales	Philippines	500,000	Common	0.03%
Levy G. Santos	Accounting Manager	Philippines	200,000	Common	0.01%
Hatadi Shapiro Supaat	CEO & 5% Control person	Philippines	328,294,000	Common	16.42%
Servebank Financial Inc.	5% Control person	Philippines	126,500,000	Common	6.33%

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);

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](http://www.OTCMarkets.com). If any updates are needed to your public company profile, update your company profile.

Securities Counsel

Name:

Firm:

Address 1:

Address 2:

Phone:

Email:

Accountant or Auditor

Name:

Firm:

Address 1:

Address 2:

Phone:

Email:

Investor Relations

Name:

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:

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: Ana Lyn P Matienzo  
Title: Finance Manager  
Relationship to Issuer:

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: Ana Lyn P Matienzo  
Title: Finance Manager  
Relationship to Issuer:

Describe the qualifications of the person or persons who prepared the financial statements:<sup>36</sup> **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:*

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<sup>36</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.

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, J De Ruyter C Oroceo certify that:

1. I have reviewed this Disclosure Statement for Bounce Mobile Systems, 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.

08/11/2025

**/s/ J DE RUYTER C OROCEO**

*Principal Financial Officer:*

I, Ana Lyn P Matienzo certify that:

1. I have reviewed this Disclosure Statement for Bounce Mobile Systems, 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.

08/11/2025

**/s/ ANA LYN P MATIENZO**

**Bounce Mobile Systems, Inc.**  
**Income Statement**  
**For the year ending June 30, 2025**

Net sales	\$	5,184,311
Cost of sales	\$	1,867,890
Gross profit	\$	3,316,421
Selling expenses	\$	1,866,701
Administrative expenses	\$	999,581
Other income - net	\$	(27,284)
Finance costs	\$	334,555
Income before income tax	\$	142,867
Provision for income tax	\$	58,258
Net income	\$	84,609
Other comprehensive income		
<i>Items that will not recycle to profit or loss in subsequent periods</i>		
Remeasurement gain on retirement plan		-
Total comprehensive income	\$	84,609

**Bounce Mobile Systems, Inc.**  
**Balance Sheet**  
**June 30, 2025**

**ASSETS**

**Current Assets**

Cash on hand and in banks	\$	339,349
Trade and other receivables	\$	3,999,713
Inventories	\$	2,839,105
Prepayments and other current assets	\$	1,035,028
	\$	8,213,195

**Noncurrent Assets**

Investment in subsidiaries	\$	471,825
Property and equipment	\$	1,502,646
Right-of-use assets	\$	566,425
Intangible assets	\$	3,926
Deferred tax assets	\$	344,085
Other non-current assets	\$	46,503
	\$	2,935,410
	\$	11,148,605

**LIABILITIES AND EQUITY**

**Current Liabilities**

Trade payables and other liabilities	\$	3,189,777
Borrowings	\$	3,333,539
Dividends payable	\$	185,023
Lease liabilities	\$	246,459
Income tax payable	\$	14,489
	\$	6,969,287

**Noncurrent Liabilities**

Other non-current liabilities	\$	348,727
Borrowings	\$	455,668
Dividends payable	\$	846,610
Deposit for future stock subscription	\$	99,415
Retirement benefit obligation	\$	373,106
Lease liabilities	\$	345,474
	\$	2,469,000
	\$	9,438,287

**Equity**

Capital stock	\$	176,738
Remeasurement gains (losses) on retirement plan	\$	30,442
Retained earnings	\$	
Appropriated	\$	1,378,555
Unappropriated	\$	124,583
	\$	1,710,318
	\$	11,148,605

**Bounce Mobile Systems, Inc.**  
**Cash Flows**  
**June 30, 2025**

**CASH FLOWS FROM OPERATING ACTIVITIES**

Income before income tax	\$	142,867
Adjustments for:		
Provision for credit losses	\$	0
Provision for inventory obsolescence	\$	3,352
Depreciation and amortization	\$	257,962
Interest expense	\$	334,555
Retirement expense	\$	0
Gain on sale of property and equipment	\$	(1,182)
Unrealized foreign exchange gain (loss)	\$	0
Fair value adjustment of UITF	\$	0
Interest income	\$	(149)
Operating income before changes in working capital	\$	737,405
Changes in operating assets and liabilities		
Decrease (increase) in the amounts of:		
Trade and other receivables	\$	(221,598)
Inventories	\$	(118,251)
Prepayments and other current assets	\$	(182,395)
Other non-current assets	\$	75,415
Increase (decrease) in:		
Trade payables and other liabilities	\$	413,467
Net cash provided by operations	\$	704,043
Income taxes paid	\$	(58,258)
Interest received	\$	149
Net cash provided by operating activities	\$	645,933

**CASH FLOWS FROM INVESTING ACTIVITIES**

Proceeds from sale of property and equipment	\$	1,182
Acquisitions of:		
Property and equipment	\$	(173,792)
Investment in subsidiaries		-
Intangible assets		-
Net cash used in investing activities	\$	(172,609)

**CASH FLOWS FROM FINANCING ACTIVITIES**

Proceeds from borrowings	\$	3,661,584
Payments of borrowings	\$	(3,761,046)
Interest payment on borrowings	\$	(334,555)
Proceeds from issuance of capital stock	\$	110,461
Payment of lease liability	\$	(117,756)
Dividends paid	\$	(15,553)
Net cash used in financing activities	\$	(456,864)

<b>EFFECT OF EXCHANGE RATE CHANGES ON CASH</b>	\$	0
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<b>NET DECREASE IN CASH</b>	\$	16,460
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<b>CASH AT BEGINNING OF YEAR</b>	\$	322,890
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<b>CASH AT THE END OF YEAR</b>	\$	339,349
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	\$	339,349
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**Bounce Mobile Systems, Inc.**  
**Statement of Shareholder's Equity**  
**June 30, 2025**

	Capital stock	Remeasurement gains (losses) on retirement plan	Retained earnings Appropriated	Unappropriated	Total
<b>Balances at January 1, 2025</b>	176,738	30,450	1,378,555	39,967	1,625,709
Total comprehensive income for the year				84,609	84,609
<b>Balances at June 30, 2025</b>	176,738	30,450	1,378,555		1,710,318

Balances at January 1, 2024	176,738	708	1,201,817	77,793	1,457,055
Appropriation of retained earnings				(176,738)	(176,738)
Total comprehensive income for the year	-	29,742	176,738	138,912	345,392
Dividend declaration					
<b>Balances at December 31, 2024</b>	176,738	30,450	1,378,555	39,967	1,625,709

**BOUNCE MOBILE SYSTEMS, INC.**  
**CONSOLIDATED WITH DELEX HEALTHCARE GROUP**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**June 30, 2025**

**NOTE 1 – GENERAL ORGANIZATION AND BUSINESS AND GOING CONCERN**

The company was originally incorporated in North Carolina as Vital Living Products, Inc., in January, 1990.

On December 23, 1991, the company merged into Vital Living Products, Inc., a Delaware corporation and, thus, became a Delaware corporation.

On August 14, 2006, the company changed its domicile to Nevada and changed its name to Bounce Mobile Systems, Inc.

On February 19, 2020, Douglas DiSanti of Grassroots Advisory, LLC, was appointed Custodian of the corporation by order of the District Court of Nevada. On June 15, 2020, new management consisting of Marley Roldan, CEO, Secretary/Treasurer and Director; Howard Duran, President/Director, and: Reinerio Linares, CMO/Director, were elected by Mr. DiSantis. Mr. DiSanti continued as custodian until August 17, 2020, when he relinquished control to current management with court approval.

On April 9, 2021, Howard L. Duran and Reinerio Linares signed a Share Purchase Agreement to sell control of BNCM to Hatadi Shapiro Supaat who paid \$5,000 for each 100,000 shares block of preferred shares, or a total of \$10,000 for 200,000 shares block of preferred shares. The preferred shares granting Hatadi Shapiro Supaat control were then issued on April 20, 2021. On April 21, 2021, BNCM accepted the resignation of Howard L. Duran as President and Director and Dr. Rey Linares as Director. Simultaneously, the board appointed Hatadi Shapiro Supaat as President. On May 4, 2021, Hatadi Shapiro Supaat was issued 300,000 preferred shares, having a total of 500,000 preferred shares.

On September 30, 2021, Supplemental Information Report requesting the removal of “shell” flag of BNCM in OTC has been uploaded. The report reflected all the updated financial figures of the company resulting from the various acquisitions and activities for the quarter.

The Asset Purchase Agreement (APA) dated July 2, 2024, between Bounce Mobile Systems, Inc. (BNCM) and Delex Healthcare Group, Inc. (DHG), a Delaware-registered corporation, confirms BNCM's acquisition of DHG in accordance with the terms and conditions set forth in the agreement. This transaction forms part of a broader corporate structure process that includes the contemplated integration of DLX Holdings, Inc. and its subsidiaries, subject to the completion of regulatory filings and approvals with the Securities and Exchange Commission (SEC) of the Philippines.

As part of this transaction and related considerations, BNCM has already issued shares to key stakeholders, reflecting the anticipated ownership alignment once the corporate structure process is finalized. As of March 31, 2025, J. Ruyter holds 1,133,700,000 common shares in BNCM, making him the controlling shareholder of the company. This level of ownership gives Mr. Ruyter significant control over the company, surpassing any previous control gained through preferred stock issuance, and provides him with the voting power necessary to influence the major strategic decisions of BNCM.

The integration process with DLX Holdings, Inc. and its subsidiaries is ongoing, and upon completion of the necessary SEC filings in the Philippines, any resulting ownership structure will be formally reflected in the company's public disclosures in compliance with applicable regulations.

BNCM is an Asset Management Company that secures its assets by investing in companies with strong growth potentials, robust revenues, significant profits, proven track records, and promising business models with highly experienced management teams that will exceptionally qualify for quotation and or listing on the OTC and or NASDAQ Market within the next 2 to 3 years.

These consolidated financial statements have been prepared on a going concern basis, which implies the Company will continue to realize its assets and discharge its liabilities in the normal course of business. The continuation of the Company as a going concern is dependent upon the continued financial support from its shareholders, the ability of the Company to obtain necessary debt or equity financing to continue operations, and the attainment of profitable operations. There is no guarantee that the Company will be successful in these efforts. These consolidated financial statements do not include any adjustments to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

## **NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

### **Basis of Accounting**

These consolidated financial statements present the balance sheets, statements of operations, stockholders' deficit and cash flows of the Company. These financial statements are presented in United States dollars and have been prepared in accordance with accounting principles generally accepted in the United States. The Company's financial statements are prepared using the accrual method of accounting. The Company has elected a December 31 fiscal year end.

### **Use of Estimates and Assumptions**

The preparation of these 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. The results of operations and cash flows for the periods shown are not necessarily indicative of the results to be expected for the full year. The Company regularly evaluates estimates and assumptions related to valuation of license, stock-based compensation, and deferred income tax asset valuation allowances.

### **Cash and Cash Equivalents**

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

### **Digital Assets**

The Company owns the following significant digital assets:

Category	Description	Amount
1ai	Token 110,700,000 @ \$0.000369	\$ 40,848
APO	Token 1,500,000 @ \$0.60	\$ 900,000
EGGE tokens	Token 800,000,000 @ \$0.10	\$80,000,000

### **Financial Instruments and Fair Value Measures**

ASC 820, "*Fair Value Measurements and Disclosures*" requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. ASC 820 establishes a fair value hierarchy based on the level of independent, objective evidence surrounding the inputs used to measure fair value. A financial instrument's categorization within the fair value hierarchy is based upon the lowest level of input that is significant to the fair value measurement. ASC 820 prioritizes the inputs into three levels that may be used to measure fair value:

#### *Level 1*

Level 1 applies to assets or liabilities for which there are quoted prices in active markets for identical assets or liabilities.

#### *Level 2*

Level 2 applies to assets or liabilities for which there are inputs other than quoted prices that are observable for the asset or liability such as quoted prices for similar assets or liabilities in active markets; quoted prices for identical assets or liabilities in markets with insufficient volume or infrequent transactions (less active markets); or model-derived valuations in which significant inputs are observable or can be derived principally from, or corroborated by, observable market data.

### *Level 3*

Level 3 applies to assets or liabilities for which there are unobservable inputs to the valuation methodology that are significant to the measurement of the fair value of the assets or liabilities.

The Company's financial instruments consist principally of cash, accounts payable and accrued liabilities, convertible debenture, stock-settled debt obligation, and amounts due to related parties. Pursuant to ASC 820, the fair value of cash is determined based on "Level 1" inputs, which consist of quoted prices in active markets for identical assets. The recorded values of all other financial instruments approximate their current fair values because of their nature and respective maturity dates or durations. Unless otherwise noted, it is management's opinion that the Company is not exposed to significant interest, currency or credit risks arising from these financial statements.

### **Gain / Loss on Investments**

The Company used the fair value in recording each class of financial instruments including Investment - Acquired companies, Digital Assets (Tokens), Shares Receivable. The Fair Value is obtained from quoted market prices, discounted cash flow models and option pricing models, as appropriate.

There is a significant change in the value of asset due to cancellation of share receivable and due to the material decrease of the price / Fair Value of Starfleet Innotech Inc. (SFIO) shares.

### **Stock-based Compensation**

The Company records stock-based compensation in accordance with ASC 718 "Compensation – Stock Compensation" and ASC 505, "Equity Based Payments to Non-Employees", using the fair value method. All transactions in which goods or services are the consideration received for the issuance of equity instruments are accounted for based on the fair value of the consideration received or the fair value of the equity instrument issued, whichever is more reliably measurable.

### **Loss per Share**

The Company computes net loss per share in accordance with ASC 260, "Earnings per Share", which requires presentation of both basic and diluted earnings per share ("EPS") on the face of the statements of operations. Basic EPS is computed by dividing net loss available to common shareholders (numerator) by the weighted average number of shares outstanding (denominator) during the period. Diluted EPS gives effect to all dilutive potential common shares outstanding during the period using the treasury stock method and convertible preferred stock using the if-converted method. In computing diluted EPS, the average stock price for the period is used in determining the number of shares assumed to be purchased from the exercise of stock options or warrants. Diluted EPS excludes all dilutive potential shares if their effect is anti-dilutive.

### **Comprehensive Loss**

ASC 220, "Comprehensive Income", establishes standards for the reporting and display of comprehensive loss and its components in the consolidated financial statements. As of March 31, 2021 and at December 31, 2020, the Company had no items representing comprehensive income or loss.

### **Income Taxes**

A deferred tax asset or liability is recorded for all temporary differences between financial and tax reporting and net operating loss carry forwards. Deferred tax expense (benefit) results from the net change during the year of deferred tax assets and liabilities. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely

than not that some portion or all of the deferred tax assets will not be realized. Deferred tax assets and liabilities are adjusted for the effects of changes in tax laws and rates on the date of enactment.

When required, the Company records a liability for unrecognized tax positions, defined as the aggregate tax effect of differences between positions taken on tax returns and the benefits recognized in the financial statements. Tax positions are measured at the largest amount of benefit that is greater than fifty percent likely of being realized upon ultimate settlement. No tax benefits are recognized for positions that do not meet this threshold. The Company has no uncertain tax positions that require the Company to record a liability. The Company's tax years ended December 31, 2020 and December 31, 2019 remain subject to examination by Federal and state jurisdictions.

The Company recognizes penalties and interest associated with tax matters as part of the income tax provision and includes accrued interest and penalties with the related tax liability in the balance sheet. The Company had no accrued penalties and interest as of December 31, 2020 or as of December 31, 2019.

### **Recently Issued Accounting Pronouncements**

The Company has implemented all new accounting pronouncements that are in effect and that may impact its financial statements and does not believe that there are any other new accounting pronouncements that have been issued that might have a material impact on its financial position or results of operations.

### **NOTE 3 – STOCKHOLDERS' EQUITY**

#### ***Authorized Shares***

The Company is authorized to issue 2,000,000,000 shares of \$0.0001 par value common stock.

#### ***Common Stock***

All common stock shares have equal voting rights, are non-assessable and have one vote per share.

#### ***Preferred Stock***

The Company is authorized to issue 5,000,000 shares of \$0.0001 par value preferred shares.

### **NOTE 4 – CONFLICTS OF INTEREST**

The officer and director of the Company is involved in other business activities and may, in the future, become involved in other business opportunities. If a specific business opportunity becomes available, such person may face a conflict in selecting between the Company and his other business interests. The Company has not formulated a policy for the resolution of such conflicts.

### **NOTE 5 – SUBSEQUENT EVENTS**

#### **Merger with Delex Healthcare Group, Inc.**

The Asset Purchase Agreement (APA) dated July 2, 2024, between BNCM and DHG confirms BNCM's ownership of DHG. While DHG is represented as a holding company of DLX Holdings, Inc., the formal recognition of ownership and related integration into BNCM's structure is contingent upon the completion of regulatory filings and approvals with the SEC of the Philippines.

As part of the APA and related considerations, BNCM has already issued shares to key stakeholders in anticipation of the final structure. As of March 31, 2025, J. Ruyter's 1,133,700,000 common shares establish him as the controlling shareholder, enabling him to direct the company's strategic decisions.

The integration process is ongoing, and once the necessary SEC approvals in the Philippines are obtained, the ownership structure and related disclosures will be updated accordingly.

**Bounce Mobile Systems, Inc. (OTC: BNCM)** is an Asset Management Company that secures its assets by investing in companies with strong growth potentials, robust revenues, significant profits, proven track records, and promising business models with highly experienced management teams that will exceptionally qualify for quotation and or listing on the OTC and or NASDAQ Market within the next 2 to 3 years.

**Delex Healthcare Group, Inc. (DELEX)** is a Delaware-registered company, and a Holding Company of DLX Holdings, Inc. (DLX). The integration process is ongoing, and once the necessary SEC approvals in the Philippines are obtained, the ownership structure and related disclosures will be updated accordingly.

**DLX Holdings, Inc. (DLX)** holds a 60% controlling interest in Delex Pharma International, Inc. (DPI) while also holding a 46% controlling interest in JMN Brother's Pharma Limited, Inc. DLX and its subsidiaries are involved in the development and distribution of Pharmaceutical and Healthcare products in the Philippines.

**Delex Pharma International, Inc. (DPI)** is registered in the Philippines on July 13, 2009, to engage in the trading of medical supplies, equipment, pharmaceutical products, and food supplements on wholesale or retail basis.

**JMN Brothers Pharma Limited, Inc. (JMN)** is registered in the Philippines on June 27, 2016, to engage in the trading of medical supplies, equipment, pharmaceutical products, and food supplements on wholesale or retail basis.

**MD Pharma, Inc. (MPI)** is registered in the Philippines on August 18, 2006, to engage in the import, export and sale of pharmaceutical products and food supplements.

#### **Consideration Transferred**

The merger was executed through the issuance of 1.50 billion common shares of BNCM, valued at \$.0030 per share, resulting in a total consideration of \$4.50 million. No cash consideration was involved.

#### **Fair Value of Assets Acquired and Liabilities Assumed**

The financial statements of Delex Healthcare Group, Inc. (DELEX) have been consolidated into BNCM's financials. The fair values of identifiable assets acquired, and liabilities assumed are summarized in the accompanying financial statements.

#### **POST-MERGER PLANS & ACTIVITIES (JULY 2025 ONWARDS)**

1. **Financial Performance** – Delex Pharma posted P293 million (\$5.1 million) revenue as of June 2025, up 18.43% YoY, exceeding the industry average of 8%.
2. **Philips Imaging & Hospital Patient Monitors** – Finalization of Philips Imaging entitlement moved to Q3/Q4; appointed Spot Dealer for a new tertiary hospital in Bulacan (P260M contract). Preparing CT & MRI installation (delivery in 3–4 months). Granted channel partnership for Philips Hospital Patient Monitors; awaiting FDA CMDR approval (July–Aug 2025).
3. **Masimo (USA) Products** – Awaiting approvals for Sedline, RAD 7, LiDCO; launch upon first order delivery (est. P5–P10M revenue in 2025).
4. **Portfolio Expansion Under Evaluation** – Potential partnerships with Aculife Healthcare, LUYE Lifesciences, SOLM, Amecath, RTM Healthcare, Innovgas, and KGBio.
5. **Oncology Division Growth** – Potential partnership with Innokeys (Theracim brand) for Q4 2025; launching Carboplatin, Leucovorin, and Mesna in Dec 2025.
6. **Amsino Receptal Product** – First shipment arriving Aug 2025, followed by launch.

7. **Pharmacy Expansion** – eReseta branches awaiting LTO; expansion aligned with MD Pharma subsidiary.
8. **Yuwell Partnership** – Launching Glucofit diabetic nutrition and related devices (glucometers, CGMs, BP monitors, CPAP, BiPAP, nebulizers) in Aug 2025.
9. **AGlobal Pharma Partnership** – 163 new SKUs for bidding and retail.
10. **Pascual Laboratories Partnership** – Manufacture/distribute local pharma products for eReseta retail and bidding.
11. **Potential PPPI Partnership** – Specialty pharma and device focus, including Philips Imaging.
12. **Distribution Expansion** – Strategic partnership under negotiation to expand reach, improve collections, and reduce costs.
13. **Provincial Depots & Cebu Office** – 9 depots established; Cebu office/warehouse opened to qualify for tenders.
14. **New Makati Circuit Satellite Office** – Supports CME initiatives near major hospitals.
15. **CAPCO Partnership** – Awaiting FDA approval for Verathon Glidescope GO 2 (P14.4M potential revenue).
16. **Medical Conventions & CME** – Continued expansion of the Delex ICU Forum CME program; active participation in conventions through 2025.
17. **Salesforce Restructuring** – Transition to generalist model launched July 1, 2025; leadership changes; field service engineers deployed; training completed in June–July 2025.
18. **Retail Expansion Funding** – Strategic divestment of legacy brands to finance 60+ retail branches over 3 years.
19. **2026 Strategy Planning** – Early planning to begin Aug 2025.
20. **DLX Holdings Registration Changes** – Ongoing SEC process to register Delex Healthcare Group as parent; no current BNCM affiliation with DPI until SEC approval.
21. **Austerity Measures** – Company-wide cost-saving initiatives, including sales territory consolidation (P12.5M savings), reduced convention participation (P8M savings), hiring freeze, subscription changes, product rationalization, and HMO switch (P1M savings).