

Alternative Reporting Standard: Disclosure Guidelines for the Pink[®] Market

Federal and state securities laws require issuers to provide *current information* to the public markets. With a view to facilitating compliance with these laws, OTC Markets Group has created these Disclosure Guidelines (“Guidelines”)¹ that set forth the disclosure obligations that make up the “Alternative Reporting Standard” for Pink companies. Companies on the Pink Market that do not make disclosure directly to the SEC (via EDGAR), a banking regulator, or a non-U.S. regulatory authority may provide disclosure under our “Alternative Reporting Standard.” We use information provided by companies under these Guidelines to designate the appropriate tier in the Pink Market: Current Information or Limited Information.²

Pink Current Information Tier

To qualify for the Current Information Tier:

1. **Subscribe to the OTC Disclosure & News Service:** To submit an application, visit [Gateway](#) to sign in or create a new account. Allow OTC Markets Group 2-4 weeks to process your application and provide authorized user credentials to OTCIQ.

2. **Publish Initial Disclosure:** Upload the following documents through OTCIQ:

- Annual Report for the most recently completed fiscal year.
- All Quarterly Reports for the Current Fiscal Year.

Annual or Quarterly Reports are composed of:

- **Disclosure Statements:** Disclosure information pursuant to these Guidelines for the applicable period. Available as a fillable form beginning on page 4 of these Guidelines.
- **Financial Statements:** Qualifying Financial Statements in accordance with the Financial Statement Requirements specified in Item 9 of these Guidelines.

Qualifying Financial Statements include:

- Audit Letter, if audited
- Balance Sheet
- Statement of Income
- Statement of Cash Flows
- Statement of Retained Earnings (Statement of Changes in Stockholders’ Equity)
- Notes to Financial Statements

3. **Publish the annual Management Certification:** Companies must certify basic company information initially and annually within forty five (45) days of a company’s annual report due date.

¹ These Guidelines have been designed to encompass the “current information” requirements under state and federal securities laws, such as Rules 10b-5 and 15c2-11 of the Securities Exchange Act of 1934 (“Exchange Act”) as well as Rule 144 of the Securities Act of 1933 (“Securities Act”), and state Blue Sky laws. However, these Guidelines have not been reviewed by the U.S. Securities and Exchange Commission or any state securities regulator. These Guidelines do not constitute legal advice, and OTC Markets Group makes no assurance that compliance with our disclosure requirements will satisfy any legal requirements. These Guidelines may be amended from time to time, in the sole and absolute discretion of OTC Markets Group, with or without notice.

² OTC Markets Group may require companies with securities designated as “Caveat Emptor” or other compliance flags to make additional disclosures to qualify for the Pink Current Information tier.

4. **Verify Profile:** Verify the Company Profile through OTCIQ. This includes the complete list of current officers, directors, and service providers; outstanding shares; a business description; contact information; and the names of all company insiders and beneficial owners of 10% or more of the outstanding units or shares of any class of any equity security of the issuer.
5. **OTC Markets Group Processing of Reports:** Allow OTC Markets Group to process the posted documents (typically three to five business days) and provide any comments. Companies will only be evaluated for Current Information once all required documentation has been submitted.
6. **Ongoing Requirements:** To qualify for Current Information on an ongoing basis, companies must:
 - Publish reports through OTCIQ on the following schedule:
 - Quarterly Report within **45 days** of the quarter end
 - Annual Report within **90 days** of the fiscal year end
 - Complete an annual Management Certification within **45 days** of the annual report due date.
 - Maintain a Verified Profile. At least once every six months, review and verify the Company Profile through OTCIQ.
 - Maintain Transfer Agent Verified share data. If your transfer agent participates in the [Transfer Agent Verified Shares Program](#), then your securities must have current share data verified by the transfer agent.
 - Maintain an Active standing in the Company's State of Incorporation.

Pink Limited Information Tier

Companies that do not meet the requirements of the Pink Current Information tier set forth above may still qualify for the Pink Limited Information Tier by meeting the following minimum disclosure requirements.

1. **Annual Financial Statements:** Publish one set of Qualifying Annual Financial Statements which cover the past 2 completed fiscal years, provided the most recently completed fiscal year is within the past 16 months.
2. **Verified Profile:** The Company must verify the Company Profile through OTCIQ, including, but not limited to, a complete list of officers, directors, and service providers; outstanding shares; a business description; contact information; and the name of all company insiders. "Company Insiders" shall include the beneficial owner of 10% or more of the outstanding units or shares of any class of any equity security of the issuer.
3. **Ongoing Requirements:** To qualify for Limited Information on an ongoing basis, companies must:
 - Publish reports on the following schedule:
 - Annual Financial Statements as outlined in Item 9 within 120 days of the fiscal year end. Should a change in FYE occur, no more than 16 months may elapse from the fiscal year end of the prior Annual Financial Statement.
 - Review and Verify the Company's profile information through OTCIQ at least once every 12 months.
 - Maintain Transfer Agent Verified share data. If your transfer agent participates in the [Transfer Agent Verified Shares Program](#), then your securities must have current share data verified by the transfer agent.

Current Reporting of Material Corporate Events

In addition to the disclosure requirements above, all companies on the Pink market are expected to promptly release to the public any news or information regarding corporate events that may be material to the issuer and its securities (including adverse information). Persons with knowledge of such events are considered to be in possession of material

nonpublic information and may not buy or sell the issuer's securities until or unless such information is made public. If not included in the issuer's previous public disclosure documents, or if the material events occurs after the publication of such disclosure documents, the issuer shall publicly disclose such events by disseminating a news release **within four (4) business days** following their occurrence and posting such news release through an Integrated Newswire or the OTC Disclosure & News Service.³

Material corporate events may include:

- Changes to the company's shell status. Please refer to our [FAQ on Shell Companies](#)
- Changes in control of issuer
- Departure of directors or principal officers; election of directors; appointment of principal officers
- Entry into or termination of a material definitive agreement or material agreement not made in the ordinary course of business
- Completion of an acquisition or disposition of assets, including but not limited to merger transactions
- Creation of a direct financial obligation or an obligation under an off-balance sheet arrangement of an issuer
- Triggering events that accelerate or increase a direct or contingent financial obligation including any default or acceleration of an obligation or an obligation under an off-balance sheet arrangement
- Costs associated with exit or disposal activities including material write-offs and restructuring; Material impairments
- Unregistered sales of equity securities
- Material modification to rights of security holders
- Changes in issuer's certifying accountant
- Non-reliance on previously issued financial statements or a related audit report or completed interim review
- Change in a company's fiscal year; Amendments to articles of incorporation or bylaws that were not previously disclosed in a proxy statement or other such disclosure statement.
- Amendments to the issuer's code of ethics, or waiver of a provision of the code of ethics
- Any changes to litigation the issuer may be involved in, or any new litigation surrounding the issuer
- Officer, director, or insider transactions in the issuer's securities
- Disclosure of investor relations, marketing, brand awareness, and stock promotion activities which might reasonably be expected to materially affect the market for its securities or otherwise deemed material by the issuer
- A company's bankruptcy or receivership
- Termination or reduction of a business relationship with a customer that constitutes a specified amount of the company's revenues
- Any material limitation, restriction, or prohibition, including the beginning and end of lock-out periods, regarding the company's employee benefits, retirement and stock ownership plan
- Earnings releases
- Other materially different information regarding key financial or operation trends from that set forth in periodic reports
- Other events the issuer determines to be material

³ "Integrated Newswire" shall mean a newswire service that is integrated with the OTC Disclosure & News Service and is included on OTC Markets Group's list of Integrated Newswires, as published on <https://www.otcmarkets.com/corporate-services/ir-tools-services>



3773 Howard Hughes Parkway

www.beyondcommerceinc.com
investors@beyondcommerceinc.com

Quarterly Report

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

Outstanding Shares

The number of shares outstanding of our Common Stock was: 16,533,929,830

16,533,929,830 as of August 14, 2025 (Current Reporting Period Date or More Recent Date)

16,533,929,830 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 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.

The exact name of the Issuer is Beyond Commerce, Inc. We were originally incorporated in Nevada on January 12, 2006, as Reel Estate Services, Inc. with a subsequent name change to BOOMj.com, Inc. on January 14, 2008. On January 5, 2009, we changed our name to Beyond Commerce, Inc

Current State and Date of Incorporation or Registration: Nevada – January 12, 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:

3773 Howard Hughes Parkway, Suite 500 Las Vegas Nevada 89169

Address of the issuer's principal place of business:

X 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: Colonial Stock Transfer

Phone: 801-355-5740

Email: info@colonialstock.com

Address: 7840 S 700 E, Sandy, UT 84070

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: BYOC
Exact title and class of securities outstanding: Common Stock
CUSIP: 08861P105
Par or stated value: \$0.001
Total shares authorized: 30,000,000,000 as of date: 06/30/2025
Total shares outstanding: 16,533,929,830 as of date: 06/30/2025
Total number of shareholders of record: 5,359 as of date: 06/30/2025

Trading Symbol: N/A
Exact title and class of the security: Series A
CUSIP: N/A
Par or stated value: \$0.001
Total shares authorized: 250 as of date: 06/30/2025
Total shares outstanding: 250 as of date: 06/30/2025
Total number of shareholders of record: 2 as of date: 06/30/2025

Trading Symbol: N/A
Exact title and class of the security: Series B
CUSIP: N/A
Par or stated value: \$0.001
Total shares authorized: 51 as of date: 06/30/2025
Total shares outstanding: 51 as of date: 06/30/2025
Total number of shareholders of record: 2 as of date: 06/30/2025

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.

Exact title and class of the security: Series C
Par or stated value: \$0.001
Total shares authorized: 50,000,000 as of date: 06/30/2025
Total shares outstanding: 608,585 as of date: 06/30/2025
Total number of shareholders of record: 1 as of date: 06/30/2025

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.

Certain stockholders possess a majority of our voting power, and through this ownership, may control our Company and our corporate actions.

Our controlling stockholder, Geordan Pursglove, our President, CEO and Director, The 2GP Group, LLC and Fiona Oakley, together hold a majority of the total voting power of our outstanding capital stock as of June 30, 2025. The 2GP Group, LLC is an entity controlled by Mr. Pursglove, who holds sole voting and dispositive power over these shares. Each share of Series A Preferred Stock is convertible into one million shares of common stock. In addition, each share of Series A Preferred Stock entitles its holder to (i) cumulative, non-participating dividends in preference and priority to any declaration or payment of a dividend on any of the Company's common stock, at a rate of 12% per annum, and (ii) three times (3x) voting preference over common stock. Each one (1) share of the Series B Preferred Stock shall have voting rights equal to (x) 0.019607 multiplied by the total number of votes of issued and outstanding shares of stock of the Company eligible to vote at the time of the respective vote (the "Numerator"), divided by (y) 0.49, minus (z) the Numerator. Each share of Series C Preferred Stock is convertible into 100,000 shares of common stock and has voting rights on an as-converted basis. These shareholders have the ability to control our management and affairs through the election and removal of our entire Board of Directors, the amendment of our articles of incorporation or bylaws, and the adoption of measures that could delay or prevent a change in control or impede a merger, takeover or other business combination involving us. Such concentrated control of the Company may adversely affect the price of our common stock. A stockholder that acquires common stock will not have an effective voice in the management of the Company.

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

We have no plans to pay dividends on our Common Stock or our Series A Preferred Stock.

We have not previously paid any cash dividends, nor have we determined to pay dividends on any share of Series A Preferred Stock or shares of Common Stock, except as described in the rights and preferences detailed in the "Certificate of Designation of Preferences" for the Series A Preferred Stock filed with the Secretary of State of the State of Nevada. The permissibility to pay dividends on our shares is restricted by Section 78.288 of the Nevada Revised Statutes, which provides that a company may not issue a dividend if the result of such dividend would be to make the company have negative retained earnings. There can be no assurance that our operations will result in sufficient revenues to enable us to operate at profitable levels or to generate positive cash flows. Furthermore, there is no assurance that the Board of Directors will declare dividends even if profitable. Dividend policy is subject to the Nevada Revised Statutes and the discretion of our Board of Directors and will depend on, among other things, our earnings, financial condition, capital requirements and other factors.

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

If we issue additional shares in the future, it will result in the dilution of our existing stockholders.

We are authorized to issue up to 30,000,000,000 shares of common stock with a par value of \$0.001, of which 16,533,929,830 are issued and outstanding as of June 30, 2025. Our board of directors, upon the approval of the stockholders, may seek to increase the number of authorized shares in the future and may choose to issue some or all of such shares to acquire one or more businesses or to provide additional financing in the future. The issuance of any such shares will result in a reduction of the book value and market price of the outstanding shares of our common stock. If we issue any such additional shares, such issuance will cause a reduction in the proportionate ownership and voting power of all current shareholders. Further, such issuance may result in a change of control of our company

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.**

Voting power is highly concentrated in holders of our Preferred Stock.

We are authorized to issue up to 60,000,400 shares of preferred stock, which are designated Series A, B, C and undesignated Preferred Stock of which 249.99 shares of Series A, 51 shares of Series B and 608,585 shares of Series C are currently issued and outstanding. The Series A Preferred Stock will, with respect to each holder of the Series A Preferred Stock be entitled to three million (3,000,000) votes for each share of Series A Preferred Stock standing in his, her or its name on the books of the corporation. Each share of Series A Preferred Stock is convertible, at the option of the holder, into one million shares of Common Stock. The Series A Preferred Stock is entitled, in the event of any voluntary liquidation, dissolution or winding up of the Corporation, to receive payment or distribution of a preferential amount before any payments or distributions are received by any class or series of common stock. Subject to the prior or equal rights of the holders of all classes of stock at the time outstanding having prior or equal rights as to dividends and ranking ahead of the Common Stock, the holders of the Series A Preferred Stock shall be entitled to receive, when and as declared by the Board of Directors, out of any assets of the Corporation legally available therefor, such dividends as may be declared from time to time by the Board of Directors. One (1) share of the Series B Preferred Stock shall have voting rights equal to (x) 0.019607 *multiplied by* the total number of votes of the issued and outstanding shares of Common Stock and other Preferred Stock eligible to vote at the time of the respective vote (the "Numerator"), *divided by* (y) 0.49, *minus* (z) the Numerator. For the avoidance of doubt, if the total number of votes of the issued and outstanding shares of Common Stock and other Preferred Stock eligible to vote at the time of the respective vote is 5,000,000, the voting rights of one share of the Series B Preferred Stock shall be equal to 102,036 (e.g., $((0.019607 \times 5,000,000) / 0.49) - (0.019607 \times 5,000,000) = 102,036$). With respect to all matters upon which stockholders are entitled to vote or to which stockholders are entitled to give consent, the holders of the outstanding shares of Series B Preferred Stock shall vote together with the holders of Common Stock without regard to class, except as to those matters on which separate class voting is required by applicable law or the Corporation's Articles of Incorporation or by-laws. Such concentrated control of the Company may adversely affect the price of our common stock. A stockholder that acquires common stock will not have an effective voice in the management of the Company. We have designated 50,000,000 shares of Series C Convertible Preferred Stock, par value of \$0.001 per share (the "Series C Preferred Stock"). Each share of Series C Preferred Stock is convertible into 100,000 shares of common stock and has voting rights on an as-converted basis. The Series C Preferred Stock will, with respect to dividend rights and rights upon liquidation, winding-up or dissolution rank: (a) *pari passu* with the Corporation's Common Stock, \$0.001 par value per share ("Common Stock"); (b) junior to all other series of Preferred Stock, as such may be designated as of the date of this Designation, or which may be designated by the Corporation after the date of this Designation (the "Other Preferred"), and (c) junior to all existing and future indebtedness of the Corporation. Holders of the Series C Preferred Stock shall vote on all matters

requiring a vote of the shareholders of the Corporation, together with the holders of shares of Common Stock and other classes of preferred stock entitled to vote, as a single class. Subject to the applicable beneficial ownership limitation, each Holder shall be entitled to the whole number of votes equal to the number of shares of Common Stock into which such holder's Preferred Shares would be convertible using the record date for determining the stockholders of the Corporation eligible to vote on such matters as the date as of which the number of Conversion Shares is calculated. Holders of the Series C Preferred Stock will also be entitled to vote as a separate class with respect to any matter as to which such voting rights are required by applicable law. There are an additional 10,000,099 authorized and undesignated Preferred Shares that are not yet issued or outstanding.

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> :			*Right-click the rows below and select "Insert" to add rows as needed.						
Date <u>January 8, 2021</u>									
Common: <u>3,410,355,200</u>									
Preferred: <u>Series A 249,999,990</u>									
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>1/8/21</u>	<u>Issuance</u>	<u>85,455,000</u>	<u>Common</u>	<u>\$25,636.50</u>	<u>No</u>	<u>Discover Growth Fund</u> <u>John Kirkland</u>	<u>Debt Conversion</u>	<u>Restricted</u>	<u>-</u>
<u>1/19/21</u>	<u>Issuance</u>	<u>88,894,600</u>	<u>Common</u>	<u>\$26,668.38</u>	<u>No</u>	<u>Discover Growth Fund</u> <u>John Kirkland</u>	<u>Debt Conversion</u>	<u>Restricted</u>	<u>-</u>

<u>1/26/21</u>	<u>Issuance</u>	<u>93,546,000</u>	<u>Common</u>	<u>\$28,069</u> <u>.20</u>	<u>No</u>	<u>Discover</u> <u>Growth Fund</u> <u>John Kirkland</u>	<u>Debt</u> <u>Conversion</u>	<u>Restricted</u>	<u>:</u>
<u>1/27/21</u>	<u>Issuance</u>	<u>96,360,000</u>	<u>Common</u>	<u>\$28,908</u> <u>.00</u>	<u>No</u>	<u>Discover</u> <u>Growth Fund</u> <u>John Kirkland</u>	<u>Debt</u> <u>Conversion</u>	<u>Restricted</u>	<u>:</u>
<u>2/3/21</u>	<u>Issuance</u>	<u>100,000.00</u> <u>0</u>	<u>Common</u>	<u>\$30,000</u>	<u>No</u>	<u>Discover</u> <u>Growth Fund</u> <u>John Kirkland</u>	<u>Debt</u> <u>Conversion</u>	<u>Restricted</u>	<u>:</u>
<u>2/9/21</u>	<u>Issuance</u>	<u>75,000,000</u>	<u>Common</u>	<u>\$22,500</u>	<u>No</u>	<u>Discover</u> <u>Growth Fund</u> <u>John Kirkland</u>	<u>Debt</u> <u>Conversion</u>	<u>Restricted</u>	<u>:</u>
<u>2/16/21</u>	<u>Issuance</u>	<u>76,771,725</u>	<u>Common</u>	<u>\$23,031</u> <u>.52</u>	<u>No</u>	<u>Discover</u> <u>Growth Fund</u> <u>John Kirkland</u>	<u>Debt</u> <u>Conversion</u>	<u>Restricted</u>	<u>:</u>
<u>2/19/21</u>	<u>Issuance</u>	<u>166,666.66</u> <u>7</u>	<u>Common</u>	<u>\$50,000</u>	<u>No</u>	<u>Discover</u> <u>Growth Fund</u> <u>John Kirkland</u>	<u>Debt</u> <u>Conversion</u>	<u>Restricted</u>	<u>:</u>
<u>2/25/21</u>	<u>Issuance</u>	<u>166,666.66</u> <u>7</u>	<u>Common</u>	<u>\$50,000</u>	<u>No</u>	<u>Discover</u> <u>Growth Fund</u> <u>John Kirkland</u>	<u>Debt</u> <u>Conversion</u>	<u>Restricted</u>	<u>:</u>
<u>3/1/21</u>	<u>Issuance</u>	<u>3</u>	<u>Series B</u> <u>Preferred</u>	<u>\$0.00</u>	<u>No</u>	<u>Geordan</u> <u>Pursglove</u>	<u>Employment</u> <u>Agreement</u> <u>Issuance</u>	<u>Restricted</u>	<u>:</u>
<u>3/3/21</u>	<u>Issuance</u>	<u>151,958.00</u> <u>0</u>	<u>Common</u>	<u>\$15,195</u> <u>.80</u>	<u>No</u>	<u>Discover</u> <u>Growth Fund</u> <u>John Kirkland</u>	<u>Debt</u> <u>Conversion</u>	<u>Restricted</u>	<u>:</u>
<u>3/11/21</u>	<u>Issuance</u>	<u>145,000.00</u> <u>0</u>	<u>Common</u>	<u>\$14,500</u>	<u>No</u>	<u>Discover</u> <u>Growth Fund</u> <u>John Kirkland</u>	<u>Debt</u> <u>Conversion</u>	<u>Restricted</u>	<u>:</u>
<u>3/17/21</u>	<u>Issuance</u>	<u>147,500.00</u> <u>0</u>	<u>Common</u>	<u>\$14,750</u>	<u>No</u>	<u>Discover</u> <u>Growth Fund</u> <u>John Kirkland</u>	<u>Debt</u> <u>Conversion</u>	<u>Restricted</u>	<u>:</u>
<u>3/26/21</u>	<u>Issuance</u>	<u>147,500.00</u> <u>0</u>	<u>Common</u>	<u>\$14,750</u>	<u>No</u>	<u>Discover</u> <u>Growth Fund</u> <u>John Kirkland</u>	<u>Debt</u> <u>Conversion</u>	<u>Restricted</u>	<u>:</u>
<u>4/12/21</u>	<u>Issuance</u>	<u>150,000.00</u> <u>0</u>	<u>Common</u>	<u>\$15,000</u>	<u>No</u>	<u>Discover</u> <u>Growth Fund</u> <u>John Kirkland</u>	<u>Debt</u> <u>Conversion</u>	<u>Restricted</u>	<u>:</u>

<u>4/16/21</u>	<u>Issuance</u>	<u>150,000.00</u> <u>0</u>	<u>Common</u>	<u>\$15,000</u>	<u>No</u>	<u>Discover Growth Fund</u> <u>John Kirkland</u>	<u>Debt Conversion</u>	<u>Restricted</u>	<u>:</u>
<u>4/27/21</u>	<u>Issuance</u>	<u>150,000.00</u> <u>0</u>	<u>Common</u>	<u>\$15,000</u>	<u>No</u>	<u>Discover Growth Fund</u> <u>John Kirkland</u>	<u>Debt Conversion</u>	<u>Restricted</u>	<u>:</u>
<u>5/5/21</u>	<u>Issuance</u>	<u>150,000.00</u> <u>0</u>	<u>Common</u>	<u>\$15,000</u>	<u>No</u>	<u>Discover Growth Fund</u> <u>John Kirkland</u>	<u>Debt Conversion</u>	<u>Restricted</u>	<u>:</u>
<u>5/11/21</u>	<u>Issuance</u>	<u>150,000.00</u> <u>0</u>	<u>Common</u>	<u>\$15,000</u>	<u>No</u>	<u>Discover Growth Fund</u> <u>John Kirkland</u>	<u>Debt Conversion</u>	<u>Restricted</u>	<u>:</u>
<u>5/25/21</u>	<u>Issuance</u>	<u>160,000.00</u> <u>0</u>	<u>Common</u>	<u>\$16,000</u>	<u>No</u>	<u>Discover Growth Fund</u> <u>John Kirkland</u>	<u>Debt Conversion</u>	<u>Restricted</u>	<u>:</u>
<u>6/10/21</u>	<u>Issuance</u>	<u>160,000.00</u> <u>0</u>	<u>Common</u>	<u>\$16,000</u>	<u>No</u>	<u>Discover Growth Fund</u> <u>John Kirkland</u>	<u>Debt Conversion</u>	<u>Restricted</u>	<u>:</u>
<u>6/23/21</u>	<u>Issuance</u>	<u>160,000.00</u> <u>0</u>	<u>Common</u>	<u>\$16,000</u>	<u>No</u>	<u>Discover Growth Fund</u> <u>John Kirkland</u>	<u>Debt Conversion</u>	<u>Restricted</u>	<u>:</u>
<u>7/7/21</u>	<u>Issuance</u>	<u>160,000.00</u> <u>0</u>	<u>Common</u>	<u>\$16,000</u>	<u>No</u>	<u>Discover Growth Fund</u> <u>John Kirkland</u>	<u>Debt Conversion</u>	<u>Restricted</u>	<u>:</u>
<u>7/23/21</u>	<u>Issuance</u>	<u>160,000.00</u> <u>0</u>	<u>Common</u>	<u>\$16,000</u>	<u>No</u>	<u>Discover Growth Fund</u> <u>John Kirkland</u>	<u>Debt Conversion</u>	<u>Restricted</u>	<u>:</u>
<u>8/5/21</u>	<u>Issuance</u>	<u>160,000.00</u> <u>0</u>	<u>Common</u>	<u>\$16,000</u>	<u>No</u>	<u>Discover Growth Fund</u> <u>John Kirkland</u>	<u>Debt Conversion</u>	<u>Restricted</u>	<u>:</u>
<u>8/18/21</u>	<u>Issuance</u>	<u>9</u>	<u>Series B Preferred</u>	<u>\$0.01</u>	<u>No</u>	<u>Geordan Pursglove</u>	<u>Employment Agreement Issuance</u>	<u>Restricted</u>	<u>:</u>
<u>8/18/21</u>	<u>Issuance</u>	<u>6</u>	<u>Series B Preferred</u>	<u>\$0.01</u>	<u>No</u>	<u>Peter Stazzone</u>	<u>Employment Agreement Issuance</u>	<u>Restricted</u>	<u>:</u>
<u>8/20/21</u>	<u>Issuance</u>	<u>160,000.00</u> <u>0</u>	<u>Common</u>	<u>\$16,000</u>	<u>No</u>	<u>Discover Growth Fund</u> <u>John Kirkland</u>	<u>Debt Conversion</u>	<u>Restricted</u>	<u>:</u>
<u>8/20/21</u>	<u>Issuance</u>	<u>363,185.55</u> <u>3</u>	<u>Common</u>	<u>\$363,185.55</u>	<u>No</u>	<u>Illiad Research and Trading L.P.</u>	<u>Debt Conversion</u>	<u>Restricted</u>	<u>:</u>

						<u>John Fife</u>			
<u>9/14/21</u>	<u>Issuance</u>	<u>160,000.00</u> <u>0</u>	<u>Common</u>	<u>\$16,000</u>	<u>No</u>	<u>Discover Growth Fund</u> <u>John Kirkland</u>	<u>Debt Conversion</u>	<u>Restricted</u>	<u>=</u>
<u>9/23/21</u>	<u>Issuance</u>	<u>290,000.00</u> <u>0</u>	<u>Common</u>	<u>\$29,000</u>	<u>No</u>	<u>Discover Growth Fund</u> <u>John Kirkland</u>	<u>Debt Conversion</u>	<u>Restricted</u>	<u>=</u>
<u>9/29/21</u>	<u>Issuance</u>	<u>220,000.00</u> <u>0</u>	<u>Common</u>	<u>\$22,000</u>	<u>No</u>	<u>Discover Growth Fund</u> <u>John Kirkland</u>	<u>Debt Conversion</u>	<u>Restricted</u>	<u>--</u>
<u>10/6/21</u>	<u>Issuance</u>	<u>220,000.00</u> <u>0</u>	<u>Common</u>	<u>\$22,000</u>	<u>No</u>	<u>Discover Growth Fund</u> <u>John Kirkland</u>	<u>Debt Conversion</u>	<u>Restricted</u>	<u>=</u>
<u>10/8/21</u>	<u>Issuance</u>	<u>220,000.00</u> <u>0</u>	<u>Common</u>	<u>\$22,000</u>	<u>No</u>	<u>Discover Growth Fund</u> <u>John Kirkland</u>	<u>Debt Conversion</u>	<u>Restricted</u>	<u>=</u>
<u>10/13/21</u>	<u>Issuance</u>	<u>230,000.00</u> <u>0</u>	<u>Common</u>	<u>\$23,000</u>	<u>No</u>	<u>Discover Growth Fund</u> <u>John Kirkland</u>	<u>Debt Conversion</u>	<u>Restricted</u>	<u>=</u>
<u>10/18/21</u>	<u>Issuance</u>	<u>240,000.00</u> <u>0</u>	<u>Common</u>	<u>\$24,000</u>	<u>No</u>	<u>Discover Growth Fund</u> <u>John Kirkland</u>	<u>Debt Conversion</u>	<u>Restricted</u>	<u>=</u>
<u>10/19/21</u>	<u>Issuance</u>	<u>460,000.00</u> <u>0</u>	<u>Common</u>	<u>\$46,000</u>	<u>No</u>	<u>Discover Growth Fund</u> <u>John Kirkland</u>	<u>Debt Conversion</u>	<u>Restricted</u>	<u>=</u>
<u>10/20/21</u>	<u>Issuance</u>	<u>484,000.00</u> <u>0</u>	<u>Common</u>	<u>\$48,400</u>	<u>No</u>	<u>Discover Growth Fund</u> <u>John Kirkland</u>	<u>Debt Conversion</u>	<u>Restricted</u>	<u>=</u>
<u>10/21/21</u>	<u>Issuance</u>	<u>509,900.00</u> <u>0</u>	<u>Common</u>	<u>\$50,990</u>	<u>No</u>	<u>Discover Growth Fund</u> <u>John Kirkland</u>	<u>Debt Conversion</u>	<u>Restricted</u>	<u>=</u>
<u>10/29/21</u>	<u>Issuance</u>	<u>536,700.00</u> <u>0</u>	<u>Common</u>	<u>\$53,670</u>	<u>No</u>	<u>Discover Growth Fund</u> <u>John Kirkland</u>	<u>Debt Conversion</u>	<u>Restricted</u>	<u>=</u>
<u>11/11/21</u>	<u>Issuance</u>	<u>459,690.00</u> <u>0</u>	<u>Common</u>	<u>\$45,969</u>	<u>No</u>	<u>Discover Growth Fund</u> <u>John Kirkland</u>	<u>Debt Conversion</u>	<u>Restricted</u>	<u>=</u>
<u>11/19/21</u>	<u>Issuance</u>	<u>457,520.00</u> <u>0</u>	<u>Common</u>	<u>\$45,752</u>	<u>No</u>	<u>Discover Growth Fund</u> <u>John Kirkland</u>	<u>Debt Conversion</u>	<u>Restricted</u>	<u>=</u>

<u>12/2/21</u>	<u>Issuance</u>	<u>476,200.00</u> <u>0</u>	<u>Common</u>	<u>\$47,620</u>	<u>No</u>	<u>Discover Growth Fund</u> <u>John Kirkland</u>	<u>Debt Conversion</u>	<u>Restricted</u>	<u>:</u>
<u>12/20/21</u>	<u>Issuance</u>	<u>490,780.00</u> <u>0</u>	<u>Common</u>	<u>\$49,078</u>	<u>No</u>	<u>Discover Growth Fund</u> <u>John Kirkland</u>	<u>Debt Conversion</u>	<u>Restricted</u>	<u>:</u>
<u>12/21/21</u>	<u>Issuance</u>	<u>750,620.00</u> <u>0</u>	<u>Common</u>	<u>\$75,062</u>	<u>No</u>	<u>Discover Growth Fund</u> <u>John Kirkland</u>	<u>Debt Conversion</u>	<u>Restricted</u>	<u>:</u>
<u>2/9/22</u>	<u>Issuance</u>	<u>375,000.00</u> <u>0</u>	<u>Common</u>	<u>\$150.00</u> <u>0</u>	<u>No</u>	<u>Tyscado Partners</u> <u>Robert Delvecchio</u>	<u>Debt Conversion</u>	<u>Restricted</u>	<u>:</u>
<u>2/22/22</u>	<u>Issuance</u>	<u>750,620.00</u> <u>0</u>	<u>Common</u>	<u>\$75,062</u>	<u>No</u>	<u>Discover Growth Fund</u> <u>John Kirkland</u>	<u>Debt Conversion</u>	<u>Restricted</u>	<u>:</u>
<u>3/9/22</u>	<u>Issuance</u>	<u>133,902.97</u> <u>5</u>	<u>Common</u>	<u>\$0.00</u>	<u>No</u>	<u>Peter Stazzone</u>	<u>Issuance Per Employment Agreement</u>	<u>Restricted</u>	<u>:</u>
<u>3/16/22</u>	<u>Issuance</u>	<u>791,800.00</u> <u>0</u>	<u>Common</u>	<u>\$79,180</u>	<u>No</u>	<u>Discover Growth Fund</u> <u>John Kirkland</u>	<u>Debt Conversion</u>	<u>Restricted</u>	<u>:</u>
<u>4/11/22</u>	<u>Issuance</u>	<u>166,666.66</u> <u>7</u>	<u>Common</u>	<u>\$50,000</u>	<u>No</u>	<u>Remo Weber</u>	<u>Purchase Agreement Deposit</u>	<u>Restricted</u>	<u>:</u>
<u>7/13/22</u>	<u>Issuance</u>	<u>791,750.00</u> <u>0</u>	<u>Common</u>	<u>\$79,175</u>	<u>No</u>	<u>Discover Growth Fund</u> <u>John Kirkland</u>	<u>Debt Conversion</u>	<u>Restricted</u>	<u>:</u>
<u>6/2/23</u>	<u>Issuance</u>	<u>133,902.87</u> <u>4</u>	<u>Common</u>	<u>\$0.00</u>	<u>No</u>	<u>Peter Stazzone</u>	<u>Issuance Per Employment Agreement</u>	<u>Restricted</u>	<u>:</u>

Shares Outstanding on Date of This Report:

Ending Balance:

Date June 30, 2025

Common: 16,533,929,830

Preferred: Series A 250

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

As of June 30, 2025, our authorized capital stock consisted of 30,000,000,000 shares of common stock, par value \$0.001 per share.

The Company did not issue any shares of common stock during the three months ended June 30, 2025.

There were 16,533,929,830 shares of common stock issued and outstanding as of June 30, 2025 and December 31, 2024.

For the twelve months ending December 31, 2024 and 2023, zero shares of Series C Convertible Preferred Stock were converted to shares of common stock.

Holders of common stock are entitled to one vote per share on all matters submitted to a vote of the stockholders, including the election of directors. Except as otherwise required by law, the holders of our common stock possess all voting power. Generally, all matters to be voted on by stockholders must be approved by a majority (or, in the case of election of directors, by a plurality) of the votes entitled to be cast by all shares of our common stock that are present in person or represented by proxy. A vote by the holders of a majority of our outstanding shares is required to effectuate certain fundamental corporate changes such as liquidation, merger or an amendment to our Articles of Incorporation. Our Articles of Incorporation do not provide for cumulative voting in the election of directors. Holders of our common stock have no pre-emptive rights, no conversion rights and there are no redemption provisions applicable to our common stock.

Preferred Stock

As of June 30, 2025, the Company is authorized to issue up to 60,000,400 shares of preferred stock, which are designated Series A, B, C and undesignated Preferred Stock.

We have designated 250 shares of Series A Convertible Preferred Stock, par value of \$0.001 per share (the “Series A Preferred Stock”). As of June 30, 2025 and June 30, 2024, there were 249.9999 shares of Series A Preferred Stock issued and outstanding.

The Series A Preferred Stock will, with respect to each holder of the Series A Preferred Stock, be entitled to three million (3,000,000) votes for each share of Series A Preferred Stock standing in his, her or its name on the books of the corporation. Each share of Series A Preferred Stock is convertible, at the option of the holder, into one million shares of Common Stock. The Series A Preferred Stock is entitled, in the event of any voluntary liquidation, dissolution or winding up of the Corporation, to receive payment or distribution of a preferential amount before any payments or distributions are received by any class or series of common stock. Subject to the prior or equal rights of the holders of all classes of stock at the time outstanding having prior or equal rights as to dividends and ranking ahead of the Common Stock, the holders of the Series A Preferred Stock shall be entitled to therefore receive, when and as declared by the Board of Directors, out of any assets of the Corporation legally available, such dividends as may be declared from time to time by the Board of Directors.

We have designated 51 shares of Series B Convertible Preferred Stock, par value of \$0.001 per share (the “Series B Preferred Stock”). One (1) share of the Series B Preferred Stock shall have voting rights equal to (x) 0.019607 *multiplied by* the total number of votes of the issued and outstanding shares of Common Stock and other Preferred Stock eligible to vote at the time of the respective vote (the “Numerator”), *divided by* (y) 0.49, *minus* (z) the Numerator. For the avoidance of doubt, if the total number of votes of the issued and outstanding shares of Common Stock and other Preferred Stock eligible to vote at the time of the respective vote is 5,000,000, the voting rights of one share of the Series B Preferred Stock shall be equal to 102,036 (e.g., $((0.019607 \times 5,000,000) / 0.49) - (0.019607 \times 5,000,000) = 102,036$).

With respect to all matters upon which stockholders are entitled to vote or to which stockholders are entitled to give consent, the holders of the outstanding shares of Series B Preferred Stock shall vote together with the holders of Common Stock without regard to class, except as to those matters on which separate class voting is required by applicable law or the Corporation’s Articles of Incorporation or by-laws. Such concentrated control of the Company may adversely affect the price of our common stock. A stockholder that acquires common stock will not have an effective voice in the management of the Company.

As of June 30, 2025 and June 30, 2024, there were 51 shares of Series B Preferred Stock issued and outstanding.

We have designated 50,000,000 shares of Series C Convertible Preferred Stock, par value of \$0.001 per share (the “Series C Preferred Stock”).

Each share of Series C Preferred Stock is convertible into 100,000 shares of common stock and has voting rights on an as-converted basis. The Series C Preferred Stock will, with respect to dividend rights and rights upon liquidation, winding-up or dissolution, rank: (a) pari passu with the Corporation’s Common Stock, \$0.001 par value per share (“Common Stock”); (b) junior to all other series of Preferred Stock, as such may be designated as of the date of this Designation, or which may be designated by the Corporation after the date of this Designation (the “Other Preferred”), and (c) junior to all existing and future indebtedness of the Corporation.

Holders of the Series C Preferred Stock shall vote on all matters requiring a vote of the shareholders of the Corporation, together with the holders of shares of Common Stock and other classes of Preferred Stock entitled to vote, as a single class. Subject to the applicable beneficial ownership limitation, each Holder shall be entitled to the whole number of votes equal to the number of shares of Common Stock into which such holder’s Preferred Shares would be convertible using the record date for determining the stockholders of the Corporation eligible to vote on such matters as the date as of which the number of Conversion Shares is calculated. Holders of the Series C Preferred Stock will also be entitled to vote as a separate class with respect to any matter as to which such voting rights are required by applicable law.

As of June 30, 2025 and June 30, 2024, there were 608,585 shares of Series C Preferred Stock issued and outstanding.

Dividends

The Company anticipates that all future earnings will be retained to finance future growth. The payment of dividends, if any, in the future to the Company’s common stockholders is within the discretion of the Board of Directors of the Company and will depend upon the Company’s earnings, its capital requirements and financial condition and other relevant factors. The Company has not paid a dividend on its common stock and does not anticipate paying any dividends on its common stock in the foreseeable future but instead intends to retain all earnings, if any, for use in the Company’s business operations.

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 ⁵	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g., Loan, Services, etc.)
<u>11/27/18</u>	<u>250,000</u>	<u>112,259</u>	<u>8/27/19</u>	<u>60% of the lowest trading price of common stock for 25 trading days prior to conversion</u>	0	2,334,321,300	<u>Auctus Fund LLC</u> <u>Lou Posner</u>	<u>Loan</u>

⁵ 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.

<u>7/19/21</u>	<u>1,500,000</u>	<u>1,350,000</u>	<u>7/19/2022</u>	<u>100% of the average closing price of the Company's common stock for the five trading days immediately preceding the date of such conversion</u>	<u>375,000,000</u>	<u>13,500,000,000</u>	<u>Geordan Pursglove</u>	<u>Accrued Payroll</u>
<u>4/1/22</u>	<u>1,200,000</u>	<u>1,200,000</u>	<u>4/1/2023</u>	<u>All or any portion of the then outstanding balance of the Note into shares of the common stock of the Company at a price per share equal to the closing bid price on March 31, 2022 of \$0.0003.</u>	<u>0</u>	<u>4,000,000,000</u>	<u>Discover Growth Fund</u> <u>John Kirkland</u>	<u>Loan</u>

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

On November 27, 2018, the Company received funding in conjunction with a convertible promissory note and a security purchase agreement dated November 27, 2018, in the amount of \$250,000. The lender was Auctus Fund LLC. The notes have a maturity of August 27, 2019, and interest rate of 12% per annum and are convertible at a price of 60% of the lowest trading price on the primary trading market on which the Company's Common Stock is then listed for the twenty-five (25) trading days immediately prior to conversion. Additionally, if the stock price falls below par value, additional shares will be issued at the lower conversion rate so that stocks continue to be issued at par value. The note may be prepaid but carries a penalty in association with the remittance amount, as there is an accretion component to satisfy the note with cash. The Company is currently negotiating an extension with the noteholder as it is currently past due. As a result of a default provision, the interest rate has increased to 24% and additional principal was added in the amount of \$15,000. As of June 30, 2025, and December 31, 2024, the outstanding balance with accrued interest was \$269,431 and \$255,691, respectively

On December 31, 2019, the Company entered into a securities purchase agreement (the "Securities Purchase Agreement") with TCA Special Situations Credit Strategies ICAV, an Irish collective asset vehicle (the "Buyer" or "TCA ICAV"), and TCA Beyond Commerce, LLC, a Wyoming limited liability company ("TCA Beyond Commerce"), pursuant to which the Buyer purchased from the Company a senior secured redeemable debenture having an initial principal amount of \$900,000 and an interest rate of 16% per annum (the "Initial Debenture").

The Initial Debenture, and any future debentures that may be purchased by Buyer pursuant to the Securities Purchase Agreement (the “Additional Debentures”), is secured through an unconditional and continuing security interest in all of the assets and properties, including after acquired assets, of the Company and each of its subsidiaries, which are acting as guarantors with respect to the Company’s obligations under the Initial Debenture and any Additional Debentures, pursuant to that certain Security Agreement, dated December 31, 2019, entered into by the Company and TCA Beyond Commerce in favor of the Buyer (the “Security Agreement”). The maturity date on this security is December 31, 2021.

In May 2020, the SEC appointed a Receiver to close down the TCA Global Master Fund, L.P. over allegations of accounting fraud. The amount recorded by the Company as being owed to TCA was based on TCA’s application of prior payments made by the Company. On April 13, 2023, the Company received a Notice of Default and Demand for Payment for \$933,687. The Company believes that prior payments of principal and interest may have been applied to unenforceable investment banking and other fees and charges. It is the Company’s position that the amount owed to TCA is less than the amount set forth above.

A complaint against the Company, including the guarantors Service 800, CCS, and PathUX, and Geordan Pursglove, dated February 26, 2024, was filed in Clark County, Nevada, by New Horizons Special Situations Credit Strategies (“TCA ICAV”) related to the TCS ICAV debenture seeking \$1,300,191. The Company believes that prior payments of principal and interest may have been applied to unenforceable investment banking and other fees and charges. It is the Company’s position that the amount owed to TCA is less than the amount set forth above. On October 31, 2024, the Company finalized a Settlement Agreement and Release resolving all disputes and controversies for a total settlement amount of \$320,000. The Company made an initial payment of \$220,000 and the remaining balance of \$100,000 will be paid in twenty-four (24) monthly payments of \$4,166.67 beginning November 1, 2024. As of June 30, 2025 the outstanding balance owed by the Company was \$66,666.64

On July 19, 2021, the Company issued a convertible promissory note (the “Note”) in favor of Geordan G. Pursglove, the Company’s Chairman and Chief Executive Officer, in the principal amount of \$1,500,000, in satisfaction of Mr. Pursglove’s accrued salary owing of \$1,239,800 and \$260,200 for loss on settlement. The Note accrues interest at 2% per annum, with the principal and interest payments due in twelve equal monthly installments. At the holder’s election, the Note is convertible into shares of the Company’s common stock, at a price per share equal to 100% of the average closing price of the Company’s common stock for the five trading days immediately preceding the date of such conversion (the “Conversion Price”). The cash maturity date is July 19, 2022. On February 8, 2022 there was a conversion of \$150,000 and 375,000,000 shares of common stock issued. The amount of the accrued interest payable on the \$1,350,000 note payable was \$107,785 and \$94,285 as of June 30, 2025 and December 31, 2024, respectively.

On April 1, 2022, the Company entered into a promissory note (the “Note”) in favor of Discover Growth Fund, LLC (the “Discover”), in the aggregate principal amount of \$1,200,000 for which the Company received \$1,000,000 in cash, reflecting an original issuance discount of 20%, with repayment to be made not later than April 1, 2023. Pursuant to the Note, at any time and from time to time Discover may, in its sole discretion, subject to certain ownership limitations, convert all or any portion of the then outstanding balance of the Note into shares of the common stock of the Company at a price per share equal to the closing bid price on March 31, 2022 of \$ 0.0003. The Company recorded a debt discount of \$200,000 for the original issue discount amortizable over the succeeding twelve months in accordance with ASC 835-30- 45. Interest expense related to the issue discount of \$50,000 and \$150,000 was recorded for the years ended December 31, 2023, and 2022, respectively. The interest rate on the note is the prime rate. The Company defaulted on the loan on April 1, 2023 incurring the default rate of interest of the prime rate plus 20%. The amount of accrued interest on the note as of June 30, 2025 and December 31, 2024 was \$832,036 and \$668,392, respectively.

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”)

Beyond Commerce, Inc. is a Nevada corporation that operates as a holding company focusing on the acquisition of “big data” companies in the B2B Internet Marketing Technology and Services (IMT&S) space. BCI’s objective is to develop, acquire, and deploy disruptive strategic software technology and market-changing business models through acquisitions or organic growth. BCI plans to offer a cohesive global digital product and services platform to provide clients

with a single point of contact for all of their IMT&S initiatives. The all-inclusive platform will result in substantial organic growth potential generated through cross-selling opportunities and future expansion possibilities for BCI and its investors. The company was formerly known as BOOMj, Inc. and changed its name to Beyond Commerce, Inc. in December 2008. Beyond Commerce, Inc. is headquartered in Las Vegas, Nevada.

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

Service 800, Inc; Customer Centered Strategies LLC

C. Describe the issuers' principal products or services.

Beyond Commerce, Inc (the "Company", "we" and "our"), has planned business objective to develop, acquire and deploy disruptive strategic software technology and market-changing business models through selling our own products and the acquisitions of existing companies. The Company currently owns and operates a data company and is actively seeking acquisition opportunities in high growth sectors such as psychedelics, cryptocurrency, Esports and Logistics among others.

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.

We currently lease virtual office space at 3773 Howard Hughes Parkway, Suite: 500 Las Vegas, NV 89169. We pay an annual fee of \$120 for this lease.

The public entity guidance in ASU 2016-02, Leases (Topic 842) requires lessees to recognize substantially all leases on their balance sheets as lease liabilities with a corresponding right-of-use asset. Our accounting policy is to keep leases with an initial term of 12 months or less off of the balance sheet.

The Company leases no office space under an operating lease. Right-of-use assets represent the Company's right to use an underlying asset for the lease term and lease liabilities represent its obligation to make lease payments under the lease. Operating lease, right-of-use assets, and liabilities are recognized at the lease commencement date based on the present value of lease payments over the reasonably certain lease term. The implicit rates with the Company's operating leases are generally not determinable and the Company uses its incremental borrowing rate at the lease commencement date to determine the present value of its lease payments. The determination of the Company's incremental borrowing rate requires judgement. The company determines its incremental borrowing rate for each lease using its then-current borrowing rate. Certain of the Company's leases may include options to extend or terminate the lease. The Company establishes the number of renewal options periods used in determining the operating lease term based upon its assessment at the inception of the operating lease. The option to renew the lease may be automatic, at the option of the Company, or mutually agreed to between the landlord and the Company. Once the facility lease term has begun, the present value of the aggregate future minimum lease payments is recorded as a right-of-use asset.

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)
<u>The 2GP Group, LLC</u>	<u>CEO</u>	<u>Boca Raton, FL</u>	<u>206.2499</u>	<u>Preferred Series A</u>	<u>82.5%</u>
<u>Geordan Pursglove</u>	<u>CEO</u>	<u>Boca Raton, FL</u>	<u>45</u>	<u>Preferred Series B</u>	<u>88.2%</u>
<u>Peter Stazzone</u>	<u>CFO</u>	<u>Chandler, AZ</u>	<u>267,805,748</u> <u>6</u>	<u>Common Preferred Series B</u>	<u>2%</u> <u>11.8%</u>
<u>Danielle Garfield</u>	<u>Corporate Secretary</u>	<u>Boca Raton, FL</u>	<u>0</u>	<u>N/A</u>	<u>N/A</u>
<u>Fiona Oakley</u>	<u>-</u>	<u>Newport Beach, CA</u>	<u>1,556,632</u> <u>43.750</u>	<u>Common Preferred Series A</u>	<u>17.5%</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.

Applicable percentage ownership is based on shares of common stock outstanding 249.9999 shares of Series A Preferred Stock, 51 shares of Series B Preferred Stock and 608,585 shares of Series C Preferred Stock issued and outstanding as of December 31, 2024. Under Rule 13d-3, a beneficial owner of a security includes any person who, directly or indirectly, through any contract, arrangement, understanding, relationship, or otherwise has or shares: (i) voting power, which includes the power to vote, or to direct the voting of shares; and (ii) investment power, which includes the power to dispose or direct the disposition of shares. Certain shares may be deemed to be beneficially owned by more than one person (if, for example, persons share the power to vote or the power to dispose of the shares). In addition, shares are deemed to be beneficially owned by a person if the person has the right to acquire the shares (for example, upon exercise of an option) within 60 days of the date as of which the information is provided. In computing the percentage ownership of any person, the amount of shares outstanding is deemed to include the number of shares beneficially owned by such person (and only such person) by reason of these acquisition rights. As a result, the percentage of outstanding shares of any person as shown in this table does not necessarily reflect the person's actual ownership or voting power with respect to the number of shares of common stock actually outstanding as of December 31, 2024.

As of June 30, 2025, we have 249.9999 shares of Series A Preferred Stock issued and outstanding, each entitled to 3,000,000 votes per share, 51 shares of Series B Preferred Stock and 608,585 shares of Series C Preferred Stock issued and outstanding. Each share of Series A Preferred Stock is convertible into one million shares of common stock. Each one (1) share of the Series B Preferred Stock shall have voting rights equal to (x) 0.019607 multiplied by the total number of votes of issued and outstanding shares of stock of the Company eligible to vote at the time of the respective vote (the "Numerator"), divided by (y) 0.49, minus (z) the Numerator. Each share of Series C Preferred Stock is convertible into 100,000 shares of common stock and has voting rights on an as-converted basis, provided that the

shareholder is prohibited from converting into a number of shares of common stock that exceeds 9.99% of the issued and outstanding common stock.

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.

A complaint against the Company, dated February 5, 2020, was filed in Hennepin County, Minnesota, by Jean Mork Bredeson, the former President and former owner of Service 800, making certain claims related to the Company's acquisition of Service 800,

seeking in excess of \$1.6 million in damages. On March 16, 2020, the Company and Service 800 filed an answer, counterclaim and third-party claim against Ms. Bredeson and defendants Allen Bredeson and Jeff Schwedinger, former employees of Service 800. Answers and Affirmative and Additional Defenses to Third Party Claims were filed by Ms. Bredeson on April 7, 2020 and by Mr. Schwedinger on April 9, 2020 and, on April 24, 2020, Ms. Bredeson filed a Motion to Dismiss. The Court denied in full Ms. Bredeson's motion to dismiss or for a more definite statement. Subsequently, using a wholly owned entity she controls, Ms. Bredeson filed another matter, captioned Green Valley Associates Inc. vs Service 800 Inc., 27-CV-20-13800. Although Ms. Bredeson is seeking to have the matters handled by separate judges, the Company sought consolidation of the two matters before Judge Klein, the judge who denied Ms. Bredeson's motion to dismiss, but the consolidation was denied. Discovery has closed in both cases. Trial commenced on October 3, 2022. After a week of trial, a technical mistrial occurred based on the Court falling under the minimum number of jurors required to maintain the trial.

On May 22, 2023 Judge Klein granted Bredeson's motion for partial summary judgment on the purchase price promissory note in the amount of \$2,464,496. As a result, Bredeson declined to participate in a June Mediation. On June 20, 2023 Judge Klein issued an amended order finalizing the Summary Judgment order of May 22, 2023. On August 19, 2023, the Company filed an appeal. On September 12, 2023 the Court of Appeals ruled in favor of the Company's appeal and ordered that Judge Klein had abused his discretion in certifying final partial judgment and the partial judgment is not final. On September 12, 2023 and September 25, 2023 Mediation on the Bredeson lawsuit occurred with no settlement reached.

The Company filed a lawsuit against Jean Bredeson and Warner Law LLC on counts that include actions and misrepresentations, conversion by wrongful levy, and other counts resulting in business disruptions and other damage to Beyond Commerce.

On August 8, 2024, the parties in all lawsuits involving the Company, Jean Bredeson and Warner Law LLC reached a global mediated settlement agreement. On October 31, 2024, the Company, Jean Bredeson and Warner Law LLC finalized a Settlement Agreement and Mutual Release resolving all actions and claims on the above-mentioned lawsuits. As part of the settlement, the Company executed an Asset Purchase Agreement and agreed to transfer to Bredeson all the assets and certain liabilities of its wholly owned subsidiary, Service 800, Inc. Bredeson agreed to assume the Service 800, Inc. SBA loan of \$150,000. In addition, Bredeson agreed that all loans, promissory notes and corresponding accrued interest due Bredeson by the Company are forgiven with no further obligation by the Company to Bredeson. In addition, Bredeson and Warner Law agreed to pay \$225,000 to TCA Special Situations Credit Strategies ICAV to resolve the Company's lawsuit with TCA and a release of TCA's UCC-1 lien filed with the State of Minnesota on Service 800, Inc.'s assets.

A complaint against the Company, including the guarantors Service 800, CCS, and PathUX, and Geordan Pursglove, dated February 26, 2024, was filed in Clark County, Nevada, by New Horizons Special Situations Credit Strategies ("TCA ICAV") related to the TCS ICAV debenture seeking \$1,300,191. The Company believes that prior payments of principal and interest may have been applied to unenforceable investment banking and other fees and charges. It is the Company's position that the amount owed to TCA is less than the amount set forth above. On October 31, 2024, the Company finalized a Settlement Agreement and Release resolving all disputes and controversies for a total settlement amount of \$320,000. The Company made an initial payment of \$220,000 and the remaining balance of \$100,000 will be paid in twenty-four (24) monthly payments of \$4,166.67 beginning November 1, 2024. As of June 30, 2025 the outstanding balance owed by the Company was \$66,666.64.

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

Name:	<u>Law Offices of Gary L Blum</u>
Address 1:	<u>3278 Wilshire Boulevard, Suite 603</u>
Address 2:	<u>Los Angeles, CA 90010</u>
Phone:	<u>213-369-8112</u>

Name: Lucosky Brookman, LLP
Address 1: 101 S Wood Avenue
Address 2: Iselin, NJ
Phone: 732-395-4400

All other means of Investor Communication:

X (Twitter): X
Discord: X
LinkedIn: <https://www.linkedin.com/company/beyond-commerce-inc>
Facebook: X
[Other] X

9) Disclosure & Financial Information

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

Name: **Peter Stazzone / Danielle Garfield**
Title: **CFO / Corporate Secretary**
Relationship to Issuer: **CFO/ Corporate Secretary**

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: **Peter Stazzone**
Title: **CFO**
Relationship to Issuer: **CFO**

Describe the qualifications of the person or persons who prepared the financial statements:⁶

Peter Stazzone, the Company's CFO, prepared the financial statements. Mr. Stazzone has been a Chief Financial Officer for more than 25 years and has been the Chief Financial Officer of the Company since 2021. His previous work experience includes auditing public companies at a public accounting firm. He has a B.S. in Accounting from the University of Illinois and an MBA in Finance from DePaul University. In addition, Mr. Stazzone is a member of the American Institute of Certified Public Accountants.

Provide the following qualifying financial statements:

- Audit letter, if audited;
- Balance Sheet;
- Statement of Income;
- Statement of Cash Flows;

⁶ 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.

- 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, Geordan Pursglove certify that:

1. I have reviewed this Disclosure Statement for Beyond 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.

8/14/2025 [Date]

/s/ Geordan Pursglove [CEO's Signature]

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

Principal Financial Officer:

I, Peter Stazzone certify that:

1. I have reviewed this Disclosure Statement for Beyond 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.

8/14/2025 [Date]

/s/ Peter Stazzone [CFO's Signature]

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

Beyond Commerce, Inc.



**UNAUDITED CONDENSED CONSOLIDATED
FINANCIAL STATEMENTS
FOR THE THREE- AND SIX-MONTH PERIODS ENDED
June 30, 2024 & 2025**

TABLE OF CONTENTS

	<u>Page</u>
<u>CONDENSED CONSOLIDATED BALANCE SHEETS AS OF JUNE 30, 2025 & DECEMBER 31, 2024 (Unaudited)</u>	2
<u>CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS FOR THE THREE-AND SIX-MONTH PERIODS ENDED JUNE 30, 2024 & 2025 (Unaudited)</u>	4
<u>CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS FOR THE SIX-MONTH PERIODS ENDED JUNE 30, 2024 & 2025 (Unaudited)</u>	5
<u>CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' DEFICIT FOR THE THREE AND SIX-MONTH PERIODS ENDED JUNE 30, 2024 & 2025 (Unaudited)</u>	6
<u>NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)</u>	7

BEYOND COMMERCE, INC.
CONDENSED CONSOLIDATED BALANCE SHEETS
(UNAUDITED)

	June 30, 2025	December 31, 2024
ASSETS		
Current assets:		
Cash & cash equivalents	\$ 2,524	\$ 18,629
Accounts receivable, net		-
Other current assets	274,422	274,422
Total current assets	276,946	293,051
Property, equipment, and software - net		-
Investments	300,000	300,000
Intangible asset - net	19,636	30,736
Goodwill		-
Total assets:	\$ 596,582	623,787
LIABILITIES AND STOCKHOLDERS' DEFICIT		
Current liabilities:		
Accounts payable	\$ 301,611	\$ 279,464
Deferred Revenue	552,000	552,000
Accrued Interest	1,003,316	812,701
Accrued Payroll & related items		-
Derivative liability	578,896	561,202
Short-term borrowings – net of discount	1,391,426	1,412,259
Short-term borrowings- related party	1,350,000	1,350,000
Total current liabilities	5,177,248	4,967,626
Long-term borrowings – net of discount		-
Total liabilities	5,177,248	4,967,626
Commitments and Contingencies	-	-
Stockholders' Deficit:		
Preferred stock series A, \$0.001 par value of 250 shares authorized and 249.999 shares issued and outstanding, respectively,	-	-
Preferred stock series B, \$0.001 par value of 51 shares authorized and 51 shares issued and outstanding, respectively,	-	-
Preferred Stock series C, \$0.001 par value of 50,000,000 shares authorized and 608,590 shares issued and outstanding, respectively,	609	609
Common stock, \$0.001 par value, 30,000,000,000 shares authorized, 16,533,929,830 shares issued and outstanding, respectively,	16,533,930	16,533,930
Additional paid in capital	48,196,697	48,196,697
Accumulated deficit	(69,326,416)	(69,098,763)
Deficit attributable to Beyond Commerce, Inc stockholder	(4,580,666)	(4,367,527)
Equity attributable to noncontrolling interest	14,515	23,688
Total stockholders' deficit	(4,580,666)	(4,343,839)

Total liabilities and stockholders' deficit	<u>\$ 596,582</u>	<u>\$ 623,787</u>
--	-------------------	-------------------

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

BEYOND COMMERCE, INC.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
FOR THE THREE & SIX-MONTHS ENDED JUNE 30,
(unaudited)

	For the three months ended June 30, 2025	For the three months ended June 30, 2024	For the six months ended June 30, 2025	For the six months ended June 30, 2024
Revenues	\$ -	\$ 782,339	\$ 4	\$ 1,564,768
Operating expenses				
Cost of revenue	-	213,520	-	429,266
Selling, general and administrative	1,142	112,763	2,623	244,542
Payroll expense	-	527,589	-	1,054,319
Professional Fees	5,837	37,135	14,799	97,492
Depreciation and amortization	5,550	75,577	11,100	151,154
Total operating expenses	12,529	966,584	28,522	1,976,774
Loss from operations	(12,529)	(184,245)	(28,518)	(412,452)
Non-operating income (expense)				
Interest expense	(95,760)	(215,726)	(190,615)	(431,452)
Amortization of debt discount	-	-	-	-
Derivative related expenses	-	-	-	-
Change in derivative liability	(4,724)	(33,711)	(17,694)	(70,361)
Gain (loss) on extinguishment of debt	-	-	-	-
Other	-	(350)	-	627
Total non-operating income (expense)	(100,484)	(249,847)	(208,309)	(501,187)
Loss from continuing operations before income tax	(113,013)	(434,092)	(236,827)	(913,192)
Provision for income tax	-	-	-	-
Consolidated net loss	\$ (113,013)	\$ (434,092)	\$ (236,827)	\$ (913,192)
Noncontrolling interest	(4,587)	(4,586)	(4,587)	(9,173)
Net Loss	\$ (108,426)	\$ (429,506)	\$ (232,240)	\$ (904,019)
Net income (loss) per common share-basic and diluted	\$ (0.00)	\$ (0.00)	\$ (0.00)	\$ (0.00)
Weighted average shares of capital outstanding (basic and diluted)	16,533,929,830	16,533,929,830	16,533,929,830	16,533,929,830

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

BEYOND COMMERCE, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE SIX-MONTH PERIODS ENDED JUNE 30,
(Unaudited)

	2025	2024
Net loss	\$ (236,827)	\$ (913,192)
Cash flows from operating activities:		
Adjustments to reconcile net loss to net cash used in operating activities:		
Amortization of debt discount		-
Depreciation and amortization	11,100	151,154
Amortization of ROU asset	-	10,949
Change in derivative liability	17,694	70,361
Changes in assets and liabilities:		
(Increase) decrease in accounts receivable	-	196,140
(Increase) decrease in other current assets	-	(28,861)
Increase (decrease) in accounts payable	22,148	39,128
Increase (decrease) in payroll liabilities	-	(13,038)
Increase (decrease) in other current liabilities	169,781	401,583
Net cash provided by (used in) in operating activities.	<u>\$ (16,105)</u>	<u>\$ (85,776)</u>
Cash flows from investing activities:		
	-	-
Cash flows from financing activities:		
Net increase (decrease) in cash and cash equivalents	(16,105)	(85,776)
Cash and cash equivalents, beginning balance	18,629	308,751
Cash and cash equivalents, ending balance	<u>\$ 2,524</u>	<u>\$ 222,975</u>
Supplemental Disclosure of Cash Flow Information:		
Cash Paid For:		
Interest	\$ -	\$ -
Income taxes	\$ -	\$ -
Summary of Non-Cash Investing and Financing Information:		
Right of use asset in exchange for lease obligations	\$ -	75,593
Stock issued in escrow for Letter of Intent	\$ -	50,000

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

BEYOND COMMERCE, INC.
CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' DEFICIT
For the Three and Six Months Ended June 30, 2025
(Unaudited)

	Preferred Stock A		Preferred Stock B		Preferred Stock C		Common Stock		Additional	Accumulate d Deficit	Non Controlling Interest	Total Stockholders' Deficit
	Shares	Par Value	Shares	Par Value	Shares	Par Value	Shares	Par Value	Paid in Capital			
Balance Year December 31, 2024	249,9999	\$ -	51	\$ -	608,585	\$ 609	16,533,929,830	\$ 16,533,930	\$ 48,196,697	\$ (69,098,763)	\$ 23,688	\$ (4,343,839)
Net loss										(119,226)	(4,587)	(123,813)
Balance March 31, 2025	249,9999	\$-	51	\$-	608,585	\$609	16,533,929,830	16,533,930	48,196,697	\$ (69,217,989)	\$ 19,101	\$ (4,467,652)
								\$	\$			
Net Loss										(108,427)	(4,587)	(113,014)
Balance June 30, 2025	249,9999		\$51	\$ -	608,585	\$609	16,533,929,830	16,533,930	48,196,697	\$ (69,326,416)	\$ 14,514	\$ (4,580,666)
								\$	\$			
Balance Year December 31, 2023	249,9999	\$-	51	\$-	608,585	\$609	16,533,929,830	\$16,533,930	\$48,196,697	\$ (72,466,641)	\$42,035	\$ (7,693,371)
Net loss										(474,514)	(4,587)	(479,100)
Balance March 31, 2024	249,9999	\$-	51	\$-	608,585	\$609	16,533,929,830	16,533,930	48,196,697	\$ (72,941,155)	\$ 37,448	\$ (8,172,471)
								\$	\$			
Net Loss										(429,506)	(4,586)	(434,092)
Balance June 30, 2024	249,9999		\$51	\$ -	608,585	\$609	16,533,929,830	16,533,930	48,196,697	\$ (73,370,660)	\$ 32,861	\$ (8,606,563)
								\$	\$)

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

BEYOND COMMERCE, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
UNAUDITED
June 30, 2025

NOTE 1. DESCRIPTION OF BUSINESS AND BASIS OF PRESENTATION

Corporate History and Background

Beyond Commerce, Inc. (the “Company”, “we” and “our”), has a planned business objective to develop, acquire, and deploy disruptive strategic software technology and market-changing business models through selling our own products and the acquisitions of existing companies. The Company currently owns and operates a data company and is actively seeking acquisition opportunities in high growth sectors such as psychedelics, cryptocurrency, ESports and Logistics among others. Beyond Commerce, Inc. was formed as a Nevada corporation on January 12, 2006

Basis of Presentation

The condensed consolidated financial statements and the notes thereto for the six months ended June 30, 2025 and 2024 included herein include the accounts of the Company, its wholly-owned subsidiary Service 800 Inc., and Customer Centered Strategies, LLC (“CCS”), which the Company has an 80% investment interest.

The condensed consolidated financial statements are prepared in accordance with accounting principles generally accepted in the United States of America (“GAAP”) and pursuant to the rules and regulations of the SEC. All significant intercompany accounts and transactions have been eliminated in consolidation. Any reference in these notes to applicable guidance is meant to refer to the authoritative GAAP as found in the Accounting Standards Codification (“ASC”) and Accounting Standards Updates (“ASU”) of the Financial Accounting Standards Board (“FASB”).

NOTE 2. SELECTED ACCOUNTING POLICIES

Interim Financial Statements

These unaudited condensed consolidated financial statements as of and for the three (3) and six (6) months ended June 30, 2025 and 2024, respectively, reflect all adjustments including normal recurring adjustments, which, in the opinion of management, are necessary to present fairly the financial position, results of operations and cash flows for the periods presented in accordance with the accounting principles generally accepted in the United States of America.

These interim unaudited condensed consolidated financial statements should be read in conjunction with the Company’s consolidated financial statements and notes thereto for the years ended December 31, 2024 and 2023, respectively, which are included in the Company’s December 31, 2024 Annual Disclosure and Financial Report. The Company assumes that the users of the interim financial information herein have read, or have access to, the consolidated financial statements for the preceding period, and that the adequacy of additional disclosure needed for a fair presentation may be determined in that context. The results of operations for the six(6) months ended June 30, 2025 are not necessarily indicative of results for the entire year ending December 31, 2025.

Use of Estimates

The preparation of consolidated financial statements and accompanying notes in conformity with GAAP 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 consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Estimates are used in the determination of depreciation and amortization and the valuation for non-cash issuances of equity instruments, income taxes, and contingencies, among others. Actual results could differ materially from these estimates.

Fair Value Measurements

	June 30, 2025			
	Fair Value Measurements			
	Level 1	Level 2	Level 3	Total Fair Value
Liabilities				
Derivative Liabilities	\$ -	\$ -	\$ 578,896	\$ 578,896
Total	\$ -	\$ -	\$ -	\$ -

	December 31, 2024			
	Fair Value Measurements			
	Level 1	Level 2	Level 3	Total Fair Value
Liabilities				
Derivative Liabilities	\$ -	\$ -	\$ 561,202	\$ 561,202
Total	\$ -	\$ -	\$ -	\$ -

Derivative liability as of December 31, 2024	\$ 561,202
Change in derivative liability during the period	17,694
Balance at June 30, 2025	\$ 578,896

Management considers all of its derivative liabilities to be Level 3 liabilities.

Cash and Cash Equivalents

The Company classifies as cash and cash equivalents amounts on deposit in banks and cash temporarily in various instruments with original maturities of three months or less at the time of purchase. The Company's cash management system is currently integrated within several banking institutions.

Fair Value of Financial Instruments

The carrying value of the current assets and liabilities approximate fair value due to their relatively short maturities.

Revenue Recognition

The Company recognizes revenue in accordance with FASB ASC Subtopic 606-10, Revenue Recognition. We recognize revenue as we transfer control of deliverables (products, solutions and services) to our customers in an amount reflecting the consideration to which we expect to be entitled. To recognize revenue, we apply the following five step approach: (1) identify the contract with a customer, (2) identify the performance obligations in the contract, (3) determine the transaction price, (4) allocate the transaction price to the performance obligations in the contract, and (5) recognize revenue when a performance obligation is satisfied. We account for a contract based on the terms and conditions the parties agree to, the contract has commercial substance and collectability of consideration is probable. The Company applies judgment in determining the customer's ability and intention to pay, which is based on a variety of factors including the customer's historical payment experience.

The majority of the Company's revenue is generated by the completion of a survey. Revenue is recognized and customers are billed at the point in time a survey occurs or when a related service is complete. The Company may require a deposit from new customers for set up costs or as down payments. These amounts are not significant to the financial statements.

Valuation of Derivative Instruments

ASC 815 "Derivatives and Hedging" requires that embedded derivative instruments be bifurcated and assessed, along with free-standing derivative instruments such as warrants, on their issuance date and measured at their fair value for accounting purposes. In determining the appropriate fair value, the Company uses the Black-Scholes option pricing formula. Upon conversion of a note where

the embedded conversion option has been bifurcated and accounted for as a derivative liability, the Company records the shares at fair value, relieves all related notes, derivatives and debt discounts, and recognizes a net gain or loss on debt extinguishment.

Management used the following inputs to value the Derivative Liabilities for the six months ended June 30, 2025:

	June 30, 2025	
	Derivative Liability	
Expected term		1 year
Exercise price	\$	0.00004
Expected volatility		496 %
Expected dividends		None
Risk-free rate		3.96 %

Intangible Assets

Intangible assets with a finite life consist of Customer Relationships are carried at cost less accumulated amortization. The Company amortizes the cost of identified intangible assets on a straight-line basis over the expected period of benefit, which is generally three years for customer relationships and the contractual term for covenants not to compete, which range from five to ten years. No impairment was taken during the six months ended June 30, 2025, or 2024.

Impairment of Long-lived Assets

The Company accounts for long-lived assets in accordance with the provisions of ASC 360-10-35-21, *Accounting for the Impairment of Long-Lived Assets*. This statement requires that long-lived assets and certain identifiable intangibles be reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of an asset to future net cash flows expected to be generated by the asset. If such assets are considered to be impaired, the impairment to be recognized is measured by the amount by which the carrying amount of the assets exceeds the fair value of the assets. Assets to be disposed of are reported at the lower of the carrying amount or fair value less costs to sell. Fair values are determined based on quoted market value, discounted cash flows or internal and external appraisals, as applicable. No impairment was taken during the three months ended June 30, 2025, or 2024.

Income Taxes

The Company accounts for income taxes under ASC 740-10-30. Deferred income tax assets and liabilities are determined based upon differences between the financial reporting and tax bases of assets and liabilities and are measured using the enacted tax rates and laws that will be in effect when the differences are expected to reverse. Deferred tax assets are reduced by a valuation allowance to the extent management concludes it is more likely than not that the assets will not be realized. 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 of the consolidated statements of operations in the period that includes the enactment date. A valuation allowance is provided when it is more likely than not that some or all of the deferred tax assets may not be realized.

The Company follows the guidance of ASC 740-10-25 in determining whether tax benefits claimed or expected to be claimed on a tax return should be recorded in the financial statements. The Company may recognize the tax benefit from an uncertain tax position only if it is more likely than not that the tax position will be sustained on examination by the taxing authorities, based on the technical merits of the position. The tax benefits recognized in the financial statements from such a position should be measured based on the largest benefit that has a greater than fifty percent (50%) likelihood of being realized upon ultimate settlement. The Company recognizes interest and penalties related to uncertain tax positions in income tax expense. The Company had no material adjustments to its liabilities for unrecognized income tax benefits.

Recent Accounting Pronouncements

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

The Company will continue to monitor these emerging issues to assess any potential future impact on its financial statements. The Company has taken the position that any future standards will not be disclosed to the extent they are not material to our operations.

NOTE 3 – SALE OF ASSETS OF SUBSIDIARY

On August 8, 2024, the parties in all lawsuits involving the Company, Jean Bredeson and Warner Law LLC reached a global mediated settlement agreement. On October 31, 2024, the Company, Jean Bredeson and Warner Law LLC finalized a Settlement Agreement and Mutual Release resolving all actions and claims on the above-mentioned lawsuits. As part of the settlement, the Company executed an Asset Purchase Agreement and agreed to transfer to Bredeson all the assets and certain liabilities of its wholly owned subsidiary, Service 800, Inc. Bredeson agreed to assume the Service 800, Inc. SBA loan of \$150,000. In addition, Bredeson agreed that all loans, promissory notes and corresponding accrued interest due Bredeson by the Company are forgiven with no further obligation by the Company to Bredeson. In addition, Bredeson and Warner Law agreed to pay \$225,000 to TCA Special Situations Credit Strategies ICAV to resolve the Company's lawsuit with TCA and a release of TCA's UCC-1 lien filed with the State of Minnesota on Service 800, Inc.'s assets.

A complaint against the Company, including the guarantors Service 800, CCS, and PathUX, and Geordan Pursglove, dated February 26, 2024, was filed in Clark County, Nevada, by New Horizons Special Situations Credit Strategies ("TCA ICAV") related to the TCS ICAV debenture seeking \$1,300,191. The Company believes that prior payments of principal and interest may have been applied to unenforceable investment banking and other fees and charges. It is the Company's position that the amount owed to TCA is less than the amount set forth above. On October 31, 2024, the Company finalized a Settlement Agreement and Release resolving all disputes and controversies for a total settlement amount of \$320,000. The Company made an initial payment of \$220,000 and the remaining balance of \$100,000 will be paid in twenty-four (24) monthly payments of \$4,166.67 beginning November 1, 2024. As of June 30, 2025, the outstanding balance owed by the Company was \$66,666.64.

NOTE 4. GOING CONCERN

The Company's financial statements are prepared using GAAP, which contemplate the realization of assets and liquidation of liabilities in the normal course of business. Because of recent events, the Company cannot state with certainty of its ability to continue as a going concern. The accompanying consolidated financial statements have been prepared assuming that we will continue as a going concern, which contemplates the realization of assets and satisfaction of liabilities in the normal course of business.

The Company has suffered losses from operations and has a working capital deficit, and negative cash flows from operations which raise substantial doubt about its ability to continue as a going concern. As of December 31, 2024, the accumulated deficit was 68,998,763 and the negative working capital was \$4,574,575. Management is taking steps to raise additional funds to address its operating and financial cash requirements to continue operations in the next twelve months. Management has devoted a significant amount of time in attempting to raise capital from additional debt and equity financing. Due to its nominal revenues, the Company's ability to continue as a going concern is dependent upon raising additional funds through debt and equity financing and generating revenue, including through the acquisition of Service 800 and CCS or through a merger transaction with a well-capitalized entity. There are no assurances the Company will receive the necessary funding or generate revenue necessary to fund operations. If we are unable to obtain additional funds, or if the funds cannot be obtained on terms favorable to us, we will be required to delay, scale back or eliminate our plans to continue to develop and expand our operations or in the extreme situation, cease operations altogether.

NOTE 5. INVESTMENTS

On November 23, 2021, the Company entered into a simple agreement for future equity (the "SAFE") with Cityfreighter, Inc. ("Cityfreighter"), pursuant to which the Company invested \$250,000 (the "Purchase Amount"). Cityfreighter is a California based developer of electric low-floor trucks for the last mile delivery industry. Beyond Commerce received customary representations and warranties from Cityfreighter. The SAFE provides the Company with the right to either (a) future equity in Cityfreighter when it completes an Equity Financing (as defined below), or (b) future equity in Cityfreighter or cash proceeds if there is a liquidity or dissolution event.

On April 8, 2022, the Company executed a binding Letter of Intent ("LOI") with Electric Built, Inc., headquartered in Inglewood, California. The acquisition will provide the Company exclusive access to Electric Built's commercial business know-how, intellectual property, and business relationships and operations in electric vehicle fleet service. The Company paid Electric Built an initial payment in the amount of \$50,000 in shares of restricted common stock of Beyond Commerce in connection with the execution of a Definitive Agreement, which shares are being held in escrow. If the closing has not occurred prior to the termination date in the Definitive Agreement, Electric Built shall release such shares and return the shares to the Company.

The Company and Electric Built entered into a Stock Purchase Agreement (the "SPA") dated as of June 27, 2022, setting forth the definitive terms and condition for the Transaction, whereby the Company would acquire, for a balance of \$950,000 in the form of shares of the Company's common stock, all equity of Electric Built. Pursuant to the SPA, the SPA is subject to termination if due diligence review and required conditions for closing have not been satisfied by September 20, 2022 (the "Termination Date").

On September 14, 2022, the Company and Electric Built entered into a First Amendment to the SPA (the "Amendment"), whereby the Termination Date was extended until October 31, 2022, and then, on October 24, 2022, Electric Built requested that the

October 2022 Termination Date be extended (the “Extension”), to accommodate Electric Built’s need to relocate its operations, among other reasons. The Company has accepted such request and the SPA, as amended by the Amendment, is subject to the Extension. The parties have agreed to extend the Termination Date indefinitely or until the parties agree to terminate the agreement.

On September 14, 2022, the Company and Electric Built entered into a First Amendment to the SPA (the “Amendment”), whereby the Termination Date was extended until October 31, 2022, and then, on October 24, 2022, Electric Built requested that the October 2022 Termination Date be extended (the “Extension”), to accommodate Electric Built’s need to relocate its operations, among other reasons. The Company has accepted such request and the SPA, as amended by the Amendment, is subject to the Extension. The parties have agreed to extend the Termination Date indefinitely or until the parties agree to terminate the agreement.

The Company and Electric Built are currently in negotiations to finalize the SPA during the third quarter of 2025.

NOTE 6. SHORT- AND LONG-TERM BORROWINGS

	June 30,	December 31,
	2025	2024
Short-term and Long-term borrowings, consist of the following:		
<u>Short term debt:</u>		
Convertible Promissory Notes, bearing an annual interest rate of 24% secured, past due	\$ 112,259	\$ 112,259
Note payable – Discover Growth Fund, 20% OID, prime rate, due 04/01/23, past due	1,200,000	1,200,000
Convertible promissory note, related party interest rate 2.0%	1,350,000	1,350,000
Senior Secured Redeemable Debenture, bearing an annual interest rate of 16%, due 12/31/21	66,667	91,667
Short Term Loan	12,500	8,333
Total short-term debt	<u>\$ 2,741,426</u>	<u>\$ 2,762,259</u>
Long term debt;	-	-
Total short-term and long-term borrowings, before debt discount	<u>2,741,426</u>	<u>2,762,259</u>
Less debt discount	-	-
Total short-term and long-term borrowings, net	<u>\$ 2,741,426</u>	<u>\$ 2,762,259</u>
Short-term and Long-term borrowings, consist of the following:		
Short-term borrowings – net of discount	\$ 2,741,426	\$ 2,762,259
Long-term borrowings – net of discount		
Total Short-Term and long-term borrowings – net of discount	<u>\$ 2,741,426</u>	<u>\$ 2,762,259</u>

On November 27, 2018, the Company received funding in conjunction with a convertible promissory note and a security purchase agreement dated November 27, 2018, in the amount of \$250,000. The lender was Auctus Fund LLC. The notes have a maturity of August 27, 2019 and interest rate of 12% per annum and are convertible at a price of 60% of the lowest trading price on the primary trading market on which the Company’s Common Stock is then listed for the twenty-five (25) trading days immediately prior to conversion. Additionally, if the stock price falls below par value, additional shares will be issued at the lower conversion rate so that stocks continue to be issued at par value. The note may be prepaid but carries a penalty in association with the remittance amount, as there is an accretion component to satisfy the note with cash. The Company is currently negotiating an extension with the noteholder as it is currently past due. As a result of a default provision, the interest rate has increased to 24% and additional principal was added in the amount of \$15,000. As of June 30, 2025 and December 31, 2024, the outstanding balance with accrued interest was \$269,431 and \$255,961, respectively.

On December 31, 2019, the Company entered into a securities purchase agreement (the “Securities Purchase Agreement”) with TCA Special Situations Credit Strategies ICAV, an Irish collective asset vehicle (the “Buyer” or “TCA ICAV”), and TCA Beyond Commerce, LLC, a Wyoming limited liability company (“TCA Beyond Commerce”), pursuant to which the Buyer purchased from the Company a senior secured redeemable debenture having an initial principal amount of \$900,000 and an interest rate of 16% per annum (the “Initial Debenture”).

The Initial Debenture, and any future debentures that may be purchased by Buyer pursuant to the Securities Purchase Agreement (the “Additional Debentures”), is secured through an unconditional and continuing security interest in all of the assets and properties, including after acquired assets, of the Company and each of its subsidiaries, which are acting as guarantors with respect to the Company’s obligations under the Initial Debenture and any Additional Debentures, pursuant to that certain Security Agreement, dated December 31, 2019, entered into by the Company and TCA Beyond Commerce in favor of the Buyer (the “Security Agreement”). In addition, Service 800, Inc., Customer Centered Strategies (“CCS”) and Path UX LLC (“PathUX”) delivered corporate guarantees and Geordan

Pursglove, the Company's CEO, delivered a personal guarantee with respect to the Company's obligations under the Securities Purchase Agreement. The maturity date on this security is December 31, 2021.

In May 2020, the SEC appointed a Receiver to close down the TCA Global Master Fund, L.P. over allegations of accounting fraud. The amount recorded by the Company as being owed to TCA was based on TCA's application of prior payments made by the Company. A complaint against the Company, including the guarantors Service 800, CCS, and PathUX, and Geordan Pursglove, dated February 26, 2024, was filed in Clark County, Nevada, by New Horizons Special Situations Credit Strategies ("TCA ICAV") related to the TCS ICAV debenture seeking \$1,300,191. The Company believes that prior payments of principal and interest may have been applied to unenforceable investment banking and other fees and charges. It is the Company's position that the amount owed to TCA is less than the amount set forth above. The matter was settled as of October 31, 2024 that resulted in the amount due of \$100,000 paid over twelve months. The balance on the note as of June 30, 2025 was \$66,666.64.

Effective February 28, 2019 as a component of the closing of the business combination between Beyond Commerce, Inc. and Service 800, Jean Mork Bredeson, Founder and President of Service 800, the Company issued a \$2,100,000 three-year 5.5% promissory note to Ms. Bredeson. Interest only payments are required during the first year of the note. The \$2,100,000 promissory note is personally guaranteed by the estate of George Pursglove whose executor is Geordan Pursglove, the Company's President and CEO.

As a component of the Service 800 transaction, in lieu of the entire cash payment of \$2,100,000 being made to Ms. Bredeson, a \$210,000 amount was to be withheld until May 30, 2019 and continues to be outstanding. This note does not carry any interest obligations. Also, as all cash and accounts receivables at the effective date of the closing were to be retained by Ms. Bredeson, this allocation of cash is to be distributed quarterly on a non interest basis as true-ups are derived, which amounted to \$1,409,169 as of December 31, 2022 and December 31 2021. Although holdbacks did not initially include interest obligations, we agreed to begin accruing interest at 15% in October 2019. The amount of accrued interest relating to the \$1,409,169 was \$959,663 as of December 31, 2023.. The matter was settled as of October 31, 2024. See Note 3. The balance outstanding as of June 30, 2025 was \$0.

On March 30, 2021 the Company through its Service 800 Inc. subsidiary, received \$150,000 in funding in conjunction with a promissory note under the SBA Loan Program. Borrower will be obligated to repay to the Bank the total outstanding balance remaining due under the Loan, including principal and interest. This loan is a 30-year term note, bearing 3.75% interest due March 30, 2051. Installment payments, including principal and interest, of \$731 monthly, will begin September 1, 2023. The amount of accrued interest payable for the SBA Loan was \$15,592 and \$9,844 as of December 31, 2023 and 2022, respectively. The SBA loan was retained by the purchaser in the transaction described in Note 3. The balance on the Company's books as of June 30, 2025 is \$0.

On July 19, 2021, the Company issued a convertible promissory note (the "Note") in favor of Geordan G. Pursglove, the Company's Chairman and Chief Executive Officer, in the principal amount of \$1,500,000, in satisfaction of Mr. Pursglove's accrued salary owing of \$1,239,800 and recognized a \$260,200 loss on extinguishment of debt. The Note accrues interest at 2% per annum, with the principal and interest payments due in twelve equal monthly installments. At the holder's election, the Note is convertible into shares of the Company's common stock, at a price per share equal to 100% of the average closing price of the Company's common stock for the five trading days immediately preceding the date of such conversion (the "Conversion Price"). The cash maturity date is July 19, 2022. There was a conversion of \$150,000 during the first quarter of 2022, and the Company issued 375,000,000 shares of common stock at the quoted stock price at the date of conversion of \$0.0004 per shares. The amount of the accrued interest payable on the \$1,350,000 note payable was \$107,785 and \$94,285 as of June 30, 2025 and December 31, 2024, respectively.

On April 1, 2022, the Company entered into a promissory note (the "Note") in favor of Discover Growth Fund, LLC (the "Discover"), in the aggregate principal amount of \$1,200,000 for which the Company received \$1,000,000 in cash, reflecting an original issuance discount of 20%, with repayment to be made not later than April 1, 2023. Pursuant to the Note, at any time and from time to time Discover may, in its sole discretion, subject to certain ownership limitations, convert all or any portion of the then outstanding balance of the Note into shares of the common stock of the Company at a price per share equal to the closing bid price on March 31, 2022 of \$ 0.0003. The Company recorded a debt discount of \$200,000 for the original issue discount amortizable over the succeeding twelve months in accordance with ASC 835-30-45. Interest expense related to the issue discount of \$50,000 and \$150,000 was recorded for the years ended December 31, 2023 and 2022, respectively. The interest rate on the note is the prime rate. The Company defaulted on the loan on April 1, 2023 incurring the default rate of interest of the prime rate plus 20%. The amount of accrued interest on the note as of June 30, 2025 and December 31, 2024 was \$832,036 and \$668,392, respectively.

NOTE 7. COMMON STOCK AND PREFERRED STOCK

Common Stock

As of June 30, 2025, our authorized capital stock consisted of 30,000,000,000 shares of common stock, par value \$0.001 per share.

The Company did not issue any shares of common stock during the six months ended June 30, 2025.

There were 16,533,929,830 shares of common stock issued and outstanding as of June 30, 2025 and December 31, 2024.

During the six months ended June 30, 2025, the Company issued no shares.

Holders of common stock are entitled to one vote per share on all matters submitted to a vote of the stockholders, including the election of directors. Except as otherwise required by law, the holders of our common stock possess all voting power. Generally, all matters to be voted on by stockholders must be approved by a majority (or, in the case of election of directors, by a plurality) of the votes entitled to be cast by all shares of our common stock that are present in person or represented by proxy. A vote by the holders of a majority of our outstanding shares is required to effectuate certain fundamental corporate changes such as liquidation, merger or an amendment to our Articles of Incorporation. Our Articles of Incorporation do not provide for cumulative voting in the election of directors. Holders of our common stock have no pre-emptive rights, no conversion rights and there are no redemption provisions applicable to our common stock.

Preferred Stock

As of June 30, 2025, the Company is authorized to issue up to 60,000,400 shares of preferred stock, which are designated Series A, B, C and undesignated Preferred Stock.

We have designated 250 shares of Series A Convertible Preferred Stock, par value of \$0.001 per share (the “Series A Preferred Stock”). As of June 30, 2025 and December 31, 2024, there were 249.9999 shares of Series A Preferred Stock issued and outstanding.

The Series A Preferred Stock will, with respect to each holder of the Series A Preferred Stock, be entitled to three million (3,000,000) votes for each share of Series A Preferred Stock standing in his, her or its name on the books of the corporation. Each share of Series A Preferred Stock is convertible, at the option of the holder, into one million shares of Common Stock. The Series A Preferred Stock is entitled, in the event of any voluntary liquidation, dissolution or winding up of the Corporation, to receive payment or distribution of a preferential amount before any payments or distributions are received by any class or series of common stock. Subject to the prior or equal rights of the holders of all classes of stock at the time outstanding having prior or equal rights as to dividends and ranking ahead of the Common Stock, the holders of the Series A Preferred Stock shall be entitled to therefore receive, when and as declared by the Board of Directors, out of any assets of the Corporation legally available, such dividends as may be declared from time to time by the Board of Directors.

We have designated 51 shares of Series B Convertible Preferred Stock, par value of \$0.001 per share (the “Series B Preferred Stock”). One (1) share of the Series B Preferred Stock shall have voting rights equal to $(x) 0.019607$ multiplied by the total number of votes of the issued and outstanding shares of Common Stock and other Preferred Stock eligible to vote at the time of the respective vote (the “Numerator”), divided by $(y) 0.49$, minus (z) the Numerator. For the avoidance of doubt, if the total number of votes of the issued and outstanding shares of Common Stock and other Preferred Stock eligible to vote at the time of the respective vote is 5,000,000, the voting rights of one share of the Series B Preferred Stock shall be equal to $102,036$ (e.g., $((0.019607 \times 5,000,000) / 0.49) - (0.019607 \times 5,000,000) = 102,036$).

With respect to all matters upon which stockholders are entitled to vote or to which stockholders are entitled to give consent, the holders of the outstanding shares of Series B Preferred Stock shall vote together with the holders of Common Stock without regard to class, except as to those matters on which separate class voting is required by applicable law or the Corporation’s Articles of Incorporation or by-laws. Such concentrated control of the Company may adversely affect the price of our common stock. A stockholder that acquires common stock will not have an effective voice in the management of the Company.

As of June 30, 2025 and December 31, 2024, there were 51 shares of Series B Preferred Stock issued and outstanding.

We have designated 50,000,000 shares of Series C Convertible Preferred Stock, par value of \$0.001 per share (the “Series C Preferred Stock”).

The Series C Preferred Stock will, with respect to dividend rights and rights upon liquidation, winding-up or dissolution, rank: (a) *pari passu* with the Corporation’s Common Stock, \$0.001 par value per share (“Common Stock”); (b) junior to all other series of Preferred Stock, as such may be designated as of the date of this Designation, or which may be designated by the Corporation after the date of this Designation (the “Other Preferred”), and (c) junior to all existing and future indebtedness of the Corporation.

Holders of the Series C Preferred Stock shall vote on all matters requiring a vote of the shareholders of the Corporation, together with the holders of shares of Common Stock and other classes of Preferred Stock entitled to vote, as a single class. Subject to the applicable beneficial ownership limitation, each Holder shall be entitled to the whole number of votes equal to the number of shares of Common Stock into which such holder’s Preferred Shares would be convertible using the record date for determining the stockholders of the Corporation eligible to vote on such matters as the date as of which the number of Conversion Shares is calculated. Holders of the Series C Preferred Stock will also be entitled to vote as a separate class with respect to any matter as to which such voting rights are required by applicable law.

NOTE 8. COMMITMENTS AND CONTINGENCIES

Legal Matters

A complaint against the Company, dated February 5, 2020, has been filed in Hennepin County, Minnesota, by Jean Mork Bredeson, the former President and former owner of Service 800, making certain claims related to the Company's acquisition of Service 800, seeking in excess of \$1.6 million in damages. On March 16, 2020, the Company and Service 800 filed an answer, counterclaim and third-party claim against Ms. Bredeson and defendants Allen Bredeson and Jeff Schwedinger, former employees of Service 800. Answers and Affirmative and Additional Defenses to Third Party Claims were filed by Ms. Bredeson on April 7, 2020 and by Mr. Schwedinger on April 9, 2020 and, on April 24, 2020, Ms. Bredeson filed a Motion to Dismiss. The Court denied in full Ms. Bredeson's motion to dismiss for a more definite statement. Subsequently, using a wholly owned entity she controls, Ms. Bredeson filed another matter, captioned Green Valley Associates Inc. vs Service 800 Inc., 27-CV-20-13800. Although Ms. Bredeson is seeking to have the matters handled by separate judges, the Company sought consolidation of the two matters before Judge Klein, the judge who denied Ms. Bredeson's motion to dismiss, but the consolidation was denied. Discovery has closed in both cases. Trial commenced on October 3, 2022. After a week of trial, a technical mistrial occurred based on the Court falling under the minimum number of jurors required to maintain the trial. On May 22, 2023 Judge Klein granted Bredeson's motion for partial summary judgment on the purchase price promissory note in the amount of \$2,464,496. As a result, Bredeson declined to participate in a June Mediation. On June 20, 2023 Judge Klein issued an amended order finalizing the Summary Judgment order of May 22, 2023. On August 19, 2023, the Company filed an appeal. On September 12, 2023 the Court of Appeals ruled in favor of the Company's appeal and ordered that Judge Klein had abused his discretion in certifying final partial judgment and the partial judgment is not final. On September 12, 2023 and September 25, 2023 Mediation on the Bredeson lawsuit occurred with no settlement reached. On August 8, 2024, the parties in all lawsuits involving the Company, Jean Bredeson and Warner Law LLC reached a global mediated settlement agreement. On October 31, 2024, the Company, Jean Bredeson and Warner Law LLC finalized a Settlement Agreement and Mutual Release resolving all actions and claims on the above-mentioned lawsuits. As part of the settlement, the Company executed an Asset Purchase Agreement and agreed to transfer to Bredeson all the assets and certain liabilities of its wholly owned subsidiary, Service 800, Inc. Bredeson agreed to assume the Service 800, Inc. SBA loan of \$150,000. In addition, Bredeson agreed that all loans, promissory notes and corresponding accrued interest due Bredeson by the Company are forgiven with no further obligation by the Company to Bredeson. As of December 31, 2024, the balance of the amount due to Jean Mork Bredeson was \$0. In addition, Bredeson and Warner Law agreed to pay \$225,000 to TCA Special Situations Credit Strategies ICAV to resolve the Company's lawsuit with TCA and a release of TCA's UCC-1 lien filed with the State of Minnesota on Service 800, Inc.'s assets.

A complaint against the Company, including the guarantors Service 800, CCS, and PathUX, and Geordan Pursglove, dated February 26, 2024, was filed in Clark County, Nevada, by New Horizons Special Situations Credit Strategies ("TCA ICAV") related to the TCS ICAV debenture seeking \$1,300,191. The Company believes that prior payments of principal and interest may have been applied to unenforceable investment banking and other fees and charges. It is the Company's position that the amount owed to TCA is less than the amount set forth above. On October 31, 2024, the Company finalized a Settlement Agreement and Release resolving all disputes and controversies for a total settlement amount of \$320,000. The Company made an initial payment of \$220,000 and the remaining balance of \$100,000 will be paid in twenty-four (24) monthly payments of \$4,166.67 beginning November 1, 2024. As of June 30, 2025 the outstanding balance owed by the Company was \$66,666.64.

Operating Lease

We currently lease virtual office space at 3773 Howard Hughes Parkway, Suite: 500 Las Vegas, NV 89169. We pay an annual fee of \$120 for this lease.

The public entity guidance in ASU 2016-02, Leases (Topic 842) requires lessees to recognize substantially all leases on their balance sheets as lease liabilities with a corresponding right-of-use asset. Our accounting policy is to keep leases with an initial term of 12 months or less off of the balance sheet.

The Company leases office space under an operating lease. Right-of-use assets represent the Company's right to use an underlying asset for the lease term and lease liabilities represent its obligation to make lease payments under the lease. Operating lease, right-of-use assets, and liabilities are recognized at the lease commencement date based on the present value of lease payments over the reasonably certain lease term. The implicit rates with the Company's operating leases are generally not determinable and the Company uses its incremental borrowing rate at the lease commencement date to determine the present value of its lease payments. The determination of the Company's incremental borrowing rate requires judgement. The company determines its incremental borrowing rate for each lease using its then-current borrowing rate. Certain of the Company's leases may include options to extend or terminate the lease. The Company establishes the number of renewal options periods used in determining the operating lease term based upon its assessment at the inception of the operating lease. The option to renew the lease may be automatic, at the option of the Company, or mutually agreed to between the landlord and the Company. Once the facility lease term has begun, the present value of the aggregate future minimum lease payments is recorded as a right-of-use asset. The lease right of use asset and corresponding lease liability was assumed by the

purchaser as of October 31, 2024. See Note 3. The Company had no right of use asset or lease liability as of December 31, 2024. The Company had not future lease obligations as of December 31, 2024.

NOTE 9. RELATED PARTIES

On July 19, 2021, the Company issued a convertible promissory note (the “Note”) in favor of Geordan G. Pursglove, the Company’s Chairman and Chief Executive Officer, in the principal amount of \$1,500,000, in satisfaction of Mr. Pursglove’s accrued salary owing of \$1,239,800 and \$260,200 for loss on settlement. The Note accrues interest at 2% per annum, with the principal and interest payments due in twelve equal monthly installments. At the holder’s election, the Note is convertible into shares of the Company’s common stock, at a price per share equal to 100% of the average closing price of the Company’s common stock for the five trading days immediately preceding the date of such conversion (the “Conversion Price”). The cash maturity date is July 19, 2022. On February 8, 2022 there was a conversion of \$150,000 worth of shares issued.

During the first quarter of 2022, the Company issued 133,902,874 shares of common stock valued at \$53,561 as part of the Company’s employment agreement with the Chief Financial Officer, Peter Stazzone. During the second quarter of 2023, the Company issued 133,902,874 shares of common stock valued at \$13,390 as part of the Company’s employment agreement with the Chief Financial Officer, Peter Stazzone. The Company has yet to issue 267,805,748 shares of common stock as part of the Company’s employment agreement with Mr. Stazzone for the years 2023 and 2024.

NOTE 10. NET INCOME (LOSS) PER SHARE OF COMMON STOCK

The Company follows ASC 260-10, which requires presentation of basic and diluted Earnings per Share (“EPS”) on the face of the income statement for all entities with complex capital structures and requires a reconciliation of the numerator and denominator of the basic EPS computation to the numerator and denominator of the diluted EPS computation. In the accompanying consolidated financial statements, basic net income (loss) per share of common stock is computed by dividing the net income (loss) by the weighted average number of shares of common stock outstanding during the year. Basic net income (loss) per common share is based upon the weighted average number of common shares outstanding during the period. Dilution is computed by applying the treasury stock method. Under this method, options and warrants are assumed to be exercised at the beginning of the period (or at the time of issuance, if later), and as if funds obtained thereby were used to purchase common stock at the average market price during the period.

Convertible debt that is convertible into 26,230,171,200 and 20,782,960,500 shares of the Company’s common stock are not included in the computation, along with 249,999,900 and 249,999,900 of the Company’s preferred stock after conversion as of June 30, 2025 and December 31, 2024, respectively.

The following is a reconciliation of the numerator and denominator of the basic and diluted earnings per share computations as of June 30, 2025 and 2024:

	Six-month period ended June 30,		Three-month period ended June 30,	
	2025	2024	2025	2024
Loss from continuing operations	\$ (236,827)	\$ (913,192)	\$ (113,013)	\$ (434,092)
Consolidated net loss	\$ (236,827)	\$ (913,192)	\$ (113,013)	\$ (434,092)
Weighted average shares used for diluted earnings per share	16,533,929,830	16,533,929,830	16,533,929,830	16,533,929,830
Incremental Diluted Shares	-*	-*	-*	-*
Weighted Average shares used for diluted earnings per share	16,533,929,830	16,533,929,830	16,533,929,830	16,533,929,830
Net income (loss) per share:				
Basic and Diluted: continuing operations	\$ (0.00)	\$ (0.00)	\$ (0.00)	\$ (0.00)
Basic and Diluted: discontinued operations	\$ -	\$ -	\$ -	\$ -
Total Basic and Diluted loss per share	\$ (0.00)	\$ (0.00)	\$ (0.00)	\$ (0.00)

* *The shares associated with convertible debt, preferred stock, stock options and stock warrants are not included because the inclusion would be anti-dilutive (i.e., reduce the net loss per common share).*

NOTE 11. SUBSEQUENT EVENTS

The Company and Electric Built are currently in negotiations to finalize the SPA during the third quarter of 2025.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

You should read the following discussion and analysis of our financial condition and results of our operations together with our financial statements and the notes thereto appearing elsewhere in this Annual Report. This discussion contains forward-looking statements reflecting our current expectations, whose actual outcomes involve risks and uncertainties. Actual results and the timing of events may differ materially from those stated in or implied by these forward-looking statements due to a number of factors, including those discussed in the section entitled "Cautionary Statement regarding Forward-Looking Statements" and elsewhere in this Annual Report. Please see the notes to our Financial Statements for information about our Critical Accounting Policies and Recently Issued Accounting Pronouncements. The following discussion provides information that management believes is relevant to an assessment and understanding of our past financial condition and plan of operations. The discussion below should be read in conjunction with the consolidated financial statements and related notes thereto included elsewhere in this annual report.

About Beyond Commerce

Beyond Commerce, Inc. was formed as a Nevada corporation on January 12, 2006.

We are focused on business combinations of "big data" companies in global B2B internet marketing analytics, technologies and services. The Company's objective is to develop and deploy disruptive strategic software technology that will build on organic growth potential and to exploit cross-selling opportunities. We plan to offer a cohesive global digital product and services platform to provide clients with a single point of contact for their big data, marketing and related sales initiatives. We believe our business model will ensure that information will remain secure and private, as necessitated by the current market climate.

In addition, we plan to provide solutions which facilitate the exchange of information and data transactions between supply chain participants, such as manufacturers, retailers, distributors and financial institutions. The goal is to automate potential client internal processes thereby increasing productivity and lowering costs. We plan to develop proprietary algorithms which it will embed in the planned software to enable clients to access data and gain insight into their business, through that data, leading to improved internal decision making.

The Company currently owns and operates a data company and is actively seeking acquisition opportunities in high growth sectors such as electric vehicles and logistics among others. The Company's strategy is to identify companies in the early stages of development or growth, acquire them and provide these companies capital in order to accelerate their development and growth with the intention to ultimately sell these companies

For the Three Months Ended June 30, 2025 and June 30, 2024

Revenue

Revenue generated for the three months ended June 30, 2025 was \$0 compared to \$782,339. The decrease was due to the asset sale of the Company's subsidiary, Service 800, Inc., on October 31, 2024.

Operating Expenses

For three months ended June 30, 2025, operating expenses were \$12,529, and for the three months ended June 30, 2024, operating expenses were \$966,584, a decrease of \$954,055 primarily due to the asset sale of the Company's subsidiary, Service 800, Inc., on October 31, 2024.

Non-Operating Income (Expense)

The Company reported non-operating expense of \$100,484 for the three months ended June 30, 2025, as compared to \$249,847 for the three months ended June 30, 2024 consisting of interest expense of \$95,760 and \$215,726, and change in derivative liability of \$4,724 and \$33,771, respectively.

Net Income (loss)

Loss from operations for the three months ended June 30, 2025, and 2024 was \$12,529 and \$184,245, respectively. For the three months ended June 30, 2024, the Company incurred a net loss of \$108,426 as compared to a net loss of \$429,506 for the three months ended June 30, 2023.

For the Six Months Ended June 30, 2025 and June 30, 2024

Revenue

Revenue generated for the six months ended June 30, 2025, was \$4 compared to \$1,564,768 from the comparable six-month period in 2024. The decrease was due to the asset sale of the Company's subsidiary, Service 800, Inc., on October 31, 2024.

Operating Expenses

For the six months ended June 30, 2025, operating expenses were \$28,522, and for the six months ended June 30, 2024, operating expenses were \$1,976,774.

Non-Operating Income (Expense)

The Company reported non-operating expense of \$208,309 for the six months ended June 30, 2025, as compared to \$501,187 for the six months ended June 30, 2024, consisting of interest expense of \$190,615 and \$431,452, and change in derivative liability of \$17,694 and 70,361, respectively.

Net Income (loss)

Loss from operations for the six months ended June 30, 2025 and 2024 was \$28,518 and 412,600, respectively, due to the factors detailed above. The net loss for the six months ended June 30, 2025 and 2024 was \$232,240 and \$904,019, respectively.

Purchase of Significant Equipment

We do not anticipate the purchase or sale of any plant or significant equipment during the next twelve (12) months.

Going Concern

The Company's financial statements are prepared using GAAP, which contemplate the realization of assets and liquidation of liabilities in the normal course of business. Because of recent events, the Company cannot state with certainty of its ability to continue as a going concern. The accompanying consolidated financial statements have been prepared assuming that we will continue as a going concern, which contemplates the realization of assets and satisfaction of liabilities in the normal course of business.

The Company has suffered losses from operations and has a working capital deficit, and negative cash flows from operations, which raise substantial doubt about its ability to continue as a going concern. As of June 30, 2025, the accumulated deficit was \$69,326,416 and the negative working capital was \$4,900,302. Management is taking steps to raise additional funds to address its operating and financial cash requirements to continue operations in the next twelve months. Management has devoted a significant amount of time in attempting to raise capital from additional debt and equity financing. Due to its nominal revenues, the Company's ability to continue as a going concern is dependent upon raising additional funds through debt and equity financing and generating revenue, including through the acquisition of CCS or through a merger transaction with a well-capitalized entity. There are no assurances the Company will receive the necessary funding or generate revenue necessary to fund operations. If we are unable to obtain additional funds, or if the funds cannot be obtained on terms favorable to us, we will be required to delay, scale back or eliminate our plans to continue to develop and expand our operations or in the extreme situation, cease operations altogether.

Liquidity and Capital Resources

Our ability to continue as a going concern is dependent on our ability to raise additional capital and implement our business plan. Since inception, we have been funded by related parties through capital investment and borrowing of funds.

We had total current assets of \$276,946 and \$293,050 as of June 30, 2025 and December 31, 2024, respectively. Current assets would consist primarily of cash and accounts receivable. The Company had a \$69,326,416 accumulated deficit on its balance sheet as of June 30, 2025.

We had total current liabilities of \$5,177,248 and \$4,967,626 as of June 30, 2025 and December 31, 2024, respectively, an increase in current liabilities of \$209,622. Current liabilities consisted primarily of the derivative liability, accounts payable, accrued payroll and payroll taxes, related party debt, conventional and convertible debt, lease liability, accrued loss contingency, and accrued interest. In the six months ended June 30, 2025 there were approximate increases in accrued interest of \$190,615, accounts payable of \$22,147, and the change in derivative liability of \$17,694. In the six months ended June 30, 2025 there was a decrease in short-term borrowings of \$20,833.

We had a working capital deficit of \$4,900,302 and \$4,674,575 as of June 30, 2025 and December 31, 2024, respectively.

Cash Flow from Operating Activities

For the six months ended June 30, 2025 and 2024, cash used in operating activities was \$16,105 and \$85,776, respectively.

Cash Flow from Investing Activities

No cash was used in investing activities for the six months ended June 30, 2025 and 2024.

Cash Flow from Financing Activities

For the six months ended June 30, 2025 and 2024, cash provided by financing activities was \$0 and \$0, respectively.

Contractual Obligations

As a “smaller reporting company,” we are not required to provide tabular disclosure of contractual obligations.

Inflation

Inflation and changing prices have not had a material effect on our business and we do not expect that inflation or changing prices will materially affect our business in the foreseeable future.

Seasonality

In the past, our operating results and operating cash flows historically have not been subject to seasonal variations. This pattern may change, however, in the event that we succeed in bringing our planned products to market.

Critical Accounting Policies and Estimates

Our discussion and analysis of our financial condition and results of operations is based on our audited consolidated financial statements, which have been prepared in accordance with U.S. GAAP. The preparation of these audited consolidated financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent liabilities. On an on-going basis, we evaluate past judgments and our estimates, including those related to allowance for doubtful accounts, allowance for inventory write-downs and write offs, deferred income taxes, provision for contractual obligations and our ability to continue as a going concern. We base our estimates on historical experience and on various other assumptions that we believe to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions.

Note 2 herein describes the critical accounting estimates and policies used in preparation of our consolidated financial statements. There were no significant changes in our critical accounting estimates during the six months ended June 30, 2025.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Not applicable to a “smaller reporting company” as defined in Item 10(f)(1) of SEC Regulation S-K.

ITEM 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

Our management, with the participation of our President (“Certifying Officers”), has evaluated the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-11) and 1515(e) under the Exchange Act) as of the end of the fiscal period covered by this Quarterly Report. Based upon such evaluation, the Certifying Officers have concluded that, as of the end of such period June 30, 2025, the Company’s disclosure controls and procedures were not effective to ensure that information required to be disclosed by us in

the reports we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms and is accumulated and communicated to management, including our Certifying Officers, to allow timely decisions regarding such disclosure.

We have taken and continue to take remedial steps to improve our internal controls over financial reporting, which includes hiring additional personnel, we will continue to assess the weaknesses as these individuals progress through our onboarding process. We also continue to expand the functionality of our internal accounting systems to provide for higher levels of automation and assurance in our financial reporting function.

Changes in internal controls over financial reporting

There was no change in our internal controls over financial reporting that occurred during the period covered by this report, which has materially affected, or is reasonably likely to materially affect, our internal controls over financial reporting.

Limitations on the Effectiveness of Controls

A control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance that the control system's objectives will be met. The Company's management, including its Principal Executive Officer and its Principal Financial Officer, do not expect that the Company's controls will prevent or detect all errors and all fraud. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been detected.

These inherent limitations include the realities that judgments in decision-making can be faulty, and these breakdowns can occur because of simple errors or mistakes. Controls can also be circumvented by the individual acts of some persons, by collusion of two or more people, or by management override of the controls. The design of any system of controls is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Over time, controls may become inadequate because of changes in conditions or deterioration in the degree of compliance with associated policies or procedures. Because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected.

PART II – OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

A complaint against the Company, dated February 5, 2020, has been filed in Hennepin County, Minnesota, by Jean Mork Bredeson, the former President and former owner of Service 800, making certain claims related to the Company's acquisition of Service 800, seeking in excess of \$1.6 million in damages. On March 16, 2020, the Company and Service 800 filed an answer, counterclaim and third-party claim against Ms. Bredeson and defendants Allen Bredeson and Jeff Schwedinger, former employees of Service 800. Answers and Affirmative and Additional Defenses to Third Party Claims were filed by Ms. Bredeson on April 7, 2020 and by Mr. Schwedinger on April 9, 2020 and, on April 24, 2020, Ms. Bredeson filed a Motion to Dismiss. The Court denied in full Ms. Bredeson's motion to dismiss for a more definite statement. Subsequently, using a wholly owned entity she controls, Ms. Bredeson filed another matter, captioned Green Valley Associates Inc. vs Service 800 Inc., 27-CV-20-13800. Although Ms. Bredeson is seeking to have the matters handled by separate judges, the Company sought consolidation of the two matters before Judge Klein, the judge who denied Ms. Bredeson's motion to dismiss, but the consolidation was denied. Discovery has closed in both cases. Trial commenced on October 3, 2022. After a week of trial, a technical mistrial occurred based on the Court falling under the minimum number of jurors required to maintain the trial. On May 22, 2023 Judge Klein granted Bredeson's motion for partial summary judgment on the purchase price promissory note in the amount of \$2,464,496. As a result, Bredeson declined to participate in a June Mediation. On June 20, 2023 Judge Klein issued an amended order finalizing the Summary Judgment order of May 22, 2023. On August 19, 2023, the Company filed an appeal. On September 12, 2023 the Court of Appeals ruled in favor of the Company's appeal and ordered that Judge Klein had abused his discretion in certifying final partial judgment and the partial judgment is not final. On September 12, 2023 and September 25, 2023 Mediation on the Bredeson lawsuit occurred with no settlement reached. On August 8, 2024, the parties in all lawsuits involving the Company, Jean Bredeson and Warner Law LLC reached a global mediated settlement agreement. On October 31, 2024, the Company, Jean Bredeson and Warner Law LLC finalized a Settlement Agreement and Mutual Release resolving all actions and claims on the above-mentioned lawsuits. As part of the settlement, the Company executed an Asset Purchase Agreement and agreed to transfer to Bredeson all the assets and certain liabilities of its wholly owned subsidiary, Service 800, Inc. Bredeson agreed to assume the Service 800, Inc. SBA loan of \$150,000. In addition, Bredeson agreed that all loans, promissory notes and corresponding accrued interest due Bredeson by the Company are forgiven with no further obligation by the Company to Bredeson. As of December 31, 2024, the balance of the amount due to Jean Mork Bredeson was \$0. In addition, Bredeson and Warner Law agreed to pay \$225,000 to TCA Special Situations Credit Strategies ICAV to resolve the Company's lawsuit with TCA and a release of TCA's UCC-1 lien filed with the State of Minnesota on Service 800, Inc.'s assets.

A complaint against the Company, including the guarantors Service 800, CCS, and PathUX, and Geordan Pursglove, dated February 26, 2024, was filed in Clark County, Nevada, by New Horizons Special Situations Credit Strategies (“TCA ICAV”) related to the TCS ICAV debenture seeking \$1,300,191. The Company believes that prior payments of principal and interest may have been applied to unenforceable investment banking and other fees and charges. It is the Company’s position that the amount owed to TCA is less than the amount set forth above. On October 31, 2024, the Company finalized a Settlement Agreement and Release resolving all disputes and controversies for a total settlement amount of \$320,000. The Company made an initial payment of \$220,000 and the remaining balance of \$100,000 will be paid in twenty-four (24) monthly payments of \$4,166.67 beginning November 1, 2024. As of June 30, 2025 the outstanding balance owed by the Company was \$66,666.64.

SIGNATURES

In accordance with the requirements of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Beyond Commerce, Inc.

Dated: August 14, 2025

By: /s/ Geordan Pursglove

Geordan Pursglove,
President / CEO
(Principal Executive Officer)