

# Music Licensing, Inc.

Amendment to Quarterly Report for 03/31/2025 originally published through the OTC Disclosure & News Service on [09/08/2025](#)

## Explanatory Note:

When preparing a statement with prior-period comparisons in QBO, the system selects a prior period based on the number of days in the current period, rather than the defined quarterly period. This discrepancy was causing some of the reported numbers to appear incorrect.

*\*\*This coversheet was automatically generated by OTC Markets Group based on the information provided by the Company. OTC Markets Group has not reviewed the contents of this amendment and disclaims all responsibility for the information contained herein.*

## **Music Licensing, Inc.**

382 NE 191st St PMB 278599, Miami, FL, 33179

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(833) 227-7683

[www.promusicrights.com](http://www.promusicrights.com)

[investors@promusicrights.com](mailto:investors@promusicrights.com)

# Quarterly Report

For the period ending March 31, 2025 (the "Reporting Period")

### **Outstanding Shares**

The number of shares outstanding of our Common Stock was:

5,002,012,023 as of 3/31/25 (Current Reporting Period Date or More Recent Date)

30,005,989 as of 12/31/24 (Most Recent Completed Fiscal Year End)

### **Shell Status**

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

Yes:  No:

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

Yes:  No:

### **Change in Control**

Indicate by check mark whether a Change in Control<sup>5</sup> of the company has occurred during this reporting period:

Yes:  No:

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<sup>5</sup> "Change in Control" shall mean any events resulting in:

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

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

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

Music Licensing, Inc. (the "Company") was originally incorporated as Hyperbaric Oxygenation Corporation in the State of Nevada on November 17, 1997. The Company subsequently changed its name to Building Turbines, Inc. on January 1, 2011 in connection with the Company's December 1, 2010 acquisition of Building Turbines, Inc which was in the development of wind turbines for office buildings. Prior to the acquisition of Building Turbines, Inc, the Company had been engaged in the business of Hyperbaric care centers in Canada.

On February 26, 2016, an exchange agreement was entered into by and among certain shareholders and debt holders of the Company, representing the majority of the outstanding shares of the Company and FutureWorld, Corp., a Delaware Corporation which was the owner of the partially owned subsidiary, NUVUS GRO. On March 10, 2016, Building Turbines, Inc. changed its name to HempTech Corp. There was a change of control in connection with the name change. As HempTech Corp, the Company was a provider of advanced controlled environment agriculture with sophisticated automation and analytical tools for the cultivators of legal industrial hemp and cannabis. On March 13, 2018 the Company changed its name to Nuvus Gro Corp. On November 21, 2022, the Company changed its name to Music Licensing Inc.

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

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

None.

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

None.

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

On May 20, 2024, the Company effected a 1:500,000 reverse stock split.

On January 21, 2025, the Company effected a 1:2,500 reverse stock split.

Address of the issuer's principal executive office:

382 NE 191st St PMB 278599, Miami, FL, 33179

Address of the issuer's principal place of business:

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

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

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

## 2) Security Information

### Transfer Agent

Name: Transfer Online, Inc.  
Phone: (503) 227-2950  
Email: info@transferonline.com

Address: 512 SE Salmon St., Portland, OR 97214

**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:	<u>SONG</u>
Exact title and class of securities outstanding:	<u>Common Stock</u>
CUSIP:	<u>67075W405</u>
Par or stated value:	<u>0.000000000001</u>
Total shares authorized:	<u>14,500,000,000</u> as of date: <u>3/31/25</u>
Total shares outstanding:	<u>5,002,012,023</u> as of date: <u>3/31/25</u>
Total number of shareholders of record:	<u>14</u> as of date: <u>3/31/25</u>

*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:	<u>Preferred J Class</u>
Par or stated value:	<u>0.001</u>
Total shares authorized:	<u>1</u> as of date: <u>3/31/25</u>
Total shares outstanding:	<u>1</u> as of date: <u>3/31/25</u>
Total number of shareholders of record:	<u>1</u> as of date: <u>3/31/25</u>

*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.

Our common stock is 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 or provided in any resolution adopted by our board of directors with respect to any series of preferred stock, the holders of our common stock will 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, subject to any voting rights granted to holders of any preferred stock. Holders of our common stock representing fifty percent (50%) of our capital stock issued, outstanding and entitled to vote, represented in person or by proxy, are necessary to constitute a quorum at any meeting of our stockholders. 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.

Subject to any preferential rights of any outstanding series of preferred stock created by our board of directors from time to time, the holders of shares of our common stock will be entitled to such cash dividends as may be declared from time to time by our board of directors from funds available therefore.

Subject to any preferential rights of any outstanding series of preferred stock created from time to time by our board of directors, upon liquidation, dissolution or winding up, the holders of shares of our common stock will be entitled to receive pro rata all assets available for distribution to such holders.

In the event of any merger or consolidation with or into another company in connection with which shares of our common stock are converted into or exchangeable for shares of stock, other securities or property (including cash), all holders of our common stock will be entitled to receive the same kind and amount of shares of stock and other securities and property (including cash). Holders of our common stock have no preemptive rights, no conversion rights and there are no redemption provisions applicable to our common stock.

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

Each share of the Preferred J Class is entitled to vote on all matters that common stock is entitled to vote on. The Preferred J Class is exclusively intended to be held by Jake P. Noch or his affiliated entities. The Preferred J Class represents 80% of the total voting power across all classes of shares of the Company.

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

See above.

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

None.

### 3) Issuance History

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

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

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

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

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

Shares Outstanding Opening Balance:			*Right-click the rows below and select "Insert" to add rows as needed.						
Date of Transaction	Transaction type (e.g., new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)							
Date <u>1/1/23</u> Common: <u>802,635,215</u> <u>(1,605 post 1:500,000 reverse split effective May 20, 2024) (1 post 1:2,500 reverse split effective January 21, 2025)</u>  Preferred: <u>0</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>11/7/23</u>	<u>Cancellation</u>	<u>1,066,945,290 (3 post-reverse split) (1 post reverse split)</u>	<u>Common</u>						
<u>11/27/23</u>	<u>NI</u>	<u>1</u>	<u>Preferred J Class</u>	<u>\$0.001</u>	<u>N/A</u>	<u>JAKE P NOCH FAMILY OFFICE, LLC (Jake P. Noch control person)</u>	<u>Cancellation of Common shares.</u>	<u>Restricted</u>	<u>506(b)</u>
<u>12/5/23</u>	<u>NI</u>	<u>1,197,364,785 (2,395 post reverse split) (1 post reverse split)</u>	<u>Common</u>	<u>\$6.875</u>	<u>No</u>	<u>Music Licensing Inc Reserve FBO Jake P Noch (Jake P. Noch control person)</u>	<u>Reimbursement for capital contributed and conversion of salary owed.</u>	<u>Restricted</u>	<u>3(a)(10)</u>
<u>1/22/24</u>	<u>NI</u>	<u>12,500,000,000 (25,000 post reverse split) (10 post reverse split)</u>	<u>Common</u>	<u>\$0.875</u>	<u>No</u>	<u>Music Licensing Inc Reserve FBO Jake P Noch (Jake P. Noch control person)</u>	<u>Reimbursement for capital contributed and conversion of salary owed.</u>	<u>Restricted</u>	<u>3(a)(10)</u>
<u>5/22/24</u>	<u>NI</u>	<u>2,499,977,015 (999,991 post reverse split)</u>	<u>Common</u>	<u>\$50,000</u>	<u>No</u>	<u>Music Licensing Inc Reserve FBO Jake P Noch (Jake P. Noch control person)</u>	<u>Reimbursement for capital contributed and conversion of salary owed.</u>	<u>Restricted</u>	<u>3(a)(10)</u>

<u>5/23/24</u>	<u>Cancellation</u>	<u>5 (1 post reverse split)</u>	<u>Common</u>						
<u>1/21/25</u>	<u>NI</u>	<u>9,999,012,000</u>	<u>Common</u>	<u>\$225</u>	<u>No</u>	<u>Music Licensing Inc Reserve FBO Jake P Noch (Jake P. Noch control person)</u>	<u>Reimbursement for capital contributed and conversion of salary owed.</u>	<u>Restricted</u>	<u>3(a)(10)</u>
<u>2/28/25</u>	<u>NI</u>	<u>2,000,000</u>	<u>Common</u>	<u>\$225</u>	<u>No</u>	<u>JAKE P NOCH FAMILY OFFICE, LLC (Jake P. Noch control person)</u>	<u>Reimbursement for capital contributed and conversion of salary owed.</u>	<u>Restricted</u>	<u>3(a)(10)</u>
Shares Outstanding on Date of This Report:  <u>Ending Balance:</u> Date <u>3/31/25</u> Common: <u>5,002,012,023</u> Preferred: <u>1</u>									

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

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

## B. Convertible Debt

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

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

<u>Date of Note Issuance</u>	<u>Principal Amount at Issuance (\$)</u>	<u>Outstanding Balance (\$)</u>  <u>(include accrued interest)</u>	<u>Maturity Date</u>	<u>Conversion Terms (e.g., pricing mechanism for determining conversion of instrument to shares)</u>	<u># Shares Converted to Date</u>	<u># of Potential Shares to be Issued Upon Conversion</u>	<u>Name of Noteholder (entities must have individual with voting / investment control disclosed).</u>	<u>Reason for Issuance (e.g., Loan, Services, etc.)</u>
<u>7/19/24</u>	<u>12,000,000</u>	<u>36,000,000</u>	<u>N/A</u>	<u>Dollar-denominated obligation Refer to footnotes below</u>	<u>21,197,341,800</u>	<u>360,000,000.00</u> <u>0</u>	<u>Jake P. Noch Family Office, LLC. (Controlled by Jake P. Noch)</u>	<u>Reimbursement for capital contributed and conversion of</u>

								salary owed under court approved 3(a)(10) arrangement
<b>Total Outstanding Balance:</b>		\$36,000,000		<b>Total Shares:</b>		21,197,341,800		

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

Music Licensing, Inc. has implemented a court-approved Section 3(a)(10) settlement and related convertible note arrangement with Jake P. Noch and the Jake P. Noch Family Office, LLC that is expressly and exclusively based on the dollar amount realized through the sale of Company shares on the open market, rather than any predetermined number of shares or fixed conversion ratio. Under this structure, compensation and reimbursements are satisfied solely by the proceeds actually received from market sales of issued shares, and the Company measures and settles obligations strictly by reference to cumulative U.S. dollar amounts realized. No interest accrues under this arrangement, and the operative metric is the cash value realized from sales, not the volume of shares issued or sold.

**Dollar-denominated obligation**

The agreement provides an annual compensation and reimbursement entitlement of \$12,000,000 USD to Jake P. Noch and his affiliated entity, determined and fulfilled exclusively by the actual dollar proceeds realized from open-market sales of issued shares, net of applicable costs and approved reimbursements. The entitlement is not tied to a fixed number of shares and adjusts to market conditions because the only performance measure is the cash consideration received from sales, not share count or price levels at issuance. The arrangement remains outstanding until the total relevant dollar amount for the applicable period is fully realized through sales, at which point issuance ceases and any residual shares are reconciled as described below.

**Issuance mechanics aligned to cash realized**

Shares are issued incrementally to facilitate open-market sales, and each issuance is intended to support realization of the exact dollar amounts owed, including the \$12,000,000 annual compensation and any approved expense reimbursements, rather than to deliver a fixed tranche of stock. If market prices decline, additional shares may be issued so that the aggregate sales proceeds still match the required dollar obligation; conversely, if prices rise, fewer shares may be necessary to achieve the same dollar target. The Company tracks only the dollar value realized from sales to determine satisfaction of obligations, and does not track or target a specific number of shares sold for settlement purposes.

**Expense reimbursement within dollar target**

The instrument permits reimbursement to Jake P. Noch and the Jake P. Noch Family Office, LLC for reasonable and documented business expenses advanced on behalf of the Company, all of which are settled through the same dollar-realization mechanism from open-market sales. Covered items include commissions, custody and administrative fees, margin-support obligations consistent with the governing agreements, and other bona fide Company expenses, with the realized sale proceeds used to satisfy these reimbursements as part of the overall dollar-denominated obligation.

## **Return and cancellation of excess shares**

Once the required dollar amount for compensation and reimbursements has been fully realized from open-market sales, any excess shares previously issued but not needed to achieve the cash target must be returned to the transfer agent for cancellation, ensuring that over-issuance is eliminated and that share issuance never exceeds the amount necessary to realize the required cash proceeds. This reconciliation mechanism preserves alignment between shares issued and dollars realized, and reinforces the design principle that value—not volume—governs settlement under the arrangement.

## **Legal status of issued shares**

Pursuant to the Florida court's fairness hearing and orders under Section 3(a)(10), shares issued to satisfy the dollar-denominated obligations are unrestricted and freely tradable, without reliance on Rule 144 and without affiliate resale limitations, because judicial approval substitutes for registration for these bona fide claim settlements. The legal opinion in the record confirms that recipients are not deemed underwriters under the Securities Act for these court-approved settlements, further supporting the unrestricted, market-sale realization of dollar amounts owed.

## **Current balance context**

Consistent with the cash-realization framework, the outstanding balance reflects only the net USD amounts remaining to be realized from future open-market sales to satisfy compensation and reimbursable expenses accrued under the arrangement. As previously noted in the supporting materials, the approximate outstanding balance as of August 25, 2025, is \$36,000,000 USD, which will be reduced solely by actual cash proceeds realized from subsequent sales of issued shares on the open market in accordance with the agreement and court orders

## **References**

For the full settlement agreement, judicial orders, supporting legal opinions, and further details regarding compliance, please refer to the following SEC filings:

- [https://www.sec.gov/Archives/edgar/data/1671132/000121390025017626/ea023235101ex-co\\_music.htm](https://www.sec.gov/Archives/edgar/data/1671132/000121390025017626/ea023235101ex-co_music.htm)

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

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

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

**Music Licensing, Inc. (OTC: SONG), also known as Pro Music Rights, is a diversified holding company and the fifth public performance rights organization (PRO) established in the United States, recognized under the federal registry of the U.S. government. Through our subsidiary, Pro Music Rights, Inc., we issue public performance licenses for an estimated 2.5 million musical works, collecting fees from prominent platforms (including TikTok, iHeartMedia, Triller, Napster, 7Digital, and Vevo) and distributing these to affiliated songwriters, composers, and publishers.**

Our catalog covers a wide range of high-profile artists—A\$AP Rocky, Wiz Khalifa, Pharrell, Nipsey Hussle, 2 Chainz, Migos, Gucci Mane, and many others, including AI-generated works—and we hold a 7.4% market share of the U.S. public performance rights sector. We further hold royalty interests in Listerine "Mouthwash" Antiseptic and maintain a broad portfolio linked to star performers such as The Weeknd, Justin Bieber, Kanye West, Elton John, Lil Nas X, Miley Cyrus, Lil Wayne, XXXTentacion, Rihanna, among many others.

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

Pro Music Rights, Inc. is our subsidiary.  
We are controlled by Jake P. Noch Family Office LLC

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

See above.

## **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.

None.

## 6) All Officers, Directors, and 5% Beneficial Owners 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% beneficial owner)	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)
Jake P. Noch	CEO, President, CFO, Secretary, Director, Chairman	Miami, FL	4,997,368	Common	16.65%
Jake P. Noch Family Office, LLC (Controlled by Jake P. Noch)	>5% beneficial owner	Miami, FL	9,001,800 1	Common Preferred J Class	30% 100%
Paul Ring	Director	Miami, FL	2	Common	<1%
Vito M. Roppo	Director	Miami, FL	24	Common	<1%
Rodrigo Di Federico	CTO and Director	Miami, FL	17	Common	<1%
James R. Chillemi	Director	Miami, FL	2	Common	<1%

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

## 7) Legal/Disciplinary History

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

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

N/A

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;

N/A

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;

N/A

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

N/A

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.

N/A

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.

N/A

- 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.

The Company has initiated chargeback claims against INVESTORSHUB CO due to disputed transactions. These transactions pertain to charges for cryptocurrency purchases that were neither agreed upon nor authorized by the Company as part of its service contract. The Company strictly does not engage in cryptocurrency-related activities. The transactions in question arose after INVESTORSHUB CO required the purchase of proprietary cryptocurrency instead of invoicing for agreed-upon press release services.

Furthermore, the Company has formally demanded the removal of personal information, including the CEO's home address, from INVESTORSHUB CO's website. Despite repeated legal notices, the information remains publicly accessible. The Company is exploring legal remedies to resolve this matter. As of the reporting date, no provisions for potential losses or recoveries have been recognized in the financial statements. Management will continue to monitor the situation and update disclosures as necessary. U.S. GAAP (ASC 450).

## **8) Third Party Service Providers**

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

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

#### Securities Counsel

Name: Business Legal Advisors, LLC  
Address 1: 14888 Auburn Sky Drive  
Address 2: Draper, UT 84020  
Phone: (801) 634-1984  
Email: brian@businesslegaladvisor.com

#### Accountant or Auditor

Name:  
Firm: CF Audits LLC  
Address 1: 159 Main St., Suite 100  
Address 2: Nashua, NH 03060  
Phone: (603) 607-7600  
Email: cpa@cfaudits.com

#### Investor Relations

Name:  
Firm:  
Address 1:  
Address 2:  
Phone:  
Email:

*All other means of Investor Communication:*

X (Twitter): @OTC\_SONG, @ProMusicRights  
Discord:  
LinkedIn: <https://www.linkedin.com/company/promusicrights>  
Facebook:  
[Other ]

#### Other Service Providers

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

Name:  
Firm:  
Nature of Services:  
Address 1:  
Address 2:  
Phone:  
Email:

### 9) Disclosure & Financial Information

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

Name: Brian Higley, Esq.

Title: Attorney  
Relationship to Issuer: Outside Securities Counsel

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: Mark Russell  
Title: Book Keeper  
Relationship to Issuer: Outside Accountant

Describe the qualifications of the person or persons who prepared the financial statements:<sup>7</sup>

Mr. Russell has owned Frihet Bookkeeping LLC for nearly three years.

Provide the following qualifying financial statements:

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

**Financial Statement Requirements:**

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

**10) Issuer Certification**

*Principal Executive Officer:*

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

The certifications shall follow the format below:

I, Jake P. Noch certify that:

1. I have reviewed this Disclosure Statement for Music Licensing, 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

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<sup>7</sup> The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS and by persons with sufficient financial skills.

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.

9/11/25 [Date]

/s/ Jake P. Noch [CEO's Signature]

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

*Principal Financial Officer:*

I, Jake P. Noch certify that:

1. I have reviewed this Disclosure Statement for Music Licensing, 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.

9/11/25 [Date]

/s/ Jake P. Noch [CFO's Signature]

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

# Management Report

Music Licensing Inc.

For the period ended March 31, 2025 w/PP (Unaudited)



Prepared by

Frihet Bookkeeping, LLC

Prepared on

September 10, 2025

# Table of contents

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Balance Sheet - 25Q1 w/PP..... 3

Statement of Cash Flows - 2024Q4 w/PP ..... 4

Profit and Loss 25Q1 w/PP ..... 5

Statement of Changes in Equity ..... 5

Footnotes to Accompany the Financial Statements..... 8

**Balance Sheet - 25Q 1**

January 1-March 31, 2025

DISTRIBUTION ACCOUNT	TOTAL	
	AS OF MARCH 31, 2025	AS OF DECEMBER 31, 2024 (PP)
<b>Assets</b>		
Current Assets		
Bank Accounts		
<b>Total for Bank Accounts</b>	<b>\$273</b>	<b>\$1,182</b>
Accounts Receivable		
Accounts Receivable	95,275,818	86,955,541
Allowance for Doubtful Accounts	(77,479,153)	(70,944,151)
<b>Total for Accounts Receivable</b>	<b>\$17,796,665</b>	<b>\$16,012,572</b>
<b>Total for Current Assets</b>	<b>\$17,796,938</b>	<b>\$16,012,572</b>
Other Assets		
Copyrights and Domain Names		
Copyrights	19,010	19,010
Domain Names	26,125	26,125
Royalty Stakes	310,194	310,194
<b>Total for Copyrights and Domain Names</b>	<b>\$355,329</b>	<b>\$355,329</b>
Goodwill	3,550,601	3,550,601
<b>Total for Other Assets</b>	<b>\$3,905,930</b>	<b>\$3,905,930</b>
<b>Total for Assets</b>	<b>\$21,702,868</b>	<b>\$19,918,503</b>
<b>Liabilities and Equity</b>		
Liabilities		
Current Liabilities		
Accounts Payable		
Accounts Payable	500,587	477,426
Sales Tax Payable	4,535	4,535
<b>Total for Accounts Current Liabilities</b>	<b>\$505,122</b>	<b>\$481,961</b>
Non- Current Liabilities		
Convertible Note Payable 3(a)(10)	35,279,759	23,240,141
<b>Total for Non-Current Liabilities</b>	<b>\$35,279,759</b>	<b>\$23,240,141</b>
<b>Total for Liabilities</b>	<b>\$35,784,881</b>	<b>\$23,722,102</b>
<b>Equity</b>		
Additional Paid In Capital	19,429,796	18,932,596
Common Stock	-	-
Preferred Shares	-	-
Shareholder disbursement	-	-
Retained Earnings (Deficit)	(55,214,677)	(22,736,195)
<b>Total for Equity</b>	<b>(\$14,082,013)</b>	<b>(\$3,803,600)</b>
<b>Total for Liabilities and Equity</b>	<b>\$21,702,868</b>	<b>\$19,918,503</b>

## Statement of Cash Flows – 2024Q4

October 1-December 31, 2024

FULL NAME	TOTAL
<b>OPERATING ACTIVITIES</b>	
Net Income	(2,428,436)
Adjustments to reconcile Net Income to Net Cash provided by operations:	
Accounts Payable	(32,484)
Accounts Receivable	(7,887,798)
Allowance for Doubtful Accounts	7,317,557
Convertible Note Payable 3(a)(10)	2,880,058
<b>Total for Adjustments to reconcile Net Income to Net Cash provided by operations:</b>	<b>\$2,277,334</b>
<b>Net cash provided by operating activities</b>	<b>(\$151,103)</b>
<b>INVESTING ACTIVITIES</b>	
Copyrights and Domain Names: Royalty Stakes	(25,694)
<b>Net cash provided by investing activities</b>	<b>(\$25,694)</b>
<b>FINANCING ACTIVITIES</b>	
Common Stock	175,161
Retained Earnings	0
<b>Net cash provided by financing activities</b>	<b>\$175,161</b>
<b>NET CASH INCREASE FOR PERIOD</b>	<b>(\$1,635)</b>
<b>Cash at beginning of period</b>	<b>\$2,817</b>
<b>CASH AT END OF PERIOD</b>	<b>\$1,182</b>

## Statement of Cash Flows - 2025Q1

January 1-March 31, 2025

FULL NAME	TOTAL
<b>OPERATING ACTIVITIES</b>	
Net Income	(10,278,413)
Adjustments to reconcile Net Income to Net Cash provided by operations:	
Accounts Payable	23,161
Accounts Receivable	(8,320,276)
Allowance for Doubtful Accounts	6,535,002
Convertible Note Payable 3(a)(10)	12,039,618
<b>Total for Adjustments to reconcile Net Income to Net Cash provided by operations:</b>	<b>\$10,277,504</b>
<b>Net cash provided by operating activities</b>	<b>(\$909)</b>
<b>INVESTING ACTIVITIES</b>	
	0
<b>FINANCING ACTIVITIES</b>	
	0
<b>NET CASH INCREASE FOR PERIOD</b>	<b>(\$909)</b>
<b>Cash at beginning of period</b>	<b>\$1,182</b>
<b>CASH AT END OF PERIOD</b>	<b>\$273</b>

# Profit and Loss 25Q1

January 1-March 31, 2025

DISTRIBUTION ACCOUNT	TOTAL	
	JAN 1 - MAR 31 2025	OCT - DEC 31 2024 (PP)
Revenues		
<b>Sales</b>	<b>\$8,320,987</b>	<b>\$5,451,884</b>
<b>Total Revenues</b>	<b>\$8,320,987</b>	<b>\$5,451,884</b>
Expenses		
Bank Fee	38	21
Wire Transfer Fees	50	256
<b>Total for Bank Fee</b>	<b>\$88</b>	<b>\$277</b>
Dues & Subscriptions	-	200
Software Subscriptions	3,045	104
<b>Total for Dues &amp; Subscriptions</b>	<b>\$3,045</b>	<b>\$304</b>
<b>Total for Legal and Accounting</b>	<b>\$20,363</b>	<b>\$22,441</b>
Office/General Administrative Expenses	35,639	4,096
Board of Directors Fees		12,000
<b>Total for Office/General Administrative Expenses</b>	<b>\$ 35,639</b>	<b>\$16,096</b>
Professional Fees	6,150	6,900
<b>Total for Professional Fees</b>	<b>\$6,150</b>	<b>\$6,900</b>
Bad Debt Expense	6,535,002	7,317,557
Wages and Salaries	12,000,000	
Advertising/Promotional		13,000
Insurance		2,383
Royalty Exchange Fees		8,973
<b>Total for Expenses</b>	<b>\$18,600,287</b>	<b>\$7,387,931</b>
<b>Net Operating Income (Loss)</b>	<b>(\$10,279,299)</b>	<b>(\$2,092,624)</b>
Non-Operating Income		
Royalties	886	-
Non-Operating Losses	-	76,534
<b>Total for Non-Operating Income</b>	<b>\$886</b>	<b>(76,534)</b>

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Music Licensing Inc. (SONG)  
Statement of Changes in Equity (Unaudited)  
For the Period ended March 31, 2025

	Common Stock Shares	Preferred Stock Shares	Additional Paid in Capital	Retained Earnings	Total
Balance - December 31, 2024	30,005,989	1	18,932,596	(22,736,195)	(3,803,600)
Shares Issuance - as of March 31, 2025	4,972,006,034	-	-		
Net Income (Loss) as of – March 31, 2025				(10,278,413)	
Balance – March 31, 2025	5,002,012,023	1	18,932,596	(33,014,608)	(14,082,013)

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## Footnotes for Period Ending March 31, 2025

Music Licensing, Inc. (OTC: SONG) (“Music Licensing” or “the Company”) is a diversified holding company and a music performing rights organization that represents songwriters, composers, and music publishers, issuing public performance licenses to businesses for a flat monthly fee. Included in the standardized public performance license is a usage fee that is distributed as royalties to the songwriters, composers, and music publishers the Company represents. This model differs from competitors as the Company does not charge its artists an administration fee or utilize a royalty pool model.

The Company’s customers include television and radio stations, internet/streaming services, mobile technologies, satellite audio services like XM and Sirius, nightclubs, restaurants, bars, and other venues. Pro Music, which is recognized in U.S. copyright law as a licensor of music, was founded in 2018 and is based in Naples, FL. The Company was incorporated in the state of Delaware on November 4, 2020, as part of the “Plan of Conversion” from Pro Music Rights, LLC to Pro Music Rights, Inc. (the “LLC Conversion”). The LLC Conversion transferred all claims, demands, property rights, privileges, powers, and every other interest of Pro Music Rights, LLC to the Company.

Additionally, Music Licensing, Inc. owns royalty stakes in Listerine "Mouthwash" Antiseptic and musical works by various artists, including The Weeknd, Justin Bieber, Kanye West, Elton John, Mike Posner, blackbear, Lil Nas X, Lil Yachty, DaBaby, Stunna 4 Vegas, Miley Cyrus, Lil Wayne, XXXTentacion, Jeremih, Ty Dolla \$ign, Eric Bellinger, Ne-Yo, MoneyBagg Yo, Halsey, Desiigner, DaniLeigh, Rihanna, and numerous others.

1. All the claims, demands, property, rights, privileges, powers, franchises and every other interest of the Converting LLC shall be as effectively the property of the Company as they were of the Converting LLC prior to effectivity of the conversion.
2. All debts, liabilities and duties of the Converting LLC shall be attached to the Company and may be enforced against it to the same extent as if such debts, liabilities and duties had been incurred or contracted by it.
3. All the outstanding membership interests in the Converting LLC shall be canceled and extinguished and be converted into and represent ownership interest in the Company on a one for one basis, such that one hundred percent (100%) of the membership interests of the Converting LLC shall be converted into one hundred percent (100%) ownership of the Company.

### History of the Company

The Company was originally incorporated as Hyperbaric Oxygenation Corporation in the State of Nevada on November 17, 1997. The Company subsequently changed its name to Building Turbines, Inc. on January 1, 2011 in connection with the Company’s December 1, 2010 acquisition of Building Turbines, Inc which was in the development of wind turbines for office buildings. Prior to the acquisition of Building Turbines, Inc, the Company had been engaged in the business of Hyperbaric care centers in Canada.

On February 26, 2016, an exchange agreement was entered into by and among certain shareholders and debt holders of the Company, representing the majority of the outstanding shares of the Company and FutureWorld, Corp., a Delaware Corporation which was the owner of the partially owned subsidiary, NUVUS GRO. On March 13, 2018 the Company changed its name to Nuvus Gro Corp. On November 21, 2022, the Company changed its name to Music Licensing Inc.

On July 19, 2022, Jake P. Noch Family Office LLC acquired control of the Company by purchasing 37,900,000 Shares of Common Stock of the Company from C&S Advisors Inc., which had previously acquired 44,941,214 Shares of common stock from Talari Industries LLC and Harvest Fund LLC. Jake P. Noch paid \$430,000 to Eric Horton for these 37,900,000 Shares of Common Stock. Eric Horton is currently a Shareholder of the Company.

In the transaction whereby Eric Horton acquired 44,941,214 Shares of Common Stock from Talari Industries LLC and Harvest Fund LLC the persons involved were Sam Talari, former CEO of the Company, and Eric Horton. Eric Horton is a Shareholder of the Company. Sam Talari is not affiliated with the Company in any way. Assignment of value to this transaction cannot be determined at this time. The value of this transaction

cannot be determined at this time because this transaction was executed under the direction of prior management and such information is not available to the Company's current management.

Pro Music was formed as "Pro Music Rights, LLC," a Florida limited liability company effective as of January 31, 2018, and converted into a Delaware corporation on November 4, 2020 resulting in, among things, a change of the legal name from "Pro Music Rights, LLC" to "Pro Music Rights Inc

On September 22, 2022, the Company, filed a Certificate of Amendment to Articles of Incorporation of the Company (the "Certificate of Amendment") with the Secretary of State of the State of Nevada, pursuant to which the authorized shares of common stock was increased to 20,000,000,000. On November 21, 2022 the Company filed a Certificate of Amendment to the Articles of Incorporation to change the name of the Company from Nuvus Gro Corp. to Music Licensing Inc.

Currently, the company is authorized to issue 14,500,000,000 common stock shares at 0.000000000001 par value and 1 Preferred J stock.

Resolution to Change Business Purpose

"On January 11, 2024, Music Licensing, Inc. (OTC: SONG) passed a board Resolution

Resolution Summary: The Board of Directors of Music Licensing, Inc., has passed a unanimous resolution authorizing the officers of the Company to change Company Purpose. The key points of the resolution are as follows:

The officers of the Company are authorized to change the Company's Purpose from that of the owner and operator of a US public performance rights organization to that of a diversified holding company.

The officers of the Company have the authority to take all actions necessary to effectuate this change in purpose.

The officers of the Company have the authority to engage legal and financial professionals to ensure compliance with applicable laws and regulations.

The officers of the Company have the authority to make any necessary amendments to the Company's articles of incorporation and bylaws to reflect change in purpose.

This resolution was adopted unanimously by the Board of Directors on January 11, 2024. "

Thus far, actions in accordance with this resolution include the purchase of publishing royalties from AT&C Investments LLC, royalty interest in Listerine Antiseptic, and two additional collections of published work.

## SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

### **2.1. Basis of Presentation**

The financial statements of the Company have been prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America (US GAAP) and are presented in U.S. dollars.

### **2.2. Use of Estimates**

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

Management evaluates the estimates and assumptions based on historical experience and believes those estimates and assumptions are reasonable based on the information available to them.

### **2.3. Cash**

The Company deposits its cash with financial institutions that the management believes are of high credit quality. The Company's cash consists primarily of cash deposited in U.S. dollar-denominated investment accounts.

#### **2.4. Fair Value of Financial Instruments**

Pursuant to the accounting guidance for fair value measurements and its subsequent updates, fair value is defined as the price that would be received from selling an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. As such, fair value is a market-based measurement that should be determined based on assumptions that market participants would use in pricing an asset or liability. The accounting guidance establishes a three-tier fair value hierarchy that requires the Company to use observable market data, when available, and to minimize the use of unobservable inputs when determining fair value. A financial instrument's classification within the fair value hierarchy is based upon the lowest level of any input that is significant to the fair value measurement. Three levels of inputs may be used to measure fair value:

Level 1—Quoted prices in active markets for identical assets or liabilities;

Level 2—Inputs other than the quoted prices in active markets, that are observable either directly or indirectly;

Level 3—Unobservable inputs based on the Company's own assumption.

#### **2.5 Intangible Assets**

Intangible assets are comprised of copyrights and domain names. The Company is the owner for the exclusive rights to use these copyrights and domain names. As such, these assets do have an indefinite life. The Company reviews the currently held copy rights and domain names on an annual basis for impairment to determine if an adjustment is required. As the current intangible assets are working, no impairment adjustment was considered necessary as of March 31, 2025.

On November 24, 2023, Music Licensing Inc. entered into a purchase agreement with AT&C Investments LLC, acquiring 100% of the rights, title, and interest in the songwriter/publisher's share of all publishing royalties—excluding the songwriter's share of public performance royalties—for specific musical compositions listed in Attachment A of the agreement. This acquisition includes rights previously held under an agreement between AT&C Investments LLC and Jasper Sheff Corp dated October 29, 2023. The total consideration for this acquisition was U.S. \$160,000. This acquisition aligns with the Company's strategic initiative to expand its portfolio of royalty-generating assets, and the financial impact is reflected in the financial statements for the period ending March 31, 2024.

On February 21, 2024, the Company completed the purchase of a portion of the royalty interest in Listerine "Mouthwash" Antiseptic for a total consideration of \$79,500. This transaction is part of the Company's strategy to invest in revenue-generating assets, and it has been recorded in the financial statements accordingly.

Effective October 4, 2024, in consideration of \$140,200, Music Licensing Inc. assigned 100% of its rights, title, and interest (equivalent to Jasper Sheff Corp's entire interest), along with a security interest, in the songwriter/publisher's share of all publishing royalties—excluding the songwriter's share of public performance royalties—for a term of 30 years.

The company's intangible assets at the period end are categorized as follows:

- Copyrights: \$19,010
- Domain Names: \$26,125
- Royalty Stakes \$310,194.00

#### **2.6 Revenue Recognition**

The Company recognizes revenue when persuasive evidence of an arrangement exists, control has been transferred, the fee is fixed or determinable, and collectability is reasonably assured. In instances where final acceptance of the product is specified by the customer, revenue is deferred until all acceptance criteria have been met. The Company's primary source of revenue is the monthly licensing subscription fee.

The Company applies the following five steps in order to determine the appropriate amount of revenue to be recognized as it fulfills its obligations under each of its arrangements:

- Identify the contract with a customer.
- Identify the performance obligations in the contract.
- Determine the transaction price.
- Allocate the transaction price to performance obligations in the contract, and
- Recognize revenue as the performance obligation is satisfied.

## **2.7 Income Taxes**

In December 2019, the FASB issued ASU No. 2019-12, Income Taxes (Topic 740), which amends the existing guidance relating to the accounting for income taxes.

ASU 2019-12 is intended to simplify the accounting for income taxes by removing certain exceptions to the general principles of accounting for income taxes and to improve the consistent application of GAAP for other areas of accounting for income taxes by clarifying and amending existing guidance. There are no Deferred tax assets and liabilities to be recognized for the current period.

## **ACCOUNTS RECEIVABLES AND ALLOWANCE FOR DOUBTFUL ACCOUNTS**

**3.1** Accounts receivables are stated at Net Realizable Value (NRV). On a periodic basis, management evaluates its accounts receivable and determines whether to provide an allowance or if any accounts should be written off based on a past history of write offs, collections, and current credit conditions. A receivable is considered past due if the company has not received payments based on agreed-upon terms. The company generally does not require any security or collateral to support its receivables.

### **3.2** Summary of Revenues as of March 31, 2025

- Revenues for Quarter Ended March 31, 2025: \$8,320,987
- Revenues for Year Ended December 31, 2024: \$234,644,932
- Revenues for Quarter Ended September 30, 2024: \$7,525,411

### **3.3** Breakdown of Income Streams

**License Subscription Fee:** This represents the core revenue generated from our standard licensing agreements with clients. It includes the regular fees charged for the use of our copyrighted musical compositions.

**Late Fee Income:** This category captures additional revenues earned from late payment fees imposed on clients. The separate reporting of late fee income allows for a clearer assessment of revenue that is contingent on client payment behaviours.

**Usage Non-Reporting Fee:** This category includes fees levied on clients who do not comply with the usage reporting requirements stipulated in their licensing agreements. It is an important revenue component that aligns with our policy enforcement and contractual compliance.

**Royalties:** Revenue from shares in the licensed ownership of products, technology, or creative works.

The introduction of these distinct categories is intended to provide a more nuanced and transparent view of our revenue streams, aligning with our commitment to clarity and detailed financial reporting. This change will be reflected in our financial statements from this period onwards, ensuring that stakeholders have a comprehensive understanding of the different components of our income.

**3.4** In accordance with our accounting policies and the applicable financial reporting standards, the Allowance for Doubtful Accounts represents a current period estimation, reflecting our assessment of the credit risk associated with our outstanding accounts receivable. This estimate is based on a thorough evaluation of existing conditions, including an analysis of historical collection rates, and current economic trends.

0-60 Days Past Due: Apply 5% for allowance

61-120 Days Past Due: Apply 15% for allowance

121-180 Days Past Due: Apply 35% for allowance

181-360 Days Past Due: Apply 75% for allowance

361-And Over Days Past Due: Apply 100% for allowance

We have deducted the Allowance for Doubtful Accounts from the total Accounts Receivable balance to arrive at the Net Accounts Receivables. This deduction is made to accurately represent the Net Realizable Value (NRV) of these assets on our balance sheet. The NRV is the estimated amount that we expect to collect from our receivables, considering the likelihood of some amounts being uncollectible.

It is important to note that this allowance is an estimation and may be adjusted in future periods as new information becomes available or as the actual collection experience deviates from our current expectations.

During the second quarter of 2024, the Company undertook a review of its accounts receivable and identified a significant customer account with a balance of approximately \$1.2 billion. This customer, located in a foreign country, has shown prolonged non-payment, and the Company has determined that the likelihood of collection is unrealistic due to the customer's financial instability and geopolitical factors affecting the region.

As a result, the Board of Directors has authorized the removal of this account from the accounts receivable balance. The removal has been reflected in the current financial statements as a charge to bad debt expense, consistent with the Company's accounting policies regarding the allowance for doubtful accounts. The decision to write off this account aligns with the Company's commitment to maintaining accurate and realistic financial reporting.

This adjustment has been made to better reflect the Company's current financial position and to provide investors with a clearer view of the Company's receivables portfolio.

**3.5** As part of our efforts to manage outstanding accounts receivable, Music Licensing Inc. has engaged Gebeloff Law to initiate legal proceedings against certain customers who have failed to fulfil their payment obligations. This action is intended to improve the collectability of these receivables and reduce the amount of bad debt. The outcome of these legal proceedings is currently uncertain, and they may result in additional legal expenses. The company will closely monitor these proceedings and update the financial impact as more information becomes available."

#### **4.0 SUBSEQUENT EVENTS**

**4.1** As per GAAP Accounting Standards Codification (ASC) 855, The Company evaluates events and transactions occurring after the balance sheet date but before the financial statements are issued for potential recognition or disclosure in the financial statements. The objective of the subsequent events section is to provide information to users of the financial statements about any significant events that have occurred subsequent to the balance sheet date that could affect the understanding of the financial statements.

**4.2** As of this filing there is nothing to report.

#### **STOCKHOLDER'S EQUITY AND CONVERTIBLE PROMISSORY NOTE**

##### **5.1 Reverse Stock Split**

On January 21, 2025, Music Licensing Inc. effectuated a 1-for-2,500 reverse stock split of its common stock. As a result of the reverse stock split, each 2,500 shares of issued and outstanding common stock were automatically combined into one share of common stock. No fractional shares were issued in connection with the reverse stock split. Instead, shareholders who would have otherwise held a fractional share of common stock received a cash payment for the value of the fractional share. The reverse stock split did not affect the total authorized number of shares of common stock or the par value per share. The reverse stock split was implemented to improve the marketability and liquidity of the Company's common stock.

As a result of the reverse split, the total number of issued and outstanding shares of the Company's common stock was reduced from 30,005,989 shares pre-split to 12,002 shares post-split. The reverse stock split did not affect the par value of the common stock or the authorized shares. A new CUSIP number, 67075W405, was issued for the Company's common stock following the reverse split.

**5.2** The company is authorized to issue 14,500,000,000 common stock shares at 0.000000000001 par value and 1 Preferred J stock.

**5.3** The current total of outstanding common stock as of March 31, 2025 is 5,002,012,023, of which 8 are Restricted.

**5.4** On November 20, 2023, the Board of Directors of Music Licensing Inc. adopted a resolution to create a new class of shares known as "Preferred J Class" shares. These shares were established to enhance strategic decision-making and safeguard the long-term interests of the company. The key characteristics of the Preferred J Class shares are as follows:

1 Voting Rights: Each Preferred J Class share is entitled to vote on all matters that common stock is entitled to vote on.

2 Control: The Preferred J Class shares are intended to be exclusively held by Jake P. Noch or his affiliated entities.

3 Voting Power: The Preferred J Class shares represent 80% of the total voting power across all classes of shares of the company.

4 Other Rights and Preferences: The rights, preferences, privileges, and restrictions granted to or imposed on the Preferred J Class shares are as set forth in the Articles of Amendment to the Articles of Incorporation of the Company, which have been filed with the state of Nevada.

The company issued one Preferred J Class share during the reporting period. No payment was made for this share, and it was issued solely for the purpose of establishing control as outlined above. The Preferred J Class share has no financial rights, such as rights to dividends or liquidation preferences, and is limited only to voting rights. As such, there has been no impact on the company's financial position due to the issuance of this share, other than the changes in voting control.

### **5.5 Employment Agreement with Jake P. Noch**

On June 25, 2023, Music Licensing Inc. entered into an Employment Agreement with Jake P. Noch, appointing him as Chief Executive Officer, Chairman of the Board of Directors, President, Secretary, and Interim Chief Financial Officer. The Agreement outlines various terms of employment, including duties, compensation, and termination provisions.

Compensation to Mr. Noch is structured in the form of a convertible note, allowing him to receive shares worth twelve million dollars (\$12,000,000.00) upon conversion. The note remains valid until Mr. Noch realizes the full amount, and additional shares may be added to the convertible note as necessary. The timing of payments under this agreement is at the discretion of Mr. Noch and can be received in various increments (monthly, quarterly, or annually). Upon conversion of the note, the beneficiary of the shares may be either Mr. Noch or the Jake P. Noch Family Office LLC.

This employment agreement is perpetual unless terminated according to its terms or voluntarily by either party. It also includes provisions for bonuses, vacation, business expenses, and a car allowance for Mr. Noch. In the event of termination, severance pay and share payments are specified in the Agreement.

The agreement is integral to our executive management structure and is critical in maintaining the leadership necessary for our strategic and operational directives. This Agreement has been approved by the Board of Directors and is in full compliance with our corporate governance policies.

### **5.6 Details of 3(a)(10) Agreement for Executive Compensation and Severance Package**

During the prior period, Music Licensing Inc. entered into a 3(a)(10) agreement, as per the Securities Act of 1933, to facilitate the compensation of our executive, Jake P. Noch. This agreement is notable for its role in addressing both the executive salary and additional financial commitments as follows:

**Executive Salary:** The agreement provisions for an annual salary of \$12 million for Jake P. Noch, with the full amount recognized on January 1st of each fiscal year. This salary arrangement is primarily financed through the issuance of shares under the 3(a)(10) exemption, thereby minimizing cash outflows for the company.

**Additional Executive Expenses:** In addition to the salary, the agreement encompasses any additional expenses incurred by Jake P. Noch in the performance of his executive duties. These expenses are covered in a similar manner to the salary, primarily through the issuance of shares, allowing the company to manage cash resources effectively.

**Severance Package:** A key component of this agreement is an \$18 million cash severance package for Jake P. Noch. This severance is structured to be payable under specific conditions outlined in the executive agreement, ensuring the company's preparedness for potential future financial obligations.

The implementation of this agreement aligns with the company's strategic financial management objectives. It provides a structure that allows for effective cash flow management while ensuring competitive executive compensation. This approach is reflective of our commitment to fiscal responsibility and strategic resource allocation.

The above-mentioned agreement and its terms are in compliance with the relevant securities regulations and have been duly approved by the appropriate legal channels. The financial implications of this agreement have been considered in our financial planning and reporting.

## **5.7 Payments on Convertible Note Funded through a 3(a)(10) Agreement**

"During the current reporting period, the Company commenced payments toward a convertible note that was issued under the provisions of a 3(a)(10) exemption agreement. The convertible note was originally issued as part of a strategic initiative to finance the company's ongoing operations and expansion.

"

The continued management of this liability is crucial for maintaining the Company's financial stability and supporting strategic growth initiatives. Detailed information regarding the terms of the convertible note and its potential impact on our financial position and performance will be further represented in the sections concerning "Debt Obligations", "Equity", and "Cash Flows" of our financial statements

### **ACCOUNTS PAYABLES**

**6.1** Trade and other payables primarily represent amounts owed by the company to suppliers and vendors for goods and services received. These payables arise in the ordinary course of business operations and are generally settled within the company's normal credit terms.

The company regularly reviews the carrying amount of trade and other payables to ensure they are stated at their estimated settlement amounts. If there are significant changes in the expected timing of settlement or in the estimated amounts, adjustments are made to the carrying amount and recognized in the statement of profit or loss.

As of June 30, 2025, Music Licensing Inc. has reported an Accounts Payable balance of \$500,587.11, which includes charges for legal and professional services. However, it's important to note that a portion of these charges is currently under dispute.

The management of Music Licensing Inc. is actively engaged in discussions with Troutman Pepper Hamilton Sanders LLP to resolve these discrepancies. The outcome of these discussions may lead to adjustments in the reported accounts payable balance. The company is committed to ensuring that all expenses are justified and accurately reflect the services rendered.

Any significant developments or resolutions post the reporting period will be disclosed in subsequent financial statements as per the applicable accounting standards.

### **BUSINESS LICENSE AGREEMENTS**

**7.1** The Company has signed Business License Agreements with 620 Customers as of March 31, 2025 to license, on a non-exclusive basis, non-dramatic public performances of their copyrighted musical compositions. After signing the agreements, and based on the agreement terms, the company issues invoices to its customers for Minimum and Base License Fees and Per Usage Fees based on number of business locations. The amount invoiced within the quarter ended June 30, 2025, is \$8,320,987.31

### **7.2 Legal Proceedings**

During the previous year, the Company initiated legal actions against various customers for non-compliance with contractual obligations. As of the current reporting period, significant advancements have been made in these legal cases. We have formally commenced litigation as previously disclosed, and are anticipating judgments on the initial group of cases in the near term. The outcomes of these proceedings are expected to impact the Company's financial position and results of operations, potentially resulting in the recovery of significant receivables previously written off as bad debts or allowance for doubtful accounts. The Company continues to vigorously pursue all legal avenues to enforce compliance and recover amounts owed.

### **Commitments and Contingencies**

#### **8.1 3(a)(10) Agreement Obligation**

At the beginning of the period ending March 31, 2025, the balance of the 3(a)(10) agreement obligation was \$23,240,141. During the first quarter of the year, the obligation increased by \$12,039,618, resulting in an ending balance of \$35,279,759. This increase comprised total additional expenditures of \$12,050,779, offset by payments of \$914 toward the obligation.

#### **8.2 Severance Package Obligation**

The Company has entered into an employment agreement with its CEO, Jake P. Noch, which includes a severance package clause. According to the terms of this agreement, the Company is obligated to pay a cash severance package of \$18,000,000 in the event of the CEO's departure,

regardless of the reason for departure. This obligation is recognized as a contingent liability and will be recognized as an expense in the period in which it becomes probable that the CEO will depart and the amount becomes reasonably estimable.

As of March 31, 2025 the Company has not recorded a liability related to this severance package obligation, as the triggering event for the payment has not occurred and the departure of the CEO is not deemed probable. Management will continue to evaluate this obligation at each reporting period and recognize the liability and related expense when the conditions for recognition under GAAP are met.

This disclosure is made in accordance with ASC 450, Contingencies, which requires that contingent liabilities be disclosed when there is at least a reasonable possibility that a loss may be incurred.