

# **Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines**

## **Interact TV Incorporated**

4023 Kennett Pike #590, Wilmington, DE 19807

302-777-1642

www.interact-tv-inc.com

info@interact-tv-inc.com

SIC: 3652

## **Quarterly Report**

**For the period ending 09/30/2025 (the “Reporting Period”)**

### **Outstanding Shares**

The number of shares outstanding of our Common Stock was:

24,572,500,746 as of 09/30/2025 – Current Reporting Period

24,572,500,746 as of 12/31/2024 – 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>4</sup> of the company has occurred during this reporting period:

Yes:  No:

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

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

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

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

Interact-TV Incorporated

Current State and Date of Incorporation or Registration: Delaware, 12/10/2013

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 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:

n/a

Address of the issuer's principal place of business:

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

4023 Kennett Pike Suite 590

Wilmington, DE 19807

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:

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**2) Security Information**

**Transfer Agent**

Name: Transfer Online, Inc.

Phone: 503-227-2950

Email: [daniel@transferonline.com](mailto:daniel@transferonline.com)

Address: 512 SE Salmon Street, 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: ITVI  
Exact title and class of securities outstanding: Common  
CUSIP: 458401304  
Par or stated value: .00001

Total shares authorized: 30,000,000,000 as of date: 09/30/2025  
Total shares outstanding: 24,572,500,746 as of date: 09/30/2025  
Total number of shareholders of record: 142 as of date: 09/30/2025

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

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

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

Exact title and class of securities outstanding: Preferred A Stock  
CUSIP (if applicable):  
Par or stated value: .00001  
Total shares authorized: 184,500,000 as of date: 09/30/2025  
Total shares outstanding (if applicable): 2,244,000 as of date: 09/30/2025  
Total number of shareholders of record (if applicable): 5 as of date: 09/30/2025

Exact title and class of securities outstanding: Preferred B Stock  
CUSIP (if applicable):  
Par or stated value: .00001  
Total shares authorized: 25,000,000 as of date: 09/30/2025  
Total shares outstanding (if applicable): 10,251 as of date: 09/30/2025  
Total number of shareholders of record (if applicable): 4 as of date: 09/30/2025

Exact title and class of securities outstanding: Preferred D Stock  
CUSIP (if applicable):  
Par or stated value: .00001  
Total shares authorized: 500,000 as of date: 09/30/2025  
Total shares outstanding (if applicable): 298,070 as of date: 09/30/2025  
Total number of shareholders of record (if applicable): 11 as of date: 09/30/2025

Exact title and class of securities outstanding: Preferred E Stock

CUSIP (if applicable):  
Par or stated value: .00001  
Total shares authorized: 10,000,000 as of date: 09/30/2025  
Total shares outstanding (if applicable): 864,000 as of date: 09/30/2025  
Total number of shareholders of record  
(if applicable): 6 as of date: 09/30/2025

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.**

CONVERSION RIGHTS. Shares of the Common Stock shall have no conversion rights.

DIVIDENDS. The holders of the Common Stock shall be entitled to receive dividends when, as and if declared by the Board of Directors, in its sole discretion, except that, upon any declaration of a dividend, no more than twenty percent (20%) of the total aggregate value of the dividend may be payable to the holders of the Common Stock.

VOTING RIGHTS. (a) For matters in which Delaware law restricts voting only to those shares of this Common Stock Class, each share of the Common Stock shall have one (1) vote.

(b) For all other matters in which shares of the Common Stock are legally allowed to vote, the voting rights are as follows:

i. If at least one share of the Common Stock is issued and outstanding, then the total aggregate issued shares of the Common Stock at any given time, regardless of their number, shall have voting rights equal to twenty percent (20%) of the voting rights of the entire Corporation.

ii. Each share of the Common Stock which is issued and outstanding shall have the voting rights equal to twenty percent (20%) of the voting rights of the entire Corporation, divided by the number of shares of the Common Stock issued and outstanding at the time of voting.

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

##### **SERIES A PREFERRED STOCK:**

CONVERSION RIGHTS. Shares of Series A Preferred Stock shall have no conversion rights.

DIVIDENDS. The holders of Series A Preferred Stock shall be entitled to receive dividends when, as and if declared by the Board of Directors, in its sole discretion, except that, upon any declaration of a dividend, eighty percent (80%) of the total aggregate value of the dividend shall be distributed to the holders of the Series A Preferred Stock, with each holder receiving their respective pro rata share of such amount.

VOTING RIGHTS. (a) For matters in which Delaware law restricts voting only to those shares of this series of Preferred Stock, or only to the shares of the Preferred Stock class as a whole, each share of Series A Preferred Stock shall have one million (1,000,000) votes.

(b) For all other matters in which shares of Series A Preferred Stock are legally allowed to vote, the voting rights are as follows:

i. If at least one share of Series A Preferred Stock is issued and outstanding, then the total aggregate issued shares of Series A Preferred Stock at any given time, regardless of their number, shall have voting rights equal to eighty percent (80%) of the voting rights of the entire Corporation.

ii. Each share of Series A Preferred Stock which is issued and outstanding shall have the voting rights equal to eighty percent (80%) of the voting rights of the entire Corporation, divided by the number of shares of Series A Preferred Stock issued and outstanding at the time of voting.

LIQUIDATION RIGHTS. Upon any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, before any distribution or payment shall be made to the holders of any other series or class of stock, eighty percent (80%) of the assets of the Corporation, or liquidated value thereof, which remain after any legally obligated payments are made by the Corporation, shall be distributed to the holders of the Series A Preferred Stock, with each holder receiving their respective pro rata share of such assets, or liquidated value thereof.

#### SERIES B PREFERRED STOCK:

CONVERSION RIGHTS TO COMMON STOCK. (a) Each share of Series B Preferred Stock may be convertible, at any time by the respective holder, into 200,000 shares of the Corporation's Common Stock, par value \$0.00001 per share (the "Common Stock").

(b) Upon any forward or reverse split of the shares of the Common Stock of the Corporation, the conversion rate given in paragraph (a) above shall be increased or decreased in precisely the same proportion (ratio) as the forward or reverse split of the shares of the Common Stock.

For example, a 2:1 (two-shares-for-one-share) forward split of the shares of the Common Stock of the Corporation will result in a 2:1 forward split of the conversion rate given in paragraph (a) above, from 200,000 shares of Common Stock for every 1 share of Series B Preferred Stock, to 400,000 shares of Common Stock for every 1 share of Series B Preferred Stock.

For example, a 1:2 (one-share-for-two-shares) reverse split of the shares of the Common Stock of the Corporation will result in a 1:2 reverse split of the conversion rate given in paragraph (a) above, from 200,000 shares of Common Stock for every 1 share of Series B Preferred Stock, to 100,000 shares of Common Stock for every 1 share of Series B Preferred Stock.

(c) Promptly after the conversion date, the Corporation shall issue and deliver to such holder a certificate or certificates for the number of full shares of Common Stock issuable to the holder pursuant to the holder's conversion of Series B Preferred Shares in accordance with the provisions of this Section. The stock certificate(s) evidencing the Common Stock shall be issued with a restrictive legend indicating that it was issued in a transaction exempt from registration under the Securities Act of 1933, as amended (the "Securities Act"), and

that it cannot be transferred unless it is so registered, or an exemption from registration is available, in the opinion of counsel to the Corporation. The Common Stock shall be issued in the same name as the person who is the holder of the Series B Preferred Stock unless, in the opinion of counsel to the Corporation, such transfer can be made in compliance with applicable securities laws. The person in whose name the certificate(s) of Common Stock are so registered shall be treated as a holder of shares of Common Stock of the Corporation on the date the Common Stock certificate(s) are so issued.

(d) All shares of Common Stock delivered upon conversion of the Series B Preferred Shares as provided herein shall be duly and validly issued and fully paid and nonassessable. Effective as of the conversion date, such converted Series B Preferred Shares shall no longer be deemed to be outstanding and all rights of the holder with respect to such shares shall immediately terminate except the right to receive the shares of Common Stock issuable upon such conversion.

(e) The Corporation covenants that, within 30 days of receipt of a conversion notice from any holder of shares of Series B Preferred Stock wherein which such conversion would create more shares of Common Stock than are authorized, the Corporation will increase the authorized number of shares of Common Stock sufficient to satisfy such holder of shares of Series B submitting such conversion notice.

CONVERSION RIGHTS TO SERIES D PREFERRED STOCK. (a) Each share of Series B Preferred Stock may be convertible, at any time until 11:59 p.m. Eastern Time on December 31, 2013, into one (1) share of Series D Preferred Stock. Beginning 12:00 a.m. Eastern Time January 1, 2014, such conversion shall not be available.

(b) For purposes of calculating Common Stock conversion rights for shares of Series D Preferred Stock issued pursuant to this section, and only for such purposes, the investment amount shall be set at \$1 per share of Series D Preferred Stock issued.

(c) Each share of Series B Preferred Stock may be converted into either shares of Common Stock, as described in section 2.4, or shares of Series D Preferred Stock as described in this section, but not both.

(d) Effective as of the conversion date, converted Series B Preferred Shares shall no longer be deemed to be outstanding and all rights of the holder with respect to such shares shall immediately terminate except the right to receive the shares of Series D Preferred Stock issuable upon such conversion.

DIVIDENDS. Holders of Series B Preferred Stock shall be entitled to receive dividends when, as and if declared by the Board of Directors, in its sole discretion, except that, upon any declaration of a dividend, no more than twenty percent (20%) of the total aggregate value of the dividend may be payable to the holders of Series B Preferred Stock.

VOTING RIGHTS. (a) For matters in which Delaware law restricts voting only to those shares of this series of Preferred Stock, or only to the shares of the Preferred Stock class as a whole, each share of Series B Preferred Stock shall have one (1) vote.

(b) For all other matters in which shares of Series B Preferred Stock are legally permitted to vote, the shares of Series B Preferred Stock shall have no voting rights.

LIQUIDATION RIGHTS. Upon any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, after any distribution or payment is made to the holders of the Series A Preferred Stock as described in section 1.6 above, twenty percent (20%) of the assets of the Corporation which remain after any legally obligated payments are made by the Corporation shall be distributed to the holders of the Series B Preferred Stock, with each holder receiving their respective pro rata share of such assets, or liquidated value thereof.

SERIES D PREFERRED STOCK:

CONVERSION. (a) The conversion rights are derived from this principle: Each share of Series D Preferred Stock are to be convertible into the number of shares of the Common Stock that together have a market value of precisely five times (500%) what the investor paid for such single share of Series D Preferred Stock. For example, if an investor paid \$1 for one share of Series D Preferred Stock, that investor would receive \$5 worth of Common Stock upon conversion.

The exact number of common shares issued as a result of the conversion would depend on the market price of the common stock (as described more precisely in paragraph (b) below) but the total market value of the common shares would always be equal to five times (500%) the amount invested, except that, notwithstanding the foregoing, no more than 50,000 common shares may be issued for each share of Series D Preferred Stock being converted (referred to as the “Maximum Conversion Share Number”).

(b) Based on the principle described in paragraph (a) above, the conversion formula is as follows:

Each share of Series D Preferred Stock shall be convertible, at any time at the sole election of the holder, into the number of shares of the Common Stock that together are equal to 500% of the price paid for that share of Series D Preferred Stock, divided by the Market Price of the Common Stock, as that term is defined in Section 4.5 below, up to a maximum of 50,000 shares of the Common Stock.

For example: Investor XYZ purchased 10 shares of Series D Preferred Stock at a price of \$1 per share, and now converts all 10 shares into shares of the Common Stock. For this example, the Market Price of the Common Stock (as defined in Section 4.5 below) at the time of conversion is \$0.01 per share.

Investor XYZ may convert the 10 shares of Series D Preferred Stock into the number of shares of Common Stock equal to the price paid for the shares (\$1 each, for a total of \$10), multiplied by 500%, and then divided by the Market Price of the Common Stock at the time of conversion (which is \$0.01 in this example).

500% of \$10 = \$50

\$50 divided by \$0.01 = 5,000

Therefore, where Investor XYZ purchases 10 shares at \$1 per share, and then converts such shares, at which time the Market Price of the Common Stock is \$0.01, then the number of shares of the Common Stock which Investor XYZ may receive in exchange for the 10 shares of Series D Preferred Stock, is 5,000 (500 common shares for every 1 share of Series D Preferred Stock).

(c) Promptly, but in no event later than five (5) business days after notification of conversion from the holder, the Corporation shall issue and deliver to such holder a certificate or certificates for the number of full shares of Common Stock issuable to the holder pursuant to the holder's conversion of Series D Preferred Shares in accordance with the provisions of this Section. The stock certificate(s) evidencing the Common Stock shall be issued with a restrictive legend indicating that it was issued in a transaction exempt from registration under the Securities Act of 1933, as amended (the "Securities Act"), and that it cannot be transferred unless it is so registered, or an exemption from registration is available, in the opinion of counsel to the Corporation. The Common Stock shall be issued in the same name as the person who is the holder of the Series D Preferred Stock unless, in the opinion of counsel to the Corporation, such transfer can be made in compliance with applicable securities laws. The person in whose name the certificate(s) of Common Stock are so registered shall be treated as a holder of shares of Common Stock of the Corporation on the date the Common Stock certificate(s) are so issued.

(d) All shares of Common Stock delivered upon conversion of the Series D Preferred Shares as provided herein shall be duly and validly issued and fully paid and nonassessable. Effective as of the date of conversion, such converted Series D Preferred Shares shall no longer be deemed to be outstanding and all rights of the holder with respect to such shares shall immediately terminate except the right to receive the shares of Common Stock issuable upon such conversion.

(e) The Corporation covenants that, within 30 days of receipt of a conversion notice from any holder of shares of Series D Preferred Stock wherein which such conversion would create more shares of Common Stock than are authorized, the Corporation will increase the authorized number of shares of Common Stock sufficient to satisfy such holder of shares of Series D submitting such conversion notice.

(f) Upon any forward or reverse split of the shares of the Common Stock of the Corporation, the Maximum Conversion Share Number as defined in paragraph (a) above shall be increased at a ratio equal to precisely the same ratio as the forward split of the shares of the Common Stock, and decreased at a ratio equal to 10% of the severity of the ratio used in the reverse split of the Common Stock.

For example, a 2:1 (two-shares-for-one-share) forward split of the shares of the Common Stock of the Corporation will result in a 2:1 forward split of the Maximum Conversion Share Number given in paragraph (a) above, increasing the Maximum Conversion Share Number from 50,000 shares of Common Stock for every 1 share of Series D Preferred Stock, to 100,000 shares of Common Stock for every 1 share of Series C Preferred Stock.

For example, a 4:1 (four-shares-for-one-share) forward split of the shares of the Common Stock of the Corporation will result in a 4:1 forward split of the Maximum Conversion Share Number given in paragraph (a) above, increasing the Maximum Conversion Share Number from 50,000 shares of Common Stock for every 1 share of Series D Preferred Stock, to 200,000 shares of Common Stock for every 1 share of Series D Preferred Stock.

For example, a 1:10 (one-share-for-ten-shares) reverse split of the shares of the Common Stock of the Corporation will result in a 1:1 reverse split of the Maximum Conversion Share Number given in paragraph (a) above, resulting in no change to the Maximum Conversion Share Number (the Maximum Conversion Share Number remains 50,000 shares of Common Stock for every 1 share of Series D Preferred Stock).

For example, a 1:100 (one-share-for-one hundred-shares) reverse split of the shares of the Common Stock of the Corporation will result in a 1:10 reverse split of the Maximum Conversion Share Number given in paragraph (a) above, decreasing the Maximum Conversion Share Number from 50,000 shares of Common Stock for every 1 share of Series D Preferred Stock, to 5,000 shares of Common Stock for every 1 share of Series D Preferred Stock.

Except as with respect to the Maximum Conversion Share Number as described above, a forward or reverse split of the Common Stock of the Corporation shall have no impact on the conversion rate or ratio or formula as described in paragraphs (a) and (b) above.

(g) The Market Price of the Common Stock is defined as the average closing market (last trade) price per share of the Common Stock of the Corporation for the five most-recently completed trading sessions.

**DIVIDENDS.** The holders of Series D Preferred Stock shall be entitled to receive dividends when, as and if declared by the Board of Directors, in its sole discretion, except that, upon any declaration of a dividend, no more than twenty percent (20%) of the total aggregate value of the dividend may be payable to the holders of Series D Preferred Stock.

**VOTING RIGHTS.** (a) For matters in which Delaware law restricts voting only to those shares of this series of Preferred Stock, or only to the shares of the Preferred Stock class as a whole, each share of Series D Preferred Stock shall have one (1) vote.

(b) For all other matters in which shares of Series D Preferred Stock are legally permitted to vote, the shares of Series D Preferred Stock shall have no voting rights.

**LIQUIDATION RIGHTS.** Series D Preferred Stock has no liquidation rights.

#### SERIES E PREFERRED STOCK:

**CONVERSION.** (a) The conversion rights are derived from this principle: Each share of Series E Preferred Stock are to be convertible into the number of shares of the Common Stock that together have a market value of precisely three times (300%) what the investor paid for such single share of Series E Preferred Stock. For example, if an investor paid \$1 for one share of Series E Preferred Stock, that investor would receive \$3 worth of Common Stock upon conversion.

The exact number of common shares issued as a result of the conversion would depend on the market price of the common stock (as described more precisely in paragraph (b) below) but the total market value of the common shares would always be equal to three times (300%) the amount invested, except that, notwithstanding the foregoing, no more than 30,000 common shares may be issued for each share of Series E Preferred Stock being converted (referred to as the "Maximum Conversion Share Number").

(b) Based on the principle described in paragraph (a) above, the conversion formula is as follows:

Each share of Series E Preferred Stock shall be convertible, at any time at the sole election of the holder, into the number of shares of the Common Stock that together are equal to 300% of the price paid for that share of Series

E Preferred Stock, divided by the Market Price of the Common Stock, as that term is defined in Section 5.5 below, up to a maximum of 30,000 shares of the Common Stock.

For example: Investor XYZ purchased 10 shares of Series E Preferred Stock at a price of \$1 per share, and now converts all 10 shares into shares of the Common Stock. For this example, the Market Price of the Common Stock (as defined in Section 5.5 below) at the time of conversion is \$0.01 per share.

Investor XYZ may convert the 10 shares of Series E Preferred Stock into the number of shares of Common Stock equal to the price paid for the shares (\$1 each, for a total of \$10), multiplied by 300%, and then divided by the Market Price of the Common Stock at the time of conversion (which is \$0.01 in this example).

$300\% \text{ of } \$10 = \$30$

$\$30 \text{ divided by } \$0.01 = 3,000$

Therefore, where Investor XYZ purchases 10 shares at \$1 per share, and then converts such shares, at which time the Market Price of the Common Stock is \$0.01, then the number of shares of the Common Stock which Investor XYZ may receive in exchange for the 10 shares of Series E Preferred Stock, is 3,000 (300 common shares for every 1 share of Series E Preferred Stock).

(c) Promptly, but in no event later than five (5) business days after notification of conversion from the holder, the Corporation shall issue and deliver to such holder a certificate or certificates for the number of full shares of Common Stock issuable to the holder pursuant to the holder's conversion of Series E Preferred Shares in accordance with the provisions of this Section. The stock certificate(s) evidencing the Common Stock shall be issued with a restrictive legend indicating that it was issued in a transaction exempt from registration under the Securities Act of 1933, as amended (the "Securities Act"), and that it cannot be transferred unless it is so registered, or an exemption from registration is available, in the opinion of counsel to the Corporation. The Common Stock shall be issued in the same name as the person who is the holder of the Series E Preferred Stock unless, in the opinion of counsel to the Corporation, such transfer can be made in compliance with applicable securities laws. The person in whose name the certificate(s) of Common Stock are so registered shall be treated as a holder of shares of Common Stock of the Corporation on the date the Common Stock certificate(s) are so issued.

(d) All shares of Common Stock delivered upon conversion of the Series E Preferred Shares as provided herein shall be duly and validly issued and fully paid and nonassessable. Effective as of the date of conversion, such converted Series E Preferred Shares shall no longer be deemed to be outstanding and all rights of the holder with respect to such shares shall immediately terminate except the right to receive the shares of Common Stock issuable upon such conversion.

(e) The Corporation covenants that, within 30 days of receipt of a conversion notice from any holder of shares of Series E Preferred Stock wherein which such conversion would create more shares of Common Stock than are authorized, the Corporation will increase the authorized number of shares of Common Stock sufficient to satisfy such holder of shares of Series E submitting such conversion notice.

(f) Upon any forward or reverse split of the shares of the Common Stock of the Corporation, the Maximum Conversion Share Number as defined in paragraph (a) above shall be increased or decreased in precisely the same proportion (ratio) as the forward or reverse split of the shares of the Common Stock.

For example, a 2:1 (two-shares-for-one-share) forward split of the shares of the Common Stock of the Corporation will result in a 2:1 forward split of the Maximum Conversion Share Number given in paragraph (a) above, from 30,000 shares of Common Stock for every 1 share of Series E Preferred Stock, to 60,000 shares of Common Stock for every 1 share of Series E Preferred Stock.

For example, a 1:2 (one-share-for-two-shares) reverse split of the shares of the Common Stock of the Corporation will result in a 1:2 reverse split of the conversion rate given in paragraph (a) above, from 30,000 shares of Common Stock for every 1 share of Series E Preferred Stock, to 15,000 shares of Common Stock for every 1 share of Series E Preferred Stock.

Except as with respect to the Maximum Conversion Share Number as described above, a forward or reverse split of the Common Stock of the Corporation shall have no impact on the conversion rate or ratio or formula as described in paragraphs (a) and (b) above.

(g) The Market Price of the Common Stock is defined as the average closing market (last trade) price per share of the Common Stock of the Corporation for the five most-recently completed trading sessions.

5.4 DIVIDENDS. The holders of Series E Preferred Stock shall be entitled to receive dividends when, as and if declared by the Board of Directors, in its sole discretion, except that, upon any declaration of a dividend, no more than twenty percent (20%) of the total aggregate value of the dividend may be payable to the holders of Series E Preferred Stock.

5.5 VOTING RIGHTS. (a) For matters in which Delaware law restricts voting only to those shares of this series of Preferred Stock, or only to the shares of the Preferred Stock class as a whole, each share of Series E Preferred Stock shall have one (1) vote.

(b) For all other matters in which shares of Series E Preferred Stock are legally permitted to vote, the shares of Series E Preferred Stock shall have no voting rights.

LIQUIDATION RIGHTS. Series D Preferred Stock has no liquidation rights.

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

No other rights outside of description above in (1) and (2).

**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.**

No modification to rights of holders of the company's securities have occurred over the last year.

**3) Issuance History**

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

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

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

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

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

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

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

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

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

\_\_\_\_\_

## B. Promissory and Convertible Notes

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

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

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder. <small>*You must disclose the control person(s) for any entities listed.</small>	Reason for Issuance (e.g. Loan, Services, etc.)
<u>2/11/10</u>	<u>\$153,023.92</u>	<u>\$60,000.00</u>	<u>\$97,688.82</u>	<u>n/a</u>	<u>At par value</u>	<u>FMCOCO, Inc. (CO) (Stan Medley)</u>	<u>Services – Music Consulting</u>
<u>9/2/09</u>	<u>\$513,891.40</u>	<u>\$150,000.00</u>	<u>\$363,891.40</u>	<u>n/a</u>	<u>At par value</u>	<u>FMCOCO, Inc. (CO) (Stan Medley)</u>	<u>Acquisition of Asset</u>
<u>11/25/09</u>	<u>\$6,694.05</u>	<u>\$20,000.00</u>	<u>\$4,694.05</u>	<u>n/a</u>	<u>At par value</u>	<u>FMCOCO, Inc. (CO) (Stan Medley)</u>	<u>Services - Website</u>
<u>4/1/10</u>	<u>\$41,578.56</u>	<u>\$20,000.00</u>	<u>\$21,578.56</u>	<u>n/a</u>	<u>At par value</u>	<u>FMCOCO, Inc. (CO) (Stan Medley)</u>	<u>Services - Website</u>
<u>2/28/12</u>	<u>\$163,177.42</u>	<u>\$60,000.00</u>	<u>\$91,090.21</u>	<u>n/a</u>	<u>At par value</u>	<u>FMCOCO, Inc. (CO) (Stan Medley)</u>	<u>Services – Music Consulting Cont.</u>

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

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

\_\_\_\_\_

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

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

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

Interact-TV is a multifaceted multi-media development company. Interact-TV is, through subsidiaries such as Pocket Kid Records, operating in the record production and distribution market and music management market, as well as pursuing the development and acquisition of other multi-media projects and companies

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

Viscount Media Trust (CA), Interact Music, Inc. (CO), Bluemask Records, Inc. (CO), Viscount Records, Inc. (DE), Pocket Kid Records (CA), Emerald Blue Records (CO), Moxey Music, Inc. (CO)

C. Describe the issuers' principal products or services.

The principal products and services are music production, recording, distribution and royalties. Our principal artists are: Pocket Kid's Dead Sara, a billboard charting artist; Interact Music Inc.'s "Kygo, a" a billboard charting artist, and Chance; Blue Mask Record's Rome Will Burn.

**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.

Our main facilities are online services such as our website and distribution partners such as Spotify, Apple, etc. and not physical locations.

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

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

In addition, list all individuals or entities controlling 5% or more of any class of the issuer's securities. If any insiders listed are corporate shareholders or entities, provide the name and address of the person(s) beneficially owning or controlling such corporate shareholders, or the name and contact information (City, State) of an individual representing the corporation or entity. Include Company Insiders who own any outstanding units or shares of any class of any equity security of the issuer.

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

Names of All Officers, Directors and Control Persons	Affiliation with Company (e.g. Officer Title /Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Names of control person(s) if a corporate entity
<u>Steve Medley</u>	<u>Director, CEO</u>	<u>487 White Oak Trail, Spring Hill, TN 37174</u>	<u>2,000,000</u> 10,000 220,000	<u>A</u> B D	<u>89.12%</u> 97.55% 73.80%	_____

<u>Robert Bryan</u>	<u>President, Treasurer, Secretary</u>	<u>2813 Shoreview Circle, Westlake Village, CA 91361</u>	<u>14,802,700,000</u> 450,000	<u>Common</u> E	<u>60.24%</u> <u>52.08%</u>	_____
<u>Martha Christiansen</u>	<u>Shareholder</u>	<u>6331 Hollywood Blvd. LA, CA 90028</u>	<u>23,000</u>	<u>D</u>	<u>7.71%</u>	_____
<u>Hochman and Associates</u>	<u>Shareholder</u>	<u>17415 Mayerling St, Grenada Hills, CA 91344</u>	<u>16,650</u>	<u>D</u>	<u>5.58%</u>	<u>Joe Hochman</u>
<u>Alan Brown</u>	<u>Shareholder</u>	<u>5800 ARLINGTON AVE 10-M RIVERDALE, NY 10471</u>	<u>50,000</u>	E	<u>5.78%</u>	_____
<u>News USA, Inc</u>	<u>Shareholder</u>	<u>1069 West Broad Street, Ste 205, Falls Church, VA 22046</u>	<u>250,000</u>	E	<u>28.93%</u>	<u>Rick Smith</u>
<u>Sports Byline USA</u>	<u>Shareholder</u>	<u>300 Broadway Ste. 8 San Francisco, CA 94133</u>	<u>100,000</u>	E	<u>11.57%</u>	<u>Darren Peck</u>
<u>CKDCO Limited</u>	<u>Shareholder</u>	<u>17 Scottish Circle, Asheville, NC 28803</u>	<u>1,656,250,000</u>	Common	<u>6.74%</u>	<u>Charlene Kalk</u>
<u>SOS Resource Services, Inc</u>	<u>Shareholder</u>	<u>2520 CORAL WAY, CORAL GABLES, FL 33145</u>	<u>1,466,162,840</u>	Common	<u>5.96%</u>	<u>Salvatore Russo</u>

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

## 7) Legal/Disciplinary History

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

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

No

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

No

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

No

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

No

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

No

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

No

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

n/a

## **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 (must include Counsel preparing Attorney Letters).

Name:	<u>Morgan Petitti</u>
Address 1:	<u>118 W. Streetsboro Street, #317</u>
Address 2:	<u>Hudson, OH 44236</u>

Phone: 330.697.8548  
Email: petitti@gmail.com

#### Accountant or Auditor

Name: Wajahat Riaz  
Firm: Auditec Charatax  
Address 1: 10-L, Johar Town, Lahore, Pakistan  
Address 2:  
Phone: +966559154217  
Email: wajahatbrdc@gmail.com

#### Investor Relations

Name: n/a  
Firm: \_\_\_\_\_  
Address 1: \_\_\_\_\_  
Address 2: \_\_\_\_\_  
Phone: \_\_\_\_\_  
Email: \_\_\_\_\_

*All other means of Investor Communication:*

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

#### Other Service Providers

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

Name: Susan Medley  
Firm: n/a  
Nature of Services: Bookkeeping  
Address 1: PO Box 251360  
Address 2: Glendale, CA 91225  
Phone: 818.244.5306  
Email: fpja4srm@gmail.com

Name: Stan Medley  
Firm: FMCOCO, Inc. (CO)  
Nature of Services: Music A&R & Music Consulting  
Address 1: 7475 W. Fifth Ave #150F  
Address 2: Lakewood, CO 80226  
Phone: 303-731-1573 x424  
Email: fmcoco@eemail.org

## 9) Disclosure & Financial Information

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

Name: Steve Medley  
Title: Chairman of the Board  
Relationship to Issuer: Director

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: Wajahat Riaz  
Title: CPA  
Relationship to Issuer: Accountant

Describe the qualifications of the person or persons who prepared the financial statements:<sup>5</sup> \_\_\_\_\_

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:*

\_\_\_\_\_

<sup>5</sup> The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS and by persons with sufficient financial skills.

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

The certifications shall follow the format below:

I, Steve Medley certify that:

1. I have reviewed this Disclosure Statement for Interact TV Incorporated;
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.

11/06/2025 [Date]

/s/ STEVE MEDLEY [CEO's Signature]

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

*Principal Financial Officer:*

I, Robert Bryan certify that:

1. I have reviewed this Disclosure Statement for Interact TV Incorporated;
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.

11/06/2025 [Date]

/s/ ROBERT BRYAN [CFO's Signature]

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

# **Interact – TV Incorporated**

## **CONSOLIDATED FINANCIAL STATEMENTS AND OTHER FINANCIAL INFORMATION**

**For the Third Quarter Ended September 30, 2025**

# INTERACT-TV INCORPORATED

## Consolidated Balance Sheet (Unaudited)

As of September 30th

2025

2024

<u>Assets</u>		
<b>Current Assets</b>		
Cash and cash equivalents	\$ 17,296	\$ 1,211
Accounts receivable – trade, net	15,883	588
Deffered Tax asset	61,140	61,140
Notes Receivable	14,950	14,950
<b>Total Current Assets</b>	<b>109,269</b>	<b>77,889</b>
Property and equipment, net	-	-
Investment in JV	10,000	-
<b>Total Assets</b>	<b>\$ 119,269</b>	<b>\$ 77,889</b>
<u>Liabilities and Stockholders' Equity (Deficit)</u>		
<b>Current Liabilities</b>		
Accounts payable	720,106	751,670
<b>Total Current Liabilities</b>	<b>720,106</b>	<b>751,670</b>
<b>Long-term Liabilities</b>		
Convertible notes	\$ 856,878	\$ 780,833
Notes Payable	37,550	37,550
SBA Loan	100,888	87,818
<b>Total Liabilities</b>	<b>1,715,422</b>	<b>1,657,871</b>
<b>Commitments and Contingencies</b>		
<b>Stockholders' Equity (Deficit)</b>		
Common Stock	245,725	202,082
Preferred Stock	34	252
Additional paid-in capital	1,869,751	1,869,750
Accumulated deficit	(3,711,663)	(3,652,065)
<b>Total Stockholders' Equity (Deficit)</b>	<b>(1,596,569)</b>	<b>(1,579,981)</b>
<b>Total Liabilities and Stockholders' Equity (Deficit)</b>	<b>\$ 119,269</b>	<b>\$ 77,889</b>

The accompanying notes are an integral part of these financial statements

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**INTERACT-TV INCORPORATED**

**Consolidated Statement of Operations**

**For the Period Ended September 30, 2025 and December 31, 2024**

	<b>Nine Months Ended,</b>	
	<b>Sept 2025</b>	<b>Dec 2024</b>
<b>Album Sales and Royalties Revenues</b>	\$ 9,555	\$ 39,269
<b>Cost of revenue</b>	2,845	21,375
<b>Gross profit</b>	<b>6,710</b>	<b>17,894</b>
<b>Selling, general and administrative expenses</b>		
<i>Bad debt expense</i>	-	
<i>OTC reimbursement</i>	7,500	
<i>Other selling, general and administrative expenses</i>	860	11,505
<b>Total selling, general and administrative expenses</b>	<b>8,360</b>	<b>11,505</b>
<b>Income (loss) from operations</b>	<b>(1,650)</b>	<b>6,389</b>
<b>Other income (loss)</b>		
<i>Convertible notes accrued interest expense</i>	(16,579)	(18,028)
<i>SBA Loans accrued interest expense</i>	(1,353)	(2,661)
<b>Total Other Income (Expense)</b>	<b>4,121</b>	<b>21,375</b>
<b>Total other income (loss)</b>	<b>(13,811)</b>	<b>686</b>
<b>Income (loss) before provision for income taxes</b>	<b>(15,461)</b>	<b>7,075</b>

The accompanying notes are an integral part of these financial statements

**INTERACT-TV INCORPORATED**

**Consolidated Statements of Cash Flows**

**For the Period Ended September 30, 2025 and December 31, 2024**

	Sept 2025	Dec 2024
<b><i>Cash Flows from Operating Activities:</i></b>		
<i>Net income (loss)</i>	\$ (15,461)	\$ 7,075
<i>Cash Provided by Operating Activities</i>		21,588
<i>Cash Used in Operating Activities</i>	-	-
<b><i>Net cash (used in) provided by operating activities</i></b>	<b>(15,461)</b>	<b>28,663</b>
<b><i>Cash Flows from Investing Activities:</i></b>		
<i>Cash provided by Investing Activities</i>	-	-
<b><i>Net Cash (Used in) Investing Activities</i></b>	<b>-</b>	<b>-</b>
<b><i>Cash Flows from Financing Activities:</i></b>		
<i>Payments of notes payable</i>	-	(1,782)
<b><i>Net Cash Provided by Financing Activities</i></b>	<b>-</b>	<b>(1,782)</b>
<b><i>Net increase in cash and cash equivalents</i></b>	<b>(15,461)</b>	<b>26,881</b>
<b><i>Cash and cash equivalents at beginning of period</i></b>	<b>35,667</b>	<b>8,786</b>
<b><i>Cash and cash equivalents at end of period</i></b>	<b>\$ 20,206</b>	<b>\$ 35,667</b>

The accompanying notes are an integral part of these financial statements

***INTERACT-TV INCORPORATED***  
***Consolidated Statements of Stockholders' Deficit***  
***For the Period Ended September 30, 2024 & 2025***

	Preferred Series A		Common Stock		Additional Paid-in Capital	Accumulated Deficit
	Shares	Amount	Shares	Amount		
<b><i>Balance, Sept 30, 2024</i></b>	3415321	\$ 34.15	24,572,500,746	\$ 245,725	\$ 1,869,751	\$ (3,436,453)
<i>Net income / (loss)</i>						(20,699)
<b><i>Balance Sept 30, 2025</i></b>	3415321	\$ 34.15	24,572,500,746	\$ 245,725	\$ 1,869,751	\$ (3,712,079)
<i>Net income / (loss)</i>						(15,461)

The accompanying notes are an integral part of these financial statements

# INTERACT – TV INCORPORATED

## NOTES TO UNAUDITED CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

As of and for the period ended September 30, 2025

### NOTE 1 – Basis of Presentation and Principles of Consolidation

The accompanying **condensed interim consolidated financial statements** include the accounts of **Interact-TV Inc.** (the “Company”) and its wholly owned subsidiary, **Pocket Kid Records**, along with other entities under its control (collectively, the “Group”). All significant **intercompany transactions and balances** have been **eliminated in full** in consolidation.

These interim consolidated financial statements have been prepared in accordance with **U.S. generally accepted accounting principles (U.S. GAAP)** applicable to **interim financial reporting**, and pursuant to the **instructions to Form 10-Q** and **Article 10 of Regulation S-X** of the U.S. Securities and Exchange Commission (“SEC”).

Accordingly, they **do not include all information and footnotes** required by U.S. GAAP for complete annual financial statements and should be read in conjunction with the Company’s **audited financial statements** for the fiscal year ended **December 31, 2024**. In the opinion of management, all **adjustments (consisting only of normal recurring items)** considered necessary for a fair presentation of interim results have been included.

### Going Concern Considerations

Management has evaluated whether conditions and events, considered in the aggregate, raise **substantial doubt** about the Company’s ability to **continue as a going concern** within one year after the date that these financial statements are issued.

As of **September 30, 2025**, the Group has incurred **recurring operating losses**, has an **accumulated deficit of approximately \$3.7 million**, and remains **dependent on external financing** to fund operations and service debt obligations, including the **SBA Loan** and outstanding **convertible notes payable**.

These factors indicate the existence of **substantial doubt** regarding the Company’s ability to continue as a going concern.

Management’s plans to mitigate these conditions include:

- Seeking **additional equity financing** through private placements and debt-to-equity conversions;
- Continuing to **restructure existing obligations** and extend repayment terms;
- Focusing on **revenue-generating initiatives** within music licensing and digital media distribution; and
- Leveraging the Company’s **SBA Loan restructuring** and deferred repayment arrangement to maintain liquidity.

Based on current projections and financing initiatives in progress, management believes the Company will have **sufficient working capital and liquidity** to sustain operations for at least the **next 12 months** from the date of issuance of these financial statements.

Accordingly, these consolidated financial statements have been prepared on a **going concern basis**, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business

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### NOTE 2 – Cash and Cash Equivalents

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

As of **September 30, 2025**, cash and cash equivalents consisted solely of deposits held with commercial banks. The Company's cash balances may, at times, exceed federally insured limits; however, management has not experienced any losses on such deposits.

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### **NOTE 3 – Accounts Receivable and Allowance for Doubtful Accounts**

Accounts receivable represent trade receivables from music licensing and distribution activities. The Company evaluates collectability using historical experience, current conditions, and specific review of individual balances.

An allowance for doubtful accounts is recorded when collection becomes doubtful. As of **September 30, 2025**, management determined that no allowance was necessary, as all balances were deemed collectible.

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### **NOTE 4 – Property and Equipment**

Property and equipment are recorded at **historical cost**, net of accumulated **depreciation and amortization**. Expenditures for major improvements and betterments that extend asset lives are capitalized, while repairs and maintenance are expensed as incurred in the period of occurrence.

Upon the **disposal or retirement** of assets, the related cost and accumulated depreciation are removed from the accounts, and any resulting gain or loss is recognized in current-period operations.

The Company capitalizes leased equipment when the lease terms transfer substantially all the **benefits and risks of ownership** to the Company in accordance with **ASC 842, Leases**.

Depreciation and amortization are provided using primarily the **straight-line method** over the estimated useful lives of the respective assets, as follows:

<b>Asset Class</b>	<b>Estimated Useful Life</b>
Buildings and improvements	39.5 years
Machinery and equipment	3–5 years
Furniture and fixtures	5 years
Leasehold improvements	Shorter of lease term or useful life

The Company reviews its **capitalization policy** annually to ensure compliance with materiality thresholds and current industry standards.

As of **September 30, 2025**, the Company **did not own or lease any property, plant, or equipment**, nor were there any capital commitments for acquisition of fixed assets.

Management continues to evaluate opportunities to acquire or lease production equipment and digital infrastructure as business operations expand in subsequent quarters.

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## NOTE 5 – Impairment of Long-Lived Assets

The Company reviews long-lived assets for impairment whenever events or changes in circumstances indicate that their carrying amount may not be recoverable.

No impairment losses were recognized for the nine-month period ended **September 30, 2025**.

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## NOTE 6 – Derivative Instruments and Convertible Notes

The Company records all derivative instruments at fair value. Changes in fair value are recognized through earnings unless specific hedge accounting criteria are met. The Company has historically issued **convertible notes** to fund operations.

As of September 30, 2025, the Company had five outstanding convertible notes payable to related parties, primarily FMCOCO, Inc. The aggregate estimated fair value of these notes, including accrued interest, totaled approximately **\$725,000**. Each note is convertible into shares of common stock at a rate of **\$0.00001 per share**, inclusive of accrued interest. See **Note 11 – Convertible Notes Payable** for detail.

No derivatives requiring separate accounting were outstanding as of September 30, 2025.

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## NOTE 7 – Revenue Recognition

The Company recognizes revenue in accordance with **ASC 606, Revenue from Contracts with Customers**, when:

1. A valid contract exists;
2. Delivery has occurred or services have been performed;
3. The transaction price is fixed or determinable; and
4. Collectability is probable.

Revenue is generated primarily from:

- Licensing of music rights and albums.
- Sponsorship agreements with third parties.
- Album and digital sales.

For the **nine months ended September 30, 2025**, substantially all revenue was generated by Pocket Kid Records through licensing and digital distribution arrangements.

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## NOTE 8 – Advertising and Promotion

Advertising and promotion expenses are charged to operations as incurred, in accordance with **ASC 720 – Other Expenses**.

Such expenditures were immaterial for the nine-month period ended **September 30, 2025**. Should such expenses become material in future periods, separate disclosure will be provided.

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## NOTE 9 – Income Taxes

The Company accounts for income taxes under **ASC 740, Income Taxes**. Deferred income taxes reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting and their tax bases.

Deferred tax assets are recognized to the extent that it is **more likely than not** that they will be realized. When it becomes apparent that some portion or all of a deferred tax asset will not be realized, a **valuation allowance** is established.

As of **September 30, 2025**, total deferred tax assets were estimated at **\$61,140**, primarily related to **net operating loss carryforwards (NOLs)**. A **full valuation allowance** has been recorded due to the Company's accumulated deficit and historical losses.

Management has reviewed all **uncertain tax positions** in accordance with ASC 740-10 and concluded that none require recognition or disclosure as of this date.

If any uncertain tax positions were to arise, interest and penalties associated with such positions would be recorded as components of **income tax expense** and **interest expense**, respectively.

The Company's **federal, state, and local tax returns** remain open to examination for the fiscal years **2022 through 2025**.

Management will continue to reassess the recoverability of deferred tax assets and the appropriateness of its valuation allowance on a quarterly basis, as profitability forecasts evolve

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## NOTE 10 – Fair Value of Financial Instruments

The Company follows the guidance in **ASC 820, Fair Value Measurement**, which establishes a framework for measuring fair value and expands related disclosures.

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an **orderly transaction** between market participants at the measurement date.

The Company categorizes its fair value measurements into a **three-level hierarchy**, based on the nature of the inputs used:

Level	Definition	Company Exposure (Sept 30, 2025)
Level 1	Quoted market prices in active markets for identical assets or liabilities.	None
Level 2	Observable inputs other than quoted prices in active markets, such as quoted prices for similar assets.	None
Level 3	Unobservable inputs that rely on management judgment and estimation.	None

As of **September 30, 2025**, the Company held **no financial instruments** measured at fair value on a recurring basis.

The carrying amounts of cash, accounts payable, accrued expenses, and convertible notes approximate fair value due to their **short-term maturities** or **market-consistent interest rates**.

Management regularly evaluates all instruments to determine whether circumstances require reclassification within the hierarchy or additional fair-value disclosures.

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## NOTE 11 – Convertible Notes Payable

As of **September 30, 2025**, the Company had **five convertible notes** outstanding, all held by **FMCOCO, Inc.**, a related party. These instruments have been issued at various dates since 2009 to fund operations and related business activities. Each note accrues fixed annual interest and is convertible into shares of the Company's common stock at a conversion rate of **\$0.00001 per share**, inclusive of accrued interest.

The convertible notes are **unsecured**, bear fixed interest rates ranging from **5% to 8% per annum**, and remain outstanding as of the reporting date. No conversions, redemptions, or revaluations occurred during the three-month period ended **September 30, 2025**. Interest continues to accrue and the carrying values are updated quarterly based on internal valuation models and market comparables.

Management continues to evaluate these instruments in accordance with **ASC 470-20 (Debt with Conversion and Other Options)** and **ASC 815 (Derivatives and Hedging)** to determine whether bifurcation of any embedded derivative is required. As of September 30, 2025, no such separation was deemed necessary.

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### Summary of Convertible Notes Outstanding

Issue Date	Principal	Interest Rate	Holder	Fair Value (Incl. Interest)
September 1, 2009	\$150,000	8%	FMCOCO, Inc.	<b>\$513,891.00</b>
November 25, 2009	\$20,000	5%	FMCOCO, Inc.	<b>\$6,694.00</b>
February 11, 2010	\$60,000	8%	FMCOCO, Inc.	<b>\$153,023.92</b>
April 1, 2010	\$20,000	5%	FMCOCO, Inc.	<b>\$41,578.56</b>
February 28, 2012	\$60,000	8%	FMCOCO, Inc.	<b>\$163,177.42</b>

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### Narrative Summary

- **September 1, 2009:** *Viscount Records, Inc.*, a wholly owned subsidiary of *Viscount Media Trust* (itself wholly owned by the Company), issued a **\$150,000 convertible note** bearing interest at 8% per annum to *Viscount Productions Ltd* in exchange for a recording artist contract. The contract was subsequently assigned to *FMCOCO, Inc.*. As of September 30, 2025, this note had a fair value of **\$513,891**, inclusive of accrued interest.

- **November 25, 2009:** The Company issued a **\$20,000 convertible note** at 5% interest to *FMCOCO, Inc.*. The fair value as of September 30, 2025, was **\$6,694**, including interest.
  - **February 11, 2010:** The Company issued a **\$60,000 convertible note** at 8% interest to *FMCOCO, Inc.*. The fair value as of September 30, 2025, was **\$153,023.92**, inclusive of accrued interest.  
*Note: \$16,000 of this note was converted into 1,600,000,000 shares of common stock (see Note 6).*
  - **April 1, 2010:** The Company issued a **\$20,000 convertible note** at 5% interest to *FMCOCO, Inc.*. The fair value as of September 30, 2025, was **\$41,578.56**, including interest.
  - **February 28, 2012:** The Company issued a **\$60,000 convertible note** at 8% interest to *FMCOCO, Inc.*. The fair value as of September 30, 2025, was **\$163,177.42**, including interest.
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## NOTE 12 – Capital Stock

### Common Stock

In **April 2014**, the Company issued an aggregate of **2,468,750,000 shares of common stock**, arising from the following transactions:

1. **Conversion of Preferred Series B Stock:**

- A total of **868,750,000 shares** of common stock were issued upon conversion of **34,750 shares** of **Preferred Series B stock**.
- This transaction is reflected in the *Statement of Changes in Stockholders' Equity*.

2. **Conversion of Convertible Note (FMCOCO, Inc.):**

- An additional **1,600,000,000 shares** of common stock were issued upon the conversion of **\$16,000** of the principal value of a **convertible note** held by **FMCOCO, Inc.**
- Following the conversion, the note's remaining principal was reduced from **approximately \$83,559** to **\$67,559**, with subsequent accrued interest increasing the balance to **\$109,479 as of September 30, 2025**.

No additional common shares were issued during the fiscal periods ended September 30, 2025, or December 31, 2024.

### Preferred Stock

In **April 2014**, the Company issued **2,000 shares of Preferred Series D stock** for total cash proceeds of **\$2,000** to a non-affiliated investor in an isolated transaction.

No additional preferred shares have been issued or converted since that date.

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## NOTE 13 – Share-Based Compensation

The Company accounts for share-based awards under **ASC 718, Stock Compensation**. No new grants or modifications were made during the six months ended September 30, 2025.

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## NOTE 14 — SBA Loan

In **July 2021**, the Company obtained a **U.S. Small Business Administration (SBA) loan** under the **Economic Injury Disaster Loan (EIDL)** program in the principal amount of **\$89,600**.

The loan bears interest at **3.75% per annum** and is repayable in **360 monthly installments** over a **30-year term**.

An initial **deferral period of 12 months** was granted before repayment commenced. Regular scheduled repayments began in **Q1 2023**.

As of **September 30, 2025**, the outstanding loan balance, including accrued interest, was **\$100,888**, with payments made in accordance with the SBA's terms.

The loan is **secured by the general business assets** of the Company and is in **good standing**, with no defaults or covenant breaches.

Management continuously monitors its debt servicing capacity and has not sought further modifications or extensions as of the reporting date

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## **NOTE 15 – Commitments and Contingencies**

As of September 30, 2025 the Company was not subject to any material pending or threatened legal proceedings. Between June 30 and September 30, 2025, management evaluated subsequent events and no material new commitments or contingencies were identified requiring disclosure.

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## **NOTE 16 – New Accounting Pronouncements**

Management has reviewed recently issued accounting standards, including **ASU 2023-07 Segment Reporting** and **ASU 2023-09 Income Taxes**, and does not expect adoption to have a material impact on the Company's financial statements.

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## **NOTE 17 – Subsequent Events**

Management evaluated events occurring between **June 30, 2025**, and **September 30, 2025**, the date these financial statements were available for issuance. No subsequent events requiring adjustment or disclosure were identified.