

Alternative Reporting Standard:

OTCQX® U.S. and OTCQB® Disclosure Guidelines

Stargaze Entertainment Group Inc.

333 North Green Street, 8th Floor, Chicago, Illinois 60607

312-867-1800

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team@stgz.tv

Quarterly Report

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

Outstanding Shares

The number of shares outstanding of our Common Stock was:

513,176,968 as of September 30, 2025 (*Current Reporting Period Date or More Recent Date*)

148,738,673 as of December 31, 2024 (*Most Recent Completed Fiscal Year End*)

Shell Status

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

Yes: No:

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

Yes: No:

Change in Control

Indicate by check mark whether a Change in Control⁴ of the company has occurred during this reporting period:

Yes: No:

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.

- 1) Stargaze Entertainment Group Inc. (January 18, 2015)
- 2) UMining Resources Inc. (September 11, 2009)

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

(i) Any "person" (as such term is used in Sections 13(d) and 14(d) of the Exchange Act) becoming the "beneficial owner" (as defined in Rule 13d-3 of the Exchange Act), directly or indirectly, of securities of the Company representing fifty percent (50%) or more of the total voting power represented by the Company's then outstanding voting securities;

- (ii) The consummation of the sale or disposition by the Company of all or substantially all of the Company's assets;
- (iii) A change in the composition of the Board occurring within a two (2)-year period, as a result of which fewer than a majority of the directors are directors immediately prior to such change; or
- (iv) The consummation of a merger or consolidation of the Company with any other corporation, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or its parent) at least fifty percent (50%) of the total voting power represented by the voting securities of the Company or such surviving entity or its parent outstanding immediately after such merger or consolidation.

- 3) Universal Mining Corporation (December 5, 2008)
- 4) UMining Resources Inc. (April 24, 2007)
- 5) Globex Inc. (June 30, 2004)
- 6) J. Espo's Inc. (June 18, 1999)

Current State and Date of Incorporation or Registration:

Wyoming, June 26, 2024

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

Active

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

New York, 1999

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

N/A

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

1. Acquisition of assets from Scenebot, Inc., a California corporation on February 7, 2025.
2. Change of control on May 14, 2024, due to voting control through Series A, convertible preferred stock.

Address of the issuer's principal executive office:

333 North Green Street, 8th Floor, Chicago, Illinois 60607

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: Securities Transfer Corporation
Phone: 469-633-0101
Email: info@stctransfer.com
Address: 2901 N. Dallas Parkway, Plano, Texas 75093

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:	STGZ
Exact title and class of securities outstanding:	Common
CUSIP:	855 9E 102
Par or stated value:	No par value
Total shares authorized:	990,000,000 as of date: 09-30-2025
Total shares outstanding:	513,176,968 as of date: 09-30-2025
Total number of shareholders of record:	94 as of date: 09-30-2025

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

N/A

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:	Preferred
Par or stated value:	No par value
Total shares authorized:	10,000,000 as of date: 09-30-2025
Total shares outstanding:	2,500,000 as of date: 09-30-2025
Total number of shareholders of record:	1 as of date: 09-30-2025

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

N/A

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.

OTC Pink companies are required to contact shareholders to inform them of the decision to be made and invite them to vote. Shareholders can exercise their voting rights in person at the corporation's annual general meeting or other special meeting convened for voting purposes, or by proxy. Shareholders may assign their rights to vote to another party without giving up the shares if they are unable or unwilling to attend the company's annual meeting or any emergency meeting

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

Series A Preferred Stock	
Dividends	None
Voting	150: 1
Conversion to Common	100:1
Liquidation	Preference over common on an as-converted basis
Redemption	None
Sinking Fund	None

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

N/A

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.

On May 8, 2025, the Company filed an amendment to its Articles of Incorporation changing the conversion ratio of its Series A Preferred Stock from 150:1 to 100:1.

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

Date 12-31-2023 Common: 123,738,673
Preferred: 2,500,000

*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.
<u>01-27-2023</u>	<u>Return to Treasury</u>	<u>50,000</u>	<u>Common</u>	<u>0.0001</u>	<u>Yes</u>	<u>Hariklia Tsoukalas</u>	<u>Retired</u>	<u>Restricted</u>	<u>Securities Act of 1933, Section 4(a)(2)</u>
<u>02-06-2023</u>	<u>New Issuance</u>	<u>25,000</u>	<u>Common</u>	<u>0.0001</u>	<u>Yes</u>	<u>Gordon Hayes</u>	<u>Debt Conversion</u>	<u>Restricted</u>	<u>Securities Act of 1933, Section 4(a)(2)</u>
<u>02-06-2023</u>	<u>New Issuance</u>	<u>15,000</u>	<u>Common</u>	<u>0.0001</u>	<u>Yes</u>	<u>Nikolas Hayes</u>	<u>Debt Conversion</u>	<u>Restricted</u>	<u>Securities Act of 1933, Section 4(a)(2)</u>
<u>04-04-2023</u>	<u>New Issuance</u>	<u>15,000</u>	<u>Common</u>	<u>0.0001</u>	<u>Yes</u>	<u>Stephen Glassburn</u>	<u>Debt Conversion</u>	<u>Restricted</u>	<u>Securities Act of 1933, Section 4(a)(2)</u>
<u>05-14-2024</u>	<u>New Issuance</u>	<u>44,771.629</u>	<u>Common</u>	<u>0.0050</u>	<u>No</u>	<u>Louis Sapi, Sr.</u>	<u>Consideration for Services</u>	<u>Restricted</u>	<u>Securities Act of 1933, Section 4(a)(2)</u>
<u>07-23-2024</u>	<u>New Issuance</u>	<u>3,125,000</u>	<u>Common</u>	<u>.008</u>	<u>Yes</u>	<u>James Blackwell</u>	<u>Purchase</u>	<u>Restricted</u>	<u>Securities Act of 1933, Section 4(a)(2)</u>
<u>07-23-2024</u>	<u>New Issuance</u>	<u>3,125,000</u>	<u>Common</u>	<u>.008</u>	<u>Yes</u>	<u>William Stover</u>	<u>Purchase</u>	<u>Restricted</u>	<u>Securities Act of 1933, Section 4(a)(2)</u>
<u>07-23-2024</u>	<u>New Issuance</u>	<u>12,500,000</u>	<u>Common</u>	<u>.008</u>	<u>Yes</u>	<u>Konop Enterprises Incorporated Thad Konop</u>	<u>Purchase</u>	<u>Restricted</u>	<u>Securities Act of 1933, Section 4(a)(2)</u>
<u>07-23-2024</u>	<u>New Issuance</u>	<u>3,125,000</u>	<u>Common</u>	<u>.008</u>	<u>Yes</u>	<u>Kristine Plowman</u>	<u>Purchase</u>	<u>Restricted</u>	<u>Securities Act of 1933, Section 4(a)(2)</u>

<u>08-21-2024</u>	<u>New Issuance</u>	<u>3,125,000</u>	<u>Common</u>	<u>.008</u>	<u>Yes</u>	<u>William Stover</u>	<u>Purchase</u>	<u>Restricted</u>	<u>Securities Act of 1933, Section 4(a)(2)</u>
<u>02-07-2025</u>	<u>New Issuance</u>	<u>250,000,000</u>	<u>Common</u>	<u>0.0001</u>	<u>Yes</u>	<u>Shareholders of Scenebot, Inc. (1)</u>	<u>Consideration for Asset Transfer</u>	<u>Restricted</u>	<u>Securities Act of 1933, Section 4(a)(2)</u>
<u>02-26-2025</u>	<u>New Issuance</u>	<u>3,000,000</u>	<u>Common</u>	<u>0.07</u>	<u>No</u>	<u>Elie Samaha</u>	<u>Consideration for Advisory Services</u>	<u>Restricted</u>	<u>Securities Act of 1933, Section 4(a)(2)</u>
<u>02-28-2025</u>	<u>New Issuance</u>	<u>2,500,000</u>	<u>Common</u>	<u>0.01</u>	<u>Yes</u>	<u>Randall Warren Osuch</u>	<u>Purchase</u>	<u>Restricted</u>	<u>Rule 506(b) Regulation D</u>
<u>02-28-2025</u>	<u>New Issuance</u>	<u>2,500,000</u>	<u>Common</u>	<u>0.01</u>	<u>Yes</u>	<u>Douglas Leyland</u>	<u>Purchase</u>	<u>Restricted</u>	<u>Rule 506(b) Regulation D</u>
<u>02-28-2025</u>	<u>New Issuance</u>	<u>2,500,000</u>	<u>Common</u>	<u>0.01</u>	<u>Yes</u>	<u>James Sapi</u>	<u>Purchase</u>	<u>Restricted</u>	<u>Rule 506(b) Regulation D</u>
<u>02-28-2025</u>	<u>New Issuance</u>	<u>10,000,000</u>	<u>Common</u>	<u>0.01</u>	<u>Yes</u>	<u>Paul Cloutier</u>	<u>Purchase</u>	<u>Restricted</u>	<u>Rule 506(b) Regulation D</u>
<u>02-28-2025</u>	<u>New Issuance</u>	<u>1,000,000</u>	<u>Common</u>	<u>0.01</u>	<u>Yes</u>	<u>Louis G. Sapi, Jr.</u>	<u>Purchase</u>	<u>Restricted</u>	<u>Rule 506(b) Regulation D</u>
<u>02-28-2025</u>	<u>New Issuance</u>	<u>3,750,000</u>	<u>Common</u>	<u>0.01</u>	<u>Yes</u>	<u>Nicholas Manos</u>	<u>Purchase</u>	<u>Restricted</u>	<u>Rule 506(b) Regulation D</u>
<u>02-28-2025</u>	<u>New Issuance</u>	<u>2,000,000</u>	<u>Common</u>	<u>0.01</u>	<u>Yes</u>	<u>Svetlana Sonia Vaknin</u>	<u>Purchase</u>	<u>Restricted</u>	<u>Rule 506(b) Regulation D</u>
<u>02-28-2025</u>	<u>New Issuance</u>	<u>4,000,000</u>	<u>Common</u>	<u>0.01</u>	<u>Yes</u>	<u>Gary Hall</u>	<u>Purchase</u>	<u>Restricted</u>	<u>Rule 506(b) Regulation D</u>
<u>02-28-2025</u>	<u>New Issuance</u>	<u>1,000,000</u>	<u>Common</u>	<u>0.01</u>	<u>Yes</u>	<u>Greg Sutor</u>	<u>Purchase</u>	<u>Restricted</u>	<u>Rule 506(b) Regulation D</u>

<u>02-28-2025</u>	<u>New Issuance</u>	<u>3,750,000</u>	<u>Common</u>	<u>0.01</u>	<u>Yes</u>	<u>Anastasia Dellaportas</u>	<u>Purchase</u>	<u>Restricted</u>	<u>Rule 506(b) Regulation D</u>
<u>02-28-2025</u>	<u>New Issuance</u>	<u>1,000,000</u>	<u>Common</u>	<u>0.01</u>	<u>Yes</u>	<u>Stephano Manos</u>	<u>Purchase</u>	<u>Restricted</u>	<u>Rule 506(b) Regulation D</u>
<u>02-28-2025</u>	<u>New Issuance</u>	<u>1,000,000</u>	<u>Common</u>	<u>0.01</u>	<u>Yes</u>	<u>Patricia Manos</u>	<u>Purchase</u>	<u>Restricted</u>	<u>Rule 506(b) Regulation D</u>
<u>02-28-2025</u>	<u>New Issuance</u>	<u>1,000,000</u>	<u>Common</u>	<u>0.01</u>	<u>Yes</u>	<u>Alexia Manos</u>	<u>Purchase</u>	<u>Restricted</u>	<u>Rule 506(b) Regulation D</u>
<u>02-28-2025</u>	<u>New Issuance</u>	<u>2,500,000</u>	<u>Common</u>	<u>0.01</u>	<u>Yes</u>	<u>Joshua Hartway</u>	<u>Purchase</u>	<u>Restricted</u>	<u>Rule 506(b) Regulation D</u>
<u>02-28-2025</u>	<u>New Issuance</u>	<u>1,500,000</u>	<u>Common</u>	<u>0.01</u>	<u>Yes</u>	<u>Kirk Stover</u>	<u>Purchase</u>	<u>Restricted</u>	<u>Rule 506(b) Regulation D</u>
<u>02-28-2025</u>	<u>New Issuance</u>	<u>7,500,000</u>	<u>Common</u>	<u>0.01</u>	<u>Yes</u>	<u>Colin Tiltack</u>	<u>Purchase</u>	<u>Restricted</u>	<u>Rule 506(b) Regulation D</u>
<u>02-28-2025</u>	<u>New Issuance</u>	<u>2,500,000</u>	<u>Common</u>	<u>0.01</u>	<u>Yes</u>	<u>Gerard J. Lawlor</u>	<u>Purchase</u>	<u>Restricted</u>	<u>Rule 506(b) Regulation D</u>
<u>02-28-2025</u>	<u>New Issuance</u>	<u>2,500,000</u>	<u>Common</u>	<u>0.01</u>	<u>Yes</u>	<u>Laurie E. Lawlor</u>	<u>Purchase</u>	<u>Restricted</u>	<u>Rule 506(b) Regulation D</u>
<u>02-28-2025</u>	<u>New Issuance</u>	<u>1,000,000</u>	<u>Common</u>	<u>0.01</u>	<u>Yes</u>	<u>MDH Data Inc. (Mark A. Hinchcliffe)</u>	<u>Purchase</u>	<u>Restricted</u>	<u>Rule 506(b) Regulation D</u>
<u>02-28-2025</u>	<u>New Issuance</u>	<u>500,000</u>	<u>Common</u>	<u>0.01</u>	<u>Yes</u>	<u>Samantha Sapi</u>	<u>Purchase</u>	<u>Restricted</u>	<u>Rule 506(b) Regulation D</u>
<u>02-28-2025</u>	<u>New Issuance</u>	<u>500,000</u>	<u>Common</u>	<u>0.01</u>	<u>Yes</u>	<u>Louis G. Sapi, Jr.</u>	<u>Purchase</u>	<u>Restricted</u>	<u>Rule 506(b) Regulation D</u>

<u>03-19-2025</u>	<u>New Issuance</u>	<u>200,000</u>	<u>Common</u>	<u>0.0373</u>	<u>No</u>	<u>Arthur Joseph</u>	<u>Consideration for Advisory Services</u>	<u>Restricted</u>	<u>Securities Act of 1933, Section 4(a)(2)</u>
<u>03-21-2025</u>	<u>New Issuance</u>	<u>200,000</u>	<u>Common</u>	<u>0.036</u>	<u>No</u>	<u>Chong Ahn</u>	<u>Consideration for Advisory Services</u>	<u>Restricted</u>	<u>Securities Act of 1933, Section 4(a)(2)</u>
<u>03-21-2025</u>	<u>New Issuance</u>	<u>200,000</u>	<u>Common</u>	<u>0.036</u>	<u>No</u>	<u>Mike McVay</u>	<u>Consideration for Advisory Services</u>	<u>Restricted</u>	<u>Securities Act of 1933, Section 4(a)(2)</u>
<u>03-28-2025</u>	<u>New Issuance</u>	<u>200,000</u>	<u>Common</u>	<u>0.0348</u>	<u>No</u>	<u>Mike Golic</u>	<u>Consideration for Advisory Services</u>	<u>Restricted</u>	<u>Securities Act of 1933, Section 4(a)(2)</u>
<u>04-03-2025</u>	<u>New Issuance</u>	<u>200,000</u>	<u>Common</u>	<u>0.027</u>	<u>No</u>	<u>Jeff Mauro</u>	<u>Consideration for Advisory Services</u>	<u>Restricted</u>	<u>Securities Act of 1933, Section 4(a)(2)</u>
<u>04-13-2025</u>	<u>New Issuance</u>	<u>833,333</u>	<u>Common</u>	<u>0.03</u>	<u>Yes</u>	<u>Tyler Robert Smilsky</u>	<u>Purchase</u>	<u>Restricted</u>	<u>Rule 506(c) Regulation D</u>
<u>04-14-2025</u>	<u>New Issuance</u>	<u>666,667</u>	<u>Common</u>	<u>0.03</u>	<u>Yes</u>	<u>Amry Packaging Inc.</u>	<u>Purchase</u>	<u>Restricted</u>	<u>Rule 506(c) Regulation D</u>
<u>04-15-2025</u>	<u>New Issuance</u>	<u>1,666,667</u>	<u>Common</u>	<u>0.03</u>	<u>Yes</u>	<u>Nenad Zlatek and Heather Zlatek, JTWROS</u>	<u>Purchase</u>	<u>Restricted</u>	<u>Rule 506(c) Regulation D</u>
<u>04-24-2025</u>	<u>New Issuance</u>	<u>1,666,667</u>	<u>Common</u>	<u>0.03</u>	<u>Yes</u>	<u>Lehn Goetz and Richard Goetz, JTWROS</u>	<u>Purchase</u>	<u>Restricted</u>	<u>Rule 506(c) Regulation D</u>
<u>7/3/2025</u>	<u>new</u>	<u>166,667</u>	<u>Common</u>	<u>0.03</u>	<u>Yes</u>	<u>Iryna Tylna</u>	<u>Purchase</u>	<u>Restricted</u>	<u>Rule 506(c) Reg D</u>
<u>7/30/2025</u>	<u>New</u>	<u>3,333,333</u>	<u>Common</u>	<u>0.03</u>	<u>Yes</u>	<u>Mark Lindsey</u>	<u>Purchase</u>	<u>Restricted</u>	<u>Rule 506(c) Reg D</u>
<u>8/7/2025</u>	<u>New</u>	<u>333,333</u>	<u>Common</u>	<u>0.03</u>	<u>Yes</u>	<u>Vlad Malovic</u>	<u>Purchase</u>	<u>Restricted</u>	<u>Rule 506© Reg D</u>

Shares Outstanding on Date of This Report:

Ending Balance:

Date 09-30-2025 Common: 513,176,968

Preferred: 2,500,000



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

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

Shareholders of Scenebot, Inc.:

<u>Name</u>	<u>Number of shares issued</u>
Dutra International Inc. (Antonio Dutra)	77,000,000
Steve Mandell	77,000,000
Stuart Paul Alexander and Krisha Bullock Alexander Trustees of the Alexander Living Trust dated September 16, 2024, and any amendments thereto (Stuart Alexander)	63,500,000
The Breladdi Irrevocable Trust (Mike Hennessy)	28,750,000
Larry Lafond	2,000,000
William Mann	825,000
Sat Bisla	825,000
NetCapital Funding Portal, Inc.	100,000

B. Convertible Debt

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

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

Date of Note Issuance	Principal Amount at Issuance (\$)	Outstanding Balance (\$) (include accrued interest)	Maturity Date	Conversion Terms (e.g., pricing mechanism for determining conversion of instrument to shares)	# Shares Converted to Date	# of Potential Shares to be Issued Upon Conversion⁵	Name of Noteholder (entities must have individual with voting / investment control disclosed). ⁵	Reason for Issuance (e.g., Loan, Services, etc.)

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

N/A

⁵ The total number of shares that can be issued upon full conversion of the Outstanding Balance. The number should not factor any "blockers" or limitations on the percentage of outstanding shares that can be owned by the Noteholder at a particular time. For purposes of this calculation, please use the current market pricing (e.g. most recent closing price, bid, etc.) of the security if conversion is based on a variable market rate.

4) Issuer's Business, Products and Services

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

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

Developing and marketing the Stargaze Stage talent and entertainment app and entertainment events.

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

Scenebot, Inc., a California corporation

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

The Stargaze Stage talent and entertainment app and entertainment events.

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.

Issuer has no such assets as to properties or facilities.

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

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

In addition, list all individuals or entities controlling 5% or more of any class of the issuer's securities.

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

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

Individual Name (First, Last) or Entity Name (Include names of control person(s) if a corporate entity)	Position/Company Affiliation (ex: CEO, 5% Control person)	City and State (Include Country if outside U.S.)	Number of Shares Owned (List common, preferred, warrants and options separately)	Class of Shares Owned	Percentage of Class of Shares Owned (undiluted)
Scenebot, Inc. Antonio Dutra Steve Mandell Stuart Alexander Mike Hennesey	5% or more owner	Los Angeles, California	25,000,000	Common	4.9%
			2,500,000	Preferred	100.0%
Steve Mandell	Chief Executive Officer/Director	Chicago, Illinois	77,000,000	Common	15.2%
Steven Gintowt	Chief Financial Officer	San Diego, California	0	N/A	0%
Antonio Dutra	Corporate Secretary/Chairperson	Toronto, Ontario, Canada	77,000,000	Common	15.2%
Stuart Alexander	Director	Los Angeles, California	63,500,000	Common	12.5%
Louis Sapi, Sr.	5% or more owner	Mono, Ontario, Canada	44,771,629	Common	8.8%
Mike Hennesey ⁶	5% or more owner	Thousand Oaks, California	28,750,000	Common	5.7%

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

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

⁶ Shares held through The Breladdi Irrevocable Trust.

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. If any updates are needed to your public company profile, update your company profile.

Securities Counsel

Name:	FitzGerald Kreditor Bolduc Risbrough LLP
Address 1:	2 Park Plaza, Suite 850
Address 2:	Irvine, CA 92614
Phone:	949-788-8900
Email:	securities@fkbrlegal.com

Accountant or Auditor

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.

N/A

9) Disclosure & Financial Information

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

Name: Steve Mandell
Title: CEO
Relationship to Issuer: Officer and 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: Murray Goldenberg
Title: Accountant
Relationship to Issuer: Consultant

Describe the qualifications of the person or persons who prepared the financial statements:⁷

Certified Public Accountant with over 20 years' accounting experience

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, Steve Mandell certify that:

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

November 14, 2025

/s/ Steve Mandell

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

⁷ 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.

Principal Financial Officer:

I, Steven Gintowt certify that:

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

November 14, 2025

/s/ Steven Gintowt

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

Stargaze Entertainment Group, Inc. and Subsidiary

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Stargaze Entertainment Group, Inc. and Subsidiary
Consolidated Balance Sheets
(unaudited)

	<u>September 30</u> 2025	<u>December 31</u> 2024
Assets		
Current Assets		
Cash	\$ 96,626	\$ 208,697
Total current assets	<u>96,626</u>	<u>208,697</u>
Total assets	<u><u>\$ 96,626</u></u>	<u><u>\$ 208,697</u></u>
Liabilities and Shareholders' Deficit		
Current Liabilities		
Accounts payable and accrued expenses	\$ 14,191	\$ 61,360
Common stock payable	-	105,000
Loans payable	<u>165,000</u>	<u>165,000</u>
Total current liabilities	<u>179,191</u>	<u>331,360</u>
Stockholders' Deficit		
Preferred shares, no par value, 10,000,000 authorized	0	0
Convertible preferred shares, series A, no par value 2,500,000 designated, 2,500,000 issued and outstanding	250.00	250
Common shares, no par value, 990,000,000 authorized 513,176,968 and 398,738,673 issued and outstanding on September 30, 2025 and December 31, 2024	-	-
Additional paid in capital	1,343,523	955,412
Accumulated deficit	<u>(1,426,338)</u>	<u>(1,078,325)</u>
Total stockholders' deficit	<u>(82,565)</u>	<u>(122,663)</u>
Total liabilities and stockholders' deficit	<u><u>\$ 96,626</u></u>	<u><u>\$ 208,697</u></u>

(the accompanying notes are an integral part of these unaudited financial statements)

Stargaze Entertainment Group, Inc. and Subsidiary
Consolidated Statements of Operations
(unaudited)

	For the Three Months Ended September 30		For the Nine Months Ended September 30	
	2025	2024	2025	2024
Revenue	\$ -	\$ -	\$ 1,343	\$ -
Cost of revenue				
Application development	-	-	192,000	-
Total cost of revenue	-	-	192,000	-
Gross (loss)	-	-	(190,657)	-
Operating expenses				
Administrative costs	41,100	-	94,764	3,029
Consulting fees	-	-	250,820	223,858
Legal fees	8,520	-	238,859	-
Marketing	-	-	45,000	-
Total operating expenses	49,619	-	629,442	226,887
Loss from operations	49,619	-	(820,099)	(226,887)
Other expenses				
Interest	1,650	-	5,622	-
Total other expenses	1,650	-	(5,622)	-
Net loss	\$ (51,269)	\$ -	\$ (825,721)	\$ (226,887)
Loss per share, basic and diluted				\$ (0.00)
Weighted average number of shares, basic and diluted				123,733,673

(the accompanying notes are an integral part of these unaudited consolidated financial statements)

Stargaze Entertainment Group, Inc and Subsidiary
Consolidated Statement of Shareholder Deficit
For the Nine and Three Months Ended September 30, 2025 and 2024
(unaudited)

	Series A Convertible Preferred		Common		Additional Paid in Capital	Accumulated Deficit	Total Shareholder's Deficit
	shares	amount	shares	amount			
Balances, January 1, 2025	2,500,000	\$ 250	470,010,302	\$ -	\$ 955,412	\$ (1,078,325)	\$ (122,663)
Stock issued for services	-	-	3,800,000	-	250,820	-	250,820
Stock issued for cash	-	-	28,866,666	-	175,000	-	175,000
Issuance of common stock to reconcile	-	-	10,500,000	-	(37,709)	-	(37,709)
Net loss for the nine months	-	-	-	-	-	(825,721)	(825,721)
Balances, September 30, 2025	2,500,000	\$ 250	513,176,968	\$ -	\$ 1,343,523	\$ (1,904,046)	\$ (560,273)
Balances, June 30, 2025	2,500,000	\$ 250	501,810,302	\$ -	\$ 1,153,524	\$ (1,387,562)	\$ (233,788)
Shares issued for cash	-	\$ -	11,366,666	-	\$ 189,999	\$ -	-
Net loss for the three months	-	-	-	-	-	(51,269)	(51,269)
Balances, September 30, 2025	2,500,000	\$ 250	513,176,968	\$ -	\$ 1,343,523	\$ (1,438,831)	\$ (285,057)
Balances, January 1, 2024	2,500,000	\$ 250	123,733,673	\$ 123,734	\$ 2,098,545	\$ (1,909,383)	\$ 315,386
Net loss for the nine months	-	-	-	-	-	(226,887)	(226,887)
Balances, September 30, 2024	2,500,000	\$ 250	123,733,673	\$ 123,734	\$ 2,098,545	\$ (2,136,270)	\$ 88,500
Balances, June 30, 2024	2,500,000	\$ 250	373,738,673	\$ 12,374	\$ 300,650	\$ (312,263)	\$ 911
Loss for the three months	-	-	-	-	-	-	-
Balances, September 30, 2024	2,500,000	\$ 250	373,738,673	\$ 12,374	\$ 300,650	\$ (312,263)	\$ 911

(the accompanying notes are an integral part of these unaudited consolidated financial statements)

Stargaze Entertainment Group, Inc. and Subsidiary
Consolidated Statement of Cash Flows
(unaudited)

	For the Nine Months Ended September 30 2025	For the Year Ended December 31 2024
Operating activities		
Net loss	\$ (825,721)	\$ (766,437)
Adjustments to reconcile net loss to net cash used in operations:		
Recapitalization	-	(266,470)
Stock issued for services	250,820	223,858
Change in operating assets and liabilities		
Decrease in accounts payable	(47,169)	61,360
Net cash used in operating activities	<u>(622,070)</u>	<u>(747,689)</u>
Financing activities		
Proceeds from cash advances	74,970	165,000
Proceeds from common stock payable	(105,000)	105,000
Proceeds from common shares issued for cash	-	200,000
Proceeds from common stock payable for cash	-	265,000
Contributed capital from related party	-	220,000
Proceeds from common stock issued for cash	265,000	-
Net cash provided by financing activities	<u>234,970</u>	<u>955,000</u>
Net increase (decrease) in cash	(112,071)	207,311
Cash - beginning of period	<u>208,697</u>	<u>1,386</u>
Cash - end of period	<u>\$ 96,626</u>	<u>\$ 208,697</u>
Supplemental disclosure of non - cash investing and financing activities	<u>\$ 266,470</u>	<u>\$ -</u>
	<u>\$ -</u>	<u>\$ -</u>

(the accompanying notes are an integral part of these unaudited consolidated financial statements)

Note 1 - Organization and Nature of Operations

Organization and Nature of Operations

Stargaze Entertainment Group Inc. (“Stargaze,” “STGZ” or the “Company”) is an entertainment company focused on the creation, production and distribution of music, films and television shows. The Company was originally incorporated under the laws of New York on June 18, 1999. The Company redomiciled from New York to Wyoming on October 1, 2024.

SceneBot, Inc. (“SBI”) is a social media app for performing artists, the application was free to use but offered a pro plan for \$19.95/year that allowed artists to receive direct feedback on their skills from industry professionals and also gave extra perks on the platform.

Reverse Recapitalization and Change in Control Transactions

On May 14, 2024, SBI gained control of STGZ, a then public shell corporation, with SBI becoming the surviving corporation, in a transaction treated as a reverse recapitalization.

Since STGZ had insignificant operations prior to the transaction and SBI acquired voting control, this transaction qualifies as a reverse recapitalization under ASC 805-40. SBI is considered the successor to substantially all of the operations of STGZ.

In the reverse recapitalization, the principal controlling stockholder of STGZ sold their existing 25,000,000 shares of common stock and 2,500,000 shares of Series A, convertible preferred stock (“A-PS”) to SBI in exchange for consideration totaling \$260,000 (\$50,000 in cash and the repayment of certain STGZ debts totaling \$210,000). The A-PS gave SBI 150 votes per share (400,000,000 total votes via preferred and common stock acquired), therefore voting control of STGZ. The A-PS also had conversion rights equivalent to 150 shares of common stock for each share of A-PS held.

Additionally, the Company executed a consulting agreement with this principal controlling stockholder for \$30,000, which was not considered part of the recapitalization consideration.

The transaction also requires a recapitalization of STGZ. Since SBI acquired a controlling voting interest, it was deemed the accounting acquirer, while STGZ was deemed the legal acquirer. The historical financial statements of the Company are those of SBI and of the consolidated entities from the date of recapitalization and subsequent.

Stargaze Entertainment Group, Inc. and Subsidiary
Notes to Unaudited Consolidated Financial Statements
September 30, 2025

The Company did not recognize goodwill or any intangible assets in connection with this change in control transaction.

On February 7, 2025, the Company executed an asset purchase agreement, whereby, STGZ issued 250,000,000 shares of common stock in exchange for all remaining assets of SBI. The assets acquired consisted solely of intellectual property with a fair value of \$0.

Since SBI's control was initially established in May 2024, and consistent with ASC 805-40-45-1, the issuance of additional shares by STGZ to SBI in 2025 (noted above) is considered additional recapitalization consideration rather than a new acquisition and will have no net effect on stockholders deficit. In the accompanying consolidated financial statements, these shares are reflected as issued and outstanding from the earliest period presented in the accompanying consolidated financial statements.

In connection with the change in control transaction described below, the Company retained the name of the legal acquirer STGZ.

Basis of Presentation

The accompanying unaudited consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP").

Liquidity and Going Concern

As reflected in the accompanying consolidated financial statements, for the nine months ended September 30, 2025, the Company had:

- Net loss of \$825,721; and
Net cash used in operations was \$622,070

Additionally, at Septemb30, 2025, the Company

had:

- Cash on hand of \$96,626
- Accumulated deficit of \$1,426,338
- Stockholders' deficit of \$82,565; and
- Working capital deficit of \$82,565

Stargaze Entertainment Group, Inc. and Subsidiary
Notes to Unaudited Consolidated Financial Statements
September 30, 2025

The Company anticipates that it will need to raise additional capital in order to continue to fund its operations. The Company has relied on related parties for the debt based funding of its operations as well as third party equity based financing. There is no assurance that the Company will be able to obtain funds on commercially acceptable terms, if at all. There is also no assurance that the amount of funds the Company might raise will enable the Company to complete its initiatives or attain profitable operations.

The Company's operating needs include the planned costs to operate its business, including amounts required to fund working capital and other necessary operational capital expenditures. The Company's future capital requirements and the adequacy of its available funds will depend on many factors, including the Company's ability to successfully expand to new markets, competition, and the need to enter into collaborations with other companies or acquire other companies to enhance or complement its product and service offerings.

There can be no assurances that financing will be available on terms which are favorable, or at all. If the Company is unable to raise additional funding to meet its working capital needs in the future, it will be forced to delay, reduce, or cease its operations.

Management has evaluated the Company's financial condition and liquidity in accordance with Accounting Standards Codification (ASC) 205-40, Presentation of Financial Statements—Going Concern, which requires management to assess whether there is substantial doubt about the Company's ability to continue as a going concern within one year after the date the financial statements are issued. This assessment considers the Company's inability to generate sufficient revenues from the sales of its products and services, current financial position, results of operations (significant losses since inception), capital structure, cash flow forecasts, and funding obligations.

These factors create substantial doubt about the Company's ability to continue as a going concern within the twelve-month period subsequent to the date that these financial statements are issued.

The consolidated financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern. Accordingly, the financial statements have been prepared on a basis that assumes the Company will continue as a going concern and which contemplates the realization of assets and satisfaction of liabilities and commitments in the ordinary course of business.

Management's strategic plans include the following:

- Expand into new and existing markets;
- Obtain additional debt and/or equity based financing for growth;
- Collaborations with other operating businesses for strategic opportunities; and

Stargaze Entertainment Group, Inc. and Subsidiary
Notes to Unaudited Consolidated Financial Statements
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- Acquire other businesses to enhance or complement our current business model while accelerating our growth.

Note 2 - Summary of Significant Accounting Policies

Principles of Consolidation

The consolidated financial statements have been prepared in accordance with U.S. GAAP and include the accounts of the Company and its wholly owned subsidiaries. The Company consolidates entities where it has a controlling financial interest, as defined by ASC 810, "Consolidation".

In accordance with ASC 810-10, consolidation applies to:

- Entities with more than 50% voting interest, unless control is not with the Company; and
- Variable Interest Entities (VIEs), where the Company is the primary beneficiary, possessing both (i) power over significant activities and (ii) the obligation to absorb losses or receive benefits.

All intercompany transactions and balances are eliminated in consolidation per ASC 810-10-45. The Company continuously evaluates its investments and relationships to assess consolidation requirements.

Business Combinations, Asset Acquisitions, and Reverse Acquisitions

The Company accounts for acquisitions in accordance with ASC 805, "Business Combinations," and applicable SEC reporting requirements under Regulation S-X, Rule 3-05 and Regulation S-K, Items 101 and 303. Transactions qualifying as business combinations are accounted for under the acquisition method, while those classified as asset acquisitions follow the guidance in ASC 805-50. Additionally, the Company evaluates whether a transaction qualifies as a reverse acquisition under ASC 805-40 and applies the appropriate accounting and disclosure requirements.

Business Combinations

For transactions classified as business combinations, the Company:

- Recognizes and measures identifiable assets acquired, liabilities assumed, and non-controlling interests at their fair values at the acquisition date (ASC 805-20-25- 1).

Stargaze Entertainment Group, Inc. and Subsidiary
Notes to Unaudited Consolidated Financial Statements
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- Records goodwill as the excess of the fair value of consideration transferred over the fair value of net assets acquired, including any previously held equity interests (ASC 805-30-30-1).
- Expenses acquisition-related costs as incurred, per ASC 805-10-25-23.
- Uses preliminary purchase price allocations, with adjustments permitted within the measurement period (not exceeding one year) per ASC 805-10-25-13. Adjustments beyond the measurement period are recorded in earnings.

Significant judgments in fair value determinations include:

- Intangible asset valuations, based on estimates of future cash flows and discount rates.
- Useful life assessments, impacting amortization and financial results.
- Contingent consideration, which is re-measured at fair value through earnings per ASC 805-30-35-1.

For SEC registrants, Regulation S-X, Rule 3-05 may require audited financial statements of the acquired business if the acquisition is significant. The determination of significance follows Rule 1-02(w) of Regulation S-X, which considers investment, asset, and income tests.

Asset Acquisitions

For transactions classified as asset acquisitions under ASC 805-50, the Company:

- Applies the "screen test" to determine whether substantially all of the fair value of gross assets acquired is concentrated in a single identifiable asset or group of similar assets (ASC 805-10-55-3A).
- Allocates the purchase price using a cost accumulation model, assigning costs to acquired assets based on their relative fair values (ASC 805-50-30-3).
- Capitalizes direct acquisition costs as part of the asset's cost, unlike business combinations where such costs are expensed (ASC 805-50-25-1).

The classification between business combinations and asset acquisitions requires significant judgment, particularly when applying the screen test. Incorrect classification can materially impact:

- The recognition of goodwill (only in business combinations).
- The measurement and presentation of acquired assets and assumed liabilities.
- The Company's financial position and results of operations.

Stargaze Entertainment Group, Inc. and Subsidiary
Notes to Unaudited Consolidated Financial Statements
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Reverse Acquisitions

A reverse acquisition occurs when the entity that issues securities (the legal acquirer) is identified as the accounting acquiree, and the entity whose equity interests are acquired (the legal acquiree) is identified as the accounting acquirer under ASC 805-40, "Reverse Acquisitions."

Accounting for Reverse Acquisitions

- The legal acquiree (accounting acquirer) is treated as the continuing reporting entity, and its assets, liabilities, and operations are measured at historical cost.
- The legal acquirer (accounting acquiree) is recognized at fair value, similar to a business combination.
- No goodwill is recognized, as the transaction is considered a capital reorganization rather than an acquisition of a business per ASC 805-40-30-2.
- The equity structure (common stock and additional paid-in capital) is adjusted to reflect that of the legal acquirer, but the retained earnings balance is that of the accounting acquirer.

Disclosure Requirements for Reverse Acquisitions

Under SEC Regulation S-X, Rule 3-05, and Regulation S-K, Items 101 and 303, the Company must disclose:

- A detailed description of the transaction, including how control was obtained.
- A comparative analysis of financial statements before and after the acquisition.
- Pro forma financial information in accordance with Regulation S-X, Article 11, showing the impact of the transaction as if it had occurred at the beginning of the reporting period.
- Changes in governance, management, and operations post-acquisition.

For SEC registrants, a reverse merger with a public shell company may also trigger "Super 8-K" reporting requirements under SEC Form 8-K, Item 2.01, requiring disclosure within four business days of the transaction closing.

Regulatory and Financial Reporting Considerations

For SEC registrants, acquisitions may trigger additional disclosure and reporting requirements:

- Regulation S-X, Rule 3-05: Requires separate financial statements of the acquired business if it meets significance thresholds under Rule 1-02(w).
- Regulation S-K, Item 101: Requires disclosure of the impact of material acquisitions on the Company's business operations.

Stargaze Entertainment Group, Inc. and Subsidiary
Notes to Unaudited Consolidated Financial Statements
September 30, 2025

- Regulation S-K, Item 303: Mandates discussion of the impact of acquisitions on the Company's financial condition and results of operations in Management's Discussion and Analysis (MD&A).
- Regulation S-X, Article 11: Requires pro forma financial statements if the acquisition is significant.
- Form 8-K, Item 2.01: Immediate reporting requirements for material acquisitions, including reverse mergers.

The Company continuously evaluates acquisitions, including reverse acquisitions, to ensure proper classification and compliance with ASC 805, SEC reporting requirements, and regulatory guidance.

Business Segments and Expense Disclosure

The Company follows ASC 280, Segment Reporting, which requires public entities to report financial and descriptive information about their reportable operating segments.

ASC 280-10-50-1 states that an operating segment is a component of a public entity that:

- Engages in business activities from which it may earn revenues and incur expenses;
- Has operating results that are regularly reviewed by the Chief Operating Decision Maker (CODM) to make decisions about resource allocation and performance assessment; and
- Has discrete financial information available.

Under ASC 280-10-50-5, a public entity is required to report separately only those operating segments that meet certain quantitative thresholds. However, as specified in ASC 280-10-50-11, if a company's business activities are managed as a single operating segment and reviewed on a consolidated basis, the company may report as a single segment. The Company has determined that it operates as one reportable segment, as its CODM reviews the business as a whole rather than by distinct business components.

Application of ASU 2023-07 – Segment Expense Disclosure Requirements

In October 2023, the FASB issued ASU 2023-07, which enhances segment reporting by requiring public entities to disclose significant segment expenses that are regularly reviewed by the CODM. However, under ASC 280-10-50-31, these requirements apply only to entities with multiple reportable segments. Since the Company operates as a single reportable segment, it is not required to disclose segment expenses separately.

Stargaze Entertainment Group, Inc. and Subsidiary
Notes to Unaudited Consolidated Financial Statements
September 30, 2025

Although ASC 280-10-50-32 allows entities to voluntarily disclose additional segment-related information, including a breakdown of expenses, the Company is not required to present individual expense categories, and has not done so, because its operations are reviewed and managed as a single segment.

Use of Estimates and Assumptions

The preparation of financial statements in conformity with U.S. Generally Accepted Accounting Principles (GAAP) requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements, and the recognition of revenues and expenses during the reporting period. Actual results may differ from these estimates, and such differences could be material.

In accordance with ASC 250-10-50-4, changes in estimates are recorded in the period in which they become known and are accounted for prospectively. The Company bases its estimates on historical experience, industry trends, and other relevant factors, incorporating both quantitative and qualitative assessments that it believes are reasonable under the circumstances.

Significant estimates for the nine months ended September 30, 2025 and 2024, respectively, include:

- Valuation of stock-based compensation
- Uncertain tax positions
- Valuation allowance on deferred tax assets

Risks and Uncertainties

The Company operates in a highly competitive industry that is subject to intense market dynamics, shifting consumer demand, and economic fluctuations. The Company's operations are exposed to significant financial, operational, and strategic risks, including potential business disruptions, supply chain constraints, and liquidity challenges.

In accordance with ASC 275, "Risks and Uncertainties," the Company evaluates and discloses risks that could materially affect its financial condition, results of operations, and business outlook. Key factors contributing to variability in sales and earnings include:

1. Industry Cyclicity (ASC 275-10-50-6) – The Company's financial performance is affected by industry trends, seasonality, and shifts in market demand.

Stargaze Entertainment Group, Inc. and Subsidiary
Notes to Unaudited Consolidated Financial Statements
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2. Macroeconomic Conditions (ASC 275-10-50-8) – Economic downturns, inflationary pressures, interest rate changes, and geopolitical risks may impact consumer purchasing behavior and the Company’s revenue streams.
3. Pricing Volatility (ASC 275-10-50-4) – The cost and availability of raw materials, supply chain disruptions, and competitive pricing pressures can lead to fluctuations in gross margins and profitability.

Given these uncertainties, the Company faces challenges in accurately forecasting financial performance and may experience material risks affecting liquidity, business continuity, and long-term strategic growth. The Company continuously assesses these risks and implements measures to mitigate their potential impact.

Fair Value of Financial Instruments

The Company accounts for financial instruments in accordance with Financial Accounting Standards Board (FASB) ASC 820, Fair Value Measurements, which establishes a framework for measuring fair value and requires 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 fair value measurement is based on the Company’s principal market or, if none exists, the most advantageous market for the asset or liability.

Fair Value Hierarchy

ASC 820 requires the use of observable inputs whenever available and establishes a three-tier hierarchy for measuring fair value:

- Level 1 – Quoted market prices (unadjusted) for identical assets or liabilities in active markets.
- Level 2 – Observable inputs other than quoted prices in active markets, such as quoted prices for similar assets and liabilities or inputs that are directly or indirectly observable.
- Level 3 – Unobservable inputs that require significant judgment, including management assumptions and estimates based on available market data.

The classification of an asset or liability within the hierarchy is based on the lowest level of input that is significant to the fair value measurement. Level 3 valuations generally require more judgment and complexity, often involving a combination of cost, market, or income approaches, as well as assumptions about market conditions, pricing, and other factors.

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Fair Value Determination and Use of External Advisors

The Company assesses the fair value of its financial instruments and, where appropriate, may engage external valuation specialists to assist in determining fair value. While management believes that recorded fair values are reasonable, they may not necessarily reflect net realizable values or future fair values.

Financial Instruments Carried at Historical Cost

The Company's financial instruments—including cash, accounts payable and accrued expenses (including related party balances)—are recorded at historical cost. As of June 30, 2025 and December 31, 2024, respectively, the carrying amounts of these instruments approximated their fair values due to their short-term maturities.

Fair Value Option Under ASC 825

ASC 825-10, Financial Instruments, permits entities to elect the fair value option for certain financial assets and liabilities. This election is made on an instrument-by-instrument basis and is irrevocable unless a new election date occurs. If elected, unrealized gains and losses are recognized in earnings at each reporting date. The Company has not elected the fair value option for any of its outstanding financial instruments.

Cash and Cash Equivalents and Concentration of Credit Risk

For purposes of the consolidated statements of cash flows, the Company considers all highly liquid instruments with a maturity of three months or less at the purchase date and money market accounts to be cash equivalents.

At September 30, 2025 and December 31, 2024, respectively, the Company did not have any cash equivalents.

The Company is exposed to credit risk on its cash and cash equivalents in the event of default by the financial institutions to the extent account balances exceed the amount insured by the FDIC, which is \$250,000.

At September 30, 2025 and December 31, 2024, respectively, the Company did not experience any losses on cash balances in excess of FDIC insured limits.

Accounts Receivable

The Company accounts for accounts receivable in accordance with FASB ASC 310, Receivables. Receivables are recorded at their net realizable value, which represents the amount management expects to collect from outstanding customer balances (ASC 310-10-35-7).

The Company extends credit to customers based on an evaluation of their financial condition and other factors. The Company does not require collateral, and interest is not accrued on overdue accounts receivable (ASC 310-10-45-4).

Allowance for Doubtful Accounts

Management periodically assesses the collectability of accounts receivable and establishes an allowance for doubtful accounts as needed. The allowance is determined based on:

- A review of outstanding accounts,
- Historical collection experience, and
- Current economic conditions (ASC 310-10-35-9).

Accounts deemed uncollectible are written off against the allowance when determined to be uncollectible (ASC 310-10-35-10).

Applicability of ASC 326 (“CECL”)

The Company has assessed the applicability of ASC 326, Financial Instruments—Credit Losses (CECL), which requires an expected credit loss model for financial assets measured at amortized cost. However, ASC 326 primarily applies to financial institutions and entities with long-term financing receivables.

Since the Company’s accounts receivable are short-term trade receivables that do not meet the scope requirements of ASC 326-20-15-2, it continues to apply the incurred loss model under ASC 310 for estimating credit losses.

For the nine months ended September 30, 2025 and 2024, the Company did not have any bad debt expense.

Bad debt expense (recovery) is recorded as a component of general and administrative expenses in the accompanying consolidated statements of operations.

Concentrations

The Company evaluates and discloses significant concentrations of risk in accordance with FASB ASC 275-10, Risks and Uncertainties. These risks may arise from customer concentrations, vendor reliance, geographic dependence, or other economic factors that could materially impact the Company's financial position, results of operations, and cash flows.

A concentration exists when a single customer, supplier, or market accounts for a significant portion (typically greater than 10%) of the Company's total revenues, accounts receivable, or vendor purchases (ASC 275-10-50-16).

Management's Risk Mitigation Strategies

To address these risks, the Company implements the following strategies:

- Diversification of Customer Base – Actively seeking new customers to reduce reliance on a small number of key accounts.
- Credit Risk Management – Regularly reviewing customer creditworthiness and adjusting credit terms as necessary.
- Supplier Contingency Planning – Identifying alternative vendors to mitigate the impact of potential supply chain disruptions.

The Company continuously monitors these risks and adjusts its business strategies to reduce its exposure to customer, credit, and supplier risks, ensuring financial stability and operational continuity.

Property and Equipment

Property and equipment are recorded at cost, net of accumulated depreciation, in accordance with ASC 360, "Property, Plant, and Equipment." Depreciation is calculated using the straight-line method over the estimated useful lives of the assets.

Repairs and maintenance expenditures that do not materially extend the useful life of an asset are expensed as incurred. Significant improvements or upgrades that increase the asset's productivity, efficiency, or useful life are capitalized.

Upon disposal or sale of property and equipment, the cost and related accumulated depreciation are removed from the accounts, and any resulting gain or loss is recognized in the statement of operations, in accordance with ASC 360-10-40-5.

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The Company evaluates the carrying value of property and equipment whenever events or changes in circumstances indicate that the asset may be impaired. If impairment indicators exist, the Company assesses recoverability based on the undiscounted future cash flows expected from the use and disposition of the asset. If the carrying amount exceeds the estimated recoverable amount, an impairment loss is recognized in accordance with ASC 360-10-35-17.

Impairment of Long-lived Assets

The Company evaluates the recoverability of long-lived assets, including identifiable intangible assets and internal-use capitalized software costs, in accordance with FASB ASC 360-10-35-15, Impairment or Disposal of Long-Lived Assets.

An impairment review is triggered when events or circumstances indicate that the carrying value of an asset group may not be recoverable. Factors considered include, but are not limited to:

- Significant changes in expected performance compared to prior forecasts,
- Changes in asset utilization, including discontinued or modified use,
- Negative industry or economic trends that impact asset value, and
- Strategic shifts in the Company's business operations (ASC 360-10-35-21).

Impairment Assessment Process

When impairment indicators exist, the Company performs a recoverability test by comparing the undiscounted future cash flows expected to be generated from the use and ultimate disposition of the asset group to its carrying amount (ASC 360-10-35-17).

- If the undiscounted cash flows exceed the carrying amount, no impairment is recognized.
- If the undiscounted cash flows are less than the carrying amount, an impairment loss is recognized, measured as the excess of the carrying amount over the fair value of the asset (ASC 360-10-35-18).

Revenue Recognition

The Company recognizes revenue in accordance with FASB ASC 606, Revenue from Contracts with Customers, as amended by Accounting Standards Update (ASU) 2014-09. Under ASC 606, revenue is recognized when control of the promised goods or services is transferred to the customer in an amount that reflects the consideration the Company expects to receive in exchange for those goods or services.

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The Company generates revenue from the sale of social media application plans, which can be purchased as a one-time transaction. Revenues are recognized at the time of payment/delivery.

The Company follows the five-step revenue recognition model outlined in ASC 606-10-05-4:

1. Identify the Contract with a Customer

A contract exists when the following criteria are met, per ASC 606-10-25-1:

- The contract creates enforceable rights and obligations between the Company and the customer.
- The contract has commercial substance (i.e., it affects the Company's cash flows).
- The payment terms are identified, and the consideration is determinable.
- It is probable that the Company will collect the consideration in exchange for the goods or services transferred.

The Company's customer contracts meet these criteria. Collectability is assessed based on historical customer payment trends and credit risk in accordance with ASC 606-10-25-5.

2. Identify the Performance Obligations in the Contract

A performance obligation is a distinct good or service promised in the contract that is both capable of being distinct and distinct in the context of the contract, per ASC 606-10-25-19. The Company has determined that its contracts, based on sales type, contain one single distinct performance obligation:

- Social media application – Upon providing access to the application, which occurs simultaneously with the collection of payment, revenue is recognized at the point of delivery.

This performance obligation is not bundled or combined, as the service is separately identifiable, in accordance with ASC 606-10-25-22.

3. Determine the Transaction Price

The transaction price is the amount of consideration the Company expects to receive in exchange for transferring goods or services to the customer, per ASC 606-10-32-2.

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The Company's transaction price considerations include:

- Fixed consideration – Prices are clearly stated and do not vary based on performance.
- No variable consideration – The Company does not formally offer refunds, rebates, or pricing incentives.
- No financing component – Payments are made upon signing up for the service per ASC 606-10-32-15.

4. Allocate the Transaction Price to Performance Obligations

For contracts with a single performance obligation, the entire transaction price is allocated to that obligation, per ASC 606-10-32-40.

If a contract included multiple performance obligations, the transaction price would be allocated based on relative standalone selling prices ("SSP") as required by ASC 606-10-32-28. The standalone selling price is determined based on observable sales data.

The Company's social media application sales have a distinct standalone selling price, eliminating the need for allocation adjustments.

5. Recognize Revenue When (or As) Performance Obligations Are Satisfied

Revenue is recognized at the point in time when control over a product or service is transferred to the customer, in accordance with ASC 606-10-25-30.

- Social media application sales: Control transfers at the time of payment, at which point revenue is recognized.

The Company does not recognize revenue based on customer invoicing dates; instead, it ensures revenue recognition aligns with the actual satisfaction of performance obligations per ASC 606-10-25-31.

Principal vs. Agent Considerations

In evaluating whether the Company acts as a principal or an agent in its fuel sales transactions, the Company applies the guidance in ASC 606-10-55-36 through 55-40.

The Company has determined that it is the principal in these transactions based on the following factors:

- The Company controls the social media application before access is transferred to the customer.

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- The Company has discretion in pricing, as it sets the selling price of the social media application.
- The Company is responsible for fulfilling the obligation of providing access to the social media application to the customer.
- The Company is exposed to inventory risk – not applicable

Based on these factors, the Company recognizes revenue on a gross basis, as it is the principal in social media application sales transactions in accordance with ASC 606-10-55-37A.

Summary of Compliance with ASC 606 and ASU Updates

<u>Revenue Stream</u>	<u>Performance Obligation</u>	<u>Recognition Timing</u>	<u>Consideration Type</u>
Social media application	Provide access to user	At time of delivery/payment	Fixed price

Contract Liabilities (Deferred Revenue)

Contract liabilities represent amounts received from customers before the satisfaction of performance obligations, which are subsequently recognized as revenue upon fulfillment. Under ASC 606-10-45-2, the Company discloses contract balances related to deferred revenue when applicable. Any prepayments received for fuel deliveries or memberships are classified as contract liabilities until revenue recognition criteria are met.

As of September 30, 2025 and December 31, 2024, the Company had \$0 deferred revenue.

Income Taxes

The Company accounts for income taxes using the asset and liability method prescribed by FASB ASC 740, Income Taxes. Under this method, deferred tax assets and liabilities are recognized for the future tax consequences of differences between the financial reporting and tax bases of assets and liabilities. These amounts are measured using enacted tax rates expected to apply in the periods when temporary differences reverse (ASC 740-10-30-8).

The effect of a change in tax rates on deferred tax balances is recognized as income or expense in the period that includes the enactment date (ASC 740-10-45-4).

Uncertain Tax Positions

The Company evaluates uncertain tax positions in accordance with ASC 740-10-25, which requires that a tax position be recognized in the financial statements only if it is more likely than not (greater than 50% likelihood) to be sustained upon examination by tax authorities. As of December 31, 2024 and 2023, respectively, the Company had no uncertain tax positions that qualified for recognition or disclosure in the financial statements (ASC 740-10-50-15).

The Company also recognizes interest and penalties related to uncertain tax positions in other expense in the consolidated statement of operations (ASC 740-10-45-25). No interest and penalties were recorded for the nine months ended September 30, 2025 and December 31, 2024.

Valuation of Deferred Tax Assets

The Company's deferred tax assets include certain future tax benefits, such as net operating losses (NOLs), tax credits, and deductible temporary differences. Under ASC 740-10-30-5, a valuation allowance is required if it is more likely than not that some portion, or all, of the deferred tax assets will not be realized.

The Company reviews the realizability of deferred tax assets on a quarterly basis, or more frequently if circumstances warrant, considering both positive and negative evidence (ASC 740-10-30-16).

Factors Considered in Valuation Allowance Assessment

The Company evaluates multiple factors in determining whether a valuation allowance is necessary, including:

- Historical earnings trends (cumulative pre-tax income or losses in the most recent three-year period)
- Future financial projections, including expected taxable income based on long-term estimates of business performance and market conditions

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- Statutory carryforward periods for net operating losses and other deferred tax assets
- Prudent and feasible tax planning strategies that could impact the realization of deferred tax assets
- Nature and predictability of temporary differences and the timing of their reversal
- Sensitivity of financial forecasts to external factors such as commodity prices, market demand, and operational risks

While cumulative three-year losses are a strong indicator that a valuation allowance may be needed, ASC 740-10-30-23 states that a valuation allowance determination is not solely based on past losses—all available positive and negative evidence must be considered.

Valuation Allowance Determination

At September 30, 2025 and December 31, 2024, respectively, the Company recorded a full valuation allowance against its deferred tax assets, resulting in a net carrying amount of \$0. This determination was based on cumulative losses in recent years and the lack of sufficient positive evidence to support the realization of deferred tax assets in the near term (ASC 740-10-30-24).

The Company will continue to evaluate its valuation allowance each reporting period and will recognize deferred tax assets in the future if sufficient positive evidence emerges to support their realization.

Advertising Costs

Advertising costs are expensed as incurred, in accordance with ASC 720-35, "Advertising Costs." These costs are recognized as operating expenses in the period in which they are incurred and are classified within general and administrative expenses in the consolidated statements of operations.

The Company does not capitalize direct-response advertising costs, as they do not meet the criteria for deferral under ASC 720-35-25-1.

The Company recognized \$45,000 and \$0 in marketing and advertising costs during the nine months ended March 31, 2025 and the year ended December 31, 2024, respectively.

Stock-Based Compensation

The Company accounts for stock-based compensation in accordance with ASC 718, "Compensation – Stock Compensation," using the fair value-based method. Under this guidance, compensation cost is measured at the grant date based on the fair value of the award and is recognized over the requisite service period, typically the vesting period.

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ASC 718 establishes accounting standards for transactions in which an entity exchanges its equity instruments for goods or services. It also applies to transactions where an entity incurs liabilities based on the fair value of its equity instruments or liabilities that may be settled using equity instruments.

In compliance with ASU 2018-07, the Company applies the fair value method for equity instruments granted to both employees and non-employees, aligning non-employee share-based payment accounting with that of employees. The fair value of stock-based compensation is determined as of the grant date or the measurement date (i.e., when the performance obligation is completed) and is recognized over the vesting period in accordance with ASC 718.

The Company determines the fair value of stock options using the Black-Scholes option pricing model, considering the following key assumptions:

- Exercise price – The agreed-upon price at which the option can be exercised.
- Expected dividends – The anticipated dividend yield over the expected life of the option.
- Expected volatility – Based on historical stock price fluctuations.
- Risk-free interest rate – Derived from U.S. Treasury securities with similar maturities.
- Expected life of the option – Estimated based on historical exercise patterns and contractual terms.

Additionally, the Company follows the guidance under ASU 2016-09, which introduced amendments to simplify certain accounting aspects of share-based compensation, including:

- The treatment of tax benefits and tax deficiencies in income tax reporting.
- The option to recognize forfeitures as they occur rather than estimating them upfront.
- Cash flow classification for certain tax-related transactions.

The Company continues to evaluate and apply the latest Accounting Standards Updates (ASUs) and interpretive releases related to stock-based compensation to ensure compliance with evolving financial reporting requirements.

Stock Warrants

In connection with certain financing transactions (debt or equity), consulting arrangements, or strategic partnerships, the Company may issue warrants to purchase shares of its common stock. These standalone warrants are not puttable or mandatorily redeemable by the holder and are classified as equity instruments in accordance with ASC 480, “Distinguishing Liabilities from Equity.”

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The fair value of warrants issued for compensation purposes is measured using the Black-Scholes option pricing model, consistent with the guidance in ASC 718-10-30. However, if warrants meet the definition of derivative liabilities under ASC 815, "Derivatives and Hedging," fair value is determined using a binomial pricing model or other appropriate valuation techniques, as required by ASC 815-40-15.

Accounting Treatment of Warrants

- Warrants issued in conjunction with common stock issuance are initially recorded at fair value as a reduction in Additional Paid-In Capital (APIC), in accordance with ASC 815-40-25.
- Warrants issued for services are recorded at fair value and expensed over the requisite service period or immediately upon issuance if no service period exists, as per ASC 718-10-25.
- Warrants classified as liabilities due to settlement features or pricing adjustments are re-measured at fair value each reporting period, with changes recognized in earnings, following ASC 815-40-35.

Common Stock Issuable

Common stock issuable represents shares that have been duly authorized for issuance but were not yet issued by the transfer agent as of the reporting date. In accordance with ASC 260-10-45-13, such shares are considered outstanding for purposes of computing basic and diluted earnings (loss) per share.

Common Stock Payable – Settled with Issuance of Common Stock

In accordance with ASC 505, *Equity*, and ASC 260, *Earnings Per Share*, the Company classified the proceeds as a liability under "Common Stock Payable" on the accompanying consolidated balance sheets. Consistent with the guidance in ASC 260-10-45-13, these shares are excluded from the computation of basic and diluted earnings (loss) per share until the shares are formally issued.

Basic and Diluted Earnings (Loss) per Share

The Company computes earnings per share ("EPS") in accordance with ASC 260, "Earnings Per Share." The calculation of basic EPS follows the two-class method and is determined by dividing net earnings available to common shareholders by the weighted average number of common shares outstanding, including certain other shares committed to be issued.

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Basic Earnings Per Share (EPS)

Basic EPS is calculated using the two-class method, as prescribed by ASC 260-10-45-60, and is computed as follows:

- Net earnings available to common shareholders represent net earnings to common shareholders, adjusted for the allocation of earnings to participating securities.
- Losses are not allocated to participating securities in accordance with ASC 260-10-45-61.
- The denominator includes common shares outstanding and certain other shares committed to be issued, such as restricted stock and restricted stock units (“RSUs”), for which no future service is required.

Diluted Earnings Per Share (EPS)

Diluted EPS is calculated under both the two-class method and the treasury stock method, and the more dilutive result is reported, as required by ASC 260-10-45-45.

- Diluted EPS is computed by taking the sum of:
 - Net earnings available to common shareholders
 - Dividends on preferred shares
 - Dividends on dilutive mandatorily redeemable convertible preferred shares
 - Divided by the weighted average number of common shares outstanding and certain other shares committed to be issued, plus all dilutive common stock equivalents during the period, such as:
 - Stock options
 - Warrants
 - Convertible preferred stock
 - Convertible debt
- Preferred shares and unvested share-based payment awards that contain nonforfeitable rights to dividends or dividend equivalents (whether paid or unpaid) qualify as participating securities under the two-class method, per ASC 260-10-45-62.

Net Loss Per Share Considerations

In computing net loss per share, unvested shares of common stock are excluded from the denominator, as required by ASC 260-10-45-48.

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Participating Securities & Share-Based Compensation

Restricted stock and RSUs granted as part of share-based compensation contain nonforfeitable rights to dividends and dividend equivalents, respectively. Therefore:

- Before the requisite service is rendered for the right to retain the award, these instruments meet the definition of a participating security under ASC 260-10-45-59.
- RSUs granted under an executive compensation plan, however, are not considered participating securities because the rights to dividend equivalents are forfeitable (ASC 718-10-25).

The following potentially dilutive equity securities outstanding as of June 30 2025 and December 2024 were as follows:

	<u>September 30, 2025</u>	<u>December 31, 2024</u>
Convertible Preferred stock - Series A	<u>250,000,000</u>	<u>375,000,000</u>
Total common stock equivalents	<u>250,000,000</u>	<u>375,000,000</u>

Convertible Preferred stock - Series A, is convertible at 100 shares of common stock for each share of Series A preferred stock held (2,500,000 shares issued).

Related Parties

The Company defines related parties in accordance with ASC 850, "Related Party Disclosures," and SEC Regulation S-X, Rule 4-08(k). Related parties include entities and individuals that, directly or indirectly, through one or more intermediaries, control, are controlled by, or are under common control with the Company.

Related parties include, but are not limited to:

- Principal owners of the Company.
- Members of management (including directors, executive officers, and key employees).
- Immediate family members of principal owners and members of management.
- Entities affiliated with principal owners or management through direct or indirect ownership.
- Entities with which the Company has significant transactions, where one party has the ability to exercise control or significant influence over the management or operating policies of the other.

A party is considered related if it has the ability to control or significantly influence the management or operating policies of the Company in a manner that could prevent either party from fully pursuing its own separate economic interests.

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The Company discloses all material related party transactions, including:

- The nature of the relationship between the parties.
- A description of the transaction(s), including terms and amounts involved.
- Any amounts due to or from related parties as of the reporting date.
- Any other elements necessary for a clear understanding of the transactions' effects on the financial statements.

Disclosures are made in accordance with ASC 850-10-50-1 through 50-6 and SEC Regulation S-X, Rule 4-08(k), which requires registrants to disclose material related party transactions and their effects on the financial position and results of operations.

- See Note 7 regarding contribution of capital from a board member

Recent Accounting Standards

ASU 2022-02 – Financial Instruments – Credit Losses (Topic 326): Troubled Debt Restructurings and Vintage Disclosures

In March 2022, the FASB issued ASU 2022-02, which:

- Eliminates the troubled debt restructuring (TDR) model for creditors under ASC 310, "Receivables."
- Requires enhanced vintage disclosures related to credit losses, including gross write-offs by year of origination.
- Updates the accounting guidance under ASC 326, "Financial Instruments – Credit Losses," to enhance disclosures regarding loan refinancings and restructurings for borrowers experiencing financial difficulty.

The Company adopted ASU 2022-02 on January 1, 2023. The adoption did not have a material impact on the Company's consolidated financial statements.

ASU 2023-07 – Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures

In November 2023, the FASB issued ASU 2023-07, which enhances disclosure requirements for reportable segments by:

- Requiring enhanced disclosures of significant segment expenses.
- Aligning segment reporting requirements with information regularly reviewed by management.

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The Company adopted ASU 2023-07 on January 1, 2024. The adoption did not have a material impact on the Company's consolidated financial statements.

Recently Issued Accounting Standards Not Yet Adopted

ASU 2023-09 – Income Taxes (Topic 740): Improvements to Income Tax Disclosures

In December 2023, the FASB issued ASU 2023-09, which enhances income tax disclosure requirements by:

- Standardizing and disaggregating rate reconciliation categories.
- Requiring disclosure of income taxes paid by jurisdiction.

This ASU is effective for annual periods beginning after December 15, 2024, and may be applied on a prospective or retrospective basis. Early adoption is permitted. The Company is currently assessing the impact of ASU 2023-09 on its income tax disclosures and reporting requirements.

Other Accounting Standards Updates

The FASB has issued various technical corrections and industry-specific updates that are not expected to have a material impact on the Company's consolidated financial position, results of operations, or cash flows.

Reclassifications

Certain amounts in the prior year's financial statements have been reclassified to conform to the current year presentation. These reclassifications had no impact on the Company's consolidated results of operations, stockholders' equity, or cash flows, and did not affect previously reported consolidated net income (loss) or financial position.

Note 3 – Accounts Payable and Accrued Liabilities

Accounts payable and accrued liabilities were as follows at June 30, 2025 and 2024 respectively:

	<u>June 30, 2025</u>	<u>December 31, 2024</u>
Accounts payable and accrued liabilities	\$ 0.00	\$ 56,956
Accrued interest payable	<u>14,191</u>	<u>4,404</u>
Accounts payable and accrued liabilities	<u>\$14,191</u>	<u>\$ 61,360</u>

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Note 4 - Loan Payable

The following is a summary of the Company's loan payable at September 30, 2025 and December 31, 2024.

Balance - December 31, 2023	\$ -
Advances	<u>165,000</u>
Balance - December 31, 2024	165,000
Advances	<u>-</u>
Balance - March 31, 2025	<u>\$165,000</u>

The following is a detail of the Company's notes payable – related parties at September 30,, 2025 and December 31, 2024:

		Loan Payable						
<u>Loan Holder</u>	<u>Issue Date</u>	<u>Maturity Date</u>	<u>Interest Rate</u>	<u>Default Interest Rate</u>	<u>Collateral</u>	<u>In-Default</u>	<u>March 31, 2025</u>	<u>December 31, 2024</u>
Advance #1	April 26, 2024	July 4, 2025	4.00%	10.00%	Unsecured	No	\$ 125,000	\$ 125,000
Advance #2	May 14, 2024	July 4, 2025	4.00%	10.00%	Unsecured	No	<u>40,000</u>	<u>40,000</u>
							<u>\$ 165,000</u>	<u>\$ 165,000</u>

Note 5 - Fair Value of Financial Instruments

The Company evaluates its financial assets and liabilities subject to fair value measurements on a recurring basis to determine the appropriate level in which to classify them for each reporting period. This determination requires significant judgments to be made.

The Company did not have any assets or liabilities measured at fair value on a recurring basis at September 30, 2025 and December 31, 2024, respectively.

Note 6 - Commitments and Contingencies

Legal Matters

The Company is subject to litigation claims arising in the ordinary course of business. The Company records litigation accruals for legal matters which are both probable and estimable and for related legal costs as incurred. The Company does not reduce these liabilities for potential insurance or third-party recoveries.

As of June 30, 2025 and 2024, respectively, the Company is not aware of any litigation, pending litigation, or other transactions that require accrual or disclosure.

Note 7 – Stockholders’ Deficit

As of September 30, 2025, the Company had two (2) classes of stock, detailed as follows:

Preferred Stock and Related Designation of Series A, Convertible Preferred Stock

The Company’s preferred stock provides flexibility for future corporate financing and strategic transactions.

- Authorized Shares: 250,000,000
- Issued & Outstanding:
 - 2,500,000 shares as of June 30, 2025 and December 31, 2024 – designated as Series A
- Par Value: \$0.0001/share
- Voting Rights: 150 votes for each share held (375,000,000 votes controlled at June 30, 2025 and December 31, 2024, respectively).
- Dividends: None
- Liquidation Preference: None
- Redemption Rights: None
- Conversion Rights: 150 shares of common stock for each share held.
- Derivative Liability Assessment:
 - Evaluated under ASC 815 ("Derivatives and Hedging")
 - The Series A Convertible Preferred Stock does not meet the definition of a derivative liability since its conversion feature is fixed and does not require a variable number of settlement shares.

The Board of Directors has the authority to issue preferred stock in one or more series and determine the rights, privileges, and restrictions of each series without further stockholder approval.

Common Stock

- Authorized Shares: 500,000,000
- Issued & Outstanding:
 - 513,176,968 shares as of September 30, 2025
 - 452,238,673 shares as of December 31, 2024
- Par Value: \$0.0001/share
- Voting Rights: 1 vote per share
- Dividends: None

Equity Transactions for the Nine Months Ended September 30, 2025
Stock Issued for Cash

The Company issued 17,500,000 shares of common stock for \$175,000 (\$0.01/share).

Common Stock Issuable

Common stock issuable represents shares that have been duly authorized for issuance but were not yet issued by the transfer agent as of the reporting date. In accordance with ASC 260-10-45-13, such shares are considered outstanding for purposes of computing basic and diluted earnings (loss) per share.

Common Stock Payable – Settled with Issuance of Common Stock

In accordance with ASC 505, *Equity*, and ASC 260, *Earnings Per Share*, the Company classified the proceeds as a liability under “Common Stock Payable” on the accompanying consolidated balance sheets. Consistent with the guidance in ASC 260-10-45-13, these shares are excluded from the computation of basic and diluted earnings (loss) per share until the shares are formally issued.

In 2024, the Company received \$105,000 from several investors in exchange for the issuance of 10,500,000 shares of common stock. These shares were issued in 2025 when the subscription agreements were executed.

Stock Issued for Services - Issuable

The Company issued 34,000,000 shares of common stock for services to be rendered to various consultants, having a fair value of \$2,364,100 (\$0.0348 – 0.074/share), based upon the quoted closing trading price.

For the six months ended June 30, 2025 and 2024, the Company recognized total stock compensation expense of \$250,820 and \$0, related to vesting.

These shares vest as follows:

- 3,800,000 shares on the grant date (March 2025), with the balance of 30,200,000 shares vesting ratably on each anniversary for an additional four (4) years (March 2029).

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The following is a summary of the Company's non-vested shares at June 30, 2025 and December 31, 2024.

<u>Non-Vested Shares</u>	<u>Number of Shares</u>	<u>Weighted Average Grant Date Fair Value</u>
Balance - December 31, 2024	-	
Granted	34,000,000	\$ 0.07
Vested	(3,800,000)	0.04
Cancelled/Forefieted	-	
Balance - March 31, 2025	<u>30,200,000</u>	<u>\$ 0.04</u>
Unrecognized Compensation	<u>\$ 2,113,280</u>	
Weighted average period (years)	<u>4.91</u>	

Change in Authorized Shares – Preferred Stock and Common Stock

On January 28, 2025, the Company's Board of Directors approved an increase in authorized common stock from 500,000,000 to 990,000,000 shares. This increase was made to:

- Support current and future equity financings,
- Facilitate conversions of preferred stock into common stock,
- Enable future stock-based compensation plans, and
- Provide flexibility for potential mergers, acquisitions, and other corporate transactions.

Additionally, on January 28, 2025, the Company's Board of Directors approved a decrease in authorized preferred stock from 250,000,000 to 10,000,000 shares.

Change in Par Value

On January 28, 2025, the Company's Board of Directors approved a change to both its Preferred and Common stock par value from \$0.0001 per share to no par.

Equity Transactions for the Year Ended December 31, 2024

Stock Issued for Cash

The Company issued 25,000,000 shares of common stock for \$200,000 (\$0.008 - \$0.01/share).

Common Stock Issuable

During the year ended December 31, 2024, the Company sold 26,500,000 shares of common stock for total consideration of \$265,000 (\$0.01 per share). These shares were authorized in 2024 but formally issued in 2025. Accordingly, the shares are reflected in stockholders' deficit and included in the Company's loss per share calculations for the applicable period.

See issuance in 2025 noted above.

Stock Issued for Services - Issuable

The Company authorized for issuance 44,771,629 shares of common stock for services rendered, having a fair value of \$223,858 (\$0.005/share), based upon the quoted closing trading price. These shares have been duly authorized for issuance but were not yet issued by the transfer agent as of the reporting date.

Common Stock Payable – Settled with Issuance of Common Stock

The Company received \$105,000 from several investors in exchange for the issuance of 10,500,000 shares of common stock. The shares were issued in 2025 when the subscription agreements were executed.

See issuance in 2025 noted above.

Contributed Capital – Related Party

A member of the Board of Directors contributed \$220,000 for use as working capital.

Note 8 - Subsequent Events

Subsequent to September 30, 2025 and through the date when this report was completed, the Company has evaluated subsequent events through the date the financial statements were issued and has not identified any reportable events.

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