FRIENDABLE, INC.

FORM 10-Q
(Quarterly Report)

Filed 11/18/22 for the Period Ending 09/30/22

Address	1821 S BASCOM AVE
	SUITE 353
	CAMPBELL, CA, 95008
Telephone	(855) 473-8473
CIK	0001414043
Symbol	FDBL
SIC Code	7372 - Services-Prepackaged Software
Industry	Software
Sector	Technology
Fiscal Year	12/31

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

☒ QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended: **September 30, 2022**

OR

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from ________ to ________

Commission File Number: **000-52917**

FRIENDABLE, INC.

(Exact name of registrant as specified in its charter)

Nevada	**98-0546715**
(State or other jurisdiction of incorporation)	(I.R.S. Employer Identification No.)

1821 S Bascom Ave., Suite 353, Campbell, California 95008
(Address of principal executive offices) (zip code)

(855) 473-8473
(Registrant's telephone number, including area code)

N/A
(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. ☒ **Yes** ☐ **No**

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). ☒ **Yes** ☐ **No**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	☐		Accelerated filer	☐
Non-accelerated filer	☐	(Do not check if a smaller reporting company)	Smaller reporting company	☒
			Emerging growth company	☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). ☐ **Yes** ☒ **No**

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date:

5,549,605,4721 shares of common stock outstanding as of November 15, 2022, of which 6,324,451 are issuable as of the date of this report.

TABLE OF CONTENTS

As used in this report, the term “the **Company**” means Friendable, Inc., formerly known as iHookup Social, Inc., and its subsidiary, unless the context clearly indicates otherwise.

Special Note Regarding Forward-Looking Information

This quarterly report on Form 10-Q contains “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. The use of words such as “anticipates,” “estimates,” “expects,” “intends,” “plans” and “believes,” among others, generally identify forward-looking statements. These forward-looking statements include, among others, statements relating to: the Company’s future financial performance, the Company’s business prospects and strategy, anticipated trends and prospects in the industries in which the Company’s businesses operate and other similar matters. These forward-looking statements are based on the Company’s management’s expectations and assumptions about future events as of the date of this quarterly report, which are inherently subject to uncertainties, risks and changes in circumstances that are difficult to predict.

Actual results could differ materially from those contained in these forward-looking statements for a variety of reasons, including, among others, the risk factors set forth below. Other unknown or unpredictable factors that could also adversely affect the Company’s business, financial condition and results of operations may arise from time to time. In light of these risks and uncertainties, the forward-looking statements discussed in this quarterly report may not prove to be accurate. Accordingly, you should not place undue reliance on these forward-looking statements, which only reflect the views of the Company’s management as of the date of this quarterly report. The Company does not undertake to update these forward-looking statements

In this quarterly report on Form 10-Q, unless otherwise specified, all dollar amounts are expressed in United States dollars and all references to “common shares” refer to the common shares in the Company’s capital stock.

An investment in the Company’s common stock involves a number of very significant risks. You should carefully consider the following risks and uncertainties in addition to other information in this quarterly report on Form 10-Q in evaluating the Company and its business before purchasing shares of the Company’s common stock. The Company’s business, operating results and financial condition could be seriously harmed as a result of the occurrence of any of the following risks. You could lose all or part of your investment due to any of these risks. You should invest in the Company’s common stock only if you can afford to lose your entire investment.

PART I - FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS.

FRIENDABLE, INC.
CONSOLIDATED FINANCIAL STATEMENTS
September 30, 2022
(Unaudited)

FRIENDABLE, INC.
CONSOLIDATED BALANCE SHEETS

	September 30, 2022 (Unaudited)	December 31, 2021
ASSETS		
CURRENT ASSETS:		
Cash	$ 5,745	$ 253,523
Total Current Assets	5,745	253,523
OTHER ASSETS		
Technology platform and trademarks, net of amortization $43,788	163,594	-
	163,594	-
Total Assets	$ 169,339	$ 253,523
LIABILITIES AND STOCKHOLDERS' DEFICIT		
CURRENT LIABILITIES:		
Accounts payable and accrued expenses	$ 3,393,726	$ 2,929,215
Accounts payable - related party	162,500	100,000
Short term loans	61,000	61,000
Convertible debentures and convertible promissory notes, net of discounts	101,645	131,948
Mandatorily redeemable Series C convertible Preferred stock, 1,000,000 designated, 170,500 and 465,375 issued and outstanding at September 30, 2022 and December 31, 2021, including a premium of $68,796 and $189,237 respectively (liquidation value $193,023 at September 30, 2022)	261,819	673,167
Derivative liabilities	108,753	123,300
Contingent purchase consideration payable	410,000	-
Liability to be settled in common stock	988,375	988,375
Deferred revenue	5,330	-
Total Current Liabilities	5,493,148	5,007,005
Commitments and contingencies (Note 7)		
TEMPORARY EQUITY		
31,126 Series D convertible Preferred stock issued and outstanding subject to potential rescission		
Par value	3	-
Additional paid-in capital	311,257	-
	311,260	-
1,429,999,087 common shares issued and outstanding subject to potential rescission		
Par value	143,000	-
Additional paid-in capital	1,289,940	-
	1,432,940	-
Total temporary equity	1,744,200	-
STOCKHOLDERS' DEFICIT:		
Preferred stock, 50,000,000 authorized at par value $0.0001:		
Series A convertible Preferred stock, 25,000 shares designated at par value of $0.0001 19,634 and 19,634 shares issued and outstanding at September 30, 2022 and December 31, 2021, respectively	2	2
Series B convertible Preferred stock, 1,000,000 shares designated at par value of $0.0001 284,000 and 284,000 shares issued and outstanding at September 30, 2022 and December 31, 2021, respectively. (Liquidation value $284,000)	28	28
Series D convertible Preferred stock, 500,000 shares designated at par value of $0.0001, 44,174 and 51,632 shares issued and outstanding at September 30, 2022 and December 31, 2021, respectively. (Liquidation value $753,000, including shares in temporary equity, at September 30, 2022)	4	5
Common stock, $0.0001 par value, 7,500,000,000 shares authorized, 4,113,281,933 and 478,340,607 shares issued and outstanding at September 30, 2022 and December 31, 2021, respectively	411,328	47,835
Common stock issuable, $0.0001 par value, 6,324,451 and 6,324,451 shares at September 30, 2022 and December 31, 2021, respectively.	632	632
Additional paid-in capital	35,161,805	34,672,442
Accumulated deficit	(42,641,808)	(39,474,426)
Total Stockholders' Deficit	(7,068,009)	(4,753,482)
Total Liabilities, Temporary Equity and Stockholders' Deficit	$ 169,339	$ 253,523

See accompanying notes to consolidated financial statements

FRIENDABLE, INC.
CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited)

	For the Three Months Ended September 30, 2022	For the Three Months Ended September 30, 2021	For the Nine Months Ended September 30, 2022	For the Nine Months Ended September 30, 2021
REVENUES				
Subscription and merchandising sales	$ 2,596	$ 1,866	$ 5,177	$ 4,780
Music royalties and services	46,337	-	156,550	-
	48,933	1,866	161,727	4,780
OPERATING EXPENSES:				
Commissions	2,581	247	8,741	605
General and administrative	325,283	315,672	1,048,151	962,281
Software development, hosting and support- related party	180,000	260,000	540,000	597,500
Other software and support fees	14,606	-	44,448	-
Revenue shares	42,465	920	138,288	2,124
Investor relations	2,587	58,118	9,627	104,968
Advertising, promotion and marketing	30,427	127,269	202,928	393,321
Amortization of intangible assets	14,596	-	43,788	-
Goodwill impairment	830,268	-	830,268	-
Total operating expenses	1,442,813	762,226	2,866,239	2,060,799
LOSS FROM OPERATIONS	(1,393,880)	(760,360)	(2,704,512)	(2,056,019)
OTHER INCOME(EXPENSE):				
Accretion and interest expense	(50,592)	(426,200)	(155,211)	(936,113)
Gain on extinguishment of convertible note	-	-	81,706	-
Loss on initial derivative expense	(19,452)	-	(78,452)	(1,796,835)
Loss on settlement of convertible debt	-	-	(85,913)	-
Gain on change in fair value of derivative	91,699	867,298	98,999	2,818,298
	21,655	441,098	(138,871)	85,350
NET INCOME (LOSS)	$ (1,372,225)	$ (319,262)	$ (2,843,383)	$ (1,970,669)
DEEMED DIVIDEND	-	-	(323,999)	-
NET LOSS ALLOCABLE TO COMMON SHAREHOLDERS	$ (1,372,225)	$ (319,262)	$ (3,167,382)	$ (1,970,669)
NET INCOME (LOSS) ALLOCABLE TO COMMON SHAREHOLDERS PER COMMON SHARE:				
Basic	$ (0.0003)	$ (0.001)	$ (0.0012)	$ (0.01)
Diluted	$ (0.0003)	$ (0.001)	$ (0.0012)	$ (0.01)
WEIGHTED AVERAGE COMMON SHARES OUTSTANDING:				
Basic	4,783,828,146	309,158,542	2,592,737,325	233,457,551
Diluted	4,783,828,146	309,158,542	2,592,737,325	233,457,551

See accompanying notes to consolidated financial statements

FRIENDABLE, INC.
CONSOLIDATED STATEMENT OF CHANGES IN STOCKHOLDERS' DEFICIT
For the three and nine months ended September 30, 2022
(Unaudited)

	Series A Preferred Stock		Series B Preferred		Series D Preferred		Common Stock				Additional		Total
	Shares Issued	Amount	Shares Issued	Amount	Shares Issued	Amount	Shares Issued	Amount	Shares Issuable	Amount	Paid In Capital	Accumulated Deficit	Stockholders' Deficit
Balance, December 31, 2021	19,634	$ 2	284,000	$ 28	51,632	$ 5	478,340,607	$ 47,835	6,324,451	$ 632	$ 34,672,442	$ (39,474,426)	$ (4,753,482)
Initial common stock issued to acquire Artist Republik business	-	-	-	-	-	-	176,986,025	17,699	-	-	619,451	-	637,150
Common stock issued on conversion of Series C preferred	-	-	-	-	-	-	207,382,158	20,738	-	-	280,902	-	301,640
Sale of Series D preferred	-	-	-	-	24,620	2	-	-	-	-	246,198	-	246,200
Issuance of Series D preferred in settlement of convertible note	-	-	-	-	15,000	2	-	-	-	-	149,998	-	150,000
Common stock issued on conversion of Series D preferred	-	-	-	-	(41,626)	(4)	517,006,635	51,700	-	-	(51,696)	-	-
Amortization of value of Stock options	-	-	-	-	-	-	-	-	-	-	24,436	-	24,436
Finder's fees paid on sales of Series D preferred	-	-	-	-	-	-	-	-	-	-	(10,000)	-	(10,000)
Deemed dividend	-	-	-	-	-	-	-	-	-	-	323,999	(323,999)	-
Stock issued on exercise of cashless warrant related to convertible loan	-	-	-	-	-	-	50,000,000	5,000	-	-	(5,000)	-	-
Net Loss	-	-	-	-	-	-	-	-	-	-	-	(708,197)	(708,197)
Balance, March 31,2022	19,634	$ 2	284,000	$ 28	49,626	$ 5	1,429,715,425	$ 142,972	6,324,451	$ 632	$ 36,250,730	$ (40,506,622)	$ (4,112,253)
Common stock issued on conversion of Series C preferred	-	-	-	-	-	-	570,782,540	57,078	-	-	68,393	-	125,471
Sale of Series D preferred	-	-	-	-	38,600	4	-	-	-	-	385,996	-	386,000
Conversion of convertible note	-	-	-	-	-	-	43,069,867	4,308	-	-	2,154	-	6,462
Common stock issued on conversion of Series D preferred	-	-	-	-	(28,571)	(3)	1,446,569,789	144,657	-	-	(144,654)	-	-
Amortization of value of Stock options	-	-	-	-	-	-	-	-	-	-	29,269	-	29,269
Finder's fees paid on sales of Series D preferred	-	-	-	-	-	-	-	-	-	-	(12,500)	-	(12,500)
Net Loss	-	-	-	-	-	-	-	-	-	-	-	(762,962)	(762,962)
Balance, June 30, 2022	19,634	$ 2	284,000	$ 28	59,655	$ 6	3,490,137,621	$ 349,015	6,324,451	$ 632	$ 36,579,388	$ (41,269,584)	$ (4,340,513)
Common stock issued on conversion of Series C preferred	-	-	-	-	-	-	818,999,999	81,900	-	-	3,580	-	85,480
Sale of Series D preferred	-	-	-	-	24,700	2	-	-	-	-	246,998	-	247,000
Conversion of convertible note	-	-	-	-	-	-	328,643,400	32,864	-	-	(3,934)	-	28,930
Common stock issued on conversion of Series D preferred	-	-	-	-	(9,055)	(1)	905,500,000	90,550	-	-	(90,549)	-	-
Amortization of value of Stock options	-	-	-	-	-	-	-	-	-	-	29,269	-	29,269
Finder's fees paid on sales of Series D preferred	-	-	-	-	-	-	-	-	-	-	(1,750)	-	(1,750)
Net Loss	-	-	-	-	-	-	-	-	-	-	-	$ (1,372,225)	(1,372,225)
Reclassification to temporary equity for potential rescission	-	-	-	-	(31,126)	(3)	(1,429,999,087)	(143,000)	-	-	(1,601,197)	-	(1,744,200)
Balance, September 30, 2022	19,634	$ 2	284,000	$ 28	44,174	$ 4	4,113,281,933	$ 411,329	6,324,451	$ 632	$ 35,161,805	$ (42,641,809)	$ (7,068,009)

See accompanying notes to consolidated financial statements

FRIENDABLE, INC.
CONSOLIDATED STATEMENT OF CHANGES IN STOCKHOLDERS' DEFICIT
For the three and nine months ended September 30, 2021
(Unaudited)

	Series A Preferred		Series B Preferred		Series D Preferred		Common Stock				Additional Paid In Capital	Common Stock Subscription Receivable	Accumulated Deficit	Total Stockholders' Deficit
	Shares Issued	Amount	Shares Issued	Amount	Shares Issued	Amount	Shares Issued	Amount	Shares Issuable	Amount				
Balance, December 31, 2020	19,786	$ 2	284,000	$ 28	-	-	51,665,821	$ 5,167	103,547,079	$ 10,354	$ 31,269,833	$ (4,500)	$ (36,569,246)	$ (5,288,362)
Conversion of convertible notes	-	-	-	-	-	-	31,532,405	3,153	-	-	164,590	-	-	167,743
Common shares issued in payment of loan commitment fee	-	-	-	-	-	-	3,500,000	350	-	-	11,574	-	-	11,924
Issuance of common stock previously issuable	-	-	-	-	-	-	40,766,310	4,077	(40,766,310)	(4,077)	-	-	-	-
Common shares issued on conversion of Series C preferred	-	-	-	-	-	-	5,500,894	550	-	-	50,039	-	-	50,589
Common stock warrants issued, related to loans	-	-	-	-	-	-	-	-		-	301,411	-	-	301,411
Settlement of share subscription receivable	-	-	-	-	-	-	-	-	-	-	-	4,500	-	4,500
Amortization of value of employee stock options	-	-	-	-	-	-	-	-	-	-	20,988	-	-	20,988
Net loss	-	-	-	-	-	-	-	-	-	-	-	-	(2,484,956)	(2,484,956)
Balance, March 31, 2021	19,786	$ 2	284,000	$ 28	-	-	132,965,430	$ 13,297	62,780,769	$ 6,277	$ 31,818,435	$ -	$ (39,054,202)	$ (7,216,163)
Sale of Series D preferred	-	-	-	-	85,000	850,000	-	-	-	-	-	-	-	850,000
Issuance of common stock previously issuable	-	-	-	-	-	-	42,522,600	4,252	(42,522,600)	(4,252)	-	-	-	-
Common shares issued on conversion of Series C preferred	-	-	-	-	-	-	11,496,360	1,150	-	-	136,403	-	-	137,553
Amortization of value of employee stock options	-	-	-	-	-	-	-	-	-	-	22,018	-	-	22,018
Common shares issued on conversion of Series A preferred	(50)	-	-	-	-	-	2,555,738	255	-	-	(255)	-	-	-
Common shares issued on conversion of Series D preferred	-	-	-	-	(44,970)	(449,700)	31,029,932	3,103	-	-	446,597	-	-	-
Regulation A expense	-		-		-		-		-		(31,309)	-	-	$ (31,309)
Net Income	-	-	-	-	-	-	-	-	-	-	-	-	833,549	833,549
Balance, June 30,2021	19,736	$ 2	284,000	$ 28	40,030	$ 400,300	220,570,060	$ 22,057	20,258,169	$ 2,025	$ 32,391,889	$ -	$ (38,220,653)	$ (5,404,352)
Conversion of convertible notes	-	-	-	-	-	-	42,352,994	$ 4,235	-	-	$ 329,216	-	-	$ 333,451
Sale of Series D preferred	-	-	-	-	76,000	760,000	-	-	-	-	-	-	-	760,000
Common stock issued for services	-	-	-	-	-	-	2,000,000	200	-	-	17,200	-	-	17,400
Issuance of common stock previously issuable	-	-	-	-	-	-	8,709,641	871	(8,709,641)	(871)	-	-	-	-
Common stock issued to debenture holder to be offset against holder's convertible debt	-	-	-	-	-	-	7,290,359	729	-	-	90,400	-	-	91,129
Common shares issued on conversion of Series C preferred	-	-	-	-	-	-	17,799,687	1,780	-	-	160,874	-	-	162,654
Amortization of value of employee stock options	-	-	-	-	-	-	-	-	-	-	22,018	-	-	22,018
Common shares issued on conversion of Series A preferred	(52)	-	-	-	-	-	4,928,511	493	-	-	(493)	-	-	-
Common shares issued on conversion of Series D preferred	-	-	-	-	(75,506)	(755,060)	114,102,488	11,410	-	-	743,650	-	-	-

Net Loss	-	-	-	-	-	-	-	-	-	-	-	-	(319,262)	(319,262)
Balance, September 30, 2021	19,684	$ 2	284,000	$ 28	40,524	$ 405,240	417,753,740	$ 41,775	11,548,528	$ 1,154	$ 33,754,754	$ -	$ (38,539,915)	$ (4,336,962)

See accompanying notes to consolidated financial statements

FRIENDABLE, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

	For the Nine Months Ended September 30, 2022	2021
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net Loss	$ (2,843,383)	$ (1,970,669)
Adjustments to reconcile net loss to net cash used in operating activities:		
Common stock issued for services	-	17,400
Non-cash loan fees deducted from proceeds	-	29,000
Debt conversion fees charged to expense	-	8,600
Stock option expense	82,974	65,024
Amortization of debt discount	58,784	467,101
Amortization of intangible assets	43,788	-
Impairment of goodwill	830,268	-
Initial derivative expense	78,452	1,796,835
Gain on change in fair value of derivatives	(98,999)	(2,818,298)
Premium, dividends and accretion on Series C preferred stock	41,721	281,654
Gain on extinguishment of debt	(81,705)	-
Loss on settlement of debt	85,913	-
Change in operating assets and liabilities:		
Accounts receivable	-	12,500
Prepaid expenses	-	66,543
Accounts payable - related party	62,500	(134,499)
Accounts payable and accrued expenses	501,879	335,176
Deferred income	5,330	-
NET CASH USED IN OPERATING ACTIVITIES	(1,232,478)	(1,843,633)
CASH FLOWS FROM INVESTING ACTIVITIES:		
Cash acquired in business combination	9,500	-
	9,500	-
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds from sale of convertible Series C preferred stock	53,750	515,900
Redemption of Series C preferred stock	-	(95,150)
Payment of Series C preferred stock dividends	-	(3,625)
Proceeds from sale of convertible Series D preferred stock from Regulation A offering	879,200	1,610,000
Offering costs of convertible Series D preferred stock	(24,250)	(31,310)
Proceeds from issuance of convertible notes	66,500	358,500
Prepayment of convertible note	-	(116,500)
NET CASH PROVIDED BY FINANCING ACTIVITIES	975,200	2,237,815
NET (DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS	(247,778)	394,182
CASH AND CASH EQUIVALENTS - beginning of period	253,523	52,702
CASH AND CASH EQUIVALENTS - end of period	$ 5,745	$ 446,884
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:		
Cash paid during the period for:		
Interest	$ -	$ -
Income taxes	$ -	$ -
Non-cash investing and financing activities:		
Settlement of stock subscription receivable	$ -	$ 4,500
Derivative value recorded as debt discounts	$ 80,000	$ 446,700
Conversion of convertible notes and accrued interest to common stock	$ 25,000	$ 401,949
Exchange of convertible note for Series D preferred stock	$ 150,000	$ -
Conversion of Series C redeemable preferred shares to common stock	$ 512,591	$ 350,789
Conversion of Series D preferred stock to common stock	$ 792,520	$ 1,204,700
Conversion of accrued interest to common stock	$ 36,578	$ 46,970
Acquisition of Artist Republik business with common stock and and contingent consideration	$ 1,037,650	$ -
Deemed dividend on warrant ratchet	$ 323,999	$ -

Cash consists of :

Cash	$ 5,745	$ 446,884

See accompanying notes to consolidated financial statements

1. NATURE OF BUSINESS AND GOING CONCERN

Nature of Business

Friendable, Inc., (the "Company"), was incorporated in the State of Nevada.

Friendable, Inc. is a mobile-focused technology and marketing company, connecting and engaging users through two distinctly branded applications. The Company initially released its flagship product Friendable, as a social application where users can create one-on-one or group-style meetups. In 2019 the Company moved the Friendable app closer to a traditional dating application with its focus on building revenue, as well as reintroducing the brand as a non-threatening, all-inclusive place where "Everything starts with Friendship"…meet, chat & date. During 2021 management decided that the Friendable app should no longer be supported and that the Company's resources would be better focused on the development of its second app, the FanPass app (see below).

On June 28, 2017, the Company formed a wholly owned Nevada subsidiary called Fan Pass, Inc.

Fan Pass is the Company's most recent and second app/brand, released on July 24, 2020. Fan Pass believes in connecting Fans of their favorite celebrity or artist, to an exclusive VIP or Backstage experience, right from their smartphone or other connected devices. Fan Pass allows an artist's fanbase to experience something they would otherwise never have the opportunity to afford or geographically attend. The Company aims to establish the Fan Pass as its premier brand and mobile platform that is dedicated to connecting and engaging users from anywhere around the World.

While the Company has developed an enhanced version of its Fan Pass application (v2.0) with improved features and attributes which it released on July 24, 2021, presently the Company's primary revenue is from music services provided to music artists through the acquisition on January 5, 2022 of the intellectual property assets, customer lists, websites and supporting computer programs associated with the music services business of Artist Republik, Inc. Starting its business in 2020, Artist Republik is an innovative, decentralized music business that allows independent music artists from around the world to take more control of their own careers through networking, centralized resources, and AI-based management tools. The acquisition is aimed to solidify the Company's now all-encompassing suite of products and music services, positioning the Company as an all-inclusive "360" music offering to both music fans and music artists.

With a suite of artist-centric services that extend livestreaming capabilities and virtual performance options, this powerful combination of support and services offered by Fan Pass and Artist Republik includes music distribution for all artists, while fans can enjoy access to a variety of artist channels across different genres, exclusive live events, behind-the-scenes content, artist merchandising and more. The offering also provides artists more autonomy and freedom over their own music, ticketing streams, blog/social promotion, custom merchandise development, beats/samples sales and more, all without being signed to a record label or giving up their creative rights.

Effective July 1, 2021 the Company increased its authorized common shares from 1 billion (1,000,000,000) to 2 billion (2,000,000,000) of $0.0001 par value each. On March 18, 2022 the Company further increased its authorized common shares from 2 billion (2,000,000,000) to 3 billion (3,000,000,000) of $0.0001 par value each. On April 7, 2022 the Company increased its authorized common shares, this time from 3 billion (3,000,000,000) to 5 billion (5,000,000,000) of $0.0001 par value each. On July 19, 2022 the Company again increased its authorized common shares, this time from 5 billion (5,000,000,000) to 7.5 billion (7,500,000,000) of $0.0001 par value each.

On August 1, 2022 three holders of our convertible preferred and common stock, representing a majority of our issued and outstanding common stock, approved to effect a 1 for 500 common shares reverse split of the Company's common stock. Subject to FINRA approval, the Company anticipates that this action will be effected in the second half of November, 2022.

Going Concern

The accompanying consolidated financial statements have been prepared assuming the Company will continue as a going concern, which implies that the Company would continue to realize its assets and discharge its liabilities in the normal course of business. As of September 30, 2022, the Company has a working capital deficiency of $5,487,403, an accumulated deficit of $42,641,808 and has a stockholder's deficit of $ 7,068,009 after reclassifying temporary equity of $ 1,744,200 applicable to potential rescission claims by the holders of Series D convertible Preferred stock. Its operations continue to be funded primarily from sales of its stock and proceeds from convertible debt. During the three and nine months ended September 30, 2022 the Company had a net loss of $1,372,225 and $2,843.383, respectively, and net cash used in operations of $1,232,478. These factors raise substantial doubt about the Company's ability to continue as a going concern for a period of twelve months from the issuance of this report. The ability of the Company to continue as a going concern is dependent on the Company's ability to obtain the necessary financing through the continued issuance of equity instruments. The consolidated financial statements do not include any adjustments to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

Management plans to continue to raise financing through equity sales and convertible debt, and to continue to expand its revenue from its new Artist Republik music services business, together with seeking ways to gain cash and revenue through the sale of aspects of its intangible assets such the sale and/or licensing as its intellectual property, computer systems and customer data. No assurance can be given that any such additional financing will be available, or that it can be obtained on terms acceptable to the Company and its stockholders.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation and Principles of Consolidation

The consolidated financial statements include all the accounts of the Company and all of its wholly owned subsidiaries as of September 30, 2022 and as of December 31, 2021. All material intercompany accounts and transactions have been eliminated in the accompanying consolidated financial statements. The Company's fiscal year end is December 31.

The accompanying unaudited consolidated financial statements of the Company have been prepared in accordance with accounting principles generally accepted in the United States of America (the "U.S. GAAP") for interim financial information and include all material adjustments consisting of normal recurring adjustments and non-recurring adjustments which in the opinion of management are necessary for a fair presentation of interim results. Operating results for interim periods are not necessarily indicative of results that may be expected for the fiscal year as a whole. These unaudited consolidated financial statements should be read in conjunction with the summary of significant accounting policies and notes to the consolidated financial statements for the year ended December 31, 2021 of the Company which were included in the Company's annual report on Form 10-K as filed with the Securities and Exchange Commission.

Use of Estimates

The preparation of these statements in accordance with United States generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses in the reporting period. The Company regularly evaluates estimates and assumptions related to fair value valuation of assets acquired and liabilities assumed in business combinations, fair value of consideration issued in business combinations, valuation of intangible assets and goodwill, valuation of convertible debenture conversion options, derivative instruments, deferred income tax asset valuations, financial instrument valuations, share-based payments, other equity-based payments, and loss contingencies valuations. The Company bases its estimates and assumptions on current facts, historical experience and various other factors that it believes to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities and the accrual of costs and expenses that are not readily apparent from other sources. The actual results experienced by the Company may differ materially and adversely from the Company's estimates. To the extent there are material differences between the estimates and the actual results, future results of operations will be affected.

Revenue Recognition

In accordance with ASC 606, revenue is recognized when the following criteria have been met; valid contracts are identified with specific customers, performance obligations have been identified, price is determinable, price is allocated to performance obligations, and the Company has satisfied the performance obligations. Revenue generally is recognized net of allowances for returns and any taxes collected from customers and subsequently remitted to governmental authorities. During the three and nine months ended September 30, 2022 the Company derived its revenue primarily from music royalties, music services and annual subscriptions provided through the Artist Republik business, which revenues were recognized proportionately for annual subscriptions and when performance obligations were met for music royalties and music services, and to a lesser degree from monthly subscription fees and merchandising sales from its Fan Pass app, which revenues were recognized when received. At September 30, 2022 the Company recorded deferred income of $5,330 attributable to the unused portion of Artist Republik annual subscription fees within current liabilities on the consolidated balance sheet.

Subsequent to the launch of the Fan Pass app in July, 2020 and pursuant to various agreements between Fan Pass, Inc. and music artists, managers, talent agencies, partners and/or record labels and certain round one investors and convertible noteholders (collectively, "Revenue Share Participants") such individuals and/or entities are eligible to receive a share of net proceeds derived by the Company from subscription receipts from the Fan Pass app and from merchandise sales. The Company has established an "Artist Pool" equal to 40% of net Fan Pass "Fan Subscriptions" received, in which the "pool" is paid out to individual artists based on fan activity or "Content Views" within an artist's channel on the Fan Pass app. Additionally, a standard 50% of net merchandise sales (created by Fan Pass for each artist) received or sold by each artist is shared with each artist. In some instances, the Company may adjust the sharing percentage for special situation artists or "Mega Stars" who may command a different merchandise split. Certain investors, along with Series B Preferred stockholders, are entitled to proportionately participate in an "Investor Pool" equal to approximately 4% of net subscription and net merchandising sales receipts. In addition, as compensation for bringing music artists to perform for the initial Fan Pass app launch, Eclectic Artists is eligible receive 5% of Fan Pass net revenue, and the holder of a convertible note is entitled to receive a prorated share of 20% of Fan Pass net revenue up to $70,000 and, thereafter, a prorated share of 5% of Fan Pass net revenue for 5 years. Net revenue is defined as gross receipts, minus source commissions and other cost of goods sold as defined in the agreements, including deduction for the cost of merchandise, hosting, streaming and other platform and processing fees. During the nine months ended September 30, 2022 and September 30, 2021 the Company incurred a revenue sharing expense relating to the Fan Pass business segment of $1,391 and $2,124, respectively, and had a revenue share liability of $3,688 at September 30, 2022, which is included in accounts payable and accrued expenses.

The Company's newly acquired Artist Republik business also provides music artists, who have paid their annual subscription fee, revenue sharing opportunities ranging from 100% of all music royalties received, 90% of Featured X revenues and a blended average of 17.5% of all other types of music revenues received. During the nine months ended September 30, 2022 the Company incurred a revenue sharing expense on its Artist Republik business segment of $136,897 (on revenues of $156,550) or an average share rate of approximately 87%, which is included in "revenue shares" expense in the consolidated statement of operations. At September 30, 2022 the Company had a revenue share liability relating to the Artist Republik business of $74,376, which is included in accounts payable and accrued expenses.

Cash and Cash Equivalents

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

Intangible Assets

Intangible assets with finite lives, which primarily consist of our technology platforms and customer relationships totaling $175,152, are amortized using the straight-line method over their estimated useful life of three years. At September 30, 2022 cumulative amortization totaled $43,788. Other intangible assets with indefinite lives, which consist primarily of trademarks $32,230, are not amortized but are tested for impairment on an annual basis and between annual tests if events occur or circumstances change that would more likely than not reduce the fair value below its carrying amount.

Goodwill

We perform a fair value-based impairment test of the carrying value of goodwill on an annual basis and also between annual tests if an event occurs or if circumstances change that would more likely than not reduce the fair value of goodwill below its carrying value.

For our annual impairment test, we perform qualitative assessments of our business operations to verify that such operations have fair values that meet or exceed the carrying value of goodwill. We weigh the relative impact of factors that are specific to our business as well as industry and macroeconomic factors. Based on the qualitative assessments, considering the aggregation of the relevant factors, we concluded that it is more likely than not that the fair values of our business segments are less than their respective carrying values.

Goodwill totaling $830,268, arising from the acquisition of the Artist Republik business on January 5, 2022, was initially calculated and recorded as an intangible asset through June 30, 2022. However, in accordance with ASC 350-20-35-3B, at September 30, 2022 a quantitative assessment was made which concluded that the fair value of goodwill was zero, and therefore significantly below its carrying value, requiring an impairment reserve of $830,268, which has been reflected as an expense in the three and nine month periods ending September 30, 2022 in the Consolidated Statements of Operations.

Advertising, Promotion and Marketing Costs

The Company's policy regarding advertising, promotion and marketing costs is to expense such costs when incurred. During the nine months ended September 30, 2022, the Company incurred $202,928 (2021: $393,321) in advertising, promotion and marketing costs, primarily for social media promotion programs and amortization of deferred expense.

Impairment of Long-Lived Assets

The Company continually monitors events and changes in circumstances that could indicate carrying amounts of long-lived assets may not be recoverable. When such events or changes in circumstances are present, the Company assesses the recoverability of long-lived assets by determining whether the carrying value of such assets will be recovered through undiscounted expected future cash flows.

If the total of the future cash flows is less than the carrying amount of those assets, the Company recognizes an impairment loss based on the excess of the carrying amount over the fair value of the assets. Assets to be disposed of are reported at the lower of the carrying amount or the fair value less costs to sell.

Derivative liabilities

The Company has a financial instrument associated with a debt restructuring agreement and conversion options embedded in convertible debt. The Company evaluates all its financial instruments to determine if those contracts or any potential embedded components of those contracts qualify as derivatives to be separately accounted for in accordance with ASC 815-10 – *Derivative and Hedging – Contract in Entity's Own Equity*. This accounting treatment requires that the carrying amount of any derivatives be recorded at fair value at issuance and marked-to-market at each balance sheet date. In the event that the fair value is recorded as a liability, as is the case with the Company, the change in the fair value during the period is recorded as either other income or expense. Upon conversion, exercise or repayment, the respective derivative liability is marked to fair value at the conversion, repayment or exercise date and then the related fair value amount is reclassified to other income or expense partly as part of gain or loss on debt extinguishment and partly included in the gain or loss on change in fair value of derivatives.

In July 2017, FASB issued ASU No. 2017-11, Earnings Per Share (Topic 260); Distinguishing Liabilities from Equity (Topic 480); Derivatives and Hedging (Topic 815): (Part I) Accounting for Certain Financial Instruments with Down Round Features. These amendments simplify the accounting for certain financial instruments with down-round features. The amendments require companies to disregard the down-round feature when assessing whether the instrument is indexed to its own stock, for purposes of determining liability or equity classification. The guidance was adopted as of January 1, 2019 and the adoption did not have any impact on its consolidated financial statement and there was no cumulative effect adjustment.

Stock-based Compensation

The Company records stock-based compensation in accordance with ASC 718, Compensation – Stock Based Compensation. ASC 718 requires companies to estimate the fair value of share-based awards on the date of grant using an option-pricing model. The Company uses the Black-Scholes option pricing model as its method in determining fair value. This model is affected by the Company's stock price as well as assumptions regarding a number of subjective variables. These subjective variables include but are not limited to the Company's expected stock price volatility over the terms of the awards, and actual and projected employee stock option exercise behaviors. The value of the portion of the award that is ultimately expected to vest is recognized as an expense in the statement of operations over the requisite service period.

All transactions in which goods or services are the consideration received for the issuance of equity instruments are accounted for based on the fair value of the consideration received or the fair value of the equity instrument issued, whichever is more reliably measurable.

During January 2021, the Company awarded stock options to its 5 employees totaling 5 million common shares vesting quarterly over 2 years and 10 million common shares vesting quarterly over 3 years, both sets of options are exercisable at a price of $0.014 per share. In addition, during January 2021, stock options on 1.5 million common shares, vesting quarterly over 3 years, were issued to a prospective employee, at the exercise price of $0.015 per share. During March 2022, the Company awarded stock options to two third party music consultants totaling 40 million common shares vesting quarterly over 2 years at the exercise price of $0.015 per share. Applying the Black-Scholes valuation method, the total cost of all of the above options is $277,450, which is being amortized to general and administrative expense over their lifetime. Of this total, the Company incurred a stock option expense of $82,974 for the nine months ended September 30, 2022 (2021: $66,057).

Accounts Receivable and Allowance for Doubtful Accounts

The Company monitors its outstanding receivables for timely payments and potential collection issues. At September 30, 2022 and December 31, 2021, the Company had no accounts receivable and therefore did not have any allowance for doubtful accounts.

Financial Instruments

Financial assets and financial liabilities are recognized in the balance sheet when the Company has become party to the contractual provisions of the instruments.

The Company's financial instruments consist of accounts receivable, accounts payable, convertible debentures, stock settled debt, derivatives, mandatorily redeemable Series C Preferred stock and promissory notes. The fair values of these financial instruments approximate their carrying value, due to their short-term nature, and current market rates for similar financial instruments. Fair value of a financial instrument is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Company's financial instruments recorded at fair value in the balance sheets are categorized based upon the level of judgment associated with the inputs used to measure their fair value.

Basic and Diluted Loss Per Share

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

As of September 30, 2022, there were approximately 73,316,375,234 potentially dilutive common shares, as follows.

Potential dilutive shares

968,317,000	Warrants and Stock Options outstanding
4,621,839,183	Common shares issuable upon conversion of convertible debt
49,946,449,248	Common shares issuable upon conversion of Preferred Series A shares
1,136,000	Common shares issuable upon conversion of Preferred Series B shares
2,718,633,803	Common shares issuable upon conversion of Preferred Series C shares
15,060,000,000	Common shares issuable upon conversion of Preferred Series D shares
73,316,375,234	

As of December 31, 2021, there were approximately 4,978,285,856 potentially dilutive common shares, as follows.

Potential dilutive shares

100,464,436	Warrants and Stock Options outstanding
90,152,420	Common shares issuable upon conversion of convertible debt
4,361,985,540	Common shares issuable upon conversion of Preferred Series A shares
1,136,000	Common shares issuable upon conversion of Preferred Series B shares
252,440,793	Common shares issuable upon conversion of Preferred Series C shares
172,106,667	Common shares issuable upon conversion of Preferred Series D shares
4,978,285,856	

Income Taxes

The Company accounts for income taxes using the asset and liability method in accordance with ASC 740, Income Taxes. The asset and liability method provides that deferred tax assets and liabilities are recognized for the expected future tax consequences of temporary differences between the financial reporting and tax bases of assets and liabilities and for operating loss and tax credit carry forwards. Deferred tax assets and liabilities are measured using the currently enacted tax rates and laws that will be in effect when the differences are expected to reverse. The Company records a valuation allowance to reduce deferred tax assets to the amount that is believed more likely than not to be realized.

Reclassifications

Certain amounts in the 2021 statement of operations were reclassified within operating expenses between software development, hosting and support and other software and support fees to conform to the 2022 presentation.

Recent Accounting Pronouncements

In August 2020, the FASB issued ASU 2020-06, Debt—Debt with Conversion and Other Options (Subtopic 470-20) and Derivatives and Hedging—Contracts in Entity's Own Equity (Subtopic 815-40)—Accounting for Convertible Instruments and Contracts in an Entity's Own Equity. The ASU simplifies accounting for convertible instruments by removing major separation models required under current GAAP. Consequently, more convertible debt instruments will be reported as a single liability instrument with no separate accounting for embedded conversion features. The ASU removes certain settlement conditions that are required for equity contracts to qualify for the derivative scope exception, which will permit more equity contracts to qualify for the exception. The ASU also simplifies the diluted net income per share calculation in certain areas. The new guidance is effective for fiscal years beginning after December 15, 2023, including interim periods within those fiscal years, and early adoption is permitted for fiscal years beginning after December 15, 2020. The Company is currently evaluating the impact of the adoption of the standard on the consolidated financial statements.

3. RELATED PARTY TRANSACTIONS AND BALANCES

During the nine months ended September 30, 2022, the Company incurred $598,239 (September 30, 2021: $480,884) in salaries, stock options, health insurance and payroll taxes to officers, directors, and other related family employees with such costs being recorded as general and administrative expenses.

During the nine months ended September 30, 2022, the Company incurred $540,000 and $45,000 (September 30, 2021: $597,500 and $45,000) in software development, app hosting and support and office rent to a company with two officers and directors in common with such costs being recorded as software development, hosting and support and general and administrative expenses.

As of September 30, 2022 accounts payable, related party includes $162,500 (December 31, 2021 $100,000) due to a company with two officers and directors in common, and $1,438,908 (December 31, 2021: $1,213,908) payable in salaries to current directors and officers of the Company, which is included in accounts payable and accrued expenses. The amounts are unsecured, non-interest bearing and are due on demand.

4. CONVERTIBLE DEBENTURES

The Company had an obligation to issue a total of 105,370,929 common shares to certain convertible debenture holders relating to a 2019 convertible debentures settlement agreement. During 2020 a total of 4,411,851 common shares were issued, leaving a total of 100,959,078 issuable at December 31, 2020. During 2021 the Company issued a total of 97,222,626 common shares, leaving a total of 3,736,452 issuable at December 31, 2021 and September 30, 2022.

5. CONVERTIBLE PROMISSORY NOTES

The following is a summary of Convertible Promissory Notes at September 30, 2022:

	Issuance Date	Principal Outstanding	Accrued Interest	Principal and Accrued interest
J.P. Carey Enterprises, Inc.	May 20, 2020	$ 50,784	$ 33,573	$ 84,357
Quick Capital LLC	September 13, 2022	27,778	155	27,933
Quick Capital LLC	May 4, 2022	55,000	2,152	57,152
Ellis International LP	October 13, 2020	100,000	19,669	119,669
Anvil Financial Management LLC	January 1, 2021	9,200	1,286	10,486
Total		242,762	$ 56,835	$ 299,597
Less: Ellis International LP excess common stock drawdown to be offset against Ellis convertible note		(91,130)		
Less: Unamortized discounts		(49,987)		
Net carrying value: September 30, 2022		$ 101,645		

The following is a summary of Convertible Promissory Notes at December 31, 2021:

	Issuance Date	Principal Outstanding	Accrued Interest	Principal and Accrued interest
J.P. Carey Enterprises, Inc.	March 3, 2021	$ 150,000	$ 12,452	$ 162,452
J.P. Carey Enterprises, Inc.	May 20, 2020	60,000	23,396	83,396
J.P. Carey Enterprises, Inc.	June 11, 2020	10,000	-	10,000
Ellis International LP	October 13, 2020	100,000	12,190	112,190
Anvil Financial Management LLC	January 1, 2021	9,200	736	9,936
Total		$ 329,200	$ 48,774	$ 377,974
Less: J.P. Carey Enterprises, Inc. excess debt conversions to be allocated against other outstanding notes		(80,129)		
Less: Ellis International LP excess common stock drawdown to be offset against Ellis convertible note		(91,130)		
Less: Unamortized discounts		(25,993)		
Net carrying value: December 31, 2021		$ 131,948		

The Company defaulted on two of the J.P. Carey Enterprises, Inc. convertible notes by being late with the December 31, 2019 Form 10-K filing on the extended date. One dated May 20, 2020 in the amount of $60,000 and another one dated June 11, 2020 of $10,000, causing the interest rate to increase to 24%.

The derivative fair value of the above embedded conversion options at September 30, 2022 and at December 31, 2021 is $108,753 and $123,300, respectively.

Further information concerning the above Notes is as follows:

J.P.Carey Enterprises, Inc. ("J.P. Carey") Convertible Note dated March 30, 2017 and assignments.

On April 7, 2017, the Company entered into a Settlement Agreement with Joseph Canouse (the "Agreement"). The Company and Mr. Canouse had been in a dispute regarding what amount, if any, was owed pursuant to a consulting agreement between the parties signed in April 2014. In December 2016, Mr. Canouse obtained a judgment in state court in Georgia and the right to garnish the Company's bank accounts. Pursuant to the Settlement Agreement, the Company agreed to issue an 8% Convertible Note in the principal amount of $82,931 (the "Note"). The Note was issued to J.P. Carey Enterprises, Inc.("J.P. Carey") an entity controlled by Mr. Canouse. Although the Note is dated March 30, 2017, it was issued on April 7, 2017. The note maturity date was December 31, 2017. In return for the issuance of the Note, Mr. Canouse filed a Consent Motion to Withdraw Judgment, dismiss all garnishments, and cease all collection activities.

The Note is convertible into common stock, subject to Rule 144, at any time after the issue date at the lower of (i) the closing sale price of the common stock on the trading day immediately preceding the closing date, which was $20.00 per share, and (ii) 50% of the lowest sale price for the common stock during the twenty-five (25) consecutive trading days immediately preceding the conversion date or the closing bid price, whichever is lower. Mr. Canouse does not have the right to convert the Note, to the extent that he would beneficially own in excess of 4.99% of our outstanding common stock. The note defines several events that constitute default including failure to pay principal and interest by the maturity date of December 31, 2017 and failure to comply with the exchange act. In the event of default, the amount of principal and interest not paid when due bear default interest at the rate of 24% per annum and the Note becomes immediately due and payable. The Company defaulted by not paying the principal and interest on December 31, 2017 and has been recording interest at the 24% default rate. The Company also defaulted by being late with filing the Form 10-K on May 29, 2020.

During the year ended December 31, 2019, J.P. Carey converted $1,002 of principal into 120,000 shares of the Company's common stock at a price of $0.0084 and J.P. Carey assigned $10,000 of the note to World Market Ventures, LLC and assigned $6,000 of the note to Anvil Financial Management Ltd LLC. The assignments carry the same conversion rights as the original note. World Market Ventures converted $6,000 of principal into 120,000 shares of the Company's common stock at a price of $0.05. Anvil converted $6,000 of principal into 120,000 shares of the Company's common stock at a price of $0.05.

At December 31, 2019, the J.P. Carey note balance including accrued interest of $51,980 was $121,910, including the portion assigned to World Market Ventures of $4,000.

During the year ended December 31, 2020:

J.P. Carey converted $30,930 of principal and $18,020 of interest into 1,642,162 shares of the Company's common stock at a price of $0.029.

World Market Ventures converted the remaining balance of $4,000 of principal into 72,595 shares of the Company's common stock at a price of $0.0551.

On April 6, 2020 JP Carey assigned $35,000 of the note to Green Coast Capital International. The assignment carries the same conversion rights as the original note. During the year ended December 31, 2020 Green Coast converted $24,245 of principal into 859,283 shares of common stock of the Company at an average price of $0.029 and the Company incurred $414 of interest on the assigned note. As of December 31, 2020 the assigned note had a principal balance of $10,755 and an accrued interest balance of $848 and $1,275, respectively, which has been accounted for as having a derivative liability due to the variable conversion price. On August 10, 2021 Green Coast exercised its right to convert the principal balance of $10,755 and accrued interest of $1,389 into 3,238,544 common shares in full settlement.

On December 3, 2020 JP Carey assigned $25,000 of the accrued interest balance to Trillium Partners LP. The assignment carried the same conversion rights as the original note. On December 23, 2020 Trillium converted $3,564 of principal, $214 of interest and $1,025 conversion fee into 1,372,200 common stock at an average price of $0.0035. As of December 31, 2020 the assigned note had a principal balance of $21,436 and an accrued interest balance of $258. On January 18, 2021 Trillium converted $8,317 of principal, $310 of interest and $1,025 conversion fee into 2,413,023 common stock at an average price of $0.004 and on January 27, 2021 Trillium converted the remaining balance of $13,119 of principal, $95 of interest and $1,025 conversion fee into 2,819,582 common stock at an average price of $0.00505. As of March 31, 2021 therefore, this assigned note has been fully converted to common shares by Trillium.

As of December 31, 2020 the remaining accrued interest on the original JP Carey note was $20,029.

During the three months ended March 31, 2021 JP Carey claimed a total of six additional conversions to common stock totaling $120,580, represented by $116,080 in accrued interest and $4,500 in conversion fees, and received a total of 22,515,059 common shares at an average price of $0.0545 to fully convert the remaining balance on the note. Adjusting for additional interest expense, the Company believed that a cumulative amount of $80,129 has been received by JP Carey in excess of the remaining balance due. However, on June 28, 2022 the Company reached a Settlement Agreement with JP Carey, whereby the excess conversion amount was reduced to $19,216 provided that the Company recognize that $25,000 of the original JPCarey note had been assigned to Trillium Partners LP. and that a default penalty, net of an interest adjustment, of $60,913 should apply. The excess conversion of $19,216 was applied to fully settle the JPCarey Note of June 11, 2020 of $10,000 and to reduce the principal balance outstanding on the JPCarey Note of May 20, 2020 by $9,216 to $50,784. The Company recorded a loss of settlement of $85,913. The March 30, 2017 JPCarey note however has now been fully settled

J.P. Carey Enterprises, Inc. (“JPCarey”)Securities Purchase Agreement and Convertible Note dated May 20, 2020

On May 20, 2020, the Company entered into a Securities Purchase Agreement (the “SPA”) whereby the Company agreed to sell to the holder convertible notes in amounts up to $60,000. The note holder shall be entitled to a pro rata share of 20% of the net revenues (excluding Brightcove) derived from subscriptions and other sales of Fan Pass, Inc., a wholly owned subsidiary of the Company. The 20% pays out two times the initial investment and continues at 5% for a period of five years.

On May 20, 2020 the Company issued a 0% interest rate note to JP Carey under this SPA with a maturity date of January 1, 2021 and received $60,000 in cash in three closings; $30,000 on April 9, 2020, $15,000 on May 13, 2020, and $15,000 on May 20, 2020. The Note is convertible into common stock, subject to Rule 144, at any time after the issue date at $0.02 per share. The holder does not have the right to convert the note, to the extent that the holder would beneficially own in excess of 4.9% of our outstanding common stock. The note defines several events that constitute default including failure to pay principal and interest by the maturity date and failure to comply with the exchange act. In the event of default, the amount of principal and interest not paid when due bear default interest at the rate of 24% per annum and the note becomes immediately due and payable. Under certain default events the Company may incur a penalty of 20% to 50% of the note principal. Further, if the Company fails to comply with the exchange act the conversion price is the lowest price quoted on the trade exchange during the delinquency period.

Upon certain default events the conversion price may change. Therefore, the embedded conversion option is bifurcated and treated as a derivative liability. On the date of issuance, the Company recorded a derivative liability of $233,000, resulting in derivative expense of $173,000 and a discount against the note of $60,000 amortized into interest expense through the maturity date of May 20, 2021

The Company defaulted by being late with filing the Form 10-K on May 29, 2020. In accordance with the Settlement Agreement with JP Carey dated June 28, 2022 referred to above, the outstanding principal balance was reduced by $ 9,218 to $ 50,784 at September 30, 2022. The Company accrued $33,573 of interest at the default rate of 24% for the period from May 29, 2020 to September 30, 2022.

J.P. Carey Enterprises, Inc (“JP Carey”) Convertible Note dated June 11, 2020.

On June 11, 2020, the issued a 0% note to JP Carey with a maturity date of January 15, 2021 and received $10,000 in cash. The Note is convertible into common stock, subject to Rule 144, at any time after the issue date at $0.01 per share. The holder does not have the right to convert the note, to the extent that the holder would beneficially own in excess of 9.9% of our outstanding common stock. The note defines several events that constitute default including failure to pay principal and interest by the maturity date and failure to comply with the exchange act. In the event of default, the amount of principal and interest not paid when due bear default interest at the rate of 24% per annum and the note becomes immediately due and payable. Under certain default events the Company may incur a penalty of 20% to 50% of the note principal. Further, if the Company fails to comply with the exchange act the conversion price is the lowest price quoted on the trade exchange during the delinquency period.

Upon certain default events the conversion price may change. Therefore, the embedded conversion option is bifurcated and treated as a derivative liability. On the date of issuance, the Company recorded a derivative liability of $63,000, resulting in derivative expense of $53,000 and a discount against the note of $10,000 amortized into interest expense through the maturity date of June 11, 2021. In accordance with the Settlement Agreement with JPCarey dated June 28, 2022 referred to above, the Note has been fully settled.

Ellis International LP Convertible Note dated October 13, 2020.

On October 13, 2020, the Company issued a 10% convertible note in the principal amount of $100,000 to Ellis International LP with a maturity date of October 13, 2022 and received cash of $95,000 (net of $5,000 deducted for the noteholder's legal fees). The Note is convertible into common stock, subject to Rule 144, at any time after the issue date. The Conversion Price shall be 75% of the 3 day VWAP as reported by Bloomberg LP for the 3 trading days preceding conversion. The holder does not have the right to convert the note, to the extent that the holder would beneficially own in excess of 4.99% of our outstanding common stock. The note defines several events that constitute default including failure to pay principal and interest by the maturity date and failure to comply with the exchange act. In the event of default, the amount of principal and interest not paid when due bear default interest at the rate of 18% per annum and the note becomes immediately due and payable.

At September 30, 2022 and at December 31, 2021 the outstanding balance on the note was $100,000 principal and $19,669 and $12,190 accrued interest, respectively.

During the three months ended December 31, 2021 Ellis International LP requested and was issued a total of 16,000,000 common shares against its Convertible Debenture settlement (see Note 4). However, Ellis was only entitled to drawdown a total of 8,709,641 common shares to reach its maximum common shares allocation from its settlement. The excess balance of 7,290,359 common shares, which carried a fair value of $91,130 at the drawdown date based on the Company's trading price of $0.0125 on that date, has been applied as an offset against the outstanding principal of $100,000 on the Ellis convertible note pending resolution of this issue with Ellis.

Trillium Partners LP Convertible Note dated December 8, 2020

On December 8, 2020, the Company issued a 8% convertible note in the principal amount of $27,500 to Trillium Partners LP with a maturity date of December 8, 2021 and received cash of $25,000 (net of $2,500 deducted for the noteholder's legal fees). The Note is convertible into common stock, subject to Rule 144, at any time after the issue date The Conversion Price shall be equal to the lower of: (i) the Fixed Price of $0.001 per share; and (ii) the Variable Conversion Price, being 50% of the lowest trading price for the common stock during the 30 trading day period prior to conversion. The holder does not have the right to convert the note, to the extent that the holder would beneficially own in excess of 4.99% of our outstanding common stock. The note defines several events that constitute default including failure to pay principal and interest by the maturity date and failure to comply with the exchange act. In the event of default, the amount of principal and interest not paid when due bear default interest at the rate of 18% per annum and the note becomes immediately due and payable.

On February 4, 2021 and March 10, 2021 Trillium exercised its right of conversion on a total of $21,000 principal, $222 accrued interest and $2,050 conversion fees, and received a total of 3,784,052 of the Company's common shares, at an average of $0.00615 per share, leaving an outstanding principal balance of $6,500 and accrued interest of $1,111 at June 30, 2021.

On September 15, 2021 the Company paid off in cash the remaining note liability of $6,500 principal and accrued interest, together with a prepayment penalty of $3,477.

Anvil Financial Management, LLC Convertible Note dated January 1, 2021

On January 1, 2021 Company issued a 8% convertible note in the principal amount of $9,200 to Anvil Financial Management, LLC with a maturity date of July 1, 2021 in payment of introducing financing to the Company. The Note was recorded as a discount to be amortized over the debt term. The Note is convertible into common stock, subject to Rule 144, at any time after the issue date. The Conversion Price shall be equal to the lower of: (i) the Fixed Price of $0.10 per share; and (ii) the Variable Conversion Price, being 60% of the average of the two lowest bid closing trading prices for the common stock during the 10 trading day period prior to conversion. The holder does not have the right to convert the note, to the extent that the holder would beneficially own in excess of 9.99% of our outstanding common stock.

As additional compensation, Anvil was issued a 5 year warrant to purchase 92,000 of the Company's common stock at a price of $0.25 per share. In accordance with Black Scholes valuation requirements, this Purchase Warrant has a fair value of $2,015, but the relative fair value was recorded as a discount as discussed below.

At September 30, 2022 and December 31, 2021 the outstanding balance on the note was $9,200 principal, and accrued interest was $1,286 and $ 736, respectively.

Trillium Partners LP Convertible Note dated January 22, 2021

On January 22, 2021, the Company issued a 8% convertible note in the principal amount of $27,500 to Trillium Partners LP with a maturity date of January 22, 2022 and received cash of $25,000 (net of $2,500 expense deducted for the noteholder's legal fees). The Note is convertible into common stock, subject to Rule 144, at any time after the issue date. The Conversion Price shall be equal to the lower of: (i) the Fixed Price of $0.001 per share; and (ii) the Variable Conversion Price, being 50% of the lowest trading price for the common stock during the 30 trading day period prior to conversion. The holder does not have the right to convert the note, to the extent that the holder would beneficially own in excess of 4.99% of our outstanding common stock. The note defines several events that constitute default including failure to pay principal and interest by the maturity date and failure to comply with the exchange act. In the event of default, the amount of principal and interest not paid when due bear default interest at the rate of 18% per annum and the note becomes immediately due and payable.

On August 16, 2021 Trillium exercised its right of conversion on the $27,500 principal and $1,218 accrued interest, and received a total of 7,557,245 of the Company's common shares at an average of $0.0038 per share, in full settlement of the note.

Trillium Partners LP Secured Convertible Note dated March 3, 2021

On March 3, 2021, the Company issued a 10% convertible note in the principal amount of $150,000 to Trillium Partners LP with a maturity date of March 3, 2022 and received cash of $122,500 (net of Original Issue Discount of $15,000 and $12,500 expense deducted for the noteholder's legal fees). The $15,000 was recorded as debt discount to be amortized over the debt term. The Note is convertible into common stock, subject to Rule 144, at any time after the issue date. The Conversion Price shall be equal to the Fixed Price of $0.005 per share. The holder does not have the right to convert the note, to the extent that the holder would beneficially own in excess of 4.99% of our outstanding common stock. The note defines several events that constitute default including failure to pay principal and interest by the maturity date and failure to comply with the exchange act. In the event of default, the Conversion Price becomes the lower of $0.005 per share or 50% of the lowest trading price during the trading day immediately preceding the Conversion Date. In addition, in the event of default where the amount of principal and interest is not paid when due shall bear default interest at the rate of 22% per annum until paid.

The note, together with accrued interest, may be prepaid prior to maturity at premiums of between 110% and 135%. The Original Issue Discount of $15,000, deducted from note proceeds, is being amortized to interest expense over the 12 month term of the note.

The principal amount and interest is defined under the note agreement as being "Senior " with priority in right of payment over all other indebtedness of the Company outstanding as of March 3, 2021. In addition, the obligations under the note are secured by a first lien and security interest in all of the assets of the Company pursuant to the terms of a Security Agreement.

As further inducement for Trillium to agree to the terms of the note, on March 3, 2021 the Company issued a 5 year Common Stock Purchase Warrant to Trillium for 30,000,000 fully paid and nonassessable shares of the Company's common stock at an exercise price of $0.005 per share. In accordance with Black Scholes valuation requirements, this Purchase Warrant has a fair value of $741,000, but the relative fair value was recorded as a debt discount, as discussed below.

On September 10, 2021 and September 23, 2021 Trillium exercised its right of conversion on the $150,000 principal and $7,562 accrued interest, and received a total of 31,551,205 of the Company's common shares, at the rate of $0.005 per share in full settlement of the note.

JP Carey Enterprises

On March 3, 2021, the Company issued a 10% convertible note in the principal amount of $150,000 to JP Carey Enterprises, Inc. with a maturity date of March 3, 2022 and received cash of $122,500 (net of Original Issue Discount of $15,000 and $12,500 expense deducted for the noteholder's legal fees). The Note is convertible into common stock, subject to Rule 144, at any time after the issue date. The Conversion Price shall be equal to the Fixed Price of $0.005 per share. The holder does not have the right to convert the note, to the extent that the holder would beneficially own in excess of 4.99% of our outstanding common stock. The note defines several events that constitute default including failure to pay principal and interest by the maturity date and failure to comply with the exchange act. In the event of default, the Conversion Price becomes the lower of $0.005 per share or 50% of the lowest trading price during the trading day immediately preceding the Conversion Date. In addition, in the event of default where the amount of principal and interest is not paid when due shall bear default interest at the rate of 22% per annum until paid.

The note, together with accrued interest, may be prepaid prior to maturity at premiums of between 110% and 135%. The Original Issue Discount of $15,000, deducted from note proceeds, is being amortized to interest expense over the 12 month term of the note.

The principal amount and interest is defined under the note agreement as being "Senior " with priority in right of payment over all other indebtedness of the Company outstanding as of March 3, 2021. In addition, the obligations under the note are secured by a first lien and security interest in all of the assets of the Company pursuant to the terms of a Security Agreement.

As further inducement for JP Carey to agree to the terms of the note, on March 3, 2021 the Company issued a 5 year Common Stock Purchase Warrant to JP Carey for 30,000,000 fully paid and nonassessable shares of the Company's common stock at an exercise price of $0.005 per share. In accordance with Black Scholes valuation requirements, this Purchase Warrant has a fair value of $741,000, but the relative fair value was recorded as a debt discount, as discussed below.

At December 31, 2021 the outstanding balance on the note was $150,000 principal and $12,452 accrued interest.

On February 16, 2022 the Company entered into an Exchange Agreement with JP Carey whereby this Note and all accrued interest, security interest and warrants were fully cancelled and exchanged for 15,000 Series D preferred shares. (See Note 8).

FirstFire Global Opportunities Fund LLC note dated March 9, 2021

On March 9, 2021, the Company issued a 10% convertible note in the principal amount of $110,000 to FirstFire Global Opportunities Fund LLC with a maturity date of March 9, 2022 and received cash of $88,500 (net of Original Issue Discount of $10,000, a finder's fee of $10,000 to Primary Capital LLC and $1,500 expense deducted for the noteholder's legal fees). The Company recorded $20,000 of the fees as discounts and expensed $1,500. The Note is convertible into common stock, subject to Rule 144, at any time after 180 days from the issue date. The Conversion Price shall be equal to the Fixed Price of $0.01 per share. The holder does not have the right to convert the note, to the extent that the holder would beneficially own in excess of 4.99% of our outstanding common stock. The note defines several events that constitute default including failure to pay principal and interest by the maturity date and failure to comply with the exchange act. In the event of default, the Conversion Price becomes $0.005 per share. In addition, in the event of default where the amount of principal and interest is not paid when due shall bear default interest at the rate of 20% per annum until paid. The note, together with accrued interest, may be prepaid prior to maturity at a premium of 115%.

As further inducement for FirstFire to agree to the terms of the note, on March 10, 2021 the Company issued 3,500,000 common shares to FirstFire as payment for a commitment fee, which had a fair value of $62,300 at time of issuance, but the relative fair value was recorded as debt discount as discussed below. In addition, on March 9, 2021 the Company issued a 3-year Common Stock Purchase Warrant to FirstFire on 3,500,000 fully paid and nonassessable shares of the Company's common stock at an exercise price of $0.025 per share. In accordance with Black Scholes valuation requirements, this Purchase Warrant has a fair value of $66,500, but the relative fair value was recorded as debt discount as discussed below.

On March 11, 2021, in addition to the above mentioned finder's fee, Primary Capital LLC was also issued a 3 year Common Stock Purchase Warrant for 1,000,000 fully paid and nonassessable shares of the Company's common stock at an exercise price of $0.01 per share and a 3 year Common Stock Purchase Warrant on 350,000 fully paid and nonassessable shares of the Company's common stock at an exercise price of $0.025 per share. In accordance with Black Scholes valuation requirements, the fair value of these Purchase Warrants was $18,000 and $6,300 respectively, but the relative fair value was recorded as debt discount as discussed below.

On September 20, 2021 the Company exercised its right to prepay the note and remitted cash totaling $130,000 to FirstFire, representing the prepayment of $110,000 principal, accrued interest of $5,816 and prepayment penalty of $14,184.

Trillium Partners LP Convertible Note dated June 28, 2022

As part of the Settlement Agreement with JPCarey referred to above regarding the JP Carey Convertible Note dated March 30, 2017, the Company agreed to acknowledge that $25,000 of this JPCarey Note had been assigned to Trillium Partners LP on the same terms and conditions as existed on the original March 30, 2017 JPCarey note. On June 30, 2022 Trillium converted $4,000 of principal and $804 of accrued interest, together with conversion fees of $1,655, and received 43,069,867 common shares. On July 12, 2022 Trillium converted $12,000 of principal and $2,487 of accrued interest, together with conversion fees of $2,650, and received 171,370,800 common shares. On August 24, 2022 Trillium converted $9,000 of remaining principal and $144 of accrued interest, together with conversion fees of $2,650, and received 157,272,600 common shares in full settlement of the note.

Quick Capital, LLC note dated May 2, 2022

On May 2, 2022, the Company issued a 12% convertible note in the principal amount of $55,000 to Quick Capital, LLC with a maturity date of December 4, 2022 and received cash of $43,500 (net of Original Issue Discount of $5,000, a finder's fee of $2,500 to Revere Securities LLC and $4,000 expense deducted for the noteholder's legal fees). The Company recorded $7,500 of the fees as discounts and expensed $4,000. The Note is convertible into common stock, subject to Rule 144, at any time after 180 days from the issue date. The Conversion Price shall be equal to the Fixed Price of $0.00025 per share. The holder does not have the right to convert the note, to the extent that the holder would beneficially own in excess of 4.99% of our outstanding common stock. The note defines several events that constitute default including failure to pay principal and interest by the maturity date and failure to comply with the exchange act. In the event of default, the Conversion Price becomes 50% of the average of the lowest two trading prices for the preceding 25 trading days prior to conversion. In addition, in the event of default where the amount of principal and interest is not paid when due shall bear default interest at the rate of 24% per annum until paid. The note, together with accrued interest, may be prepaid within 180 days after its Issue Date at a premium of 120%. At the election of the Noteholder any and all amounts due under the Note may also be settled through the issuance of the Company's Preferred D stock of equivalent value.

At September 30, 2022 the outstanding balance on the note was $55,000 principal and $2,152 of accrued interest.

Quick Capital, LLC note dated September 13 , 2022

On September 13 , 2022, the Company issued a 12% convertible note in the principal amount of $27,778 to Quick Capital, LLC with a maturity date of April 13, 2023 and received cash of $23,000 (net of Original Issue Discount of $2,778, and $2,000 expense deducted for the noteholder's legal fees). The Company expensed $2,000. The Note is convertible into common stock, subject to Rule 144, at any time after 180 days from the issue date. The Conversion Price shall be equal to the Fixed Price of $0.00005 per share. The holder does not have the right to convert the note, to the extent that the holder would beneficially own in excess of 4.99% of our outstanding common stock. The note defines several events that constitute default including failure to pay principal and interest by the maturity date and failure to comply with the exchange act. In the event of default, the Conversion Price becomes 50% of the average of the lowest two trading prices for the preceding 25 trading days prior to conversion. In addition, in the event of default where the amount of principal and interest is not paid when due shall bear default interest at the rate of 24% per annum until paid. The note, together with accrued interest, may be prepaid within 180 days after its Issue Date at a premium of 120%.

At September 30, 2022 the outstanding balance on the note was $27,778 principal and accrued interest $155.

As discussed above, the Company determined that the conversion options embedded in certain convertible debt meet the definition of a derivative liability. The Company estimated the fair value of the conversion options at the date of issuance, and at September 30, 2022, using the following Black Scholes assumptions

Volatility	281 %
Risk Free Rate	1 2.5%
Expected Term	0.007 - 0.036-0

Warrants Issued Related to Notes

The Company recorded a relative fair value of $301,411 for all the warrants issued with Notes or issued as finder's fees relating to Notes issued in 2021. The discounts are being amortized over the respective Note terms.

Derivative liabilities

At September 30, 2022 and December 31, 2021 derivative liabilities are summarized as follows:

Balance, December 31, 2021	$	123,300
Extinguishment of derivative liability on exchange of convertible note for Series D preferred stock		(74,000)
Initial derivative liability charged to operations		78,452
Initial derivative liability recorded as debt discount		80,000
Change in fair value of remaining derivatives		(98,999)
Balance, September 30, 2022	$	108,753

6. SHORT TERM LOANS

The Company received short term, interest free, loans of $10,000, $16,000, $15,000 and $20,000 (total $61,000) on July 9, 2020, August 13, 2020, September 2, 2020 and September 28, 2020 respectively, from Joseph Canouse, the provider of the J.P. Carey Inc. convertible promissory notes. The balance was $61,000 at September 30, 2022 and December 31, 2021.

7. COMMITMENTS AND CONTINGENCIES

The following summarizes the Company's commitments and contingencies as of September 30, 2022:

(i) Employment agreements with related parties.

On April 3, 2019, the Company entered into employment agreements with three officers. Pursuant to the agreements, the Company shall pay officers an aggregate annual salary amount of $400,000. Upon a successful launch of the Company's Fan Pass mobile app or website, and the Company achieving various levels of subscribers, the officers are eligible to receive additional bonuses and salary increases. With mutual agreement with the Company, effective August 31, 2020 one of the officers chose early termination of his employment, which reduced the annual commitment for the remaining officers to $300,000.

(ii) Lawsuit Contingency-Integrity Media, Inc.

Integrity Media, Inc. ("Integrity") had previously filed a lawsuit against the Company and the CEO of the Company for $500,000 alleging breach of contract alleging the Company failed to deliver marketable securities in exchange for services. The Company answered the allegations in court and Integrity filed a motion attacking the Company's answers. While the court did not strike those responses, the clerk of the court entered a default judgment against the Company in the amount of $1,192,875 plus 10% interest. On May 8, 2019, the Company received a tentative ruling on the Company's motion to vacate the default judgement whereby the previously entered default judgement was voided and a trial date of August 26, 2019 was set.

On September 19, 2019, the Company entered into a Settlement Agreement, as Amended, with Integrity Media settling the civil action known as Integrity Media, Inc. vs. Friendable, Inc. et al., Orange County Case No. 30-2016-00867956-CU-CO-CJC. Pursuant to the Settlement Agreement, the Company agreed to issue to Integrity 750,000 shares of its common stock to be issued in tranches every 30 days or according to the instructions of Integrity, in exchange for 275 of the Company's preferred shares held by Integrity and the cash payment of $30,000 for costs. Robert Rositano, the Company's CEO, has also personally guaranteed the Company's compliance with the terms of the Settlement Agreement. The cash payment is to be made within 9 Months of the date of the Settlement Agreement. However, at the date of this filing both the $30,000 cash payment has not been made and the preferred shares have not been returned.

Additionally, Integrity will be entitled to additional shares if (i) the price of the Company's common stock is below $1.34 at either the 120 day or 240 day reset dates set forth in the Company's Debt Restructure Agreement as amended entered into with various debt holders on March 26, 2019 effective November 5, 2019. The Company determined that a total of 4,275,000 additional shares would be issuable on the first "reset" date of March 4, 2020 based on a share price of $0.20 on that date and a total of 7,537,500 additional shares would be issuable on the second "reset" date of July 2, 2020 based on a share price of $0.08 on that date, for a total of 12,562,500 shares. Integrity will also be entitled to a "true-up" by the issuance of additional common shares on the issuance date should the share price of the Company's common stock on the issuance date be below $1.00. It was determined by the Company that its liability was $1,005,000 ($750,000 plus a premium of $255,000), in accordance with ASC 480.

On August 28, 2020 Integrity requested and was issued 750,000 common shares, which Integrity advised the Company realized $16,625 when sold. Accordingly, at December 31, 2020 the Company reduced its liability payable in common stock from $1,005,000 to $988,375.

On October 14, 2020 the Company filed a "Declaration" with the Santa Clara County Courts challenging Integrity's future ability to convert additional shares based on "Stock Market Manipulation" designed to harm the Company's share price, valuation and number of shares issuable to Integrity following its sales. Additionally, the Company contended that Integrity disregarded the volume limitation set forth in its settlement for the Company's thinly traded securities and caused a potential third party capital investment of $150,000 to be rescinded. The court agreed with the Company's declaration that Integrity should have filed a motion so the Company would have the opportunity to present all arguments and evidence in opposition to deny Integrity's application to enter judgment. On June 29, 2021 Integrity Media's attempt to again obtain a motion for entry and enforcement of the judgement was denied in favor of an entirely separate lawsuit, if any, to be brought to try to resolve any disputes with either the original settlement agreement or with the entry of stipulated judgement itself. The matter therefore continues, unresolved.

(iii) Lawsuit Contingency- Infinity Global Consulting Group Inc

Infinity Global Consulting Group Inc. had previously filed a default judgement on May 29, 2018 in the 11th Judicial Circuit, Miami-Dade County, Florida court alleging that it was owed a services fee of $97,000, plus an entitlement to a warrant to purchase 5 million of the Company's common shares at $0.03 per share. The Company believes that this claim is without merit since service on the Company was defective and the Company never received an actual notice of the lawsuit. Accordingly, on November 16, 2020 the Company filed a motion to set aside the default judgement. At the date of this filing, the motion still awaits a hearing. An accrued expense of $97,000 at September 30, 2022 and at December 31, 2021 has been established.

(iv) Claim asserted by StockVest

On March 11, 2021 the Company received claims asserted by StockVest for (a) the issuance of 1,054,820 common shares (market value of approximately $19,000) representing anti-dilution stock as additional compensation for services provided to the Company pursuant to a certain Consulting, Public Relations and Marketing Letter Agreement dated July 6, 2017, and (b) because said additional stock had not been issued by the Company, StockVest asserted an additional claim for liquidated damages of $155,000. The Company believes that these asserted claims are without merit. Accordingly, no accrued expense at either September 30, 2022 or December 31, 2021 has been established for these claims.

(v) Regulation A Purchase Rescission Rights

In response to the Company's post qualification amendment filed July 21, 2022 to the Company's Convertible Series D Preferred Regulation A offering, on October 7, 2022 the Company received correspondence from the Securities and Exchange Commission ("SEC") that the structure of its Regulation A Offering may not be in compliance with Regulation A. Pursuant to the Company's Regulation Offering, the Company offered shares of its Series D Preferred Stock that were convertible into shares of the Company's common stock at a variable price. The SEC previously qualified the original Regulation A Offering on March 29, 2021 and again on May 13, 2022. It is now the SEC's contention that the original offering may be an "at-the-market" offering. If the offering was not in compliance with Regulation A, the purchasers of the Series D Preferred Stock may have certain claims against the Company for rescission. The Company has advised all such holders and has obtained verbal confirmation from them that they will not seek rescission. The Company is in the process of obtaining written waivers from these investors. As of the date of this report the Company has obtained waivers from two of the total eight investors. Certain investors still hold Series D Preferred Stock and certain investors have already converted some shares of the Series D Preferred into common stock. Accordingly, as of September 30, 2022 the Company has reclassified the Series D Preferred Stock of $311,260 representing 31,126 Series D Preferred to temporary equity and has reclassified the common stock issued upon conversion of Series D Preferred Stock of $1,432,940 representing 1,429,999,087 common shares to temporary equity relating to the six investors that have not yet provided written waivers as of the date of this report.

The Company is undertaking to revise its Regulation A Offering to state the fixed rate at which conversions of Series D Preferred Stock can be converted to common shares, together with a full listing of the dates and amounts of Series D Preferred and common stock issued thereon for all conversions to date. Once the Regulation A Offering has been amended as described in the foregoing it will require further review and qualification by the SEC before any new Series D Preferred subscriptions and purchases can occur. This amendment will affect both current and future holders of Series D Preferred Stock

COVID-19 Disclosure

The coronavirus pandemic has at times adversely affected the Company's business and is expected to continue to adversely affect certain aspects of our merchandise offerings and custom artist collections of merchandise specifically. This impact on our operations, supply chains and distribution systems may also impair our ability to raise capital. There is uncertainty around the duration and breadth of the COVID-19 pandemic and, as a result, uncertainty on the ultimate impact on our business. Such impact on the Company's financial condition and operating results cannot be reasonably estimated at this time, since the extent of such impact is dependent on future developments, which are highly uncertain and cannot be predicted.

8. PREFERRED AND COMMON STOCK

Series A:

The Series A Preferred Stock was authorized in 2014 and is convertible into nine (9) times the number of common stock outstanding at time of conversion until the closing of a Qualified Financing (Through June 30, 2021 "Qualified Financing" was defined as the sale and issuance of the Company's equity securities that results in gross proceeds in excess of $2,500,000. Effective July 1, 2021 this was amended so that "Qualified Financing" is now defined as the sale and issuance of the Company's equity securities that results in gross proceeds in excess of $10,000,000.) The number of shares of common stock issued on conversion of Series A preferred stock is based on the ratio of the number of shares of Series A preferred stock converted to the total number of shares of preferred stock outstanding at the date of conversion multiplied by nine (9) times the number of common stock outstanding at the date of conversion. After the qualified financing the conversion shares issuable shall be the original issue price of the Series A preferred stock divided by $0.002. The holders of Series A Preferred stock are entitled to receive non-cumulative dividends when and if declared at a rate of 6% per year. On all matters presented to the stockholders for action the holders of Series A Preferred stock shall be entitled to cast votes equal to the number of shares the holder would be entitled to if the Series A Preferred stock were converted at the date of record.

During the year ended December 31, 2019 588 shares of Series A preferred stock were converted to common stock by two related parties who donated them to the Diocese of Monterey. In addition, 890 Series A shares were converted into 2,018,746 common shares by parties related to the two directors. The 2,018,746 common shares were issuable as of December 31, 2019 and were subsequently issued during the nine months ended June 30, 2020.

During the nine months ended June 30, 2020 two directors converted 3 shares of Series A Preferred Stock into 54,076 shares of common stock.

On June 3, 2020 the Company and Eclectic Artists LLC ("E Artists") entered into a Partner Agreement and Stock Subscription Agreement, pursuant to which E Artists will engage musical artists and other talent to engage on the Company's FanPass platform, providing live streaming events available through the FanPass mobile application for a term of 18 months. As compensation for bringing the artists to the FanPass platform, E Artists will receive 5% of net revenue attributable to the Fan Pass platform, initially for a period of 18 months. In addition, E Artists will receive Series A preferred stock such that when converted would be equal to 5% of the outstanding common stock. The number of Series A preferred shares was calculated at 118 shares valued at $135,617 based on the quoted trading price of the Company's common stock of $0.0605 on the agreement date and 2,241,596 equivalent common shares. The Company recorded a prepaid expense of $135,617 and has amortized a total of $97,010 as sales and marketing expense for the period through June 30, 2021, which includes amortization of $44,793 for the nine months ended June 30, 2021 (2020 $6,682). Concurrent with the issuance of the Series A Shares to E Artists, Robert Rositano, Jr., the Company's CEO and Dean Rositano, the Company's president, returned an aggregate of 118 Series A Preferred shares to the Company's treasury.

On May 6, 2021 50 Series A Preferred shares held by a third party were converted to 2,555,738 common shares. After this conversion the total issued and outstanding Series A Preferred shares were reduced to 19,736.

On September 2, 2021 52 Series A Preferred shares held by a third party were converted to 4,928,511 common shares. After this conversion the total issued and outstanding Series A Preferred shares were further reduced to 19,684.

On October 11, 2021 50 Series A Preferred shares held by a third party were converted to 7,519,927 common shares. After this conversion the total issued and outstanding Series A Preferred shares were further reduced to 19,634 Series A Preferred issued and outstanding at both September 30, 2022 and December 31, 2021.

Series B

On August 8, 2019 the Company filed a Designation of Series B convertible Preferred Stock with the state of Nevada, designating 1,000,000 shares of the Series B Preferred Stock with a stated value of $1.00 per share. A holder of Series B Preferred Stock has the right to convert their Series B Preferred Stock into fully paid and non-assessable shares of Common Stock. Initially, the conversion price for the Series B Preferred Stock is $0.25 per share, subject to standard anti-dilution adjustments. Additionally, each share of Series B Preferred Stock shall be entitled to, as a dividend, a pro rata portion of an amount equal to 10% (Ten Percent) of the Net Revenues ("Net Revenues" being "Gross Sales" minus "Cost of Goods Sold" as defined in the agreements) derived from the subscriptions and other sales, but excluding and net of Vimeo fees, processing fees and up sells, generated by Fan Pass Inc., the wholly-owned subsidiary of the Corporation. The Series B Dividend shall be calculated and paid on a monthly basis in arrears starting on the day 30 days following the first day of the month following the initial issuance of the Series B Preferred and continuing for a period of 60 (Sixty) months. The holders of Series B Preferred stock shall have no voting rights. The holders of Series B Preferred stock shall not be entitled to receive any dividends. In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Company or deemed liquidation event, the holders of shares of Series B Preferred Stock shall be entitled to be paid the liquidation amount, as defined out of the assets of the Company available for distribution to its shareholders, after distributions to holders of the Series A Preferred Stock and before distributions to holders of Common Stock. Each Series B Preferred share is convertible into 4 shares of common stock valued at $0.25. A total of 284,000 Series B Preferred shares were issued and outstanding at September 30, 2022 and December 31, 2021.

Series C

On November 25, 2019 the Company filed a Designation of Series C convertible Preferred Stock with the state of Nevada, designating 1,000,000 shares of the Series C Preferred Stock with a stated value of $1.00 per share. The Series C Preferred Stock will, with respect to dividend rights and rights upon liquidation, winding-up or dissolution, rank: (a) senior with respect to dividends with the Company's common stock, par value $0.0001 per share ("Common Stock") the Series C Preferred Stock will convert into common stock immediately upon liquidation and be pari passu with the common stock in the event of litigation), and (b) junior with respect to dividends and right of liquidation to all existing and future indebtedness of the Company. The Series C Preferred Stock does not have any voting rights. Each share of Series C Preferred Stock will carry an annual dividend in the amount of eight percent (8%) of the Stated Value of $1.00 (the "Divided Rate"), which shall be cumulative and compounded daily, payable solely upon redemption, liquidation or conversion and increase to 22% upon an event of default as defined. In the event of any default other than the Company's failure to issue shares upon conversion, the stated price will be $1.50. In the event that a default event occurs where the Company fails to issue shares upon conversion, the stated price will be $2.00. The holder shall have the right six months following the issuance date, to convert all or any part of the outstanding Series C Preferred Stock into shares of common stock of the Company. The conversion price shall equal the Variable Conversion Price. The "Variable Conversion Price" shall mean 71% multiplied by the market price, representing a discount rate of 29%. Market price means the average of the two lowest trading prices for the Company's common stock during the 20 trading day period ending on the latest complete trading day prior to the conversion date. Upon any liquidation, dissolution or winding up of the Company, whether voluntary or involuntary, or upon any deemed liquidation event, after payment or provision for payment of debts and other liabilities of the Company, and after payment or provision for any liquidation preference payable to the holders of any Preferred Stock ranking senior upon liquidation to the Series C Preferred Stock, if any, but prior to any distribution or payment made to the holders of Common Stock or the holders of any Preferred Stock ranking junior upon liquidation to the Series C Preferred Stock by reason of their ownership thereof, the Holders will be entitled to be paid out of the assets of the Company available for distribution to its stockholders. The Company will have the right, at the Company's option, to redeem all or any portion of the shares of Series C Preferred Stock, exercisable on not more than three trading days prior written notice to the Holders, in full, in accordance with Section 6 of the designations at a premium of up to 35% for up to nine months. Company's mandatory redemption: On the earlier to occur of (i) the date which is twenty-four (24) months following the Issuance Date and (ii) the occurrence of an Event of Default (the "Mandatory Redemption Date"), the Company shall redeem all of the shares of Series C Preferred Stock of the Holders (which have not been previously redeemed or converted). A mandatory redemption trigger has not occurred as of September 30, 2022.

Due to the mandatory redemption feature, Series C convertible preferred shares are reflected as a current liability. Furthermore, because these shares are convertible at 71% of the common shares market price around the time of the conversion date, they are treated as a stock settled debt under ASC 480 with a premium recorded and charged to interest expense for each issuance. In addition, the Company records a cumulative dividend to the mandatorily redeemable Series C preferred liability with a charge to interest expense since this liability must be reflected at redemption value.

As of June 30, 2020, the Company has revalued the shares and premiums at the stated value of $1.50 per share in accordance with the events discussed below. On May 29, 2020 the Company defaulted on the shares by being late with the filing of the Form 10-K, thereby increasing the dividend rate to 22% and the stated value to $1.50 per share.

During the three months ended March 31, 2021 a holder of the Series C converted 23,500 Series C shares to 5,500,894 common shares for a redemption value of $50,589 including accrued dividends, plus premium, recorded into equity. In addition, during the three months ended March 31, 2021 a total of 296,450 shares of Series C convertible preferred stock were issued to two investors under preferred stock purchase agreements, at a price of approximately $0.91 per share, for a total of $269,350 cash and premiums totaling $121,084 were recorded during this period with respect to these issuances. At March 31, 2021 the remaining liability totals $634,143 represented by a remaining balance of $446,050 in redeemable Series C stock, together with the related premium of $181,385 and accrued dividends of $6,708.

During the three months ended June 30, 2021 the Company elected to redeem and cancelled 36,300 Series C shares through the payment of $50,938, which represented 135% of the outstanding principal of $36,300 and accrued dividend of $1,432. A holder of the Series C converted 84,700 Series C shares to 11,496,360 common shares for a redemption value of $137,553 including accrued dividends, plus premium, recorded into equity. In addition, during the three months ended June 30, 2021 a total of 92,125 shares of Series C convertible preferred stock were issued to an investors under preferred stock purchase agreements, at a price of approximately $0.91 per share, for a total of $83,750 cash and premiums totaling $37,629 were recorded during this period with respect to these issuances. At June 30, 2021 the remaining liability totals $597,490 represented by a remaining balance of $417,175 in redeemable Series C stock, together with the related premium of $169,550 and accrued dividends of $10,765.

During the three months ended September 30, 2021 the Company elected to redeem and cancelled 58,850 Series C shares through the payment of $82,408, which represented 135% of the outstanding principal of $58,850 and accrued dividend of $2,192. A holder of the Series C converted 95,700 Series C shares to 17,799,687 common shares for a redemption value of $162,654 including accrued dividends, plus premium, recorded into equity. In addition, during the three months ended September 30, 2021 a total of 178,750 shares of Series C convertible preferred stock were issued to an investor under preferred stock purchase agreements, at a price of approximately $0.91 per share, for a total of $162,500 cash and premiums totaling $73,011 were recorded during this period with respect to these issuances.

During the three months ended December 31, 2021 86,625 shares of Series C convertible preferred stock were issued to an investor under a preferred stock purchase agreement, at a price of approximately $0.91 per share. Cash of $78,750, a discount of $7,875 and a premium expense of $35,382 were recorded during this period with respect to this issuance. A holder of the Series C converted 62,625 Series C shares to 21,248,239 common shares for a redemption value of $90,709 including accrued dividends, plus premium, recorded into equity.

During the three months ended March 31, 2022 59,125 shares of Series C convertible preferred stock were issued to an investor under a preferred stock purchase agreement, at a price of approximately $0.91 per share. Cash of $53,750, a discount of $5,375 and a premium expense of $24,150 were recorded during this period with respect to this issuance. A holder of the Series C converted a total of 208,250 Series C shares to 207,382,158 common shares for a redemption value of $301,640 including accrued dividends, plus premium, recorded into equity

During the three months ended June 30, 2022 a holder of the Series C converted a total of 86,625 Series C shares to 570,782,540 common shares for a redemption value of $125,472 including accrued dividends, plus premium, recorded into equity.

During the three months ended September 30, 2022 a holder of the Series C converted a total of 59,125 Series C shares to 818,999,999 common shares for a redemption value of $85,480 including accrued dividends, plus premium, recorded into equity.

At September 30, 2022 the remaining liability totals $261,819 represented by a remaining balance of $170,500 in redeemable Series C stock, together with the related premium of $68,796 and accrued dividends of $22,523.

Series D

In conjunction with the Company's intention to raise future financing of up to $5 million through an offering of up to 500,000 Series D convertible Preferred Stock at the offering price of $10.00 per share, on March 29, 2021 the Company received a Notice of Qualification from the Securities and Exchange Commission indicating approval from the Company to proceed with the offering pursuant to Tier 2 of Regulation A of the Securities Act, which provides exemption from registration of such securities. On April 5, 2021 the Company filed the necessary Certificate of Designation with the state of Nevada to designate 500,000 shares of Series D Preferred stock from the Company's total authorized and unissued Preferred Stock.

Each Series D preferred share is convertible, at the option of the holder, at any time, into nonassessable common shares (a) at 80% of the average closing price reported on OTC Markets for the 20 trading days preceding conversion through June 30, 2021, (b) as amended, at 80% of the average closing price reported on OTC Markets for the 10 trading days preceding conversion effective July 1, 2021,and (c) as amended as amended, at 50% of the lowest closing price reported on OTC Markets for the 10 trading days preceding conversion effective March 3, 2022

During the three months ended June 30, 2021 the Company received a total of $850,000 from the sale of 85,000 Series D Convertible Preferred Stock, and incurred offering costs of $31,309. In addition, during that period 44,970 Series D Preferred shares were subsequently converted to 31,029,932 common shares at an average conversion rate of $0.01449 per common share, resulting in a remaining balance at June 30, 2021 of 40,030 Series D Preferred.

During the three months ended September 30, 2021 the Company received a total of $760,000 from the sale of 76,000 Series D Convertible Preferred Stock. In addition, during that period 75,506 Series D Preferred shares were subsequently converted to 114,102,488 common shares at an average conversion rate of $0.00662 per common share, resulting in a remaining balance at September 30, 2021 of 40,524 Series D Preferred.

During the three months ended December 31, 2021 the Company received a total of $250,000 from the sale of 25,000 Series D Convertible Preferred Stock. In addition, during that period 13,892 Series D Preferred shares were subsequently converted to 26,574,626 common shares at an average conversion rate of $0.00523 per common share, resulting in a remaining balance at December 31, 2021 of 51,632 Series D Preferred.

During the three months ended March 31, 2022 the Company received a total of $246,200 from the sale of 24,620 Series D Convertible Preferred Stock. In addition, during that period the Company issued 15,000 Series D Convertible Preferred Stock to a holder of a convertible note with principal outstanding of $150,000 in exchange for the cancellation of that note and accrued note interest. The Company recognized a gain on this exchange equal to $81,707, which consists of the settlement of accrued interest of $14,384 and settlement of the derivative liability of $74,000, offset by interest expense reversal of $6,667. . Further, during that period 41,626 Series D Preferred shares were subsequently converted to 517,006,635 common shares at an average conversion rate of $0.000805 per common share, resulting in a remaining balance at September 30, 2022 of 49,626 Series D Preferred.

During the three months ended June 30, 2022 the Company received a total of $386,000 from the sale of 38,600 Series D Convertible Preferred Stock. In addition, during that period 28,571 Series D Preferred shares were subsequently converted to 1,446,569,789 common shares at an average contractual conversion rate of approximately $0.0002 per common share, resulting in a remaining balance at September 30, 2022 of 59,655 Series D Preferred.

During the three months ended September 30, 2022 the Company received a total of $247,000 from the sale of 24,700 Series D Convertible Preferred Stock. In addition, during that period 9,055 Series D Preferred shares were subsequently converted to 905,500,000 common shares at an average contractual conversion rate of $0.0001 per common share, resulting in a remaining balance at September 30, 2022 of 75,300 Series D Preferred.

In response to the Company's post qualification amendment filed July 21, 2022 to the Company's Convertible Series D Preferred Regulation A offering, on October 7, 2022 the Company received correspondence from the Securities and Exchange Commission ("SEC") that the structure of its Regulation A Offering may not be in compliance with Regulation A. Pursuant to the Company's Regulation Offering, the Company offered shares of its Series D Preferred Stock that were convertible into shares of the Company's common stock at a variable price. The SEC previously qualified the original Regulation A Offering on March 29, 2021 and again on May 13, 2022. It is now the SEC's contention that the original offering may be an "at-the-market" offering. If the offering was not in compliance with Regulation A, the purchasers of the Series D Preferred Stock may have certain claims against the Company for rescission. The Company has advised all such holders and has obtained verbal confirmation from them that they will not seek rescission. The Company is in the process of obtaining written waivers from these investors. As of the date of this report the Company has obtained waivers from two of the total eight investors. Certain investors still hold Series D Preferred Stock and certain investors have already converted some shares of the Series D Preferred into common stock. Accordingly, as of September 30, 2022 the Company has reclassified the Series D Preferred Stock of $311,260 representing 31,125 Series D Preferred to temporary equity and has reclassified the common stock issued upon conversion of Series D Preferred Stock of $1,432,940 representing 1,429,999,087 common shares to temporary equity relating to the six investors that have not yet provided written waivers as of the date of this report.

COMMON STOCK:

Effective July 1, 2021 the Company increased its authorized common shares from 1 billion (1,000,000,000) to 2 billion (2,000,000,000) of $0.0001 par value each. On March 18, 2022 the Company further increased its authorized common shares from 2 billion (2,000,000,000) to 3 billion (3,000,000,000) of $0.0001 par value each. On April 7, 2022 the Company increased its authorized common shares, this time from 3 billion (3,000,000,000) to 5 billion (5,000,000,000) of $0.0001 par value each. On July 19, 2022 the Company again increased its authorized common shares, this time from 5 billion (5,000,000,000) to 7.5 billion (7,500,000,000) of $0.0001 par value each. The latter increase has been reflected retroactively in the accompanying consolidated balance sheet.

On August 1, 2022 three holders of our convertible preferred and common stock, representing a majority of our issued and outstanding common stock, approved to effect a 1 for 500 reverse split of the Company's common stock. Subject to FINRA approval, the Company anticipates that this action will be effected before the end of November, 2022.

During the year ended December 31, 2021, the Company:

Issued 73,885,399 shares of common stock to convertible note holders for the conversion of an aggregate of $718,954 of the notes and accrued interest at an average price of approximately $0.0097 per share.

Granted 3,500,000 shares of common stock to a noteholder as a commitment fee valued at its relative fair value of $11,924.

Issued a total of 97,222,628 common shares to the holders of convertible debentures, which were recorded as reclassifications from issuable to issued common shares.

Issued 7,290,359 common shares to a convertible debenture holder in excess of their entitlement valued at $91,129, which will be offset against a separate convertible note also issued to that holder.

Issued a total of 56,045,180 common shares on conversion of 314,575 Preferred Series C shares, accrued dividend of $12,093 plus a premium of $114,839, for an aggregate of $441,507 at an average price of approximately $0.0079 per share.

Settled the common stock subscription receivable of $4,500 against the amount payable in accrued salaries to current directors and officers of the Company.

Issued 15,004,178 common shares upon conversion of 152 Series A preferred stock

Issued 171,707,042 common shares upon conversion of 134,368 Series D preferred stock.

Issued 2,000,000 common shares in payment of services valued at a total of $17,400 based on the quoted trade price of $0.0087 on the grant date.

Recorded the issuance of 20,000 common shares not previously recognized

During the three months ended March 31, 2022, the Company:

Issued 176,986,025 common shares, valued at $637,150, to certain third parties as initial consideration to acquire the underlying Artist Republik business and related technology, trademarks and customer lists from Artist Republik, Inc.

Issued 207,382,158 common shares on conversion of 208,259 Series C preferred stock plus accrued dividends, valued $301,640.

Issued 517,006,635 shares of common stock on conversion of 41,626 Series D preferred stock at a conversion value of $416,260.

Issued 50,000,000 shares of common stock on the cashless exercise of 100,000,000 warrants related to a convertible note, which had a Black Scholes valuation of $332,999 recorded as a deemed dividend.

During the three months ended June 30, 2022, the Company:

Issued 570,782,540 common shares on conversion of 86,625 Series C preferred stock plus accrued dividends valued at $125,472.

Issued 1,446,569,789 shares of common stock on conversion of 28,571 Series D preferred stock with a stated value of $285,710.

Issued 43,069,867 shares of common stock on the conversion of $4,000 of a convertible note, $804 of accrued interest and $1,655 of conversion fees at a conversion value of $6,462.

During the three months ended September 30, 2022, the Company:

Issued 818,999,999 common shares on conversion of 59,125 Series C preferred stock plus accrued dividends valued at $85,480.

Issued 905,500,000 shares of common stock on conversion of 9,055 Series D preferred stock with a stated value of $90,550.

Issued 328,643,400 shares of common stock on the conversion of $21,000 of a convertible note, $2,630 of accrued interest and $5,300 of conversion fees at a conversion value of $28,930.

9. SHARE PURCHASE WARRANTS

Activity in the nine months ended September 30, 2022 is as follows:

Common stock warrants

	Number of Warrants	Weighted Average Exercise Price $	Weighted Average Remaining Life (Years)
Balance outstanding, December 31, 2021	66,817,000	0.0067	3.44
Granted	2,500,000	0.01	4.48
Granted	2,500,000	0.001	4.66
Cancelled warrants	(30,000,000)	(0.005)	-
Rachet adjustment	270,000,000	0.0005	3.27
Warrants exercised	(100,000,000)	(0.0005)	-
Balance outstanding, September 30, 2022	211,817,000	0.00236	3.41

Series D warrants

	Number of Warrants	Weighted Average Exercise Price $	Weighted Average Remaining Life (years)
Balance outstanding, December 31, 2020	-	-	-
Granted	3,500	10.00	4.13
Balance outstanding, December 31, 2021	3,500	10.00	4.13
Balance outstanding, September 30, 2022	3,500	10,00	3.63

The Preferred Series D warrants, when exercised at the price of $10.00 per share, as amended, are then convertible to common shares at 50% of the Company's lowest closing stock price over 10 trading days prior to conversion. At a conversion of $0.0001 per share, at September 30, 2022 the Preferred Series D warrants would convert to 350,000,000 common.

On January 1, 2021 the Company issued warrants to Anvil Financial Management LLC to purchase up to 92,000 shares of the Company's common stock (the "Warrants") in part consideration for providing financing advice. The warrants are exercisable at any time on or after the date of issuance at the price of $0.25 per share and entitles Anvil to purchase the Company's common stock for a period of up to 5 years from January 1, 2021. On the initial measurement date, applying the applicable Black Scholes valuation, the relative fair value of the warrants was recorded as a debt discount and an increase to paid-in capital. See Note 5 "Warrants Issued Related to Notes".

On March 9, 2021 the Company issued warrants to First Fire Global Opportunities Fund LLC to purchase up to 3,500,000 shares of the Company's common stock (the "Warrants") in connection with providing the Company with financing through a Convertible Promissory Note with the principal value of $110,000. The warrants are exercisable at any time on or after the date of issuance at the price of $0.025 per share and entitles First Fire to purchase the Company's common stock for a period of up to 3 years from March 9, 2021.

On the initial measurement date, applying the applicable Black Scholes valuation, the relative fair value of the warrants was recorded as a debt discount and an increase to paid-in capital. See Note 5 "Warrants issued related to Notes".

On March 11, 2021 the Company issued warrants to Robert Nathan/Primary Capital, LLC to purchase up to 1,350,000 shares of the Company's common stock (the "Warrants") in part consideration as a finder's fee in introducing First Fire to the Company. Warrants on 350,000 common shares are exercisable at any time on or after the date of issuance at the price of $0.025 per share and entitles the holder to purchase the Company's common stock for a period of up to 3 years from March 11, 2021. Warrants on 1,000,000 common shares are exercisable at any time on or after the date of issuance at the price of $0.01 per share and also entitles the holder to purchase the Company's common stock for a period of up to 3 years from March 11, 2021. On the initial measurement date, applying the applicable Black Scholes valuation, the relative fair value of the warrants was recorded as a debt discount and an increase to paid-in capital. See Note 5 "Warrants Issued Related to Notes".

On March 3, 2021 the Company issued warrants to JP Carey Enterprises, Inc. to purchase up to 30,000,000 shares of the Company's common stock (the "Warrants") in connection with providing the Company with financing through a Convertible Promissory Note with the principal value of $150,000. The warrants are exercisable at any time on or after the date of issuance at the price of $0.005 per share and entitles JPCarey to purchase the Company's common stock for a period of up to 5 years from March 3, 2021. On the initial measurement date, applying the applicable Black Scholes valuation, the relative fair value of the warrants was recorded as a debt discount and an increase to paid-in capital. See Note 5 "Warrants issued related to Notes". On February 16, 2022 the Company entered into an Exchange Agreement with JP Carey whereby this Note and all accrued interest, security interest and warrants were fully cancelled and exchanged for 15,000 Series D preferred shares (see subsequent events footnote).

On March 3, 2021 the Company issued warrants to Trillium Partners LP to purchase up to 30,000,000 shares of the Company's common stock (the "Warrants") in connection with providing the Company with financing through a Convertible Promissory Note with the principal value of $150,000. The warrants are exercisable at any time on or after the date of issuance at the price of $0.005 per share, subject to full ratchet price protection, and entitles Trillium to purchase the Company's common stock for a period of up to 5 years from March 3, 2021. On the initial measurement date, applying the applicable Black Scholes valuation, the fair value of the warrants was recorded as a debt discount and an increase to paid-in capital. See Note 5 "Warrants issued related to Notes".

On May 6, 2021 the Company issued warrants to Robert Nathan/Primary Capital, LLC to purchase up to 2,500 shares of the Company's Series D Preferred stock (the "Warrants") in part consideration as a finder's fee in connection with the purchase by FirstFire of 25,000 Series D Preferred stock. Warrants on 2,500 Series D Preferred stock common shares are exercisable at any time on or after the date of issuance at the price of $10.00 per share and entitles the holder to purchase the Company's Series D Preferred stock for a period of up to 5 years from May 6, 2021. On the initial measurement date, applying the applicable Black Scholes valuation, the fair value of the warrants was $25,000. However, there is no accounting entry since the cost of these warrants was treated as an offering cost against the proceeds of the Series D Preferred stock offering.

On August 9, 2021 the Company issued warrants to Robert Nathan/Primary Capital, LLC to purchase up to 1,000 shares of the Company's Series D Preferred stock (the "Warrants") in part consideration as a finder's fee in connection with the purchase by FirstFire of 10,000 Series D Preferred stock on July 23, 2021. Warrants on 1,000 Series D Preferred stock common shares are exercisable at any time on or after the date of issuance at the price of $10.00 per share and entitles the holder to purchase the Company's Series D Preferred stock for a period of up to 5 years from August 9, 2021. On the initial measurement date, applying the applicable Black Scholes valuation, the fair value of the warrants was $10,000. However, there is no accounting entry since the cost of these warrants was treated as an offering cost against the proceeds of the Series D Preferred stock offering.

On September 10, 2021 the Company issued warrants to Robert Nathan/Primary Capital, LLC to purchase up to 625,000 shares of the Company's common stock (the "Warrants") in part consideration as a finder's fee in connection with the purchase by FirstFire of 12,500 Series D Preferred stock on August 31, 2021. Warrants on 1,000 Series D Preferred stock common shares are exercisable at any time on or after the date of issuance at the price of $10.00 per share and entitles the holder to purchase the Company's Series D Preferred stock for a period of up to 5 years from September 10, 2021. On the initial measurement date, applying the applicable Black Scholes valuation, the fair value of the warrants was $6,250. However, there is no accounting entry since the cost of these warrants was treated as an offering cost against the proceeds of the Series D Preferred stock offering.

On October 7, 2021 and November 1, 2021 the Company issued warrants to Robert Nathan/Primary Capital, LLC to purchase up to 625,000 and 625,000 shares, respectively, of the Company's common stock (the "Warrants") in part consideration as a finder's fee in connection with the purchase by FirstFire of a total of 25,000 Series D Preferred stock, at an exercise price of $0.01 per share. On the initial measurement date, applying the applicable Black Scholes valuation, the fair value of the warrants was $4,288 and $2,813 respectively. However, there is no accounting entry since the cost of these warrants was treated as an offering cost against the proceeds of the Series D Preferred stock offering.

On January 10, 2022, March 22, 2022 and March 31, 2022 the Company issued warrants to Robert Nathan/Primary Capital, LLC to purchase up to 500,000, 250,000 and 250,000 shares, respectively, of the Company's common stock (the "Warrants") in part consideration as finder's fees in connection with the purchase of Series D Preferred stock, at an exercise price of $0.01 per share. However, there is no accounting entry to record the Black Scholes valuations since the cost of these warrants was treated as an offering cost against the proceeds of the Series D Preferred stock offering.

On March 22, 2022 Trillium Partners LP exercised the full ratchet price protection provisions available under its original March 3, 2021 30 million common stock warrant, such that the warrant escalated to a total of 300 million common shares, of which 150 million common shares could be exercised on a cashless basis. On March 28, 2022 Trillium Partners LP submitted an exercise notice on 100 million of the 300 million reset warrants, and claimed 50 million cashless common shares, which were issued by the Company on March 30, 2022. The Black-Scholes valuation of the difference between the warrant before and after the rachet was $323,999, which was recorded as a deemed dividend.

On April 1, 2022, April 21, 2022, May 21, 2022 and May 27, 2022 the Company issued warrants to Robert Nathan/Primary Capital, LLC to purchase up to 250,000, 250,000, 250,000 and 750,000 respectively, of the Company's common stock (the "Warrants") in part consideration as finder's fees in connection with the purchase of Series D Preferred stock, at an exercise price of $0.01 per share. On June 22, 2022 the Company issued warrants to Robert Nathan/Revere Securities, LLC to purchase up to 2,500,000, of the Company's common stock (the "Warrants") in part consideration as finder's fees in connection with the purchase of Series D Preferred stock, at an exercise price of $0.001 per share. However, there is no accounting entry to record the Black Scholes valuations since the cost of these warrants was treated as an offering cost against the proceeds of the Series D Preferred stock offering

10. STOCK-BASED COMPENSATION

	Number of Stock Options		Weighted Average Exercise Price $	Weighted Average Remaining Life (Years)
Balance outstanding, December 31, 2020	-		-	-
Granted	16,500,000	$	0.0141	0.90
Balance outstanding, December 31, 2021	16,500,000	$	0.0141	0.90
Granted	40,000,000		0.0150	1.12
Balance outstanding, September 30, 2022	56,500,000		0.0142	0.97

On November 22, 2011, the Board of Directors of the Company approved a stock option plan ("2011 Stock Option Plan"), the purpose of which is to enhance the Company's stockholder value and financial performance by attracting, retaining and motivating the Company's officers, directors, key employees, consultants and its affiliates and to encourage stock ownership by such individuals by providing them with a means to acquire a proprietary interest in the Company's success through stock ownership. Under the 2011 Stock Option Plan, officers, directors, employees and consultants who provide services to the Company may be granted options to acquire common shares of the Company. The aggregate number of options authorized by the plan shall not exceed 4,974 shares of common stock of the Company.

There are 7 shares of common stock reserved for issuance under the 2014 Plan. The Board shall have the power and authority to make grants of stock options to employees, directors, consultants and independent contractors who serve the Company and its affiliates. Any stock options granted under the 2014 Plan shall have an exercise price equal to or greater than the fair market value of the Company's shares of common stock. Unless otherwise determined by the Board of Directors, stock options shall vest over a four-year period with 25% being vested after the end of one (1) year of service and the remainder vesting equally over a 36-month period. The Board may award options that may vest based upon the achievement of certain performance milestones. As of December 31, 2020, no options have been awarded under the 2014 Plan. Effective August 27, 2019, the Company effected a reverse split of the common stock of 1 for 18,000 (Note 1) which eliminated all the options which were previously outstanding.

During January, 2021 the Company awarded stock options to its 5 employees totaling 5 million common shares vesting quarterly over 2 years and 10 million common shares vesting quarterly over 3 years, both sets of option are exercisable at a price of $0.014 per share. In addition, during January 2021 stock options on a further 1.5 million common shares were granted, vesting quarterly over 3 years at the exercise price of $0.015 per share. Applying the Black-Scholes valuation method, the total cost of these options is $194,700 and $24,750 respectively, which is being amortized to general and administrative expense over their vesting periods. Of this total, the Company incurred a stock option expense of $44,038 for the nine months ended September 30, 2022 and $87,042 for the year ended December 31, 2021.

On March 3, 2022 the Company granted stock options to 2 music consultants of 20 million common shares each vesting quarterly over 2 years, exercisable at a price of $0.015 per share. Applying the Black-Scholes valuation method, the total cost of these options is $58,000 which is being amortized to general and administrative expense over their vesting periods. Of this total, the Company incurred a stock option expense of $9,667 for the nine months ended September 30, 2022 (2021: $0).

11. FAIR VALUE MEASUREMENTS

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

Level 1

Level 1 applies to assets or liabilities for which there are quoted prices in active markets for identical assets or liabilities. Valuations are based on quoted prices that are readily and regularly available in an active market and do not entail a significant degree of judgment.

Level 2

Level 2 applies to assets or liabilities for which there are other than Level 1 observable inputs such as quoted prices for similar assets or liabilities in active markets; quoted prices for identical assets or liabilities in markets with insufficient volume or infrequent transactions (less active markets); or model-derived valuations in which significant inputs are observable or can be derived principally from, or corroborated by, observable market data.

Level 2 instruments require more management judgment and subjectivity as compared to Level 1 instruments. For instance: determining which instruments are most similar to the instrument being priced requires management to identify a sample of similar securities based on the coupon rates, maturity, issuer, credit rating and instrument type, and subjectively select an individual security or multiple securities that are deemed most similar to the security being priced; and determining whether a market is considered active requires management judgment.

Level 3

Level 3 applies to assets or liabilities for which there are unobservable inputs to the valuation methodology that are significant to the measurement of the fair value of the assets or liabilities. The determination of fair value for Level 3 instruments requires the most management judgment and subjective.

Pursuant to ASC 825, cash is based on Level 1 inputs. The Company believes that the recorded values of accounts receivable and accounts payable approximate their current fair values because of their nature or respective relatively short durations. The fair value of the Company's convertible debentures and promissory note approximates their carrying values as the underlying imputed interest rates approximates the estimated current market rate for similar instruments.

As of September 30, 2022 and December 31, 2021 there were derivatives measured at fair value on a recurring basis (see note 5) and goodwill measured at fair value on a non-recurring basis presented on the Company's balance sheet, as follows:

Liabilities at Fair Value:

September 30, 2022

	Level 1	Level 2	Level 3	Total
Recurring: Embedded conversion options derivative liabilities	-	-	$ 108,753	$ 108,753
Non-recurring: Goodwill	-	-	-	-

December 31, 2021

	Level 1	Level 2	Level 3	Total
Embedded conversion options derivative liabilities	-	-	$ 123,300	$ 123,300

12. BUSINESS ACQUISITION

On January 5, 2022, the Company completed its acquisition of substantially all of the assets of Artist Republik, Inc. ("Artist Republik"). Artist Republik is a subscription service specifically created for music artists to obtain music distribution on certain digital platforms (such as Spotify and Apple Music) and receipt of royalties from those platforms, together with providing a marketplace to purchase beats, obtain enhanced audio production and purchase access to playlists. Its decentralized platform allows independent music artists from around the world to take control of their own careers through networking, centralized resources, and AI-based management tools. Artist Republik has attracted approximately 100,000 artists to its offerings and has operating revenues from the sales of services. The acquisition substantially adds to the range of music services available and offered to music artists by Fan Pass.

At closing, the Company issued 176,986,025 shares of the Company's common stock to Artist Republik and certain creditors of Artist Republik. At the end of 12 months following the Closing, in the event the number of shares issued to Seller at the Closing has been diluted below 25% of the total outstanding common shares as of such date, the Company shall issue to the Seller that additional number of shares necessary so that the number of shares issued to Seller is not less than 25% of the then-total issued and outstanding shares of the Company. For a period of 12 months from the Closing Date, the holders of the shares issued pursuant to the Acquisition Agreement shall be limited to selling not more than 10% of the average daily trading volume, in the aggregate, on any given trading day.

The Company acquired all of Artist Republik's customer lists, customers, back-end processes, name, trademarks, internet domains and other things necessary to carry on the business of Artist Republik.

The Company's preliminary estimate of the fair value of the purchase consideration was $1,047,150, consisting of $637,150 for the initial shares, based on the closing price of the Company's common stock on the acquisition date, and $410,000 for the contingent consideration for the future maintenance of the 25% minimum equity threshold referred to above, calculated using a Monte Carlo Simulation. The preliminary allocation of the purchase consideration to the acquired assets is summarized as follows:

Customer Relationships	$ 14,001
Cash	9,500
Tradename	32,230
Technology Platform	161,151
Goodwill	830,268
Total Purchase Consideration	$ 1,047,150

The qualitative factors that make up the goodwill recognized consist of a work-force in place, and operational processes not recognizable as separate intangible assets. The above allocation is preliminary subject to change based on completion of fair value estimates during the measurement period, which may be up to one year.

The following represents unaudited pro-forma revenue and earnings of the consolidated Company as though the business combination had occurred as of the beginning of the earliest reporting period presented.

	Year Ended December 31,	
	2021	2020
Revenues	$ 500,629	$ 451,027
Operating Expenses	4,707,319	2,813,052
Operating Loss	(4,206,690)	(2,362,025)
Other Expenses, net	(73,293)	(2,344,310)
Net Loss	$ (4,374,832)	$ (4,706,335)

Amortizable intangible assets acquired totaling $172,152, consisting of customer relationships $14,001 and technology platform $161,151, are being amortized to operating expense on a straight-line basis over a three year life from date of acquisition. Amortization expense for the nine months ended September 30, 2022 totaled $43,788. The tradename has an indefinite life and therefore is not amortized but subject to impairment testing periodically, but at least annually.

Goodwill totaling $830,268, arising from the acquisition of the Artist Republik business on January 5, 2022, was initially calculated and recorded as an intangible asset through June 30, 2022. However, in accordance with ASC 350-20-35-3B, at September 30, 2022 a quantitative assessment was made which concluded that the fair value of goodwill was zero, and therefore significantly below its carrying value, requiring an impairment reserve of $830,268, which has been reflected as an expense in the three and nine month periods ending September 30, 2022 in the Consolidated Statements of Operations.

13. SUBSEQUENT EVENTS

On October 6, 2022, Friendable, Inc. (the "Company") entered into an agreement with the Centillion Group Inc with respect to the distribution online and offline, and monetization of certain data acquired by the Company in the course of its business. The Company will be entitled to receive, as a one time, first money payment, the first $100,000 of sales generated from this data sharing arrangement, with a revenue share of 38% of such data revenues thereafter, increasing to a 40% share in year two of the agreement. The initial term of this agreement is for 3 years from October 6, 2022, automatically renewing for 2 year increments unless either party terminates upon no less than 120 days notice prior to the end of the initial or renewal terms.

The Company received advances of $12,500 on October 7, 2022, $ 4,500 on October 14, 2022, $4,000 on October 26, 2022 and $4,000 on October 31, 2022 (total $25,000) against the above mentioned $100,000.

Subsequent to September 30, 2022, on November 1, 2022 the Company issued a Convertible Note in favor of JP Carey Limited Partners LP in the principal amount of $44,800 and received net proceeds of $40,000 after deduction for OID of $4,800. The Note has a maturity date of November 1, 2023, accrues interest at the rate of 12% per annum and is convertible into the Company's common shares at 50% of the lowest trading price in the 30 trading days prior to conversion.

Subsequent to September 30, 2022, on November 16, 2022 the Company issued a Convertible Note in favor of Quick Capital, LLC in the principal amount of $16,000 and received net proceeds of $10,000 after deduction for OID of $4,000 and deduction for noteholder's legal fees of $2,000. The Note has a maturity date of February 16, 2023, accrues interest at the rate of 12% per annum and is convertible into the Company's common shares at 50% of the 2 lowest trading prices in the 25 trading days prior to conversion. As additional consideration on May 16, 2023 Quick Capital LLC is entitled to receive that number of the Company's common shares equal to $16,000 divided by the lower of (i) $0.0001 per share or (ii) the closing price of the Company's common shares on May 15, 2023.

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

The following discussion and analysis of the Company's financial condition and results of operations should be read in conjunction with the consolidated financial statements and related notes thereto included in Item 1 "Financial Statements" in this Quarterly Report on Form 10-Q. This discussion contains forward-looking statements that involve risks and uncertainties. The Company's actual results could differ materially from those discussed below. Factors that could cause or contribute to such differences include, but are not limited to, those identified below and those discussed in the section titled "Risk Factors" included elsewhere in this Quarterly Report on Form 10-Q.

Overview

Friendable, Inc., (the "Company"), was incorporated in the State of Nevada.

About Friendable Inc.

Friendable Inc. is a mobile technology and marketing company focused on developing and identifying products, services and brand opportunities with mass market potential and scalability.

Friendable published its first mobile application in the Apple App Store and Google Play Store in 2014 in the social networking and dating category. The Friendable app achieved over 1.5 million downloads, top 10 worldwide rankings, and has led to celebrity-related marketing opportunities and various relationships with well-known music artists as well as up-and-coming independent artists.

On June 28, 2017, the Company formed a wholly owned Nevada subsidiary called Fan Pass, Inc.

Friendable has since pivoted its business focus to its Music Artist Offering, a one of a kind 360 artist platform. The offering now includes music production/collaboration, music distribution (Spotify, Sound Cloud), Play Listing, Livestream/live events, promotions, ticket sales, behind the scenes, merchandising designs/store/ship, tips, fan interaction, subscription offerings and more, which all equal revenue sharing and earning for all music artists. It is the Company's goal to become the new launch point for Indie Artists, as well as Artists at all levels, as they build engagement, revenue, and fans/followers.

The Fan Pass livestream artist platform was launched July 24, 2020. The platform has proven invaluable for artists and fans alike as performances shifted from the stage to the "digital screen". The Company has grown its product and services offerings to include a 360 suite of music artist services, completing this full spectrum solution with its acquisition of Artist Republik and FeaturedX in January 2022.

Friendable was founded by brothers Robert A. Rositano Jr. and Dean Rositano, who have more than 27 years of experience working together on technology-related ventures.

For more information,

visit **www.Friendable.com, www.FanPassLive.com, www.artistrepublik.com** and **www.featuredX,com**

Additionally, *Download the FanPass and FanPassLive apps on the Apple App Store or the Google Play Store.*

What precisely does Fan Pass Live do?

For starters, Fan Pass breaks down the barrier between artists and fans, with artists broadcasting their events, concerts, and announcements to supporters directly from the Fan Pass mobile application or desktop. More importantly, it gives back to artists a way to remain relevant to their fan base and earn revenue, launch their careers without the debt and ownership created by cumbersome record labels and ultimately provides all the products, services, and support to develop revenues, brand, fan base, music distribution and production/collaboration for artists at any level of their career as well.

Fan Pass Live offers artists at all levels and genres, the opportunity to engage fans from one location, removing the need for multiple sharing platforms. It conveniently provides Exclusive Artist "Channels" jam-packed with all their relevant content from videos, photos, interviews, and past and upcoming events.

While Fan Pass charges the fans a small transaction fee for ticket sales, artists keep the money earned from ticket sales. The handling of merchandise is also taken care of by the company and once it's approved by the artist, all merchandising is released within the artist's Channel.

For artists there are tools available to help them "up their game" such as the creation of custom logos and merchandising, live chat options, promotional aids that provide the ability to live stream, post photos, audio, and video with ease. For subscribers, fans can browse for upcoming events, shop merchandising, search by music genre and create dashboards. They can also view notifications, discussions, and their favorite music artists in one app.

While it's free for the artists to join, Fan Pass monetizes its business model by using an "ALL ACCESS VIP" Offering. Commencing with the release of Fan Pass v2.0 on July 24, 2021, this offering is priced at a $2.99 monthly subscription ($25.99 annual subscription), paid by fans through its website, Apple App Store or Google Play Stores, with a three-day free trial. Fan Pass also offers an "Artist Pro" monthly subscription of $8.99 which offers the "ALL ACCESS VIP", plus advanced dashboard analytics, merchandising store access and promotion of scheduled music events, On August 5, 2021, the Company announced the approval of the Fan Pass v2.0 livestream artist platform by both the Apple App and Google Play Stores. The mobile applications can be downloaded by users worldwide, and Fan Pass v2.0 is also accessible via desktop and web applications.

How sweet does it get for the artists? These revenues are proportionately shared with all Channel artists according to fan views and downloads. In exchange for its platform features, live streaming tools, bandwidth, processing, and handling, Fan Pass also earns platform fees on each separately ticketed event, as well as splits with each artist on subscriber fees and merchandise designed and sold on the platform. Fan Pass v2.0 contains all new UI/UX user interface attributes, updated feature sets for artists and fan, as well as an accelerated onboarding process for artists and artists' content, and enhanced dashboard features. The Company aims to establish Fan Pass as its premier brand and mobile platform that is dedicated to connecting and engaging users from anywhere around the World.

Artist Republk business acquisition

On January 4, 2022, the Company completed its acquisition of substantially all the assets of Artist Republik, Inc. ("Artist Republik"). Artist Republik is a subscription service specifically created for music artists to obtain music distribution on certain digital platforms (such as Spotify and Apple Music) and receipt of royalties from those platforms, together with providing a marketplace to purchase beats, obtain enhanced audio production and purchase access to playlists. Its decentralized platform allows independent music artists from around the world to take control of their own careers through networking, centralized resources, and AI-based management tools. Artist Republik has attracted approximately 100,000 artists to its offerings and has operating revenues from the sales of services. The Company acquired all of Artist Republik's customer lists, customers, back-end processes, name, trademarks, internet domains and other things necessary to carry on the business of Artist Republik.

In January, 2022 we also launched and released **FeaturedX.com**, a web property acquired as part of the Company's acquisition of Artist Republik, FeaturedX has thousands of artists currently available and is a place where artists can book a guest feature, co-write, MIDI composition or live instrumental tracking for artists releasing their next single or looking to extend reach and exposure by tapping into these available resources for music production and collaboration. While continuing to deliver a variety of expanded services to our artists, platforms, and offerings, FeaturedX has now taken center stage as our next service offering ready for growth. Working closely with Mr. O'Leary and Mr. Menig, the 2 original co-founders of Featured X, it was immediately clear that having them both on board as partners for our journey forward would be one of our keys to success. This said, we have been able to reach agreement with both O'Leary and Menig to join our team as partners as we focus on revenue, artists, and additional services growth on a platform that already has great momentum. Ryan "Tuck" O'Leary is a co-founder of FeaturedX and best known for slinging his bass around with "Texas Metal" powerhouse Fit For A King, and has added another ace to his ever-growing deck. In August 2020 alongside his longtime friend Jeff Menig, O'Leary launched a new connective platform for creatives. FeaturedX is the first premier platform for connecting and working with your favorite artists from a multitude of genres. This is a dream team of the greatest artists in alternative music. Combining years of friendships and touring experience we built this as a community. Now teaming up with Fan Pass Live, FeaturedX is looking to continue expanding and growing an already stellar roster of creatives. Jeff Menig is a co-founder of FeaturedX and an entertainment industry professional with over 21 years of experience in band management, live events, merchandise, consulting, artist development, and marketing. His unrelentingly passionate and persistent entrepreneur makes precision focused usage of the diverse set of skills he's developed. Menig builds brands and bands for the social media age, optimizing the multiple opportunities for engagement, communication, and personal interaction for his clients. His keen attention to detail, from visual elements to messaging, makes him invaluable as he teams with Fan Pass Live to grow the FeaturedX brand and services.

For a complete and up to date presentation of the entire 360 platform, brands, products and services offered by the Company please use the following link to view the Company's 360 Capabilities Deck & Presentation or visit the investors tab on the Company's website, which will lead to the Friendable, Inc. Investor Relations or friendable.com/ir where the presentation can also be located. ***LINK "360 Capabilities Deck & 2022 Presentation"***

In August, 2022 the Company received notice from the Company's counsel that the "Business Division" of the SEC had contracted counsel, in response to a routine amendment filed by the Company on July 21, 2022 to its Regulation A offering, asserting the need to move away from any Regulation A offering that was not at a fixed price per share and/or was not an offering limiting conversion to common shares at a fixed price, and if the offering was not in compliance with Regulation A, the purchasers of the Series D Preferred Stock may have certain claims against the Company for rescission. The Company has advised all such holders and has obtained verbal confirmation from them that they will not seek rescission. The Company is in the process of obtaining written waivers from these investors. As of the date of this report the Company has obtained waivers from two of the total eight investors. Certain investors still hold Series D Preferred Stock and certain investors have already converted some shares of the Series D Preferred into common stock. Accordingly, as of September 30, 2022 the Company has reclassified the Series D Preferred Stock of $311,260 representing 31,126 Series D Preferred to temporary equity and has reclassified the common stock issued upon conversion of Series D Preferred Stock of $1,432,940 representing 1,429,999,087 common shares to temporary equity relating to the six investors that have not yet provided written waivers as of the date of this report.

The Artist Republik brand and business was the first to be damaged by the SEC's decision. The Company's ability to finance through it's "Qualified Regulation A" offering was halted by the SEC's actions/requirement, as well as investor's ability to participate in the offering until such time the Company amends and re-files its Regulation A on a fixed per common share conversion price basis and has obtained SEC Qualification to that amendment.

Artist Republik had run a “Song of the Summer” or “SOTS” campaign for artist song submission to pay top 5 $1,000 each for best Song of the Summer. The Company’s cash flows from the Artist Republik business itself are not able to fully sustain operations and the Company relies upon investment capital for marketing promotions, growth, development, and technology deployments and, with the SEC questioning the Company’s Regulation A offering which effectively halted ongoing funding efforts, the Company, has not been able to pay out these prize monies yet. In addition, the Artist Republik website, features, and functions are currently unavailable until such time the Company can raise capital again through its amended and re-qualified Regulation A offering, the intended 1 for 500 stock split becomes effective and it can successfully engage in alternative financing structures. In the interim and temporarily, the Company’s current level of revenues from the Artist Republik business has significantly declined below management’s original forecast for third and fourth quarter 2022 as a result of certain technologies that were inactive or not working correctly as inherited from the acquisition of Artist Republik. Additionally, the Company retained the Artist Republik founder and other key personnel that represented their specific knowledge and ability to integrate front end and back-end systems, servers and API’s that are all needed for the interworking’s of the Fan Pass Live “360” offering which is to include music distribution. Unfortunately, those retained following the transition and representations made prior, during and following the acquisition were not held or performed by the outside personnel retained. The Company’s CTO continues to work diligently to unwind certain aspects of prior technologies while integrating in such a way that the Artist Republik services and offering can become live again in Q1 of 2023, as Management believes it is a significant draw for independent artists and becomes the initial “Front Door” or entry point for each artist to begin their journey with the Company and all its service offerings.

Management further performed a quantitative assessment of the carrying value of goodwill of $830,268 that arose from the January, 2022 acquisition of the Artist Republik business and determined that, as of September 30, 2022, it needed to be expensed in the Consolidated Statements of Operations.

Executive Leadership

Our two founders are a team of Entrepreneurs who have over 25 years of tech related startup experience, recruiting talent, building teams and turning ideas into big business opportunities, as well as exits for investors. Together raising over $40M in capital, spanning various companies, with a history dating back to the first ever Internet IPO (Netcom Online Communications – 1993), as well as the development of the first ever World Wide Web Directory (sold to McMillan Publishing 1995) and even deploying a first mover social network by the name of nettaxi.com – 1998 – 2002, which was prior to Facebook and resulted in a top 10 most trafficked web site in the World, with a market cap of approximately $700M upon exiting the public company. Relationships developed over the years include such companies as Apple, eBay and AT&T, as well as joint ventures with Music Industry Giants, including Nocturne Productions, Herbie Herbert (Manager of the Band Journey) and Music.com; an early adopter offering digital music downloads.

Results of Operations

	For the Three Months Ended September 30,		For the Nine months Ended September 30,	
	2022	2021	2022	2021
REVENUES:				
Subscription and merchandising sales	$ 2,596	$ 1,866	$ 5,177	$ 4,780
Music royalties and services	46,337	-	156,550	-
	48,933	1,866	161,727	4,780
OPERATING EXPENSES				
Commissions	2,581	247	8,741	605
General and administrative	325,283	315,672	1,048,151	962,281
Software development, hoisting and support – related party	180,000	260,000	540,000	597,500
Other software support fees	14,606	-	44,448	-
Revenue shares	42,465	920	138,288	2,124
Investor relations	2,587	58,118	9,627	104,968
Advertising, promotion and marketing	30,427	127,269	202,928	393,321
Impairment of goodwill	830,268	-	830,268	-
Amortization of intangible assets	14,596	-	43,788	
	1,442,813	762,226	2,866,239	2,060,799
LOSS FOR OPERATIONS	(1,393,880)	(760,360)	(2,704,512)	(2,056,019)
OTHER INCOME(EXPENSE)				
Accretion and interest expense	(50,552)	(426,200)	(155,211)	(936,113)
Gain on extinguishment of convertible note	-	-	81,706	-
Loss in initial derivative expense	(19,452)	-	(78,452)	(1,796,835)
Loss on settlement of convertible debt	-	-	(85,913)	-
Gain on change to fair value of derivatives	91,699	867,298	98,999	2,818,298
	21,655	441,098	(138,871)	85,350
NET INCOME (LOSS)	$ (1,372,225)	$ (319,262)	$ (2,843,393)	$ (1,970,669)

For the three months ended September 30, 2022 compared to September 30, 2021

Revenues:

The Company had revenues of $48,933 and $1,866 for the three months ended September 30, 2022 and 2021 respectively. Revenues in 2022 included $46,337 in music royalties and services and $1,496 in subscriptions relating to the Artist Republik music business acquired January 5, 2022 (2021 $0). The remainder of 2022 revenue related to Fan Pass subscriptions and merchandising sales of $1,099 for the three months ended September 30, 2022 (2021:$1,866).

Operating Expenses

The Company had operating expenses of $1,442,813 and $762,226 for the three months ended September 30, 2022 and 2021 respectively. The increase in operating expenses in 2022 was due primarily to the expensing of goodwill due to impairment of $830,268 and increased artist revenue shares, partially offset by lower investor relations expense and related party software development, hosting and support.

Other Income and Expense

The Company had other income of $21,655 for the three months ended September 30, 2022, compared with other income of $441,098 for the three months ended September 30, 2021. The decrease in other income was due primarily to a gain on change in fair value of derivatives in 2021 of $867,298 offset by higher accretion and interest expense of $ 426,200 in 2021.

Net Loss

The Company had net loss of $1,372,225 for the three months ended September 30, 2022, compared to a net loss of $319,262 for the three months ended September 30, 2021. The higher net loss in 2022 was due primarily to the expensing of goodwill due to impairment $830,268. In addition, 2021 had a gain on change in fair value of derivatives of $867,298, offset by higher accretion and interest expense, compared with 2022.

For the nine months ended September 30, 2022 compared to September 30, 2021

Revenues

The Company had revenues of $161,727 and $4,780 for the nine months ended September 30, 2022 and 2021 respectively. The increase was due to the Artist Republik music business acquired January 5, 2022. Revenue in 2021 related entirely to subscriber and merchandising revenue from the Company's Fan Pass app.

Operating Expenses

The Company had operating expenses of $2,866,239 and $2,060,799 for the nine months ended September 30, 2022 and 2021 respectively. The increase in operating expenses was due primarily to the expensing of goodwill due to impairment of $830,268 in 2022, increase of $136,164 in revenue shares expense on Artist Republik revenue, new amortization expense of intangible assets $43,788, and an increase of $85,870 in general and administrative expenses arising primarily from higher legal and audit fees attributable to the acquisition of the Artist Republik business, partially offset by lower investor relations and advertising, promotion and marketing expense.

Other Income and Expense

The Company had other expense of $138,871 and other income of $85,350 for the nine months ended September 30, 2022 and 2021, respectively. The reduction in 2022 related primarily to a gain on change in fair value of derivatives of $2,818,298 offset by a loss on initial derivative expense of $1,796,835 and increased accretion and interest expense of $936,113 in 2021.

Net Loss

The Company had net losses of $2,843,383 and $1,970,669 for the nine months ended September 30, 2022 and 2021 respectively. The increase in net loss was due primarily to the expensing of goodwill due to impairment of $830,268 which increased operating expenses, partially offset by a reduction in other expense and an increase in revenues.

Liquidity and Capital Resources

Working Capital

	September 30, 2022 (unaudited)	December 31, 2021
Current Assets	$ 5,745	$ 253,523
Current Liabilities	$ (5,493,148)	$ (5,007,005)
Working Capital (Deficiency)	$ (5,487,405)	$ (4,753.482)

Current assets at September 30, 2022 decreased compared to December 31, 2021 due to lower cash.

Current liabilities at September 30, 2022 increased compared to December 31, 2021 primarily due to a contingent purchase consideration of $410,000 relating to the acquisition of the Artist Republik business in 2022 and an increases in accounts payable and accrued expenses of $464,511, partially offset by a reduction of $411,348 in 2022 in the Company's mandatorily redeemable Series C convertible preferred stock liability.

Cash Flows

	Nine months Ended September 30, 2022	Nine months Ended September 30, 2021
Net Cash Used in Operating Activities	$ (1,232,478)	$ (1,843,633)
Net Cash Provided by Investing Activities	9,500	-
Net Cash Provided by Financing Activities	975,200	2,237,815
Net Increase (Decrease) in Cash	$ (247,778)	$ 394,182

<u>Net Cash Used in Operating Activities</u>

Our cash used in operating activities was $1,232,478 for the nine month period ended September 30, 2022 compared to $1,843,633 for the nine month period ended September 30, 2021. Net loss was $2,843,383 and $1,970,669 for the nine month periods ending September 30, 2022 and 2021 respectively. In 2022, adjustments to reconcile the net loss to net cash used primarily included stock option expense $82,974, amortization of debt discount $58,784, amortization of intangible assets of $43,788, expensing the impairment of goodwill $830,268 and initial derivative expense of $78,452. In 2021, adjustments to reconcile the net loss to net cash used included primarily an adjustment for initial derivative expense $1,796,835 and change in fair value of derivatives of $(2,818,298). In 2022, changes in operating assets and liabilities included an increase in amount due to related party of $62,500 and an increase to accounts payable and accrued expenses of $501,879. In 2021 changes in operating assets and liabilities included an increase to accounts payable and accrued expenses of $335,176 offset by a reduction in amount due to related party $134,499.

<u>Net Cash Provided by Investing Activities</u>

For the nine months ending September 30, 2022 we received cash of $9,500 from the business combination of Artist Republik.

<u>Net Cash Provided by Financing Activities</u>

Our cash provided by financing activities of $975,200 for the nine month period ended September 30, 2022 included cash from the issuance of Series D preferred stock under Regulation A of $879,200 less finder's fees of $24,250, net proceeds from the issuance of Series C preferred stock of $ 53,750 and proceeds of $66,500 from the issuance of convertible notes. Our cash provided by financing activities of $2,237,815 for the nine month period ended September 30, 2021 included the issuance of Series C preferred stock sold for cash of $515,900 proceeds from the issuance of Series D preferred stock under Regulation A of $1,610.000, less offering costs of $31,310, and net proceeds from the issuance of convertible notes of $358,500 offset by a prepayment of convertible note of $ 116,500.

The Company derives the majority of its financing by issuing Series C and Series D preferred stock to investors. The investors have the right to convert Series C preferred stock at a discount of 29% to the then market price into common shares of the Company after the requisite Rule 144 waiting period. Series D preferred stock had been immediately convertible into common stock at deep discounts ranging from 20% to 50% to the market until the Securities and Exchange Commission first raised their concern in August 2022 regarding this "at-the-market" convertibility and ruled that future of Series D preferred stock conversions to common stock must occur at a defined (to be determined) set market price.

Going Concern

Following the Securities and Exchange Commission's request to amend the Company's Regulation A offering, the Company had also entered a corporate action for its 500 for 1 reverse stock split. Such split has yet to be approved by FINRA as of the date of this filing. However, the Company expects notice for an effective date shortly. An effective date will trigger the Company's amended Regulation A filing, review and qualification by the SEC which may enable the Company to resume capital raising efforts for the future growth objectives of the business.

The accompanying unaudited consolidated financial statements have been prepared assuming the Company will continue as a going concern, which implies that the Company would continue to realize its assets and discharge its liabilities in the normal course of business. As of September 30, 2022, the Company has a working capital deficiency of $5,487,403 has an accumulated deficit of $42,641,808 and has a stockholder's deficit of $7,069,008 after reclassification of temporary equity of $1,744,200 and its operations continue to be funded primarily from sales of its stock. During the nine months ended September 30, 2022, including the expensing of goodwill due to impairment of $830,268, the Company had a net loss and net cash used in operations of $2,843,383 and $1,232,478. These factors raise substantial doubt about the Company's ability to continue as a going concern for a period of twelve months from the issuance of this report. The ability of the Company to continue as a going concern is dependent on the Company's ability to obtain the necessary financing through the issuance of convertible notes and equity instruments. The unaudited consolidated financial statements do not include any adjustments to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

Management plans to continue raising financing through equity sales of Series C and Series D Preferred stock, while intending to reduce and/or eliminate its convertible debt. No assurance can be given that any such additional financing will be available, or that it can be obtained on terms acceptable to the Company and its stockholders.

Off-Balance Sheet Arrangements

As of September 30, 2022, the Company had no off-balance sheet arrangements.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.

This Item 3 is not applicable to us as a smaller reporting company and has been omitted.

ITEM 4. CONTROLS AND PROCEDURES.

Disclosure Controls and Procedures

We maintain "disclosure controls and procedures," as that term is defined in Rule 13a-15(e), promulgated by the SEC pursuant to the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Disclosure controls and procedures include controls and procedures designed to ensure that information required to be disclosed in our reports filed under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to our management, including the principal executive officer and principal financial officer, to allow timely decisions regarding required disclosure. Our management, with the participation of the principal executive officer and principal financial officer, evaluated our disclosure controls and procedures as of the end of the period covered by this quarterly report on Form 10-Q. Based on this evaluation, our principal executive officer and principal financial officer concluded that as of September 30, 2022, our disclosure controls and procedures were not effective.

As reported in Item 9A of our Annual Report on Form 10-K for the year ended December 31, 2021, our management concluded that our internal control over financial reporting was not effective as of that date because of material weaknesses which are indicative of many small companies with small staff: (i) inadequate segregation of duties and ineffective risk assessment; (ii) insufficient written policies and procedures for accounting and financial reporting with respect to the requirements and application of both US GAAP and SEC guidelines; (iii) and inadequate technical skills of accounting personnel. To remediate such weaknesses, we believe we would need to implement the following changes: (i) appoint additional qualified personnel to address inadequate segregation of duties and ineffective risk management; and (ii) adopt sufficient written policies and procedures for accounting and financial reporting. The remediation efforts set out in (i) and (ii) are largely dependent upon our securing additional financing to cover the costs of implementing the changes required. If we are unsuccessful in securing such funds, remediation efforts may be adversely affected in a material manner. Until we have the required funds, we do not anticipate implementing these remediation steps.

A material weakness is a deficiency or a combination of control deficiencies in internal control over financial reporting such that there is a reasonable possibility that a material misstatement of our annual or interim financial statements will not be prevented or detected on a timely basis.

Changes in Internal Control Over Financial Reporting

There were no changes in our internal control over financial reporting during the quarter ended September 30, 2022 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II - OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

(i) Integrity Media, Inc.

Integrity Media, Inc. (“Integrity”) had previously filed a lawsuit against the Company and the CEO of the Company for $500,000 alleging breach of contract alleging the Company failed to deliver marketable securities in exchange for services. The Company answered the allegations in court and Integrity filed a motion attacking the Company’s answers. While the court did not strike those responses, the clerk of the court entered a default judgment against the Company in the amount of $1,192,875 plus 10% interest. On May 8, 2019, the Company received a tentative ruling on the Company’s motion to vacate the default judgement whereby the previously entered default judgement was voided and a trial date of August 26, 2019 was set.

On September 19, 2019, the Company entered into a Settlement Agreement, as Amended, with Integrity Media settling the civil action known as Integrity Media, Inc. vs. Friendable, Inc. et al., Orange County Case No. 30-2016-00867956-CU-CO-CJC. Pursuant to the Settlement Agreement, the Company agreed to issue to Integrity 750,000 shares of its common stock to be issued in tranches every 30 days or according to the instructions of Integrity, in exchange for 275 of the Company’s preferred shares held by Integrity and the cash payment of $30,000 for costs. Robert Rositano, the Company’s CEO, has also personally guaranteed the Company’s compliance with the terms of the Settlement Agreement. At the date of this filing the $30,000 cash payment has not been made and the preferred shares have not been returned.

Additionally, Integrity will be entitled to additional shares if (i) the price of the Company’s common stock is below $1.34 at either the 120 day or 240 day reset dates set forth in the Company’s Debt Restructure Agreement as amended entered into with various debt holders on March 26, 2019 effective November 5, 2019. The Company determined that a total of 4,275,000 additional shares would be issuable on the first “reset” date of March 4, 2020 based on a share price of $0.20 on that date and a total of 7,537,500 additional shares would be issuable on the second “reset” date of July 2, 2020 based on a share price of $0.08 on that date, for a total of 12,562,500 shares. Integrity will also be entitled to a “true-up” by the issuance of additional common shares on the issuance date should the share price of the Company’s common stock on the issuance date be below $1.00. It was determined by the Company that its liability was $1,005,000 ($750,000 plus a premium of $255,000), in accordance with ASC 480.

On August 28, 2020 Integrity requested and was issued 750,000 common shares, which Integrity advised the Company realized $16,625 when sold. Accordingly, at September 30,2021 and December 31, 2020 the Company reduced its liability payable in common stock from $1,005,000 to $988,375 and retained $30,000 as an accrued liability for costs.

On October 14, 2020 the Company filed a “Declaration” with the Santa Clara County Courts challenging Integrity’s future ability to convert additional shares based on “Stock Market Manipulation” designed to harm the Company’s share price, valuation and number of shares issuable to Integrity following its sales. Additionally, the Company contended that Integrity disregarded the volume limitation set forth in its settlement for the Company’s thinly traded securities and caused a potential third party capital investment of $150,000 to be rescinded. The court agreed with the Company’s declaration that Integrity should have filed a motion so the Company would have the opportunity to present all arguments and evidence in opposition to deny Integrity’s application to enter judgment. On June 29, 2021 Integrity Media’s attempt to again obtain a motion for entry and enforcement of the judgement was denied in favor of an entirely separate lawsuit, if any, to be brought to try to resolve any disputes with either the original settlement agreement or with the entry of stipulated judgement itself. The matter therefore continues, unresolved.

(ii) Infinity Global Consulting Group Inc.

Infinity Global Consulting Group Inc. had previously filed a default judgement on May 29, 2018 in the 11th Judicial Circuit, Miami-Dade County, Florida court alleging that it was owed a services fee of $97,000, plus an entitlement to a warrant to purchase 5 million of the Company’s common shares at $0.03 per share. The Company believes that this claim is without merit since service on the Company was defective and the Company never received an actual notice of the lawsuit. Accordingly, on November 16, 2020 the Company filed a motion to set aside the default judgement. At the date of this filing, the motion still awaits a hearing. An accrued expense at September 30, 2022 and at December 31, 2021 has been established.

ITEM 1A. RISK FACTORS.

There are no changes that constitute material changes from the risk factors previously disclosed in our Annual Report on Form 10-K, filed with the SEC on April 15, 2022**.**

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS.

During the three months ended March 31, 2022:

Issued 176,986,025 common shares, valued at $637,150, to certain third parties as initial consideration to acquire the underlying Artist Republik business and related technology, trademarks and customer lists from Artist Republik, Inc.

Issued 207,382,158 common shares on conversion of 208,259 Series C preferred stock plus accrued dividend, valued $301,640.

Issued 517,006,635 shares of common stock on conversion of 41,626 Series D preferred stock at a conversion value of $416,260.

Issued 50,000,000 shares of common stock on the partial cashless exercise of a warrant related to a convertible note.

During the three months ended June 30, 2022:

Issued 570,782,540 common shares on conversion of 86,625 Series C preferred stock plus accrued dividend, valued $125,472.

Issued 1,446,569,789 shares of common stock on conversion of 41,626 Series D preferred stock at a conversion value of $416,260.

Issued 43,069,667 shares of common stock on conversion of $4,000 principal on a convertible note, accrued interest $806 and conversion costs $1,655, for a total conversion value of $6,462.

During the three months ended September 30, 2022, the Company:

Issued 818,999,999 common shares on conversion of 59,125 Series C preferred stock plus accrued dividends valued at $85,480.

Issued 905,500,000 shares of common stock on conversion of 9,055 Series D preferred stock with a stated value of $90,550.

Issued 328,643,400 shares of common stock on the conversion of $21,000 of a convertible note, $2,630 of accrued interest and $5,300 of conversion fees at a conversion value of $28,930.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES.

On May 29, 2020 the Company defaulted on the outstanding Series C preferred stock previously issued by being late with the December 31, 2019 Form 10-K filing on the extended date. Under the default provision of the Series C preferred stock the dividend rate increases from 8% to 22% and the stated price increases from $1.00 to $1.50. The Company also defaulted on four convertible notes, one dated March 30, 2017 (which has now been fully settled), one dated April 8, 2020 in the amount of $35,000 (which has now been fully settled), one dated May 20, 2020 in the amount of $60,000 and another one dated June 11, 2020 of $10,000 (which has now been fully settled) , causing the interest rate to increase to 24%.

ITEM 4. MINE SAFETY DISCLOSURES.

Not applicable.

ITEM 5. OTHER INFORMATION.

There is no other information required to be disclosed under this item which was not previously disclosed.

ITEM 6. EXHIBITS

The exhibits listed on the Exhibit Index immediately preceding such exhibits, which is incorporated herein by reference, are filed or furnished as part of this Quarterly Report on Form 10-Q.

Exhibit Number	Description
(31)	**Rule 13a-14(a)/15d-14(a) Certification**
31.1*	Certification of the Principal Executive Officer of the Registrant pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2*	Certification of the Principal Financial Officer of the Registrant pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
(32)	**Section 1350 Certification**
32.1+	Certification of the Principal Executive Officer and Principal Financial Officer of the Registrant pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
(99)	**Additional Exhibits**
99.1	Temporary Hardship Exemption
(101)	**Interactive Data File**
101.INS**	Inline XBRL Instance Document (the instance document does not appear in the Interactive Data File because XBRL tags are embedded within the Inline XBRL document)
101.SCH**	Inline XBRL Taxonomy Extension Schema
101.CAL**	Inline XBRL Taxonomy Extension Calculation Linkbase
101.DEF**	Inline XBRL Taxonomy Extension Definition Linkbase
101.LAB**	Inline XBRL Taxonomy Extension Label Linkbase
101.PRE**	Inline XBRL Taxonomy Extension Presentation Linkbase
104**	Cover Page Interactive Data File (embedded within the Inline XBRL document)

* Filed herewith.

** To be furnished by amendment per Temporary Hardship Exemption under Regulation S-T.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

FRIENDABLE, INC.

Date: November 18, 2022

By: /s/ *Robert Rositano, Jr.*

Name: Robert Rositano, Jr.
Title: CEO, Secretary, and Director
(Principal Executive Officer)

Date: November 18, 2022

By: /s/ *Robert Rositano, Jr*

Name: Robert Rositano, Jr
Title: Chief Financial Officer
(Principal Financial Officer and Principal Accounting Officer)

EXHIBIT 31.1

CERTIFICATION PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Robert Rositano Jr, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Friendable, Inc.;

2. Based on my knowledge, this report 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 report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15I and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   A. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   B. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   C. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   D. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   A. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   B. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 18, 2022

/s/ *Robert Rositano Jr*
Robert Rositano Jr
CEO, CFO, Secretary, and Director
(Principal Executive Officer)

EXHIBIT 31.2

CERTIFICATION PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Robert Rositano Jr, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Friendable, Inc.;

2. Based on my knowledge, this report 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 report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15I and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   A. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   B. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   C. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   D. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   A. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   B. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 18, 2022

/s/ *Robert Rositano Jr*
Robert Rositano Jr
Chief Financial Officer

EXHIBIT 32.1

CERTIFICATION PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

Pursuant to 18 U.S.C. Section 1350, as created by Section 906 of the *Sarbanes-Oxley Act of 2002*, the undersigned officer of Friendable, Inc. (the "Issuer") hereby certify that:

(1) the quarterly report on Form 10-Q of the Issuer for the period ended September 30, 2022 fully complies with the requirements of Section 13(a) or Section 15(d), as applicable, of the *Securities Exchange Act of 1934, as amended*; and

(2) the information contained in the Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of the Issuer.

Date: November 18, 2022

/s/ *Robert Rositano Jr*
Robert Rositano Jr
CEO, Secretary, and Director
(Principal Executive Officer)

/s/ *Robert Rositano Jr*
Robert Rositano Jr
Chief Financial Officer
(Principal Financial Officer and Principal Accounting Officer)

EXHIBIT 99.1

EXTENSION FOR THE SUBMISSION OF THE INTERACTIVE DATA FILE

In accordance with the temporary hardship exemption provided by Rule 201 of Regulation S-T, the date by which the Interactive Data File is required to be submitted has been extended by six business days. We intend to submit the Interactive Data File through Amendment No.1 to this Form 10-Q.