

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

MediaShift, Inc.

A Nevada Corporation

3445 Lawrence Avenue,
Oceanside, NY 11572

SIC – 2834

Quarterly Report
For the Period Ending: June 30, 2019
(the “Reporting Period”)

As of June 30, 2019, the number of shares outstanding of our Common Stock was:

75,498,595

As of March 31, 2019, the number of shares outstanding of our Common Stock was:

22,498,595

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

Yes: No:

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

Yes: * No:

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

Yes: No:

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

MediaShift, Inc. herein referred to as “MSHFQ” or the “Company”, formerly known as JMG Exploration, Inc.

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

Yes: No:

On January 24, 2017, the Company filed a for Chapter 7 bankruptcy, with the Southern District of California. On February 23, 2017 the court approved the bankruptcy petition and the case was closed.

2) Security Information

| | | |
|--|--------------------------------------|------------------------------------|
| Trading symbol: | <u>MSHFQ</u> | |
| Exact title and class of securities outstanding: | <u>Common Stock (“Common Stock”)</u> | |
| CUSIP: | <u>58449A104</u> | |
| Par or stated value: | <u>\$0.001</u> | |
| Total shares authorized: | <u>100,000,000</u> | as of date: <u>August 5, 2019</u> |
| Total shares outstanding: | <u>75,498,595</u> | as of date: <u>June 30, 2019</u> |
| Number of shares in the public float: | <u>5,684,128</u> | as of date: <u>August 05, 2019</u> |
| Total number of shareholders of record: | <u>190</u> | as of date: <u>August 05, 2019</u> |

Additional class of securities (if any):

| | | |
|--|--|-----------------------------------|
| Trading symbol: | <u>MSHFQ</u> | |
| Exact title and class of securities outstanding: | <u>Series A Preferred Stock (“Series A Preferred”)</u> | |
| CUSIP: | <u>N/A</u> | |
| Par or stated value: | <u>\$0.001</u> | |
| Total shares authorized: | <u>10,000,000</u> | as of date: <u>August 5, 2019</u> |
| Total shares outstanding: | <u>1,306,500</u> | as of date: <u>June 30, 2019</u> |

Transfer Agent

Name: Corporate Stock Transfer, Inc.
Address: 3200 Cherry Creek Dr. South, Suite 430
Address 2: Denver, CO 80209
Phone: +1 (303) 282-4800
Email: mtampubolon@corporatetocktransfer.com

Is the Transfer Agent registered under the Exchange Act?

Yes: No:

Describe any trading suspension orders issued by the SEC concerning the issuer or its predecessors:

N/A

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

N/A

4) Financial Statements

A. The following financial statements were prepared in accordance with:

- U.S. GAAP
 IFRS

B. The financial statements for this reporting period were prepared by (name of individual):

Name: Mario A. Beckles
Title: Outside CPA, October 25, 2018 to present
Relationship to Issuer: Independent, no relationship

The unaudited financial statements as of June 30, 2019 and June 30, 2018 and for the six months ended June 30, 2019 and 2018, are included at the end of this report.

5) Issuer's Business, Products and Services

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

MediaShift, Inc. currently has no operations.

B. Describe any subsidiaries, parents, or affiliated companies, if applicable, and a description of their business contact information for the business, officers, directors, managers or control persons. Subsidiary information may be included by reference. N/A

| Subsidiary Name | Domicile | Address | Officer/Director | % Owned | Owned By |
|-----------------|----------|---------|------------------|---------|----------|
| N/A | | | | | |

C. Describe the issuers' principal products or services, and their markets

N/A.

6) Issuers facilities

MediaShift, Inc. currently has no operating facility.

Item 7. Officers Directors and Control Persons

| Name of Officer/Director and Control Person | Affiliation with Company (e.g. Officer/Director/Owner of more than 5%) | Residential Address (City / State Only) | Number of shares owned | Share type/class | Ownership Percentage of Class Outstanding | Note |
|---|--|--|------------------------|------------------|---|------|
| David Lazar | CEO/Owner of more than 5% | 3445 Lawrence Avenue, NY 11572 | 53,000,000 | Common Stock | 70.20% | |
| David Lazar | CEO/Owner of more than 5% | 3445 Lawrence Avenue, NY 11572 | 1,306,500 | Preferred Stock | 100% | |
| David Grant | Owner of more than 5% | 600 N Brand Blvd Ste 230 Glendale, CA 91203 | 6,286,507 | Common Stock | 8.33% | |

8) Legal/Disciplinary History

A. Criminal and legal proceedings of Officers, Directors and Control Persons.

Neither of the persons listed above have, in the past 10 years, been the subject of:

1. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);
2. The entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities;
3. A finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated; or
4. The entry of an order by a self-regulatory organization that permanently or temporarily barred, suspended, or otherwise limited such person's involvement in any type of business or securities activities.

B. Describe briefly any material pending legal proceedings, other than ordinary routine litigation incidental to the business, to which the issuer or any of its subsidiaries is a party or of which any of their property is the subject.

None.

9) Third Party Providers

Please provide the name, address, telephone number and email address of each of the following outside providers:

Securities Counsel

Name: Jonathan D Leinwand,
Firm: Jonathan D Lienwand, P.A.
Address 1: 20900 NE 30th Avenue, 8th Floor
Address 2: Aventura, FL 33180
Phone: +1 954-903-7856
Email: jonathan@jdlpa.com

Accountant:

Name: Mario A. Beckles
Firm: Beckles & Co
Address 1: 2001 Hollywood Blvd. Suite 208
Address 2: Hollywood, FL 33020
Phone: 954-251-2005

Investor Relations Consultant: N/A

Other Service Providers: N/A

10) Issuer Certification

Principal Executive Officer:

I, Mr. David Lazar certify that:

1. I have reviewed this quarterly statement of MediaShift, Inc.;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

Date: August 05, 2019
Signature: /s/ David Lazar
Name: Mr. David Lazar
Title: President and CEO

MEDIASHIFT, INC.
BALANCE SHEETS
(Unaudited)

| | <u>June 30,</u> 2019 | <u>December 31,</u> 2018 |
|---|-------------------------|-----------------------------|
| ASSETS | | |
| CURRENT ASSETS: | | |
| Notes receivable – related party | \$ 39,750 | \$ - |
| TOTAL ASSETS | <u>\$ 39,750</u> | <u>\$ -</u> |
| LIABILITIES AND STOCKHOLDERS' EQUITY | | |
| CURRENT LIABILITIES: | | |
| Loan payable – related party | <u>2,739</u> | <u>-</u> |
| Total liabilities | <u>2,739</u> | <u>-</u> |
| Commitments and Contingencies | | |
| STOCKHOLDERS' EQUITY | | |
| Series A Preferred stock, par value \$0.001 per share; 10,000,000 shares authorized; 1,306,500 and 0 shares issued and outstanding as of June 30, 2019 and December 31, 2018, respectively, | 1,306 | - |
| Common stock, par value \$0.001 per share; 100,000,000 shares authorized; 75,498,595 and 22,498,595 shares issued and outstanding as of June 30, 2019 and December 31, 2018, respectively | 75,499 | 22,499 |
| Additional paid in capital | 28,296,419 | 28,296,419 |
| Retained earnings | <u>(28,336,213)</u> | <u>(28,318,918)</u> |
| Total stockholders' deficit | <u>(37,011)</u> | <u>-</u> |
| TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT | <u>\$ 39,750</u> | <u>\$ -</u> |

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

MEDIASHIFT, INC.
STATEMENTS OF OPERATIONS
(Unaudited)

| | For the three months ended | | For the six months ended | |
|--|----------------------------|-----------|--------------------------|-----------|
| | June 30, | | June 30, | |
| | 2019 | 2018 | 2019 | 2018 |
| Operating expenses | | | | |
| Registration fees | 8,012 | - | 8,012 | - |
| Legal fees | - | | 5,500 | - |
| Accounting fees | 2,250 | | 2,250 | - |
| Transfer agent fees | 1,533 | - | 1,533 | - |
| Total operating expense | 11,795 | - | 17,295 | - |
| Loss from operations | (11,795) | - | (17,295) | - |
| Other income (expense): | | | | |
| Interest expense | - | | - | - |
| Total other income (expense) | - | - | - | - |
| Income before income taxes | \$ (11,795) | \$ - | \$ (17,295) | \$ - |
| Income tax expense | | - | | |
| Net Loss | (11,795) | - | (17,295) | - |
| Net loss per common share – basic and diluted | \$ (0.00) | \$ (0.00) | \$ (0.00) | \$ (0.00) |
| Weighted average common shares outstanding – basic and diluted | | | | |

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

MEDIASHIFT, INC.
STATEMENT OF STOCKHOLDERS' EQUITY
FOR THE PERIOD JUNE 30, 2019 AND JUNE 30, 2018
(Unaudited)

| | Common Stock: Shares | Common Stock: Amount | Preferred Stock: Shares | Preferred Stock: Amount | Additional Paid in Capital | Accumulated Deficit | Totals |
|----------------------------------|-------------------------|-------------------------|----------------------------|----------------------------|-------------------------------|------------------------|--------|
| Balance - January 1, 2018 | 22,498,595 | 22,499 | - | - | 28,296,419 | (28,318,918) | - |
| Net loss for the period | - | - | - | - | - | - | - |
| Balance June 30, 2018 | 22,498,595 | \$ 22,499 | - | \$ - | \$ 28,296,419 | \$ (28,318,918) | \$ - |

| | Common Stock: Shares | Common Stock: Amount | Preferred Stock: Shares | Preferred Stock: Amount | Additional Paid in Capital | Accumulated Deficit | Totals |
|---|----------------------------|----------------------------|-------------------------------|-------------------------------|----------------------------------|------------------------|-------------|
| Balance - January 1, 2019 | 22,498,595 | 22,499 | - | - | 28,296,419 | (28,318,918) | - |
| Common stock issued to related party | 53,000,000 | 53,000 | | | | | 53,000 |
| Preferred stock issued to related party | - | | 1,306,500 | 1,306 | | | 1,306 |
| Net loss for the period | - | - | - | - | - | (17,295) | (17,295) |
| Balance June 30, 2019 | 75,498,595 | \$ 75,499 | 1,306,500 | \$ 1,306 | \$ 28,296,419 | \$ (28,336,213) | \$ (37,011) |

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

MEDIASHIFT, INC.
STATEMENTS OF CASH FLOWS
FOR THE PERIOD
(Unaudited)

| | For the Six Months Ended June 30, | |
|---|-----------------------------------|-------------|
| | 2019 | 2018 |
| OPERATING ACTIVITIES: | | |
| Net Profit (loss) | \$ (17,295) | \$ - |
| Adjustments to reconcile net loss to net cash (used in) operating activities: | | |
| Common stock issued to related party | 53,000 | |
| Preferred stock issued to related party | 1,306 | |
| Changes in assets and liabilities | - | - |
| | - | - |
| NET CASH USED IN OPERATING ACTIVITIES | 37,011 | - |
| INVESTING ACTIVITIES | | |
| Notes receivable to related party | (39,750) | |
| NET CASH USED IN INVESTING ACTIVITIES | (39,750) | - |
| FINANCING ACTIVITIES: | | |
| Proceeds from related party | 17,295 | - |
| Payments on related party debt | (14,556) | - |
| NET CASH USED IN FINANCING ACTIVITIES | 2,739 | - |
| NET INCREASE IN CASH | - | - |
| CASH – BEGINNING OF PERIOD | - | - |
| CASH – END OF PERIOD | \$ - | \$ - |
| SUPPLEMENTAL DISCLOSURE OF CASH FLOWS INFORMATION: | | |
| Non-cash financing and investing activities: | | |
| Notes receivable to related party | (39,750) | - |
| Payment on related party debt | 14,556 | - |

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

MEDIASHIFT, INC.
NOTES TO FINANCIAL STATEMENTS
FOR THE PERIOD JUNE 30, 2019 and DECEMBER 31, 2018
(Unaudited)

Note 1 – Organization and basis of accounting

Basis of Presentation and Organization

This summary of significant accounting policies of MEDIASHIFT, INC. (a development stage company) (“the Company”) is presented to assist in understanding the Company’s financial statements. These accounting policies conform to accounting principles generally accepted in the United States of America and have been consistently applied in the preparation of the accompanying financial statements. The Company has realized minimal revenues from its planned principal business purpose and, accordingly, is considered to be in its development stage in accordance with Financial Accounting Standards Board (“FASB”) Accounting Standards Codification (“ASC”) Topic No. 915 (SFAS No. 7). The Company has elected a fiscal year end of December 31.

Business Description

MediaShift, Inc. (the "Company") originally incorporated under the laws of the state of Nevada in July 2004 as JMG Exploration, Inc. (“JMG”). At a Special Meeting of Shareholders (the "Meeting") of JMG Exploration, Inc held on March 4, 2013, JMG shareholders approved the following:

- An increase in the authorized number of shares of common stock from 25,000,000 to 100,000,000 (the “ Authorized Share Increase ”);
- A change in the name from JMG Exploration, Inc. to MediaShift, Inc. (the “ Name Change ”); and
- A reverse stock split of common stock of one share for every two (1-for-2) shares outstanding.

All share and per share information, including earnings per share, in this Form 10-K have been retroactively adjusted to reflect this reverse stock split and certain items in prior period financial statements have been revised to conform to the current presentation.

All continuing operations are being conducted by MediaShift’s wholly owned subsidiaries, Ad-Vantage Networks, Inc. (“AdVantage”) and Travora Networks, Inc. (“TNI”). AdVantage provides digital advertising software and service solutions that enable access providers and network operators to generate advertising revenues on their free and fee-based networks. TNI operates a leading digital advertising network, where it engages in the marketing and selling of online advertiser ads to travel service providers through a proprietary network of web publishers.

TNI was formed on January 14, 2013 as a Delaware Corporation. TNI acquired assets from Travora Media., Inc. related to Travora Media’s ad network business in an Asset Purchase Agreement which was effective on February 1, 2013 and which closed February 6, 2013 and therefore the financial information presented as December 31, 2013 represents only eleven months of TNI operations.

On January 24, 2017, the Company filed for Chapter 7 bankruptcy, with the Southern District of California. On February 23, 2017 the court approved the bankruptcy petition and the case was closed.

On April 23, 2019, the eight judicial District Court of Nevada appointed Custodian Ventures, LLC as custodian for MediaShift, Inc., proper notice having been given to the officers and directors of MediaShift, Inc. There was no opposition.

On April 29, 2019, the Company filed a certificate of revival with the state of Nevada, appointing David Lazar as, President, Secretary, Treasurer and Director.

The accompanying financial statements are prepared on the basis of accounting principles generally accepted in the United States of America (“GAAP”). The Company is a development stage enterprise devoting substantial efforts to establishing a new business, financial planning, raising capital, and research into products which may become part of the Company’s product portfolio. The Company has not realized significant sales through since inception. A development stage company is defined as one in which all efforts are devoted substantially to establishing a new business and, even if planned principal operations have commenced, revenues are insignificant.

The accompanying financial statements have been prepared assuming the continuation of the Company as a going concern. The Company has not yet established an ongoing source of revenues sufficient to cover its operating costs and is dependent on debt and equity financing to fund its operations. Management of the Company is making efforts to raise additional funding until a registration statement relating to an equity funding facility is in effect. While management of the Company believes that it will be successful in its capital formation and planned operating activities, there can be no assurance that the Company will be able to raise additional equity capital, or be successful in the development and commercialization of the products it develops or initiates collaboration agreements thereon. The accompanying financial statements do not

include any adjustments to reflect the possible future effects on the recoverability and classification of assets or the amounts and classification of liabilities that may result from the possible inability of the Company to continue as a going concern.

Note 2 – Summary of significant accounting policies

Cash and Cash Equivalents

For purposes of reporting within the statements of cash flows, the Company considers all cash on hand, cash accounts not subject to withdrawal restrictions or penalties, and all highly liquid debt instruments purchased with a maturity of three months or less to be cash and cash equivalents.

Employee Stock-Based Compensation

The Company accounts for stock-based compensation in accordance with ASC 718 Compensation - Stock Compensation (“ASC 718”). ASC 718 addresses all forms of share-based payment (“SBP”) awards including shares issued under employee stock purchase plans and stock incentive shares. Under ASC 718 awards result in a cost that is measured at fair value on the awards’ grant date, based on the estimated number of awards that are expected to vest and will result in a charge to operations.

Estimates

The financial statements are prepared on the basis of accounting principles generally accepted in the United States of America. The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities as of March 31, 2019 and 2018, and expenses for the years ended March 31, 2019 and 2018, and cumulative from inception. Actual results could differ from those estimates made by management.

Subsequent Event

The Company evaluated subsequent events through the date when financial statements are issued for disclosure consideration.

Adoption of Recent Accounting Pronouncements

As of December 31, 2015, the Company adopted guidance codified in ASU 2015-03, *Interest - Imputation of Interest (Subtopic 835-30), Simplifying the Presentation of Debt Issuance Costs*. The guidance simplifies the presentation of debt issuance costs by requiring debt issuance costs to be presented as a deduction from the corresponding liability, consistent with debt discounts. The recognition and measurement guidance for debt issuance costs is not affected. Therefore, these costs will continue to be amortized as interest expense using the effective interest method pursuant to ASC 835-30-35-2 through 35-3. The Company has applied this guidance retrospectively to all prior periods presented in the Company's financial statements.

The Company has implemented all new accounting pronouncements that are in effect and that may impact its financial statements and does not believe that there are any other new accounting pronouncements that have been issued that might have a material impact on its financial position or results of operations.

Recent Accounting Pronouncements

In February 2016, the FASB issued an accounting standards update for leases. The ASU introduces a lessee model that brings most leases on the balance sheet. The new standard also aligns many of the underlying principles of the new lessor model with those in the current accounting guidance as well as the FASB's new revenue recognition standard. However, the ASU eliminates the use of bright-line tests in determining lease classification as required in the current guidance. The ASU also requires additional qualitative disclosures along with specific quantitative disclosures to better enable users of financial statements to assess the amount, timing, and uncertainty of cash flows arising from leases. The pronouncement is effective for annual reporting periods beginning after December 15, 2019, and interim periods within fiscal years beginning after December 15, 2020, for nonpublic entities using a modified retrospective approach. Early adoption is permitted. The Company is still evaluating the impact that the new accounting guidance will have on its consolidated financial statements and related disclosures and has not yet determined the method by which it will adopt the standard.

Note 3- Going Concern

The accompanying financial statements have been prepared assuming the continuation of the Company as a going concern. The Company has not yet established an ongoing source of revenues sufficient to cover its operating costs and is dependent on debt and equity financing to fund

its operations. Management of the Company is making efforts to raise additional funding until a registration statement relating to an equity funding facility is in effect. While management of the Company believes that it will be successful in its capital formation and planned operating activities, there can be no assurance that the Company will be able to raise additional equity capital or be successful in the development and commercialization of the products it develops or initiates collaboration agreements thereon. The accompanying financial statements do not include any adjustments to reflect the possible future effects on the recoverability and classification of assets or the amounts and classification of liabilities that may result from the possible inability of the Company to continue as a going concern.

Note 4 – Discontinued Operations

The Company has fully impaired all assets since the shutdown of its operations in 2014 and has recorded the effects of this impairment as part of its discontinued operations. With the absence of a substantial amount of the old records and the passage of the statute of limitations the company has recorded a discontinued operations expense in 2014 the most current year since operations shutdown based on the accumulated records obtained to date through the second quarter 2019.

Note 5 – Related party transactions

During the six months ending June 30, 2019, The Company's custodian advanced a total of \$17,295 for payment of company related expenses such as legal, state registration fees, transfer agent, accounting and OTC Markets application fees.

On May 24, 2019, the Company obtained a promissory note in amount of \$39,750 from its custodian, Custodian Ventures, LLC, the managing member being David Lazar. The note bears an interest of 3% and is payable 180 days following written demand by the holder.

On May 24, 2019, the Company issued 53,000,000 shares of common stock to Custodian Ventures, LLC at par for shares valued at \$53,000 in exchange for settlement of a portion of a related party loan for amounts advanced to the Company in the amount of \$13,250, and the promissory note issued to the Company in the amount \$39,790.

On May 24, 2019, the Company issued 1,306,500 shares of Series A Preferred Stock to Custodian Ventures, LLC at par for shares valued at \$1,306 in exchange for settlement of a portion of a related party loan for amounts advanced to the Company in the amount of \$1,306.

As of June 30, 2019, \$2,739 related party payable to David Lazar remains outstanding.

Note 6 – Common stock

On May 24, 2019, the Company issued 53,000,000 shares of common stock to Custodian Ventures, LLC at par for shares valued at \$53,000 in exchange for settlement of a portion of a related party loan for amounts advanced to the Company in the amount of \$13,250, and the promissory note issued to the Company in the amount \$53,000.

As of June 30, 2019, a total of 75,498,595 shares of common stock with par value \$0.001 remain outstanding.

Note 7 – Preferred stock

On May 24, 2019, the Company issued 1,306,500 shares of Series A Preferred Stock to Custodian Ventures, LLC at par for shares valued at \$1,306 in exchange for settlement of a portion of a related party loan for amounts advanced to the Company in the amount of \$1,306.

As of June 30, 2019, 1,306,500 Series A preferred stock with a par value of \$0.001 remains outstanding.

Note 7 – Subsequent Event

The Company's management evaluated subsequent events through the date the financial statements were issued and there were no subsequent events to report.