

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

## **Preferred Commerce, Inc.**

A Nevada Corporation  
3260 Fairlane Farms Rd, Wellington, FL 33414  
561-752-2250  
Growums.Com  
mike@preferredcommerce.com  
Primary 87 42

### **Annual Report For the Period Ending: November 30, 2021 (the "Reporting Period")**

As of November 30, 2021, the number of shares outstanding of our Common Stock was: 95,779,216

As of August 31, 2021, the number of shares outstanding of our Common Stock was: 106,629,216

As of November 30, 2020, the number of shares outstanding of our Common Stock was: 104,142,966

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<sup>5</sup> of the company has occurred over this reporting period:

Yes: ☐ No: ☒

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

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

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

(ii) The consummation of the sale or disposition by the Company of all or substantially all of the Company's assets;

(iii) A change in the composition of the Board occurring within a two (2)-year period, as a result of which fewer than a majority of the directors are directors immediately prior to such change; or

(iv) The consummation of a merger or consolidation of the Company with any other corporation, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or its parent) at least fifty percent (50%) of the total voting power represented by the voting securities of the Company or such surviving entity or its parent outstanding immediately after such merger or consolidation.

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

Preferred Commerce, Inc.  
3260 Fairlane Farms Rd, Wellington, FL 33414  
Open Cell Biomed (Date of name change) 6-20-2014  
Grand Motion (Date of name change) 7-17-2008

The state of incorporation or registration of the issuer and of each of its predecessors (if any) during the past five years; Please also include the issuer's current standing in its state of incorporation (e.g. active, default, inactive):  
Nevada, active

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

The address(es) of the issuer's principal executive office:  
3260 Fairlane Farms Rd, Wellington, FL 33414

The address(es) of the issuer's principal place of business:  
*Check box if principal executive office and principal place of business are the same address:* ☒

\_\_\_\_\_

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

Yes: ☐ No: ☒

If this issuer or any of its predecessors have been the subject of such proceedings, please provide additional details in the space below:

\_\_\_\_\_

## 2) Security Information

Trading symbol:	OCBM	
Exact title and class of securities outstanding:	Common Stock	
CUSIP:	740390101	
Par or stated value:	\$0.0001	
Total shares authorized:	150,000,000	as of date: 11/30/2021
Total shares outstanding:	95,779,216	as of date: 11/30/2021
Number of shares in the Public Float <sup>6</sup> :	6,980,995	as of date: 11/30/2021
Total number of shareholders of record:	409	as of date: 11/30/2021

*All additional class(es) of publicly traded securities (if any):*

<sup>6</sup> "Public Float" shall mean the total number of unrestricted shares not held directly or indirectly by an officer, director, any person who is the beneficial owner of more than 10 percent of the total shares outstanding (a "control person"), or any affiliates thereof, or any immediate family members of officers, directors and control persons.

Trading symbol: N/A  
Exact title and class of securities outstanding: Preferred Class A  
CUSIP: N/A  
Par or stated value: \$0.0001  
Total shares authorized: 5,000 as of date: 11/30/2021  
Total shares outstanding: 5,000 as of date: 11/30/2021

#### Transfer Agent

Name: V Stock Transfer, LLC  
Phone: 212-828-8436  
Email: vstocktransfer.com  
Address: 18 Lafayette Place, Woodmere, NY 11598

Is the Transfer Agent registered under the Exchange Act?<sup>7</sup> Yes: ☒ No: ☐

### 3) Issuance History

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

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

#### A. Changes to the Number of Outstanding Shares

Check this box to indicate there were no changes to the number of outstanding shares within the past two completed fiscal years and any subsequent periods: ☐

Shares Outstanding as of Second Most Recent Fiscal Year End: <u>Opening Balance</u> Date <u>11/30/2019</u> Common: <u>79,205,466</u> Preferred: 5,000			*Right-click the rows below and select "Insert" to add rows as needed.						
Date of Transaction	Transaction type (e.g. new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to (entities must have individual with voting / investment control disclosed).	Reason for share issuance (e.g. for cash or debt conversion) -OR- Nature of Services Provided	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.

<sup>7</sup> To be included in the Pink Current Information tier, the transfer agent must be registered under the Exchange Act.

1/6/2020	Issuance	200,000	Common	0.0001	Yes	Domenico Infuso	convertible debt	ALL	ALL
1/6/2020	Issuance	60,000	Common	0.0001	Yes	Marty Groveman	convertible debt	RESTRICTED	RULE 144
1/6/2020	Issuance	25,000	Common	0.0001	Yes	Nicola Ava Demko	convertible debt	*	*
1/6/2020	Issuance	25,000	Common	0.0001	Yes	Bernard & Sandra Meillen	convertible debt	*	*
1/13/2020	Issuance	200,000	Common	0.0001	Yes	Domenico Infuso	convertible debt	*	*
1/6/2020	Issuance	10,000	Common	0.0001	Yes	Scott Martin	convertible debt	*	*
2/22/2020	Issuance	150,000	Common	0.0001	Yes	Eric Pezik	convertible debt	*	*
6/19/2020	Issuance	100,000	Common	0.0001	Yes	Larry Marasco	convertible debt	*	*
8/10/2020	Issuance	4,375,000	Common	0.0001	Yes	Liquat Hossain	convertible debt	*	*
8/10/2020	Issuance	3,500,000	Common	0.0001	Yes	Sarah Hossain	convertible debt	*	*
8/10/2020	Issuance	3,500,000	Common	0.0001	Yes	Tasrin Hossain	convertible debt	*	*
8/10/2020	Issuance	3,000,000	Common	0.0001	Yes	Donald Perry	convertible debt	*	*
8/10/2020	Issuance	65,000	Common	0.0001	Yes	Warren & Margaret Smith	convertible debt	*	*
8/17/2020	Issuance	40,000	Common	0.0001	Yes	Leonard Grant Jr	convertible debt	*	*
8/19/2020	Issuance	7,500	Common	0.0001	Yes	Kate Fegley	convertible debt	*	*
8/18/2020	Issuance	200,000	Common	0.0001	Yes	Rick Ware	convertible debt	*	*
8/18/2020	Issuance	25,000	Common	0.0001	Yes	Cody Ware	convertible debt	*	*
10/5/2020	Issuance	750,000	Common	0.67	Yes	Mark Mikosz	debt conversion	*	*
10/9/2020	Issuance	130,000	Common	0.0001	Yes	Phillip Harris	convertible debt	*	*
10/9/2020	Issuance	75,000	Common	0.0001	Yes	Frank Sinicola	convertible debt	*	*
11/30/2020	Issuance	5,000,000	Common	0.001	Yes	Ferraro Family Trust, control Michael Ferraro	reorg services reorg services	*	*
11/30/2020	Issuance	500,000	Common	0.001	Yes	Lucas Ferraro	reorg services	*	*
11/30/2020	Issuance	500,000	Common	0.001	Yes	Nicholas Ferraro	reorg services	*	*
11/30/2020	Issuance	2,500,000	Common	0.001	Yes	Susan Ferraro	reorg services	*	*
4/5/2021	Issuance	200,000	Common	0.25	Yes	Mary Liquori	purchase	*	*
4/5/2021	Issuance	300,000	Common	0.001	Yes	Chris and Stacy Bovinet	convertible debt	*	*
4/5/2021	Issuance	50,000	Common	0.001	Yes	William T. and Lisa Mira	convertible debt	*	*
4/5/2021	Issuance	25,000	Common	0.001	Yes	Thomas Barker Pickney	convertible debt	*	*
4/5/2021	Issuance	25,000	Common	0.001	Yes	Scott Franko	convertible debt	*	*
5/26/2021	Issuance	62,500	Common	0.40	Yes	Evan Manzon	purchase	*	*
5/26/2021	Issuance	125,000	Common	0.40	Yes	Harry Tawil	purchase	*	*
5/26/2021	Issuance	250,000	Common	0.40	Yes	Rochelle Tawil	purchase	*	*
5/26/2021	Issuance	50,000	Common	0.40	Yes	Jack Tawil	purchase	*	*
5/26/2021	Issuance	62,500	Common	0.40	Yes	Ace 401K Trust LLC	purchase	*	*
6/8/2021	Issuance	6,250	Common	0.40	Yes	Evan Mazzon	purchase	*	*
6/9/2021	Issuance	30,000	Common	0.30	Yes	Billy and Claudia Geris	purchase	*	*
7/13/2021	Issuance	300,000	Common	0.001	Yes	Stephen Basile	convertible debt	*	*
7/26/2021	Issuance	1,000,000	Common	0.001	Yes	Colm King	reorg services	*	*
9/2/2021	Issuance	500,000	Common	0.001	Yes	Mauricio Abela	reorg services	*	*
11/15/2021	Issuance	25,000	Common	0.001	Yes	Marcio Resende	reorg services	*	*
11/30/2021	Cancellation	(4,375,000)	Common	0.0001	Yes	Liquat Hossain	no consideration	*	*
11/30/2021	Cancellation	(3,500,000)	Common	0.0001	Yes	Sarah Hossain	no consideration	*	*
11/30/2021	Cancellation	(3,500,000)	Common	0.0001	Yes	Tasrin Hossain	no consideration	*	*

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Shares Outstanding on Date of This Report:									
Ending Balance:									
Date <u>11/30/2021</u> Common: <u>95,779,216</u>									
Preferred: 5,000									

**Example:** A company with a fiscal year end of December 31<sup>st</sup>, in addressing this item for its quarter ended September 30, 2020, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2018 through September 30, 2020 pursuant to the tabular format above.

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

## B. Debt Securities, Including Promissory and Convertible Notes

Use the chart and additional space below to list and describe all outstanding promissory notes, convertible notes, convertible debentures, or any other debt instruments that may be converted into a class of the issuer's equity securities.

Check this box if there are no outstanding promissory, convertible notes or debt arrangements: ☐

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g. Loan, Services, etc.)
2/29/2017	\$ 109,500	\$ 75,000	\$ 34,500	2/29/2018	convert, P & I @ \$.50 a share	Mangen Trust: Marilyn Mangen	Loan
6/13/2017	146,000	100,000	46,000	6/16/2018	convert, P & I @ \$.50 a share	New Direction: Richard Willer	Loan
6/19/2017	73,000	50,000	23,000	6/16/2018	convert, P & I @ \$.50 a share	Rick Christianson	Loan
6/27/2017	36,500	25,000	11,500	6/26/2018	convert, P & I @ \$.50 a share	Rick Christianson	Loan
7/10/2017	72,500	50,000	22,500	7/10/2018	convert, P & I @ \$.50 a share	New Direction: Richard Willer	Loan
7/31/2017	36,250	25,000	11,250	7/31/2018	convert, P & I @ \$.50 a share	Rick Christianson	Loan
8/4/2017	72,706	50,142	22,564	8/1/2018	convert, P & I @ \$.50 a share	Richard Willer	Loan
8/7/2017	72,500	50,000	22,500	8/1/2018	convert, P & I @ \$.50 a share	New Direction: Richard Willer	Loan
8/22/2017	123,250	85,000	38,250	2/10/2018	convert, P & I @ \$.50 a share	Arthur Morberger	Loan
8/30/2017	14,500	10,000	4,500	8/23/2018	convert, P & I @ \$.50 a share	Daniel Gertula	Loan
6/27/2017	145,000	100,000	45,000	6/19/2018	convert, P & I @ \$.50 a share	Arthur Morberger	Loan
9/14/2017	51,200	15,000	36,200	2/10/2018	convert, P & I @ \$.50 a share	Arthur Morberger	Loan
9/28/2017	59,250	50,000	9,250	9/25/2018	convert, P & I @ \$.50 a share	Arthur Morberger	Loan
9/27/2017	31,000	12,500	18,500	9/26/2018	convert, P & I @ \$.50 a share	Rick Christianson	Loan
10/23/2017	31,250	25,000	6,250	8/1/2018	convert, P & I @ \$.50 a share	Richard Willer	Loan
10/25/2017	30,500	25,000	5,500	8/1/2018	convert, P & I @ \$.50 a share	Richard Willer	Loan
11/24/2017	35,239	24,990	10,249	11/8/2018	convert, P & I @ \$.50 a share	Benard Meinen	Loan
subtotal	\$ 1,140,146	\$ 772,632	\$ 367,514	-	-	-	-
12/14/2017	\$ 35,250	\$ 25,000	\$ 10,250	12/13/2018	convert, P & I @ \$.50 a share	Rick Christianson	Loan
12/15/2017	141,000	100,000	41,000	12/5/2018	convert, P & I @ \$.50 a share	Richard Willer	Loan
12/20/2017	14,100	10,000	4,100	12/15/2018	convert, P & I @ \$.50 a share	Jannell Beck	Loan
2/7/2018	34,750	25,000	9,750	3/7/2018	convert, P & I @ \$.50 a share	Jerry Maier	Loan
4/4/2018	68,500	50,000	18,500	6/29/2018	convert, P & I @ \$.50 a share	Jerry Maier	Loan
5/9/2018	68,000	50,000	18,000	7/29/2018	convert, P & I @ \$.50 a share	Larry Evans	Loan
subtotal	\$ 361,600	\$ 260,000	\$ 101,600	-	-	-	-

12/1/2019	\$ 29,375	\$ 25,000	\$ 5,000	4/20/2020	convert, P & I @ \$.50 a share	Jerry Maier	Loan
11/27/2019	29,375	25,000	5,000	4/20/2020	convert, P & I @ \$.50 a share	Charles Strogen	Loan
12/12/2019	23,500	20,000	4,000	4/20/2020	convert, P & I @ \$.50 a share	Raul Aparico	Loan
4/2/2020	52,750	50,000	4,000	4/20/2021	convert, P & I @ \$.50 a share	Kristi Jew	Loan
10/9/2020	15,675	15,000	1,050	10/9/2021	convert, P & I @ \$.50 a share	Phillip Harris	Loan
10/9/2020	15,675	15,000	1,050	10/9/2021	convert, P & I @ \$.50 a share	Frank Sinicola	Loan
subtotal	\$ 166,350	\$ 150,000	\$ 20,100	-	-	-	-
12/11/2020	\$ 110,000	\$ 100,000	\$ 10,000	12/11/2023	convert @ 10% discount to mkt when market above \$2.00/shar	Chris and Stacy Bovinet	Loan
1/21/2021	53,750	50,000	3,750	1/21/2024	convert @ 10% discount to mkt when market above \$2.00/shar	William & Lisa Miralia	Loan
2/9/2021	26,875	25,000	1,875	2/9/2024	convert @ 10% discount to mkt when market above \$2.00/shar	Thomas Pickney	Loan
2/25/2021	26,875	25,000	1,875	2/25/2024	convert @ 10% discount to mkt when market above \$2.00/shar	Scott Franko	Loan
8/3/2021	102,500	100,000	2,500	8/3/2024	convert @ 10% discount to mkt when market above \$2.00/shar	Joseph Chiarizia	Loan
8/4/2021	102,500	100,000	2,500	8/4/2024	convert @ 10% discount to mkt when market above \$2.00/shar	Mark Fiorini	Loan
9/30/2021	51,650	50,000	1,650	9/30/2022	convert @ 10% discount to mkt when market above \$2.00/shar	Steve & Sheri Zawisza	Loan
10/5/2021	51,650	50,000	1,650	10/5/2022	convert @ 10% discount to mkt when market above \$2.00/shar	Charles Orozco	Loan
subtotal	\$ 525,800	\$ 500,000	\$ 25,800	-	-	-	-

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

#### 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)<sup>8</sup>:

Name: Colm King  
Title: Acting CFO  
Relationship to Issuer: None

Provide the financial statements described below for the most recent fiscal year or quarter. For the initial disclosure statement (qualifying for Pink Current Information for the first time) please provide reports for the two previous fiscal years and any subsequent interim periods.

- C. Balance sheet;  
D. Statement of income;  
E. Statement of cash flows;  
F. Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)  
G. Financial notes; and  
H. Audit letter, if audited

<sup>8</sup> The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS by persons with sufficient financial skills.

You may either (i) attach/append the financial statements to this disclosure statement or (ii) file the financial statements through OTCIQ as a separate report using the appropriate report name for the applicable period end. ("Annual Report," "Quarterly Report" or "Interim Report").

If you choose to publish the financial statements in a separate report as described above, you must state in the accompanying disclosure statement that such financial statements are incorporated by reference. You may reference the document(s) containing the required financial statements by indicating the document name, period end date, and the date that it was posted to OTCIQ in the field below. Financial Statements must be compiled in one document.

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Financial statement information is considered current until the due date for the subsequent report (as set forth in the qualifications section above). To remain qualified for Current Information, a company must post its Annual Report within 90 days from its fiscal year-end date and Quarterly Reports within 45 days of each fiscal quarter-end date.

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

The purpose of this section is to provide a clear description of the issuer's current operations. In answering this item, please include the following:

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

Preferred Commerce is focused on health and wellness products. The Company's main product is Thriv5. Thriv5 products contain Superoxide Dismutase (SOD) combined with antioxidants, soluble corn fiber and other ingredients that help the human body regenerate healthy cells and strengthen the immune system. The Company currently has three employees.

Preferred Commerce is engaged in the development, marketing, sales, and distribution of Thriv5, and other branded sources of SOD (Superoxide dismutase) based products. SOD is one of the most powerful enzymes in the body and is also one of the most powerful antioxidants in the world. Every day the body produces these enzymes, but the enzymes are attacked by free radicals and oxidative stress allowing damage to be done to the cells that keep our body's functioning at the peak, healthy levels. Getting SOD into the bloodstream is the key, the team behind Thriv5 and its scientist partners have developed a patent-pending method of delivering the SOD through the digestive system allowing it to reach the gut and ultimately get to the bloodstream and neurological system, allowing the SOD to help repair damaged cells and assist in producing new cells faster than the damage is happening. SOD has nearly 100 years of studies behind it and what it can do for human health and our patent-pending products are now in a position to revolutionize health and well-being. The products and SOD are 100% all-natural and the SOD is extracted at the highest levels ever recorded and is plant-based. We have embarked on a multi-year agreement into the NASCAR Cup Series and Xfinity Series racing. We will be promoting the product through retail stores, online sales, and social media. Preferred Commerce has long been a solution provider to the horticulture and agriculture industries, as well as to consumers.

Products are sold through retail and direct to consumer. Products are also sold wholesale to retailers. Our products range from tablets, to powders, gels and gummies that are wellness products that feature Superoxide dismutase as one of the main effective ingredients. We combine the main ingredients with other healthy vitamins and enzymes to help people and animals live a healthier lifestyle. The products' main purpose is to help alleviate oxidative stress, free the body of free radicals and reduce inflammation.

**B. Please list any subsidiaries, parents, or affiliated companies.**

N/A

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

Principal Products-Thriv5 M3 Gel, Thriv5, Power Stick Powder. Markets are -direct to consumer and Retail.



## 6) Issuer's Facilities

The goal of this section is to provide a potential investor with a clear understanding of all assets, properties or facilities owned, used or leased by the issuer and the extent in which the facilities are utilized.

In responding to this item, please clearly describe the assets, properties or facilities of the issuer, give the location of the principal plants and other property of the issuer and describe the condition of the properties. If the issuer does not have complete ownership or control of the property (for example, if others also own the property or if there is a mortgage on the property), describe the limitations on the ownership.

If the issuer leases any assets, properties or facilities, clearly describe them as above and the terms of their leases.

The company leases warehouse and office space on a month-to-month lease for \$4,274 located at 3260 Fairlane Farms Rd, Wellington, FL 33414

## 7) Company Insiders (Officers, Directors, and Control Persons)

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

Using the tabular format below, please provide information, as of the period end date of this report, regarding any person or entity owning 5% or more of any class of the issuer's securities, as well as any officer, and any director of the company, or any person that performs a similar function, regardless of the number of shares they own. **If any insiders listed are corporate shareholders or entities, provide the name and address of the person(s) beneficially owning or controlling such corporate shareholders, or the name and contact information (City, State) of an individual representing the corporation or entity in the note section.**

Name of Officer/Director or Control Person	Affiliation with Company (e.g. Officer Title /Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Note
Michael Ferraro	President	Wellington, FL	15,954,651	Common	16.66	
Frank Ferraro	Shareholder	Wellington, FL	8,272,842	Common	8.64	
Joe Barton	Shareholder	Edison, NJ	6,467,775	Common	6.75	
Colm King	CFO	Delray Beach, FL	1,000,000	Common	1.04	
Ferraro Family Trust: Michael & Susan Ferraro Trustees	Trust	Wellington, FL	5,000	Preferred Class A	100.	

## 8) Legal/Disciplinary History

A. Please identify whether any of the persons or entities 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);

N/A

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;

N/A

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

N/A

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.

N/A

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

N/A

## 9) Third Party Providers

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

### Securities Counsel

Name: Thomas H. Dougherty  
Firm: Thomas H. Dougherty, P.A.  
Address 1: 712 U.S. Highway One - Suite 210  
Address 2: North Palm Beach, FL 33408  
Phone: (561) 842-9707  
Email: thdlaw@bellsouth.net

### Accountant or Auditor

Name: N/A  
Firm: \_\_\_\_\_  
Address 1: \_\_\_\_\_  
Address 2: \_\_\_\_\_  
Phone: \_\_\_\_\_  
Email: \_\_\_\_\_

## Investor Relations

Name: N/A  
Firm: \_\_\_\_\_  
Address 1: \_\_\_\_\_  
Address 2: \_\_\_\_\_  
Phone: \_\_\_\_\_  
Email: \_\_\_\_\_

## Other Service Providers

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

Name: N/A  
Firm: \_\_\_\_\_  
Nature of Services: \_\_\_\_\_  
Address 1: \_\_\_\_\_  
Address 2: \_\_\_\_\_  
Phone: \_\_\_\_\_  
Email: \_\_\_\_\_

## **10) Issuer Certification**

### *Principal Executive Officer:*

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

The certifications shall follow the format below:

I, Michael Ferraro, certify that:

1. I have reviewed this Annual Report of Preferred Commerce, 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.

2/25/2022 [Date]

/s/ MICHAEL FERRARO [CEO's Signature]

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

### *Principal Financial Officer:*

I, Colm King certify that:

1. I have reviewed this Annual Report of Preferred Commerce, 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.

2/25/2022 [Date]

/s/ COLM KING [CFO's Signature]

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

**Preferred Commerce, Inc.**  
**Index to the Financial Statements**

Consolidated Balance Sheets as of November 30, 2021 and 2020 (unaudited)  
Consolidated Statements of Operations for the years ended November 30, 2021 and 2020 (unaudited)  
Consolidated Statement of Changes in Stockholders' Equity (Deficit) for the years ended November 30, 2021 and 2020 (unaudited)  
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**PREFERRED COMMERCE, INC.**  
**CONSOLIDATED BALANCE SHEETS**  
(unaudited)

	<u>November 30,</u> <u>2021</u>	<u>November 30,</u> <u>2020</u>
<b>ASSETS</b>		
Current Assets		
Cash	\$ 18,067	\$ 843
Total Current Assets	18,067	843
Property and Equipment, net	14,495	12,575
Notes Receivable	69,621	58,492
Other Assets	<u>2,753</u>	<u>2,753</u>
Total Assets	<u>\$ 104,936</u>	<u>\$ 74,663</u>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)</b>		
Current Liabilities		
Accounts Payable and Accrued Expenses	\$ 1,872,268	\$ 1,885,614
Note Payable	335,059	423,178
Notes Payable - Stockholders	<u>6,486,675</u>	<u>5,979,673</u>
Total Current Liabilities	<u>8,694,002</u>	<u>8,288,466</u>
Total Liabilities	<u>\$ 8,694,002</u>	<u>\$ 8,288,466</u>
Commitments and contingencies (Note 8)		
Stockholders' Equity (Deficit)		
Preferred Stock: 5,000 shares authorized; \$0.0001 par value, 5,000 shares issued and outstanding at November 30, 2021 and 2020	1	1
Common stock: 150,000,000 shares authorized; \$0.0001 par value, 95,779,216 and 104,142,966 shares issued and outstanding at November 30, 2021 and 2020, respectively	9,578	10,414
Common stock issuable: 4,258,906 and 3,758,906 shares to be issued at November 30, 2021 and 2020, respectively	426	376
Treasury Stock: 85,107 Shares at November 30, 2021 and 2020	9	9
Accumulated Other Comprehensive Income	1,958,527	1,958,527
Additional paid in capital	28,331,850	28,133,574
Subscriptions receivable	(70,000)	(70,000)
Accumulated deficit	<u>(38,819,458)</u>	<u>(38,246,705)</u>
Total Stockholders' Equity (Deficit)	<u>(8,589,066)</u>	<u>(8,213,803)</u>
Total Liabilities and Stockholders' Equity (Deficit)	<u>\$ 104,936</u>	<u>\$ 74,663</u>

The accompanying notes are an integral part of these financial statements

**PREFERRED COMMERCE, INC.**  
**CONSOLIDATED STATEMENTS OF OPERATIONS**  
(unaudited)

	<b>For the Years Ended November 30,</b>	
	<b>2021</b>	<b>2020</b>
Revenues	\$ 18,590	\$ 98,195
Cost of Sales	<u>7,640</u>	<u>49,165</u>
Gross Profit	10,950	49,030
Operating Expenses		
Professional Fees	103,469	79,634
Advertising & Promotion	44,667	85,801
Rent	60,077	51,322
Restructuring costs	1,525	8,500
Other General and Administrative	252,245	110,414
Depreciation	<u>4,320</u>	<u>5,740</u>
Total Operating Expenses	<u>466,303</u>	<u>341,412</u>
Operating Loss	<u>(455,352)</u>	<u>(292,381)</u>
Other Expenses		
Interest Expense	<u>117,401</u>	<u>687,029</u>
Total Other Expenses	<u>(117,401)</u>	<u>(687,029)</u>
Net Loss	\$ <u><u>(572,753)</u></u>	\$ <u><u>(979,411)</u></u>

The accompanying notes are an integral part of these financial statements

**PREFERRED COMMERCE, INC.**  
**CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY (DEFICIT)**  
**FOR THE YEARS ENDED NOVEMBER 30, 2021 AND 2020**  
(unaudited)

	Preferred Stock		Common Stock and Common Stock to be issued		Treasury Stock		Additional Paid-in Capital	Subscriptions Receivable	Accumulated Deficit	Accumulated Other Comprehensive Income	Total Stockholders' Equity (Deficit)
	Shares	Amount	Shares	Amount	Shares	Amount					
Balance November 30, 2019	5,000,000	\$ 1	79,205,466	\$ 7,921	85,107	\$ 9	\$ 23,236,441	\$ (70,000)	\$ (37,267,294)	\$ -	\$ (14,092,922)
Other Comprehensive Income: Expired Debt	-	-	-	-	-	-	-	-	-	1,958,527	1,958,527
Common stock issued	-	-	24,937,500	2,494	-	-	-	-	-	-	2,494
Common stock to be issued	-	-	3,758,906	376	-	-	4,897,133	-	-	-	4,897,509
Net loss for the year ended November 30, 2020	-	-	-	-	-	-	-	-	(979,411)	-	(979,411)
Balance November 30, 2020	5,000,000	\$ 1	107,901,872	\$ 10,790	85,107	\$ 9	\$ 28,133,574	\$ (70,000)	\$ (38,246,705)	\$ 1,958,527	\$ (8,213,803)
Common stock issued	-	-	3,211,250	321	-	-	332,300	-	-	-	332,621
Common stock cancelled	-	-	(11,375,000)	(1,138)	-	-	(134,024)	-	-	-	(135,162)
Common stock to be issued	-	-	300,000	30	-	-	-	-	-	-	30
Net loss for the year ended November 30, 2021	-	-	-	-	-	-	-	-	(572,753)	-	(572,753)
Balance November 30, 2021	5,000,000	\$ 1	100,038,122	\$ 10,004	85,107	\$ 9	\$ 28,331,850	\$ (70,000)	\$ (38,819,458)	\$ 1,958,527	\$ (8,589,066)

The accompanying notes are an integral part of these financial statements



**PREFERRED COMMERCE, INC.**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(unaudited)

	<b>For the Years Ended November 30,</b>	
	<b>2021</b>	<b>2020</b>
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>		
Net loss	\$ (572,753)	\$ (979,411)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation	4,320	5,740
Common Stock	(786)	2,493
Other Comprehensive Income	-	1,958,527
Changes in assets and liabilities:		
Accounts Receivable	-	7,066
Accounts Payable & Accrued Expenses	(13,346)	(2,663,343)
Net Cash Used In Operating Activities	<u>(582,565)</u>	<u>(1,668,928)</u>
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>		
PP&E	<u>(6,240)</u>	<u>-</u>
Net Cash Used In Investing Activities	<u>(6,240)</u>	<u>-</u>
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>		
Accrued Interest Payable	117,400	(3,656,378)
Notes Receivable	(11,130)	(58,492)
Notes Payable	(88,119)	399,178
Notes Payable Stockholders	389,602	67,151
Additional Paid in Capital	<u>198,276</u>	<u>4,889,220</u>
Net Cash Provided By Financing Activities	<u>606,029</u>	<u>1,640,679</u>
<b>NET INCREASE (DECREASE) IN CASH</b>	<b>17,224</b>	<b>(28,249)</b>
<b>CASH AT BEGINNING OF PERIOD</b>	<b>843</b>	<b>29,092</b>
<b>CASH AT END OF PERIOD</b>	<b>\$ <u>18,067</u></b>	<b>\$ <u>843</u></b>

The accompanying notes are an integral part of these financial statements

PREFERRED COMMERCE, INC.  
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEARS ENDED NOVEMBER 30, 2021 AND 2020  
(unaudited)

**NOTE 1 - ORGANIZATION AND BUSINESS**

Preferred Commerce, Inc. (the "Company") was organized as a Delaware corporation on March 19, 1999 under the name of Plantfind.com, Inc. In June of 2014, the Company changed its name to Preferred Commerce, Inc. and redomiciled in Nevada. The Company develops and sells unique children's education and online gaming products designed to combat childhood obesity and promote nutritious choices. The Company is entering into the subscription market. The Company sells online at [www.growums.com](http://www.growums.com).

In August 2014, the Company executed a share exchange agreement pursuant to which the stockholders of the Company obtained 99% of the issued and outstanding common stock of Opencell Biomed, Inc. The transaction was accounted for as a reverse capitalization and the accompanying consolidated financial statements include the historical financial statements of the Company and Opencell Biomed, Inc.

In December 2019, the Company commenced the execution of its reorganization plan from the development and sales of unique children's education and online gaming products designed to combat childhood obesity and promote nutritious choices to being focused on health and wellness products with the Company's main product being Thriv5.

Opencell Biomed, Inc. was incorporated in the state of Nevada on July 7, 2006, and its fiscal year end is November 30. On July 4, 2008, a Share Exchange Agreement (the "Agreement") was entered into between the Company and Biomedical Implant Technologies Ltd. ("BIT"). The fundamental terms of the purchase agreement were for the Company to issue 20,000,000 shares of restricted common stock of the Company for the acquisition of BIT. As a result, BIT became a wholly owned subsidiary of the Company.

Biomedical Implant Technologies Ltd was incorporated under the laws of the Province of Ontario, Canada on November 27, 2007. BIT is in the business of developing marketing and selling a proprietary dental implant system known as the "Ti-Foam Dental Implant System".

**REORGANIZATION**

In December 2019, the Company began to divert its efforts from the Grow-Ums line of products and completely focus its resources on health and wellness products. The company's main product is Thriv5. Thriv5 products contain Superoxide Dismutase (SOD) combined with antioxidants, soluble corn fiber and other ingredients that help the human body regenerate healthy cells and strengthen the immune system. During the year ended November 30, 2020, the Company completely reorganized management, its sales force and resources to market its principal products including Thriv5 M3 Gel, Thriv5, Power Stick Powder direct to consumer and Retail.

**NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

**BASIS OF PRESENTATION AND CONSOLIDATION**

The accompanying unaudited consolidated financial statements are prepared in accordance with Generally Accepted Accounting Principles of the United States of America. The consolidated financial statements include the accounts of the Company and its wholly owned subsidiary, Opencell Biomed, Inc. All intercompany balances and transactions are eliminated in consolidation.

PREFERRED COMMERCE, INC.  
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEARS ENDED NOVEMBER 30, 2021 AND 2020  
(unaudited)

**NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES** (continued)

**USE OF ESTIMATES**

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

**CASH AND CASH EQUIVALENTS**

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

**INVENTORY**

Inventory is valued at the lower of cost or market value. Cost is determined using the first in first out (FIFO) method. Provision for potentially obsolete or slow-moving inventory is made based on management analysis of inventory levels and future sales forecasts. The Company's inventory consists of components acquired from third parties that are assembled by the Company in fulfillment of standing customer orders.

**PROPERTY AND EQUIPMENT**

Property and equipment are stated at cost, and depreciation is provided by using straight-line methods over the estimated useful life:

Office Equipment and furniture	5 years
Computer hardware and software	3 years

**REVENUE RECOGNITION**

The Company recognizes revenue in accordance with FASB ASC 605, Revenue Recognition. ASC 605 requires that four basic criteria are met (1) persuasive evidence of an arrangement exists, (2) delivery of products and services has occurred, (3) the fee is fixed or determinable and (4) collectability is reasonably assured. The Company recognizes revenue during the period in which the product is shipped.

**EQUITY- BASED COMPENSATION**

Compensation expense for all stock-based employee and director compensation awards granted is based on the grant date fair value estimated in accordance with the provisions of ASC Topic 718, "Stock Compensation" (ASC Topic 718"). The Company recognizes these compensation costs on a straight-line basis over the requisite service period of the award, which is generally the option vesting term. Vesting terms are based on the individual grant terms.

**ACCUMULATED OTHER COMPREHENSIVE INCOME**

Accumulated Other Comprehensive Income consists of realized gains relating to the write-off of expired debt from previous years.

PREFERRED COMMERCE, INC.  
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEARS ENDED NOVEMBER 30, 2021 AND 2020  
(unaudited)

**NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES** (continued)

**FAIR VALUE OF FINANCIAL INSTRUMENTS**

The carrying value of the Company's notes payable and accounts payable approximate fair value due to their short-term nature.

**INCOME TAXES**

The Company follows the asset and liability method of accounting for income taxes under ASC 740, "Income Taxes." Deferred tax assets and liabilities are recognized for the estimated future tax consequences attributable to differences between the consolidated financial statements carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that included the enactment date. Valuation allowances are established, when necessary, to reduce deferred tax assets to the amount expected to be realized.

ASC 740 prescribes a recognition threshold and a measurement attribute for the financial statement recognition and measurement of tax positions taken or expected to be taken in a tax return. For those benefits to be recognized, a tax position must be more likely than not to be sustained upon examination by taxing authorities. The Company recognizes accrued interest and penalties related to unrecognized tax benefits as income tax expense. There were no unrecognized tax benefits and no amounts accrued for interest and penalties as of November 30, 2021 and 2020. The Company is currently not aware of any issues under review that could result in significant payments, accruals or material deviation from its position. The Company is subject to income tax examinations by major taxing authorities since inception.

The Company may be subject to potential examination by foreign taxing authorities in the area of income taxes. These potential examinations may include questioning the timing and amount of deductions, the nexus of income among various tax jurisdictions and compliance with foreign tax laws. The Company's management does not expect that the total amount of unrecognized tax benefits will materially change over the next twelve months.

**RECENT ACCOUNTING PRONOUNCEMENTS**

From time to time, the FASB or other standards setting bodies will issue new accounting pronouncements. Updates to the FASB ASC are communicated through issuance of an Accounting Standards Update ("ASU").

Management does not believe that any recently issued, but not yet effective accounting pronouncements by the FASB or SEC, if adopted, would have a material effect on the accompanying financial statements.

PREFERRED COMMERCE, INC.  
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEARS ENDED NOVEMBER 30, 2021 AND 2020  
(unaudited)

**NOTE 3- PROPERTY AND EQUIPMENT, NET**

The Company's property and equipment consists of the following as of November 30, 2021 and 2020:

	November 30,	
	2021	2020
Computer equipment and software	\$ 25,990	\$ 19,750
Accumulated depreciation	(11,495)	(7,175)
Total	<u>\$ 14,495</u>	<u>\$ 12,575</u>

**NOTE 4- LOANS PAYABLE**

Loans payable as of November 30, 2021 and 2020 consist of the following:

	November 30,	
	2021	2020
Loans from employees, stockholders and officers.		
Due on demand and non interest bearing.	<u>\$ 335,059</u>	<u>\$ 423,178</u>

**NOTE 5- NOTES PAYBLE, STOCKHOLDERS**

Notes payable to stockholders as of November 30, 2021 and 2020 consist of the following:

	November 30, 2021	November 30, 2020
Notes Payable to stockholders for investments during 2007 through 2021. The notes are due on demand and accrue interest at rates ranging from 10% to 18%. Accrued interest on the notes totalled \$2,199,626 and \$2,113,426 as of November 30, 2021 and 2020, respectively	<u>\$ 6,486,002</u>	<u>\$ 5,979,673</u>

**NOTE 6- INCOME TAXES**

The Company's total income tax provision at a combined state and the U.S. federal income tax rate of 35% is as follows:

	November 30,	
	2021	2020
Federal:	\$ (200,464)	\$ (274,235)
State:	(50,116)	(68,559)
Deferred:	<u>\$ (250,579)</u>	<u>\$ (342,794)</u>

As of November 30, 2021 and 2020, the Company has net operating losses of approximately \$15,463,413 and \$14,890,660, respectively, available to offset future taxable income through 2030.

PREFERRED COMMERCE, INC.  
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEARS ENDED NOVEMBER 30, 2021 AND 2020  
(unaudited)

**NOTE 7- COMMON STOCK**

During the Twelve months ended November 30, 2021 the Company issued 3,011,250 shares of common stock for services and Investment and during the same period the Company cancelled 11,375,000 shares of common stock for lack of consideration and non-performance of services. The shares are not registered and carry a Rule 144 Restriction on Trade. Share certificates have been issued stating the shares have not been registered under the Securities Act and setting forth the restrictions on transferability and sales of shares under the Securities Act.

During the twelve months ended November 30, 2020 the Company issued 24,937,500 shares of common stock for services. The shares are not registered and carry a Rule 144 Restriction on Trade. Share certificates have been issued stating the shares have not been registered under the Securities Act and setting forth the restrictions on transferability and sales of shares under the Securities Act.

**NOTE 8- COMMITMENTS AND CONTINGENCIES**

**LEASE AGREEMENT**

The Company leases office and warehouse space, on a month-to-month basis. Rent for the years ended November 30, 2021 and 2020 was \$60,077 and \$51,322, respectively.

**NOTE 9- GOING CONCERN**

The accompanying financial statements have been prepared assuming the Company will continue as a going concern. As of November 30, 2021, the Company had a working capital deficit of \$8,606,674. These conditions raise substantial doubt about the Company's ability to continue as a going concern. The financial statements do not include any adjustments that might result from the outcome of this uncertainty. Management plans to seek additional debt or equity financing while expanding its retail presence to ultimately generate cash from operations. There can be no assurance that debt or equity financing will be available on acceptable terms.

**NOTE 10- SUBSEQUENT EVENTS**

Management of the Company has performed an evaluation of subsequent events through February 25, 2022 and believes there are no events which would have a material effect on the accompanying financial statements.