

Protocall Technologies Inc - PCLI

912 Bobwhite Street

Fruitland, Idaho 83619

208-452-6972

Protocalltech.com

Protocalltechinfo@gmail.com

SIC - 6552

Quarterly Report

For the period ending September 30, 2024

Outstanding Shares

The number of shares outstanding of our Common Stock was:

15,092,426 as of November 14, 2024

1,509,228,968 as of December 31, 2023

Shell Status

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

Yes: ☐ No: ☒

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

Yes: ☐ No: ☒

Change in Control

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

Yes: ☐ No: ☒

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

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

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

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

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

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

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

Current Name: Protocall Technologies Incorporated

Prior Name: Quality Exchange Inc., change name to Protocall Technologies Inc on July 22, 2004.

Current State and Date of Incorporation or Registration: Protocall Technologies Inc domesticated into Wyoming on June 13, 2019.

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

Prior Incorporation Information for the issuer and any predecessors during the past five years: Protocall Technologies Incorporated was formerly incorporated in Nevada and filed a Nevada Certificate of Dissolution effective June 29, 2019.

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

N/A

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

Published on 11-12-2024, PCLI Reverse Split their common stock at a ratio of 1:100 and was issued a temporary trading symbol PCLID.

Address of the issuer's principal executive office:

Protocall Technologies Incorporated, 912 Bobwhite Street, Fruitland, Idaho 83619

Address of the issuer's principal place of business:

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

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

No: ☒ Yes: ☐ If Yes, provide additional details below:

N/A

2) Security Information

Transfer Agent

Name: Pacific Stock Transfer, a SECURITIZE company

Phone: 800-785-7782

Email: luke@pacificstocktransfer.com

Address: 6725 Via Austi Parkway, Ste 300, Las Vegas, NV 89119

Publicly Quoted or Traded Securities:

The goal of this section is to provide a clear understanding of the share information for its publicly quoted or traded equity securities. Use the fields below to provide the information, as applicable, for all outstanding classes of securities that are publicly traded/quoted.

Trading symbol:	<u>PCLID</u>	
Exact title and class of securities outstanding:	<u>Common</u>	
CUSIP:	<u>74372C207</u>	
Par or stated value:	<u>.001</u>	
Total shares authorized:	<u>2,000,000,000</u>	as of date: <u>11/12/2024</u>
Total shares outstanding:	<u>15,092,426</u>	as of date: <u>11/12/2024</u>
Total number of shareholders of record:	<u>197</u>	as of date: <u>11/12/2024</u>

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

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

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

Exact title and class of the security:	<u>Preferred</u>	
Par or stated value:	<u>.001</u>	
Total shares authorized:	<u>Unlimited</u>	as of date: <u>11/12/2024</u>
Total shares outstanding:	<u>1</u>	as of date: <u>11/12/2024</u>
Total number of shareholders of record:	<u>1</u>	as of date: <u>11/12/2024</u>

Exact title and class of the security:	<u>Special 2019 Series A Preferred</u>	
Par or stated value:	<u>.001</u>	
Total shares authorized:	<u>1</u>	as of date: <u>11/12/2024</u>
Total shares outstanding:	<u>1</u>	as of date: <u>11/12/2024</u>
Total number of shareholders of record:	<u>1</u>	as of date: <u>11/12/2024</u>

Exact title and class of the security:	<u>Series B Preferred.</u>	
Par or stated value:	<u>.001</u>	
Total shares authorized:	<u>5,000,000</u>	as of date: <u>11/12/2024</u>
Total shares outstanding:	<u>0</u>	as of date: <u>11/12/2024</u>
Total number of shareholders of record:	<u>0</u>	as of date: <u>11/12/2024</u>

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

Security Description:

The goal of this section is to provide a clear understanding of the material rights and privileges of the securities issued by the company. Please provide the below information for each class of the company's equity securities, as applicable:

1. **For common equity, describe any dividend, voting and preemption rights.**

Equal share of dividend if and when issued. One vote per share. No preemption rights

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

Special 2019 Series A Preferred has no dividend rights, has 51% of total votes of all classes, has the right to convert but no obligation to convert 1 share of Special 2019 Series A Preferred into 1,000,000,000 common shares, has no liquidation rights, no redemption, and no sinking fund provisions. Special 2019 Series A Preferred has protection against impairment or adverse actions by PCLI

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

Series B Preferred stock shall only vote on matters affecting Series B Preferred and shall not vote on issues presented to a vote of the common shares. Series B Preferred may be converted into common shares at any time as a right and not an obligation at the conversion rate of one Series B Preferred share into 1000 common shares. Series B Preferred stock shall be irrevocably tied to the real assets acquired by their issuance and shall be entitled to any dividends in respect thereof and shall have preferential liquidation rights to the real assets acquired by their issuance upon any liquidation. Series B Preferred has protection against impairment or adverse actions by PCLI

4. **Describe any material modifications to the rights of the holders of the company's securities that have occurred over the reporting period covered by this report.**

None

3) Issuance History

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

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

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

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

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

Shares Outstanding <u>Opening Balance:</u> Date <u>07/01/2024</u> Common: <u>1,509,228,968</u> Preferred: _____			*Right-click the rows below and select "Insert" to add rows as needed.						
Date of Transaction	Transaction type (e.g., new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to. ***You must disclose the control person(s) for any entities listed.	Reason for share issuance (e.g., for cash or debt conversion) - OR- Nature of Services Provided	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
<u>11/12/2024</u>	<u>Reverse Split</u>	<u>1:100</u>	<u>Common</u>	<u>.001</u>	<u>No</u>	<u>No Change</u>	<u>Reverse Split</u>	<u>No Change</u>	<u>Reverse Split</u>
_____	_____	_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____	_____	_____
Shares Outstanding on Date of This Report: <u>Ending Balance:</u> Date <u>11/12/2024</u> Common: <u>15,092,426</u> Preferred: _____									

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

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

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

PCLI conducted a 1:100 Reverse Split of its common shares, published 11-12-2024.

B. Promissory and Convertible Notes

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

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

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g., pricing mechanism for determining	Name of Noteholder. *You must disclose the control person(s) for any entities listed.	Reason for Issuance (e.g., Loan, Services, etc.)

					conversion of instrument to shares)		
<u>6/7/2019</u>	<u>18496</u>	<u>15000</u>	<u>3496</u>	<u>12/31/2024</u>	<u>Par Value 0.001</u>	<u>Austin Homes LLC, Paul Knudson</u>	<u>Loan</u>
<u>6/7/2019</u>	<u>55488</u>	<u>45000</u>	<u>10488</u>	<u>12/31/2024</u>	<u>Par Value 0.001</u>	<u>Austin Homes LLC, Paul Knudson</u>	<u>Loan</u>
<u>6/10/2019</u>	<u>3699</u>	<u>3000</u>	<u>699</u>	<u>12/31/2024</u>	<u>Par Value 0.001</u>	<u>T&L Transport LLC, Paul Knudson</u>	<u>Loan</u>
<u>6/11/2019</u>	<u>16646</u>	<u>13500</u>	<u>3146</u>	<u>12/31/2024</u>	<u>Par Value 0.001</u>	<u>Infinity 3 LLC, Mary A Veatch</u>	<u>Loan</u>
<u>6/11/2019</u>	<u>30826</u>	<u>25000</u>	<u>5826</u>	<u>12/31/2024</u>	<u>Par Value 0.001</u>	<u>Austin Homes LLC, Paul Knudson</u>	<u>Loan</u>
<u>6/11/2019</u>	<u>3699</u>	<u>3000</u>	<u>699</u>	<u>12/31/2024</u>	<u>Par Value 0.001</u>	<u>T&L Transport LLC, Paul Knudson</u>	<u>Loan</u>
<u>6/11/2019</u>	<u>17263</u>	<u>14000</u>	<u>3263</u>	<u>12/31/2024</u>	<u>Par Value 0.001</u>	<u>T&L Transport LLC, Paul Knudson</u>	<u>Loan</u>
<u>6/21/2019</u>	<u>50555</u>	<u>41000</u>	<u>9555</u>	<u>12/31/2024</u>	<u>Par Value 0.001</u>	<u>T&L Transport LLC, Paul Knudson</u>	<u>Loan</u>
<u>6/27/2019</u>	<u>73983</u>	<u>60000</u>	<u>13983</u>	<u>12/31/2024</u>	<u>Par Value 0.001</u>	<u>T&L Transport LLC, Paul Knudson</u>	<u>Loan</u>
<u>7/1/2019</u>	<u>44390</u>	<u>36000</u>	<u>8390</u>	<u>12/31/2024</u>	<u>Par Value 0.001</u>	<u>T&L Transport LLC, Paul Knudson</u>	<u>Loan</u>
<u>3/6/2020</u>	<u>617</u>	<u>500</u>	<u>117</u>	<u>12/31/2024</u>	<u>Par Value 0.001</u>	<u>Paul Knudson</u>	<u>Loan</u>
<u>3/6/2020</u>	<u>2466</u>	<u>2000</u>	<u>466</u>	<u>12/31/2024</u>	<u>Par Value 0.001</u>	<u>Paul Knudson</u>	<u>Loan</u>
<u>4/13/2020</u>	<u>123</u>	<u>100</u>	<u>23</u>	<u>12/31/2024</u>	<u>Par Value 0.001</u>	<u>T&L Transport LLC, Paul Knudson</u>	<u>Loan</u>
<u>5/19/2020</u>	<u>308</u>	<u>250</u>	<u>58</u>	<u>12/31/2024</u>	<u>Par Value 0.001</u>	<u>The Pines Townhomes LLC, Paul Knudson</u>	<u>Loan</u>
<u>11/7/2020</u>	<u>740</u>	<u>600</u>	<u>140</u>	<u>12/31/2024</u>	<u>Par Value 0.001</u>	<u>Austin Homes LLC, Paul Knudson</u>	<u>Loan</u>
<u>7/20/2021</u>	<u>123306</u>	<u>100000</u>	<u>23306</u>	<u>12/31/2024</u>	<u>Par Value 0.001</u>	<u>Austin Homes LLC, Paul Knudson</u>	<u>Loan</u>
<u>7/23/2021</u>	<u>30826</u>	<u>25000</u>	<u>5826</u>	<u>12/31/2024</u>	<u>Par Value 0.001</u>	<u>Austin Homes LLC, Paul Knudson</u>	<u>Loan</u>

<u>7/24/2021</u>	<u>16030</u>	<u>13000</u>	<u>3030</u>	<u>12/31/2024</u>	<u>Par Value 0.001</u>	<u>Austin Homes LLC, Paul Knudson</u>	<u>Loan</u>
<u>7/29/2021</u>	<u>58817</u>	<u>47700</u>	<u>11117</u>	<u>12/31/2024</u>	<u>Par Value 0.001</u>	<u>Mary A Veatch</u>	<u>Loan</u>
<u>8/3/2021</u>	<u>81998</u>	<u>66500</u>	<u>15498</u>	<u>12/31/2024</u>	<u>Par Value 0.001</u>	<u>The Pines Townhomes LLC, Paul Knudson</u>	<u>Loan</u>
<u>8/6/2021</u>	<u>89397</u>	<u>72500</u>	<u>16897</u>	<u>12/31/2024</u>	<u>Par Value 0.001</u>	<u>The Pines Townhomes LLC, Paul Knudson</u>	<u>Loan</u>
<u>8/6/2021</u>	<u>3083</u>	<u>2500</u>	<u>583</u>	<u>12/31/2024</u>	<u>Par Value 0.001</u>	<u>The Pines Townhomes LLC, Paul Knudson</u>	<u>Loan</u>
<u>8/13/2021</u>	<u>60851</u>	<u>49350</u>	<u>11501</u>	<u>12/31/2024</u>	<u>Par Value 0.001</u>	<u>The Pines Townhomes LLC, Paul Knudson</u>	<u>Loan</u>
<u>8/17/2021</u>	<u>49446</u>	<u>40100</u>	<u>9346</u>	<u>12/31/2024</u>	<u>Par Value 0.001</u>	<u>The Pines Townhomes LLC, Paul Knudson</u>	<u>Loan</u>
<u>9/9/2021</u>	<u>370</u>	<u>300</u>	<u>70</u>	<u>12/31/2024</u>	<u>Par Value 0.001</u>	<u>The Pines Townhomes LLC, Paul Knudson</u>	<u>Loan</u>
<u>11/4/2021</u>	<u>308811</u>	<u>250444</u>	<u>58367</u>	<u>12/31/2024</u>	<u>Par Value 0.001</u>	<u>Paul Knudson</u>	<u>Loan</u>

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

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

All recapitalization loans are from Paul Knudson and his affiliates pursuant to the agreement with PCLl to recapitalize up to \$5,000,000.00 at par value of \$0.001 per common share within 6 months of PCLl becoming Pink current. Subsequent agreement extends time to complete recapitalization of \$5,000,000.00 through 2023 to accommodate Payette County's timeline for issuance of individual tax parcel numbers and appraisals of each type of property. All converted common shares will be restricted shares when issued. There will be no interest charge if loans are converted by December 31, 2021. Any outstanding loan balances after January 1, 2022, will accrue interest at 8% APR. \$74,107.00 of interest accrued through December 31, 2022. \$80,036 of interest accrued during 2023. \$21,610 of interest accrued during 1Q 2024 and 21,610 during 2Q 2024...
On 11-23-2021, PCLl filed Amendment ID: 2021- 003480997 with the Wyoming Secretary of State which amended Article 10 by designating five million (5,000,000) shares of Series B Preferred to accommodate the recapitalization agreement. Subsequent agreements allowed PCLl to extend the maturity date annually. Current maturity date is December 31, 2024. Note holders have the right, but not obligation, to convert to shares in a Reg A offering upon qualification.

4) Issuer's Business, Products and Services

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

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

. PCLI manages and/or leases, with options to purchase, two commercial real estate properties, the Pines Self Storage in Ontario, OR, USA and the RINK facility in St Jean Baptiste, Manitoba, Canada that are being redeveloped to include use as data centers for lease to bitcoin mining companies.

PCLI is developing residential real estate lots and new construction homes for sale in Fruitland, Idaho through its investment in North Allen Avenue LLC.

PCLI acquired JR Development LLC, as a wholly owned subsidiary, from Paul Knudson for \$250,443.62 as part of the recapitalization loan on November 4, 2021. JR Development LLC owned a 27.383% equity stake in North Allen Avenue LLC. With the acquisition of JR Development LLC, PCLI now owns 100% of North Allen Avenue LLC and its 34 lots being developed in the River's Edge 2 Subdivision in Fruitland, Idaho.

Rivers Edge 2 Subdivision was completed in 2023 with the plat recorded on July 14, 2023.

Construction of homes is done under Austin Homes LLC, an Idaho Registered Entity Contractor (RCE-47677) with construction management performed by Cornerstone Building.

As of 11/14/2024, ten Real Estate Purchase and Sale Agreements have been accepted. Eight homes have been completed and closed with 2 additional homes under contract (one for sale of a model home and one for construction of a customized home). Additionally, we have 1 new Model home under construction and one completed new model homes. We have also sold 6 building lots to Cornerstone Building to reduce our subdivision development debt. Sales are conducted through our listing agreements with Homes of Idaho (Realtor) with agent open houses and advertising.

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

. Austin Homes LLC (100% owned by Paul Knudson) owns the Special 2019 Series A Preferred share entitled to 51% of all votes and is therefore in control of and is the parent company of PCLI.

North Allen Avenue LLC and JR Development LLC are 100% owned subsidiaries of PCLI.

PCLI is affiliated by common control ownership of Paul Knudson with Austin Homes LLC, The Pines Townhomes LLC, T&L Transport LLC, Xtra Crypto Mining Inc (subsequently acquired by Austin Homes LLC) and XTRA Bitcoin Inc – CBTC

C. Describe the issuers' principal products or services.

PCLI designs, develops, builds, sells, owns, and operates residential and commercial real estate for its own portfolio, clients, or as joint ventures.

5) Issuer's Facilities

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

In responding to this item, please clearly describe the assets, properties, or facilities of the issuer. Describe the location of office space, data centers, principal plants, and other property of the issuer and describe the condition of the properties. Specify if the assets, properties, or facilities are owned or leased and the terms of their leases. If the issuer does not have complete ownership or control of the property, describe the limitations on the ownership.

River's Edge 2 Subdivision, North Allen Avenue LLC & JR Development LLC:

On November 4, 2021, PCLI acquired JR Development LLC as a wholly owned subsidiary. With the acquisition of JR Development LLC, PCLI now owns 100% of North Allen Avenue LLC's 34 lots being developed in the River's Edge 2 subdivision in Fruitland, Idaho.

NAA (North Allen Avenue LLC) developed their 34 lots in the River's Edge 2 residential subdivision in Fruitland, Idaho with unrelated third parties and Austin Homes LLC who owns an additional eight lots in the River's Edge 2 subdivision. As of June 30, 2023, NAA land/lots are subject to a \$1,796,804.98 first mortgage development loan

originally issued to Austin Homes LLC by unrelated third party, Sekady Capital. The development loan was renewed in the name of North Allen Avenue LLC and increased to \$1,827,000.00 credit limit. River's Edge 2 subdivision is in the final construction approval stage with development substantially completed. Subsequently, Rivers Edge 2 Subdivision received final development approval and the final plat was recorded on July 14, 2023 as Instrument 451689 on July 14, 2023. Lots are now available for building new homes. As of November 14, 2024, six building lots have been sold to third parties, ten homes have been sold with 8 completed and delivered to buyers. Two sold homes are scheduled for delivery in December and January. One new model home is completed and open to the public and one new model home is under construction.

Office Lease:

PCLI leases office space from Austin Homes LLC at 912 Bobwhite Street, Fruitland, Idaho 83619 for \$250.00 per month.

RINK commercial property lease & purchase option:

PCLI lease the RINK commercial building from Paul Knudson for \$700.00 per month, 5 -year term renewable, with option to purchase for \$699,300.00 with seller financing at 8% for 10 years or payable at seller option in common stock at par value \$.001 per share.

Management Contract & purchase option:

PCLI manages the Pines Self Storage facility from The Pines Townhomes LLC for 5% of gross rent under a Master Lease management agreement with the option to purchase interests in the property in the future.

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

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

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

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

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

Names of All Officers, Directors, and Control Persons	Affiliation with Company (e.g., Officer Title /Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Names of control person(s) if a corporate entity
Austin Homes LLC	>5% Owner	<u>Fruitland, Idaho</u>	<u>1</u>	<u>Special 2019 Series A Preferred</u>	<u>100</u>	<u>Paul Knudson, Fruitland, Idaho</u>
Paul Knudson	<u>CEO, CFO, Secretary, Director</u>	<u>Fruitland, Idaho</u>	<u>200 *</u>	<u>Common</u>	<u>.001325%</u>	<u>_____</u>

<u>Stephen Carl Bradshaw</u>	<u>>5% Owner</u>	<u>Lewisville, TX</u>	<u>900,000[^]*</u>	<u>Common</u>	<u>5.963%</u>	
<u>Great Falls Investments LLC</u>	<u>>5% Owner</u>	<u>Vero Beach, FL</u>	<u>900,000*</u>	<u>Common</u>	<u>5.963%</u>	<u>Ashvin Mascarenhas, Vero Beach, FL</u>
<u>Jeff Drapkin</u>	<u>>5% Owner</u>	<u>Dallas, TX</u>	<u>1,100,000*</u>	<u>Common</u>	<u>7.288%</u>	<u>_____</u>
<u>Chris Muneio</u>	<u>>5% Owner</u>	<u>West Palm Beach, FL</u>	<u>850,000*</u>	<u>Common</u>	<u>5.632%</u>	
<u>Glen Alzate</u>	<u>>5% Owner</u>	<u>Boca Raton, FL</u>	<u>1,000,000[^]*</u>	<u>Common</u>	<u>6.626%</u>	

[^] Shares are identified as among the 509,228,968 common shares that were issued in excess of the authorized common shares in 2011.

*The number of shares owned is shown post reverse split.

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

7) Legal/Disciplinary History

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

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

None

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

None

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

None

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

None

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

None

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

None

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

None

8) Third Party Service Providers

Provide the name, address, telephone number and email address of each of the following outside providers. You may add additional space as needed.

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

Securities Counsel (must include Counsel preparing Attorney Letters).

Name: Brian Higley
Firm: Business Legal Advisors, LLC
Address 1: 14888 Auburn Sky Drive
Address 2: Draper, Utah 84020
Phone: 801-634-1984
Email: brian@businesslegaladvisor.com

Accountant or Auditor

Name: _____
Firm: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

Investor Relations

Name: _____
Firm: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

All other means of Investor Communication:

X (Twitter): _____
Discord: _____
LinkedIn _____
Facebook: _____
[Other] _____

Other Service Providers

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

Name: _____
Firm: _____
Nature of Services: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

9) Disclosure & Financial Information

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

Name: **Paul Knudson**
Title: **CEO**
Relationship to Issuer: **Officer & Director, Controlling shareholder.**

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

☐ IFRS
☒ U.S. GAAP

C. The following financial statements were prepared by (name of individual):

Name: **Paul Knudson**
Title: **CFO**
Relationship to Issuer: **Officer, Director, and Controlling Shareholder**

Describe the qualifications of the person or persons who prepared the financial statements:⁵ Paul Knudson has over 40 years of experience managing construction related companies including over 26 years of experience performing the bookkeeping and accounting functions. This includes 5 years as CFO for OTC reporting companies managing their audit procedures.

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

Protocall Technologies Incorporated
 Consolidated Balance Sheet - Unaudited
 3rd Quarter ending September 30, 2024 & prior period

Accrual Basis	For Quarters Ending	
	30-Sep 2024	30-Jun 2024
ASSETS		
Current Assets		
Checking/Savings		
NAA Zions Bank 2572	268	80
USBank 6808	856	176
Total Checking/Savings	1,124	256
Accounts Receivable	385	0
Other Current Assets		
Loans to AH	113,721	75,106
Loans to PCLI	6,300	1,800
Loans to PTH	0	13,000
Total Other Current Assets	120,021	89,906
Total Current Assets	121,530	90,162
Fixed Assets		
River's Edge 2 Subdivision		
Total Consol RE2 Land PCLI-NAA	564,896	753,195
RE2 Common Dev pd by NAA WIP	39,688	80,303
RE2 Dev pd by AHLLC	25,000	
RE2 Lots WIP		
Total WIP Sekady NAA	1,296,026	1,564,969
Total River's Edge 2 Subdivision	1,925,610	2,398,466
Total Fixed Assets	2,047,141	2,398,466
Other Assets		
Intangible Assets		
RINK Lease ROU		
Accum Amortization - RINK	-30,913	-28,915
RINK Lease ROU - Other	36,389	36,389
Total RINK Lease ROU	5,476	7,474
Total Intangible Assets	5,476	7,474
RINK Deposit	1,150	1,150
Total Other Assets	6,626	8,624
TOTAL ASSETS	2,053,767	2,497,252

Protocol Technologies Incorporated
 Consolidated Balance Sheet - Unaudited
 3rd Quarter ending September 30, 2024 & prior period

Accrual Basis	For Quarters Ending	
	30-Sep 2024	30-Jun 2024
LIABILITIES & EQUITY		
Liabilities		
Current Liabilities		
Credit Cards		
Visa 0450 pr 0468	7,591	2,751
Total Credit Cards	7,591	2,751
Other Current Liabilities		
NAA Loans from Tuxtla	0	0
NAA Loans from Sekady - RE2	723,653	950,797
NAA Loans from Pines TH	1,400	9,200
NAA Loans from AH LLC		3,684
PCLI Loans from Austin Homes LLC	53,942	53,942
PCLI Loans from Pines TH	3,559	3,944
PCLI Loans from PK	2,830	2,830
PCLI Loans from NAA	6,300	1,800
Sekady Const Loans		350,000
Accrued Salaries - Officers	640,000	610,000
NAA RE2 Common liability	67,553	92,553
Total Other Current Liabilities	1,499,238	2,078,750
Total Current Liabilities	1,506,829	2,081,501
Long Term Liabilities		
Convertible Notes Payable, net		
Conv Note Accrued Interest	218,972	197,362
Loans from AHLLC	223,600	223,600
Loans from Infinity 3 LLC	13,500	13,500
Loans from Mary A Veatch	47,700	47,700
Loans from Paul Knudson	252,944	252,944
Loans from Pines Townhomes LLC	388,600	388,600
Total Convertible Notes Payable, net	1,145,316	1,123,706
RINK Master Lease Liability	6,176	8,174
Total Long Term Liabilities	1,151,492	1,131,880
Total Liabilities	2,658,320	3,213,381

Protocall Technologies Incorporated
 Consolidated Balance Sheet - Unaudited
 3rd Quarter ending September 30, 2024 & prior period

Accrual Basis	For Quarters Ending	
	30-Sep 2024	30-Jun 2024
Equity		
Accumulated Deficit	-58,731,513	-58,731,513
Additional Paid in Capital	57,222,284	57,222,284
Common Stock 0.001 2B	1,509,229	1,509,229
Retained Earnings	-716,129	-817,162
Net Income	111,575	101,033
Total Equity	-604,554	-716,129
TOTAL LIABILITIES & EQUITY	2,053,767	2,497,252

Protocall Technology Incorporated
 Consolidated Statement of Operations
 3rd Quarter ending September 30, 2024 and prior period

Accrual Basis	30-Sep 2024	30-Jun 2024
Ordinary Income/Expense		
Income		
Misc Income		0
RE2 Dev Exp Reimburse		0
RE2 Lot Sales Income		
RE2 Lot Sales Income - Other	710,698	603,384
Total RE2 Lot Sales Income	710,698	603,384
RE2 Sales Income		
23-1 EMoney		15,000
24-1 EMoney		15,000
Total RE2 Sales Income		30,000
PSS Management Fee Income	385	385
RINK Income		
XCrypto - RINK	630	630
XTRA CBTC - RINK	1,470	1,470
Total RINK Income	2,100	2,100
Total Income	713,183	635,869
Cost of Goods Sold		
RE2 COGS	508,213	435,611
Total COGS	508,213	435,611
Gross Profit	204,970	200,258
Expense		
License/Legal		62
Bank Service Fees	77	87
Closing Costs	935	244
22-1 Title Fees		75
Total Closing Costs	935	319
Development Expense		
Interest Expense		
Conv Note Interest Expense	21,610	21,610
RE2 Dev Interest Exp - Sekady	30,937	38,972
Total Interest Expense	52,546	60,582
Interest Visa 0450 Expense	623	691
Lease Expense		
RINK	2,100	2,100
Total Lease Expense	2,100	2,100

Protocall Technology Incorporated
 Consolidated Statement of Operations
 3rd Quarter ending September 30, 2024 and prior period

Accrual Basis	30-Sep 2024	30-Jun 2024
Office Expense		0
OTC Expense	5,940	
Payroll Expenses	30,000	30,000
Professional Fees		
Attorney		
Legal Filings Expense		3,384
RS PCLI	135	300
Total Attorney	135	3,684
Registered Agent		125
Total Professional Fees		125
Rent Expense		
Office Rent		750
Total Rent Expense		750
Repairs & Maintenance		0
Telephone Expense	135	179
Transfer Agent Expenses	904	545
Website Expense		100
Total Expense	93,395	99,225
Net Ordinary Income	111,575	101,033
Net Income	111,575	101,033

Protocall Technologies Incorporated
 Consolidated Statement of Cash Flows
 3rd Quarter ending September 30, 2024 and prior period

	Jul - Sep	April - June
	2024	2024
OPERATING ACTIVITIES		
Net Income	111,575	101,033
Adjustments to reconcile Net Income to net cash provided by operations:		
Accounts Receivable	-385	-377
Loans to AH	-38,616	-65,123
Loans to PCLI	-4,500	3,500
Loans to Pines TH	0	-6,513
Loans to T&L Funding	0	2,780
Loans from AH LLC	-3,684	15,182
Loans from Pines TH	5,200	-824
Loans from PK	0	-1,100
Loans from Tuxtla	0	-900
Visa 0450 or 0468	4,840	-6,157
Loans from NAA	1,500	-3,500
Accrued Salaries - Officers	30,000	30,000
Loans to PCLI:Loans from Pines TH	-385	0
RE2 Work in Progress Liability:Loans from Sekady - RE2 NAA	-227,144	-519,824
RE2 Work in Progress Liability:NAA RE 2 Common liability	-25,000	92,553
Sekady Construction Loans	-350,000	350,000
Net cash provided by Operating Activities	-496,599	-9,270
INVESTING ACTIVITIES		
Intangible Assets:RINK Lease ROU:Accumulated Amortization - RINK	1,998	1,968
River's Edge Subdivision:RE2 Dev pd by AHLLC	-25,000	
River's Edge Subdivision:RE2 Dev pd by NAA	40,614	-79,169
River's Edge Subdivision:RE2 Land NAA	188,299	161,399
River's Edge Subdivision:RE2 Lots WIP:Work in progress Sekady NAA	-35,356	-5,176
RE2:WIP Sekady NAA: Lot WIP	304,299	-176,115
RE2:WIP Sekady NAA: Lot Sales	0	86,943
Net cash provided by Investing Activities	474,854	-10,151
FINANCING ACTIVITIES		
Convertible Notes Payable, net:Conv Note Accrued Interest	21,610	21,610
RINK Master Lease Liability	-1,998	-1,968
Net cash provided by Financing Activities	19,612	19,642
Net cash increase for period	868	221
Cash at beginning of period	256	35
Cash at end of period	1,124	256

PROTOCOL TECHNOLOGIES INCORPORATED - PCL
Statement of Stockholder's Equity for Quarter Ended September 30, 2024
Consolidated Unaudited

	<u>Common Stock</u>		<u>Preferred</u>		<u>SPECIAL 2019 Series A Preferred</u>		Additional Paid-in Capital	Accumulated Deficit	Total Stockholder's Equity
	Number of Shares	Amount	Number of Shares	Amount	Number of Shares	Amount			
Balance - December 31, 2019	44,651	1,509,229	0	0	1	0	57,222,284	-58,812,525	-81,012
2020 Issuance	0	0	0	0	0	0	0		
2020 Net Income/Loss								-125,843	
Balance - December 31, 2020	44,651	1,509,229	0	0	1	0	57,222,284	-58,938,368	-206,855
2021 Issuance	0	0	0	0	0	0	0		
2021 Net Income/Loss								-136,731	
Balance - December 31, 2021	44,651	1,509,229	0	0	1	0	57,222,284	-59,075,099	-343,586
2022 Issuance	0	0	0	0	0	0	0		
2022 Net Income/Loss								-325,901	
Balance - December 31, 2022	44,651	1,509,229	0	0	1	0	57,222,284	-59,401,000	-669,487
2023 Issuance	0	0	0	0	0	0	0		
2023 Net Income/Loss								-88,186	
Balance - December 31, 2023	44,651	1,509,229	0	0	1	0	57,222,284	-59,489,186	-757,673
1Q 2024 Issuance	0	0	0	0	0	0	0		
1Q 2024 Net Income/Loss								-59,489	
Balance - March 31, 2024	44,651	1,509,229	0	0	1	0	57,222,284	-59,548,675	-817,162
2Q 2024 Issuance	0	0	0	0	0	0	0		
2Q 2024 Net Income/Loss								101,033	
Balance - June 30, 2024	44,651	1,509,229	0	0	1	0	57,222,284	-59,447,642	-716,129
3Q 2024 Issuance	0	0	0	0	0	0	0		
3Q 2024 Net Income/Loss								111,575	
Balance - September 30, 2024	44,651	1,509,229	0	0	1	0	57,222,284	-59,336,067	-604,554

PROTOCOLL TECHNOLOGIES INC. (PCLI)
Notes to Consolidated Financial Statements
For Quarter ended September 30, 2024
Unaudited

NOTE 1 – ORGANIZATION AND NATURE OF BUSINESS

Organization and Change in Business

Protocall Technologies Incorporated was incorporated in New York on January 1, 1996.

Quality Exchange Inc was incorporated in Nevada on June 3, 1998.

2002-11-29: Quality Exchange, Inc's SB-2 Registration Statement was deemed effective by SEC. (POS AM filed 2003-02-28)

2003 April: Quality Exchange Inc's stock begins trading on OTC.BB under symbol QEXI (10KSB filed 2005-04-13 for year ended 12-31-2004)

Protocall and Nevada corporation, Quality Exchange Inc (QEI) completed a reverse-merger transaction in which it caused PTCL Acquisition Corp., a New York corporation newly created and wholly owned subsidiary of Quality Exchange Inc, to be merged with and into Protocall Technologies Incorporated on July 22, 2004. The merger was accounted for as a reverse merger, since the stockholders of Protocall own a majority of the outstanding shares of common stock of Quality Exchange immediately following the merger. Protocall was deemed to be the acquiror in the reverse merger and immediately following the closing of the merger, Quality Exchange Inc changed its name to Protocall Technologies Incorporated and the trading symbol changed from QEXI to PCLI with trading on OTC.BB.

On May 30, 2008, PCLI furloughed all non-officer employees and sales staff because it had insufficient funds to make payroll beyond May 30, 2008, filed 15-12G on December 3, 2010, to end reporting obligation with SEC.

2008-08-08: Director Peter Greenfield resigned. Bruce Newman is the sole remaining director. (8-K filed 2008-08-19)

2008-08-11: Sole director Bruce Newman appoints Michael J Gelman as director and resigns on 8-12-2008. This constitutes a change of control as all directors have been replaced. (8-K filed 2008-08-19)

2010-06-21: Michael J Gelman resigns as director and is replaced with Mark Embry as sole director, president, secretary, and treasurer. This constitutes a change of control as all directors have changed. (8-K filed 2010-06-24)

2010-08-29: Mark Embry resigns as director and is replaced with Bryan Cowan as sole director, president, secretary, and treasurer. This constitutes a change of control. (8-K filed 2010-09-21)

2010-12-03: Protocall files 15-12G.

The State of Nevada permanently revoked Protocall's corporate charter for failure to file annual list of directors & officers and pay franchise tax for years 2011 through 2018.

2015-01-05: Pacific Stock Transfer Company was appointed as Transfer Agent for Protocall. (Statement on Shareholder Roll dated 10-21-2019 provided by Pacific Stock Transfer Company). Note: Records show 1,000,000,000 Authorized and 1,509,228,968 Issued & Outstanding common shares resulting in 509,228,968 common shares that were issued in excess of authorized common shares in 2011.

PROTOCOLL TECHNOLOGIES INC. (PCLI)
Notes to Consolidated Financial Statements
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2019-02-16: International Venture Society LLC (IVS) is designated as Custodian of Protocall Technologies Incorporated by Order of District Court of Clark County, Nevada. (ORDER Case No: A-18-786764-P) This is a change of control.

2019-04-19: Xtra Crypto Mining Inc (owned 100% by Paul Knudson) contracts to acquire 1 share of Special 2019 Series A Preferred with 51% voting rights. (Securities Purchase Agreement between IVS and Xtra Crypto dated 4-19-2019). Xtra Crypto Mining Inc sold 1 share of Special 2019 Series A Preferred with 51% voting rights to affiliate Austin Homes LLC (100% owned by Paul Knudson) on 4-27-2019. This is a change of control event.

2019-04-26: Certificate of Revival issued by Nevada for Protocall Technologies Incorporated. (NV Doc. No. 20190181595-11, C12970-1998)

2019-04-26: Paul Knudson was appointed as President, Secretary and Treasurer on 4-23-2019. (NV Doc. No. 20190181597-33, Entity: C12970-1998)

2019-04-29: Paul Knudson was elected as the sole director at the Special Meeting of Stockholders conducted by Custodian, IVS. (Exh C of IVS Motion to Discharge Custodianship and Enter Final Order dated 5-10-19 in Case No. A-18-786764-P, Granted as Final Order entered 6-18-2019 District Court, Clark County, NV)

2019-05-02: Protocall filed a Certificate of Designation creating 1 share of Special 2019 Series A Preferred with 51% voting rights. (NV Doc. No. 20190193887-98, Entity C12970-1998). This caused a change of control upon delivery to Xtra Crypto Mining Inc.

2019-05-23: Protocall amended Articles of Incorporation to increase common stock authorization to 2,000,000,000.

2019-06-13: Protocall Technologies Incorporated, a Nevada corporation, filed Foreign Profit Corporation Articles of Domestication in Wyoming. (ID: 2019-000861240)

2019-06-18: ORDER discharging International Venture Society as Custodian, with full control of Protocall Technologies Incorporated returned to its board of directors and closed the case. (FINAL ORDER Case No. A-18-786764-P, Dept. No. XXII, District Court Clark County, Nevada signed 6-17-2019. Notice of Entry of Order was filed 6/19/2019) This is a change of control to board of directors consisting of sole director Paul Knudson.

2019-07-01: Nevada Certificate of Dissolution of Protocall Technologies Incorporated effective 6-29-2019. (NV Doc. No. 20190281282-55, C12970-1998)

2019-11-18: Applied to OTCIQ

2019-11-19: OTCIQ application returned due to unresolved FINRA issues.

2019-12-18: PCLI changed line of business to real estate. PCLI designs, develops, builds, sells, owns, and operates residential and commercial real estate for its own portfolio, clients, or as joint ventures.

PCLI engaged with FINRA to document and resolve corporate issues regarding corporate actions. Having resolved the FINRA issues, PCLI Reapplied to OTCIQ on 2021-04-12.

PROTOCOLL TECHNOLOGIES INC. (PCLI)
Notes to Consolidated Financial Statements
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2021-06-30: OTCIQ completed their background checks and authorized access to file disclosures to bring current.

2021-07-31: PCLI files Disclosure Statements for 2019, 2020, 1QTR 2021, and 2QTR 2021 with OTCIQ to bring current.

2021-11-04: PCLI acquired JR Development LLC, as a wholly owned subsidiary, from Paul Knudson for \$250,443.62 as part of the recapitalization loan. JR Development LLC owned a 27.383% equity stake in North Allen Avenue LLC. With the acquisition of JR Development LLC, PCLI now owns 100% of North Allen Avenue LLC and its 34 lots are being developed in the River's Edge 2 subdivision in Fruitland, Idaho.

2022-07-19: PCLI engaged Integritat Accounting & Advisors LLC to perform an audit in preparation for a Reg A filing to raise expansion capital.

2023-07-14: Final Plat of River's Edge 2 subdivision is recorded. This recording allows building permits to be issued and construction of single-family homes to commence.

2023-08-02: Building permit for Lot 6 Block 2 is issued and construction begins.

2023-08-30: Building permit for Lot 5 Block 2 is issued and construction begins.

2023-09-14: Building permit for Lot 4 Block 2 is issued and construction begins.

2023-09-14: Building permit for Lot 3 Block 2 is issued and construction begins.

2023 – December: Model opens, sales begin

As of November 14, 2024, ten homes have been sold and eight have been delivered, one model home is complete and one new model home is under construction. Five building lots have also been sold.

NOTE 2 – GOING CONCERN

These financial statements have been prepared on a going concern basis which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business for the foreseeable future. On a Consolidated Basis, as of June 30, 2024, Company has an accumulated deficit of \$(59,336,067) since inception in 1996. Of this amount, as of June 30, 2024, the Company has an accumulated deficit of \$(604,554) since corporate Revival dated April 26, 2019. This includes an accumulated 1 Quarter 2024 deficit of \$(59,489), a 2 Quarter 2024 income of \$101,033, and a 3 Quarter 2024 income of \$111,575. PCLI's 3Q 2024 total for net cash provided by operating activities was \$(496,599), 3Q 2024 total of net cash provided by investing activities of \$474,854, and 3Q 2024 total net cash provided by financing activities of \$19,612.

As of November 14, 2024, the Company has delivered eight homes, has two homes under contract and construction, one new model home completed and one new model home under construction, has sold 5 building lots, and began generating revenue in the second quarter of 2024.

Management's plans include raising capital through the debt and equity markets to fund operations and eventually generating profit through its business; however, there can be no assurance that the Company will be successful in such activities. These financial statements do not include any adjustments relating

PROTOCOLL TECHNOLOGIES INC. (PCLI)
Notes to Consolidated Financial Statements
For Quarter ended September 30, 2024
Unaudited

to the recovery of the recorded assets or the classifications of the liabilities that might be necessary should the Company be unable to continue as a going concern.

NOTE 3 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The accompanying financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America or ("U.S. GAAP") as found in the Accounting Standards Codification ("ASC"), the Accounting Standards Update("ASU") of the Financial Accounting Standards Board ("FASB") and are expressed in US Dollars. Significant accounting policies applicable to the Company are summarized as follows:

The Company has elected a December 31 year-end date.

Use of Estimates

The preparation of financial statements in conformity with U.S. GAAP require management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the balance sheet and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from these estimates.

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 investments with a maturity of three months or less to be cash and cash equivalents. We maintain cash balances in non-interest-bearing accounts, which do not currently exceed federally insured limits.

Related party disclosure

Under ASC 850 "Related Party Transactions" an entity or person is considered to be a "related party" if it has control, significant influence or is a key member of management personnel. A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties. The Company, in accordance with the standard ASC 850, presents disclosures about related party transactions and outstanding balances with related parties, see Note 12.

Fair Value of Financial Instruments

The Company's financial instruments consist primarily of cash, and cash equivalents, and amounts due to related party. The carrying amounts of such financial instruments approximate their respective estimated fair value due to the short-term maturities and approximate market interest rates of these instruments.

In accordance with ASC 820 "Fair Value Measurement" the Company categorizes financial instruments in a "fair value hierarchy". The hierarchy categorizes the inputs used in valuation techniques into three

PROTOCOLL TECHNOLOGIES INC. (PCLI)
Notes to Consolidated Financial Statements
For Quarter ended September 30, 2024
Unaudited

levels. The hierarchy gives the highest priority to (unadjusted) quoted prices in active markets for identical assets or liabilities and the lowest priority to unobservable inputs. The following are the three categories related to the fair value measurement of such assets or liabilities:

- Level 1 inputs are quoted prices in active markets for identical assets or liabilities that the Company can access at the measurement date, it holds a position in a single asset or liability and the asset or liability is traded in an active market.
- Level 2 inputs are inputs other than quoted market prices included within Level 1 that are observable for the asset or liability, either directly or indirectly. Inputs are derived principally from or corroborated by observable market data by correlation or other means (market-corroborated inputs').
- Level 3 inputs are unobservable for the asset or liability. An entity develops unobservable inputs using the best information available in the circumstances, which might include the entity's own data, considering all information about market participant assumptions that is reasonably available.

The Company has no financial instruments requiring hierarchy classification and disclosure.

Income Taxes

Deferred tax assets and liabilities are recognized for the expected future tax consequences of events that have been included in the financial statements or tax returns. Under this method, deferred tax assets and liabilities are determined based on the differences between the financial reporting and tax bases of assets and liabilities using enacted tax rates in effect for the year in which the differences are expected to reverse. The deferred tax assets of the Company relate primarily to operating loss carryforwards for federal income tax purposes.

For the year ended December 31, 2023, the Company did not have any interest and penalties associated with tax positions. As of December 31, 2022, the Company did not have any significant unrecognized uncertain tax positions. The Company intends to file income tax returns in the U.S. federal tax jurisdiction and various state tax jurisdictions. The tax years for 2019, 2020, 2021, 2022 and 2023 remain open for examination by federal and/or state tax jurisdictions pending completion of audit and filing of tax returns. The Company is currently not under examination by any other tax jurisdictions for any tax year.

Fixed assets

The Company accounts for fixed assets at cost less accumulated depreciation and amortization. The Company computes depreciation using the straight-line method over the estimated useful lives of the assets, generally five to seven years. Upon the sale or retirement of property and equipment, the cost and accumulated depreciation and amortization are removed from the accounts and resulting gains or losses are recognized currently. Major improvements are capitalized and depreciated, whereas minor repairs and maintenance are expensed when incurred. Management reviews long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying value may not be realizable. If an evaluation is required, the estimated future undiscounted cash flows associated with the asset are compared to the asset's carrying value to determine if an adjustment for

PROTOCOLL TECHNOLOGIES INC. (PCLI)
Notes to Consolidated Financial Statements
For Quarter ended September 30, 2024
Unaudited

impairment is necessary. The effect of any impairment would be to expense the difference between the fair value of such an asset and its carrying value.

Impairment of long-lived assets

The Company annually reviews its long-lived assets for impairment or whenever events or changes in circumstances indicate that the carrying amount of assets may not be recoverable. Impairment may be the result of becoming obsolete from a change in the industry or recent technologies. Impairment is present if the carrying amount of an asset is less than its undiscounted cash flows to be generated. If an asset is considered impaired, a loss is recognized based on the amount by which the carrying amount exceeds the fair market value of the asset. Assets to be disposed of are reported at the lower of the carrying amount or fair value less costs to sell.

Revenue Recognition

The Company will recognize revenues in accordance with ASC 606 – “Revenue from Contracts with Customers”. The Company applies the following five steps to determine the appropriate amount of revenue to be recognized as it fulfills its obligations under each of its agreements:

- Identify the contract with a customer.
- Identify the performance obligations in the contract.
- Determine the transaction price.
- Allocate the transaction price to performance obligations in the contract; and
- Recognizing revenue as the performance obligation is satisfied.

In order to identify the performance obligations in a contract with a customer, a company must assess the promised goods or services in the contract and identify each promised good or service that is distinct. A performance obligation meets ASC 606's definition of a "distinct" good or service (or bundle of goods or services) if both of the following criteria are met: The customer can benefit from the good or service either on its own or together with other resources that are readily available to the customer (i.e., the good or service is capable of being distinct), and the entity's promise to transfer the good or service to the customer is separately identifiable from other promises in the contract (i.e., the promise to transfer the good or service is distinct within the context of the contract).

If a good or service is not distinct, the good or service is combined with other promised goods or services until a bundle of goods or services is identified that is distinct.

The transaction price is the amount of consideration to which an entity expects to be entitled in exchange for transferring promised goods or services to a customer. The consideration promised in a contract with a customer may include fixed amounts, variable amounts, or both.

When determining the transaction price, an entity must consider the effects of all of the following:

- Variable consideration
- Constraining estimates of variable consideration
- The existence of a significant financing component in the contract

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- Noncash consideration
- Consideration payable to a customer

Variable consideration is included in the transaction price only to the extent that it is probable that a significant reversal in the amount of cumulative revenue recognized will not occur when the uncertainty associated with the variable consideration is subsequently resolved.

The transaction price is allocated to each performance obligation on a relative standalone selling price basis. The transaction price allocated to each performance obligation is recognized when that performance obligation is satisfied, at a point in time or over time as appropriate.

Cost of Revenue

The Company's cost of revenue consists primarily of master lease obligations, land development and building construction costs, interest, and corporate operations and management expenses.

Basic and diluted earnings per share

Under ASC 260 "Earnings Per Share", public companies shall present basic and diluted per-share amounts for income from continuing operations and for net income on the face of the income statement with equal prominence.

Basic EPS shall be computed by dividing the income available to common stockholders (the numerator) by the weighted-average number of common shares outstanding (the denominator) during the period. Shares issued during the period and shares reacquired during the period shall be weighted for the portion of the period that they were outstanding. The computation of diluted EPS is similar to the computation of basic EPS except that the denominator is increased to include the number of additional common shares that would have been outstanding if the dilutive potential common shares had been issued.

The Company had no dilutive instruments during the quarter ended June 30, 2024, and therefore the basic and dilutive loss per shares on the statement of operations is the same.

Leases

Effective January 1, 2019, the Company accounts for its leases under ASC 842, Leases. Under this guidance, arrangements meeting the definition of a lease are classified as operating or financing leases and are recorded on the balance sheet as both a right of use asset and lease liability, calculated by discounting fixed lease payments over the lease term at the rate implicit in the lease or the Company's incremental borrowing rate. Lease liabilities are increased by interest and reduced by payments each period, and the right of use asset is amortized over the lease term. For operating leases, interest on the lease liability and the amortization of the right of use asset result in straight-line rent expense over the lease term. Variable lease expenses, if any, are recorded when incurred.

In calculating the right of use asset and lease liability, the Company elected to combine lease and non-lease components. The Company excluded short-term leases having initial terms of 12 months or less from the new guidance as an accounting policy election and recognizes rent expense on a straight-line basis over the lease term.

Employee Stock-Based Compensation

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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.

NOTE 4. RECENTLY ISSUED ACCOUNTING STANDARDS

In June 2016, the FASB issued Accounting Standards Update (“ASU”) No 2016-13, Financial Instruments - Credit Losses (Topic 326), which requires entities to measure all expected credit losses for financial assets held at the reporting date based on historical experience, current conditions, and reasonable and supportable forecasts. The standard also requires additional disclosures related to significant estimates and judgments used in estimating credit losses, as well as the credit quality and underwriting standards of an entity’s portfolio. Operating lease receivables are excluded from the scope of this guidance.

The amended guidance is effective for the Company for fiscal years, and interim periods within those years, beginning January 1, 2023. The Company is evaluating the impact of adopting this new accounting standard on the Company’s financial statements and related disclosures.

Accounting standards promulgated by the FASB are subject to change. Changes to such standards may have an impact on the Company’s future financial statements. The Company periodically reviews new accounting standards that are issued. Although some of these accounting standards may be applicable to the Company, the Company has not identified any new standards that it believes merit further discussion, and the Company expects that none would have a significant impact on its financial statements.

NOTE 5 – CONCENTRATIONS AND CREDIT RISK

The Company’s main source of capital to initiate and sustain operations comes from its CEO and related entities controlled by the CEO, who is also the control share beneficial owner.

The Company’s main source of development capital is debt financing provided by Sekady Capital secured by the personal credit and capital equity provided by PCLI’s CEO.

NOTE 6 – WORK IN PROCESS - MODEL HOMES

The Company uses the completed contract method of revenue and cost recognition for each of the model or custom homes comprising its work in process. As of November 14, 2024, the Company delivered 8 homes, has one new model home completed, one new model home under construction, one model home under contract and one presold home under construction.

NOTE 7 – FIXED ASSETS

The Company uses the completed contract method of revenue and cost recognition for the building lot inventory developed in its River’s Edge 2 subdivision. The Company reduces its development loan liability by \$87,500 per lot payoff from internal construction loan proceeds or external lot sale income.

NOTE 8 – ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

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During the 2 Quarter of 2024, the Company accrued amounts owed as compensation for the chief executive officer (\$30,000) and accrued convertible note interest (\$21,610) to related parties.

	<u>September 30, 2024</u>	<u>June 30, 2024</u>
Accrued compensation – Chief Executive Officer	\$640,000	\$610,000
Accrued convertible note interest- related party	<u>\$218,972</u>	<u>\$197,362</u>
Total accrued accounts payable and accrued	<u>\$858,972</u>	<u>\$807,362</u>
Liabilities – related party		

NOTE 9 - INCOME TAXES

Deferred tax assets and liabilities are recognized for the expected future tax consequences of events that have been included in the financial statements or tax returns. Under this method, deferred tax assets and liabilities are determined based on the differences between the financial reporting and tax basis of assets and liabilities using enacted tax rates in effect for the year in which the differences are expected to reverse. The deferred tax assets of the Company relate primarily to operating loss carryforwards for federal income tax purposes.

No valuation allowance for deferred tax assets has been provided to date. Realization of deferred tax assets is dependent on the Company generating sufficient taxable income in future periods.

The Company periodically evaluates its tax positions to determine whether it is more likely than not that such positions would be sustained upon examination by a tax authority for all open tax years, as defined by the statute of limitations, based on their technical merits. As of December 31, 2023, 2022, and 2021, pending completion of the audit, PCLI has not established a liability for uncertain tax positions or calculated their net operating loss carry forwards.

NOTE 10 – COMMITMENTS AND CONTINGENCIES

Operating Leases under ASC 842

On March 1, 2020, the Company entered into a 5-year operating lease agreement with a related party effective June 1, 2020, to lease up to 2000 square feet of space (“Rink Master Lease”), in Manitoba, Canada and up to 1.5 MW of future electrical capacity upgrade, to be used as a data center for crypto mining. The termination date of the lease is May 31, 2025. The present value of the future lease payments was determined to be \$36,389. The monthly payment is \$700.

Lease expenses for the quarter ended September 30, 2024, and June 30, 2024, were \$2,100, respectively. Lease expense consisted of the amortization of the right of use asset and interest expense for the 3rd quarter ending September 30, 2024, being \$1,997.84 and \$102.16 respectively, and for the 2nd quarter ended June 30, 2024 being \$1,968 and \$132, respectively.

Future annual minimum payments for the operating lease obligation were as follows:

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Year Ending December 31, 2023	Amount	Year Ending December 31, 2022	Amount
2024	\$ 8,400	2023	\$ 8,400
Thereafter	3,500	2024	8,400
Total lease payments	\$ 11,900	Thereafter	3,500
Total lease payments		Total lease payments	\$ 20,200
Less amounts representing Interest	\$ (519)	Less amounts representing Interest	\$ (1,347)
Present value of minimum Lease payments	\$ 11,381	Present value of minimum Lease payments	\$ 18,853

The right of use asset of the operating lease had the following changes in the quarters ended September 30, 2024, and June 30, 2024:

	Estimated Life in years	September 30, 2024	June 30, 2024
Right of Use Asset	5	\$ 36,389	\$ 36,389
Right of Use asset total		\$ 36,389	\$ 36,389
Less: Accumulated Amortization		\$ (30,913)	\$ (28,389)
Right of Use asset, net		\$ 5,476	\$ 7,474

Other rent and lease arrangements

On January 1, 2020, PCLI entered into an agreement to manage the Pines Self Storage wherein PCLI will receive 5% of the storage unit rents. The agreement has provisions to earn additional fees and an option to purchase interest in the property. No value has been assigned to future fees or options.

PCLI entered into a month-to-month office rental agreement with Austin Homes LLC for \$250.00 per month for shared office space at 912 Bobwhite Street, Fruitland, Idaho 83619. 912 Bobwhite Street is owned by CEO Paul Knudson.

CONTINGENCIES & LITIGATION.

During the normal course of business, the Company may be exposed to litigation. When the Company becomes aware of potential litigation, it evaluates the merits of the case in accordance with FASB 450-20-50, Contingencies. The Company evaluates its exposure to the matter, possible legal or settlement strategies and the likelihood of an unfavorable outcome. If the Company determines that an unfavorable outcome is probable and can be reasonably estimated, it establishes the necessary accruals.

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Legal contingencies

From time to time, the Company may be a defendant in pending or threatened legal proceedings arising in the normal course of its business. Management is unaware of any pending, threatened or asserted claims.

Limitation of Liability of Directors

Pursuant to the Wyoming General Corporation Law, our Articles of Incorporation exclude personal liability for our Directors for monetary damages based upon any violation of their fiduciary duties as Directors, except as to liability, acts, or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or any transaction from which a Director receives an improper personal benefit. This exclusion of liability does not limit any right which a Director may have to be indemnified and does not affect any Directors' liability under federal or applicable state securities laws. We have agreed to indemnify our Directors against expenses, judgments and amounts paid in settlement in connection with any claim against a Director if he acted in good faith and in a manner, he believed to be in our best interests.

NOTE 11 – EQUITY – SHAREHOLDER'S DEFICIT

Common stock

The Company is authorized to issue 2,000,000,000 shares of common stock, par value \$0.001. As of January 15, 2015, there were 1,509,228,968 shares issued and outstanding. As of December 31, 2018, December 31, 2019, December 31, 2020, December 31, 2021, December 31, 2022, December 31, 2023, there are 1,509,228,968 shares issued and outstanding.

As of September 30, 2024, there are 1,509,228,968 shares of common stock issued and outstanding.

Subsequently, as of November 12, 2024, upon completion of the 1:100 Reverse Split, there are 15,092,426 shares of common stock issued and outstanding.

Preferred Stock

The Company is authorized to issue unlimited Preferred stock, par value .001, one (1) Special 2019 Series A Preferred .001, and five million (5,000,000) shares of Series B Preferred stock.

As of November 14, 2024, there are zero (0) Preferred, one (1) Special 2019 Series A Preferred, and zero (0) Series B Preferred shares issued and outstanding.

Special 2019 Series A Preferred

On April 8, 2019, the Corporation issued this Certificate of Designation of Special 2019 Series A Preferred Stock of Protocall Technologies, Inc. (pursuant to NRS 78.1955) with rights as designated:

Special 2019 Series A Preferred Stock

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Section 1. Designation and Amount. The designation of this class of capital stock shall be “Special 2019 Series A Preferred”, par value \$.001 per share (the “2019 Series A Preferred Stock”). The number of authorized shares of 2019 Series A Preferred Stock is one (1) share.

Section 2. Voting Rights. Except as otherwise required by law, the holder of the share of 2019 Series A Preferred Stock shall have the following rights:

- (a) Number of Votes: Voting with Common Stock. Except as provided by Nevada statutes or Section 2(b) below, the holder of the 2019 Series A Preferred Stock shall vote together with the holders of preferred stock (including on an as converted basis), par value \$0.001, and common stock, par value \$0.001 per share, of the Corporation (the “Common Stock”) as a single class. The 2019 Series A Preferred Stock stockholder is entitled to 51% of all votes (including, but not limited to, common stock, and preferred stock (including on an as converted basis) entitled to vote at each meeting of stockholders of the Corporation (and written actions of stockholders in lieu of meetings) with respect to any and all matters presented to the stockholders of the Corporation for their action or consideration. The 2019 Series A Preferred Stock shall not be divided into fractional shares.
- (b) Adverse Effects: The Corporation shall not amend, alter, or repeal the preferences, rights, powers, or other terms of the 2019 Series A Preferred Stock so as to affect adversely the 2019 Series A Preferred Stock or the holder thereof without the written consent or affirmative vote of the holder of the 2019 Series A Preferred Stock given in writing or by vote at a meeting, consenting, or voting (as the case may be) separately as a class.

Section 3. Conversion into common shares. The share of 2019 Series A Preferred Stock shall convert into common shares at a conversion rate of 1 preferred to 1,000,000,000 common shares. The holder of the 2019 Series A Preferred Stock can affect the conversion at any time. Conversion into common is a right and conversion is not required.

Section 4. Dividends, Liquidation. The share of 2019 Series A Preferred Stock shall not be entitled to any dividends in respect thereof and shall not participate in any proceeds available to the Corporation’s shareholders upon the liquidation, dissolution or winding up of the Corporation.

Section 5. No Impairment. The Corporation shall not intentionally take any action which would impair the rights and privileges of the 2019 Series A Preferred Stock set forth herein or the rights of the holder thereof. The Corporation will not, by amendment or its certificate of incorporation or through any reorganization, transfer of assets, consolidation, merger, dissolution, issue or sale of securities or any other voluntary action, avoid or seek to avoid the observance or performance of any of the terms to be observed or performed hereunder by the Corporation, but will at all times in good faith assist in the carrying out of all the provisions herein and in the taking of all such action as may be necessary or appropriate in order to protect the rights of the holder of the 2019 Series A Preferred Stock against impairment.

Section 6. Replacement Certificate. In the event that the holder of the 2019 Series A Preferred Stock notifies the Corporation that the stock certificate evidencing the share of 2019 Series A Preferred Stock has been lost, stolen, destroyed or mutilated, the Corporation shall issue a replacement stock certificate evidencing the 2019 Series A Preferred Stock identical in tenor and date to the original stock certificate evidencing the 2019 Series A Preferred Stock, provided that the holder executes and delivers to the Corporation an affidavit of lost stock certificate and an agreement reasonably satisfactory to the

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Corporation to indemnify the Corporation from any loss incurred by it in connection with such 2019 Series A Preferred Stock certificate.

As of November 14, 2024 is one (1) share of 2019 Series A Preferred stock issued.

Series B Preferred stock

On November 23, 2021, the Corporation filed Articles of Amendment (Wyoming Amendment ID: 2021-003483997) Certificate of Designation of Series B Preferred Stock of Protocall Technologies, Inc. (pursuant to Wyoming Business Corporation Act, Article 6, Section 17-16-602(a)(i) and (b)) with rights as designated:

Series B Preferred Stock

Section 1. Designation and Amount. The designation of this series of preferred stock shall be "Series B Preferred" at par value \$0.001 per share. The number of authorized shares of Series B Preferred stock is five million (5,000,000).

Section 2. Voting Rights. Except as otherwise required by law, the holder of Series B Preferred stock shall have the following rights:

- (a) Number of Votes: Voting: Except as provided by Wyoming statutes or Section 2(b) below, the holders of Series B Preferred stock shall only vote on matters affecting the Series B Preferred stock's rights, preferences, and limitations. Series B Preferred stock shall have no other voting rights and shall not vote with common shares with respect to all matters presented to the common share stockholders of the Corporation for their action or consideration.
- (b) Adverse Effects: The Corporation shall not amend, alter, or repeal the preferences, rights, powers, or other terms of the Series B Preferred stock so as to affect adversely the Series B Preferred stock or the holder(s) thereof without the written consent or affirmative vote of 80% of the Series B Preferred shareholders given in writing or by vote in a meeting, consenting or voting (as the case may be) separately as a class.

Section 3. Conversion into common shares. The Series B Preferred Stock shall convert into common shares at a conversion rate of 1 Series B Preferred share to 1,000 common shares. The holders of the Series B Preferred Stock can affect the conversion at any time. Conversion into common is a right and conversion is not required.

Section 4. Dividends, Liquidation. Series B Preferred shares shall be irrevocably tied to the real assets acquired by their issuance and shall be entitled to any dividends in respect thereof; and shall have preferential liquidation rights to the entirety of the real assets acquired by their issuance upon the liquidation, dissolution or winding up of the Corporation. The real assets acquired by the issuance of Series B Preferred shares shall be separately accounted for in the books of the corporation as reserved Series B Preferred assets. Upon conversion of any percentage portion of the Series B Preferred shares into common shares, that percentage portion of the reserved real assets shall then be accounted as common assets of the corporation. That percentage portion of the Series B Preferred shares that are converted shall be turned into the corporation and cancelled.

Section 5. No Impairment. The Corporation shall not intentionally take any action which would impair the rights and privileges of the Series B Preferred stock set forth herein or the rights of the holders thereof. The Corporation will not, by amendment of its certificate of incorporation or through any

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reorganization, transfer of assets, consolidation, merger, dissolution, issue or sale of securities or any other voluntary action, avoid or seek to avoid the observance or performance of any of the terms to be observed or performed hereunder by the Corporation, but will at all times in good faith assist in the carrying out of all the provisions herein and in the taking of all such action as may be necessary or appropriate in order to protect the rights of the holders of the Series B Preferred Stock against impairment.

Section 6. Replacement Certificate. In the event that the holder of Series B Preferred stock notifies the Corporation that a stock certificate evidencing shares of Series B Preferred Stock has been lost, stolen, destroyed or mutilated, the Corporation shall issue a replacement stock certificate evidencing the Series B Preferred stock identical in tenor and date to the original stock certificate evidencing the Series B Preferred stock, provided that the holder executes and delivers to the Corporation an affidavit of lost stock certificate and an agreement reasonably satisfactory to the Corporation to indemnify the Corporation from any loss incurred by it in connection with such Series B Preferred stock certificates.

As of November 14, 2024 there are zero shares of Series B Preferred Stock issued.

NOTE 12 - RELATED PARTIES

Paul Knudson is the sole Director, CEO, CFO and Secretary of the Company.

Paul Knudson owns 100% of Xtra Crypto Mining Inc., Austin Homes LLC, The Pines Townhomes LLC (dba The Pines Self Storage), T&L Transport LLC (dba T&L Funding) and was previously the 100% owner of JR Development LLC, and majority owner of North Allen Avenue LLC before their acquisition by PCLI. Mary A Veatch is a related party and owns Infinity 3 LLC.

Paul Knudson, et.al., is the source of funding, contracts, and facilities used to recapitalize PCLI during the process of rehabilitation from a defunct corporation to a viable, current entity. As such, the following transactions are all related party transactions involving Paul Knudson.

1. Control of PCLI through acquisition of PCLI Special 2019 Series A Preferred Stock by Xtra Crypto Mining Inc and subsequently, Austin Homes LLC.
2. Wonka 3 and Wonka 4 leases with The Pines Townhomes LLC dba The Pines Self Storage, subsequently traded for equity interest in North Allen Avenue LLC subdivision.
3. The Rink Lease and purchase options.
4. The Pines Self Storage Master Lease management and purchase options.
5. All convertible loans to PCLI to date are from Paul Knudson, Austin Homes LLC, The Pines Townhomes LLC, Mary A Veatch, Infinity 3 LLC, and T&L Transport LLC.
6. Acquisition of interest in North Allen Avenue LLC.
7. Acquisition of JR Development LLC's interest in North Allen Avenue LLC.

MANAGEMENT

The following table sets forth the names and positions of our executive officers who have served during the 2024 fiscal year. Directors will be elected at our annual meeting of stockholders or serve for one year or until their successors are elected and qualified. Officers are elected by the Board and their terms of office are, except to the extent governed by employment contract, at the discretion of the Board.

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Name	Position	Appointed	Resignation
Paul Knudson	Director	April 22, 2019	N/A
Paul Knudson	CEO, CFO, Secretary	April 22, 2019	N/A

The Company CEO, Paul Knudson, is compensated \$10,000 per month for his services under an Employment Contract effective April 22, 2019, with an annual incentive bonus equal to 12% of the increased Total Equity. The Company has not generated significant revenue to date and has not paid for these services, compensation is recorded as an Other Current Liabilities – Accrued Salaries – Officers.

SECURITY OWNERSHIP AND BENEFICIAL OWNERSHIP BY MANAGEMENT

The following table presents information, to the best of our knowledge, about the beneficial ownership of our common stock as of September 30, 2024, held by those persons known to beneficially own more than 5% of our capital stock and by our directors and executive officers.

Name of Beneficial	Common Stock		Preferred Stock	
	No of Shares	Percentage	No of Shares	Percentage
<i>Directors and Officers</i>				
Paul Knudson, CEO, CFO, Sec, Director	20,000*	.001325%	1	100.00%
Directors & Officers as a Group (1 Person)	20,000	.001325%	1	100.00%

*Includes market purchase of 10,000 shares at \$0.0023 on May 30, 2019, and 10,000 shares purchased at \$0.0003 on October 31, 2019

Other Beneficial Owners

Stephen Carl Bradshaw	90,000,000^	5.963%	0	0.0%
Crystal Falls Investments LLC	90,000,000	5.963%	0	0.0%
Jeff Drapkin	110,000,000	7.288%	0	0.0%
Chris Muneio	85,000,000	5.632%	0	0.0%
Glen Alzate	100,000,000^	6.626%	0	0.0%
Other Beneficial Owners as a Group	475,000,000	31.472%	0	0.0%

^Shares are identified as among the 509,228,968 common shares that were issued in excess of authorized common shares in 2011.

Subsequently, upon completion of the 1;100 Reverse Split on November 12, 2024, the following table presents information, to the best of our knowledge, about the beneficial ownership of our common stock as of November 14, 2024, held by those persons known to beneficially own more than 5% of our capital stock and by our directors and executive officers.

Name of Beneficial	Common Stock		Preferred Stock	
	No of Shares	Percentage	No of Shares	Percentage

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Directors and Officers

Paul Knudson, CEO, CFO, Sec, Director	200*	.001325%	1	100.00%
Directors & Officers as a Group (1 Person)	200	.001325%	1	100.00%

*Includes market purchase of 10,000 shares at \$0.0023 on May 30, 2019, and 10,000 shares purchased at \$0.0003 on October 31, 2019

Other Beneficial Owners

Stephen Carl Bradshaw	900,000^	5.963%	0	0.0%
Crystal Falls Investments LLC	900,000	5.963%	0	0.0%
Jeff Drapkin	1,100,000	7.288%	0	0.0%
Chris Muneio	850,000	5.632%	0	0.0%
Glen Alzate	1,000,000^	6.626%	0	0.0%
Other Beneficial Owners as a Group	4,750,000	31.472%	0	0.0%

^Shares are identified as among the 509,228,968 common shares that were issued in excess of authorized common shares in 2011.

NOTE 13 – SUBSEQUENT EVENTS

The Company has evaluated the financial statements for subsequent events through November 14, 2024, the date these financial statements were available to be issued.

As of November 14, 2024: Ten homes have been placed under sales contracts with eight delivered. Additionally, one presale contract to build a new home on RE2 residential lots and one model home sales contracts. Eight homes have been closed and delivered to buyers. One new model home is completed and one new model home is under construction and five building lots have been sold.

Subsequently, as of November 12, 2024, upon completion of the 1:100 Reverse Split, there are 15,092,426 shares of common stock issued and outstanding. This action was taken to facilitate our ongoing effort pursuing a Reg A Offering to raise capital to grow our business.

Management is not aware of any other events that have occurred subsequent to the balance sheet date that would require adjustment to, or disclosure in the financial statements.

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, Paul Knudson certify that:

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

November 14, 2024

"/s/ Paul Knudson"

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

Principal Financial Officer:

I, Paul Knudson certify that:

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

November 14, 2024

"/s/ Paul Knudson"

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