

Disclosure Statement

Tekumo Inc.

555 Middle Creek Pkwy, Suite 100
Colorado Springs, CO, 80921

719-900-4535

www.tekumo.com

[email:invest@tekumo.com](mailto:invest@tekumo.com)

SIC Code: 7372

Annual Report

For the period ending December 31, 2024 (the "Reporting Period")

Outstanding Shares

The number of shares outstanding of our Common Stock was:

2,866,910,317 as of December 31, 2024

381,060,317 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.

Tekumo Inc. F/K/A Balincan USA, Inc until 2/9/2024; Moqizone Holding Corporation until 08/24/2015; Trestle Holdings, Inc. until 08/25/2009 and Sunland Entertainment Co. (Delaware) Inc from May 7, 2002. Sunland Entertainment Co. was previously incorporated in California and was the successor to the Harvey Entertainment Company as of June 22, 2001.

Current State and Date of Incorporation or Registration: Delaware, May 7, 2002
Standing in this jurisdiction: (e.g. active, default, inactive): Active

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

Balincan USA Inc., Delaware, May 7, 2002

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

None

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

None

Address of the issuer's principal executive office:

555 Middle Creek Pkwy, Suite 100
Colorado Springs, CO, 80921

Address of the issuer's principal place of business:

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

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

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

2) Security Information

Transfer Agent

Name: Vstock Transfer, LLC.
Phone: (212) 828-8436
Email: Allison@Vstocktransfer.com
Address: 18 Lafayette Place, Woodmere, NY 11598

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.

Trading symbol:	<u>TKMO (formerly BCNN)</u>	
Exact title and class of securities outstanding:	<u>Common Stock</u>	
CUSIP:	<u>058479106</u>	
Par or stated value:	<u>\$0.001</u>	
Total shares authorized:	<u>5,000,000,000</u>	as of date: <u>December 31, 2024</u>
Total shares outstanding:	<u>2,866,910,317</u>	as of date: <u>December 31, 2024</u>
Total number of shareholders of record:	<u>197</u>	as of date: <u>December 31, 2024</u>

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).

Exact title and class outstanding:	<u>Series A Preferred</u>	
Par or stated value:	<u>\$0.001</u>	
Total shares authorized:	<u>10,000,000</u>	as of date: <u>December 31, 2024</u>
Total shares outstanding:	<u>9,962,000</u>	as of date: <u>December 31, 2024</u>
Total number of shareholders of record:	<u>8</u>	as of date: <u>December 31, 2024</u>

Exact title and class of securities outstanding:	<u>Series B Preferred</u>	
Par or stated value:	<u>\$0.001</u>	
Total shares authorized:	<u>1,000,000</u>	as of date: <u>December 31, 2024</u>
Total shares outstanding:	<u>765,339</u>	as of date: <u>December 31, 2024</u>
Total number of shareholders of record:	<u>2</u>	as of date: <u>December 31, 2024</u>

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.

Subject to the preferential rights of the Preferred Stock, the holders of shares of Common Stock shall be entitled to receive, when and if declared by the Board of Directors, dividends payable either in cash, or in shares of capital stock.

Each holder of Common Stock shall have one vote in respect of each share of stock held by such holder.

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

Series A Preferred:

Dividends are cumulative and accrue at 4% per annum.

The Series A Preferred Stock is senior to all other classes of stock and represents 85% of the voting control of the Company (on an as-converted basis).

It may be converted into 85% of the Company's fully diluted common stock, non-dilutive.

Shares of Series A Preferred Stock shall be entitled to be paid out of the assets of the Corporation available for liquidation to its stockholders, before any payment shall be made to the holders of Junior Securities, an amount in cash equal to the greater of (i) aggregate Liquidation Value \$0.6779 of all Shares held by such holder, plus all unpaid accrued and accumulated dividends on all such Shares (whether or not declared) and (ii) such amount per share as would have been payable had all shares of Series A Preferred Stock been converted into Common Stock.

Series B Preferred:

Dividends are cumulative and accrue at 4% per annum.

The Series B Preferred Stock is non-voting.

Each Series B Preferred Share may be converted into 3,000 shares of the Company's common stock, subject to a beneficial ownership limitation of 9.99% of outstanding common shares.

Shares of Series B Preferred Stock shall be entitled to be paid out of the assets of the Corporation available for liquidation to its stockholders, after payment of the full liquidation preference with respect to Senior Securities, and before any payment shall be made to the holders of Junior Securities, an amount in cash equal to the greater of (i) aggregate Liquidation Value \$0.7975 of all Shares held by such holder, plus all unpaid accrued and accumulated dividends on all such Shares (whether or not declared) and (ii) such amount per share as would have been payable had all shares of Series B Preferred Stock been converted into Common Stock.

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

Series A Preferred:

Without the prior written consent of holders of not less than seventy percent (70%) of the then total outstanding Shares of Series A Preferred Stock (a "Supermajority Interest"), the Corporation shall not take the following actions:

(a) create, authorize or issue shares of, or reclassify, any capital stock unless the same is expressly made a Junior Security, or (ii) increase the authorized number of shares of Preferred Stock or any additional class or series of capital stock of the Corporation unless the same is expressly made a Junior Security;

(b) amend, alter, modify, or repeal the Certificate of Incorporation, this Certificate of Designation, or the by-laws of the Corporation, including the amendment of the Certificate of Incorporation by the adoption or amendment of any Certificate of Designation or similar document, or amend the organizational documents of any Subsidiary in a manner that adversely affects the powers, preferences or rights of the Series A Preferred Stock;

(c) increase the authorized number of directors constituting the Board from five;

(d) increase the authorized number of shares of Series A Preferred Stock;

(e) redeem, purchase, or otherwise acquire or pay or declare any dividend or other distribution on (or pay into or set aside for a sinking fund for any such purpose) any capital stock of the Corporation; provided, that this restriction shall not apply to (i) the declaration or payment of any dividend or distribution payable on the Common Stock in shares of Common Stock,

(f) declare bankruptcy, dissolve, liquidate, or wind up the affairs of the Corporation or any Subsidiary of the Corporation;

(g) effect, or enter into any agreement to effect, a Change of Control

Series B Preferred:

Without the prior written consent of holders of not less than eighty percent (80%) of the then total outstanding Shares of Series B Preferred Stock (a "Supermajority Interest"), the Corporation shall not take the following actions:

(h) amend, alter, modify, or repeal the Certificate of Designation including the amendment of the Certificate of Incorporation in a manner that adversely affects the powers, preferences or rights of the Series B Preferred Stock;

(i) increase the authorized number of shares of Series B Preferred Stock

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

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.

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

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

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

Opening Balance											
Date	December 31, 2022										
Common:	150,218,141										
Preferred: Series A:	9,962,000										
Series B:	1,000,000										
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.		
February 8, 2023	New Issuance	6,250,000	Common	\$0.008	No	Trillium Partners LP/Stephen Hicks	Reg A	Unrestricted	Reg A		
February 8, 2023	New Issuance	12,000,000	Common	\$0.008	No	JP Carey Limited Partners LP/ Joseph Canouse	Reg A	Unrestricted	Reg A		
February 9, 2023	New Issuance	1,875,000	Common	\$0.008	No	Matterhorn Partners LLC/Paul Montney	Reg A	Unrestricted	Reg A		

February 10, 2023	New Issuance	6,250,000	Common	\$0.008	No	Trillium Partners LP/Stephen Hicks	Reg A	Unrestricted	Reg A
February 28, 2023	New Issuance	5,000,000	Common	\$0.008	No	Arin Fund LLC/Adam Ringer	Reg A	Unrestricted	Reg A
March 1, 2023	New Issuance	570,176	Common	\$0.001	No	Nicholas F Coscia	Consulting Services	Restricted	4(a)(2)
September 21, 2023	New Issuance	18,034,000	Common	\$0.001	No	Trillium Partners LP/Stephen Hicks	Convertible Note Conversion	Unrestricted	3 (a) (10)
October 30, 2023	New Issuance	19,819,000	Common	\$0.001	No	Trillium Partners LP/Stephen Hicks	Convertible Note Conversion	Unrestricted	3 (a) (10)
November 9, 2023	New Issuance	15,621,000	Common	\$0.001	No	Trillium Partners LP/Stephen Hicks	Convertible Note Conversion	Unrestricted	3 (a) (10)
November 15, 2023	New Issuance	21,761,000	Common	\$0.001	No	Trillium Partners LP/Stephen Hicks	Convertible Note Conversion	Unrestricted	3 (a) (10)
November 27, 2023	New Issuance	23,328,000	Common	\$0.001	No	Trillium Partners LP/Stephen Hicks	Convertible Note Conversion	Unrestricted	3 (a) (10)
December 12, 2023	New Issuance	27,791,000	Common	\$0.001	No	Trillium Partners LP/Stephen Hicks	Convertible Note Conversion	Unrestricted	3 (a) (10)
December 15, 2023	New Issuance	21,282,000	Common	\$0.001	No	Trillium Partners LP/Stephen Hicks	Convertible Note Conversion	Unrestricted	3 (a) (10)
December 19, 2023	New Issuance	9,261,000	Common	\$0.001	No	Trillium Partners LP/Stephen Hicks	Convertible Note Conversion	Unrestricted	3 (a) (10)
December 22, 2023	New Issuance	21,331,000	Common	\$0.001	No	Trillium Partners LP/Stephen Hicks	Convertible Note Conversion	Unrestricted	3 (a) (10)
December 29, 2023	New Issuance	20,669,000	Common	\$0.001	No	Trillium Partners LP/Stephen Hicks	Convertible Note Conversion	Unrestricted	3 (a) (10)
January 11, 2024	New Issuance	29,711,000	Common	\$0.001	No	Trillium Partners LP/Stephen Hicks	Convertible Note Conversion	Unrestricted	3 (a) (10)
January 23, 2024	New Issuance	37,724,000	Common	\$0.0009	No	Trillium Partners LP/Stephen Hicks	Convertible Note Conversion	Unrestricted	3 (a) (10)
January 26, 2024	New Issuance	44,400,000	Common	\$0.001	No	Trillium Partners LP/Stephen Hicks	Convertible Note Conversion	Unrestricted	3 (a) (10)
February 6, 2024	New Issuance	35,543,000	Common	\$0.0008	No	Trillium Partners LP/Stephen Hicks	Convertible Note Conversion	Unrestricted	3 (a) (10)

February 8, 2024	New Issuance	47,464,000	Common	\$0.0008	No	Trillium Partners LP/Stephen Hicks	Convertible Note Conversion	Unrestricted	3 (a) (10)
February 22, 2024	New Issuance	52,315,000	Common	\$0.0009	No	Trillium Partners LP/Stephen Hicks	Convertible Note Conversion	Unrestricted	3 (a) (10)
March 1, 2024	New Issuance	57,014,000	Common	\$0.0009	No	Trillium Partners LP/Stephen Hicks	Convertible Note Conversion	Unrestricted	3 (a) (10)
March 8, 2024	New Issuance	28,141,000	Common	\$0.0007	No	Trillium Partners LP/Stephen Hicks	Convertible Note Conversion	Unrestricted	3 (a) (10)
March 26, 2024	New Issuance	67,837,000	Common	\$0.0006	No	Trillium Partners LP/Stephen Hicks	Convertible Note Conversion	Unrestricted	3 (a) (10)
April 18, 2024	New Issuance	77,339,000	Common	\$0.0005	No	Trillium Partners LP/Stephen Hicks	Convertible Note Conversion	Unrestricted	3 (a) (10)
May 7, 2024	New Issuance	77,620,000	Common	\$0.0004	No	Trillium Partners LP/Stephen Hicks	Convertible Note Conversion	Unrestricted	3 (a) (10)
May 16, 2024	New Issuance	62,684,000	Common	\$0.0004	No	Trillium Partners LP/Stephen Hicks	Convertible Note Conversion	Unrestricted	3 (a) (10)
May 22, 2024	New Issuance	66,996,000	Common	\$0.0004	No	Trillium Partners LP/Stephen Hicks	Convertible Note Conversion	Unrestricted	3 (a) (10)
June 13, 2024	New Issuance	105,450,000	Common	0.00027	No	Trillium Partners LP/Stephen Hicks	Convertible Note Conversion	Unrestricted	3 (a) (10)
June 28, 2024	New Issuance	115,883,000	Common	0.00056	No	Trillium Partners LP/Stephen Hicks	Convertible Note Conversion	Unrestricted	3 (a) (10)
July 10, 2024	New Issuance	116,211,000	Common	0.00050	No	Trillium Partners LP/Stephen Hicks	Convertible Note Conversion	Unrestricted	3 (a) (10)
July 19, 2024	New Issuance	117,769,000	Common	0.00038	No	Trillium Partners LP/Stephen Hicks	Convertible Note Conversion	Unrestricted	3 (a) (10)
July 23, 2024	New Issuance	108,324,000	Common	0.00029	No	Trillium Partners LP/Stephen Hicks	Convertible Note Conversion	Unrestricted	3 (a) (10)
August 5, 2024	New Issuance	161,317,000	Common	0.00025	No	Trillium Partners LP/Stephen Hicks	Convertible Note Conversion	Unrestricted	3 (a) (10)
August 15, 2024	New Issuance	177,287,000	Common	0.00020	No	Trillium Partners LP/Stephen Hicks	Convertible Note Conversion	Unrestricted	3 (a) (10)

September 3, 2024	New Issuance	194,838,000	Common	\$0.0014	No	Trillium Partners LP/Stephen Hicks	Convertible Note Conversion	Unrestricted	3 (a) (10)
November 5, 2024	Conversion	214,128,000	Common	\$0.0003	No	Trillium Partners LP/Stephen Hicks	Conversion Series B (71,376)	Unrestricted	4(a)(2)
November 19, 2024	Conversion	185,247,000	Common	\$0.0003	No	Trillium Partners LP/Stephen Hicks	Conversion Series B (61,749)	Unrestricted	4(a)(2)
December 13, 2024	Conversion	178,665,000	Common	\$0.0003	No	Trillium Partners LP/Stephen Hicks	Conversion Series B (59,555)	Unrestricted	4(a)(2)
December 23, 2024	Conversion	125,943,000	Common	\$0.0003	No	Trillium Partners LP/Stephen Hicks	Conversion Series B (41,981)	Unrestricted	4(a)(2)

Ending Balance

Date: December 31, 2024

Common: 2,866,910,317

Preferred: Series A: 9,962,000

Series B: 703,983

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

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 conversion of instrument to shares)	Name of Noteholder. <small>*You must disclose the control person(s) for any entities listed.</small>	Reason for Issuance (e.g. Loan, Services, etc.)
6/15/2023	\$105,262	\$88,000	\$17,262	6/15/2024	50% Market Price	Trillium Partners LP/ Stephen Hicks	Loan
6/15/2023	\$97,463	\$82,500	\$14,963	6/15/2023	50% Market Price	JP Carey Limited Partners LP/JP Canouse	Loan
6/15/2023	\$39,538	\$33,000	\$6,538	6/15/2023	50% Market Price	Ascension Ventures LLC/ Kimiko Leong	Loan
9/30/2022	\$307,262	\$330,000	\$0	9/30/2023	3(a)(10) Settlement	Trillium Partners LP/ Stephen Hicks	Loan

9/30/2022	\$307,262	\$330,000	\$0	9/30/2023	3(a)(10) Settlement	JP Carey Limited Partners LP/JP Canouse	Loan
6/14/2022	\$335,047	\$330,000	\$5,047	6/14/2023	3(a)(10) Settlement	Trillium Partners LP/ Stephen Hicks	Loan
6/14/2022	\$335,047	\$330,000	\$5,047	6/14/2023	3(a)(10) Settlement	JP Carey Limited Partners LP/JP Canouse	Loan
6/14/2022	\$66,298	\$65,000	\$1,298	6/14/2023	3(a)(10) Settlement	Matt Stout	Loan
6/14/2022	\$95,064	\$72,500	\$22,564	6/14/2023	\$0.005	Grow Holdings Solutions Inc/Phil Sands	Loan
4/18/2022	\$16,900	\$5,454	\$11,446	4/18/2023	\$0.005	Todd Sherman	Loan
4/27/2022	\$28,520	\$30,788	\$0	4/18/2023	3(a)(10) Settlement	Ascension Ventures LLC/ Kimiko Leong	Loan
2/15/2022	\$96,454	\$50,000	\$46,454	4/18/2023	3(a)(10) Settlement	Ascension Ventures LLC/ Kimiko Leong	Loan
12/9/2021	\$46,385	\$25,000	\$21,385	4/18/2023	3(a)(10) Settlement	Ascension Ventures LLC/ Kimiko Leong	Loan
10/18/2021	\$49,147	\$25,000	\$24,147	4/18/2023	3(a)(10) Settlement	Ascension Ventures LLC/ Kimiko Leong	Loan
10/18/2021	\$0	\$25,000	\$0	4/18/2023	3(a)(10) Settlement	Stephen Sherman	Loan
4/12/2020	\$131,530	\$100,000	\$31,530	4/18/2023	3(a)(10) Settlement	Stephen Sherman	Loan

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

On September 15, 2023, the Circuit Court of Baltimore County, Maryland (the “Court”) rendered an order approving a Settlement Agreement and Stipulation between Trillium Partners LP (“Trillium”) and the Company for the payment of \$2,255,121 in past due debt obligations originally issued or assigned to Trillium. Under the terms of the agreement, Trillium may convert the debt into shares of common stock at a price equal to the lowest trading price during the thirty (30) trading day period prior to any conversion, subject to a 9.99% limitation on beneficial ownership at the time such conversion. A Remittance Amount of 66.67% of the Net Proceeds from the sale of the Settlement Shares shall reduce the balance of the Notes outstanding. The conversion shares issued by the Company will be unrestricted in reliance on Section 3(a)(10) of the Securities Act of 1933.

As of December 31, 2024, the total settlement value to date has been \$624,268 and the number of common shares issued 1,980,764,000.

4) Issuer’s Business, Products and Services

A. Summarize the issuer’s business operations (If the issuer does not have current operations, state “no operations”)

The Company offers a service delivery platform for onsite installation, monitoring, and maintenance of technology systems and smart connected devices.

Tekumo means “Tech Cloud” in Japanese. In a world of smart, connected devices, there remains a “last-mile” issue of installing, monitoring, and managing such systems. Product and service companies all need an efficient and automated service model. Tekumo is reinventing that process by deploying an intelligent service delivery platform that manages local

technician resources in the installation and maintenance of technology systems and provides a “smart interface” for the monitoring and management of those devices.

The company supports POS systems, kiosks, digital menu boards, cameras, cabling, print services, Wi-Fi and networking. Fueled by the rapid adoption and growth of the Industrial Internet of Things (IIoT) market, the Company also offers a comprehensive IoT service platform that includes a range of services such as water and energy management, smart homes devices, sensors, and access control.

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

Tekumo LLC is a 100% owned subsidiary of Tekumo Inc. It is a Colorado limited liability company formed on August 13, 2019, and it acquired all the assets, contracts and intellectual property of Sequenza Inc. in January 2020.

Sequenza Inc. was formed in December 2013 as a managed service provider for IT and telecommunication services. As an affiliated company it remains 100% controlled by Tekumo.

Tekumo Managed Services LLC is a 100% owned subsidiary of Tekumo Inc. It is a Colorado limited liability company formed on November 30, 2023. It offers full managed services deployed over the Tekumo platform.

C. Describe the issuers’ principal products or services.

Tekumo has four main product offerings:

Tekumo**PRO** is a platform that connects enterprises, retailers, and OEM’s with local skilled resources to install and maintain technology systems. It delivers a smarter dynamic workforce, intelligent automation, real-time visibility, and full integration into client service management systems.

Tekumo**SMART** delivers the complete service platform for smart connected devices. It monitors and manages sensors, devices gateways, hubs, and data for multiple verticals including Multiple Dwelling Units (MDU’s), Quick Service Restaurants (QSR’s), Assisted Living, Retail, Hospitality, Utilities, Builders, Insurance, and Facility Managers – all with 24/7 onsite support.

Tekumo**IQ** provides real-time data from all connected assets, accessible via Tekumo dashboards or directly delivered into any end user system.

Tekumo**MS** provides direct managed support, sourcing and project management for enterprise partners who need full, end-to-end Service Level Agreements (SLA’s)

These offerings represent the onsite service industry’s first On-demand Service Delivery Platform, addressing the gap in the Industrial Internet of Things for installing, monitoring and managing smart connected devices. It also serves the field service industry’s need for a more dynamic field workforce that can be managed in real-time, with SLA ownership. The Tekumo Platform drives cost savings, process efficiencies, and higher profitability for its product and service customers.

5) Issuer’s Facilities

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

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

The Company leases 3,394 sq. feet of corporate office space at 555 Middle Creek Parkway, Suite 100, Colorado Springs, CO 80921. The current lease expires February 28, 2028.

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

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

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

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

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
Strings D. E. Kozisek	CEO/Director/Owner	13970 Voyager Pkwy, Colorado Springs CO 80921	500,000	Series A Preferred	5.00%	
Phillip Dignan	President, CFO/Director/Owner	5961 Day Rider Ave, Las Vegas, NV 89139	500,000	Series A Preferred	5.00%	
Christopher Nichols	CSO/Director/Owner	7185 Wells Ave, Navarre FL 32566	500,000	Series A Preferred	5.00%	
Graham King	Chief Experience Officer/Owner	1767 Stonehenge Dr, Lafayette, CO 80026	500,000	Series A Preferred	5.00%	
Derrick Youngblood	Chief Revenue Officer/Owner	204 Lost Spur Lane, Royce City, TX 75189	500,000	Series A Preferred	5.00%	
Intelletive Tekumo Ventures LLC	Owner	6639 Oakland Ave S, Richfield, MN 55423	500,000	Series A Preferred	5.00%	Jake Beasley, Chief Architect
Tekumo Equity Holdings LLC	Owner	555 Middle Creek Pkwy, #100, Colorado Springs, CO 80921	3,125,000	Series A Preferred	31.25%	Directors: Strings D.E. Kozisek, Phillip Dignan, Christopher Nichols
7NVest LLC	Owner	555 Middle Creek Pkwy, #100, Colorado Springs, CO 80921	4,000,000	Series A Preferred	40.0%	Directors: Strings D.E. Kozisek, Phillip Dignan, Christopher Nichols
Trillium Partners LP	Owner	Executive Pavilion 90 Grove Street, Ridgefield CT 06877	565,339	Series B Preferred	73.9%	Stephen Hicks
Nicholas Coscia	Owner	7667 Pelican Point Dr, Jensen Beach FL 34957	200,000	Series B Preferred	26.1%	
7NVest LLC	Owner	555 Middle Creek Pkwy, #100, Colorado Springs, CO 80921	96,900,000	Common	3.38%	Directors: Strings D.E. Kozisek, Phillip Dignan, Christopher Nichols

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;

On October 25, 2010 the SEC filed a complaint against Stephen Hicks, Southridge Capital Management LLC, and Southridge Advisors LLC alleging violation of Section 10(b) of the Securities Exchange Act of 1934 and Rule 10b-5 thereunder; Section 17(a) of the Securities Act of 1933; and Section 206(1), (2), and (4) of the Investment Advisers Act of 1940 and Rule 206(4)-8 thereunder. On February 10, 2018 a final judgement was entered against the enjoined Southridge entities and Hicks which required them to pay \$7,864,064 in disgorgement and prejudgment interest that was previously ordered. Hicks was also required to pay a \$5 million penalty. The defendants consented to the entry of the final judgments, and neither admitted nor denied the allegations in the SEC's complaint.

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;

On October 25, 2010 the SEC filed a complaint against Stephen Hicks, Southridge Capital Management LLC, and Southridge Advisors LLC alleging violation of Section 10(b) of the Securities Exchange Act of 1934 and Rule 10b-5 thereunder; Section 17(a) of the Securities Act of 1933; and Section 206(1), (2), and (4) of the Investment Advisers Act of 1940 and Rule 206(4)-8 thereunder. On February 10, 2018 a final judgement was entered against the enjoined Southridge entities and Hicks which required them to pay \$7,864,064 in disgorgement and prejudgment interest that was previously ordered. Hicks was also required to pay a \$5 million penalty. The defendants consented to the entry of the final judgments, and neither admitted nor denied the allegations in the SEC's complaint.

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.

Securities Counsel (must include Counsel preparing Attorney Letters).

Name: Jeff Turner
Firm: JDT Legal, PLLC
Address 1: 897 W Baxter Dr.
Address 2: South Jordan, Utah 84095
Phone: 801.810.4465
Email: jeff@jdt-legal.com

Accountant or Auditor

Name: Michael Pollack
Firm: KBL., LLP
Address 1: 1350 Broadway, Suite 1520
Address 2: New York, NY 10018
Phone: 212-785-9700
Email: mpollack@kbl.com

Other Service Providers

None

9) Disclosure & Financial Information

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

Name: Phillip Dignan
Title: CFO
Relationship to Issuer: Officer

- 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: Phillip Dignan
Title: CFO
Relationship to Issuer: Officer

Describe the qualifications of the person or persons who prepared the financial statements: Chief Financial Officer

Item 9. Financial Statements.

Unaudited Consolidated Balance Sheets

Unaudited Consolidated Statements of Operations

Unaudited Consolidated Statement of Stockholders' Deficit

Unaudited Consolidated Statements of Cash Flows

Notes to Unaudited Consolidated Financial Statements

Tekumo Inc.
Consolidated Balance Sheets

	December 31, 2024 (Unaudited)	December 31, 2023 (Unaudited)
ASSETS:		
Current assets:		
Cash	\$ 1,392	\$ 238,112
Accounts receivable	900,893	865,185
Total Current Assets	902,285	1,103,297
Software & Intellectual property (Net of Depreciation)	2,000,000	2,404,832
Right of Use Asset - Operating Lease	291,710	359,974
Deposits and other assets	-	46,075
Total Assets	\$ 3,193,995	\$ 3,914,178
 LIABILITIES AND STOCKHOLDER'S DEFICIT		
Liabilities:		
Accounts payable and Accrued liabilities	\$ 3,025,709	\$ 2,651,101
Notes payable, net of debt discount and issuance costs	469,015	491,242
Lease liability - current	78,760	68,263
Derivative liability	12,176,506	8,003,376
Convertible notes, net of debt discount and issuance costs	1,622,500	1,592,745
Line of credit	780,967	781,002
Total Current Liabilities	18,153,457	13,587,729
Notes long term	157,310	158,551
Lease liability - non-current	212,951	291,710
Total Long-Term Liabilities	370,261	450,261
Total Liabilities	\$ 18,523,718	\$ 14,037,990
 Stockholders' Deficit:		
Series A Preferred Stock 10,000,000 authorized, \$0.001 par value, 9,962,000 issued and outstanding, respectively	9,962	9,962
Series B Preferred Stock 1,000,000 authorized, \$0.001 par value, 765,339 issued and outstanding as of Dec 31, 2024; 1,000,000 as of Dec 31, 2023	765	1,000
Common Stock, 5,000,000,000 authorized, \$0.001 par value, 2,866,910,317 issued and outstanding on Dec 31, 2024; 381,060,317 as of Dec 31, 2023.	2,866,910	381,060
Additional paid in capital	778,416	778,416
Accumulated deficit	(18,985,776)	(11,294,250)
Total Stockholders' Deficit	(15,329,723)	(10,123,812)
Total Liabilities and Stockholders' Deficit	\$ 3,193,995	\$ 3,914,178

Tekumo Inc.
Consolidated Statements of Operations
(Unaudited)

	For the Year Ended December 31, 2024	For the Year Ended December 31, 2023
Revenue	\$ 4,264,915	\$ 2,691,950
Cost of Goods Sold	2,760,213	1,655,410
Gross Profit	1,504,702	1,036,540
Operating Expenses		
Stock based compensation	-	570
Selling, general and administrative expenses	2,793,209	1,593,953
Total Operating Expenses	2,793,209	1,594,523
(Loss) From Operations	\$ (1,288,507)	\$ (557,983)
Other Expenses		
Interest expense	(160,747)	(722,636)
Loss on exchange	(2,039,387)	(149,640)
Amortization of debt discount	(29,755)	(341,158)
Change in FV derivative liability	(4,173,130)	(1,977,598)
Total Other (Expense)	(6,403,019)	(3,190,852)
Net (Loss)	(7,691,526)	(3,748,835)
Per-share data		
Basic and Diluted Loss Per Common Share	\$ (0.01)	\$ (0.02)
Weighted Average Number of Common Shares Outstanding	1,334,528,910	197,224,800

Tekumo Inc.
Consolidated Statement of Changes in Stockholders' Deficit
Year Ended December 31, 2024

	Series A Preferred Stock		Series B Preferred Stock		Common Stock		Additional Paid-in Capital	Accumulated Deficit	Total Shareholder's Equity
	Shares	Amount	Shares	Amount	Shares	Amount			
Balance – December 31, 2023	<u>9,962,000</u>	<u>\$ 9,962</u>	<u>1,000,000</u>	<u>\$ 1,000</u>	<u>381,060,317</u>	<u>\$ 381,060</u>	<u>\$ 778,416</u>	<u>\$ (11,294,250)</u>	<u>\$ (10,123,812)</u>
Issuance of shares for conversion of debt	-	-	-	-	1,781,867,000	1,781,867	-	-	1,781,867
Issuance of shares for conversion of Series B Preferred	-	-	(234,661)	(235)	703,983,000	703,983	-	-	703,748
Net loss for the year ended December 31, 2024	-	-	-	-	-	-	-	(7,691,526)	(7,691,526)
Balance – December 31, 2024	<u>9,962,000</u>	<u>\$ 9,962</u>	<u>765,339</u>	<u>\$ 765</u>	<u>2,866,910,317</u>	<u>\$ 2,866,910</u>	<u>\$ (778,416)</u>	<u>\$ (18,985,776)</u>	<u>\$ (15,329,723)</u>

Tekumo Inc.
Consolidated Statement of Changes in Stockholders' Deficit
Year Ended December 31, 2023

	Series A Preferred Stock		Series B Preferred Stock		Common Stock		Additional Paid-in Capital	Accumulated Deficit	Total Shareholder's Equity
	Shares	Amount	Shares	Amount	Shares	Amount			
Balance – December 31, 2022	<u>9,962,000</u>	<u>\$ 9,962</u>	<u>1,000,000</u>	<u>\$ 1,000</u>	<u>150,218,141</u>	<u>\$ 150,218</u>	<u>\$ 430,188</u>	<u>\$ (7,545,415)</u>	<u>\$ (6,954,046)</u>
Issuance of shares	-	-	-	-	230,272,000	230,272	348,228	-	578,500
Stock based compensation	-	-	-	-	570,176	570	-	(570)	
Net loss for the year ended December 31, 2023	-	-	-	-	-	-	-	(3,748,266)	(3,748,266)
Balance – December 31, 2023	<u>9,962,000</u>	<u>\$ 9,962</u>	<u>1,000,000</u>	<u>\$ 1,000</u>	<u>381,060,317</u>	<u>\$ 381,060</u>	<u>\$ 778,416</u>	<u>\$ (11,294,250)</u>	<u>\$ (10,123,812)</u>

Tekumo Inc.
Consolidated Statements of Cash Flows

	For the Year Ended December 31, 2024 (Unaudited)	For the Year Ended December 31, 2023 (Unaudited)
Cash Flows From Operating Activities:		
Net Loss	\$ (7,691,526)	\$ (3,748,835)
<i>Adjustments to Reconcile Net Loss to Net Cash Used in Operating Activities:</i>		
Amortization of debt discount	29,755	341,158
Stock based compensation	-	570
Changes in derivative liability	4,173,130	1,977,598
Loss on exchange	2,039,387	149,460
Depreciation expense	500,000	-
<i>Changes in Operating Assets and Liabilities:</i>		
Accounts receivable	(35,708)	(545,139)
Other current asset	46,075	(35,680)
Accounts payable and accrued liabilities	820,836	1,172,266
Net Cash Used In Operating Activities	(118,051)	(688,602)
Cash Flows From Investing Activities:		
Investment in Software & Intellectual Property	(95,168)	(602,000)
Net Cash Used in Investing Activities	(95,168)	(602,000)
Cash Flows From Financing Activities:		
Repayment of note payable	-	(30,789)
Proceeds from issuance of common stock	-	429,040
Proceeds From Issuance of convertible notes	-	146,500
Proceeds From Issuance (Repayment) of notes payable	(23,468)	129,702
Proceeds (Repayments) of line of credit	(33)	737,254
Net Cash Provided by (Used In) Financing Activities	(23,501)	1,411,707
Net Increase (Decrease) In Cash	(236,720)	121,105
Cash - Beginning of Year	238,112	117,007
Cash - End of Year	\$ 1,392	\$ 238,112
<u>Supplemental Disclosures of Cash Flow Information:</u>		
Cash Paid For Interest	-	6,449
Cash Paid For Taxes	-	-
<u>Supplemental Schedule of Non-Cash Financing Activities:</u>		
Issuance of Shares from Conversion of Debt	2,485,850	-
Increase (Decrease) in ROU Asset/Lease Liability	(68,264)	359,974
Addition to Derivative Liability for Stock Warrants Issued with Note Payable	-	46,341

Note 1 - Description of Business

Organization and History

The accompanying consolidated financial statements include the financial statements of Tekumo Inc. (formerly known as Balincan USA Inc., MoqiZone Holding Corporation, Trestle Holdings Inc., Sunland Entertainment Co. and Harvey Entertainment Company) (the “Company”).

Original Share Exchange Agreement, Reverse Merger and Reorganization

On May 7, 2002, the Company was originally incorporated as Sunland Entertainment Co. (Delaware) Inc. pursuant to a Certificate of Incorporation filed with the Secretary of the State of Delaware. Sunland Entertainment Co. was previously incorporated in California and was the successor to the Harvey Entertainment Company as of June 22, 2001.

The corporation filed an Amended and Restated Certificate of Incorporation on July 16, 2002, and a Second Amended and Restated Certificate of Incorporation on September 17, 2003, in which it changed its name to Trestle Holdings, Inc. (“Trestle”). A third Amended and Restated Certificate of Incorporation was filed on November 2, 2006.

On March 15, 2009, Trestle Holdings, Inc. entered into a Share Exchange Agreement with MoqiZone Cayman (the “MoqiZone Agreement”). As of August 25, 2009, an Amended and Restated Certificate of Incorporation was filed in which the corporate name was changed to MoqiZone Holding Corporation and authorized capital was changed to forty million (40,000,000) shares of common stock and fifteen million (15,000,000) shares of preferred stock. Pursuant to additional financings closed in August 2009, a certificate of designation of Series A preferred stock and Series B preferred stock were filed on October 6, 2009, and 15,000 shares of Series A preferred stock and 10,743 shares Series B preferred stock were issued. On August 31, 2009, a one-for-254.5 reverse stock split became effective and reduced outstanding shares of common stock to 703,794 shares and the Series B Preferred Stock was automatically converted into an aggregate of 10,743,000 shares of common stock, representing approximately 95% of the then issued and outstanding shares of common stock. A certificate of designation of Series C preferred stock was filed on April 1, 2010, authorizing 2,250,000 shares of Series C preferred.

On August 24, 2015, the Company filed an Amended Certificate of Incorporation, in which it changed its name to Balincan USA, Inc. (“Balincan”).

Tekumo Contribution Agreement and Reorganization

On June 14, 2022, Balincan entered into a Contribution Agreement with Tekumo LLC (“Tekumo”), a Colorado limited liability corporation, in which it acquired 100% of the membership interests of Tekumo in exchange for ten million (10,000,000) shares of a newly designated Series A Preferred Stock. The Series A Preferred Stock is senior to all other classes of stock and represents 85% of the voting control of the Company and may be converted into 85% of the Company’s fully diluted common stock, non-dilutive.

In conjunction with the change of control, the Company also issued one million (1,000,000) shares of a newly designated Series B Preferred Stock as consideration for services rendered pursuant to a third-party consulting agreement. Series B Preferred stock is junior to the Series A Preferred Stock upon liquidation, but is senior to all other classes of stock, is non-voting, and may be converted into 9.99% of the Company’s fully diluted common stock, non-dilutive for a period of eighteen months.

The Company also issued a total of \$797,500 in Convertible Notes pursuant to Security Purchase Agreements. The Notes may convert into 159,500,000 common shares. The Convertible Notes are accompanied by 7-year Warrants that may be exercised into 145,000,000 common shares.

To effect the reverse merger, consideration of 53,318,141 shares of the Company’s common stock were retained. This is inclusive of the prior Series A Preferred Stock and Series C Preferred Stock along with \$375,000 of unsecured Notes that were all converted into common stock.

The Company and a voting majority of its shareholders approved an amendment to the Company’s Articles of Incorporation whereby the number of authorized shares of common stock was increased to 1.5 billion shares.

On September 30, 2022, the Company issued \$660,000 in Convertible Notes pursuant to Security Purchase Agreements. The Notes may convert into 132,000,000 common shares. The Convertible Notes are accompanied by 7-year Warrants that may be exercised into 120,000,000 common shares.

Post Contribution Events

On June 15, 2023 the Company issued a total of \$203,500 in Convertible Notes with a 1-year maturity. The Notes may convert into common shares at a variable conversion price equal to 50% of the common share market price. The Convertible Notes are accompanied by 7-year Warrants that may be exercised into 185,000,000 common shares.

On September 15, 2023, the Circuit Court of Baltimore County, Maryland (the “Court”) rendered an order approving a Settlement Agreement and Stipulation between Trillium Partners LP (“Trillium”) and the Company for the payment of \$2,255,121.18 in past due debt obligations originally issued or assigned to Trillium (the “3(a)(10) Settlement”). Under the terms of the agreement, Trillium may convert the debt into shares of common stock at a price equal to the lowest trading price during the thirty (30) trading day period prior to any conversion, subject to a 9.99% limitation on beneficial ownership at the time of such conversion. A Remittance Amount of 66.67% of the Net Proceeds from the sale of the Settlement Shares shall reduce the balance of the Notes outstanding. The conversion shares issued by the Company will be unrestricted in reliance on Section 3(a)(10) of the Securities Act of 1933.

The Company and a voting majority of its shareholders approved an amendment to the Company’s Articles of Incorporation on October 4, 2023 whereby the number of authorized shares of common stock was increased to 5 billion shares.

On February 9, 2024 the Company changed its name and symbol to Tekumo Inc. – TKMO.

Note 2 - Summary of Significant Accounting Policies

Management of the Company is responsible for the selection and use of appropriate accounting policies and the appropriateness of accounting policies and their application. Critical accounting policies and practices are those that are both most important to the portrayal of the Company’s financial condition and results and require management’s most difficult, subjective, or complex judgments, often as a result of the need to make estimates about the effects of matters that are inherently uncertain. The Company’s significant and critical accounting policies and practices are disclosed below as required by the accounting principles generally accepted in the United States of America.

Use of Estimates and Critical Accounting Estimates and Assumptions

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the dates of the financial statements and the reported amounts of revenues and expenses during the reporting periods.

These significant accounting estimates or assumptions bear the risk of change due to the fact that there are uncertainties attached to these estimates or assumptions, and certain estimates or assumptions are difficult to measure or value.

Management bases its estimates on historical experience and on various assumptions that are believed to be reasonable in relation to the financial statements taken as a whole under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources.

Management regularly evaluates the key factors and assumptions used to develop the estimates utilizing currently available information, changes in facts and circumstances, historical experience and reasonable assumptions. After such evaluations, if deemed appropriate, those estimates are adjusted accordingly. The Company uses estimates in accounting for, among other items, revenue recognition, allowance for doubtful accounts, stock-based compensation, and income tax provisions.

Actual results could differ from those estimates.

Principles of consolidation

The Company consolidates all majority-owned subsidiaries, if any, in which the parent’s power to control exists. All inter-company balances and transactions have been eliminated.

Fair Value of Financial Instruments

The fair value measurement disclosures are grouped into three levels based on valuation factors:

- Level 1 – quoted prices in active markets for identical investments
- Level 2 – other significant observable inputs (including quoted prices for similar investments and market corroborated inputs)

- Level 3 – significant unobservable inputs (including our own assumptions in determining the fair value of investments)

The Company’s Level 1 assets/liabilities include cash, accounts receivable, accounts payable, and other current assets. Management believes the estimated fair value of these accounts at December 31, 2024 approximate their carrying value as reflected in the balance sheets due to the short-term nature of these instruments or the use of market interest rates for debt instruments.

The Company’s Level 2 assets/liabilities include certain of the Company’s notes payable and line of credit obligations. Their carrying value approximates their fair values based upon a comparison of the interest rate and terms of such debt given the level of risk to the rates and terms of similar debt currently available to the Company in the marketplace.

The Company’s Level 3 assets/liabilities include intangible assets and derivative liabilities. Inputs to determine fair value are generally unobservable and typically reflect management’s estimates of assumptions that market participants would use in pricing the asset or liability. The fair values are therefore determined by using model-based techniques, including option pricing models and discounted cash flow models. Unobservable inputs used in the models are significant to the fair values of the assets and liabilities.

The table below under Derivative Liabilities provides a summary of the relevant assets and liabilities that are measured at fair value on a recurring basis:

Fair Value Measurements as of December 31, 2024

	<u>Total</u>	<u>Quoted Prices in Active Markets for Identical Assets or Liabilities (Level 1)</u>	<u>Quoted Prices for Similar Assets or Liabilities in Active Markets (Level 2)</u>	<u>Significant Unobservable Inputs (Level 3)</u>
Liabilities:				
Derivative liabilities	\$12,176,506	-	-	\$12,176,506
Total Liabilities	<u>\$12,176,506</u>	<u>-</u>	<u>-</u>	<u>\$12,176,506</u>

Fair Value Measurements as of December 31, 2023

	<u>Total</u>	<u>Quoted Prices in Active Markets for Identical Assets or Liabilities (Level 1)</u>	<u>Quoted Prices for Similar Assets or Liabilities in Active Markets (Level 2)</u>	<u>Significant Unobservable Inputs (Level 3)</u>
Liabilities:				
Derivative liabilities	\$8,003,376	-	-	\$8,003,376
Total Liabilities	<u>\$8,003,376</u>	<u>-</u>	<u>-</u>	<u>\$8,003,376</u>

Cash Equivalents

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

At times, cash balances may exceed the Federal Deposit Insurance Corporation (“FDIC”) or Financial Claims Scheme (“FCS”) insurable limits. The Company has never experienced any losses related to these balances. The Company does not believe it is exposed to significant credit risk on cash and cash equivalents.

Concentration of Credit Risk and Other Risks and Uncertainties

The Company provides credit in the normal course of business. The Company maintains allowances for credit losses on factors surrounding the credit risk of specific customers, historical trends, and other information.

Long-lived Assets Including Goodwill and Other Acquired Intangible Assets

ASC 360 requires that long-lived assets and certain identifiable intangibles held and used by an entity be reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. The Company has adopted Accounting Standard Update (“ASU”) 2017-04 Intangibles – Goodwill and Other (Topic 350), Simplifying the Test for Goodwill Impairment.

The Company reviews recoverability of long-lived assets on a periodic basis whenever events and changes in circumstances have occurred that may indicate a possible impairment. The assessment for potential impairment is based primarily on the Company’s ability to recover the carrying value of its long-lived assets from expected future cash flows from its operations on an undiscounted basis. If such assets are determined to be impaired, the impairment recognized is the amount by which the carrying value of the assets exceeds the fair value of the assets.

Fixed assets and intangible assets with finite useful lives are stated at cost less accumulated amortization and impairment.

The Company assesses the impairment of identifiable intangibles whenever events or changes in circumstances indicate that the carrying value may not be recoverable. Factors the Company considers to be important which could trigger an impairment review include the following:

1. Significant underperformance relative to expected historical or projected future operating results;
2. Significant changes in the manner of use of the acquired assets or the strategy for the overall business; and
3. Significant negative industry or economic trends.

When the Company determines that the carrying value of intangibles may not be recoverable based upon the existence of one or more of the above indicators of impairment and the carrying value of the asset cannot be recovered from projected undiscounted cash flows, the Company records an impairment charge. The Company measures any impairment based on a projected discounted cash flow method using a discount rate determined by management to be commensurate with the risk inherent in the current business model. Significant management judgment is required in determining whether an indicator of impairment exists and in projecting cash flows.

Cloud Computing Arrangements

The Company has recognized Other Assets related to their software platform which is considered a cloud computing arrangement (“CCA”). The CCA is a software-as-a-service (SaaS) product. A majority of the costs related to this SaaS product are considered coding and testing fees that are directly related to the software product. This is not internally developed software and is not considered a fixed or intangible asset under ASC 350 or ASC 360. These costs have been capitalized and have begun to be amortized over 5 years as of first fiscal quarter of 2024 on a straight-line basis.

Initial Capitalized Software costs

January 1, 2024	\$ 2,500,000
Depreciation for the twelve months to December 31, 2024	(500,000)
Accumulated Depreciation	\$ (500,000)
Net Capitalized Software asset as of December 31, 2024	\$ 2,000,000
Remaining Life	<u>4.0 years</u>

Commitments and Contingencies

The Company follows Accounting Standard Codification (“ASC”) subtopic 450-20 to report accounting for contingencies. Certain conditions may exist as of the date the consolidated financial statements are issued, which may result in a loss to the Company, but which will only be resolved when one or more future events occur or fail to occur. The Company assesses such contingent liabilities, and such assessment inherently involves an exercise of judgment. In assessing loss contingencies related to legal proceedings that are pending against the Company or unasserted claims that may result

in such proceedings, the Company evaluates the perceived merits of any legal proceedings or un-asserted claims as well as the perceived merits of the amount of relief sought or expected to be sought therein.

If the assessment of a contingency indicates that it is probable that a material loss has been incurred and the amount of the liability can be estimated, then the estimated liability would be accrued in the Company's consolidated financial statements. If the assessment indicates that a potential material loss contingency is not probable but is reasonably possible, or is probable but cannot be estimated, then the nature of the contingent liability, and an estimate of the range of possible losses, if determinable and material, would be disclosed.

Loss contingencies considered remote are generally not disclosed unless they involve guarantees, in which case the guarantees would be disclosed.

Derivative Liability

The Company evaluates its debt and equity issuances to determine if those contracts or embedded components of those contracts qualify as derivatives to be separately accounted for in accordance with paragraph ASC 815-10-05-4 and ASC 815-40-25. The result of this accounting treatment is that the fair value of the embedded derivative is marked-to-market each balance sheet date and recorded as either an asset or a liability. In the event that fair value is recorded as a liability, the change in fair value is recorded in the consolidated statement of operations as other income or expense. Upon conversion, exercise or cancellation of a derivative instrument, the instrument is marked to fair value at the date of conversion, exercise or cancellation and then the related fair value is reclassified to equity.

In circumstances where the embedded conversion option in a convertible instrument is required to be bifurcated and there are also other embedded derivative instruments in the convertible instrument that are required to be bifurcated, the bifurcated derivative instruments are accounted for as a single, compound derivative instrument.

The classification of derivative instruments, including whether such instruments should be recorded as liabilities or as equity, is reassessed at the end of each reporting period. Equity instruments that are initially classified as equity that become subject to reclassification are reclassified to liability at the fair value of the instrument on the reclassification date. Derivative instrument liabilities will be classified in the balance sheet as current or non-current based on whether or not net-cash settlement of the derivative instrument is expected within 12 months of the balance sheet date.

The Company utilizes a fair market value for the Preferred Stock that maintains a ~93% ownership in the Company, and a binomial option model for valuing its convertible debt features and warrants. The inputs utilized in the application of the model included an estimate for the fair market value of the enterprise, a volatility assumption, and a risk-free rate. The Company records a change in the fair value of the derivative liability as other income or expenses in the consolidated statements of operations.

Revenue Recognition

Under Topic 606, revenue is recognized when control of the promised goods or services is transferred to our customers, in an amount that reflects the consideration we expect to be entitled to in exchange for those goods or services.

We determine revenue recognition through the following steps:

- identification of the contract, or contracts, with a customer;
- identification of the performance obligations in the contract;
- determination of the transaction price;
- allocation of the transaction price to the performance obligations in the contract;
- recognition of revenue when, or as, we satisfy a performance obligation.

Tekumo is a service delivery platform that connects enterprises, retailers, and OEM's with local skilled resources to install and maintain technology systems. Service events are scheduled for a specific time and location and are typically completed with 2 hours of work.

All the Company's services and performance obligations are therefore completed at the specific time of service, at a point in time, and are not obligations over time. Consistent with ASC 606-10-25-30-(a), the customer is obligated to pay for the service immediately upon completion of the service. As such, the Company recognizes revenue when that activity has been completed.

Accounts Receivable and Allowances

Accounts receivables are recorded and carried when the Company has performed the work in accordance with the agreement. We make estimates for the allowance for doubtful accounts and allowance for unbilled receivables based upon our assessment of various factors, including historical experience, the age of the accounts receivable balances, credit quality of our customers, current economic conditions, and other factors that may affect our ability to collect from customers. The Company did not expense any bad debt for the twelve months ended December 31, 2024, and 2023.

Stock-Based Compensation

The Company recognizes compensation expense for all equity-based payments granted in accordance with ASC 718 “Compensation – Stock Compensation”. Under fair value recognition provisions, the Company recognizes equity-based compensation over the requisite service period of the award. The Company has a relatively low forfeiture rate of stock-based compensation and forfeitures are recognized as they occur.

Determining the appropriate fair value model and calculating the fair value of equity-based payment awards requires the input of the subjective assumptions described above. The assumptions used in calculating the fair value of equity-based payment awards represent management’s best estimates, which involve inherent uncertainties and the application of management’s judgment. As a result, if factors change and the Company uses different assumptions, our equity-based compensation could be materially different in the future. The Company issues awards of equity instruments, such as Series B Preferred Stock granted to certain non-employees. Compensation expense related to these awards is based on the fair value of the underlying stock on the award date and is amortized over the service period. Compensation expense is reduced for actual forfeitures as they occur.

Advertising Expense

The Company expenses for marketing, promotions and advertising costs as incurred. For the year ended December 31, 2024 and 2023, such costs were considered insignificant.

Loss Per Share

Basic net loss per common share is computed by dividing net loss attributable to common stockholders by the weighted-average number of common shares outstanding during the period. Diluted net loss per common share is determined using the weighted-average number of common shares outstanding during the period, adjusted for the dilutive effect of common stock equivalents. In periods when losses are reported, the weighted-average number of common shares outstanding excludes common stock equivalents because their inclusion would be anti-dilutive.

The Company may have to issue dilutive shares related to our preferred stock, convertible notes and warrants. (see Notes, 6 and 8). Those shares would exceed the amount we are currently authorized to issue, resulting in our inability to net-share settle those obligations. As a result, we have included in our derivative liabilities (see Note 7) the fair value of those instruments. They will remain in derivative liabilities until such time as they are converted into common stock or repaid.

Leases

The Company has adopted ASU No. 2016-02, Leases (Topic 842) and accounts for leases with a term greater than one year, recognizing a lease asset for its right to use the underlying asset and a lease liability for the corresponding lease obligation. Operating lease right-of-use assets and operating lease liabilities are recognized at the lease commencement date based on the present value of lease payments over the lease term. In determining the present value of lease payments, the Company uses a 12% per annum (i.e. 1% monthly) discount rate. The Company considers the lease term to be the non-cancelable period that it has the right to use the underlying asset. For subsequent periods, the carrying amount of the ROU asset is derived from the carrying amount of the lease liability at the end of each reporting period based on the present value of the remaining lease payments. The Company records the current and non-current portion of the lease liabilities.

For the twelve months ended December 31, 2024, the values of the Company’s operating lease were as follows:

Initial value of the Lease Liability and Right of Use Asset for the operating lease as of	
December 31, 2023	\$ 359,974
Change in PV of Lease Liability/Right of Use Asset	\$ (68,264)
Final value of the Lease Liability and Right of Use Asset for the operating lease for the period ended December 31, 2024	\$ 291,710

Disclosed as:	
Current portion	\$ 78,760
Non-current portion	\$ 212,950
Operating Lease Expense: twelve months 2024	\$ 107,802
Remaining Term	3.16 years

Recent Accounting Guidance Adopted

In June 2016, the FASB issued ASU No. 2016-13, Financial Instruments – Credit Losses (Topic 326), Measurement of Credit Losses on Financial Instruments (“ASU-2016-13”). ASU 2016-13 affects loans, debt securities, trade receivables, and any other financial assets that have the contractual right to receive cash. The ASU requires an entity to recognize expected credit losses rather than incurred losses for financial assets. On October 16, 2019, FASB approved a final ASU delaying the effective date of ASU 2016-13 for small reporting companies to interim and annual periods beginning after December 15, 2022.

In August 2020, the FASB issued ASU 2020-06, Debt—Debt with Conversion and Other Options (Subtopic 470-20) and Derivatives and Hedging—Contracts in Entity’s Own Equity (Subtopic 815-40): Accounting for Convertible Instruments and Contracts in an Entity’s Own Equity. This ASU amends the guidance on convertible instruments and the derivatives scope exception for contracts in an entity’s own equity and also improves and amends the related EPS guidance for both Subtopics. ASU 2020-06 is effective for the fiscal year beginning after December 15, 2022, including interim periods within that fiscal year.

In July 2021, the FASB issued ASU No. 2021-05, Lessors—Certain Leases with Variable Lease Payments (Topic 842), which requires a lessor to classify a lease with variable lease payments that do not depend on an index or rate (hereafter referred to as “variable payments”) as an operating lease on the commencement date of the lease if specified criteria are met. ASU 2021-05 is effective for the fiscal year beginning after December 15, 2022, including interim periods within that fiscal year.

In October 2021, the FASB issued ASU No. 2021-08, Business Combinations — Accounting for Contract Assets and Contract Liabilities from Contracts with Customers (Topic 805), Which aims to improve the accounting for acquired revenue contracts with customers in a business combination by addressing diversity in recognition and payment terms that effect subsequent revenue recognition. ASU 2021-08 is effective for the fiscal year beginning after December 15, 2022, including interim periods within that fiscal year.

In November 2023, the FASB issued Accounting Standards Update 2023-07, “Segment Reporting (Topic ASC 280) Improvements to Reportable Segment Disclosures.” The ASU improves reportable segment disclosure requirements, primarily through enhanced disclosure about significant segment expenses. The enhancements under this update require disclosure of significant segment expenses that are regularly provided to the Chief Operating Decision Maker (“CODM”) and included within each reported measure of segment profit and loss, require disclosure of other segment items by reportable segment and a description of the composition of other segment items, require annual disclosures under ASC 280 to be provided in interim periods, clarify use of more than one measure of segment profit or loss by the CODM, require that the title of the CODM be disclosed with an explanation of how the CODM uses the reported measures of segment profit or loss to make decisions, and require that entities with a single reportable segment provide all disclosures required by this update and required under ASC 280. The Company adopted ASC 2023-07 for the annual period ending December 31, 2024.

The Company’s Chief Executive Officer services as the CODM and evaluates the financial performance of the business and makes resource allocation decisions on a consolidated basis. As a result, the Company operates as a single reportable segment under ASC 280, Segment Reporting, defined by the CODM as IT Services. The Company’s operations include revenue as defined above, marketing, professional fees as well as procurement expenses, all of which are managed centrally. The CODM assesses financial performance based on revenue, operating profit, and key operating expenses.

The Company has adopted each of these provisions, which have no material effect on the accompanying consolidated financial statements.

Note 3 - Going Concern

The Company’s consolidated financial statements have been prepared assuming that it will continue as a going concern, which contemplates continuity of operations, realization of assets, and liquidation of liabilities in the normal course of business.

As reflected in the consolidated financial statements, as of December 31, 2024, the Company had an accumulated deficit of \$18.986 million, a loss from operations of \$1.289 million, and a net loss \$7.691 million for the twelve months ended December 31, 2024. These factors raise substantial doubt about the Company's ability to continue as a going concern for a period of one year from the issuance of these financial statements.

The Company is attempting to further implement its business plan and generate sufficient revenues; however, its cash position may not be sufficient to support its daily operations. While the Company believes in the viability of its strategy to further implement its business plan and generate sufficient revenues and in its ability to raise additional funds by way of a public or private offering of its debt or equity securities, there can be no assurance that it will be able to do so on reasonable terms, or at all. The ability of the Company to continue as a going concern is dependent upon its ability to further implement its business plan and generate sufficient revenues and its ability to raise additional funds by way of a public or private offering.

The consolidated financial statements do not include any adjustments related to the recoverability and classification of recorded asset amounts or the amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

Note 4 - Notes Payable

The Company's subsidiary, Tekumo LLC, has outstanding promissory notes with a principal of \$469,015 and accrued interest of \$187,023 as of December 31, 2024. The notes were originally issued with a principal of \$620,788 of which \$151,773 has been repaid.

Under the terms of the 3(a)(10) Settlement, \$386,727 of these Notes may convert into unrestricted shares of common stock at a price equal of the lowest trading price during the thirty (30) trading day period prior to any conversion, subject to a 9.99% limitation on beneficial ownership of Trillium at the time of such conversion. A Remittance Amount of 66.67% of the Net Proceeds from the sale of the Settlement shares shall reduce the balance of the Notes outstanding. As of December 31, 2024, the Company has issued 339,720,016 common shares with a Settlement value of \$107,068 on these Notes.

The Company decreased accrued interest expense on the notes payable of \$76,532 for the year ended December 31, 2024, inclusive of the settlement value above, and recorded an increase of \$112,715 for the year ended December 31, 2023.

SBA EIDL Loan: On June 6, 2020 Tekumo borrowed \$104,200.00 with a maturity of 30 years at 3.75% interest from the Small Business Administration ("SBA") through an Economic Injury and Disaster Loan. Subsequent advances of \$55,795 were borrowed through 2/26/2021 with a maturity of 30 years at 3.75% interest. The SBA has a continuing security interest in all assets. The total balance outstanding as of December 31, 2024 is \$157,310.

Note 5 - Line of Credit

Tekumo has a \$3 million Accounts Receivable Financing Agreement with eCapital Corporation under which it may borrow 90% of eligible outstanding receivables. The funding rate is 0.5% of the borrowed amount plus an interest rate equal to prime plus 7%. eCapital has a senior lien on all Accounts Receivables. As of December 31, 2024 that balance was \$691,907.

Tekumo also has a line of credit with one of its vendors of \$89,060 as of December 31, 2024. This carries no interest rate.

Note 6 - Convertible Notes

On June 14, 2022, the Company issued a total of \$797,500 in Convertible Notes with a 1-year maturity and an interest rate of 4% per annum pursuant to Security Purchase Agreements. The Notes may convert into 159,500,000 common shares and carry anti-dilution features. The Convertible Notes are accompanied by 7-year Warrants that may be exercised into 145,000,000 common shares. The Company recognized the conversion option on the convertible notes and the warrants as derivative liabilities and recognized a debt discount at inception in the amount of \$359,766 which includes an original issue discount of \$72,500. The Company received net proceeds of \$725,000 in the issuance of these convertible notes.

On September 30, 2022 the Company issued \$660,000 in Convertible Notes with a 1-year maturity and an interest rate of 4% per annum pursuant to Security Purchase Agreements. The Notes may convert into 132,000,000 common shares and carry anti-dilution features. The Convertible Notes are accompanied by 7-year Warrants that may be exercised into 120,000,000 common shares. The Company recognized the conversion option on the convertible notes and the warrants as derivative liabilities (see Note 7) and recognized a debt discount at inception in the amount of \$189,279 which includes an original issue discount of \$60,000. The Company received net proceeds of \$600,000 in the issuance of these convertible notes.

On June 15, 2023 the Company issued a total of \$203,500 in Convertible Notes with a 1-year maturity and an interest rate of 10% per annum. The Notes may convert into common shares at a variable conversion price equal to 50% of the common share market price. The Convertible Notes are accompanied by 7-year Warrants that may be exercised into 185,000,000

common shares. Due to the fact that the Company may not be able to net share settle these obligations, the Company has recognized the conversion option on the convertible notes and the warrants as derivative liabilities and recognized a debt discount at inception in the amount of \$64,841 which includes an original issue discount of \$18,500. The Company received net proceeds of \$185,000 in the issuance of these convertible notes.

The discounts on the Convertible Notes were amortized over the life of the convertible notes. The derivative liability that was recorded at the inception of the Convertible Notes is being marked-to-market each reporting period and the changes in the fair value of the derivative liability are reflected in other income (expense).

In the years ended December 31, 2024 and 2023, the Company recorded amortization of discounts on the convertible notes of \$29,755 and \$341,148 respectively. As of December 31, 2024, the Company has \$1,622,500 in Convertible Notes outstanding, net of discounts.

Under the terms of the 3(a)(10) Settlement (see Note 1), the June 14, 2022 and September 30, 2022 Convertible Notes were settled with a value of \$1,868,114 that may convert into unrestricted shares of common stock at a price equal of the lowest trading price during the thirty (30) trading day period prior to any conversion, subject to a 9.99% limitation on beneficial ownership of Trillium at the time of such conversion. A Remittance Amount of 66.67% of the Net Proceeds from the sale of the Settlement shares shall reduce the balance of the Notes outstanding. As of December 31, 2024, the Company has issued 1,641,043,984 common shares with a Settlement value of \$517,200 on those Notes.

The Company decreased accrued interest expense on the convertible notes for the year ended December 31, 2024 of \$346,520, inclusive of \$369,966 converted under the 3(a)(10) settlement above. For the year ended December 31, 2023 the accrued interest expense was \$388,129, inclusive of \$147,504 converted under the 3(a)(10) settlement. As of December 31, 2024, the total accrued interest on Convertible Notes is \$65,743.

Note 7 – Derivative Liabilities

The Company has identified derivative instruments arising from the Company's Preferred Stock, and for its convertible notes and warrants.

The Company utilizes a fair market value approach for its different classes of stock and values the derivative liability for each of the Preferred Stock, convertibles, notes and warrants using a binomial method based on the enterprise value of the Company. The Company records the change in the fair value of the derivative as other income or expenses in the consolidated statements of operations.

The Company recognized the value of the Series A Preferred Stock at issuance on June 14, 2022 of \$8,127,358 as a deemed dividend and recorded a derivative liability on its Consolidated Balance Sheet as the "as converted" shares may exceed the total authorized shares and the Company could not net share settle that obligation.

The Company recognized the expense of the Series B preferred Stock at issuance on June 14, 2022 of \$956,160 as stock-based compensation as these shares were issued as part of the consulting agreement entered into with a third-party, and recognized as a derivative liability as the "as converted" shares may exceed the total authorized shares and the Company could not net settle this obligation.

The Company recognized the conversion option on the June 14, 2022 convertible notes and the corresponding warrants as derivative liabilities due to the fact that the Company may not be able to net share settle these obligations, and recognized a derivative liability at inception in the amount of \$287,266.

The Company recognized the conversion option on the September 30, 2022 convertible notes and the corresponding warrants as derivative liabilities due to the fact that the Company may not be able to net share settle these obligations, and recognized a derivative liability at inception in the amount of \$129,279.

The Company recognized the conversion option on the June 15, 2023 convertible notes and the corresponding warrants as derivative liabilities due to the fact that the Company may not be able to net share settle these obligations, and recognized a derivative liability at inception in the amount of \$46,341.

The following are the changes in the derivative liabilities during the years ended December 31, 2024 and December 31, 2023.

	Year Ended December 31, 2024		
	Level 1	Level 2	Level 3
Derivative liabilities as of December 31, 2023	\$ -	\$ -	\$ 8,003,376
Addition	-	-	-
Changes in fair value	-	-	4,173,130
Extinguishment	-	-	-
Derivative liabilities as December 31, 2024	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 12,176,506</u>

The change in the derivative liability for the twelve months ended December 31, 2024 was 4,173,130.

	Year Ended December 31, 2023		
	Level 1	Level 2	Level 3
Derivative liabilities as of December 31, 2022	\$ -	\$ -	\$ 5,979,437
Addition	-	-	46,341
Changes in fair value	-	-	1,977,598
Extinguishment	-	-	-
Derivative liabilities as December 31, 2023	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 8,003,376</u>

The change in the derivative liability for the year ended December 31, 2023 was 2,023,939.

Note 8 - Stockholders' Equity

Preferred Stock

The Company is authorized to issue 15,000,000 shares of Preferred Stock par value of \$0.001 per share. Total issued Preferred Stock is eleven million (11,000,000) shares – ten million (10,000,000) designated as Series A Preferred and one million (1,000,000) Series B Preferred.

Series A

Pursuant to the Contribution Agreement dated June 14, 2022, ten million (10,000,000) new shares of Series A Preferred Stock were issued to the members of Tekumo LLC in consideration for 100% of Tekumo's membership interests.

The Series A (a) ranks senior, with respect to dividends and liquidation, winding up or dissolution to all other classes of stock; and (b) senior to any future designation of preferred stock (c) controls 85% of the voting interest of the Company on an if-converted to common shares basis (d) holders of Series A will be entitled to receive dividends on each outstanding share of Series A, which will accrue in at a rate equal to 4% per annum from the issuance date; (e) liquidation value of \$0.6779 per share; and (e) the Series A Preferred Stock may convert into 85% of the fully diluted authorized shares of the Company, non-dilutable from the date of Issuance.

The conversion of 38,000 Series A Preferred shares resulted in the issuance of 96,900,000 common shares being issued following the reverse merger. There is a total of 9,962,000 Series A Preferred shares currently issued and outstanding.

Series B

Pursuant to a Consulting Agreement dated June 14, 2022, a total of one million (1,000,000) new shares of Series B Preferred Stock were issued to Trillium Partners LP for services rendered.

The Series B (a) ranks senior, with respect to dividends and liquidation, winding up or dissolution to all other classes of stock, except the Series A Preferred Stock; and (b) senior to any future designation of preferred stock (c) is non-voting (d) holders of Series B will be entitled to receive dividends on each outstanding share of Series B, which will accrue in at a rate equal to 4% per annum from the issuance date; (e) liquidation value of \$0.7975 per share; and (e) each share of the Series B Preferred Stock may convert into 3,000 common shares of the Company and may be converted at any time, subject to a beneficial ownership limitation of 9.99% of shares of the Common Stock outstanding.

The conversion of 234,661 Series B Preferred shares resulted in the issuance of 703,983,000 common shares being issued during 2024. There is a total of 765,339 Series B Preferred shares currently issued and outstanding.

Common Stock

The Company is authorized to issue 5,000,000,000 shares of common stock with par value of \$0.001 per share.

Following the Tekumo Contribution Agreement in June 2022 there were a total of 150,218,141 common shares issued and outstanding.

The Company issued a total of 31,375,000 common shares in February 2023 pursuant to its Regulation 1-A offering filed with the Securities and Exchange commission.

The Company issued a total of 2,485,850,000 common shares for the twelve months ended December 31, 2024 having issued a total of 1,781,867,000 common shares pursuant to the 3(a)(10) Settlement Agreement and a total of 703,983,000 common shares upon conversion of the Series B Preferred Shares.

There is a total of 2,866,910,317 common shares currently issued and outstanding as of December 31, 2024.

Warrants

The Company applies a fair market value for all its stock classes and derivatives. The fair value of each warrant is estimated using a binomial method based on the enterprise value of the Company.

The assumptions used for valuing warrants for the year ended December 31, 2024 is as follows:

	December 31, 2024
Exercise price	\$0.0001-\$0.0055
Expected dividends	0
Expected volatility	330%
Risk free interest rate	4.61% - 5.46%
Expected life of warrant	4.46 -5.46 years

Warrant Activities

The following is a summary of the Company's warrant activity for the year ended **December 31, 2024**:

	Warrant	Weighted Average Exercise Price
Balance – January 1, 2024 – outstanding	450,000,000	0.00365
Granted	-	-
Exercised	-	-
Forfeited/Cancelled	-	-
Balance – December 31, 2024 – outstanding	450,000,000	0.00365
Balance – December 31, 2024 – exercisable	450,000,000	0.00365

During the year ended December 31, 2024, no warrants were issued.

The outstanding warrants had a fair value market value at grant of \$255,542 using a binomial option-pricing model and the above assumptions based on the allocated fair market value of each class of stock. As of December 31, 2024 the fair market value of all warrants is \$42,250 and the weighted average term of the warrants is 4.95 years.

Note 9 - Commitments and Contingencies

In the normal course of business, the Company may become involved in various legal proceedings. The Company knows of no pending or threatened legal proceedings to which the Company is or will be a party that, if successful, might result in material adverse change in the Company's business, properties or financial condition.

Note 10 – Subsequent Events

The Company has evaluated subsequent events after the balance sheet date and based upon its evaluation, management has determined that, other than those items listed below, no other subsequent events have occurred that would require recognition in the accompanying condensed consolidated financial statements or disclosure in the notes thereto other than as disclosed in the accompanying notes.

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, Strings D.E. Kozisek certify that:

1. I have reviewed this Disclosure Statement for Tekumo 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.

March 30, 2025

/s/ Strings D.E. Kozisek, CEO

Principal Financial Officer:

I, Phillip Dignan certify that:

1. I have reviewed this Disclosure Statement for Tekumo 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.

March 30, 2025

/s/ Phillip Dignan, CFO