

**DISCLOSURE STATEMENT PURSUANT TO**  
**THE PINK BASIC DISCLOSURE GUIDELINES**

**REELTIME RENTALS, INC.**

A Washington Corporation

**2926 184<sup>th</sup> Place SE**

**Bothell, WA 98012**

(Company's Address)

**(206) 579-0222**

(Company's telephone number)

**www.reeltime.com**

(Company's Website)

**info@reeltime.com**

(Company's email)

**4841 – Cable and Other Pay Television Services**

(Company's SIC Code)

**QUARTERLY REPORT**

**Amendment No. 1**

For the Period Ending September 30, 2021

(the "Reporting Period")

As of November 22, 2021, the number of shares outstanding of our Common Stock was:

70,977,631 shares

As of Date At End of the Previous Reporting Period, the number of shares outstanding of our Common Stock was:

57,410,454 shares

As of December 31, 2020, the Most Recent Fiscal Year End Reporting Period, the number of shares outstanding of our Common Stock was:

47,605,729, shares

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

Yes: ☐

No: ☒

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

Yes: ☐

No: ☒

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

Yes: ☐

No: ☒

## **PART A      GENERAL COMPANY INFORMATION**

### **Item 1.      Name of the issuer and its predecessor (if any).**

The name of the issuer is ReelTime Rentals, Inc. (“ReelTime” or “Company”) which was incorporated in the State of Washington on June 24, 2004.

The Company is currently in good standing in the State of Washington.

ReelTime has not been, at any time, a “shell company” as that term is defined in Rule 12b-2 of the Exchange Act

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

NONE

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

On January 1, 2021, the Company acquired the assets of Discount Ad Brokers, a 15-year-old media company operating in the advertising industry, which was owned by NWBB, Inc., Discount Ad Brokers focuses on providing clients top tier placements at pricing levels at or below remnant inventory rate structures through an inventory acquisition model utilizing contracted capacity buys and bulk inventory-based contracts with major US media properties. The acquisition was valued at \$1,700,000 and the Company issued a convertible note payable for the purchase price. The \$1,700,000 convertible promissory note bears interest at 8% and has a maturity date of January 1, 2022. After maturity, the interest rate increases to 15%. The subject Convertible Note may be converted by the holder, at its election, into shares of the Company’s common stock at an exercise price of \$.20 per share.

On April 26, 2021, the Company acquired 100 percent ownership of Loudmouth Media, Inc. from Conservative Broadcast Media & Journalism, Inc. “LoudMouth News”, became the first, longest running and only syndicated terrestrial (over the air) radio program that focused on the news relating to the marijuana industry in the USA and Canada. The acquisition price was 1,000,000 restricted shares of the Company’s common stock valued at \$155,000 or \$0.155 per share.

For more information and details concerning these acquisitions see Item 5A below.

The address of the issuer’s principal executive office:

2926 184<sup>th</sup> Place SE.  
Bothell, WA 98012

The address of the issuer’s principal place of business:

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

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

Yes: ☐

No: ☒

#### EXPLANATORY NOTE

Realtime Rentals, Inc. (the “Company”) is filing this Amendment No. 1 for the Quarterly Report ending on September 30, 2021 for the primary purpose to reclassify the NBWW, Inc. convertible promissory notes from related party to third-party and the related disclosure. The Company inadvertently and incorrectly classified NBWW, Inc. as a related party. Other minor corrections are also included.

#### Item 2. Security Information.

Trading Symbol:	RLTR
Exact title and class of securities outstanding:	Common Stock
CUSIP:	75845Y 20 5
Par or Stated Value:	No par value
Total Shares Authorized (1):	650,000,000 as of November 22, 2021
Total Shares Outstanding:	70,977,631 as of November 22, 2021
Number of shares in Public Float:	46,298,711 as of November 22, 2021
Total number of shareholders of record:	65 as of November 22, 2021.
Trading Symbol:	None
Exact title and class of securities outstanding:	Preferred Stock
CUSIP:	None
Par or Stated Value:	\$0.001 par value
Total Shares Authorized:	50,000,000 as of November 22, 2021
Total Shares Outstanding:	60,000 shares as of November 22, 2021

- (1) The number of shares required to satisfy the requirements of our outstanding convertible instruments exceeds the number of unissued shares. We currently have 650,000,000 shares of common stock authorized, but that number is insufficient for us to meet our obligations to certain individuals, officers, corporations and related corporations under the terms of our convertible promissory notes payable. Due to existing restrictions limiting the holder of a convertible note to receive, upon conversion, shares of common stock which will not exceed 4.99% of our issued and outstanding common stock, there is no imminent requirement that the number of our authorized capital stock be increased. At an appropriate time, we envision seeking shareholder approval of an increase in our authorized capitalization to some greater number of authorized shares, but we cannot provide any assurance that we will be able to obtain the necessary shareholder approval. If we fail to obtain shareholder approval for the increase in authorized capitalization, we may be in default under the terms of the convertible promissory notes payable. At November 22, 2021, the total shares issued and outstanding, issuable upon conversion of convertible notes payable and unissued shares to consultants and Company executives would be approximately 3,418,295,000 shares of our common stock which exceeded the number of unissued shares our common stock by approximately 2,768,295,000 shares.

The name and address of ReelTime's transfer agent is:

Pacific Stock Transfer, Inc.  
6725 Via Austi Parkway, Suite 300  
Las Vegas, Nevada 89119  
Telephone no.: (702) 361-3033  
FAX no.: (702) 433-1979  
Email: ipstc@pacificstocktransfer.com

Is the Transfer Agent registered under the Exchange Act? Yes: ☒ No: ☐

### Item 3. Issuance History.

Disclosure under this Item 3 includes, 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 in the Number of Outstanding Shares.

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

Number of Shares Outstanding as of January 1, 2019:		Opening Balance: Common: 39,734,522 Preferred: 60,000							
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 or No	Individual/Entity Shares were issued to (entities must have individual with voting/investment control disclosed).	Reason for share issuance (e.g., for cash or debit conversion) OR Nature of Services Provided (if applicable)	Restricted or Unrestricted as of this filing?	Exemption or Registration Type?
2/5/2019	New Issuance	1,800,000	Common	450	Yes	Capital Consulting, Inc. (Mark Schaftlein has voting and investment control)	Debt Conversion (1)	Unrestricted	Sections 3(a)(9) & 4(a)(1) of 1933 Act
8/13/2020	New Issuance	1,800,000	Common	3,195	Yes	Jean Thrower	Debt Conversion (2)	Unrestricted	Sections 3(a)(9) & 4(a)(1) of 1933 Act
9/1/2020	New Issuance	2,072,572	Common	3,679	Yes	NWBB, Inc. (Marc Hatch has voting and investment control)	Debt Conversion (3)	Unrestricted	Sections 3(a)(9) & 4(a)(1) of 1933 Act
11/25/2020	New Issuance	2,198,635	Common	4,397	Yes	Capital Consulting, Inc. (Mark Schaftlein has voting and investment control)	Debt Conversion (4)	Unrestricted	Sections 3(a)(9) & 4(a)(1) of 1933 Act

1/31/2021	New Issuance	2,000,000	Common	5,000	Yes	AMJ Global Entertainment, LLC. (Art Molone has voting and investment control)	Debt Conversion (5)	Unrestricted	Sections 3(a)(9) & 4(a)(1) of 1933 Act
2/9/2021	New Issuance	1,740,000	Common	8,700	Yes	AMJ Global Entertainment, LLC. (Art Molone has voting and investment control)	Debt Conversion (6)	Unrestricted	Sections 3(a)(9) & 4(a)(1) of 1933 Act
2/19/2021	New Issuance	1,000,685	Common	2,001	Yes	Capital Consulting, Inc. (Mark Schaftlein has voting and investment control)	Debt Conversion (7)	Unrestricted	Sections 3(a)(9) & 4(a)(1) of 1933 Act
3/12/2021	New Issuance	2,375,000	Common	8,313	Yes	NWBB, Inc. (Marc Hatch has voting and investment control)	Debt Conversion (8)	Unrestricted	Sections 3(a)(9) & 4(a)(1) of 1933 Act
4/15/2021	New Issuance	1,689,040	Common	3,378	Yes	Capital Consulting, Inc. (Mark Schaftlein has voting and investment control)	Debt Conversion (9)	Unrestricted	Sections 3(a)(9) & 4(a)(1) of 1933 Act
6/24/2021	New Issuance	1,000,000	Common	155,000	No	Conservative Broadcast Media & Journalism, Inc. (Mark Schaftlein has voting and investment control)	Acquire Loudmouth Media, Inc. (10)	Restricted	Section 4(a)(2) of 1933 Act
7/6/2021	New Issuance	407,707	Common	6,460	Yes	Rick Basse Consulting, PLLC. (Rick Basse has voting and investment control)	Consultant Compensation (11)	Restricted	Section 4(a)(2) of 1933 Act
7/21/2021	New Issuance	1,995,205	Common	3,990	Yes	Capital Consulting, Inc. (Mark Schaftlein has voting and investment control)	Debt Conversion (12)	Unrestricted	Sections 3(a)(9) & 4(a)(1) of 1933 Act
7/27/2021	New Issuance	800,000	Common	4,000	Yes	AMJ Global Entertainment, LLC. (Art Molone has voting and investment control)	Debt Conversion (13)	Unrestricted	Sections 3(a)(9) & 4(a)(1) of 1933 Act
8/6/2021	New Issuance	1,400,000	Common	7,000	Yes	AMJ Global Entertainment, LLC. (Art Molone has voting and investment control)	Debt Conversion (14)	Unrestricted	Sections 3(a)(9) & 4(a)(1) of 1933 Act
8/11/2021	New Issuance	5,000,000	Common	100,000	Yes	NWBB, Inc. (Marc Hatch has voting and investment control)	Consultant Compensation (15)	Restricted	Section 4(a)(2) of 1933 Act
9/2/2021	New Issuance	75,000	Common	8,048	No	Mikayla Pivec	Consultant Compensation (16)	Restricted	Section 4(a)(2) of 1933 Act
9/29/2021	New Issuance	2,489,265	Common	4,979	Yes	Capital Consulting, Inc. (Mark Schaftlein has voting and investment control)	Debt Conversion (17)	Unrestricted	Sections 3(a)(9) & 4(a)(1) of 1933 Act

Shares Outstanding on September 30, 2021 (18)	Ending Balance: Common: 69,577,631 Preferred: 60,000	
--	--	--

Please note the following additional details, including footnotes to the table above:

- (1) On February 5, 2019, noteholder converted \$450 of accrued interest into 1,800,000 unrestricted shares of the Company's common stock at \$0.00025 per share to partially satisfy a convertible promissory note dated February 19, 2016.
- (2) On May 17, 2019, noteholder converted \$3,195 of accrued interest and principal into 1,800,000 unrestricted shares of the Company's common stock at \$0.001775 per share to fully satisfy a convertible promissory note dated June 13, 2015 and to partially satisfy a convertible promissory note dated March 18, 2016.
- (3) On September 1, 2020, noteholder converted \$3,679 of principle into 2,072,572 unrestricted shares of the Company's common stock at \$0.001775 per share to partially satisfy a convertible promissory note dated September 15, 2015.
- (4) On November 25, 2020, noteholder converted \$4,397 of interest into 2,198.635 unrestricted shares of the Company's common stock at \$.002 per share to partially satisfy a convertible note dated June 3, 2014.
- (5) On January 31, 2021, noteholder converted \$5,000 of principal and interest into 2,000,000 unrestricted shares of the Company's common stock at \$.0025 per share to partially satisfy a convertible note dated June 14, 2017.
- (6) On February 9, 2021, noteholder converted \$8,700 of principal into 1,740,000 unrestricted shares of the Company's common stock at \$.005 per share to partially satisfy a convertible note dated August 23, 2017.
- (7) On February 19, 2021, noteholder converted \$2,001 of interest into 1,000,685 unrestricted shares of the Company's common stock at \$.002 per share to partially satisfy a convertible note dated June 3, 2014.
- (8) On March 12, 2021, noteholder converted \$8,313 of interest into 2,375,000 unrestricted shares of the Company's common stock at \$.0035 per share to fully satisfy a convertible note dated May 29, 2018.
- (9) On April 15, 2021, noteholder converted \$3,378 of interest into 1,689,040 unrestricted shares of the Company's common stock at \$.0020 per share to partially satisfy a convertible note dated June 3, 2014.
- (10) On June 24, 2021, the Company issued 1,000,000 shares to acquire the assets of Loudmouth Inc from Conservative Broadcast Media & Journalism, Inc. The shares were valued at \$155,000 or \$0.155 per share.
- (11) On July 6, 2021 the Company issued 407,707 restricted shares of the Company's common stock for accounting services to an entity. The shares were valued at \$6,460 or \$0.0158 per share.
- (12) On July 21, 2021, noteholder converted \$3,990 of principal and interest into 1,995,205 unrestricted shares of the Company's common stock at \$.002 per share to partially satisfy a convertible note dated June 3, 2014.
- (13) On July 27, 2021, noteholder converted \$4,000 of principal into 800,000 unrestricted shares of the Company's common stock at \$.005 per share to partially satisfy convertible notes dated July 5, 2017 and August 8, 2017.
- (14) On August 6, 2021, noteholder converted \$7,000 of principal into 1,400,000 unrestricted shares of the Company's common stock at \$.005 per share to partially satisfy a convertible note dated December 3, 2018.

- (15) On August 11, 2021 the Company issued 5,000,000 restricted shares of the Company's common stock for services to a corporation. The shares were valued at \$100,000 or \$0.02 per share.
- (16) On September 2, 2021 the Company issued 75,000 restricted shares of the Company's common stock for services an individual. The shares were valued at \$8,048 or \$0.1073 per share.
- (17) On September 29, 2021, noteholder converted \$4,979 of principal and interest into 2,489,265 unrestricted shares of the Company's common stock at \$.002 per share to partially satisfy a convertible note dated June 3, 2014.

The following sharers were not issued as of September 30, 2021:

- In 2015, James Hodge, the Company's former CEO, earned 172,859 restricted shares of the Company's common stock under his July 2012 employment agreement which have not been issued as of November 22, 2021. The estate of Elly Hodge, the recently deceased wife of James Hodge, now owns the shares. The shares were valued at \$0.1750 per share or \$30,250.
- On February 1, 2017, a consultant earned 500,000 restricted shares of the Company's common stock under a February 2017 consulting agreement for service to the Company. The shares have not been issued as of November 22, 2021. The shares were valued at \$0.058 per share or \$29,000.
- On January 15, 2018, two individuals each earned 500,000 restricted shares of the Company's common stock for an aggregate of 1,000,000 shares. The shares were earned for participating in a season of the "Reality Twins" Virtual Reality show. The shares have not been issued as of November 22, 2021. The shares were valued at \$0.0244 per share or \$24,400.
- On January 20, 2018, an individual converted \$158 of accrued interest into 630,000 unrestricted shares of the Company's common stock at \$0.00025 per share to partially satisfy a convertible promissory note dated June 6, 2015. As of November 22, 2021, the 630,000 shares have not been issued to the individual.
- On March 27, 2018, the Company entered into a "Binding Letter of Agreement" with veteran detective/author John Cameron for 50% ownership rights to "It's Me Edward Wayne Edwards - The Serial Killer You Never Heard of" and the subsequent updated version "It Was Always ME! Edward Edwards - The Most Prolific Serial Killer of All Time" and or its derivatives. In exchange, the Company will issue the author 1,000,000 restricted shares of Company's common stock valued at \$20,000 or \$0.02 per share. At November 22, 2021, the shares have been earned but have not yet been issued.
- On June 1, 2018, Scott Steciw, the Company's former President and Treasurer, earned 1,000,000 restricted shares of the Company's common stock payable in accordance with his employment agreement. The shares were valued at \$30,000 or \$0.03 per share. At November 22, 2021, the shares have been earned but have not yet been issued. On December 31, 2018, Mr. Scott Steciw, the Company's CFO, resigned as officer and director of the Company, terminating his executive employment contract.
- On June 1, 2018, Barry Henthorn, Company's CEO, earned 1,000,000 restricted shares of the Company's common stock payable in accordance with his employment agreement. The shares were valued at \$30,000 or \$0.03 per share. At November 22, 2021, the shares have been earned but have not yet been issued.
- On June 1, 2019, Barry Henthorn, Company's CEO, earned 1,000,000 restricted shares of the Company's common stock payable in accordance with his employment agreement. The shares were valued at \$9,400 or \$0.0094 per share. At November 22, 2021, the shares have been earned but have not yet been issued.

- On October 1, 2019, a consultant earned 500,000 restricted shares of the Company's common stock under an October 2018 consulting agreement for service to the Company. The shares have not been issued as of November 22, 2021. The shares were valued at \$0.01117 per share or \$5,850.
- On November 1, 2019, a consultant earned 500,000 restricted shares of the Company's common stock under a November 2018 consulting agreement for service to the Company. The shares have not been issued as of November 22, 2021. The shares were valued at \$0.0079 per share or \$3,950.
- On January 7, 2020, a consultant earned 500,000 restricted shares of the Company's common stock under a January 2019 consulting agreement for service to the Company. The shares have not been issued as of November 22, 2021. The shares were valued at \$0.01 per share or \$5,000.
- As of September 30, 2021, a consultant earned 488,776 restricted shares of the Company's common stock under a December 2018 consulting agreement for accounting services to the Company. The shares were valued at \$0.0253 per share or \$12,343. On July 6, 2021 the Company issued 407,707 restricted shares of the Company's common stock to the consultant. The shares were valued at \$6,460 or \$0.0158 per share. The remaining 81,069 shares have not been issued to the consultant at November 22, 2021.
- On June 1, 2020, Barry Henthorn, Company's CEO earned 1,000,000 restricted shares of the Company's common stock payable in accordance with his employment agreement. The shares were valued at \$9,500 or \$0.0095 per share. At November 22, 2021, the shares have been earned but have not yet been issued.
- On August 1, 2020, the Company granted a stock purchase agreement for 750,000 restricted shares of the Company's common stock to an attorney for patent services to the Company. The stock was valued at \$7,500 or \$0.01 per share. At November 22, 2021, the shares have been earned but have not yet been issued.
- On October 1, 2020, a consultant earned 500,000 restricted shares of the Company's common stock under an October 2019 consulting agreement for service to the Company. The shares have not been issued as of November 22, 2021. The shares were valued at \$0.0080 per share or \$4,000.
- On November 1, 2020, a consultant earned 500,000 restricted shares of the Company's common stock under a November 2019 consulting agreement for service to the Company. The shares have not been issued as of November 22, 2021. The shares were valued at \$0.0140 per share or \$7,000.
- On December 30, 2020, Barry Henthorn, Company's CEO, earned 550,500 restricted shares of the Company's common stock payable in accordance with his employment agreement dated October 1, 2020. The shares were valued at \$38,885 or \$0.07 per share. At November 22, 2021, the shares have been earned but have not yet been issued.
- On December 9, 2020, the Company entered into a two-year agreement with Marc Hatch, to provide expertise as sales manager for Company's Discount AD Brokers acquisition. Mr. Hatch will be compensated with 1,000,000 shares of the Company's restricted common stock for each year of service for an aggregate of 2,000,000 shares. The subject shares will be earned on January 1, 2022 and January 1, 2023. The shares for year one were valued at \$119,900 or \$.1199 per share. At November 22, 2021, the shares had not yet been earned.
- On March 30, 2021, Barry Henthorn, Company's CEO, earned 550,500 restricted shares of the Company's common stock payable in accordance with his employment agreement dated October 1, 2020. The shares were valued at \$38,885 or \$0.07 per share. At November 22, 2021, the shares had not yet been issued.
- During March 2021, two consultants earned an aggregate of 112,500 restricted shares of the Company's common stock for services to the Company. The shares were valued at \$.1026 per share or \$14,920. The shares have not been issued as of November 22, 2021.
- During April 2021, a consultant earned 250,000 restricted shares of the Company's common stock for services to the Company. The shares were valued at \$0.1273 per share or \$31,825. The shares have not been issued as of November 22, 2021.
- On June 28, 2021, Barry Henthorn, Company's CEO, earned 555,500 restricted shares of the Company's common stock payable in accordance with his employment agreement dated October 1,



2020. The shares were valued at \$38,885 or \$0.07 per share. At November 22, 2021, the shares had not yet been issued.

- As of September 30, 2021, a consultant earned 89,882 restricted shares of the Company's common stock under a July 6, 2021 consulting agreement for accounting services to the Company. The shares were valued at \$.0706 per share or \$6,844. The shares have not been issued to the consultant at November 22, 2021.
- On September 26, 2021, Barry Henthorn, Company's CEO, earned 555,500 restricted shares of the Company's common stock payable in accordance with his employment agreement dated October 1, 2020. The shares were valued at \$38,885 or \$0.07 per share. At November 22, 2021, the shares have been earned but have not yet been issued.

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

The chart below lists and describes all outstanding promissory notes, convertible promissory notes and any other debt instrument that may be converted into a class of the issuer's equity securities as of September 30, 2021.

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

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g., pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder (entities disclose individual with voting/investment control)	Reason for Issuance (e.g., Loan, Services, etc.)
September 7, 2007	28,350	8,000	20,350	October 1, 2008	N/A	Mark McLaughlin	Loan
December 15, 2008	847,489	184,960	662,528	December 15, 2009	N/A	Mark and Stephanie Felgenhauer	Loan (1)
January 1, 2009	117,903	72,000	45,903	December 31, 2010	N/A	Pepwith Company	Loan
March 24, 2014	1,039	3,500	539	March 24, 2015	Indebtedness convertible to common shares at \$0.00025 per Share	Capital Consulting, Inc. (Mark Schaftlein has voting and investment control)	Loan (2)
April 8, 2014	7,251	3,500	3,751	April 8, 2015	Indebtedness convertible to common shares at \$0.001 per Share	Capital Consulting, Inc. (Mark Schaftlein has voting and investment control)	Loan
May 9, 2014	7,204	3,500	3,704	May 9, 2015	Indebtedness convertible to common shares at \$0.001 per Share	Capital Consulting, Inc. (Mark Schaftlein has voting and investment control)	Loan

June 3, 2014	1,951	10,000	1	June 3, 2015	Indebtedness convertible to common shares at \$0.002 per Share	Capital Consulting, Inc. (Mark Schaftlein has voting and investment control)	Loan (3)
June 18, 2014	440,973	273,000	167,973	June 18, 2015	Indebtedness convertible to common shares at \$0.00025 per Share	Baristas Coffee Company, Inc. (Barry Henthorn has voting and investment control)	Loan
June 27, 2014	17,064	10,000	7,064	June 27, 2015	Indebtedness convertible to common shares at \$0.0025 per Share	XDTX Consulting	Loan
August 20, 2014	8,051	4,000	4,051	August 20, 2015	Indebtedness convertible to common shares at \$0.002 per Share	Capital Consulting, Inc. (Mark Schaftlein has voting and investment control)	Loan
September 23, 2014	9,976	5,000	4,976	September 23, 2015	Indebtedness convertible to common shares at \$0.002 per Share	Capital Consulting, Inc. (Mark Schaftlein has voting and investment control)	Loan
November 28, 2014	2,954	1,500	1,454	November 28, 2015	Indebtedness convertible to common shares at \$0.0015 per Share	Capital Consulting, Inc. (Mark Schaftlein has voting and investment control)	Loan
January 30, 2015	2,592	1,500	1,092	January 30, 2016	Indebtedness convertible to common shares at \$0.0015 per Share	Capital Consulting, Inc. (Mark Schaftlein has voting and investment control)	Loan
June 1, 2015	2,836	1,500	1,336	June 1, 2016	Indebtedness convertible to common shares at \$0.0015 per Share	Capital Consulting, Inc. (Mark Schaftlein has voting and investment control)	Loan
June 6, 2015	5,126	5,000	2,626	June 6, 2016	Indebtedness convertible to common shares at \$0.00025 per Share	Megs McClean Inc. (Megs McClean. has voting and investment control)	Loan (4)

June 6, 2015	9,451	5,000	4,451	June 6, 2016	Indebtedness convertible to common shares at \$0.0015 per Share	Embark Capital, Inc. (Amber Finney. has voting and investment control)	Loan
June 8, 2015	24,606	15,000	9,606	June 18, 2016	N/A	Megs McClean Inc. (Megs McClean. has voting and investment control)	Loan
June 13, 2015	2,481	2,500	1,231	June 13, 2016	Indebtedness convertible to common shares at \$0.00025 per Share	John & Darlene Steciw	Loan (5)
June 13, 2015	4,960	5,000	2,460	June 13, 2016	Indebtedness convertible to common shares at \$0.00025 per Share	T. Scott Steciw	Loan (6)
August 28, 2015	2,856	1,500	1,356	August 28, 2016	Indebtedness convertible to common shares at \$0.001 per Share	James and Stefanie Abbott	Loan
September 15, 2015	9,485	5,000	4,485	September 15, 2016	Indebtedness convertible to common shares at \$0.001 per Share	Capital Consulting, Inc. (Mark Schaftlein has voting and investment control)	Loan
September 15, 2015	114,039	125,000	54,973	September 15, 2016	Indebtedness convertible to common shares at \$0.00025 per Share	Henthorn Enterprises, Inc. (Ron Henthorn has voting and investment control)	Payment to acquire assets of Reeltime VR (7)
September 29, 2015	5,671	3,000	2,671	September 29, 2016	Indebtedness convertible to common shares at \$0.001 per Share	James and Stefanie Abbott	Loan
October 1, 2015	12,097	6,400	5,697	October 1, 2016	Indebtedness convertible to common shares at \$0.001 per Share	Embark Capital, Inc. (Amber Finney. has voting and investment control)	Loan
October 27, 2015	7,531	4,000	3,531	October 27, 2016	Indebtedness convertible to common shares at \$0.0005 per Share	Capital Consulting, Inc. (Mark Schaftlein has voting and investment control)	Loan

February 19, 2016	16,645	10,000	6,645	February 19, 2017	Indebtedness convertible to common shares at \$0.00025 per Share	Capital Consulting, Inc. (Mark Schaftlein has voting and investment control)	Loan (8)
February 19, 2016	17,785	10,000	7,785	February 19, 2017	Indebtedness convertible to common shares at \$0.00025 per Share	Ron Henthorn	Loan
February 19, 2016	8,893	5,000	3,893	February 19, 2017	Indebtedness convertible to common shares at \$0.00025 per Share	Ron Henthorn	Loan
March 16, 2016	8,532	5,000	3,532	June 16, 2016	Indebtedness convertible to common shares at \$0.0025 per Share	John & Darlene Steciw	Loan
March 18, 2016	7,852	5,000	2,852	March 18, 2017	Indebtedness convertible to common shares at \$0.00025 per Share	Jean Thrower	Loan (9)
March 18, 2016	8,504	5,000	3,504	March 18, 2017	Indebtedness convertible to common shares at \$0.0005 per Share	Shari Ackerman	Loan
March 18, 2016	8,504	5,000	3,504	March 18, 2017	Indebtedness convertible to common shares at \$0.00025 per Share	Scott Weedman	Loan
March 21, 2016	8,827	5,000	3,827	March 21, 2017	Indebtedness convertible to common shares at \$0.0005 per Share	Shari Ackerman	Loan
March 21, 2016	8,827	5,000	3,827	March 21, 2017	Indebtedness convertible to common shares at \$0.0005 per Share	John & Darlene Steciw	Loan
March 29, 2016	17,589	10,000	7,589	March 29, 2017	Indebtedness convertible to common shares at \$0.0005 per Share	Capital Consulting, Inc. (Mark Schaftlein has voting and investment control)	Loan
April 25, 2016	7,195	8,000	3,195	April 25, 2017	Indebtedness convertible to common shares at \$0.00025 per Share	Baristas Coffee Company, Inc. (Barry Henthorn has voting and investment control)	Loan (10)

May 2, 2016	982	480	372	May 2, 2017	Indebtedness convertible to common shares at \$0.00025 per Share	Florence Montgomery	Loan
May 26, 2016	8,763	5,000	3,763	May 26, 2017	Indebtedness convertible to common shares at \$0.0005 per Share	Supplier Development Systems, LLC (Jean Thrower, has voting and investment control)	Loan
May 26, 2016	16,357	9,000	7,357	May 26, 2017	Indebtedness convertible to common shares at \$0.0005 per Share	Capital Consulting, Inc. (Mark Schaftlein has voting and investment control)	Loan
June 6, 2016	4,538	2,500	2,038	June 6, 2017	Indebtedness convertible to common shares at \$0.0005 per Share	Capital Consulting, Inc. (Mark Schaftlein has voting and investment control)	Loan
June 6, 2016	4,538	2,500	2,038	June 6, 2017	Indebtedness convertible to common shares at \$0.0005 per Share	Jean Thrower	Loan
June 16, 2016	27,124	15,000	12,124	June 16, 2017	Indebtedness convertible to common shares at \$0.0005 per Share	Baristas Coffee Company, Inc. (Barry Henthorn has voting and investment control)	Loan
July 12, 2016	8,566	5,000	3,566	July 11, 2017	Indebtedness convertible to common shares at \$0.005 per Share	Baristas Coffee Company, Inc. (Barry Henthorn has voting and investment control)	Loan
July 19, 2016	1,556	1,200	356	July 19, 2017	Indebtedness convertible to common shares at \$0.005 per Share	Florence Montgomery	Loan
July 29, 2016	4,470	2,500	1,970	July 29, 2017	Indebtedness convertible to common shares at \$0.005 per Share	Jean Thrower	Loan
August 5, 2016	12,284	7,000	5,284	August 5, 2017	Indebtedness convertible to common shares at \$0.005 per Share	Capital Consulting, Inc. (Mark Schaftlein has voting and investment control)	Loan

September 15, 2016	3,377	2,000	1,377	September 15, 2017	Indebtedness convertible to common shares at \$0.00025 per Share	Baristas Coffee Company, Inc. (Barry Henthorn has voting and investment control)	Loan
September 15, 2016	5,061	3,000	2,061	September 14, 2017	Indebtedness convertible to common shares at \$0.00025 per Share	Baristas Coffee Company, Inc. (Barry Henthorn has voting and investment control)	Loan
October 3, 2016	6,720	4,000	2,720	October 3, 2017	Indebtedness convertible to common shares at \$0.00025 per Share	Baristas Coffee Company, Inc. (Barry Henthorn has voting and investment control)	Loan
October 7, 2016	4,201	2,500	1,701	October 7, 2017	Indebtedness convertible to common shares at \$0.00025 per Share	Baristas Coffee Company, Inc. (Barry Henthorn has voting and investment control)	Loan
October 17, 2016	41,838	25,000	16,838	October 16, 2017	Indebtedness convertible to common shares at \$0.00025 per Share	Baristas Coffee Company, Inc. (Barry Henthorn has voting and investment control)	Loan
November 10, 2016	4,132	2,500	1,657	November 9, 2017	Indebtedness convertible to common shares at \$0.00025 per Share	Will & Victoria Provost	Loan
November 16, 2016	41,517	25,000	16,517	November 15, 2017	Indebtedness convertible to common shares at \$0.0005 per Share	Baristas Coffee Company, Inc. (Barry Henthorn has voting and investment control)	Loan
March 31, 2017	4,886	4,250	636	March 30, 2018	Indebtedness convertible to common shares at \$0.005 per Share	Florence Montgomery	Loan
April 24, 2017	831	500	331	April 23, 2018	Indebtedness convertible to common shares at \$0.005 per Share	Florence Montgomery	Loan
May 1, 2017	1,664	1,000	664	April 30, 2018	Indebtedness convertible to common shares at \$0.005 per Share	Florence Montgomery	Loan
May 10, 2017	3,172	2,000	1,172	May 11, 2018	Indebtedness convertible to common shares at \$0.0025 per Share	Baristas Coffee Company, Inc. (Barry Henthorn has voting and	Loan

						investment control)	
May 17, 2017	829	500	329	May 16, 2018	Indebtedness convertible to common shares at \$0.005 per Share	Florence Montgomery	Loan
June 1, 2017	2,476	1,500	976	May 31, 2018	Indebtedness convertible to common shares at \$0.0025 per Share	Florence Montgomery	Loan
June 14, 2017	572	5,000	572	June 13, 2018	Indebtedness convertible to common shares at \$0.0025 per Share	AMJ Global Entertainment, LLC. (Art Molone has voting and investment control)	Loan (11)
June 29, 2017	2,867	1,750	1,117	June 28, 2018	Indebtedness convertible to common shares at \$0.0025 per Share	T. Scott Steciw	Loan
July 5, 2017	1,128	2,000	1,128	July 4, 2018	Indebtedness convertible to common shares at \$0.005 per Share	AMJ Global Entertainment, LLC. (Art Molone has voting and investment control)	Loan (12)
July 13, 2017	1,634	1,000	634	July 12, 2018	Indebtedness convertible to common shares at \$0.005 per Share	Ron Henthorn	Loan
July 18, 2017	2,118	1,300	818	July 17, 2018	Indebtedness convertible to common shares at \$0.005 per Share	Ron Henthorn	Loan
August 8, 2017	979	2,000	979	August 7, 2018	Indebtedness convertible to common shares at \$0.005 per Share	AMJ Global Entertainment, LLC. (Art Molone has voting and investment control)	Loan (13)
August 23, 2017	3,589	8,700	3,589	August 22, 2018	Indebtedness convertible to common shares at \$0.005 per Share	AMJ Global Entertainment, LLC. (Art Molone has voting and investment control)	Loan (14)

August 24, 2017	9,627	6,250	3,377	August 23, 2018	Indebtedness convertible to common shares at \$0.005 per Share	Baristas Coffee Company, Inc. (Barry Henthorn has voting and investment control)	Loan
September 7, 2017	15,341	10,000	5,341	September 6, 2018	Indebtedness convertible to common shares at \$0.005 per Share	Scott Weedman	Loan
September 28, 2017	9,562	6,250	3,312	September 27, 2018	Indebtedness convertible to common shares at \$0.005 per Share	Baristas Coffee Company, Inc. (Barry Henthorn has voting and investment control)	Loan
November 5, 2017	7,531	5,000	2,531	November 4, 2018	Indebtedness convertible to common shares at \$0.01 per Share	Baristas Coffee Company, Inc. (Barry Henthorn has voting and investment control)	Loan
December 20, 2017	6,510	4,250	2,260	December 19, 2018	Indebtedness convertible to common shares at \$0.005 per Share	Baristas Coffee Company, Inc. (Barry Henthorn has voting and investment control)	Loan
January 19, 2018	7,388	5,000	2,388	January 10, 2019	Indebtedness convertible to common shares at \$0.0075 per Share	Baristas Coffee Company, Inc. (Barry Henthorn has voting and investment control)	Loan
February 8, 2018	1,246	850	396	February 8, 2019	Indebtedness convertible to common shares at \$0.0075 per Share	Baristas Coffee Company, Inc. (Barry Henthorn has voting and investment control)	Loan
March 12, 2018	3,633	2,500	1,133	March 11, 2019	Indebtedness convertible to common shares at \$0.005 per Share	Baristas Coffee Company, Inc. (Barry Henthorn has voting and investment control)	Loan
March 27, 2018	1,779	1,230	549	March 26, 2019	Indebtedness convertible to common shares at \$0.005 per Share	Ron Henthorn	Loan
March 28, 2018	14,414	8,976	5,438	March 28, 2018	Indebtedness convertible to common shares at \$0.01 per Share	Bold IP, PLLC (JD Houvner has voting and investment control)	Loan



April 2, 2018	3,248	2,250	998	April 2, 2019	Indebtedness convertible to common shares at \$0.01 per Share	Baristas Coffee Company, Inc. (Barry Henthorn has voting and investment control)	Loan
May 29, 2018	4,941	9,800	987	May 28, 2019	Indebtedness convertible to common shares at \$0.004 per Share	NWBB, Inc. (Marc Hatch has voting and investment control)	Loan (15)
June 22, 2018	7,327	5,200	2,127	June 21, 2019	Indebtedness convertible to common shares at \$0.005 per Share	NWBB, Inc. (Marc Hatch has voting and investment control)	Loan
July 18, 2018	6,989	5,000	1,989	July 17, 2019	Indebtedness convertible to common shares at \$0.01 per Share	NWBB, Inc. (Marc Hatch has voting and investment control)	Loan
November 27, 2018	11,032	8,000	3,032	November 26, 2019	Indebtedness convertible to common shares at \$0.005 per Share	NWBB, Inc. (Marc Hatch has voting and investment control)	Loan
December 3, 2018	136,841	107,642	36,199	December 3, 2019	Indebtedness convertible to common shares at \$0.005 per Share	NWBB, Inc. (Marc Hatch has voting and investment control)	Payment to acquire assets of Doyen Communications
December 31, 2018	10,617	7,500	3,117	March 1, 2019	Indebtedness convertible to common shares at \$0.005 per Share	Florence Montgomery	Loan
April 2, 2019	9,005	7,000	2,005	April 2, 2020	Indebtedness convertible to common shares at \$0.005 per Share	NWBB, Inc. (Marc Hatch has voting and investment control)	Loan (16)
April 30, 2019	10,195	8,000	2,195	April 30, 2020	Indebtedness convertible to common shares at \$0.005 per Share	NWBB, Inc. (Marc Hatch has voting and investment control)	Loan
May 15, 2019	7,609	6,000	1,609	May 15, 2020	Indebtedness convertible to common shares at \$0.005 per Share	NWBB, Inc. (Marc Hatch has voting and investment control)	Loan
June 5, 2019	12,340	9,800	2,540	June 5, 2020	Indebtedness convertible to common shares at \$0.005 per Share	NWBB, Inc. (Marc Hatch has voting and investment control)	Loan

July 5, 2019	4,986	4,000	986	July 5, 2020	Indebtedness convertible to common shares at \$0.005 per Share	Ron Henthorn	Loan
July 12, 2019	9,947	8,000	1,947	July 12, 2020	Indebtedness convertible to common shares at \$0.005 per Share	NWBB, Inc. (Marc Hatch has voting and investment control)	Loan
August 2, 2019	7,407	6,000	1,407	August 2, 2020	Indebtedness convertible to common shares at \$0.005 per Share	NWBB, Inc. (Marc Hatch has voting and investment control)	Loan
August 21, 2019	6,132	5,000	1,132	August 21, 2020	Indebtedness convertible to common shares at \$0.005 per Share	NWBB, Inc. (Marc Hatch has voting and investment control)	Loan
September 13, 2019	4,867	4,000	867	September 13, 2020	Indebtedness convertible to common shares at \$0.005 per Share	Ron Henthorn	Loan
November 8, 2019	11,690	9,800	1,890	November 8, 2020	Indebtedness convertible to common shares at \$0.005 per Share	NWBB, Inc. (Marc Hatch has voting and investment control)	Loan
November 13, 2019	3,572	3,000	572	November 13, 2020	Indebtedness convertible to common shares at \$0.005 per Share	Ron Henthorn	Loan
November 13, 2019	11,669	9,800	1,869	November 13, 2020	Indebtedness convertible to common shares at \$0.005 per Share	NWBB, Inc. (Marc Hatch has voting and investment control)	Loan
December 5, 2019	4,725	4,000	725	December 5, 2020	Indebtedness convertible to common shares at \$0.005 per Share	Ron Henthorn	Loan
December 6, 2019	7,087	6,000	1,087	December 6, 2020	Indebtedness convertible to common shares at \$0.005 per Share	Ron Henthorn	Loan
December 17, 2019	10,587	9,000	1,587	December 17, 2020	Indebtedness convertible to common shares at \$0.0025 per Share	NWBB, Inc. (Marc Hatch has voting and investment control)	Loan
January 16, 2020	4,645	4,000	645	January 16, 2021	Indebtedness convertible to common shares at \$0.005 per Share	NWBB, Inc. (Marc Hatch has voting and investment control)	Loan

January 29, 2020	8,089	7,000	1,089	January 29, 2021	Indebtedness convertible to common shares at \$0.005 per Share	NWBB, Inc. (Marc Hatch has voting and investment control)	Loan
February 10, 2020	8,054	7,000	1,054	February 10, 2021	Indebtedness convertible to common shares at \$0.0025 per Share	NWBB, Inc. (Marc Hatch has voting and investment control)	Loan
April 22, 2020	9,804	8,500	1,304	April 22, 2021	Indebtedness convertible to common shares at \$0.005 per Share	NWBB, Inc. (Marc Hatch has voting and investment control)	Loan
June 12, 2020	4,395	4,000	395	June 12, 2021	Indebtedness convertible to common shares at \$0.005 per Share	Ron Henthorn	Loan
June 25, 2020	8,446	7,500	946	June 25, 2021	Indebtedness convertible to common shares at \$0.005 per Share	AMJ Global Entertainment, LLC. (Art Molone has voting and investment control)	Loan
June 25, 2020	5,631	5,000	631	June 25, 2021	Indebtedness convertible to common shares at \$0.005 per Share	NWBB, Inc. (Marc Hatch has voting and investment control)	Loan
August 5, 2020	33,260	30,000	3,260	August 5, 2021	Indebtedness convertible to common shares at \$0.02 per Share	AMJ Global Entertainment, LLC. (Art Molone has voting and investment control)	Loan
September 24, 2020	8,435	8,000	435	September 24, 2021	Indebtedness convertible to common shares at \$0.005 per Share	NWBB, Inc. (Marc Hatch has voting and investment control)	Loan
October 27, 2020	3,759	3,500	259	October 27, 2021	Indebtedness convertible to common shares at \$0.005 per Share	NWBB, Inc. (Marc Hatch has voting and investment control)	Loan
November 3, 2020	5,363	5,000	363	November 3, 2021	Indebtedness convertible to common shares at \$0.005 per Share	NWBB, Inc. (Marc Hatch has voting and investment control)	Loan
November 4, 2020	10,508	9,800	708	November 4, 2021	Indebtedness convertible to common shares at \$0.005 per Share	NWBB, Inc. (Marc Hatch has voting and investment control)	Loan

November 6, 2020	5,359	5,000	359	November 6, 2021	Indebtedness convertible to common shares at \$0.005 per Share	NWBB, Inc. (Marc Hatch has voting and investment control)	Loan
November 18, 2020	5,346	5,000	346	November 18, 2021	Indebtedness convertible to common shares at \$0.005 per Share	Ron Henthorn	Loan
November 24, 2020	2,606	2,500	106	November 24, 2021	Indebtedness convertible to common shares at \$0.005 per Share	Ron Henthorn	Loan
December 15, 2020	3,119	3,000	119	December 15, 2021	Indebtedness convertible to common shares at \$0.005 per Share	Ron Henthorn	Loan
January 1, 2021	1,801,348	1,700,000	101,348	January 1, 2022	Indebtedness convertible to common shares at \$0.2 per Share	NWBB, Inc. (Marc Hatch has voting and investment control)	Loan
January 21, 2021	26,381	25,000	1,381	January 21, 2022	Indebtedness convertible to common shares at \$0.02 per Share	AMJ Global Entertainment, LLC. (Art Molone has voting and investment control)	Loan
February 10, 2021	7,881	7,500	381	February 10, 2022	Indebtedness convertible to common shares at \$0.025 per Share	Ron Henthorn	Loan
March 11, 2021	20,890	20,000	890	March 11, 2022	Indebtedness convertible to common shares at \$0.025 per Share	Capital Consulting, Inc. (Mark Schaflein has voting and investment control)	Loan
March 11, 2021	15,667	15,000	667	March 11, 2022	Indebtedness convertible to common shares at \$0.025 per Share	Ron Henthorn	Loan
March 11, 2021	15,667	15,000	667	March 11, 2022	Indebtedness convertible to common shares at \$0.025 per Share	AMJ Global Entertainment, LLC. (Art Molone has voting and investment control)	Loan
March 11, 2021	15,667	15,000	667	March 11, 2022	Indebtedness convertible to common shares at \$0.025 per Share	NWBB, Inc. (Marc Hatch has voting and investment control)	Loan

July 16, 2021	1,017	1,000	17	July 16, 2022	Indebtedness convertible to common shares at \$0.025 per Share	Prime Vector, LLC (Barry Henthorn has voting and investment control)	Loan
July 22, 2021	9,138	9,000	138	July 22, 2022	Indebtedness convertible to common shares at \$0.01 per Share	NWBB, Inc. (Marc Hatch has voting and investment control)	Loan
July 26, 2021	2,029	2,000	29	July 26, 2022	Indebtedness convertible to common shares at \$0.025 per Share	Prime Vector, LLC (Barry Henthorn has voting and investment control)	Loan
August 2, 2021	1,519	1,500	19	August 2, 2022	Indebtedness convertible to common shares at \$0.05 per Share	Prime Vector, LLC (Barry Henthorn has voting and investment control)	Loan
August 3, 2021	506	500	6	August 3, 2022	Indebtedness convertible to common shares at \$0.05 per Share	Prime Vector, LLC (Barry Henthorn has voting and investment control)	Loan
August 23, 2021	7,228	5,000	2,228	August 23, 2022	Indebtedness convertible to common shares at \$0.025 per Share	Florence Montgomery	Loan
September 8, 2021	9,847	9,800	47	September 8, 2022	Indebtedness convertible to common shares at \$0.025 per Share	NWBB, Inc. (Marc Hatch has voting and investment control)	Loan
September 24, 2021	10,013	10,000	13	September 24, 2022	Indebtedness convertible to common shares at \$0.025 per Share	AMJ Global Entertainment, LLC. (Art Molone has voting and investment control)	Loan
September 24, 2021	10,013	10,000	13	September 24, 2022	Indebtedness convertible to common shares at \$0.025 per Share	Capital Consulting, Inc. (Mark Schaflein has voting and investment control)	Loan

Please note the following additional details, including footnotes to the table above:

- (1) At December 31, 2020, the Company discovered the note dated December 15, 2008 from Mark and Stephanie Felgenhauer, was missing the 25% default interest rate. The Company recalculated the interest

- on the note and posted an adjustment for \$377,348 to increase accrued interest and decrease retained earnings for the missing interest from the years ended December 31, 2009 through December 31, 2019.
- (2) On April 9, 2015, noteholder converted \$3,879 of principal and accrued interest into 3,879,160 unrestricted shares of the Company's common stock at \$.0010 per share to partially settle the obligation.
  - (3) On November 25, 2020, noteholder converted \$4,397 of interest into 2,198,635 unrestricted shares of the Company's common stock at \$.002 per share to partially settle the obligation. On February 19, 2021, noteholder converted \$2,001 of interest into 1,000,685 unrestricted shares of the Company's common stock at \$.002 per share to partially settle the obligation. On April 15, 2021, noteholder converted \$3,378 of interest into 1,689,040 unrestricted shares of the Company's common stock at \$.002 per share to partially settle the obligation. On July 21, 2021, noteholder converted \$3,990 of interest into 1,995,205 unrestricted shares of the Company's common stock at \$.002 per share to partially settle the obligation. On September 29, 2021, noteholder converted \$4,979 of interest into 2,489,265 unrestricted shares of the Company's common stock at \$.002 per share to partially settle the obligation.
  - (4) On October 11, 2016, noteholder converted \$2,500 of principal into 200,000 unrestricted shares of the Company's common stock at \$.0125 per share to partially settle the obligation.
  - (5) On October 11, 2016, noteholder converted \$2,500 of principal into 200,000 unrestricted shares of the Company's common stock at \$.0125 per share to partially settle the obligation.
  - (6) On October 11, 2016, noteholder converted \$4,000 of principal into 320,000 unrestricted shares of the Company's common stock at \$.0125 per share to partially settle the obligation.
  - (7) On October 13, 2016, Company's CEO converted \$62,255 of principal into 4,980,400 unrestricted shares of the Company's common stock at \$.0125 per share to partially settle the obligation. On January 31, 2020, the Company paid \$1,101 of interest to partially satisfy the promissory note to the Company's CEO. On November 11, 2015, Henthorn Enterprises Inc, assigned \$15,000 principal of a \$125,000 convertible promissory note dated September 15, 2015 to NWBB, Inc. (Marc Hatch has voting and investment control). On October 20, 2017, the noteholder converted \$162 of interest into 648,000 unrestricted shares of the Company's common stock at \$.00025 per share to partially settle the obligation. On September 1, 2020, the noteholder converted \$3,679 of principal into 2,072,572 unrestricted shares of the Company's common stock at \$.001775 per share to partially settle the obligation.
  - (8) On October 25, 2017, January 3, 2018, February 15, 2018, May 4, 2018 and February 5, 2019, the noteholder converted an aggregate of \$1,140 of accrued interest into 4,560,000 unrestricted shares of the Company's common stock at \$.00025 per share to partially settle the obligation.
  - (9) On August 7, 2020, the noteholder converted \$976 of interest into 549,859 unrestricted shares of the Company's common stock at \$.001775 per share to partially settle the obligation.
  - (10) On October 11, 2015, noteholder converted \$1,250 of principal into 527,452 unrestricted shares of the Company's common stock at \$.00025 per share to partially settle the obligation.
  - (11) On September 28, 2018, noteholder converted \$1,319 of principal and accrued interest into 527,452 unrestricted shares of the Company's common stock at \$.0025 per share to partially settle the obligation. On January 31, 2021, noteholder converted \$5,000 of principal and accrued interest into 2,000,000 unrestricted shares of the Company's common stock at \$.0025 per share to partially settle the obligation.
  - (12) On June 13, 2021, noteholder converted \$2,000 of principal into 400,000 unrestricted shares of the Company's common stock at \$.005 per share to partially settle the obligation.
  - (13) On June 13, 2021, noteholder converted \$2,000 of principal into 400,000 unrestricted shares of the Company's common stock at \$.005 per share to partially settle the obligation.

- (14) On February 9, 2021, noteholder converted \$8,700 of principal and accrued interest into 1,740,000 unrestricted shares of the Company's common stock at \$.005 per share to partially settle the obligation.
- (15) On March 12, 2021, noteholder converted \$8,313 of principal and accrued interest into 2,375,000 unrestricted shares of the Company's common stock at \$.0035 per share to partially settle the obligation.
- (16) On August 6, 2021, noteholder converted \$7,000 of principal into 1,400,000 unrestricted shares of the Company's common stock at \$.005 per share to partially settle the obligation.

Debt securities, including promissory and convertible notes issued after September 30, 2021:

- (1) On October 26, 2021, the Company executed and delivered a \$18,500 Convertible promissory note to Capital Consulting, Inc. (Mark Schaftlein has voting and investment control). The Convertible Note bears interest at 8% and has a maturity date of October 26, 2022 at which time all principal and accrued interest shall be due and payable. After maturity the interest rate increases to 15%. Prepayment is permitted without penalty. The Convertible Note is convertible by the holder, at the noteholder's election, into shares of the Company's common stock at an exercise price of \$.025 per share.

#### **Item 4. Financial Statements.**

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

☒ U.S. GAAP  
☐ IFRS

- B. The financial statements for this reporting period were prepared by:

Name: Rick Basse, CPA  
Title: Owner of Rick Basse Consulting, PLLC  
Relationship to Issuer: Accountant engaged by Company

The following financial statements described below are provided and incorporated by this reference for the most recent fiscal year or quarter:

- C. Consolidated Balance Sheets;  
D. Consolidated Statements of Operations;  
E. Statement of Changes in Shareholders' Equity  
F. Statement of Cash Flows;  
G. Financial Notes; and  
H. Audit letter, if audited (the Company was not Audited)

#### **Management's Discussion and Analysis or Plan of Operation.**

##### **A. Plan of Operation.**

For the foreseeable future, our operating plan is to assimilate the January, 2021 acquisition of Discount Ad Brokers and its media business activities into the Company and its existing business operations. It is anticipated that Discount Ad Brokers will add approximately \$2.7 million of annual revenues to Reeltime, but there are no assurances as to the amount of future revenues which may be generated.

We will be dependent upon both the ability to conserve existing cash resources, the ability to convert barter exchange assets into cash, and the ability to obtain additional capital through equity financing and/or debt financing in an effort to provide the necessary funds and cash flow to meet our obligations on a timely basis and to operate our business in an efficient and economical manner. In the event that we are unable to conserve existing cash resources and/or obtain the additional and necessary capital, the Company may have to cease or significantly curtail our operations. This could materially impact the Company's ability to continue as a going concern for a reasonable period of time.

## **Liquidity and Capital Resources**

The accompanying financial statements have been prepared on a going concern basis, which contemplates the realization of assets and satisfaction of liabilities in the normal course of business. At September 30, 2021, we have an accumulated deficit since inception of \$8,830,356. We generated \$1,930,784 revenues and a net loss of \$828,571 during the nine months ended September 30, 2021. Revenues for the nine months ended September 30, 2021, included \$1,585,427 from our acquisition of Discount Ad Brokers which produced only a .1% gross margin due to issues in the transition period. The Company is optimistic margins will improve in the coming months. These factors, among others, indicate that the Company might be unable to continue as a going concern for a reasonable period of time.

As of September 30, 2021, we had cash and marketable securities of \$50,977 and working capital deficit of \$4,202,511. This compares to cash and marketable securities of \$25,719 and a working capital deficit of \$2,196,265 at December 31, 2020. The increase in working capital deficit of \$2,006,246 is primarily attributable the \$1,700,000 convertible note to acquire Discount Ad Brokers on January 1, 2021 and an approximate \$290,000 increase in accrued expense primarily from an increase in accrued interest expense on our promissory notes payable.

Based on anticipated operating and administrative expenses, the Company will not have sufficient cash resources to finance its operations except for several months unless we are able to raise additional equity financing and/or debt financing in the immediate future. We have commenced, and will continue to pursue, efforts to raise additional equity financing and/or debt financing from a variety of sources and means. In addition, we will pursue converting barter exchange assets into cash. There are no assurances that we will be able to obtain any additional financing and, even if obtained, that such financing will be in a sufficient amount to be able to continue operations for a sufficient period until the Company is able to generate sufficient revenues and become profitable.

## **B. Management's Discussion and Analysis of Financial Condition and Results of Operations.**

### **Results of Operations for the three months ended September 30, 2021 compared to the three months ended September 30, 2020:**

**Overview.** We had revenues of \$187,531 and \$210,649 for the three months ended September 30, 2021 and 2020, respectively. There were net losses of \$293,362 and \$105,889 for the three months ended September 30, 2021 and 2020, respectively. The increase in net loss of \$187,473 is attributable to the factors discussed below.



**Revenues.** We had revenues from operations of \$187,531 and \$210,649 for the three months ended September 30, 2021 and 2020, respectively. Our September 30, 2021 revenues included \$29,217 revenues from our acquisition of Discount Ad Brokers, \$148,200 from our cashless bartering business and \$10,114 from our other business. Discount Ad Brokers focuses on providing clients top tier advertising placements at pricing levels at or below remnant inventory rate structures through an inventory acquisition model utilizing contracted capacity buys and bulk inventory-based contracts with major US media properties. Our bartering revenues consisted primarily of various bartering transactions for virtual reality (VR) and media services. Our bartering revenues were down due to disruptions in business activities and a decline in media spending arising from the COVID 19 pandemic. Predominantly, the business model is to purchase incomplete advertising impressions with barter assets and sell completed advertising for barter assets. The extent to which, and the amount of revenues which may be generated from our future business operations and activities is dependent on our assimilation of the Discount Ad Brokers business acquired on January 1, 2021 and the period of time necessary to restore media and other business to their respect pre-COVID 19 pandemic levels.

**Gross Margin.** Once cost of revenue and other expenses to generate revenue are considered, we had gross margins of \$1,115 or 0.6% of revenue and \$43,945 or 20.9% of revenue from our operations for the three months ended September 30, 2021 and 2020, respectively. The volume and margins on our media business (former Discount Ad Brokers) were extremely low as we transition to the Reeltime sales team.

**Expenses.** Our operating expenses were \$144,639 and \$81,835 for the three months ended September 30, 2021 and 2020, respectively. The increase of \$62,804 was primarily attributable to an increase of approximately \$38,000 from stock-based compensation primarily from an approximate \$39,000 increase for our CEO compensation, an approximate \$20,000 increase in depreciation and amortization expense from our Discount Ad Brokers and Loudmouth acquisition and an approximate \$4,000 increase in other general and administrative expenses.

**Other Income (Expense).** Our total other expense was (\$149,878) and (\$67,999) for the three months ended September 30, 2021 and 2020, respectively. The \$81,879 increase in expenses was attributable to a \$50,199 increase in net interest expense from our notes payable and notes receivable, primarily a result of higher debt discount interest expense from convertible debt compared to the three months ended September 30, 2020 including a \$1,700,000 convertible note to acquire Discount Ad Brokers on January 1, 2021 and an \$31,680 increase in other expense related to the change in market value of our marketable securities.

#### **Results of Operations for the nine months ended September 30, 2021 compared to the nine months ended September 30, 2020:**

**Overview.** We had revenues of \$1,930,784 and \$457,156 for the nine months ended September 30, 2021 and 2020, respectively. There were net losses of \$828,571 and \$354,048 for the nine months ended September 30, 2021 and 2020, respectively. The increase in net loss of \$474,523 is attributable to the factors discussed below.

**Revenues.** We had revenues from operations of \$1,930,784 and \$457,156 for the nine months ended September 30, 2021 and 2020, respectively. Our September 30, 2021 revenues included \$1,585,427 revenues from our acquisition of Discount Ad Brokers, \$315,325 from our cashless bartering business and \$30,032 from our other business. Discount Ad Brokers focuses on providing clients top tier advertising placements at pricing levels at or below remnant inventory rate structures through an inventory acquisition model utilizing contracted capacity buys and bulk inventory-based contracts with major US media properties. Our bartering revenues consisted primarily of various bartering transactions for virtual reality (VR) and media services. Our bartering revenues were down due to disruptions in business activities and a decline in media spending arising from the COVID 19 pandemic. Predominantly, the business model is to purchase incomplete advertising impressions with barter assets and sell completed advertising for barter assets. The extent to which, and the amount of revenues which may be generated from our future business operations and activities is dependent on our assimilation of the Discount Ad Brokers business acquired on January 1, 2021 and the period of time necessary to restore media and other business to their respect pre-COVID 19 pandemic levels.

**Gross Margin.** Once cost of revenue and other expenses to generate revenue are considered, we had gross margins of \$60,289 or 3.1% of revenue and \$84,466 or 18.5% of revenue from our operations for the nine months ended September 30, 2021 and 2020, respectively. Our gross margin on the \$1,585,427 revenues from our Discount Ad Brokers business was .1%. The volume and margins on our media business (former Discount Ad Brokers) were extremely low as we transition to the Reeltime sales team.

**Expenses.** Our operating expenses were \$527,297 and \$255,249 for the nine months ended September 30, 2021 and 2020, respectively. The increase of \$272,048 was primarily attributable to an increase of approximately \$195,000 from stock-based compensation primarily from stock grants to our CEO and others, an approximate \$47,000 increase in depreciation and amortization expense from our Discount Ad Brokers acquisition and an approximate \$46,000 increase in other general and administrative expenses, offset by an \$16,000 impairment charge in the nine months ended September 30, 2020.

**Other Income (Expense).** Our total other expense was (\$361,563) and (\$183,265) for the nine months ended September 30, 2021 and 2020, respectively. The \$178,298 increase in expenses was attributable to a \$187,315 increase in net interest expense from our notes payable and notes receivable, primarily a result of higher debt discount interest expense from convertible debt compared to the nine months ended September 30, 2020 including a \$1,700,000 convertible note to acquire Discount Ad Brokers on January 1, 2021, offset by a \$6,560 increase in other income related to the change in market value of our marketable securities and a loss on extinguishment of notes receivable for 2,457 for the nine months ended September 30, 2020.

## **Capital Structure and Resources**

We had total assets of \$3,102,392 as of September 30, 2021, which consisted of cash of \$12,577, marketable securities of \$38,400, prepaid expense of \$42,112 from our prepaid media credits and other prepaid transactions, due from related parties of \$6,968, barter exchange asset of \$1,128,084, related party notes receivables and accrued interest of \$15,425, property and equipment (net of accumulated depreciation) of \$178, intangible assets for our virtual reality business, our acquisition of Doyen Communication assets, our patent for “Simultaneous Spherical Panorama Image and Video Capturing System”, the acquisition of Discount Ad Brokers and the acquisition of Loudmouth, Inc. (net of accumulated amortization) for \$432,948 and goodwill of \$1,425,700 from our Discount Ad Brokers acquisition.

We had total liabilities of \$5,446,077 as of September 30, 2021 consisting of accounts payable of \$94,866, accrued expenses of \$2,230,383, notes payable of \$264,990, convertible notes payable of 2,355,045 (net of debt discounts), related party convertible notes payable of \$402,423 (net of debt discounts) and deferred revenue of \$98,370 from our bartering business and other items. For further information and details for the accrued expense see Note 5 (Accrued Expenses) to the financial statements attached hereto as Exhibit A. For further information and details on convertible notes and notes payable which have been issued, see Note 6 (Notes Payable) to the financial statements attached hereto as Exhibit A and information set forth in Item 3 B above.

At September 30, 2021, we had total stockholders' deficiency of \$2,343,685. We have had net losses since inception and had an accumulated deficit of \$8,830,356 at September 30, 2021.

For the nine months ended September 30, 2021, we had net cash used in operating activities of \$134,122. Net cash of \$141,300 was provided by financing activities for the nine months ended September 30, 2021 from convertible notes payable issued to third parties of \$141,300.

## **PART B BUSINESS INFORMATION**

### **Item 5. Issuer's Business, Products and Services.**

#### **A. Summary of the Issuer's Business Operations.**

##### ***Current Operations***

In 2014, ReelTime Rentals, Inc. ("ReelTime" or the "Company") shifted its focus and core business and formed strategic alliances and partnerships with various individuals in the media space with the intent and objective to develop specific technologies and entertainment-based products. Also, ReelTime takes a broad view of current advertising, marketing and public relations trends, video and broadcast media which allows ReelTime to focus upon, and identify, existing or emerging opportunities within the media and entertainment space which it can include in its suite of products and/or services. In addition, ReelTime expertise and exposure enables it to assist individuals and entities to capitalize upon, and maximize the benefits from, when they are suddenly thrust into, or receive, public attention and/or media exposure from, among other things, being featured on a TV show, an impactful event, viral social media or other types of media exposure.

In furtherance of its business, ReelTime seeks to establish, and participate, in strategic alliances. Among its strategic alliances, ReelTime established the ReelTime Media Group which uses the collaborative efforts of various media experts ranging from Emmy award winning producers, media distribution companies, marketing, and social media influencers. Another similar collaborative arrangement is ReelTime Media Partners which has produced television pilots and shows which aired on WeTV and Special Features that have aired on CNBC. They also produced numerous television marketing spots and commercials which have aired nationally across many media distribution platforms.

ReelTime Media group operates three distinct operational divisions each producing revenue streams which contribute to and provide quarterly revenues.

***The Virtual Reality division*** in operation since 2014 and is in the business of developing, producing and distributing Virtual Reality content and technologies. ReelTime has end-to-end production, editing, and distribution capabilities for internal and external 360° Virtual Reality projects.

ReelTime continues to be actively engaged in developing and producing an end-to-end state of the art Virtual Reality suite including our two, award winning, live action series “In Front of View” and “Really Twins”. ReelTime also produced “The Making of Megs McLean” available on its own proprietary mobile platform via the ReelTime VR app. All content is available as well on the Samsung Gear VR, Oculus and Vive based distribution, Veer, Vimeo, LittleStar, IGTV, YouTube and Facebook. ReelTime continues to launch its content on additional distribution portals as they emerge.

ReelTime developed and, on July 19, 2016, filed a patent application for a “Simultaneous Spherical Panorama Image and Video Capturing System” [Application no. 62364262] which has been in continued development. ReelTime anticipates that it will be able to use this technology in consumer and commercial applications. On September 1, 2020, the patent was officially issued as U.S. Patent Number 10761303.

On September 3, 2020, the Company announced that the patent application number 15,654,613 titled “Simultaneous Spherical Panorama Image and Video Capturing System” had officially been issued on September 1, 2020 as U.S. Patent Number 10,761,303. The term of the patent is 20 years and 247 days from the earliest filing date of the patent application, calculated to be March 23, 2038.

Although the original technology allows any cell phone or other camera to instantaneously capture 360 X 360 Virtual Reality Video or pictures without any need for stitching, the patent provides protection from infringement from any capturing of a plurality of images utilizing at least one mirror. This spans a wide range of industries and uses.

The Simultaneous Spherical Panorama Image and Video Capturing System (code-named the “Periramascope”) is described in the patent application as a “360-degree image and capturing system having no lenses, a single lens, or a plurality of lenses. The device directs light from the sphere surrounding the device to a single reflected aggregate image that is then transformed into a full 360 X 360 spherical image or any subset thereof.”

***The Media division*** The ReelTime Media brand was established in 2017 initially to monetize the ability to connect advertisers with the nation’s major media properties with excess advertising capacity which has expanded to that of a traditional advertising agency model providing production, media planning and placement services to national, regional and local advertising clients.

ReelTime has built a significant inventory of advertising placement opportunities now totaling approximately \$1,128,084 as of September 30, 2021. The Company’s business model is to purchase incomplete advertising impressions with barter assets and sell completed advertising for barter assets or cash. The Company achieved revenues of \$315,325 from 47 transactions ranging from \$750 to \$58,200 each, for the nine months ended September 30, 2021, and achieved revenues of \$430,740 from 67 transactions ranging from \$600 to \$63,000 each, for the nine months ended September 30, 2020. The cost of revenues amounted to approximately 47% to 115% of the gross revenues for the nine months ended September 30, 2021 and 2020. During the nine months ended September 30, 2021, the recognized monthly revenue of 5 transactions was \$35,000 per month. The ability to monetize this pre-paid inventory balance is anticipated to produce a significant increase in sales and profits in the later part of 2021 and thereafter.

During the period from 2018 through 2021, as noted in its financial statements, ReelTime has participated in various barter transactions involving media advertising availability and placement activity with favorable financial results. A large portion of these barter transactions occurred through the iTrade Pay barter exchange. ReelTime intends to continue using various barter exchanges for a significant portion of its advertising/media placement activities in the future.

***The Content Production division*** developed from the production, editing and audio management elements of the VR division which was established in 2018 to engage in developing and producing Linear TV and Radio broadcasts of editorial support programming in a paid placement model including the flagship program title of “Special Featured Product Report” and the “Health Watch Minute” which aired on cable networks such as CNBC.

Developing a revenue stream from both the media placement activity and the production of the content piece within the content production division produces the highest gross margins of the three ReelTime divisions.

In the future, the Company anticipates that it will continue with its core media-based business activities which may thereby generate sufficient revenues to expand and utilize emerging technologies and potential opportunities which may arise. The Company also anticipates that it may have the opportunity to acquire other similar media-based businesses that can help and assist it to advance its core activities as summarized herein.

The Company experiences no existing government regulation outside of general corporation law for the states in which it operates (or will operate) and federal regulations pertinent to it as an Issuer and in the course of daily business. Management perceives no probable government regulation that would otherwise restrict the business or the plans of the Company. In that context, management believes the Company is not significantly impacted by federal, state and local environmental laws and does not have significant costs associated with compliance with such laws and regulations. The Company has one officer and makes use of consultants on an as needed basis.

#### ***Acquisition of Loudmouth Media, Inc.***

On April 26, 2021, the Company acquired 100 percent ownership of Loudmouth Media, Inc. from Conservative Broadcast Media & Journalism, Inc. “LoudMouth News”, became the first, longest running and only syndicated terrestrial (over the air) radio program that focused on the news relating to the marijuana industry in the USA and Canada. The acquisition price was 1,000,000 restricted shares of the Company’s common stock valued at \$155,000 or \$0.155 per share.

LoudMouth News began as a two-minute syndicated news program and quickly grew to a five-minute segment running as news on a variety of stations across the nation. The news format can be listened to at [www.loudmouthnews.com](http://www.loudmouthnews.com) or on over 700 radio stations in the USA and 128 radio stations in Canada. In addition to being broadcast over radio, LoudMouth News is broadcast by YouTube [https://www.youtube.com/channel/UCVUtl\\_HEsKdZ1uTlnjmgB1Q](https://www.youtube.com/channel/UCVUtl_HEsKdZ1uTlnjmgB1Q) and has been available as a podcast on all Android and Apple devices.

Moving forward, as part of the expansion from radio to TV, LoudMouth will endeavor to broaden the scope of its subject matter from being marijuana specific to anything impactful, controversial, or simply interesting and entertaining.

### ***Acquisition of Discount Ad Brokers.***

On January 1, 2021, the Company acquired all of the assets of Discount Ad Brokers, a 15-year-old media company operating within a unique niche of the advertising industry, which was owned by NWBB, Inc., . In exchange for this acquisition, the Company issued and delivered a \$1,700,000 convertible promissory note which bears 8% interest, has a maturity date of January 1, 2022 and may be converted, at the option of the holder, into shares of the Company's common stock at an exercise price of \$.20 per share.

Discount Ad Brokers focuses on providing clients top tier placements at pricing levels at or below remnant inventory rate structures through a unique inventory acquisition model utilizing contracted capacity buys and aggressive bulk inventory-based contracts with major US media properties.

Discount Ad Brokers will maintain the majority of its current staff with operations expected to move from their current location in Washougal, Washington to the Company's facilities during 2021 when operations will be consolidated and combined with the Company's sales, support and production staff with the objective and intent to increase sales and overall capabilities of the combined operations.

Discount Ad Brokers has consistently been the agency of choice for discount media placements for notable marquis clients such as Hooters, Hard Rock Resorts International, Toys for Tots, Tony Robins, Glucose Health, SeaWorld, and numerous national brands within the hospitality, finance and As Seen On TV sectors generating over 30 million dollars in revenues from these accounts, which will be maintained in accordance with the agreement.

Annual gross billings of Discount Ad Broker ("DAB") averaged over \$20 million per year over the last 3 years resulting in net placement revenues averaging \$2.6 million per year. Net revenues have historically risen from, \$4.2 million in 2018, to \$5.1 million in 2019, were reduced to approximately \$1.1 million in 2020 due to an elimination of ads from restaurant and travel clients during the COVID 19 pandemic that historically has been a large percentage of its mainstay business. This has begun to shift and may exceed past performance once restrictions on travel and dining are lifted as is expected throughout 2021. There is a pent-up demand for travel and restaurant advertising driven from both an industry and a consumer demand standpoint. For the nine months ended September 30, 2021, we generated revenues of approximately \$1.6M and a gross margin of 0.10% from our Media business (former DAB business). We expected to generate revenues of \$2.7M for the twelve months ended December 31, 2021, however, volume and margins on our media business were below expectations as we transition to the Reeltime sales team.

### ***Acquisition of Doyen Communications.***

On December 3, 2018, the Company entered into an Asset Purchase Agreement with NWBB Inc, a Washington corporation. As a result, the Company acquired all of the assets of Doyen Communications in exchange for the issuance and delivery of a \$107,642 convertible promissory note. Doyen Communications will operate as a wholly owned subsidiary. Doyen Communications is a creative developer and content architect. Developing, publishing and distributing industry and audience specific news journals and web portals should bolster the content library of the ReelTime content production division including such titles as Health Watch Minute, Bev Industry News, Country Pick Of The Week and VR Biz Journal. This acquisition immediately created sales opportunities and drove revenues to ReelTime. The assets purchased consist of the following:

• Cash	\$ 5,642
• Pre-paid media	24,000
• IP and other assets	<u>78,000</u>
Grand Total	\$107,642

### ***Material Contracts***

The material contracts arising from, or applicable to, the Virtual Reality division include the following:

- On September 15, 2015, the Company entered into and consummated a Bill of Sales and Assignment and Assumption Agreement (the “Agreement”) with Henthorn Enterprises Inc., a Washington corporation owned by Barry Henthorn. At the time of this transaction, Mr. Henthorn was not an officer, director or an affiliate of the Company. However, Mr. Henthorn is currently the Company’s CEO and a director. On March 11, 2020 the ownership of Henthorn Enterprises Inc. was transferred to Ronald Henthorn. Mr. Henthorn, the father of Barry Henthorn. Ronald Henthorn is not considered an affiliate but could be considered a related party. Pursuant to the Agreement, the Company acquired all assets and assumed all the contracts of a Virtual Reality Application known as ReelTime VR, and in exchange, the Company issued a \$125,000 Convertible Promissory Note. The Convertible Notes bears interest at 5% and has a maturity date of 12 months. The Convertible Note is convertible by the holder, at his election, into shares of the Company’s common stock at an exercise price of \$.002. On October 13, 2016, the Company modified the promissory note to reduce the conversion rate per share from \$.002 to \$.00025 per share.
- During August 2016, the Company entered into 4 (four) “Work for Hire Performance Agreements” with actors to co-host the Virtual Reality travel shows “In Front of View” and “Really Twins”. The contracts cover two seasons for both Virtual Reality shows defined as 6 (six) episodes per season. All work must be completed by December 31, 2019. The agreement may be terminated without cause by either party upon 30-day advance notice. For each season of the “In Front View” Virtual Reality show, the two actors are compensated with 1,500,000 restricted shares for an aggregate of 3,000,000 shares of the Company’s restricted common stock. The first season was completed by August 30, 2016 and the shooting on Season 2 was completed in August 2018. For the first season, the 1,500,000 restricted shares were valued at \$.01 per share or \$15,000. For the second season, the 1,500,000 restricted shares were valued at \$.019 per share or \$28,500. For each season of “Reality Twins” Virtual Reality show, the two actors are compensated with 1,000,000 restricted shares for an aggregate of 2,000,000 restricted shares of the Company’s restricted common stock. The first season was completed during January 2018 and the 1,000,000 restricted shares were valued at \$.0244 per share or \$24,400. As of November 22, 2021, the foregoing shares had not been issued to the actors. During December 2018, the contracts for season two of the “Really Twins”

was extended to December 31, 2019. On June 1, 2019, the contract was extended to June 30, 2020. The 1,000,000 restricted shares have not been earned or issued for the second season. During June 2020, the agreement with the Really Twins for season two was extended until June 30, 2022 due to complications of shooting during Covid-19. The production for season two was underway on November 22, 2021.

- During December 2018, the Company entered into two consulting contracts with individuals for 1,000,000 restricted shares of the Company's common stock. The shares were valued at \$9,800 or \$.0098 per share. At November 22, 2021, the shares have been earned but not issued to the consultants.
- During January 2019, the Company entered into a consulting contract with an individual for 750,000 restricted shares of the Company's common stock. The shares were valued at \$7,500 or \$.01 per share. At November 22, 2021, the shares have been earned but not issued to the consultants.
- During May 2019, the Company entered into a consulting contract with an individual for 750,000 restricted shares of the Company's common stock for sales services to the Company. The shares were valued at \$7,200 or \$.0096 per share. At November 22, 2021, 750,000 shares have been earned but not issued to the consultants. In addition, the consultant will be paid a 10% commission for sales generated by the consultant and may earn an additional bonus based on margins of sales.
- During October and November 2019, the Company entered into two consulting contracts with individuals for 1,000,000 restricted shares of the Company's common stock. The shares were valued at \$9,800 or \$.0098 per share. At November 22, 2021, 1,000,000 shares have been earned but not issued to the consultants.
- During October and November 2020, the Company entered into two consulting contracts with individuals for 1,250,000 restricted shares of the Company's common stock. The shares were valued at \$117,100 or \$.0937 per share. At November 22, 2021, the 1,250,000 shares have not been earned by the consultants.
- On December 9, 2020, the Company entered into a two-year agreement with Marc Hatch, to provide expertise as sales manager for Company's Discount AD Brokers acquisition. Mr. Hatch will be compensated with 1,000,000 shares of the Company's restricted common stock for each year of service for an aggregate of 2,000,000 shares. The subject shares will be earned on January 1, 2022 and January 1, 2023. At November 22, 2021, none of the subject shares have been earned. In addition, Mr. Hatch is compensated with 3.5% of the gross advertising revenues generated by Discount Ad Brokers after certain milestones are met. As of September 30, 2021, Mr. Hatch has earned \$1,184 in fees from the gross advertising revenues generated by our Media Business (formerly Discount Ad Brokers).
- During March 2021, two consultants earned an aggregate of 112,500 restricted shares of the Company's common stock for service to the Company. The shares were valued at \$.1026 per share or \$14,920. The shares have not been issued as of November 22, 2021.
- During April 2021, a consultant earned 250,000 restricted shares of the Company's common stock for services to the Company. The shares were valued at \$0.1273 per share or \$31,825. The shares have not been issued as of November 22, 2021.

The material contracts arising from, or applicable to, the Media Division include the following:

- On September 15, 2017, the Company entered into an agreement with NWBB, Inc. to provide \$2,000,000 in pre-paid media placement opportunities and services in exchange for a \$2,000,000 convertible note with a conversion price of \$1 per share of the Company's common stock. NWBB, Inc. may only convert shares consistent with the amount of media utilized by the Company as a direct result of signed insertion orders. The media assignments may be used on television, radio, out of home, digital display and print publications including airline magazines subject to normal placement terms excluding current contracted buys and existing agency specific or media property relationships previously entered into by the Company.
- On July 15, 2018, the Company entered into a five-year agreement with NWBB, Inc. to provide products for resale and valuable marketing business assistance to the Company. NWBB, Inc. will be compensated



with 5,000,000 restricted shares of the Company's common stock for each year of service. The subject shares will not be issued until the anniversary date. The shares for year one were valued at \$100,000 or \$.02 per share and were earned in July 2019. The shares for year two were valued at \$41,500 or \$.0083 per share and were earned in July 2020. On May 25, 2021, the Company and the consultant modified the agreement to reduce the number of shares to an aggregate of 5,000,000 share from 25,000,000 shares, which represents the shares earned in July 2019 for \$100,000 or \$0.02 per share. During July 2021, the 5,000,000 shares were issued to the Consultant to fully satisfy the agreement.

- On October 1, 2019 the Company entered into a twenty-four-month agreement with Baristas Coffee Company, Inc, a related corporation, to provide various services including product development, social media management, website development and other services. The Company will be paid \$1,000 per month.
- On March 1, 2020 the Company entered into a twenty-four-month agreement with Munchie Magic, a related corporation, to provide various services including product development, social media management, website development and other services. The Company will be paid \$5,000 for month one, \$4,000 for month two and \$3,500 per month thereafter.
- On January 12, 2021, the Company signed a Worldwide Exclusive Limited Perpetual Technology, Business Model and Processes Licensing Agreement with a related corporation (Munchie Magic) for developing, implementing, and marketing various technologies, business models and processes. Under the agreement, Munchie Magic will pay a license fee to the Company equal to \$.35 per transaction (customer order).
- On August 16, 2021, Munchie Magic DBA Thai Dah, a related corporation, signed a Worldwide Exclusive Limited Perpetual Technology, Business Model and Processes Licensing Agreement with the Company for developing, implementing, and marketing various technologies, business models and processes. Under the agreement, Thai Dah will pay a license fee to the Company equal to \$.35 per transaction (customer order).
- On August 16, 2021, Munchie Magic DBA Mini Bar, a related corporation, signed a Worldwide Exclusive Limited Perpetual Technology, Business Model and Processes Licensing Agreement with Company for developing, implementing, and marketing various technologies, business models and processes. Under the agreement, Mini Bar will pay a license fee to the Company equal to \$.35 per transaction (customer order).

The material contracts arising from, or applicable to, the Content Production Division include the following:

- On March 27, 2018, the Company entered into a “Binding Letter of Agreement” with veteran detective/author John Cameron for 50% ownership rights to "It's Me Edward Wayne Edwards - The Serial Killer You Never Heard of" and the subsequent updated version "It Was Always ME! Edward Edwards - The Most Prolific Serial Killer of All Time" and or its derivatives. In exchange, the Company will issue the author 1,000,000 restricted shares of Company's common stock valued at \$20,000 or \$0.02 per share and provide various multimedia services to market and sell the book. These services include websites, internet accessible portals complete with e-commerce, affiliate programs, TV, Radio spots. At November 22, 2021, the shares have been earned but have not yet been issued.

Executive contracts are as follows:

On June 1, 2016, the Company signed a five-year Executive Employment Contracts with Barry Henthorn, the Company's CEO and Scott Steciw, the Company's CFO. Each executive will be compensated with \$100,000 per year base compensation with 50% bonus opportunities and milestone incentives, payable in the Company's restricted common stock and 1,000,000 restricted shares of the Company's common stock payable on each anniversary beginning June 1, 2017. The provision for a \$100,000 base with 50% bonus compensation was removed in December 2016 from both employment contracts. In addition, each executive was granted 4,000,000 incentive and other shares for an aggregate of 8,000,000 shares for meeting certain Company objectives. The objectives were achieved, and executives earned the shares. During August 2018, the Company issued 5,000,000 restricted shares of the Company's common stock to the Company's CEO and CFO for an aggregate of 10,000,000 shares for their June 1, 2017 anniversary and incentive shares. The shares were valued at \$114,000 or \$0.0114 per share. On June 1, 2018, the executives earned 1,000,000 restricted shares of the Company's common stock for an aggregate of 2,000,000 shares for their June 1, 2018 anniversary. The shares were valued at \$60,000 or \$0.03 per share. On December 31, 2018, Mr. Steciw, resigned from the Company and ceased accruing further shares. As of November 22, 2021, these shares have not been issued to the executives. On June 1, 2019, Mr. Henthorn earned 1,000,000 restricted shares of the Company's common stock for his June 1, 2019 anniversary. The shares were valued at \$9,400 or \$0.0094 per share. As of November 22, 2021, these shares have not been issued to the executive. On June 1, 2020, Mr. Henthorn earned 1,000,000 restricted shares of the Company's common stock for his June 1, 2020 anniversary. The shares were valued at \$9,500 or \$0.0095 per share. As of November 22, 2021, these shares have not been issued to the executive. Since the Mr. Henthorn received a new contract as of October 1, 2020, this employment agreements dated June 1, 2015, was cancelled as of June 1, 2020.

On October 1, 2020, the Company signed a two-year Executive Employment Contracts for Barry Henthorn, the Company's CEO. Mr. Henthorn will receive \$4,000 per month for the first five months, \$6,000 a month for months six through twelve and \$12,000 per month for months twelve through twenty-four. In-addition, the Mr. Henthorn will receive 4,440,000 restricted shares of the Company's common stock for the service period from October 1, 2020 through September 30, 2022. The shares were valued at \$311,080 or \$0.07 per share. A total of 555,500 shares vest each 90 days after the October 1, 2020 contract date. As of November 22, 2021, Mr. Henthorn has earned 2,222,000 shares valued at \$155,540 or \$0.07 per share. As of November 22, 2021, these shares have not been issued to the executive.

**B. Describe any subsidiaries, parents or affiliated companies, if applicable, and a description of their contact information for the business, officers, directors, managers or control persons.**

The Company conducts business under the names ReelTime Media, ReelTime VR, ReelTime Partners, and simply ReelTime. All managers and control persons are identical as to those of each business name. The business designations are for product and marketing differentiation purposes. ReelTime purchased Doyen Communications but does not utilize the Doyen name and has incorporated all Doyen activities into the overall umbrella of the Company's business operations. Doyen will operate as a wholly owned subsidiary.

**C. Principal Products or Services, and Their Markets.**

ReelTime is in the business of developing, producing, and distributing Virtual Reality Content and technologies. We have end to end production, editing, and distribution capabilities for internal and external projects. ReelTime currently produces three ongoing series for the Samsung Gear VR platform and distributes them over numerous VR delivery portals including Gear VR, Oculus, Veer VR, HTC Vive, YouTube 360, Facebook, and others.

ReelTime Media also publishes the book "It Was Always Me – Edward Edwards - The Most Prolific Serial Killer of All Time" which has been the subject of a cover story on People Magazine, Rolling Stone, In Touch, and a six-part series on Paramount network, [www.itwasalwaysme.com](http://www.itwasalwaysme.com).

In 2018, ReelTime purchased Doyen Communications, a full-service advertising placement agency and premium content creator of publishing industry and audience specific news journals and web portals that develops, publishes and distributes industry, company, and consumer-based information and awareness. Over 30 individual publications serving a variety of industry sectors make up the Doyen Communications portfolio.

On January 1, 2021, the Company acquired all of the assets of Discount Ad Brokers ("DAB"), a 15-year-old media company operating within a unique niche of the advertising industry. DAB focuses on providing clients top tier placements at pricing levels at or below remnant inventory rate structures through a unique inventory acquisition model utilizing contracted capacity buys and aggressive bulk inventory-based contracts with major US media properties. Annual gross billings of DAB averaged over \$20 million per year over the last 3 years resulting in net placement revenues averaging \$2.6 million per year. Net revenues have historically risen from, \$4.2 million in 2018, to \$5.1 million in 2019, were reduced to approximately \$1.1 million in 2020 due to an elimination of ads from restaurant and travel clients during the COVID 19 pandemic that historically has been a large percentage of its mainstay business. This has begun to shift and may exceed past performance once restrictions on travel and dining are lifted as is expected throughout 2021. There is a pent-up demand for travel and restaurant advertising driven from both an industry and a consumer demand standpoint. For the nine months ended September 30, 2021, we have generated revenues of approximately \$1.6M and a gross margin of 0.10% from our Media business (former DAB business), which was approximately 82% of our total revenues. We expected to generate revenues of \$2.7M for the twelve months ended December 31, 2021, however, volume and margins on our media business were below expectations as we transition to the Reeltime sales team.

**Item 6. Issuer's Facilities.**

**Description of Corporate Offices**

The Company's corporate office is located at 2926 184<sup>th</sup> Place S.W. Bothell, Washington 98012. We believe that our current facilities are adequate for our corporate office and if additional facilities are required, that we could obtain them at commercially reasonable prices.

## PART C MANAGEMENT STRUCTURE AND FINANCIAL INFORMATION

### Item 7. Officers, Directors and Control Persons.

The table below provides information regarding any person or entity owning 5% or more of any class of the Company's equity securities as of November 22, 2021, as well as any officer, and any director of the Company, regardless of the number of shares owned. Also, if any listed person are corporate shareholders or entities, information is provided as to the name and address of the person(s) beneficially owning or controlling such corporate shareholders, or the name and contact information of an individual representing the corporation of entity in the Note section.

Name of Officer/Director and Control Person	Affiliation with Company (e.g., Officer/Director/Owner of more than 5%)	Residential Address (City/State only)	Number of Shares owned	Share type/class	Ownership Percentage of Class Outstanding (1)	Note
Barry Henthorn	Chief Executive Officer, President, Chief Technology Officer, Chief Financial Officer, Secretary and Director	Bothell, Washington	7,794,378(2)(3)	Common	11.0%	
NWBB, Inc.	5%+ owner	Washougal, Washington	5,100,000	Common	7.2%	March Hatch has voting and investment control
Scott Steciw	5%+ owner (5)	Tampa, Florida	5,026,000(3)(4)	Common	7.1%	
Mark Sorenson	5%+ owner	Vancouver, BC	60,000	Preferred Stock	100.0%	

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

(1) As of November 22, 2021, there were 70,977,631 shares of common stock and 60,000 shares of preferred stock shares issued and outstanding.

(2) Mr. Henthorn shares were reduced by 2,222,222 shares of the Company's common stock transferred pursuant to a legal settlement with his ex-wife.

(3) Number of shares does not reflect additional shares earned but not yet issued as noted in footnote (19) to table in Item 3A above.

(4) Mr. Steciw is former Chief Financial Officer and director of the Company who resigned as an officer and director of the Company on December 31, 2018.

**Item 8. Legal/Disciplinary History.**

A. At no time have any of the persons listed above, in the past 10 years, been subject to any of the following:

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

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

NONE

**Item 9. Third Party Providers**

1. Securities Counsel: Patrick J. Russell, Esq.  
Allen Vellone Wolf Helfrich & Factor, P.C.  
1600 Stout Street, Suite 1900  
Denver, Colorado 80202  
Phone no.: (303) 534-4499  
Email: prussell@allen-vellone.com
2. Accountant: Rick Basse, CPA  
Rick Basse Consulting, PLLC  
244 Majestic Oak Drive  
New Braunfels, Texas 78132  
Phone no.: (210) 347-0374  
Email: rick.basse@gmail.com
3. Investor Relations Consultant: None

**Other Service Providers:**

The name(s) of other service provider(s), including counsel, advisor(s) or consultant(s) that assisted, advised, prepared or provided information with respect to this disclosure statement, or provided assistance or services to the Company during the Reporting Period are as follows:

Name: Mark Hatch  
Firm: NWBB, Inc.  
Nature of Services: Consulting and Advisory Services for operations.  
Address: P.O. Box 430, Washougal, WA 98671  
Phone: (360)818-9318 Ext. 700  
Email: marc@nwbbi.com

Name: Joshua Willeart  
Firm:  
Nature of Services: Production of marketing materials.  
Address: 3814 237<sup>th</sup> Pl. SW Brier WA 98036  
Phone: (507)317-7671  
Email: joshwillaert@hotmail.com

Name: Lucas Kostenko  
Firm:  
Nature of Services: Technical and web development.  
Address: 19210 2<sup>nd</sup> Ave SE Bothell WA 98012  
Phone: (425)205-9999  
Email: kirby317@gmail.com

Name: Laura Alvarez

Firm:

Nature of Services: Technology services related to video and audio editing, production, design and research.

Address: 3814 237th PL SW Brier, WA, 98036

Phone: (360)932-0435

Email: laura@reeltime.com

**Item 10. Issuer's Certifications.**

I, Barry Henthorn, as President and CEO, certify that:

1. I have reviewed this Quarterly Report of ReelTime Rentals, 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 restated financial statement, 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.

Dated: February 7, 2022. .

REELTIME RENTALS, INC.

By /s/ Barry Henthorn  
Barry Henthorn, President,  
Chief Executive Officer and Chief Financial Officer



**Exhibit A**

**REELTIME RENTALS INC.**

2926 184th PL SE  
Bothell, WA 98012

**Financial Statements and Notes**

**For the Nine months ended September 30, 2021 and 2020**

**REELTIME RENTALS, INC.**  
Consolidated Balance Sheets (Unaudited)

	Restated September 30, 2021 (Restated)	December 31, 2020
<b>Assets</b>		
Current assets:		
Cash	\$ 12,577	\$ 5,399
Marketable securities	38,400	20,320
Prepaid expenses	42,112	36,331
Due from related parties	6,968	-
Barter exchange	1,128,084	1,052,084
Notes receivable - related parties	15,425	14,599
Total current assets	<u>1,243,566</u>	<u>1,128,733</u>
Other assets		
Property and equipment, net of a accumulated depreciation of \$9,455 and \$8,613 at September 30, 2021 and December 31, 2020, respectively	178	1,020
Intangible assets, net of accumulative amortization of \$211,337 and \$135,513 at September 30, 2021 and December 31, 2020, respectively	432,948	79,473
Goodwill	1,425,700	-
Total other assets	<u>1,858,826</u>	<u>80,493</u>
<b>Total Assets</b>	<u>\$ 3,102,392</u>	<u>\$ 1,209,226</u>
<b>Liabilities and Stockholders' Deficiency</b>		
Current liabilities:		
Accounts payable	\$ 94,866	\$ 84,870
Accrued expenses	2,230,383	1,940,577
Due to related parties	-	1,663
Notes payable	264,990	264,990
Convertible notes payable, net of discount of \$84,959 and \$32,364 at September 30, 2021 and December 31, 2020, respectively	2,355,045	327,453
Related party convertible notes payable, net of discount of \$4,177 and \$31,918 at September 30, 2021 and December 31, 2020, respectively	402,423	650,845
Deferred Revenue	98,370	54,600
Total current liabilities	<u>5,446,077</u>	<u>3,324,998</u>
Commitments and contingencies	-	-
Stockholders' Deficiency:		
Preferred stock, \$0 par value; 50,000,000 shares authorized, 60,000 Preferred stock shares issued and outstanding as of September 30, 2021 and December 31, 2020	30,000	30,000
Common stock, \$0 par value, 650,000,000 shares authorized, 69,577,631 and 47,605,729 issued and outstanding as of September 30, 2021 and December 31, 2020, respectively	4,521,890	4,205,021
Additional paid-in capital	1,382,974	1,236,674
Stock to be issued	551,807	414,318
Accumulated deficit	(8,830,356)	(8,001,785)
Total stockholders' deficiency	<u>(2,343,685)</u>	<u>(2,115,772)</u>
<b>Total Liabilities and Stockholders' Deficiency</b>	<u>\$ 3,102,392</u>	<u>\$ 1,209,226</u>

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

**REELTIME RENTALS, INC.**  
Consolidated Statements of Operations (unaudited)

	For the Three Months Ended		For Nine Months Ended	
	September 30, 2021	September 30, 2020	September 30, 2021	September 30, 2020
Revenue	\$ 187,531	\$ 210,649	\$ 1,930,784	\$ 457,156
Cost of Revenue	<u>186,376</u>	<u>166,704</u>	<u>1,870,495</u>	<u>372,690</u>
Gross margin	1,155	43,945	60,289	84,466
Operating expenses:				
Stock based compensation	\$ 68,935	\$ 30,845	\$ 292,880	\$ 97,753
General and administrative expenses	46,015	41,010	157,750	111,874
Depreciation and amortization expense	29,689	9,980	76,667	29,622
Impairment expense	-	-	-	16,000
Total operating expenses	<u>144,639</u>	<u>81,835</u>	<u>527,297</u>	<u>255,249</u>
Net operating income (loss)	(143,484)	(37,890)	(467,008)	(170,783)
Other income (expense):				
Other income (expense)	(22,160)	9,520	18,080	11,520
Interest income	276	276	826	1,358
Interest expense	(127,994)	(77,795)	(380,469)	(193,686)
Loss on extinguishment of notes receivable	-	-	-	(2,457)
Total other income (expense)	<u>(149,878)</u>	<u>(67,999)</u>	<u>(361,563)</u>	<u>(183,265)</u>
Net income (loss)	\$ <u>(293,362)</u>	\$ <u>(105,889)</u>	\$ <u>(828,571)</u>	\$ <u>(354,048)</u>
Basic income (loss) per share	\$ <u>(0.005)</u>	\$ <u>(0.002)</u>	\$ <u>(0.015)</u>	\$ <u>(0.008)</u>
Weighted average number of common shares outstanding - basic	57,410,454	43,126,963	54,968,665	42,069,210

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

**REELTIME RENTALS, INC.**  
Statement of Changes in Stockholders' Deficiency (Unaudited)  
As of September 30, 2021 and 2020

	Common Stock		Preferred Stock		Additional	Common Stock	Accumulated	Total
	Shares	Amount	Shares	Amount	Paid-In Capital	To Be Issued	Deficit	Stockholders' Deficiency
<b>For the three months ended September 30, 2020</b>								
Balance at June 30, 2020	41,534,522	\$ 4,193,750	60,000	\$ 30,000	\$ 1,155,898	\$ 313,058	\$ (7,318,415)	\$ (1,625,709)
Conversion of notes payable into shares of common stock	3,872,572	6,874	-	-	-	-	-	6,874
Stock based compensation	-	-	-	-	-	107,745	-	107,745
Discount on shares issued for notes payable	-	-	-	-	38,976	-	-	38,976
Net income	-	-	-	-	-	-	(105,889)	(105,889)
Balance at September 30, 2020	<u>45,407,094</u>	<u>\$ 4,200,624</u>	<u>60,000</u>	<u>\$ 30,000</u>	<u>\$ 1,194,874</u>	<u>\$ 420,803</u>	<u>\$ (7,424,304)</u>	<u>\$ (1,578,003)</u>
<b>For the nine months ended September 30, 2020</b>								
Balance at December 31, 2019	41,534,522	\$ 4,193,750	60,000	\$ 30,000	\$ 1,112,898	\$ 290,358	\$ (7,070,256)	\$ (1,443,250)
Conversion of notes payable into shares of common stock	3,872,572	6,874	-	-	-	-	-	6,874
Stock based compensation	-	-	-	-	-	130,445	-	130,445
Discount on shares issued for notes payable	-	-	-	-	81,976	-	-	81,976
Net income	-	-	-	-	-	-	(354,048)	(354,048)
Balance at September 30, 2020	<u>45,407,094</u>	<u>\$ 4,200,624</u>	<u>60,000</u>	<u>\$ 30,000</u>	<u>\$ 1,194,874</u>	<u>\$ 420,803</u>	<u>\$ (7,424,304)</u>	<u>\$ (1,578,003)</u>
<b>For the three months ended September 30, 2021</b>								
Balance at June 30, 2021	57,410,454	\$ 4,387,413	60,000	\$ 30,000	\$ 1,334,174	\$ 593,526	\$ (8,536,994)	\$ (2,191,881)
Conversion of notes payable into shares of common stock	6,684,470	19,969	-	-	-	(4,000)	-	15,969
Stock based compensation	5,482,707	114,508	-	-	-	(37,719)	-	76,789
Discount on shares issued for notes payable	-	-	-	-	48,800	-	-	48,800
Net income	-	-	-	-	-	\$	(293,362)	(293,362)
Balance at September 30, 2021	<u>69,577,631</u>	<u>\$ 4,521,890</u>	<u>60,000</u>	<u>\$ 30,000</u>	<u>\$ 1,382,974</u>	<u>\$ 551,807</u>	<u>\$ (8,830,356)</u>	<u>\$ (2,343,685)</u>
<b>For the nine months ended September 30, 2021</b>								
Balance at December 31, 2020	47,605,729	\$ 4,205,021	60,000	\$ 30,000	\$ 1,236,674	\$ 414,318	\$ (8,001,785)	\$ (2,115,772)
Conversion of notes payable into shares of common stock	15,489,195	47,361	-	-	-	(4,000)	-	43,361
Issuance of common stock to acquire Loudmouth, Inc.	1,000,000	155,000	-	-	-	-	-	155,000
Stock based compensation	5,482,707	114,508	-	-	-	141,489	-	255,997
Discount on shares issued for notes payable	-	-	-	-	146,300	-	-	146,300
Net income	-	-	-	-	-	-	(828,571)	(828,571)
Balance at September 30, 2021	<u>69,577,631</u>	<u>\$ 4,521,890</u>	<u>60,000</u>	<u>\$ 30,000</u>	<u>\$ 1,382,974</u>	<u>\$ 551,807</u>	<u>\$ (8,830,356)</u>	<u>\$ (2,343,685)</u>

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

# REELTIME RENTALS, INC.

Statements of Cash Flow (Unaudited)

	For Nine Months Ended	
	September 30, 2021	September 30, 2020
	(Restated)	
Cash flows from operating activities:		
Net Income (loss)	\$ (828,571)	\$ (354,048)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization expense	76,667	29,622
Stock based compensation	292,464	97,753
Non-cash interest	380,427	196,412
Impairment loss on prepaid expenses	-	16,000
Loss on conversion of related party notes receivable	-	2,458
Unrealized (gain) loss on marketable securities	(18,080)	(11,520)
Changes in operating assets and liabilities:		
Prepaid expense	(5,781)	(3,818)
Due from related party	(6,968)	(1,887)
Barter exchange (Note 10)	(76,000)	(68,672)
Intangible assets	-	(4,485)
Accounts payable	9,995	11,287
Accrued expenses and other current liabilities	(382)	9,425
Due to related party	(1,663)	-
Deferred Revenue	43,770	2,700
Net cash used in operating activities	<u>(134,122)</u>	<u>(78,773)</u>
Cash flows from investing activities:		
Payments for related party notes receivable	-	9,900
Net cash provided by investing activities	<u>-</u>	<u>9,900</u>
Cash flows from financing activities:		
Proceeds from related party convertible notes payable	-	31,500
Proceeds from convertible notes payable	141,300	41,500
Proceeds from related party notes payable	-	11,200
Payments on related party notes payable	-	(3,980)
Payments on related party convertible notes payable	-	(6,500)
Payments on notes payable interest	-	(4,084)
Net cash provided by financing activities	<u>141,300</u>	<u>69,636</u>
Net increase (decrease) in cash	7,178	763
Cash - beginning of the year	5,399	322
Cash - end of the period	<u>\$ 12,577</u>	<u>\$ 1,085</u>
Supplemental disclosures:		
Interest paid	<u>\$ 784</u>	<u>\$ 4,084</u>
Taxes paid	<u>\$ -</u>	<u>\$ -</u>
Supplemental disclosure for non-cash financing activities:		
Discount on convertible notes payable	<u>\$ 146,300</u>	<u>\$ 81,976</u>
Conversion of notes payable and accrued interest to common stock	<u>\$ 43,361</u>	<u>\$ 6,874</u>
Issuance of common stock to acquire Loudmouth, Inc.	<u>\$ 155,000</u>	<u>\$ -</u>

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

**REELTIME RENTALS INC.**  
**Notes to Financial Statements (Unaudited)**  
**As of September 30, 2021**

**NOTE 1 – ORGANIZATION AND BASIS OF PRESENTATION BASIS**

**Nature of organization & business**

i) Organization

ReelTime headquartered in Bothell, Washington was incorporated on June 24, 2004, under the laws of the State of Washington.

ii) Business

In 2014, ReelTime Rentals, Inc. (“ReelTime” or the “Company”) shifted its focus and core business and formed strategic alliances and partnerships with various individuals in the media space with the intent and objective to develop specific technologies and entertainment-based products. Also, ReelTime takes a broad view of current advertising, marketing and public relations trends, video and broadcast media which allows ReelTime to focus upon, and identify, existing or emerging opportunities within the media and entertainment space which it can include in its suite of products and/or services. In addition, ReelTime expertise and exposure enables it to assist individuals and entities to capitalize upon, and maximize the benefits from, when they are suddenly thrust into, or receive, public attention and/or media exposure from, among other things, being featured on a TV show, an impactful event, viral social media or other types of media exposure.

In furtherance of its business, ReelTime seeks to establish, and participate, in strategic alliances. Among its strategic alliances, ReelTime established the ReelTime Media Group which uses the collaborative efforts of various media experts ranging from Emmy award winning producers, media distribution companies, marketing, and social media influencers. Another similar collaborative arrangement is ReelTime Media Partners which has produced television pilots and shows which aired on WeTV and Special Features that have aired on CNBC. They also produced numerous television marketing spots and commercials which have aired nationally across many media distribution platforms.

ReelTime Media group operates three distinct operational divisions each producing revenue streams which provide the corporate quarterly revenues.

On January 1, 2021, the Company acquired the assets of Discount Ad Brokers, a 15-year-old media company operating in the advertising industry, which was owned by NWBB, Inc. Discount Ad Brokers focuses on providing clients top tier placements at pricing levels at or below remnant inventory rate structures through an inventory acquisition model utilizing contracted capacity buys and bulk inventory-based contracts with major US media properties. In 2019, this business generated annual revenues in excess of \$5,000,000.

On April 26, 2021, the Company acquired 100 percent ownership of Loudmouth Media, Inc. from Conservative Broadcast Media & Journalism, Inc. “LoudMouth News”, became the first, longest running and only syndicated terrestrial (over the air) radio program that focused on the news relating to the marijuana industry in the USA and Canada. The acquisition price was 1,000,000 restricted shares of the Company’s common stock valued at \$155,000 or \$0.155 per share.

***The Virtual Reality division*** in operation since 2014 and is in the business of developing, producing and distributing Virtual Reality content and technologies. ReelTime has end-to-end production, editing, and distribution capabilities for internal and external 360° Virtual Reality projects.

ReelTime continues to be actively engaged in developing and producing an end-to-end state of the art Virtual Reality suite including our two, award winning, live action series “In Front of View” and “Really Twins”. ReelTime also produced “The Making of Megs McLean” available on its own proprietary mobile platform via the ReelTime VR app. All content is available as well on the Samsung Gear VR, Oculus and Vive based distribution, Veer, Vimeo, LittlStar, IGTV, YouTube and Facebook. ReelTime continues to launch its content on additional distribution portals as they emerge.

ReelTime developed and, on July 19, 2016, filed a patent application for a “Simultaneous Spherical Panorama Image and Video Capturing System” [Application no. 62364262] which has been in continued development. ReelTime anticipates that it will be able to use this technology in consumer and commercial applications. On September 1, 2020, the patent was officially issued as U.S. Patent Number 10761303.

**The Media division** The ReelTime Media brand was established in 2017 initially to monetize the ability to connect advertisers with the nation's major media properties with excess advertising capacity which has expanded to that of a traditional advertising agency model providing production, media planning and placement services to national, regional and local advertising clients.

During the period from 2018 through 2020, as noted in its financial statements, ReelTime has participated in various barter transactions involving media advertising availability and placement activity with favorable financial results. A large portion of these barter transactions occurred through the iTrade Pay barter exchange. ReelTime intends to continue using various barter exchanges for a significant portion of its advertising/media placement activities in the future.

**The Content Production division** developed from the production, editing and audio management elements of the VR division which was established in 2018 to engage in developing and producing Linear TV and Radio broadcasts of editorial support programming in a paid placement model including the flagship program title of "Special Featured Product Report" and the "Health Watch Minute" which aired on cable networks such as CNBC.

Developing a revenue stream from both the media placement activity and the production of the content piece within the content production division produces the highest gross margins of the three ReelTime divisions.

In the future, the Company anticipates that it will continue with its core media-based business activities which may thereby generate sufficient revenues to expand and utilize emerging technologies and potential opportunities which may arise. The Company also anticipates that it may have the opportunity to acquire other similar media-based businesses that can help and assist it to advance its core activities as summarized herein.

The Company experiences no existing government regulation outside of general corporation law for the states in which it operates (or will operate) and federal regulations pertinent to it as an Issuer and in the course of daily business. Management perceives no probable government regulation that would otherwise restrict the business or the plans of the Company. In that context, management believes the Company is not significantly impacted by federal, state and local environmental laws and does not have significant costs associated with compliance with such laws and regulations. The Company has one officer and makes use of consultants on an as needed basis.

#### **Basis of Presentation**

The Company generated its first revenue in September 2006. The revenues to date are primarily associated with bartering, and the Company has accumulated a significant deficit. The financial statements of the Company have been prepared in accordance with generally accepted accounting principles in the United States of America.

#### **Reclassifications**

Certain prior year amounts have been reclassified for comparative purposes to conform to the current-year financial statement presentation. These reclassifications had no effect on previously reported results of operations. In addition, certain prior year amounts from the restated amounts have been reclassified for consistency with the current period presentation.

#### **Use of Estimates**

In preparing financial statements, management makes estimates and assumptions that affect the reported amounts of assets and liabilities in the balance sheet and revenue and expenses in the statement of expenses. Actual results could differ from those estimates.

#### **Cash and Cash Equivalents**

For purposes of the statement of cash flows, the Company considers all highly liquid investments purchased with an original maturity of nine months or less to be cash equivalents. The cash balance was \$12,577 and \$5,399 at September 30, 2021 and December 31, 2020, respectively.

#### **Marketable Securities**

Marketable securities with determinable fair value are stated at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Equity securities are valued at closing price at the end of the current period. The Company reported a gain (loss) on marketable securities of (\$22,160) and \$9,520 for the three months ended September 30, 2021 and 2020, respectively, and \$18,080 and \$11,520 for the nine months ended September 30, 2021 and 2020, respectively.

## Prepaid Expenses

The Company considers all items incurred for future services to be prepaid expenses.

Prepaid expenses consist of the following:

		<u>September</u> <u>30, 2021</u>		<u>December 31,</u> <u>2020</u>
Barter assets	\$	5,000	\$	12,758
Media credit		24,000		24,000
PCAOB audit fees		10,000		-
Other		3,112		573
	\$	42,112	\$	36,331

## Concentrations of Risk

Cash and cash equivalents deposited with financial institutions are insured by the Federal Deposit Insurance Corporation ("FDIC"). The Company did not hold cash in excess of FDIC insurance coverage at a financial institution as of September 30, 2021.

## Property and equipment

Property and equipment are recorded at cost and depreciated on the straight-line method over the estimated useful lives. Expenditures for normal repairs and maintenance are charged to expense as incurred. The cost and related accumulated depreciation of assets sold or otherwise disposed of are removed from the accounts, and any gain or loss is included in operations.

## Valuation of Long-Lived and Intangible Assets

We assess the impairment of long-lived and intangible assets periodically, or at least annually, and whenever events or changes in circumstances indicate that the carrying value may not be recoverable. Factors considered important, which could trigger an impairment review, include the following: significant underperformance relative to historical or projected future cash flows; significant changes in the manner of use of the assets or the strategy of the overall business; and significant negative industry trends. When management determines that the carrying value of long-lived and intangible assets may not be recoverable, impairment is measured as the excess of the assets' carrying value over the estimated fair value. Management is not aware of any impairment changes that may currently be required; however, we cannot predict the occurrence of events that might adversely affect the reported values in the future.

## Derivative Financial Instruments

The Company does not use derivative instruments to hedge exposures to cash flow, market, or foreign currency risks. The Company evaluates all of its financial instruments to determine if such instruments are derivatives or contain features that qualify as embedded derivatives. For derivative financial instruments that are accounted for as liabilities, the derivative instrument is initially recorded at its fair value and is then re-valued at each reporting date, with changes in the fair value reported as charges or credits to income. For option-based derivative financial instruments, the Company uses the Binomial option-pricing model to value the derivative instruments at inception and subsequent valuation dates. The classification of derivative instruments, including whether such instruments should be recorded as liabilities or as equity, is re-assessed at the end of each reporting period. Derivative instrument liabilities are classified in the balance sheet as current or non-current based on whether or not net-cash settlement of the derivative instrument could be required within 12 months of the balance sheet date.



## **Fair Value Measurements**

In September 2006, the FASB issued ASC 820 (previously SFAS 157) which defines fair value, establishes a framework for measuring fair value, and expands disclosures about fair value measurements. The provisions of ASC 820 were effective January 1, 2008.

As defined in ASC 820, fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (exit price). The Company utilizes market data or assumptions that market participants would use in pricing the asset or liability, including assumptions about risk and the risks inherent in the inputs to the valuation technique. These inputs can be readily observable, market corroborated, or generally unobservable. The Company classifies fair value balances based on the observations of those inputs. ASC 820 establishes a fair value hierarchy that prioritizes the inputs used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurement) and the lowest priority to unobservable inputs (level 3 measurement).

The three levels of the fair value hierarchy defined by ASC 820 are as follows:

Level 1 – Quoted prices are available in active markets for identical assets or liabilities as of the reporting date. Active markets are those in which transactions for the asset or liability occur in sufficient frequency and volume to provide pricing information on an ongoing basis. Level 1 primarily consists of financial instruments such as exchange-traded derivatives, marketable securities and listed equities.

Level 2 – Pricing inputs are other than quoted prices in active markets included in level 1, which are either directly or indirectly observable as of the reported date. Level 2 includes those financial instruments that are valued using models or other valuation methodologies. These models are primarily industry-standard models that consider various assumptions, including quoted forward prices for commodities, time value, volatility factors, and current market and contractual prices for the underlying instruments, as well as other relevant economic measures. Substantially all of these assumptions are observable in the marketplace throughout the full term of the instrument, can be derived from observable data or are supported by observable levels at which transactions are executed in the marketplace. Instruments in this category generally include non-exchange-traded derivatives such as commodity swaps, interest rate swaps, options and collars.

Level 3 – Pricing inputs include significant inputs that are generally less observable from objective sources. These inputs may be used with internally developed methodologies that result in management's best estimate of fair value.

The Company did not identify any assets or liabilities that are required to be adjusted on the balance sheet at fair value as of September 30, 2021 and December 31, 2020.

## **Revenue Recognition**

Revenue is recognized when a customer obtains control of promised goods or services and is recognized in an amount that reflects the consideration that an entity expects to receive in exchange for those goods or services. In addition, the standard requires disclosure of the nature, amount, timing, and uncertainty of revenue and cash flows arising from contracts with customers. The amount of revenue that is recorded reflects the consideration that the Company expects to receive in exchange for those goods. The Company applies the following five-step model in order to determine this amount: (i) identification of the promised goods in the contract; (ii) determination of whether the promised goods are performance obligations, including whether they are distinct in the context of the contract; (iii) measurement of the transaction price, including the constraint on variable consideration; (iv) allocation of the transaction price to the performance obligations; and (v) recognition of revenue when (or as) the Company satisfies each performance obligation.

The Company only applies the five-step model to contracts when it is probable that the entity will collect the consideration it is entitled to in exchange for the goods and service transfers to the customer. Once a contract is determined to be within the scope of ASC 606 at contract inception, the Company reviews the contract to determine which performance obligations the Company must deliver and which of these performance obligations are distinct. The Company recognizes as revenues the amount of the transaction price that is allocated to the respective performance obligation when the performance obligation is satisfied or as it is satisfied. Generally, the Company's performance obligations are transferred to customers at a point in time, typically upon delivery.

Bartering transactions represent the exchange of Company services for other services. These transactions are recorded at the estimated fair market value of the services provided or the fair value of the services received, whichever is most readily determinable. Revenue is recognized on bartering transactions and trade transactions when the services are provided. Expenses are recorded ratably over a period that estimates when the service received is utilized, or when the event occurs. Bartering transactions and trade revenues and expenses from continuing operations are included in revenue and cost of revenues, respectively.

## **Income taxes**

The Company's policy is to provide for deferred income taxes based on the difference between the financial statement and tax bases of assets and liabilities using enacted tax rates that will be in effect when the differences are expected to reverse. The U.S. Tax Cuts and Jobs Act (TCJA) legislation reduces the U.S. federal corporate income tax rate from 35.0% to 21.0% and is effective June 22, 2018 for the Company. We did not provide any current or deferred U.S. federal income tax provision or benefit for any of the periods presented because we have experienced operating losses since inception. When it is more likely than not that a tax asset cannot be realized through future income the Company must allow for this future tax benefit. We provided a full valuation allowance on the net deferred tax asset, consisting of net operating loss carryforwards, because management has determined that it is more likely than not that we will not earn income sufficient to realize the deferred tax assets during the carryforward period.

The Company is not aware of any uncertain tax position that, if challenged, would have a material effect on the financial statements for the nine months ended September 30, 2021 or during the prior three years applicable under FASB ASC 740. We did not recognize any adjustment to the liability for uncertain tax position and therefore did not record any adjustment to the beginning balance of accumulated deficit on the consolidated balance sheet. All tax returns for the Company remain open for examination.

At September 30, 2021, the Company had a net operating loss ("NOL's") carry forward in the amount of \$8,830,356 available to offset future taxable income. The Company established valuation allowances equal to the full amount of the deferred tax assets due to the uncertainty of the utilization of the operating losses in future periods. The Company has not filed its federal tax returns since inception and therefore, the NOL's will not be available to offset future taxable income until the tax returns are filed with the respective federal tax authorities.

## **Basic and diluted net income per share**

Basic net loss per common share is computed using the weighted average number of common shares outstanding. Diluted earnings per share (EPS) include additional dilution from common stock equivalents, such as stock issuable pursuant to the exercise of stock options warrants and convertible notes. Common stock equivalents are not included in the computation of diluted earnings per share when the Company reports a loss because to do so would be anti-dilutive for periods presented. As of September 30, 2021, the Company has no options or warrants outstanding. At September 30, 2021, the total shares issuable upon conversion of convertible notes payable and shares issuable to consultants and Company executives would be approximately 3,348,717,000 shares of the Company's common stock.

The number of shares required to satisfy the requirements of the Company outstanding convertible instruments exceeds the number of unissued shares of the Company. The Company currently has 650,000,000 shares of common stock authorized, but that number is insufficient to meet the Company's obligations to certain individuals, officers, corporations and related corporations under the terms of our convertible promissory notes payable. Due to existing restrictions limiting the holder of a convertible note to receive, upon conversion, shares of common stock which will not exceed 4.9% of our issued and outstanding common stock, there is no imminent requirement that the number of our authorized capital stock be increased. At an appropriate time, the Company envisions seeking shareholder approval of an increase in the Company's authorized capitalization to some greater number of authorized shares, but the Company cannot provide any assurance that the Company will be able to obtain the necessary shareholder approval. If the Company fails to obtain shareholder approval for the increase in authorized capitalization, the Company may be in default under the terms of the convertible promissory notes payable. At September 30, 2021, the total shares issued and outstanding, issuable upon conversion of convertible notes payable and other shares earned but not issued would be approximately 3,418,295,000 shares of the Company's common stock which exceeded the number of unissued shares of the Company's common stock by approximately 2,768,295,000 shares.

## **Stock Compensation**

The Company accounts for share-based compensation in accordance with the fair value recognition provisions of the Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") No. 718 and No. 505. After December 15, 2018, the scope of Topic 718, Compensation—Stock Compensation, was expanded to include share-based payments issued to nonemployees for goods and services. The Company issues restricted stock to employees and consultants for their services. Cost for these transactions are measured at the fair value of the equity instruments issued at the date of grant. These shares are considered fully vested and the fair market value is recognized as expense in the period granted. The Company recognized consulting expenses and a corresponding increase to additional paid-in-capital related to stock issued for services. For agreements requiring future services, the consulting expense is to be recognized ratably over the requisite service period.

The Company uses the Black-Scholes option valuation model for estimating the fair value of traded options. This option valuation model requires the input of highly subjective assumptions including the expected stock price volatility. There were no options outstanding for the nine months ended September 30, 2021 and 2020.

The Company recorded stock-based compensation of \$68,935 and \$30,845 for the three months ended September 30, 2021 and 2020, respectively, and \$292,880 and \$97,753 for the nine months ended September 30, 2021 and 2020, respectively, for the virtual reality business, bartering businesses and executive compensation. During the three months ended September 30, 2021, the Company modified a July 15, 2018 consulting agreement which reduced stock-based compensation expense by approximately \$180,000, in the accompanying consolidated statements of operations.

### Recent Issued Accounting Standards

In December 2019, the FASB issued ASU 2019-12, *Simplifying the Accounting for Income Taxes*, as part of its Simplification Initiative to reduce the cost and complexity in accounting for income taxes. ASU 2019-12 removes certain exceptions related to the approach for intraperiod tax allocation, the methodology for calculating income taxes in an interim period and the recognition of deferred tax liabilities for outside basis differences. ASU 2019-12 also amends other aspects of the guidance to help simplify and promote consistent application of GAAP. The guidance is effective for interim and Quarterly periods beginning after December 15, 2020, with early adoption permitted. The Company is currently evaluating the effect ASU 2019-12 will have on the consolidated financial statements and related disclosures.

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*. ASU 2020-06 reduces the number of accounting models for convertible debt instruments and convertible preferred stock. For convertible instruments with conversion features that are not required to be accounted for as derivatives under Topic 815, *Derivatives and Hedging*, or that do not result in substantial premiums accounted for as paid-in capital, the embedded conversion features no longer are separated from the host contract. ASU 2020-06 also removes certain conditions that should be considered in the derivatives scope exception evaluation under Subtopic 815-40, *Derivatives and Hedging—Contracts in Entity’s Own Equity*, and clarify the scope and certain requirements under Subtopic 815-40. In addition, ASU 2020-06 improves the guidance related to the disclosures and earnings-per-share (EPS) for convertible instruments and contract in entity’s own equity. ASU 2020-06 is effective for public business entities that meet the definition of a Securities and Exchange Commission (SEC) filer, excluding entities eligible to be smaller reporting companies as defined by the SEC, for fiscal years beginning after December 15, 2021, including interim periods within those fiscal years. For all other entities, the amendments are effective for fiscal years beginning after December 15, 2023, including interim periods within those fiscal years. Early adoption is permitted, but no earlier than fiscal years beginning after December 15, 2020, including interim periods within those fiscal years. The Board specified that an entity should adopt the guidance as of the beginning of its Quarterly fiscal year. The Company is currently evaluation the impact this ASU will have on its consolidated financial statements.

Management believes recently issued accounting pronouncements will have no impact on the financial statements of the Company.

### NOTE 2 - ACQUISITIONS AND INTANGIBLE ASSETS

On January 1, 2021, the Company acquired the assets of Discount Ad Brokers, a 15-year-old media company operating in the advertising industry, which was owned by NWBB, Inc. Discount Ad Brokers focuses on providing clients top tier placements at pricing levels at or below remnant inventory rate structures through an inventory acquisition model utilizing contracted capacity buys and bulk inventory-based contracts with major US media properties. The acquisition was valued at \$1,700,000 and the Company issued a convertible note payable for the purchase price. The \$1,700,000 convertible promissory note payable bears interest at 8% and has a maturity date of January 1, 2022. After maturity the interest rate increases to 15%. The subject Convertible Note may be converted by the holder, at his election, into shares of the Company’s common stock at an exercise price of \$0.20 per share.

The purchase price has been allocated to the net assets acquired based upon their estimated fair values as follows:

---

Inventory acquisition model	\$ 180,000
Company Website	1,500
URL	5,600
Image and content library	2,200
Sales database	85,000
Goodwill	1,425,700
<b>Total</b>	<b>\$1,700,000</b>

---

On April 26, 2021, the Company acquired 100 percent ownership of Loudmouth Media, Inc. from Conservative Broadcast Media & Journalism, Inc. "LoudMouth News", became the first, longest running and only syndicated terrestrial (over the air) radio program that focused on the news relating to the marijuana industry in the USA and Canada. The acquisition price was 1,000,000 restricted shares of the Company's common stock valued at \$155,000 or \$0.155 per share.

The purchase price has been allocated to the intangible assets acquired based upon their estimated fair values as follows:

Website: loudmouthnews.com	\$ 15,000
Fanbase and pixel base	35,000
Video content of audio shows	20,000
Brand logo and other video/audio	35,000
Syndication Distribution Network	50,000
<b>Total</b>	<b>\$155,000</b>

#### *Intangible assets*

Intangibles consist of intellectual property and derivative works of \$125,000 acquired in the purchase of the assets of ReelTime VR from Henthorn Enterprises Inc. on September 15, 2015. The fair value of the intellectual property derivative works was calculated using the net present value of the projected gross profit to be generated over 84 months beginning in September 2015 with annual amortization of \$17,857.

In addition, intangibles of intellectual property and other assets of \$78,000 acquired in the purchase of the assets of Doyen Communication from NWBB, Inc. on December 3, 2019. The fair value of the intellectual property was calculated using the net present value of the projected gross profit to be generated over 48 months beginning in December 2018 with annual amortization of \$19,500.

In addition, on September 1, 2020, the Company's patent application number 15/654,613, titled "Simultaneous Spherical Panorama Image and Video Capturing System", has officially been issued as U.S. Patent Number 10/761,303. The cost of the patent was \$11,985 and recorded as an intangible asset in the accompanying consolidated balance sheets. The patent will be amortized over its estimated life of 12.5 years with an annual amortization of \$959.

The acquisition of Discount Ad Brokers on January 1, 2021 contained intangibles of intellectual property and other assets of \$274,300. The assets will be amortized over estimated lives from one year to 10 years with an annual amortization of \$38,353 for year 1.

The intangibles assets of Loudmouth, Inc. will be amortized over estimated lives from three year to 7 years with an annual amortization of \$41,476 for year 1.

The Company recorded amortization of \$29,536 and \$9,499 for the three months ended September 30, 2021 and 2020, respectively, and \$75,824 and \$28,177 for the nine months ended September 30, 2021 and 2020, respectively.

#### **NOTE 3 - GOING CONCERN**

The accompanying financial statements have been prepared on a going concern basis, which contemplates the realization of assets and satisfaction of liabilities in the normal course of business. Historically, the Company has incurred material recurring losses from operations. At September 30, 2021, the Company has an accumulated deficit since inception of \$8,830,356. The Company generated \$1,930,784 revenues and a net loss of \$828,571 during the nine months ended September 30, 2021. Revenues for the nine months ended September 30, 2021, included \$1,585,427 from the Company's acquisition of Discount Ad Brokers which produced only a .1% gross margin due to issues in the transition periods. In addition, the Company is experiencing a continuing operating cash flow deficiency. These factors, among others, raise substantial doubt about The Company's ability to continue as a going concern.

The Company is relying on investor funding to maintain operations. The Company will continue to pursue additional equity financing and/or debt financing while managing cash flow in an effort to provide funds and cash flow to meet its obligations on a timely basis.

The financial statements do not contain any adjustments to reflect the possible future effects on the classification of assets or the amounts and classification of liability that may result should the Company be unable to continue as a going concern.

## NOTE 4 – RELATED PARTY ACTIVITY

### *Notes receivable*

On May 27, 2016, the Company received a \$2,500 promissory note from the Company's CEO. The loan bears interest at 10% and has a maturity date of May 26, 2017. In addition, provides for a loan fee of 5%. The unpaid balance including accrued interest was \$3,959 and \$3,771 at December 31, 2020 and December 31, 2019, respectively. The related party is in default with the repayment terms of the note.

On May 27, 2016, the Company received a \$2,500 promissory note from the Company's CFO. The loan bears interest at 10% and has a maturity date of May 26, 2017. In addition, provides for a loan fee of 5%. The unpaid balance including accrued interest was \$3,959 and \$3,771 at December 31, 2020 and December 31, 2019, respectively. The related party is in default with the repayment terms of the note.

On September 12, 2017, the Company received a \$2,000 promissory note from a related corporation. The loan bears interest at 5% and has a maturity date of September 11, 2018. After maturity the interest rate increases to 15%. In addition, at any time, the Company may convert the note into shares of the related corporation's common stock at an exercise price of \$.01 per share. The unpaid balance including accrued interest was \$3,021 and \$2,796 at September 30, 2021 and December 31, 2020, respectively. The related party is in default with the repayment terms of the note.

On May 29, 2018, the Company received a \$2,000 promissory note from a related corporation. The loan has a 5% loan fee and a maturity date of June 29, 2018. After maturity the interest rate increases to 15%. The unpaid balance including accrued interest was \$3,075 and \$2,850 at September 30, 2021 and December 31, 2020, respectively. The related party is in default with the repayment terms of the note.

### *Executive contracts*

On June 1, 2016, the Company signed a five-year Executive Employment Contracts for the Company's CEO and CFO. Each executive will be compensated with \$100,000 per year base compensation with 50% bonus opportunities and milestone incentives, payable in the Company's restricted common stock and 1,000,000 restricted shares of the Company's common stock payable on each anniversary beginning June 1, 2017. The provision for a \$100,000 base with 50% bonus compensation was removed in December 2016 from both employment contracts. In addition, each executive was granted 4,000,000 incentive and other shares for an aggregate of 8,000,000 shares for meeting certain Company objectives. The objectives were achieved, and executives earned the shares. During August 2018, the Company issued 5,000,000 restricted shares of the Company's common stock to the Company's CEO and CFO for an aggregate of 10,000,000 shares for their June 1, 2017 anniversary and incentive shares. The shares were valued at \$114,000 or \$0.0114 per share. On June 1, 2018, the executives earned 1,000,000 restricted shares of the Company's common stock for an aggregate of 2,000,000 shares for their June 1, 2018 anniversary. The shares were valued at \$60,000 or \$0.03 per share. On December 31, 2018, the Company's CFO resigned from the Company and ceased accruing further shares. As of September 30, 2021, these shares have not been issued to the executives. On June 1, 2019, the Company's CEO earned 1,000,000 restricted shares of the Company's common stock for his June 1, 2019 anniversary. The shares were valued at \$9,400 or \$0.0094 per share. As of September 30, 2021, these shares have not been issued to the executive. On June 1, 2020, the Company's CEO earned 1,000,000 restricted shares of the Company's common stock for his June 1, 2020 anniversary. The shares were valued at \$9,500 or \$0.0095 per share. As of September 30, 2021, these shares have not been issued to the executive. Since the CEO received a new contract as of October 1, 2020, this employment agreements dated June 1, 2015, was cancelled as of June 1, 2020.

On October 1, 2020, the Company signed a two-year Executive Employment Contracts for the Company's CEO. The CEO will receive \$4,000 per month for the first five months, \$6,000 a month for months six through twelve and \$12,000 per month for months twelve through twenty-four. Under the agreement, the CEO's compensation was \$18,000 and \$50,000 for the three and nine months ended September 30, 2021. In-addition, the CEO will receive 4,440,000 restricted shares of the Company's common stock for the service period from October 1, 2020 through September 30, 2022. The shares were valued at \$311,080 or \$0.07 per share. A total of 555,500 shares vest each 90 days after the October 1, 2020 grant date. As of September 30, 2021, the CEO has earned 2,222,000 shares valued at \$155,540 or \$0.07 per share. As of September 30, 2021, these shares have not been issued to the executive.

## Other

On November 16, 2018, the Company advanced \$1,411 to a related corporation. The advance is due on demand.

On October 1, 2019 the Company entered into a twenty-four-month agreement with Baristas Coffee Company, Inc, a related corporation, to provide various services including product development, social media management, website development and other services. The Company will be paid \$1,000 per month. The Company has earned \$3,000 and \$9,000 under the contract for the three and nine months ended September 30, 2021 and 2020.

On March 1, 2020 the Company entered into a twenty-four-month agreement with Munchie Magic, a related corporation, to provide various services including product development, social media management, website development and other services. The Company will be paid \$5,000 for month one, \$4,000 for month two and \$3,500 per month thereafter. The Company has earned \$10,500 under the contract for the three months ended September 30, 2021 and 2020, and earned \$21,500, and \$15,500 under the contract for the nine months ended September 30, 2021 and 2020, respectively.

On December 9, 2020, the Company entered into a two-year agreement with NWBB, Inc., to provide expertise as sales manager for Company's Discount AD Brokers acquisition. NBWW, Inc. will be compensated with 1,000,000 shares of the Company's restricted common stock for each year of service for an aggregate of 2,000,000 shares. The subject shares will be earned on January 1, 2021 and January 1, 2022. The shares for year one were valued at \$119,900 or \$.1199 per share. At September 30, 2021, the shares have been earned but have not yet been issued. In addition, NBWW, Inc. is compensated with 3.5% of the gross advertising revenues generated by the media business (former Discount Ad Brokers) after meeting certain milestones. During the three and nine months ended September 30, 2021, NBWW, Inc. has earned \$1,184 under the agreement for 3.5% of the gross advertising revenues.

On January 12, 2021, the Company signed a Worldwide Exclusive Limited Perpetual Technology, Business Model and Processes Licensing Agreement with a related corporation (Munchie Magic) for developing, implementing, and marketing various technologies, business models and processes. Under the agreement, Munchie Magic will pay a license fee to the Company equal to \$.35 per transaction (customer order). For the three and nine months ended September 30, 2021, the Company has received \$1,201 and \$3,127 under the agreement.

On August 16, 2021, Munchie Magic DBA Thai Dah, a related corporation, signed a Worldwide Exclusive Limited Perpetual Technology, Business Model and Processes Licensing Agreement with the Company for developing, implementing, and marketing various technologies, business models and processes. Under the agreement, Thai Dah will pay a license fee to the Company equal to \$.35 per transaction (customer order). Under the agreement, the amount earned was \$-0- for the three and nine months September 30, 2021.

On August 16, 2021, Munchie Magic DBA Mini Bar, a related corporation, signed a Worldwide Exclusive Limited Perpetual Technology, Business Model and Processes Licensing Agreement with Company for developing, implementing, and marketing various technologies, business models and processes. Under the agreement, Mini Bar will pay a license fee to the Company equal to \$.35 per transaction (customer order). Under the agreement, the amount earned was \$-0- for the three and nine months September 30, 2021.

The Company provided executive direction, services and other administrative support to the related corporations.

## NOTE 5- ACCRUED EXPENSES

Accrued expenses consist of the following:

		<u>September 30,</u> <u>2021</u>		<u>December 31, 2020</u>
<b>Accrued Compensation</b>	\$	412,952	\$	370,886
<b>Accrued Payroll Taxes</b>		439,292		439,292
<b>Accrued Interest</b>		<u>1,378,139</u>		<u>1,130,399</u>
	\$	2,230,383	\$	1,940,577

The accrued payroll taxes represented unpaid federal income taxes including penalty and interest through September 30, 2021 from a liability incurred during 2006 through 2008 for former employees.

## NOTE 6 – NOTES PAYABLE

### *Notes payable: non-convertible*

The Company has issued a number of notes with various maturities dates from 2007 through 2009 to unrelated parties. The unpaid balance including accrued interest was \$993,742 and \$950,332 at September 30, 2021 and December 31, 2020, respectively. The promissory notes are reported in notes payable in the accompanying consolidated balance sheets. The Company is in default with the repayment terms of the notes.

At March 31, 2021, the Company discovered the note dated December 15, 2008 was missing the 25% default interest rate. The Company recalculated the interest on the note and posted an adjustment for \$377,348 to increase accrued interest and decrease retained earnings for the missing interest from the year ended December 31, 2009 through the year ended December 31, 2019 in the accompanying consolidated balance sheets. The adjustment was not considered material for any single year.

### *Notes payable: convertible non-related parties*

The Company has issued a number of convertible notes with various maturities dates to non-related parties. The loans bear interest at 5% to 10% and have various maturity date through September 24, 2022. After maturity, the interest rate increases to 10% or 15%. In addition, at any time, the individual or corporation may convert the note into shares of the Company's common stock at various exercise prices between \$0.00025 to \$0.20 per share. Due to the short-term nature of these loans, they are recorded as current liabilities. The Company calculates the fair value of the beneficial conversion feature as the difference between the conversion price and the fair market value of the Company's common stock into on the date of issuance. The fair value of the conversion option in connection with the notes added during three months ended September 30, 2021 was \$43,800. The debt discounts are amortized through the term of the notes. The outstanding balances including accrued interest at September 30, 2021 and December 31, 2020 was \$2,857,162 and \$545,376, respectively. The outstanding principal balance, net of debt discount at September 30, 2021 and December 31, 2020 was \$2,355,045 and \$327,453, respectively. The Company is in default with the repayment terms for majority of these convertible notes payable.

As of September 30, 2021, the conversion price of the non-related party convertible notes were fixed and determinable on the date of issuance and as such in accordance with ASC Topic 815 "*Derivatives and Hedging*" ("ASC 815"), the embedded conversion options of the note were not considered derivative liabilities. The beneficial conversion features of certain convertible notes are at a price below fair market value. The Company recorded interest expense on the debt discount of \$39,567 and \$20,384 for the three months ended September 30, 2021 and 2020, respectively, and \$120,623 and \$29,207 for the nine months ended September 30, 2021 and 2020, respectively, in the accompanying consolidated statements of operations.

### *Notes payable: convertible related parties*

The Company has issued a number of convertible notes to related parties. The loans bear interest at 5% to 10% and have various maturity date through August 3, 2022. After maturity, the interest rate generally increases to 10% or 15%. In addition, at any time, the related party may convert the note into shares of the Company's common stock at various exercise prices between \$0.00025 to \$0.05 per share. Due to the short-term nature of these loans, they are recorded as current liabilities. The Company calculated the fair value of the beneficial conversion feature as the difference between the conversion price and the fair market value of the Company's common stock into on the date of issuance. The fair value of the conversion option in connection with the notes added during three months ended September 30, 2021 was \$4,691. The debt discounts are amortized through the term of the notes. The outstanding balances including accrued interest at September 30, 2021 and December 31, 2020 was \$646,426 and \$942,333, respectively. The outstanding principal balances, net of debt discount at September 30, 2021 and December 31, 2020 were \$402,423 and \$650,845, respectively. The Company is not compliant with the repayment terms the majority of these notes payable.

As of September 30, 2021, the conversion price of the related party convertible notes were fixed and determinable on the date of issuance and as such in accordance with ASC Topic 815 "*Derivatives and Hedging*" ("ASC 815"), the embedded conversion options of the notes were not considered derivative liabilities. The beneficial conversion features of certain convertible notes are at a price below fair market value. The Company recorded interest expense on the debt discounts of \$8231 and \$15,900 for the three months ended September 30, 2021 and 2020, respectively, and \$823 and \$54,322 for the nine months ended September 30, 2021 and 2020, respectively, in the accompanying consolidated statements of operations.

## NOTE 7 – EQUITY TRANSACTIONS

The Company was established with two classes of stock, 650,000,000 shares authorized of no-par value common stock and 50,000,000 shares authorized of no-par value preferred stock.

For year ended December 31, 2018 and prior years, consultants and executives earned 4,672,859 restricted shares of the Company's common stock for services to the Company. The shares were valued at \$163,650 or \$0.035 per share. As of September 30, 2021, the shares have not been issued to the consultants and executives.

During January 2018, an individual converted \$158 of accrued interest into 630,000 restricted shares of the Company's common stock at \$0.00025 per share to partially satisfy a convertible promissory note dated June 6, 2015. As of September 30, 2021, the shares have not been issued to the individual.

During April 2019, a consultant earned 250,000 restricted shares of the Company common stock under a consulting contract for virtual reality and bartering services to the Company. The shares were valued at \$2,500 or \$0.01 per share. As of September 30, 2021, the shares have not been issued to the individual.

During May 2019, a consultant earned 250,000 restricted shares of the Company common stock under a consulting contract for virtual reality and bartering services to the Company. The shares were valued at \$2,400 or \$0.096 per share. As of September 30, 2021, the shares have not been issued to the individual.

During May 2019, an individual converted \$3,195 of accrued interest into 1,800,000 unrestricted shares of the Company's common stock at \$0.001775 per share to satisfy a convertible promissory note dated June 14, 2015 and partially satisfy a convertible promissory note dated March 18, 2016. In addition, the individual has agreed to a lock-up whereas no shares will be sold for nine months from August 13, 2020. The shares were issued to the individual on August 13, 2020.

During June 2019, the Company's CEO earned 1,000,000 restricted shares of the Company common stock under an employment contract from the Company. The shares were valued at \$9,400 or \$0.0094 per share. As of September 30, 2021, the shares have not been issued to the CEO.

During July 2019, an individual earned 5,000,000 restricted shares of the Company common stock under a consulting agreement for services to the Company. The shares were valued at \$100,000 or \$0.02 per share. As of September 30, 2021, the shares have not been issued to the individual.

During October and November 2019, two consultants earned 1,000,000 restricted shares of the Company common stock under consulting contracts for virtual reality and bartering services to the Company. The shares were valued at \$9,800 or \$0.0098 per share. As of September 30, 2021, the shares have not been issued to the individuals.

During January 2020, a consultant earned 500,000 restricted shares of the Company common stock under a consulting contract for virtual reality and bartering services to the Company. The shares were valued at \$5,000 or \$0.01 per share. As of September 30, 2021, the shares have not been issued to the individual.

During May 2020, a consultant earned 500,000 restricted shares of the Company common stock under a consulting contract for virtual reality and bartering services to the Company. The shares were valued at \$4,800 or \$0.0096 per share. As of September 30, 2021, the shares have not been issued to the individual.

During June 2020, the Company's CEO earned 1,000,000 restricted shares of the Company common stock under an employment contract from the Company. The shares were valued at \$9,400 or \$0.0094 per share. As of September 30, 2021, the shares have not been issued to the CEO.

During July 2020, an individual earned 5,000,000 restricted shares of the Company common stock under a consulting agreement for services to the Company. The shares were valued at \$100,000 or \$0.02 per share. As of September 30, 2021, the shares have not been issued to the individual.

On August 1, 2020 the Company signed a stock purchase agreement with an attorney for 750,000 restricted shares of the Company's common stock. Under the agreement, the attorney agreed to provide legal fees of \$7,500 to the Company for patent services. At September 30, 2021, the shares have not yet been issued to attorney.

On August 7, 2020, an individual converted \$3,679 of principle into 2,072,572 unrestricted shares of the Company's common stock at \$.001775 per share to partially satisfy a convertible promissory note dated September 15, 2015.

On December 30, 2020, the Company's CEO earned 555,500 restricted shares of the Company's common stock shares under an executive compensation agreement dated October 1, 2020. The shares were valued at \$38,885 or \$0.07 per share. As of September 30, 2021, these shares have not been issued to the executive.

On January 31, 2021, a corporation converted \$5,000 of principal and accrued interest into 2,000,000 unrestricted shares of the Company's common stock at \$.0025 per share to partially satisfy a convertible promissory note dated June 14, 2017. The shares were issued to the corporation on January 31, 2021.



On February 1, 2021, a corporation converted \$8,700 of principal into 1,740,000 unrestricted shares of the Company's common stock at \$.005 per share to partially satisfy a convertible promissory note dated August 23, 2017. The shares were issued to the corporation in February 2021.

On February 9, 2021, a corporation converted \$2,001 of interest into 1,000,685 unrestricted shares of the Company's common stock at \$.002 per share to partially satisfy a convertible promissory note dated June 3, 2014. The shares were issued to the corporation in February 2021.

On February 19, 2021, a corporation converted \$8,313 of principal and interest into 2,375,000 unrestricted shares of the Company's common stock at \$.0035 per share to partially satisfy a convertible promissory note dated May 29, 2018. The shares were issued to the corporation in March 2021.

On March 18, 2021, a corporation converted \$3,378 of interest into 1,689,040 unrestricted shares of the Company's common stock at \$.002 per share to partially satisfy a convertible promissory note dated June 3, 2014. The shares were not issued to the corporation at September 30, 2021.

On March 30, 2021, the Company's CEO earned 555,500 shares valued at \$38,885 or \$.07 per share under his October 1, 2020 employment agreement. As of September 30, 2021, these shares have not been issued to the executive.

During April 2021, a consultant earned 250,000 restricted shares of the Company's common stock for services to the Company. The shares were valued at \$0.1273 per share or \$31,825. The shares have not been issued as of September 30, 2021.

On June 13, 2021, a corporation converted \$4,000 of principal into 800,000 unrestricted shares of the Company's common stock at \$.005 per share to partially satisfy convertible promissory notes dated July 5, 2017 and August 8, 2017. The shares were not issued to the corporation at September 30, 2021.

On June 28, 2021, the Company's CEO earned 555,500 shares valued at \$38,885 or \$.07 per share under his October 1, 2020 employment agreement. As of September 30, 2021, these shares have not been issued to the executive.

On July 6, 2021 the Company issued 407,707 restricted shares of the Company's common stock for accounting services to the Company. The shares were valued at \$6,460 or \$0.0158 per share.

On July 21, 2021, a corporation converted \$3,990 of principal and interest into 1,995,205 unrestricted shares of the Company's common stock at \$.002 per share to partially satisfy a convertible note dated June 3, 2014.

On July 27, 2021, a corporation converted \$4,000 of principal into 800,000 unrestricted shares of the Company's common stock at \$.005 per share to partially satisfy convertible notes dated July 5, 2017 and August 8, 2017.

On August 6, 2021, a corporation converted \$7,000 of principal into 1,400,000 unrestricted shares of the Company's common stock at \$.005 per share to partially satisfy a convertible note dated December 3, 2018.

On August 11, 2021 the Company issued 5,000,000 restricted shares of the Company's common stock to an individual to settle an agreement dated July 15, 2018. The shares were valued at \$100,000 or \$0.02 per share.

On September 2, 2021 the Company issued 75,000 restricted shares of the Company's common stock to a consultant for services to the Company. The shares were valued at \$8,048 or \$0.1073 per share.

On September 26, 2021, the Company's CEO earned 555,500 shares valued at \$38,885 or \$.07 per share under his October 1, 2020 employment agreement. As of September 30, 2021, these shares have not been issued to the executive.

On September 29, 2021, a corporation converted \$4,979 of principal and interest into 2,489,265 unrestricted shares of the Company's common stock at \$.002 per share to partially satisfy a convertible note dated June 3, 2014.

As of September 30, 2021, a consultant earned 89,882 restricted shares of the Company common stock under a consulting contract for July 6, 2021 for accounting services to the Company. The shares were valued at \$6,844 or \$0.071 per share. As of September 30, 2021, the shares have not been issued to the individual.

The Company had 69,577,631 and 47,605,729 shares issued and outstanding as of September 30, 2021 and December 31, 2020, respectively.

## **NOTE 8 – MATERIAL CONTRACTS**

During August 2016, the Company entered into 4 (four) “Work for Hire Performance Agreements” with actors to co-host the Virtual Reality travel shows “In Front of View” and “Really Twins”. The contracts cover two seasons for both Virtual Reality shows defined as 6 (six) episodes per season. All work must be completed by December 31, 2020. The agreement may be terminated without cause by either party upon 30-day advance notice. For each season of the “In Front View” Virtual Reality show, the two actors are compensated with 1,500,000 shares for an aggregate of 3,000,000 shares of the Company’s unregistered common stock. The first season was completed by August 30, 2016 and the shooting on Season 2 was completed in August 2018. For the first season, the 1,500,000 shares were valued at \$.01 per share or \$15,000. For the second season, the 1,500,000 shares were valued at \$.019 per share or \$28,500. For each season of “Reality Twins” Virtual Reality show, the two actors are compensated with 1,000,000 shares for an aggregate of 2,000,000 shares of the Company’s unregistered common stock. The first season was completed during January 2018 and the 1,000,000 shares were valued at \$.0244 per share or \$24,400. As of September 30, 2021, the shares have not been issued to the actors. During June 2019, the contracts for season two of the “Really Twins” was extended to June, 30 2020. During June 2020, the agreement with the Really Twins for season two was extended until December 31, 2020 due to complications of shooting during Covid-19. At September 30, 2021, the 1,000,000 shares have not been earned or issued for the second season.

On September 15, 2017, the Company entered into an Agreement with NWBB, Inc., to provide \$2,000,000 in pre-paid media placement opportunities and services in exchange for a \$2,000,000 convertible note with a conversion price of \$1 per share of the Company’s common stock. NWBB, Inc. may only convert shares consistent with the amount of media utilized by the Company as a direct result of signed insertion orders. The media assignments may be used on television, radio, out of home, digital display and print publications including airline magazines subject to normal placement terms excluding current contracted buys and existing agency specific or media property relationships previously entered into by the Company. As of September 30, 2021, no work has been performed on the contract.

On March 27, 2018, the Company entered into a “Binding Letter of Agreement” with veteran detective/author John Cameron for 50% rights to “It’s Me Edward Wayne Edwards - The Serial Killer You Never Heard of” and the subsequent updated version “It Was Always ME! Edward Edwards - The Most Prolific Serial Killer of All Time” and or its derivatives. In exchange, the Company will pay the author 1,000,000 of unregistered shares of Company’s common stock valued at \$20,000 or \$0.02 per share and provide various multimedia services to market and sell the book. The services include websites, internet accessible portals complete with e-commerce, affiliate programs, TV, Radio spots, etc. At September 30, 2021, the 1,000,000 shares have not been issued to the Mr. Cameron.

On July 15, 2018, the Company entered into a five-year agreement with NWBB, Inc. to provide products for resale and valuable marketing business assistance to the Company. NWBB, Inc. will be compensated with 5,000,000 restricted shares of the Company’s common stock for each year of service. The subject shares will not be issued until the anniversary date. The shares for year one were valued at \$100,000 or \$.02 per share and were earned in July 2019. The shares for year two were valued at \$41,500 or \$.0083 per share and were earned in July 2020. On May 25, 2021, the Company and the consultant modified the agreement to reduce the number of shares to an aggregate of 5,000,000 share from 25,000,000 shares, which represents the shares earned in July 2019 for \$100,000 or \$0.02 per share. During July 2021, the 5,000,000 shares were issued to the Consultant to fully satisfy the agreement.

## **NOTE 9 – BARTERING TRANSACTIONS**

In 2017, the Company began providing media services using two on-line bartering websites and third-party providers. The Company’s business model is to purchase incomplete advertising impressions with barter assets and sell completed advertising for barter assets or cash. The Company achieved revenues of \$315,325 from 47 transactions ranging from \$750 to \$58,200 each, for the nine months ended September 30, 2021, and achieved revenues of \$430,740 from 67 transactions ranging from \$600 to \$63,000 each, for the nine months ended September 30, 2020. The cost of revenues amounted to approximately 47% to 115% of the gross revenues for the nine months ended September 30, 2021 and 2020.

The unused service received of \$1,128,084 and \$1,052,084 for barter exchange and related prepaid expenses of \$5,000 and \$12,758 at September 30, 2021 and December 31, 2020, respectively, were recorded on the accompanying consolidated balance sheet. In addition, deferred revenue of \$69,600 and \$54,600 for completed but unearned bartering transactions was recorded on the accompanying consolidated balance sheet at September 30, 2021 and December 31, 2020, respectively.

## NOTE 10 – SUBSEQUENT EVENTS

On October 26, 2021, the Company executed and delivered a \$18,500 Convertible promissory note to a corporation. The Convertible Note bears interest at 8% and has a maturity date of October 26, 2022 at which time all principal and accrued interest shall be due and payable. After maturity the interest rate increases to 15%. Prepayment is permitted without penalty. The Convertible Note is convertible by the holder, into shares of the Company's common stock at an exercise price of \$.025 per share.

On October 26, 2021, the Company issued 1,400,000 unrestricted shares of the Company's common stock to a corporation, which partially satisfy the principal under convertible promissory notes dated December 3, 2018. The shares were valued at \$7,000 or \$0.005 per share.

The Company evaluated all events or transactions that occurred through November 22, 2021. During this period, the Company did not have any other material recognizable subsequent events.

## NOTE 11 – RESTATEMENT

The September 30, 2021 financial statements are being restated to reclassify NBWW, Inc. convertible promissory notes payable from related party to third-party. The company inadvertently and incorrectly classified NBWW, Inc. as a related party.

The following table summarizes the changes to the Consolidated Balance Sheets (Unaudited):

	Restated September 30, 2021	Previous September 30, 2021	Difference
Current liabilities:			
Accounts payable	94,866	94,866	-
Accrued expenses	2,230,383	2,230,383	-
Notes payable	264,990	264,990	-
Convertible notes payable, net of discount of \$84,959 and \$58,124 at September 30, 2021 (restated) and and September 30, 2021 (previous), respectively	2,355,045	384,083	1,970,962
Related party convertible notes payable, net of discount of \$4,177 and \$31,012 at September 30, 2021 (restated) September 30, 2021 (previous), respectively	402,423	2,373,385	(1,970,962)
Deferred Revenue	98,370	98,370	-
Total current liabilities	5,446,077	5,446,077	-

The following table summarizes the changes to the Statements of Cash Flow (unaudited):

	For the Nine Months Ended September 30, 2021		
	Restated September 30, 2021	Previous September 30, 2021	Difference
Cash flows from financing activities			
Proceeds from acquisition of Doyen Communications	-	38,880	(38,880)
Proceeds from related party convertible notes payable	141,300	102,420	38,880
Net cash provided by financing activities	141,300	141,300	-