

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

## **ZUKI INC. (fka MMA Global Inc.)**

3275 South Jones Boulevard, Suite 104

Las Vegas, Nevada 89146

www.zuki.app

702-948-1212

mmaglobal10@gmail.com

7372 (Prepackaged Software)

### **Annual Report** **For the Period Ending: December 31, 2021** (the "Reporting Period")

As of December 31, 2021, the number of shares outstanding of our Common Stock was:

43,976,096

As of September 30, 2021, the number of shares outstanding of our Common Stock was:

28,976,096

As of December 31, 2020, the number of shares outstanding of our Common Stock was:

26,476,096

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

Yes: ☐ No: ☒

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

Yes: ☐ No: ☒

Indicate by check mark whether a Change in Control<sup>1</sup> of the company has occurred over this reporting period:

Yes: ☐ No: ☒

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<sup>1</sup> "Change in Control" shall mean any events resulting in:

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

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

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

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

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

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

The Company was incorporated as Louisiana Food Company on August 17, 2010 with the Nevada Secretary of State. On February 28, 2018, the Company changed its name to MMA Global Inc. On July 30, 2021, the Company changed its name to Zuki, Inc.

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

The Company was formed on August 17, 2010 in the State of Nevada and is currently active.

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

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:

None

The address(es) of the issuer's principal executive office:

3275 South Jones Boulevard, Suite 104, Las Vegas, Nevada 89146

The address(es) of the issuer's principal place of business:

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

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

Yes: ☐ No: ☒

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

n/a

**2) Security Information**

Trading symbol:	<u>LUSI</u>
Exact title and class of securities outstanding:	<u>Common</u>
CUSIP:	<u>55316M104</u>
Par or stated value:	<u>0.00001 par value</u>

Total shares authorized:	<u>1,950,000,000</u>	as of date: <u>December 31, 2021</u>
Total shares outstanding:	<u>43,976,096</u>	as of date: <u>December 31, 2021</u>

Number of shares in the Public Float<sup>2</sup>: 6,405,696 as of date: December 31, 2021  
Total number of shareholders of record: 489 as of date: December 31, 2021

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

Trading symbol: None (Not Publicly Traded)  
Exact title and class of securities outstanding: Series AA Preferred  
CUSIP: n/a  
Par or stated value: 0.00001 par value  
Total shares authorized: 25,000,000 as of date: December 31, 2021  
Total shares outstanding: 180,000 as of date: December 31, 2021

Designation of Security: The Series AA Preferred Stock has a conversion rate of one (1) share of the Series AA Preferred Stock to one thousand (1,000) shares of Common Stock. The holders of the Series AA Preferred Stock are entitled to vote on all matters voted on by the Company's common shareholders, including election of directors and amendments to the Certificate of Incorporation, on the same basis equal to the conversion rate of one thousand (1,000) votes per share of Series AA Preferred Stock. The Series AA Preferred Stock has a liquidation preference of \$5.00 per share. In the event of a Company forward split or share dividend of Common Stock, the Series AA Preferred Stock shall be proportionately increased but will not be decreased by any reverse split.

#### Transfer Agent

Name: Securities Transfer Corporation  
Phone: 469-633-0101  
Email: bchou@stctransfer.com  
Address: 2901 N. Dallas Parkway, Suite 380, Plano, TX 75093

Is the Transfer Agent registered under the Exchange Act?<sup>3</sup> Yes: ☒ No: ☐

### **3) Issuance History**

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

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

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

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

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<sup>2</sup> "Public Float" shall mean the total number of unrestricted shares not held directly or indirectly by an officer, director, any person who is the beneficial owner of more than 10 percent of the total shares outstanding (a "control person"), or any affiliates thereof, or any immediate family members of officers, directors and control persons.

<sup>3</sup> To be included in the Pink Current Information tier, the transfer agent must be registered under the Exchange Act.

Shares Outstanding as of Second Most Recent Fiscal Year End: <u>Opening Balance</u> Date <u>December 31, 2019</u> Common: <u>26,476,096</u> Preferred: <u>180,000</u>			*Right-click the rows below and select "Insert" to add rows as needed.						
Date of Transaction	Transaction type (e.g. new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to (entities must have individual with voting / investment control disclosed).	Reason for share issuance (e.g. for cash or debt conversion) -OR- Nature of Services Provided	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
<u>7/08/2021</u>	<u>New Issuance</u>	<u>625,000</u>	<u>Common</u>	<u>\$0.02</u>	<u>No</u>	<u>IQ Equals Inc. / Jim Phipps</u>	<u>Option exercise</u>	<u>Restricted</u>	<u>1934 Act</u>
<u>7/08/2021</u>	<u>New Issuance</u>	<u>625,000</u>	<u>Common</u>	<u>\$0.02</u>	<u>No</u>	<u>Slingshot Investments LLC/ Darl McBride</u>	<u>Option exercise</u>	<u>Restricted</u>	<u>1934 Act</u>
<u>7/08/2021</u>	<u>New Issuance</u>	<u>625,000</u>	<u>Common</u>	<u>\$0.02</u>	<u>No</u>	<u>Royal Union Trust / Marlon Steele Jr.</u>	<u>Option exercise</u>	<u>Restricted</u>	<u>1934 Act</u>
<u>7/08/2021</u>	<u>New Issuance</u>	<u>625,000</u>	<u>Common</u>	<u>\$0.02</u>	<u>No</u>	<u>Shawn Wright</u>	<u>Option exercise</u>	<u>Restricted</u>	<u>1934 Act</u>
<u>10/12/2021</u>	<u>New Issuance</u>	<u>2,500,000</u>	<u>Common</u>	<u>\$0.235</u>	<u>No</u>	<u>Americorp Investments LLC / Jordan Simmons</u>	<u>Acquisition of patent licenses</u>	<u>Restricted</u>	<u>1933 Act</u>
<u>10/12/2021</u>	<u>New Issuance</u>	<u>2,500,000</u>	<u>Common</u>	<u>\$0.235</u>	<u>No</u>	<u>MSAC Holding LLC / Jordan Simmons</u>	<u>Acquisition of patent licenses</u>	<u>Restricted</u>	<u>1933 Act</u>
<u>12/10/2021</u>	<u>New Issuance</u>	<u>10,000,000</u>	<u>Common</u>	<u>\$0.25</u>	<u>No</u>	<u>Delivery Drop Ltd. / Syed Sherazi</u>	<u>Acquisition of 25% of Delivery Drop Ltd.</u>	<u>Restricted</u>	<u>1933 Act</u>
Shares Outstanding on Date of This Report: <u>Ending Balance:</u> Date <u>December 31, 2021</u> Common: <u>43,976,096</u> Preferred: <u>180,000</u>									

**Example:** A company with a fiscal year end of December 31<sup>st</sup>, in addressing this item for its quarter ended June 30, 2021, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2019 through June 30, 2021 pursuant to the tabular format above.

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

On October 4, 2021, the Company entered into an agreement with Me Inc LLC, a Delaware limited liability company, to obtain a worldwide, perpetual, irrevocable, royalty-free, exclusive license for the ZZ Tasks software app in exchange for consideration of 5,380,000 LUSI common stock warrants priced at \$0.01, (which warrants may be exercised in cash or cashless) but may not be redeemed for at least one year.

On October 4, 2021, the Company entered into an agreement with Shout TV Inc. to acquire all tangible and intangible assets of Shout TV Inc. including the software the Company was currently licensing in exchange for consideration of 5,500,000 LUSI common stock warrants priced at \$0.01, (which warrants may be exercised in cash or cashless) but may not be redeemed for at least one year.

In addition to the 2,500,000 restricted common shares issued to Americorp Investments LLC ("Americorp") on October 12, 2021, the Company also granted to Americorp 7,500,000 common stock warrants exercisable at \$0.65 per share. The warrants may be exercised between July 1, 2022 and no later than March 30, 2023 and may be exercised in cash or cashless.

In addition to the 2,500,000 restricted common shares issued to MSAC Holding LLC ("MSAC") on October 12, 2021, the Company also granted to MSAC 7,500,000 common stock warrants exercisable at \$0.65 per share. The warrants may be exercised between July 1, 2022 and no later than March 30, 2023 and may be exercised in cash or cashless.

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

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

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

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g. Loan, Services, etc.)
<u>2/09/2018</u>	<u>\$74,720</u>	<u>\$57,804</u>	<u>\$6,216</u>	<u>12/31/2022</u>	<u>Convertible into Series AA Preferred Stock at \$5.00 per share at holder's election</u>	<u>Paglinawan Hawaiian Trust / Dunesa Hesser</u>	<u>Loan</u>
<u>10/25/2018</u>	<u>\$756,687</u>	<u>\$433,077</u>	<u>\$323,610</u>	<u>12/31/2022</u>	<u>Convertible into Series AA Preferred Stock at \$5.00 per share at holder's election</u>	<u>United Bamboo LLC / Shawn Wright</u>	<u>Loan in conjunction with purchase of technology assets</u>
—	—	—	—	—	—	—	—
—	—	—	—	—	—	—	—

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

## 4) Financial Statements

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

- ☒ U.S. GAAP  
☐ IFRS

B. The financial statements for this reporting period were prepared by (name of individual)<sup>4</sup>:

<sup>4</sup> The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS by persons with sufficient financial skills.

Name: Vincent Hesser  
Title: Accountant  
Relationship to Issuer: Director

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

- C. Balance Sheet;
- D. Statement of Income;
- E. Statement of Cash Flows;
- F. Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)
- G. Financial notes; and
- H. Audit letter, if audited

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

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

**Financial Statements for period ending December 31, 2021 (enclosed with this filing)**

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

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

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

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

The Company is developing and preparing to launch a blockchain-enabled game engine offering both pay-to-play and free-to-play mobile and browser-based games, and related social offerings, focused on, but not limited to the sports and entertainment sector. It is anticipated that the game engine will: (1) deploy fungible and non-fungible token technologies; (2) support 'own brand' and 'white label' gamification of both synchronous and asynchronous sporting and entertainment events; and (3) provide a powerful tool to content owners, celebrities, social influencers and others to engage fans and followers, to activate consumers, and to gather valuable user data.

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

Zuki Inc. (fka MMA Global Inc.), a Nevada corporation, owns 100% of the issued and outstanding stock of MME Inc., a Wyoming corporation. The Company also owns a 25% ownership interest in Delivery Drop Ltd., a UK company, which is considered a consolidated variable interest entity.

C. Describe the issuers' principal products or services.

The Company owns any and all of Shout TV Inc.'s free-to-play technology including without limitation any gaming, educational, social, mobile, fan engagement, or other technologies. These include *Shout*, *The Challenge*, *Shout Live*, *Flashvote*, and others which have been used in conjunction with fan engagement of live sporting events by companies such as Real Madrid Football Club and the World Series of Fighting. The Company also acquired Shout TV Inc.'s IP and technology assets in development related to pay-to-play (P2P) style games, such as *Daily Millionaire*, *Millionize*, and *Trivia Train*.

Delivery Drop Limited (<https://www.deliverydrop.co.uk/>) (Delivery Drop), is a fast growing United Kingdom-based, on-demand delivery mobile app company, with over 30,000 active users, 450 vendors, and 1900 drivers, growing daily. Delivery Drop was founded with one focus: To deliver goods from local stores to your door in 30 minutes or less.

## 6) Issuer's Facilities

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

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

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

As of December 31, 2021, the Company is sub-leasing an office space on a month-to-month basis at 3275 S. Jones Boulevard, Suite 104, Las Vegas, NV 89146 at a cost of \$500 per month. The sub-lease includes all costs including rent, utilities, common areas, internet, phone service, office equipment usage, and the lessor is Royal Union, an affiliated company of two directors of the Company.

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

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

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

Name of Officer/Director or Control Person	Affiliation with Company (e.g. Officer Title /Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Note
<u>IQ Equals Inc. c/o James Phipps</u>	<u>CEO/Director</u>	<u>Provo, UT</u>	<u>10,625,000</u>	<u>Common</u>	<u>24.2%</u>	_____
<u>IQ Equals Inc. c/o James Phipps</u>	<u>CEO/Director</u>	<u>Provo, UT</u>	<u>90,000</u>	<u>Preferred</u>	<u>50%</u>	_____

<u>Shawn Wright</u>	<u>Director</u>	<u>St. George, UT</u>	<u>3,125,000</u>	<u>Common</u>	<u>7.1%</u>	<u>      </u>
<u>Shawn Wright</u>	<u>Director</u>	<u>St. George, UT</u>	<u>12,500</u>	<u>Preferred</u>	<u>6.9%</u>	<u>      </u>
<u>Marlon Steele, Jr.</u>	<u>&gt;5% Owner</u>	<u>Cedar City, UT</u>	<u>2,500,000</u>	<u>Common</u>	<u>5.7%</u>	<u>      </u>
<u>Marlon Steele Jr.</u>	<u>&gt;5% Owner</u>	<u>Cedar City, UT</u>	<u>12,500</u>	<u>Preferred</u>	<u>6.9%</u>	<u>      </u>
<u>Royal Union Trust c/o Marlon Steele Jr., Trustee</u>	<u>&gt;5% Owner</u>	<u>Cedar City, UT</u>	<u>5,625,000</u>	<u>Common</u>	<u>12.8%</u>	<u>      </u>
<u>Royal Union Trust c/o Marlon Steele Jr., Trustee</u>	<u>&gt;5% Owner</u>	<u>Cedar City, UT</u>	<u>15,000</u>	<u>Preferred</u>	<u>8.3%</u>	<u>      </u>
<u>Zion Wood Trust c/o Shawn Wright, Trustee</u>	<u>Director</u>	<u>St. George, UT</u>	<u>50,000</u>	<u>Preferred</u>	<u>27.8%</u>	<u>      </u>
<u>Americorp Investments LLC c/o Jordan Simmons</u>	<u>&gt;5% Owner</u>	<u>Denver, CO</u>	<u>2,500,000</u>	<u>Common</u>	<u>5.7%</u>	<u>      </u>
<u>MSAC Holding LLC c/o Jordan Simmons</u>	<u>&gt;5% Owner</u>	<u>Denver, CO</u>	<u>2,500,000</u>	<u>Common</u>	<u>5.7%</u>	<u>      </u>
<u>Delivery Drop Ltd. / Syed Sherazi</u>	<u>&gt;5% Owner</u>	<u>Sheffield, England</u>	<u>10,000,000</u>	<u>Common</u>	<u>22.7%</u>	<u>      </u>

## 8) Legal/Disciplinary History

A. Please identify whether any of the persons or entities listed above have, in the past 10 years, been the subject of:

1. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);

No

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;

No

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



No

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.

No

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

None

## 9) Third Party Providers

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

### Securities Counsel

Name: Byron Thomas  
Firm: The Law Offices of Byron Thomas  
Address 1: 3275 S. Jones Blvd., Suite 104  
Address 2: Las Vegas, NV 89146  
Phone: 702-761-4945  
Email: byronthomaslaw@gmail.com

### Accountant or Auditor

Name: Vincent Hesser  
Firm: Royal Union  
Address 1: 3275 S. Jones Blvd., Suite 104  
Address 2: Las Vegas, NV 89146  
Phone: 702-948-1212  
Email: vhesser@royal-union.com

### Investor Relations

Name: \_\_\_\_\_  
Firm: \_\_\_\_\_  
Address 1: \_\_\_\_\_  
Address 2: \_\_\_\_\_  
Phone: \_\_\_\_\_  
Email: \_\_\_\_\_

### Other Service Providers

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

Name: \_\_\_\_\_  
Firm: \_\_\_\_\_  
Nature of Services: \_\_\_\_\_  
Address 1: \_\_\_\_\_

Address 2: \_\_\_\_\_  
Phone: \_\_\_\_\_  
Email: \_\_\_\_\_

## 10) Issuer Certification

*Principal Executive Officer:*

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

The certifications shall follow the format below:

I, James Phipps certify that:

1. I have reviewed this Annual Disclosure Statement for the period ending December 31, 2021 of Zuki Inc. (fka MMA Global Inc.), a Nevada corporation;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

March 18, 2022 [Date]

/s/ James Phipps [CEO's Signature]

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

*Principal Financial Officer:*

I, James Phipps certify that:

1. I have reviewed this Annual Disclosure Statement for the period ending December 31, 2021 of Zuki Inc. (fka MMA Global Inc.), a Nevada corporation;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

March 18, 2022 [Date]

/s/ James Phipps [CFO's Signature]

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

**ZUKI INC.**  
**(fka MMA GLOBAL INC.)**

**FINANCIAL STATEMENTS**  
**(Unaudited)**  
**Years Ending December 31, 2021 and December 31, 2020**

ZUKI INC. (fka MMA GLOBAL INC.)  
Balance Sheets  
(Unaudited)

ASSETS	December 31, 2021	December 31, 2020
Current assets:		
Cash and cash equivalents	\$ 10,576	\$ 13,652
Accounts receivable	27,568	-
Other current assets	-	-
<b>Total current assets</b>	<b>38,144</b>	<b>13,652</b>
Long Term Assets:		
Digital assets	\$ 23,018	\$ -
Patent Licenses	1,175,000	-
Software	4,538,760	913,178
Other assets	18,701	-
Investment in subsidiaries	-	-
<b>Total long term assets</b>	<b>5,755,479</b>	<b>913,178</b>
<b>Total Assets</b>	<b>\$ 5,793,623</b>	<b>\$ 926,830</b>
LIABILITIES AND STOCKHOLDERS' (DEFICIT)		
Current liabilities:		
Accounts payable and accrued expenses	\$ 16,188	\$ 7,162
Advance on stock purchase - options	2,500	50,000
Notes payable	259,115	-
Notes payable - related party	831,407	25,154
<b>Total current liabilities</b>	<b>1,109,211</b>	<b>82,316</b>
Long Term Liabilities:		
Notes Payable	\$ 41,640	\$ -
Long term Note Payable - related party	-	634,529
<b>Total long term liabilities</b>	<b>41,640</b>	<b>634,529</b>
<b>Total Liabilities</b>	<b>\$ 1,150,851</b>	<b>\$ 716,845</b>
Stockholders' Equity/(deficit)		
Preferred stock; \$.00001 par value, 25,000,000 shares authorized, 180,000 shares issued and outstanding as of December 31, 2021 and December 31, 2020	2	2
Common stock; \$.00001 par value, 1,950,000,000 shares authorized; 43,976,096 and 26,476,096 shares issued and outstanding as of December 31, 2021 and December 31, 2020	573	265
Minority Interest	(67,073)	-
Additional paid-in-capital	5,408,915	730,778
Accumulated deficit	(699,644)	(521,060)
<b>Total stockholders' equity/(deficit)</b>	<b>4,642,773</b>	<b>209,985</b>
<b>Total Liabilities and Stockholders' Equity/(Deficit)</b>	<b>\$ 5,793,623</b>	<b>\$ 926,830</b>

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

**ZUKI INC. (fka MMA GLOBAL INC.)**  
**Statements of Operations**  
**(Unaudited)**

	<b>For the year ended December 31, 2021</b>	<b>For the year ended December 31, 2020</b>
Revenues	\$ 44,244	\$ -
Operating expenses		
General administrative	64,489	12,156
<i>Total operating expenses</i>	<u>64,489</u>	<u>12,156</u>
<i>(Loss) from operations</i>	(20,245)	(12,156)
Other income (expense)		
Gain on loan writeoff	-	32,507
Interest expense	(125,154)	(104,443)
<i>Total other income (expenses)</i>	<u>(125,154)</u>	<u>(71,936)</u>
<i>(Loss) before provision for income taxes</i>	(145,399)	(84,092)
Provision for Income Taxes	-	-
<b>Net Income / (Loss)</b>	<u><u>\$ (145,399)</u></u>	<u><u>\$ (84,092)</u></u>
Basic and diluted loss per common share	<u><u>\$ (0.00)</u></u>	<u><u>\$ (0.00)</u></u>
Basic and diluted weighted average common shares outstanding	<u><u>29,352,808</u></u>	<u><u>26,476,096</u></u>

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

ZUKI INC. (fka MMA GLOBAL INC.)  
Statements of stockholders' equity (deficit)  
(Unaudited)

	Preferred stock		Common stock		Additional paid-in capital	Minority Interest	Accumulated (deficit)	Total Shareholders' equity/(deficit)
	Shares	Amount	Shares	Amount				
<b>Balance December 31, 2019</b>	<b>180,000</b>	<b>\$ 2</b>	<b>26,476,096</b>	<b>\$ 265</b>	<b>\$ 730,778</b>	<b>\$ -</b>	<b>\$ (436,967)</b>	<b>\$ 294,078</b>
Net (loss) for the year ended December 31, 2020	-	-	-	-	-	-	(84,092)	(84,092)
<b>Balance December 31, 2020</b>	<b>180,000</b>	<b>\$ 2</b>	<b>26,476,096</b>	<b>\$ 265</b>	<b>\$ 730,778</b>	<b>\$ -</b>	<b>\$ (521,060)</b>	<b>\$ 209,985</b>
Common shares issued (stock options exercised)	-	-	2,500,000	\$ 25	\$ 49,975	-	-	\$ 50,000
Common shares issued (patent licenses)	-	-	5,000,000	\$ 50	\$ 1,174,950	-	-	\$ 1,175,000
Warrants issued (software acquisition)	-	-	-	-	\$ 3,453,312	-	-	\$ 3,453,312
Common shares issued (company acquisition)	-	-	10,000,000	\$ 100	\$ 2,499,900	-	-	\$ 2,500,000
Subsidiary consolidation	-	-	-	\$ 133	\$ (2,500,000)	(67,073)	(33,185)	\$ (2,600,125)
Net (loss) for the year ended December 31, 2021	-	-	-	-	-	-	(145,399)	(145,399)
<b>Balance December 31, 2021</b>	<b>180,000</b>	<b>\$ 2</b>	<b>43,976,096</b>	<b>\$ 573</b>	<b>\$ 5,408,915</b>	<b>\$ (67,073)</b>	<b>\$ (699,644)</b>	<b>\$ 4,642,773</b>

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

**ZUKI INC. (fka MMA GLOBAL INC.)**  
**Statements of Cash Flows**  
**(Unaudited)**

	For the year ended December 31, 2021	For the year ended December 31, 2020
Operating activities:		
Net loss	\$ (145,399)	\$ (84,092)
Changes in operating assets and liabilities:		
Increase in accounts payable and accrued expenses	9,026	2,136
Increase in accounts receivable	(27,568)	-
<i>Net cash (used in) operating activities</i>	<u>(18,542)</u>	<u>2,136</u>
Investing activities:		
Increase in other assets	(41,719)	(30,101)
Minority interest	(67,073)	-
Investments	(4,833,767)	-
<i>Net cash provided by investing activities</i>	<u>(4,942,559)</u>	<u>(30,101)</u>
Financing activities:		
Increase in common stock	1,225,133	-
Warrants issued	3,453,312	-
Advance for stock option exercise	(47,500)	50,000
Proceeds (payments) on loans	-	5,357
Increase/(Decrease) in convertible debt	171,724	(32,507)
Increase in notes payable	300,755	102,688
<i>Net cash provided by financing activities</i>	<u>5,103,424</u>	<u>125,538</u>
Net change in cash	(3,076)	13,480
Cash, beginning of period	13,652	172
Cash, ending of period	<u>\$ 10,576</u>	<u>\$ 13,652</u>

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

**ZUKI INC. (fka MMA GLOBAL INC.)**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDING DECEMBER 31, 2021**

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**NOTE 1 – NATURE OF OPERATIONS**

Zuki Inc. (the “Company”) formerly known as MMA Global Inc. (fka Louisiana Food Company), was incorporated on August 17, 2010 under the laws of the state of Nevada. The Company is now developing technology projects in the software, mobile application, and crypto space that it anticipates to be feasible and profitable for shareholders, which would benefit startup and revenue generating companies to create jobs and future revenue. The Company knows the difficulty that startup companies have in procuring financing, hence the development of the public entity with the ability to capitalize on financing opportunities including sales of shares of stock. The Company also has a 25% ownership stake in Delivery Drop Limited, a United Kingdom-based, on-demand delivery mobile app company, which is considered a variable interest entity and consolidated within the Company’s financial statements.

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

Basis of Presentation Management acknowledges that it is solely responsible for adopting sound accounting practices, establishing and maintaining a system of internal accounting control and preventing and detecting fraud. The Company’s system of internal accounting control is designed to assure, among other items, that (1) recorded transactions are valid; (2) all valid transactions are recorded and (3) transactions are recorded in the period in a timely manner to produce financial statements which present fairly the financial condition, results of operations and cash flows of the company for the respective periods being presented. The Company’s financial statements are prepared using the accrual basis of accounting in accordance with accounting principles generally accepted in the United States.

**Use of Estimates**

The preparation of financial statements in accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. A change in management’s estimates or assumptions could have a material impact on the Company’s financial condition and results of operations during the period in which such changes occurred.

Actual results could differ from those estimates. The Company’s financial statements reflect all adjustments that management believes are necessary for the fair presentation of their financial condition and results of operations for the periods presented.

**Cash and Cash Equivalents**

For purposes of the statements of cash flows, cash equivalents include all highly liquid investments with original maturities of three months or less which are not securing any corporate obligations. The Company maintains its cash in bank deposit accounts, which, at times, may exceed federally insured limits. The Company has not experienced any losses in such accounts.

**Property and Equipment**

As of December 31, 2021, the Company does not own any property and/or equipment. Any purchases will be recorded at cost. Expenditures for maintenance and repairs will be charged against operations. Renewals and improvements that materially extend the life of the assets are capitalized. When assets are retired or otherwise disposed of, the cost and related accumulated depreciation are written off, and any resulting gain or loss is reflected in income for the period. Depreciation will be computed for financial statement purposes on a straight-line basis over estimated useful lives of the related assets.



**ZUKI INC. (fka MMA GLOBAL INC.)**  
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**Software/Patents**

In accordance with ASC 985-20, "Accounting for the Costs of Computer Software to be Sold, Leased or Otherwise Marketed," the Company capitalizes certain costs related to the development of new software products or the enhancement of existing software products for use in our product offerings. These costs are capitalized from the point in time that technological feasibility has been established, as evidenced by a working model or detailed working program design to the point in time that the product is available for general release to customers. Software development costs include payments made to independent software developers under development agreements, as well as direct costs incurred for internally developed and managed products. Prior to a product's release, if and when we believe capitalized costs are not recoverable, we expense the amounts as part of "Research and Development." Amounts related to software development which are not capitalized are charged immediately to "Research and Development." Software development costs are amortized on a straight-line basis over the estimated remaining economic lives of the products, beginning when the software is placed into service.

We will evaluate the future recoverability of capitalized software and patent licenses on at least an annual basis. Recoverability is primarily assessed based on performance measures. For products that are scheduled to be released in the future, recoverability is evaluated based on the expected performance of the specific products to which the cost relates. We use a number of criteria in evaluating expected product performance, including historical performance of comparable products developed with comparable technology, market performance of comparable applications, general market conditions, and past performance. When we determine that the capitalized cost is unlikely to be recovered, an impairment of costs is taken and charged to Impairment of Capitalized Software or Patents in the period in which such determination is made.

**Digital Assets**

The Company accounts for blockchain assets and digital currency as an intangible asset with an indefinite life under GAAP at its cost basis, whether developed or acquired in the market. Due to the volatility of cryptocurrencies, the Company will report an unrealized loss impairment whenever the price dips below the cost basis at the end of any given reporting period. If the market price rises above the cost basis, the Company will report a gain only upon the realization of a sale.

**Impairment of Long-lived Assets**

The Company reviews long-lived assets for impairment when circumstances indicate the carrying amount of an asset may not be recoverable based on the undiscounted future cash flows of the asset. If the carrying amount of the asset is determined not to be recoverable, a write-down to fair value is recorded. Fair values are determined based on quoted market values, undiscounted cash flows, or external appraisals, as applicable. The Company reviews long-lived assets for impairment at the individual asset or the asset group level for which the lowest level of independent cash flows can be identified

**Revenue Recognition**

The Company expects to derive revenue primarily from the three mobile platforms (iOS, Google Play and Amazon) on which it will market its technology, games and applications in the form of app store transactions and from various advertising networks in the form of branded advertising placements within its applications.

For revenue from product sales, the Company will recognize revenue in accordance with Financial Accounting Standards Board "FASB" Accounting Standards Codification "ASC" 606. A five-step analysis must be met as outlined in Topic 606: (i) identify the contract with the customer, (ii) identify the performance obligations in the contract, (iii) determine the transaction price, (iv) allocate the transaction price to the performance obligations, and (v) recognize revenue when (or as) performance obligations are satisfied. Provisions for discounts and rebates to customers, estimated returns and allowances, and other adjustments are provided for in the same period the related sales are recorded. The Company will defer any revenue for which the product has not been

**ZUKI INC. (fka MMA GLOBAL INC.)**  
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delivered or is subject to refund until such time that the Company and the customer jointly determine that the product has been delivered or no refund will be required.

### **Income Taxes**

Income taxes are accounted for under the asset and liability method. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and operating loss and tax credit carry forwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized as income in period that includes the enactment date. A valuation allowance is provided for deferred tax assets if it is more likely than not these items will either expire before the Company is able to realize their benefits, or that future deductibility is uncertain.

The Company also follows the guidance related to accounting for income tax uncertainties. In accounting for uncertainty in income taxes, the Company recognizes the financial statement benefit of a tax position only after determining that the relevant tax authority would more likely than not sustain the position following an audit. For tax positions meeting the more likely than not threshold, the amount recognized in the financial statements is the largest benefit that has a greater than 50 percent likelihood of being realized upon ultimate settlement with the relevant tax authority. No liability for unrecognized tax benefits was recorded as of December 31, 2021 and December 31, 2020.

### **Fair Value Measurements**

The fair value of a financial instrument is the amount that could be received upon the sale of an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Financial assets are marked to bid prices and financial liabilities are marked to offer prices. Fair value measurements do not include transaction costs. A fair value hierarchy is used to prioritize the quality and reliability of the information used to determine fair values. Categorization within the fair value hierarchy is based on the lowest level of input that is significant to the fair value measurement. The fair value hierarchy is defined into the following three categories:

Level 1: Quoted market prices in active markets for identical assets or liabilities

Level 2: Observable market-based inputs or inputs that are corroborated by market data

Level 3: Unobservable inputs that are not corroborated by market data

The Company's financial instruments consist principally of cash, accounts payable and accrued liabilities, and amounts due to related parties. Pursuant to ASC 820, the fair value of the Company's cash is determined based on "Level 1" inputs, which consist of quoted prices in active markets for identical assets. The Company believes that the recorded values of all of the Company's other financial instruments approximate their current fair values because of their nature and respective maturity dates or durations.

### **Stock-Based Compensation**

The Company measures stock-based compensation at fair value as of the date of grant and recognizes the corresponding expense over the requisite service period (usually the vesting period), utilizing the Black-Scholes option-pricing model. The volatility component of the calculation is based on the historic volatility of the Company's stock or the expected future volatility. The expected life assumption is primarily based on historical exercise patterns and employee post-vesting termination behavior. The risk-free interest rate for the expected term of the option is based on the U.S. Treasury yield curve in effect at the time of grant.

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**Loss per Common Share**

Basic earnings per share is calculated dividing income available to common stockholders by the weighted average number of common shares outstanding. Diluted earnings per share is calculated based on the assumption that all dilutive convertible shares, stock options and warrants were converted or exercised. Dilution is computed by applying the treasury stock method. Under this method, common share equivalents are assumed to be exercised at the beginning of the period (or at the time of issuance, if later), and as if funds obtained thereby were used to purchase common stock at the average market price during the period. Common share equivalents are excluded from the diluted earnings per share calculation when the effect is anti-dilutive. There were no dilutive common share equivalents outstanding as of December 31, 2021 and December 31, 2020.

**Year-end**

The Company has a December 31st fiscal year-end.

**NOTE 3 – GOING CONCERN**

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern, which contemplates the recoverability of assets and the satisfaction of liabilities in the normal course of business. Since its inception, the Company has been engaged substantially in financing activities, product research and development, and continued development of its business plan. As a result, the Company incurred accumulated net losses of \$699,644 through the year ended December 31, 2021. In addition, the Company's development activities since inception have been financially sustained through the sale of capital stock, and loans from third parties and affiliates.

The ability of the Company to continue as a going concern is dependent upon its ability to raise additional capital from the sale of preferred or common stock, or through debt financing and, ultimately, the achievement of significant operating revenues. These financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts or amounts and classification of liabilities that might result from this uncertainty.

**NOTE 4 – PROPERTY AND EQUIPMENT**

As of December 31, 2021, the Company does not own any property and/or equipment.

**NOTE 5 – SOFTWARE**

Capitalized software acquisitions and development costs at December 31, 2021 and December 31, 2020 were \$4,538,760 and \$913,178 respectively. During the years ended December 31, 2021 and December 31, 2020, there were no amortization expenses related to capitalized software. There was no impairment of software development costs during the years ended December 31, 2021 and December 31, 2020.

**NOTE 6 – NOTES PAYABLE**

The Company had raised various notes over a period of time for working capital requirements and software acquisition and development. The notes payable consists of the following as of December 31, 2021.

Note payable from a related party bearing interest at eight percent (8%) per annum, dated February 9, 2018 and due on December 31, 2022, up to a total principal amount of \$75,000. As of December 31, 2021, the outstanding principal balance is \$68,504 and accrued interest is \$6,216. The note is convertible at the election of holder into shares of the Company's Series AA preferred stock at \$5.00 per share.

**ZUKI INC. (fka MMA GLOBAL INC.)**  
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Note payable from a related party bearing interest at eighteen percent (18%) per annum, compounded quarterly, dated October 25, 2018 and due on December 31, 2022, in the amount of \$433,077 related to the acquisition of software, technology and IP assets. As of December 31, 2021, the outstanding principal balance is \$433,077 and accrued interest is \$323,610. The note is convertible at the election of holder into shares of the Company's Series AA preferred stock at \$5.00 per share.

The Company recorded interest expense of \$125,154 and \$104,443 for the years ended December 31, 2021 and December 31, 2020 respectively.

**NOTE 7 – STOCKHOLDERS EQUITY**

**Common and Preferred Stock**

At December 31, 2021 and December 31, 2020, the authorized capital of the Company consisted of 1,950,000,000 shares of common stock, par value \$0.00001 per share, and 25,000,000 shares of Series AA preferred stock, par value \$0.00001 per share. On December 31, 2021 there were 43,976,096 shares of common stock and 180,000 shares of Series AA preferred stock outstanding. On December 31, 2020 there were 26,476,096 shares of common stock and 180,000 shares of Series AA preferred stock outstanding.

On or about May 29, 2020, the four Directors of the Company exercised stock options by tendering an advance payment of \$50,000 to the Company for the purchase of 2,500,000 shares of restricted common stock, at \$0.02 per share. Each Director exercised 625,000 stock options, and the shares were issued on July 8, 2021.

On or about October 4, 2020 the Company issued to Shout TV Inc. ("Shout"), 5,500,000 warrants to purchase shares of restricted common stock, at \$0.01 per share, pursuant to a software asset purchase agreement. The warrants are exercisable in cash or cashless commencing October 1, 2022 and ending April 1, 2023.

On or about October 4, 2020 the Company issued to Me Inc LLC ("ME"), 5,380,000 warrants to purchase shares of restricted common stock, at \$0.01 per share, pursuant to a perpetual, royalty free software license (ZZ Tasks App). The warrants are exercisable in cash or cashless commencing October 1, 2022 and ending April 1, 2023.

On or about October 12, 2020 the Company issued to Americorp Investments LLC ("Americorp"), 2,500,000 shares of restricted common stock, at \$0.235 per share, pursuant to patent license entered into by the Company for a portfolio of 41 patents that the Company believes will secure key aspects of the intellectual property backbone of the blockchain, gaming and blockchain-gaming aspects of its business model. The Company also issued warrants to purchase 7,500,000 shares of common stock, exercisable at \$.65 per share, commencing July 1, 2022 and ending March 30, 2023.

On or about October 12, 2020 the Company issued to MSAC Holding Inc. dba Arrow Gaming ("AG"), 2,500,000 shares of restricted common stock, at \$0.235 per share, pursuant to patent license entered into by the Company for a portfolio of 86 patents and patents-pending, including U.S. and international patents, that the Company believes will secure key aspects of the intellectual property backbone of the blockchain and gaming aspects of its business model. The Company also issued warrants to purchase 7,500,000 shares of common stock, exercisable at \$.65 per share, commencing July 1, 2022 and ending March 30, 2023.

On or about December 10, 2020 the Company issued to Delivery Drop Ltd. ("DD"), 10,000,000 shares of restricted common stock, at \$0.25 per share, in exchange for a 25% interest in DD, plus contractual controls rendering Delivery Drop a variable interest entity of the Company.

**ZUKI INC. (fka MMA GLOBAL INC.)**  
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**Options**

In February 2018, the Company approved the 2018 Stock Option Plan (the “Plan”). The Plan provides for the grant of incentive stock options or non-qualified stock options (collectively, “Stock Awards”). The Plan provided the Company the ability to grant Stock Awards to its employees, directors and consultants of up to 10,000,000 shares of common stock.

The purchase price of each share covered by each Incentive Option shall not be less than one hundred percent (100%) of the Fair Market Value Per Share of the Common Stock on the date the Incentive Option is granted; provided, however, that if at the time an Incentive Option is granted the Optionee owns or would be considered to own more than ten percent (10%) of the total combined voting power of all classes of stock of the Company, the purchase price of the shares covered by such Incentive Option shall not be less than one hundred ten percent (110%) of the Fair Market Value Per Share of the Common Stock on the date the Incentive Option is granted.

As of December 31, 2021, the Company had issued a total of 2,600,000 stock options under the Plan, of which 2,525,000 have been exercised. 2,500,000 stock options were issued pursuant to a resolution of the Board of Directors on May 13, 2020 at a price of \$0.02 per share, which was 194% of the Fair Market Value Per Share at the time of the grant. 625,000 stock options were granted to each of the Company’s four directors and the all shares were issued on July 8, 2021. 100,000 stock options were issued pursuant to a resolution of the Board of Directors on August 18, 2020 at a price of \$0.10 per share, which was 113% of the Fair Market Value Per Share at the time of the grant. One director exercised 25,000 options by tendering funds, but the shares have not been issued yet as of December 31, 2021.

**NOTE 8 – COMMITMENTS and CONTINGENCIES**

The Company subleases and occupies, on a month to month tenancy, approximately 500 square feet of office space at 3275 South Jones Boulevard, Suite 104, Las Vegas, Nevada 89146 at cost of \$500 a month from an entity affiliated with a director of the Company.

**NOTE 9 – RELATED PARTY TRANSACTIONS**

The Company entered into a note payable from a related party for operating expenses bearing interest at eight percent (8%) per annum, dated February 9, 2018 and due on December 31, 2022, up to a total principal amount of \$75,000 as further described in Note 6 above.

The Company entered into a note payable from a related party for software acquisition bearing interest at eighteen percent (18%) per annum, dated October 25, 2018 and due on December 31, 2022, in the principal amount of \$433,077 as further described in Note 6 above.

The Company subleases its office space from a related party as further described in Note 8 above.

**NOTE 10 – SUBSEQUENT EVENTS**

In accordance with ASC 855 “Subsequent Events”, the Company evaluated subsequent events after December 31, 2021 through the date these unaudited consolidated financial statements were issued and has no transactions or events requiring disclosure except as described below.

**ZUKI INC. (fka MMA GLOBAL INC.)**  
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On or about February 1, 2022, the Company entered into an agreement with GTR24H AsP, a leading eSports and sim racing media platform, to acquire a twenty-two and a half percent (22.5%) equity ownership stake in GTR24H, in exchange for ten million (10,000,000) restricted common shares of the Company at a price of \$0.225 per share. The Company will have VIE control with GTR24H.

On or about February 14, 2022, the Company entered into an agreement with LILAKFORTUNE, LDA (doing business as Moneyball), the first artificial intelligence (AI)- powered TV ads management platform, connecting sporting organizations, clubs, teams, and other influencers (large and small) and the brands who sponsor them with their fans and followers through over-the-top (OTT) media services, to acquire a twenty five percent (25%) equity ownership stake in Moneyball, in exchange for six million one hundred fifty three thousand eight hundred forty six (6,153,846) restricted common shares of the Company at a price of \$0.325 per share. The Company will have VIE control with Moneyball.

On or about March 1, 2022, the Company entered into an agreement with BillionGraves Holding Inc., a tech-driven genealogy and family history platform, to acquire a ten percent (10%) equity ownership stake in Billion Graves, in exchange for two million four hundred fourteen thousand six hundred thirty four (2,414,634) restricted common shares of the Company at a price of \$0.205 per share. The Company will have VIE control with Billion Graves.