

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

InCapta, Inc.

1876 Horse Creek Rd.
Cheyenne, WY 82009

[682-229-7476]
[www.incapta.com]
[president@incapta.com]
[7841]

Quarterly Report

For the Period
Ending: 09/30/2022

As of [09/30/2022], the number of shares outstanding of our Common Stock was: 32,465,599,433

As of [06/30/2022], the number of shares outstanding of our Common Stock was: 32,465,599,433

As of [12/31/2021], the number of shares outstanding was: 32,465,599,433

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 Control⁵ of the company has occurred over this reporting period:

Yes: ☐ No: ☒

⁵ "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): InCapta, Inc.

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.

June 1997-SyCo Comics & Distribution Inc., February 1999- Syconet.com, Inc., November 2002- Point Group Holdings, Inc., January 2004- GameZ n Flix, Inc., May 2009- TBC Global News Network, Inc., October 2015- InCapta, 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):

Nevada-Inactive, Wyoming-Active and In Good Standing

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:

1876 Horse Creek Rd, Cheyenne, WY 82009

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

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

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

Yes: ☐ No: ☒

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

2) Security Information

| | |
|--|---------------------|
| Trading symbol: | <u>INCT</u> |
| Exact title and class of securities outstanding: | <u>Common Stock</u> |
| CUSIP: | <u>45331T200</u> |
| Par or stated value: | <u>0.001</u> |

| | | | |
|---------------------------|-----------------|-------------|-------------------|
| Total shares authorized: | 100,000,000,000 | as of date: | <u>09/30/2022</u> |
| Total shares outstanding: | 32,465,599,433 | as of date: | <u>09/30/2022</u> |

Number of shares in the Public Float⁶: 30,412,324,376 as of date: 09/30/2022
Total number of shareholders of record: 478 as of date: 09/30/2022

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

Trading symbol: _____
Exact title and class of securities outstanding: _____
CUSIP: _____
Par or stated value: _____
Total shares authorized: _____ as of date: _____
Total shares outstanding: _____ as of date: _____

Transfer Agent

Name: Colonial Stock Transfer
Phone: (801) 355-5740
Email: kalyshachandler@colonialstock.com
Address: 7840 S 700 E, Sandy, UT 84070

Is the Transfer Agent registered under the Exchange Act?⁷ Yes: ☒ No: ☐

3) Issuance History

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

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

A. Changes to the Number of Outstanding Shares

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

| Shares Outstanding as of Second Most Recent Fiscal Year End: <u>Opening Balance</u> Date <u>12/31/2020</u> Common: <u>5,885,215,492</u> Preferred: <u>0</u> | | | Transfer Agent Verified | | | | | | |
|--|---|--|-------------------------|---|--|--|---|---|---------------------------------|
| 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. |

⁶ "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.

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

| | | | | | | | | | |
|------------|--------------|------------------|--------|---------|-----|-------------------------------|-------------------------------------|--------------|---------------------|
| 02/23/2021 | New Issuance | 293,000,000 | Common | N/A | No | DTC Fast | Sent to DTC for open market trading | Unrestricted | Free trading shares |
| 03/02/2021 | New Issuance | 300,000,000 | Common | N/A | No | DTC Fast | Sent to DTC for open market trading | Unrestricted | Free trading shares |
| 03/05/2021 | New Issuance | 300,000,000 | Common | N/A | No | DTC Fast | Sent to DTC for open market trading | Unrestricted | Free trading shares |
| 03/08/2021 | New Issuance | 267,000,000 | Common | 0.0007 | Yes | Crown Bridge/ Seth Ahdoon | Conversion | Unrestricted | Rule 144a |
| 03/11/2021 | New Issuance | 224,082,800 | Common | N/A | No | DTC Fast | Sent to DTC for open market trading | Unrestricted | Free trading shares |
| 03/23/2021 | New Issuance | 30,000,000,000 | Common | 0.0001 | Yes | Greg Martin | Acquisition | Restricted | Rule 144 |
| 03/23/2021 | New Issuance | 1,182,550,000 | Common | 0.0001 | Yes | Greg Martin | Multi Year Compensation | Restricted | Rule 144 |
| 03/23/2021 | New Issuance | 266,720,000 | Common | 0.0001 | Yes | Ean Martin | Multi Year Compensation | Restricted | Rule 144 |
| 03/23/2021 | New Issuance | 300,000,000 | Common | N/A | No | DTC Fast | Sent to DTC for open market trading | Unrestricted | Free trading shares |
| 03/26/2021 | New Issuance | 600,000,000 | Common | N/A | No | DTC Fast | Sent to DTC for open market trading | Unrestricted | Free trading shares |
| 04/02/2021 | New Issuance | 1,300,000,000 | Common | N/A | No | DTC Fast | Sent to DTC for open market trading | Unrestricted | Free trading shares |
| 04/08/2021 | New Issuance | 1,500,000,000 | Common | N/A | No | DTC Fast | Sent to DTC for open market trading | Unrestricted | Free trading shares |
| 04/08/2021 | New Issuance | 356,195,616 | Common | N/A | No | DTC Fast | Sent to DTC for open market trading | Unrestricted | Free trading shares |
| 04/13/2021 | New Issuance | 1,500,000,000 | Common | N/A | No | DTC Fast | Sent to DTC for open market trading | Unrestricted | Free trading shares |
| 04/13/2021 | New Issuance | 40,000,000 | Common | N/A | No | DTC Fast | Sent to DTC for open market trading | Unrestricted | Free trading shares |
| 04/16/2021 | New Issuance | 45,328,525 | Common | N/A | No | DTC Fast | Sent to DTC for open market trading | Unrestricted | Free trading shares |
| 04/19/2021 | New Issuance | 500,000,000 | Common | N/A | No | DTC Fast | Sent to DTC for open market trading | Unrestricted | Free trading shares |
| 04/19/2021 | New Issuance | 1,518,507,000 | Common | 0.00031 | Yes | EMA Financial/John Scholz | Conversion | Unrestricted | Rule 144a |
| 04/30/2021 | New Issuance | 500,000,000 | Common | N/A | No | DTC Fast | Sent to DTC for open market trading | Unrestricted | Free trading shares |
| 04/30/2021 | New Issuance | 1,500,000,000 | Common | 0.00031 | Yes | EMA Financial/John Scholz | Conversion | Unrestricted | Rule 144a |
| 05/04/2021 | New Issuance | 7,000,000 | Common | 0.031 | No | Jason Curtman | Issued for consulting | Restricted | Rule 144 |
| 05/11/2021 | New Issuance | 500,000,000 | Common | N/A | No | DTC Fast | Sent to DTC for open market trading | Unrestricted | Free trading shares |
| 05/11/2021 | New Issuance | 1,500,000,000 | Common | 0.00031 | Yes | EMA Financial/John Scholz | Conversion | Unrestricted | Rule 144a |
| 05/17/2021 | Cancellation | (30,000,000,000) | Common | 0.0031 | N/A | Greg Martin | Shares returned | N/A | N/A |
| 05/20/2021 | New Issuance | 990,000,000 | Common | N/A | No | DTC Fast | Sent to DTC for open market trading | Unrestricted | Free trading shares |
| 05/28/2021 | New Issuance | 990,000,000 | Common | N/A | No | DTC Fast | Sent to DTC for open market trading | Unrestricted | Free trading shares |
| 06/09/2021 | New Issuance | 990,000,000 | Common | N/A | No | DTC Fast | Sent to DTC for open market trading | Unrestricted | Free trading shares |
| 06/21/2021 | New Issuance | 990,000,000 | Common | N/A | No | DTC Fast | Sent to DTC for open market trading | Unrestricted | Free trading shares |
| 07/01/2021 | New Issuance | 990,000,000 | Common | N/A | No | DTC Fast | Sent to DTC for open market trading | Unrestricted | Free trading shares |
| 07/13/2021 | New Issuance | 990,000,000 | Common | N/A | No | DTC Fast | Sent to DTC for open market trading | Unrestricted | Free trading shares |
| 07/28/2021 | New Issuance | 990,000,000 | Common | N/A | No | DTC Fast | Sent to DTC for open market trading | Unrestricted | Free trading shares |
| 08/19/2021 | New Issuance | 990,000,000 | Common | N/A | No | DTC Fast | Sent to DTC for open market trading | Unrestricted | Free trading shares |
| 08/30/2021 | New Issuance | 990,000,000 | Common | N/A | No | DTC Fast | Sent to DTC for open market trading | Unrestricted | Free trading shares |
| 09/18/2021 | New Issuance | 990,000,000 | Common | N/A | No | DTC Fast | Sent to DTC for open market trading | Unrestricted | Free trading shares |
| 10/11/2021 | New Issuance | 990,000,000 | Common | 0.00031 | Yes | EMA Financial/John Scholz | Conversion | Unrestricted | Rule 144a |
| 11/23/2021 | New Issuance | 990,000,000 | Common | 0.00031 | Yes | EMA Financial/John Scholz | Conversion | Unrestricted | Rule 144a |
| 11/29/2021 | New Issuance | 200,000,000 | Common | 0.0001 | Yes | Leonite Fund I,LP/ Avi Geller | Conversion | Unrestricted | Rule 144a |

| | | | | | | | | | | |
|--|-------|-------------------------------|-------------------------|-------|-------|-------|-------|-------|-------|--|
| | | | | | | | | | | |
| _____ | _____ | _____ | _____ | _____ | _____ | _____ | _____ | _____ | _____ | |
| _____ | _____ | _____ | _____ | _____ | _____ | _____ | _____ | _____ | _____ | |
| _____ | _____ | _____ | _____ | _____ | _____ | _____ | _____ | _____ | _____ | |
| Shares Outstanding on Date of This Report: | | | Transfer Agent Verified | | | | | | | |
| <u>Ending Balance:</u> | | <u>Ending Balance</u> | | | | | | | | |
| Date <u>09/30/2022</u> | | Common: <u>32,465,599,433</u> | | | | | | | | |
| Preferred: <u>0</u> | | | | | | | | | | |
| | | | | | | | | | | |

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

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

B. Debt Securities, Including Promissory and Convertible Notes

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

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

| Date of Note Issuance | Outstanding Balance (\$) | Principal Amount at Issuance (\$) | Interest Accrued (\$) | Maturity Date | Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares) | Name of Noteholder (entities must have individual with voting / investment control disclosed). | Reason for Issuance (e.g. Loan, Services, etc.) |
|-----------------------|--------------------------|-----------------------------------|-----------------------|---------------|--|--|---|
| 11/23/21 | \$147,224 | \$166,667 | \$1,944 | 11/23/22 | 0.0001 | Leonite Fund 1, LP/Avi Geller | Loan |
| _____ | | | | | | | |
| _____ | | | | | | | |
| _____ | | | | | | | |
| _____ | | | | | | | |
| _____ | | | | | | | |
| _____ | | | | | | | |

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)⁸:

Name: Ean Martin
Title: Chief Operating Officer/Interim CFO
Relationship to Issuer: Officer & 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 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")

Media & Entertainment, Wholesale Grocery Distribution.---The current business of media & entertainment is in radio, television, movie production and television productions to be used in online and in Cloud television and radio. The current business of wholesale grocery distribution is through our wholly-owned subsidiary, Banana Box Wholesale Grocery in which we provide wholesale grocery distribution across the continental USA.

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

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

Banana Box Wholesale Grocery

C. Describe the issuers' principal products or services.

The Company's principle products or services consists of media including, television production, movies, and screen writing. In addition, it consists of wholesale groceries supplied to mom and pop retailers in the lower 48 states.

6) Issuer's Facilities

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

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

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

The company only pays for products as they are sold as does not pay for any warehousing.

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 |
|--|---|---|------------------------|------------------|---|---|
| Gregory Martin | Chairman & President | Weatherford, Texas | 1,212,550,000 | Common | 3.74% | Shares awarded in 2017 + Multi year Compensation |
| Ean Martin | Chief Operating Officer | Fort Worth, Texas | 266,720,000 | Common | >1% | Shares awarded as form of Multi year Compensation |
| _____ | _____ | _____ | _____ | _____ | _____ | _____ |
| _____ | _____ | _____ | _____ | _____ | _____ | _____ |
| _____ | _____ | _____ | _____ | _____ | _____ | _____ |

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: | M. Stephen Roberts |
| Firm: | M. Stephen Roberts Attorney At Law |
| Address 1: | 8280 YMCA Plaza Dr, BLDG 1, |
| Address 2: | Baton Rouge, LA 70810 |
| Phone: | 225-892-6868 |
| Email: | <u>steve@steverobertslaw.com</u> |

Accountant or Auditor

Name: None
Firm: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

Investor Relations

Name: None
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: None
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, Gregory Martin certify that:

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

_____ [Date] 11/10/2022

_____/s/Gregory Martin

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

Principal Financial Officer:

I, Ean Martin certify that:

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

_____ [Date] 11/10/2022

_____ /s/ Ean Martin

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

INCAPTA, INC.
UNAUDITED CONSOLIDATED BALANCE SHEETS

| | <u>Sept. 30, 2022</u> | <u>June 30, 2022</u> |
|---|-----------------------|----------------------|
| Assets | | |
| Current Assets: | | |
| Cash and Cash Equivalents | \$ 178,053 | \$ 177,417 |
| Total Current Assets | <u>178,053</u> | <u>177,417</u> |
| Goodwill | 4,000,000 | 4,000,000 |
| Brand Trade Secrets | 884,252 | 884,252 |
| Pre paid expenses & other assets | 14,440 | 30,991 |
| Total Assets | <u>\$ 5,070,913</u> | <u>\$ 5,070,913</u> |
| Liabilities and Stockholders' Equity (Deficit) | | |
| Liabilities: | | |
| Accounts Payable and Accrued Expenses | \$ | \$ |
| Convertible Notes Payable | 147,224 | 153,056 |
| Salaries Owing | | |
| Accrued Interest | | |
| Total Liabilities | <u>147,224</u> | <u>153,056</u> |
| Stockholders' Equity (Deficit): | | |
| Preferred Stock, 10,000,000 authorized, 0 issued, .001 par value | - | |
| Common Stock, 100,000,000,000 shares authorized, 32,465,599,433 shares issued and outstanding, .001 par value | 32,465,599 | 32,465,599 |
| Additional Paid in Capital | 110,067,762 | 110,067,762 |
| Accumulated Deficit | <u>(137,593,121)</u> | <u>137,593,757</u> |
| Total Stockholders' Equity (Deficit) | <u>4,940,240</u> | <u>4,939,604</u> |
| Total Liabilities and Stockholders' Equity | <u>\$ 5,087,464</u> | <u>\$ 5,092,660</u> |

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

INCAPTA, INC.
UNAUDITED CONSOLIDATED STATEMENT OF OPERATIONS

| | <u>Sept 30, 2022</u> | <u>June 30, 2022</u> |
|---------------------------------------|------------------------------|------------------------------|
| Revenues | \$ 270,314 | 235,798 |
| Expenses | | |
| Stock for Services | \$ - | |
| General & Administration | \$ (269,678) | (208,218) |
| Professional Fees and Licensing costs | \$ - | |
| Net Total: | <u>636</u> | <u>27,580</u> |
| Loss from Operations | <u>-</u> | <u>-</u> |
| Other Income (expense) | <u>-</u> | <u>-</u> |
| Net Profit (Loss) | <u>\$ 636</u> | <u>\$ 27,580</u> |
| Profit (Loss) Per Share | <u>\$ 0.00000002</u> | <u>0.00000085</u> |
| Weighted average shares outstanding | <u>32,465,599,433</u> | <u>32,465,599,433</u> |

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

INCAPTA, INC.
UNAUDITED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY (DEFICIT)

For Year Ended Sept 30, 2022

| | Common Shares Par Value \$0.001 | | Additional Paid In Capital | Accumulated Deficit | Total Stockholders Equity (Deficit) |
|---|------------------------------------|-----------------|-------------------------------|------------------------|--|
| | Shares | \$ Amount | | | |
| Balance Ending December 31, 2020 | 5,885,215,492 | 5,885,215 | 130,620,480 | (137,752,795) | (1,247,100) |
| Common shares issued for conversion of notes | 267,000,000 | 267,000 | (61,410) | | 205,590 |
| Common shares issued as officers and directors compensation | 1,449,270,000 | 1,449,270 | (1,304,343) | | 144,927 |
| Common shares issued for acquisition | 30,000,000,000 | 30,000,000 | (27,000,000) | | 3,000,000 |
| Common shares issued for open market trading | 2,017,082,800 | 2,017,083 | | | 2,017,083 |
| Net Gain (loss) | | | | 12,987 | 12,987 |
| Balance Ending March 31, 2021 | 39,618,568,292 | 39,618,568 | 102,254,727 | (137,739,808) | 4,133,487 |
| Common shares issued for conversion of notes | 4,518,507,000 | 4,518,507 | (4,066,656) | | 451,851 |
| Common Shares issued as Officers & Directors Compensation or consulting | 7,000,000 | 7,000 | | | 7,000 |
| Common shares redacted | 30,000,000,000 | 30,000,000 | 30,000,000 | | |
| Common shares issued for open market trading | 10,201,524,141 | 10,201,524 | (10,099,509) | | 102,015 |
| Net Gain (loss) | | | | 2,857 | 2,857 |
| Balance Ending June 30, 2021 | 24,345,599,433 | \$24,345,599.00 | 118,088,562 | (137,736,951) | 4,697,210 |
| Common shares issued for open market trading | 5,940,000,000 | 5,940,000 | (5,880,600) | | 59,400 |
| Net Gain (loss) | | | | 26,574 | 26,574 |
| Balance Ending September 30, 2021 | 30,285,599,433 | 30,285,599 | 112,207,962 | (137,710,377) | 4,783,184 |
| Common shares issued for conversion of notes | 1,980,000,000 | 1,980,000 | (1,960,200) | | 19,800 |
| Common shares issued for conversion of notes | 200,000,000 | 200,000 | (180,000) | | 20,000 |
| Net Gain (loss) | | | | 72,517 | 72,517 |
| Balance Ending December 31, 2021 | 32,465,599,433 | 32,465,599 | 110,067,762 | (137,637,860) | 4,895,501 |
| Net Gain (loss) | | | | 16,523 | 16,523 |
| Balance Ending March 31, 2022 | 32,465,599,433 | 32,465,599 | 110,067,762 | (137,621,337) | 4,912,024 |
| Net Gain (loss) | | | | 27,580 | 27,580 |
| Balance Ending June 30, 2022 | 32,465,599,433 | 32,465,599 | 110,067,762 | (137,593,757) | 4,939,604 |
| Net Gain (loss) | | | | 636 | 636 |
| Balance Ending September 30, 2022 | 32,465,599,433 | 32,465,599 | 110,067,762 | (137,593,121) | 4,940,240 |

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

INCAPTA, INC.
UNAUDITED CONSOLIDATED STATEMENT OF CASH FLOWS

| | <u>Sept. 30,</u> <u>2022</u> | <u>June 30,</u> <u>2022</u> |
|--|---------------------------------|--------------------------------|
| Cash Flows from Operating Activities: | | |
| Net Profit (Loss) | \$ 636 | \$ 27,580 |
| Adjustments to reconcile net loss to cash used by operating activities | | |
| Share Issuance | - | - |
| Changes in Assets and Liabilities | | |
| Increase in Accounts Payable | - | - |
| Accrued Interest | | |
| Cash Provided (Used) By Operations | <u>636</u> | <u>27,580</u> |
| Net Cash Used by Investing Activities | | - |
| Cash Provided by Investing Activities | | |
| Net Cash Provided by Financing Activities | | |
| Proceeds of Contribution | | |
| Increase in Advance Payable-Related Party | - | - |
| Cash Used for Financing Activities | - | (9,358) |
| Increase (Decrease) in Cash | 636 | (18,222) |
| Cash-Beginning | <u>\$ 177,417</u> | <u>159,195</u> |
| Cash-End | <u><u>\$ 178,053</u></u> | <u><u>\$ 177,417</u></u> |

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

INCAPTA, INC.
NOTES TO THE UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS
Sept. 30, 2022

NOTE 1 – ORGANIZATION AND SIGNIFICANT ACCOUNTING POLICIES

Organization and Line of Business

The current business of InCapta, Inc. includes media & entertainment. Primarily radio, television, movie production and television productions to be used in online and in Cloud television and radio. The current business also includes wholesale grocery distribution through our wholly-owned subsidiary, Banana Box Wholesale Grocery, in which we provide wholesale grocery distribution across the continental USA.

Basis of Presentation

The accompanying consolidated financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America.

Business Condition

These accompanying financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities and commitments in the normal course of business. As of Sept. 30, 2022, the Company had operating gains. The continuation of the Company is dependent upon improved economic conditions, financial support, as well as profitability.

These conditions are subject to change and such conditions could impair the Company's ability to continue as a going concern.

Stock Based Compensation

ASC 718 Compensation — Stock Compensation establishes and encourages the use of the fair value-based method of accounting for stock-based compensation arrangements under which compensation cost is determined using the fair value of stock-based compensation determined as of the date of grant and is recognized over the periods in which the related services are rendered. For stock-based compensation the Company recognizes an expense in accordance with ASC 718 and values the equity securities based on the fair value of the security on the date of grant. Stock option awards are valued using the Black-Scholes option-pricing model.

The Company had no stock compensation expense incurred during the quarter ended Sept 30, 2022.

INCAPTA, INC.
NOTES TO THE UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS
Sept. 30, 2022

NOTE 1 – ORGANIZATION AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Use of Estimates

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

Fair Value of Financial Instruments

For certain of the Company's financial instruments, including cash and cash equivalents, other current assets, accounts payable, accrued interest and due to related party, the carrying amounts approximate fair value due to their short maturities.

Cash and Cash Equivalents

For purposes of the statements of cash flows, the Company defines cash equivalents as all highly liquid debt instruments purchased with a maturity of three months or less, plus all certificates of deposit.

Concentration of Credit Risk

Financial instruments, which potentially subject the Company to concentrations of credit risk, consist of cash and cash equivalents and accounts receivables. The Company places its cash with high quality financial institutions and at times may exceed the FDIC \$250,000 insurance limit. The Company extends credit based on an evaluation of the customer's financial condition, generally without collateral. Exposure to losses on receivables is principally dependent on each customer's financial condition. The Company monitors its exposure for credit losses and maintains allowances for anticipated losses, as required.

Impairment of Long-Lived Assets

ASC 350 requires that long-lived assets to be disposed of by sale, including those of discontinued operations, be measured at the lower of carrying amount or fair value less cost to sell, whether reported in continuing operations or in discontinued operations. ASC 350 broadens the reporting of discontinued operations to include all components of an entity with operations that can be distinguished from the rest of the entity and that will be eliminated from the ongoing operations of the entity in a disposal transaction. ASC 350 also establishes a "primary-asset" approach to determine the cash flow estimation period for a group of assets and liabilities that represents the unit of accounting for a long-lived asset to be held and used.

Advertising Costs

These costs are expensed as incurred. During the periods there was no advertising expense.

INCAPTA, INC.
NOTES TO THE UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS
Sept. 30, 2022

NOTE 1 – ORGANIZATION AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Income Taxes

The Company accounts for income taxes under the asset and liability method, which requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the financial statements. Under this method, the Company determines deferred tax assets and liabilities on the basis of the differences between the financial statement and tax bases of assets and liabilities by using enacted tax rates in effect for the year in which the differences are expected to reverse. The effect of a change in tax rates on deferred tax assets and liabilities is recognized in income in the period that includes the enactment date.

The Company recognizes deferred tax assets to the extent that it believes that these assets are more likely than not to be realized. In making such a determination, the Company considers all available positive and negative evidence, including future reversals of existing taxable temporary differences, projected future taxable income, tax-planning strategies, and results of recent operations. If the Company determines that it would be able to realize its deferred tax assets in the future in excess of their net recorded amount, the Company would make an adjustment to the deferred tax asset valuation allowance, which would reduce the provision for income taxes.

The Company records uncertain tax positions in accordance with ASC 740 on the basis of a two-step process in which (1) it determines whether it is more likely than not that the tax positions will be sustained on the basis of the technical merits of the position and (2) for those tax positions that meet the more-likely-than-not recognition threshold, it recognizes the largest amount of tax benefit that is more than 50 percent likely to be realized upon ultimate settlement with the related tax authority.

Earnings Per share

The Company reports earnings (loss) per share in accordance with ASC 260, “Earnings per Share.” Basic earnings (loss) per share is computed by dividing income (loss) available to common shareholders by the weighted average number of common shares available. Diluted earnings (loss) per share is computed similar to basic earnings (loss) per share except that the denominator is increased to include the number of additional common shares that would have been outstanding if the potential common shares had been issued and if the additional common shares were dilutive. Diluted earnings (loss) per share has not been presented since the effect of the assumed conversion of options and warrants to purchase common shares would have an anti-dilutive effect.

Recently Issued Accounting Pronouncements

Recently issued accounting standards that have been issued or proposed by the FASB or other standards-setting bodies that require adoption and that do not require adoption until a future date are not expected to have a material impact on our financial statements upon adoption.

INCAPTA, INC.
NOTES TO THE UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS
Sept. 30, 2022

NOTE 2- COMMON STOCK TRANSACTIONS

The company has authorized 100,000,000,000 shares and 32,465,599,433 shares were issued and outstanding as of Sept. 30, 2022.

NOTE 3 - SUBSEQUENT EVENTS

Management has evaluated subsequent events through Oct. 14, 2022, the date the financial statements were available to be issued. Management is not aware of any significant events that occurred subsequent to the balance sheet date that would have a material effect on the financial statements thereby requiring adjustment or disclosure.