

PRO MUSIC RIGHTS INC.  
Financial Statements  
For the years ended 2020 and 2021





**Pro Music Rights Inc.**

**Financial Statements**

**For the years ended 2020 and 2021**

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January 13, 2023

## **INDEPENDENT AUDITORS' REPORT**

Board of Directors and Members of  
Pro Music Rights, Inc.

### **REPORT ON FINANCIAL STATEMENTS**

I have audited the accompanying balance sheet of Pro Music Rights Inc. as of December 31, 2020 and 2021 and the related statements of operations, changes in owner's equity and cash flows for the years then ended. These financial statements are the responsibility of the Company's management.

### **MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS**

Management is responsible for the preparation and fair presentation of these financial statements in accordance with principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

### **AUDITOR'S RESPONSIBILITY**

My responsibility is to express an opinion on these financial statements based on my audits. I conducted my audits in accordance with generally accepted auditing standards as accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

An audit includes performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of risks of material misstatements of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. Accordingly, I express no such opinion.

An audit also includes evaluating appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements. Examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant



estimates made by management, as well as evaluating the overall financial statement presentation.

I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my audit opinion.

## **OPINION**

In my opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Pro Music Rights Inc. as of December 31, 2020 and 2021 and the results of operations and its cash flows for the years then ended in conformity with accounting principles generally accepted in the United States of America.

## **EMPHASIS OF MATTER PARAGRAPH 1**

The accompanying financial statements have been prepared assuming that the company will continue as going concern. As discussed in note 2 the Company has incurred cumulative net losses of \$238.2 thousand and negative cash flow from operations since incorporation. This raises substantial doubt about the company's ability to continue as going concern. Management plan is also explained in note 2 Our opinion is not modified with respect to this matter.

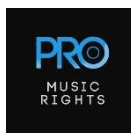
## **EMPHASIS OF MATTER PARAGRAPH 2**

As discussed in Note 7 in the financial statements, the company has unrecognized revenues 107,281,764 and 323,387,126 as of the end of 2020 and 2021 respectively, the note discuss the reasons for not recognizing those revenues. Our opinion is not modified with respect to that matter.

*Amjad AbuKhamis*  
*Jan 13, 2023*

**Amjad N I Abu Khamis**

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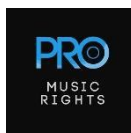


**Pro Music Rights Inc.**

**Balance Sheet Statement**

As of 31 December 2020 & 2021

	2020	2021
<b>ASSETS</b>		
<b>Current Assets</b>		
Bank Balance	749	175,545
<b>Total Current Assets</b>	<b>749</b>	<b>175,545</b>
<b>Intangible Asset</b>		
Copy Rights and Domain Names	45,135	45,135
<b>Total Intangible Assets</b>	<b>45,135</b>	<b>45,135</b>
<b>TOTAL ASSETS</b>	<b>45,884</b>	<b>220,680</b>
 <b>LIABILITIES AND EQUITY</b>		
<b>Liabilities</b>		
Accounts Payable	31,592	6,034
Sales Tax Payable	4,535	4,535
Advances from Shareholder	-	199,900
<b>Total Liabilities</b>	<b>36,127</b>	<b>210,469</b>
<b>Equity</b>		
Common Stock	14,100	14,100
Owners Contributions	20,413	234,371
Retained Earnings	(24,756)	(238,260)
<b>Total Equity</b>	<b>9,757</b>	<b>10,211</b>
<b>TOTAL LIABILITIES AND EQUITY</b>	<b>45,884</b>	<b>220,680</b>

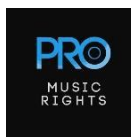


## Pro Music Rights Inc.

### Income Statement

As of 31 December 2020 & 2021

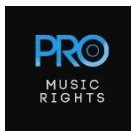
	2020	2021
<b>Revenues</b>		
Income	749	20,101
<b>Total Revenues</b>	<b>749</b>	<b>20,101</b>
<b>Operating Expenses</b>		
Accounting and Legal Fees	24,887	151,022
Professional Fees	-	23,781
Advertising and Promotion	-	15,000
Office and Utilities Expenses	-	5,633
Dues and Subscriptions	618	4,201
Other Operating Expenses	-	8,420
<b>Total Operating Expenses</b>	<b>(25,505)</b>	<b>(208,057)</b>
Non Operating Expenses	-	(25,548)
<b>Total Expenses</b>	<b>(25,505)</b>	<b>(233,605)</b>
<b>Net Income (Loss)</b>	<b>(24,756)</b>	<b>(213,504)</b>



**Pro Music Rights Inc.**  
**Statement of Changes in Stockholders' Equity**  
**As of 31 December 2020 & 2021**

	Class A Common Stock		Owners Contribution	Retained Earnings (Deficit)	Total
	Shares	Amount			
Balance - November 1, 2020	1,410,000,000	14,100	-	-	<b>14,100</b>
Capital Contributions	-	-	20,413	-	<b>34,513</b>
Net Income(Loss) - December 31, 2020	-	-	-	(24,756)	<b>9,757</b>
<b>Balance - December 31, 2020</b>		<b>14,100</b>	<b>20,413</b>	<b>(24,756)</b>	<b>9,757</b>
Balance - January 31, 2020	1,410,000,000	14,100	20,413	(24,756)	9,757
Capital Contributions	-	-	213,958	-	<b>223,715</b>
Net Income(Loss) - December 31, 2019	-	-	-	(213,504)	<b>10,211</b>
<b>Balance - December 31, 2019</b>	<b><u>1,410,000,000</u></b>	<b><u>\$14,100</u></b>	<b><u>\$234,371</u></b>	<b><u>\$(238,260)</u></b>	<b><u>\$10,211</u></b>

The accompanying notes are an integral part of these financial statements



**Pro Music Rights Inc.**  
**Statement of Cash Flow**  
For the years ended 2021

	<b>2020</b>	<b>2021</b>
<b>Cash Flows from Operating Activities</b>		
Net Income (Loss)	(24,756)	(213,504)
<i>Adjustments to reconcile net loss to net cash used in operating activities:</i>		
Loss on sale of marketable securities		22,406
Change in Accounts Payables		(25,558)
<b>Net Cash Used In Operating Activities</b>	<b>(24,756)</b>	<b>(216,656)</b>
<b>Cash Flows from Investing Activities</b>		
Purchase of marketable securities	-	(64,992,176)
Sale of marketable securities	-	64,969,770
<b>Net Cash Flows from Investing Activities</b>	<b>-</b>	<b>(22,406)</b>
<b>Cash Provided By Financing Activities</b>		
Investments from shareholder	14,100	-
Net Contributions	11,405	213,958
Advances from shareholder	-	199,900
<b>Net Cash Provided By Financing Activities</b>	<b>25,505</b>	<b>413,858</b>
<b>Net Change in Cash</b>	<b>749</b>	<b>174,796</b>
Cash and Cash Equivalents - Beginning of Year	-	749
<b>Cash and Cash Equivalents - End of Year</b>	<b>749</b>	<b>175,545</b>

The accompanying notes are an integral part of these financial statements



## **Notes to the Financial Statements**

### **Those notes are an integral part of these financial statements**

As of 31 December 2021

#### **NOTE 1 – ORGANIZATION AND NATURE OF OPERATIONS**

Pro Music Rights, Inc. ("Pro Music" or "the Company") is a music performing rights organization that represents songwriters, composers, and music publishers and issues public performance licenses to businesses for a flat monthly fee. Included in the standardized public performance license is a usage fee that is distributed as royalties to the songwriters, composers & music publishers that the Company represents. This model differs from competitors as the Company does not charge their artists an administration fee or utilize a royalty pool model.

The Company's customers include television and radio stations, internet/streaming services and mobile technologies, Satellite audio services like XM and Sirius, nightclubs, restaurants, bars and other venues. Pro Music which is recognized in U.S. copyright law as a licensor of music was founded in 2018 and is based in Naples, FL.

The Company was incorporated in the state of Delaware on November 4, 2020. The Company was created by virtue of the LLC conversion to a Corporation under the "Plan of Conversion" from Pro Music Rights, LLC to Pro Music Rights, Inc. which referred herein as "LLC Conversion". The LLC Conversion has the following effects on the Company:

1. All the claims, demands, property, rights, privileges, powers, franchises and every other interest of the Converting LLC shall be as effectively the property of the Company as they were of the Converting LLC prior to effectivity of the conversion.
2. All debts, liabilities and duties of the Converting LLC shall be attached to the Company and may be enforced against it to the same extent as if such debts, liabilities and duties had been incurred or contracted by it.
3. All the outstanding membership interests in the Converting LLC shall be canceled and extinguished and be converted into and represent ownership interest in the Company on a one for one basis, such that one hundred percent (100%) of the membership interests of the Converting LLC shall be converted into one hundred percent (100%) ownership of the Company.

#### **NOTE 2 – BASIS OF PRESENTATION AND GOING CONCERN**

##### Basis of Presentation

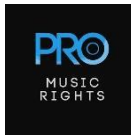
The Company has earned insignificant revenues from limited principal operations. Accordingly, the Company's activities have been accounted for as those of a "Development Stage Enterprise" as set forth in Financial Accounting Standards Board Statement No. 7 ("SFAS 7"). Among the disclosures required by SFAS 7 are that the Company's financial statements be identified as those of a development stage company, and that the statements of operations, stockholders' equity (deficit) and cash flows disclose activity since the date of the Company's inception.

##### Basis of Accounting

The accompanying financial statements have been prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States.

##### Going Concern

The company is a start-up and funding its operational expenses from the operating revenues, and financing activities. The Company has incurred cumulative net losses of \$238.2 thousand and negative cash flow from operations since incorporation. During the year ended December 31, 2021 and 2020, cash flows from continuing operating activities was a use of cash of \$216.7 thousand and \$24.8 thousand, respectively. Management believe that its go-to-market strategy and subscription based model will result in the Company transitioning to generating positive cash flows from operations.



Management plans to include plans to raise additional equity financing. However, there can be no assurance that the Company will be successful in obtaining sufficient equity financing on acceptable terms, if at all.

Failure to generate sufficient revenues, achieve planned gross margins, control operating costs or raise sufficient additional financing may require the Company to modify, delay or abandon some of its planned future expenditures, which could have material adverse effect on the company's business, operating results, financial condition and ability to achieve its intended business objectives. These circumstances raise substantial doubt about the Company's ability to continue as going concern for a reasonable period of time.

### **NOTE 3 - SIGNIFICANT ACCOUNTING POLICIES**

#### Use of Estimates

The preparation of financial statements in conformity with U.S. generally accepted accounting principles 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. Actual results could differ from those estimates.

Management evaluates the estimates and assumptions based on historical experience, and believes that those estimates and assumptions are reasonable based upon information available to them.

#### Cash

Cash are stated at cost which approximates fair value. The Company deposits its cash with financial institutions that the management believes are of high credit quality. The Company's cash consists primarily of cash deposited in U.S. dollar denominated investment accounts. The Company's cash balance amounted to \$ 175.5 thousand and \$ 749 as of December 31, 2021 and 2020, respectively.

#### Accounts Receivables and Allowance for Doubtful Accounts

Accounts receivable are stated at Net Realizable Value (NRV). On a periodic basis, management evaluates its accounts receivable and determines whether to provide an allowance or if any accounts should be written off based on a past history of write offs, collections, and current credit conditions. A receivable is considered past due if the company has not received payments based on agreed-upon terms. The company generally does not require any security or collateral to support its receivables. No allowance for doubtful accounts was booked as of December 31, 2021 and 2020, respectively.

#### Fair Value of Financial Instruments

Pursuant to the accounting guidance for fair value measurements and its subsequent updates, fair value is defined as the price that would be received from selling an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. As such, fair value is a market-based measurement that should be determined based on assumptions that market participants would use in pricing an asset or liability. The accounting guidance establishes a three-tier fair value hierarchy that requires the Company to use observable market data, when available, and to minimize the use of unobservable inputs when determining fair value. A financial instrument's classification within the fair value hierarchy is based upon the lowest level of any input that is significant to the fair value measurement. Three levels of inputs may be used to measure fair value:

Level 1—Quoted prices in active markets for identical assets or liabilities;

Level 2—Inputs other than the quoted prices in active markets, that are observable either directly or indirectly;

Level 3—Unobservable inputs based on the Company's own assumption.



### Intangible Assets

Intangible assets are comprised of copyrights and domain names. The Company is the owner for the exclusive rights to use these copyrights and domain names. As such, these assets do have an indefinite life. The Company reviews the currently held copy rights and domain names on an annual basis for impairment to determine if an adjustment is required. No impairment adjustment was considered necessary as of December 31, 2021, and 2020, respectively.

### Revenue Recognition

The Company recognizes revenue when persuasive evidence of an arrangement exists, control has been transferred, the fee is fixed or determinable, and collectability is reasonably assured. In instances where final acceptance of the product is specified by the customer, revenue is deferred until all acceptance criteria have been met. The Company's primary source of revenue is the monthly licensing subscription fee.

The Company applies the following five steps in order to determine the appropriate amount of revenue to be recognized as it fulfills its obligations under each of its arrangements:

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

### Income Taxes

The Company accounts for income taxes using 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 tax credit carryforwards. 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.

Because tax laws are complex and subject to different interpretations, significant judgment is required. As a result, the Company makes certain estimates and assumptions in (i) calculating its income tax expense, deferred tax assets and deferred tax liabilities, (ii) determining any valuation allowance recorded against deferred tax assets and (iii) evaluating the amount of unrecognized tax benefits, as well as the interest and penalties related to such uncertain tax positions. The Company's estimates and assumptions may differ significantly from tax benefits ultimately realized.

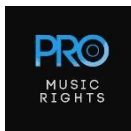
### Income Taxes

In December 2019, the FASB issued ASU No. 2019-12, Income Taxes (Topic 740), which amends the existing guidance relating to the accounting for income taxes. ASU 2019-12 is intended to simplify the accounting for income taxes by removing certain exceptions to the general principles of accounting for income taxes and to improve the consistent application of GAAP for other areas of accounting for income taxes by clarifying and amending existing guidance.

### **NOTE 4 - MARKETABLE SECURITIES**

Marketable Securities are comprised of equity instruments carried at fair value. The securities in this category are those that are intended to be held for a short period of time and will be sold in response to needs for liquidity or in response to changes in the market conditions. These are classified as current assets.

On December of 2021, the Company purchased and sold marketable securities. All marketable securities purchased were sold by the end of 2021 which resulted to a loss amounting to \$22.4 thousand.



## NOTE 5 – INTANGIBLE ASSETS

Intangible assets consisted of the following:

	2021	2020
<b>Copyrights</b>	19,010	19,010
<b>Domain Names</b>	26,125	26,125
	<b>\$45,135</b>	<b>\$45,135</b>

In accordance with the LLC Conversion in Note 1, all of the claims, demands, property, rights, privileges, powers, franchises and every other interest of the Converting LLC shall be as effectively the property of the Company as they were of the Converting LLC prior to effectivity of the conversion. Hence, the intangible assets of the LLC amounting to \$45,135 is transferred to the Company.

Copyrights and domain names have an indefinite life and are reviewed by management periodically for impairment to determine if an adjustment is required.

## NOTE 6 – STOCKHOLDER'S EQUITY

The Company has authorized 1,000,000,000 shares of Class A Common Stock and 500,000,000 shares of Class B Common Stock with a par value of \$ 0.00001 per share. Holders of Class A Common Stock have one vote per share and holders of Class B Common Stock are entitled to one hundred (100) votes for each share. Upon the dissolution, liquidation or winding up of the Company, holders of Class A Common Stock will be entitled to receive the assets of the Company after satisfaction of the preferential rights of any outstanding preferred stock or any other outstanding stock ranking on liquidation senior to or on parity with the common stock.

On November 4, 2020, the Company issued 910,000,000 shares of Class A Common Stock and 500,000,000 shares of Class B Common Stock for the one hundred percent (100%) membership interests of the Converting LLC. The fair value of the issued shares is equal to the net book value of the net assets of the Converting LLC at the conversion date.

## NOTE 7 – Business License Agreements

The Company has signed Business License Agreements with 408 Customers as of December 31, 2021 to license, on a non-exclusive basis, non-dramatic public performances of their copyrighted musical compositions.

After signing the agreements, and based on the agreement terms, the company issues invoices to its customers for Minimum and Base License Fees and Per Usage Fees based on number of business locations. The company has not recognized the revenues in the financial statements as there is a doubt about the collectability of those revenues, and shall need a legal action to determine the collectability percentage.

Total amount of unrecognized revenues was 107,281,764 and 323,387,126 as of the end of 2020 and 2021 respectively.