

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

BOUNCE MOBILE SYSTEMS, INC.

One Global Place Level 10-1
5th Avenue & 25th Street, Bonifacio Global City
Taguig, Metro Manila 1632
Philippines

+63 949 993 5537

www.bncm.net

info@bncm.net

6799

Quarterly Report
For the Period Ending: March 31, 2023

Outstanding Shares

The number of shares outstanding of our Common Stock was:

459,619,885 as of March 31, 2023

459,619,885 as of December 31, 2022

Shell Status

Indicate by check mark whether the company is a shell company (as defined in Rule 405 of the Securities Act of 1933, Rule 12b-2 of the Exchange Act of 1934 and Rule 15c2-11 of the Exchange Act of 1934):

Yes: ☐ No: ☒

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

Yes: ☐ No: ☒

Change in Control

Indicate by check mark whether a Change in Control¹ of the company has occurred over this reporting period:

Yes: ☐ No: ☒

On April 9, 2021, Howard L. Duran and Reinerio Linares signed a Share Purchase Agreement to sell control of BNCM to Hatadi Shapiro Supaat who paid \$5,000 for each 100,000 shares block of preferred shares, or a total of \$10,000 for 200,000 shares block of preferred shares. The preferred shares granting Hatadi Shapiro Supaat control were then issued on April 20, 2021. On April 21, 2021, BNCM accepted the resignation of Howard L. Duran as President and Director and Dr. Rey

¹ "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.

Linares as Director. Simultaneously, the board appointed Hatadi Shapiro Supaat as President. On May 4, 2021, Hatadi Shapiro Supaat was issued 300,000 preferred shares, having a total of 500,000 preferred shares.

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 originally incorporated in North Carolina as Vital Living Products, Inc., in January, 1990. On December 23, 1991, the company merged into Vital Living Products, Inc., a Delaware corporation and, thus, became a Delaware corporation.

On August 14, 2006, the company changed its domicile to Nevada and changed its name to Bounce Mobile Systems, 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 state of incorporation for the last five years has been Nevada and the corporation is active and in good standing with the state of Nevada.

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:

One Global Place Level 10-1
5th Avenue & 25th Street, Bonifacio Global City
Taguig, Metro Manila 1632, Philippines

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: ☒

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

2) Security Information

Transfer Agent

Name: Nevada Agency and Transfer Company
Phone: (775) 322-0626
Email: info@natco.com
Address: 50 W. Liberty Street, Suite 880
Reno, NV 89501

Publicly Quoted or Traded Securities:

The goal of this section is to provide a clear understanding of the share information for its publicly quoted or traded equity securities. Use the fields below to provide the information, as applicable, for all outstanding classes of securities that are publicly traded/quoted.

Trading symbol:	BNCM
Exact title and class of securities outstanding:	Common
CUSIP:	0001384939
Par or stated value:	<u>\$.0001</u>
Total shares authorized:	2,000,000,000 as of date: March 31, 2023
Total shares outstanding:	459,619,885 as of date: March 31, 2023
Number of shares in the Public Float ² :	7,438,581 as of date: March 31, 2023
Total number of shareholders of record:	176 as of date: March 31, 2023

Other classes of authorized or outstanding equity securities:

The goal of this section is to provide a clear understanding of the share information for its other classes of authorized or outstanding equity securities (e.g. preferred shares). Use the fields below to provide the information, as applicable, for all other authorized or outstanding equity securities.

Trading symbol:	BNCM
Exact title and class of securities outstanding:	Preferred
CUSIP:	
Par or stated value:	<u>\$.0001</u>
Total shares authorized:	5,000,000 as of March 31, 2023
Total shares outstanding:	700,000 as of March 31, 2023

Security Description:

The goal of this section is to provide a clear understanding of the material rights and privileges of the securities issued by the company. Please provide the below information for each class of the company's equity securities, as applicable:

1. For common equity, describe any dividend, voting and preemption rights.

Dividend rights only when declared by the Board of Directors; voting rights: 1 vote per share; no preemption rights.

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

Dividends only when declared by the Board of Directors; nonvoting; conversion at market price; liquidation preference to common shares; no redemption or sinking fund provisions.

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

None.

² "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.

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

None.

3) Issuance History

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

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

A. Changes to the Number of Outstanding Shares

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

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

Shares Outstanding as of Second Most Recent Fiscal Year End:			*Right-click the rows below and select “Insert” to add rows as needed.						
<u>Opening Balance</u>									
Date 12/31/20 Common: 102,869,283 Preferred: 300,000									
Date of Transaction	Transaction type (e.g. new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to (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
2/4/21	cancellation	55,000,000	common			Marley Roldan			
2/4/21	cancellation	100,000	preferred			Marley Roldan			
2/16/21	new issuance	500,000	common	\$.025	No	Frank Demarco	Compensation – design services	Unrestricted	144
4/20/21	new issuance	200,000	preferred			Hatadi Shapiro Supaat	Initial Issuance – Control Block		
5/04/21	new issuance	300,000	preferred			Hatadi Shapiro Supaat	Additional Issuance – Control Block		
5/13/21	new issuance	400,000,000	common	\$.072	No	Hatadi Shapiro Supaat	Compensation – custodian	Restricted	144
5/13/21	new issuance	5,000,000	common	\$.072	No	John T. Bongiorno	Compensation – consulting	Restricted	144
5/24/21	cancellation	100,000	preferred			Howard Duran			
5/24/21	new issuance	100,000	preferred			Hatadi Shapiro Supaat	Transfer of Duran’s Shares		

12/23/21	new issuance	6,000,000	common	\$.45	No	Various	Consultancy	Restricted	144
12/23/21	new issuance	250,682	common	\$.45	No	Various	Compensation	Restricted	144
03/14/2022	cancellation	6,666,666	common			Grassroots Advisory, LLC	Removal of restriction	Restricted	144
03/14/2022	new issuance	4,666,666	common			Grassroots Advisory, LLC		Unrestricted	
03/14/2022	new issuance	2,000,000	common			Grassroots Advisory, LLC		Unrestricted	
04/28/2022	cancellation	1,700,000	Common			John T. Bongiorno	Transfer to other shareholders	Restricted	144
4/14/2022	new issuance	350,000	Common			Paul Esposito	Transfer from John Bongiorno	Restricted	144
4/14/2022	new issuance	450,000	Common			Richard Michael	Transfer from John Bongiorno.	Restricted	144
4/28/2022	new issuance	100,000	Common			Daniel Petry	Transfer from John Bongiorno	Restricted	144
4/28/2022	new issuance	800,000	Common			Richard Thomas	Transfer from John Bongiorno	Restricted	144
6/21/2022	Cancellation	210,000	Common			Hatadi Shapiro Supaat	Transfer to other shareholders	Restricted	144
6/21/2022	new issuance	5,000	Common			Roberto M De Leon	Transfer from Hatadi Shapiro Supaat	Restricted	144
6/21/2022	new issuance	150,000	Common			Imelda M Icasiano	Transfer from Hatadi Shapiro Supaat	Restricted	144
6/21/2022	new issuance	50,000	Common			Ricky G So	Transfer from Hatadi Shapiro Supaat	Restricted	144
6/21/2022	new issuance	5,000	Common			Jose S. Yamamoto	Transfer from Hatadi Shapiro Supaat	Restricted	144
12/06/2022	new issuance	50,000	Common			Milestone Dave A. Araral	Transfer from Hatadi Shapiro Supaat	Restricted	144
12/06/2022	new issuance	50,000	Common			Mary T. Chan	Transfer from Hatadi Shapiro Supaat	Restricted	144
12/06/2022	new issuance	10,000	Common			Haidie M. Esmero	Transfer from Hatadi Shapiro Supaat	Restricted	144
12/06/2022	new issuance	50,000	Common			Alexander A. Gacutan	Transfer from Hatadi Shapiro Supaat	Restricted	144
12/06/2022	new issuance	60,000	Common			Vanessa Marie G. Legaspi	Transfer from Hatadi Shapiro Supaat	Restricted	144
12/06/2022	new issuance	25,000	Common			Wil-ann Loraine M. Lim	Transfer from Hatadi Shapiro Supaat	Restricted	144
12/06/2022	new issuance	50,000	Common			Nelson T. Sequitin	Transfer from Hatadi Shapiro Supaat	Restricted	144
12/06/2022	new issuance	50,000	Common			Dominic Marvin D. Sy	Transfer from Hatadi Shapiro Supaat	Restricted	144

12/06/2022	new issuance	25,000	Common			Maricel N. Sy	Transfer from Hatadi Shapiro Supaat	Restricted	144
12/06/2022	new issuance	50,000	Common			Jennifer G. Zeta	Transfer from Hatadi Shapiro Supaat	Restricted	144
12/06/2022	Cancellation	370,000	Common			Hatadi Shapiro Supaat	Transfer to other shareholders	Restricted	144
03/07/2023	new issuance	18,500,000	Common			Pat Alfred L. Hermosilla	Transfer from Hatadi Shapiro Supaat	Restricted	144
03/07/2023	Cancellation	18,500,000	Common			Hatadi Shapiro Supaat	Transfer to other shareholders	Restricted	144
Shares Outstanding on Date of This Report:									
<u>Ending Balance:</u>									
Date 03/31/2023	Common: 459,619,885								
	Preferred: 700,000								

Example: A company with a fiscal year end of December 31st, in addressing this item for its quarter ended September 30, 2022, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2020 through September 30, 2022 pursuant to the tabular format above.

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

B. Promissory and Convertible Notes

Indicate by check mark whether there are any outstanding promissory, convertible notes, convertible debentures, or any other debt instruments that may be converted into a class of the issuer's equity securities:

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

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder. <small>*You must disclose the control person(s) for any entities listed.</small>	Reason for Issuance (e.g. Loan, Services, etc.)
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____

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

4) Issuer's Business, Products and Services

The purpose of this section is to provide a clear description of the issuer's current operations.
(Please ensure that these descriptions are updated on the Company's Profile on www.otcmarketst.com).

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

BNCM is an asset management and consultancy company. BNCM manages the assets or shares of companies it currently owns. BNCM provides consultancy services to companies seeking to apply, register, quote, or list on the OTC and or NASDAQ markets, in partnership with experienced and qualified auditors, accountants, and attorneys.

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

1. British Cambridge College Inc. (BCC)
2. EGGE Tokens (EGGE)
3. Starfleet Innotech Inc. (SFIO)
4. SERVEBANK Financial Inc.

C. Describe the issuers' principal products or services.

BNCM secures companies with experienced management, solid revenues, profits, asset value and business model with strong growth and potential for quotation and or listing on the OTC and or NASDAQ markets within the next 2 to 3 years. The growth of these companies will directly provide more employment opportunities to the communities, improve the economy of the country, and bring greater social change to humanity.

5) 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.

BNCM currently owns assets and or shares in various companies involved in asset management, education, food, franchise, healthcare, and technologies located in Asia, Australia, New Zealand, and the United States.

6) Officers, Directors, and Control Persons

Using the table below, please provide information, as of the period end date of this report, regarding any officers, or directors of the company, individuals or entities controlling more than 5% of any class of the issuers securities, 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.**

Include Company Insiders who own any outstanding units or shares of any class of any equity security of the issuer.

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.

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
Hatadi Shapiro Supaat	President and CEO	Metro Manila, Philippines	380,870,000	Common	82.87%	
Hatadi Shapiro Supaat	President and CEO	Metro Manila, Philippines	600,000	Preferred	85.71%	
Reinerio Linares	5%	Tampa, FL	100,000	Preferred	14.29%	For Cancellation
Kathleen Z. Galvez	Chief Financial Officer	Metro Manila, Philippines	None			
Leila V. Soriano	Chief Compliance Officer	Pangasinan, Philippines	None			

7) Legal/Disciplinary History

A. 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.

8) Third Party Service Providers

Provide the name, address, telephone number and email address of each of the following outside providers. You may add additional space as needed.

Securities Counsel (must include Counsel preparing Attorney Letters).

Securities Counsel

Name: Vic Devlaeminck
Firm:
Address 1: 10013 NE Hazel Dell Avenue, Suite 317
Address 2: Vancouver, WA 98685
Phone:
Email: jevic321@aol.com

Accountant or Auditor

Name: Vic Devlaeminck
Firm: Vic Devlaeminck, CPA
Address 1: 10013 NE Hazel Dell Avenue, Suite 317

Address 2: Vancouver, WA 98685
Phone: _____
Email: jevic321@aol.com

Investor Relations

Name: _____
Firm: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

All other means of Investor Communication:

Twitter: _____
Discord: _____
LinkedIn: _____
Facebook: _____
[Other]: _____

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), consultant(s) or any entity/individual that provided assistance or services to the issuer during the reporting period.

Name: _____
Firm: _____
Nature of Services: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

9) Financial Statements

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

☐ IFRS
☒ U.S. GAAP

B. The following financial statements were prepared by (name of individual)³:

Name: Vic Devlaeminck
Title: CPA
Relationship to Issuer: None. Independent CPA contracted by Issuer.

Describe the qualifications of the person or persons who prepared the financial statements: CPA

³ The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS and by persons with sufficient financial skills.

Provide the following financial statements 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.

- a. Audit letter, if audited;
- b. Balance Sheet;
- c. Statement of Income;
- d. Statement of Cash Flows;
- e. Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)
- f. Financial Notes

10) Issuer Certification

Principal Executive Officer:

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

The certifications shall follow the format below:

I, Hatadi Shapiro Supaat, certify that:

1. I have reviewed this Disclosure Statement for Bounce Mobile Systems, 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.

May 02, 2023

/s/ Hatadi Shapiro Supaat

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

Principal Financial Officer:

I, Kathleen Z. Galvez certify that:

1. I have reviewed this Disclosure Statement for Bounce Mobile Systems, 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.

May 02, 2023

/s/ Kathleen Z. Galvez

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

BOUNCE MOBILE SYSTEMS, INC.
Financial Statements
Comparative Balance Sheet
For the Periods Ended
March 31, 2023 & December 31, 2022

	Mar. 31, <u>2023</u>	Dec.31, <u>2022</u>
ASSETS		
Current Assets		
Cash on hand, in bank	\$ 504	\$ -
Accounts Receivable	85,153	89,153
Total current assets	<u>85,657</u>	<u>8,343,328</u>
Fixed Assets		
Furniture & equipment	-	-
Total fixed assets	<u>-</u>	<u>-</u>
Other Assets		
Investment - Acquired companies	5,858,422	5,851,055
Digital Assets (Tokens)	80,946,468	80,946,467
Digital Assets (NFT)	-	-
Total Other Assets	<u>86,804,890</u>	<u>86,797,522</u>
Total assets	<u>86,890,547</u>	<u>86,886,675</u>

BOUNCE MOBILE SYSTEMS, INC.
Financial Statements
Comparative Balance Sheet
For the Periods Ended
March 31, 2023 & December 31, 2022

LIABILITIES & SHAREHOLDERS' EQUITY

	<u>2023</u>	<u>2022</u>
LIABILITIES		
Current Liabilities	-	-
Accounts payable	102,919	-
Advances from officers	215,588	292,964
Total Current Liabilities	<u>318,507</u>	<u>292,964</u>
Long-term Liabilities		
Notes payable	-	-
Total Long-term Liabilities	<u>-</u>	<u>-</u>
Total liabilities	<u>318,507</u>	<u>292,964</u>
SHAREHOLDERS' EQUITY		
Common: 2,000,000,000 authorized par value \$.001 at 12/31/20 and \$.0001 at 9/30/21; issued and outstanding: 459,619,885 at 12/31/22 & 3/31/23	45,962	45,962
Preferred: 5,000,000 authorized, par value \$.0001; issued and outstanding 700,000 at 12/31/22 & 3/31/23	70	70
Additional paid in capital	83,747,585	83,747,585
Retained earnings (Deficit)	2,800,094	10,085,297
Current earnings	(21,671)	(7,285,203)
Total Stockholders' equity	<u>86,572,040</u>	<u>93,878,914</u>
Total Liabilities and Stockholders' Equity	<u>86,890,547</u>	<u>\$ 86,886,675</u>

BOUNCE MOBILE SYSTEMS, INC.
Statement of Income and
Retained Earnings (Deficit)
For the Three Months Ended
March 31, 2023 & March 31, 2022

	Three Months Ended	
	Mar. 31,	Mar. 31,
	<u>2023</u>	<u>2022</u>
Revenue		
Listings	-	
Training	-	
Investment	1,971	4,569
	<u>1,971</u>	<u>4,569</u>
Total Revenue	<u>1,971</u>	<u>4,569</u>
Cost of Goods Sold		
Raw materials	-	-
Listing expenses	4,187	9,656
Consultancy fees	15,397	17,796
Compensation	-	
Total Cost of Goods Sold	<u>19,584</u>	<u>27,452</u>
Gross Income	<u>(17,613)</u>	<u>(22,883)</u>
Expenses	-	-
Legal	-	-
Advertisin and Promotion	-	-
Permits & licenses	-	-
Bank fees & charges	30	945
Rent	3,236	3,068
Office expense	-	-
Utlilities	792	747
Travel & entertainmentt	-	-
Taxes	-	-
Total Operating Expenses	<u>4,058</u>	<u>4,760</u>
Net Operating income (loss)	<u>(21,671)</u>	<u>(27,643)</u>
Extraordinary gaoin (loss) from		
Investments	<u>-</u>	<u>9,375,829</u>
Net earnings (loss)	(21,671)	9,348,186
Retained earnings deficit:		
Beginning of period	<u>19,433,483</u>	<u>10,085,297</u>
End of Period	<u>19,411,812</u>	<u>19,433,483</u>

BOUNCE MOBILE SYSTEMS, INC.
Statement of Cash Flows
For the Three Months Ended
March 31, 2023 & March 31, 2022

	Mar. 31, <u>2023</u>	Mar. 31, <u>2022</u>
OPERATING ACTIVITIES		
Net Income (Loss)	\$ (21,671)	\$ 9,348,186
Adjustments to reconcile net Income (Loss) to net cash provided by operations		
Depreciation	-	-
Accounts receivable	4,000	-
Shares receivable	-	(3,375,900)
Advance from officers	(77,376)	45,192
Accounts payable	102,919	-
Total Adjustments	<u>29,543</u>	<u>(3,330,708)</u>
Net cash provided by operating activities	<u>7,872</u>	<u>-</u> <u>6,017,478</u>
Investing Activities		
Investment in companies	(7,368)	\$(6,014,580)
Purchase of Digital Assets (Tokens)		1,259
Purchase of Digital Assets (NFT)	-	-
Net cash provided by investment activity	<u>(7,368)</u>	<u>(6,013,321)</u>
Financing Activities		
Paid in surplus	-	-
Stock issuances	-	-
Net cash from financing activity	<u>-</u>	<u>-</u>
Net cash increase for period	504	4,157
Cash at beginning of period	<u>-</u>	<u>19,028</u>
Cash at end of period	<u>504</u>	<u>23,185</u>

BOUNCE MOBILE SYSTEMS, INC.
Statement of Stockholders' Equity
March 31, 2023

	<u>Common Stock</u> <u>Shares</u>	<u>Amount</u>	<u>Paid-in</u> <u>Capital</u>	<u>Accum.</u> <u>Earnings</u>	<u>Total</u> <u>Stockholders'</u> <u>Equity</u>
Net income (loss)					
- 12/31/19				-	-
Balance - 12/31/19	12,019,283	12,019	(12,319)	-	(300)
Share issuances	90,850,000	90,850	(90,850)		
Net income (loss)					
- 12/31/20				-	-
Balance - 12/31/20	102,869,283	102,869	(103,169)	-	(300)
Par value change		(92,582)	92,812		230
Share issuances	356,750,602	35,675	83,757,942		83,793,617
Net income (loss)					
- 12/31/21				10,085,297	10,085,297
Balance - 12/31/21	459,619,885	45,962	83,747,585	10,085,297	93,878,844
Net income (loss)					
- 12/31/22				(7,285,203)	(7,285,203)
Balance - 12/31/22	459,619,885	45,962	83,747,585	2,800,094	86,593,641
Net income (loss)					
- 3/31/23				(21,671)	(21,671)
Balance - 3/31/23	459,619,885	45,962	83,747,585	2,778,423	86,571,970

BOUNCE MOBILE SYSTEMS, INC.
NOTES TO THE FINANCIAL STATEMENTS
March 31, 2023

NOTE 1 – GENERAL ORGANIZATION AND BUSINESS AND GOING CONCERN

The company was originally incorporated in North Carolina as Vital Living Products, Inc., in January, 1990.

On December 23, 1991, the company merged into Vital Living Products, Inc., a Delaware corporation and, thus, became a Delaware corporation.

On August 14, 2006, the company changed its domicile to Nevada and changed its name to Bounce Mobile Systems, Inc.

On February 19, 2020, Douglas DiSanti of Grassroots Advisory, LLC, was appointed Custodian of the corporation by order of the District Court of Nevada. On June 15, 2020, new management consisting of Marley Roldan, CEO, Secretary/Treasurer and Director; Howard Duran, President/Director, and: Reinerio Linares, CMO/Director, were elected by Mr. DiSantis. Mr. DiSanti continued as custodian until August 17, 2020, when he relinquished control to current management with court approval.

On April 9, 2021, Howard L. Duran and Reinerio Linares signed a Share Purchase Agreement to sell control of BNCM to Hatadi Shapiro Supaat who paid \$5,000 for each 100,000 shares block of preferred shares, or a total of \$10,000 for 200,000 shares block of preferred shares. The preferred shares granting Hatadi Shapiro Supaat control were then issued on April 20, 2021. On April 21, 2021, BNCM accepted the resignation of Howard L. Duran as President and Director and Dr. Rey Linares as Director. Simultaneously, the board appointed Hatadi Shapiro Supaat as President. On May 4, 2021, Hatadi Shapiro Supaat was issued 300,000 preferred shares, having a total of 500,000 preferred shares.

On September 30, 2021, Supplemental Information Report requesting the removal of “shell” flag of BNCM in OTC has been uploaded. The report reflected all the updated financial figures of the company resulting from the various acquisitions and activities for the quarter.

BNCM is an Asset Management Company that secures its assets by investing in companies with strong growth and robust earnings, solid business models, highly experienced management teams, and potential for a quotation or listing on the OTC or NASDAQ Markets within the next 3 years. BNCM works with experienced accountants, auditors, attorneys, market makers, brokers, and consultants to manage and secure the quotation or listing of the companies it has invested on the OTC and NASDAQ Markets. The growth of BNCM and these companies will provide more employment opportunities to the communities, improve the economy of the country, and bring greater social change to humanity.

BNCM currently owns assets and or shares in various companies involved in asset management, education, food, franchise, healthcare, and technologies located in Asia, Australia, New Zealand, and the United States.

These consolidated financial statements have been prepared on a going concern basis, which implies the Company will continue to realize its assets and discharge its liabilities in the normal course of business. The continuation of the Company as a going concern is dependent upon the continued financial support from its shareholders, the ability of the Company to obtain necessary debt or equity financing to continue operations, and the attainment of profitable operations. There is no guarantee that the Company will be successful in these efforts. These consolidated financial statements do not include any adjustments to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

These consolidated financial statements present the balance sheets, statements of operations, stockholders' deficit and cash flows of the Company. These financial statements are presented in United States dollars and have been prepared in

accordance with accounting principles generally accepted in the United States. The Company's financial statements are prepared using the accrual method of accounting. The Company has elected a December 31 fiscal year end.

Use of Estimates and Assumptions

The preparation of these 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 disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates. The results of operations and cash flows for the periods shown are not necessarily indicative of the results to be expected for the full year. The Company regularly evaluates estimates and assumptions related to valuation of license, stock-based compensation, and deferred income tax asset valuation allowances.

Cash and Cash Equivalents

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

Financial Instruments and Fair Value Measures

ASC 820, "*Fair Value Measurements and Disclosures*" requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. ASC 820 establishes a fair value hierarchy based on the level of independent, objective evidence surrounding the inputs used to measure fair value. A financial instrument's categorization within the fair value hierarchy is based upon the lowest level of input that is significant to the fair value measurement. ASC 820 prioritizes the inputs into three levels that may be used to measure fair value:

Level 1

Level 1 applies to assets or liabilities for which there are quoted prices in active markets for identical assets or liabilities.

Level 2

Level 2 applies to assets or liabilities for which there are inputs other than quoted prices that are observable for the asset or liability such as quoted prices for similar assets or liabilities in active markets; quoted prices for identical assets or liabilities in markets with insufficient volume or infrequent transactions (less active markets); or model-derived valuations in which significant inputs are observable or can be derived principally from, or corroborated by, observable market data.

Level 3

Level 3 applies to assets or liabilities for which there are unobservable inputs to the valuation methodology that are significant to the measurement of the fair value of the assets or liabilities.

The Company's financial instruments consist principally of cash, accounts payable and accrued liabilities, convertible debenture, stock-settled debt obligation, and amounts due to related parties. Pursuant to ASC 820, the fair value of cash is determined based on "Level 1" inputs, which consist of quoted prices in active markets for identical assets. The recorded values of all other financial instruments approximate their current fair values because of their nature and respective maturity dates or durations. Unless otherwise noted, it is management's opinion that the Company is not exposed to significant interest, currency or credit risks arising from these financial statements.

Gain / Loss on Investments

The Company used the fair value in recording each class of financial instruments including Investment - Acquired companies, Digital Assets (Tokens), Shares Receivable. The Fair Value is obtained from quoted market prices, discounted cash flow models and option pricing models, as appropriate.

There is a significant change in the value of asset due to cancellation of share receivable and due to the material decrease of the price / Fair Value of Starfleet Innotech Inc. (SFIO) shares.

Stock-based Compensation

The Company records stock-based compensation in accordance with ASC 718 "Compensation – Stock Compensation" and ASC 505, "Equity Based Payments to Non-Employees", using the fair value method. All transactions in which goods or

services are the consideration received for the issuance of equity instruments are accounted for based on the fair value of the consideration received or the fair value of the equity instrument issued, whichever is more reliably measurable.

Loss per Share

The Company computes net loss per share in accordance with ASC 260, "Earnings per Share", which requires presentation of both basic and diluted earnings per share ("EPS") on the face of the statements of operations. Basic EPS is computed by dividing net loss available to common shareholders (numerator) by the weighted average number of shares outstanding (denominator) during the period. Diluted EPS gives effect to all dilutive potential common shares outstanding during the period using the treasury stock method and convertible preferred stock using the if-converted method. In computing diluted EPS, the average stock price for the period is used in determining the number of shares assumed to be purchased from the exercise of stock options or warrants. Diluted EPS excludes all dilutive potential shares if their effect is anti-dilutive.

Comprehensive Loss

ASC 220, "Comprehensive Income", establishes standards for the reporting and display of comprehensive loss and its components in the consolidated financial statements. As of March 31, 2021 and at December 31, 2020, the Company had no items representing comprehensive income or loss.

Income Taxes

A deferred tax asset or liability is recorded for all temporary differences between financial and tax reporting and net operating loss carry forwards. Deferred tax expense (benefit) results from the net change during the year of deferred tax assets and liabilities. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion or all of the deferred tax assets will not be realized. Deferred tax assets and liabilities are adjusted for the effects of changes in tax laws and rates on the date of enactment.

When required, the Company records a liability for unrecognized tax positions, defined as the aggregate tax effect of differences between positions taken on tax returns and the benefits recognized in the financial statements. Tax positions are measured at the largest amount of benefit that is greater than fifty percent likely of being realized upon ultimate settlement. No tax benefits are recognized for positions that do not meet this threshold. The Company has no uncertain tax positions that require the Company to record a liability. The Company's tax years ended December 31, 2020 and December 31, 2019 remain subject to examination by Federal and state jurisdictions.

The Company recognizes penalties and interest associated with tax matters as part of the income tax provision and includes accrued interest and penalties with the related tax liability in the balance sheet. The Company had no accrued penalties and interest as of December 31, 2020 or as of December 31, 2019.

Recently Issued Accounting Pronouncements

The Company has implemented all new accounting pronouncements that are in effect and that may impact its financial statements and does not believe that there are any other new accounting pronouncements that have been issued that might have a material impact on its financial position or results of operations.

NOTE 3 – STOCKHOLDERS' EQUITY

Authorized Shares

The Company is authorized to issue 2,000,000,000 shares of \$0.0001 par value common stock.

Common Stock

All common stock shares have equal voting rights, are non-assessable and have one vote per share.

Preferred Stock

The Company is authorized to issue 5,000,000 shares of \$0.0001 par value preferred shares.

NOTE 4 – CONFLICTS OF INTEREST

The officer and director of the Company is involved in other business activities and may, in the future, become involved in other business opportunities. If a specific business opportunity becomes available, such person may face a conflict in

selecting between the Company and his other business interests. The Company has not formulated a policy for the resolution of such conflicts.

NOTE 5 – SUBSEQUENT EVENTS

The Company's management has evaluated subsequent events up to December 31, 2023, the date the financial statements were finalized pursuant to the requirements of ASC 855 and has determined the following material subsequent events:

BNCM has applied for Regulation A Tier 1 exemption to offer its shares, BNCM will use the funds for the following projects that will materialize on the next 12 months:

1. Develop and Expand Consultancy Services

BNCM currently provides consultancy services to Delex Healthcare Group (DELEX). BNCM will work with attorneys, auditors, and other required parties for the registration of the Regulation D, S and A, as well as the quotation and listing of DELEX'S on the OTC and or NASDAQ Capital Market after the approval of the Regulation A of DELEX by the SEC.

SERVEBANK and BNCM have agreed to secure companies seeking to apply, register, quote, or list on the OTC and or NASDAQ markets, in partnership with experienced and qualified auditors, accountants, and attorneys. BNCM and SERVEBANK will receive consultancy fees and or shares from these companies upon their quotation and or listing on the OTC and or NASDAQ markets.

2. Develop and Expand its Assets

BNCM and SERVEBANK have agreed to further develop and expand its assets in various securities such as stocks, bonds, and forex based on fundamental, technical analysis and stock diversification. BNCM and SERVEBANK aims to achieve \$1 million worth of securities in the next 12 months, with an accelerated increase to \$10 million in the next 24 months and projected increase of 20 percent per year.

3. Develop and Expand Events Business

BNCM and UCAP (United Christian Artist of the Philippines) has entered into an agreement to further expand the events business of UCAP. UCAP has conducted six (6) concerts in the last six (6) months with an average attendance of 10,000 audiences. UCAP plans to conduct an average of one (1) concert and or business event per month, in partnership with BNCM. BNCM will own forty (40%) percent of the total issued shares of UCAP upon its listing on the OTC Markets, which is targeted within the next three (3) years.

4. Develop and Market Soft Skill Programs

BNCM and BCC have agreed to further develop and promote online soft skill programs at the most affordable prices to enable students in both under-developed and developed countries to further improve their promotion and employment opportunities.

BNCM and BCC will develop strategic partnerships with GIGSBOSS to offer its online business programs to its freelancers at the most affordable prices. The programs will cover courses which are popular amongst freelancers worldwide such as customer service, design, digital marketing, financial management, language proficiency, networking, programming, project management and other skills. BCC will continue to develop and offer new programs based on the current market demands.