

Disclosure Statement Pursuant to Pink Basic Disclosure Guidelines

Marketing Worldwide Corp

A Wyoming Corporation

16730 Creek Bend Drive

Sugar Land, TX 77478

(800) 722-6463

www.marketingworldwide.co

jasonsmwwc@gmail.com

5013

Quarterly Report

For period ending: September 30, 2023

(the "Reporting Period")

Outstanding Shares

The number of shares outstanding of our Common Stock was:

5,728,905,549 shares as of September 30, 2023

5,278,905,549 shares as of June 30, 2023

4,228,905,549 shares 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 of Control

Indicate by check mark whether a Change in Control⁵ of the company has occurred over this reporting period:

Yes ☐ No ☒

⁵ 'Change of 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 13(d)-3 of the Exchange Act), directly or indirectly, of securities of the Company representing fifty percent (50%) or more of the total voting power represented by the Company's then outstanding voting securities;

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

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

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

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

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

Marketing Worldwide Corp since inception; 16730 Creek Bend Drive, Sugar Land, TX 77478

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 issuer's state of incorporation is Wyoming as of July 23, 2021.

The issuer was previously incorporated in Delaware from July 23, 2003 to July 22, 2021.

The issuer's standing in the State of Wyoming is active.

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

None

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

None

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

16730 Creek Bend Drive, Sugar Land, TX 77478

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

☒ *Check 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?

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

None

2. Security Information

Transfer Agent

Name: Issuer Direct

Phone: 919-744-2722

Email: info@issuerdirect.com

Address: One Glenwood Ave., Suite 1001, Raleigh, NC 27603

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 quoted/traded:

| | | | |
|--|----------------------|------------|------------------|
| Trading symbol: | <u>MWWC</u> | | |
| Exact title and class of securities outstanding: | <u>Common Stock</u> | | |
| CUSIP: | <u>57061T300</u> | | |
| Par or stated value: | <u>\$0.00001</u> | | |
| Total shares authorized: | <u>6,500,000,000</u> | as of date | <u>9/30/2023</u> |
| Total shares outstanding: | <u>5,728,905,549</u> | as of date | <u>9/30/2023</u> |
| Total number of shareholders of record: | <u>50</u> | as of date | <u>9/30/2023</u> |

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

None

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.

| | | | |
|--|---------------------------------|------------|------------------|
| Exact title and class of securities outstanding: | <u>Preferred stock Series D</u> | | |
| Par or stated value: | <u>\$0.001</u> | | |
| Total shares authorized: | <u>1,000,000</u> | as of date | <u>9/30/2023</u> |
| Total shares outstanding: | <u>90,002</u> | as of date | <u>9/30/2023</u> |

| | | | |
|--|---------------------------------|------------|------------------|
| Exact title and class of securities outstanding: | <u>Preferred stock Series E</u> | | |
| Par or stated value: | <u>\$0.025</u> | | |
| Total shares authorized: | <u>10,000,000</u> | as of date | <u>9/30/2023</u> |
| Total shares outstanding: | <u>400,000</u> | as of date | <u>9/30/2023</u> |

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.

Each share of common stock has one vote.

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

Each share of preferred stock converts into one share of common stock. The preferred stock has liquidation rights ahead of common stock.

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

None.

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.

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 ☐ ☒ If Yes, you must complete the table below:

s

| Shares Outstanding as of the Second Most Recent Fiscal Year End | | | *Right-click the rows below and select 'insert' to add rows as needed | | | | | | |
|---|---|--|---|---|--|--|--|--|--------------------------------|
| Date <u>Opening balance:</u> <u>12/31/2021</u> Common: <u>3,028,905,549</u> Preferred: <u>490,002</u> | | | | | | | | | |
| Date of Transaction | Transaction Type (eg. new issuance, cancelation, shares returned to treasury) | Number of Shares Issued (or Cancelled) | Class of Securities | Value of Shares Issued (\$/share) at issuance | Were the shares issued at a discount to market price at time of issuance (Y/N) | Individual / Entity shares were issued to (entities must have individual with voting / investment control disclosed) | Reason for share issuance (eg. for cash or debt conversion) -OR- Nature of Services Provided | Restricted or Unrestricted as of this filing | Exemption or Registration Type |
| <u>6/24/2021</u> | <u>Cancellation</u> | <u>(39,062)</u> | <u>Series D Preferred</u> | <u>\$ 0.001</u> | <u>N</u> | <u>Raine Poertner</u> | <u>Debt</u> | <u>Restricted</u> | <u>None</u> |
| <u>6/24/2021</u> | <u>New issuance</u> | <u>39,062</u> | <u>Series D Preferred</u> | <u>\$ 0.001</u> | <u>N</u> | <u>Jason Schlenk</u> | <u>Control Block</u> | <u>Restricted</u> | <u>None</u> |
| <u>8/30/2021</u> | <u>New issuance</u> | <u>2,000,000,000</u> | <u>Common</u> | <u>\$ 0.002</u> | <u>N</u> | <u>Jason Schlenk</u> | <u>Consulting Svcs</u> | <u>Restricted</u> | <u>None</u> |
| <u>10/8/2021</u> | <u>Cancellation</u> | <u>(1,750,000,000)</u> | <u>Common</u> | <u>\$ 0.002</u> | <u>N</u> | <u>Jason Schlenk</u> | <u>Consulting Svcs</u> | <u>Restricted</u> | <u>None</u> |
| <u>2/17/2022</u> | <u>New issuance</u> | <u>300,000,000</u> | <u>Common</u> | <u>\$ 0.0003</u> | <u>N</u> | <u>TC Special Investments (Ted Ralston)</u> | <u>Debt Conversion</u> | <u>Unrestricted</u> | <u>144</u> |
| <u>3/6/2022</u> | <u>New issuance</u> | <u>5,000,000</u> | <u>Series E Preferred</u> | <u>\$ 0.025</u> | <u>N</u> | <u>Joseph Caruso</u> | <u>Acquisition</u> | <u>Restricted</u> | <u>None</u> |
| <u>5/11/2022</u> | <u>New issuance</u> | <u>300,000,000</u> | <u>Common</u> | <u>\$ 0.0003</u> | <u>N</u> | <u>TC Special Investments (Ted Ralston)</u> | <u>Debt Conversion</u> | <u>Unrestricted</u> | <u>144</u> |
| <u>9/30/2022</u> | <u>Cancellation</u> | <u>(5,000,000)</u> | <u>Series E Preferred</u> | <u>\$ 0.025</u> | <u>N</u> | <u>Joseph Caruso</u> | <u>Canceled Issuance</u> | <u>Restricted</u> | <u>None</u> |
| <u>10/20/2022</u> | <u>New issuance</u> | <u>300,000,000</u> | <u>Common</u> | <u>\$ 0.0003</u> | <u>N</u> | <u>TC Special Investments (Ted Ralston)</u> | <u>Debt Conversion</u> | <u>Unrestricted</u> | <u>144</u> |
| <u>12/1/2022</u> | <u>New issuance</u> | <u>300,000,000</u> | <u>Common</u> | <u>\$ 0.0001</u> | <u>N</u> | <u>Southridge Financial</u> | <u>Services</u> | <u>Unrestricted</u> | <u>144</u> |
| <u>1/19/2023</u> | <u>New issuance</u> | <u>300,000,000</u> | <u>Common</u> | <u>\$ 0.0001</u> | <u>N</u> | <u>Southridge Financial</u> | <u>Services</u> | <u>Unrestricted</u> | <u>144</u> |
| <u>2/28/2023</u> | <u>New issuance</u> | <u>400,000</u> | <u>Series E Preferred</u> | <u>\$ 0.02500</u> | <u>N</u> | <u>Robert Blagman</u> | <u>Acquisition</u> | <u>Restricted</u> | <u>None</u> |
| <u>3/24/2023</u> | <u>New issuance</u> | <u>300,000,000</u> | <u>Common</u> | <u>\$ 0.00025</u> | <u>N</u> | <u>TC Special Investments (Ted Ralston)</u> | <u>Debt Conversion</u> | <u>Unrestricted</u> | <u>144</u> |

| | | | | | | | | | |
|--|--------------------|----------------------|------------------------|------------------|---|---|----------------------------------|--------------|------|
| 4/03/2023 | Return to Treasury | <u>(200,000,000)</u> | Common | <u>\$.002</u> | N | <u>Raine Poertner</u> | <u>Services</u> | Restricted | None |
| 4/02/2023 | Return to Treasury | <u>(250,000,000)</u> | Common | <u>\$.002</u> | N | <u>Jason Schlenk</u> | <u>Services</u> | Restricted | None |
| 4/06/2023 | New issuance | <u>450,000,000</u> | Common | <u>\$0.00025</u> | N | <u>TC Special Investments</u> <u>(Ted Raiston)</u> | <u>Debt</u> <u>Conversion</u> | Unrestricted | 144 |
| 5/19/2023 | New issuance | <u>450,000,000</u> | Common | <u>\$0.00025</u> | N | <u>TC Special Investments</u> <u>(Ted Raiston)</u> | <u>Debt</u> <u>Conversion</u> | Unrestricted | 144 |
| 8/23/2023 | New Issuance | <u>450,000,000</u> | Common | <u>\$0.00025</u> | N | <u>TC Special investments</u> <u>Ted Raiston</u> | <u>Debt</u> <u>Conversion</u> | Unrestricted | 144 |
| Shares Outstanding as of Date of This Report | | | | | | | | | |
| Date | | | <u>Ending balance:</u> | | | | | | |
| <u>9/30/2023</u> | Common: | <u>5,728,905,549</u> | | | | | | | |
| | Preferred: | 490,002 | | | | | | | |

Example: A company with a fiscal year end of December 31st, in addressing this item for its Annual Report, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2021 through December 31, 2022 pursuant to the tabular format above.

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

None.

A. 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 (eg. pricing mechanism for determining conversion of instrument to shares) | Name of Noteholder (entities must have individuals with voting / investment control disclosed) | Reason for Issuance (eg. Services, Loan, etc.) |
|-----------------------|--------------------------|-----------------------------------|-----------------------|-------------------|---|--|--|
| <u>8/29/2016</u> | <u>\$ 69,471</u> | <u>\$ 55,775</u> | <u>\$ 13,696</u> | <u>8/29/2017</u> | <u>10% disc. to bid price on day prior to conversion</u> | <u>TC Special Investments (Ted Ralston)</u> | <u>Loan</u> |
| <u>7/12/2022</u> | <u>\$ 440,892</u> | <u>\$ 355,000</u> | <u>\$ 85,892</u> | <u>10/10/2022</u> | <u>75% discount to lowest price in past 90 days</u> | <u>TC Special Investments (Ted Ralston)</u> | <u>Loan</u> |
| <u>10/4/2022</u> | <u>\$ 434,039</u> | <u>\$ 366,458</u> | <u>\$ 67,581</u> | <u>1/4/2023</u> | <u>75% discount to lowest price in past 90 days</u> | <u>TC Special Investments (Ted Ralston)</u> | <u>Loan</u> |

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

None.

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.otcm Markets.com.)

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

The Company originally designed and manufactured accessories and components for the commercial machinery industry. The Company now operates as an acquisition incubator, purchasing companies and patents built by passionate visionaries.

B. Please list any subsidiaries, parent company, or affiliated companies.

The issuer has one subsidiary, Marketing Worldwide Media, LLC.

C. Describe the issuers' principal products or services.

Media productions and programming.

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.

The issuer currently utilizes a shared office space located at 16730 Creek Bend Drive, Sugar Land, TX 77478 at no cost to the issuer, until more adequate facilities are needed.

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 issuer's 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 (eg. Officer Title/Director/Owner of more than 5%) | Residential Address (City / State only) | Number of shares owned | Share type/class | Ownership percentage of class outstanding | Note |
|---|---|---|------------------------|---------------------------|---|----------------------------|
| <u>Jason Schlenk</u> | <u>CEO / Owner of more than 5%</u> | <u>Lima, OH</u> | <u>39,062</u> | <u>Series D Preferred</u> | <u>43.4%</u> | <u>CEO as of 6/24/2021</u> |
| | | | | | | |

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):

None

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:

None

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

None

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.

None

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 Providers

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

Securities Counsel (must include Counsel preparing Attorney Letters).

Name: Anthony Newton
Firm: The Law Offices of Anthony F. Newton
Address1: PO Box 16877, Sugar Land, TX 77496
Phone: 832-452-0269
Email: tony.newton@yahoo.com

All other means of Investor Communication:

Twitter: n/a
Discord: n/a
LinkedIn: n/a
FaceBook: n/a
[Other]: n/a

9. Financial Statements

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

IFRS

US GAAP

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

Name: Jason Schlenk
Title: CEO
Relationship to Issuer: President

Describe the qualifications of the person or persons who prepared the financial statements.
Experience of operating public companies and financial reporting.

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. The 9/30/23 financial statements are incorporated by reference.

⁶ The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS by persons with sufficient financial skills.

- 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, Jason Schlenk, certify that:

1. I have reviewed this Disclosure Statement for Marketing Worldwide Corp;
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.

11/07/2023

/s/ Jason Schlenk (CEO's Signature)

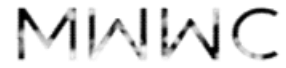
Principal Financial Officer

I, Jason Schlenk, certify that:

1. I have reviewed this Disclosure Statement for Marketing Worldwide Corp;
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.

11/07/2023

/s/ Jason Schlenk (CFO's Signature)



**MARKETING WORLDWIDE CORP
(MWWC)**

**QUARTERLY REPORT
FOR THE THREE MONTHS ENDED SEPTEMBER 30, 2023**

16730 Creek Bend Drive
Sugar Land
TX 77478

MARKETING WORLDWIDE CORP
QUARTERLY REPORT
FOR THE THREE MONTHS ENDED SEPTEMBER 30, 2023
(Unaudited)

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Condensed Consolidated Unaudited Financial Statements

Condensed Consolidated Unaudited Balance Sheet as at September 30,, 2023 and December 31, 2022

Condensed Consolidated Unaudited Statement of Operations for the Three and Nine Months Ended September 30, 2023 and 2022

Condensed Unaudited Statement of Changes in Stockholders' Equity for the Three Months Ended September 30, 2023 and Year Ending December 31, 20222

Condensed Consolidated Unaudited Statement of Cash Flow for the Six Months Ended September 30, 2023 and 2022

Notes to the Condensed Consolidated Unaudited Financial Statements

MARKETING WORLDWIDE CORP
Condensed Consolidated Unaudited Financial Statements
Balance Sheet

| | Notes | As at September 30, 2023 | As at December 31, 2022 |
|---|-------|--------------------------------|-------------------------------|
| ASSETS | | | |
| <u>Current assets</u> | | | |
| Cash and cash equivalents | 2 | \$ 130 | \$ 1,667 |
| Other current assets | 5 | - | 27,000 |
| Total current assets | | 130 | 28,667 |
| <u>Fixed assets</u> | | | |
| Goodwill | 6 | 10,000 | - |
| TOTAL ASSETS | | <u>\$ 10,130</u> | <u>\$ 28,667</u> |
| LIABILITIES & STOCKHOLDERS' DEFICIT | | | |
| <u>Current liabilities</u> | | | |
| Accrued expenses | | \$ 41,249 | \$ 29,200 |
| Loans & notes payable, short-term or current | 7 | 944,402 | 1,130,486 |
| Derivative liability | 9 | 866,184 | 824,490 |
| Related party loans & notes payable, short-term or current | 11 | 38,292 | 32,792 |
| TOTAL LIABILITIES | | <u>\$ 1,890,127</u> | <u>\$ 2,016,968</u> |
| STOCKHOLDERS' DEFICIT | | | |
| Preferred stock: | | | |
| Preferred stock Series D: par value \$0.001, 1,000,000 authorized and 90,002 issued and outstanding at Sept. 30, 2023 and December 31, 2022 | 8 | 90 | 90 |
| Preferred stock Series E: par value \$0.025, 10,000,000 authorized and 400,000 and nil issued and outstanding at Sept. 30, 2023 and December 31, 2022 respectively | 8 | 10,000 | - |
| Common stock: par value \$0.00001, 6,500,000,000 authorized and 5,728,905,549 and 4,228,905,549 issued and outstanding at Sept. 30, 2023 and December 31, 2022 respectively | 8 | 57,289 | 42,289 |
| Additional paid-in capital | | 15,535,729 | 15,112,229 |
| Stock subscribed for | | - | 30,000 |
| Accumulated other comprehensive income (loss) | | - | (88,000) |
| Accumulated deficit | | (17,483,105) | (17,084,909) |
| TOTAL STOCKHOLDERS' DEFICIT | | <u>(1,879,997)</u> | <u>(1,988,301)</u> |
| TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT | | <u>\$ 10,130</u> | <u>\$ 28,667</u> |

See accompanying notes to these condensed consolidated unaudited financial statements.

MARKETING WORLDWIDE CORP
Condensed Consolidated Unaudited Financial Statements
Statement of Operations

| | Three Months Ended September 30 | | Nine Months Ended September 30 | |
|--|------------------------------------|---------------|-----------------------------------|---------------|
| | 2023 | 2022 | 2023 | 2022 |
| Revenues | \$ - | - | - | - |
| Cost of goods sold | | | - | - |
| Gross profit | | | - | - |
| Operating expenses | | | | |
| Selling, general & administrative expenses | \$ 16,431 | 415,682 | 21,988 | 390,223 |
| Depreciation & amortization | - | | | 40,000 |
| Total operating expenses | 16,431 | 415,682 | 21,988 | 430,223 |
| Net operating income (loss) | (16,431) | (415,682) | (21,988) | (430,223) |
| Other income (expenses) | | | | |
| Bank charges | (182) | | | |
| Bank/loan interest accrued | (57,506) | (128) | (107,108) | (35,010) |
| Amortization of debt discount | (6,808) | (24,695) | (13,616) | (246) |
| Gain (loss) on revaluation of derivative liability | (5,845) | 4,974 | (41,694) | (617) |
| Net income (loss) before income taxes | \$ (86,772) | (435,531) | (184,734) | (466,096) |
| Provision for income taxes | | | - | - |
| Net income (loss) | \$ (86,772) | (435,531) | \$ 184,734 | (466,096) |
| Net income (loss) per share | \$ (0.00) | (0.00) | \$ (0.00) | (0.00) |
| Weighted average shares outstanding | 5,278,905,549 | 3,778,905,549 | 5,178,905,549 | 3,428,905,549 |
| Comprehensive loss | | | | |
| Net loss | \$ (86,772) | (435,531) | \$ (184,734) | (466,096) |
| Other comprehensive income | \$ - | 4,130 | - | 475,530 |
| Comprehensive loss | \$ (86,772) | (431,401) | \$ 184,734 | 9,434 |

See accompanying notes to these condensed consolidated unaudited financial statements.

MARKETING WORLDWIDE CORP
Condensed Consolidated Unaudited Financial Statements
Statement of Changes in Stockholders' Equity

| | Preferred Stock | | Common Stock | | Additional | Accumulated | |
|---|-----------------|------------------|----------------------|------------------|----------------------|------------------------|------------------------|
| | Number | Value | Number | Value | Paid-in Capital | Surplus (Deficit) | Total |
| Balance b/f as at January 1, 2022 | 90,002 | \$ 90 | 3,028,905,549 | \$ 30,289 | \$ 14,869,229 | \$ (15,340,735) | \$ (441,127) |
| Common stock issued for services | - | - | 300,000,000 | 3,000 | 27,000 | - | 30,000 |
| Common stock issued to repay debt | - | - | 900,000,000 | 9,000 | 216,000 | - | 225,000 |
| Stock subscribed for | - | - | - | - | - | 30,000 | 30,000 |
| Other comprehensive income (loss) | - | - | - | - | - | (88,000) | (88,000) |
| Net loss, year ending December 31, 2022 | - | - | - | - | - | (1,744,174) | (1,744,174) |
| Balance b/f January 1, 2023 | 90,002 | \$ 90 | 4,228,905,549 | \$ 42,289 | \$ 15,112,229 | \$ (17,241,371) | \$ (1,988,301) |
| Preferred stock issued for acquisition | 400,000 | 10,000 | - | - | - | - | 10,000 |
| Common stock issued for services | - | - | 300,000,000 | 3,000 | 27,000 | - | 30,000 |
| Common stock issued to repay debt | - | - | 300,000,000 | 3,000 | 72,000 | - | 75,000 |
| Stock subscribed for | - | - | - | - | - | (30,000) | (30,000) |
| Other comprehensive Income (loss) | | | | | | (27,000) | (27,000) |
| Common stock return to treasury | | | (450,000,000) | (4,500) | | | (4,500) |
| Common stock issued | | | 450,000,000 | 4,500 | 108,000 | | 112,500 |
| Common stock issued | | | 450,000,000 | 4,500 | 108,000 | | 112,500 |
| Common stock issued | | | 450,000,000 | 4,500 | 108,000 | | 112,500 |
| Net Loss, 9 months Ended September 30, 2023 | | | | | | (184,734) | (184,734) |
| Balance c/f as of Sept 30, 2023 | 490,002 | \$ 10,090 | 5,728,905,549 | \$ 57,289 | \$ 15,535,729 | \$ (17,483,105) | \$ (1,879,997) |

See accompanying notes to these condensed consolidated unaudited financial statements.

MARKETING WORLDWIDE CORP
Condensed Consolidated Unaudited Financial
Statements

| Statement of Cash Flows | <u>Three Months Ended</u> | |
|---|---------------------------|------------------|
| | <u>September 30</u> | |
| | 2023 | 2022 |
| CASH FLOWS FROM OPERATING ACTIVITIES | | |
| Net loss | \$ (86,772) | (466,096) |
| Adjustments to reconcile net loss to net cash (used in) operating activities: | | |
| (Gain) loss on revaluation of derivative liability | 35,849 | 617 |
| Amortization of debt discount | 6,808 | 40,000 |
| Financing costs | 49,748 | 35,256- |
| Changes in operating assets and liabilities: | | |
| Accounts payable and other current liabilities | (12,524) | (20,692) |
| Other current assets | | (115,000) |
| NET CASH (USED IN) OPERATING ACTIVITIES | (6,891) | (525,915) |
| CASH FLOWS FROM INVESTING ACTIVITIES | | |
| Sale (purchase) of tangible assets | - | - |
| Sale (purchase) of intangible assets | (10,000) | - |
| NET CASH (USED IN) INVESTING ACTIVITIES | (10,000) | - |
| CASH FLOWS FROM FINANCING ACTIVITIES | | |
| Proceeds from issuance of equity | 85,000 | 150,000 |
| Proceeds from (repayment of) debt instruments | (25,398) | 380,010 |
| Related party loans | 5,500 | 30,592 |
| Financing costs | (49,748) | 35,356 |
| NET CASH PROVIDED BY FINANCING ACTIVITIES | 15,354 | 525,346 |
| NET INCREASE (DECREASE) IN CASH | (1,537) | (569) |
| Cash, beginning of period | 1,667 | 1,126 |
| Cash, end of period | 130 | 557 |

SUPPLEMENTAL DISCLOSURES

Supplemental schedules of non-cash investing and financing activities

See accompanying notes to these condensed consolidated unaudited financial statements.

MARKETING WORLDWIDE CORP
Condensed Consolidated Unaudited Financial Statements
Notes For the Three Months Ended September 30, 2023

NOTE 1. NATURE AND BACKGROUND OF BUSINESS

The accompanying consolidated financial statements include Marketing Worldwide Corp (the 'Company', 'we' or 'us'), a Wyoming corporation, its wholly-owned subsidiaries and any majority controlled interests.

The Company originally operated in North America through its wholly-owned subsidiaries, Marketing Worldwide LLC ('MWW'), and Colortek, Inc. ('CT') in the design, manufacturing, painting and distribution of automotive accessories for motor vehicles in the automotive aftermarket and industrial components for the commercial machinery industries. Recently, the Company has been re-invented as an acquisition incubator, purchasing companies and patents built by passionate visionaries.

The Company was originally incorporated in Delaware in July 2003. It has undergone no name changes and redomiciled to Wyoming in July 2021.

Since acquiring the Minosis crypto mining platform in September 2021, the Company has focused development efforts on this platform, announcing a variety of initiatives over the past six months, including adding new crypto mining equipment and adding cyber security capability through the acquisition of Advanced Risk Control, Inc. In March 2022, the Company announced the global launch of Minosis as its simple 'Click to Mine' crypto mining platform, as well as announcing the development of 'Auction Crypt', a Minosis crypto-mining auction website.

In April 2022, the Company announced the release of Minosis V5 Update, adding BTG to mineable coins and that the Minosis \$MNS token would be launched with a pre-sale date of May 27, 2022 and a full launch date of June 10, 2022, which was successful and resulted in a market value of approximately \$586,400 as at June 30, 2022.

The Company and the Company's Transfer Agent received in July by email a Notice of Demand by Southridge and Stephen Hicks regarding an alleged outstanding debt and preferred stock that the Company does not recognize as outstanding. At this time no stock has been issued and the Company will endeavor to establish the facts and if there is any liability for which shares are due as quickly as possible.

On September 8, 2022, the Company announced it had acquired Doxed, the developer of two crypto-currency tokens, to add to its portfolio. The price of the acquisition was the \$115,000 loaned to Doxed earlier in the year, which was forgiven as part of the transaction.

In September 2022, the Company was notified by TC Special Investments, the provider of loan capital to the Company, that it could no longer provide additional capital to support the Company and its ongoing operations. The Company immediately took action to divest Minosis, Doxed and Application Security and Global Digital Forensics. Each business will continue to operate independently of the Company, with no monies owed between the entities.

The Company completed the divestment of Minosis, GDF and Doxed in October 2022.

On December 1, 2022, the Company issued 300,000,000 shares of common stock to Southridge, valued at \$30,000, in settlement of a complaint about outstanding debt and preferred stock owed to the complainant. A second and final issuance of a further 300,000,000 shares of common stock, for a total payment of 600,000,000 shares valued at \$60,000, was made on January 19, 2023.

On February 28, 2023, the Company completed the acquisition of Wyoming-based Marketing Worldwide Media LLC ('MWML'), which becomes a wholly-owned subsidiary. The consideration paid was the issuance of 400,000 shares of Series E Preferred Stock, which convert into 40,000,000 shares of common stock. The management also shares in 35% of future profits. As part of this transaction, the Company retains the services of Robert Blagman, who has over 30 years of experience in network sales, communications and management. The expectation is that MWML will generate revenues from ad sales aired on any number of networks contracted.

On March 15, 2023, the Company announced that it was starting the process of developing a live late night television series titled 'Hollywood After Dark'. **In Live TV for Hollywood After Dark the company is investing resources and time into possible PPV Events.**

NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The accompanying financial statements have been prepared for Marketing Worldwide Corp in accordance with accounting principles generally accepted in the United States of America (US GAAP), with all numbers shown in US Dollars.

In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for fair presentation of the financial statements have been included. The financial statements include acquired subsidiaries, as discussed below, and include all consolidation entries required to include those subsidiaries.

Use of Estimates

The preparation of financial statements in conformity with 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.

Cash and Cash Equivalents

For the Balance Sheet and Statement of Cash Flows, all highly liquid investments with maturity of three months or less are considered to be cash equivalents. The Company had no cash equivalents as at September 30, 2023 or December 31, 2022.

Income Taxes

Income taxes are provided in accordance with the FASB Accounting Standards (ASC 740), Accounting for Income Tax. A deferred tax asset or liability is recorded for all temporary differences between financial and tax reporting and net operating loss carry forwards. Any deferred tax expense (benefit) resulting from the net change during the year is shown as deferred tax assets and liabilities. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it was 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.

Basic and Diluted Net Income (Loss) Per Share

Net income (loss) per unit is calculated in accordance with Codification topic 260, "Earnings per Share" for the periods presented. Basic net loss per share is computed using the weighted average number of common shares outstanding. Diluted loss per share has not been presented because the shares of common stock equivalents have not been included in the per share calculations as such inclusion would be anti-dilutive. Diluted earnings per share is based on the assumption that all dilutive stock options, warrants and convertible debt are converted or exercised applying the treasury stock method. Under this method, options, warrants and convertible debt are assumed exercised at the beginning of the period (or at the time of issuance, if later), and as if funds obtained thereby were used to purchase shares of common stock at the average market price during the period. Options, warrants and/or convertible debt will have a dilutive effect during periods of net profit only when the average market price of the units during the period exceeds the exercise or conversion price of the items.

Stock Based Compensation

Codification topic 718 "Stock Compensation" requires that the cost resulting from all share-based transactions be recorded in the financial statements and establishes fair value as the measurement objective for share-based payment transactions with employees and acquired goods or services from non-employees. The codification also provides guidance on valuing and expensing these awards, as well as disclosure requirements of these equity arrangements. The Company adopted the codification upon creation of the Company and will expense share-based costs in the period incurred. The Company has not yet adopted a stock option plan and all share-based transactions and share based compensation has been expensed in accordance with the codification guidance.

Convertible Instruments

The Company evaluates and accounts for conversion options embedded in its convertible instruments in accordance with professional standards for "Accounting for Derivative Instruments and Hedging Activities". Professional standards generally provide three criteria that, if met, require companies to bifurcate conversion options from their host instruments and account for them as free standing derivative financial instruments. These three criteria include circumstances in which (a) the economic characteristics and risks of the embedded derivative instruments are not clearly and closely related to the economic characteristics and risks of the host contract, (b) the hybrid instrument that embodies both the embedded derivative instrument and the host contract is not re-measured at fair value under otherwise applicable generally accepted accounting principles with changes in fair value reported in earnings as they occur, and (c) a separate instrument with the same terms as the embedded derivative instrument would be considered a derivative instrument. Professional standards also provide an exception to this rule when the host instrument is deemed to be conventional as defined under professional standards as "The Meaning of Conventional Convertible Debt Instrument".

The Company accounts for convertible instruments when it has determined that the embedded conversion options should not be bifurcated from their host instruments in accordance with professional standards when "Accounting for Convertible Securities with Beneficial Conversion Features," as those professional standards pertain to "Certain Convertible Instruments." Accordingly, the Company records, when necessary, discounts to convertible notes for the intrinsic value of conversion options embedded in debt instruments based upon the differences between the fair value of the underlying shares of common stock at the commitment date of the note transaction and the effective conversion price embedded in the note. Debt discounts under these arrangements are amortized over the term of the related debt to their earliest date of redemption. The Company also records when necessary deemed dividends for the intrinsic value of conversion options embedded in preferred shares of common stock based upon the differences between the fair value of the underlying shares at the commitment date of the note transaction and the effective conversion price embedded in the note.

ASC 815-40 provides that, among other things, generally, if an event not within the entity's control could require net cash settlement, then the contract shall be classified as an asset or a liability.

Fair Value of Financial Instruments

We adopted the guidance of ASC-820 for fair value instruments, which clarifies the definition of fair value, prescribes methods for determining fair value, and establishes a fair value hierarchy to classify the inputs used in measuring fair value, as follows:

Level 1 Inputs are unadjusted quoted prices in active markets for identical assets or liabilities available at the measurement date.

| | |
|---------|--|
| Level 2 | Inputs are quoted prices for similar assets and liabilities in active markets, quoted prices for identical or similar assets and liabilities in markets that are not active, inputs other than quoted prices that are observable, and inputs derived from or corroborated by observable market data. |
| Level 3 | Inputs are unobservable inputs which reflect the reporting entity's own assumptions on what assumptions the market participants would use in pricing the asset or liability based on the best available information. |

The carrying amounts for cash, accounts receivable, accounts payable and accrued expenses, and loans payable approximate their fair value based on the short-term maturity of these instruments. We identified assets or liabilities that are required to be presented on the balance sheet at fair value in accordance with the accounting guidance as at September 30, 2023 and December 31, 2022, as detailed in Note 11, Derivative Liabilities.

ASC 825-10 "Financial Instruments" allows entities to voluntarily choose to measure certain financial assets and liabilities at fair value (fair value option). The fair value option may be elected on an instrument-by-instrument basis and is irrevocable, unless a new election date occurs. If the fair value option is elected for an instrument, unrealized gains and losses for that instrument should be reported in earnings at each subsequent reporting date. We elected to apply the fair value option to outstanding instruments.

Derivative Liabilities

Derivative financial instruments consist of convertible instruments and rights to shares of the Company's common stock. The Company assessed that it had derivative liabilities as at September 30, 2023 and December 31, 2022, as detailed in Note 11, Derivative Liabilities.

ASC 815 generally provides three criteria that, if met, require companies to bifurcate conversion options from their host instruments and account for them as free standing derivative financial instruments. These three criteria include circumstances in which (a) the economic characteristics and risks of the embedded derivative instrument are not clearly and closely related to the economic characteristics and risks of the host contract, (b) the hybrid instrument that embodies both the embedded derivative instrument and the host contract is not re-measured at fair value under otherwise applicable generally accepted accounting principles with changes in fair value reported in earnings as they occur and (c) a separate instrument with the same terms as the embedded derivative instrument would be considered a derivative instrument subject to the requirement of ASC 815. ASC 815 also provides an exception to this rule when the host instrument is deemed to be conventional, as described.

Impact of New Accounting Standards

The Company does not expect the adoption of recently issued accounting pronouncements to have a significant impact on the Company's results of operations, financial position, or cash flow.

NOTE 3. GOING CONCERN

The Company's financial statements are prepared in accordance with generally accepted accounting principles applicable to a going concern. This contemplates the realization of assets and the liquidation of liabilities in the normal course of business. Realization values may be substantially different from carrying values as shown and these financial statements do not give effect to adjustments that would be necessary to the carrying values and classification of assets and liabilities should the Company be unable to continue as a going concern. Currently, the Company does not have significant cash or other material assets, nor does it have operations or a source of revenue sufficient to cover its operation costs and allow it to continue as a going concern.

The Company has a limited operating history and had a cumulative net loss from inception to September 30, 2023 of \$17,470,610. The Company has a working capital deficit of \$1,990,502 as at September 30, 2023.

These financial statements for the three months ended September 30, 2023 have been prepared assuming the Company will continue as a going concern, which is dependent upon the Company's ability to generate future profits and/or obtain necessary financing to meet its obligations as they come due.

The management has committed to an aggressive growth plan for the Company. The Company's future operations are dependent upon external funding and its ability to execute its business plan, realize sales and control expenses. Management believes that sufficient funding will be available from additional borrowings and private placements to meet its business objectives including anticipated cash needs for working capital, for a reasonable period of time. However, there can be no assurance that the Company will be able to obtain sufficient funds to continue the development of its business operation, or if obtained, upon terms favorable to the Company.

NOTE 4. ACQUISITIONS AND DISPOSALS

The Company has made certain acquisitions and disposals recently.

Minosis

In September 2021, the Company acquired a crypto-mining platform ('Minosis') that became a full subsidiary of the business.

| Allocation | Current assets |
|---------------------|------------------|
| - | - |
| Fixed assets | - |
| Current liabilities | - |
| Goodwill | 40,000 |
| Total | \$ 40,000 |

There were no tangible assets or liabilities acquired, with the entire purchase price of \$40,000 allocated to Goodwill.

During the period ending September 30, 2022, the Company determined that no further debt financing would be available from TC Special Investments and, due to the short notice of this situation, decided that it could not continue to finance and support the Minosis operation. Therefore, on September 30, 2022, the Company disposed of Minosis to its own management for no recompense. The goodwill associated with the original acquisition was immediately written-off.

Application Security and Global Digital Forensics, Inc. ('GDF')

On March 6, 2022, the Company acquired Application Security and Global Digital Forensics, Inc. ('GDF') in exchange for the issuance of 5,000,000 shares of Preferred Stock Series E. The transaction was valued at \$125,000, all of which was allocated to Goodwill. The 5,000,000 shares of Preferred Stock Series E may be exchanged by the holder for 100,000,000 shares of common stock or return the 5,000,000 shares of Preferred Stock Series E between November 1 and December 31, 2022. Otherwise, on January 1, 2023, the 5,000,000 shares of Preferred Stock Series E will be converted into 100,000,000 shares of common stock, with the preferred shares retired to the Company's treasury.

| | Allocation |
|---------------------|-------------------------|
| Cash on hand | \$ - |
| Current assets | - |
| Fixed assets | - |
| Current liabilities | - |
| Goodwill | 125,000 |
| Total | <u>\$125,000</u> |

There were no tangible assets or liabilities acquired, with the entire purchase price of \$125,000 allocated to Goodwill.

During the period ending September 30, 2022, the Company determined that no further debt financing would be available from TC Special Investments and, due to the short notice of this situation, decided that it could not continue to finance and support the GDF operation. Therefore, on September 30, 2022, the Company disposed of GDF to its own management for no recompense. The original transaction was reversed, resulting in the goodwill being eliminated and the Series E Preferred Stock being returned to the Company and canceled.

Doxed

Towards the end of September 2022, Doxed defaulted on a loan made to it by the Company through TC Special Investments, its lender, and the Company contemplated custodianship of Doxed. However, TC Special Investments informed the Company that it would no longer provide additional cash support for Doxed, Minosis or Advanced Risk Control, the operating units connected with the Company; the Company, therefore, immediately divested Doxed to its management as at September 30, 2022.

Marketing Worldwide Media, LLC

On February 28, 2023, the Company acquired Marketing Worldwide Media LLC ('MWM') in exchange for 400,000 shares of Series E Preferred Stock, with a par value of \$0.025, for a transaction price of \$10,000. The Company had no assets or liabilities at the time of acquisition, so the entire acquisition price was allocated to goodwill.

NOTE 5. OTHER CURRENT ASSETS

The Company had the following current assets as at September 30, 2023 and December 31, 2022.

| | September 30, 2023 | December 31, 2022 |
|---------------------------------------|-----------------------|------------------------|
| Minosis tokens – current market value | - | \$ 27,000 |
| Total | | <u>\$27,000</u> |

On February 16, 2022, the Company entered into a partnership agreement with Doxed LLC whereby the Company, via TC Special Investments, paid \$115,000 in exchange for 60% of the liquidity pool of 300 Billion Doxed Tokens, represented by the DOX name and BEP20 Token, and issued as collateral under this agreement, which will last for no less than 6 months. The tokens are marked-to-market value at the end of each financial quarter.

NOTE 6. INTANGIBLE ASSETS

Based on the acquisition and disposal activity detailed in Note 4, the Company retained the following intangible assets as at September 30, 2023 and December 31, 2022:

| Asset | Description | September 30, 2023 | December 31, 2022 |
|--------------|---------------------------------|-------------------------|----------------------|
| Goodwill | Goodwill on acquisition of MWML | \$ 10,000 | - |
| Total | | <u>\$ 10,000</u> | <u>\$ -</u> |

The Company had previously acquired goodwill relating to Minosis for a total of \$40,000 and relating to GDF for a total of \$125,000. On September 30, 2022, the Company disposed of both Minosis and GDF for no recompense, causing the goodwill on both operations to be written off in full with immediate effect.

NOTE 7. LOANS AND NOTES PAYABLE

The Company had loans and notes payable as at September 30, 2023 and December 31, 2022 totaling \$1,111,896 and \$1,137,294 respectively, as follows:

| Description | Principal Amount | Date of Loan Note | Maturity Date | September 30, 2023 | December 31, 2022 |
|--|------------------|-------------------|---------------|--------------------|--------------------|
| Convertible loan from TC Special Investments , 12 months at interest rate of 8%, convertible at 10% discount to bid price on day prior to conversion - see Notes 7.1 and 7.2 below | \$260,000 | 8/29/2016 | 8/29/2017 | \$ 69,471 | \$351,926 |
| Convertible loan from TC Special Investments, 12 months at interest rate of 25%, convertible at 25% of lowest price in prior 90 days - see Note 7.3 below | 355,000 | 7/12/2022 | 10/10/2022 | 440,892 | 396,822 |
| Convertible loan from TC Special Investments, 12 months at interest rate of 25%, convertible at 25% of lowest price in prior 90 days - see Note 7.4 below | 366,458 | 10/4/2022 | 1/4/2023 | 434,039 | 388,546 |
| Total | | | | <u>\$ 944,402</u> | <u>\$1,137,294</u> |
| Long-term total | | | | <u>\$ -</u> | <u>\$ -</u> |
| Short-term total | | | | <u>\$ 944,402</u> | <u>\$1,137,294</u> |
| Loans and Notes Amortization | | | | Amount Due | |
| Due within 12 months | | | | \$ 944,402 | |
| Due within 24 months | | | | - | |
| Due within 36 months | | | | - | |
| Due within 48 months | | | | - | |
| Due after 48 months | | | | - | |
| Total | | | | <u>\$ 944,402</u> | |

Notes

7.1. This note originated with Rainer Poertner in August 2016 and was sold to TC Special Investments during the period ending December 31, 2021.

7.2. On November 1, 2021, the Company entered into an agreement with TC Special Investments LLC ("TCSI") to provide a line of credit for the Company of \$1,500,000. This facility has a term of 24 months, an interest rate of 5% on all drawn-down balances, and requires a 30-day notice period for any draw-down to be made. The funds may be used only for equipment purchase or expansion of the acquired Minosis Platform. In the event of default on this line of credit, any draw-down balance will be collateralized by issuance of shares of the Company's common stock at a discount of 50% to the market value of the common stock at the time of initial default. During the nine months ended September 30, 2022, the Company issued 600,000,000 shares of common stock in repayment of \$150,000 of this line of credit. Also during the nine months ended September 30, 2022, the Company drew down a further \$115,000, used to enter into the token partnership with Doxed, Inc., and \$45,000 to be used for working capital. The line of credit facility closed to any further advances before the end of September 2022.

7.3. The Company entered into an additional loan note with TC Special Investments LLC ("TCSI") for \$355,000 on July 12, 2022. The term was 90 days, with an annual interest rate of 25%, and conversion at 25% of the lowest price of the stock within the prior 90 days. This debt represents additional working capital advanced by TCSI to support the Doxed, Minosis and GDF operations during the period ending September 30, 2022.

7.4 The Company entered into a further loan note with TC Special Investments LLC ("TCSI") for \$366,458 on October 4, 2022. The term was 90 days, with an annual interest rate of 35%, and conversion at 25% of the lowest price of the stock within the prior 90 days.

NOTE 8. CAPITAL STOCK

As at September 30, 2023 and December 31, 2022, the Company was authorized to issue Preferred Stock and Common Stock as detailed below.

Preferred Stock

At September 30, 2023 the Company had authorized Preferred Stock in two designations totaling 11,000,000 shares:

| | |
|--------------------------|--|
| Preferred Stock Series D | The Company is authorized to issue 1,000,000 shares of Series D, with a par value of \$0.001 per share. As at January 1, 2021, the Company had 90,002 shares of Series D Preferred Stock issued and outstanding. No shares of Series D Preferred Stock have been issued or canceled since. |
|--------------------------|--|

| | |
|--------------------------|---|
| Preferred Stock Series E | The Company is authorized to issue 10,000,000 shares of Series E, with a par value of \$0.025 per share. As at January 1, 2021, the Company had no shares of Series E Preferred Stock issued and outstanding. |
|--------------------------|---|

On March 6, 2022, the Company issued 5,000,000 shares of Series E preferred stock to acquire Advanced Risk Control, Inc. These shares of Series E preferred stock will be converted into 100,000,000 shares of common stock on January 1, 2023.

On September 30, 2022, the Company reversed the acquisition of GDF, canceling the 5,000,000 shares of Series E preferred stock previously issued, with immediate effect.

As at June 30, 2023, the Company had a total of 490,002 shares of Preferred Stock issued and outstanding.

Common Stock

As at September 30, 2023, the Company is authorized to issue up to 6,500,000,000 shares of Common Stock (reduced from 10,900,000,000 on October 8, 2021 and increased again from 4,500,000,000 to 6,500,000,000 on October 26, 2022) with par value \$0.00001.

As at January 1, 2022, the Company had 3,028,905,549 shares of Common Stock issued and outstanding.

On August 30, 2021 the Company issued 2,000,000,000 shares of Common Stock to a consultant for services of \$4,000,000, or \$.002 per share.

On October 8, 2021 the Company bought back and canceled 1,750,000,000 shares of Common Stock from various shareholders.

On February 17, 2022 the Company issued 300,000,000 shares of Common Stock to a debt holder for debt conversion of \$75,000, or \$.00025 per share.

On May 11, 2022 the Company issued 300,000,000 shares of Common Stock to a debt holder for debt conversion of \$75,000, or \$.00025 per share.

On October 20, 2022 the Company issued 300,000,000 shares of Common Stock to a debt holder for debt conversion of \$75,000, or \$.00025 per share.

On December 1, 2022 the Company issued 300,000,000 shares of Common Stock to a consultant for services of \$30,000, or \$.0001 per share.

On January 19, 2023 the Company issued 300,000,000 shares of Common Stock to a consultant for services of \$30,000, or \$.0001 per share.

On March 24, 2023 the Company issued 300,000,000 shares of Common Stock to a debt holder for debt conversion of \$75,000, or \$.00025 per share.

On April 3, 2023 the following common shares were relinquished from R. Poertner 200,000,000 and J. Schlenk 250,000,000 for a total of 450,000,000 common shares returned to treasury.

As of April 6, 2023, the Company issued 450,000,000 shares of Common to a debt holder for debt conversion of \$ 112,500 or \$.00025 per share.

As of May 19, 2023, the Company issued 450,000,000 shares of Common to a debt holder for debt conversion of \$ 112,500 or \$.00025 per share.

As of September 30, 2023 the company had 5,278,905,549 Common Stock issued and outstanding.

NOTE 9. DERIVATIVE LIABILITIES

The Company applies the provisions of ASC Topic 815-40, Contracts in Entity's Own Equity ("ASC Topic 815-40"), under which convertible instruments, which contain terms that protect holders from declines in the stock price (reset provisions), may not be exempt from derivative accounting treatment. As a result, embedded conversion options in convertible debt are recorded as a liability and are revalued at fair value at each reporting date. If the fair value of the note exceeds the face value of the related debt, the excess is recorded as change in fair value in operations on the issuance date.

The Company originally identified embedded derivatives related to the Convertible Loan Note issued in August 2016 totaling \$260,000. These embedded derivatives included certain conversion features. The accounting treatment of derivative financial instruments requires that the Company record the fair value of the derivatives as of the inception date of the Convertible Promissory Notes and to adjust the fair value as of each subsequent balance sheet date.

| | |
|----------------|---------|
| Dividend yield | 0.00% |
| Volatility | 133.00% |
| Risk-free rate | 1.18% |

The initial fair value of the embedded debt derivative was \$283,469. The proceeds of the note of \$260,000 was allocated as a debt discount. The amount in excess of the proceeds of the loan note of \$23,469 was charged as interest to the Statement of Operations for the period.

The fair value of the embedded debt derivative was reviewed at December 31, 2021, using the following inputs:

| | |
|----------------|---------|
| Dividend yield | 0.00% |
| Volatility | 103.23% |
| Risk-free rate | 1.27% |

The fair value of the embedded debt derivative at December 31, 2019 was \$36,607, an increase in the valuation of the embedded debt derivative of \$2,311 for the period. This increase was charged as a loss on revaluation of the derivative liability to the statement of operations.

| | December 31, 2021 | December 31, 2020 |
|--|----------------------|----------------------|
| Balance, beginning of period | \$ 38,919 | 36,607 |
| Additions | - | - |
| Mark-to-market at modification date | 2,317 | 2,312 |
| Reclassified to additional paid-in capital upon modification of term | - | - |

| | | | | |
|---|----|---------|----|---------|
| Balance, December 31, 2021 | \$ | 41,236 | \$ | 38,919 |
| Net loss due to change in fair value for the year included in statement of operations | \$ | (2,317) | \$ | (2,312) |

This mark-to-market increase of \$2,317 for the year was charged to the statement of operations as a loss on change in value of derivative liability of \$2,317.

The Company identified embedded derivatives related to the Convertible Loan Note issued on July 12, 2022 totaling \$355,000. These embedded derivatives included certain conversion features. The accounting treatment of derivative financial instruments requires that the Company record the fair value of the derivatives as of the inception date of the Convertible Promissory Notes and to adjust the fair value as of each subsequent balance sheet date.

| | |
|----------------|---------|
| Dividend yield | 0.00% |
| Volatility | 246.02% |
| Risk-free rate | 3.05% |

The initial fair value of the embedded debt derivative was \$273,251, allocated as a debt discount to be amortized over the life of the loan note.

The Company identified embedded derivatives related to the Convertible Loan Note issued on October 4, 2022 totaling \$366,458. These embedded derivatives included certain conversion features. The accounting treatment of derivative financial instruments requires that the Company record the fair value of the derivatives as of the inception date of the Convertible Promissory Notes and to adjust the fair value as of each subsequent balance sheet date.

| | |
|----------------|--------|
| Dividend yield | 0.00% |
| Volatility | 73.70% |
| Risk-free rate | 3.88% |

The initial fair value of the embedded debt derivative was \$306,375, allocated as a debt discount to be amortized over the life of the loan note.

The fair value of the embedded debt derivatives were reviewed at December 31, 2022, using the following inputs:

| | |
|----------------|--------|
| Dividend yield | 0.00% |
| Volatility | 70.25% |
| Risk-free rate | 4.00% |

The fair value of the embedded debt derivatives was \$824,490, an increase in the valuation of the embedded debt derivative of \$204,628 for the period. This increase was charged as a loss on revaluation of the derivative liability to the statement of operations.

The following table provides a summary of changes in fair value of the Company's Level 3 derivative liabilities as at December 31, 2022:

The fair value of the embedded debt derivative was reviewed at June 30, 2023, using the following inputs:

| | |
|----------------|---------|
| Dividend yield | 0.00% |
| Volatility | 121.06% |
| Risk-free rate | 3.66% |

The fair value of the embedded debt derivative at June 30, 2023 was \$866,184 an increase in the valuation of the embedded debt derivative of \$41,694 for the period.

The following table provides a summary of changes in fair value of the Company's Level 3 derivative liabilities as at September 30, 2023:

| | September 30, 2023, | December 31, 2022, |
|---|------------------------|-----------------------|
| Balance, beginning of period | \$ 824,490 | \$ 41,236 |
| Additions | - | 578,626 |
| Mark-to-market at modification date | 41,694 | 204,628 |
| Reclassified to additional paid-in capital upon modification of term | - | - |
| Balance, June 30, 2023 | \$ 866,184 | \$ 824,490 |
| Net loss due to change in fair value for the period included in statement of operations | \$ (41,694) | \$ (204,628) |

This mark-to-market increase of \$41,694 for the six months ended September 30, 2023 was charged to the statement of operations as a loss on change in value of derivative liabilities.

NOTE 10. INCOME TAXES

The Company uses the assets and liability method of accounting for income taxes pursuant to SFAS No. 109 "Accounting for Income Taxes". Under the assets and liability method of SFAS No. 109, deferred tax assets and liabilities are recognized for the future tax consequences attributable to temporary differences between the financial statements carrying amounts of existing assets and liabilities and their respective tax bases. 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.

In June 2006, the FASB issued FASB Interpretation No. 48, "Accounting for Uncertainty in Income Taxes." Specifically, the pronouncement prescribes a recognition threshold and a measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken from year ended December 31, 2015 tax return onwards. The interpretation also provides guidance on the related derecognition, classification, interest and penalties, accounting for interim periods, disclosure and transition of uncertain tax positions. The Company adopted this interpretation effective on inception.

For the year ended December 31, 2022, the Company had available for US federal income tax purposes net operating loss carryovers of \$15,954,423, all of which will expire by 2042.

The Company has provided a full valuation allowance against the full amount of the net operating loss benefit, since, in the opinion of management, based upon the earnings history of the Company, it is more likely than not that the benefits will not be realized.

| | September 30, 2023 | December 31, 2022 |
|-----------------------------------|-----------------------|----------------------|
| Statutory federal income tax rate | 21.00% | 21.00% |
| Statutory state income tax rate | 0.00% | 0.00% |
| Valuation allowance | (21.00%) | (21.00%) |
| Effective tax rate | 0.00% | 0.00% |

Deferred income taxes result from temporary differences in the recognition of income and expenses for financial reporting purposes and for tax purposes. The tax effect of these temporary differences representing deferred tax assets result principally from the following:

| Deferred Tax Assets (Gross Values) | September 30, 2023 | December 31, 2022 |
|---|-------------------------------|------------------------------|
| Net operating loss carry forward | \$ (16,532,489) | \$ (16,260,419) |
| Less valuation allowance | 16,532,489 | 16,260,419 |
| Net deferred tax asset | <u>\$ -</u> | <u>\$ -</u> |

NOTE 11. RELATED PARTY TRANSACTIONS

There were related party transactions during the three months ended September 30, 2023 and the year ending December 31, 2022.

During the year ending December 31, 2021, the Company's CEO, Jason Schlenk, advanced the Company \$2,200, followed by an advance of \$30,592 during the nine months ended September 30, 2022, for a total outstanding of \$32,792. There is no interest on this amount and no deadline for repayment.

NOTE 12. SUBSEQUENT EVENTS

The Company believes there are no significant events to report subsequent to September 30, 2023.