

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

## **Pennexx Foods, Inc.**

2420 Suite 107, Clearwater FL, 33763

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1-866-928-6409  
www.pennexx.net  
info@pennexx.net  
SIC 5141

## **Quarterly Report**

**For the period ending September 30, 2023 (the "Reporting Period")**

### **Outstanding Shares**

The number of shares outstanding of our Common Stock was:

57,635,224 as of 9/30/2023

56,493,825 as of 12/31/2022

### **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 Control<sup>1</sup> of the company has occurred over this reporting period:

Yes: ☐ No: ☒

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

- (i) Any "person" (as such term is used in Sections 13(d) and 14(d) of the Exchange Act) becoming the "beneficial owner" (as defined in Rule 13d-3 of the Exchange Act), directly or indirectly, of securities of the Company representing fifty percent (50%) or more of the total voting power represented by the Company's then outstanding voting securities;
- (ii) The consummation of the sale or disposition by the Company of all or substantially all of the Company's assets;
- (iii) A change in the composition of the Board occurring within a two (2)-year period, as a result of which fewer than a majority of the directors are directors immediately prior to such change; or
- (iv) The consummation of a merger or consolidation of the Company with any other corporation, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or its parent) at least fifty percent (50%) of the total voting power represented by the voting securities of the Company or such surviving entity or its parent outstanding immediately after such merger or consolidation.

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

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

Pinnacle Foods, Inc., a Pennsylvania corporation incorporated July 20, 1999, changed its name to the current name, Pennexx Foods Inc., in March 2002

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 status of the company in Pennsylvania 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:

2420 Enterprise Road, Suite 107 Clearwater, FL 33763

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:

**2) Security Information**

**Transfer Agent**

Name: Standard Registrar and Transfer Co., Inc.  
Phone: 801-571-8844  
Email: [info@standardtransferco.com](mailto:info@standardtransferco.com)  
Address: 440 East 400 South, Suite 200, Salt Lake City, UT 84111

**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:	PNNX	
Exact title and class of securities outstanding:	Common	
CUSIP:	708125109	
Par or stated value:	\$0.01	
Total shares authorized:	150,000,000	as of date: 9/30/2023
Total shares outstanding:	57,635,224	as of date: 9/30/2023
Total number of shareholders of record:	179	as of date: 9/30/2023

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

N/A

**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.*

N/A

**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.**

There are no dividend awards for common shares. Each shareholder shall be entitled to one vote in person or by proxy for each share he or she holds having voting power. There are no preemption rights.

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

There are no preferred shares of the Company.

**3. Describe any other material 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.

#### 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: ☒ (If yes, you must complete the table below)

Shares Outstanding as of Second Most Recent Fiscal Year End:  Opening Balance  Date 12/31/2020 Common: 40,297,161  Preferred: 0			*Right-click the rows below and select "Insert" to add rows as needed.						
Date of Transaction	Transaction type (e.g., new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to (entities must have individual with voting / investment control disclosed).	Reason for share issuance (e.g. for cash or debt conversion) -OR- Nature of Services Provided	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
1/19/2021	Issue	2,000,000	Common	0.01	No	Sunny Sweet	Payment For acquisition of Your Social Offers LLC	Yes	4(a)(2)
1/19/2021	Issue	2,000,000	Common	0.01	No	Joseph Candito	Payment For acquisition of Your Social Offers LLC	Yes	4(a)(2)
1/19/2021	Issue	2,000,000	Common	0.01	No	Vincent Risalvato	Payment For acquisition of Your Social Offers LLC	Yes	4(a)(2)

1/19/2021	Issue	1,500,000	Common	0.35	No	TC Special Investments LLC Patricia Ralston	Services Consulting services / Sales & product development	Yes	4(a)(2)
1/19/2021	Issue	1,500,000	Common	0.2899	No	TC Special Investments LLC Patricia Ralston	Services Consulting services / Sales & product development	Yes	4(a)(2)
3/10/2021	Issue	56,250	Common	0.2899	No	George Anthony Bertucelli	Debt Conversion	Yes	4(a)(2)
3/10/2021	Issue	100,000	Common	0.44	No	OTC PR Group Douglas Baker	Services Consulting services – Public relations and press releases	Yes	4(a)(2)
4/20/2021	Issue	160,000	Common	0.269	No	Corporate Ads LLC Hank Zemla	Services Consulting services – Public relations and advertising	Yes	4(a)(2)
7/22/2021	Issue	168,058	Common	0.40	No	Hunt Road LLC Scott Caputo	Convertible Note	Yes	4(a)(2)
7/22/2021	Issue	112,356	Common	0.40	No	GDD Ventures LLC Gia Garrison	Convertible Note	Yes	4(a)(2)
7/22/2021	Issue	100,000	Common	0.40	No	OTC PR Group Douglas Baker	Services consulting marketing and press release firm	Yes	4(a)(2)
11/11/2021	Issue	100,000	Common	0.26	No	Sunny Sweet	Services	Yes	4(a)(2)

							Board of Directors compensation		
11/11/2021	Issue	100,000	Common	0.26	No	Joseph Candito	Services Board of Directors compensation	Yes	4(a)(2)
11/11/2021	Issue	100,000	Common	0.26	No	Vincent Risalvato	Services Board of Directors compensation	Yes	4(a)(2)
11/11/2021	Issue	100,000	Common	0.26	No	Joseph Caruso	Services Board of Directors compensation	Yes	4(a)(2)
11/11/2021	Issue	100,000	Common	0.26	No	Michael LaBelle	Services Board of Directors compensation	Yes	4(a)(2)
11/11/2021	Issue	1,333,333	Common	0.26	No	Sunny Sweet	Payment For acquisition of Your Social Offers LLC	Yes	4(a)(2)
11/11/2021	Issue	1,333,334	Common	0.26	No	Joseph Candito	Payment For acquisition of Your Social Offers LLC	Yes	4(a)(2)
11/11/2021	Issue	1,333,333	Common	0.26	No	Vincent Risalvato	Payment For acquisition of Your Social Offers LLC	Yes	4(a)(2)
2/15/2022	Issue	250,000	Common	\$ 0.18	No	Ron Weinstock	Services Advisory Board /consulting	Yes	4(a)(2)
2/15/2022	Issue	250,000	Common	\$ 0.18	No	Jefferey Alan Moody	Services Advisory Board /consulting	Yes	4(a)(2)
2/15/2022	Issue	250,000	Common	\$ 0.18	No	Tom Coba	Services Advisory Board /consulting	Yes	4(a)(2)

2/15/2022	Issue	250,000	Common	\$ 0.18	No	Brian Jennings	Services Advisory Board /consulting	Yes	4(a)(2)
2/18/2022	Issue	417,800	Common	\$ 0.19	No	New To The Street Group, LLC Dror Tepper	Services /Consulting Advertising and video production and publication	Yes	4(a)(2)
3/29/2023	Issue	250,000	Common	\$ 0.06	No	Scott Randolph Matthews	Services and joint marketing agreement with iTouchOrlando	Yes	4(a)(2)
3/29/2023	Issue	473,599	Common	\$ 0.06	No	William Tynan	Conversion of promissory note	Yes	4(a)(2)
Shares Outstanding on Date of This Report:									
Ending Balance									
Ending Balance:									
Date <u>9/30/2023</u> Common: <u>57,635,224</u>									
Preferred: <u>0</u>									

**Example:** A company with a fiscal year end of December 31<sup>st</sup>, 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:

No Additional Notes for This Table

## 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 (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g. Loan, Services, etc.)

11/26/2019	146,163	100,000	46,164	1/31/2024	1 year, restricted shares at \$0.20 principal plus interest	Steve Cramer	Loan / Unsecured
12/02/2019	145,965	100,000	45,965	1/31/2024	1 year, restricted shares at \$0.20 principal plus interest	Alan Brook	Loan / Unsecured
1/28/2020	28,817	20,000	8,817	1/31/2024	1 year, restricted shares at \$0.20 principal plus interest	Bruce Ghiloni	Loan / Unsecured
1/28/2020	11,527	10,000	3,527	1/31/2024	1 year, restricted shares at \$0.20 principal plus interest	Rebecca Fitzpatrick	Loan / Unsecured
1/31/2020	71,991	50,000	21,991	1/31/2024	1 year, restricted shares at \$0.20 principal plus interest	Securities and Collateral Lending LLC Sean Fitzpatrick	Loan / Unsecured
2/06/2020	143,795	100,000	43,795	1/31/2024	1 year, restricted shares at \$0.20 principal plus interest	Tim Frye	Loan / Unsecured
1/04/2021	993,956	941,400	52,556	7/1/2025	1 year, restricted shares at \$0.04 principal plus interest	TC Special Investments LLC Patricia Ralston	Loan / Unsecured
7/01/2021	63,494	50,000	13,494	1/31/2024	1 year, restricted shares at \$0.20 principal plus interest	Paul and Donatella Casali	Loan / Unsecured
7/02/2021	63,477	50,000	34,477	1/31/2024	1 year, restricted shares at \$0.20 principal plus interest	Donna and Ronald David	Loan / Unsecured
7/09/2021	126,731	100,000	26,731	1/31/2024	1 year, restricted shares at \$0.20 principal plus interest	Steve Cramer	Loan / Unsecured
1/27/2023	105,392	100,000	5,392	1/27/2024	1 year, restricted shares at \$0.0375 principal plus interest	Alta Investments Steven Funk	Loan / Unsecured

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

No Additional Notes for This Table



#### 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](http://www.otcm Markets.com)).

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

Pennexx, through its wholly owned subsidiary, Your Social Offers LLC, is a holding company within the Software/Internet Industry, that is focused on pre-paid debit cards and utilizing artificial intelligence to gather information for targeted marketing.

- B. List any subsidiaries, parent company, or affiliated companies.

Your Social Offers LLC, is a Social Marketing Platform specializing in a coupon and rewards website for consumers, and a Merchant Platform that enables merchants to advertise their business through digital "Word of Mouth seamlessly" referrals.

- C. Describe the issuers' principal products or services.

Pennexx focuses on discount shopping site, merchant dashboard – issuance of coupon and rewards, prepaid debit and credit cards and utilizing artificial intelligence to gather information for targeted marketing.

#### 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 company had a two-year corporate office lease which began at \$1746.67 in 2020. The company is now on a month to month lease. The monthly lease payment amount increased to \$1,860.20 per month for 2023. The address of the leased property is: 2420 Enterprise Road, Suite 107, Clearwater, FL, 33763.

#### 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 (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
Vincent Risalvato	CEO/ Director	Palm Harbor, FL	<u>3,433,333</u>	<u>Common</u>	<u>6.03%</u>	<u>144 Restricted</u>
Joseph Candito	Board Director	Naples, FL	<u>3,182,221</u>	<u>Common</u>	<u>5.57%</u>	<u>144 Restricted</u>
Scott Mathews	Chairman / Director	Orlando, FL	<u>250,000</u>	<u>Common</u>	<u>0.5%</u>	<u>144 Restricted</u>
Debra Pomerantz	Board of Directors	Miami, FL	<u>0</u>	<u>Common</u>	<u>0%</u>	<u>144 Restricted</u>
Michael LaBelle	Board of Directors	New Baltimore, MI	<u>100,000</u>	<u>Common</u>	<u>0.18%</u>	<u>144 Restricted</u>
TC Special Investment LLC Janis Ralston	Owner of more than 5%	Lima, OH	<u>5,800,000</u>	<u>Common</u>	<u>10.1%</u>	<u>Common Stock</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);

N/A

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;

N/A

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

N/A

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.

N/A

- 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.

N/A

## 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).

Name: Jessica Haggard, Esq.  
Anthony L.G., PLLC  
Address 1: 625 N. Flagler Drive Suite 600  
Address 2: West Palm Beach, FL 33401  
Phone: Office: (561) 514-0936  
Email: [ralverio@anthonypllc.com](mailto:ralverio@anthonypllc.com)  
[www.anthonypplc.com](http://www.anthonypplc.com)

Name: Lewellen Law  
Address 1: 2100 East Bay Drive, Suite 222  
Address 2: Largo, FL 33771  
Phone: Office: (727) 531-1796  
Email: [steve@lewellyn-law.com](mailto:steve@lewellyn-law.com)  
[www.lewellyn-law.com](http://www.lewellyn-law.com)

### Accountant or Auditor

Outside Provider: Auditor  
Name: Julian Sardinias  
Firm: Assurance Dimensions  
Address 1: 4920 W. Cypress Street, Suite 102  
Address 2: Tampa, FL 33607  
Phone: (813) 443-5053  
Email: [julian.sardinias@aduscpa.com](mailto:julian.sardinias@aduscpa.com)

Outside Provider: Accountant  
Name: Elliot Berman  
Firm: Berman Audit and Advisory, PA  
Address 1: 11756 Bayou Lane  
Address 2: Boca Raton, FL 33498  
Phone: (954) 729-3025  
Email: eberman@bermanauditadvisorycpa.com

#### Investor Relations

Name: N/A  
Firm:  
Address 1:  
Address 2:  
Phone:  
Email:

#### *All other means of Investor Communication:*

Twitter: @pennexx  
Discord: N/A  
LinkedIn: Pennexx Foods Inc. (\$PNNX)  
Facebook: Pennexx Foods Inc.  
[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: N/A  
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)<sup>2</sup>:

Name: Elliot Berman  
Title: CPA Accountant  
Relationship to Issuer: Outside Provider

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

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

Important Notes:

- Financial statements must be "machine readable". Do not publish images/scans of financial statements.
- All financial statements for a fiscal period must be published together with the disclosure statement in one Annual or Quarterly Report.

## 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.

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<sup>2</sup> 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.

The certifications shall follow the format below:

I, Vincent Risalvato, certify that:

1. I have reviewed this Disclosure Statement for Pennexx Foods, 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.

November 14, 2023

/S/VINCENT RISALVATO [CEO's Signature]

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

*Principal Financial Officer:*

I, Vincent Risalvato, certify that:

1. I have reviewed this Disclosure Statement for Pennexx Foods, 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.

November 14, 2023

/S/VINCENT RISALVATO [CFO's Signature]

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

**Pennexx Foods, Inc.**

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**Pennexx Foods, Inc.**  
**Balance Sheets**

	<u>September 30, 2023</u> <u>(Unaudited)</u>	<u>December 31, 2022</u> <u>(Audited)</u>
<b><u>Assets</u></b>		
<b>Current Assets</b>		
Cash	\$ 4,028	\$ 2,823
<b>Total Current Assets</b>	4,028	2,823
<b>Property and equipment - net</b>	3,400	5,950
<b>Operating lease - right-of-use asset - net</b>	-	1,940
<b>Total Assets</b>	<u>\$ 7,428</u>	<u>\$ 10,713</u>
<b><u>Liabilities and Stockholders' Deficit</u></b>		
<b>Current Liabilities</b>		
Accounts payable and accrued liabilities	\$ 253,275	\$ 211,170
Accounts payable and accrued liabilities - related party	52,556	19,153
Common stock payable (300,000 shares and 300,000 shares, respectively)	146,790	146,790
Convertible notes payable - net	678,000	39,700
Operating lease liability	-	1,848
<b>Total Current Liabilities</b>	<u>1,130,621</u>	<u>418,661</u>
<b>Long Term Liabilities</b>		
Convertible notes payable - net	-	578,000
Convertible note payable - net - related party	941,400	578,500
<b>Total Long Term liabilities</b>	<u>941,400</u>	<u>1,156,500</u>
<b>Total Liabilities</b>	<u>2,072,021</u>	<u>1,575,161</u>
<b>Commitments and Contingencies (Note 6)</b>		
<b>Stockholders' Deficit</b>		
Common stock, \$0.01 par value, 150,000,000 shares authorized 57,635,224 and 56,911,625 shares issued and outstanding, respectively	576,352	569,116
Common stock issuable (270,000 and 520,000 shares, respectively)	2,700	5,200
Additional paid-in capital	39,069,783	39,023,477
Accumulated deficit	(41,713,428)	(41,162,241)
<b>Total Stockholders' Deficit</b>	<u>(2,064,593)</u>	<u>(1,564,448)</u>
<b>Total Liabilities and Stockholders' Deficit</b>	<u>\$ 7,428</u>	<u>\$ 10,713</u>

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



**Pennexx Foods, Inc.**  
**Statements of Operations**  
**(Unaudited)**

	<u>Three Months Ended September 30,</u> <u>2023</u>	<u>2022</u>	<u>Nine Months Ended September 30,</u> <u>2023</u>	<u>2022</u>
<b>Sales</b>				
License fee	\$ 25,000	\$ -	\$ 25,000	\$ -
License fee - related party	-	-	-	100,000
Software applications - related party	-	-	-	134,000
<b>Total Sales</b>	<u>25,000</u>	<u>-</u>	<u>25,000</u>	<u>234,000</u>
<b>Operating Expenses</b>				
General and administrative expenses	<u>123,035</u>	<u>206,527</u>	<u>484,378</u>	<u>792,195</u>
<b>Total Operating Expenses</b>	<u>123,035</u>	<u>206,527</u>	<u>484,378</u>	<u>792,195</u>
<b>Loss from operations</b>	<u>(98,035)</u>	<u>(206,527)</u>	<u>(459,378)</u>	<u>(558,195)</u>
<b>Other Expense</b>				
Interest expense	(32,810)	(24,825)	(91,809)	(64,018)
Amortization of debt discount/issue costs	-	(2,877)	-	(102,713)
<b>Total Other Expense</b>	<u>(32,810)</u>	<u>(27,702)</u>	<u>(91,809)</u>	<u>(166,731)</u>
<b>Net loss</b>	<u>\$ (130,845)</u>	<u>\$ (234,229)</u>	<u>\$ (551,187)</u>	<u>\$ (724,926)</u>
<b>Loss per share - basic and diluted</b>	<u>\$ (0.00)</u>	<u>\$ (0.00)</u>	<u>\$ (0.01)</u>	<u>\$ (0.01)</u>
<b>Weighted average number of shares - basic and diluted</b>	<u>57,635,224</u>	<u>56,911,625</u>	<u>57,401,976</u>	<u>56,331,141</u>

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

Pennexx Foods, Inc.  
Statement of Changes in Stockholders' Deficit  
For the Three and Nine Months Ended September 30, 2023  
(Unaudited)

	Common Stock		Common Stock Issuable		Paid-in Capital	Accumulated Deficit	Stockholders' Deficit
	Shares	Amount	Shares	Amount			
<b>December 31, 2022</b>	<b>56,911,625</b>	<b>\$ 569,116</b>	<b>520,000</b>	<b>\$ 5,200</b>	<b>\$ 39,023,477</b>	<b>\$ (41,162,241)</b>	<b>\$ (1,564,448)</b>
Stock issued in connection with conversion of convertible notes	473,599	4,736	-	-	46,306	-	51,042
Issuance of common stock previously issuable	250,000	2,500	(250,000)	(2,500)	-	-	-
Net loss	-	-	-	-	-	(200,588)	(200,588)
<b>March 31, 2023</b>	<b>57,635,224</b>	<b>576,352</b>	<b>270,000</b>	<b>2,700</b>	<b>39,069,783</b>	<b>(41,362,829)</b>	<b>(1,713,994)</b>
Net loss	-	-	-	-	-	(219,754)	(219,754)
<b>June 30, 2023</b>	<b>57,635,224</b>	<b>576,352</b>	<b>270,000</b>	<b>2,700</b>	<b>39,069,783</b>	<b>(41,582,583)</b>	<b>(1,933,748)</b>
Net loss	-	-	-	-	-	(130,845)	(130,845)
<b>September 30, 2023</b>	<b>57,635,224</b>	<b>\$ 576,352</b>	<b>270,000</b>	<b>\$ 2,700</b>	<b>\$ 39,069,783</b>	<b>\$ (41,713,428)</b>	<b>\$ (2,064,593)</b>

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

Pennexx Foods, Inc.  
Statement of Changes in Stockholders' Deficit  
For the Three and Nine Months Ended September 30, 2022  
(Unaudited)

	Common Stock		Common Stock Issuable		Additional Paid-in Capital	Accumulated Deficit	Total Stockholders' Deficit
	Shares	Amount	Shares	Amount			
<b>December 31, 2021</b>	<b>54,493,825</b>	<b>\$ 544,938</b>	<b>1,270,000</b>	<b>\$ 12,700</b>	<b>\$ 37,030,595</b>	<b>\$ (38,516,606)</b>	<b>\$ (928,373)</b>
Conversion of common stock payable to common stock	417,800	4,178	-	-	79,382	-	83,560
Common issued stock for services rendered	1,000,000	10,000	-	-	189,000		199,000
Net loss	-	-	-	-	-	(247,031)	(247,031)
<b>March 31, 2022</b>	<b>55,911,625</b>	<b>559,116</b>	<b>1,270,000</b>	<b>12,700</b>	<b>37,298,977</b>	<b>(38,763,637)</b>	<b>(892,844)</b>
Net loss	-	-	-	-	-	(243,666)	(243,666)
<b>June 30, 2022</b>	<b>55,911,625</b>	<b>559,116</b>	<b>1,270,000</b>	<b>12,700</b>	<b>37,298,977</b>	<b>(39,007,303)</b>	<b>(1,136,510)</b>
Net loss	-	-	-	-	-	(234,229)	(234,229)
<b>September 30, 2022</b>	<b>55,911,625</b>	<b>\$ 559,116</b>	<b>1,270,000</b>	<b>\$ 12,700</b>	<b>\$ 37,298,977</b>	<b>\$ (39,241,532)</b>	<b>\$ (1,370,739)</b>

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

**Pennexx Foods, Inc.**  
**Statements of Cash Flows**  
**(Unaudited)**

	<b>Nine Months Ended September 30,</b>	
	<b>2023</b>	<b>2022</b>
<b>Operating activities</b>		
Net loss	\$ (551,187)	\$ (724,926)
Adjustments to reconcile net loss to net cash used in operations		
Common stock issued for services rendered - related parties	-	199,000
Amortization of debt discount/issue costs	-	102,713
Amortization of operating lease - right-of-use asset	1,940	17,460
Depreciation	2,550	2,550
Recognition of license fee income (deposit liability)	-	(10,000)
Changes in operating assets and liabilities		
Increase (decrease) in		
Accounts payable and accrued liabilities	53,447	62,328
Accounts payable and accrued liabilities - related party	33,403	-
Operating lease liability	(1,848)	(18,840)
<b>Net cash used in operating activities</b>	<u>(461,695)</u>	<u>(369,715)</u>
<b>Financing activities</b>		
Proceeds from issuance of convertible note payable - related party	362,900	-
Proceeds from issuance of convertible note payable	100,000	365,500
<b>Net cash provided by financing activities</b>	<u>462,900</u>	<u>365,500</u>
<b>Net increase (decrease) in cash</b>	1,205	(4,215)
<b>Cash - beginning of period</b>	<u>2,823</u>	<u>7,748</u>
<b>Cash - end of period</b>	<u><u>\$ 4,028</u></u>	<u><u>\$ 3,533</u></u>
<b>Supplemental disclosure of cash flow information</b>		
Cash paid for interest	<u>\$ -</u>	<u>\$ -</u>
Cash paid for income tax	<u>\$ -</u>	<u>\$ -</u>
<b>Supplemental disclosure of non-cash investing and financing activities</b>		
Stock issued in connection with conversion of convertible notes	<u>\$ 51,042</u>	<u></u>
Issuance of common stock previously issuable	<u>\$ 2,500</u>	<u>\$ -</u>
Conversion of common stock payable to common stock	<u>\$ -</u>	<u>\$ 83,560</u>

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

**PENNEXX FOODS, INC.**  
**NOTES TO FINANCIAL STATEMENTS**  
**SEPTEMBER 30, 2023**  
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**Note 1 - Organization and Nature of Operations**

**Organization and Nature of Operations**

Pennexx Foods, Inc. (collectively, “PTI,” “we,” “us,” “our” or the “Company”), was incorporated in Pennsylvania on July 20, 1999. The Company opened an office in Florida on December 5, 2019.

The Company was in the food industry through 2019. In 2020, the Company shifted its focus to technology related to software and the internet for the purpose of utilizing artificial intelligence to gather information for targeted marketing; specifically, the Company is developing websites and related smartphone apps.

**Basis of Presentation**

The accompanying unaudited financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (“U.S. GAAP”).

**Liquidity, Going Concern and Management’s Plans**

These unaudited financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the settlement of liabilities and commitments in the normal course of business.

As reflected in the accompanying unaudited financial statements, for the nine months ended September 30, 2023, the Company had:

- Net loss of \$551,187; and
- Net cash used in operations was \$461,695

Additionally, for the nine months ended September 30, 2023, the Company had:

- Accumulated deficit of \$41,713,428
- Stockholders’ deficit of \$2,064,593; and
- Working capital deficit of \$1,126,593

The Company has cash on hand of \$4,028 at September 30, 2023. Although the Company intends to raise additional debt (third party and related party lenders) or equity capital, the Company expects to incur losses from operations and have negative cash flows from operating activities for the near-term. These losses could be significant as the Company executes its business plan.

**PENNEXX FOODS, INC.**  
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These factors create substantial doubt about the Company's ability to continue as a going concern within the twelve-month period subsequent to the date that these financial statements are issued. The financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern. Accordingly, the financial statements have been prepared on a basis that assumes the Company will continue as a going concern and which contemplates the realization of assets and satisfaction of liabilities and commitments in the ordinary course of business.

Management's strategic plans include the following:

- Pursuing additional capital raising opportunities,
- Executing and commercializing its business operations,
- Continuing to explore and execute prospective partnering or distribution opportunities; and
- Identifying unique market opportunities that represent potential positive short-term cash flow.

**Note 2 - Summary of Significant Accounting Policies**

**Business Segments and Concentrations**

The Company uses the "management approach" to identify its reportable segments. The management approach requires companies to report segment financial information consistent with information used by management for making operating decisions and assessing performance as the basis for identifying the Company's reportable segments. The Company has identified one single reportable operating segment. The Company manages its business on the basis of one operating and reportable segment.

Customers in the United States accounted for 100% of our revenues. The significant majority of our revenues generated in 2022 were earned from one customer (see revenue recognition policy below). There were no such revenues in 2023.

We do not have any property or equipment outside of the United States.

**Use of Estimates**

Preparing financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and revenues and expenses during the reported period. Actual results could differ from those estimates, and those estimates may be material.

**PENNEXX FOODS, INC.**  
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Changes in estimates are recorded in the period in which they become known. The Company bases its estimates on historical experience and other assumptions, which include both quantitative and qualitative assessments that it believes to be reasonable under the circumstances.

**Fair Value of Financial Instruments**

The Company accounts for financial instruments under Financial Accounting Standards Board ("FASB") ASC 820, *Fair Value Measurements*. ASC 820 provides a framework for measuring fair value and requires disclosures regarding fair value measurements. Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, based on the Company's principal or, in absence of a principal, most advantageous market for the specific asset or liability.

The Company uses a three-tier fair value hierarchy to classify and disclose all assets and liabilities measured at fair value on a recurring basis, as well as assets and liabilities measured at fair value on a non-recurring basis, in periods subsequent to their initial measurement. The hierarchy requires the Company to use observable inputs when available, and to minimize the use of unobservable inputs, when determining fair value.

The three tiers are defined as follows:

- Level 1—Observable inputs that reflect quoted market prices (unadjusted) for identical assets or liabilities in active markets;
- Level 2—Observable inputs other than quoted prices in active markets that are observable either directly or indirectly in the marketplace for identical or similar assets and liabilities; and
- Level 3—Unobservable inputs that are supported by little or no market data, which require the Company to develop its own assumptions.

The determination of fair value and the assessment of a measurement's placement within the hierarchy requires judgment. Level 3 valuations often involve a higher degree of judgment and complexity. Level 3 valuations may require the use of various cost, market, or income valuation methodologies applied to unobservable management estimates and assumptions. Management's assumptions could vary depending on the asset or liability valued and the valuation method used. Such assumptions could include estimates of prices, earnings, costs, actions of market participants, market factors, or the weighting of various valuation methods. The Company may also engage external advisors to assist us in determining fair value, as appropriate.

**PENNEXX FOODS, INC.**  
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Although the Company believes that the recorded fair value of our financial instruments is appropriate, these fair values may not be indicative of net realizable value or reflective of future fair values.

The Company's financial instruments, including cash, and accounts payable and accrued expenses, are carried at historical cost. At September 30, 2023 and December 31, 2022, respectively, the carrying amounts of these instruments approximated their fair values because of the short-term nature of these instruments.

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. The Company did not elect to apply the fair value option to any outstanding financial instruments.

### **Cash and Cash Equivalents**

For purposes of the statements of cash flows, the Company considers all highly liquid instruments with a maturity of three months or less at the purchase date and money market accounts to be cash equivalents. At September 30, 2023 and December 31, 2022, respectively, the Company did not have any cash equivalents.

The Company is exposed to credit risk on its cash and cash equivalents in the event of default by the financial institutions to the extent account balances exceed the amount insured by the FDIC, which is \$250,000. At September 30, 2023 and December 31, 2022, respectively, there were no accounts in excess of this insured limit.

### **Accounts Receivable**

Accounts receivable are due thirty (30) days from the date a customer has downloaded the software application ("App") to a hardware device.

The allowance for doubtful accounts is determined based on the Company's previous loss history. The Company has not experienced any significant credit losses. Allowance for doubtful accounts was \$0 on September 30, 2023 and December 31, 2022, respectively.

In 2022, the Company sold its App and a license to its one customer. This customer is one of our current equity investors who is also a material debt lender to the Company and had an affiliation with our sole customer.



**PENNEXX FOODS, INC.**  
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**Impairment of Long-lived Assets**

Management evaluates the recoverability of the Company's identifiable intangible assets and other long-lived assets when events or circumstances indicate a potential impairment exists, in accordance with the provisions of ASC 360-10-35-15 *"Impairment or Disposal of Long-Lived Assets."* Events and circumstances considered by the Company in determining whether the carrying value of identifiable intangible assets and other long-lived assets may not be recoverable include but are not limited to: significant changes in performance relative to expected operating results; significant changes in the use of the assets; significant negative industry or economic trends; and changes in the Company's business strategy. In determining if impairment exists, the Company estimates the undiscounted cash flows to be generated from the use and ultimate disposition of these assets.

If impairment is indicated based on a comparison of the assets' carrying values and the undiscounted cash flows, the impairment to be recognized is measured as the amount by which the carrying amount of the assets exceeds the fair value of the assets.

There were no impairment losses taken during the three and nine months ended September 30, 2023 and 2022, respectively.

**Property and Equipment**

Property and equipment is stated at cost less accumulated depreciation. Depreciation is provided on the straight-line basis over the estimated useful lives of the assets.

Expenditures for repair and maintenance which do not materially extend the useful lives of property and equipment are charged to operations. When property or equipment is sold or otherwise disposed of, the cost and related accumulated depreciation are removed from the respective accounts with the resulting gain or loss reflected in operations.

Management reviews the carrying value of its property and equipment whenever events or changes in circumstances indicate that the carrying amount of the asset may not be recoverable.

There were no impairment losses taken during the three and nine months ended September 30, 2023 and 2022, respectively.

**PENNEXX FOODS, INC.**  
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**Derivative Liabilities**

The Company analyzes all financial instruments with features of both liabilities and equity under FASB ASC Topic No. 480, ("ASC 480"), "Distinguishing Liabilities from Equity" and FASB ASC Topic No. 815, ("ASC 815") "Derivatives and Hedging". Derivative liabilities are adjusted to reflect fair value at each reporting period, with any increase or decrease in the fair value recorded in the results of operations (other income/expense) as a gain or loss on the change in fair value of derivative liabilities. The Company uses a binomial pricing model to determine fair value of these instruments.

Upon conversion or repayment of a debt instrument in exchange for shares of common stock, where the embedded conversion option has been bifurcated and accounted for as a derivative liability (generally convertible debt and/or warrants), the Company records the shares of common stock at fair value, relieves all related debt, derivatives, and debt discounts, and recognizes a net gain or loss on debt extinguishment. In connection with the debt extinguishment, the Company typically records an increase to additional paid-in capital for any remaining liability balance.

Equity instruments that are initially classified as equity that become subject to reclassification under ASC Topic 815 are reclassified to liabilities at the fair value of the instrument on the reclassification date.

At September 30, 2023 and December 31, 2022, respectively, the Company did not have any derivative liabilities.

**Original Issue Debt Discount**

For certain notes issued, the Company provides the debt holder with an original issue discount. The original issue discount is recorded as a debt discount, reducing the face amount of the note, and is amortized to interest expense in the statement of operations, over the life of the debt.

**Debt Issue Cost**

Debt issuance cost paid (in cash or stock) to lenders, or third parties are recorded as debt discounts and amortized to interest expense in the statement of operations, over the life of the underlying debt.

**PENNEXX FOODS, INC.**  
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**Common Stock Payable**

The Company from time to time enters into agreements for the issuance of common stock for services. When the related shares are due, but have not been authorized for issuance, the Company records these amounts as a liability. These shares are excluded from earnings (loss) per share.

Valuation of common stock payable is based upon the fair value of services rendered, which is determined based upon the quoted closing trading price of the Company's common stock. At the time services are rendered, the stock is due for payment.

During the year ended December 31, 2021, the Company owed 717,800 shares of common stock for services rendered having a fair value of \$230,500, based upon the quoted closing trading prices (\$0.20 - \$0.6899/share). During 2022, 417,800 shares were issued to the service provider, as a result, 300,000 shares remain as common stock issuable at September 30, 2023 and December 31, 2022, respectively.

The following is a summary of the Company's common stock payable:

	<u>Shares</u>	<u>Amount</u>
Balance - December 31, 2021	717,800	230,350
Conversion of common stock payable to common stock	<u>(417,800)</u>	<u>(83,560)</u>
Balance - December 31, 2022	300,000	\$146,790
No activity in 2023	<u>-</u>	<u>-</u>
Balance - September 30, 2023	<u><u>300,000</u></u>	<u><u>\$146,790</u></u>

See Note 5.

**Common Stock Issuable**

Shares classified as common stock issuable represent those shares which have been authorized for issuance but are not reflected as issued by the transfer agent. These shares are included in earnings (loss) per share.

**License Fee Revenue and Deposit Liability**

In 2021, the Company had received an advance of \$10,000 towards a future licensing agreement from a third party which included the potential for additional consideration related to the issuance of common stock.

**PENNEXX FOODS, INC.**  
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During 2022, the Company finalized and executed an agreement for \$100,000, related to a non-exclusive, non-assignable software license to use the yoursocialoffers.com coupon discount reward software system.

In connection with the sale of the license, the Company recognized \$10,000 as revenues from the amount previously received in 2021 as well as the balance of \$90,000 in 2022.

The sale of the license did not require any additional performance obligations.

See disaggregation of revenues below.

**Revenue Recognition**

Pursuant to ASC 606, we recognize revenue to depict the transfer of goods or services to customers in amounts that reflect the consideration or payment the Company expects to be entitled to receive in exchange for those goods or services. Our revenue is recognized by applying the following five steps: 1) identify the contracts with a customer; 2) identify the performance obligations in the contract; 3) determine the transaction price; 4) allocate the transaction price to the performance obligations; and 5) recognize revenue when (or as) we satisfy a performance obligation.

We apply judgment in determining the customer's ability and intention to pay, which is based on a variety of factors including the customer's historical payment experience or, in the case of a new customer, published credit or financial information pertaining to the customer.

If a contract includes multiple promised goods or services, we apply judgment to determine whether the promised goods or services are capable of being distinct and are distinct within the context of the contract. If these criteria are not met, the promised goods or services are accounted for as a combined performance obligation. We determine the transaction price based on the consideration which we will be entitled to receive in exchange for transferring goods or services to our customer. Currently, there are no contracts with more than one promised service.

We recognize revenue at the time that the related performance obligation is satisfied by transferring the promised goods or services to our customer.

**PENNEXX FOODS, INC.**  
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Licensing Fee Revenues

The Company recognizes revenues from its licensing fees related to its sole customer in 2023 and a related party in 2022. The fee allows the customer a non-exclusive right to use the Company's technology, such as the ability to market to various zip codes purchased. All arrangements are non-cancellable. Revenue is recognized at a point in time (sale of license) as no further performance obligations are required.

Software Application Revenues

The Company recognizes revenue from the sale of software application downloads to hardware devices. Upon download (delivery) of the app, which is at the point of sale, the Company has satisfied its performance obligation under contractual arrangement. All arrangements are non-cancellable and contain a single performance obligation. There are no warranties, rebates or refunds associated with the sale of the product. Customer payment is due 30 days from sale.

Consulting Revenues

The Company recognizes revenues from consulting services (including merchant fees paid for social media advertising) related to assisting companies with targeted marketing. Revenue is recognized at a point in time when services are rendered. All arrangements are non-cancellable and contain a single performance obligation. Customers pay by credit card.

**PENNEXX FOODS, INC.**  
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The following represents the Company's disaggregation of revenues for the nine months ended September 30, 2023 and 2022, respectively:

	Nine Months Ended September 30,			
	2023		2022	
<b>Revenue Type</b>	<b>Revenue</b>	<b>% of Revenues</b>	<b>Revenue</b>	<b>% of Revenues</b>
License fee	\$ 25,000	100%	\$ -	0%
License fee - related party	-	0%	134,000	57%
Software applications - related party	-	0%	100,000	43%
Total Revenues	<u>\$ 25,000</u>	<u>100%</u>	<u>\$234,000</u>	<u>100%</u>

**Concentrations**

For the nine months ended September 30, 2023 and 2022, \$0 and \$234,000 (100%) of revenues were earned from a Company controlled by one of our majority stockholders, who is also our largest debt holder. These revenues are considered to be earned from a related party. During 2022, the agreement which generated revenues from the related party was terminated. Also see Note 4 for Convertible Note – Related Party.

**Research and Development**

Research and development costs are charged to expense as incurred.

**Stock-Based Compensation**

The Company accounts for our stock-based compensation under ASC 718 *"Compensation – Stock Compensation"* using the fair value-based method. Under this method, compensation cost is measured at the grant date based on the value of the award and is recognized over the service period, which is usually the vesting period. This guidance establishes standards for the accounting for transactions in which an entity exchanges its equity instruments for goods or services. It also addresses transactions in which an entity incurs liabilities in exchange for goods or services that are based on the fair value of the entity's equity instruments or that may be settled by the issuance of those equity instruments.

The Company uses the fair value method for equity instruments granted to non-employees and use the Black-Scholes model for measuring the fair value of options.

The fair value of stock-based compensation is determined as of the date of the grant or the date at which the performance of the services is completed (measurement date) and is recognized over the vesting periods.

**PENNEXX FOODS, INC.**  
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When determining fair value, the Company considers the following assumptions in the Black-Scholes model:

- Exercise price,
- Expected dividends,
- Expected volatility,
- Risk-free interest rate; and
- Expected life of option

### **Income Taxes**

The Company accounts for income tax using the asset and liability method prescribed by ASC 740, *"Income Taxes"*. Under this method, deferred tax assets and liabilities are determined based on the difference between the financial reporting and tax bases of assets and liabilities using enacted tax rates that will be in effect in the year in which the differences are expected to reverse. The Company records a valuation allowance to offset deferred tax assets if based on the weight of available evidence, it is more-likely-than-not that some portion, or all, of the deferred tax assets will not be realized. The effect on deferred taxes of a change in tax rates is recognized as income or loss in the period that includes the enactment date.

The Company follows the accounting guidance for uncertainty in income taxes using the provisions of ASC 740 *"Income Taxes"*. Using that guidance, tax positions initially need to be recognized in the financial statements when it is more likely than not the position will be sustained upon examination by the tax authorities. As of September 30, 2023 and December 31, 2022, respectively, the Company had no uncertain tax positions that qualify for either recognition or disclosure in the financial statements.

The Company recognizes interest and penalties related to uncertain income tax positions in other expense. No interest and penalties related to uncertain income tax positions were recorded for the nine months ended September 30, 2023 and 2022, respectively.

### **Basic and Diluted Earnings (Loss) per Share**

Pursuant to ASC 260-10-45, basic loss per common share is computed by dividing net loss by the weighted average number of shares of common stock outstanding for the periods presented. Diluted loss per share is computed by dividing net loss by the weighted average number of shares of common stock, common stock equivalents and potentially dilutive securities outstanding during the period.

Potentially dilutive common shares may consist of common stock issuable upon the conversion of stock options and warrants, convertible notes and contingently issuable shares (using the treasury stock method or the if-converted method, as applicable). These common stock equivalents may be dilutive in the future.

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At September 30, 2023 and 2022, respectively, the Company had convertible notes and related accrued interest that were convertible at fixed conversion ratios ranging from \$0.0375 - \$0.20 per share.

Potential common stock equivalents at September 30, 2023 and 2022 are as follows:

	<u>September 30, 2023</u>	<u>September 30, 2022</u>
Convertible notes payable and accrued interest	<u>37,820,253</u>	<u>4,150,043</u>
Total common stock equivalents	<u><u>37,820,253</u></u>	<u><u>4,150,043</u></u>

These common stock equivalents were not included in diluted earnings per share as they would be anti-dilutive due to the Company's net loss for the nine months ended September 30, 2023 and 2022, respectively.

### **Advertising Costs**

Advertising costs are expensed as incurred. Advertising costs are included as a component of general and administrative expense in the statements of operations.

The Company recognized \$292 and \$30,204 in marketing and advertising costs during the three months ended September 30, 2023 and 2022, respectively.

The Company recognized \$20,183 and \$37,617 in marketing and advertising costs during the nine months ended September 30, 2023 and 2022, respectively.

### **Related Parties**

Parties are considered to be related to the Company if the parties, directly or indirectly, through one or more intermediaries, control, are controlled by, or are under common control with the Company. Related parties also include principal owners of the Company, its management, members of the immediate families of principal owners of the Company and its management and other parties with which the Company may deal with if one party controls or can significantly influence the management or operating policies of the other to an extent that one of the transacting parties might be prevented from fully pursuing its own separate interests.



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**Recently Adopted Accounting Standards**

Changes to accounting principles are established by the FASB in the form of Accounting Standards Updates (“ASU’s”) to the FASB’s Codification. We consider the applicability and impact of all ASU’s on our financial position, results of operations, stockholders’ deficit, cash flows, or presentation thereof. Management has evaluated all recent accounting pronouncements as issued by the FASB in the form of Accounting Standards Updates (“ASU”) through the date these financial statements were available to be issued and found no recent accounting pronouncements issued, but not yet effective accounting pronouncements, when adopted, will have a material impact on the financial statements of the Company.

In August 2020, FASB issued ASU 2020-06, Accounting for Convertible Instruments and Contracts in an Entity; Own Equity (“ASU 2020-06”), as part of its overall simplification initiative to reduce costs and complexity of applying accounting standards while maintaining or improving the usefulness of the information provided to users of financial statements. Among other changes, the new guidance removes from GAAP separation models for convertible debt that require the convertible debt to be separated into a debt and equity component, unless the conversion feature is required to be bifurcated and accounted for as a derivative or the debt is issued at a substantial premium. As a result, after adopting the guidance, entities will no longer separately present such embedded conversion features in equity and will instead account for the convertible debt wholly as debt.

The new guidance also requires use of the “if-converted” method when calculating the dilutive impact of convertible debt on earnings per share, which is consistent with the Company’s current accounting treatment under the current guidance. The guidance is effective for financial statements issued for fiscal years beginning after December 15, 2021, and interim periods within those fiscal years, with early adoption permitted, but only at the beginning of the fiscal year.

We adopted this pronouncement on January 1, 2022; however, the adoption of this standard did not have a material effect on the Company’s financial statements.

In May 2021, the Financial Accounting Standards Board (the “FASB”) issued Accounting Standards Update (“ASU”) 2021-04, Earnings Per Share (Topic 260), Debt—Modifications and Extinguishments (Subtopic 470-50), Compensation—Stock Compensation (Topic 718), and Derivatives and Hedging—Contracts in Entity’s Own Equity (Subtopic 815-40): Issuer’s Accounting for Certain Modifications or Exchanges of Freestanding Equity-Classified Written Call Options. This new standard provides clarification and reduces diversity in an issuer’s accounting for modifications or exchanges of freestanding equity-classified written call options (such as warrants) that remain equity classified after modification or exchange. This standard is effective for fiscal years beginning after December 15, 2021, including interim periods within those fiscal years. Issuers should apply the new standard prospectively to modifications or exchanges occurring after the effective date of the new standard.

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Early adoption is permitted, including adoption in an interim period. If an issuer elects to early adopt the new standard in an interim period, the guidance should be applied as of the beginning of the fiscal year that includes that interim period.

We adopted this pronouncement on January 1, 2022; however, the adoption of this standard did not have a material effect on the Company's financial statements.

**Reclassifications**

Certain prior year amounts have been reclassified for consistency with the current year presentation. These reclassifications had no effect on the results of operations, stockholders' deficit, or cash flows.

**Note 3 – Property and Equipment**

Property and equipment consisted of the following:

	<u>September 30, 2023</u>	<u>December 31, 2022</u>	<u>Estimated Useful Lives (Years)</u>
Office equipment	\$ 10,000	\$ 10,000	5
Furniture	3,500	3,500	5
Computers	3,500	3,500	5
	<u>17,000</u>	<u>17,000</u>	
Less: accumulated depreciation	13,600	11,050	
Property and equipment - net	<u>\$ 3,400</u>	<u>\$ 5,950</u>	

Depreciation expense for the three months ended September 30, 2023 and 2022 was \$850 and \$850, respectively.

Depreciation expense for the nine months ended September 30, 2023 and 2022 was \$2,550 and \$2,550, respectively.

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**Note 4 – Convertible Notes Payable. Convertible Notes Payable – Related Party. Notes Payable, Debt Discount and Debt Issue Costs**

The following represents a summary of these convertible notes, key terms, and outstanding balances at September 30, 2023 and December 31, 2022, respectively:

Terms	2019/2020 Convertible Notes Payable	2021 Convertible Notes Payable	2023 Convertible Notes Payable		
Issuance date of notes	Various 2019/2020	July 2021	January 27, 2023		
Maturity dates	December 31, 2021	March 31, 2023/ January 31, 2024	January 27, 2024		
Interest rate	12%	12%	8%		
Collateral	Unsecured	Unsecured	Unsecured		
Conversion rate	\$0.10 - \$0.20/share	\$0.20/share	\$0.0375/share		
Common stock issued as debt issuance costs	220,000 shares	None	None		
				<b>Total</b>	<b>In-Default</b>
Balance - December 31, 2021	\$ 417,700	\$ 97,945	\$ -	\$515,645	\$ 417,700
Amortization of original issue debt discount	-	102,055	-	102,055	
Balance - December 31, 2022	417,700	200,000	-	617,700	\$ -
Proceeds			100,000	100,000	
Stock issued in connection with conversion of convertible notes	(39,700) *	-	-	(39,700)	
Balance - September 30, 2023	\$ 378,000	\$ 200,000	\$ 100,000	\$678,000	\$ -

\* During 2023, the Company's convertible note holders agreed to extend the maturity date of these notes to March 31, 2023 (\$39,700) and January 31, 2024 (\$578,000), respectively. The maturity date extensions were not substantive, and as a result of the change in terms, did not result in debt modification or extinguishment, which did not have any impact on the financial statements. The \$39,700 of notes plus accrued interest of \$11,342 (aggregate \$51,042) was converted into 473,955 shares of common stock. Accordingly, there was no gain or loss upon debt conversion.

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The following represents a summary of the convertible note payable – related party, key terms, and outstanding balances at September 30, 2023 and December 31, 2022, respectively:

<b>Terms</b>	<b>Convertible Note Payable Related Party</b>
Issuance date of notes	2021 - 2022
Maturity dates	July 31, 2025
Interest rate	6%
Collateral	Unsecured
Balance - December 31, 2021	\$ 59,342
Amortization of original issue debt discount	658
Proceeds	518,500
Balance - December 31, 2022	578,500
Proceeds	\$ 362,900
Balance - September 30, 2023	\$ 941,400

On December 30, 2022, the Company executed an agreement with this lender which added a conversion option allowing for the conversion of \$578,500 of principal and \$19,153 of related accrued interest totaling \$597,653 into 31,000,000 shares of common stock (\$0.1928/share), at the option of the holder. On the date of modification, the Company determined that the present value of the cash flows of the modified debt instrument (including accrued interest) was greater than 10% different from the present value of the remaining cash flows under the original debt instruments.

This lender has been classified as a related party as it represents the Company's largest debt holder, is a significant stockholder and controls a company from which the Company derives the significant majority of its revenues (0% and 100% - nine months ended September 30, 2023 and 2022, respectively).

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Additionally, in 2022, the Company determined that the addition of the conversion option was substantive on the date of modification, resulting in a loss on debt extinguishment of \$1,705,000 as follows:

Debt - prior to modification	\$ 597,653
Debt - after modification	<u>2,302,653</u>
Loss on debt extinguishment	<u><u>\$ (1,705,000)</u></u>

All subsequent advances and related accrued interest are convertible into the 31,000,000 shares as noted above.

**Note 5 – Stockholders’ Deficit**

The Company has one (1) class of stock:

**Common Stock**

- 70,000,000 shares authorized
- \$0.01 par value
- Voting at 1 vote per share

**Authorized Shares of Common Stock**

In 2022, the Company’s Board of Directors approved an amendment to its Articles of Incorporation to increase its authorized shares of common stock from 70,000,000 to 150,000,000 shares. The amendment was formally approved by the State of Pennsylvania in 2023.

**Equity Transactions for the Nine Months Ended September 30, 2023**

**Stock Issued in Connection with Conversion of Convertible Notes and Related Accrued Interest Payable**

The Company issued 473,599 shares of common stock to settle the conversion of convertible notes and related accrued interest of \$51,042 (\$39,700 in principal and \$11,342 of accrued interest). Accordingly, there was no gain or loss on debt extinguishment.

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**Equity Transactions for the Year Ended December 31, 2022**

**Conversion of Common Stock Payable to Common Stock**

The Company issued 417,800 shares of common stock having a fair value of \$83,560, in connection with amounts previously owed to a third-party service provider. See Note 2.

**Stock Issued for Services and related Common Stock Issuable – Consulting Agreement**

In September 2022, the Company authorized for issuance 250,000 shares of common stock for services rendered, having a fair value of \$22,000 (\$0.088/share), based upon the quoted closing trading price of the Company's common stock, which was expensed, and included as a component of general and administrative expenses on the statements of operations.

At December 31, 2022, these shares had been approved for issuance by the Board of Directors, however, these shares had not been issued by the transfer agent and remained a component of common stock issuable as reflected in the accompanying balance sheets. These shares were issued in 2023. See table summary below.

The issuance of these shares is pursuant to a joint marketing and technology licensing agreement. The Company and this third party have agreed to cross advertise and market each other's services. The Company will license its technology (dashboard) to be integrated into the service providers digital network. The service provider will assume various responsibilities such as: identifying strategic distribution with existing relationships, generate sales to existing Company customers as well as new business development, promoting the Company and its products within its existing network. Each party is responsible for its own costs and expenses related to supporting their standalone technology and marketing materials. Under this agreement, each party has granted to the other a non-exclusive, non-transferrable, royalty free license to use each other's trade names, trademarks, logos and service marks. The agreement has an initial term of five (5) years, with an option for additional five (5) year renewals.

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Compensation

*Stock*

In accordance with the agreement, shares of common stock will be issued when the Company's stock price exceeds certain pricing over a thirty (30) day period (in the first year of the agreement only – through September 2023) as follows:

<u>Shares Earned</u>	<u>Price per Share</u>	<u>Date Earned</u>
250,000	Upon issuance	September 2022
250,000	\$ 0.35	N/A
250,000	\$ 0.55	N/A
250,000	\$ 0.75	N/A
250,000	\$ 1.00	N/A
250,000	\$ 1.25	N/A
250,000	\$ 1.50	N/A
250,000	\$ 2.00	N/A
<u>2,000,000</u>		

*Shared Revenues*

The Company and the service provider are entitled to a commission of 35% of the gross revenues for selling each other's products/services. At September 30, 2023, no amounts have been earned or are due.

*Other*

15% processing fee of all kiosk/advertising revenues from the service provider. Specifically, the integration of our YSO wallet into the service providers kiosk technology. At September 30, 2023, no amounts have been earned or are due.

**Stock Issued for Services – Related Parties**

The Company issued 1,000,000 shares of common stock for services rendered by its Board of Directors, having a fair value of \$199,000 (\$0.199/share), based upon the quoted closing trading price of the Company's common stock, which was expensed, and included as a component of general and administrative expenses on the statements of operations.

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**Stock Issued related to Common Stock Issuable**

The Company owes common stock to various parties. These shares were issued separately for cash, services rendered, and research and development expenses. These shares of common stock were never issued yet remained due to the vendor. These shares are considered issuable and are included as a component of earnings (loss) per share. Once the related common stock is issued, the common stock issuable is reduced accordingly at par value and reclassified to common stock.

Common stock issuable at September 30, 2023 and December 31, 2022 was as follows:

	<u>Shares</u>	<u>Amount</u>
Balance - December 31, 2021	1,270,000	\$12,700
Issuance of common stock previously issuable	(1,000,000) *	(10,000)
Issuance of common stock for services	250,000 **	2,500
Balance - December 31, 2022	520,000	5,200
No activity in 2023	(250,000)	(2,500)
Balance - September 30, 2023	<u>270,000</u>	<u>\$ 2,700</u>

\*The Company authorized for issuance 1,000,000 shares of common stock for services rendered by a third party, having a fair value of \$299,000 (\$0.299/share), based upon the quoted closing trading price. These shares were issued in 2022.

\*\*The Company authorized for issuance 250,000 shares of common stock for services rendered by a third party, having a fair value of \$22,000 (\$0.0880/share), based upon the quoted closing trading price. These shares were issued in 2023.

**Note 6 – Commitments**

**Website and Application Product Development**

In March 2021, the Company entered into a one (1) year agreement to issue up to 500,000 shares of common stock, payable as follows:

100,000 shares at the inception of the agreement (earned March 2021),  
400,000 shares when all services have been rendered in full (will not be earned).

The Company owed 100,000 shares of common stock having a fair value of \$33,800, based upon the quoted closing trading price (\$0.338/share). These shares have not yet been issued to the consultant and are a component of common stock payable.



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In 2022, at the one (1) year anniversary, the Company terminated the agreement with the service provider for nonperformance. As a result, the remaining 400,000 shares are unable to be earned.

Media Services

In May 2021, the Company entered into a nine (6) month agreement to issue 417,800 shares of common stock, payable upon the completion of services. All services were earned in November 2021.

At December 31, 2021, the Company owed 417,800 shares of common stock having a fair value of \$83,560, based upon the quoted closing trading price (\$0.20/share). These shares were issued in 2022.

**Note 7 – Right of Use Operating Lease**

We determine if an arrangement is a lease, or contains a lease, at inception and record the leases in our financial statements upon lease commencement, which is the date when the underlying asset is made available for use by the lessor.

We have a lease agreement with lease and non-lease components and have elected to utilize the practical expedient to account for lease and non-lease components together as a single combined lease component, from both a lessee and lessor perspective with the exception of direct sales-type leases and production equipment classes embedded in supply agreements. From a lessor perspective, the timing and pattern of transfer are the same for the non-lease components and associated lease component and, the lease component, if accounted for separately, would be classified as an operating lease.

We have elected not to present short-term leases on the balance sheet as these leases have a lease term of 12 months or less at lease inception and do not contain purchase options or renewal terms that we are reasonably certain to exercise. All other lease assets and lease liabilities are recognized based on the present value of lease payments over the lease term at commencement date. Because our lease does not provide an implicit rate of return, we used our incremental borrowing rate based on the information available at lease commencement date in determining the present value of lease payments.

In general, leases, where we are the lessee, may include options to extend the lease term. These leases may include options to terminate the lease prior to the end of the agreed upon lease term. For purposes of calculating lease liabilities, lease terms include options to extend or terminate the lease when it is reasonably certain that we will exercise such options.

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Lease expense for operating leases is recognized on a straight-line basis over the lease term as cost of revenues or operating expenses depending on the nature of the leased asset. Certain operating leases provide for annual increases to lease payments based on an index or rate. We calculate the present value of future lease payments based on the index or rate at the lease commencement date.

Differences between the calculated lease payment and actual payment are expensed as incurred. Amortization of finance lease assets is recognized over the lease term as cost of revenues or operating expenses depending on the nature of the leased asset.

Interest expense on finance lease liabilities is recognized over the lease term in interest expense.

In February 2021, the Company executed a two (2) year operating lease agreement for its office space. Gross payments over the term of the lease are as follows:

<u>Payments Year Ended December 31,</u>	
2023	<u>1,860</u>
	<u><u>\$1,860</u></u>

The lease had an option to renew for 3 additional one (1) year periods with an increase of 4% in annual rent. At lease inception, based on historical and expected future operations, the Company did not believe the renewal options would be executed.

Effective January 31, 2023, the lease expired and the one (1) year option was not executed. The Company is currently leasing its office space on a month-to-month basis.

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The tables below present information regarding the Company's operating lease assets and liabilities at September 30, 2023 and December 31, 2022, respectively;

	<u>June 30, 2023</u>	<u>December 31, 2022</u>
<b><u>Assets</u></b>		
Operating lease - right-of-use asset - non-current	\$ -	\$ 1,940

<b><u>Liabilities</u></b>		
Operating lease liability	\$ -	\$ 1,848
Weighted-average remaining lease term (years)	-	-
Weighted-average discount rate	-	8%

The components of lease expense were as follows:

**Operating lease costs**

Amortization of right-of-use operating lease asset	\$ 1,940	\$ 23,281
Lease liability expense in connection with obligation repayment	12	1,110
Total operating lease costs	\$ 1,952	\$ 24,391

Supplemental cash flow information related to operating leases was as follows:

Operating cash outflows from operating lease (obligation payment)	\$ 1,848	\$ 24,310
Right-of-use asset obtained in exchange for new operating lease liability	\$ -	\$ -

**Note 8 – Subsequent Events**

Subsequent to September 30, 2023, the Company had the following subsequent events:

**Convertible Debt – Related Party**

The Company received additional advances of \$72,500 under the same terms as the existing convertible note advances discussed in Note 4.