

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

[InCapta, Inc.]

1876 Horse Creek Rd. Cheyenne WY, 82009

682-229-7476

www.incapta.com
president@incapta.com
7841

Quarterly Report

For the period ending 09/30/2023
(the "Reporting Period")

Outstanding Shares

The number of shares outstanding of our Common Stock was:

32,198,599,433 as of 09/30/2023

32,465,599,433 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 Control⁵ of the company has occurred over this reporting period:

Yes: ☐

No: ☒

⁵ "Change in Control" shall mean any events resulting in:

(i) Any "person" (as such term is used in Sections 13(d) and 14(d) of the Exchange Act) becoming the "beneficial owner" (as defined in Rule 13d-3 of the Exchange Act), directly or indirectly, of securities of the Company representing fifty percent (50%) or more of the total voting power represented by the Company's then outstanding voting securities;

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

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

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

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

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

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

The state of incorporation or registration of the issuer and of each of its predecessors (if any) during the past five years; Please also include the issuer's current standing in its state of incorporation (e.g. active, default, inactive):

Nevada-Inactive, Wyoming-Active and In Good Standing

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

NONE

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

NONE

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

1876 Horse Creek Rd, Cheyenne, WY 82009

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

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

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:	<u>INCT</u>		
Exact title and class of securities outstanding:	<u>Common Stock</u>		
CUSIP:	<u>45331T200</u>		
Par or stated value:	<u>0.001</u>		
Total shares authorized:	<u>100,000,000,000</u>	as of date:	<u>09/30/2023</u>
Total shares outstanding:	<u>32,198,599,433</u>	as of date:	<u>09/30/2023</u>
Total number of shareholders of record:	<u>479</u>	as of date:	<u>09/30/2023</u>

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

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

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

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 the security:	_____
CUSIP (if applicable):	_____
Par or stated value:	_____
Total shares authorized:	_____ as of date: _____
Total shares outstanding (if applicable):	_____ as of date: _____
Total number of shareholders of record (if applicable):	_____ as of date: _____

Exact title and class of the security:	_____
CUSIP (if applicable):	_____
Par or stated value:	_____
Total shares authorized:	_____ as of date: _____
Total shares outstanding (if applicable):	_____ as of date: _____
Total number of shareholders of record (if applicable):	_____ as of date: _____

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.

_____ NONE

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

_____ NONE

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: <u>Opening Balance</u> Date <u>12/31/2020</u> Common: <u>5,885,215,492</u> Preferred: <u>0</u>			*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. *You must disclose the control person(s) for any entities listed.	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.

02/23/2021	New Issuance	293,000,000	Common	N/A	No	DTC Fast/ EMA Financial/ John Scholz	Sent to DTC for Conversion	Unrestricted	Rule 144a
03/02/2021	New Issuance	300,000,000	Common	N/A	No	DTC Fast/ EMA Financial/ John Scholz	Sent to DTC for Conversion	Unrestricted	Rule 144a
03/05/2021	New Issuance	300,000,000	Common	N/A	No	DTC Fast/ EMA Financial/ John Scholz	Sent to DTC for Conversion	Unrestricted	Rule 144a
03/08/2021	New Issuance	267,000,000	Common	0.0007	Yes	Crown Bridge/ Seth Ahdoot	Conversion	Unrestricted	Rule 144a
03/11/2021	New Issuance	224,082,800	Common	N/A	No	DTC Fast/ EMA Financial/ John Scholz	Sent to DTC for Conversion	Unrestricted	Rule 144a
03/23/2021	New Issuance	30,000,000,000	Common	0.0001	Yes	Greg Martin	Acquisition	Restricted	Rule 144
03/23/2021	New Issuance	1,182,550,000	Common	0.0001	Yes	Greg Martin	Multi year Compensation	Restricted	Rule 144
03/23/2021	New Issuance	266,720,000	Common	0.0001	Yes	Ean Martin	Multi year Compensation	Restricted	Rule 144
03/23/2021	New Issuance	300,000,000	Common	N/A	No	DTC Fast/ EMA Financial/ John Scholz	Sent to DTC for Conversion	Unrestricted	Rule 144a
03/26/2021	New Issuance	600,000,000	Common	N/A	No	DTC Fast/ EMA Financial/ John Scholz	Sent to DTC for Conversion	Unrestricted	Rule 144a
04/02/2021	New Issuance	1,300,000,000	Common	N/A	No	DTC Fast/ EMA Financial/ John Scholz	Sent to DTC for Conversion	Unrestricted	Rule 144a
04/08/2021	New Issuance	1,500,000,000	Common	N/A	No	DTC Fast/ EMA Financial/ John Scholz	Sent to DTC for Conversion	Unrestricted	Rule 144a
04/08/2021	New Issuance	356,195,616	Common	N/A	No	DTC Fast/ EMA Financial/ John Scholz	Sent to DTC for Conversion	Unrestricted	Rule 144a
04/13/2021	New Issuance	1,500,000,000	Common	N/A	No	DTC Fast/ EMA Financial/ John Scholz	Sent to DTC for Conversion	Unrestricted	Rule 144a
04/13/2021	New Issuance	40,000,000	Common	N/A	No	DTC Fast/ EMA Financial/ John Scholz	Sent to DTC for Conversion	Unrestricted	Rule 144a
04/16/2021	New Issuance	45,328,525	Common	N/A	No	DTC Fast/ EMA Financial/ John Scholz	Sent to DTC for Conversion	Unrestricted	Rule 144a
04/19/2021	New Issuance	500,000,000	Common	N/A	No	DTC Fast/ EMA Financial/ John Scholz	Sent to DTC for Conversion	Unrestricted	Rule 144a
04/19/2021	New Issuance	1,518,507,000	Common	0.00031	Yes	EMA Financial/John Scholz	Conversion	Unrestricted	Rule 144a
04/30/2021	New Issuance	500,000,000	Common	N/A	No	DTC Fast/ EMA Financial/ John Scholz	Sent to DTC for Conversion	Unrestricted	Rule 144a
04/30/2021	New Issuance	1,500,000,000	Common	0.00031	Yes	EMA Financial/John Scholz	Conversion	Unrestricted	Rule 144a
05/04/2021	New Issuance	7,000,000	Common	0.031	No	Jason Curtman	Issued for consulting	Restricted	Rule 144
05/11/2021	New Issuance	500,000,000	Common	N/A	No	DTC Fast/ EMA Financial/ John Scholz	Conversion	Unrestricted	Rule 144a
05/11/2021	New Issuance	1,500,000,000	Common	0.00031	Yes	EMA Financial/John Scholz		Unrestricted	Rule 144a
05/17/2021	Cancellation	(30,000,000,000)	Common	0.0031	N/A	Greg Martin	Shares returned	N/A	N/A
05/20/2021	New Issuance	990,000,000	Common	N/A	No	DTC Fast/ EMA Financial/ John Scholz	Sent to DTC for Conversion	Unrestricted	Rule 144a
05/28/2021	New Issuance	990,000,000	Common	N/A	No	DTC Fast/ EMA Financial/ John Scholz	Sent to DTC for Conversion	Unrestricted	Rule 144a
06/09/2021	New Issuance	990,000,000	Common	N/A	No	DTC Fast/ EMA Financial/ John Scholz	Sent to DTC for Conversion	Unrestricted	Rule 144a
06/21/2021	New Issuance	990,000,000	Common	N/A	No	DTC Fast/ EMA Financial/ John Scholz	Sent to DTC for Conversion	Unrestricted	Rule 144a
07/01/2021	New Issuance	990,000,000	Common	N/A	No	DTC Fast/ EMA Financial/ John Scholz	Sent to DTC for Conversion	Unrestricted	Rule 144a
07/13/2021	New Issuance	990,000,000	Common	N/A	No	DTC Fast/ EMA Financial/ John Scholz	Sent to DTC for Conversion	Unrestricted	Rule 144a
07/28/2021	New Issuance	990,000,000	Common	N/A	No	DTC Fast/ EMA Financial/ John Scholz	Sent to DTC for Conversion	Unrestricted	Rule 144a
08/19/2021	New Issuance	990,000,000	Common	N/A	No	DTC Fast/ EMA Financial/ John Scholz	Sent to DTC for Conversion	Unrestricted	Rule 144a
08/30/2021	New Issuance	990,000,000	Common	N/A	No	DTC Fast/ EMA Financial/ John Scholz	Sent to DTC for Conversion	Unrestricted	Rule 144a
09/18/2021	New Issuance	990,000,000	Common	N/A	No	DTC Fast/ EMA Financial/ John Scholz	Sent to DTC for Conversion	Unrestricted	Rule 144a
10/11/2021	New Issuance	990,000,000	Common	0.00031	Yes	EMA Financial/John Scholz	Conversion	Unrestricted	Rule 144a
11/23/2021	New Issuance	990,000,000	Common	0.00031	Yes	EMA Financial/John Scholz	Conversion	Unrestricted	Rule 144a
11/29/2021	New Issuance	200,000,000	Common	0.0001	Yes	Leonite Fund I,LP/ Avi Geller	Conversion	Unrestricted	Rule 144a
01/09/2023	Cancellation	267,000,000	Common	0.001	Yes	Crown Bridge Partners, LLC/ Seth Ahdoot	Shares Returned/ Conversion Canceled	N/A	N/A

_____	_____	_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____	_____	_____
Shares Outstanding on Date of This Report:									
		Ending _____ Balance _____							
Ending Balance:									
Date 09/30/2023		Common: 32,198,599,438							
		Preferred: _____							

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:

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. *You must disclose the control person(s) for any entities listed.	Reason for Issuance (e.g. Loan, Services, etc.)
11/23/21	\$311,920	\$166,667	\$14,819	11/23/22	0.0001	Leonite Fund 1, LP/ Avi Geller	Loan
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____

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

4) Issuer’s Business, Products and Services

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

- A. Summarize the issuer's business operations (If the issuer does not have current operations, state "no operations")
Media & Entertainment, Wholesale Grocery Distribution.---The current business of media & entertainment is in radio, television, movie production and television productions to be used in online and in Cloud television and radio. The current business of wholesale grocery distribution is through our wholly-owned subsidiary, Banana Box Wholesale Grocery in which we provide wholesale grocery distribution across the continental USA.
- B. List any subsidiaries, parent company, or affiliated companies.
Banana Box Wholesale Grocery
- C. Describe the issuers' principal products or services.
The Company's principle products or services consists of media including, television production, movies, and screen writing. In addition, it consists of wholesale groceries supplied to mom and pop retailers in the lower 48 states.

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

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 that 5% of any class of the issuers securities, or any person that performs a similar function, regardless of the number of shares they own. **If any insiders listed are corporate shareholders or entities, provide the name and address of the person(s) beneficially owning or controlling such corporate shareholders, or the name and contact information (City, State) of an individual representing the corporation or entity in the note section.**

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

The goal of this section is to provide an investor with a clear understanding of the identity of all the persons or entities that are involved in managing, controlling or advising the operations, business development and disclosure of the issuer, as well as the identity of any significant or beneficial shareholders.

Names of All Officers, Directors and Control Persons	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	Names of control person(s) if a corporate entity
Gregory Martin	Chairman & President	Weatherford, Texas	1,212,550,000	Common	3.74%	Shares awarded in 2017 + Multi year Compensation
Ean Martin	Chief Operating Officer	Fort Worth, Texas	266,720,000	Common	>1%	Shares awarded as form of Multi year Compensation

_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____

7) Legal/Disciplinary History

A. Identify whether any of the persons or entities listed above have, in the past 10 years, been the subject of:

1. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);

_____ **NO**

2. The entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities;

_____ **NO**

3. A finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated; or

_____ **NO**

4. The entry of an order by a self-regulatory organization that permanently or temporarily barred, suspended, or otherwise limited such person's involvement in any type of business or securities activities.

_____ **NO**

B. Describe briefly any material pending legal proceedings, other than ordinary routine litigation incidental to the business, to which the issuer or any of its subsidiaries is a party or of which any of their property is the subject. Include the name of the court or agency in which the proceedings are pending, the date instituted, the principal parties thereto, a description of the factual basis alleged to underlie the proceeding and the relief sought. Include similar information as to any such proceedings known to be contemplated by governmental authorities.

_____ **NONE**

8) Third Party Service Providers

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

Securities Counsel (must include Counsel preparing Attorney Letters).

Name: **M. Stephen Roberts**
Address 1: **M. Stephen Roberts Attorney At Law**
Address 2: **8280 YMCA Plaza Dr, BLDG 1,**
Phone: **Baton Rouge, LA 70810**
Email: **225-892-6868**
steve@steverobertslaw.com

Accountant or Auditor

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

Investor Relations

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

All other means of Investor Communication:

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

Other Service Providers

Provide the name of any other service provider(s) that **that assisted, advised, prepared, or provided information with respect to this disclosure statement.** This includes counsel, broker-dealer(s), advisor(s), consultant(s) or any entity/individual that provided assistance or services to the issuer during the reporting period.

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

9) Financial Statements

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

- ☐ IFRS
☒ U.S. GAAP

B. The following financial statements were prepared by (name of individual)⁶:

Name: Ean Martin
Title: Chief Operating Officer/Interim CFO
Relationship to Issuer: Officer & Director
Describe the qualifications of the person or persons who prepared the financial statements: BBA/Executive

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.

The certifications shall follow the format below:

I, Gregory Martin certify that:

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

[Date] 11/01/2023

 /s/Gregory Martin

⁶ 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.

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

Principal Financial Officer:

I, Ean Martin certify that:

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

_____ [Date] 11/01/2023

_____ /s/ Ean Martin

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

INCAPTA, INC.
UNAUDITED CONSOLIDATED BALANCE SHEETS

	September 30,	June 30,
	2023	2023
Assets		
Current Assets:		
Cash and Cash Equivalents	\$ 15,639	\$ 18,631
Total Current Assets	15,639	18,631
Goodwill	3,000,000	3,000,000
Other Current Assets		
Inventory Asset	2,700	2,700
Total Assets	<u>3,018,339</u>	<u>\$ 3,021,331</u>
Liabilities and Stockholders' Equity (Deficit)		
Accounts Payable and Accrued Expenses	\$	\$
Convertible Notes Payable	311,920	282,101
Derivative Liability	1,230,212	1,260,031
Total Liabilities	1,542,132	1,542,132
Stockholders' Equity (Deficit):		
Preferred Stock, 10,000,000 authorized, 0 issued, .001 par value		-
Common Stock, 100,000,000,000 shares authorized, 32,465,599,433 shares issued and outstanding, .001 par value	32,198,599	32,198,599
Additional Paid in Capital	107,107,485	107,107,485
Accumulated Deficit	(137,829,877)	(137,826,885)
Total Stockholders' Equity (Deficit)	1,476,207	1,479,199
Total Liabilities and Stockholders' Equity	<u>\$ 3,018,339</u>	<u>\$ 3,021,331</u>

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

INCAPTA, INC.
UNAUDITED CONSOLIDATED STATEMENT OF OPERATIONS

	September 30, 2023	June 30, 2023
Revenues	\$ 188,553	219,176
Sales Returns & Allowances	(25,300)	(9,438)
Cost of Goods Sold	(99,591)	(132,514)
Gross Profit	\$ 63,662	77,224
Expenses		
Stock for Services	-	
General & Administration	\$ (91,402)	(87,925)
Professional Fees and Licensing costs	(465)	(556)
Net Total:	(91,867)	(88,481)
Loss from Operations	(28,205)	(11,257)
Other Income (expense)	25,214	24,122
Net Profit (Loss)	\$ (2,991)	\$ 12,865
Profit (Loss) Per Share	\$ (0.000000093)	(0.00000040)
Weighted average shares outstanding	32,198,599,433	32,465,599,433

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

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

For Quarter Ending September 30, 2023

InCapta, Inc. Statement of Stockholders Equity					
	Shares	\$ Amount	Additional Paid In Capital	Accumulated Deficit	Total Stockholders Equity (Deficit)
Balance Ending December 31, 2020	5,885,215,492	\$ 5,885,215	\$ 130,738,377	\$ (137,752,795)	\$ (1,129,203)
Common shares issued for debt conversions	267,000,000	\$ 267,000	(252,315)		14,685
Fair Value of Beneficial Conversion Feature			12,015		12,015
Common shares issued as officers and directors compensation	1,449,270,000	\$ 1,449,270	(1,304,343)		144,927
Common shares issued for acquisition	30,000,000,000	\$ 30,000,000	(27,000,000)		3,000,000
Common shares issued for debt conversions	2,017,082,800	\$ 2,017,083	(1,998,929)		18,154
Fair Value of Beneficial Conversion Feature			201,708		201,708
Net Gain (loss)				\$ 57,415	\$ 57,415
Balance Ending March 31, 2021	39,618,568,292	\$ 39,618,568	\$ 100,396,513	\$ (137,695,380)	\$ 2,319,701
Common shares issued for debt conversions	14,278,507,000	\$ 14,278,507	(14,135,722)		142,785
Fair Value of Beneficial Conversion Feature			1,285,066		1,285,066
Common shares issued for debt conversions	401,524,141	\$ 401,524	(379,440)		22,084
Fair Value of Beneficial Conversion Feature			18,068		18,068
Common shares issued for debt conversions	40,000,000	\$ 40,000	(36,000)		4,000
Common Shares issued as Officers & Directors Compensation or consulting	7,000,000	\$ 7,000			7,000
Common shares redacted	30,000,000,000	\$ (30,000,000)	27,000,000		(3,000,000)
Net Gain (loss)				\$ (18,090)	\$ (18,090)
Balance Ending June 30, 2021	24,345,599,433	\$ 24,345,599	\$ 114,148,485	\$ (137,713,470)	\$ 780,614
Common shares issued for debt conversions	5,940,000,000	\$ 5,940,000	(5,880,600)		59,400
Fair Value of Beneficial Conversion Feature			534,600		534,600
Net Gain (loss)				\$ 26,008	\$ 26,008
Balance Ending September 30, 2021	30,285,599,433	\$ 30,285,599	\$ 108,802,485	\$ (137,687,462)	\$ 1,400,622
Common shares issued for debt conversions	1,980,000,000	\$ 1,980,000	(1,960,200)		19,800
Fair Value of Beneficial Conversion Feature			178,200		178,200
Common shares issued for note equity interest	200,000,000	\$ 200,000	(180,000)		20,000
Net Gain (loss)				\$ 79,455	\$ 79,455
Balance Ending December 31, 2021	32,465,599,433	\$ 32,465,599	\$ 106,840,485	\$ (137,608,007)	\$ 1,698,077
Net Gain (loss)				\$ (86,817)	\$ (86,817)
Balance Ending March 31, 2022	32,465,599,433	\$ 32,465,599	\$ 106,840,485	\$ (137,694,824)	\$ 1,611,260
Net Gain (loss)				\$ (68,138)	\$ (68,138)
Balance Ending June 30, 2022	32,465,599,433	\$ 32,465,599	\$ 106,840,485	\$ (137,762,961)	\$ 1,543,123
Net Gain (loss)				\$ (70,610)	\$ (70,610)
Balance Ending September 30, 2022	32,465,599,433	\$ 32,465,599	\$ 106,840,485	\$ (137,833,571)	\$ 1,472,513
Net Gain (loss)				\$ (5,091)	\$ (5,091)
Balance Ending December 31, 2022	32,465,599,433	\$ 32,465,599	\$ 106,840,485	\$ (137,838,662)	\$ 1,467,422
Net Gain (loss)				\$ (1,089)	\$ (1,089)
Common shares returned	267,000,000	\$ (267,000)	267,000		
Balance Ending March 31, 2023	32,198,599,433	\$ 32,198,599	\$ 107,107,485	\$ (137,839,750)	\$ 1,466,334
Net Gain (loss)				\$ 12,865	\$ 12,865
Balance Ending June 30, 2023	32,198,599,433	\$ 32,198,599	\$ 107,107,485	\$ (137,826,885)	\$ 1,479,199
Net Gain (loss)				\$ (2,991)	\$ (2,991)
Balance Ending September 30, 2023	32,198,599,433	\$ 32,198,599	\$ 107,107,485	\$ (137,829,877)	\$ 1,476,207

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

INCAPTA, INC.
UNAUDITED CONSOLIDATED STATEMENT OF CASH FLOWS

	<u>September 30,</u> <u>2023</u>	<u>June 30,</u> <u>2023</u>
Cash Flows from Operating Activities:		
Net Profit (Loss)	\$ (2,991)	12,865
Adjustments to reconcile net loss		
Inventory Asset		
cash used by operating activities		
Share Issuance	-	-
Changes in Assets and Liabilities		
Increase in Accounts Payable	-	-
Accrued Interest		
Cash Provided (Used) By Operations	<u>(2,991)</u>	<u>12,865</u>
Net Cash Used by Investing Activities		
Cash Provided by Investing Activities		
Net Cash Provided by Financing Activities		
Proceeds of Contribution		
Increase in Advance Payable-Related Party	-	-
Cash Used for Financing Activities		
Increase (Decrease) in Cash	(2,991)	12,865
Cash-Beginning	<u>\$18,631</u>	<u>5,765</u>
Cash-End	<u>\$ 15,639</u>	<u>\$ 18,631</u>

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

INCAPTA, INC.
NOTES TO THE UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS
September 30, 2023

NOTE 1 – ORGANIZATION AND SIGNIFICANT ACCOUNTING POLICIES

Organization and Line of Business

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

Basis of Presentation

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

Business Condition

These accompanying financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities and commitments in the normal course of business. As of September 30, 2023, the Company had operating gains. The continuation of the Company is dependent upon improved economic conditions, financial support, as well as profitability.

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

Stock Based Compensation

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

The Company had no stock compensation expense incurred during the year ended September 30, 2023.

INCAPTA, INC.
NOTES TO THE UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS
September 30, 2023

NOTE 1 – ORGANIZATION AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Use of Estimates

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

Fair Value of Financial Instruments

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

Cash and Cash Equivalents

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

Concentration of Credit Risk

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

Impairment of Long-Lived Assets

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

Advertising Costs

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

INCAPTA, INC.
NOTES TO THE UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS
September 30, 2023

NOTE 1 – ORGANIZATION AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Income Taxes

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

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

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

Earnings Per share

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

Recently Issued Accounting Pronouncements

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

INCAPTA, INC.
NOTES TO THE UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS
September 30, 2023

NOTE 2- COMMON STOCK TRANSACTIONS

The company has authorized 100,000,000,000 shares and 32,198,599,433 shares were issued and outstanding as of September 30, 2023.

NOTE 3 - SUBSEQUENT EVENTS

Management has evaluated subsequent events through October 14, 2023, the date the financial statements were available to be issued. Management is not aware of any significant events that occurred subsequent to the balance sheet date that would have a material effect on the financial statements thereby requiring adjustment or disclosure.