# DISCLOSURE STATEMENT PURSUANT TO THE PINK BASIC DISCLOSURE GUIDELINES

## REELTIME RENTALS, INC.
A Washington Corporation


**4203 223rd PL. SE**
**Bothell, WA 98021**
(Company's Address)

**(206) 579-0222**
(Company's telephone number)
**www.reeltime.com**
(Company's Website)
info@reeltime.com
(Company's email)

**4841 – Cable and Other Pay Television Services**
(Company's SIC Code)

## ANNUAL REPORT
For the Period Ending December 31, 2023
(the "Reporting Period")

As of April 25, 2024, the number of shares outstanding of our Common Stock was:

103,070,296 shares

As of December 31, 2022, the Most Recent Fiscal Year End Reporting Period, the number of shares outstanding of our Common Stock was:

96,075,776, shares

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

Yes: ☐ No: ☒

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

Yes: ☐ No: ☒

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

Yes: ☐ No: ☒

**Item 1. Name of the issuer and its predecessor (if any).**

The name of the issuer is ReelTime Rentals, Inc. ("ReelTime" or "Company") which was incorporated in the State of Washington on June 24, 2004.

The Company is currently in good standing in the State of Washington.

ReelTime has not been, at any time, a "shell company" as that term is defined in Rule 12b-2 of the Exchange Act

Describe any trading suspension order issued by the SEC concerning the issuer or its predecessors:

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 of the issuer's principal executive office:

**4203 223rd PL. SE**
**Bothell, WA 98021**

The address of the issuer's principal place of business:
*Check box if principal executive office and principal place of business are the same address:* ☒

Has the Company or any of its predecessors ever been in bankruptcy, receivership, or other similar proceeding in the past five years?

Yes: ☐ No: ☒

If Yes, provide additional details below:
Not applicable

## Item 2. Security Information.

**Transfer Agent:**

Pacific Stock Transfer, Inc.
6725 Via Austi Parkway, Suite 300
Las Vegas, Nevada 89119
Telephone no.: (702) 361-3033
FAX no.: (702) 433-1979
Email: ipstc@pacificstocktransfer.com

**Publicly Quoted or Traded Securities:**

| | |
|---|---|
| Trading Symbol: | RLTR |
| Exact title and class of securities outstanding: | Common Stock |
| CUSIP: | 75845Y 20 5 |
| Par or Stated Value: | No par value |
| Total Shares Authorized (1): | 650,000,000 as of April 25, 2024 |
| Total Shares Outstanding: | 103,070,296 as of April 25, 2024 |
| Total number of shareholders of record: | 64 as of April 25, 2024. |

(1) The number of shares required to satisfy the requirements of our outstanding convertible instruments exceeds the number of unissued shares. We currently have 650,000,000 shares of common stock authorized, but that number is insufficient for us to meet our obligations to certain individuals, officers, corporations and related corporations under the terms of our convertible promissory notes payable. Due to existing restrictions limiting the holder of a convertible note to receive, upon conversion, shares of common stock which will not exceed 4.99% of our issued and outstanding common stock, there is no imminent requirement that the number of our authorized capital stock be increased. At an appropriate time, we envision seeking shareholder approval of an increase in our authorized capitalization to some greater number of authorized shares, but we cannot provide any assurance that we will be able to obtain the necessary shareholder approval. If we fail to obtain shareholder approval for the increase in authorized capitalization, we may be in default under the terms of the convertible promissory notes payable. On December 31, 2022, the Company completed negotiations to dramatically reduce the potential dilution by approximately 2,790,079,000 shares of the Company's common stock, with noteholders related to, and not related to, the Company. At April 25, 2024, the total shares issued and outstanding, issuable upon conversion of convertible notes payable and unissued shares to consultants and Company executives would be approximately 1,021,360,000 shares of our common stock which exceeded the number of unissued shares our common stock by approximately 371,360,000 shares.

**Other classes of authorized or outstanding equity securities:**

| | |
|---|---|
| Trading Symbol: | None |
| Exact title and class of securities outstanding: | Preferred Stock |
| CUSIP: | None |
| Par or Stated Value: | No par value |
| Total Shares Authorized: | 50,000,000 as of April 25, 2024 |
| Total Shares Outstanding: | 60,000 shares as of April 25, 2024 |
| Total number of shareholders of record: | 1 as of April 25, 2024. |

**Security Description:**

The information below provides a summary of the material rights and privileges for each class of the equity securities issued by the Company: :

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

The holders of our common stock are entitled to one vote per share on all matters submitted to a vote of the stockholders. Subject to any preferential right of the Preferred Stockholders then outstanding, the holders of shares of common stock shall be entitled to receive dividends, when and if declared by the Board of Directions, out of the assets of the Corporation which are available by law, dividends payable in cash, property or in shares of capital stock. The common stock has no pre-emptive or preferential rights.

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

The Company is authorized to issue 50,000,000 shares of preferred stock, with no par value. Our Board of Directors is vested with the authority to divide the shares of preferred stock into one or more series, at such times and for such consideration or considerations as the Board may determine. Each series shall be so designated to distinguish its shares from all other series and classes. The preferred stock has voting rights equal to one share of the Company's commons stock.

After investigation, it has been determined that the Company has not filed any Certificate of Designation to establish the rights, preferences, limitations or other elements applicable to its existing series or class of preferred shares. Notwithstanding the foregoing, the Company currently has 60,000 shares of its preferred stock issued and outstanding. The Company intends to undertake efforts to correct and cure the foregoing defective corporate action by following the procedures and requirements as set forth in pertinent provisions of RCW 23B.30.010 – 23B.30.080. When completed, each existing share of preferred stock is deemed to be an identical share of valid preferred stock issued at the time it was purportedly issued.

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

## Item 3. Issuance History.

Disclosure under this Item 3 includes, 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.

## A. Changes in 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)

| Number of Shares Outstanding as of January 1, 2021: | Opening Balance: Common: 47,605,729 Preferred: 60,000 | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|
| Date of Transaction | Transaction type (e.g., new issuance, cancellation, shares returned to treasury) | Number of Shares issued (or cancelled) | Class of Securities | Value of shares issued ($/per share) at issuance | Were the shares issued at a discount to market price at the time of issuance? Yes or No | Individual/Entity Shares were issued (to disclose the control person(s) for any entities listed) | Reason for share issuance (e.g., for cash or debit conversion) OR Nature of Services Provided (if applicable | Restricted or Unrestricted as of this filing? | Exemption or Registration Type? |
| 1/31/2021 | New Issuance | 2,000,000 | Common | 5,000 | Yes | AMJ Global Entertainment, LLC. (Art Malone is the control person) | Debt Conversion (1) | Unrestricted | Sections 3(a)(9) & 4(a)(1) of 1933 Act |
| 2/9/2021 | New Issuance | 1,740,000 | Common | 8,700 | Yes | AMJ Global Entertainment, LLC. (Art Malone is the control person) | Debt Conversion (2) | Unrestricted | Sections 3(a)(9) & 4(a)(1) of 1933 Act |
| 2/19/2021 | New Issuance | 1,000,685 | Common | 2,001 | Yes | Capital Consulting, Inc. (Mark Schaftlein is the control person) | Debt Conversion (3) | Unrestricted | Sections 3(a)(9) & 4(a)(1) of 1933 Act |
| 3/12/2021 | New Issuance | 2,375,000 | Common | 8,313 | Yes | NWBB, Inc. (Marc Hatch is the control person) | Debt Conversion (4) | Unrestricted | Sections 3(a)(9) & 4(a)(1) of 1933 Act |
| 4/15/2021 | New Issuance | 1,689,040 | Common | 3,378 | Yes | Capital Consulting, Inc. (Mark Schaftlein is the control person) | Debt Conversion (5) | Unrestricted | Sections 3(a)(9) & 4(a)(1) of 1933 Act |
| 6/24/2021 | New Issuance | 1,000,000 | Common | 155,000 | No | Conservative Broadcast Media & Journalism, Inc. (Mark Schaftlein is the control person) | Acquire Loudmouth Media, Inc. (6) | Restricted | Section 4(a) (2) of 1933 Act |

| | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|
| 7/6/2021 | New Issuance | 407,707 | Common | 6,460 | Yes | Rick Basse Consulting, PLLC. (Rick Basse is the control person) | Consultant Compensation (7) | Restricted | Section 4(a)(2) of 1933 Act |
| 7/21/2021 | New Issuance | 1,995,205 | Common | 3,990 | Yes | Capital Consulting, Inc. (Mark Schaftlein is the control person) | Debt Conversion (8) | Unrestricted | Sections 3(a)(9) & 4(a)(1) of 1933 Act |
| 7/27/2021 | New Issuance | 800,000 | Common | 4,000 | Yes | AMJ Global Entertainment, LLC. (Art Malone is the control person) | Debt Conversion (9) | Unrestricted | Sections 3(a)(9) & 4(a)(1) of 1933 Act |
| 8/6/2021 | New Issuance | 1,400,000 | Common | 7,000 | Yes | AMJ Global Entertainment, LLC. (Art Malone is the control person) | Debt Conversion (10) | Unrestricted | Sections 3(a)(9) & 4(a)(1) of 1933 Act |
| 8/11/2021 | New Issuance | 5,000,000 | Common | 100,000 | Yes | NWBB, Inc. (Marc Hatch is the control person) | Consultant Compensation (11) | Restricted | Section 4(a)(2) of 1933 Act |
| 9/2/2021 | New Issuance | 75,000 | Common | 8,048 | No | Mikayla Pivec | Consultant Compensation (12) | Restricted | Section 4(a)(2) of 1933 Act |
| 9/29/2021 | New Issuance | 2,489,265 | Common | 4,979 | Yes | Capital Consulting, Inc. (Mark Schaftlein is the control person) | Debt Conversion (13) | Unrestricted | Sections 3(a)(9) & 4(a)(1) of 1933 Act |
| 10/26/2021 | New Issuance | 1,400,000 | Common | 7,000 | Yes | AMJ Global Entertainment, LLC. (Art Malone is the control person) | Debt Conversion (14) | Unrestricted | Sections 3(a)(9) & 4(a)(1) of 1933 Act |
| 12/28/2021 | New Issuance | 1,008,660 | Common | 2,017 | Yes | Capital Consulting, Inc. (Mark Schaftlein is the control person) | Debt Conversion (15) | Unrestricted | Sections 3(a)(9) & 4(a)(1) of 1933 Act |
| 2/2/2022 | New Issuance | 3,220,000 | Common | 16,100 | Yes | AMJ Global Entertainment, LLC. (Art Malone is the control person) | Debt Conversion (16) | Unrestricted | Sections 3(a)(9) & 4(a)(1) of 1933 Act |
| 2/15/2022 | New Issuance | 3,091,775 | Common | 6,184 | Yes | Capital Consulting, Inc. (Mark Schaftlein is the control person) | Debt Conversion (17) | Unrestricted | Sections 3(a)(9) & 4(a)(1) of 1933 Act |
| 4/21/2022 | New Issuance | 3,759,400 | Common | 18,797 | Yes | AMJ Global Entertainment, LLC. (Art Malone is the control person) | Debt Conversion (18) | Unrestricted | Sections 3(a)(9) & 4(a)(1) of 1933 Act |
| 5/4/2022 | New Issuance | 3,794,790 | Common | 7,590 | Yes | Capital Consulting, Inc. (Mark Schaftlein is the control person) | Debt Conversion (19) | Unrestricted | Sections 3(a)(9) & 4(a)(1) of 1933 Act |
| 6/15/2022 | New Issuance | 1,794,240 | Common | 3,588 | Yes | Capital Consulting, Inc. (Mark Schaftlein is the control person) | Debt Conversion (20) | Unrestricted | Sections 3(a)(9) & 4(a)(1) of 1933 Act |
| 7/20/2022 | New Issuance | 3,937,500 | Common | 3,938 | Yes | Capital Consulting, Inc. (Mark Schaftlein is the control person) | Debt Conversion (21) | Unrestricted | Sections 3(a)(9) & 4(a)(1) of 1933 Act |

| | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|
| 12/28/2022 | New Issuance | 4,491,780 | Common | 4,492 | Yes | Capital Consulting, Inc. (Mark Schaftlein is the control person) | Debt Conversion (22) | Unrestricted | Sections 3(a)(9) & 4(a)(1) of 1933 Act |
| 6/28/2023 | New Issuance | 2,154,520 | Common | 2,155 | Yes | Capital Consulting, Inc. (Mark Schaftlein is the control person) | Debt Conversion (23) | Unrestricted | Sections 3(a)(9) & 4(a)(1) of 1933 Act |
| 10/12/2023 | New Issuance | 4,840,000 | Common | 9,680 | Yes | Capital Consulting, Inc. (Mark Schaftlein is the control person) | Debt Conversion (24) | Unrestricted | Sections 3(a)(9) & 4(a)(1) of 1933 Act |
| Shares Outstanding on December 31, 2023 (25) | Ending Balance:<br>Common: 103,070,296<br>Preferred: 60,000 | | | | | | | | |

The space below provides any additional details, including footnotes to the table above:

(1) On January 31, 2021, noteholder converted $5,000 of principal and interest into 2,000,000 unrestricted shares of the Company's common stock at $.0025 per share to partially satisfy a convertible note dated June 14, 2017.
(2) On February 9, 2021, noteholder converted $8,700 of principal into 1,740,000 unrestricted shares of the Company's common stock at $.005 per share to partially satisfy a convertible note dated August 23, 2017.
(3) On February 19, 2021, noteholder converted $2,001 of interest into 1,000,685 unrestricted shares of the Company's common stock at $.002 per share to partially satisfy a convertible note dated June 3, 2014.
(4) On March 12, 2021, noteholder converted $8,313 of principal and interest into 2,375,000 unrestricted shares of the Company's common stock at $.0035 per share to partially satisfy a convertible note dated May 29, 2018.
(5) On April 15, 2021, noteholder converted $3,378 of interest into 1,689,040 unrestricted shares of the Company's common stock at $.002 per share to partially satisfy a convertible note dated June 3, 2014.
(6) On June 24, 2021, the Company issued 1,000,000 restricted shares of its common stock to acquire 100% ownership of Loudmouth Media, Inc and its assets from Conservative Broadcast Media & Journalism, Inc. The shares were valued at $155,000 or $0.155 per share.
(7) On July 6, 2021 the Company issued 407,707 restricted shares of the Company's common stock for accounting services to an entity. The shares were valued at $6,460 or $0.0158 per share.
(8) On July 21, 2021, noteholder converted $3,990 of principal and interest into 1,995,205 unrestricted shares of the Company's common stock at $.002 per share to partially satisfy a convertible note dated June 3, 2014.
(9) On July 27, 2021, noteholder converted $4,000 of principal into 800,000 unrestricted shares of the Company's common stock at $.005 per share to partially satisfy convertible notes dated July 5, 2017 and August 8, 2017.
(10) On August 6, 2021, noteholder converted $7,000 of principal into 1,400,000 unrestricted shares of the Company's common stock at $.005 per share to partially satisfy a convertible note dated December 3, 2018.
(11) On August 11, 2021, the Company issued 5,000,000 restricted shares of the Company's common stock for services to a corporation. The shares were valued at $100,000 or $0.02 per share.
(12) On September 2, 2021, the Company issued 75,000 restricted shares of the Company's common stock for services to an individual. The shares were valued at $8,048 or $0.1073 per share.

(13) On September 29, 2021, noteholder converted $4,979 of principal and interest into 2,489,265 unrestricted shares of the Company's common stock at $.002 per share to partially satisfy a convertible note dated June 3, 2014.

(14) On October 26, 2021, noteholder converted $7,000 of principal into 1,400,000 unrestricted shares of the Company's common stock at $.005 per share to partially satisfy a convertible note dated December 3, 2018.

(15) On December 28, 2021, noteholder converted $2,017 of principal and interest into 1,008,660 unrestricted shares of the Company's common stock at $.002 per share to fully satisfy a convertible note dated June 3, 2014.

(16) On February 2, 2022, noteholder converted $16,100 of principal and interest into 3,220,000 unrestricted shares of the Company's common stock at $.005 per share to partially satisfy a convertible note dated December 3, 2018.

(17) On February 15, 2022, noteholder converted $6,184 of principal and interest into 3,091,775 unrestricted shares of the Company's common stock at $.002 per share to partially satisfy a convertible note dated September 23, 2014.

(18) On April 21, 2022, noteholder converted $18,797 of principal and interest into 3,759,400 unrestricted shares of the Company's common stock at $.005 per share to fully satisfy convertible notes dated July 18, 2017, September 13, 2019, December 5, 2019 and December 6, 2019.

(19) On May 4, 2022, noteholder converted $7,590 of principal and interest into 3,794,790 unrestricted shares of the Company's common stock at $.002 per share to partially satisfy a convertible note dated August 20, 2014.

(20) On June 15, 2022, noteholder converted $3,588 of principal and interest into 1,794,240 unrestricted shares of the Company's common stock at $.002 per share to fully satisfy convertible notes dated August 20, 2014 and September 23, 2014.

(21) On July 20, 2022, noteholder converted $3,938 of interest into 3,937,500 unrestricted shares of the Company's common stock at $.001 per share to partially satisfy a convertible note dated September 15, 2015.

(22) On December 28, 2022, noteholder converted $4,492 of principal and interest into 4,491,780 unrestricted shares of the Company's common stock at $.001 per share to partially satisfy a convertible a note dated September 15, 2015.

(23) On June 28, 2023, noteholder converted $2,154 of principal and interest into 2,154,520 unrestricted shares of the Company's common stock at $.001 per share to fully satisfy a convertible a note dated September 15, 2015.

(24) On October 10, 2023, noteholder converted $9,680 of principal and interest into 4,840,020 unrestricted shares of the Company's common stock at $.002 per share to fully satisfy a convertible a note dated November 2, 2015.

(25) The following shares were not issued as of December 31, 2023:

- On February 1, 2017, a consultant earned 500,000 restricted shares of the Company's common stock under a February 2017 consulting agreement for service to the Company. The shares have not been issued as of April 25, 2024. The shares were valued at $0.058 per share or $29,000.
- On January 15, 2018, two individuals each earned 500,000 restricted shares of the Company's common stock for an aggregate of 1,000,000 shares. The shares were earned for participating in a season of the "Really Twins" Virtual Reality show. The shares have not been issued as of April 25, 2024. The shares were valued at $0.0244 per share or $24,400.
- On January 20, 2018, an individual converted $158 of accrued interest into 630,000 unrestricted shares of the Company's common stock at $0.00025 per share to partially satisfy a convertible promissory note dated June 6, 2015. As of April 25, 2024, the 630,000 shares have not been issued to the individual.

- On March 27, 2018, the Company entered into a "Binding Letter of Agreement" with veteran detective/author John Cameron for 50% ownership rights to "It's Me Edward Wayne Edwards – The Serial Killer You Never Heard of" and the subsequent updated version "It Was Always ME! Edward Edwards – The Most Prolific Serial Killer of All Time" and/or its derivatives. In exchange, the Company will issue the author 1,000,000 restricted shares of Company's common stock valued at $20,000 or $0.02 per share. At April 25, 2024, the shares have been earned but have not yet been issued.
- On June 1, 2018, Scott Steciw, the Company's former President and Treasurer, earned 1,000,000 restricted shares of the Company's common stock payable in accordance with his employment agreement. The shares were valued at $30,000 or $0.03 per share. At April 25, 2024, the shares have been earned but have not yet been issued. On December 31, 2018, Mr. Steciw, the Company's CFO, resigned as an officer and director of the Company, terminating his executive employment contract.
- On June 1, 2018, Barry Henthorn, Company's CEO, earned 1,000,000 restricted shares of the Company's common stock payable in accordance with his employment agreement. The shares were valued at $30,000 or $0.03 per share. At April 25, 2024, the shares have been earned but have not yet been issued.
- During April 2019, a consultant earned 250,000 restricted shares of the Company common stock under a consulting contract for virtual reality and bartering services to the Company. The shares were valued at $2,500 or $0.01 per share. As of December 31, 2023, the shares have not been issued to the individual.
- During May 2019, a consultant earned 250,000 restricted shares of the Company common stock under a consulting contract for virtual reality and bartering services to the Company. The shares were valued at $2,400 or $0.096 per share. As of April 25, 2024, the shares have not been issued to the individual.
- On June 1, 2019, Barry Henthorn, Company's CEO, earned 1,000,000 restricted shares of the Company's common stock payable in accordance with his employment agreement. The shares were valued at $9,400 or $0.0094 per share. At April 25, 2024, the shares have been earned but have not yet been issued.
- On October 1, 2019, a consultant earned 500,000 restricted shares of the Company's common stock under an October 2018 consulting agreement for services to the Company. The shares have not been issued as of April 25, 2024. The shares were valued at $0.01117 per share or $5,850.
- On November 1, 2019, a consultant earned 500,000 restricted shares of the Company's common stock under a November 2018 consulting agreement for services to the Company. The shares have not been issued as of April 25, 2024. The shares were valued at $0.0079 per share or $3,950.
- On January 7, 2020, a consultant earned 500,000 restricted shares of the Company's common stock under a January 2019 consulting agreement for services to the Company. The shares have not been issued as of April 25, 2024. The shares were valued at $0.01 per share or $5,000.
- During May 2020, a consultant earned 500,000 restricted shares of the Company common stock under a consulting contract for virtual reality and bartering services to the Company. The shares were valued at $4,800 or $0.0096 per share. As of December 31, 2023, the shares have not been issued to the individual.
- On June 1, 2020, Barry Henthorn, Company's CEO, earned 1,000,000 restricted shares of the Company's common stock payable in accordance with his employment agreement. The shares were valued at $9,500 or $0.0095 per share. At April 25, 2024, the shares have been earned but have not yet been issued.
- On August 1, 2020, the Company granted a stock purchase agreement for 750,000 restricted shares of the Company's common stock to an attorney for patent services to the Company. The stock was valued at $7,500 or $0.01 per share. At April 25, 2024, the shares have been earned but have not yet been issued.

- On October 1, 2020, a consultant earned 500,000 restricted shares of the Company's common stock under an October 2019 consulting agreement for services to the Company. The shares have not been issued as of April 25, 2024. The shares were valued at $0.0080 per share or $4,000.
- On November 1, 2020, a consultant earned 500,000 restricted shares of the Company's common stock under a November 2019 consulting agreement for services to the Company. The shares have not been issued as of April 25, 2024. The shares were valued at $0.0140 per share or $7,000.
- On December 9, 2020, the Company entered into a two-year agreement with Marc Hatch to provide expertise as sales manager for the Company's Discount AD Brokers acquisition. Mr. Hatch will be compensated with 1,000,000 shares of the Company's restricted common stock for each year of service for an aggregate of 2,000,000 shares. The subject shares were earned on January 1, 2022 and January 1, 2023. The shares for year one were valued at $119,900 or $.1199 per share. The shares for year two were valued at $59,000 or $.059 per share. At April 25, 2024, a total of 2,000,000 shares have been earned but such shares had not yet been issued.
- On December 30, 2020, Barry Henthorn, Company's CEO, earned 555,500 restricted shares of the Company's common stock payable in accordance with his employment agreement dated October 1, 2020. The shares were valued at $38,885 or $0.07 per share. At April 25, 2024, the shares have been earned but have not yet been issued.
- On March 30, 2021, Barry Henthorn, Company's CEO, earned 555,500 restricted shares of the Company's common stock payable in accordance with his employment agreement dated October 1, 2020. The shares were valued at $38,885 or $0.07 per share. At April 25, 2024, the shares had not yet been issued.
- During March 2021, a consultant earned 100,000 restricted shares of the Company's common stock for services to the Company. The shares were valued at $.11996 per share or $11,990. The shares have not been issued as of April 25, 2024.
- During April 2021, a consultant earned 250,000 restricted shares of the Company's common stock for services to the Company. The shares were valued at $0.1273 per share or $31,825. The shares have not been issued as of April 25, 2024.
- On June 28, 2021, Barry Henthorn, Company's CEO, earned 555,500 restricted shares of the Company's common stock payable in accordance with his employment agreement dated October 1, 2020. The shares were valued at $38,885 or $0.07 per share. At April 25, 2024, the shares had not yet been issued.
- On September 26, 2021, Barry Henthorn, Company's CEO, earned 555,500 restricted shares of the Company's common stock payable in accordance with his employment agreement dated October 1, 2020. The shares were valued at $38,885 or $0.07 per share. At April 25, 2024, the shares have been earned but have not yet been issued.
- On October 1, 2021, a consultant earned 500,000 restricted shares of the Company's common stock under an October 2020 consulting agreement for services to the Company. The shares have not been issued as of April 25, 2024. The shares were valued at $0.1340 per share or $67,000.
- On November 1, 2021, a consultant earned 500,000 restricted shares of the Company's common stock under a November 2020 consulting agreement for services to the Company. The shares have not been issued as of April 25, 2024. The shares were valued at $0.01002 per share or $50,100.

- On December 26, 2021, Barry Henthorn, Company's CEO, earned 555,500 restricted shares of the Company's common stock payable in accordance with his employment agreement dated October 1, 2020. The shares were valued at $38,885 or $0.07 per share. At April 25, 2024, the shares have been earned but have not yet been issued.
- On December 31, 2021, two individuals each earned 500,000 restricted shares of the Company's common stock for an aggregate of 1,000,000 shares. The shares were earned for participating in season two of the "Really Twins" Virtual Reality show. The shares have not been issued as of April 25, 2024. The shares were valued at $0.0698 per share or $69,800.
- During January 2022, a consultant earned 500,000 restricted shares of the Company's common stock for services to the Company. The shares were valued at $0.1273 per share or $38,885. The shares have not been issued as of April 25, 2024.
- On March 25, 2022, Barry Henthorn, Company's CEO, earned 555,500 restricted shares of the Company's common stock payable in accordance with his employment agreement dated October 1, 2020. The shares were valued at $38,885 or $0.07 per share. At April 25, 2024, the shares have been earned but have not yet been issued.
- During April 2022, a consultant earned 250,000 restricted shares of the Company's common stock for services to the Company. The shares were valued at $0.038 per share or $9,500. The shares have not been issued as of April 25, 2024.
- On June 25, 2022, Barry Henthorn, Company's CEO, earned 555,500 restricted shares of the Company's common stock payable in accordance with his employment agreement dated October 1, 2020. The shares were valued at $38,885 or $0.07 per share. At April 25, 2024, the shares have been earned but have not yet been issued.
- On September 21, 2022, Barry Henthorn, Company's CEO, earned 555,500 restricted shares of the Company's common stock payable in accordance with his employment agreement dated October 1, 2020. The shares were valued at $38,885 or $0.07 per share. At April 25, 2024, the shares have been earned but have not yet been issued.
- On October 1, 2022, a consultant earned 750,000 restricted shares of the Company's common stock under an October 2021 consulting agreement for services to the Company. The shares have not been issued as of April 25, 2024. The shares were valued at $0.0995 per share or $74,625.
- As of June 30, 2023, a consultant earned 682,427 restricted shares of the Company's common stock under a July 6, 2021 consulting agreement for accounting services to the Company. The shares were valued at $0.0184 per share or $12,549. The shares have not been issued to the consultant at April 25, 2024.

## 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 (disclose the control person(s) for any entities listed) | Reason for Issuance (e.g., Loan, Services, etc.) |
|---|---|---|---|---|---|---|---|
| April 8, 2014 | 8,492 | 3,500 | 4,992 | April 8, 2015 | Indebtedness convertible to common shares at $0.001 per Share | Capital Consulting, Inc. (Mark Schaftlein is the control person) | Loan |
| May 9, 2014 | 8,445 | 3,500 | 4,945 | May 9, 2015 | Indebtedness convertible to common shares at $0.001 per Share | Capital Consulting, Inc. (Mark Schaftlein is the control person) | Loan |
| June 18, 2014 | 505,528 | 273,000 | 232,528 | June 18, 2015 | Indebtedness convertible to common shares at $0.007 per Share | Baristas Coffee Company, Inc. (Barry Henthorn is the control person) | Loan (14) |
| November 28, 2014 | 3,485 | 1,500 | 1,985 | November 28, 2015 | Indebtedness convertible to common shares at $0.0015 per Share | Capital Consulting, Inc. (Mark Schaftlein is the control person) | Loan |
| January 30, 2015 | 3,123 | 1,500 | 1,623 | January 30, 2016 | Indebtedness convertible to common shares at $0.0015 per Share | Capital Consulting, Inc. (Mark Schaftlein is the control person) | Loan |
| June 1, 2015 | 3,367 | 1,500 | 1,867 | June 1, 2016 | Indebtedness convertible to common shares at $0.0015 per Share | Capital Consulting, Inc. (Mark Schaftlein is the control person) | Loan |
| June 6, 2015 | 6,013 | 5,000 | 3,513 | June 6, 2016 | Indebtedness convertible to common shares at $0.002 per Share | Megs McClean Inc. (Megs McClean. is the control person) | Loan (1 & 15) |
| June 6, 2015 | 11,226 | 5,000 | 6,226 | June 6, 2016 | Indebtedness convertible to common shares at $0.0015 per Share | Embark Capital, Inc. (Amber Finney. is the control person) | Loan |
| June 8, 2015 | 29,928 | 15,000 | 14,928 | June 18, 2016 | N/A | Megs McClean Inc. (Megs McClean. is the control person) | Loan |

| | | | | | | | |
|---|---|---|---|---|---|---|---|
| June 13, 2015 | 2,925 | 2,500 | 1,675 | June 13, 2016 | Indebtedness convertible to common shares at $0.00025 per Share | John & Darlene Steciw | Loan (2) |
| June 13, 2015 | 2,865 | 5,000 | 2,865 | June 13, 2016 | Indebtedness convertible to common shares at $0.00025 per Share | T. Scott Steciw | Loan (3) |
| August 28, 2015 | 3,403 | 1,500 | 1,903 | August 28, 2016 | Indebtedness convertible to common shares at $0.001 per Share | James and Stefanie Abbott | Loan |
| September 15, 2015 | 134,990 | 125,000 | 75,924 | September 15, 2016 | Indebtedness convertible to common shares at $0.002 per Share | Henthorn Enterprises, Inc. (Ron Henthorn is the control person) | Payment to acquire assets of Reeltime VR (4 & 15) |
| September 29, 2015 | 6,765 | 3,000 | 3,765 | September 29, 2016 | Indebtedness convertible to common shares at $0.001 per Share | James and Stefanie Abbott | Loan |
| October 1, 2015 | 14,433 | 6,400 | 8,033 | October 1, 2016 | Indebtedness convertible to common shares at $0.001 per Share | Embark Capital, Inc. (Amber Finney. is the control person) | Loan |
| February 19, 2016 | 20,192 | 10,000 | 10,192 | February 19, 2017 | Indebtedness convertible to common shares at $0.00025 per Share | Capital Consulting, Inc. (Mark Schaftlein is the control person) | Loan (5) |
| February 19, 2016 | 21,332 | 10,000 | 11,332 | February 19, 2017 | Indebtedness convertible to common shares at $0.00025 per Share | AMJ Global Entertainment, LLC. (Art Molone is the control person) | Loan |
| February 19, 2016 | 10,668 | 5,000 | 5,668 | February 19, 2017 | Indebtedness convertible to common shares at $0.002 per Share | Ron Henthorn | Loan (15) |
| March 16, 2016 | 10,307 | 5,000 | 5,307 | June 16, 2016 | Indebtedness convertible to common shares at $0.0025 per Share | John & Darlene Steciw | Loan |
| March 18, 2016 | 9,627 | 5,000 | 4,627 | March 18, 2017 | Indebtedness convertible to common shares at $0.00025 per Share | Jean Thrower | Loan |
| March 18, 2016 | 10,279 | 5,000 | 5,279 | March 18, 2017 | Indebtedness convertible to common shares at $0.0005 per Share | Shari Ackerman | Loan |

| | | | | | | | |
|---|---|---|---|---|---|---|---|
| March 18, 2016 | 10,279 | 5,000 | 5,279 | March 18, 2017 | Indebtedness convertible to common shares at $0.00025 per Share | Scott Weedman | Loan |
| March 21, 2016 | 10,602 | 5,000 | 5,602 | March 21, 2017 | Indebtedness convertible to common shares at $0.0005 per Share | Shari Ackerman | Loan |
| March 21, 2016 | 10,602 | 5,000 | 5,602 | March 21, 2017 | Indebtedness convertible to common shares at $0.0005 per Share | John & Darlene Steciw | Loan |
| March 29, 2016 | 21,136 | 10,000 | 11,136 | March 29, 2017 | Indebtedness convertible to common shares at $0.0005 per Share | Capital Consulting, Inc. (Mark Schaftlein is the control person) | Loan |
| April 25, 2016 | 8,681 | 8,000 | 4,681 | April 25, 2017 | Indebtedness convertible to common shares at $0.007 per Share | Baristas Coffee Company, Inc. (Barry Henthorn is the control person) | Loan (6 & 14) |
| May 2, 2016 | 1,198 | 610 | 588 | May 2, 2017 | Indebtedness convertible to common shares at $0.002 per Share | Florence Montgomery | Loan (15) |
| May 26, 2016 | 10,621 | 5,000 | 5,621 | May 26, 2017 | Indebtedness convertible to common shares at $0.0005 per Share | Supplier Development Systems, LLC (Jean Thrower, is the control person) | Loan |
| May 26, 2016 | 19,701 | 9,000 | 10,701 | May 26, 2017 | Indebtedness convertible to common shares at $0.0005 per Share | Capital Consulting, Inc. (Mark Schaftlein is the control person) | Loan |
| June 6, 2016 | 5,468 | 2,500 | 2,968 | June 6, 2017 | Indebtedness convertible to common shares at $0.002 per Share | Capital Consulting, Inc. (Mark Schaftlein is the control person) | Loan (15) |
| June 6, 2016 | 5,468 | 2,500 | 2,968 | June 6, 2017 | Indebtedness convertible to common shares at $0.0005 per Share | Jean Thrower | Loan |
| June 16, 2016 | 28,132 | 15,000 | 13,132 | June 16, 2017 | Indebtedness convertible to common shares at $0.007 per Share | Baristas Coffee Company, Inc. (Barry Henthorn is the control person) | Loan (14) |
| July 12, 2016 | 10,341 | 5,000 | 5,341 | July 11, 2017 | Indebtedness convertible to common shares at $0.005 per Share | Baristas Coffee Company, Inc. (Barry Henthorn is the control person) | Loan |
| July 19, 2016 | 1,982 | 1,200 | 782 | July 19, 2017 | Indebtedness convertible to common shares at $0.005 per Share | Florence Montgomery | Loan |

| | | | | | | | |
|---|---|---|---|---|---|---|---|
| July 29, 2016 | 5,400 | 2,500 | 2,900 | July 29, 2017 | Indebtedness convertible to common shares at $0.005 per Share | Jean Thrower | Loan |
| August 5, 2016 | 14,838 | 7,000 | 7,838 | August 5, 2017 | Indebtedness convertible to common shares at $0.005 per Share | Capital Consulting, Inc. (Mark Schaftlein is the control person) | Loan |
| September 15, 2016 | 4,086 | 2,000 | 2,086 | September 15, 2017 | Indebtedness convertible to common shares at $0.007 per Share | Baristas Coffee Company, Inc. (Barry Henthorn is the control person) | Loan (14) |
| September 15, 2016 | 6,127 | 3,000 | 3,127 | September 14, 2017 | Indebtedness convertible to common shares at $0.007 per Share | Baristas Coffee Company, Inc. (Barry Henthorn is the control person) | Loan (14) |
| October 3, 2016 | 8,139 | 4,000 | 4,139 | October 3, 2017 | Indebtedness convertible to common shares at $0.007 per Share | Baristas Coffee Company, Inc. (Barry Henthorn is the control person) | Loan (14) |
| October 7, 2016 | 5,088 | 2,500 | 2,588 | October 7, 2017 | Indebtedness convertible to common shares at $0.007 per Share | Baristas Coffee Company, Inc. (Barry Henthorn is the control person) | Loan (14) |
| October 17, 2016 | 50,707 | 25,000 | 25,707 | October 16, 2017 | Indebtedness convertible to common shares at $0.007 per Share | Baristas Coffee Company, Inc. (Barry Henthorn is the control person) | Loan (14) |
| November 10, 2016 | 5,051 | 2,500 | 2,576 | November 9, 2017 | Indebtedness convertible to common shares at $0.00025 per Share | Will & Victoria Provost | Loan |
| November 16, 2016 | 50,386 | 25,000 | 25,386 | November 15, 2017 | Indebtedness convertible to common shares at $0.007 per Share | Baristas Coffee Company, Inc. (Barry Henthorn is the control person) | Loan (14) |
| March 31, 2017 | 6,465 | 4,250 | 2,215 | March 30, 2018 | Indebtedness convertible to common shares at $0.005 per Share | Florence Montgomery | Loan |
| April 24, 2017 | 1,018 | 500 | 518 | April 23, 2018 | Indebtedness convertible to common shares at $0.005 per Share | Florence Montgomery | Loan |
| May 1, 2017 | 2,036 | 1,000 | 1,036 | April 30, 2018 | Indebtedness convertible to common shares at $0.005 per Share | Florence Montgomery | Loan |
| May 10, 2017 | 3,881 | 2,000 | 1,881 | May 11, 2018 | Indebtedness convertible to common shares at $0.0025 per Share | Baristas Coffee Company, Inc. (Barry Henthorn is the control person) | Loan |

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|---|---|---|---|---|---|---|---|
| May 17, 2017 | 1,016 | 500 | 516 | May 16, 2018 | Indebtedness convertible to common shares at $0.005 per Share | Florence Montgomery | Loan |
| June 1, 2017 | 3,035 | 1,500 | 1,535 | May 31, 2018 | Indebtedness convertible to common shares at $0.0025 per Share | Florence Montgomery | Loan |
| June 14, 2017 | 572 | 5,000 | 572 | June 13, 2018 | Indebtedness convertible to common shares at $0.0025 per Share | AMJ Global Entertainment, LLC. (Art Molone is the control person) | Loan (7) |
| June 29, 2017 | 1,439 | 1,750 | 1,439 | June 28, 2018 | Indebtedness convertible to common shares at $0.0025 per Share | T. Scott Steciw | Loan (8) |
| July 5, 2017 | 1,128 | 2,000 | 1,128 | July 4, 2018 | Indebtedness convertible to common shares at $0.005 per Share | AMJ Global Entertainment, LLC. (Art Molone is the control person) | Loan (9) |
| July 13, 2017 | 1,990 | 1,000 | 990 | July 12, 2018 | Indebtedness convertible to common shares at $0.005 per Share | Ron Henthorn | Loan |
| August 8, 2017 | 979 | 2,000 | 979 | August 7, 2018 | Indebtedness convertible to common shares at $0.005 per Share | AMJ Global Entertainment, LLC. (Art Molone is the control person) | Loan (10) |
| August 23, 2017 | 3,589 | 8,700 | 3,589 | August 22, 2018 | Indebtedness convertible to common shares at $0.005 per Share | AMJ Global Entertainment, LLC. (Art Molone is the control person) | Loan (11) |
| August 24, 2017 | 11,843 | 6,250 | 5,593 | August 23, 2018 | Indebtedness convertible to common shares at $0.005 per Share | Baristas Coffee Company, Inc. (Barry Henthorn is the control person) | Loan |
| September 7, 2017 | 18,888 | 10,000 | 8,888 | September 6, 2018 | Indebtedness convertible to common shares at $0.005 per Share | Scott Weedman | Loan |
| September 28, 2017 | 11,778 | 6,250 | 5,528 | September 27, 2018 | Indebtedness convertible to common shares at $0.005 per Share | Baristas Coffee Company, Inc. (Barry Henthorn is the control person) | Loan |
| November 5, 2017 | 9,306 | 5,000 | 4,306 | November 4, 2018 | Indebtedness convertible to common shares at $0.01 per Share | Baristas Coffee Company, Inc. (Barry Henthorn is the control person) | Loan |
| December 20, 2017 | 8,062 | 4,250 | 3,812 | December 19, 2018 | Indebtedness convertible to common shares at $0.005 per Share | Baristas Coffee Company, Inc. (Barry Henthorn is the control person) | Loan |

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|---|---|---|---|---|---|---|---|
| January 19, 2018 | 9,163 | 5,000 | 4,163 | January 10, 2019 | Indebtedness convertible to common shares at $0.0075 per Share | Baristas Coffee Company, Inc. (Barry Henthorn is the control person) | Loan |
| February 8, 2018 | 1,548 | 850 | 698 | February 8, 2019 | Indebtedness convertible to common shares at $0.0075 per Share | Baristas Coffee Company, Inc. (Barry Henthorn is the control person) | Loan |
| March 12, 2018 | 4,520 | 2,500 | 2,020 | March 11, 2019 | Indebtedness convertible to common shares at $0.005 per Share | Baristas Coffee Company, Inc. (Barry Henthorn is the control person) | Loan |
| March 27, 2018 | 2,216 | 1,230 | 986 | March 26, 2019 | Indebtedness convertible to common shares at $0.005 per Share | Ron Henthorn | Loan |
| March 28, 2018 | 17,988 | 8,976 | 9,012 | March 28, 2018 | Indebtedness convertible to common shares at $0.01 per Share | Bold IP, PLLC (JD Houvner is the control person) | Loan |
| May 29, 2018 | 6,443 | 9,800 | 2,489 | May 28, 2019 | Indebtedness convertible to common shares at $0.0035 per Share | NWBB, Inc. (Marc Hatch is the control person) | Loan (12) |
| June 22, 2018 | 9,171 | 5,200 | 3,971 | June 21, 2019 | Indebtedness convertible to common shares at $0.005 per Share | NWBB, Inc. (Marc Hatch is the control person) | Loan |
| July 18, 2018 | 8,764 | 5,000 | 3,764 | July 17, 2019 | Indebtedness convertible to common shares at $0.01 per Share | NWBB, Inc. (Marc Hatch is the control person) | Loan |
| November 27, 2018 | 13,951 | 8,000 | 5,951 | November 26, 2019 | Indebtedness convertible to common shares at $0.005 per Share | NWBB, Inc. (Marc Hatch is the control person) | Loan |
| December 3, 2018 | 138,703 | 107,642 | 59,061 | December 3, 2019 | Indebtedness convertible to common shares at $0.005 per Share | NWBB, Inc. (Marc Hatch is the control person) | Payment to acquire assets of Doyen Communicatio ns (13) |
| December 31, 2018 | 13,276 | 7,500 | 5,776 | March 1, 2019 | Indebtedness convertible to common shares at $0.005 per Share | Florence Montgomery | Loan |
| April 2, 2019 | 11,489 | 7,000 | 4,489 | April 2, 2020 | Indebtedness convertible to common shares at $0.005 per Share | NWBB, Inc. (Marc Hatch is the control person) | Loan |
| April 30, 2019 | 13,033 | 8,000 | 5,033 | April 30, 2020 | Indebtedness convertible to common shares at $0.005 per Share | NWBB, Inc. (Marc Hatch is the control person) | Loan |

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|---|---|---|---|---|---|---|---|
| May 15, 2019 | 9,737 | 6,000 | 3,737 | May 15, 2020 | Indebtedness convertible to common shares at $0.005 per Share | NWBB, Inc. (Marc Hatch is the control person) | Loan |
| June 5, 2019 | 15,818 | 9,800 | 6,018 | June 5, 2020 | Indebtedness convertible to common shares at $0.005 per Share | NWBB, Inc. (Marc Hatch is the control person) | Loan |
| July 5, 2019 | 6,405 | 4,000 | 2,405 | July 5, 2020 | Indebtedness convertible to common shares at $0.005 per Share | AMJ Global Entertainment, LLC. (Art Molone is the control person) | Loan |
| July 12, 2019 | 12,785 | 8,000 | 4,785 | July 12, 2020 | Indebtedness convertible to common shares at $0.005 per Share | NWBB, Inc. (Marc Hatch is the control person) | Loan |
| August 2, 2019 | 9,535 | 6,000 | 3,535 | August 2, 2020 | Indebtedness convertible to common shares at $0.005 per Share | NWBB, Inc. (Marc Hatch is the control person) | Loan |
| August 21, 2019 | 7,907 | 5,000 | 2,907 | August 21, 2020 | Indebtedness convertible to common shares at $0.005 per Share | NWBB, Inc. (Marc Hatch is the control person) | Loan |
| November 8, 2019 | 15,168 | 9,800 | 5,368 | November 8, 2020 | Indebtedness convertible to common shares at $0.005 per Share | NWBB, Inc. (Marc Hatch is the control person) | Loan |
| November 13, 2019 | 15,147 | 9,800 | 5,347 | November 13, 2020 | Indebtedness convertible to common shares at $0.005 per Share | NWBB, Inc. (Marc Hatch is the control person) | Loan |
| November 13, 2019 | 4,638 | 3,000 | 1,638 | November 13, 2020 | Indebtedness convertible to common shares at $0.005 per Share | AMJ Global Entertainment, LLC. (Art Molone is the control person) | Loan |
| December 17, 2019 | 13,781 | 9,000 | 4,781 | December 17, 2020 | Indebtedness convertible to common shares at $0.0025 per Share | NWBB, Inc. (Marc Hatch is the control person) | Loan |
| January 16, 2020 | 6,064 | 4,000 | 2,064 | January 16, 2021 | Indebtedness convertible to common shares at $0.005 per Share | NWBB, Inc. (Marc Hatch is the control person) | Loan |
| January 29, 2020 | 10,573 | 7,000 | 3,573 | January 29, 2021 | Indebtedness convertible to common shares at $0.005 per Share | NWBB, Inc. (Marc Hatch is the control person) | Loan |
| February 10, 2020 | 10,538 | 7,000 | 3,538 | February 10, 2021 | Indebtedness convertible to common shares at $0.0025 per Share | NWBB, Inc. (Marc Hatch is the control person) | Loan |

| | | | | | | | |
|---|---|---|---|---|---|---|---|
| April 22, 2020 | 12,905 | 8,500 | 4,405 | April 22, 2021 | Indebtedness convertible to common shares at $0.005 per Share | NWBB, Inc. (Marc Hatch is the control person) | Loan |
| June 12, 2020 | 5,813 | 4,000 | 1,813 | June 12, 2021 | Indebtedness convertible to common shares at $0.005 per Share | Ron Henthorn | Loan |
| June 25, 2020 | 7,455 | 5,000 | 2,455 | June 25, 2021 | Indebtedness convertible to common shares at $0.005 per Share | NWBB, Inc. (Marc Hatch is the control person) | Loan |
| June 25, 2020 | 11,183 | 7,500 | 3,683 | June 25, 2021 | Indebtedness convertible to common shares at $0.005 per Share | AMJ Global Entertainment, LLC. (Art Molone is the control person) | Loan |
| August 5, 2020 | 44,205 | 30,000 | 14,205 | August 5, 2021 | Indebtedness convertible to common shares at $0.02 per Share | AMJ Global Entertainment, LLC. (Art Molone is the control person) | Loan |
| September 24, 2020 | 11,273 | 8,000 | 3,273 | September 24, 2021 | Indebtedness convertible to common shares at $0.005 per Share | NWBB, Inc. (Marc Hatch is the control person) | Loan |
| October 27, 2020 | 5,034 | 3,500 | 1,534 | October 27, 2021 | Indebtedness convertible to common shares at $0.005 per Share | NWBB, Inc. (Marc Hatch is the control person) | Loan |
| November 3, 2020 | 7,176 | 5,000 | 2,176 | November 3, 2021 | Indebtedness convertible to common shares at $0.005 per Share | NWBB, Inc. (Marc Hatch is the control person) | Loan |
| November 4, 2020 | 14,060 | 9,800 | 4,260 | November 4, 2021 | Indebtedness convertible to common shares at $0.005 per Share | NWBB, Inc. (Marc Hatch is the control person) | Loan |
| November 6, 2020 | 7,169 | 5,000 | 2,169 | November 6, 2021 | Indebtedness convertible to common shares at $0.005 per Share | NWBB, Inc. (Marc Hatch is the control person) | Loan |
| November 18, 2020 | 7,144 | 5,000 | 2,144 | November 18, 2021 | Indebtedness convertible to common shares at $0.005 per Share | Ron Henthorn | Loan |
| November 24, 2020 | 3,459 | 2,500 | 959 | November 24, 2021 | Indebtedness convertible to common shares at $0.005 per Share | Ron Henthorn | Loan |
| December 15, 2020 | 4,124 | 3,000 | 1,124 | December 15, 2021 | Indebtedness convertible to common shares at $0.005 per Share | Ron Henthorn | Loan |

| | | | | | | | |
|---|---|---|---|---|---|---|---|
| January 1, 2021 | 2,386,075 | 1,700,000 | 686,075 | January 1, 2022 | Indebtedness convertible to common shares at $0.2 per Share | NWBB, Inc. (Marc Hatch is the control person) | Payment to acquire ownership of Discount Ad Brokers (16) |
| January 21, 2021 | 34,284 | 25,000 | 9,284 | January 21, 2022 | Indebtedness convertible to common shares at $0.02 per Share | AMJ Global Entertainment, LLC. (Art Molone is the control person) | Loan |
| February 10, 2021 | 10,399 | 7,500 | 2,899 | February 10, 2022 | Indebtedness convertible to common shares at $0.025 per Share | Ron Henthorn | Loan |
| March 11, 2021 | 20,613 | 15,000 | 5,613 | March 11, 2022 | Indebtedness convertible to common shares at $0.025 per Share | NWBB, Inc. (Marc Hatch is the control person) | Loan |
| March 11, 2021 | 27,483 | 20,000 | 7,483 | March 11, 2022 | Indebtedness convertible to common shares at $0.025 per Share | Capital Consulting, Inc. (Mark Schaftlein is the control person) | Loan |
| March 11, 2021 | 20,613 | 15,000 | 5,613 | March 11, 2022 | Indebtedness convertible to common shares at $0.025 per Share | Ron Henthorn | Loan |
| March 11, 2021 | 20,613 | 15,000 | 5,613 | March 11, 2022 | Indebtedness convertible to common shares at $0.025 per Share | AMJ Global Entertainment, LLC. (Art Molone is the control person) | Loan |
| July 16, 2021 | 1,320 | 1,000 | 320 | July 16, 2022 | Indebtedness convertible to common shares at $0.025 per Share | Prime Vector, LLC (Barry Henthorn is the control person) | Loan |
| July 22, 2021 | 11,858 | 9,000 | 2,858 | July 22, 2022 | Indebtedness convertible to common shares at $0.01 per Share | NWBB, Inc. (Marc Hatch is the control person) | Loan |
| July 26, 2021 | 2,631 | 2,000 | 631 | July 26, 2022 | Indebtedness convertible to common shares at $0.025 per Share | Prime Vector, LLC (Barry Henthorn is the control person) | Loan |
| August 2, 2021 | 1,970 | 1,500 | 470 | August 2, 2022 | Indebtedness convertible to common shares at $0.05 per Share | Prime Vector, LLC (Barry Henthorn is the control person) | Loan |
| August 3, 2021 | 656 | 500 | 156 | August 3, 2022 | Indebtedness convertible to common shares at $0.05 per Share | Prime Vector, LLC (Barry Henthorn is the control person) | Loan |
| August 23, 2021 | 8,546 | 5,000 | 3,546 | August 23, 2022 | Indebtedness convertible to common shares at $0.025 per Share | Florence Montgomery | Loan |

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|---|---|---|---|---|---|---|---|
| September 8, 2021 | 12,711 | 9,800 | 2,911 | September 8, 2022 | Indebtedness convertible to common shares at $0.025 per Share | NWBB, Inc. (Marc Hatch is the control person) | Loan |
| September 24, 2021 | 12,902 | 10,000 | 2,902 | September 24, 2022 | Indebtedness convertible to common shares at $0.025 per Share | AMJ Global Entertainment, LLC. (Art Molone is the control person) | Loan |
| September 24, 2021 | 12,902 | 10,000 | 2,902 | September 24, 2022 | Indebtedness convertible to common shares at $0.025 per Share | Capital Consulting, Inc. (Mark Schaftlein is the control person) | Loan |
| October 26, 2021 | 23,616 | 18,500 | 5,116 | October 26, 2022 | Indebtedness convertible to common shares at $0.025 per Share | Capital Consulting, Inc. (Mark Schaftlein is the control person) | Loan |
| November 26, 2021 | 18,950 | 15,000 | 3,950 | November 26, 2022 | Indebtedness convertible to common shares at $0.025 per Share | Capital Consulting, Inc. (Mark Schaftlein is the control person) | Loan |
| January 6, 2022 | 12,395 | 10,000 | 2,395 | January 6, 2023 | Indebtedness convertible to common shares at $0.025 per Share | Capital Consulting, Inc. (Mark Schaftlein is the control person) | Loan |
| February 10, 2022 | 12,245 | 10,000 | 2,245 | February 10, 2023 | Indebtedness convertible to common shares at $0.02 per Share | Capital Consulting, Inc. (Mark Schaftlein is the control person) | Loan |
| March 31, 2022 | 17,104 | 15,000 | 2,104 | March 31, 2024 | Indebtedness convertible to common shares at $0.007 per Share | Capital Consulting, Inc. (Mark Schaftlein is the control person) | Loan |
| March 31, 2022 | 24,072 | 20,000 | 4,072 | March 31, 2023 | Indebtedness convertible to common shares at $0.007 per Share | AMJ Global Entertainment, LLC. (Art Molone is the control person) | Loan |
| April 26, 2022 | 11,346 | 10,000 | 1,346 | April 26, 2024 | Indebtedness convertible to common shares at $0.007 per Share | Capital Consulting, Inc. (Mark Schaftlein is the control person) | Loan |
| July 25, 2022 | 33,445 | 30,000 | 3,445 | July 25, 2024 | Indebtedness convertible to common shares at $0.005 per Share | Capital Consulting, Inc. (Mark Schaftlein is the control person) | Loan |
| September 30, 2022 | 18,703 | 17,000 | 1,703 | September 30, 2024 | Indebtedness convertible to common shares at $0.005 per Share | Capital Consulting, Inc. (Mark Schaftlein is the control person) | Loan |
| November 23, 2022 | 7,618 | 7,000 | 618 | November 23, 2024 | Indebtedness convertible to common shares at $0.004 per Share | Capital Consulting, Inc. (Mark Schaftlein is the control person) | Loan |

| | | | | | | | |
|---|---|---|---|---|---|---|---|
| July 30, 2023 | 12,506 | 12,000 | 506 | July 30, 2025 | Indebtedness convertible to common shares at $0.002 per Share | Capital Consulting, Inc. (Mark Schaftlein is the control person) | Loan |

The space below provides any additional details, including footnotes to the table above:

On September 30, 2023, the Company evaluated three promissory notes payable, and one convertible note payable and determined that each of these notes was beyond the statute of limitation and wrote off a principal balance of $274,990 and accrued interest of $854,035 for an aggregate write-off of $1,129,025.

(1) On October 11, 2016, noteholder converted $2,500 of principal into 200,000 unrestricted shares of the Company's common stock at $.0125 per share to partially settle the obligation.
(2) On October 11, 2016, noteholder converted $1,250 of principal into 100,000 unrestricted shares of the Company's common stock at $.0125 per share to partially settle the obligation.
(3) On December 31, 2022, note holder netted the $5,000 principal balance with an associated notes receivable.
(4) On October 13, 2016, the Company's CEO converted $62,255 of principal into 4,980,400 unrestricted shares of the Company's common stock at $.0125 per share to partially settle the obligation. On January 31, 2020, the Company paid $1,101 of interest to partially satisfy the promissory note to the Company's CEO. On November 11, 2015, Henthorn Enterprises Inc, assigned $15,000 principal of a $125,000 convertible promissory note dated September 15, 2015 to NWBB, Inc. (Marc Hatch has voting and investment control). On October 20, 2017, the noteholder converted $162 of interest into 648,000 unrestricted shares of the Company's common stock at $.00025 per share to partially settle the obligation. On September 1, 2020, the noteholder converted $3,697 of principal into 2,072,572 unrestricted shares of the Company's common stock at $.001775 per share to partially settle the obligation.
(5) On October 25, 2017, January 3, 2018, February 15, 2018, May 4, 2018 and February 5, 2019, the noteholder converted an aggregate of $1,140 of accrued interest into 4,560,000 unrestricted shares of the Company's common stock at $.00025 per share to partially settle the obligation.
(6) On October 11, 2016, noteholder converted $4,000 of principal into 320,000 unrestricted shares of the Company's common stock at $.0125 per share to partially settle the obligation.
(7) On January 31, 2021, noteholder converted $5,000 of principal into 2,000,000 unrestricted shares of the Company's common stock at $.0025 per share to partially settle the obligation.
(8) On December 31, 2022, note holder netted the $1,750 principal balance with an associated notes receivable.
(9) On June 13, 2021, noteholder converted $2,000 of principal into 400,000 unrestricted shares of the Company's common stock at $.005 per share to partially settle the obligation.
(10) On June 13, 2021, noteholder converted $2,000 of principal into 400,000 unrestricted shares of the Company's common stock at $.005 per share to partially settle the obligation.
(11) On February 9, 2021, noteholder converted $8,700 of principal and accrued interest into 1,740,000 unrestricted shares of the Company's common stock at $.005 per share to partially settle the obligation.
(12) On March 12, 2021, noteholder converted $8,313 of principal and accrued interest into 2,375,000 unrestricted shares of the Company's common stock at $.0035 per share to partially settle the obligation.

(13) During August and October 2021, noteholder assigned $14,000 of principal to AMJ Global Entertainment, LLC. (Art Malone has voting and investment control) for the convertible promissory note issued to acquire assets of Doyen Communications. On August 6, 2021, the assignee converted $7,000 of principal into 1,400,000 unrestricted shares of the Company's common stock at $.005 per share to partially settle the obligation. On October 20, 2021, the assignee converted $7,000 of principal into 1,400,000 unrestricted shares of the Company's common stock at $.005 per share to partially settle the obligation. During January 2022, the noteholder assign $16,100 of principal and interest to AMJ Global Entertainment, LLC (Art Malone has voting and investment control). On January 31, 2022, the assignee converted $16,100 of principal and interest into 3,220,000 unrestricted shares of the Company's common stock at $.005 per share to partially settle the obligation.

(14) Effective as of December 31, 2022, the Company completed negotiations to dramatically reduce the potential dilution of the Company's common Stock by approximately 2,267,992,000 shares, with a note holder related to the Company. The conversion rate was increased to the listed market price of the Company's common stock effective as of December 31, 2022. The conversion rates for nine convertible notes payable were increased from $0.00025 or $0.00050 to $0.007 per share.

(15) In addition, effective as of December 31, 2022, the Company completed negotiations to dramatically reduce the potential dilution of the Company's common Stock by approximately 522,087,000 shares, with note holder unrelated to the Company. The conversion rates for seven convertible notes payable was increased from $0.00025 or $0.00050 to $0.002 per share based on a mutual agreement between the noteholder and the Company.

(16) On January 1, 2021, the Company acquired Discount Ad Brokers, a 15-year-old media company operating in the advertising industry, which was owned by NWBB, Inc. (Marc Hatch is the control person). Discount Ad Brokers focuses on providing clients top tier placements at pricing levels at or below remnant inventory rate structures through an inventory acquisition model utilizing contracted capacity buys and bulk inventory-based contracts with major US media properties. The acquisition was valued at $1,700,000 and the Company issued a convertible promissory note for the purchase price. The $1,700,000 convertible promissory note bears interest at 8% and has a maturity date of January 1, 2022. After maturity, the interest rate increases to 15%. The subject Convertible Note may be converted by the holder, at his election, into shares of the Company's common stock at an exercise price of $0.20 per share.

Debt securities, including promissory and convertible notes issued after December 31, 2023:

None

## Item 4. Issuer's Business, Products and Services.

### *A. __Summary of the Issuer's Business Operations.__*

***Current Operations***

In 2014, ReelTime Rentals, Inc. ("ReelTime" or the "Company") shifted its focus and core business and formed strategic alliances and partnerships with various individuals in the media space with the intent and objective to develop specific technologies and entertainment-based products. Also, ReelTime takes a broad view of current advertising, marketing and public relations trends, video and broadcast media which allows ReelTime to focus upon, and identify, existing or emerging opportunities within the media and entertainment space which it can include in its suite of products and/or services. In addition, ReelTime's expertise and exposure enables it to assist individuals and entities to capitalize upon, and maximize the benefits from, when they are suddenly thrust into, or receive, public attention and/or media exposure from, among other things, being featured on a TV show, an impactful event, viral social media or other types of media exposure.

In the furtherance of its business, ReelTime seeks to establish, and participate in, strategic alliances. Among its strategic alliances, ReelTime established the ReelTime Media Group which uses the collaborative efforts of various media experts ranging from Emmy award winning producers, media distribution companies, marketing, and social media influencers. Another similar collaborative arrangement is ReelTime Media Partners which has produced television pilots and shows which aired on WeTV and Special Features that have aired on CNBC. They also produced numerous television marketing spots and commercials which have aired nationally across many media distribution platforms.

On September 30, 2023, the Company wrote off $1,857,524 liabilities of the Company. We wrote off three promissory notes payable, a convertible promissory note payable, a payroll tax payable and amounts due a former executive and another minor item. Each of these items was older than the statute of limitations and no longer considered a liability of the Company.

ReelTime operates in three distinct operational divisions, each producing revenue streams which contribute to and provide quarterly revenues.

***The Media division.*** The ReelTime Media brand was established in 2017 initially to monetize the ability to connect advertisers with the nation's major media properties with excess advertising capacity. Our Media division has now expanded to that of a traditional advertising agency model providing production, media planning and placement services to national, regional and local advertising clients.

ReelTime has built a significant inventory of advertising placement opportunities totaling approximately $1,447,000 as of December 31, 2023. Our business model is to purchase incomplete advertising impressions with barter assets and sell completed advertising for barter assets or cash. We achieved revenues of $2,517,266 from 75 transactions ranging from $1,247 to $1,402,982 each, for the year ended December 31, 2023. The large barter sale transaction resulting in revenues of $1,402,982 consisted of an annual marketing plan consisting of radio and magazine placements, with the inventory being fully acquired and all placements have been initiated. We achieved revenues of $1,498,216 from 153 transactions ranging from $177 to $120,000 each, for the year ended December 31, 2022. The cost of revenues amounted to approximately 47% to 104% of the gross revenues for the years ended December 31, 2023 and 2022. This pre-paid inventory balance is anticipated to produce a significant increase in sales and profits in 2024 and thereafter.

During the period from 2018 through December 31, 2023, as noted in its financial statements, ReelTime has participated in various barter transactions involving media advertising availability and placement activity with favorable financial results. A large portion of these barter transactions occurred through the iTrade Pay barter exchange. ReelTime intends to continue using various barter exchanges for a signification portion of its advertising/media placement activities in the future.

***Acquisition of Discount Ad Brokers.***

On January 1, 2021, the Company acquired Discount Ad Brokers, a 15-year-old media company operating within a unique niche of the advertising industry, which was owned by NWBB, Inc. In exchange for this acquisition, the Company issued and delivered to NWBB, Inc. a $1,700,000 convertible promissory note which bears 8% interest, has a maturity date of January 1, 2022 and may be converted, at the option of the holder, into shares of the Company's common stock at an exercise price of $.20 per share. During the year ended December 31, 2023 the Discount Ad Broker's team was responsible for the bartering and other revenues generated by the Company.

***Development of ReelTime TV Digital Channels***

In April 2021, ReelTime launched ReelTime TV, a digital TV channel. This channel contains a combination of ReelTime Media Original programming as well as serving up other additional cutting-edge content. The channel is currently available on Roku, Amazon Fire TV, Android TV, and is expected to go live on Apple TV in 2023.

Now that the technical aspects have been worked out and the channels are expected to begin generating advertising revenues in 2023. ReelTime expects that it will be able to generate revenues from advertising as an addition to other placed media.

***The Virtual Reality division***. This division has been in operation since 2014 and is in the business of developing, producing and distributing Virtual Reality content and technologies. ReelTime has end-to-end production, editing, and distribution capabilities for internal and external 360° Virtual Reality projects. During the year ending December 31, 2023, this division was able to generate revenues of approximately $42,000, which revenues are expected to increase in 2024 and thereafter but no assurances can be provided as to future revenues which may be achieved.

ReelTime continues to be actively engaged in developing and producing an end-to-end state of the art Virtual Reality suite including our two, award winning, live action series “In Front of View” and “Really Twins”. ReelTime also produced “The Making of Megs McLean” available on its own proprietary mobile platform via the ReelTime VR app. All content is available as well on the Samsung Gear VR, Oculus and Vive based distribution, Veer, Vimeo, LittlStar, IGTV, YouTube and Facebook. ReelTime did not add any new portal during the year ended at December 31, 2023. However, the content is still available. We plan on adding content on additional distribution portals as they emerge.

ReelTime developed and, on July 19, 2016, filed a patent application for a “Simultaneous Spherical Panorama Image and Video Capturing System” [Application no. 62364262] which has been in continued development. ReelTime anticipates that it will be able to use this technology in consumer and commercial applications. On September 1, 2020, the patent was officially issued as U.S. Patent Number 10,761,303. On September 3, 2020, the Company announced that the patent had officially been issued on September 1, 2020 as U.S. Patent Number 10,761,303. The term of the patent is 20 years and 247 days from the earliest filing date of the patent application, calculated to be April 23, 2038.

In August 2020, ReelTime filed a continuation patent or “child patent application” under the ReelTime Parent Patent and it received a Notice of Allowance from the United States Patent and Trademark Office (USPTO) for their non-provisional patent pending application covering apparatus and method claims for technology involving simultaneous capturing of 360 X 360-degree Spherical Panorama Images and Video.

On October 5, 2022, we confirmed that the United States Patent and Trademark Office (USPTO) has notified ReelTime that seven additional claims contained in the continuation patent application for their Parent Patent previously issued for the revolutionary Simultaneous Spherical Panorama Image and Video Capturing System (Serial No.: 17/008,153 U.S. Patent Number 10,761,303) have been allowed.

The seven additional claims granted in the Child Patent Application significantly broadens the scope of the protections contained in the Parent Patent, strengthens the enforceability against identified infringements, and such claims and disclosures shall benefit from the priority date of the Parent Patent covering apparatus and method claims for technology involving simultaneous capturing of 360 X 360-degree Spherical Panorama Images and Video. Two additional claims that were originally filed are being amended to adhere to the comments contained in the response and are expected to also be fully granted upon final review of the USPTO. On March 28, 2023, the patent was officially issued as U.S. Patent Number 11,614,607 B2.

***<u>The Content production division.</u>*** This division developed from the production, editing and audio management elements of the Virtual Reality division and was established in 2018 to engage in developing and producing Linear TV and Radio broadcasts of editorial support programing in a paid placement model including the flagship program title of "Special Featured Product Report" and the "Health Watch Minute" which have aired on cable networks such as CNBC.

Developing a revenue stream from both the media placement activity and the production of the content piece within the content production division produces the highest gross margins of the three ReelTime divisions. We have had revenues from both placements and production. During the year ending December 31, 2023, this division was able to generate revenues of approximately $11,000 which revenues are expected to increase in 2024 and thereafter, but no assurances can be provided as to future revenues which may be achieved.

In the future, the Company anticipates that it will continue with its core media-based business activities which may thereby generate sufficient revenues to expand and utilize emerging technologies and potential opportunities which may arise. The Company also anticipates that it may have the opportunity to acquire other similar media-based businesses that can help and assist it to advance its core activities as summarized herein.

The Company experiences no existing government regulation outside of general corporation law for the states in which it operates (or will operate) and federal regulations pertinent to it as an Issuer and in the course of daily business. Management perceives no probable government regulation that would otherwise restrict the business or the plans of the Company. In that context, management believes the Company is not significantly impacted by federal, state and local environmental laws and does not have significant costs associated with compliance with such laws and regulations. The Company has one officer and makes use of consultants on an as needed basis.

***Material Contracts***

The material contracts arising from, or applicable to, the Media Division include the following:

- On September 15, 2017, the Company entered into an agreement with NWBB, Inc. to provide $2,000,000 in pre-paid media placement opportunities and services in exchange for a $2,000,000 convertible note with the right to convert indebtedness, at conversion rate of $1 per share, into shares of the Company's common stock. NWBB, Inc. may only convert indebtedness into shares consistent with the amount of media utilized by the Company as a direct result of signed insertion orders. The media assignments may be used on television, radio, out of home, digital display and print publications including airline magazines subject to normal placement terms excluding current contracted buys and existing agency specific or media property relationships previously entered into by the Company. As of December 31, 2023, no work has been performed on the contract. The Company will reevaluate this agreement during 2024.

- On October 1, 2019, the Company entered into a twenty-four-month agreement with Baristas Coffee Company, Inc, a related corporation, to provide various services including product development, social media management, website development and other services. The contract was extended on a month-to-month basis after December 31, 2021. The Company will be paid $1,000 per month. The agreement was terminated on July 1, 2022.
- On March 1, 2020, the Company entered into a twenty-four-month agreement with Munchie Magic, Inc., a related corporation, to provide various services including product development, social media management, website development and other services. The Company will be paid $5,000 for month one, $4,000 for month two and $3,500 per month thereafter. The contract expired on March 1, 2022 and was extended on a month-to-month basis thereafter. The Company earned $42,000 under the contract for the years ended December 31, 2023. The balance of unpaid fees amounted to $84,320 at December 31, 2023 and has been recorded as deferred revenue on the Company's accompanying consolidated balance sheet.
- On December 9, 2020, the Company entered into a two-year agreement with Marc Hatch, whereby he will provide expertise as sales manager for Company's Discount AD Brokers acquisition. Mr. Hatch will be compensated with 1,000,000 restricted shares of the Company's restricted common stock for each year of service for an aggregate of 2,000,000 restricted shares. The subject shares were earned on January 1, 2021 and January 1, 2022. At April 25, 2024, all 2,000,000 shares have been earned, but the subject shares have not yet been issued to Mr. Hatch. In addition, Mr. Hatch is compensated with 3.5% of the gross advertising revenues generated by Discount Ad Brokers after certain milestones are met. As of December 31, 2023, Mr. Hatch has earned $3,691 in fees from the gross advertising revenues generated by our Media Business (formerly Discount Ad Brokers).
- On January 12, 2021, the Company signed a Worldwide Exclusive Limited Perpetual Technology, Business Model and Processes Licensing Agreement with a related corporation (Munchie Magic, Inc.) for developing, implementing, and marketing various technologies, business models and processes. Under the agreement, Munchie Magic, Inc. will pay a license fee to the Company equal to $.35 per transaction (customer order).
- On August 16, 2021, Munchie Magic DBA Thai Dah, a related corporation, signed a Worldwide Exclusive Limited Perpetual Technology, Business Model and Processes Licensing Agreement with the Company for developing, implementing, and marketing various technologies, business models and processes. Under the agreement, Thai Dah will pay a license fee to the Company equal to $.35 per transaction (customer order).
- On August 16, 2021, Munchie Magic DBA Mini Bar, a related corporation, signed a Worldwide Exclusive Limited Perpetual Technology, Business Model and Processes Licensing Agreement with Company for developing, implementing, and marketing various technologies, business models and processes. Under the agreement, Mini Bar will pay a license fee to the Company equal to $.35 per transaction (customer order).
- For the year ended December 31, 2023, we were paid $428 license fees for the Worldwide Exclusive Limited Perpetual Technology, Business Model and Processes Licensing Agreements for Munchie Magic, Munchie Magic - Thai Dah, and Munchie Magic DBA MiniBar Magic.

The material contracts arising from, or applicable to, the Virtual Reality division include the following:

- On September 15, 2015, the Company entered into and consummated a Bill of Sale and Assignment and Assumption Agreement (the "Agreement") with Henthorn Enterprises Inc., a Washington corporation owned by Barry Henthorn. At the time of this transaction, Mr. Henthorn was not an officer, director or an affiliate of the Company. However, Mr. Henthorn is currently the Company's CEO and a director. On March 11, 2020, the ownership of Henthorn Enterprises Inc. was transferred to Ronald Henthorn, being the father of Barry Henthorn. Ronald Henthorn is not considered an affiliate. Pursuant to the Agreement, the Company acquired all assets and assumed all the contracts of a Virtual Reality Application known as ReelTime VR, and in exchange, the Company issued a $125,000 Convertible Promissory Note. The Convertible Notes bears interest at 5% and has a maturity date of 12 months. The Convertible Note is convertible by the holder, at its election, into shares of the Company's common stock at an exercise price of $.002. On October 13, 2016, the Company modified the promissory note to reduce the conversion rate per share from $.002 to $.00025 per share. On December 31, 2022, the Company modified the promissory note to increase the conversion rate per share from $.00025 to $.002 per share.
- During August 2016, the Company entered into 2 (two) "Work for Hire Performance Agreements" with actors to co-host the Virtual Reality travel show "Really Twins". The contracts cover two seasons for the Virtual Reality show, defined as 9 (nine) episodes per season. All work must be completed by December 31, 2020. The agreement may be terminated without cause by either party upon 30 days advance notice. For each season of "Really Twins" Virtual Reality show, the two actors are compensated with 1,000,000 shares for an aggregate of 2,000,000 shares of the Company's restricted common stock. The first season was completed during January 2018 and the 1,000,000 restricted shares were valued at $.0244 per share or $24,400. During June 2019, the contracts for season two of the "Really Twins" was extended to June, 30 2020. During June 2020, the agreement with the Really Twins for season two was extended until December 31, 2021 due to complications of shooting during Covid-19. Season two was completed by December 31, 2021. At December 31, 2021, the 1,000,000 restricted shares have been earned and valued at $.0244 per share or $69,800. As of April 25, 2024, the 1,000,000 restricted shares have been earned but not yet issued for the first and second season of the " Really Twins".
- During October and November 2018, the Company entered into two consulting contracts with individuals for 1,000,000 restricted shares of the Company's common stock. The shares were valued at $9,800 or $.0098 per share. At April 25, 2024, 1,000,000 restricted shares have been earned but not issued to the consultants.
- During January 2019, the Company entered into a consulting contract with an individual for 750,000 restricted shares of the Company's common stock. The shares were valued at $7,500 or $.01 per share. At April 25, 2024, the restricted shares have been earned but not issued to the consultant.
- During May 2019, the Company entered into a consulting contract with an individual for 750,000 restricted shares of the Company's common stock for sales services to the Company. The shares were valued at $7,200 or $.0096 per share. At April 25, 2024, 750,000 restricted shares have been earned but not issued to the consultant. In addition, the consultant will be paid a 10% commission for sales generated by the consultant and may earn an additional bonus based on margins of sales.
- During October and November 2019, the Company entered into two consulting contracts with individuals for 1,000,000 restricted shares of the Company's common stock. The shares were valued at $11,000 or $.011 per share. At April 25, 2024, 1,000,000 restricted shares have been earned but not issued to the consultants.
- During October and November 2020, the Company entered into two consulting contracts with individuals for 1,000,000 restricted shares of the Company's common stock. The shares were valued at $117,100 or $.0937 per share. At April 25, 2024, 1,000,000 restricted shares have been earned but not issued to the consultants.

- During January 2021, the Company entered into a consulting contract with an individual for 750,000 restricted shares of the Company's common stock. The shares were valued at $95,475 or $.1273 per share. At April 25, 2024, 750,000 restricted shares have been earned but not issued to the consultant.
- During March 2021, a consultant earned 100,000 restricted shares of the Company's common stock for services rendered to the Company. The shares were valued at $.1199 per share or $11,990. The shares have not been issued as of April 25, 2024.
- During October 2021, the Company entered into a consulting contract with an individual for 750,000 restricted shares of the Company's common stock. The shares were valued at $74,625 or $0.0995 per share. At April 25, 2024, the 750,000 restricted shares have been earned but not issued to the consultants.
- During January 2022, the Company entered into a consulting contract with an individual for 250,000 restricted shares of the Company's common stock. The shares were valued at $9,500 or $0.038 per share. At April 25, 2024, 250,000 restricted shares have been earned and not issued to the consultant.

The material contracts arising from, or applicable to, the Content Production Division include the following:

- On March 27, 2018, the Company entered into a "Binding Letter of Agreement" with veteran detective/author John Cameron for 50% ownership rights to "It's Me Edward Wayne Edwards – The Serial Killer You Never Heard of" and the subsequent updated version "It Was Always ME! Edward Edwards – The Most Prolific Serial Killer of All Time" and or its derivatives. In exchange, the Company will issue the author 1,000,000 restricted shares of Company's common stock valued at $20,000 or $0.02 per share and provide various multimedia services to market and sell the book. These services include websites, internet accessible portals complete with e-commerce, affiliate programs, TV, Radio spots. At April 25, 2024, the restricted shares have been earned but have not yet been issued to Mr. Cameron.

Executive Contracts:

- On June 1, 2016, we signed a five-year Executive Employment Contracts with Barry Henthorn, the Company's CEO, and Scott Steciw, the Company's CFO. Each executive will be compensated with $100,000 per year base compensation with 50% bonus opportunities and milestone incentives, payable in the Company's restricted common stock and 1,000,000 restricted shares of the Company's common stock payable on each anniversary beginning June 1, 2017. The provision for a $100,000 base with 50% bonus compensation was removed in December 2016 from both employment contracts. In addition, each executive was granted 4,000,000 incentive and other shares for an aggregate of 8,000,000 shares for meeting certain Company objectives. The objectives were achieved, and executives earned the shares. During August 2018, the Company issued 5,000,000 restricted shares of the Company's common stock to the Company's CEO and CFO for an aggregate of 10,000,000 shares for their June 1, 2017 anniversary and incentive shares. The shares were valued at $114,000 or $0.0114 per share. On June 1, 2018, the executives earned 1,000,000 restricted shares of the Company's common stock for an aggregate of 2,000,000 shares for their June 1, 2018 anniversary. The shares were valued at $60,000 or $0.03 per share. On December 31, 2018, the Company's CFO resigned from the Company and ceased accruing further shares. As of April 25, 2024, these shares have not been issued to the executives. On June 1, 2019, the Company's CEO earned 1,000,000 restricted shares of the Company's common stock for his June 1, 2019 anniversary. The shares were valued at $9,400 or $0.0094 per share. As of April 25, 2024, these shares have not been issued to the executive. On June 1, 2020, the Company's CEO earned 1,000,000 restricted shares of the Company's common stock for his June 1, 2020 anniversary. The shares were valued at $9,500 or $0.0095 per share. As of April 25, 2024, these shares have not been issued to the executive. Since the CEO received a new contract as of October 1, 2020, this employment agreement dated June 1, 2015, was cancelled as of June 1, 2020.

- On October 1, 2020, the Company signed a two-year Executive Employment Contracts with Barry Henthorn, the Company's CEO. The CEO will receive 4,444,000 restricted shares of the Company's common stock for the service period from October 1, 2020 through September 30, 2022. The shares were valued at $311,080 or $0.07 per share. A total of 555,500 shares vest each 90 days after the October 1, 2020 grant date. As of September 30, 2022, the CEO earned 4,444,000 shares valued at $311,080 or $0.07 per share. As of April 25, 2024, these shares have not been issued to the executive. In addition, the CEO will receive $4,000 per month for the first five months, $6,000 a month for months six through twelve and $12,000 per month for months thirteen through twenty-four. Under the agreement, the CEO's compensation was $108,000 for the year ended December 31, 2022. The contract terminated on September 30, 2022 and was not renewed. The Company's CEO is owed $88,275 at December 31, 2023 under the agreement.

**B.** ***List the issuers subsidiaries, parents or affiliated companies.***

The Company conducts business under the names ReelTime Media, ReelTime VR, ReelTime Partners, and simply ReelTime. In addition, the Company, as a result of its purchase of Discount Ad Brokers, uses the name "Discount Ad Brokers a ReelTime Media Company" in its correspondence to provide familiarity with Discounts' clients while introducing such clients to the ReelTime Media Brand.

All managers and control persons are identical as to those of each business name. The business designations are for product and marketing differentiation purposes.

**C.** ***Describe the issuers' principal Products or Services***

ReelTime is in the business of developing, producing, and connecting client advertising with major media properties with excess advertising capacity. In furtherance of this business, ReelTime has participated in various barter transactions involving media advertising availability and placement. Also, based on its acquisition of Discount Ad Brokers ("DAB") in early 2021 and the final consolidation of DAB into its operations, ReelTime can provide clients with top tier advertising placements, through a unique remnant inventory acquisition model, with major US media properties. For additional information about our Media Division, see Item 5A above.

In addition to traditional media production and mainstream media outlets, ReelTime is a leader in Virtual Reality Content and technologies. We have end-to-end production, editing, and distribution capabilities for internal and external projects. ReelTime currently produces three ongoing series for the Samsung Gear VR platform and distributes them over numerous VR delivery portals including Gear VR, Oculas, Veer VR, HTC Vive, YouTube 360, Facebook, and others.

ReelTime Media also publishes the book "It Was Always Me – Edward Edwards – The Most Prolific Serial Killer of All Time" which has been the subject of a cover story on People Magazine, Rolling Stone, In Touch, and a six-part series on Paramount network, www.itwasalwaysme.com.

**Item 5. Issuer's Facilities.**

**Description of Corporate Offices**

The Company's corporate office is located at 2926 184th Place S.W. Bothell, Washington 98012. The facility is provided by the Company's CEO without charge.

We believe that our current facilities are adequate for our corporate office and if additional facilities are required, that we could obtain them at commercially reasonable prices. Much of the work performed in the operation and development of ReelTime Media and Virtual Reality technologies is now done remotely.

**Item 6. Officers, Directors and Control Persons.**

The table below provides information, as of April 25, 2024, regarding any officers, or directors of the Company, individuals or entities controlling more that 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. Also, if any listed persons are corporate shareholders or entities, information is provided as to 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 Item 6 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 and Control Person | Affiliation with Company (e.g., Officer/Director/Owner of more than 5%) | Residential Address (City/State only) | Number of Shares owned | Share type/class | Ownership Percentage of Class Outstanding (1) | Names of control person(s) if a corporate entity |
|---|---|---|---|---|---|---|
| Barry Henthorn | Chief Executive Officer, President, Chief Technology Officer, Chief Financial Officer, Secretary and Director | Bothell, Washington | 7,794,378(2) | Common | 7.6% | |
| Mark Sorenson | 5%+ owner | Vancouver, BC | 60,000 | Preferred Stock | 100.0% | |

The space below provides any additional details, including footnotes to the table above:

(1) As of April 25, 2024, there were 103,070,296 shares of common stock and 60,000 shares of preferred stock shares issued and outstanding.

(2) Number of shares does not reflect additional shares earned but not yet issued as noted in footnote (24) to table in Item 3A above.

**Item 7. Legal/Disciplinary History.**

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

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

None

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

None

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

None

4. Named as a defendant or a respondent in a regulatory complaint or proceeding that could result in a "yes" answer to part 3 above; or

None

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

None

6. Been the subject of a U.S Postal Service false representation order, or a temporary restraining order, or preliminary injunction with respect to conduct alleged to have violated the false representation statute that applies to U.S mail.

None

B. Describe briefly any material pending legal proceedings, other than ordinary routine litigation incident to the business, to which the issuer or any of its subsidiaries is a party or which any of their property is 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 proceeding known to be contemplated by governmental authorities.

NONE

## Item 8 Third Party Providers

Securities Counsel (Counsel preparing Attorney Letters):

Patrick J. Russell, Esq.
Allen Vellone Wolf Helfrich & Factor, P.C.
1600 Stout Street, Suite 1900
Denver, Colorado 80202
Phone no.: (303) 534-4499
Email: prussell@allen-vellone.com

Accountant or Auditor:

Rick Basse, CPA
Rick Basse Consulting, PLLC
244 Majestic Oak Drive
New Braunfels, Texas 78132
Phone no.: (210) 347-0374
Email: rick.basse@gmail.com

Investor Relations: None

*All other means of Investor Communication:*

| | |
|---|---|
| Twitter: | No |
| Discord: | No |
| LinkedIn: | No |
| Facebook: | Yes |
| YouTube: | Yes |

Other Service Providers:

The name(s) of other service provider(s), including counsel, advisor(s) or consultant(s) that assisted, advised, prepared or provided information with respect to this disclosure statement, or provided assistance or services to the Company during the Reporting Period are as follows:

Name: Marc Hatch
Firm: NWBB, Inc.
Nature of Services: Consulting and Advisory Services for operations.
Address: P.O. Box 430, Washougal, WA 98671
Phone: (360)818-9318 Ext. 700
Email: marc@nwbbi.com

**Item 9. Financial Statements.**

A. This Disclosure Statement was prepared by (name of individual):

Name: Rick Basse, CPA
Title: Owner of Rick Basse Consulting, PLLC
Relationship to Issuer: Accountant engaged by Company.

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

☒ U.S. GAAP
☐ IFRS

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

Name: Rick Basse, CPA
Title: Owner of Rick Basse Consulting, PLLC
Relationship to Issuer: Accountant engaged by Company.
The qualifications of the person who prepared the financial statements: The accountant is a CPA as recognized by the Texas State Board of Public Accountancy.

The following financial statements described below are provided and incorporated by this reference for the most recent fiscal quarter:

- Consolidated Balance Sheet;
- Consolidated Statement of Income;
- Consolidated Statement of Stockholder' Deficit;
- Consolidated Statement of Cash Flows
- Financial Notes

Attached as Exhibit A to this Annual Report are our financial statements and notes to financial statements for the year ended December 31, 2023.

**Management's Discussion and Analysis or Plan of Operation.**

A. Plan of Operation.

For the foreseeable future, our operating plan is to grow our media business activities. There are no assurances as to the amount of future revenues which may be generated from these efforts.

We will be dependent upon both the ability to conserve existing cash resources and the ability to obtain additional capital through equity financing and/or debt financing in an effort to provide the necessary funds and cash flow to meet our obligations on a timely basis and to operate our business in an efficient and economical manner. In addition, we intend to pursue attempts to convert barter exchange assets into cash, but any conversion of barter assets is very limited and, due to the discount required, results in limited cash. In the event that we are unable to conserve existing cash resources and/or obtain the additional and necessary capital, the Company may have to cease or significantly curtail our operations. This could materially impact on the Company's ability to continue as a going concern for a reasonable period of time.

**Liquidity and Capital Resources**

The accompanying financial statements have been prepared on a going concern basis, which contemplates the realization of assets and satisfaction of liabilities in the normal course of business. At December 31, 2023, we have an accumulated deficit since inception of $9,499,562. We generated $2,570,580 revenues and a net income of $1,205,633 during the year ended December 31, 2023. The net income for the year ended December 31, 2023 includes debt extinguishments of $1,857,524 for the write off of three promissory notes payable, a convertible promissory note payable, a payroll tax payable and amounts due a former executive and another minor item. Each of these items was older than the statute of limitations and no longer considered a liability of the Company. If the debt extinguishments were excluded, the Company lost $651,891 for the year ended December 31, 2023. Revenues for the year ended December 31, 2023, included $2,517,266 of cashless barter sales which was approximately 98% of our total revenue. These factors, among others, indicate that the Company might be unable to continue as a going concern for a reasonable period of time.

As of December 31, 2023, we had cash and marketable securities of $1,733 and $254,320, respectively, for aggregate of $256,053 and a working capital deficit of $3,045,415. This compares to cash and marketable securities of $194 and $436,880, respectively, for an aggregate of $437,074 and a working capital deficit of $4,226,673 at December 31, 2022. The $1,181,258 increase in working capital is primarily a result of our $1,857,524 debt extinguishment during the year ended December 31, 2023.

Based on anticipated operating and administrative expenses, the Company will not have sufficient cash resources to finance its operations except for several months unless we are able to raise additional equity financing and/or debt financing in the immediate future. We have commenced, and will continue to pursue, efforts to raise additional equity financing and/or debt financing from a variety of sources and means. In addition, we intend to pursue attempts to convert barter exchange assets into cash, but any conversion of barter assets is very limited and, due to the discount required, results in limited cash. There are no assurances that we will be able to obtain any additional financing and, even if obtained, that such financing will be in a sufficient amount to be able to continue operations for a sufficient period until the Company is able to generate sufficient revenues and become profitable.

B. Management's Discussion and Analysis of Financial Condition and Results of Operations.

**Results of Operations for the year ended December 31, 2023 compared to the year ended December 31, 2022:**

***Overview.*** We had revenues of $2,570,580 and $1,590,421 for the years ended December 31, 2023 and 2022, respectively. There was net income of $1,205,633 for the years ended December 31, 2023 and a net loss of $851,594 for the year ended December 31, 2022. The increase in net income of $2,057,227 is attributable to the factors discussed below.

***Revenues***. We had revenues from operations of $2,570,580 and $1,590,421 for the years ended December 31, 2023 and 2022, respectively. Our cashless bartering revenues were $2,517,266 and $1,498,216 for the years ended December 31, 2023 and 2022, respectively. Our bartering revenues primarily consists of various bartering transactions for virtual reality (VR) and media services.

***Gross Margin***. Once cost of revenue and other expenses to generate revenue are considered, we had gross margins of $92,105 or 4% of revenue and $239,978 or 15% of revenue from our operations for the years ended December 31, 2023 and 2022, respectively. Gross margin for the year ended December 31, 2023 is significantly lower than the gross margin for the year ended December 31, 2022 as a result of $1,607,932 barter sales during the three months ended December 31, 2023 at a $61,633 gross loss or (3.8%) of revenues.

***Expenses.*** Our operating expenses were $19,023 and $628,165 for the years ended December 31, 2023 and 2022, respectively. The decrease of $609,142 was primarily attributable to an approximately $439,000 decrease in stock-based compensation from the cancellation of two contracts during January 2023 and lower stock compensation for our CEO and others, an approximate $123,000 decrease in professional fees for our Company CEO, an approximate $19,000 decrease in other general and administrative expenses and an approximate $28,000 decrease in depreciation and amortization expense from writing off impaired intangible assets.

***Other Income (Expense)***. Our total other income (expense) were $1,132,551 and ($463,407) for the years ended December 31, 2023 and 2022, respectively. The $1,595,958 increase in other income was attributable to a $392,640 decrease in other income from the change in market value of our marketable securities, offset by a $83,474 decrease in net interest expense from our notes receivable and notes payable, primarily a result of lower debt discount interest expense from convertible debt compared to the year ended December 31, 2022, an $1,857,524 increase in other income from various debt extinguishments and a $47,600 intangible impairment expense for our Loudmouth Media business for the year ended December 31, 2022.

**Capital Structure and Resources**

We had total assets of $2,540,741 as of December 31, 2023, which consisted of cash of $1,733, marketable securities of $254,320 from our investments in VaporBrands International, Inc. and Conservative Broadcast Media and Journalism, Inc. common stock from providing services and selling assets, prepaid expense of $34,630 from our prepaid media credits and other prepaid transactions, barter exchange assets of $1,447,379, intangible assets for our virtual reality business, our patent for "Simultaneous Spherical Panorama Image and Video Capturing System" and the acquisition of Discount Ad Brokers (net of accumulated amortization) of $89,829 and goodwill of $712,850 from our Discount Ad Brokers acquisition.

We had total liabilities of $4,788,352 as of December 31, 2023 consisting of accounts payable of $104,091, accrued expenses of $1,567,225, amount due to related parties of $3,955, convertible notes payable of 2,514,586 (net of debt discounts), related party convertible notes payable of $395,600, deferred revenue of $189,020 from our bartering business and other items and long-term convertible notes payable of $4,875 (net of debt discounts). For further information and details for the accrued expenses see Note 5 (Accrued Expenses) to the financial statements attached hereto as Exhibit A. For further information and details on convertible notes and notes payable which have been issued, see Note 6 (Notes Payable) to the financial statements attached hereto as Exhibit A and information set forth in Item 3B above.

At December 31, 2023, we had a total stockholders' deficiency of $2,247,611. We have net losses since inception and have an accumulated deficit of $9,499,562 at December 31, 2023.

For the year ended December 31, 2023, we used net cash in operating activities of $10,461. Net cash of $12,000 was provided by financing activities for the year ended December 31, 2023 from a convertible note payable from a third party.

**Item 10. Issuer's Certifications.**

I, Barry Henthorn, as President and CEO, certify that:

1. I have reviewed this December 31, 2023 Annual Report of ReelTime Rentals, 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 restated financial statement, 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.

Dated: April 25, 2024

REELTIME RENTALS, INC.

By /s/ Barry Henthorn
Barry Henthorn, President,
Chief Executive Officer and Chief Financial Officer

# Exhibit A

**REELTIME RENTALS INC.**
2926 184th PL SE
Bothell, WA 98012

**Financial Statements and Notes**
**For the Years ended December 31, 2023 and 2022**

**REELTIME RENTALS, INC.**
Consolidated Balance Sheets (Unaudited)

| | December 31, 2023 | December 31, 2022 |
|---|---|---|
| **Assets** | | |
| Current assets: | | |
| Cash | $ 1,733 | $ 194 |
| Marketable securities | 254,320 | 436,880 |
| Prepaid expenses | 34,630 | 44,550 |
| Barter exchange | 1,447,379 | 1,413,594 |
| Total current assets | 1,738,062 | 1,895,218 |
| Other assets | | |
| Intangible assets, net of accumulative amortization of $185,056 and $165,670 at December 31, 2023 and 2022, respectively | 89,829 | 109,215 |
| Goodwill | 712,850 | 712,850 |
| Total other assets | 802,679 | 822,065 |
| **Total Assets** | $ 2,540,741 | $ 2,717,283 |
| **Liabilities and Stockholders' Deficiency** | | |
| Current liabilities: | | |
| Accounts payable | $ 104,091 | $ 87,791 |
| Accrued expenses | 1,576,225 | 2,679,280 |
| Due to related parties | 3,955 | 30,980 |
| Notes payable | - | 264,990 |
| Convertible notes payable, net of discount of $20,668 and $6,244 at December 31, 2023 and 2022, respectively | 2,514,586 | 2,466,510 |
| Related party convertible notes payable | 395,600 | 395,600 |
| Deferred Revenue | 189,020 | 196,740 |
| Total current liabilities | 4,783,477 | 6,121,891 |
| Long term liabilities: | | |
| Convertible notes, net of discount of $7,125 and $58,980 at December 31, 2023 and 2022, respectively | 4,875 | 20,020 |
| Total long term liabilities | 4,875 | 20,020 |
| Total liabilities | 4,788,352 | 6,141,911 |
| Commitments and contingencies | - | - |
| Stockholders' Deficiency: | | |
| Preferred stock, $0 par value; 50,000,000 shares authorized, 60,000 Preferred stock shares issued and outstanding as of December 31, 2023 and 2022 | 30,000 | 30,000 |
| Common stock, $0 par value, 650,000,000 shares authorized, 103,070,296 and 96,075,776 issued and outstanding as of December 31, 2023 and 2022, respectively | 4,603,430 | 4,591,596 |
| Additional paid-in capital | 1,542,044 | 1,533,044 |
| Stock to be issued | 1,076,477 | 1,125,927 |
| Accumulated deficit | (9,499,562) | (10,705,195) |
| Total stockholders' deficiency | (2,247,611) | (3,424,628) |
| **Total Liabilities and Stockholders' Deficiency** | $ 2,540,741 | $ 2,717,283 |

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

**REELTIME RENTALS, INC.**
Consolidated Statements of Operations (unaudited)

| | For the Twelve Months Ended December 31, 2023 | For the Twelve Months Ended December 31, 2022 |
|---|---|---|
| Revenue | $ 2,570,580 | $ 1,590,421 |
| Cost of Revenue | 2,478,475 | 1,350,443 |
| Gross margin | 92,105 | 239,978 |
| Operating expenses: | | |
| Stock based compensation | $ (60,900) | $ 378,387 |
| Professional fees | 44,967 | 168,137 |
| General and administrative expenses | 15,571 | 34,021 |
| Amortization expense | 19,385 | 47,620 |
| Total operating expenses | 19,023 | 628,165 |
| Net operating income (loss) | 73,082 | (388,187) |
| Other income (expense): | | |
| Other income (expense) | (182,560) | 210,080 |
| Debt extinguishments | 1,857,524 | - |
| Interest income | - | 1,100 |
| Interest expense | (542,413) | (626,987) |
| Impairment expense | - | (47,600) |
| Total other income (expense) | 1,132,551 | (463,407) |
| Net income (loss) | $ 1,205,633 | $ (851,594) |
| Basic income (loss) per share | $ 0.012 | $ (0.010) |
| Fully diluted income per share | $ 0.001 | $ N/A |
| Weighted average number of common shares outstanding - basic | 98,275,837 | 84,218,289 |
| Weighted average number of common shares outstanding - diluted | 986,499,469 | N/A |

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

**REELTIME RENTALS, INC.**
Statement of Changes in Stockholders' Deficiency (Unaudited)
As of December 31, 2023 and December 31, 2022

| | Common Stock | | Preferred Stock | | Additional Paid-In Capital | Common Stock To Be Issued | Accumulated Deficit | Total Stockholders' Deficiency |
|---|---|---|---|---|---|---|---|---|
| | Shares | Amount | Shares | Amount | | | | |
| Balance at December 31, 2021 (Restated) | 71,986,291 | $ 4,530,907 | 60,000 | $ 30,000 | $ 1,416,474 | $ 708,792 | $ (9,853,601) | $ (3,167,428) |
| Conversion of notes payable into shares of common stock | 24,089,485 | 60,689 | - | - | - | - | - | 60,689 |
| Stock based compensation | - | - | - | - | - | 417,135 | - | 417,135 |
| Discount on convertible notes payable | - | - | - | - | 116,570 | - | - | 116,570 |
| Net income | - | - | - | - | - | - | (851,594) | (851,594) |
| Balance at December 31, 2022 | 96,075,776 | $ 4,591,596 | 60,000 | $ 30,000 | $ 1,533,044 | $ 1,125,927 | $ (10,705,195) | $ (3,424,628) |
| Conversion of notes payable into shares of common stock | 6,994,520 | 11,834 | - | - | - | - | - | 11,834 |
| Stock based compensation | - | - | - | - | - | (49,450) | - | (49,450) |
| Discount on convertible notes payable | - | - | - | - | 9,000 | - | - | 9,000 |
| Net income | - | - | - | - | - | - | 1,205,633 | 1,205,633 |
| Balance at December 31, 2023 | 103,070,296 | $ 4,603,430 | 60,000 | $ 30,000 | $ 1,542,044 | $ 1,076,477 | $ (9,499,562) | $ (2,247,611) |

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

**REELTIME RENTALS, INC.**
Statements of Cash Flow (Unaudited)

| | For the Twelve Months Ended December 31, 2023 | December 31, 2022 |
|---|---|---|
| Cash flows from operating activities: | | |
| Net Income (loss) | $ 1,205,633 | $ (851,594) |
| Adjustments to reconcile net loss to net cash used in operating activities: | | |
| Depreciation and amortization expense | 19,385 | 47,620 |
| Debt extinguishments | (1,857,524) | - |
| Stock based compensation | (60,900) | 378,387 |
| Non-cash interest | 543,051 | 625,887 |
| Unrealized (gain) loss on marketable securities | 182,560 | (210,080) |
| Changes in operating assets and liabilities: | | |
| Prepaid expense | 9,920 | (800) |
| Barter exchange (Note 10) | (33,785) | (270,464) |
| Intangible assets | | 47,600 |
| Accounts payable | 16,301 | (4,423) |
| Accrued expenses and other current liabilities | (357) | 1,504 |
| Due to related party | (27,025) | 26,290 |
| Deferred Revenue | (7,720) | 90,194 |
| Net cash used in operating activities | (10,461) | (119,879) |
| Cash flows from financing activities | | |
| Proceeds from convertible notes payable | - | 40,000 |
| Proceeds from long term convertible notes payable | 12,000 | 79,000 |
| Net cash provided by financing activities | 12,000 | 119,000 |
| Net increase (decrease) in cash | 1,539 | (879) |
| Cash - beginning of the year | 194 | 1,073 |
| Cash - end of the period | $ 1,733 | $ 194 |
| Supplemental disclosures: | | |
| Interest paid | $ - | $ - |
| Taxes paid | $ - | $ - |
| Supplemental disclosure for non-cash financing activities: | | |
| Discount on convertible notes payable | $ 9,000 | $ 116,570 |
| Conversion of notes payable and accrued interest to common stock | $ 11,834 | $ 60,689 |

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

**REELTIME RENTALS INC.**
**Notes to Financial Statements (Unaudited)**
**As of December 31, 2023**

**NOTE 1 – ORGANIZATION AND BASIS OF PRESENTATION BASIS**

**Nature of organization & business**

## i) Organization

ReelTime headquartered in Bothell, Washington was incorporated on June 24, 2004, under the laws of the State of Washington.

ii) Business

In 2014, ReelTime Rentals, Inc. ("ReelTime" or the "Company") shifted its focus and core business and formed strategic alliances and partnerships with various individuals in the media space with the intent and objective to develop specific technologies and entertainment-based products. Also, ReelTime takes a broad view of current advertising, marketing and public relations trends, video and broadcast media which allows ReelTime to focus upon, and identify, existing or emerging opportunities within the media and entertainment space which it can include in its suite of products and/or services. In addition, ReelTime expertise and exposure enables it to assist individuals and entities to capitalize upon, and maximize the benefits from, when they are suddenly thrust into, or receive, public attention and/or media exposure from, among other things, being featured on a TV show, an impactful event, viral social media or other types of media exposure.

In furtherance of its business, ReelTime seeks to establish, and participate, in strategic alliances. Among its strategic alliances, ReelTime established the ReelTime Media Group which uses the collaborative efforts of various media experts ranging from Emmy award winning producers, media distribution companies, marketing, and social media influencers. Another similar collaborative arrangement is ReelTime Media Partners which has produced television pilots and shows which aired on WeTV and Special Features that have aired on CNBC. They also produced numerous television marketing spots and commercials which have aired nationally across many media distribution platforms.

ReelTime Media group operates three distinct operational divisions, each producing revenue streams which provide the Company revenues.

On January 1, 2021, the Company acquired Discount Ad Brokers, a 15-year-old media company operating in the advertising industry, which was owned by NWBB, Inc. Discount Ad Brokers focuses on providing clients top tier placements at pricing levels at or below remnant inventory rate structures through an inventory acquisition model utilizing contracted capacity buys and bulk inventory-based contracts with major US media properties. In 2019, this business generated annual revenues in excess of $5,000,000.

On April 26, 2021, the Company acquired 100 percent ownership of Loudmouth Media, Inc. from Conservative Broadcast Media & Journalism, Inc. "LoudMouth News", became the first, longest running and only syndicated terrestrial (over the air) radio program that focused on the news relating to the marijuana industry in the USA and Canada. The acquisition price was 1,000,000 restricted shares of the Company's common stock valued at $155,000 or $0.155 per share.

***The Virtual Reality division,*** in operation since 2014, is in the business of developing, producing and distributing Virtual Reality content and technologies. ReelTime has end-to-end production, editing, and distribution capabilities for internal and external 360° Virtual Reality projects.

ReelTime continues to be actively engaged in developing and producing an end-to-end state of the art Virtual Reality suite including our two, award winning, live action series "In Front of View" and "Really Twins". ReelTime also produced "The Making of Megs McLean" available on its own proprietary mobile platform via the ReelTime VR app. All content is available as well on the Samsung Gear VR, Oculus and Vive based distribution, Veer, Vimeo, LittlStar, IGTV, YouTube and Facebook. ReelTime continues to launch its content on additional distribution portals as they emerge.

ReelTime developed and, on July 19, 2016, filed a patent application for a "Simultaneous Spherical Panorama Image and Video Capturing System" [Application no. 62364262] which has been in continued development. ReelTime anticipates that it will be able to use this technology in consumer and commercial applications. On September 1, 2020, the patent was officially issued as U.S. Patent Number 10761303.

***The Media division*** The ReelTime Media brand was established in 2017 initially to monetize the ability to connect advertisers with the nation's major media properties with excess advertising capacity which has expanded to that of a traditional advertising agency model providing production, media planning and placement services to national, regional and local advertising clients.

During the period from 2018 through 2020, as noted in its financial statements, ReelTime has participated in various barter transactions involving media advertising availability and placement activity with favorable financial results. A large portion of these barter transactions occurred through the iTrade Pay barter exchange. ReelTime intends to continue using various barter exchanges for a signification portion of its advertising/media placement activities in the future.

***The Content Production division*** developed from the production, editing and audio management elements of the VR division which was established in 2018 to engage in developing and producing Linear TV and Radio broadcasts of editorial support programing in a paid placement model including the flagship program title of "Special Featured Product Report" and the "Health Watch Minute" which aired on cable networks such as CNBC.

Developing a revenue stream from both the media placement activity and the production of the content piece within the content production division produces the highest gross margins of the three ReelTime divisions.

In the future, the Company anticipates that it will continue with its core media-based business activities which may, without any assurances, thereby generate sufficient revenues to expand and utilize emerging technologies and potential opportunities which may arise. The Company also anticipates that it may have the opportunity to acquire other similar media-based businesses that can help and assist it to advance its core activities as summarized herein.

The Company experiences no existing government regulation outside of general corporation law for the states in which it operates (or will operate) and federal regulations pertinent to it as an Issuer and in the course of daily business. Management perceives no probable government regulation that would otherwise restrict the business or the plans of the Company. In that context, management believes the Company is not significantly impacted by federal, state and local environmental laws and does not have significant costs associated with compliance with such laws and regulations. The Company has one officer and makes use of consultants on an as needed basis.

**Basis of Presentation**

The Company generated its first revenue in September 2006. The revenues to date are primarily associated with bartering, and the Company has accumulated a significant deficit. The financial statements of the Company have been prepared in accordance with generally accepted accounting principles in the United States of America.

**Reclassifications**

Certain prior year amounts have been reclassified for comparative purposes to conform to the current-year financial statement presentation. These reclassifications had no effect on previously reported results of operations. In addition, certain prior year amounts from the restated amounts have been reclassified for consistency with the current period presentation.

**Use of Estimates**

In preparing financial statements, management makes estimates and assumptions that affect the reported amounts of assets and liabilities in the balance sheet and revenue and expenses in the statement of expenses. Actual results could differ from those estimates.

**Cash and Cash Equivalents**

For the purposes of the statement of cash flows, the Company considers all highly liquid investments purchased with an original maturity of years or less to be cash equivalents. The cash balance was $1,733 and $194 at December 31, 2023 and 2022, respectively.

**Marketable Securities**

Marketable securities with determinable fair value are stated at fair value. Fair value is 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. Equity securities are valued at the closing price at the end of the current period. The Company reported a gain (loss) on marketable securities of ($182,560) and $210,080 for the years ended December 31, 2023 and 2022, respectively. The marketable securities balance was $254,320 and $436,880 at December 31, 2023 and 2022, respectively.

**Prepaid Expenses**

The Company considers all items incurred for future services to be prepaid expenses.

Prepaid expenses consist of the following:

| | | December 31, 2023 | | December 31, 2022 |
|---|---|---|---|---|
| **Barter assets** | $ | 5,000 | $ | 5,000 |
| **Media credit** | | 24,000 | | 24,000 |
| **PCAOB audit fees** | | - | | 10,000 |
| **Other** | | 5,630 | | 5,550 |
| | $ | 34,630 | $ | 44,550 |

**Concentrations of Risk**

Cash and cash equivalents deposited with financial institutions are insured by the Federal Deposit Insurance Corporation ("FDIC"). The Company did not hold cash in excess of FDIC insurance coverage at a financial institution as of December 31, 2023.

**Property and equipment**

Property and equipment are recorded at cost and depreciated on the straight-line method over the estimated useful lives. Expenditures for normal repairs and maintenance are charged to expense as incurred. The cost and related accumulated depreciation of assets sold or otherwise disposed of are removed from the accounts, and any gain or loss is included in operations.

**Capitalization**

Only assets with a cost over $5,000 and a useful life of over 1 year are capitalized. All other costs are expensed in the period incurred.

**Goodwill**

We test goodwill for impairment on an annual basis, or more frequently if circumstances, such as material deterioration in performance, indicate reporting unit carrying values may exceed their fair values. When evaluating goodwill for impairment, we may first perform a qualitative assessment to determine if the fair value of the reporting unit is more likely than not greater than its carrying amount. If we do not perform a qualitative assessment or if the fair value of the reporting unit is not more likely than not greater than its carrying amount, we calculate the implied estimated fair value of the reporting unit. If the carrying amount of goodwill exceeds the implied estimated fair value, an impairment charge to current operations is recorded to reduce the carrying value to the implied estimated fair value. The Company performed a goodwill impairment test at December 31, 2023 and determined no impairment charge was necessary to adjust the asset to fair value.

**Valuation of Long-Lived and Intangible Assets**

We assess the impairment of long-lived and intangible assets periodically, or at least annually, and whenever events or changes in circumstances indicate that the carrying value may not be recoverable. Factors considered important, which could trigger an impairment review, include the following: significant underperformance relative to historical or projected future cash flows; significant changes in the manner of use of the assets or the strategy of the overall business; and significant negative industry trends. When management determines that the carrying value of long-lived and intangible assets may not be recoverable, impairment is measured as the excess of the assets' carrying value over the estimated fair value. . At December 31, 2023, the Company performed an impairment analysis of the Company intangible assets and determined no asset impairment was necessary.

**Derivative Financial Instruments**

The Company does not use derivative instruments to hedge exposures to cash flow, market, or foreign currency risks. The Company evaluates all of its financial instruments to determine if such instruments are derivatives or contain features that qualify as embedded derivatives. For derivative financial instruments that are accounted for as liabilities, the derivative instrument is initially recorded at its fair value and is then re-valued at each reporting date, with changes in the fair value reported as charges or credits to income. For option-based derivative financial instruments, the Company uses the Binomial option-pricing model to value the derivative instruments at inception and subsequent valuation dates. The classification of derivative instruments, including whether such instruments should be recorded as liabilities or as equity, is reassessed at the end of each reporting period. Derivative instrument liabilities are classified in the balance sheet as current or non-current based on whether or not net-cash settlement of the derivative instrument could be required within 12 months of the balance sheet date.

**Fair Value Measurements**

In September 2006, the FASB issued ASC 820 (previously SFAS 157) which defines fair value, establishes a framework for measuring fair value, and expands disclosures about fair value measurements. The provisions of ASC 820 were effective January 1, 2008.

As defined in ASC 820, fair value is 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 (exit price). The Company utilizes market data or assumptions that market participants would use in pricing the asset or liability, including assumptions about risk and the risks inherent in the inputs to the valuation technique. These inputs can be readily observable, market corroborated, or generally unobservable. The Company classifies fair value balances based on the observations of those inputs. ASC 820 establishes a fair value hierarchy that prioritizes the inputs used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurement) and the lowest priority to unobservable inputs (level 3 measurement).

The three levels of the fair value hierarchy defined by ASC 820 are as follows:

Level 1 – Quoted prices are available in active markets for identical assets or liabilities as of the reporting date. Active markets are those in which transactions for the asset or liability occur in sufficient frequency and volume to provide pricing information on an ongoing basis. Level 1 primarily consists of financial instruments such as exchange-traded derivatives, marketable securities and listed equities.

Level 2 – Pricing inputs are other than quoted prices in active markets included in level 1, which are either directly or indirectly observable as of the reported date. Level 2 includes those financial instruments that are valued using models or other valuation methodologies. These models are primarily industry-standard models that consider various assumptions, including quoted forward prices for commodities, time value, volatility factors, and current market and contractual prices for the underlying instruments, as well as other relevant economic measures. Substantially all of these assumptions are observable in the marketplace throughout the full term of the instrument, can be derived from observable data or are supported by observable levels at which transactions are executed in the marketplace. Instruments in this category generally include non-exchange-traded derivatives such as commodity swaps, interest rate swaps, options and collars.

Level 3 – Pricing inputs include significant inputs that are generally less observable from objective sources. These inputs may be used with internally developed methodologies that result in management's best estimate of fair value.

On December 31, 2023, the Company wrote off $1,857,524 liabilities of the Company. The Company wrote off three promissory notes payable, a convertible promissory note payable, a payroll tax payable and amounts due a former executive and another minor item. Each of these items was older than the statute of limitations and no longer considered a liability of the Company. The Company did not identify any other assets or liabilities which required adjustment to fair value at December 31, 2023 and 2022.

**Revenue Recognition**

Revenue is recognized when a customer obtains control of promised goods or services and is recognized in an amount that reflects the consideration that an entity expects to receive in exchange for those goods or services. In addition, the standard requires disclosure of the nature, amount, timing, and uncertainty of revenue and cash flows arising from contracts with customers. The amount of revenue that is recorded reflects the consideration that the Company expects to receive in exchange for those goods. The Company applies the following five-step model in order to determine this amount: (i) identification of the promised goods in the contract; (ii) determination of whether the promised goods are performance obligations, including whether they are distinct in the context of the contract; (iii) measurement of the transaction price, including the constraint on variable consideration; (iv) allocation of the transaction price to the performance obligations; and (v) recognition of revenue when (or as) the Company satisfies each performance obligation.

The Company only applies the five-step model to contracts when it is probable that the entity will collect the consideration it is entitled to in exchange for the goods and service transfers to the customer. Once a contract is determined to be within the scope of ASC 606 at contract inception, the Company reviews the contract to determine which performance obligations the Company must deliver and which of these performance obligations are distinct. The Company recognizes as revenues the amount of the transaction price that is allocated to the respective performance obligation when the performance obligation is satisfied or as it is satisfied. Generally, the Company's performance obligations are transferred to customers at a point in time, typically upon delivery.

Bartering transactions represent the exchange of Company services for other services. These transactions are recorded at the estimated fair market value of the services provided or the fair value of the services received, whichever is most readily determinable. Revenue is recognized on bartering transactions and trade transactions when the services are provided. Expenses are recorded ratably over a period that estimates when the service received is utilized, or when the event occurs. Bartering transactions and trade revenues and expenses from continuing operations are included in revenue and cost of revenues, respectively.

**Income taxes**

The Company's policy is to provide for deferred income taxes based on the difference between the financial statement and tax bases of assets and liabilities using enacted tax rates that will be in effect when the differences are expected to reverse. The U.S. Tax Cuts and Jobs Act (TCJA) legislation reduces the U.S. federal corporate income tax rate from 35.0% to 21.0% and is effective June 22, 2018 for the Company. On January 1, 2023, the U.S. federal corporate income tax rate increased from 21% to 28%. We did not provide any current or deferred U.S. federal income tax provision or benefit for any of the periods presented because we have experienced operating losses since inception. When it is more likely than not that a tax asset cannot be realized through future income the Company must allow for this future tax benefit. We provided a full valuation allowance on the net deferred tax asset, consisting of net operating loss carryforwards, because management has determined that it is more likely than not that we will not earn income sufficient to realize the deferred tax assets during the carryforward period.

The Company is not aware of any uncertain tax position that, if challenged, would have a material effect on the financial statements for the year ended December 31, 2023 or during the prior three years applicable under FASB ASC 740. We did not recognize any adjustment to the liability for uncertain tax position and therefore did not record any adjustment to the beginning balance of accumulated deficit on the consolidated balance sheet. All tax returns for the Company remain open for examination.

At December 31, 2023, the Company had a net operating loss ("NOL's") carry forward available to offset future taxable income. The Company established valuation allowances equal to the full amount of the deferred tax assets due to the uncertainty of the utilization of the operating losses in future periods. The Company has not filed its federal tax returns since inception and therefore, the NOL's will not be available to offset future taxable income until the tax returns are filed with the respective federal tax authorities. The Company is in the process of filing the tax returns through December 31, 2023.

**Basic and diluted net income per share**

Basic net loss per common share is computed using the weighted average number of common shares outstanding. Diluted earnings per share (EPS) include additional dilution from common stock equivalents, such as stock issuable pursuant to the exercise of stock options warrants and convertible notes. Common stock equivalents are not included in the computation of diluted earnings per share when the Company reports a loss because to do so would be anti-dilutive for the periods presented. As of December 31, 2023, the Company has no options or warrants outstanding. At December 31, 2023, the total shares issuable upon conversion of convertible notes payable, shares issuable to consultants and Company executives would be approximately 918,290,000 shares of the Company's common stock.

The number of shares required to satisfy the requirements of the Company outstanding convertible instruments exceeds the number of unissued shares of the Company. The Company currently has 650,000,000 shares of common stock authorized, but that number is insufficient to meet the Company's obligations to certain individuals, officers, corporations and related corporations under the terms of our convertible promissory notes payable. Due to existing restrictions limiting the holder of a convertible note to receive, upon conversion, shares of common stock which will not exceed 4.9% of our issued and outstanding common stock, there is no imminent requirement that the number of our authorized capital stock be increases, At an appropriate time, the Company envisions seeking shareholder approval of an increase in the Company's authorized capitalization to some greater number of authorized shares, but the Company cannot provide any assurance that the Company will be able to obtain the necessary shareholder approval. If the Company fails to obtain shareholder approval for the increase in authorized capitalization, the Company may be in default under the terms of the convertible promissory notes payable.

On December 31, 2022, the Company completed negotiations to reduce the potential dilution of the Company's common stock by approximately 2,267,992,000 shares, with a note holder related to the Company. The conversion rate was increased to the listed market price of the Company's common stock on December 31, 2022. The conversion rates for nine convertible notes payable were increased from $0.00025 or $0.00050 to $0.007 per share. In addition, on December 31, 2022, the Company completed negotiations to reduce the potential dilution of the Company's common stock by approximately 522,087,000 shares with noteholders unrelated to the Company. The conversion rates for seven convertible notes payable was increased from $0.00025 or $0.00050 to $0.002 per share based on a mutual agreement between the noteholders and the Company. On December 31, 2022, the aggregate reduction of potential dilution was approximately 2,790,079,000 shares of the Company's common stock. At December 31, 2023, the total shares issued and outstanding, issuable upon conversion of convertible notes payable and other shares earned but not issued would be approximately 1,021,360,000 shares of the Company's common stock which exceeded the number of unissued shares of the Company's common stock by approximately 371,360,000 shares.

**Stock Compensation**

The Company accounts for share-based compensation in accordance with the fair value recognition provisions of the Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") No. 718 and No. 505. The Company issues restricted stock to employees and consultants for their services. Cost for these transactions are measured at the fair value of the equity instruments issued at the date of grant. These shares are considered fully vested and the fair market value is recognized as an expense in the period granted. The Company recognized consulting expenses and a corresponding increase to additional paid-in-capital related to stock issued for services. For agreements requiring future services, the consulting expense is to be recognized ratably over the requisite service period.

The Company uses the Black-Scholes option valuation model for estimating the fair value of traded options. This option valuation model requires the input of highly subjective assumptions including the expected stock price volatility. There were no options outstanding for the years ended December 31, 2023 and 2022.

The Company recorded stock-based compensation ($60,900) and $378,387 for the years ended December 31, 2023 and 2022, respectively, for the virtual reality business, bartering businesses and executive compensation. During January 2023, the Company cancelled two consulting agreements which resulted in stock compensation income of $62,375 reported for the year ended December 31, 2023, in the accompanying consolidated statements of operations.

**Recent Issued Accounting Standards**

During the year ended December 31, 2023, there were several new accounting pronouncements issued by the FASB. Each of these pronouncements, as applicable, has been or will be adopted by the Company. Management does not believe the adoption of any of these accounting pronouncements has had or will have a material impact on the Company's financial statements.

**NOTE 2 –INTANGIBLE ASSETS**

Intangibles consist of intellectual property and derivative works of $125,000 acquired in the purchase of the assets of ReelTime VR from Henthorn Enterprises Inc. on September 15, 2015. The fair value of the intellectual property derivative works was calculated using the net present value of the projected gross profit to be generated over 84 months beginning in September 2015 with annual amortization of $17,857. The intangible assets was fully amortized at December 31, 2022.

On September 1, 2020, the Company's patent application number 15/654,613, titled "Simultaneous Spherical Panorama Image and Video Capturing System", has officially been issued as U.S. Patent Number 10,761,303. The cost of the patent was $11,985 and recorded as an intangible asset in the accompanying consolidated balance sheets. The patent will be amortized over its estimated life of 12.5 years with an annual amortization of $959.

The acquisition of Discount Ad Brokers on January 1, 2021 contained intangibles of intellectual property and other assets of $274,300. The assets will be amortized over estimated lives from one year to 10 years with an annual amortization of $38,353 for year 1. At December 31, 2021, the Company reported an impairment loss of $117,973 which wrote the remaining unamortized balance of the Discount Ad Brokers intangible assets to fair value in the accompanying statement of operations. The adjusted annual amortization is $18,427.

The intangibles assets of Loudmouth Media, Inc. will be amortized over estimated lives from three years to 7 years with an annual amortization of $41,476 for year 1. At December 31, 2021, the Company reported an impairment loss of $63,154 which wrote the remaining unamortized balance of the Loudmouth intangible assets to fair value in the accompanying statement of operations. The adjusted annual amortization is $20,738. At September 30, 2022, the Company reported an impairment loss of $47,600 which wrote the remaining unamortized balance of the Loudmouth intangible assets to $-0- in the accompanying statement of operations.

The Company recorded amortization expense of $19,385 and $47,620 for the years ended December 31, 2023 and 2022, respectively.

**NOTE 3 – GOING CONCERN**

The accompanying financial statements have been prepared on a going concern basis, which contemplates the realization of assets and satisfaction of liabilities in the normal course of business. Historically, the Company has incurred material recurring losses from operations. At December 31, 2023, the Company has an accumulated deficit since inception of $9,499,562. The Company generated $2,570,580 revenues primarily from cashless barter sales and a net income of $1,205,633 during the year ended December 31, 2023. The net income for the year ended December 31, 2023 includes debt extinguishments of $1,857,524 for the write off of three promissory notes payable, a convertible promissory note payable, a payroll tax payable, amounts due a former executive and another minor item. Each of these items was older than the statute of limitations and were considered no longer a liability of the Company. If the debt extinguishments were excluded, the Company lost $651,891 for the years ended December 31, 2023. In addition, the Company is experiencing a continuing operating cash flow deficiency. These factors, among others, raise substantial doubt about the Company's ability to continue as a going concern.

The Company is relying on investor funding to maintain operations. The Company will continue to pursue additional equity financing and/or debt financing while managing cash flow in an effort to provide funds and cash flow to meet its obligations on a timely basis.

The financial statements do not contain any adjustments to reflect the possible future effects on the classification of assets or the amounts and classification of liability that may result should the Company be unable to continue as a going concern.

**NOTE 4 – RELATED PARTY ACTIVITY**

*Executive contracts*

On June 1, 2016, the Company signed a five-year Executive Employment Contracts for the Company's CEO and CFO. Each executive will be compensated with $100,000 per year base compensation with 50% bonus opportunities and milestone incentives, payable in the Company's restricted common stock and 1,000,000 restricted shares of the Company's common stock payable on each anniversary beginning June 1, 2017. The provision for a $100,000 base with 50% bonus compensation was removed in December 2016 from both employment contracts. In addition, each executive was granted 4,000,000 incentive and other shares for an aggregate of 8,000,000 shares for meeting certain Company objectives. The objectives were achieved, and executives earned the shares. During August 2018, the Company issued 5,000,000 restricted shares of the Company's common stock to the Company's CEO and CFO for an aggregate of 10,000,000 shares for their June 1, 2017 anniversary and incentive shares. The shares were valued at $114,000 or $0.0114 per share. On June 1, 2018, the executives earned 1,000,000 restricted shares of the Company's common stock for an aggregate of 2,000,000 shares for their June 1, 2018 anniversary. The shares were valued at $60,000 or $0.03 per share. On December 31, 2018, the Company's CFO resigned from the Company and ceased accruing further shares. As of December 31, 2023, these shares have not been issued to the executives. On June 1, 2019, the Company's CEO earned 1,000,000 restricted shares of the Company's common stock for his June 1, 2019 anniversary. The shares were valued at $9,400 or $0.0094 per share. As of December 31, 2023, these shares have not been issued to the executive. On June 1, 2020, the Company's CEO earned 1,000,000 restricted shares of the Company's common stock for his June 1, 2020 anniversary. The shares were valued at $9,500 or $0.0095 per share. As of December 31, 2023, these shares have not been issued to the executive. Since the CEO received a new contract as of October 1, 2020, this employment agreement dated June 1, 2015, was cancelled as of June 1, 2020.

On October 1, 2020, the Company signed a two-year Executive Employment Contracts for the Company's CEO. The CEO will receive 4,444,000 restricted shares of the Company's common stock for the service period from October 1, 2020 through September 30, 2022. The shares were valued at $311,080 or $0.07 per share. A total of 555,500 shares vest each 90 days after the October 1, 2020 grant date. As of September 30, 2022, the CEO has earned 4,444,000 shares valued at $311,080 or $0.07 per share. As of December 31, 2023, these shares have not been issued to the executive. In addition, the CEO will receive $4,000 per month for the first five months, $6,000 a month for months six through twelve and $12,000 per month for months thirteen through twenty-four. Under the agreement, the CEO's compensation was $108,000 for the years ended December 31, 2022, respectively. The contract terminated on September 30, 2022 and was not renewed. The Company's CEO is owed $88,275 and $93,170 at December 31, 2023 and 2022, respectively.

*Other*

On October 1, 2019 the Company entered into a twenty-four-month agreement with Baristas Coffee Company, Inc, a related corporation, to provide various services including product development, social media management, website development and other services. The Company will be paid $1,000 per month. The contact was extended on a month-to-month basis after December 31, 2021. The Company has earned $6,000 under the contract for the year ended December 31, 2022. The contract terminated on July 1, 2022.

On March 1, 2020 the Company entered into a twenty-four-month agreement with Munchie Magic, a related corporation, to provide various services including product development, social media management, website development and other services. The Company will be paid $5,000 for month one, $4,000 for month two and $3,500 per month thereafter. The Company has earned $42,000 under the contract for the years ended December 31, 2023 and 2022, respectively. The balance of unpaid fees amounted to $84,320 and $62,190 at December 31, 2023 and 2022, respectively and recorded as deferred revenue in the accompanying consolidated balance sheet.

On January 12, 2021, the Company signed a Worldwide Exclusive Limited Perpetual Technology, Business Model and Processes Licensing Agreement with a related corporation (Munchie Magic) for developing, implementing, and marketing various technologies, business models and processes. Under the agreement, Munchie Magic will pay a license fee to the Company equal to $.35 per transaction (customer order).

On August 16, 2021, Munchie Magic DBA Thai Dah, a related corporation, signed a Worldwide Exclusive Limited Perpetual Technology, Business Model and Processes Licensing Agreement with the Company for developing, implementing, and marketing various technologies, business models and processes. Under the agreement, Thai Dah will pay a license fee to the Company equal to $.35 per transaction (customer order).

On August 16, 2021, Munchie Magic DBA Mini Bar, a related corporation, signed a Worldwide Exclusive Limited Perpetual Technology, Business Model and Processes Licensing Agreement with Company for developing, implementing, and marketing various technologies, business models and processes. Under the agreement, Mini Bar will pay a license fee to the Company equal to $.35 per transaction (customer order).

License fees for the Worldwide Exclusive Limited Perpetual Technology, Business Model and Processes Licensing Agreements for Munchie Magic, Munchie Magic - Thai Dah, and Munchie Magic DBA MiniBar Magic $428 and $4,126 for the years ended December 31, 2023 and 2022, respectively.

The Company provided executive direction, services and other administrative support to the related corporations.

**NOTE 5– ACCRUED EXPENSES**

Accrued expenses consist of the following:

| | | December 31, 2023 | | December 31, 2022 |
|---|---|---|---|---|
| **Accrued Compensation** | $ | 3,691 | $ | 302,930 |
| **Accrued Payroll Taxes** | | -0- | | 439,292 |
| **Accrued Interest** | | 1,572.534 | | 1,937,058 |
| | $ | 1,576,225 | $ | 2,679,280 |

On September 30, 2023, the Company wrote-off a $257,819 compensation liability for a former executive of the Company, a $439,292 accrual for payroll taxes represented by unpaid federal income taxes including penalty and interest through September 30, 2023 from a liability incurred during 2006 through 2008 for former employees and accrued interest for $854,035 for three promissory notes payable, and one convertible note payable. Each of these items was older than the statute of limitations and no longer considered a liability of the Company. The aggregate write off of $1,551,146 is recorded as debt extinguishments in accompanying statements of operations.

## NOTE 6 – NOTES PAYABLE

*Notes payable: non-convertible*

The Company has issued a number of notes with various maturity dates from 2007 through 2009 to unrelated parties. On September 30, 2023, the Company wrote-off $1,109,862 of principal and accrued interest for all the notes payable. Each of these notes was older than the statute of limitations and no longer considered a liability of the Company. The write off of $1,109,862 is recorded as debt extinguishments in accompanying statements of operations. The unpaid balance including accrued interest was $-0- and $1,066,447 at December 31, 2023 and 2022, respectively. The promissory notes are reported as notes payable in the accompanying consolidated balance sheets.

*Notes payable: convertible non-related parties*

The Company has issued a number of convertible notes with various maturity dates to non-related parties. The loans bear interest at 5% to 10% and have various maturity dates through November 23, 2024. After maturity, the interest rate increases to 10% or 15%. In addition, at any time, the individual or corporation may convert the note into shares of the Company's common stock at various exercise prices between $0.00025 to $0.20 per share. Due to the short-term nature of these loans, they are recorded as current liabilities. The Company calculates the fair value of the beneficial conversion feature as the difference between the conversion price and the fair market value of the Company's common stock on the date of issuance. There were no new convertible promissory notes during the three months ended December 31, 2023. The debt discounts are amortized through the term of the notes. On September 30, 2023, the Company wrote-off $19,164 of principal and accrued interest for a convertible promissory note payable. The note was older than the statute of limitations and no longer considered a liability of the Company. The write off of $19,164 is recorded as debt extinguishments in accompanying statements of operations. The outstanding balances including accrued interest at December 31, 2023 and 2022 was $3,757,550 and $3,303,531, respectively. The outstanding principal balance, net of debt discount at December 31, 2023 and 2022 was $2,514,586 and $2,466,510, respectively. The Company is in default under the repayment terms for the majority of these convertible notes payable.

As of December 31, 2023, the conversion price of the non-related party convertible notes were fixed and determinable on the date of issuance and as such in accordance with ASC Topic 815 "*Derivatives and Hedging*" ("ASC 815"), the embedded conversion options of the note were not considered derivative liabilities. The beneficial conversion features of certain convertible notes are at a price below fair market value. The Company recorded interest expense on the debt discount of $23,156 and $109,002 for the years ended December 31, 2023 and 2022, respectively, in the accompanying consolidated statements of operations.

*Notes payable: convertible related parties*

The Company has issued a number of convertible notes to related parties. The loans bear interest at 5% to 10% and have various maturity dates through August 3, 2022. After maturity, the interest rate generally increases to 10% or 15%. In addition, at any time, the related party may convert the note into shares of the Company's common stock at various exercise prices between $0.0025 to $0.05 per share. Due to the short-term nature of these loans, they are recorded as current liabilities. The Company calculated the fair value of the beneficial conversion feature as the difference between the conversion price and the fair market value of the Company's common stock into on the date of issuance. There were no new convertible promissory notes during the years ended December 31, 2023. The debt discounts are amortized through the term of the notes. On December 31, 2022, the Company netted $11,117 of principal and accrued interest from three related parties notes receivable with notes payable from the related parties. The outstanding balances including accrued interest at December 31, 2023 and December 31,2022 was $745,331 and $697,169, respectively. The debt discounts were -0- at December 31, 2023 and December 31,2022. The Company is not compliant with the repayment terms of these notes payable.

As of December 31, 2023, the conversion price of the related party convertible notes were fixed and determinable on the date of issuance and as such in accordance with ASC Topic 815 "*Derivatives and Hedging*" ("ASC 815"), the embedded conversion options of the notes were not considered derivative liabilities. The beneficial conversion features of certain convertible notes are at a price below fair market value. The Company recorded interest expense on the debt discounts of $-0- and $2,695 for the years ended December 31, 2023 and 2022, respectively, in the accompanying consolidated statements of operations.

*Long Term Notes payable: convertible non-related parties*
The Company has issued a convertible note payable to a non-related party. The loan bear interest at 10% and a maturity date of July 30, 2025. After maturity, the interest rate increases to 15%. In addition, at any time, the non-related party may convert the note into shares of the Company's common stock at an exercise price of $0.002 per share. Due to the long-term nature of these loans, they are recorded as long-term liabilities. The Company calculates the fair value of the beneficial conversion feature as the difference between the conversion price and the fair market value of the Company's common stock on the date of issuance. There were no new convertible promissory notes during the three months ended December 31, 2023. The debt discounts are amortized through the term of the notes. The outstanding balances including accrued interest at December 31, 2023 and 2022 was $12,506 and $81,896, respectively. The outstanding principal balance, net of debt discount at December 31, 2023 and 2022, was $4,875 and $20,020, respectively.

As of December 31, 2023, the conversion price of the non-related party convertible notes were fixed and determinable on the date of issuance and as such in accordance with ASC Topic 815 "*Derivatives and Hedging*" ("ASC 815"), the embedded conversion options of the note were not considered derivative liabilities. The beneficial conversion features of certain convertible notes are at a price below fair market value. The Company recorded interest expense on the debt discount of $23,275 and $17,640 for the years ended December 31, 2023 and 2022, respectively, in the accompanying consolidated statements of operations.

**NOTE 7 – EQUITY TRANSACTIONS**

The Company was established with two classes of stock, 650,000,000 shares authorized of no-par value common stock and 50,000,000 shares authorized of no-par value preferred stock. The Company had 103,070,296 and 96,075,776 shares of common stock issued and outstanding as of December 31, 2023 and 2022, respectively. The Company had 60,000 shares of preferred stock issued and outstanding as of December 31, 2023 and 2022.

During May 2023, it has been determined that the Company has not filed any Certificate of Designation to establish the rights, preferences, limitations or other elements applicable to its existing series or class of preferred shares. Notwithstanding the foregoing, the Company currently has 60,000 shares of its preferred stock issued and outstanding. The Company intends to undertake efforts to correct and cure the foregoing defective corporate action by following the procedures and requirements as set forth in pertinent provisions of RCW 23B.30.010 – 23B.30.080. When completed, each existing share of preferred stock is deemed to be an identical share of valid preferred stock issued at the time it was purportedly issued.

*Transactions*

During January 2018, an individual converted $158 of accrued interest into 630,000 restricted shares of the Company's common stock at $0.00025 per share to partially satisfy a convertible promissory note dated June 6, 2015. As of December 31, 2023, these shares have not been issued to the individual.

For the years ended December 31, 2018 and prior years, consultants and executives earned 4,672,859 restricted shares of the Company's common stock for services to the Company. The shares were valued at $163,650 or $0.035 per share. On December 31, 2023, the Company wrote-off 172,859 shares due to a former executive. The obligation for these unissued shares was older than the statute of limitations and such obligation was no longer considered due from the Company. The shares were valued at $30,250 or $0.1750 per share and recorded as a debt extinguishment in accompanying statements of operations. The remaining 4,500,000 shares valued at $133,400 or $0.0296 per share have not been issued to the consultants and executives as of December 31, 2023.\

During April 2019, a consultant earned 250,000 restricted shares of the Company common stock under a consulting contract for virtual reality and bartering services to the Company. The shares were valued at $2,500 or $0.01 per share. As of December 31, 2023, these shares have not been issued to the individual.

During May 2019, a consultant earned 250,000 restricted shares of the Company common stock under a consulting contract for virtual reality and bartering services to the Company. The shares were valued at $2,400 or $0.096 per share. As of December 31, 2023, these shares have not been issued to the individual.

During June 2019, the Company's CEO earned 1,000,000 restricted shares of the Company common stock under an employment contract from the Company. The shares were valued at $9,400 or $0.0094 per share. As of December 31, 2023, these shares have not been issued to the CEO.

During October and November 2019, two consultants earned 1,000,000 restricted shares of the Company common stock under consulting contracts for virtual reality and bartering services to the Company. The shares were valued at $9,800 or $0.0098 per share. As of December 31, 2023, these shares have not been issued to the individuals.

During January 2020, a consultant earned 500,000 restricted shares of the Company common stock under a consulting contract for virtual reality and bartering services to the Company. The shares were valued at $5,000 or $0.01 per share. As of December 31, 2023, these shares have not been issued to the individual.

During May 2020, a consultant earned 500,000 restricted shares of the Company common stock under a consulting contract for virtual reality and bartering services to the Company. The shares were valued at $4,800 or $0.0096 per share. As of December 31, 2023, these shares have not been issued to the individual.

During June 2020, the Company's CEO earned 1,000,000 restricted shares of the Company common stock under an employment contract from the Company. These shares were valued at $9,500 or $0.0095 per share. As of December 31, 2023, the shares have not been issued to the CEO.

On August 1, 2020 the Company signed a stock purchase agreement with an attorney for 750,000 restricted shares of the Company's common stock. Under the agreement, the attorney agreed to provide legal fees of $7,500 to the Company for patent services. At December 31, 2023, these shares have not yet been issued to the attorney.

During October and November 2020, two consultants earned 1,000,000 restricted shares of the Company common stock under consulting contracts for virtual reality and bartering services to the Company. The shares were valued at $11,000 or $0.011 per share. As of December 31, 2023, these shares have not been issued to the individuals.

On December 9, 2020, the Company entered into a two-year agreement with Marc Hatch, to provide expertise as sales manager for the Company's Discount AD Brokers acquisition. Mr. Hatch will be compensated with 1,000,000 shares of the Company's restricted common stock for each year of service for an aggregate of 2,000,000 shares. The subject shares will be earned on January 1, 2022 and January 1, 2023. The shares for year one were valued at $119,900 or $.1199 per share. The shares for year two were valued at $59,000 or $.059 per share. At December 31, 2023, 2,000,000 shares have been earned but have not yet been issued.

On December 30, 2020, the Company's CEO earned 555,500 restricted shares of the Company's common stock shares under an executive compensation agreement dated October 1, 2020. The shares were valued at $38,885 or $0.07 per share. As of December 31, 2023, these shares have not been issued to the executive.

On March 30, 2021, the Company's CEO earned 555,500 shares valued at $38,885 or $.07 per share under his October 1, 2020 employment agreement. As of December 31, 2023, these shares have not been issued to the executive.

On March 31, 2021, a consultant earned 100,000 restricted shares of the Company common stock under a consulting contract for services to the Company. The shares were valued at $11,990 or $0.1199 per share. As of December 31, 2023, these shares have not been issued to the individual.

During April 2021, a consultant earned 250,000 restricted shares of the Company's common stock for services to the Company. The shares were valued at $0.1273 per share or $31,825. The shares have not been issued as of December 31, 2023.

On June 13, 2021, a corporation converted $4,000 of principal into 800,000 unrestricted shares of the Company's common stock at $.005 per share to partially satisfy convertible promissory notes dated July 5, 2017 and August 8, 2017. These shares were not issued to the corporation at December 31, 2023.

On June 28, 2021, the Company's CEO earned 555,500 shares valued at $38,885 or $.07 per share under his October 1, 2020 employment agreement. As of December 31, 2023, these shares have not been issued to the executive.

On September 26, 2021, the Company's CEO earned 555,500 shares valued at $38,885 or $.07 per share under his October 1, 2020 employment agreement. As of December 31, 2023, these shares have not been issued to the executive.

During October and November 2021, two consultants earned 1,000,000 restricted shares of the Company common stock under consulting contracts for virtual reality and bartering services to the Company. The shares were valued at $117,100 or $0.1171 per share. As of December 31, 2023, these shares have not been issued to the individuals.

On December 26, 2021, the Company's CEO earned 555,500 shares valued at $38,885 or $.07 per share under his October 1, 2020 employment agreement. As of December 31, 2023, these shares have not been issued to the executive.

At December 31, 2021, 1,000,000 shares have been earned and valued at $.0244 per share or $69,800 under a "Work for Hire Performance Agreements" dated August 2016, with actors to co-host the Virtual Reality travel show "Really Twins". As of December 31, 2023, the 1,000,000 shares have not been issued to the actors.

During January 2022, a consultant earned 500,000 restricted shares of the Company common stock under a consulting contract for services to the Company. The shares were valued at $63,650 or $0.1273 per share. As of December 31, 2023, these shares have not been issued to the individual.

On February 2, 2022, the Company issued 3,220,000 unrestricted shares of the Company's common stock to a corporation, which partially satisfy the principal and interest under convertible promissory note dated December 3, 2018. The shares were valued at $16,100 or $0.005 per share.

On February 15, 2022, the Company issued 3,091,775 unrestricted shares of the Company's common stock to a corporation, which partially satisfy the principal and interest under convertible promissory note dated September 23, 2014. The shares were valued at $6,184 or $0.002 per share.

On March 25, 2022, the Company's CEO earned 555,500 shares valued at $38,885 or $.07 per share under his October 1, 2020 employment agreement. As of December 31, 2023, these shares have not been issued to the executive.

During April 2022, a consultant earned 250,000 restricted shares of the Company's common stock for services to the Company. The shares were valued at $0.038 per share or $9,500. These shares have not been issued as of December 31, 2023.

On April 21, 2022, the Company issued 3,759,400 unrestricted shares of the Company's common stock to a corporation, which fully satisfy the principal and interest under convertible promissory notes dated July 18, 2017, September 13, 2019, December 5, 2019 and December 6, 2019. The shares were valued at $18,797 or $0.005 per share.

On May 4, 2022, the Company issued 3,794,790 unrestricted shares of the Company's common stock to a corporation, which partially satisfy the principal and interest under convertible promissory note dated August 20, 2014. The shares were valued at $7,590 or $0.002 per share.

On June 15, 2022, the Company issued 1,794,240 unrestricted shares of the Company's common stock to a corporation, which fully satisfy the principal and interest under convertible promissory notes dated August 20, 2014 and September 23, 2014. The shares were valued at $3,588 or $0.002 per share.

On June 25, 2022, the Company's CEO earned 555,500 shares valued at $38,885 or $.07 per share under his October 1, 2020 employment agreement. As of December 31, 2023, these shares have not been issued to the executive.

On July 20, 2022, the Company issued 3,937,500 unrestricted shares of the Company's common stock to a corporation, which partially satisfy the interest under a convertible promissory note dated September 15, 2015. The shares were valued at $3,938 or $0.001 per share.

On September 21, 2022, the Company's CEO earned 555,500 shares valued at $38,885 or $.07 per share under his October 1, 2020 employment agreement. As of December 31, 2023, these shares have not been issued to the executive.

On October 1, 2022, a consultant earned 750,000 restricted shares of the Company common stock under consulting contracts for virtual reality and bartering services to the Company. The shares were valued at $74,625 or $0.0995 per share. As of December 31, 2023, these shares have not been issued to the individuals.

On December 28, 2022, the Company issued 4,491,780 unrestricted shares of the Company's common stock to a corporation, which partially satisfy the principal and interest under a convertible promissory note dated September 15, 2015. The shares were valued at $4,492 or $0.001 per share.

On June 28, 2023, the Company issued 2,154,520 unrestricted shares of the Company's common stock to a corporation, which fully satisfied the principal and interest under a convertible promissory note dated September 15, 2015. The shares were valued at $2,154 or $0.001 per share.

On October 12, 2023, the Company issued 4,840,000 unrestricted shares of the Company's common stock to a corporation, which fully satisfy the accrued interest under a convertible promissory note dated November 2, 2015. The shares were valued at $9,680 or $0.002 per share.

As of December 31, 2023, a consultant earned 682,427 restricted shares of the Company common stock under a consulting contract dated July 6, 2021 for accounting services to the Company. The shares were valued at $12,549 or $0.0184 per share. As of December 31, 2023, these shares have not been issued to the consultant.

**NOTE 8 – MATERIAL CONTRACTS**

During August 2016, the Company entered into 2 (two) “Work for Hire Performance Agreements” with actors to co-host the Virtual Reality travel show “Really Twins”. The contracts cover two seasons for the Virtual Reality show, defined as 6 (nine) episodes per season. All work must be completed by December 31, 2020. The agreement may be terminated without cause by either party upon 30 days advance notice. For each season of “Really Twins” Virtual Reality show, the two actors are compensated with 1,000,000 shares for an aggregate of 2,000,000 shares of the Company’s unregistered common stock. The first season was completed during January 2018 and the 1,000,000 shares were valued at $.0244 per share or $24,400. During June 2019, the contracts for season two of the “Really Twins” was extended to June, 30 2020. During June 2020, the agreement with the Really Twins for season two was extended until December 31, 2021 due to complications of shooting during Covid-19. At December 31, 2021, the 1,000,000 shares have been earned and valued at $.0244 per share or $69,800. As of December 31, 2023, the 2,000,000 shares have not been issued for the first and second season of the ” Really Twins”.

On September 15, 2017, the Company entered into an Agreement with a corporation to provide $2,000,000 in pre-paid media placement opportunities and services in exchange for a $2,000,000 convertible note with right to convert indebtedness, at conversion price of $1 per share, into shares of the Company’s common stock. The corporation may only convert shares consistent with the amount of media utilized by the Company as a direct result of signed insertion orders. The media assignments may be used on television, radio, out of home, digital display and print publications including airline magazines subject to normal placement terms excluding current contracted buys and existing agency specific or media property relationships previously entered into by the Company. As of December 31, 2023, no work has been performed on the contract.

On March 27, 2018, the Company entered into a “Binding Letter of Agreement” with veteran detective/author John Cameron for 50% rights to "It’s Me Edward Wayne Edwards - The Serial Killer You Never Heard of" and the subsequent updated version "It Was Always ME! Edward Edwards - The Most Prolific Serial Killer of All Time" and/or its derivatives. In exchange, the Company will issue the author 1,000,000 restricted shares of Company’s common stock valued at $20,000 or $0.02 per share and provide various multimedia services to market and sell the book. The services include websites, internet accessible portals complete with e-commerce, affiliate programs, TV, Radio spots, etc. At December 31, 2023, the 1,000,000 shares have not been issued to Mr. Cameron.

On December 9, 2020, the Company entered into a two-year consulting agreement with an individual to provide expertise as the sales manager for the Company’s Discount AD Brokers acquisition. The consultant will be compensated with 1,000,000 shares of the Company’s restricted common stock for each year of service for an aggregate of 2,000,000 restricted shares. The subject shares will be earned on January 1, 2022 and January 1, 2023. The shares for year one were valued at $119,900 or $.1199 per share. The shares for year two were valued at $59,000 or $.059 per share. At December 31, 2023, 2,000,000 restricted shares have been earned but have not yet been issued to the consultant. In addition, the consultant is compensated with 3.5% of the gross advertising revenues generated by the media business (former Discount Ad Brokers) after meeting certain milestones. During the years ended December 31, 2023 and 2022, the consultant earned $280 and $2,228, respectively, under the agreement for 3.5% of the gross advertising revenues.

**NOTE 9 – BARTERING TRANSACTIONS**

In 2017, the Company began providing media services using two on-line bartering websites and third-party providers. The Company’s business model is to purchase incomplete advertising impressions with barter assets and sell completed advertising for barter assets or cash. The Company achieved revenues of $2,517,266 from 75 transactions ranging from $1,247 to $1,402,982 each, for the years ended December 31, 2023 and achieved revenues of $1,498,216 from 153 transactions ranging from $177 to $120,000 each, for the years ended December 31, 2022. The cost of revenues amounted to approximately 47% to 104% of the gross revenues for the years ended December 31, 2023 and 2022.

At December 31, 2023 and 2022, respectively the unused service received was $1,447,379 and $1,413,594 for barter exchange and related prepaid expenses of $5,000, were recorded on the accompanying consolidated balance sheet. In addition, deferred revenue of $104,700 and $134,550 for completed but unearned bartering transactions was recorded on the accompanying consolidated balance sheet at December 31, 2023 and 2022, respectively.

**NOTE 10 - INCOME TAXES**

The Company's policy is to provide for deferred income taxes based on the difference between the financial statement and tax bases of assets and liabilities using enacted tax rates that will be in effect when the differences are expected to reverse. We did not provide any current or deferred U.S. federal income tax provision or benefit for any of the periods presented because we have experienced operating losses since inception. When it is more likely than not that a tax asset cannot be realized through future income the Company must allow for this future tax benefit. We provided a full valuation allowance on the net deferred tax asset, consisting of net operating loss carryforwards, because management has determined that it is more likely than not that we will not earn income sufficient to realize the deferred tax assets during the carryforward period.

The Company is not aware of any uncertain tax position that, if challenged, would have a material effect on the financial statements for the year ended December 31, 2023 or during the prior three years applicable under FASB ASC 740. We did not recognize any adjustment to the liability for uncertain tax position and therefore did not record any adjustment to the beginning balance of accumulated deficit on the balance sheet. All tax returns for the Company remain open for examination.

The provision for income taxes differs from the amount computed by applying the statutory federal income tax rate to income before provision for income taxes. The sources and tax effects of the differences for the periods presented are as follows:

| | **2023** | **2022** |
|---|---|---|
| Income tax provision at the federal statutory rate | 28% | 21% |
| Effect on operating losses | (28)% | (21)% |

The net deferred tax assets consist of the following:

| | **December 31, 2023** | **December 31, 2022** |
|---|---|---|
| Deferred tax asset | $ 2,659,877 | $ 2,248,091 |
| Valuation allowance | (2,659,877) | (2,248,091) |
| Net deferred tax asset | $ - | $ - |

**NOTE 11 – SUBSEQUENT EVENTS**

The Company evaluated all events or transactions that occurred through April 25, 2024. During this period, the Company did not have any material recognizable subsequent events.