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Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

Santeon Group Inc

9108 Church Street, Ste 292
Manassas, Va 20108



703-970-9200
<https://www.santeon.com>
info@santeon.com

Annual Report

For the period ending December 31, 2023 (the "Reporting Period")

Outstanding Shares

The number of shares outstanding of our Common Stock was:

7,648,072 as of December 31, 2023 (*Current Reporting Period Date or More Recent Date*)

7,648,072 as of December 31, 2022 (*Most Recent Completed Fiscal Year End*)

Shell Status

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

Yes: ☐ No: ☒

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

Yes: ☐ No: ☒

Change in Control

Indicate by check mark whether a Change in Control⁴ of the company has occurred during this reporting period:

⁴ "Change in Control" shall mean any events resulting in:

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

Yes: ☐ No: ☒

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

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

On August 16, 2010, the Company changed its name to Santeon Group Inc.
On February 2, 2009, the Company changed its name to ubroadcast, Inc.
On January 24, 2005, the Company changed its name to Diamond I, Inc
On May 24, 2004, the Company changed its name to AirRover Wi-Fi Corp
On August 15, 2003, the Company changed its name to Air-Q Wi-Fi Corp
On April 4, 2002, the Company changed its name to Covenant Financial Corp.
On June 22, 2000, the Company changed its name to HomeGate Corp.
On October 19, 1988, the Company changed its name to Spartan Oil Corp.
The Company was Originally Incorporated on January 5, 1988, as Oliver Owen Corporation.

Current State and Date of Incorporation or Registration: January 5, 1988, Delaware
Standing in this jurisdiction: (e.g. active, default, inactive): the company is currently active in the state.

Prior Incorporation Information for the issuer and any predecessors during the past five years:
NA

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

NA

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

NA

Address of the issuer's principal executive office:

9108 Church Street, Ste 292, Manassas, Va 20108

Address of the issuer's principal place of business:

☒ *Check if principal executive office and principal place of business are the same address:*

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

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

(ii) The consummation of the sale or disposition by the Company of all or substantially all of the Company's assets;
(iii) A change in the composition of the Board occurring within a two (2)-year period, as a result of which fewer than a majority of the directors are directors immediately prior to such change; or
(iv) The consummation of a merger or consolidation of the Company with any other corporation, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or its parent) at least fifty percent (50%) of the total voting power represented by the voting securities of the Company or such surviving entity or its parent outstanding immediately after such merger or consolidation.

2) Security Information

Transfer Agent

Name: Securities Transfer Corporation
Phone: (469) 633-0101
Email: NA
Address: 2901 Dallas Pkwy Suite 380, Plano, TX 75093

Publicly Quoted or Traded Securities:

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

Trading symbol: SANT
Exact title and class of securities outstanding: COMMON
CUSIP: 80288B209
Par or stated value: \$.001

Total shares authorized:	50,000,000	as of date: December 31,2023
Total shares outstanding:	7,648,072	as of date: December 31,2023
Number of shares in the Public Float2:	997,012	as of date: December 31,2023
Total number of shareholders of record:	134	as of date: December 31,2023

Please provide the above-referenced information for all other publicly quoted or traded securities of the issuer.

NA

Other classes of authorized or outstanding equity securities that do not have a trading symbol:

The goal of this section is to provide a clear understanding of the share information for its other classes of authorized or outstanding equity securities (e.g., preferred shares that do not have a trading symbol). Use the fields below to provide the information, as applicable, for all other authorized or outstanding equity securities.

Exact title and class of the security:	NA
Par or stated value:	
Total shares authorized:	as of date:
Total shares outstanding:	as of date:
Total number of shareholders of record:	as of date:

Please provide the above-referenced information for all other classes of authorized or outstanding equity securities.

NA

Security Description:

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

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

One vote per share, dividends, when, and if, declared by Board of Directors. No other rights or privileges

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

NA

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

NA

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

NA

3) Issuance History

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

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

A. Changes to the Number of Outstanding Shares for the two most recently completed fiscal years and any subsequent period.

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

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

Shares Outstanding <u>Opening Balance:</u>			*Right-click the rows below and select "Insert" to add rows as needed.						
Date _____	Common: _____	Preferred: _____							
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	Individual/ Entity Shares were issued to. ***You must disclose the control person(s) for any entities listed.	Reason for share issuance (e.g. for cash or debt conversion) - OR- Nature of Services Provided	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.

					issuance? (Yes/No)				
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Example: A company with a fiscal year end of December 31st 2023, in addressing this item for its Annual Report, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2022 through December 31, 2023 pursuant to the tabular format above.

*****Control persons for any entities in the table above must be disclosed in the table or in a footnote here.**

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

NA

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

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder. *** You must disclose the control person(s) for any entities listed.	Reason for Issuance (e.g. Loan, Services, etc.)
12/31/2018	70,000	70,000	NA	03/31/2017	25% Discount	Karim Galal	Loans

*****Control persons for any entities in the table above must be disclosed in the table or in a footnote here.**

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

NA

4) Issuer's Business, Products and Services

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

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

Santeon Group, Inc. ("Santeon", the "Company" or "we" or "our") is a diversified software products and services company specializing in the transformation and optimization of business performance through the deployment or the development of innovative products and services using Agile methods across the commercial, government and consumer sectors. Our innovative products and services enable organizations to optimize performance and maximize value. Our clients include state and local governments, federal agencies, and numerous private sector customers. While our roots are in healthcare, our name means health ("sant  " is French for health), we have expanded into a more horizontal solution offering carrying the same principals of building a "healthy" organization. Whether we are building solutions for commercial, government or consumers, the overall performance and health of the organization and how they benefit from our products and services is of the utmost importance.

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

The Company's principal holdings include a 100% equity interest in Corum LLC, a Delaware limited liability company. The Company reports the results of its operations on a consolidated basis.

C. Describe the issuers' principal products or services.

Innovation forward is the mindset that drives our product development, service delivery and the solutions we offer our customers. We approach each business opportunity with an open mind and creativity. We are always looking for what is best, not what is traditional or common. We strongly believe our innovation is what sets us apart from our competition and what will set our customers apart from their competition. We continually look ahead at what is of long-term value. We are agile in our thinking but focused in our execution. We are not chasers of what is trendy or what is buzz, we are evaluators of what is sustainable and reliable. Innovation is what drives our business and forward is where we are moving. We are focused on two specific aspects of our operations, specifically securing, and growing the current client base and revenue, as well as new sales through both direct and in-direct sales channels.

It is important that the Company's technological offerings are scalable, easy to implement, attract market leading channel partners, and provide tremendous value for the end customer. We continue to refine our technology assets, making them easier to deploy through partners into targeted vertical markets. Over the past two years, in spite of difficult global financial circumstances and an exceptionally soft business climate, the Company was able to acquire large enterprise customers as well as federal government agencies. As we continue to innovate in new products and services, the Company expects new revenue opportunities to emerge.

5) Issuer's Facilities

The goal of this section is to provide investors with a clear understanding of all assets, properties or facilities owned, used or leased by the issuer and the extent in which the facilities are utilized.

In responding to this item, please clearly describe the assets, properties or facilities of the issuer. Describe the location of office space, data centers, principal plants, and other property of the issuer and describe the condition of the properties. Specify if the assets, properties, or facilities are owned or leased and the terms of their leases. If the issuer does not have complete ownership or control of the property, describe the limitations on the ownership.

The Company maintains office space at 9108 Church Street, Suite 292, Manassas, VA 20110 with a branch office in Cairo Egypt.

6) All Officers, Directors, and Control Persons of the Company

Using the table below, please provide information, as of the period end date of this report, regarding all officers and directors of the company, or any person that performs a similar function, regardless of the number of shares they own.

In addition, list all individuals or entities controlling 5% or more of any class of the issuer's securities.

If any insiders listed are corporate shareholders or entities, provide the name and address of the person(s) beneficially owning or controlling such corporate shareholders, or the name and contact information (City, State) of an individual representing the corporation or entity. Include Company Insiders who own any outstanding units or shares of any class of any equity security of the issuer.

The goal of this section is to provide investors 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 owners.

Names of All Officers, Directors, and Control Persons	Affiliation with Company (e.g. Officer Title /Director/Owner of 5% or more)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Names of control person(s) if a corporate entity
<u>Ashraf M Rofail</u>	<u>President, CEO</u>	<u>Great Falls, VA</u>	<u>5,008,561</u>	<u>Common</u>	<u>65.4</u>	<u>_____</u>

<u>*Corum LLC</u>	<u>Shareholder</u>	<u>Wilmington, DE</u>	<u>1,000,000</u>	<u>Common</u>	<u>13%</u>	<u>Karim Gamal</u>
<u>Six twenty Capital Management, LLC</u>	<u>>5%</u>	<u>San Diego, CA</u>	<u>520,000</u>	<u>Common</u>	<u>6.8%</u>	<u>Jason Sunstein</u>

Confirm that the information in this table matches your public company profile on www.OTCMarkets.com. If any updates are needed to your public company profile, log in to www.OTCIQ.com to update your company profile.

7) Legal/Disciplinary History

A. Identify and provide a brief explanation as to whether any of the persons or entities listed above in Section 6 have, in the past 10 years:

1. Been the subject of an indictment or conviction in a criminal proceeding or plea agreement or named as a defendant in a pending criminal proceeding (excluding minor traffic violations).

NA

2. Been the subject of 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, financial- or investment-related, insurance or banking activities.

NA

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

NA

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

NA

5. Been the subject 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.

NA

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.

NA

B. Describe briefly any material pending legal proceedings, other than ordinary routine litigation incidental to the business, to which the issuer or any of its subsidiaries is a party to or of which any of their property is the subject. Include the name of the court or agency in which the proceedings are pending, the date instituted, the principal parties

thereto, a description of the factual basis alleged to underlie the proceeding and the relief sought. Include similar information as to any such proceedings known to be contemplated by governmental authorities.

NA

8) Third Party Service Providers

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

Confirm that the information in this table matches your public company profile on www.OTCMarkets.com. If any updates are needed to your public company profile, update your company profile.

Securities Counsel (must include Counsel preparing Attorney Letters).

Name: William B Barnett
Address 1: Barnett & Linn, Attorneys at Law
Address 2: 60 Kavenish Drive
Phone: Rancho Mirage, CA 92270
Email: wbarnett@wbarnettlaw.com

Accountant or Auditor

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

Investor Relations

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

All other means of Investor Communication:

X (Twitter): _____
Discord: _____
LinkedIn: _____
Facebook: _____
[Other]: _____

Other Service Providers

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

Name: _____
Firm: _____
Nature of Services: _____

Address 1: _____
Address 2: _____
Phone: _____
Email: _____

9) Disclosure & Financial Information

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

Name: **Ashraf M Rofail**
Title: **CEO**
Relationship to Issuer: **Self**

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

☐ IFRS
☒ U.S. GAAP

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

Name: **Ashraf M Rofail**
Title: **CEO**
Relationship to Issuer: **Self**

Describe the qualifications of the person or persons who prepared the financial statements:⁵ **CEO.**

Provide the following qualifying financial statements:

- ☐ Audit letter, if audited.
- ☐ Balance Sheet.
- ☐ Statement of Income.
- ☐ Statement of Cash Flows.
- ☐ Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)
- ☐ Financial Notes

Financial Statement Requirements:

- Financial statements must be published together with this disclosure statement as one document.
- Financial statements must be "machine readable". Do not publish images/scans of financial statements.
- Financial statements must be presented with comparative financials against the prior FYE or period, as applicable.
- Financial statements must be prepared in accordance with U.S. GAAP or International Financial Reporting Standards (IFRS) but are not required to be audited.

⁵ The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS and by persons with sufficient financial skills.

10) Issuer Certification

Principal Executive Officer:

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

The certifications shall follow the format below:

I, Ashraf M Rofail certify that:

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

04/30/2024 [Date]

/s/ Ashraf M Rofail [CEO's Signature]

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

Principal Financial Officer:

I, [identify the certifying individual] certify that:

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

_____ [Date]

_____ [CFO's Signature]

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



CONSOLIDATED FINANCIAL STATEMENTS

December 31, 2023

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Santeon Group Inc

Balance Sheet

As of December 31, 2023

	Dec 31, 23	Dec 31, 22
ASSETS		
Current Assets		
Checking/Savings		
Bank of America	572	311
Total Checking/Savings	572	311
Accounts Receivable		
Accounts Receivable-Customers	46,550	79,730
Total Accounts Receivable	46,550	79,730
Other Current Assets		
Capital Improvements New Office	292,019	275,000
Total Other Current Assets	292,019	275,000
Total Current Assets	339,141	355,041
Fixed Assets		
Computer & Equipment	1,484	1,484
Furniture and Equipment	0	0
Computer System - Egypt	136,500	136,500
Start Up Expenses	0	0
Leasehold Improvement	0	0
Cap Labor Training Class Devt.	0	0
Software Development.	148,528	148,352
Cap Labor SW - Original Cost	0	0
Total Fixed Assets	286,512	286,336
Other Assets		
Accumulated Amortization	-83,220	-73,330
Total Other Assets	-83,220	-73,330
TOTAL ASSETS	542,433	568,047

LIABILITIES & EQUITY**Liabilities****Current Liabilities****Other Current Liabilities**

Payroll Liabilities-Long Term	630,879	632,397
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Payroll Liabilities-US	0	-1,517
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Total Other Current Liabilities	630,879	630,880
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Total Current Liabilities	630,879	630,880
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Long Term Liabilities

Notes Payable	264,979	551,396
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Total Long Term Liabilities	264,979	551,396
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Total Liabilities	895,858	1,182,276
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Equity

Common Stock - Par Value	7,648	7,648
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Additional Paid in Capital	858,472	858,472
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Additional Paid In Capital-Stoc	60,465	60,465
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Retained Earnings	1,493,114	1,500,118
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Treasury Stock	-47,700	-47,700
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Net Income	260,803	7,004
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Total Equity	-353,426	-614,229
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TOTAL LIABILITIES & EQUITY	542,432	568,047
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Santeon Group Inc

Statement of Operations

As of December 31, 2023

	Jan '22 - Dec 23	Jan '21 - Dec 22
Ordinary Income/Expense		
Income		
Sales	2,643,483	4,266,609
Total Income	2,643,483	4,266,609
Cost of Goods Sold		
Egypt Office Cost	1,684,885	2,701,037
Total COGS	1,684,885	2,701,037
Gross Profit	958,598	1,565,572
Expense		
General Administrative Expenses	444,505	912,552
Marketing & Bus Development	49,548	43,691
Professional Fees	118,126	32,079
Travel & Entertainment	45,925	37,070
Wages	26,500	82,500
Total Expense	684,604	1,107,892
Net Ordinary Income	273,994	457,680
Other Income/Expense		
Other Income		
Other Income	7,500	0
Expenses billed to Client	13,080	44,489
Total Other Income	20,580	44,489
Other Expense		
Other Expense	26,767	28,188
Total Other Expense	26,767	28,188
Net Other Income	-6,187	16,301

Net
Income

267,807

473,981

Santeon Group Inc
Statement of Cash Flows
January through December 2023

**Jan - Dec
23**

OPERATING ACTIVITIES

Net Income 260,803

Adjustments to reconcile Net Income

to net cash provided by operations:

Accounts Receivable-Customers 33,180

Capital Improvements New Office -17,019

Payroll Liabilities-US 1,517

Payroll Liabilities-Long Term -1,517

Net cash provided by Operating Activities 276,964

INVESTING ACTIVITIES

Software Development. -176

Accumulated Amortization 9,890

Net cash provided by Investing Activities 9,714

FINANCING ACTIVITIES

Notes Payable: Ashraf Rofail -286,417

Net cash provided by Financing Activities -286,417

Net cash increase for period 261

Cash at beginning of period 311

Cash at end of period 572

Santeon Group Inc.
Statement of Retained Earnings Stockholders' Equity
(Unaudited)

Common Stock		Additional Paid in Capital		Treasury Stock	Retained	Total Stock Holders Equity
Balance as of:					-	
12/31/2022	50,000,000	7,648	918,937	(47,700)	(1,550,118)	(614,229)
Balance as of:						
12/31/2023	50,000,000	7,648	918,937	(47,700)	(1,232,311)	(353,426)

SANTEON GROUP INC. NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the Year Ending December 31, 2023

(Unaudited) Notes

Note 1. Nature and Summary Significant Accounting Policies

Nature of Company

Santeon Group Inc. (“SGI” or the “Company”), a publicly traded Delaware corporation formerly known as Ubroadcast, Inc. (“ubroadcast”), originally formed as a Nevada corporation that was reincorporated under the laws of the State of Delaware in 2009. The Registrant’s subsidiary, SI Acquisitions, Inc., consummated a reverse merger transaction on May 12, 2010, with Santeon, Inc., a privately held Delaware corporation formed in 2001, the accounting acquirer. Upon completion of the reverse merger transaction, the Registrant changed its name to Santeon Group Inc. and the historical financial statements are those of Santeon, Inc., the surviving entity and accounting acquirer. All references that refer to (the “Company” or “SGI” or “we” or “us” or “our”) are Santeon Group Inc., the Registrant, and its wholly owned subsidiaries unless otherwise differentiated. We are a diversified software development and services company specializing in the development of software to facilitate business process management (“BPM”) and document management for the healthcare, environmental/energy, and media sectors. We offer innovative software solutions that enable organizations to optimize performance and maximize their revenues. Our clients include state and local governments, federal agencies and numerous private sector customers.

Our corporate offices are in Manassas, Virginia with branch offices in Reston, VA, and Cairo, Egypt.

Basis of Consolidation

As of December 31, 2022, the Company had one wholly owned subsidiary: Santeon, Inc. with Santeon Egypt operating as branch offices under Santeon, Inc. The unaudited condensed consolidated financial statements include our accounts and the accounts of our wholly owned subsidiary. All significant intercompany transactions and balances have been eliminated in consolidation.

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

Note 2. Software and Software Under Development

The primary business of the Company is to provide technology products and services that enable organizations to optimize performance and maximize revenues through its BPM software products and services. A substantial number of the employees of the Company are engaged in the development of and further enhancement of the Company’s BPM and IPTV software platforms. The products and services enabled by these software platforms are ultimately sold to customers for their personal use or to partners who then in turn sell the services to their customers.

Note 3. Notes Payable

As of December 31, 2022, and December 31, 2023, the Company had outstanding notes payable as follows:

	Dec 31 2022	Dec 31, 2023
	(Unaudited)	
10% Unsecured Convertible Note - K. Gamal	\$ 123,555	\$ 123,555
10% Unsecured Note Ash Rofail	\$ 345,246	\$ 141,424
Total Notes Payable	\$ 690,761	\$ 264,979

Note 4. Stockholders' Equity

Common Stock

Par Value per Share \$.001

Total Shares Authorized 50,000,000

Total Shares Outstanding 7,648,072

The Company's unaudited condensed consolidated financial statements are prepared in accordance with U.S. generally accepted accounting principles, which require management to make estimates, judgments and assumptions that affect the reported amounts of assets, liabilities, net revenue, if any, and expenses, and the disclosure of contingent assets and liabilities. Management bases its estimates on historical experience and on various other assumptions that it believes to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Senior management has discussed the development, selection and disclosure of these estimates with the Board of Directors. Management believes that the accounting estimates employed, and the resulting balances are reasonable; however, actual results may differ from these estimates under different assumptions or conditions.

An accounting policy is deemed to be critical if it requires an accounting estimate to be made based on assumptions about matters that are highly uncertain at the time the estimate is made, if different estimates reasonably could have been used, or if changes in the estimate that are reasonably possible could materially impact the consolidated financial statements. Management believes the following critical accounting policies reflect the significant estimates and assumptions used in the preparation of the Consolidated Financial Statements.

Revenue Recognition

The Company recognizes revenue in accordance with Accounting Standards Codification subtopic 605-10, Revenue Recognition ("ASC 605-10") which requires that four basic criteria must be met before revenue can be recognized: (1) persuasive evidence of an arrangement exists; (2) delivery has occurred; (3) the selling price is fixed and determinable; and (4) collectability is reasonably assured. Determination of criteria (3) and (4) are based on management's judgments regarding the fixed nature of the selling prices of the products and/or services delivered and the collectability of those amounts. Provisions for discounts and rebates to customers, estimated returns and allowances, and other adjustments are provided for in the same period the related sales are recorded. The Company defers any revenue for which the product has not yet been delivered and/or service has not yet been rendered or is subject to refund until such time that the Company and the customer jointly determine that the product has been delivered and/or service rendered, or no refund will be required. ASC 605-10 incorporates Accounting Standards Codification subtopic 605-25, Multiple Element Arrangements ("ASC 605-25"). ASC 605-25 addresses accounting for arrangements that may involve the delivery or performance of multiple products, services and/or rights to use assets. The effect of implementing 605-25 on our consolidated financial position and results of operations was not significant.

The Company's sources of revenues include: (1) customized software development, which includes software systems support revenues and are recognized when completed and invoiced to the customer; and (3) software license fees, which includes sales of licenses to use or re-sell pre-existing software, including client consulting, either on a fixed fee or a per end-user fee arrangement and are recognized over the term that the license for use is granted to the customer (one month, one year, etc.).

Cost of Revenue

The Company accounts for the direct costs of revenue as Cost of Revenue ("COR"). These include, software purchased for resale, the cost of producing and printing training materials, the cost of Agile training professionals, and the labor cost of software developers whose sole job responsibility is developing and supporting software for resale to our customers. The Company believes the software products developed by its software developers has a significant useful life and thus amortizes the capitalized labor cost of the software developers ("Capitalized Labor") over a five-year period. The Capitalized Labor amortization expense is reflected in the COR line of the consolidated statements of operations. The Company undertakes to periodically evaluate the net carrying value of the Capitalized Labor and resulting amortization expense to determine if the net present value of future cash flows as per ASC 985-20, Software-Costs of Software to be Sold, Leased or Marketed.

Cash

The Company considers cash to consist of cash on hand and temporary investments having an original maturity of 90 days or less that are readily convertible into cash.

Fair Value of Financial Instruments

Accounting Standards Codification subtopic 825-10, Financial Instruments ("ASC 825-10") requires disclosure of the fair value of certain financial instruments. The carrying amount reported in the consolidated balance sheets for accounts receivable, accounts payable and accrued expenses and notes payable is of approximate fair value because of the immediate or short-term maturity of these financial instruments.

The Company uses fair value measurements to record fair value adjustments to certain assets and to determine fair value disclosures. In accordance with Accounting Standards Codification Topic 820, Fair Value Measurements and Disclosures ("ASC 820"), the Company groups its assets at fair value in three levels, based on the markets in which the assets are traded, and the reliability of the assumptions used to determine fair value.

Stock-Based Compensation

We account for stock, stock options and warrants using the fair value method promulgated by Accounting Standards Codification subtopic 480-10, Distinguishing Liabilities from Equity ("ASC 480-10") which addresses the accounting for transactions in which an entity exchanges its equity instruments for goods or services. Therefore, our results include non-cash compensation expense as a result of the issuance of stock, stock options and warrants and we expect to record additional non-cash compensation expense in the future. We follow Accounting Standards Codification subtopic 718-10, Compensation ("ASC 718-10") which requires that all share based payments to both employees and non-employees be recognized in the income statement based on their fair values.

Impairment of Long-Lived Assets

The Company follows ASC 360, "Property, Plant and Equipment" which requires that long-lived assets and certain identifiable intangibles held and used by us be reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Events relating to recoverability may include significant unfavorable changes in business conditions, recurring losses, or a forecasted inability to achieve break-even operating results over an extended period. The Company evaluates the recoverability of long-lived assets based upon forecasted undiscounted cash flows. Should impairment in value be indicated, the carrying value of the long-lived assets and certain identifiable intangibles will be adjusted, based on estimates of future discounted cash flows resulting from the use and ultimate disposition of the asset. ASC 360 also requires assets to be disposed of be reported at the lower of the carrying amount or the fair value less disposal costs.

Newly Issued Accounting Standards

There have been various updates recently issued, most of which represented technical corrections to the accounting literature or application to specific industries and are not expected to have a material impact on the Company's consolidated financial position, results of operations or cash flows.

Our Capital Needs

Based on contracts in hand and current customer prospects, the Company believes it will be able to sustain and potentially increase its current level of operations in the coming months. We also anticipate that our relatively low level of capital needs will be met through cash generated from operations; however, to achieve our business objectives, we may require additional funding through bank loans, the sale of shares for cash and other fund-raising methods. To date, we have not received a commitment for capital in any amount and we cannot assure you that we will be able to obtain any capital.

Limitations on Effectiveness of Controls and Procedures

The management does not expect that our disclosure controls and procedures or our internal controls will prevent all errors and all fraud. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been detected. These inherent limitations include, but are not limited to, the realities that judgments in decision making can be faulty and that breakdowns can occur because of simple error or mistake. Additionally, controls can be circumvented.

by the individual acts of some persons, by collusion of two or more people, or by management override of the control. The design of any system of controls also is based in part upon certain assumptions about the likelihood of future events and there can be no assurance that any design will succeed in achieving its stated goals under all

potential future conditions. Over time, controls may become inadequate because of changes in conditions, or the degree of compliance with the policies or procedures may deteriorate. Because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected.

Note 5. Subsequent Events

We evaluated subsequent events after the balance sheet date through the date the financial statements were issued. We did not identify any additional material events or transactions occurring during this subsequent event reporting period that required further recognition or disclosure in these financial statements.