

InCapta, Inc.
1876 Horse Creek Rd, Cheyenne WY, 82009

682-229-7476
www.incapta.com
president@incapta.com

Quarterly Report

For the period ending 06/30/2024 (the "Reporting Period")

Outstanding Shares

The number of shares outstanding of our Common Stock was:

72,198,599,433 as of 06/30/2024

32,198,599,433 as of 12/31/2023

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: Yes: ☐ No: ☒

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

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

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

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

Current State and Date of Incorporation or Registration: Wyoming
Standing in this jurisdiction: (e.g. active, default, inactive): Active In Good Standing

Prior Incorporation Information for the issuer and any predecessors during the past five years:
None

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

None

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

None

Address of the issuer's principal executive office:

1876 Horse Creek Rd, Cheyenne WY 82009

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:

2) Security Information

Transfer Agent

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

Publicly Quoted or Traded Securities:

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

Trading symbol: INCT
Exact title and class of securities outstanding: Common Stock
CUSIP: 45331T200
Par or stated value: 0.001
Total shares authorized: 100,000,000,000 as of date: 06/30/2024
Total shares outstanding: 72,198,599,433 as of date: 06/30/2024
Total number of shareholders of record: 481 as of date: 06/30/2024

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

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: _____
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.

Security Description:

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

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

NONE

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

NONE

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

NONE

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

NONE

3) Issuance History

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

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

A. Changes to the Number of Outstanding Shares 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: ☐ Yes: ☒ (If yes, you must complete the table below)

Shares Outstanding Opening Balance:			*Right-click the rows below and select "Insert" to add rows as needed.						
Date <u>12/31/2022</u>		Common:							
32,465,599,433		Preferred: 0							
Date of Transaction	Transaction type (e.g., new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to. ***You must disclose the control person(s) for any entities listed.	Reason for share issuance (e.g. for cash or debt conversion) -OR- Nature of Services Provided	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
<u>01/09/2023</u>	<u>Cancellation</u>	<u>(267,000,000)</u>	<u>Common</u>	<u>0.0001</u>	<u>No</u>	<u>Crown Bridge Partners LLC/ Seth Ahdoot</u>	<u>Shares Returned</u>	<u>N/A</u>	<u>N/A</u>
<u>04/24/2024</u>	<u>New Issuance</u>	<u>20,000,000.000</u>	<u>Common</u>	<u>0.001</u>	<u>No</u>	<u>Gregory Martin</u>	<u>Services Rendered</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>04/24/2024</u>	<u>New Issuance</u>	<u>20,000,000.000</u>	<u>Common</u>	<u>0.001</u>	<u>No</u>	<u>Ean Martin</u>	<u>Services Rendered</u>	<u>Restricted</u>	<u>Rule 144</u>
Shares Outstanding on Date of This Report:									

<u>Ending Balance:</u> Date <u>06/30/2024</u> Common: <u>72,198,599,433</u> Preferred: <u>0</u>	
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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.**

B. Promissory and Convertible Notes

Indicate by check mark whether there are any outstanding promissory, convertible notes, convertible debentures, or any other debt instruments that may be converted into a class of the issuer's equity securities:

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

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder. *** You must disclose the control person(s) for any entities listed.	Reason for Issuance (e.g. Loan, Services, etc.)
<u>11/23/2021</u>	<u>384,579</u>	<u>166,667</u>	<u>217,912</u>	<u>11/23/2022</u>	<u>0.0001</u>	<u>Leonite Fund 1, LP/Avi Geller</u>	<u>Loan</u>

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

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")

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

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

Banana Box Wholesale Grocery, Leading Edge Radio Network

C. Describe the issuers' principal products or services.

The Company's principle products or services consists of media including, television production, movies, and screen writing. In addition, it consists of wholesale groceries supplied to mom and pop retailers in the lower 48 states.

5) Issuer's Facilities

The goal of this section is to provide 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 only pays for products as they are sold and does not pay for any warehousing cost. All business done virtually without physical office.

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>Gregory Martin</u>	<u>Chairman & President</u>	<u>Weatherford, Texas</u>	<u>21,212,550,000</u>	<u>Common</u>	<u>29.38%</u>	
<u>Ean Martin</u>	Chief Operating Officer	<u>Fort Worth, Texas</u>	<u>20,266,720,000</u>	<u>Common</u>	28.02%	

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);

NO

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;

NO

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;

NO

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

NO

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.

NO

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.

NO

- B. Describe briefly any material pending legal proceedings, other than ordinary routine litigation incidental to the business, to which the issuer or any of its subsidiaries is a party 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.

NONE

8) Third Party Service Providers

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

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: Brenda Hamilton
Firm: Hamilton & Associates Law Group, P.A.
Address 1: 200 East Palmetto Park Road
Address 2: Suite 103, Boca Raton, Florida 33432
Phone: 561-416-8956
Email: Info@securitieslawyer101.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: Ean Martin
Title: Chief Operating Officer/ Interim CFO
Relationship to Issuer: Officer & Director

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: Ean Martin
Title: Chief Operating Officer/ Interim CFO
Relationship to Issuer: Officer & Director

Describe the qualifications of the person or persons who prepared the financial statements:⁵
BBA/Executive

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, Gregory Martin certify that:

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

07/26/2024

/s/ Gregory Martin

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

Principal Financial Officer:

I, Ean Martin certify that:

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

07/26/2024

/s/ Ean Martin

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

INCAPTA, INC.
UNAUDITED CONSOLIDATED BALANCE SHEETS

	Quarter ending June 30 2024	Quarter ending March 31 2024
ASSETS		
Current Assets		
Cash & Cash Equivalents	\$ 1,811	\$ 28,703
Total Current Assets	\$ 1,811	\$ 28,703
TOTAL ASSETS	\$ 1,811	\$ 28,703
LIABILITIES AND EQUITY		
Liabilities		
Current Liabilities	-	-
Accounts Payable	-	-
Accounts Payable (A/P)	\$ -	\$ -
Other Current Liabilities		
Accrued Interest	\$ 105,565	\$ 191,807
Convertible Notes Payable, in Default	\$ 278,831	\$ 166,667
Deferred Revenue	\$ -	\$ -
Derivative Liability	1,535,228	
Total Other Current Liabilities	\$ 1,919,624	\$ 191,807
Total Current Liabilities	\$ 1,919,624	\$ 191,807
Long-Term Liabilities	-	
Total Long-Term Liabilities	\$ -	\$ 166,667
Total Liabilities	\$ 1,919,624	\$ 358,474
Stockholders' Equity (Deficit)		
Preferred Stock, 10,000,000 authorized, 0 shares issued .001 par value		
Common Stock, 100,000,000,000 shares authorized, 32,198,599,433 & 72,198,599,433 issued & outstanding as of March 31 2024 & June 30, 2024 Respectively, .001 par value	\$ 72,198,599	\$ 32,198,599
Additional Paid-in Capital	\$ 67,107,485	\$ 107,107,485
Retained Earnings	\$ (141,192,467)	\$ (139,646,888)
Net Loss	\$ (31,429)	\$ 11,034
Total Equity	\$ (1,917,813)	\$ (329,770)
TOTAL LIABILITIES AND EQUITY	\$ 1,811	\$ 28,703

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

INCAPTA, INC.
UNAUDITED CONSOLIDATED STATEMENT OF OPERATIONS

	Quarter ending June 30 2024	Quarter ending March 31 2023
Revenue		
Refunds to customers	\$ -	\$ (466)
Sales	\$ 37,664	\$ 123,501
Total Revenue	\$ 37,664	\$ 123,035
Cost of Goods Sold		
Cost of goods sold	\$ 24,586	\$ 72,742
Total Cost of Goods Sold	\$ 24,586	\$ 72,742
Gross Profit	\$ 13,078	\$ 50,293
Operating Expenses		
General & Administrative		
General business expenses	\$ 4,958	\$ 21,406
Legal & accounting services	\$ 8,992	\$ 24,415
Salaries & Wages	\$ 22,270	\$ 21,628
Total General & Administrative expenses	\$ 36,220	\$ 67,449
Total Expenses	\$ 36,220	\$ 67,449
Net Operating Income	\$ (23,142)	\$ (17,156)
Other Income (Expense)		
Interest Expense	\$ (16,684)	\$ (17,614)
Interest paid	\$ (3,750)	\$ (3,750)
Misc. Income	\$ -	\$ 49,554
Total Other Income (Expense)	\$ (3,750)	\$ 28,190
Net Income (Loss)	\$ (43,576)	\$ 11,034
Net Income (Loss) per share		
Basic	\$ (0.0000006)	\$ 0.0000003
Diluted	\$ (0.0000006)	\$ 0.0000003
Net Income (Loss) per share Weighted		
Basic	\$ (0.0000006)	\$ 0.0000003
Diluted	\$ (0.0000006)	\$ 0.0000003

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

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

For Quarter Ending June 30, 2024

	Shares	\$ Amount	Additional Paid-In Capital	Accumulated Deficit	Total Stockholders' Equity (Deficit)
Balance Ending March 31, 2024	32,198,599,433	\$ 32,198,599	\$ 107,107,485	\$ (139,635,854)	\$ (329,770)
Common Shares Issued	40,000,000,000	\$ 40,000,000	\$ (40,000,000)		
Net Gain (Loss)				\$ (31,429)	\$ (31,429)
Balance Ending June 30, 2024	72,198,599,433	\$ 72,198,599	\$ 67,107,485	\$ (141,192,467)	\$ (1,917,813)

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

INCAPTA, INC.
UNAUDITED CONSOLIDATED STATEMENT OF CASH FLOWS

	Quarter ending June 30 2024	Year ending March 31 2024
OPERATING ACTIVITIES		
Net Income (Loss)	\$ (43,576)	\$ 11,034
Adjustments to reconcile Net Income to Net Cash provided by operations:		
Accounts Payable	\$ -	\$ (3,545)
Accrued Interest	\$ 16,684	\$ 17,614
Deferred Revenue	\$ -	\$ -
Total Adjustments to reconcile Net Income to Net Cash provided by operations:	\$ 16,684	\$ 14,069
Net cash provided by operating activities	\$ (26,892)	\$ 25,103
INVESTING ACTIVITIES		
Total cash used in investing activities	\$ -	\$ -
FINANCING ACTIVITIES		
Convertible Notes Payable	\$ -	\$ -
Debt Discount	\$ -	\$ -
Additional Paid-in Capital	\$ (40,000,000)	\$ -
Common Stock	\$ 40,000,000	\$ -
Net cash provided by financing activities	\$ -	\$ -
Net cash increase for period	\$ (26,892)	\$ 25,103
Cash at beginning of period	\$ 28,703	\$ 3,600
Cash at end of period	\$ 1,811	\$ 28,703
SUPPLEMENTAL CASH FLOW INFORMATION		
Interest	\$ -	\$ -
Income Tax	\$ -	\$ -

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

INCAPTA, INC.
NOTES TO THE UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS
June 30, 2024

NOTE 1 – ORGANIZATION AND SIGNIFICANT ACCOUNTING POLICIES

Organization and Line of Business

The current business of InCapta, Inc. includes wholesale grocery distribution through our wholly-owned subsidiary, Banana Box Wholesale Grocery, in which we provide wholesale grocery distribution across the continental USA.

Revenue Recognition

The Company recognizes revenue in accordance with Accounting Standards Codification (“ASC”) 606, “Revenue from Contracts with Customers”. The core principle of ASC 606 is that an entity recognizes revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. An entity recognizes revenue in accordance with that core principle by applying the following steps: Step 1: Identify the contract with the customer. Step 2: Identify the performance obligations in the contract. Step 3: Determine the transaction price. Step 4. Allocate the transaction price. Step 5: Recognize revenue when (or as) the entity satisfies a performance obligation.

The Customer orders by way of phone or email and is provided an invoice via email or fax with payment instructions for paying the Company via check, e-check, or bank wire. The goods of purchase by the customer consists of food and shelf groceries. The price of the grocery orders are generally for Half Truckloads or Full truckloads and are determined by our wholesale price and the cost of freight. We do not sell on terms, all payments are upfront, and then product is shipped and revenue is then recognized once the customer receives the goods. We contact our food/grocery supplier, who then fulfills the order for our customer, and the Freight Company which we contract, delivers the grocery order to our customer, generally within one week. Orders are based on a first in, first out basis.

For the quarter ending June 30, 2024, the Company recorded revenue of \$37,664.

Basis of Presentation

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

Use of Estimates

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

INCAPTA, INC.
NOTES TO THE UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS
June 30, 2024

NOTE 1 – ORGANIZATION AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Fair Value Measurements.

ASC Topic 820, “Fair Value Measurements and Disclosure,” defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. ASC Topic 820 also establishes a fair value hierarchy that distinguishes between (1) market participant assumptions developed based on market data obtained from independent sources (observable inputs) and (2) an entity’s own assumptions about market participant assumptions developed based on the best information available in the circumstances (unobservable inputs). The fair value hierarchy consists of three broad levels, which gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy are described below:

- Level 1 - Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities.
- Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly, including quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in markets that are not active; inputs other than quoted prices that are observable for the asset or liability (e.g., interest rates); and inputs that are derived principally from or corroborated by observable market data by correlation or other means.
- Level 3 - Inputs that are both significant to the fair value measurement and unobservable.

The carrying amount of the Company’s financial assets and liabilities approximate their fair value because of the short maturity of those instruments.

Cash and Cash Equivalents

The Company maintains cash balances in non-interest-bearing accounts and considers all highly liquid investments with an original maturity of three months or less are considered to be cash equivalents. As of June 30, 2024, the Company had no cash equivalents.

Concentration of Credit Risk

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

INCAPTA, INC.
NOTES TO THE UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS
June 30, 2024

NOTE 1 – ORGANIZATION AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Earnings Per share

The Company reports earnings (loss) per share in accordance with ASC 260, “Earnings per Share.” Basic earnings (loss) per share is computed by dividing income (loss) available to common shareholders by the weighted average number of common shares available. Diluted earnings (loss) per share is computed similar to basic earnings (loss) per share except that the denominator is increased to include the number of additional common shares that would have been outstanding if the potential common shares had been issued and if the additional common shares were dilutive. For the quarter ending June 30, 2024 the diluted earnings (loss) per share was equal to the basic earnings (loss) per share since the effect of the assumed conversion of options and warrants to purchase common shares have an anti-dilutive effect. Potential dilutive securities as of June 30, 2024 included warrants to acquire 250,000,000 shares of common stock.

Income Taxes

The Company follows the liability method of accounting for income taxes. Under this method, deferred income tax assets and liabilities are recognized for the estimated tax consequences attributable to differences between the financial statement carrying values and their respective income tax basis (temporary differences). The effect on deferred income tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date.

Recently Issued Accounting Pronouncements

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

NOTE 2- GOING CONCERN

These accompanying financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities and commitments in the normal course of business. As of June 30, 2024, the Company recorded a net loss of \$26,892, an accumulated deficit of \$141,192,467. The Company has had two years of reported losses with debt obligations from current liabilities. These factors raise substantial doubt about the Company’s ability to continue as a going concern.

For the success of the Company, the Company may rely on improved economic conditions, supplier relations, or additional short-term debt or lines of credit. The continuation of the Company is dependent upon improved economic conditions, financial support, as well as profitability. Management has reviewed and identified all potential issues that may arise and is actively working to mitigate before any additional funding would be necessary. These active solutions include a reduction in general expenses, however, there is no assurance that this would fully address the issue. The financial statements of the Company do not include any adjustments relating to the recoverability and classification of recorded assets, or the amounts and classifications of liabilities that might be necessary should the Company be unable to continue as a going concern.

INCAPTA, INC.
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NOTE 3- EQUITY

Preferred Stock

As of June 30, 2024, the Company had no preferred stock issued or outstanding.

Common Stock

The Company has authorized 100,000,000,000 shares with a par value of 0.001.

As of June 30, 2024, the Company had 72,198,599,433 shares issued and outstanding.

Warrants

As of June 30, 2024, the Company had 250,000,000 warrants outstanding with an exercise price of \$0.0005. The warrants expire on December 26, 2026, therefore the remaining contractual term was 2.5 years as of June 30, 2024.

NOTE 4- INCOME TAXES

Income Taxes

The Company accounts for income taxes in accordance with Accounting Standards Codification (“ASC”) Topic 740, “Income Taxes.” ASC Topic 740 requires a company to use the asset and liability method of accounting for income taxes, whereby deferred tax assets are recognized for deductible temporary differences, and deferred tax liabilities are recognized for taxable temporary differences. Temporary differences are the differences between the reported amounts of assets and liabilities and their tax bases. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion, or all of, the deferred tax assets will not be realized. Deferred tax assets and liabilities are adjusted for the effects of changes in tax laws and rates on the date of enactment.

Under ASC Topic 740, a tax position is recognized as a benefit only if it is “more likely than not” that the tax position would be sustained in a tax examination, with a tax examination being presumed to occur. The amount recognized is the largest amount of tax benefit that is greater than 50% likely of being realized on examination. For tax positions not meeting the “more likely than not” test, no tax benefit is recorded. The adoption had no effect on the Company’s consolidated financial statements.

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NOTE 5- COMMITMENTS AND CONTINGENCIES

As of June 30, 2024 the Company has no ongoing commitments or contingencies.

NOTE 6- CONVERTIBLE NOTES PAYABLE

On November 23, 2021, the Company entered into a convertible note with Leonite Fund 1, LP for principal amounts up to \$222,222 and obtained proceeds of \$150,000 that was issued with an original issuance discount of \$16,667. The note held a maturity date of 12 months with interest payments of \$1,944.44 due monthly until maturity. The interest rate was to be reset daily to be the greater of (i) the prime rate plus 8% per annum or (ii) 14% per annum. As of November 23, 2022 the note went into default therefore the interest rate increased to 24% per annum. The note was convertible into shares of common stock at a fixed conversion price of \$0.0001 until the note went into default, at which time the conversion rate was reduced by 10%, with additional 10% reductions in the conversion price every 30-day period thereafter.

During the Quarter ended June 30, 2024 the Company recognized interest expense, inclusive of fees incurred, of \$16,684. As of June 30, 2024 the principal due on the note was \$166,667 and the accrued interest due on the note was \$217,912.

NOTE 7 - SUBSEQUENT EVENTS

Subsequent Events

Management has evaluated subsequent events through July 14, 2024, the date the financial statements were available to be issued and determined there were no events that required disclosure.