

BOUNCE MOBILE SYSTEMS, INC.

One Global Place Level 10-1
5th Avenue & 25th Street, Bonifacio Global City
Taguig, Metro Manila 1632
Philippines

+63 949 993 5537

www.bnmc.net

info@bnmc.net

6799

Quarterly Report

For the period ending September 30, 2024 (the "Reporting Period")

Outstanding Shares

The number of shares outstanding of our Common Stock was:

499,619,885 as of September 30, 2024

459,619,885 as of December 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.

On April 9, 2021, Howard L. Duran and Reinerio Linares signed a Share Purchase Agreement to sell control of BNCM to Hatadi Shapiro Supaat who paid \$5,000 for each 100,000 shares block of preferred shares, or a total of \$10,000 for 200,000 shares block of preferred shares. The preferred shares granting Hatadi Shapiro Supaat control were then issued on April 20, 2021. On April 21, 2021, BNCM accepted the resignation of Howard L. Duran as President and Director and Dr. Rey Linares as Director. Simultaneously, the board appointed Hatadi Shapiro Supaat as President. On May 4, 2021, Hatadi Shapiro Supaat was issued 300,000 preferred shares, having a total of 500,000 preferred shares.

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.

The company was originally incorporated in North Carolina as Vital Living Products, Inc., in January, 1990. On December 23, 1991, the company merged into Vital Living Products, Inc., a Delaware corporation and, thus, became a Delaware corporation.

On August 14, 2006, the company changed its domicile to Nevada and changed its name to Bounce Mobile Systems, Inc.

Current State and Date of Incorporation or Registration: Nevada, August 14, 2006

Standing in this jurisdiction: (e.g. active, default, inactive): Active

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

The state of incorporation for the last five years has been Nevada and the corporation is active and in good standing with the state of Nevada.

Describe any trading suspension orders issued by the SEC 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:

One Global Place Level 10-1
5th Avenue & 25th Street, Bonifacio Global City
Taguig, Metro Manila 1632, Philippines

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: Nevada Agency and Transfer Company
Phone: (775) 322-0626
Email: info@natco.com
Address: 50 W. Liberty Street, Suite 880
Reno, NV 89501

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:	BNCM
Exact title and class of securities outstanding:	Common
CUSIP:	0001384939
Par or stated value:	<u>\$.0001</u>
Total shares authorized:	2,000,000,000 as of date: September 30, 2024
Total shares outstanding:	499,619,885 as of date: September 30, 2024
Number of shares in the Public Float ¹ :	10,738,581 as of date: September 30, 2024
Total number of shareholders of record:	182 as of date: September 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.

Trading symbol:	BNCM
Exact title and class of securities outstanding:	Preferred
CUSIP:	
Par or stated value:	<u>\$.0001</u>
Total shares authorized:	5,000,000 as of September 30, 2024
Total shares outstanding:	700,000 as of September 30, 2024

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

Security Description:

¹ "Public Float" shall mean the total number of unrestricted shares not held directly or indirectly by an officer, director, any person who is the beneficial owner of more than 10 percent of the total shares outstanding (a "control person"), or any affiliates thereof, or any immediate family members of officers, directors and control persons.

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.

Dividend rights only when declared by the Board of Directors; voting rights: 1 vote per share; no preemption rights.

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

Dividends only when declared by the Board of Directors; nonvoting; conversion at market price; liquidation preference to common shares; no redemption or sinking fund provisions.

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:									
Date <u>12/31/2021</u> Common: <u>102,869,283</u> Preferred: <u>300,000</u>			*Right-click the rows below and select "Insert" to add rows as needed.						
Date of Transaction	Transaction type (e.g., new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to. ***You must disclose the control person(s) for any entities listed.	Reason for share issuance (e.g. for cash or debt conversion) - OR- Nature of Services Provided	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
03/14/2022	Cancellation	6,666,666	common			Grassroots Advisory, LLC (Douglas DiSanti)	Removal of restriction	Restricted	144
03/14/2022	new issuance	6,666,666	common			Grassroots Advisory, LLC (Douglas DiSanti)		Unrestricted	
04/28/2022	Cancellation	1,700,000	Common			John T. Bongiorno	Transfer to other shareholders	Restricted	144
4/14/2022	new issuance	350,000	Common			Paul Esposito	Transfer from John Bongiorno	Restricted	144
4/14/2022	new issuance	450,000	Common			Richard Michael	Transfer from John Bongiorno.	Restricted	144
4/28/2022	new issuance	100,000	Common			Daniel Petry	Transfer from John Bongiorno	Restricted	144
4/28/2022	new issuance	800,000	Common			Richard Thomas	Transfer from John Bongiorno	Restricted	144
6/21/2022	Cancellation	210,000	Common			Hatadi Shapiro Supaat	Transfer to other shareholders	Restricted	144
6/21/2022	new issuance	5,000	Common			Roberto M De Leon	Transfer from Hatadi Shapiro Supaat	Restricted	144
6/21/2022	new issuance	150,000	Common			Imelda M Icasiano	Transfer from Hatadi Shapiro Supaat	Restricted	144

6/21/2022	new issuance	50,000	Common			Ricky G So	Transfer from Hatadi Shapiro Supaat	Restricted	144
6/21/2022	new issuance	5,000	Common			Jose S. Yamamoto	Transfer from Hatadi Shapiro Supaat	Restricted	144
12/06/2022	new issuance	50,000	Common			Milestone Dave A. Araral	Transfer from Hatadi Shapiro Supaat	Restricted	144
12/06/2022	new issuance	50,000	Common			Mary T. Chan	Transfer from Hatadi Shapiro Supaat	Restricted	144
12/06/2022	new issuance	10,000	Common			Haidie M. Esmero	Transfer from Hatadi Shapiro Supaat	Restricted	144
12/06/2022	new issuance	50,000	Common			Alexander A. Gacutan	Transfer from Hatadi Shapiro Supaat	Restricted	144
12/06/2022	new issuance	60,000	Common			Vanessa Marie G. Legaspi	Transfer from Hatadi Shapiro Supaat	Restricted	144
12/06/2022	new issuance	25,000	Common			Wil-ann Loraine M. Lim	Transfer from Hatadi Shapiro Supaat	Restricted	144
12/06/2022	new issuance	50,000	Common			Nelson T. Sequitin	Transfer from Hatadi Shapiro Supaat	Restricted	144
12/06/2022	new issuance	50,000	Common			Dominic Marvin D. Sy	Transfer from Hatadi Shapiro Supaat	Restricted	144
12/06/2022	new issuance	25,000	Common			Maricel N. Sy	Transfer from Hatadi Shapiro Supaat	Restricted	144
12/06/2022	new issuance	50,000	Common			Jennifer G. Zeta	Transfer from Hatadi	Restricted	144

							Shapiro Supaat		
12/06/2022	Cancellation	370,000	Common			Hatadi Shapiro Supaat	Transfer to other shareholders	Restricted	144
03/07/2023	new issuance	18,500,000	Common			Pat Alfred L. Hermosilla	Transfer from Hatadi Shapiro Supaat	Restricted	144
03/07/2023	Cancellation	18,500,000	Common			Hatadi Shapiro Supaat	Transfer to other shareholders	Restricted	144
07/19/2024	new issuance	40,000,000	Common			Ruth Salgan	Share based Compensation	Restricted	144
Shares Outstanding on Date of This Report:									
Ending Balance:									
Date <u>09/30/2024</u>	Common: <u>499,619,885</u>								
Preferred: <u>700,000</u>									

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:

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.)
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____

*****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:

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")

BNCM is an asset management and consultancy company. BNCM manages the assets or shares of companies it currently owns. BNCM provides consultancy services to companies seeking to apply, register, quote, or list on the OTC and or NASDAQ markets, in partnership with experienced and qualified auditors, accountants, and attorneys.

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

1. British Cambridge College Inc. (BCC)
2. EGGE Tokens (EGGE)
3. Starfleet Innotech Inc. (SFIO)

C. Describe the issuers' principal products or services.

BNCM secures companies with experienced management, solid revenues, profits, asset value and business model with strong growth and potential for quotation and or listing on the OTC and or NASDAQ markets within the next 2 to 3 years. The growth of these companies will directly provide more employment opportunities to the communities, improve the economy of the country, and bring greater social change to humanity.

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.

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
Hatadi Shapiro Supaat	President and CEO	Metro Manila, Philippines	380,870,000	Common	82.87%	
Hatadi Shapiro Supaat	President and CEO	Metro Manila, Philippines	600,000	Preferred	85.71%	
Reinerio Linares	5%	Tampa, FL	100,000	Preferred	14.29%	For Cancellation
Kathleen Z. Galvez	Chief Financial Officer	Metro Manila, Philippines	None			
Leila V. Soriano	Chief Compliance Officer	Pangasinan, Philippines	None			

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: Vic Devlaeminck
Firm: Vic Devlaeminck, CPA
Address 1: 10013 NE Hazel Dell Avenue, Suite 317
Address 2: Vancouver, WA 98685
Phone: _____
Email: jevic321@aol.com

Accountant or Auditor

Name: Vic Devlaeminck
Firm: Vic Devlaeminck, CPA
Address 1: 10013 NE Hazel Dell Avenue, Suite 317
Address 2: Vancouver, WA 98685
Phone: _____
Email: jevic321@aol.com

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: Kathleen Z. Galvez
Title: CFO
Relationship to Issuer: Officer

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: Vic Devlaeminck
Title: CPA
Relationship to Issuer: None. Independent CPA contracted by Issuer.

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

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

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.

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.

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, Hatadi Shapiro Supaat, certify that:

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

November 11, 2024

/s/ Hatadi Shapiro Supaat

Principal Financial Officer:

I, Kathleen Z. Galvez certify that:

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

November 11, 2024

/s/ Kathleen Z. Galvez

BOUNCE MOBILE SYSTEMS, INC.
Consolidated with Delex Healthcare Group, Inc.
Financial Statements
Comparative Balance Sheet
For the Periods Ended
September 30, 2024

ASSETS	
Current Assets	
Cash on hand and in banks	\$ 290,405.47
Financial asset at fair value through profit or loss	\$ 2,033.21
Trade and other receivables	\$ 4,349,196.17
Inventories	\$ 2,638,341.37
Prepayments and other current assets	\$ 1,554,197.60
Total Current Assets	<u>\$ 8,755,930.80</u>
Noncurrent Assets	
Investment in subsidiaries	\$ 477,641.33
Property and equipment	\$ 1,471,857.05
Right-of-use assets	\$ 464,614.22
Intangible assets	\$ 7,810.76
Deferred tax assets	\$ 282,065.14
Other non-current assets	\$ 86,804,890.00
Total Other Assets	<u>\$ 2,703,988.48</u>
TOTAL ASSETS	<u><u>\$ 98,343,052.27</u></u>

BOUNCE MOBILE SYSTEMS, INC.
Consolidated with Delex Healthcare Group, Inc.
Financial Statements
Comparative Balance Sheet
For the Periods Ended
September 30, 2024

LIABILITIES AND EQUITY

Current Liabilities

Trade payables and other liabilities	\$ 2,614,897.48
Borrowings	\$ 3,243,942.17
Dividends payable	\$ 974,051.22
Lease liabilities	\$ 106,137.91
Total Current Liabilities	\$ 6,758,109.78

Noncurrent Liabilities

Due to related parties	\$ 1,595,183.80
Borrowings	\$ 501,336.49
Dividends payable	\$ 518,857.80
Retirement benefit obligation	\$ 353,426.68
Lease liabilities	\$ 380,555.20
Total Long-term Liabilities	\$ 3,006,823.96
Total Liabilities	\$ 9,764,933.75

Equity

Capital stock	\$ 228,878.48
Preferred	\$ 70.00
Additional paid in capital	\$ 83,747,585.00
Remeasurement gains (losses) on retirement plan	\$ 716.24
Retained earnings	\$ -
Appropriated	\$ 3,778,693.08
Unappropriated	\$ 298,720.73
Total Stockholders' equity	\$ 1,694,985.53

TOTAL LIABILITIES AND STOCKHOLDERS EQUITY	\$ 98,343,052.27
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BOUNCE MOBILE SYSTEMS, INC.
Consolidated with Delex Healthcare Group, Inc.
Statement of Income and Retained Earnings (Deficit)
For the Nine Months Ended
September 30, 2024

Net sales	\$ 7,974,848.74
Cost of sales	\$ 3,134,364.77
Gross profit	<u>\$ 4,840,483.97</u>
Selling expenses	\$ 2,953,384.69
Administrative expenses	\$ 1,502,140.50
Other income - net	\$ -211,553.75
Finance costs	\$ 439,662.38
Income before income tax	\$ 219,970.14
Provision for income tax	\$ 54,992.54
Net income	\$ 164,977.60
Other comprehensive income	
Items that will not recycle to profit or loss in subsequent periods	
Remeasurement gain on retirement plan	\$ -
Total comprehensive income	<u><u>\$ 101,857.60</u></u>

BOUNCE MOBILE SYSTEMS, INC.
Consolidated with Delex Healthcare Group, Inc.
Statement of Cash Flows
For the Nine Months Ended
September 30, 2024

CASH FLOWS FROM OPERATING ACTIVITIES	\$ -
Income before income tax	\$ 156,850.14
Adjustments for:	\$ -
Provision for inventory obsolescence	\$ 33,576.31
Depreciation and amortization	\$ 433,202.41
Interest expense	\$ 439,662.38
Retirement expense	\$ -
Gain on sale of property and equipment	\$ 9,525.03
Unrealized foreign exchange gain (loss)	\$ -
Fair value adjustment of UITF	\$ -
Interest income	\$ -32.62
Operating income before changes in working capital	<u>\$ 1,135,903.64</u>
Changes in operating assets and liabilities	\$ 63,120.00
Decrease (increase) in the amounts of:	\$ -
Trade and other receivables	\$ -578,405.14
Inventories	\$ -390,712.23
Prepayments and other current assets	\$ 108,538.38
Other non-current assets	\$ -72.62
Increase (decrease) in:	\$ -
Trade payables and other liabilities	\$ -382,158.97
Net cash provided by operations	<u>\$ -106,906.96</u>
Income taxes paid	\$ -
Interest received	\$ -64.03
Net cash provided by operating activities	<u>\$ -106,971.00</u>
CASH FLOWS FROM INVESTING ACTIVITIES	\$ -
Proceeds from sale of property and equipment	\$ 9,365.28
Acquisitions of:	\$ -
Property and equipment	\$ -97,515.57
Investment in subsidiaries	\$ -
Intangible assets	\$ -
Net cash used in investing activities	<u>\$ -88,150.29</u>
CASH FLOWS FROM FINANCING ACTIVITIES	\$ -
Proceeds from borrowings	\$ 7,170,470.28
Payments of borrowings	\$ -6,256,609.55
Interest payment on borrowings	\$ -439,662.38
Proceeds from issuance of capital stock	\$ -
Payment of lease liability	\$ -163,980.64
Dividends paid	\$ -30,505.26
Net cash used in financing activities	<u>\$ 279,712.46</u>
EFFECT OF EXCHANGE RATE CHANGES ON CASH	<u>\$ -</u>
NET DECREASE IN CASH	<u>\$ 84,591.18</u>
CASH AT BEGINNING OF YEAR	<u>\$ 205,814.29</u>
CASH AT THE END OF PERIOD	<u>\$ 290,405.47</u>

BOUNCE MOBILE SYSTEMS, INC.
Consolidated with Delex Healthcare Group, Inc.
Statement of Stockholders' Equity
September 30, 2024

	Common Stock Shares	Amount	Paid-in Capital	Accum. Earnings	Total Stockholder's Equity
Balances at January 1, 2024	459,619,885	\$ 45,962.00	\$ 83,747,585.00	\$ 4,100,197.51	\$ 86,418,728.00
Issuance of capital stock	40,000,000	\$ 4,000.00			\$ 4,000.00
Appropriation of retained earnings					\$ -
Total comprehensive income for the year				\$ 101,857.60	\$ 101,857.60
Balances at September 30, 2024	499,619,885	\$49,962.00	\$ 83,747,585.00	\$ 4,202,055.11	\$ 87,999,602.11

BOUNCE MOBILE SYSTEMS, INC.
CONSOLIDATED WITH DELEX HEALTHCARE GROUP
NOTES TO THE FINANCIAL STATEMENTS
September 30, 2024

NOTE 1 – GENERAL ORGANIZATION AND BUSINESS AND GOING CONCERN

The company was originally incorporated in North Carolina as Vital Living Products, Inc., in January, 1990.

On December 23, 1991, the company merged into Vital Living Products, Inc., a Delaware corporation and, thus, became a Delaware corporation.

On August 14, 2006, the company changed its domicile to Nevada and changed its name to Bounce Mobile Systems, Inc.

On February 19, 2020, Douglas DiSanti of Grassroots Advisory, LLC, was appointed Custodian of the corporation by order of the District Court of Nevada. On June 15, 2020, new management consisting of Marley Roldan, CEO, Secretary/Treasurer and Director; Howard Duran, President/Director, and: Reinerio Linares, CMO/Director, were elected by Mr. DiSantis. Mr. DiSanti continued as custodian until August 17, 2020, when he relinquished control to current management with court approval.

On April 9, 2021, Howard L. Duran and Reinerio Linares signed a Share Purchase Agreement to sell control of BNCM to Hatadi Shapiro Supaat who paid \$5,000 for each 100,000 shares block of preferred shares, or a total of \$10,000 for 200,000 shares block of preferred shares. The preferred shares granting Hatadi Shapiro Supaat control were then issued on April 20, 2021. On April 21, 2021, BNCM accepted the resignation of Howard L. Duran as President and Director and Dr. Rey Linares as Director. Simultaneously, the board appointed Hatadi Shapiro Supaat as President. On May 4, 2021, Hatadi Shapiro Supaat was issued 300,000 preferred shares, having a total of 500,000 preferred shares.

On September 30, 2021, Supplemental Information Report requesting the removal of “shell” flag of BNCM in OTC has been uploaded. The report reflected all the updated financial figures of the company resulting from the various acquisitions and activities for the quarter.

On July 02, 2024, BNCM (Bounce Mobile Systems, Inc.) signed an Asset Purchase Agreement with Delex Healthcare Group, Inc. (DELEX), a Delaware-registered corporation that owns DLX Holdings, Inc. (DLX), a company based in the Philippines.

DLX holds a 60% direct controlling interest in Delex Pharma International, Inc. (DPI), as well as indirect controlling interests in JMN Brothers Pharma Limited, Inc., and MD Pharma, Inc. JMN Brothers Pharma Limited, Inc., and MD Pharma, Inc. are wholly owned subsidiaries of Delex Pharma International, Inc. This transaction was accounted for as a business combination in accordance with ASC 805. Transfer of the rights, titles and interests to BNCM is a result of Asset Purchase Agreement (APA) effective July 02, 2024. Following the effectivity of Asset Purchase Agreement (SPA), the transfer of rights, title, and interests to DELEX means that JMN and MPI are now direct subsidiaries of BNCM.

Delex Pharma International, Inc. (DPI) was incorporated and registered with the Securities and Exchange Commission (SEC) in the Philippines on July 13, 2009. The Company was established primarily to engage in the distribution of medical supplies, equipment, pharmaceutical products and food supplements on a wholesale or retail basis. DPI is 60% owned by DLX Holdings, Inc. and 40% owned by High Everest Capital, Inc.

BNCM is an Asset Management Company that secures its assets by investing in companies with strong growth potentials, robust revenues, significant profits, proven track records, and promising business models with highly experienced management teams that will exceptionally qualify for quotation and or listing on the OTC and or NASDAQ Market within the next 2 to 3 years.

These consolidated financial statements have been prepared on a going concern basis, which implies the Company will continue to realize its assets and discharge its liabilities in the normal course of business. The continuation of the Company as a going concern is dependent upon the continued financial support from its shareholders, the ability of the Company to obtain necessary debt or equity financing to continue operations, and the attainment of profitable operations. There is no guarantee that the Company will be successful in these efforts. These consolidated financial statements do not include any adjustments to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

These consolidated financial statements present the balance sheets, statements of operations, stockholders' deficit and cash flows of the Company. These financial statements are presented in United States dollars and have been prepared in accordance with accounting principles generally accepted in the United States. The Company's financial statements are prepared using the accrual method of accounting. The Company has elected a December 31 fiscal year end.

Use of Estimates and Assumptions

The preparation of these 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 disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates. The results of operations and cash flows for the periods shown are not necessarily indicative of the results to be expected for the full year. The Company regularly evaluates estimates and assumptions related to valuation of license, stock-based compensation, and deferred income tax asset valuation allowances.

Cash and Cash Equivalents

The Company considers all highly liquid investments with maturity of three months or less when purchased to be cash equivalents.

Digital Assets

The Company owns the following significant digital assets:

Category	Description	Amount
1ai	Token 110,700,000 @ \$0.000369	\$ 40,848
APO	Token 1,500,000 @ \$0.60	\$ 900,000
EGGE tokens	Token 800,000,000 @ \$0.10	\$80,000,000

Financial Instruments and Fair Value Measures

ASC 820, "*Fair Value Measurements and Disclosures*" requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. ASC 820 establishes a fair value hierarchy based on the level of independent, objective evidence surrounding the inputs used to measure fair value. A financial instrument's categorization within the fair value hierarchy is based upon the lowest level of input that is significant to the fair value measurement. ASC 820 prioritizes the inputs into three levels that may be used to measure fair value:

Level 1

Level 1 applies to assets or liabilities for which there are quoted prices in active markets for identical assets or liabilities.

Level 2

Level 2 applies to assets or liabilities for which there are inputs other than quoted prices that are observable for the

asset or liability such as quoted prices for similar assets or liabilities in active markets; quoted prices for identical assets or liabilities in markets with insufficient volume or infrequent transactions (less active markets); or model-derived valuations in which significant inputs are observable or can be derived principally from, or corroborated by, observable market data.

Level 3

Level 3 applies to assets or liabilities for which there are unobservable inputs to the valuation methodology that are significant to the measurement of the fair value of the assets or liabilities.

The Company's financial instruments consist principally of cash, accounts payable and accrued liabilities, convertible debenture, stock-settled debt obligation, and amounts due to related parties. Pursuant to ASC 820, the fair value of cash is determined based on "Level 1" inputs, which consist of quoted prices in active markets for identical assets. The recorded values of all other financial instruments approximate their current fair values because of their nature and respective maturity dates or durations. Unless otherwise noted, it is management's opinion that the Company is not exposed to significant interest, currency or credit risks arising from these financial statements.

Gain / Loss on Investments

The Company used the fair value in recording each class of financial instruments including Investment - Acquired companies, Digital Assets (Tokens), Shares Receivable. The Fair Value is obtained from quoted market prices, discounted cash flow models and option pricing models, as appropriate.

There is a significant change in the value of asset due to cancellation of share receivable and due to the material decrease of the price / Fair Value of Starfleet Innotech Inc. (SFIO) shares.

Stock-based Compensation

The Company records stock-based compensation in accordance with ASC 718 "Compensation – Stock Compensation" and ASC 505, "Equity Based Payments to Non-Employees", using the fair value method. All transactions in which goods or services are the consideration received for the issuance of equity instruments are accounted for based on the fair value of the consideration received or the fair value of the equity instrument issued, whichever is more reliably measurable.

Loss per Share

The Company computes net loss per share in accordance with ASC 260, "Earnings per Share", which requires presentation of both basic and diluted earnings per share ("EPS") on the face of the statements of operations. Basic EPS is computed by dividing net loss available to common shareholders (numerator) by the weighted average number of shares outstanding (denominator) during the period. Diluted EPS gives effect to all dilutive potential common shares outstanding during the period using the treasury stock method and convertible preferred stock using the if-converted method. In computing diluted EPS, the average stock price for the period is used in determining the number of shares assumed to be purchased from the exercise of stock options or warrants. Diluted EPS excludes all dilutive potential shares if their effect is anti-dilutive.

Comprehensive Loss

ASC 220, "Comprehensive Income", establishes standards for the reporting and display of comprehensive loss and its components in the consolidated financial statements. As of March 31, 2021 and at December 31, 2020, the Company had no items representing comprehensive income or loss.

Income Taxes

A deferred tax asset or liability is recorded for all temporary differences between financial and tax reporting and net operating loss carry forwards. Deferred tax expense (benefit) results from the net change during the year of deferred tax assets and liabilities. 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.

When required, the Company records a liability for unrecognized tax positions, defined as the aggregate tax effect of differences between positions taken on tax returns and the benefits recognized in the financial statements. Tax positions are measured at the largest amount of benefit that is greater than fifty percent likely of being realized upon ultimate settlement. No tax benefits are recognized for positions that do not meet this threshold. The Company has no uncertain tax positions that require the Company to record a liability. The Company's tax years ended December 31, 2020 and December 31, 2019 remain subject to examination by Federal and state jurisdictions.

The Company recognizes penalties and interest associated with tax matters as part of the income tax provision and includes accrued interest and penalties with the related tax liability in the balance sheet. The Company had no accrued penalties and interest as of December 31, 2020 or as of December 31, 2019.

Recently Issued Accounting Pronouncements

The Company has implemented all new accounting pronouncements that are in effect and that may impact its financial statements and does not believe that there are any other new accounting pronouncements that have been issued that might have a material impact on its financial position or results of operations.

NOTE 3 – STOCKHOLDERS' EQUITY

Authorized Shares

The Company is authorized to issue 2,000,000,000 shares of \$0.0001 par value common stock.

Common Stock

All common stock shares have equal voting rights, are non-assessable and have one vote per share.

Preferred Stock

The Company is authorized to issue 5,000,000 shares of \$0.0001 par value preferred shares.

NOTE 4 – CONFLICTS OF INTEREST

The officer and director of the Company is involved in other business activities and may, in the future, become involved in other business opportunities. If a specific business opportunity becomes available, such person may face a conflict in selecting between the Company and his other business interests. The Company has not formulated a policy for the resolution of such conflicts.

NOTE 5 – SUBSEQUENT EVENTS

Merger with Delex Healthcare Group, Inc.

On July 02, 2024, BNCM (Bounce Mobile Systems, Inc.) signed an Asset Purchase Agreement with Delex Healthcare Group, Inc. (DELEX), a Delaware-registered corporation that owns DLX Holdings, Inc. (DLX), a company based in the Philippines.

DLX holds a 60% direct controlling interest in Delex Pharma International, Inc. (DPI), as well as indirect controlling interests in JMN Brothers Pharma Limited, Inc., and MD Pharma, Inc. (MPI). JMN Brothers Pharma Limited, Inc., and MD Pharma, Inc are wholly owned subsidiaries of Delex Pharma International, Inc. This transaction was accounted for as a business combination in accordance with ASC 805. Transfer of the rights, titles and interests to BNCM is a result of Asset Purchase Agreement (APA) effective July 02, 2024. Following the effectivity of the Asset Purchase Agreement (SPA), the transfer of rights, titles, and interests to DELEX means that JMN and MPI are now direct subsidiaries of BNCM.

Delex Pharma International, Inc. (DPI) was incorporated and registered with the Securities and Exchange Commission (SEC) on July 13, 2009. DPI was established primarily to engage in distribution of medical supplies, equipment, pharmaceutical products and food supplements on wholesale or retail basis. The Company is 60.00% owned by DLX Holdings, Inc. and 40.00% owned by High Everest Capital, Inc.

Bounce Mobile Systems, Inc. (OTC: BNCM) is an Asset Management Company that secures its assets by investing in companies with strong growth potentials, robust revenues, significant profits, proven track records, and promising business models with highly experienced management teams that will exceptionally qualify for quotation and or listing on the OTC and or NASDAQ Market within the next 2 to 3 years.

Delex Healthcare Group, Inc. (DELEX) is a Delaware-registered company, and a Holding Company of DLX Holdings, Inc. (DLX).

DLX Holdings, Inc. (DLX) holds a 60% controlling interest in Delex Pharma International, Inc. (DPI) while also holding a 46% controlling interest in JMN Brother's Pharma Limited, Inc. DLX and its subsidiaries are involved in the development and distribution of Pharmaceutical and Healthcare products in the Philippines.

Delex Pharma International, Inc. (DPI) is registered in the Philippines on July 13, 2009, to engage in the distribution of medical supplies, equipment, pharmaceutical products, and food supplements on wholesale or retail basis.

JMN Brothers Pharma Limited, Inc. (JMN) is registered in the Philippines on June 27, 2016, to engage in the distribution of medical supplies, equipment, pharmaceutical products, and food supplements on wholesale or retail basis.

MD Pharma, Inc. (MPI) is registered in the Philippines on August 18, 2006, to engage in the import, export and sale of pharmaceutical products and food supplements.

Consideration Transferred

The merger was executed through the issuance of 1.50 billion common shares of BNCM, valued at \$.0030 per share, resulting in a total consideration of \$4.50 million. No cash consideration was involved.

Fair Value of Assets Acquired and Liabilities Assumed

The financial statements of Delex Healthcare Group, Inc. (DELEX) have been consolidated into BNCM's financials. The fair values of identifiable assets acquired, and liabilities assumed are summarized in the accompanying financial statements. The ownership of BNCM in the Philippines does not include the 40% stake or ownership of High Everest Capital in Delex Pharma International, Inc.

POST MERGER PLANS / PROJECTS

1. Full Participation in the Philippines Obstetrics & Gynecology Convention from Nov 11th to 15th
2. Launch of Sternmed (Germany) infusion pumps during PSA Convention on Nov 27.
3. Signing of Partnership Contract with Masimo (USA) for partnership on Hemodynamics
4. DELEX Strategy Planning for 2025 and onwards in January 2025
5. Launch of Amsino (USA) product, Receptal, in February 2025.
6. Signing of Contract with Invokution (India) in Q1 2025.
7. Opening of 5 to 10 new Pharmacy Stores starting Q1 2025.
8. Announcement of Delex entitlement for Philips Imaging business in Q1 2025.
9. Signing of Partnership Contract with Yuwell (China) and launch of its Diabetes-related products, including Continuous Glucose Monitors (CGM) and others in Q2 2025
10. Launch of Masimo (USA) products in Q3 2025.
11. Establish new Delex office in Makati, Philippines in Q3 2025