

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

GIVBUX, INC.

2801 West Coast Highway, Suite 200
Newport Beach, CA 92663

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5223

Annual Report

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

Outstanding Shares

The number of shares outstanding of our Common Stock was:

88,579,434 as of December 31, 2023

88,512,767 as of December 31, 2022

Shell Status

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

Yes: ☐ No: ☒

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

Yes: ☐ No: ☒

Change in Control

Indicate by check mark whether a Change in 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.

The Company's current name is GivBux, Inc. The Company's address was and is 2801 West Coast Hwy., Suite 200, Newport Beach, CA 92663. We were originally incorporated in the State of Colorado on September 28, 2001, under the name Rub-A-Dub Soap, Inc. On March 6, 2006, we reincorporated in the State of Nevada. On July 30, 2018, we changed our name to Sentaída Tire Company, Ltd. Effective January 15, 2021, FINRA approved our change of name to GivBux, Inc.

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

The Company is incorporated in the State of Nevada. During the past five (5) years, the name of the Company was Sentaída Tire Company, Ltd. until January 15, 2021, at which time it was changed to GivBux, Inc. (ACTIVE status in the State of Nevada).

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

N/A

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

N/A

Address of the issuer's principal executive office:

2801 West Coast Highway Suite 200
Newport Beach, CA 92663

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: Olde Monmouth Stock Transfer
Phone: 732-872-2727
Email: matt@oldemonmouth.com
Address: 200 Memorial Pkwy, Atlantic Highlands, NJ 07716

Publicly Quoted or Traded Securities:

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

Trading symbol:	<u>GBUX</u>	
Exact title and class of securities outstanding:	<u>Common Stock</u>	
CUSIP:	<u>81726L 106</u>	
Par or stated value:	<u>\$0.001</u>	
Total shares authorized:	<u>100,000,000</u>	<u>as of date: 12/31/2023</u>
Total shares outstanding:	<u>88,579,434</u>	<u>as of date: 12/31/2023</u>
Total number of shareholders of record:	<u>195</u>	<u>as of date: 12/31/2023</u>

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:	<u>Series A Preferred Stock</u>	
CUSIP (if applicable):	<u>N/A</u>	
Par or stated value:	<u>\$0.001</u>	
Total shares authorized:	<u>8,000,000</u>	<u>as of date: 12/31/2023</u>
Total shares outstanding (if applicable):	<u>0</u>	<u>as of date: 12/31/2023</u>
Total number of shareholders of record (if applicable):	<u>N/A</u>	<u>as of date: 12/31/2023</u>

Exact title and class of the security:	<u>Series B Preferred Stock</u>	
CUSIP (if applicable):	<u>N/A</u>	
Par or stated value:	<u>\$0.001</u>	
Total shares authorized:	<u>1,000,000</u>	<u>as of date: 12/31/2023</u>
Total shares outstanding (if applicable):	<u>0</u>	<u>as of date: 12/31/2023</u>
Total number of shareholders of record (if applicable):	<u>N/A</u>	<u>as of date: 12/31/2023</u>

Exact title and class of the security:	<u>Series C Preferred Stock</u>	
CUSIP (if applicable):	<u>N/A</u>	
Par or stated value:	<u>\$0.001</u>	
Total shares authorized:	<u>1,000,000</u>	<u>as of date: 12/31/2023</u>
Total shares outstanding (if applicable):	<u>0</u>	<u>as of date: 12/31/2023</u>
Total number of shareholders of record (if applicable):	<u>N/A</u>	<u>as of date: 12/31/2023</u>

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.

The shares of common stock have all rights attributable to common stock under Nevada Business Corporations Act. The common stock is entitled to dividends as declared by the Company's Board of Directors. The shares of common stock are entitled to be voted on all matters with one vote per share. The common stock has no preemption rights.

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

The shares of Series A Preferred Stock have all rights attributable to stock under Nevada Business Corporations Act. The Series A Preferred stock has the following additional rights:

- Dividends: Receives dividends on “as converted” basis when Board of Directors declares dividends on common stock to be paid before common stock.
- Distributions or liquidation: At the rate of \$0.001 per share to be paid before common stock.
- Voting: Votes with common stock at 1,000 votes for each share of preferred.
- Redemption: The Company has no right of redemption.

The shares of Series B Preferred Stock have all rights attributable to stock under Nevada Business Corporations Act. The Series B Preferred stock has the following additional rights:

- Dividends: 8% per annum.
- Distributions or liquidation: At the rate of \$20 per share to be paid before common stock.
- Conversion: After 6 months following issuance if Company is a reporting company, otherwise after 12 months following issuance, the preferred shares may be converted into shares of common stock at the rate of one share of preferred for \$20 of common stock valued at market value (OTC Markets average closing bid price for 5 days prior to conversion) less an 8% discount.
- Voting: Only as required by Nevada Business Corporations Act.
- Redemption: The Company has no right of redemption.
- Anti-dilution: In the event of a forward split of common stock, the shares of preferred are increased at the same rate. In the event of a reverse split of common stock, the shares of preferred stock are not subject to reverse.

The shares of Series C Preferred Stock have all rights attributable to stock under Nevada Business Corporations Act. The Series C Preferred stock has the following additional rights:

- Dividends: None.
- Distributions or liquidation: At the rate of \$0.001 per share to be paid concurrent with common stock.
- Voting: Votes with common stock at 5,000 votes for each share of preferred.
- Redemption: The Company has no right of redemption.

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 as of Second Most Recent Fiscal Year End: <u>Opening Balance</u> Date <u>12/31/2020</u> Common: <u>26,000,000</u> Preferred: <u>1,000,000</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 (1)	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
<u>1/15/21</u>	<u>Cancellation per 1-for-20 Reverse Split</u>	<u>24,700,000</u>	<u>Common</u>	<u>n/a</u>	<u>n/a</u>	<u>n/a</u>	<u>n/a</u>	<u>n/a</u>	<u>n/a</u>
<u>1/15/21</u>	<u>New Issuance</u>	<u>160</u>	<u>Common</u>	<u>n/a</u>	<u>n/a</u>	<u>n/a</u>	<u>Round-up of share held by CEDE & Co. due to Reverse Split</u>	<u>n/a</u>	<u>n/a</u>
<u>1/15/2021</u>	<u>New Issuance</u>	<u>10,000</u>	<u>Common</u>	<u>\$0.001</u>	<u>Yes</u>	<u>Michael Accurso</u>	<u>Acquisition of GivBux Global Partners, Inc.</u>	<u>Restricted</u>	<u>4(2)</u>
<u>1/15/2021</u>	<u>New Issuance</u>	<u>50,000</u>	<u>Common</u>	<u>\$0.50</u>	<u>Yes</u>	<u>Mining Max US Partners I, LLC (Amable Rick Aguiliz)</u>	<u>Acquisition of GivBux Global Partners, Inc.</u>	<u>Restricted</u>	<u>4(2)</u>
<u>1/15/2021</u>	<u>New Issuance</u>	<u>34,000</u>	<u>Common</u>	<u>\$0.001</u>	<u>Yes</u>	<u>Mining Max US Partners I, LLC (Amable Rick Aguiliz)</u>	<u>Acquisition of GivBux Global Partners, Inc.</u>	<u>Restricted</u>	<u>4(2)</u>
<u>1/15/2021</u>	<u>New Issuance</u>	<u>34,000</u>	<u>Common</u>	<u>\$0.001</u>	<u>Yes</u>	<u>GivBux Team USA, LLC (Amable Rick Aguiliz)</u>	<u>Acquisition of GivBux Global Partners, Inc.</u>	<u>Restricted</u>	<u>4(2)</u>
<u>1/15/2021</u>	<u>New Issuance</u>	<u>2,000</u>	<u>Common</u>	<u>\$0.001</u>	<u>Yes</u>	<u>Augusto P. Amoranto</u>	<u>Acquisition of GivBux Global Partners, Inc.</u>	<u>Restricted</u>	<u>4(2)</u>
<u>1/15/2021</u>	<u>New Issuance</u>	<u>1,000</u>	<u>Common</u>	<u>\$0.001</u>	<u>Yes</u>	<u>Angela Angiolillo</u>	<u>Acquisition of GivBux Global Partners, Inc.</u>	<u>Restricted</u>	<u>4(2)</u>

<u>1/15/2021</u>	<u>New Issuance</u>	<u>2,000</u>	<u>Common</u>	<u>\$0.001</u>	<u>Yes</u>	Filmon Y. Araya	<u>Acquisition of GivBux Global Partners, Inc.</u>	<u>Restricted</u>	<u>4(2)</u>
<u>1/15/2021</u>	<u>New Issuance</u>	<u>3,000</u>	<u>Common</u>	<u>\$0.001</u>	<u>Yes</u>	Norma M. Ariate	<u>Acquisition of GivBux Global Partners, Inc.</u>	<u>Restricted</u>	<u>4(2)</u>
<u>1/15/2021</u>	<u>New Issuance</u>	<u>25,000</u>	<u>Common</u>	<u>\$0.001</u>	<u>Yes</u>	Michael Arnkvam	<u>Acquisition of GivBux Global Partners, Inc.</u>	<u>Restricted</u>	<u>4(2)</u>
<u>1/15/2021</u>	<u>New Issuance</u>	<u>10,000</u>	<u>Common</u>	<u>\$0.50</u>	<u>Yes</u>	Aurora A. Austriaco	<u>Acquisition of GivBux Global Partners, Inc.</u>	<u>Restricted</u>	<u>4(2)</u>
<u>1/15/2021</u>	<u>New Issuance</u>	<u>10,000</u>	<u>Common</u>	<u>\$0.001</u>	<u>Yes</u>	Belita Barrett	<u>Acquisition of GivBux Global Partners, Inc.</u>	<u>Restricted</u>	<u>4(2)</u>
<u>1/15/2021</u>	<u>New Issuance</u>	<u>70,000,000</u>	<u>Common</u>	<u>\$0.001</u>	<u>Yes</u>	Bear Bull, Inc. – GivBux Voting Trust (Robert J. Huston III and Lissa Mitchell, Trustees)	<u>Acquisition of GivBux Global Partners, Inc.</u>	<u>Restricted</u>	<u>4(2)</u>
<u>1/15/2021</u>	<u>New Issuance</u>	<u>5,000</u>	<u>Common</u>	<u>\$0.001</u>	<u>Yes</u>	Allan Bleakley	<u>Acquisition of GivBux Global Partners, Inc.</u>	<u>Restricted</u>	<u>4(2)</u>
<u>1/15/2021</u>	<u>New Issuance</u>	<u>5,000</u>	<u>Common</u>	<u>\$0.001</u>	<u>Yes</u>	Michael J. Brown	<u>Acquisition of GivBux Global Partners, Inc.</u>	<u>Restricted</u>	<u>4(2)</u>
<u>1/15/2021</u>	<u>New Issuance</u>	<u>1,500</u>	<u>Common</u>	<u>\$0.001</u>	<u>Yes</u>	Britt Burnette	<u>Acquisition of GivBux Global Partners, Inc.</u>	<u>Restricted</u>	<u>4(2)</u>
<u>1/15/2021</u>	<u>New Issuance</u>	<u>10,000</u>	<u>Common</u>	<u>\$0.001</u>	<u>Yes</u>	Michael Burnette	<u>Acquisition of GivBux Global Partners, Inc.</u>	<u>Restricted</u>	<u>4(2)</u>
<u>1/15/2021</u>	<u>New Issuance</u>	<u>1,000,000</u>	<u>Common</u>	<u>\$0.001</u>	<u>Yes</u>	Caye Island Ventures, LLC (Jamal Joseph)	<u>Acquisition of GivBux Global Partners, Inc.</u>	<u>Restricted</u>	<u>4(2)</u>
<u>1/15/2021</u>	<u>New Issuance</u>	<u>2,000</u>	<u>Common</u>	<u>\$0.001</u>	<u>Yes</u>	Nelson Castorillo	<u>Acquisition of GivBux Global Partners, Inc.</u>	<u>Restricted</u>	<u>4(2)</u>
<u>1/15/2021</u>	<u>New Issuance</u>	<u>25,000</u>	<u>Common</u>	<u>\$0.001</u>	<u>Yes</u>	Gerrit Chalay	<u>Acquisition of GivBux Global Partners, Inc.</u>	<u>Restricted</u>	<u>4(2)</u>
<u>1/15/2021</u>	<u>New Issuance</u>	<u>25,000</u>	<u>Common</u>	<u>\$0.001</u>	<u>Yes</u>	Fastlink International, Ltd. (Raymond Chin)	<u>Acquisition of GivBux Global Partners, Inc.</u>	<u>Restricted</u>	<u>4(2)</u>
<u>1/15/2021</u>	<u>New Issuance</u>	<u>2,000</u>	<u>Common</u>	<u>\$0.001</u>	<u>Yes</u>	Edna Consing Concepcion	<u>Acquisition of GivBux Global Partners, Inc.</u>	<u>Restricted</u>	<u>4(2)</u>

<u>1/15/2021</u>	<u>New Issuance</u>	<u>10,000</u>	<u>Common</u>	<u>\$0.50</u>	<u>Yes</u>	Maria Cunning	<u>Acquisition of GivBux Global Partners, Inc.</u>	<u>Restricted</u>	<u>4(2)</u>
<u>1/15/2021</u>	<u>New Issuance</u>	<u>2,000</u>	<u>Common</u>	<u>\$0.001</u>	<u>Yes</u>	Dennis Deveza	<u>Acquisition of GivBux Global Partners, Inc.</u>	<u>Restricted</u>	<u>4(2)</u>
<u>1/15/2021</u>	<u>New Issuance</u>	<u>10,000</u>	<u>Common</u>	<u>\$0.001</u>	<u>Yes</u>	Charmel De La Cruz and Marie Villareal	<u>Acquisition of GivBux Global Partners, Inc.</u>	<u>Restricted</u>	<u>4(2)</u>
<u>1/15/2021</u>	<u>New Issuance</u>	<u>25,000</u>	<u>Common</u>	<u>\$0.001</u>	<u>Yes</u>	Brian K. Early	<u>Acquisition of GivBux Global Partners, Inc.</u>	<u>Restricted</u>	<u>4(2)</u>
<u>1/15/2021</u>	<u>New Issuance</u>	<u>25,000</u>	<u>Common</u>	<u>\$0.001</u>	<u>Yes</u>	SE Consulting, LLC (Saul A. Escudero Jr.)	<u>Acquisition of GivBux Global Partners, Inc.</u>	<u>Restricted</u>	<u>4(2)</u>
<u>1/15/2021</u>	<u>New Issuance</u>	<u>2,000</u>	<u>Common</u>	<u>\$0.001</u>	<u>Yes</u>	Rowell Ferrer	<u>Acquisition of GivBux Global Partners, Inc.</u>	<u>Restricted</u>	<u>4(2)</u>
<u>1/15/2021</u>	<u>New Issuance</u>	<u>50,000</u>	<u>Common</u>	<u>\$0.50</u>	<u>Yes</u>	Richard Felicelda and Vermily Patelona	<u>Acquisition of GivBux Global Partners, Inc.</u>	<u>Restricted</u>	<u>4(2)</u>
<u>1/15/2021</u>	<u>New Issuance</u>	<u>5,000</u>	<u>Common</u>	<u>\$0.001</u>	<u>Yes</u>	Dennis Hamel	<u>Acquisition of GivBux Global Partners, Inc.</u>	<u>Restricted</u>	<u>4(2)</u>
<u>1/15/2021</u>	<u>New Issuance</u>	<u>1,000</u>	<u>Common</u>	<u>\$0.001</u>	<u>Yes</u>	Michelle Hamel	<u>Acquisition of GivBux Global Partners, Inc.</u>	<u>Restricted</u>	<u>4(2)</u>
<u>1/15/2021</u>	<u>New Issuance</u>	<u>50,000</u>	<u>Common</u>	<u>\$0.001</u>	<u>Yes</u>	Dean Marcel Hamel	<u>Acquisition of GivBux Global Partners, Inc.</u>	<u>Restricted</u>	<u>4(2)</u>
<u>1/15/2021</u>	<u>New Issuance</u>	<u>45,000</u>	<u>Common</u>	<u>\$0.001</u>	<u>Yes</u>	Tommy Irvin	<u>Acquisition of GivBux Global Partners, Inc.</u>	<u>Restricted</u>	<u>4(2)</u>
<u>1/15/2021</u>	<u>New Issuance</u>	<u>10,000</u>	<u>Common</u>	<u>\$0.001</u>	<u>Yes</u>	Eduardo R. Ilao	<u>Acquisition of GivBux Global Partners, Inc.</u>	<u>Restricted</u>	<u>4(2)</u>
<u>1/15/2021</u>	<u>New Issuance</u>	<u>3,000</u>	<u>Common</u>	<u>\$0.001</u>	<u>Yes</u>	Danilo P. Isidro	<u>Acquisition of GivBux Global Partners, Inc.</u>	<u>Restricted</u>	<u>4(2)</u>
<u>1/15/2021</u>	<u>New Issuance</u>	<u>25,000</u>	<u>Common</u>	<u>\$0.001</u>	<u>Yes</u>	Daniel Ives	<u>Acquisition of GivBux Global Partners, Inc.</u>	<u>Restricted</u>	<u>4(2)</u>
<u>1/15/2021</u>	<u>New Issuance</u>	<u>10,000</u>	<u>Common</u>	<u>\$0.001</u>	<u>Yes</u>	Russell Kidder	<u>Acquisition of GivBux Global Partners, Inc.</u>	<u>Restricted</u>	<u>4(2)</u>
<u>1/15/2021</u>	<u>New Issuance</u>	<u>25,000</u>	<u>Common</u>	<u>\$0.001</u>	<u>Yes</u>	Young Gil Kim	<u>Acquisition of GivBux Global Partners, Inc.</u>	<u>Restricted</u>	<u>4(2)</u>
<u>1/15/2021</u>	<u>New Issuance</u>	<u>82,000</u>	<u>Common</u>	<u>\$0.50</u>	<u>Yes</u>	Neal King and Judy King	<u>Acquisition of GivBux Global Partners, Inc.</u>	<u>Restricted</u>	<u>4(2)</u>

<u>1/15/2021</u>	<u>New Issuance</u>	<u>20,000</u>	<u>Common</u>	<u>\$0.50</u>	<u>Yes</u>	Fred G. Kuhl	<u>Acquisition of GivBux Global Partners, Inc.</u>	<u>Restricted</u>	<u>4(2)</u>
<u>1/15/2021</u>	<u>New Issuance</u>	<u>4,000</u>	<u>Common</u>	<u>\$0.001</u>	<u>Yes</u>	Todd Laseter	<u>Acquisition of GivBux Global Partners, Inc.</u>	<u>Restricted</u>	<u>4(2)</u>
<u>1/15/2021</u>	<u>New Issuance</u>	<u>100,000</u>	<u>Common</u>	<u>\$0.50</u>	<u>Yes</u>	Divina Le	<u>Acquisition of GivBux Global Partners, Inc.</u>	<u>Restricted</u>	<u>4(2)</u>
<u>1/15/2021</u>	<u>New Issuance</u>	<u>10,000</u>	<u>Common</u>	<u>\$0.001</u>	<u>Yes</u>	John E. Lux	<u>Acquisition of GivBux Global Partners, Inc.</u>	<u>Restricted</u>	<u>4(2)</u>
<u>1/15/2021</u>	<u>New Issuance</u>	<u>3,000</u>	<u>Common</u>	<u>\$0.001</u>	<u>Yes</u>	Sheila J. Mactal	<u>Acquisition of GivBux Global Partners, Inc.</u>	<u>Restricted</u>	<u>4(2)</u>
<u>1/15/2021</u>	<u>New Issuance</u>	<u>2,000</u>	<u>Common</u>	<u>\$0.001</u>	<u>Yes</u>	Edgar O. Mangona	<u>Acquisition of GivBux Global Partners, Inc.</u>	<u>Restricted</u>	<u>4(2)</u>
<u>1/15/2021</u>	<u>New Issuance</u>	<u>2,000</u>	<u>Common</u>	<u>\$0.001</u>	<u>Yes</u>	Francisca Martineez	<u>Acquisition of GivBux Global Partners, Inc.</u>	<u>Restricted</u>	<u>4(2)</u>
<u>1/15/2021</u>	<u>New Issuance</u>	<u>10,000</u>	<u>Common</u>	<u>\$0.001</u>	<u>Yes</u>	Mint Worldwide, Inc. (Wil Master)	<u>Acquisition of GivBux Global Partners, Inc.</u>	<u>Restricted</u>	<u>4(2)</u>
<u>1/15/2021</u>	<u>New Issuance</u>	<u>10,000</u>	<u>Common</u>	<u>\$0.001</u>	<u>Yes</u>	Dennis Matthews	<u>Acquisition of GivBux Global Partners, Inc.</u>	<u>Restricted</u>	<u>4(2)</u>
<u>1/15/2021</u>	<u>New Issuance</u>	<u>10,000</u>	<u>Common</u>	<u>\$0.001</u>	<u>Yes</u>	Scott McFadden	<u>Acquisition of GivBux Global Partners, Inc.</u>	<u>Restricted</u>	<u>4(2)</u>
<u>1/15/2021</u>	<u>New Issuance</u>	<u>10,000</u>	<u>Common</u>	<u>\$0.001</u>	<u>Yes</u>	Florentino Menor	<u>Acquisition of GivBux Global Partners, Inc.</u>	<u>Restricted</u>	<u>4(2)</u>
<u>1/15/2021</u>	<u>New Issuance</u>	<u>10,000</u>	<u>Common</u>	<u>\$0.001</u>	<u>Yes</u>	Grace Menor	<u>Acquisition of GivBux Global Partners, Inc.</u>	<u>Restricted</u>	<u>4(2)</u>
<u>1/15/2021</u>	<u>New Issuance</u>	<u>10,000</u>	<u>Common</u>	<u>\$0.001</u>	<u>Yes</u>	Lissa Mitchell	<u>Acquisition of GivBux Global Partners, Inc.</u>	<u>Restricted</u>	<u>4(2)</u>
<u>1/15/2021</u>	<u>New Issuance</u>	<u>10,000</u>	<u>Common</u>	<u>\$0.001</u>	<u>Yes</u>	James D. Monillos	<u>Acquisition of GivBux Global Partners, Inc.</u>	<u>Restricted</u>	<u>4(2)</u>
<u>1/15/2021</u>	<u>New Issuance</u>	<u>10,000</u>	<u>Common</u>	<u>\$0.001</u>	<u>Yes</u>	Richard Morrison	<u>Acquisition of GivBux Global Partners, Inc.</u>	<u>Restricted</u>	<u>4(2)</u>
<u>1/15/2021</u>	<u>New Issuance</u>	<u>10,000</u>	<u>Common</u>	<u>\$0.50</u>	<u>Yes</u>	Kaylene Oballo and Wilhelmina Palis	<u>Acquisition of GivBux Global Partners, Inc.</u>	<u>Restricted</u>	<u>4(2)</u>
<u>1/15/2021</u>	<u>New Issuance</u>	<u>10,000</u>	<u>Common</u>	<u>\$0.001</u>	<u>Yes</u>	Amanda Ortiz	<u>Acquisition of GivBux Global Partners, Inc.</u>	<u>Restricted</u>	<u>4(2)</u>

<u>1/15/2021</u>	<u>New Issuance</u>	<u>1.000</u>	<u>Common</u>	<u>\$0.001</u>	<u>Yes</u>	Dominador Palaly	<u>Acquisition of GivBux Global Partners, Inc.</u>	<u>Restricted</u>	<u>4(2)</u>
<u>1/15/2021</u>	<u>New Issuance</u>	<u>10.000</u>	<u>Common</u>	<u>\$0.50</u>	<u>Yes</u>	Kristen Parquet	<u>Acquisition of GivBux Global Partners, Inc.</u>	<u>Restricted</u>	<u>4(2)</u>
<u>1/15/2021</u>	<u>New Issuance</u>	<u>1.000</u>	<u>Common</u>	<u>\$0.001</u>	<u>Yes</u>	Lillian Pellot	<u>Acquisition of GivBux Global Partners, Inc.</u>	<u>Restricted</u>	<u>4(2)</u>
<u>1/15/2021</u>	<u>New Issuance</u>	<u>35.000</u>	<u>Common</u>	<u>\$0.001</u>	<u>Yes</u>	Nicholaos Psihogios	<u>Acquisition of GivBux Global Partners, Inc.</u>	<u>Restricted</u>	<u>4(2)</u>
<u>1/15/2021</u>	<u>New Issuance</u>	<u>2.000</u>	<u>Common</u>	<u>\$0.001</u>	<u>Yes</u>	Melissa Purganan and F. Purganan	<u>Acquisition of GivBux Global Partners, Inc.</u>	<u>Restricted</u>	<u>4(2)</u>
<u>1/15/2021</u>	<u>New Issuance</u>	<u>2.000</u>	<u>Common</u>	<u>\$0.001</u>	<u>Yes</u>	Abraham R. Ragudos	<u>Acquisition of GivBux Global Partners, Inc.</u>	<u>Restricted</u>	<u>4(2)</u>
<u>1/15/2021</u>	<u>New Issuance</u>	<u>1.000.000</u>	<u>Common</u>	<u>\$0.001</u>	<u>Yes</u>	Research & Referral Bz (Aaliyah Whittaker)	<u>Acquisition of GivBux Global Partners, Inc.</u>	<u>Restricted</u>	<u>4(2)</u>
<u>1/15/2021</u>	<u>New Issuance</u>	<u>10.000</u>	<u>Common</u>	<u>\$0.001</u>	<u>Yes</u>	Delta Property Solutions, Inc. (Joseph Reid)	<u>Acquisition of GivBux Global Partners, Inc.</u>	<u>Restricted</u>	<u>4(2)</u>
<u>1/15/2021</u>	<u>New Issuance</u>	<u>3.000</u>	<u>Common</u>	<u>\$0.001</u>	<u>Yes</u>	Marlon Reyes	<u>Acquisition of GivBux Global Partners, Inc.</u>	<u>Restricted</u>	<u>4(2)</u>
<u>1/15/2021</u>	<u>New Issuance</u>	<u>10.000</u>	<u>Common</u>	<u>\$0.001</u>	<u>Yes</u>	Jerry Mozwecz	<u>Acquisition of GivBux Global Partners, Inc.</u>	<u>Restricted</u>	<u>4(2)</u>
<u>1/15/2021</u>	<u>New Issuance</u>	<u>10.000</u>	<u>Common</u>	<u>\$0.001</u>	<u>Yes</u>	Michael Rodriguez	<u>Acquisition of GivBux Global Partners, Inc.</u>	<u>Restricted</u>	<u>4(2)</u>
<u>1/15/2021</u>	<u>New Issuance</u>	<u>5.000</u>	<u>Common</u>	<u>\$0.001</u>	<u>Yes</u>	Michelle Rudisill	<u>Acquisition of GivBux Global Partners, Inc.</u>	<u>Restricted</u>	<u>4(2)</u>
<u>1/15/2021</u>	<u>New Issuance</u>	<u>2.000</u>	<u>Common</u>	<u>\$0.001</u>	<u>Yes</u>	Catherine Soria and Carlos Novelo	<u>Acquisition of GivBux Global Partners, Inc.</u>	<u>Restricted</u>	<u>4(2)</u>
<u>1/15/2021</u>	<u>New Issuance</u>	<u>5.000.000</u>	<u>Common</u>	<u>\$0.001</u>	<u>Yes</u>	Strategic Equity Capital, Limited (Akwasu Bonsu)	<u>Acquisition of GivBux Global Partners, Inc.</u>	<u>Restricted</u>	<u>4(2)</u>
<u>1/15/2021</u>	<u>New Issuance</u>	<u>2.000</u>	<u>Common</u>	<u>\$0.001</u>	<u>Yes</u>	Jason Strickland	<u>Acquisition of GivBux Global Partners, Inc.</u>	<u>Restricted</u>	<u>4(2)</u>
<u>1/15/2021</u>	<u>New Issuance</u>	<u>2.000</u>	<u>Common</u>	<u>\$0.001</u>	<u>Yes</u>	DPT RN Consulting, Inc. (Deyra R. Tambot-Sunga)	<u>Acquisition of GivBux Global Partners, Inc.</u>	<u>Restricted</u>	<u>4(2)</u>
<u>1/15/2021</u>	<u>New Issuance</u>	<u>1.000</u>	<u>Common</u>	<u>\$0.001</u>	<u>Yes</u>	Eduardo Tolentino	<u>Acquisition of GivBux Global Partners, Inc.</u>	<u>Restricted</u>	<u>4(2)</u>

<u>1/15/2021</u>	<u>New Issuance</u>	<u>2,000</u>	<u>Common</u>	<u>\$0.001</u>	<u>Yes</u>	Mercedita G. Trasmil	<u>Acquisition of GivBux Global Partners, Inc.</u>	<u>Restricted</u>	<u>4(2)</u>
<u>1/15/2021</u>	<u>New Issuance</u>	<u>2,000</u>	<u>Common</u>	<u>\$0.001</u>	<u>Yes</u>	James R. West	<u>Acquisition of GivBux Global Partners, Inc.</u>	<u>Restricted</u>	<u>4(2)</u>
<u>1/15/2021</u>	<u>New Issuance</u>	<u>2,000</u>	<u>Common</u>	<u>\$0.001</u>	<u>Yes</u>	Adam Kirk Whitehead	<u>Acquisition of GivBux Global Partners, Inc.</u>	<u>Restricted</u>	<u>4(2)</u>
<u>1/15/2021</u>	<u>New Issuance</u>	<u>4,000</u>	<u>Common</u>	<u>\$0.001</u>	<u>Yes</u>	Charles B. Whitehead, Jr.	<u>Acquisition of GivBux Global Partners, Inc.</u>	<u>Restricted</u>	<u>4(2)</u>
<u>1/15/2021</u>	<u>New Issuance</u>	<u>2,000</u>	<u>Common</u>	<u>\$0.001</u>	<u>Yes</u>	Charles Byron. Whitehead, Sr.	<u>Acquisition of GivBux Global Partners, Inc.</u>	<u>Restricted</u>	<u>4(2)</u>
<u>1/15/2021</u>	<u>New Issuance</u>	<u>20,000</u>	<u>Common</u>	<u>\$0.001</u>	<u>Yes</u>	Christmas Isle (Raymond Wickstrom and Frederick J. Erickson)	<u>Acquisition of GivBux Global Partners, Inc.</u>	<u>Restricted</u>	<u>4(2)</u>
<u>1/15/2021</u>	<u>New Issuance</u>	<u>100,000</u>	<u>Common</u>	<u>\$0.001</u>	<u>Yes</u>	Keith Yarbrough	<u>Acquisition of GivBux Global Partners, Inc.</u>	<u>Restricted</u>	<u>4(2)</u>
<u>4/15/2021</u>	<u>New Issuance</u>	<u>3,000,000</u>	<u>Common</u>	<u>\$0.001</u>	<u>Yes</u>	Curtis Melone	<u>Stock payable</u>	<u>Restricted</u>	<u>4(2)</u>
<u>5/24/2021</u>	<u>New Issuance</u>	<u>4,234,273</u>	<u>Common</u>	<u>\$0.001</u>	<u>Yes</u>	Copper Tiger Capital (Hamid Veiji)	<u>Conversion of preferred stock</u>	<u>Restricted</u>	<u>4(2)</u>
<u>5/24/2021</u>	<u>Conversion</u>	<u>(1,000,000)</u>	<u>Preferred</u>	<u>\$0.001</u>	<u>Yes</u>	Copper Tiger Capital (Hamid Veiji)	<u>Conversion of preferred stock</u>	<u>Restricted</u>	<u>4(2)</u>
<u>5/24/2021</u>	<u>New Issuance</u>	<u>1,000,000</u>	<u>Common</u>	<u>\$0.001</u>	<u>Yes</u>	Diamond Dragon Capital (Shams Patel)	<u>Conversion of debt</u>	<u>Restricted</u>	<u>4(2)</u>
<u>5/27/2021</u>	<u>New Issuance</u>	<u>8,333</u>	<u>Common</u>	<u>\$1.50</u>	<u>Yes</u>	Erica Escontrias	<u>Subscription receivable</u>	<u>Restricted</u>	<u>4(2)</u>
<u>6/8/2021</u>	<u>New Issuance</u>	<u>6,667</u>	<u>Common</u>	<u>\$1.50</u>	<u>Yes</u>	Beau Marseilles	<u>Cash</u>	<u>Restricted</u>	<u>4(2)</u>
<u>6/10/2021</u>	<u>New Issuance</u>	<u>10,000</u>	<u>Common</u>	<u>\$1.50</u>	<u>Yes</u>	Sean Escontrias	<u>Subscription receivable</u>	<u>Restricted</u>	<u>4(2)</u>
<u>6/10/2021</u>	<u>New Issuance</u>	<u>70,000</u>	<u>Common</u>	<u>\$1.50</u>	<u>Yes</u>	Stephen Cohen	<u>Cash</u>	<u>Restricted</u>	<u>4(2)</u>
<u>9/3/2021</u>	<u>New Issuance</u>	<u>6,667</u>	<u>Common</u>	<u>\$1.50</u>	<u>Yes</u>	Kris Kane	<u>Cash</u>	<u>Restricted</u>	<u>4(2)</u>
<u>12/27/2022</u>	<u>New Issuance</u>	<u>100,000</u>	<u>Common</u>	<u>\$1.50</u>	<u>Yes</u>	John Guerra	<u>Cash</u>	<u>Restricted</u>	<u>4(2)</u>
<u>12/30/2022</u>	<u>New Issuance</u>	<u>166,667</u>	<u>Common</u>	<u>\$1.50</u>	<u>Yes</u>	Mary E. Avery	<u>Cash</u>	<u>Restricted</u>	<u>4(2)</u>

<u>12/30/2022</u>	<u>New Issuance</u>	<u>101,241</u>	<u>Common</u>	<u>\$1.00</u>	<u>Yes</u>	Michael Murphy	<u>Conversion of debt</u>	<u>Restricted</u>	<u>4(2)</u>
<u>12/30/2022</u>	<u>New Issuance</u>	<u>77,903</u>	<u>Common</u>	<u>\$1.00</u>	<u>Yes</u>	Michael Murphy	<u>Salary</u>	<u>Restricted</u>	<u>4(2)</u>
<u>12/30/2022</u>	<u>New Issuance</u>	<u>70,856</u>	<u>Common</u>	<u>\$1.50</u>	<u>Yes</u>	Michael Murphy	<u>Compensation of services</u>	<u>Restricted</u>	<u>4(2)</u>
<u>12/30/2022</u>	<u>New Issuance</u>	<u>25,000</u>	<u>Common</u>	<u>\$1.50</u>	<u>Yes</u>	Craig William	<u>Compensation of services</u>	<u>Restricted</u>	<u>4(2)</u>
<u>12/30/2022</u>	<u>New Issuance</u>	<u>25,000</u>	<u>Common</u>	<u>\$1.50</u>	<u>Yes</u>	Beau Marseilles	<u>Compensation of services</u>	<u>Restricted</u>	<u>4(2)</u>
<u>12/30/2022</u>	<u>New Issuance</u>	<u>25,000</u>	<u>Common</u>	<u>\$1.50</u>	<u>Yes</u>	Gregory Wong	<u>Compensation of services</u>	<u>Restricted</u>	<u>4(2)</u>
<u>12/30/2022</u>	<u>New Issuance</u>	<u>160,000</u>	<u>Common</u>	<u>\$1.50</u>	<u>Yes</u>	Robert Thompson	<u>Management compensation</u>	<u>Restricted</u>	<u>4(2)</u>
<u>3/13/2023</u>	<u>New Issuance</u>	<u>25,000</u>	<u>Common</u>	<u>\$1.50</u>	<u>Yes</u>	Kerry Mitchell	<u>Management compensation</u>	<u>Restricted</u>	<u>4(2)</u>
<u>8/16/2023</u>	<u>New Issuance</u>	<u>16,667</u>	<u>Common</u>	<u>\$1.50</u>	<u>Yes</u>	MAJ Thirty-Nine Trust	<u>Cash</u>	<u>Restricted</u>	<u>4(2)</u>
<u>8/16/2023</u>	<u>New Issuance</u>	<u>25,000</u>	<u>Common</u>	<u>\$ 2.33</u>	<u>No</u>	Sean Moustaks	<u>Compensation of services</u>	<u>Restricted</u>	<u>4(2)</u>
Shares Outstanding on Date of This Report:									
Ending Balance: Ending Balance: Date <u>12/31/2023</u> Common: <u>88,579,434</u> Preferred: <u>0</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:

(1) Pursuant to a First Amended Share Exchange Agreement by and between the Company, GivBux Global Partners, Inc., a Nevada corporation, and the Shareholders of GivBux Global Partners dated July 17, 2020, the Company acquired all of the issued and outstanding shares of Common Stock of GivBux Global Partners, Inc. and, in exchange, the shareholders of GivBux Global Partners, Inc. received the equivalent number of post-split shares of the Company that being an aggregate of 78,125.00. GivBux Global Partners is now operating as a wholly owned subsidiary of the Company. In connection with this acquisition, FINRA approved the change of the Company's name from Sentaída Tire Company, Ltd. to GivBux, Inc. and a 1-for-20 reverse split of the Company's common stock effective on January 15, 2021.

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>September 30, 2019</u>	<u>\$30,000</u>	<u>\$30,000</u>	<u>\$10,200</u>	<u>September 30, 2021</u>	<u>\$0.50 per share conversion rate</u>	<u>Castro Berlin Roccio Christina</u>	<u>Loan (1)</u>
<u>January 29, 2020</u>	<u>\$10,000</u>	<u>\$10,000</u>	<u>\$2,833</u>	<u>January 29, 2021</u>	<u>\$0.50 per share conversion rate</u>	<u>Divina Le</u>	<u>Loan (1)</u>
<u>February 26, 2020</u>	<u>\$10,000</u>	<u>\$10,000</u>	<u>\$3,067</u>	<u>February 26, 2021</u>	<u>\$0.50 per share conversion rate</u>	<u>Honey Badger Capital Limited (Ross Ewaniuk)</u>	<u>Loan (1)</u>
<u>March 5, 2020</u>	<u>\$5,900</u>	<u>\$3,700</u>	<u>\$1,809</u>	<u>March 5, 2021</u>	<u>\$0.50 per share conversion rate</u>	<u>Ashley Robinson</u>	<u>Loan (1)</u>
<u>March 6, 2020</u>	<u>\$7,500</u>	<u>\$7,500</u>	<u>\$2,300</u>	<u>March 6, 2020</u>	<u>\$0.50 per share conversion rate</u>	<u>Honey Badger Capital Limited (Ross Ewaniuk)</u>	<u>Loan (1)</u>
<u>March 9, 2020</u>	<u>\$1,200</u>	<u>\$1,200</u>	<u>\$368</u>	<u>March 9, 2021</u>	<u>\$0.50 per share conversion rate</u>	<u>White Mountain Ventures, Inc. (Ashley Robinson)</u>	<u>Loan (1)</u>
<u>March 26, 2020</u>	<u>\$60,000</u>	<u>\$60,000</u>	<u>\$22,500</u>	<u>March 26, 2021</u>	<u>25% discount to the operative market valuation of the Company</u>	<u>Daria Petrova</u>	<u>Loan</u>
<u>March 5, 2021</u>	<u>\$11,300</u>	<u>\$11,300</u>	<u>\$2,561</u>	<u>March 5, 2021</u>	<u>\$0.50 per share conversion rate</u>	<u>Miklos Gulyas</u>	<u>Loan (1)</u>
<u>April 1, 2021</u>	<u>\$679,137</u>	<u>\$679,137</u>	<u>\$58,295</u>	<u>Demand</u>	<u>N/A</u>	<u>Bear Bull Market Dividends, Inc. (Kenyatto Jones)</u>	<u>Loan (2)</u>
<u>April 1, 2021</u>	<u>\$27,684</u>	<u>\$27,684</u>	<u>\$4,903</u>	<u>Demand</u>	<u>N/A</u>	<u>GBX International, Inc. (Kenyatto Jones)</u>	<u>Loan (3)</u>
<u>April 1, 2021</u>	<u>\$286,570</u>	<u>\$286,570</u>	<u>\$28,208</u>	<u>Demand</u>	<u>N/A</u>	<u>Kenyatto Jones</u>	<u>Loan (4)</u>
<u>July 26, 2022</u>	<u>\$0</u>	<u>\$100,000</u>	<u>N/A</u>	<u>Demand</u>	<u>\$1.00 per share conversion rate</u>	<u>Michael Murphy</u>	<u>Loan (5)</u>
<u>January 19, 2022</u>	<u>\$12,500</u>	<u>\$12,500</u>	<u>\$1,704</u>	<u>January 19, 2023</u>	<u>N/A</u>	<u>FSE Law Rechtsanwaltsge (Heiko Schoppe)</u>	<u>Loan (6)</u>
<u>March 7, 2022</u>	<u>\$3,000</u>	<u>\$3,000</u>	<u>\$382</u>	<u>March 7, 2023</u>	<u>N/A</u>	<u>Lawson Capital Partners (Moritz Zuellig)</u>	<u>Loan (6)</u>
<u>October 13, 2022</u>	<u>\$12,500</u>	<u>\$25,000</u>	<u>\$2,054</u>	<u>October 13, 2023</u>	<u>N/A</u>	<u>Jami Marseilles</u>	<u>Loan (6)</u>
<u>January 31, 2023</u>	<u>\$100,000</u>	<u>\$100,000</u>	<u>N/A</u>	<u>Demand</u>	<u>N/A</u>	<u>Mary Elizabeth Avery</u>	<u>Loan (7)</u>
<u>March 1, 2023</u>	<u>\$50,000</u>	<u>\$50,000</u>	<u>N/A</u>	<u>Demand</u>	<u>N/A</u>	<u>ILYM Group, Inc. (Lisa Mullins)</u>	<u>Loan (7)</u>
<u>February 9, 2023</u>	<u>\$10,000</u>	<u>\$10,000</u>	<u>N/A</u>	<u>Demand</u>	<u>N/A</u>	<u>Greg Wong</u>	<u>Loan (7)</u>
<u>April 5, 2023</u>	<u>\$25,000</u>	<u>\$25,000</u>	<u>\$4,341</u>	<u>August 3, 2023</u>	<u>N/A</u>	<u>Michael T Brown</u>	<u>Loan (8)</u>

<u>May 19, 2023</u>	<u>\$4,000</u>	<u>\$4,000</u>	<u>N/A</u>	<u>Demand</u>	<u>N/A</u>	<u>Beau Marseilles</u>	<u>Loan (7)</u>
<u>June 20, 2023</u>	<u>\$40,000</u>	<u>\$40,000</u>	<u>\$5,438</u>	<u>September 18, 2023</u>	<u>N/A</u>	<u>MMS Investment Group, LLC (Michael Paul Sanchez)</u>	<u>Loan (9)</u>
<u>July 17, 2023</u>	<u>\$50,000</u>	<u>\$50,000</u>	<u>N/A</u>	<u>Demand</u>	<u>N/A</u>	<u>Brooks Bailey</u>	<u>Loan (7)</u>
<u>July 17, 2023</u>	<u>\$4,150</u>	<u>\$4,150</u>	<u>N/A</u>	<u>Demand</u>	<u>N/A</u>	<u>Beau Marseilles</u>	<u>Loan (7)</u>
<u>July 11, 2023</u>	<u>\$11,000</u>	<u>\$11,000</u>	<u>\$365</u>	<u>July 11, 2024</u>	<u>25% discount to the operative market valuation of the Company</u>	<u>Step Well Malaysia Sdn. Bhd. (Carmen Loom)</u>	<u>Loan (10)</u>
<u>August 22, 2023</u>	<u>\$10,000</u>	<u>\$10,000</u>	<u>\$251</u>	<u>August 22, 2024</u>	<u>25% discount to the operative market valuation of the Company</u>	<u>Arden Wealth & Trust AG (Kurt Scheollhorn)</u>	<u>Loan (10)</u>
<u>October 6, 2023</u>	<u>\$10,000</u>	<u>\$10,000</u>	<u>\$165</u>	<u>October 6, 2024</u>	<u>N/A</u>	<u>Step Well Advisory Ltd. (Carmen Loom)</u>	<u>Loan (11)</u>
<u>November 1, 2023</u>	<u>\$7,000</u>	<u>\$7,000</u>	<u>\$81</u>	<u>October 31, 2024</u>	<u>25% discount to the operative market valuation of the Company</u>	<u>Step Well Malaysia Sdn. Bhd.</u>	<u>Loan (10)</u>
<u>December 6, 2023</u>	<u>\$1,000</u>	<u>\$1,000</u>	<u>N/A</u>	<u>Demand</u>	<u>N/A</u>	<u>Beau Marseilles</u>	<u>Loan (7)</u>
<u>December 26, 2023</u>	<u>\$100,000</u>	<u>\$100,000</u>	<u>N/A</u>	<u>April 18, 2024</u>	<u>N/A</u>	<u>Global Prestige Development Group (Andres Gomez)</u>	<u>Loan (12)</u>

*****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:

1. This loan was made to GivBux Global Partners, Inc. As a result of the Company's acquisition of GivBux Global Partners, Inc., the obligation and conversion features are assumed by the Company.
2. This obligation documented April 1, 2021, represented by a promissory note and is reflected in the financial statements as a loan from related party. The outstanding balance represents advances made by Bear Bull Market Dividends, Inc. to GivBux Global Partners, Inc. from its inception on December 6, 2018, through September 30, 2022. On April 1, 2021, the obligation was memorialized in a written promissory note issued by the Company, payable on demand, with interest at 3% per annum. The note is unsecured and is not convertible into shares of the Company's stock.
3. This obligation documented April 1, 2021, represented by a promissory note and is reflected in the financial statements as a loan from related party. The outstanding balance represents advances made by GBX International, Inc. to GivBux Global Partners, Inc. from April 1, 2020, through September 30, 2022. On April 1, 2021, the obligation was memorialized in a written promissory note issued by the Company, payable on demand, with interest at 3% per annum. The note is unsecured and is not convertible into shares of the Company's stock.
4. This obligation documented April 1, 2021, represented by a promissory note and is reflected in the financial statements as a loan from related party. The outstanding balance represents advances made by Kenyatto Jones. to GivBux Global Partners, Inc. from its inception on December 6, 2018, through September 30, 2022. On April 1, 2021, the obligation was memorialized in a written promissory note issued by the Company, payable on demand, with interest at 3% per annum. The note is unsecured and is not convertible into shares of the Company's stock.
5. This obligation documented July 26, 2022, represented by an agreement for financing of \$100,000 in cash or payment of the Company's operation expenses on behalf of the Company. The loan is free interest and due on demand with settlement of the Company's common stock at conversion price of \$1 per share. During the year ended December 31, 2022, the Company repaid the outstanding balance by issuance of 101,241 shares of common stock.
6. During the year ended December 31, 2022, the Company obtained \$40,500 non-secured loans from three lenders for term of one year with interest of 7% per annum and repaid \$12,500.
7. During the year ended December 31, 2023, the Company obtained \$219,150 non-secured loans from five lenders for free interest and due on demand.

8. This obligation documented April 5, 2023, represented by a \$25,000 loan with fixed interest of 15% (\$3,750) from one investor for total amount of \$28,750. The loan shall be repaid within 120 days and to be paid in weekly installments. As of December 31, 2023, the loan is in default and the Company accrued applicable penalty of 5%.
9. This obligation documented June 20, 2023, represented a \$40,000 loan with fixed interest of 12% (\$4,800) from one investor for total amount of \$44,800. The loan shall be repaid within 90 days and to be paid in bi-weekly installments. As of December 31, 2023, the loan is in default and the Company accrued applicable penalty of 5%.
10. During the year ended December 31, 2023, the Company entered into three convertible notes with two investors for the principal amount of \$28,000 in cash with interest rate of 7% for one year. According to terms and condition of the agreement, the noteholder has the right from time to time during the period of the note to convert the unpaid principal into common stock at conversion price of 25% discount to the average trading price during the ten (10) day period ending on the last complete trading day prior to the conversion date.
11. On October 6, 2023, the Company obtained \$10,000 non-secured loans from one lender for a term of one year with interest of 7% per annum.
12. On December 26, 2023, the Company entered into a promissory note agreement with an investor for the principal amount of \$100,000, received the amount of \$75,000 in cash, free of interest with maturity date of April 18, 2024. The Company recognized a debt discount of \$25,000. The debt discount is being amortized over the life of the note using the effective interest method.

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")

The Company, through its wholly owned subsidiary, GivBux Global Partners, Inc., is engaged in the Fin-Tech mobile wallet sector, specifically a point-of-sale payment system by means of a consumer's Mobile Wallet. The Company uses smart phone technology to bridge consumers and merchants together without the need to use traditional plastic Visa/Mastercard or paper cash. The GivBux mobile application has been designed to store, send, receive funds, donate and make real-time purchases at top retail brands, restaurants and other venues. The brands benefit because they are empowered with a data-rich marketing tool to reach and retain consumers through their mobile phones. With Givbux, the recipient can use the funds instantly by paying with their mobile phone at thousands of locations. The best part of all, is that Givbux rewards all users for using the app every time they make a purchase and every time their friends, friends of friends and stranger friends make purchases with the Givbux mobile wallet. These rewards can be redeemed for cash to pay at participating retail stores, restaurants, cinemas, entertainment venues and more. Moreover, Givbux allows users to contribute to a charity or worthy cause of their choice. To encourage giving and recommendations, a trending "Top 10 List" of all charities will be generated and displayed on the mobile wallet based on the ongoing contributions by Givbux users.

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

GivBux Global Partners, Inc. operates as a wholly owned subsidiary of the Company.

- C. Describe the issuers' principal products or services.

See Section 4(A), above.

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 and its wholly owned subsidiary currently utilize a facility located at 2801 West Coast Highway, Suite 200, Newport Beach, CA 92663, consisting of approximately 2,000 square feet of office space and adjacent outdoor waterfront space. The 3-year lease terminates in March 2024, with a current total monthly rental amount of \$31,205.

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 more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding (1)	Names of control person(s) if a corporate entity
<u>Robert Thompson</u>	<u>President, Treasurer, and director</u>	<u>Tustin, CA</u>	<u>160,000</u>	<u>None</u>	<u>0.18%</u>	
<u>Kerry Mitchell</u>	<u>Secretary and director</u>	<u>Corona, CA</u>	<u>25,000</u>	<u>None</u>	<u>0.028%</u>	
<u>Umesh Singh</u>	<u>director</u>	<u>Vancouver Island, Victoria, Canada</u>	<u>0</u>	<u>None</u>	<u>0</u>	
<u>The Bear Bull, Inc. Trust</u>	<u>5%+ Shareholder</u>	<u>Newport Beach, CA</u>	<u>70,000,000</u>	<u>Common</u>	<u>79.02%</u>	<u>(2)</u>
<u>Strategic Equity Capital Limited</u>	<u>5%+ Shareholder</u>	<u>Accra, Ghana</u>	<u>5,000,000</u>	<u>Common</u>	<u>5.64%</u>	<u>(3)</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.

1. Based upon 88,579,434 shares of Common Stock and no shares of Series A, B and C Preferred Stock issued and outstanding at December 31, 2023.
2. The Bear Bull, Inc. - GivBux Voting Trust (Lissa Mitchell, Trustee). The beneficiary of the Trust is Kenyatto M. Jones.
3. Strategic Equity Capital Limited is controlled by Akwasi Bonsu.

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);

None.

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;

None.

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;

None.

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

None.

5. 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.

None.

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

None.

- B. Describe briefly any material pending legal proceedings, other than ordinary routine litigation 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:	<u>John Dolkart</u>
Address 1:	<u>100 Pine Street, Suite 1250</u>
Address 2:	<u>San Francisco, CA 94111</u>
Phone:	<u>415-707-2717</u>
Email:	<u>john@dolkartlaw.com</u>

Accountant or Auditor

Name: N/A

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

Investor Relations

Name: N/A
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.

Firm: PubCo Reporting Solutions, Inc.
Nature of Services: Accounting Consultant
Address 1: 610 – 475 W. Georgia St
Address 2: Vancouver BC V6B 4M9
Phone: 778-819-6838
Email: info@pubcoreporting.com

9) Disclosure & Financial Information

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

Name: Joy Stuart
Title: Controller
Relationship to Issuer: Staff

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: Joy Stuart
Title: Controller
Relationship to Issuer: Staff

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

Joy Stuart, of Newport Beach, CA, has extensive accounting experience with public companies and preparing financial statements in the United States for almost 31 years.

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.

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, Robert Thompson certify that:

1. I have reviewed this Disclosure Statement for GivBux, Inc. for the period ended December 31, 2023;
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.

April 16, 2024

/s/ Robert Thompson [CEO's Signature]

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

Principal Financial Officer:

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.

I, Robert Thompson certify that:

1. I have reviewed this Disclosure Statement for GivBux, Inc. for the period ended December 31, 2023;
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.

April 16, 2024

/s/ Robert Thompson [CEO's Signature]

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

GivBux, Inc
Consolidated Balance sheets
(Unaudited)

	December 31, 2023	December 31, 2022
Assets		
Current assets		
Cash	\$ 41,870	\$ 41,951
Prepaid expenses	22,770	2,334
Other receivable	10,000	10,000
Total current assets	<u>74,640</u>	<u>54,285</u>
Operating lease right of use asset	<u>60,357</u>	<u>415,285</u>
Total Assets	\$ <u>134,997</u>	\$ <u>469,570</u>
Liabilities and Stockholders' Deficit		
Current Liabilities		
Accounts payable	\$ 174,475	\$ 48,149
Accrued liabilities	714,986	335,377
Due to related party	3,275	3,275
Notes payable - related parties	1,026,260	988,235
Loans payable, net discount of \$23,094 and 0	398,246	28,000
Convertible notes, net discount of \$18,071 and \$0	145,830	135,900
Derivative liabilities	32,241	-
Operating lease liabilities - current	62,323	364,738
Total Current Liabilities	<u>2,557,636</u>	<u>1,903,674</u>
Operating lease liabilities - noncurrent	<u>-</u>	<u>62,323</u>
Total Liabilities	<u>2,557,636</u>	<u>1,965,997</u>
Stockholders' Deficit		
Preferred stock: 10,000,000 authorized; \$0.001 par value		
0 shares issued and outstanding	-	-
Common stock: 100,000,000 authorized; \$0.001 par value		
88,579,434 shares and 88,512,767 shares issued and outstanding, respectively	88,580	88,513
Additional paid in capital	1,415,447	1,294,764
Subscription received - shares to be issued	60,000	-
Accumulated deficit	(3,986,666)	(2,879,704)
Total Stockholders' Deficit	<u>(2,422,639)</u>	<u>(1,496,427)</u>
Total Liabilities and Stockholders' Deficit	\$ <u>134,997</u>	\$ <u>469,570</u>

See accompanying notes to unaudited consolidated financial statements.

GivBux, Inc
Consolidated Statement of Operations
(Unaudited)

	Year Ended December 31,	
	2023	2022
Revenue	\$ 196,326	\$ 162,857
Operating expenses		
General and administrative	640,009	869,380
Sales and marketing	120,000	-
Stock based-compensation -management	37,500	240,000
Stock based-compensation -services	-	218,784
Professional fees	435,717	59,370
Total operating expenses	<u>1,233,226</u>	<u>1,387,534</u>
Loss from operations	(1,036,900)	(1,224,677)
Other expense		
Interest expense	(65,821)	(30,820)
Change in fair value of derivative liabilities	(4,241)	-
Total other expense	<u>(70,062)</u>	<u>(30,820)</u>
Loss before income taxes	(1,106,962)	(1,255,497)
Provision for income taxes	-	-
Net loss	<u>\$ (1,106,962)</u>	<u>\$ (1,255,497)</u>
Basic and diluted loss per Common Share	<u>\$ (0.01)</u>	<u>\$ (0.01)</u>
Basic and diluted weighted average number of common shares outstanding	<u>88,548,658</u>	<u>87,766,041</u>

See accompanying notes to unaudited consolidated financial statements.

GivBux, Inc
Consolidated Statement of change in Stockholders' Deficit
For the Years Ended December 31, 2023, and 2022
(Unaudited)

	Common Stock		Additional	Common Stock	Accumulated	Total
	Shares	Amount	Paid in	to be issued	Deficit	Stockholders'
			Capital			Equity (Deficit)
Balance - December 31, 2021	87,761,100	\$ 87,761	\$ 257,588	\$ -	\$ (1,624,207)	\$ (1,278,858)
Common stock issued for cash	266,667	267	399,733	-	-	400,000
Common stock issued for compensation -management	160,000	160	239,840	-	-	240,000
Common stock issued for compensation -services	145,856	146	218,638	-	-	218,784
Common stock issued for settlement of debts	179,144	179	178,965	-	-	179,144
Net loss	-	-	-	-	(1,255,497)	(1,255,497)
Balance - December 31, 2022	88,512,767	\$ 88,513	\$ 1,294,764	\$ -	\$ (2,879,704)	\$ (1,496,427)
Subscription received- shares to be issued	-	-	-	60,000	-	60,000
Common stock issued for compensation -management	25,000	25	37,475	-	-	37,500
Common stock issued for cash	16,667	17	24,983	-	-	25,000
Common stock issued for compensation -services	25,000	25	58,225	-	-	58,250
Net loss	-	-	-	-	(1,106,962)	(1,106,962)
Balance - December 31, 2023	<u>88,579,434</u>	<u>\$ 88,580</u>	<u>\$ 1,415,447</u>	<u>\$ 60,000</u>	<u>\$ (3,986,666)</u>	<u>\$ (2,422,639)</u>

See accompanying notes to unaudited consolidated financial statements.

GivBux, Inc
Consolidated Statement of Cash Flows
(Unaudited)

	Year Ended	
	December 31,	
	2023	2022
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net loss	\$ (1,106,962)	\$ (1,255,497)
Adjustments to reconcile net loss to net cash used in operating activities:		
Stock-based compensation-management	37,500	-
Stock-based compensation -services	58,250	-
Amortization of debt discount	11,026	-
Change in fair value of derivative liabilities	4,241	-
Changes in operating assets and liabilities:		
Prepaid expenses	(20,436)	-
Accounts payable and accrued liabilities	479,888	67,727
Accrued interest	54,796	22,379
Change of right-of-use assets and lease liabilities	(9,810)	2,022
Net Cash used in Operating Activities	<u>(491,507)</u>	<u>(1,162,798)</u>
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds from issuance of common stock	25,000	-
Proceeds from loans payable	369,150	15,500
Proceeds from convertible notes	28,000	71,731
Proceed from stock subscription	60,000	-
Proceeds from related parties	157,828	356,554
Repayment to related parties	(148,552)	(58,546)
Net Cash provided by Financing Activities	<u>491,426</u>	<u>385,239</u>
Net change in cash	(81)	(777,559)
Cash, beginning of period	41,951	18,150
Cash, end of period	<u>\$ 41,870</u>	<u>\$ (759,409)</u>
Supplemental cash flow information		
Cash paid for interest	\$ 166	\$ -
Cash paid for taxes	\$ -	\$ -
Non-cash Investing and Financing transactions:		
Common stock issued for compensation -management	\$ 37,500	\$ -
Common stock issued for compensation- services	\$ 58,225	\$ -

See accompanying notes to unaudited consolidated financial statements.

GivBux, Inc
Notes to Consolidated Financial Statements
December 31, 2023 and 2022
(Unaudited)

NOTE 1 – COMPANY OVERVIEW AND GOING CONCERN

On January 15, 2021, FINRA declared effective a change of name of the Company from Senaida Tire Company, Ltd. to GivBux, Inc. (the “Company”, “GivBux”) and a 1-for-20 reverse split of the Company’s common stock. As a condition for approval of the corporate actions, FINRA required the Company to issue 78,125,000 pre-split shares of common stock to the shareholders of GivBux Global Partners, Inc. in exchange for all of the issued and outstanding shares of common stock of GivBux Global Partners, Inc. This requirement was contrary to the terms of the amended Share Exchange Agreement between the Company and GivBux Global Partners, Inc. (the “Agreement”), as these 78,125,000 shares were required pursuant to the Agreement to be issued after the 1-for-20 reverse split, thus being post-split shares. As a result, the Company is contractually required to issue an additional 74,218,050 shares of the Company’s post-split common stock to the former common stock shareholders of GivBux Global Partners, Inc., such that the total number of shares issued pursuant to the share exchange equals that number required by the Agreement.

Share Exchange and Reorganization

On January 7, 2021 (the “Effective Date”), GivBux Global Partners, Inc. (“GivBux Global”) became a 100% subsidiary of GivBux. Furthermore, the Company entered into and closed on a share exchange agreement with GivBux and its shareholders. Pursuant to the terms of the share exchange agreement, GivBux issued 78,125,000 shares of its unregistered post-split common stock to the shareholders of GivBux Global in exchange for all of the shares of GivBux Global’s common stock, representing 100% of its issued and outstanding common stock and as a result of the share exchange agreement, GivBux Global became a wholly owned subsidiary of GivBux.

Recapitalization

For financial accounting purposes, this transaction was treated as a reverse acquisition by GivBux and resulted in a recapitalization with GivBux Global being the accounting acquirer and GivBux as the acquired company. The consummation of this reverse acquisition resulted in a change of control. Accordingly, the historical financial statements prior to the acquisition are those of the accounting acquirer, GivBux and have been prepared to give retroactive effect to the reverse acquisition completed on January 7, 2021 and represent the operations of GivBux Global. The consolidated financial statements after the acquisition date, January 7, 2021, include the balance sheets of both companies at historical cost, the historical results of GivBux Global and the results of the Company from the acquisition date. All share and per share information in the accompanying consolidated financial statements and footnotes has been retroactively restated to reflect the recapitalization.

Going Concern

The accompanying consolidated financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America, which contemplates the Company’s continuation as a going concern. The Company has incurred net losses of \$1,106,962 during the year ended December 31, 2023 and has an accumulated deficit of \$3,986,666 as of December 31, 2023. In addition, current liabilities exceed current assets by \$2,482,996 as of December 31, 2023.

Management intends to raise additional operating funds through equity and/or debt offerings. However, there can be no assurance management will be successful in its endeavors.

There are no assurances that the Company will be able to either (1) achieve a level of revenues adequate to generate sufficient cash flow from operations; or (2) obtain additional financing through either private placement, public offerings and/or bank financing necessary to support its working capital requirements. To the extent that funds generated from operations and any private placements, public offerings and/or bank financing are insufficient, the Company will have to raise additional working capital. No assurance can be given that additional financing will be

available, or if available, will be on terms acceptable to the Company. If adequate working capital is not available to the Company, it may be required to curtail or cease its operations.

Due to uncertainties related to these matters, there exists a substantial doubt about the ability of the Company to continue as a going concern. The accompanying consolidated financial statements do not include any adjustments related to the recoverability or classification of asset-carrying amounts or the amounts and classification of liabilities that may result should the Company be unable to continue as a going concern.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The consolidated financial statements of the Company have been prepared in accordance with generally accepted accounting principles in the United States of America (“GAAP”) and are presented in US dollars. The Company’s year-end is December 31.

Principles of Consolidation

The consolidated financial statements include the accounts of GivBux, Inc. and its wholly owned subsidiary. Intercompany transactions and balances have been eliminated.

Use of Estimates

The preparation of consolidated 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. The estimates and judgments will also affect the reported amounts for certain expenses during the reporting period. Actual results could differ from these good faith estimates and judgments.

Basic and Diluted Loss Per Common Share

The Company calculates net loss per share in accordance with ASC Topic 260, “Earnings per Share.” Basic loss per share is computed by dividing the net loss by the weighted average number of common shares outstanding during the period. Diluted earnings per share of common stock are computed by dividing net earnings by the weighted average number of shares and potential shares outstanding during the period. Potential shares of common stock consist of shares issuable upon the conversion of outstanding convertible debt, preferred stock, warrants and stock option. For the years ended December 31, 2023, and 2022, the following common stock equivalents were excluded from the computation of diluted net loss per share as the result of the computation was anti-dilutive.

	December 31	
	2023	2022
	Shares	Shares
Convertible notes	406,044	186,517

Financial Instruments and Fair Value Measurements

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

following table summarizes fair value measurements by level as of December 31, 2023, and December 31, 2022, measured at fair value on a recurring basis:

December 31, 2023	Level 1	Level 2	Level 3	Total
Assets				
None	\$ -	\$ -	\$ -	\$ -
Liabilities				
Derivative liabilities	\$ -	\$ -	\$ 32,241	\$ 32,241
December 31, 2022	Level 1	Level 2	Level 3	Total
Assets				
None	\$ -	\$ -	\$ -	\$ -
Liabilities				
Derivative liabilities	\$ -	\$ -	\$ -	\$ -

Derivative Financial Instruments

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

Leases

ASC 842 supersedes the lease requirements in ASC 840 “Leases”, and generally requires lessees to recognize operating and finance lease liabilities and corresponding right-of-use (“ROU”) assets on the balance sheet and to provide enhanced disclosures surrounding the amount, timing and uncertainty of cash flows arising from leasing arrangements.

ROU assets represent our right to use an underlying asset for the lease term and lease liabilities represent our obligation to make lease payments arising from the lease. ROU assets and lease liabilities are recognized at commencement date based on the present value of lease payments over the lease term. As most of our leases do not provide an implicit rate, we generally use our incremental borrowing rate based on the estimated rate of interest for collateralized borrowing over a similar term of the lease payments at commencement date. The ROU asset also includes any lease payments made and excludes lease incentives. Our lease terms may include options to extend or terminate the lease when it is reasonably certain that we will exercise that option.

Any lease with a term of 12 months or less is considered short-term. As permitted by ASC 842, short-term leases are excluded from the ROU assets and lease liabilities on the consolidated balance sheets. Consistent with all other operating leases, short-term lease expense is recorded on a straight-line basis over the lease term.

The Company determines the present value of minimum future lease payments for operating leases by estimating a rate of interest that it would have to pay to borrow on a collateralized basis over a similar term, an amount equal to the lease payments and a similar economic environment (the “incremental borrowing rate” or “IBR”). The Company determines the appropriate IBR by identifying a reference rate and making adjustments that take into consideration financing options and certain lease-specific circumstances.

As of December 31, 2023, and 2022, the Company’s lease agreement is accounted for as operating leases.

Related Parties

The Company follows ASC 850, “*Related Party Disclosures*,” for the identification of related parties and disclosure of related party transactions (see Note 4).

Commitments and Contingencies

The Company follows ASC 450-20, “*Loss Contingencies*,” to report accounting for contingencies. Liabilities for loss contingencies arising from claims, assessments, litigation, fines and penalties and other sources are recorded when it is probable that a liability has been incurred and the amount of the assessment can be reasonably estimated.

Cash and Cash Equivalents

Cash and cash equivalents consist of cash and highly liquid investments with remaining maturities of less than ninety days at the date of purchase. We maintain cash and cash equivalent balances with financial institutions that exceed federally-insured limits. We have not experienced any losses related to these balances, and we believe the credit risk to be minimal. The Company does not have any cash equivalents.

Income Taxes

Income taxes are accounted for under the asset and liability method. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and operating loss and tax credit carry forwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. A valuation allowance is recorded to reduce the Company’s deferred tax assets to an amount that is more likely than not to be realized.

Stock-Based Compensation

The Company recognizes stock-based compensation in accordance with ASC 718, *Stock Compensation*. ASC 718 focuses on transactions in which an entity exchanges its equity instruments for goods or services, with a primary focus in which an entity obtains employee services in stock-based payment transactions. ASC 718 requires measurement of the cost of employee services received in exchange for an award of equity instruments based on the grant date fair value of the award (with limited exceptions).

Revenue recognition

Revenues are recognized when control of the promised goods or services are transferred to a customer, in an amount that reflects the consideration that the Company expects to receive in exchange for those goods or services. The Company applies the following five steps in order to determine the appropriate amount of revenue to be recognized as it fulfills its obligations under each of its agreements:

- identify the contract with a customer;
- identify the performance obligations in the contract;
- determine the transaction price;
- allocate the transaction price to performance obligations in the contract; and
- recognize revenue as the performance obligation is satisfied.

Recent Accounting Pronouncements

In October 2021, the FASB issued ASU No. 2021-08, *Accounting for Contract Assets and Contract Liabilities from Contracts with Customers* (Topic 805). This ASU requires an acquirer in a business combination to recognize and measure contract assets and contract liabilities (deferred revenue) from acquired contracts using the revenue recognition guidance in Topic 606. At the acquisition date, the acquirer applies the revenue model as if it had

originated the acquired contracts. The ASU is effective for annual periods beginning after December 15, 2022, including interim periods within those fiscal years. Adoption of the ASU should be applied prospectively. Early adoption is also permitted, including adoption in an interim period. If early adopted, the amendments are applied retrospectively to all business combinations for which the acquisition date occurred during the fiscal year of adoption. This ASU is currently not expected to have a material impact on our financial statements.

In December 2023, the FASB issued ASU 2023-09, Income Taxes (Topic 740): Improvements to Income Tax Disclosures, which requires, among other things, additional disclosures primarily related to the income tax rate reconciliation and income taxes paid. The expanded annual disclosures are effective for our year ending December 31, 2025. The Company is currently evaluating the impact that ASU 2023-09 will have on our consolidated financial statements and whether we will apply the standard prospectively or retrospectively.

The Company has considered all other recently issued accounting pronouncements and does not believe the adoption of such pronouncements will have a material impact on its financial statements.

Reclassification

Certain accounts from prior periods have been reclassified to conform to the current period presentation.

NOTE 3 – LEASES

On March 1, 2021, the Company entered into lease agreements to rent office and marina spaces for a three-year term at \$29,250 per month for the first twelve months.

In accordance with ASC 842, the Company recognized operating lease ROU assets and lease liabilities as follows:

The components of lease expense were as follows:

	Year Ended December 31	
	2023	2022
Lease cost:		
Operating lease cost	\$ 362,664	\$ 362,664
	<u>\$ 362,664</u>	<u>\$ 362,664</u>

Supplemental cash flow information related to leases was as follows:

	Year Ended December 31	
	2023	2022
Cash paid for amounts included in the measurement of lease liabilities:		
Operating cash flows from operating leases	\$ 372,473	\$ 350,608
Weighted-average remaining lease term - operating leases (year)	0.16	1.16
Weighted-average discount rate — operating leases	3.35%	3.35%

Supplemental balance sheet information related to leases was as follows:

	December 31, 2023	December 31, 2022
Operating lease right-of-use asset	\$ 60,357	\$ 415,285

Operating lease liabilities:

Current portion	\$	62,323	\$	364,738
Non-current portion		-		62,323
	\$	62,323	\$	427,061

Future minimum lease payments as of December 31, 2023:

Year ended December 31,		
2024	\$	62,411
Thereafter		-
	\$	62,411
Less imputed interest		(88)
Operating lease liabilities	\$	62,323

NOTE 4 – RELATED PARTY TRANSACTIONS

Loans from Related Parties

During the year ended December 31, 2023, the Company borrowed \$157,828 from our related parties and repaid \$148,552 to our related parties. During the year ended December 31, 2023, the Company recorded interest expense of \$28,750. As of December 31, 2023, and 2022, the Company had notes payable related parties of \$934,854 and \$925,578 and accrued interest of \$91,406 and \$62,657, respectively. The notes are unsecured, 3% interest bearing and due on demand.

Due to related party

As of December 31, 2023, and December 31, 2022, the Company had due to related party of \$3,275.

Stock based compensation.

During the year ended December 31, 2023, the Company issued 25,000 shares for compensation -management of \$37,500.

Management Compensation

During the year ended December 31, 2022, the Company accrued \$33,000 and paid \$9,000 management fees and issued 160,000 shares of common stock to the Company's Chief Executive Officer. The Company valued 160,000 shares of common stock at \$1.50 per share based on subscription agreements signed with investors in cash during October and November 2022 for the amount of \$240,000.

During the year ended December 31, 2023, the Company accrued \$120,000 and paid \$0 management fees.

NOTE 5 – ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

The following table summarizes the components of the Company's accounts payable and accrued liabilities as of the dates presented:

	December 31, 2023	December 31, 2022
Trade payable	\$ 174,475	\$ 48,149
Bank overdraft	-	28
Salary payable	278,000	158,000
Accrued interest	60,669	34,872
Other current liabilities	376,317	142,477

\$	889,461	\$	383,526
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NOTE 6 – LOANS PAYABLE

The components of loans payable as of December 31,2023 and December 31,2022 were as follows:

Payment date	Principal Amount	Maturity date	Interest rate	December 31, 2023	December 31, 2022
January 19, 2022	\$ 12,500	January 19, 2023	7%	\$ 12,500	\$ 12,500
March 7, 2022	\$ 3,000	March 7, 2023	7%	3,000	3,000
October 13, 2022	\$ 25,000	October 13, 2023	7%	12,500	12,500
January 31, 2023	\$ 100,000	Due on demand	N/A	100,000	-
February 9, 2023	\$ 10,000	Due on demand	N/A	10,000	-
March 1, 2023	\$ 50,000	Due on demand	N/A	50,000	-
April 5, 2023	\$ 25,000	August 3, 2023	15% fixed	25,000	-
May 19, 2023	\$ 4,000	Due on demand	N/A	4,000	-
June 20, 2023	\$ 40,000	September 18, 2023	12% fixed	40,000	-
July 12, 2023	\$ 4,150	Due on demand	N/A	4,150	-
July 17, 2023	\$ 50,000	Due on demand	N/A	50,000	-
October 6, 2023	\$ 10,000	October 6, 2024	7%	10,000	-
December 6, 2023	\$ 1,000	Due on demand	N/A	1,000	-
December 26, 2023	\$ 100,000	April 18, 2024	0%	100,000	-
Total loans payable				\$ 422,150	\$ 28,000
Less: Unamortized debt discount				(23,904)	-
				398,246	28,000
Less: Current portion				398,246	28,000
Long-term portion				\$ -	\$ -

During the years ended December 31,2023 and 2022, the Company borrowed \$394,150 and \$40,500 and repaid \$0 and \$12,500, respectively.

As of December 31,2023, five loans with unpaid balance of \$93,000 are in default and the Company recorded applicable 5% penalty of \$1,229.

On December 26,2023, the Company entered into a promissory note agreement with an investor for the principal amount of \$100,000, received the amount of \$75,000 in cash, free of interest with maturity date of April 18, 2024. The Company recognized a debt discount of \$25,000. The debt discount is being amortized over the life of the note using the effective interest method.

During the years ended December 31,2023 and 2022, the Company recorded interest of \$12,779 and \$1,306, amortization of debt discounts of \$1,096 and \$0 respectively.

As of December 31,2023, and December 31,2022, the Company had loans payable of \$422,150 and \$28,000, accrued interest of \$14,085 and \$1,306 and amortization debt discount of \$23,904 and \$0, respectively.

NOTE 7 –CONVERTIBLE NOTES PAYABLE

Issuance date	Principal Amount	Maturity date	Interest rate	December 31, 2023	December 31, 2022
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September 30, 2019	\$	30,000	September 30, 2021	8%	\$	30,000	\$	30,000
January 29, 2020	\$	10,000	January 29, 2021	8%		10,000		10,000
February 26, 2020	\$	10,000	February 26, 2021	8%		10,000		10,000
March 6, 2020	\$	7,500	March 6, 2021	8%		7,500		7,500
March 5, 2020	\$	3,700	March 5, 2021	8%		5,900		5,900
March 9, 2020	\$	1,200	March 9, 2021	8%		1,200		1,200
March 26, 2020	\$	60,000	March 26, 2021	10%		60,000		60,000
March 5, 2021	\$	11,300	March 5, 2022	8%		11,300		11,300
July 11, 2023	\$	11,000	July 11, 2024	7%		11,000		-
August 22, 2023	\$	10,000	August 22, 2024	7%		10,000		-
November 1, 2023	\$	7,000	October 31, 2024	7%		7,000		-
						<u>\$ 163,900</u>		<u>\$ 135,900</u>
Less: Unamortized debt discount						<u>(18,070)</u>		<u>-</u>
Total convertible notes payable						<u>145,830</u>		<u>135,900</u>
Less: Current portion						<u>145,830</u>		<u>135,900</u>
Long-term portion						<u>\$ -</u>		<u>\$ -</u>

The components of convertible notes payable as of September 30, 2023 and December 31, 2022 were as follows:

Convertible notes payable consists of the following:

- Terms ranging from one year to two years.
- Annual interest rates range from 7% – 10 %.
- Convertible at the option of the holders at any time during the period of note, after maturity date or 6 months after issuance date.
- Conversion prices is a fixed conversion price of \$ 0.50. Certain notes have conversion price of 25% discount to the operative market valuation of the Company.
-

During the year ended year ended December 31, 2022, the Company entered in an agreement with an employee to finance of \$100,000 by paying the Company's operating expenses on behalf of the Company, with non -interest bearing, due on demand and convertible in common stock at \$1 per share. During the year ended December 31, 2022, the Company received \$101,241 and repaid \$101,241 by issuance of 101,241 shares of common stock.

During the year ended December 31, 2023, the Company entered into three convertible notes with two investors for the principal amount of \$28,000 in cash with interest rate of 7% for one year. According to terms and condition of the agreement, the noteholder has the right from time to time during the period of the note to convert the unpaid principal into common stock at conversion price of 25% discount to the average trading price during the ten (10) day period ending on the last complete trading day prior to the conversion date.

As of the issuance date of the notes, the Company recognized the additional of new derivative of \$28,000 as debt discount and \$2,935 Day 1 loss on derivative. The debt discount is being amortized over the life of the note using the effective interest method (Note 8).

During the years ended December 31, 2023 and 2022, the Company recorded interest of \$12,769 and \$12,072, amortization debt discount of \$9,930 and \$0, respectively.

Note 8 -DERIVATIVE LIABILITIES

The Company analyzed the conversion option for derivative accounting consideration under ASC 815, Derivatives and Hedging, and hedging, and determined that the instrument should be classified as a liability since the conversion option becomes effective at issuance resulting in there being no explicit limit to the number of shares to be delivered upon settlement of the above conversion options. The Company accounts for warrants as a derivative liability due to there being no explicit limit to the number of shares to be delivered upon settlement of all conversion options.

Fair Value Assumptions Used in Accounting for Derivative Liabilities.

ASC 815 requires us to assess the fair market value of derivative liability at the end of each reporting period and recognize any change in the fair market value as other income or expense item.

The Company determined our derivative liabilities to be a Level 3 fair value measurement and used the Black-Scholes pricing model to calculate the fair value as of December 31, 2023. The Black-Scholes model requires six basic data inputs: the exercise or strike price, time to expiration, the risk-free interest rate, the current stock price, the estimated volatility of the stock price in the future, and the dividend rate. Changes to these inputs could produce a significantly higher or lower fair value measurement. The fair value of each convertible note is estimated using the Black-Scholes valuation model.

For the years ended December 31, 2023 and 2022, the estimated fair values of the liabilities measured on a recurring basis are as follows:

	Year ended December 31, 2023	Year ended December 31, 2022
Term	0.6 - 1.00 years	-
Expected average volatility	262 - 365%	0%
Expected dividend yield	-	-
Risk-free interest rate	4.79% - 5.46%	0.00%

The following table summarizes the changes in the derivative liabilities during the year ended December 31, 2023.

Fair Value Measurements Using Significant Observable Inputs (Level 3)	
Balance - December 31, 2022	\$ -
Addition of new derivatives recognized as debt discounts	28,000
Addition of new derivatives recognized as loss on derivatives	2,935
Loss on change in fair value of the derivative	1,306
Balance - December 31, 2023	<u>\$ 32,241</u>

The aggregate loss on derivatives during the years ended December 31, 2023, and 2022 was as follows.

	Year Ended December 31	
	2023	2022
Day one loss due to derivative liabilities on convertible note	\$ 2,935	\$ -
Loss on change in fair value of the derivative liabilities	1,306	-
	<u>\$ 4,241</u>	<u>\$ -</u>

NOTE 9 –STOCKHOLDERS’ EQUITY

The Company is authorized to issue 110,000,000 shares of stock with a par value of \$0.001 per share, 10,000,000 shares of which are Preferred Stock.

Preferred Stock

The Board of Directors has previously designated and adopted (i) Preferred Stock in 1,000,000 shares as Series A (were previously issued and converted into Common stock during the quarter ended June 30,2021), (ii) 1,000,000 as Series B. On October 31,2022, the Board of Directors designated Preferred Stock in 1,000,000 shares as Series C, all Series having par value of \$0.001 per share.

Series B Preferred stock will be issued to secure debt or equity or any combination to be acquired by the Company. The holders of Series B Preferred stock shall be entitled to be paid out of the assets of the Company a value of \$20 per share of Series B Preferred stock. As of the date of these financial Statements, the Agreement has not been closed and no shares of Series B Preferred stock issued.

Series C Preferred stock shall not be converted into shares of the Common stock. Except as may be required by the Nevada Business Corporation Act, the Series C Preferred stock shall not be entitled to receive cash, stock or other property as dividends.

Common Stock

During the year ended December 31, 2022, the Company issued common stock as follows.

- 179,144 shares issued for settlement of debt of \$179,144.
- 266,667 shares issued for cash of \$400,000.
- 160,000 shares issued for compensation - management of \$240,000.
- 145,856 shares issued for compensation - service of \$218,784.

During the year ended December 31,2023, the Company issued common stock as follows:

- 25,000 shares issued for compensation -management of \$37,500.
- 16,667 shares issued for cash of \$25,000.
- 25,000 shares issued for compensation -services of \$58,250.

As of December 31,2023, the Company had 88,579,434 Common shares outstanding, and no shares of Preferred Stock issued and outstanding (Series A, B and C). The Board of Directors may fix and determine the relative rights and preferences of the shares of any series established.

Stock payable

On May 5,2023, the Company entered into a subscription agreement with an investor for 40,000 shares of common stock at price of \$1.50 per share in amount of \$60,000 in cash.

NOTE 8 - INCOME TAXES

The Company did not provide any current or deferred U.S. federal income tax provision or benefit for any of the periods presented because we have experienced operating losses since inception. Accounting for Uncertainty in Income Taxes when it is more likely than not that a tax asset cannot be realized through future income the Company must allow for this future tax benefit.

The Company provided a full valuation allowance on the net deferred tax asset, consisting of net operating loss carry forwards, because management has determined that it is more likely than not that the Company will not earn income sufficient to realize the deferred tax assets during the carry forward period.

The components of the Company's deferred tax asset and reconciliation of income taxes computed at the statutory rate to the income tax amount recorded as of December 31, 2023, and 2022 are as follows:

	December 31, 2023	December 31, 2022
Net operating loss carry forward	\$ (1,011,212)	\$ (796,713)
Effective Tax rate	21%	21%

Income tax expenses(benefit)	(212,355)	(167,310)
Less: Valuation Allowance	212,355	167,310
Income tax expenses(benefit)	<u>\$ -</u>	<u>\$ -</u>
	December 31,	December 31,
	2023	2022
Deferred tax assets	720,748	508,393
Valuation allowance	(720,748)	(508,393)
Net deferred tax assets	<u>\$ -</u>	<u>\$ -</u>

As of December 31, 2023, the Company had approximately \$3,432,000 in net operating losses (“NOLs”) that may be available to offset future taxable income. NOLs generated in tax years prior to July 31, 2018, can be carryforward for twenty years, whereas NOLs generated after July 31, 2018, can be carryforward indefinitely. In accordance with Section 382 of the U.S. Internal Revenue Code, the usage of the Company’s net operating loss carry forwards are subject to annual limitations following greater than 50% ownership changes.

The Company’s tax returns are subject to examination by tax authorities for the years ended December 31, 2015 to December 31, 2023.

NOTE 9 – COMMITMENTS

In October 2022, the Company entered into two consulting agreements with two consultants for a period of one year by issuance each 100,000 shares of common stock for services (totally 200,000 shares of common stock). Pursuant to consulting agreements, the Company issued 50,000 shares of common stock valued at \$1.50 per share based on subscription agreement in cash for amount of \$75,000 during the year ended December 31, 2022. The Company’s commitment to 150,000 shares of common stock is upon completion of services rendered by the consultant. During the year ended December 31, 2023, the Company valued the commitment of 150,000 shares of common stock and accrued consulting expenses of \$349,500.

On September 28, 2022, the Company entered into a Share Exchange Agreement (“SEA”) with Active World Holdings, Inc. a Pennsylvania corporation (DBA Active World Club), (“AWC”), for exchange 100% of issued and outstanding shares of capital stock of AWH’s wholly owned subsidiary, AWC Unity Metaverse, a corporation to be formed whose sole assets is its metaverse platform (“Metaverse Assets”) which can be replaced for the Company client base for 1,000,000 shares of Series B Convertible Preferred Stock of the Company. On December 15, 2022, the Company and AWH entered into the first amendment to SEA, and agreed (i) rename AWC Metaverse, Inc. (ii) issuance 500,000 shares of Series B convertible Preferred Stock upon the signing amendment and 500,000 shares of Series B Convertible Preferred Stock upon the completion the first \$2,500,000 in metaverse sales (iii) AWC will have the sole right to choose the second tranche of 500,000 shares of Series B Convertible Preferred Stock into a like kind Preferred class to be determined in the wholly owned metaverse subsidiary contemplated herein.

As of December 31, 2023, the first tranche of 500,000 shares of Series B Convertible Preferred Stock has not been issued.

On October 2, 2023, the Company entered into a consulting agreement with an entity to provide services in connection with investors and investment activities for a period of six months by paying one-time \$5,000 and 70,000 shares of common stock. The shares shall be valued at the closing bid price for the stock on the date of the agreement and subject to a turn-up at the end of the agreement should the Company share count increase from 88,572,767 share of common stock as of 9/29/2023. As of December 31, 2023, due to not increasing in number of the Company’s common stock, the Company did not accrue any consulting expenses in connection with shares commitment.

On November 1, 2023, the Company entered into a mutual venture agreement with an entity for operation of a yacht charter business. During the year ended December 31, 2023, the Company received \$100,000 from the other part of the agreement but the agreement was not completed and signed. As of December 31, 2023, the Company is owing \$100,000 to the other part of the agreement.

NOTE 10 – SUBSEQUENT

Management has evaluated subsequent events through the date these financial statements were available to be issued. Based on our evaluation no material events have occurred that require disclosure, except as follows:

On March 11, 2024, the Company's board of directors approved and authorized the transfer agent to remove the restrictive legend on 5,000,000 shares of one stock holder based on legal opinion from attorney .