

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

SPOOZ, Inc.

510 Hamilton Street, Somerset, NJ 08873 (727) 216-6763

www.jp3e.com

info@jp3e.com

SIC CODE: 2060

Annual Report

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

Outstanding Shares

The number of shares outstanding of our Common Stock was:

5,495,710,503 as of December 31, 2023

5,495,710,503 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 Control¹ of the company has occurred over this reporting period:

Yes: ☒ No: ☐

¹ "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 any names used by predecessor entities, along with the dates of the name changes.

Original incorporation – May 2004 Incorporated Nevada - to present – Active

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):

Incorporated Nevada – 2004- Active

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

None

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

None

The address(es) of the issuer's principal executive office:

510 Hamilton Street,
Somerset, NJ 08873

The address(es) of the issuer's principal place of business:

[X] *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: Old Monmouth Stock Transfer Co. Inc.

Phone (732) 872-2727

Email: info@oldmonmouth.com

Address: 200 Memorial Parkway 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: SPZI
Exact title and class of securities outstanding: Common
CUSIP: 84915Q100
Par or stated value: \$0.0001
Total shares authorized: 5,800,000,000 as of 12/31/23.
Total shares outstanding 5,495,710,503 as of 12/31/23.
Number of shares Public Float 4,996,796,864 of 12/31/23.

Total number of shareholders of record: 142 as of 12/31/23

All additional class(es) of publicly quoted or traded securities (if any): None

Other classes of authorized or outstanding equity securities:

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). 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: Preferred Stock Series B (canceled & class B eliminated as of March 29, 2024)
CUSIP (if applicable): N/A Par or stated value: \$.0001
Total shares authorized: 1,500,000 as of date: December 31, 2023
Total shares authorized: 1,000,000 as of date: December 31, 2023
Total shareholders of record: 2 as of date: December 31, 2023

Exact title and class of the security: Preferred Stock Series A (as of March 29, 2024)
CUSIP (if applicable): N/A Par or stated value: \$.0001
Total shares authorized: 100 as of date: March 29, 2024
Total shares authorized: 100 as of date: March 29, 2024
Total shareholders of record: 1 as of date: March 29, 2024

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.

Common shareholders have the right to vote on a one for one basis; are entitled to dividends as declared by the board of directors; have no pre-emptive rights .

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

Preferred A have voting control, voting rights equal to the

sum of all other votes of all other shares times 110.

No redemption or sinking fund rights. Not convertible.

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

None

3. 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

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>12/31/20</u> Common: <u>4,990,100,458</u> Preferred B <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/ Shares Entity were issued to. *You must disclose the control person(s) for any entities listed.	Reason for share issuance (e.g. for cash or debt conversion) - OR- Nature of Services Provided	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
<u>6/03/21</u>	<u>New Issuance</u>	<u>385,610,045</u>	<u>Common</u>	<u>\$ 38,500</u>	<u>Yes</u>	<u>Errol Stone</u>	<u>Preferred conversion</u>	<u>Restricted</u>	<u>Exempt</u>
<u>1/25/22</u>	<u>New Issuance</u>	<u>120,000,000</u>	<u>Common</u>	<u>\$360,000</u>	<u>Yes</u>	<u>Darryl Dennis</u>	<u>Preferred conversion</u>	<u>Restricted</u>	<u>Exempt</u>

Shares Outstanding on Date of This Report: <u>Ending Balance Ending</u> <u>Balance:</u> Date: <u>12/31/23</u> Common: <u>5,495,710.503</u> Preferred A : <u>100 (3/29/24)</u>	
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Example: A company with a fiscal year end of December 31st, 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, 2021 through December 31, 2022 pursuant to the tabular format above.

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

B. Promissory and Convertible Notes

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

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

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder. <small>*You must disclose the control person(s) for any entities listed.</small>	Reason for Issuance (e.g. Loan, Services, etc.)

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

4) Issuer's Business, Products and Services

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

- Summarize the issuer's business operations (If the issuer does not operations) Our business operations provide a suite of solutions designed to simplify Financial trading for traders and hedgers alike.
- List any subsidiaries, parent company, or affiliated companies. None
- Describe the issuers' principal products or services. Our business Services financial traders and hedgers.

5) Issuer's Facilities

The goal of this section is to provide a potential investor 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, give the location of the principal plants and other property of the issuer and describe the condition of the properties. If the issuer does not have complete ownership or control of the property (for example, if others also own the property or if there is a mortgage on the property), describe the limitations on the ownership.

If the issuer leases any assets, properties or facilities, clearly describe them as above and the terms of their leases.

510 Hamilton Street, Somerset, NJ 08873 lease renewable annually.

6) Officers, Directors, and Control Persons

Using the table below, please provide information, as of the period end date of this report, regarding any officers, or directors of the company, individuals or entities controlling more than 5% of any class of the issuers securities, or any person that performs a similar function, regardless of the number of shares they own. **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 in the note section.**

Include Company Insiders who own any outstanding units or shares of any class of any equity security of the issuer.

The goal of this section is to provide an investor with a clear understanding of the identity of all the persons or entities that are involved in managing, controlling or advising the operations, business development and disclosure of the issuer, as well as the identity of any significant or beneficial shareholders.

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	Names of control person(s) if a corporate entity
John K. Park	CEO, Chairman	Somerset, NJ	100		Preferred A	<u>100%</u>	100%

7) Legal/Disciplinary History

Identify 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 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 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.

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.

Securities Counsel (must include Counsel preparing Attorney Letters).

Name: Gary L. Blum ESQ
Address 1: 3278 Wilshire Blvd., Suite 603
Address 2: Los Angeles, CA 90010
Phone: (213) 369-8112
Email: gblum@gblumlaw.com

Accountant or Auditor

Name:
Firm:
Address 1:

Email:

Investor Relations

Name:

Firm: ____Address 1:

Address 2: ____Phone:

Email:

All other means of Investor Communication:

Twitter:

Discord: ____LinkedIn

Facebook:

[Other]

Other Service Providers

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

Name:

Firm: ____Nature of

Services: ____Address 1:

Address 2: ____Phone:

Email:

9) Disclosure & Financial Information:

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

Name: William Tynan
Title: Accountant
Relationship to Issuer: Consultant

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

- a. IFRS
- ☒ U.S. GAAP

C. The following financial statements were prepared by (name of individual)¹:

Name: William Tynan
Title: Accountant
Relationship to Issuer: Consultant

Describe the qualifications of the person or persons who prepared the financial statements: 20 years experience as accountant, auditor and financial statement preparation. Graduate Pace University in accounting & PWC auditor.

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

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, John K. Park certify that:

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

March 29, 2024 [Date]

/s/ John K. Park [CEO's Signature]

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

Principal Financial Officer:

I, John K. Park certify that:

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

March 29, 2024 [Date]

/s/ John K. Park [CFO's Signature]

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

SPOOZ, INC.

Consolidated Annual Financial Report
For the Year Ended December 31, 2023
(Unaudited)

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SPOOZ, INC.
510.Hamilton.Street
Somerset, NJ 08873

March 29, 2024

I hereby certify that the accompanying unaudited consolidated financial statements and related footnotes hereto are based on the best information currently available to the Company. To the best of my knowledge, this information presents fairly, in all material respects, the financial position and stockholders' equity of Spooz, Inc. as of December 31, 2023 and 2022 and the results of its operations and cash flows for the Year ended December 31, 2023 and 2022 in conformity with accounting principles generally accepted in the United States of America.

/s/ John K. Park
CEO

Spooz, INC.
Consolidated Balance Sheets
As of December 31, 2023 and December 31, 2022
(Unaudited)

ASSETS	Balance at .Dec 31, 2023	Balance at .Dec. 31,2022
Cash & cash equivalents	\$0	\$555
Total Current Assets	\$0	\$555
Property and Equipment	10,000	10,000
Less Accumulated Depreciation	(2,000)	0
Property and Equipment	8,000	10,000
Total Assets	\$8,000	\$10,555
LIABILITIES AND STOCKHOLDERS' DEFICIT		
Current Liabilities		
Accounts Payable & Accrued Expenses	\$103,974	\$81,735
Total Current Liabilities	\$103,974	\$81,735
Notes Payable - 3rd Party	0	0
Total Long Term Liabilities	\$0	\$0
Total Liabilities	\$103,974	\$81,735
Shareholders Deficit:		
Common stock \$.0001 Par Value		
5,500,000,000 authorized 5,495,710,503	\$ 3,407,600	\$ 3,407,600
issued and outstanding at Dec. 31, 2023		
And 4,990,100458 at Dec. 31, 2022 respectively		
Preferred Stock \$.001 Par Value		
1,500,000 authorized 1,000,000	\$1,000	\$1,000
Issued and outstanding at Dec. 31, 2023		
And Dec 31,2022 respectively.		
Additional Paid In Capital	6,012,763	6,012,763
Deficit	(9,517,337)	(9,492,543)
Total stockholders deficit	\$ (95,974)	\$ (71,180)
Total Liabilities and Stockholders Deficit	\$8,000	\$10,555

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See notes to financial statements

SPOOZ, Inc.
Consolidated Income Statements
For the Year Ended
December 31, 2023 and 2022
(Unaudited)

	Year Ended Dec 31, 2023	Year Ended Dec 31, 2022
Revenue	\$0	\$0
Cost of revenue	-	-
Gross Profit (loss)	-	-
General and administrative Expenses	\$22,794	\$107,464
Consulting expenses - Financial	\$0	\$133,500
Operating Income (Loss)	\$ (22,794)	\$ (240,964)
Other income (expenses)		
Other income		
Consulting fees & commissions		
Deprecation expense	(2,000)	-
Interest expense	\$0	\$0
Total other income (expenses)	\$0	\$0
Loss before income taxes	\$ (24,794)	\$ (240,964)
Minority interest		
Net (Loss)	\$ (24,794)	\$ (240,964)
Net Loss per share	\$ (0.001)	\$ (0.001)
Basic and diluted		
Weighted average number of shares	5,495,710,503	5,495,710,503
Basic and diluted		

See notes to the financial statements

SPOOZ, Inc.

Statement of Changes in Stockholders Equity (Deficit)

From January 1, 2021 to December 31, 2023

(Unaudited)

	Authorized		Authorized		Paid-in		Accumulated		Total
	Common stock	5,000,000,000 Preferred	Amount	Shares Par .001	Capital	Deficit	Deficit		
	<u>Shares Par .0001</u>	<u>Amount</u>	<u>Amount</u>	<u>Amount</u>					
Balance January 1, 2021	4,990,100,458	\$ 3,357,100	1,000,000	\$ 1,000	\$ 5,713,504	\$ (9,089,434)	\$ (17,830)		
Common shares Issuance	385,610,054	\$ 38,500					\$ 38,500		
Contributed Capital					\$ 60,000		\$ 60,000		
Net (Loss) for the Year ended December 31, 2021						\$ (86,200)	\$ (86,200)		
Balance December 31, 2021	5,375,710,503	\$ 3,395,600	1,000,000	\$ 1,000	\$ 5,773,504	\$ (9,175,634)	\$ (5,530)		
Common shares Issuance	120,000,000	\$ 12,000					\$ 12,000		
Contributed Capital					\$ 239,259		\$ 239,259		
Net (Loss) for the Year ended Dec. 31, 2022						\$ (316,909)	\$ (316,909)		
Balance Dec. 31, 2022	5,495,710,503	\$ 3,407,600	1,000,000	\$ 1,000	\$ 6,012,763	\$ (9,492,543)	\$ (71,180)		
Contributed Capital					\$ -		\$ -		
Net (Loss) for the Year ended 12/31/23.						\$ (24,794)	\$ (24,794)		
Balance Dec 31, 2023	5,495,710,503	\$ 3,407,600	1,000,000	\$ 1,000	\$ 6,012,763	\$ (9,517,337)	\$ (95,974)		

SPOOZ, Inc.
Statement of Cash Flows
For the Year ended December 31, 2023 and 2022

(Unaudited)	Year Ended 12/31/23	Year Ended 12/31/22
Cash flows from operating activities		
Net Profit/Loss	\$ (24,794)	\$ (316,909)
Adjustments:		
Provision for doubtful accounts	-	-
Depreciation	2,000	-
Amortization of compensatory options	-	-
Gain on sale of equipment	-	-
Common stock issued for:		
Consulting services	-	-
Changes in Assets & Liabilities: Decrease (Increase)		
Accounts Receivable	-	-
Prepaid expenses	-	-
Accounts payable & Accrued Expenses	8,780	81,735
Advances	\$14,569	\$233,974
Net cash used in operating activities	<u>\$ 23,349</u>	<u>\$ (1,200)</u>
Cash flows from investing activities	-	-
Net cash provided by investing activities	-	-
Cash flows from financing activities	-	-
capital contributions	-	-
Net cash provided by financing activities	-	-
Net cash increase (decrease)	<u>\$ (555)</u>	<u>\$ (1,200)</u>
Cash at the beginning of period	<u>\$555</u>	<u>\$1,755</u>
Cash at the end of period	<u>\$0</u>	<u>\$555</u>
Interest paid during the year	\$0	\$0
Non-cash Financing Activities		
Common Stock issued for debt	\$ -	\$ -

SPOOZ, Inc.
Notes to Consolidated Financial Statements
December 31, 2023
(Unaudited)

Note 1. Organization, History and Business

Spooz Inc. ("The Company") was incorporated in the State of Nevada on May 13, 2004. Additionally on May 13, 2004, Spooz Publishing Group, Inc. merged with a newly formed Nevada corporation, Spooz, Inc., the successor corporation and began trading on the pink sheets. Spooz Publishing Group, Inc., a Texas "C" corporation became operational in Austin, Texas in January of 2001 as a futures and options Guaranteed Introducing Broker for Vision, Ltd. (New York). Spooz Inc. provides a suite of solutions designed to simplify financial trading for traders and hedgers alike. On or about January 1, 2024 the company completed an acquisition of JP 3E Holdings Inc.

Note 2. Summary of Significant Accounting Policies

Revenue Recognition

The company applies paragraph 605-10-S99-1 of the FASB Accounting Standards Codification for revenue recognition. The company recognizes revenue when it is realized or realizable and earned. The Company considers revenue realized or realizable and earned when all of the following criteria are met: (i) persuasive evidence of an arrangement exists, (ii) the sale price is fixed or determinable, (iii) collectability is reasonable assured and (iv) goods have been shipped and/or services rendered.

Accounts Receivable

Accounts receivable is reported at the customers' outstanding balances, less any allowance for doubtful accounts. Interest is accrued on overdue accounts receivable.

Stock Based Compensation

When applicable, the Company will account for stock-based payments to employees in accordance with ASC 718, "Stock Compensation" ("ASC 718"). Stock-based payments to employees include grants of stocks, grants of stock options and issuance of warrants that are recognized in the consolidated statement of operations based on their fair values at the date of grant.

The company accounts for stock-based payments to non-employees in accordance with ASC 505-50, "Equity-Based Payments to Non-Employees." Stock-based payments to non-employees include grants of stock, grants of stock options and issuances of warrants no that are recognized in the consolidated statements of operation based on the value of the vested portion of the award over the requisite service period as measured at its then-current fair value as of each financial reporting date.

SPOOZ Inc.

Notes to Consolidated Financial Statements

December 31, 2023

Earnings (Loss) per Share (Unaudited)

The Company reports earnings (loss) per share in accordance with ASC Topic 260-10, "Earnings per Share." Basic earnings (loss) per share is computed by dividing income (loss) available to shareholders' by the weighted average number of shares available. Diluted earnings (loss) per shares available. Diluted earnings (loss) per share is computed similar to basic earnings (loss) per share except the denominator is increased to include the number of additional shares that would have been outstanding if the potential shares had been issued and if the additional shares were dilutive. Diluted earnings (loss) per share has not been presented since there are no dilutive securities.

Organization and Offering Cost

The Company has a policy to expense organization and offering costs as incurred.

Cash and Cash Equivalents

For purpose of the statements of cash flows, the Company considers cash and cash equivalents to include all stable, highly liquid investments with maturities of three months or less.

Fair Value of Financial Instruments

The company's financial instruments consist of cash and cash equivalents, accounts receivable, and notes payable. The carrying amount of these financial instruments approximates fair value due either to length of maturity or interest rates that approximate prevailing market rates unless otherwise disclosed in these financial statements.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumption that affect the reported amount of assets and liabilities and disclosure of disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Income Taxes

The Company accounts for income tax positions in accordance with Accounting Standards Codification Topic 740, "Income Taxes" ("ASC Topic 740"). This standard prescribes a recognition and measurement of tax positions taken or expected to be taken in a tax return.

SPOOZ Inc.
Notes to Consolidated Financial Statements
December 31, 2023
(Unaudited)

Note 3. Related Party Transactions

None

Note 4. Going Concern

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. Currently, the Company has incurred operating losses, and as of December 31, 2023 the Company also had a working capital deficit and an accumulated deficit. These factors raise substantial doubt about the Company's ability to continue as a going concern. Management believes that the Company's capital requirement will depend on many factors including the success of the Company's development efforts and its efforts to raise capital. Management also believes the Company needs to raise additional capital for working capital purpose. There is no assurance that such financing will be available in the future. The conditions described above raise substantial doubt about our ability to continue as a going concern. The financial statements of the Company do not include any adjustments relating to the recoverability and classification of recorded assets, or the amount and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

Note 5. Subsequent Event: JP 3E Holdings Inc.

In conjunction with the acquisition of JP 3E Holdings Inc. on January 1, 2024 John K. Park became the new CEO and owns 100 Preferred A shares which is not convertible to common and represents 100% voting rights. Additionally all Preferred B shares were cancelled and the Preferred B class has been eliminated.

Spooz, Inc. will be renamed - JP 3E Holdings, Inc. as the parent company/new public entity. The name was derived from John K. Park's vision - positioning the operating companies to supply the world with the vital needs of Eating, Energy, and Education (3E) which are essential needs for our everyday living and quality of life. The first two companies announced as part of these acquisitions are JP Energy Group, Inc. and JP Energy Global PTE, LTD as wholly owned subsidiaries of Spooz, Inc. JP Energy Group will continue securing and selling contracts in sugar, chicken paws, and other chicken parts. We have plans to branch out into beef, soybean, and other commodities. JP Energy Global is a worldwide Liquefied Natural Gas (LNG) company that will continue to secure LNG contracts.