

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

Preferred Commerce, Inc.

A Nevada Corporation
3260 Fairlane Farms Rd, Wellington, FL 33414

561-752-2250
Growums.Com
mike@cellev8.com
Primary 87 42

Quarterly Report For the Period Ending: February 29, 2024 (the "Reporting Period")

Outstanding Shares

The number of shares outstanding of our Common Stock was:

112,476,216 as of February 29, 2024

112,476,216 as of November 30, 2023

103,526,216 as of November 30, 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 Control⁵ of the company has occurred over this reporting period:

Yes: ☐ No: ☒

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

Preferred Commerce, Inc.
3260 Fairlane Farms Rd, Wellington, FL 33414

Open Cell Biomed (Date of name change) 6-20-2014

⁵ "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.

Grand Motion (Date of name change) 7-17-2008

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.

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):

Nevada, active

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

N/A

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

N/A

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

3260 Fairlane Farms Rd, Wellington, FL 33414

The address(es) 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: V Stock Transfer, LLC
Phone: 212-828-8436
Email: vstocktransfer.com
Address: 18 Lafayette Place, Woodmere, NY 11598

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:	CELV	
Exact title and class of securities outstanding:	Common Stock	
CUSIP:	740390101	
Par or stated value:	\$0.0001	
Total shares authorized:	150,000,000	as of date: 2/29/2024
Total shares outstanding:	112,476,216	as of date: 2/29/2024
Total number of shareholders of record:	423	as of date: 2/29/2024

All additional class(es) of publicly quoted or traded securities (if any):

N/A

Other classes of authorized or outstanding equity securities:

Trading symbol:	N/A	
Exact title and class of securities outstanding:	Preferred Class A	
CUSIP:	N/A	
Par or stated value:	\$0.0001	
Total shares authorized:	5,000	as of date: 2/29/2024
Total shares outstanding:	5,000	as of date: 2/29/2024
Total number of shareholders of record:	1	as of date: 2/29/2024

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.

Standard Voting rights

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

The five thousand (5,000) Series A Preferred Stock shall have an aggregate voting power of 100% of the combined voting power of the entire Corporation's shares, Common Stock and Preferred Stock as long as the Corporation is in existence. Has the rights to a dividend. The holders of Class A Preferred Stock shall have the right upon the liquidation, dissolution or winding up of the Corporation or in any other case in which to receive the amount paid-up thereon plus all capital contributed for Class A Preferred Stock in excess of par value, in preference and priority to any distributions on the Common Shares, and subordinate to any distributions on any other class or series of shares now existing or hereafter created. If, the assets and funds available for distribution among the holders of the Class A Preferred Stock shall be insufficient to permit the payment to such holders of the preferential amounts payable thereon, then the entire assets and funds of the Corporation legally available for distribution to the Class A Preferred Stock shall be distributed ratably among such shares. After such payment shall be made in full to the holders of Class A Preferred Stock, the holders of Class A Preferred Stock shall not be entitled to any other payment or distribution in respect of such shares.

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

N/A

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.

N/A

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>11/30/2021</u> Common: <u>95,779,216</u> Preferred: <u>5,000</u>			*Right-click the rows below and select "Insert" to add rows as needed.						
Date of Transaction	Transaction type (e.g., new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to. *You must disclose the control person(s) for any entities listed.	Reason for share issuance (e.g. for cash or debt conversion) - OR- Nature of Services Provided	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.

2/24/2022	Issuance	100,000	Common	0.001	Yes	JIM CROW	convertible debt	ALL	ALL
2/24/2022	Issuance	200,000	Common	0.001	Yes	RICHARD DREGER	convertible debt	RESTRICTED	RULE 144
2/24/2022	Issuance	57,000	Common	0.001	Yes	ELK ENTERPRISES LLC	convertible debt	*	*
						control - Anthony Elk			
2/24/2022	Issuance	75,000	Common	0.001	Yes	PHILLIP HARRIS	convertible debt	*	*
2/24/2022	Issuance	600,000	Common	0.001	Yes	MICHAEL AND LEISA DUNN	convertible debt	*	*
						JTWROS			
2/24/2022	Issuance	4,450,000	Common	0.001	Yes	DONALD R PERRY III	convertible debt	*	*
2/24/2022	Issuance	25,000	Common	0.001	Yes	SAMUEL AND KRISTEN	convertible debt	*	*
						GUELLI			
2/24/2022	Issuance	60,000	Common	0.001	Yes	SHAMROCK HEALTHCARE	convertible debt	*	*
						CONSULTING GROUP LLC			
						control - Rod Heubbers			
2/24/2022	Issuance	300,000	Common	0.001	Yes	CHRISTINA SWEET	convertible debt	*	*
2/24/2022	Issuance	75,000	Common	0.001	Yes	ABRAHAM H TAWIL	convertible debt	*	*
2/24/2022	Issuance	85,000	Common	0.001	Yes	LONN WARNER	convertible debt	*	*
8/5/2022	Issuance	150,000	Common	0.001	Yes	Markus Bailey	convertible debt	*	*
8/5/2022	Issuance	430,000	Common	0.50	Yes	Rick Christianson	debt conversion	*	*
8/5/2022	Issuance	40,000	Common	0.001	Yes	Vincent Caluatti	convertible debt	*	*
8/5/2022	Issuance	150,000	Common	0.001	Yes	Dustin Haller	convertible debt	*	*
8/5/2022	Issuance	150,000	Common	0.001	Yes	Charles Orozco	convertible debt	*	*
8/5/2022	Issuance	300,000	Common	0.001	Yes	Sheri Zawisza	convertible debt	*	*
8/5/2022	Issuance	300,000	Common	0.001	Yes	Mark Fiorini	convertible debt	*	*
8/5/2022	Issuance	200,000	Common	0.001	Yes	Joseph Chiarizia	convertible debt	*	*
11/29/2023	Issuance	100,000	Common	0.25	Yes	Larry Evans	purchase	*	*
11/29/2023	Issuance	1,700,000	Common	0.20	Yes	Roger & Sara Gildehaus	purchase	*	*
11/29/2023	Issuance	650,000	Common	0.15	Yes	Harry Tawill	purchase	*	*
11/29/2023	Issuance	1,700,000	Common	0.11	Yes	Thomas Sagona	purchase	*	*
11/29/2023	Issuance	450,000	Common	0.001	Yes	Sheri & Stephen Zawisza	convertible debt	*	*
11/29/2023	Issuance	100,000	Common	0.001	Yes	Markus Bailey	convertible debt	*	*
11/29/2023	Issuance	4,000,000	Common	0.001	Yes	Susan Ferraro	convertible debt	*	*
11/29/2023	Issuance	250,000	Common	0.001	Yes	Michael & Leisa Dunn	convertible debt	*	*
Shares Outstanding on Date of This Report:									
<u>Ending Balance</u>									
Date 2/29/2024									
Common: 112,476,216									
Preferred: 5,000									

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. *You must disclose the control person(s) for any entities listed.	Reason for Issuance (e.g. Loan, Services, etc.)

11/24/2017	\$ 38,988	\$ 24,990	\$ 13,998	11/8/2018	convert, P & I @ \$.50 a share	Benard Meinen	Loan
subtotal	\$ 38,988	\$ 24,990	\$ 13,998				
12/20/2017	\$ 15,600	\$ 10,000	\$ 5,600	12/15/2018	convert, P & I @ \$.50 a share	Jannell Beck	Loan
2/7/2018	38,500	25,000	13,500	3/7/2018	convert, P & I @ \$.50 a share	Jerry Maier	Loan
4/4/2018	76,000	50,000	26,000	6/29/2018	convert, P & I @ \$.50 a share	Jerry Maier	Loan
5/9/2018	75,500	50,000	25,500	7/29/2018	convert, P & I @ \$.50 a share	Larry Evans	Loan
subtotal	\$ 205,600	\$ 135,000	\$ 70,600				
12/1/2019	\$ 33,750	\$ 25,000	\$ 8,750	4/20/2018	convert, P & I @ \$.50 a share	Jerry Maier	Loan
11/27/2019	33,750	25,000	8,750	4/20/2018	convert, P & I @ \$.50 a share	Charles Strogen	Loan
10/9/2020	18,300	15,000	3,300	10/9/2021	convert, P & I @ \$.50 a share	Phillip Harris	Loan
subtotal	\$ 85,800	\$ 65,000	\$ 20,800				
12/11/2020	\$ 122,083	\$ 100,000	\$ 22,083	12/11/2023	convert @ 10% discount to mkt when market above \$2.00/shar	Chris and Stacy Bovinet	Loan
1/21/2021	60,417	50,000	10,417	1/21/2024	convert @ 10% discount to mkt when market above \$2.00/shar	William & Lisa Miralia	Loan
2/9/2021	30,208	25,000	5,208	2/9/2024	convert @ 10% discount to mkt when market above \$2.00/shar	Thomas Pickney	Loan
2/25/2021	30,000	25,000	5,000	2/25/2024	convert @ 10% discount to mkt when market above \$2.00/shar	Scott Franko	Loan
8/3/2021	120,000	100,000	20,000	8/3/2024	convert @ 10% discount to mkt when market above \$2.00/shar	Joseph Chiarizia	Loan
8/4/2021	120,000	100,000	20,000	8/4/2024	convert @ 10% discount to mkt when market above \$2.00/shar	Mark Fiorini	Loan
subtotal	\$ 482,708	\$ 400,000	\$ 82,708				
6/7/2022	\$ 57,500	\$ 50,000	\$ 7,500	6/7/2023	convert @ 10% discount to mkt when market above \$2.00/shar	Markus Bailey	Loan
11/1/2022	28,333	25,000	3,333	11/1/2025	convert @ 10% discount to mkt when market above \$2.00/shar	Markus Bailey	Loan
11/7/2022	112,916	100,000	12,916	11/7/2025	convert @ 10% discount to mkt when market above \$2.00/shar	Gregory Johnson	Loan
subtotal	\$ 198,749	\$ 175,000	\$ 23,749				
12/12/2022	55,625	50,000	5,625	12/12/2025	convert @ 10% discount to mkt when market above \$2.00/shar	Gregory Johnson	Loan
subtotal	\$ 55,625	\$ 50,000	\$ 5,625				
3/2/2023	\$ 55,000	\$ 50,000	\$ 5,000	10/15/2023	convert, P & I @ \$.25 a share	Michael Dunn	Loan
subtotal	\$ 55,000	\$ 50,000	\$ 5,000				

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).

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

Preferred Commerce is focused on health and wellness products. The Company's main product is Thriv5. Thriv5 products contain Superoxide Dismutase (SOD) combined with antioxidants, soluble corn fiber and other ingredients that help the human body regenerate healthy cells and strengthen the immune system. The Company currently has three employees.

Preferred Commerce is engaged in the development, marketing, sales, and distribution of Thriv5, and other branded sources of SOD (Superoxide dismutase) based products. SOD is one of the most powerful enzymes in the body and is also one of the most powerful antioxidants in the world. Every day the body produces these enzymes, but the enzymes are attacked by free radicals and oxidative stress allowing damage to be done to the cells that keep our body's functioning at the peak, healthy levels. Getting SOD into the bloodstream is the key, the team behind Thriv5 and its scientist partners have developed a patent-pending method of delivering the SOD through the digestive system allowing it to reach the gut and ultimately get to the bloodstream and neurological system, allowing the SOD to help repair damaged cells and assist in producing new cells faster than the damage is happening. SOD has nearly 100 years of studies behind it and what it can do for human health and our patent-pending products are now in a position to revolutionize health and well-being. The products and SOD are 100% all-natural and the SOD is extracted at the highest levels ever recorded and is plant-based. We have embarked on a multi-year agreement into the NASCAR Cup Series and Xfinity Series racing. We will be promoting the product through retail stores, online sales, and social media. Preferred Commerce has long been a solution provider to the horticulture and agriculture industries, as well as to consumers.

Products are sold through retail and direct to consumer. Products are also sold wholesale to retailers. Our products range from tablets, to powders, gels and gummies that are wellness products that feature Superoxide dismutase as one of the main effective ingredients. We combine the main ingredients with other healthy vitamins and enzymes to help people and animals live a healthier lifestyle. The products' main purpose is to help alleviate oxidative stress, free the body of free radicals and reduce inflammation.

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

N/A

C. Describe the issuers' principal products or services.

Principal Products-Thriv5 M3 Gel, Thriv5, Power Stick Powder. Markets are -direct to consumer and Retail.

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.

The Company leases office and warehouse space, on a month-to-month basis at 3260 Fairlane Farms Rd, Wellington, FL 33414

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
Michael Ferraro	President	Wellington, FL	22,454,651	Common	19.96	_____
Frank Ferraro	Shareholder	Wellington, FL	8,272,842	Common	7.36	_____
Joe Barton	Shareholder	Edison, NJ	6,467,775	Common	5.75	_____
Colm King	Interim CFO	Delray Beach, FL	0			
Eric Mays	Board Member	Jersey City, NJ	0			_____
Rowland Hanson	Board Member	Santa Barbara, CA	484,000	Common	.043	
Ferraro Family Trust: Michael & Susan Ferraro Trustees	Trust	Wellington, FL	5,000	Preferred Class A	100.	_____

7) Legal/Disciplinary History

A. Identify whether any of the persons or entities listed above have, in the past 10 years, been the subject of:

1. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);

N/A

2. 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, or banking activities;

N/A

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

N/A

4. The entry 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.

N/A

- 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.

N/A

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: Thomas H. Dougherty
Firm: Thomas H. Dougherty, P.A.
Address 1: 712 U.S. Highway One - Suite 210
Address 2: North Palm Beach, FL 33408
Phone: (561) 842-9707
Email: thdlaw@bellsouth.net

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:

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: N/A
Firm: _____
Nature of Services: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

9) Financial Statements

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

- ☐ IFRS
☒ U.S. GAAP

B. The following financial statements were prepared by (name of individual)⁶:

Name: Colm King
Title: Acting CFO
Relationship to Issuer: None

Describe the qualifications of the person or persons who prepared the financial statements: **NYS licensed CPA (currently inactive) providing SEC compliance and financial statement preparation services to clients.**

Provide the following financial statements for the most recent fiscal year or quarter. For the initial disclosure statement (qualifying for Pink Current Information for the first time) please provide reports for the two previous fiscal years and any subsequent interim periods.

- a. Audit letter, if audited;
- b. Balance Sheet;
- c. Statement of Income;
- d. Statement of Cash Flows;
- e. Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)
- f. Financial Notes

Important Notes:

- Financial statements must be "machine readable". Do not publish images/scans of financial statements.
- All financial statements for a fiscal period must be published together with the disclosure statement in one Annual or Quarterly Report.

⁶ The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS and by persons with sufficient financial skills.

10) Issuer Certification

Principal Executive Officer:

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

The certifications shall follow the format below:

I, Michael Ferraro certify that:

1. I have reviewed this Quarterly Report of Preferred Commerce, 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.

4/15/2024 [Date]

/s/ MICHAEL FERRARO [CEO's Signature]

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

Principal Financial Officer:

I, Colm King certify that:

1. I have reviewed this Quarterly Report of Preferred Commerce, 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.

4/15/2024 [Date]

/s/ COLM KING [CFO's Signature]

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

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PREFERRED COMMERCE, INC.
CONSOLIDATED BALANCE SHEETS
(unaudited)

	<u>February 29, 2024</u>	<u>November 30, 2023</u>
ASSETS		
Current Assets		
Cash	\$ 100,524	\$ 109,946
Inventory	<u>86,247</u>	<u>74,106</u>
	-	
Total Current Assets	186,771	184,052
Property and Equipment, net	2,725	3,975
Notes Receivable	71,372	74,104
Other Assets	<u>3,200</u>	<u>3,200</u>
Total Assets	\$ <u>264,068</u>	\$ <u>265,331</u>
LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)		
Current Liabilities		
Accounts Payable and Accrued Expenses	\$ 2,022,503	\$ 1,953,903
Note Payable	515,309	480,543
Notes Payable - Stockholders	<u>964,583</u>	<u>874,893</u>
Total Current Liabilities	<u>3,502,395</u>	<u>3,309,339</u>
Total Liabilities	\$ <u>3,502,395</u>	\$ <u>3,309,339</u>
Commitments and contingencies (Note 8)		
Stockholders' Equity (Deficit)		
Preferred Stock: 5,000 shares authorized; \$0.0001 par value, 5,000 shares issued and outstanding at February 29, 2024 and November 30, 2023	1	1
Common stock: 150,000,000 shares authorized; \$0.0001 par value, 112,476,216 and 103,526,216 shares issued and outstanding at February 29, 2024 and November 30, 2023, respectively	11,248	11,248
Common stock issuable: 12,433,820 and 12,533,820 shares to be issued at February 29, 2024 and November 30, 2023, respectively	1,243	1,243
Treasury Stock: 85,107 Shares at February 29, 2024 and November 30, 2023	9	9
Accumulated Other Comprehensive Income	1,958,527	1,958,527
Additional paid in capital	35,087,860	35,087,860
Subscriptions receivable	(70,000)	(70,000)
Accumulated deficit	<u>(40,227,215)</u>	<u>(40,032,896)</u>
Total Stockholders' Equity (Deficit)	<u>(3,238,327)</u>	<u>(3,044,008)</u>
Total Liabilities and Stockholders' Equity (Deficit)	\$ <u>264,068</u>	\$ <u>265,331</u>

The accompanying notes are an integral part of these financial statements

PREFERRED COMMERCE, INC.
CONSOLIDATED STATEMENTS OF OPERATIONS
(unaudited)

	For the Three Months Ended February 29, 2024	For the Year Ended November 30, 2023
Revenues	\$ 27,473	\$ 234,598
Cost of Sales	<u>8,403</u>	<u>96,179</u>
Gross Profit	19,070	138,419
Operating Expenses		
Professional Fees	83,325	206,742
Advertising & Promotion	44,694	191,635
Rent	9,600	35,105
Other General and Administrative	37,586	331,175
Depreciation	<u>1,250</u>	<u>5,400</u>
Total Operating Expenses	<u>176,455</u>	<u>770,057</u>
Operating Loss	<u>(157,385)</u>	<u>(631,638)</u>
Other Expenses		
Interest Expense	<u>36,934</u>	<u>93,498</u>
Total Other Expenses	<u>(36,934)</u>	<u>(93,498)</u>
Net Loss	\$ <u><u>(194,319)</u></u>	\$ <u><u>(725,136)</u></u>

The accompanying notes are an integral part of these financial statements

PREFERRED COMMERCE, INC.
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY (DEFICIT)
FOR THE THREE MONTHS ENDED FEBRUARY 29, 2024 AND THE YEAR ENDED NOVEMBER 30, 2023
(unaudited)

	Preferred Stock		Common Stock and Common Stock to be issued (1)		Treasury Stock		Additional Paid-in Capital	Subscriptions Receivable	Accumulated Deficit	Accumulated Other Comprehensive Income	Total Stockholders' Equity (Deficit)
	Shares	Amount	Shares	Amount	Shares	Amount					
Balance November 30, 2022	5,000,000	\$ 1	116,060,036	\$ 11,606	85,107	\$ 9	\$ 34,385,006	\$ (70,000)	\$ (39,307,760)	\$ 1,958,527	\$ (3,022,611)
Common stock issued	-	-	8,950,000	895	-	-	552,955	-	-	-	553,850
Common stock to be issued	-	-	(100,000)	(10)	-	-	149,899	-	-	-	149,889
Net loss for the year ended November 30, 2022	-	-	-	-	-	-	-	-	(725,136)	-	(725,136)
Balance November 30, 2023	5,000,000	\$ 1	124,910,036	\$ 12,491	85,107	\$ 9	\$ 35,087,860	\$ (70,000)	\$ (40,032,896)	\$ 1,958,527	\$ (3,044,008)
Common stock issued	-	-	-	-	-	-	-	-	-	-	-
Common stock to be issued	-	-	-	-	-	-	-	-	-	-	-
Net loss for the three months ended February 29, 2024	-	-	-	-	-	-	-	-	(194,319)	-	(194,319)
Balance February 29, 2024	5,000,000	\$ 1	124,910,036	\$ 12,491	85,107	\$ 9	\$ 35,087,860	\$ (70,000)	\$ (40,227,215)	\$ 1,958,527	\$ (3,238,327)

(1) 124,910,036 shares of Common stock at February 29, 2024 consists of 112,476,216 issued shares and 12,433,820 shares to be issued.

The accompanying notes are an integral part of these financial statements

PREFERRED COMMERCE, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(unaudited)

	For the Three Months Ended February 29, 2024	For the Year Ended November 30, 2023
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net loss	\$ (194,319)	\$ (725,136)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation	1,250	5,400
Common Stock	-	885
Changes in assets and liabilities:		
Inventory	(12,141)	(62,192)
Other Assets	-	2,753
Accounts Payable & Accrued Expenses	68,600	58,001
Net Cash Used In Operating Activities	<u>(136,610)</u>	<u>(720,289)</u>
CASH FLOWS FROM INVESTING ACTIVITIES:		
Property, Plant & Equipment	<u>-</u>	<u>-</u>
Net Cash Used In Investing Activities	<u>-</u>	<u>-</u>
CASH FLOWS FROM FINANCING ACTIVITIES:		
Accrued Interest Payable	36,934	93,498
Notes Receivable	2,732	(2,568)
Notes Payable	34,766	135,346
Notes Payable Stockholders	52,756	(130,451)
Additional Paid in Capital	<u>-</u>	<u>702,854</u>
Net Cash Provided By Financing Activities	<u>127,188</u>	<u>798,679</u>
NET INCREASE IN CASH	(9,422)	78,390
CASH AT BEGINNING OF PERIOD	109,946	31,556
CASH AT END OF PERIOD	\$ <u>100,524</u>	\$ <u>109,946</u>

The accompanying notes are an integral part of these financial statements

PREFERRED COMMERCE, INC.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE THREE MONTHS ENDED FEBRUARY 29, 2024
(unaudited)

NOTE 1 - ORGANIZATION AND BUSINESS

Preferred Commerce, Inc. (the "Company") was organized as a Delaware corporation on March 19, 1999 under the name of Plantfind.com, Inc. In June of 2014, the Company changed its name to Preferred Commerce, Inc. and redomiciled in Nevada. The Company develops and sells unique children's education and online gaming products designed to combat childhood obesity and promote nutritious choices. The Company is entering into the subscription market. The Company sells online at www.growums.com.

In August 2014, the Company executed a share exchange agreement pursuant to which the stockholders of the Company obtained 99% of the issued and outstanding common stock of Opencell Biomed, Inc. The transaction was accounted for as a reverse capitalization and the accompanying consolidated financial statements include the historical financial statements of the Company and Opencell Biomed, Inc.

In December 2019, the Company commenced the execution of its reorganization plan from the development and sales of unique children's education and online gaming products designed to combat childhood obesity and promote nutritious choices to being focused on health and wellness products with the Company's main product being Thriv5.

Opencell Biomed, Inc. was incorporated in the state of Nevada on July 7, 2006, and its fiscal year end is November 30. On July 4, 2008, a Share Exchange Agreement (the "Agreement") was entered into between the Company and Biomedical Implant Technologies Ltd. ("BIT"). The fundamental terms of the purchase agreement were for the Company to issue 20,000,000 shares of restricted common stock of the Company for the acquisition of BIT. As a result, BIT became a wholly owned subsidiary of the Company.

Biomedical Implant Technologies Ltd was incorporated under the laws of the Province of Ontario, Canada on November 27, 2007. BIT is in the business of developing marketing and selling a proprietary dental implant system known as the "Ti-Foam Dental Implant System".

REORGANIZATION

In December 2019, the Company began to divert its efforts from the Grow-Ums line of products and completely focus its resources on health and wellness products. The company's main product is Thriv5. Thriv5 products contain Superoxide Dismutase (SOD) combined with antioxidants, soluble corn fiber and other ingredients that help the human body regenerate healthy cells and strengthen the immune system. During the year ended November 30, 2020, the Company completely reorganized management, its sales force and resources to market its principal products including Thriv5 M3 Gel, Thriv5, Power Stick Powder direct to consumer and Retail.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

BASIS OF PRESENTATION AND CONSOLIDATION

The accompanying unaudited consolidated financial statements are prepared in accordance with Generally Accepted Accounting Principles of the United States of America. The consolidated financial statements include the accounts of the Company and its wholly owned subsidiary, Opencell Biomed, Inc. All intercompany balances and transactions are eliminated in consolidation.

PREFERRED COMMERCE, INC.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE THREE MONTHS ENDED FEBRUARY 29, 2024
(unaudited)

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

USE OF ESTIMATES

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

CASH AND CASH EQUIVALENTS

The Company considers all highly liquid investments with an original term of three months or less to be cash equivalents.

INVENTORY

Inventory is valued at the lower of cost or market value. Cost is determined using the first in first out (FIFO) method. Provision for potentially obsolete or slow-moving inventory is made based on management analysis of inventory levels and future sales forecasts. The Company's inventory consists of components acquired from third parties that are assembled by the Company in fulfillment of standing customer orders.

PROPERTY AND EQUIPMENT

Property and equipment are stated at cost, and depreciation is provided by using straight-line methods over the estimated useful life:

Office Equipment and furniture	5 years
Computer hardware and software	3 years

REVENUE RECOGNITION

The Company recognizes revenue in accordance with FASB ASC 605, Revenue Recognition. ASC 605 requires that four basic criteria are met (1) persuasive evidence of an arrangement exists, (2) delivery of products and services has occurred, (3) the fee is fixed or determinable and (4) collectability is reasonably assured. The Company recognizes revenue during the period in which the product is shipped.

EQUITY- BASED COMPENSATION

Compensation expense for all stock-based employee and director compensation awards granted is based on the grant date fair value estimated in accordance with the provisions of ASC Topic 718, "Stock Compensation" (ASC Topic 718"). The Company recognizes these compensation costs on a straight-line basis over the requisite service period of the award, which is generally the option vesting term. Vesting terms are based on the individual grant terms.

ACCUMULATED OTHER COMPREHENSIVE INCOME

Accumulated Other Comprehensive Income consists of realized gains relating to the write-off of expired debt from previous years.

PREFERRED COMMERCE, INC.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE THREE MONTHS ENDED FEBRUARY 29, 2024
(unaudited)

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

FAIR VALUE OF FINANCIAL INSTRUMENTS

The carrying value of the Company's notes payable and accounts payable approximate fair value due to their short- term nature.

INCOME TAXES

The Company follows the asset and liability method of accounting for income taxes under ASC 740, "Income Taxes." Deferred tax assets and liabilities are recognized for the estimated future tax consequences attributable to differences between the consolidated financial statements carrying amounts of existing assets and liabilities and their respective tax bases. 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 included the enactment date. Valuation allowances are established, when necessary, to reduce deferred tax assets to the amount expected to be realized.

ASC 740 prescribes a recognition threshold and a measurement attribute for the financial statement recognition and measurement of tax positions taken or expected to be taken in a tax return. For those benefits to be recognized, a tax position must be more likely than not to be sustained upon examination by taxing authorities. The Company recognizes accrued interest and penalties related to unrecognized tax benefits as income tax expense. There were no unrecognized tax benefits and no amounts accrued for interest and penalties as of February 29, 2024 and November 30, 2023. The Company is currently not aware of any issues under review that could result in significant payments, accruals or material deviation from its position. The Company is subject to income tax examinations by major taxing authorities since inception.

The Company may be subject to potential examination by foreign taxing authorities in the area of income taxes. These potential examinations may include questioning the timing and amount of deductions, the nexus of income among various tax jurisdictions and compliance with foreign tax laws. The Company's management does not expect that the total amount of unrecognized tax benefits will materially change over the next twelve months.

RECENT ACCOUNTING PRONOUNCEMENTS

From time to time, the FASB or other standards setting bodies will issue new accounting pronouncements. Updates to the FASB ASC are communicated through issuance of an Accounting Standards Update ("ASU").

Management does not believe that any recently issued, but not yet effective accounting pronouncements by the FASB or SEC, if adopted, would have a material effect on the accompanying financial statements.

PREFERRED COMMERCE, INC.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE THREE MONTHS ENDED FEBRUARY 29, 2024
(unaudited)

NOTE 3 - PROPERTY AND EQUIPMENT, NET

The Company's property and equipment consists of the following as of February 29, 2024 and November 30, 2023:

	February 29, 2024	November 30, 2023
Computer equipment and software	\$ 26,670	\$ 26,670
Accumulated depreciation	(22,695)	(22,695)
Total	<u>\$ 3,975</u>	<u>\$ 3,975</u>

NOTE 4 - LOANS PAYABLE

Loans payable as of February 29, 2024 and November 30, 2023:

	February 29, 2024	November 30, 2023
Loans from employees, stockholders and officers. Due on demand and non interest bearing.	<u>\$ 515,309</u>	<u>\$ 480,543</u>

NOTE 5 - NOTES PAYBLE - STOCKHOLDERS

Notes payable to stockholders as of February 29, 2024 and November 30, 2023 consist of the following:

	February 29, 2024	November 30, 2023
Notes Payable - Stockholders at February 29, 2024 consists of convertible notes for investments during 2017 through 2023. The notes accrue interest at a rate of 10%. Accrued interest on the notes totalled \$199,980 and \$222,480 as of February 29, 2024 and November 30, 2023, respectively	<u>\$ 964,583</u>	<u>\$ 874,893</u>

NOTE 6 - INCOME TAXES

The Company's total income tax provision at a combined state and the U.S. federal income tax rate of 35% is as follows:

	February 29, 2024	November 30, 2023
Federal:	\$ (68,000)	\$ (254,000)
State:	(17,000)	(66,000)
Deferred:	<u>\$ (85,000)</u>	<u>\$ (320,000)</u>

As of February 29, 2024 and November 30, 2023, the Company has net operating losses of approximately \$17,430,000 and \$17,235,000, respectively, available to offset future taxable income through 2031.

PREFERRED COMMERCE, INC.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE THREE MONTHS ENDED FEBRUARY 29, 2024
(unaudited)

NOTE 7 - COMMON STOCK

As of February 29, 2024 and November 30, 2023, the Company's common stock consists of 112,476,216 issued shares and 12,433,820 shares to be issued. No shares were issued during the three months ended February 29, 2024. During the twelve months ended November 30, 2023, the Company issued 8,950,000 shares of common stock for investment and note payable conversions. The shares are not registered and carry a Rule 144 Restriction on Trade. Share certificates have been issued stating the shares have not been registered under the Securities Act and setting forth the restrictions on transferability and sales of shares under the Securities Act.

NOTE 8 - COMMITMENTS AND CONTINGENCIES

LEASE AGREEMENT

The Company leases office and warehouse space, on a month-to-month basis. Rent for the three months ended February 29, 2024 and for the year ended November 30, 2023 was \$9,600 and \$35,105, respectively.

NOTE 9 - GOING CONCERN

The accompanying financial statements have been prepared assuming the Company will continue as a going concern. As of February 29, 2024, the Company had a working capital deficit of \$3,241,052. These conditions raise substantial doubt about the Company's ability to continue as a going concern. The financial statements do not include any adjustments that might result from the outcome of this uncertainty. Management plans to seek additional debt or equity financing while expanding its retail presence to ultimately generate cash from operations. There can be no assurance that debt or equity financing will be available on acceptable terms.

NOTE 10- SUBSEQUENT EVENTS

The management of the Company has performed an evaluation of subsequent events through April 15, 2024 and believes there are no events which would have a material effect on the accompanying financial statements.