

ZUKI INC.

3275 South Jones Boulevard, Suite 104

Las Vegas, Nevada 89146

www.zuki.app

702-948-1212

jhipps@zuki.app

Quarterly Report

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

Outstanding Shares

The number of shares outstanding of our Common Stock was:

69,178,696 as of June 30, 2024

69,178,696 as of March 31, 2024

69,178,696 as of December 31, 2023

Shell Status

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

Yes: No:

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

Yes: No:

Change in Control

Indicate by check mark whether a Change in Control⁴ of the company has occurred during this reporting period:

Yes: No:

⁴ "Change in Control" shall mean any events resulting in:

- (i) Any "person" (as such term is used in Sections 13(d) and 14(d) of the Exchange Act) becoming the "beneficial owner" (as defined in Rule 13d-3 of the Exchange Act), directly or indirectly, of securities of the Company representing fifty percent (50%) or more of the total voting power represented by the Company's then outstanding voting securities;
- (ii) The consummation of the sale or disposition by the Company of all or substantially all of the Company's assets;
- (iii) A change in the composition of the Board occurring within a two (2)-year period, as a result of which fewer than a majority of the directors are directors immediately prior to such change; or
- (iv) The consummation of a merger or consolidation of the Company with any other corporation, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or its parent) at least fifty percent (50%) of the total voting power represented by the voting securities of the Company or such surviving entity or its parent outstanding immediately after such merger or consolidation.

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

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

The Company was incorporated as Louisiana Food Company on August 17, 2010 with the Nevada Secretary of State. On February 28, 2018, the Company changed its name to MMA Global Inc. On July 30, 2021, the Company changed its name to Zuki, Inc.

Current State and Date of Incorporation or Registration: Nevada on August 17, 2010

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

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

None

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

None

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

None

Address of the issuer's principal executive office:

3275 South Jones Boulevard, Suite 104, Las Vegas, Nevada 89146

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: Securities Transfer Corporation

Phone: 469-633-0101

Email: bchou@stctransfer.com

Address: 2901 N. Dallas Parkway, Suite 380, Plano, TX 75093

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>ZUKI</u>
Exact title and class of securities outstanding:	<u>Common</u>
CUSIP:	<u>98980J106</u>
Par or stated value:	<u>0.00001 par value</u>
Total shares authorized:	<u>975,000,000</u> as of date: <u>June 30, 2024</u>
Total shares outstanding:	<u>69,178,696</u> as of date: <u>June 30, 2024</u>
Total number of shareholders of record:	<u>495</u> as of date: <u>June 30, 2024</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 AA Preferred</u>
Par or stated value:	<u>0.00001 par value</u>
Total shares authorized:	<u>25,000,000</u> as of date: <u>June 30, 2024</u>
Total shares outstanding (if applicable):	<u>180,000</u> as of date: <u>June 30, 2024</u>
Total number of shareholders of record:	<u>5</u> as of date: <u>June 30, 2024</u>

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

Security Description:

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

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

Common shares hold 1 vote per 1 share

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

Series AA Preferred shares have a liquidation preference of \$5.00 per share; convertible into common stock at the holder's election at a conversion rate of 1,000 common shares for each preferred share; and hold 1,000 votes per each preferred share. The conversion rights are proportionately increased by forward splits of common stock and not reduced by any reverse splits.

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.

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 <u>Opening Balance:</u> Date <u>December 31, 2022</u> Common: <u>69,178,696</u> Preferred: <u>180,000</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.
Shares Outstanding on Date of This Report: Ending Balance: Date <u>June 30, 2024</u> Common: <u>69,178,696</u> Preferred: <u>180,000</u>									

Example: A company with a fiscal year end of December 31st 2023, in addressing this item for its Annual Report, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2022 through December 31, 2023 pursuant to the tabular format above.

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

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

On October 4, 2021, the Company entered into an agreement with Me Inc LLC, a Delaware limited liability company, to obtain a worldwide, perpetual, irrevocable, royalty-free, exclusive license for the ZZ Tasks software app in exchange for consideration of 5,380,000 LUSI common stock warrants priced at \$0.01, (which warrants may be exercised in cash or cashless) but may not be redeemed for at least one year.

On October 4, 2021, the Company entered into an agreement with Shout TV Inc. to acquire all tangible and intangible assets of Shout TV Inc. including the software the Company was currently licensing in exchange for consideration of 5,500,000 LUSI common stock warrants priced at \$0.01, (which warrants may be exercised in cash or cashless) but may not be redeemed for at least one year.

In addition to 2,500,000 restricted common shares issued to Americorp Investments LLC (“Americorp”) on October 12, 2021, the Company also granted to Americorp 7,500,000 common stock warrants exercisable at \$0.65 per share. The warrants may be exercised between July 1, 2022 and no later than March 30, 2023 and may be exercised in cash or cashless.

In addition to the 2,500,000 restricted common shares issued to MSAC Holding LLC (“MSAC”) on October 12, 2021, the Company also granted to MSAC 7,500,000 common stock warrants exercisable at \$0.65 per share. The warrants may be exercised between July 1, 2022 and no later than March 30, 2023 and may be exercised in cash or cashless.

** Note: The Company provided notice in 2023 to acquisition agreement shareholders that it has cancelled the acquisition agreements whereby the Company acquired company interests in exchange for restricted common stock. These shareholders shall return (and the Company shall cancel) these 32,084,038 restricted shares, which shall result in 37,094,658 total outstanding common shares upon physical cancellation with the transfer agent. The financial statements ending June 30, 2024 reflect the legal cancellation of the acquisition agreements and these restricted shares. The table above does not yet reflect the pending cancellation of these restricted shares since they are still physically outstanding per the transfer agent. Upon formal physical cancellation of the shares with the transfer agent, the table will reflect those changes.

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.)
2/09/2018	\$94,781	\$57,804	\$22,777	12/31/2024	Convertible into Series AA Preferred Stock at \$5.00 per share at holder’s election	Paglinawan Hawaiian Trust / Dunesa Hesser	Loan
10/25/2018	\$1,174,834	\$433,077	\$741,757	12/31/2024	Convertible into Series AA Preferred Stock at \$5.00 per share at holder’s election	United Bamboo LLC / Shawn Wright	Loan in conjunction with purchase of technology assets

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

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

4) Issuer’s Business, Products and Services

The purpose of this section is to provide a clear description of the issuer’s current operations. Ensure that these descriptions are updated on the Company’s Profile on www.OTCMarkets.com.

A. Summarize the issuer’s business operations (If the issuer does not have current operations, state “no operations”)

The Company is developing and preparing to launch a blockchain-enabled game engine offering both pay-to-play and free-to-play mobile and browser-based games, and related social offerings, focused on, but not limited to the sports and entertainment sector. It is anticipated that the game engine will: (1) deploy fungible and non-fungible token technologies; (2) support 'own brand' and 'white label' gamification of both synchronous and asynchronous sporting and entertainment events; and (3) provide a powerful tool to content owners, celebrities, social influencers and others to engage fans and followers, to activate consumers, and to gather valuable user data.

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

Zuki Inc. (fka MMA Global Inc.), a Nevada corporation, owns 100% of the issued and outstanding stock of MME Inc., a Wyoming corporation.

C. Describe the issuers' principal products or services.

The Company owns any and all of Shout TV Inc.'s free-to-play technology including without limitation any gaming, educational, social, mobile, fan engagement, or other technologies. These include *Shout*, *The Challenge*, *Shout Live*, *Flashvote*, and others which have been used in conjunction with fan engagement of live sporting events by companies such as Real Madrid Football Club and the World Series of Fighting. The Company also acquired Shout TV Inc.'s IP and technology assets in development related to pay-to-play (P2P) style games, such as Daily Millionaire, Millionize, and Trivia Train.

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.

As of June 30, 2024, the Company is sub-leasing an office space on a month-to-month basis at 3275 S. Jones Boulevard, Suite 104, Las Vegas, NV 89146 at a cost of \$500 per month. The sub-lease includes all costs including rent, utilities, common areas, internet, phone service, office equipment usage, and the lessor is Royal Union, an affiliated company of two directors of the Company.

6) All Officers, Directors, and Control Persons of the Company

Using the table below, please provide information, as of the period end date of this report, regarding all officers and directors of the company, or any person that performs a similar function, regardless of the number of shares they own.

In addition, list all individuals or entities controlling 5% or more of any class of the issuer's securities.

If any insiders listed are corporate shareholders or entities, provide the name and address of the person(s) beneficially owning or controlling such corporate shareholders, or the name and contact information (City, State) of an individual representing the corporation or entity. Include Company Insiders who own any outstanding units or shares of any class of any equity security of the issuer.

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

Names of All Officers, Directors, and Control Persons	Affiliation with Company (e.g. Officer Title /Director/Owner of 5% or more)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Names of control person(s) if a corporate entity
<u>IQ Equals Inc.</u>	<u>CEO/Director</u>	<u>Provo, UT</u>	<u>10,625,000</u>	<u>Common</u>	<u>15.36%</u> <u>28.64%</u>	<u>James Phipps</u>
<u>IQ Equals Inc.</u>	<u>CEO/Director</u>	<u>Provo, UT</u>	<u>90,000</u>	<u>Preferred</u>	<u>50%</u>	<u>James Phipps</u>
<u>Shawn Wright</u>	<u>Director</u>	<u>St. George, UT</u>	<u>2,500,000</u>	<u>Common</u>	<u>3.61%</u> <u>6.74%</u>	<u>_____</u>
<u>Shawn Wright</u>	<u>Director</u>	<u>St. George, UT</u>	<u>12,500</u>	<u>Preferred</u>	<u>6.9%</u>	<u>_____</u>
<u>Marlon Steele, Jr.</u>	<u>>5% Owner</u>	<u>Cedar City, UT</u>	<u>2,500,000</u>	<u>Common</u>	<u>3.61%</u> <u>6.74%</u>	<u>_____</u>
<u>Marlon Steele Jr.</u>	<u>>5% Owner</u>	<u>Cedar City, UT</u>	<u>12,500</u>	<u>Preferred</u>	<u>6.9%</u>	<u>_____</u>
<u>Royal Union Trust</u>	<u>>5% Owner</u>	<u>Cedar City, UT</u>	<u>5,104,000</u>	<u>Common</u>	<u>7.38%</u> <u>13.76%</u>	<u>Marlon Steele, Jr.</u>
<u>Royal Union Trust</u>	<u>>5% Owner</u>	<u>Cedar City, UT</u>	<u>15,000</u>	<u>Preferred</u>	<u>8.3%</u>	<u>Marlon Steele Jr.</u>
<u>Moab Wood Trust</u>	<u>Director</u>	<u>St. George, UT</u>	<u>50,000</u>	<u>Preferred</u>	<u>27.8%</u>	<u>Shawn Wright</u>
<u>Delivery Drop Ltd.</u>	<u>>5% Owner</u>	<u>Sheffield, England</u>	<u>10,000,000**</u>	<u>Common</u>	<u>14.46%</u> <u>0.00%</u>	<u>Syed Sherazi</u>
<u>Vincent Hesser</u>	<u>Director</u>	<u>Las Vegas, NV</u>	<u>0</u>	<u>n/a</u>	<u>0.00%</u>	<u>_____</u>
<u>GTR24H AsP</u>	<u>>5% Owner</u>	<u>Middelfart, Denmark</u>	<u>10,000,000**</u>	<u>Common</u>	<u>14.46%</u> <u>0.00%</u>	<u>Jon Fabricus Turell</u>
<u>Lilakfortune, LDA</u>	<u>>5% Owner</u>	<u>Castelo de Paiva, Portugal</u>	<u>6,153,846**</u>	<u>Common</u>	<u>8.90%</u> <u>0.00%</u>	<u>Joel de Silva</u>
<u>Digital Life Health Group</u>	<u>>5% Owner</u>	<u>Laguna Beach, California</u>	<u>3,515,558**</u>	<u>Common</u>	<u>5.08%</u> <u>0.00%</u>	<u>Paul Stevens</u>

** Note: The Company provided notice in 2023 to each consolidated variable entity that it has legally cancelled the acquisition agreements whereby the Company acquired company interests in exchange for restricted common stock. The shareholders shall physically return (and the Company shall cancel) 32,084,038 restricted shares, which shall result in 37,094,658 total outstanding common shares upon formal cancellation with the transfer agent. The financial statements ending June 30, 2024 reflect the legal cancellation of the acquisition agreements and these restricted shares. The ownership percentages listed above reflect the existing ownership percentages with, and then without, these restricted shares outstanding.

Confirm that the information in this table matches your public company profile on www.OTCMarkets.com. If any updates are needed to your public company profile, log in to www.OTCIQ.com to update your company profile.

7) Legal/Disciplinary History

A. Identify and provide a brief explanation as to whether any of the persons or entities listed above in Section 6 have, in the past 10 years:

1. Been the subject of an indictment or conviction in a criminal proceeding or plea agreement or named as a defendant in a pending criminal proceeding (excluding minor traffic violations);

No

2. Been the subject of the entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, financial- or investment-related, insurance or banking activities;

No

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

No

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

No

5. Been the subject of an order by a self-regulatory organization that permanently or temporarily barred, suspended, or otherwise limited such person's involvement in any type of business or securities activities.

No

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

No

B. Describe briefly any material pending legal proceedings, other than ordinary routine litigation incidental to the business, to which the issuer or any of its subsidiaries is a party to or of which any of their property is the subject. Include the name of the court or agency in which the proceedings are pending, the date instituted, the principal parties thereto, a description of the factual basis alleged to underlie the proceeding and the relief sought. Include similar information as to any such proceedings known to be contemplated by governmental authorities.

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.

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: Byron Thomas/The Law Offices of Byron Thomas
Address 1: 3275 S. Jones Blvd., Suite 104
Address 2: Las Vegas, NV 89146
Phone: 702-761-4945
Email: byronthomaslaw@gmail.com

Accountant or Auditor

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

Investor Relations

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

All other means of Investor Communication:

X (Twitter): <https://twitter.com/Zukisphere>
Discord: _____
LinkedIn: _____
Facebook: <https://www.facebook.com/zukiverse/>
[Other] <https://www.instagram.com/zukisphere/>
<https://www.youtube.com/user/TheJimPhipps>

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: Vincent Hesser
Title: Director
Relationship to Issuer: Director

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

- IFRS
 U.S. GAAP

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

Name: Vincent Hesser
Title: Director
Relationship to Issuer: Director

Describe the qualifications of the person or persons who prepared the financial statements:⁵ Master of Accountancy degree (1990) with 10+ years experience in senior/executive accounting/finance roles.

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:

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.

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, James Phipps certify that:

1. I have reviewed this Disclosure Statement for the period ending June 30, 2024 of Zuki Inc., a Nevada corporation;
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.

August 8, 2024 [Date]

/s/ James Phipps [CEO's Signature]

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

Principal Financial Officer:

I, James Phipps certify that:

1. I have reviewed this Disclosure Statement for the period ending June 30, 2024 of Zuki Inc., a Nevada corporation;
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.

August 8, 2024 [Date]

/s/ James Phipps [CFO's Signature]

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

ZUKI INC.

FINANCIAL STATEMENTS (Unaudited) Quarter Ending June 30, 2024

Zuki Inc.				
Balance sheets				
(Unaudited)				
ASSETS			June 30, 2024	June 30, 2023
Current assets:				
Cash and cash equivalents			\$ 215	\$ 94,528
Accounts receivable			-	6,884
Other current assets			-	10,149
Total current assets			215	111,562
Long Term Assets:				
Digital/Intangible assets			\$ 23,018	\$ 3,691,844
Patent Licenses			1,175,000	1,175,000
Software			4,351,389	5,611,389
Other assets			18,701	63,206
Less: Accumulated depreciation/amortization			-	(184,158)
Investment in subsidiaries			-	-
Total long term assets			5,568,108	10,357,282
Total Assets			\$ 5,568,323	\$ 10,468,844
LIABILITIES AND STOCKHOLDERS' (DEFICIT)				
Current liabilities:				
Accounts payable and accrued expenses			\$ 12,502	\$ 320,775
Advance on stock purchase - options			2,500	2,500
Notes payable			39,141	79,932
Notes payable - related party			1,269,615	1,087,463
Total current liabilities			1,323,758	1,490,671
Long Term Liabilities:				
Notes Payable			\$ -	\$ 1,430,000
Long term Note Payable - related party			-	-
Total long term liabilities			-	1,430,000
Total Liabilities			\$ 1,323,758	\$ 2,920,671
Stockholders' Equity/(deficit)				
Preferred stock; \$.00001 par value, 25,000,000 shares authorized, 180,000 shares issued and outstanding as of June 30, 2024 and June 30, 2023			2	2
Common stock; \$.00001 par value, 975,000,000 shares authorized; 37,094,658 and 69,178,696 shares issued and outstanding as of June 30, 2024 and June 30, 2023			371	691
Non Controlling Interest			-	2,490,694
Additional paid-in-capital			6,009,287	6,622,025
Accumulated deficit			(1,765,095)	(1,565,239)
Total stockholders' equity/(deficit)			4,244,565	7,548,173
Total Liabilities and Stockholders' Equity/(Deficit)			\$ 5,568,323	\$ 10,468,844
The accompanying notes are an integral part of these financial statements.				

Zuki Inc.								
Statements of stockholders' equity (deficit)								
(Unaudited)								
	Preferred stock		Common stock		Additional	Non Controlling	Accumulated	Total
	Shares	Amount	Shares	Amount	paid-in	Interest	(deficit)	Shareholders'
					capital			equity/(deficit)
Balance December 31, 2022	180,000	\$ 2	69,178,696	\$ 691	\$ 6,622,025	\$ 2,416,518	\$ (1,458,138)	\$ 7,581,098
Subsidiary consolidation	-	-	-	\$ -	\$ -	74,507	-	\$ 74,507
Net (loss) for the quarter ended March 31, 2023	-	-	-	-	-	-	(62,864)	(62,864)
Balance March 31, 2023	180,000	\$ 2	69,178,696	\$ 691	\$ 6,622,025	\$ 2,491,025	\$ (1,521,002)	\$ 7,592,741
Subsidiary consolidation	-	-	-	\$ -	\$ -	(331)	-	\$ (331)
Net (loss) for the quarter ended June 30, 2023	-	-	-	-	-	-	(44,237)	(44,237)
Balance June 30, 2023	180,000	\$ 2	69,178,696	\$ 691	\$ 6,622,025	\$ 2,490,694	\$ (1,565,239)	\$ 7,548,173
Balance December 31, 2023	180,000	\$ 2	37,094,658	\$ 371	\$ 6,009,287	\$ -	\$ (1,646,981)	\$ 4,362,679
Net (loss) for the quarter ended March 31, 2024	-	-	-	-	-	-	(52,488)	(52,488)
Balance March 31, 2024	180,000	\$ 2	37,094,658	\$ 371	\$ 6,009,287	\$ -	\$ (1,699,469)	\$ 4,310,191
Net (loss) for the quarter ended June 30, 2024	-	-	-	-	-	-	(65,626)	(65,626)
Balance June 30, 2024	180,000	\$ 2	37,094,658	\$ 371	\$ 6,009,287	\$ -	\$ (1,765,095)	\$ 4,244,565

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

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NOTE 1 – NATURE OF OPERATIONS

Zuki Inc. (the “Company”) was incorporated on August 17, 2010 under the laws of the state of Nevada. The Company is now developing technology projects in the software, mobile application, and crypto space that it anticipates to be feasible for shareholders, which would benefit startup and revenue generating companies to create jobs and future revenue. The Company knows the difficulty that startup companies have in procuring financing, hence the development of the public entity with the ability to capitalize on financing opportunities including sales of shares of stock. By the end of 2023, the Company has divested itself from the variable interest entities BillionGraves Holding Inc., GTR24H AsP, Digital Life Health Group LLC, Lilakfortune, LDA, and Delivery Drop Ltd. and is no longer presenting consolidated financial statements.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation Management acknowledges that it is solely responsible for adopting sound accounting practices, establishing and maintaining a system of internal accounting control and preventing and detecting fraud. The Company’s system of internal accounting control is designed to assure, among other items, that (1) recorded transactions are valid; (2) all valid transactions are recorded and (3) transactions are recorded in the period in a timely manner to produce financial statements which present fairly the financial condition, results of operations and cash flows of the company for the respective periods being presented. The Company’s financial statements are prepared using the accrual basis of accounting in accordance with accounting principles generally accepted in the United States.

Use of Estimates

The preparation of financial statements in accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. A change in management’s estimates or assumptions could have a material impact on the Company’s financial condition and results of operations during the period in which such changes occurred.

Actual results could differ from those estimates. The Company’s financial statements reflect all adjustments that management believes are necessary for the fair presentation of their financial condition and results of operations for the periods presented.

Cash and Cash Equivalents

For purposes of the statements of cash flows, cash equivalents include all highly liquid investments with original maturities of three months or less which are not securing any corporate obligations. The Company maintains its cash in bank deposit accounts, which, at times, may exceed federally insured limits. The Company has not experienced any losses in such accounts.

Property and Equipment

As of June 30, 2024, the Company does not own any significant property and/or equipment. Any purchases will be recorded at cost. Expenditures for maintenance and repairs will be charged against operations. Renewals and improvements that materially extend the life of the assets are capitalized. When assets are retired or otherwise disposed of, the cost and related accumulated depreciation are written off, and any resulting gain or loss is reflected in income for the period. Depreciation will be computed for financial statement purposes on a straight-line basis over estimated useful lives of the related assets.

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Software/Patents

In accordance with ASC 985-20, "Accounting for the Costs of Computer Software to be Sold, Leased or Otherwise Marketed," the Company capitalizes certain costs related to the development of new software products or the enhancement of existing software products for use in our product offerings. These costs are capitalized from the point in time that technological feasibility has been established, as evidenced by a working model or detailed working program design to the point in time that the product is available for general release to customers. Software development costs include payments made to independent software developers under development agreements, as well as direct costs incurred for internally developed and managed products. Prior to a product's release, if and when we believe capitalized costs are not recoverable, we expense the amounts as part of "Research and Development." Amounts related to software development which are not capitalized are charged immediately to "Research and Development." Software development costs are amortized on a straight-line basis over the estimated remaining economic lives of the products, beginning when the software is placed into service.

We will evaluate the future recoverability of capitalized software and patent licenses on at least an annual basis. Recoverability is primarily assessed based on performance measures. For products that are scheduled to be released in the future, recoverability is evaluated based on the expected performance of the specific products to which the cost relates. We use a number of criteria in evaluating expected product performance, including historical performance of comparable products developed with comparable technology, market performance of comparable applications, general market conditions, and past performance. When we determine that the capitalized cost is unlikely to be recovered, an impairment of costs is taken and charged to Impairment of Capitalized Software or Patents in the period in which such determination is made.

Digital Assets

The Company accounts for blockchain assets and digital currency as an intangible asset with an indefinite life under GAAP at its cost basis, whether developed or acquired in the market. Due to the volatility of cryptocurrencies, the Company will report an unrealized loss impairment whenever the price dips below the cost basis at the end of any given reporting period. If the market price rises above the cost basis, the Company will report a gain only upon the realization of a sale.

Impairment of Long-lived Assets

The Company reviews long-lived assets for impairment when circumstances indicate the carrying amount of an asset may not be recoverable based on the undiscounted future cash flows of the asset. If the carrying amount of the asset is determined not to be recoverable, a write-down to fair value is recorded. Fair values are determined based on quoted market values, undiscounted cash flows, or external appraisals, as applicable. The Company reviews long-lived assets for impairment at the individual asset or the asset group level for which the lowest level of independent cash flows can be identified

Revenue Recognition

The Company expects to derive revenue primarily from the three mobile platforms (iOS, Google Play and Amazon) on which it will market its technology, games and applications in the form of app store transactions and from various advertising networks in the form of branded advertising placements within its applications.

For revenue from product sales, the Company will recognize revenue in accordance with Financial Accounting Standards Board "FASB" Accounting Standards Codification "ASC" 606. A five-step analysis must be met as outlined in Topic 606: (i) identify the contract with the customer, (ii) identify the performance obligations in the contract, (iii) determine the transaction price, (iv) allocate the transaction price to the performance obligations, and (v) recognize revenue when (or as) performance obligations are

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satisfied. Provisions for discounts and rebates to customers, estimated returns and allowances, and other adjustments are provided for in the same period the related sales are recorded. The Company will defer any revenue for which the product has not been delivered or is subject to refund until such time that the Company and the customer jointly determine that the product has been delivered or no refund will be required.

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 as income in period that includes the enactment date. A valuation allowance is provided for deferred tax assets if it is more likely than not these items will either expire before the Company is able to realize their benefits, or that future deductibility is uncertain.

The Company also follows the guidance related to accounting for income tax uncertainties. In accounting for uncertainty in income taxes, the Company recognizes the financial statement benefit of a tax position only after determining that the relevant tax authority would more likely than not sustain the position following an audit. For tax positions meeting the more likely than not threshold, the amount recognized in the financial statements is the largest benefit that has a greater than 50 percent likelihood of being realized upon ultimate settlement with the relevant tax authority. No liability for unrecognized tax benefits was recorded as of June 30, 2024.

Fair Value Measurements

The fair value of a financial instrument is the amount that could be received upon the sale of an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Financial assets are marked to bid prices and financial liabilities are marked to offer prices. Fair value measurements do not include transaction costs. A fair value hierarchy is used to prioritize the quality and reliability of the information used to determine fair values. Categorization within the fair value hierarchy is based on the lowest level of input that is significant to the fair value measurement. The fair value hierarchy is defined into the following three categories:

Level 1: Quoted market prices in active markets for identical assets or liabilities

Level 2: Observable market-based inputs or inputs that are corroborated by market data

Level 3: Unobservable inputs that are not corroborated by market data

The Company's financial instruments consist principally of cash, accounts payable and accrued liabilities, and amounts due to related parties. Pursuant to ASC 820, the fair value of the Company's cash is determined based on "Level 1" inputs, which consist of quoted prices in active markets for identical assets. The Company believes that the recorded values of all of the Company's other financial instruments approximate their current fair values because of their nature and respective maturity dates or durations.

Stock-Based Compensation

The Company measures stock-based compensation at fair value as of the date of grant and recognizes the corresponding expense over the requisite service period (usually the vesting period), utilizing the Black-Scholes option-pricing model. The volatility component of the calculation is based on the historic volatility of the Company's stock or the expected future volatility. The

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expected life assumption is primarily based on historical exercise patterns and employee post-vesting termination behavior. The risk-free interest rate for the expected term of the option is based on the U.S. Treasury yield curve in effect at the time of grant.

Loss per Common Share

Basic earnings per share is calculated dividing income available to common stockholders by the weighted average number of common shares outstanding. Diluted earnings per share is calculated based on the assumption that all dilutive convertible shares, stock options and warrants were converted or exercised. Dilution is computed by applying the treasury stock method. Under this method, common share equivalents are assumed to be exercised at the beginning of the period (or at the time of issuance, if later), and as if funds obtained thereby were used to purchase common stock at the average market price during the period. Common share equivalents are excluded from the diluted earnings per share calculation when the effect is anti-dilutive. There were no dilutive common share equivalents outstanding as of June 30, 2024 and June 30, 2023.

Year-end

The Company has a December 31st fiscal year-end.

NOTE 3 – GOING CONCERN

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern, which contemplates the recoverability of assets and the satisfaction of liabilities in the normal course of business. Since its inception, the Company has been engaged substantially in financing activities, product research and development, and continued development of its business plan. As a result, the Company incurred accumulated net losses of \$1,765,095 through the period ended June 30, 2024. In addition, the Company's development activities since inception have been financially sustained through the sale of capital stock, and loans from third parties and affiliates.

The ability of the Company to continue as a going concern is dependent upon its ability to raise additional capital from the sale of preferred or common stock, or through debt financing and, ultimately, the achievement of significant operating revenues. These financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts or amounts and classification of liabilities that might result from this uncertainty.

NOTE 4 – PROPERTY AND EQUIPMENT

As of June 30, 2024, the Company does not own any significant property and/or equipment.

NOTE 5 – SOFTWARE

Capitalized software acquisitions and development costs at June 30, 2024 and June 30, 2023 were \$4,351,389 and \$5,611,389 respectively. During the quarters ended June 30, 2024 and June 30, 2023, there were no amortization expenses related to capitalized software. There was no impairment of software development costs during the quarters ended June 30, 2024 and June 30, 2023.

NOTE 6 – NOTES PAYABLE

The Company had raised various notes over a period of time for working capital requirements and software acquisition and development. The notes payable consists of the following as of June 30, 2024:

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Note payable from a related party bearing interest at eight percent (8%) per annum, dated February 9, 2018 and due on December 31, 2024, up to a total principal amount of \$75,000. As of June 30, 2024, the outstanding principal balance is \$72,004 and accrued interest is \$22,777. The note is convertible at the election of holder into shares of the Company's Series AA preferred stock at \$5.00 per share.

Note payable from a related party bearing interest at eighteen percent (18%) per annum, compounded quarterly, dated October 25, 2018 and due on December 31, 2024, in the amount of \$433,077 related to the acquisition of software, technology and IP assets. As of June 30, 2024, the outstanding principal balance is \$433,077 and accrued interest is \$741,757. The note is convertible at the election of holder into shares of the Company's Series AA preferred stock at \$5.00 per share.

The Company recorded total interest expense of \$102,424 and \$89,036 for the period ended June 30, 2024 and June 30, 2023 respectively.

NOTE 7 – STOCKHOLDERS EQUITY

Common and Preferred Stock

On June 30, 2024 and June 30, 2023, the authorized capital of the Company consisted of 975,000,000 shares of common stock, par value \$0.00001 per share, and 25,000,000 shares of Series AA preferred stock, par value \$0.00001 per share respectively. On June 30, 2024 there were 37,094,658 shares of common stock and 180,000 shares of Series AA preferred stock outstanding. On June 30, 2023 there were 69,178,696 shares of common stock and 180,000 shares of Series AA preferred stock outstanding.

On or about February 1, 2022 the Company issued to GTR24H AsP, 10,000,000 shares of restricted common stock, at \$0.225 per share, in exchange for a 25% interest in GTR24H AsP, plus contractual controls rendering GTR24H AsP a variable interest entity of the Company.

On or about February 14, 2022 the Company issued to Lilakfortune, LDA (doing business as Moneyball), 6,153,846 shares of restricted common stock, at \$0.325 per share, in exchange for a 25% interest in Lilakfortune, LDA, plus contractual controls rendering Lilakfortune, LDA a variable interest entity of the Company.

On or about March 1, 2022 the Company issued to BillionGraves Holding Inc., 2,414,634 shares of restricted common stock, at \$0.205 per share, in exchange for a 10% interest in BillionGraves Holding, plus contractual controls rendering BillionGraves Holding a variable interest entity of the Company.

On or about March 7, 2022 the Company issued to Turki Saud A Aldayel, 307,693 shares of restricted common stock, at \$0.216 per share, as part of an acquisition transaction.

On or about March 8, 2022 the Company issued to Alpha deal Group Limited, 500,000 shares of restricted common stock, at \$0.2299 per share, as part of an acquisition transaction.

On or about May 3, 2022 the Company issued to Digital Life Health Group LLC, 3,515,558 shares of restricted common stock, at \$0.298 per share, in exchange for a 20% interest in Digital Life Health Group, plus contractual controls rendering Digital Life Health Group a variable interest entity of the Company.

On or about May 3, 2022 the Company issued to Soe Naing, 1,238,318 shares of restricted common stock, at \$0.214 per share, in exchange for \$265,000 in cash.

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On or about July 21, 2022 the Company issued to Dutchess Group LLC, 1,000,000 shares of restricted common stock, at \$0.22 per share, in exchange for corporate consulting services for a six-month period beginning July 2022.

On or about July 21, 2022 the Company issued to Matt Rego, 72,551 shares of restricted common stock, at \$0.22 per share, in exchange for marketing services rendered.

On or about July 21, 2022, the Company decreased its authorized common stock from 1,950,000,000 to 975,000,000.

On or about September 30, 2023 the Company provided notice to cancel the acquisition agreements of GTR24H AsP, Digital Life Health Group LLC, Lilakfortune, LDA, and Delivery Drop Ltd. Effective upon legal notice, the 29,669,404 restricted shares issued must be returned to the Company and the shares cancelled. These restricted shares, along with the corresponding assets and liabilities have been removed from the current financial statements. The formal physical cancellation of the shares with the transfer agent is pending.

On or about November 30, 2023 the Company provided notice to cancel the acquisition agreement of BillionGraves Holding Inc. Effective upon legal notice, the 2,414,634 restricted shares issued must be returned to the Company and the shares cancelled. These restricted shares, along with the corresponding assets and liabilities have been removed from the current financial statements. As of June 30, 2024, the formal physical cancellation of the shares with the transfer agent is pending.

Options

In February 2018, the Company approved the 2018 Stock Option Plan (the “Plan”). The Plan provides for the grant of incentive stock options or non-qualified stock options (collectively, “Stock Awards”). The Plan provided the Company the ability to grant Stock Awards to its employees, directors and consultants of up to 10,000,000 shares of common stock.

The purchase price of each share covered by each Incentive Option shall not be less than one hundred percent (100%) of the Fair Market Value Per Share of the Common Stock on the date the Incentive Option is granted; provided, however, that if at the time an Incentive Option is granted the Optionee owns or would be considered to own more than ten percent (10%) of the total combined voting power of all classes of stock of the Company, the purchase price of the shares covered by such Incentive Option shall not be less than one hundred ten percent (110%) of the Fair Market Value Per Share of the Common Stock on the date the Incentive Option is granted.

As of June 30, 2024, the Company had issued a total of 2,600,000 stock options under the Plan, of which 2,525,000 have been exercised. 2,500,000 stock options were issued pursuant to a resolution of the Board of Directors on May 13, 2020 at a price of \$0.02 per share, which was 194% of the Fair Market Value Per Share at the time of the grant. All 2,500,000 shares were issued on July 8, 2021. 100,000 stock options were issued pursuant to a resolution of the Board of Directors on August 18, 2020 at a price of \$0.10 per share, which was 113% of the Fair Market Value Per Share at the time of the grant. One director exercised 25,000 options by tendering funds, but the shares have not been issued yet as of June 30, 2024.

NOTE 8 – COMMITMENTS and CONTINGENCIES

The Company subleases and occupies, on a month to month tenancy, approximately 500 square feet of office space at 3275 South Jones Boulevard, Suite 104, Las Vegas, Nevada 89146 at cost of \$500 a month from an entity affiliated with a director of the Company.

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NOTE 9 – RELATED PARTY TRANSACTIONS

The Company entered into a note payable from a related party for operating expenses bearing interest at eight percent (8%) per annum, dated February 9, 2018 and due on December 31, 2024, up to a total principal amount of \$75,000 as further described in Note 6 above. The note was originally due on December 31, 2023, but the Company extended the due date of this note for one year.

The Company entered into a note payable from a related party for software acquisition bearing interest at eighteen percent (18%) per annum, dated October 25, 2018 and due on December 31, 2024, in the principal amount of \$433,077 as further described in Note 6 above. The note was originally due on December 31, 2023, but the Company extended the due date of this note for one year.

The Company subleases its office space from a related party as further described in Note 8 above.

NOTE 10 – SUBSEQUENT EVENTS

In accordance with ASC 855 “Subsequent Events”, the Company evaluated subsequent events after June 30, 2024 through the date these unaudited consolidated financial statements were issued and has no transactions or events requiring disclosure except as described below.

The Company provided notice in September 2023 to GTR24H AsP that it cancelled the acquisition agreement whereby the Company acquired a 25% interest in GTR24H AsP in exchange for 10,000,000 shares of restricted common stock, at \$0.225 per share. The Company provided notice in September 2023 to Digital Life Health Group LLC that it cancelled the acquisition agreement whereby the Company acquired a 20% interest in Digital Life Health Group LLC in exchange for 3,515,558 shares of restricted common stock, at \$0.298 per share. The Company provided notice in September 2023 to Lilakfortune, LDA that it cancelled the acquisition agreement whereby the Company acquired a 25% interest in Lilakfortune, LDA in exchange for 6,153,846 shares of restricted common stock, at \$0.325 per share. The Company provided notice in September 2023 to Delivery Drop Ltd. that it cancelled the acquisition agreement whereby the Company acquired a 25% interest in Delivery Drop Ltd. in exchange for 10,000,000 shares of restricted common stock, at \$0.25 per share. Upon cancellation, the Company no longer owns an interest in any of these entities. The physical return of these restricted shares (totaling 29,669,404 common shares) to be cancelled is pending, although the legal effect of the cancellations have already been reflected in the current financial statements.

The Company also provided notice in November 2023 to BillionGraves Holding Inc. that it cancelled the acquisition agreement whereby the Company acquired a 10% interest in BillionGraves Holding Inc in exchange for 2,414,634 shares of restricted common stock, at \$0.205 per share. Upon cancellation, the Company no longer owns an interest in BillionGraves Holding Inc. The physical return of these restricted shares to be cancelled is pending, although the legal effect of the cancellation has already been reflected in the current financial statements.