

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

METATRON INC.
160 Greentree Drive, Suite 101
Dover, Delaware 19904
(302) 861-0431
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ir@metatroninc.com
SIC Code: 5990

Quarterly Report **For the period ending September 30, 2024** **(the “Reporting Period”)**

Outstanding Shares

The number of shares outstanding of our Common Stock was:

14,120,183,242 shares of common stock as of September 30, 2024, and 15,245,183,242 shares of common stock as of November 13, 2024.

14,120,183,242 shares of common stock as of December 31, 2023.

9,012,564,189 shares of common stock as of December 31, 2022.

Shell Status

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

Yes: No:

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

Yes: No:

Change in Control

Indicate by check mark whether a Change in Control¹ of the company has occurred over this reporting period:

Yes: No:

¹“Change in Control” shall mean any events resulting in:

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

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

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

The current name in the trading markets of the Issuer is Metatron Inc.

Prior names used: On November 22, 2021, the Issuer changed its name to Metatron Apps, Inc. (this name has not yet been implemented in the trading markets). On May 24, 2009, the Issuer changed its name to Metatron Inc. On July 26, 2001, the Issuer changed its name to XRG Inc. From inception, November 17, 2000, to July 26, 2001, the Issuer's name was USA Polymers Inc.

Current State and Date of Incorporation or Registration: **Incorporated in the State of Delaware on November 17, 2000.**

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 orders issued by the SEC or FINRA concerning the issuer or its predecessors since inception:

None.

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

None.

Address of the issuer's principal executive office:

160 Greentree Drive, Suite 101, Dover, Delaware 19904

Address of the issuer's principal place of business:

Check if principal executive office and principal place of business are the same address:

N/A

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: Pacific Stock Transfer Co., Inc.

Phone: 702-361-3033

Email: info@pacificstocktransfer.com

Address: 6725 Via Austi Parkway, Suite 300, Las Vegas, Nevada 89119

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:	MRNJ
Exact title and class of securities outstanding:	Common Stock
CUSIP:	59140T202
Par or stated value:	\$.00001
Total shares authorized:	24,000,000,000 as of date: 11/13/2024
Total shares outstanding:	15,245,183,242 as of date: 11/13/2024
Total number of shareholders of record:	3,472 as of date: 11/13/2024

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

Trading symbol:	N/A
Exact title and class of securities outstanding:	
CUSIP:	
Par or stated value:	
Total shares authorized:	
Total shares outstanding:	
Total number of shareholders of record:	

Other classes of authorized or outstanding equity securities:

The goal of this section is to provide a clear understanding of the share information for its other classes of authorized or outstanding equity securities (e.g. preferred shares). Use the fields below to provide the information, as applicable, for all other authorized or outstanding equity securities.

Exact title and class of the security:	Preferred Stock Series A
CUSIP (if applicable):	N/A
Par or stated value:	\$.00001
Total shares authorized:	100 as of date: 11/13/2024
Total shares outstanding:	1 as of date: 11/13/2024
Total number of shareholders of record:	1 as of date: 11/13/2024

Exact title and class of the security:	Preferred Stock Series B
CUSIP (if applicable):	N/A
Par or stated value:	\$.00001
Total shares authorized:	1,000,000 as of date: 11/13/2024
Total shares outstanding:	878,256 as of date: 11/13/2024
Total number of shareholders of record:	90 as of date: 11/13/2024

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

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

The holders of our common stock are entitled to one vote per share on all matters submitted to a vote of the shareholders, including the election of directors. Generally, all matters to be voted on by shareholders must be approved by a majority (or, in the case of election of directors, by a plurality) of the votes entitled to be cast by all shares of our common stock that are present in person or represented by proxy. Except as otherwise provided by law, amendments to our Certificate of Incorporation generally must be approved by a majority of the votes entitled to be cast by all outstanding shares of our common stock. Our Certificate of Incorporation does not provide for cumulative voting in the election of directors. Holders of our common stock will be entitled to such cash dividends as may be declared from time to time by the Board from funds available. Holders of our common stock have no preemptive rights to purchase shares of our common stock. The issued and outstanding shares of our common stock are not subject to any redemption provisions and are not convertible into any other shares of our capital stock. Upon our liquidation, dissolution or winding up, the holders of our common stock will be entitled to receive pro rata all assets available for distribution to such holders. We have never declared or paid any cash dividends on our common stock.

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

Series A Preferred Stock. Series A Preferred Stockholders participate with the common stockholders in dividends as if each share of Series A Preferred Stock was converted into 1 share of common stock prior to the declaration of a dividend. Series A Preferred Stock has a liquidation preference equal to the stated value of the multiplied by the number of Series A Preferred Stock preferred stock owned by the holder. Series A Preferred Stockholders have the same voting rights as common stockholders. Series A Preferred Stockholders will vote as a class whose vote shall be equal to 110% of the total number of shares of common stock then entitled to vote. Series A Preferred Stock has conversion rights to convert into 1 share of common stock, at the holder's option.

Series B Preferred Stock. Series B Preferred Stockholders participate with the common stockholders in dividends as if each share of Series A Preferred Stock was converted into 50,000 shares of common stock prior to the declaration of a dividend. Each share of Series B Preferred Stock is convertible into 50,000 shares of common stock at the option of the holder. Upon liquidation, each Series B Preferred Stockholder is entitled to receive the same amount per share as a holder of the Series A Preferred Stock.

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

None.

4. Describe any material modifications to rights of holders of the company's securities that have occurred over the reporting period covered by this report.

There have been no material modifications to rights of holders of the Company's securities that occurred over the reporting period covered by this report.

3) Issuance History

The goal of this section is to provide disclosure with respect to each event that resulted in any changes to the total shares outstanding of any class of the issuer's securities **in the past two completed fiscal years and any subsequent interim period.**

Disclosure under this item shall include, in chronological order, all offerings and issuances of securities, including debt convertible into equity securities, whether private or public, and all shares, or any other securities or options to acquire such securities, issued for services. Using the tabular format below, please describe these events.

A. Changes to the Number of Outstanding Shares for the Two Most Recently Completed Fiscal Years and Any Subsequent Period.

Indicate by check mark whether there were any changes to the number of outstanding shares within the past two completed fiscal years: No: Yes: (If yes, you must complete the table below)

Shares Outstanding as of Second Most Recent Fiscal Year End: <u>Opening Balance</u> Date: 12/31/2019 Common: 5,698,870,462 Preferred: Series A: -0- Series B: 857,169									
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, debt conversion OR Nature of Services Provided)	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
5/15/21	New issuance	500,000,000	Common	\$0.00009	No	Mountain Green/Ralph Riehl	Acquisition	Restricted	Section 3(a)(9) and Rule 144

7/9/21	New issuance	169,076,188	Common	\$0.00032	Yes	Apollo Capital (Yohan Naraine)	Debt Conversion	Unrestricted	Section 3(a)(9) and Rule 144
7/19/21	New issuance	248,757,857	Common	\$0.00021	Yes	Apollo Capital (Yohan Naraine)	Debt Conversion	Unrestricted	Section 3(a)(9) and Rule 144
8/17/21	New issuance	372,222,222	Common	\$0.00018	Yes	Apollo Capital (Yohan Naraine)	Debt Conversion	Unrestricted	Section 3(a)(9) and Rule 144
9/21/21	New issuance	273,333,333	Common	\$0.00015	Yes	Apollo Capital (Yohan Naraine)	Debt Conversion	Unrestricted	Section 3(a)(9) and Rule 144
10/19/21	New issuance	254,106,067	Common	\$0.00015	Yes	Apollo Capital (Yohan Naraine)	Debt Conversion	Unrestricted	Section 3(a)(9) and Rule 144
10/21/21	New issuance	347,216,600	Common	\$0.00015	Yes	Apollo Capital (Yohan Naraine)	Debt Conversion	Unrestricted	Section 3(a)(9) and Rule 144
10/21/21	New issuance	865,648,127	Common	\$0.00015	Yes	Apollo Capital (Yohan Naraine)	Debt Conversion	Unrestricted	Section 3(a)(9) and Rule 144
12/31/2021	New issuance	1	Series A Preferred	\$0.0001	No	Ralph Riehl	Compensation	Restricted	Section 4(a)(2)
6/24/2022	New issuance	283,333,333	Common	\$0.00003	Yes	Apollo Capital (Yohan Naraine)	Debt Conversion	Unrestricted	Section 3(a)(9) and Rule 144
4/11/2023	New issuance	1,910,000,000	Common	\$0.0001	Yes	Michael Rice	Compensation	Restricted	Section 4(a)(2)
8/16/2023	New issuance	714,285,720	Common	\$0.00007	Yes	Leo's New Company (Miguel Santana)	Stock Subscription	Unrestricted	Regulation A
9/15/2023	New issuance	358,333,333	Common	\$0.00032	Yes	Apollo Capital (Yohan Naraine)	Debt Conversion	Unrestricted	Section 3(a)(9) and Rule 144
10/2/2023	New issuance	500,000,000	Common	\$0.00032	Yes	Brian McLain	Consulting Services	Unrestricted	Regulation A
11/22/2023	New issuance	625,000,000	Common	\$0.00032	Yes	Leo's New Company (Miguel Santana)	Stock Subscription	Unrestricted	Regulation A
12/8/2023	New issuance	500,000,000	Common	\$0.00032	Yes	Alta Waterford (Ben Steinberg)	Consulting Services	Unrestricted	Regulation A
12/19/2023	New issuance	500,000,000	Common	\$0.00032	Yes	Brian McLain	Consulting Services	Unrestricted	Regulation A
3/26/2024	New issuance	1,000,000,000	Common	\$0.00032	Yes	Brian McLain	Consulting Services	Unrestricted	Regulation A
4/4/2024	New issuance	125,000,000	Common	\$0.00032	Yes	Emerging Elements, LLC (Rebecca Miller)	Stock Subscription	Unrestricted	Regulation A
Shares Outstanding on Date of this Report: Ending Balance Date: 11/13/2024 Common: 15,245,183,242 Preferred: Series A: 1 Series B: 857,169									

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	Name of Noteholder	Reason for Issuance
8/4/2020	40,000.00	40,000.00	3,374	7/6/2019	None	EIDL Loan	Loan
5/26/2020	18,333.00	18,333.00	412	5/26/2022	None	BlueVine PPP Loan Program	Loan
9/1/2022	638,224	375,000.00	263,224	9/1/2023	75% of the lowest trading price during the thirty trading days prior to notice of conversion	Apollo Management Group, Inc. (Yohan Naraine)	Loan
9/16/2022	10,000.00	10,000.00	232	6/16/2023	50% of the lowest trading price during the thirty trading days prior to notice of conversion	Leo’s New Company, LLC (Miguel Santana)	Loan
10/7/2022	5,555.56	5,555.56	155	10/7/2024	Higher of \$0.001 or 60% of the lowest trading price during the twenty trading days prior to notice of conversion	Apollo Capital Corp. (Yohan Naraine)	Loan
11/7/2022	10,000.56	5,555.56	118	10/7/2024	Higher of \$0.001 or 60% of the lowest trading price during the twenty trading days prior to notice of conversion	The Paratus Group, Inc. (Michael Rice)	Loan
12/9/2022	5,000.00	10,000.00	24	11/7/2023	50% of the lowest trading price during the thirty trading days prior to notice of conversion	Odin Group (Yohan Naraine)	Loan
12/2/2022	600.00	5,000.00	10	12/9/2023	50% of the lowest trading price during the thirty trading days prior to notice of conversion	Leo’s New Company, LLC (Miguel Santana)	Loan
12/31/2022	5,000.00	1,100.00	-0-	12/2/2024	Higher of \$0.001 or 60% of the lowest trading price during the twenty trading days prior to notice of conversion	Apollo Capital Corp. (Yohan Naraine)	Loan
5/22/2024	10,000	10,000	-0-	5/22/2025	50% of the lowest trading price during the thirty trading days prior to notice of conversion	Brian McLain	Loan
07/12/2024	77,777.78	77,777.78	-0-	07/12/2025	Higher of \$0.001 or 60% of the lowest trading price during the twenty trading days prior to notice of conversion	Apollo Management Group, Inc. (Yohan Naraine)	Loan

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”).

Currently, Metatron Apps, Inc. is a corporate network of highly-related fast growing multi-sector businesses that transact through the Internet and mobile devices. Metatron harnesses the power of technology to make customer's lives more productive and enjoyable in today's connected world. Metatron operates in the hottest business sectors with the creation and release of over 2000 mobile apps, dozens of web sites developed, and social media marketing for high-profile clients.

Metatron’s legacy business has been application development (apps) for clients on Apple and Android platforms.

Metatron has recently expanded its offerings to provide artificial intelligence applications and platforms for clients. Metatron’s artificial intelligence applications and platforms business is new and the Company has not generated any significant revenue from these operations.

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

Currently, we have no subsidiaries or affiliated companies.

C. Describe the issuer's principal products or services.

Our principal products are mobile apps and websites in the Lifestyle market.

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.

We currently rent our corporate domicile on a yearly basis in Dover, Delaware at the cost of \$1,200 per year. Our business is completely operated over the internet, which allows our personnel to work from their homes or other virtual locations as they deem necessary. At this time the Company feels this space adequately meets the needs of the Company.

6) Officers, Directors and Control Persons

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.

Name of Officer, Director or Control Person	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	Note
Ralph Joseph (Joe) Riehl	Chief Executive Officer and Director	San Diego, CA	452,820,525	Common Stock	3.62%	
			1	Series A Preferred Stock	100%	See Note A below.
			402,204	Series B Preferred Stock	45.85%	See Note B below.
Denis Sluka	Chief Operating Officer and Director	San Diego, CA	452,820,525	Common Stock	3.62%	
			402,204	Series B Preferred Stock	45.85%	See Note B below.
Note A	Series A Preferred Stockholders will vote as a class whose vote shall be equal to 110% of the total number of shares of common stock then entitled to vote.					
Note B	Each share of Series B Preferred Stock is convertible into 50,000 shares of common stock at the option of the holder.					

7) Officers, Directors and Control Persons

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

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

None

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

None

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

None

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

None

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

None

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

None

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

None.

8) Third Party Service Providers

Provide the name, address, telephone number and email address of each of the following outside providers. You may add additional space as needed.

Securities Counsel (must include Counsel preparing Attorney Letters)

Name: Eric Newlan, Esq.
Firm: Newlan Law Firm, PLLC
Address 1: 2201 Long Prairie Road, Suite 107-762
Address 2: Flower Mound, Texas 75022
Phone: 940-367-6154
Email: eric@newlanpllc.com

Accountant or Auditor

Name: William E. Sluss
Firm:
Address 1: 1029 Sussex Drive
Address 2: Kingsport, Tennessee 37660
Phone: 423-416-7921
Email: billsluss73@gmail.com

Investor Relations

Name: Investor Relations
Firm: Metatron Inc.
Address 1: 160 Greentree Drive, Suite 101
Address 2: Dover, Delaware 19904
Phone: 302-861-0431
Email: ir@metatroninc.com

All other means of Investor Communication:

Twitter:
Discord:
LinkedIn:
Facebook:
[Other]:

Other Service Providers

Provide the name of any other service provider(s) **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: **Eric Newlan**
Title: **Managing Member, Newlan Law Firm, PLLC**
Relationship to Issuer: **Outside Counsel**

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: **William E. Sluss**

Title: **Financial Consultant**

Relationship to Issuer: **Outside Accountant**

Describe the qualifications of the person or persons who prepared the financial statements⁽⁵⁾: **Mr. Sluss is a CPA licensed in the State of Virginia with extensive experience in the preparation of financial statements.**

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.

[CERTIFICATION PAGE FOLLOWS]

² 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, Ralph Riehl, certify that:

1. I have reviewed this Disclosure Statement for **Metatron 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.

Dated: November 13, 2024

/s/ Ralph Riehl

Ralph Riehl

Chief Executive Officer

Principal Financial Officer:

I, Denis Sluka, certify that:

1. I have reviewed this Disclosure Statement for **Metatron 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.

Dated: November 13, 2024

/s/ Denis Sluka

Denis Sluka

Chief Financial Officer

Metatron Inc.
Unaudited Condensed Balance Sheets
As of September 30, 2024, and December 31, 2023

	September 30, 2024	December 31, 2023
Assets		
Current Assets:		
Cash and cash equivalents	\$ 49	\$ 7
Receivables	\$ 73,097	\$ 73,097
Other Receivable	\$ 16,125	\$ 16,125
Total current assets	89,271	89,229
Fixed Assets:		
Property and equipment, net	-	-
Total Fixed Assets	\$ -	\$ -
Other Assets:		
Acquisition of Rcomm	\$ 14,935	\$ 14,935
Acquisition of Imobilize	\$ 149,750	\$ 149,750
Acquisition of Just Data	\$ 100,000	\$ 100,000
Acquisition of PB Magic	\$ 750,000	\$ 750,000
Content	\$ 154,470	\$ 154,470
Total Other Assets	\$ 1,169,155	\$ 1,169,155
Total Assets	\$ 1,258,426	\$ 1,258,384
Liabilities and Stockholders' Equity (Deficit)		
Current Liabilities:		
Accrued Interest	281,195	239,362
Convertible Notes Payable	211,607	200,808
Total Current Liabilities	492,802	440,170
Long Term Liabilities:		
Related Party Notes payable	-	31,477
OID	(6,028)	
EIDL Loan	40,000	40,000
PPP Loan	18,333	18,333
Total Long Term Liabilities	\$ 52,305	\$ 89,810
Total Liabilities	\$ 545,106	\$ 529,980
Stockholders' Equity (deficit):		
Preferred Stock, Series A, \$0.00001 Par Value, 100 shares authorized, 1 share issued and outstanding as of June 30, 2024 and December 31, 2023	100	100
Preferred Stock, Series B, \$0.00001 Par Value, 1,000,000 shares authorized, 878,256 shares issued and outstanding as of June 30, 2024 and December 31, 2023	9	9
Common Stock, \$0.00001 Par Value, 10,000,000,000 shares authorized, 15,245,183,242 and 14,120,183,242 shares issued and outstanding as of June 30, 2024 and December 31, 2023, respectively	6,968,018	6,962,393
Paid in Capital	2,201,213	2,151,838
Accumulated deficit	(8,456,020)	(8,385,936)
Stockholders' Equity (deficit)	713,320	728,404
Total Liabilities and Stockholders' Equity (deficit)	\$ 1,258,426	\$ 1,258,384

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

Metatron Inc.
Unaudited Condensed Statements of Operations
For the Three and Nine Months Ended September 30, 2024 and 2023

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2024	2023	2024	2023
Revenue	\$ 1,409	-	\$ 3,630	-
Cost of Goods Sold	-	-	-	-
Gross Profit	1,409	-	3,630	-
Operating Expenses:				
General and Administrative expenses	21,018	89,957	31,882	107,897
Total Operating Expenses	21,018	89,957	31,882	107,897
Operating Profit (loss)	(19,609)	(89,957)	(28,252)	(107,897)
Interest Expense	(13,646)	(16,718)	(41,833)	(33,254)
Total Other Income (expense)	(13,646)	(16,718)	(41,833)	(33,254)
Net Income (loss)	<u>\$ (33,254)</u>	<u>\$ (106,675)</u>	<u>\$ (70,084)</u>	<u>\$ (141,151)</u>
Net loss per share attributable to common shareholders:				
Basic and diluted	\$ -	\$ -	\$ -	\$ -
Weighted average shares outstanding Basic and diluted	15,245,183,242	12,495,183,242	15,245,183,242	10,675,183,556

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

Metatron Inc.
Unaudited Condensed Statement of Changes in Stockholder Deficit
For the Nine Months Ended September 30, 2024 and 2023

	Series A Preferred Stock		Series B Preferred Stock		Series D Preferred Stock		Common Stock		Additional	Accumulate	Stockholder
	Amount		Amount		Amount		Amount		Paid-in Capital	d (Deficit)	s' (Deficit)
	Shares	(\$)	Shares	(\$)	Shares	(\$)	Shares	(\$)	(\$)	(\$)	(\$)
Balance, December 31, 2021	1	\$ 100	878,256	\$ 9	-	-	8,729,230,856	\$ 6,638,609	\$ 2,198,356	(8,085,539)	751,535
Net income (loss)										(26,215)	(26,215)
Balance, March 31, 2022	1	\$ 100	878,256	\$ 9	-	-	8,729,230,856	\$ 6,638,609	\$ 2,198,356	(8,111,754)	\$ 725,320
Common Stock Issued	-	-	-	-	-	-	283,333,333	283,333	(274,833)		8,500
Net Income (loss)										(26,176)	(26,176)
Balance, June 30, 2022	1	\$ 100	878,256	\$ 9	-	-	9,012,564,189	\$ 6,921,942	\$ 1,923,523	(8,137,930)	\$ 707,644
Net income (loss)										(10,086)	(10,086)
Balance, September 30, 2022	1	\$ 100	878,256	\$ 9	-	-	9,012,564,189	\$ 6,921,942	\$ 1,923,523	(8,148,016)	\$ 697,558
Net Income										\$ (6,280)	\$ (6,280)
Balance, December 31, 2022	1	100	878,256	9	-	-	9,012,564,189	6,921,942	1,923,523	(8,154,296)	691,278
Net Income										(14,824)	(14,824)
Balance, March 31, 2023	1	100	878,256	9	-	-	9,012,564,189	6,921,942	1,923,523	(8,169,120)	676,454
Balance, December 31, 2022	1	\$ 100	878,256	\$ 9	-	-	9,012,564,189	\$ 6,921,942	\$ 1,923,523	(8,154,296)	\$ 691,278
Adjustment										(14,824)	(14,824)
Net income (loss)										(14,824)	(14,824)
Balance, March 31, 2023	1	\$ 100	878,256	\$ 9	-	-	9,012,564,189	\$ 6,921,942	\$ 1,923,523	(8,169,120)	\$ 676,454
Net Income (loss)										(19,652)	(19,652)
Balance, June 30, 2023	1	\$ 100	878,256	\$ 9	-	-	9,012,564,189	\$ 6,921,942	\$ 1,923,523	(8,188,772)	\$ 656,802
Common Stock Issued - Reg A	-	-	-	-	-	-	714,285,720	7,143	42,857		50,000
Common Stock Issued - Services	-	-	-	-	-	-	1,910,000,000	19,100	-		19,100
Common Stock Issued - Debt conversion	-	-	-	-	-	-	358,333,333	3,583	111,083		114,666
Net income (loss)										(106,675)	(106,675)
Balance, September 30, 2023	1	\$ 100	878,256	\$ 9	-	-	11,995,183,242	\$ 6,951,768	\$ 2,077,463	(8,295,447)	\$ 733,893
Common Stock Issued - Reg A	-	-	-	-	-	-	625,000,000	3,125	21,875		25,000
Common Stock Issued for Services	-	-	-	-	-	-	500,000,000	2,500	17,500		20,000
Common Stock Issued for Services	-	-	-	-	-	-	500,000,000	2,500	17,500		20,000
Common Stock Issued for Services	-	-	-	-	-	-	500,000,000	2,500	17,500		20,000
Net Income (loss)										(90,489)	(90,489)
Balance, December 31, 2023	1	100	878,256	9	-	-	14,120,183,242	6,962,393	2,151,838	(8,385,936)	728,404
Common Stock Issued for services	-	-	-	-	-	-	1,000,000,000	5,000	45,000		50,000
Common Stock Issued - Reg A	-	-	-	-	-	-	125,000,000	625	4,375		5,000
Net income (loss)										(20,699)	(20,699)
Balance, March 31, 2024	1	100	878,256	9	-	-	15,245,183,242	6,968,018	2,201,213	(8,406,635)	762,705
Net income (loss)										(16,131)	(16,131)
Balance, June 30, 2024	1	100	878,256	9	-	-	15,245,183,242	6,968,018	2,201,213	(8,422,766)	746,574
Net income (loss)										(33,254)	(33,254)
Balance, September 30, 2024	1	100	878,256	9	-	-	15,245,183,242	6,968,018	2,201,213	(8,456,020)	713,320

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

Metatron Inc.
Unaudited Condensed Statements of Cash Flows
For the Nine Months Ended September 30, 2024 and 2023

	For the Nine Months ended	
	September 30,	
	2024	2023
Cash flows from operating activities:		
Net loss	\$ (70,084)	(141,151)
Adjustments to reconcile net loss to net cash used in operating activities:		
Amortization of debt discount	1,750	519
Changes in certain assets and liabilities:		
Accounts payable and accrued liabilities	45,877	52,239
Accounts receivable	-	14,171
Net cash used in operating activities	(22,458)	(74,222)
Cash flows from investing activities:		
Net cash from investing activities	-	50,000
Cash flows from financing activities:		
Proceeds from notes payable	-	-
Proceeds from convertible notes	22,500	20,000
Proceeds from Common Stock Issuances	-	-
Contributions to paid in capital	-	-
Advances payable - related party	-	2,985
Net cash provided by financing activities	22,500	22,985
Non-Cash Transactions		
Net Non-Cash Transactions	-	-
Net increase (decrease), cash and cash equivalents	42	(1,237)
Cash and cash equivalents, beginning of year	7	2,322
Cash and cash equivalents, end of period	\$ 49	\$ 1,085

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

Metatron Inc.
Notes to Unaudited Condensed Financial Statements
For the Six Months Ended June 30, 2024 and 2023

1. Organization and Basis of Presentation

Organization and Combination

Metatron Inc. (“Metatron” or the “Company”) was incorporated in the State of Delaware on November 17, 2000. Metatron maintains its principal executive offices in Dover, Delaware, United States.

Basis of Presentation

The Financial Statements have been prepared in conformity with accounting principles generally accepted in the United States of America (“GAAP”) and the rules and regulations of OTC Markets, Inc. (“OTC”).

Business Operations

The Company is a development stage company targeting acquisition opportunities with recurring revenue streams to maximize shareholder value.

Going Concern

The Company's financial statements have been presented on the basis that the Company is a going concern, which contemplates the realization of assets and satisfaction of liabilities in the normal course of business. As reflected in the accompanying financial statements, the Company has had limited operating revenues, and has had no operating cash flows. For the nine months ended September 30, 2024, the Company had a net loss of \$70,084 (unaudited) and had an accumulated deficit of \$8,456,020 (unaudited) as of September 30, 2024.

As a result, management has concluded that there is substantial doubt about the Company's ability to continue as a going concern within one year of the date that the accompanying financial statements are issued. The ability of the Company to continue as a going concern is dependent upon the Company's ability to raise additional funds and implement its business plan, and to ultimately achieve sustainable operating revenues and profitability. The accompanying financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern.

If cash resources are insufficient to satisfy the Company's ongoing cash requirements, the Company would be required to obtain funds, if available, although there can be no certainty, from its shareholders or officers.

2. Summary of Significant Accounting Policies

Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of expenses during the reporting period. Management bases its estimates on historical experience and on various assumptions that are believed to be reasonable in relation to the financial statements taken as a whole under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Management regularly evaluates the key factors and assumptions used to develop the estimates utilizing currently available information, changes in facts and circumstances, historical experience and reasonable assumptions. After such evaluations, if deemed appropriate, those estimates are adjusted accordingly. Actual results could differ from those estimates. Significant estimates are expected to include those related to assumptions used in calculating accruals for potential liabilities, valuing equity instruments issued for services, and the realization of deferred tax assets.

Income Taxes

The Company accounts for income taxes under an asset and liability approach for financial accounting and reporting for income taxes. Accordingly, the Company recognizes deferred tax assets and liabilities for the expected impact of differences between the financial statements and the tax basis of assets and liabilities.

The Company records a valuation allowance to reduce its deferred tax assets to the amount that is more likely than not to be realized. In the event the Company was to determine that it would be able to realize its deferred tax assets in the future in excess of its recorded amount, an adjustment to the deferred tax assets would be credited to operations in the period such determination was made. Alternatively, should the Company determine that it would not be able to realize all or part of its deferred tax assets in the future, an adjustment to the deferred tax assets would be charged to operations in the period such determination was made.

The Company is subject to U.S. federal income taxes and franchise taxes of the State of Delaware. The Company's operations during the three months ended September 30, 2024 and 2023, were nominal.

As the Company's net operating losses in the respective jurisdictions in which it operates have yet to be utilized, all previous tax years remain open to examination by the taxing authorities in which the Company currently operates. The Company had no unrecognized tax benefits as of September 30, 2024 and 2023, respectively, and does not anticipate any material amount of unrecognized tax benefits within the next year.

The Company accounts for uncertainties in income tax law under a comprehensive model for the financial statement recognition, measurement, presentation and disclosure of uncertain tax positions taken or expected to be taken in income tax returns as prescribed by GAAP. The tax effects of a position are recognized only if it is "more-likely-than-not" to be sustained by the taxing authority as of the reporting date. If the tax position is not considered "more-likely-than-not" to be sustained, then no benefits of the position are recognized. As of September 30, 2024 and 2023, the Company had not recorded any liability for uncertain tax positions. In subsequent periods, any interest and penalties related to uncertain tax positions will be recognized as a component of income tax expense.

Stock-Based Compensation

The Company issues common stock and intends to issue stock options to officers, directors and consultants for services rendered. Options will vest and expire according to terms established at the issuance date of each grant. Stock grants, which are generally time vested, will be measured at the grant date fair value and charged to operations ratably over the vesting period.

The fair value of stock options granted as stock-based compensation will be determined utilizing the Black-Scholes option-pricing model, and can be affected by several variables, the most significant of which are the life of the equity award, the exercise price of the stock option as compared to the fair market value of the common stock on the grant date, and the estimated volatility of the common stock. Estimated volatility will be based on the historical volatility of the Company's common stock over an appropriate calculation period, or, if not available, by reference to the volatility of a representative sample of comparable public companies. The risk-free interest rate will be based on the U.S. Treasury yield curve in effect at the time of grant. The fair market value of the common stock will be determined by reference to the quoted market price of the Company's common stock on the grant date, or, if not available, by reference to an appropriate alternative valuation methodology.

The Company will recognize the fair value of stock-based compensation awards in general and administrative costs or in software development costs, as appropriate, in the Company's consolidated statements of operations. The Company will issue new shares of common stock to satisfy stock option exercises. As of September 30, 2024, the Company did not have any outstanding stock options.

Earnings (Loss) Per Share

The Company's computation of earnings (loss) per share ("EPS") includes basic and diluted EPS. Basic EPS is measured as the income (loss) attributable to common stockholders divided by the weighted average common shares outstanding for the period. Diluted EPS is similar to basic EPS but presents the dilutive effect on a per share basis of potential common shares (e.g., convertible notes payable, convertible preferred stock, warrants and stock options) as if they had been converted at the beginning of the periods presented, or issuance date, if later. Potential common shares that have an anti-dilutive effect (i.e., those that increase income per share or decrease loss per share) are excluded from the calculation of diluted EPS.

Loss per common share is computed by dividing net loss by the weighted average number of shares of common stock outstanding during the respective periods. Basic and diluted loss per common share is the same for all periods presented because there is no convertible debt, convertible preferred stock, warrants or stock options outstanding.

Fair Value of Financial Instruments

The authoritative guidance with respect to fair value established a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value into three levels and requires that assets and liabilities carried at fair value be classified and disclosed in one of three categories, as presented below. Disclosure as to transfers in and out of Levels 1 and 2, and activity in Level 3 fair value measurements, is also required.

Level 1. Observable inputs such as quoted prices in active markets for an identical asset or liability that the Company has the ability to access as of the measurement date. Financial assets and liabilities utilizing Level 1 inputs include active-exchange traded securities and exchange-based derivatives.

Level 2. Inputs, other than quoted prices included within Level 1, which are directly observable for the asset or liability or indirectly observable through corroboration with observable market data. Financial assets and liabilities utilizing Level 2 inputs include fixed income securities, non-exchange-based derivatives, mutual funds, and fair-value hedges.

Level 3. Unobservable inputs in which there is little or no market data for the asset or liability which requires the reporting entity to develop its own assumptions. Financial assets and liabilities utilizing Level 3 inputs include infrequently-traded non-exchange-based derivatives and commingled investment funds and are measured using present value pricing models.

The Company will determine the level in the fair value hierarchy within which each fair value measurement falls in its entirety, based on the lowest level input that is significant to the fair value measurement in its entirety. In determining the appropriate levels, the Company will perform an analysis of the assets and liabilities at each reporting period end. The carrying value of financial instruments (consisting of cash and accounts payable and accrued expenses) is considered to be representative of their respective fair values due to the short-term nature of those instruments.

Property and Equipment

Property and equipment is recorded at cost. Major improvements are capitalized, while maintenance and repairs that do not improve or extend the useful life of the respective assets are charged to expense as incurred. Gains and losses from disposition of property and equipment are included in income and expense when realized. Depreciation of property and equipment is provided using the straight-line method over an estimated useful life of three years.

The Company recognizes depreciation of property and equipment in general and administrative costs in the Company's consolidated statement of operations.

Leases

Effective January 1, 2019, the Company adopted Accounting Standards Update 2016-02, Leases (Topic 842) ("ASU 2016-02"), which requires a lessee to record a right-of-use asset and a corresponding lease liability at the inception of the lease initially measured at the present value of the lease payments. ASU 2016-02 requires recognition in the statement of operations of a single lease cost that is calculated as a total cost of the lease allocated over the lease term, generally on a straight-line basis. The Company did not have any leases within the scope of ASU 2016-02 at December 31, 2023 and 2022.

Recent Accounting Pronouncements

In June 2016, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2016-13, Financial Instruments - Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments ("ASU 2016-13"). ASU 2016-13 significantly changes how entities measure credit losses for most financial assets, including accounts and notes receivable. ASU 2016-13 will replace the current "incurred loss" approach with an "expected loss" model, under which companies will recognize allowances based on expected rather than incurred losses. Entities will apply the provisions of ASU 2016-13 as a cumulative-effect adjustment to retained earnings as of the beginning of the first reporting period in which ASU 2016-13 is effective. As a small business filer, ASU 2016-13 will be effective for the Company for interim and Quarterly reporting periods beginning after December 15, 2022. Management is currently in the process of assessing the impact of adopting ASU-2016-13 on the Company's financial statements and related disclosures.

Other recent accounting pronouncements issued by the FASB, including its Emerging Issues Task Force, and the American Institute of Certified Public Accountants, did not or are not believed by management to have a material impact on the Company's present or future financial statements and related disclosures.

3. Notes Payable

Convertible Notes Payable

Convertible notes payable consists of the following as of September 30, 2024:

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms	Name of Noteholder	Reason for Issuance
8/4/2020	40,000.00	40,000.00	3,374	7/6/2019	None	EIDL Loan	Loan
5/26/2020	18,333.00	18,333.00	412	5/26/2022	None	BlueVine PPP Loan Program	Loan
9/1/2022	638,224	375,000.00	263,224	9/1/2023	75% of the lowest trading price during the thirty trading days prior to notice of conversion	Apollo Management Group, Inc. (Yohan Naraine)	Loan
9/16/2022	10,000.00	10,000.00	232	6/16/2023	50% of the lowest trading price during the thirty trading days prior to notice of conversion	Leo's New Company, LLC (Miguel Santana)	Loan

10/7/2022	5,555.56	5,555.56	155	10/7/2024	Higher of \$0.001 or 60% of the lowest trading price during the twenty trading days prior to notice of conversion	Apollo Capital Corp. (Yohan Naraine)	Loan
11/7/2022	10,000.56	5,555.56	118	10/7/2024	Higher of \$0.001 or 60% of the lowest trading price during the twenty trading days prior to notice of conversion	The Paratus Group, Inc. (Michael Rice)	Loan
12/9/2022	5,000.00	10,000.00	24	11/7/2023	50% of the lowest trading price during the thirty trading days prior to notice of conversion	Odin Group (Yohan Naraine)	Loan
12/2/2022	600.00	5,000.00	10	12/9/2023	50% of the lowest trading price during the thirty trading days prior to notice of conversion	Leo's New Company, LLC (Miguel Santana)	Loan
12/31/2022	5,000.00	1,100.00	-0-	12/2/2024	Higher of \$0.001 or 60% of the lowest trading price during the twenty trading days prior to notice of conversion	Apollo Capital Corp. (Yohan Naraine)	Loan
5/22/2024	10,000	10,000	-0-	5/22/2025	50% of the lowest trading price during the thirty trading days prior to notice of conversion	Brian McLain	Loan
07/12/2024	77,777.78	77,777.78	-0-	07/12/2025	Higher of \$0.001 or 60% of the lowest trading price during the twenty trading days prior to notice of conversion	Apollo Management Group, Inc. (Yohan Naraine)	Loan

4. Stockholders' Equity

Preferred Stock

The Company has authorized a total of 100 shares of Series A Preferred Stock, \$0.00001 par value assigned. 1 share of Series A Preferred Stock is issued and outstanding as of September 30, 2024 and 2023. Series A Preferred Stockholders participate with the common stockholders in dividends as if each share of Series A Preferred Stock was converted into 1 share of common stock prior to the declaration of a dividend. Series A Preferred Stock has a liquidation preference equal to the stated value of the multiplied by the number of Series A Preferred Stock preferred stock owned by the holder. Series A Preferred Stockholders have the same voting rights as common stockholders. Series A Preferred Stockholders will vote as a class whose vote shall be equal to 110% of the total number of shares of common stock then entitled to vote. Series A Preferred Stock has conversion rights to convert into 1 share of common stock, at the holder's option.

The Company has authorized a total of 1,000,000 shares of Series B Preferred Stock, \$0.00001 par value assigned. 878,256 shares of Series B Preferred Stock are issued and outstanding as of September 30, 2024 and 2023. Series B Preferred Stockholders participate with the common stockholders in dividends as if each share of Series A Preferred Stock was converted into 50,000 shares of common stock prior to the declaration of a dividend. Each share of Series B Preferred Stock is convertible into 50,000 shares of common stock at the option of the holder. Upon liquidation, each Series B Preferred Stockholder is entitled to receive the same amount per share as a holder of the Series A Preferred Stock.

Common Stock

The Company is authorized to issue up to 24,000,000,000 shares of common stock, par value \$0.00001 per share. As of September 30, 2024, and December 31, 2023, the Company had 14,120,183,242 shares and 14,120,183,242 shares of common stock issued and outstanding, respectively.

5. Commitments and Contingencies

Legal Contingencies

The Company has no known commitments and contingencies.

6. Subsequent Events

Other

The Company performed an evaluation of subsequent events through the date on which these condensed financial statements were issued. There were no other material subsequent events which affected, or could affect, the amounts or disclosures in the financial statements.