

# APPSWARM CORP



A Wyoming Corporation  
401 South Boston Avenue, Suite 500  
Tulsa Oklahoma, 74105  
(888) 886-8583

## Quarterly Report

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

### Outstanding Shares

The number of shares outstanding of our Common Stock was:

**2,162,643,827**, as of **September 30, 2024**

**1,724, 577,160**, 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 Control<sup>4</sup> of the company has occurred during this reporting period:

Yes:  No:

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<sup>4</sup> "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.

**AppSwarm, Corp.**

Current State and Date of Incorporation or Registration: **Wyoming-July, 2016**

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:

**401 South Boston Avenue, Suite 500  
Tulsa Oklahoma, 74105**

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: **Equiniti Trust (EQ) (Formerly American Stock Transfer)**

Phone: **972-684-5310**

Email: **David.Cary@equiniti.com**

Address: **6201 15th Ave, Brooklyn, NY 11219**

**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:	<b><u>SWRM</u></b>
Exact title and class of securities outstanding:	<b><u>Common</u></b>
CUSIP:	<b><u>03834T 10 2</u></b>
Par or stated value:	<b><u>\$0.0001</u></b>
Total shares authorized:	<b><u>2,000,000,000</u></b> as of date: <b><u>09/30/2024</u></b>
Total shares outstanding:	<b><u>1,924,577,160</u></b> as of date: <b><u>09/30/2024</u></b>
Total number of shareholders of record:	<b><u>4,489</u></b> as of date: <b><u>09/30/2024</u></b>

Please provide the above-referenced information for all other publicly quoted or traded securities of the issuer.

**None**

**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:	<b><u>Preferred</u></b>	
CUSIP (if applicable):	<u>          </u>	
Par or stated value:	<b><u>No Par Value</u></b>	
Total shares authorized:	<b><u>10,000,000</u></b>	<b><u>09/30/2024</u></b>
Total shares outstanding (if applicable):	<b><u>144,362</u></b>	<b><u>09/30/2024</u></b>
Total number of shareholders of record (if applicable):	<b><u>15</u></b>	<b><u>09/30/2024</u></b>

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.

Voting rights, no preemptive rights

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

Preferred are entitled to 15 votes per share, as well are entitled to convert at a rate of 15 shares of common stock for every preferred share held. Preferred shareholders are entitled to dividends\_

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

**None**

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

**None**

### 3) Issuance History

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

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

#### A. Changes to the Number of Outstanding Shares for the two most recently completed fiscal years and any subsequent period.

Indicate by check mark whether there were any changes to the number of outstanding shares within the past two completed fiscal years:

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

Shares Outstanding as of Second Most Recent Fiscal Year End: 2021 <b>Opening Balance</b> Date 12/31/2021 Common: Preferred: 144,362			*Right-click the rows below and select "Insert" to add rows as needed.						
Date of Transaction	Transaction type (e.g. new issuance, cancellation, shares)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per	Were the shares issued at a discount to market price at	Individual/ Entity Shares were issued to (entities must have individual with voting /	Reason for share issuance (e.g. for cash or debt conversion) -OR- Nature of	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.

	returned to treasury)			share) at issuance	the time of issuance? (Yes/No)	investment control disclosed).	Services Provided		
01/12/2021	New Issuance	69,000,000	Common	\$0.001	\$0.001	Robert Oswald	Note Purchase	Unrestricted	<u>4(a)(2)</u>
02/18/2021	New Issuance	53,500,000	Common	\$0.001	\$0.001	1207124 BC LTD Control Shareholder Harry Bygdness	Note Purchase	Unrestricted	<u>4(a)(2)</u>
02/23/2021	New Issuance	78,400,000	Common	\$0.001	\$0.001	Booth and Newman	Note Purchase	Unrestricted	<u>4(a)(2)</u>
03/02/2021	New Issuance	836,820	Common	\$0.001	\$0.001	Joe Laurethal	Note Purchase	Unrestricted	<u>4(a)(2)</u>
03/10/2021	New Issuance	85,000,000	Common	\$0.001	\$0.001	Anything Media Inc. Chris Jensen	Note Purchase	Unrestricted	<u>4(a)(2)</u>
08/26/2021	New Issuance	49,224,757	Common	\$0.001	\$0.001	1207124 BC LTD Principal: Harry Bygdness	Note Purchase	Unrestricted	<u>4(a)(2)</u>

09/27/2021	New Issuance	92,217,667	Common	\$0.001	\$0.001	Anything Media Inc. Chris Jensen	Note Purchase	Unrestricted	<u>4(a)(2)</u>
11/05/2021	New Issuance	40,000,000	Common	\$0.001	0.001	Arclight Enterprises LLC Principal: Angel Burgos	Note Purchase	Unrestricted	<u>4(a)(2)</u>
10/31/2021	New Issuance	70,000,000	Common	\$0.001	0.001	1207124 BC LTD Principal: Harry Bygdness	Note Purchase	Unrestricted	<u>4(a)(2)</u>
04/08/2022	New Issuance	60,000,000	Common	\$0.001	0.0003	1207124 BC LTD Principal: Harry Bygdness	Note Purchase	Unrestricted	<u>4(a)(2)</u>
04/08/2022	New Issuance	50,000,000	Common	0.001	0.0003	Robert Oswald	Note Purchase	Unrestricted	<u>4(a)(2)</u>
06/06/2022	New Issuance	50,000,000	Common	0.001	0.0003	1207124 BC LTD Principal: Harry Bygdness	Note Purchase	Unrestricted	<u>4(a)(2)</u>
06/15/2022	New Issuance	115,000,000	Common	0.001	0.0003	Anything Media Inc. Chris Jensen	Note Purchase	Unrestricted	<u>4(a)(2)</u>
08/12/2022	Cancelation	50,000,000	Common	0.001	0.0003	1207124 BC LTD Principal: Harry Bygdness	Note Purchase	Unrestricted	<u>4(a)(2)</u>
10/03/2022	New issuance	46,666,866	Common	0.001	0.0003	Robert Oswald	Note purchase	Unrestricted	<u>4(a)(2)</u>
10/19/2022	New issuance	115,000,000	Common	0.001	0.0003	Anything Media Inc Chris Jensen	Note purchase	Unrestricted	<u>4(a)(2)</u>
01/24/2023	New issuance	50,000,000	Common	0.001	0.0003	Anything Media Inc Chris Jensen	Note purchase	Unrestricted	<u>4(a)(2)</u>
03/08/23	New issuance	50,000,000	Common	0.0003	0.0003	Robert Oswald	Note purchase	Unrestricted	<u>4(a)(2)</u>
06/08/2023	Cancellation	100,000,000	Common	NA	0.0003	Anything Media Inc Chris Jensen	NA	NA	<u>NA</u>

07/05/2023	New issuance	100,000,000	Common	0.0003	0.0003	Clay Cooley	Debt Conversion	Unrestricted	<u>4(a)1</u>
03/07/2024	New issuance	100,000,000	Common	0.00003	0.00003	Cherokee International Clay Cooley, Principal	Debt Conversion	Unrestricted	<u>4(a)1</u>
03/19/2024	New issuance	100,000,000	Common	0.0003	0.00003	Arclight Enterprises K. Kerster, Principal	Debt Conversion	Unrestricted	<u>4(a)1</u>
08/20/2024	New issuance	100,000,000	Common	0.0003	0.00003	Arclight Enterprises K. Kerster, Principal	Debt Conversion	Unrestricted	<u>4(a)1</u>
08/20/2024	New issuance	138,066,667	Common	0.0003	0.00003	Clay Cooley	Debt Conversion	Unrestricted	<u>4(a)1</u>
Shares Outstanding on Date of This Report  <b>Ending Balance:</b> <b>Date 09/30/2024</b> <b>Common:</b> <b>2,162,643,827</b> <b>Preferred:</b> <b>144,362</b>									

**Example:** A company with a fiscal year end of December 31<sup>st</sup> 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 September 30, 2024 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:

### 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 (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g. Loan, Services, etc.)
03/31/2017	0	18,100	0	03/31/2018	0.001	Erin Clay Cooley	Loan

08/10/2018	120,100	46,000	None	08/10/20	\$0.001	Cherokee International Clay Cooley	Loan
07/31/2019	92,786	92,786	3,432	07/31/20	\$0.001	Cherokee International Clay Cooley	Loan
6/30/2021	98,814	98,814	\$1,337	09/30/22	\$0.001	Cherokee International Clay Cooley	Loan
12/31/2021	115,500	115,500	\$1,293	12/31/2022	\$0.001	Cherokee International Clay Cooley	Loan
06/30/2022	16,165	16,165	647	09/30/23	\$0.001	Cherokee International Clay Cooley	Loan
09/30/22	14,749	14,749	295	09/30/23	\$0.001	Cherokee International Clay Cooley	Loan
09/30/22	18,815	18,815	376	09/30/23	\$0.001	Cherokee International Clay Cooley	Loan
03/31/23	37,766	37,766	3,774	06/30/24	\$0.0003	Cherokee International Clay Cooley	Loan
06/30/2023	8,900	8,900	712	09/30/2024	\$0.0003	Cherokee International Clay Cooley	Loan
09/30/2023	28,179	28,179	568	09/30/2024	\$0.0003	Cherokee International Clay Cooley	Loan
06/30/2024	25,000	25,000	504	06/30/2025	\$0.0003	Cherokee International Clay Cooley	Loan
09/30/2024	4,000	4,000	0	09/30/2025	\$0.0003	Cherokee International Clay Cooley	Loan

**\*\*\*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](http://www.OTCMarkets.com).

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

**Media Play App Development – This division is focused in development and publishing of mobile-app products in gaming and entertainment along with supporting incubation of app development as well as in-house project development. The division is headed by an industry executive with a rich history of success in product develop for gaming,entertainment and accelerated project development and completions for company efforts and work-for-hire contracts.**

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

**The Company has one subsidiary, Swarm USA Inc. (Wyoming). The Company is managed by Christopher Bailey and Deep Moteria.**

C. Describe the issuers' principal products or services.

**Application development, Software development, E-Commerce development, Website development, General technology development.**

#### 5) Issuer's Facilities

The goal of this section is to provide investors with a clear understanding of all assets, properties or facilities owned, used or leased by the issuer and the extent in which the facilities are utilized.

In responding to this item, please clearly describe the assets, properties or facilities of the issuer. Describe the location of office space, data centers, principal plants, and other property of the issuer and describe the condition of the properties. Specify if the assets, properties, or facilities are owned or leased and the terms of their leases. If the issuer does not have complete ownership or control of the property, describe the limitations on the ownership.

**The Company owns no real Property. Our Office is located at 401 S. Boston, Suite 500, Tulsa, OK 74103. The company utilizes provided phones, copiers, mail and meeting rooms. The current lease is month-to-month.**

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

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

In addition, list all individuals or entities controlling 5% or more of any class of the issuer's securities. If any insiders listed are corporate shareholders or entities, provide the name and address of the person(s) beneficially owning or controlling such corporate shareholders, or the name and contact information (City, State) of an individual representing the corporation or entity. Include Company Insiders who own any outstanding units or shares of any class of any equity security of the issuer.

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

Names of All Officers, Directors and Control Persons	Affiliation with Company (e.g. Officer Title /Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Names of control person(s) if a corporate entity
<u>Christopher Bailey</u>	<u>President, CEO</u>	401 South Boston Avenue, Suite 500 Tulsa Oklahoma, 74105	<u>0</u>	<u>NA</u>	<u>0</u>	<u>NA</u>
<u>Deep Moteria</u>	<u>COO, CTO</u>	401 South Boston Avenue, Suite 500 Tulsa Oklahoma, 74105	<u>0</u>	<u>NA</u>	<u>0</u>	<u>NA</u>
<u>John Rabbit</u>	<u>Former President, CEO</u>	401 South Boston Avenue, Suite 500 Tulsa Oklahoma, 74105	<u>5,000,000</u>	<u>Common</u>	<u>.005</u>	<u>NA</u>

Confirm that the information in this table matches your public company profile on [www.OTCMarkets.com](http://www.OTCMarkets.com). If any updates are needed to your public company profile, log in to [www.OTCIQ.com](http://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);

**None**

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

**None**

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

**None**

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

**None**

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

**None**

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

**None**

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

**None**

## 8) Third Party Service Providers

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

Confirm that the information in this table matches your public company profile on [www.OTCMarkets.com](http://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: **Thomas Cook**

Firm: **Thomas Cook & Associates**

Address 1: **2921 North Tenaway Las Vegas, NV 89128**

Address 2: \_\_\_\_\_

Phone: **(702) 524-9151**

Email: **[tcesq@aol.com](mailto:tcesq@aol.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): \_\_\_\_\_  
Discord: \_\_\_\_\_  
LinkedIn \_\_\_\_\_  
Facebook: \_\_\_\_\_  
[Other ] \_\_\_\_\_

#### Other Service Providers

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

Name: **Ken Kerster**  
Firm: \_\_\_\_\_  
Nature of Services: **Administrative**  
Address 1: **401 S. Boston, Suite 500**  
Address 2: **Tulsa OK, 74105**  
Phone: **403-650-1358**  
Email: **corpconsult1@gmail.com**

### **9) Disclosure & Financial Information**

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

Name: **Ken Kerster**  
Title: **Consultant**  
Relationship to Issuer: **Consultant**

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: **Ken Kerster**  
Title: **Consultant**  
Relationship to Issuer: **Consultant**

Describe the qualifications of the person or persons who prepared the financial statements:<sup>5</sup>

**Ken Kerster, has over 40 years of hands on experience with public companies, as a management consultant. This entails working with corporate management, formulating business strategies, working with legal counsel**

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<sup>5</sup> 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.

**In creating legal documents and maintaining corporate governance and internal records for companies. Mr. Kerster has a full working knowledge of accounting procedures in both US GAAP and IFRS presentations and has assisted companies in preparing all documents including, audit files, financial statements in relation to a Company's financial reporting requirements.**

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.

**The Financial Statements for the three months ending September 30, 2024 are presented at the end of this document.**

## 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, Christopher Bailey certify that:

1. I have reviewed this Disclosure Statement for Appswarm 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.

11/13//2024 [Date]

/s/ Christopher Bailey [CEO's Signature]

*Principal Financial Officer:*

I, Christopher Bailey certify that:

1. I have reviewed this Disclosure Statement for Appswarm 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.

11/13/2024 [Date]

/s/ Christopher Bailey [CFO's Signature]

## FINANCIAL STATEMENTS.

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**APPSWARM CORP.**  
**BALANCE SHEETS**  
(Unaudited)

ASSETS	<u>September 30, 2024</u>	<u>December 31, 2023</u>
Current assets:		
Cash	\$ 180	\$ 68
Prepaid expenses	-	11,811
Total current assets	<u>180</u>	<u>11,879</u>
Other Assets		
Intangible Assets-cryptocurrency	-	5,636
Property and equipment-Crypto mining equipment	4,965	4,965
Accumulated depreciation	<u>(4,965)</u>	<u>(3,472)</u>
Total other assets	<u>-</u>	<u>7,129</u>
Non-current assets		
Intellectual Property	105,000	105,000
Other non-current assets	<u>153,903</u>	<u>153,903</u>
Total non-current assets	<u>258,903</u>	<u>258,903</u>
Total Assets	<u>259,083</u>	<u>277,911</u>
<b>LIABILITIES AND STOCKHOLDERS' DEFICIT</b>		
Current liabilities:		
Accounts payable and accrued liabilities	-	4,047
Accrued interest	312,711	286,043
Notes payable	<u>214,268</u>	<u>192,768</u>
Total Current Liabilities	<u>526,979</u>	<u>482,858</u>
Stockholders' deficit:		
Preferred stock; no par value;10,000,000 shares authorized; 144,362 shares issued and outstanding as of September 30, 2024 and December 31, 2023	-	-
Common Stock par value \$0.00001, Unlimited shares authorized, 2,162,643,827 shares issued and outstanding as of September 30, 2024 and 1,724,577,160 as of December 31, 2023	21,627	17,096
Additional Paid in Capital	2,100,549	1,980,569
Accumulated Deficit	<u>(2,390,072)</u>	<u>(2,202,612)</u>
Total stockholders' equity/deficit	<u>(267,896)</u>	<u>(204,947)</u>
Total liabilities and stockholders' equity	<u>\$ 259,083</u>	<u>\$ 277,911</u>

The accompanying notes are an integral part of these financial statements

**APPSWARM CORP.**  
**STATEMENTS OF OPERATIONS**  
(Unaudited)

	<b>Three Months Ended September 30, 2024</b>	<b>Three Months Ended September 30, 2023</b>	<b>Nine Months Ended September 30, 2024</b>	<b>Nine Months Ended September 30, 2023</b>
Revenue	-	-	-	285
Cost of goods sold	-	-	-	-
Gross profit	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 285</u>
Operating expenses:				
General and administrative	\$ 11,866	\$ 18,947	\$ 36,712	\$ 81,269
Total operating expenses	<u>11,866</u>	<u>18,947</u>	<u>36,712</u>	<u>81,269</u>
Loss from operations	<u>(11,866)</u>	<u>(18,947)</u>	<u>(36,712)</u>	<u>(80,984)</u>
Other income (expenses)				
Interest expense, net	(8,101)	(3,786)	(22,295)	(10,765)
Depreciation	(496)	(496)	(1,488)	(1,488)
Loss on cypto currency	(5,636)		(5,636)	
Debt Conversion	7,142	30,000	13,142	30,000
Loss on Conversion of debt	(40,471)	(40,000)	(134,471)	(70,000)
Total other income (expense)	<u>(47,562)</u>	<u>(14,282)</u>	<u>(150,748)</u>	<u>(52,253)</u>
Net loss for the period	<u>\$ (59,428)</u>	<u>\$ (33,229)</u>	<u>\$ (187,460)</u>	<u>\$ (133,237)</u>
Net loss per share:				
Basic and diluted	<u>\$ (0.00)</u>	<u>\$ (0.00)</u>	<u>\$ (0.00)</u>	<u>\$ (0.00)</u>
Weighted average number of shares outstanding:				
Basic and diluted	<u>2,162,643,827</u>	<u>1,724,577,160</u>	<u>2,162,643,827</u>	<u>1,724,577,160</u>

The accompanying notes are an integral part of these financial statements

**APPSWARM CORPORATION**  
**STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY (DEFICIT)**

	Preferred Stock		Common Stock		Additional	Accumulated	Total
	Shares	Amount	Shares	Amount	Paid-in Capital	Deficit	Stockholder s' Equity/ (Deficit)
<b>Balance, December 31, 2021</b>	<u>144,362</u>	<u>\$ -</u>	<u>1,237,910,044</u>	<u>\$ 12,379</u>	<u>\$ 1,625,261</u>	<u>\$ (1,856,519)</u>	<u>\$ (218,879)</u>
<b>Cancellation of common shares</b>	-	-	(50,000,000)	(500)	(4,500)	-	(5,000)
<b>Conversion of debt</b>	-	-	436,666,866	4,367	272,056	-	276,423
Net loss	-	-	-	-	-	(191,849)	(191,849)
<b>Balance, December 31, 2022</b>	<u>144,362</u>	<u>\$ -</u>	<u>1,624,576,910</u>	<u>\$ 16,246</u>	<u>\$ 1,892,817</u>	<u>\$ (2,048,368)</u>	<u>\$ (139,305)</u>
<b>Conversion of debt</b>	-	-	200,000,000	2,000	79,500	-	81,500
<b>Cancellation of common shares</b>	-	-	(100,000,000)	(1,000)	(9,000)	-	(10,000)
Net loss	-	-	-	-	-	(154,244)	(154,244)
<b>Balance, December 31, 2023</b>	<u>144,362</u>	<u>\$ -</u>	<u>1,724,576,910</u>	<u>\$ 17,246</u>	<u>\$ 1,963,317</u>	<u>\$ (2,202,612)</u>	<u>\$ (222,049)</u>
<b>Conversion of debt</b>	-	-	200,000,000	2,000	92,000	-	94,000
Net loss	-	-	-	-	-	(102,192)	(102,192)
<b>Balance, March 31, 2024</b>	<u>144,362</u>	<u>\$ -</u>	<u>1,924,576,910</u>	<u>\$ 19,246</u>	<u>\$ 2,055,317</u>	<u>\$ (2,304,804)</u>	<u>\$ (230,241)</u>
Net loss	-	-	-	-	-	(25,840)	(25,840)
<b>Balance, June 30, 2024</b>	<u>144,362</u>	<u>\$ -</u>	<u>1,924,576,910</u>	<u>\$ 19,246</u>	<u>\$ 2,055,317</u>	<u>\$ (2,330,644)</u>	<u>\$ (256,081)</u>
<b>Conversion of debt</b>	-	-	238,066,667	2,381	45,232	-	47,613
Net loss	-	-	-	-	-	(59,428)	(59,428)
<b>Balance, September 30, 2024</b>	<u>144,362</u>	<u>\$ -</u>	<u>2,162,643,577</u>	<u>\$ 21,627</u>	<u>\$ 2,100,549</u>	<u>\$ (2,390,072)</u>	<u>\$ (267,896)</u>

The accompanying notes are an integral part of these financial statements



**APPSWARM CORP.**  
**STATEMENTS OF CASH FLOWS**  
**(Unaudited)**

	<b>Nine Months Ended September 30, 2024</b>	<b>Nine Months Ended September 30, 2023</b>
Cash flow from operating activities:		
Net loss	\$ (187,460)	\$ (133,237)
Adjustment to reconcile net loss to net cash used in operating activities:		
Accrued Interest	22,295	10,765
Loss on Conversion of debt	134,471	70,000
Changes in operating assets and liabilities:		
Loss on crypto currency	5,636	-
Depreciation	496	1,488
Accounts Payable	8,816	6,748
Net Cash (Used) in Operating activities	(28,888)	(74,236)
Cash Flows provided by financing activities		
Proceeds of Notes Payable	29,000	74,845
Net cash provided by financing activities	29,000	74,845
Decrease in cash during the period	112	609
Cash, beginning of period	68	346
Cash, end of period	\$ 180	\$ 955
Supplemental disclosure of cash flow information:		
Cash paid during the period		
Cash paid for Interest	\$ -	\$ -
Cash paid for taxes	\$ -	\$ -
Non-cash investing and financing activities		
Common stock issued on conversion of note payable	\$ 13,142	\$ 30,000
Beneficial conversion feature	-	-

The accompanying notes are an integral part of these financial statements

**Appswarm Corporation**  
**Notes to the Financial Statements**  
**For the Three Months Ended September 30, 2024**

**Note 1 - Organization and Operations**  
**Nature of Business and Continuance of Operations.**

AppSwarm, Corp (“AppSwarm”, the “Company”, “us”, “we”, or “our”) is a Wyoming Corporation, established in July 2011. The Company operated www.joyridemotors.com which was owned by another party. The Company no longer operates joyridemotors.com.

On July 31, 2015, the Company and AppSwarm, Corp. entered, and on September 29, 2015, closed, a Reorganization Agreement (the “Merger”). Pursuant to the terms of the Merger, San West, Inc. changed its corporate name to AppSwarm, Corp., completed a 1 for 3000 reverse share split (the “Reverse Split”) effected by the Board on August 4, 2015 and made effective by FINRA on September 25, 2015, and issued shares to the shareholders of AppSwarm, Inc. such that they acquired approximately 80% of the issued and outstanding common stock. In addition, Mr. Frank Drechsler resigned as the President and CEO of the Corporation. The Board of Directors appointed Mr. Ron Brewer as President, Chief Executive Officer, and Secretary.

These financial statements have been prepared on a going concern basis, which assumes the Company will continue to realize its assets and discharge its liabilities in the normal course of business. The continuation of the Company as a going concern is dependent upon the continued financial support from its shareholders, the ability of the Company to obtain necessary equity financing to continue operations, and the attainment of profitable operations. As of September 30, 2024, the Company has working capital deficit of \$267,896 and has an accumulated deficit totaling \$2,390,072, and has not generated any revenue from operations during the interim period. These factors raise substantial doubt regarding the Company's ability to continue as a going concern. These financial statements do not include any adjustments to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

The Company's management plans to raise funds in the next 12 months through a combination of debt financing and equity financing by way of private placement.

**Note 2 - Significant and Critical Accounting Policies and Practices**

a) Basis of Presentation

These financial statements of the Company have been prepared in accordance with generally accepted accounting principles in the United States and are expressed in US dollars. The Company's fiscal year end is December 31.

b) Use of Estimates

The preparation of financial statements in conformity with United States generally accepted accounting principles 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. The Company regularly evaluates estimates and assumptions related to stock-based compensation and deferred income tax asset valuation allowances.

The Company bases its estimates and assumptions on current facts, historical experience and various other factors that it believes to be reasonable under the circumstances, the results of which form the basis for making judgments

about the carrying values of assets and liabilities and the accrual of costs and expenses that are not readily apparent from other sources. The actual results experienced by the Company may differ materially and adversely from the Company's estimates. To the extent there are material differences between the estimates and the actual results, future results of operations will be affected.

#### c) Reclassification

Certain prior period amounts have been reclassified to conform to current period presentation.

#### Cash and Cash Equivalents

The Company considers all highly liquid instruments with an original maturity of year or less at the time of issuance to be cash equivalents.

#### d) Financial Instruments

The Company's financial instruments consist principally of cash and cash equivalents, accounts payable and accrued liabilities, short-term debts and due to related parties. Pursuant to ASC 820, *Fair Value Measurements and Disclosures* and ASC 825, *Financial Instruments* the fair value of the Company's cash equivalents is determined based on "Level 1" inputs, which consist of quoted prices in active markets for identical assets.

#### e) Loss Per Common Share

Basic EPS is computed by dividing net income (loss) available to common shareholders (numerator) by the weighted average number of shares outstanding (denominator) during the period. Diluted EPS gives effect to all dilutive potential common shares outstanding during the period using the treasury stock method and convertible preferred stock using the if-converted method. In computing Diluted EPS, the average stock price for the period is used in determining the number of shares assumed to be purchased from the exercise of stock options or warrants. Diluted EPS excludes all dilutive potential shares if their effect is anti-dilutive. At September 30, 2024, the Company has no potentially dilutive securities outstanding.

#### f) Foreign Currency Translation

The Company's planned operations will be in the United States, which results in exposure to market risks from changes in foreign currency exchange rates. The financial risk is the risk to the Company's operations that arise from fluctuations in foreign exchange rates and the degree of volatility of these rates. Currently, the Company does not use derivative instruments to reduce its exposure to foreign currency risk. The Company's functional currency for all operations worldwide is the U.S. dollar. Nonmonetary assets and liabilities are translated at historical rates and monetary assets and liabilities are translated at exchange rates in effect at the end of the year. Revenues and expenses are translated at average rates for the year. Gains and losses from translation of foreign currency financial statements into U.S. dollars are included in current results of operations.

#### g) Revenue Recognition

*ASU No. 2014-09, Revenue from Contracts with Customers* ("Topic 606"), became effective for the Company on January 1, 2018. The Company's revenue recognition disclosure reflects its updated accounting policies that are affected by this new standard. The Company applied the "modified retrospective" transition method for open contracts for the implementation of *Topic 606*.

The Company made no adjustments to its previously-reported total revenues, as those periods continue to be presented in accordance with its historical accounting practices under *Topic 605, Revenue Recognition*.

The Company will recognize revenue according to *Topic 606* in a manner that reasonably reflects the delivery of its services and products to customers in return for expected consideration and includes the following elements:

executed contracts with the Company's customers that it believes are legally enforceable;  
identification of performance obligations in the respective contract;  
determination of the transaction price for each performance obligation in the respective contract;  
allocation the transaction price to each performance obligation; and  
recognition of revenue only when the Company satisfies each performance obligation.  
The Company has not made any sales as of September 30, 2024.

#### h) Income Taxes

The Company accounts for income taxes using the asset and liability method in accordance with ASC 740, *Income Taxes*. The asset and liability method provides that deferred tax assets and liabilities are recognized for the expected future tax consequences of temporary differences between the financial reporting and tax bases of assets and liabilities, and for operating loss and tax credit carryforwards. Deferred tax assets and liabilities are measured using the currently enacted tax rates and laws that will be in effect when the differences are expected to reverse. The Company records a valuation allowance to reduce deferred tax assets to the amount that is believed more likely than not to be realized.

#### i) Stock-Based Compensation

We estimate the fair value of each stock option award at the grant date by using the Black-Scholes option pricing model and common shares based on the market price of the Company's common stock on the date of the share grant. The fair value determined represents the cost for the award and is recognized over the vesting period during which an employee is required to provide service in exchange for the award. As share-based compensation expense is recognized based on awards ultimately expected to vest, we reduce the expense for estimated forfeitures based on historical forfeiture rates. Previously recognized compensation costs may be adjusted to reflect the actual forfeiture rate for the entire award at the end of the vesting period. Excess tax benefits, if any, are recognized as an addition to paid-in capital.

#### j) Subsequent Events

The Company's management reviewed all material events from December 31, 2023 and September 30, 2024, through the issuance date of these financial statements for disclosure consideration.

#### k) Recent Accounting Pronouncements

In August 2014, the FASB issued ASU No. 2014-15, "Disclosure of Uncertainties About an Entity's Ability to Continue as a Going Concern" ("ASU 2014-15"), which requires management to perform interim and annual assessments of an entity's ability to continue as a going concern within one year of the date the financial statements are issued and provides guidance on determining when and how to disclose going concern uncertainties in the financial statements.

Certain disclosures will be required if conditions give rise to substantial doubt about an entity's ability to continue as a going concern. ASU 2014-15 applies to all entities and is effective for annual and interim reporting periods ending after December 15, 2016, with early adoption permitted. This standard has no material effect on our financial statements.

In March 2016, the FASB issued an ASU amending the accounting for stock-based compensation and requiring excess tax benefits and deficiencies to be recognized as a component of income tax expense rather than equity. This guidance also requires excess tax benefits to be presented as an operating activity on the statement of cash flows and allows an entity to make an accounting policy election to either estimate expected forfeitures or to account for them as they occur. The ASU is effective for reporting periods beginning after December 15, 2016, with early adoption permitted, this standard has no material effect on our financial statements.

In November 2016, the FASB issued ASU 2016-18, Statement of Cash Flows (Topic 230): Restricted Cash, which requires restricted cash to be presented with cash and cash equivalents on the statement of cash flows and disclosure of how the statement of cash flows reconciles to the balance sheet if restricted cash is shown separately from cash and cash equivalents on the balance sheet.

ASU 2016-18 is effective for interim and annual periods beginning after December 15, 2017, with early adoption permitted. The Company is in the process of evaluating the impact of this ASU on its CFS.

In January 2017, the FASB issued an ASU 2017-01, Business Combinations (Topic 805) Clarifying the Definition of a Business. The amendments in this update clarify the definition of a business with the objective of adding guidance to assist entities with evaluating whether transactions should be accounted for as acquisitions or disposals of assets or businesses. The definition of a business affects many areas of accounting including acquisitions, disposals, goodwill, and consolidation.

The guidance is effective for interim and annual periods beginning after December 15, 2017 and should be applied prospectively on or after the effective date. The Company is in the process of evaluating the impact of this ASU on its CFS.

In October 2017, FASB issued ASU 2017-11, Earnings Per Share (Topic 260) Distinguishing Liabilities from Equity (Topic 480) Derivatives and Hedging (Topic 815): I. Accounting for Certain Financial Instruments with Down Round Features, II. Replacement of the Indefinite Deferral for Mandatorily Redeemable Financial Instruments of Certain Nonpublic Entities and Certain Mandatorily Redeemable Non-controlling Interests with a Scope Exception. Part I of this ASU changes the classification analysis of certain equity-linked financial instruments (or embedded features) with down round features and clarifies existing disclosure requirements. Part II does not have an accounting effect. The ASU is effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2018 with early adoption permitted. Management is currently evaluating the potential impact of these changes on the CFS of the Company.

As of September 30, 2024, there are no recently issued accounting standards not yet adopted that would have a material effect on the Company's financial statements to have a material impact on the Company's CFS.

### **Note 3- Going Concern**

The Company's financial statements have been prepared assuming that it will continue as a going concern, which contemplates continuity of operations, realization of assets, and liquidation of liabilities in the normal course of business.

As reflected in the financial statements, the Company had an accumulated deficit of \$2,390,072 at September 30, 2024, a net loss of \$59,428 and net cash used in operating activities of \$28,888 for the reporting period then ended. These factors raise substantial doubt about the Company's ability to continue as a going concern.

The Company has commenced operations but has not been able to generate sufficient revenue. Management intends to raise additional funds by way of a private or public offering. While the Company believes in the

viability of its strategy to commence operations and generate sufficient revenue and in its ability to raise additional funds, there can be no assurances to that effect.

The ability of the Company to continue as a going concern is dependent upon the Company's ability to further implement a business plan and generate sufficient revenue and its ability to raise additional funds by way of a public or private offering.

The financial statements do not include any adjustments related to the recoverability and classification of recorded asset amounts or the amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

#### **Note 5- Notes Payable**

As of the year ended December 31, 2022, the Company had outstanding loans in the amount of \$159,313, with an unrelated third party. These amounts had been advanced to the Company between January of 2016 through December 2022. The notes carry an annual interest rate of 8% and is compounded quarterly, with a maturity date one year after the effective date of each note. The debt is due on the maturity date and can be paid in either cash or with the Company's common stock at a fixed price of \$0.0003. The Note also, provides for a default interest rate of 15% if the note is unpaid past the maturity date.

No payments have been made to the note holder as of December 31, 2023. The Company has recorded accrued interest in the amount of \$10,765 to date.

During the period ended March 31, 2023, the Company entered into a convertible note in the principal amount of \$37,766, with an unrelated third party. The note carries an annual interest rate of 8% compounded quarterly, with a maturity date one year after the effective date of the note. The debt is due on the maturity date and can be paid in either cash or with the Company's common stock at a fixed price of \$0.0003. The Note also, provides for a default interest rate of 15% if the note is unpaid past the maturity date.

During the period ended June 30, 2023, the Company entered into a convertible note in the principal amount of \$8,900, with a related third party. The note carries an annual interest rate of 8% compounded quarterly, with a maturity date one year after the effective date of the note. The debt is due on the maturity date and can be paid in either cash or with the Company's common stock at a fixed price of \$0.0003. The Note also, provides for a default interest rate of 15% if the note is unpaid past the maturity date.

During the period ended September 30, 2023, the Company entered into a convertible note in the principal amount of \$28,179, with an unrelated third party. The note carries an annual interest rate of 8% compounded quarterly, with a maturity date one year after the effective date of the note. The debt is due on the maturity date and can be paid in either cash or with the Company's common stock at a fixed price of \$0.0003. The Note also, provides for a default interest rate of 15% if the note is unpaid past the maturity date.

During the period ended June 30, 2024, the Company entered into a convertible note in the principal amount of \$25,000, with an unrelated third party. The note carries an annual interest rate of 8% compounded quarterly, with a maturity date one year after the effective date of the note. The debt is due on the maturity date and can be paid in either cash or with the Company's common stock at a fixed price of \$0.0003. The Note also, provides for a default interest rate of 15% if the note is unpaid past the maturity date.

During the period ended September 30, 2024, the Company entered into a convertible note in the principal amount of \$4,000, with an unrelated third party. The note carries an annual interest rate of 8% compounded quarterly, with a maturity date one year after the effective date of the note. The debt is due on the maturity date

and can be paid in either cash or with the Company's common stock at a fixed price of \$0.0003. The Note also, provides for a default interest rate of 15% if the note is unpaid past the maturity date.

**Note 7- Related Party Transactions**

There were no related party transactions for the three months ended September 30, 2024.

**Note 8 - Stockholders' Deficit**

The Company's authorized capital consisted of unlimited shares of common stock with a par value of \$0.0001 per share.

During the three months ended September 30, 2024 the Company issued 238,066,667 Common Shares,

**Note 9- Subsequent Events**

The Company's management reviewed all material events from September 30, 2024 and through the issuance date of these financial statements for disclosure consideration. and determined that there were no reportable subsequent events to disclose.