

**Disclosure Statement Pursuant to the Amended Pink Basic Disclosure Guidelines**

Light Media Holdings, Inc.

2365 Wall Street

Conyers, GA 30013

P: 404-585-8267

Corporate Website: [LightMediaNetwork.com](http://LightMediaNetwork.com)

Email: [lgmh@lightmedianetwork.com](mailto:lgmh@lightmedianetwork.com)

SIC (731925 – Interactive Media)

**Quarterly Report**

**For the period ending 06/30/2024 (the “Reporting Period”)**

**Outstanding Shares**

The number of shares outstanding of our Common Stock was:

55,600,200 common shares as of August 14, 2024

55,600,200 common shares as of August 14, 2024

55,600,200 common shares as of December 31, 2023

55,600,200 common shares 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 Control<sup>1</sup> of the company has occurred over this reporting period:

Yes:  No:

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

Light Media Holdings, Inc. (d/b/a ‘Light Media’ or ‘Light Media Network’ or ‘LGMH’)

<sup>1</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.

The state of incorporation or registration of the issuer and of each of its predecessors (if any) during the past five years; Please also include the issuer's current standing in its state of incorporation (e.g. active, default, inactive):

Delaware (Active)

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

N/A

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

Entered into Agreement to merge with: Veri Holdings, Inc.

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

2365 Wall Street, Conyers, GA 30013

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

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

Has the issuer or any of its predecessors been in bankruptcy, receivership, or any similar proceeding in the past five years?

No:  Yes:  If Yes, provide additional details below:

## 2) Security Information

### Transfer Agent

VStock Transfer, LLC  
77 Spruce Street, Suite 201  
Cedarhurst, NY 11516

### 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:	LGMH
Exact title and class of securities outstanding:	<u>Common</u>
CUSIP:	53223L 10 3
Par or stated value:	<u>.0001</u>
Total shares authorized:	<u>100,000,000</u> as of date: <u>8/8/2024</u>
Total shares outstanding:	<u>55,600,200</u> as of date: <u>8/8/2024</u>
Total number of shareholders of record:	<u>106</u> as of date: <u>8/8/2024</u>

**All additional class(es) of publicly quoted or traded securities (if any): N/A**

**Other classes of authorized or outstanding equity securities:**

Exact title and class of the security:	<u>Preferred</u> Shares Series A
CUSIP (if applicable):	<u>N/A</u>
Par or stated value:	<u>.0001</u>
Total shares authorized:	<u>100</u> as of date: <u>08/14/2024</u>
Total shares outstanding (if applicable):	<u>100</u> as of date: <u>8/14/2024</u>
Total number of shareholders of record (if applicable):	<u>1</u> as of date: <u>8/14/2024</u>

**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.**

We have 55,600,200 shares of common stock outstanding. Each share of our common stock is entitled to one vote at all meetings of our stockholders. Our stockholders are not permitted to cumulate votes in the election of directors. All shares of our common stock are equal to each other with respect to liquidation rights and dividend rights. There are no preemptive rights to purchase any additional shares of our common stock. In the event of our liquidation, dissolution or winding up, holders of our common stock will be entitled to receive, on a pro rata basis, all of our assets remaining after satisfaction of all liabilities and preferences of outstanding preferred stock, if any. Neither our Certificate of Incorporation nor our By-Laws contain any provisions which limit or restrict the ability of another person to take over our Company; however, our By-Laws do permit our Board of Directors to be classified.

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

We are authorized to issue 5,000,000 shares of preferred stock with such designations, rights and preferences as may be determined from time to time by the Board of Directors. We have issued 100 shares of Series A Preferred stock with 80% of the voting power in the Company. The Board of Directors is empowered, without stockholder approval, to issue preferred stock with dividend, liquidation, conversion, voting or other rights which could adversely affect the voting power or other rights of the holders of our Common Stock. The issuance of the 100 shares of Series A preferred stock has been utilized as a method of discouraging, delaying or preventing a change in control of the Company.

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

N/A

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

N/A

**3) Issuance History**

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

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

**A. Changes to the Number of Outstanding Shares**

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

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

Shares Outstanding as of Second Most Recent Fiscal Year End: Date <u>12/31/2022</u> Common: <u>50,600,200 – Opening Balance</u> Preferred: <u>5,000,000 – Opening Balance</u>			*Right-click the rows below and select "Insert" to add rows as needed.						
Date of Transaction	Transaction type (e.g., new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual / Entity Shares were issued to.  *You must disclose the control person(s) for any entities listed.	Reason for share issuance (e.g. for cash or debt conversion) -OR- Nature of Services Provided	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
_____	_____	_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____	_____	_____
Shares Outstanding on Date of This Report: Date <u>08/14/2024 (quarterly-period ending 06/30/2024)</u> Common: <u>55,600,200 – Ending Balance</u> Preferred: <u>5,000,000 – Ending Balance</u>									

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

\_\_\_\_\_

## B. Promissory and Convertible Notes

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

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

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

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

### ***Disclosure of Stock Repurchase Results (Stock Repurchase Plan***

### ***Announced on December 5, 2012, pursuant to Safe Harbor (SEC Rule 10(b) (18)):***

(a) Total Number of Shares Repurchased in 2024: N/A

(b) Average Price Per Share Repurchased in 2024: N/A

(c) Total Number of Shares (or Units) Purchased as Part of Publicly Announced Plans or Programs: 462,166 as of August 14, 2024, at an average repurchase price of \$0.01521/share.

(d) Maximum Number (or Approximate Dollar Value) of Shares (or Units) that may still be purchased under the Plan or Programs: 1,788,319

## **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](http://www.otcmarkets.com)).

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

Light Media Holdings, Inc. (OTC: LGMH), (a/k/a Light Media Network) Global Media Specialist, via its internet, radio, television, print and special events asset platforms, specializes in the marketing and distribution of inspirational music, video, apps (audio/visual) and entertainment worldwide. Light Media Network has been steadily investing and reinvesting in its quest to build a leading, global multi-media conglomerate by delivering to the chosen target market community environments. Light Media Network recognized by RBR as one of the Top 25 US-based publicly-traded radio/media companies, and by NYU School of Business as one of the Top 1,000 media companies in the world. For more information, please visit: [www.LightMediaNetwork.com](http://www.LightMediaNetwork.com). To listen to Light Media's flagship radio station franchise "The King," serving Top 10 US Media market of Metro Atlanta, Georgia. Listen live now 24/7 at: [www.1010TheKing.com](http://www.1010TheKing.com) and <http://www.1055TheKing.com>

Subsidiary update: N/A

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

N/A

C. Describe the issuers' principal products or services.

Light Media's Principal Products and Services currently are: Advertising, Music, Media and Entertainment (Worldwide). For more information, please see: [www.LightMediaNetwork.com](http://www.LightMediaNetwork.com).

**5) Issuer's Facilities**

The company's leased multimedia studio and facilities are now located at:

2365 Wall Street  
Conyers, GA 30013

## 6) Officers, Directors, and Control Persons

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>Danny Wilson</u>	<u>CEO</u>	<u>Atlanta, GA</u>	<u>7,725,000</u>	<u>Common</u>	<u>17</u>	<u>N/A</u>
<u>Deirdre Phillips</u>	<u>CFO</u>	<u>Atlanta, GA</u>	<u>140,000</u>	<u>Common</u>	<u>1</u>	<u>N/A</u>

## 7) Legal/Disciplinary History

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

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

No – N/A

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

No – N/A

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

No – N/A

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

No – N/A

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

No – N/A

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

No – N/A

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

N/A

## 8) Third Party Service Providers

Securities Counsel (must include Counsel preparing Attorney Letters).

Joseph Smith PLLC  
5703 Red Bug Lake Rd Ste 353  
Winter Springs, FL 32708

Accountant or Auditor

NA

### Investor Relations

At its sole discretion, the Company may issue press releases and corporate information from time to time via the following investor portals and social media platforms, pursuant to SEC 2013 pronouncement, requiring advanced notice to shareholders of the manner in which corporate communications will be disseminated (see SEC Release 2013-51 issued on April 2, 2013):

1. [www.OTCMarkets.com/LGMH](http://www.OTCMarkets.com/LGMH)
2. [www.LightMediaHoldings.com](http://www.LightMediaHoldings.com); [www.InvaluableMedia.com](http://www.InvaluableMedia.com)
3. [www.HotChristianStocks.com](http://www.HotChristianStocks.com)
4. [www.HotChristianStocks.WordPress.com](http://www.HotChristianStocks.WordPress.com)
5. [www.twitter.com/lgmh777](http://www.twitter.com/lgmh777); [www.twitter.com/StocksChristian](http://www.twitter.com/StocksChristian)
6. [www.LightMediaNetwork.com](http://www.LightMediaNetwork.com)

7. Press Release Services (Distribution Services for News), including but not limited to: GlobeNewswire; PRNewswire; MarketWire; Pyck Global (Free) and Global News Update (Free); and PCG Advisory, GS Whitney & Co.

8. [www.LGMH.com](http://www.LGMH.com)

Note: The Following platforms redistribute LGMH, OTC Markets Submitted Press Releases for a marketing fee. These are resyndication of news released by LGMH via OTC Markets News Platform, similar to item #7 above:

9. Captain Penny: <https://twitter.com/Captainpenny>
10. Pennies For Days: <https://twitter.com/PenniesForDays>
11. Slingshot Stocks: <https://twitter.com/SlingShotStocks>
12. Go For Pink: <https://twitter.com/GoForPink>
13. <https://www.facebook.com/groups/HotOtcStocks/>
14. [https://www.facebook.com/groups/1440016386265744/?ref=group\\_browse\\_new](https://www.facebook.com/groups/1440016386265744/?ref=group_browse_new)
15. <https://www.facebook.com/groups/CeoSmartestStockPromoters/>
16. <https://www.facebook.com/groups/captainpennies/>
17. [https://twitter.com/search?f=tweets&vertical=default&q=\\$LGMH](https://twitter.com/search?f=tweets&vertical=default&q=$LGMH)
18. [https://www.facebook.com/groups/CeoSmartestStockPromoters/?ref=group\\_browse\\_new](https://www.facebook.com/groups/CeoSmartestStockPromoters/?ref=group_browse_new)

Other Service Providers

N/A

## 9) Financial Statements

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

Name: **Danny Wilson**  
Title: **CEO**  
Relationship to Issuer: **Officer**

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

- IFRS  
 U.S. GAAP



B. The following financial statements were prepared by (name of individual)<sup>2</sup>:

Name: Deirdre Phillips  
Title: CFO  
Relationship to Issuer: Officer

<sup>2</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.

Accounting & Tax: Deirdre Phillips graduated with a B.A. in Accounting, Magna Cum Laude from Savannah State University and a MBA from Georgia Southern University. Deirdre Phillips possesses over 8 years of accounting experience including roles in publicly held companies and a public accounting firm. Specifically, she brings experience in entertainment and marketing financial roles to our organization. Deirdre Phillips currently owns and operates Accelerated Accounting Services a full service accounting firm. She is also the founder and Director of Accounting for Life Learning Center an accounting career-training program for unemployed and underemployed individuals.

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

Balance sheet: As posted on OTCMarkets.com, August 14, 2024 (Incorporated by Reference). Income Statement: As posted on OTCMarkets.com on August 14, 2024 (Incorporated by Reference).

Statement of cash flows: As posted on OTCMarkets.com on August 14, 2024 (Incorporated by Reference). Financial notes attached hereto as Exhibit B

*Quarterly-Period ended June 30, 2024 compared to the Quarterly-Period ended March 31, 2024*

Light Media revenues were \$29,257 as of June 30, 2024 Quarterly-Period versus \$38,521 for the Quarterly-Period ended March 31, 2024.

Light Media cost of sales were \$4,681 as of June 30, 2024 Quarterly-Period versus \$3.061 for the Quarterly-Period ended March 31, 2024.

Light Media selling, general and administrative expenses were \$35,135 as of June 30, 2024 Quarterly-Period versus \$42,769 for the Quarterly-Period ended March 31, 2024.

*Liquidity and Capital Resources:* As of June 30, 2024 Quarterly-Period, Light Media had total current assets of \$11,383 versus \$20,493 for the Quarterly-Period ended March 31, 2024. Light Media believes it will be able to satisfy its cash requirements for the preceding twenty-four (24) months but may be required to raise additional funds after such time period.

## 10) Issuer Certification

*Chief Executive Officer:*

I, Danny Wilson certify that:

1. I have reviewed this Annual-period disclosure of: Light Media (OTC Markets: LGMH).
2. Based on my knowledge or belief, 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. Subject to Exhibit A, and based on my knowledge or belief, 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.

08/14/2024

/s/ Danny Wilson, CEO

*Chief Financial Officer:*

I, Deirdre Philips certify that:

1. I have reviewed this Annual-period disclosure of: Light Media (OTC Markets: LGMH).
2. Based on my knowledge or belief, 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. Subject to Exhibit A, and based on my knowledge or belief, 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.

08/14/2024

/s/ Deirdre Philips, CFO

## Exhibit A

### Risks Related to Our Business – (Light Media -- also referred to as “LGMH” “We” “Us” “Our”)

**Cautionary Note Regarding Forward-Looking Statements:** This report contains statements, which may constitute "forward-looking statements" within the meaning of the Securities Act of 1933 and the Securities Exchange Act of 1934, as amended by the Private Securities Litigation Reform Act of 1995. Those statements include statements regarding the intent, belief or current expectations of Light Media (OTC: “LGMH”) and members of its management as well as the assumptions on which such statements are based. Prospective investors are cautioned that any such forward-looking statements are not guarantees of future performance and involve risks and uncertainties, and that actual results may differ materially from those contemplated by such forward-looking statements.

Competition could reduce our market share and decrease our revenue.

The market for our services has been extremely competitive. Many companies offer products and services like ours, and many of these companies have a substantial presence in this market. In addition, many of these companies are larger than we are and have substantially greater financial, distribution and marketing resources than we do. We therefore may not be able to compete successfully in this market. If we do not succeed in competing with these companies, we will lose customers and our revenue will be substantially reduced.

We may not be able to hire and retain the personnel we need to sustain our business.

We depend on the continued services of our executive officers and other key personnel. We need to attract and retain highly-skilled technical and managerial personnel for whom there is intense competition. If we are unable to attract and retain qualified technical and managerial personnel, we may never achieve profitability.

If our customers do not perceive our service to be effective or of high quality, our brand and name recognition would suffer.

We believe that establishing and maintaining a brand and name recognition is critical for attracting and expanding our targeted market. We also believe that the importance of reputation and name recognition will increase as competition in our market increases. Promotion and enhancement of our name will depend on the effectiveness of our marketing and advertising efforts and on our success in continuing to provide high-quality products and services, neither of which can be assured. If our customers do not perceive our service to be effective or of high quality, our brand and name recognition would suffer.

We may not be able to obtain sufficient funds to grow our business.

We intend to continue to grow our business. Due to the nature of our industry, our future capital needs are difficult to predict. Therefore, we may require additional capital after this offering to fund any of the following:

- unanticipated opportunities.
- strategic alliances.
- potential acquisitions.
- changing business conditions; and
- unanticipated competitive pressures.

Obtaining additional financing will be subject to a number of factors, including market conditions, our operating performance and investor sentiment. These factors may make the timing, amount, terms and conditions of additional financings unattractive to us. If we are unable to raise additional capital, our growth could be impeded.

Unauthorized use of our intellectual property by third parties may damage our brand.

We regard our copyrights, service marks, trademarks, trade secrets and other intellectual property as critical to our success. We rely on trademark and copyright law, trade secret protection and confidentiality agreements with our employees, customers, partners and others to protect our intellectual property rights. Despite our precautions, it may be possible for third parties to obtain and use our intellectual property without authorization. Furthermore, the laws of some foreign countries may not protect intellectual property rights to the same extent as do the laws of the United States. It may

be difficult for us to enforce certain of our intellectual property rights against third parties who may have acquired intellectual property rights by filing unauthorized applications in foreign countries to register the marks that we use because of their familiarity with our worldwide operations. Since Internet related industries such as ours are exposed to the intellectual property laws of numerous foreign countries and trademark rights are territorial, there is uncertainty in the enforceability and scope of protection of our intellectual property. The unauthorized use of our intellectual property by third parties may damage our brand.

Defending against intellectual property infringement claims could be expensive and could disrupt our business.

We cannot be certain that our products and services do not or will not infringe upon valid patents, trademarks, copyrights or other intellectual property rights held or claimed by third parties. We may be subject to legal proceedings and claims from time to time relating to the intellectual property of others in the ordinary course of our business. We may incur substantial expenses in defending against these third-party infringement claims, regardless of their merit. Successful infringement claims against us may result in substantial monetary liability or may materially disrupt the conduct of our business.

Competition could reduce our market share and decrease our revenue.

The market for is extremely competitive. Many companies offer products and services like ours, and some of these companies have a superior presence in the markets we serve. In addition, many of these companies are larger than we are and have substantially greater financial, distribution and marketing resources than we do. We may not be able to compete successfully with these companies. If we do not succeed in competing with these companies, we will lose customers and our revenue will be substantially reduced, and our business, financial condition and results of operations may be materially and adversely affected.

We may not be able to keep pace with rapid technological changes in the communications industry.

Our industry is subject to rapid technological change. We cannot predict the effect of technological changes on our business. We expect that new services and technologies will emerge in the market in which we compete. These new services and technologies may be superior to the services and technologies that we use, or these new services may render our services and technologies obsolete. To be successful, we must adapt to our rapidly changing market by continually improving and expanding the scope of services we offer and by developing new services and technologies to meet customer needs. Our success will depend, in part, on our ability to respond to technological advances and emerging industry standards on a cost-effective and timely basis. If we are unable to do so, our business, financial condition and results of operations may be materially and adversely affected.

## Exhibit B

### Notes to Financial Statements For The Annual-period Ending June 30, 2024

This summary of significant accounting principles of Light Media Holdings, Inc. is presented to assist in understanding the Company's financial statements. These accounting policies consistently conform to generally accepted accounting principles.

1. Accounting Basis: These financial statements have been prepared in accordance with generally accepted accounting principles.
2. Dividends: The Company has not adopted a policy regarding the payment of dividends. In lieu of dividends, the Company has repurchased over 460,000 common shares, and still will repurchase shares at opportunistic times.
3. Cash and Cash Equivalents: All highly liquid investments with original maturities of three months or less at the date of acquisition are considered cash equivalents. These investments primarily consist of money market funds and commercial paper. The Company continues to seek opportunities to minimize costs and maximize revenues through sales initiatives so as to improve its cash position.
4. Revenue: The Company's revenues are derived from media sales through distributors. The company recognizes income on the cash receipts when earned. Prior to Covid-19, the Company experienced rapid sales growth, but this was limited post-Covid-19 and the Company has experienced revenue growth in 2024 and is anticipating some revenue growth opportunities in 2024 up to the election cycle. The Company has entered into an Agreement to merge with Veri Holdings, Inc.
5. Accounts Receivable: The Company records revenues when earned. Due to the nature of the business distributors retain a reserve of funds to offset distribution expenses. The net of these funds are returned to the company. The reserves are retained to offset expense is recorded as expense to the company in the period incurred.
6. Credit Risk: Financial Instruments that potentially subject the company to concentrations of credit risk consist principally of cash accounts in financial institutions, which may from time to time exceed the Federal depository insurance coverage limit. The company has no credit risk.
7. Property and Equipment: Property and equipment is stated at cost, less accumulated depreciation, and amortization. Depreciation and amortization computed using straight-line method over the estimated useful lives of the assets. When the assets are retired or otherwise disposed of, the cost and related depreciation are removed, and any gain or loss is reflected in the results of operations. Maintenance and repair expenditures are charged to operations as incurred.
8. Stockholder's Equity: In accordance with SFAS 123, the issuance of stock as payment for services was recorded as an increase in equity and a current year expense.
9. General and Administrative Expenses: General and administrative expenses consist of primarily occupancy expenses, professional fees, office expense, travel, and advertising. Following this offering, we will incur additional general and administrative expenses related to operating as a public company, such as increased legal and accounting fees, personnel and benefit expenses, and investor relation costs. The Company continues to prudently manage its overhead expenses and will continue to maintain cost-discipline through and beyond Covid-19 recovery period. Higher expenses are centered on Cov-19 adverse impact on operations, as well as inflationary pressures impacting all businesses and consumers worldwide.
10. Income Taxes: Under the Tax Reformed Act of 1986, the benefits from net operating losses carried forward may be impaired or limited in certain circumstances. The company makes no provisions for such benefits and reports only the actual income tax expense in the income statement.
11. Advertising Costs: Advertising cost is expensed as incurred.

**Light Media Holdings, Inc.**  
**Balance Sheet**  
**as of June 30, 2024**  
**UNAUDITED**

ASSETS	2ND QTR '24	1ST QTR '24
<b>Current Assets</b>		
Cash	11,383	20,493
Prepaid Expense	-	-
<b>Total Current Assets</b>	<u>11,383</u>	<u>20,493</u>
<b>Fixed Assets</b>		
Equipment	15,095	15,095
Accumulated Depreciation	(8,546)	(8,056)
<b>Total Fixed Assets</b>	<u>6,549</u>	<u>7,039</u>
<b>Other Assets</b>		
Media Investment	17,000	74,121
Media and Entertainment Portfolio	-	57,975
<b>Total Other Assets</b>	<u>-</u>	<u>132,096</u>
<b>TOTAL ASSETS</b>	<u><u>34,931</u></u>	<u><u>159,628</u></u>
<b>LIABILITIES &amp; EQUITY</b>		
<b>Liabilities</b>		
<b>Current Liabilities</b>		
Accounts Payable	1,457	498
<b>Total Current Liabilities</b>	1,457	498
<b>Long Term Liabilities</b>	-	4,219
<b>Total Long Term Liabilities</b>	<u>-</u>	<u>4,219</u>
<b>Total Liabilities</b>	1,457	4,717
<b>Equity</b>		
Opening Bal Equity	5,161	5,161
Stockholder's Equity	5,647	5,647
Additional Paid in Capital	2,269,057	2,269,057
Shares Outstanding	55,600,200	
Investment in Invaluable Media		33,000
Retained Earnings	(1,934,982)	(1,934,982)
Net Income	(311,495)	(222,976)
<b>Total Equity</b>	<u>33,388</u>	<u>154,907</u>
<b>TOTAL LIABILITIES &amp; EQUITY</b>	<u><u>34,931</u></u>	<u><u>159,628</u></u>

**Light Media Holdings, Inc.**  
**Income Statement**  
**as of June 30, 2024**  
**UNAUDITED**

	<b>June 30, 2024</b>	<b>March 31, 2024</b>
<b>Sales</b>	29,257	38,521
<b>Cost of Goods Sold</b>	4,681	3,061
<b>Gross Profit</b>	<u>24,576</u>	<u>35,460</u>
<b>Communications/IT</b>	3,709	4,155
<b>Office Expense</b>	1,862	3,096
<b>Professional Fees</b>	400	750
<b>Depreciation</b>	490	490
<b>Media Expense</b>	5,761	6,270
<b>Radio Expense</b>	17,759	22,992
<b>Selling Expense</b>	5,154	5,016
<b>Operating Expenses</b>	35,135	42,769
<b>Income (Loss) before income taxes</b>	(10,559)	(7,309)
<b>Income Taxes</b>	<u>          </u>	<u>          </u>
<b>Net Ordinary Income (Loss)</b>	(10,559)	(7,309)
<b>Other Income (Loss)</b>		
<b>Debt Forgiveness Income</b>	4,136	-
<b>Gain (Loss) on Investment</b>	(115,096)	<u>          </u>
<b>Total Other Income(Loss)</b>	(110,960)	-
<b>Net Income</b>	<u>(121,519)</u>	<u>(7,309)</u>

**Light Media Holdings, Inc.**  
**Statement of Cash Flows**  
**as of June 30, 2024**  
**UNAUDITED**

	2ND QTR '24	1ST QTR '24
<b>Operating Activities</b>		
Net Income	(121,519)	(7,309)
<b>Adjustments to reconcile Net Income to net cash provided by operations:</b>		
Inventory	-	-
Prepaid Expense	-	-
Accounts Payable	959	474
<b>Net cash provided by Operating Activities</b>	<u>959</u>	<u>474</u>
<b>Investing Activities</b>		
Equipment	-	-
Land	-	-
Media Investment	57,121	-
Media & Entertainment Portfolio	57,975	-
Accumulated Depreciation	490	490
<b>Net cash provided by Investing Activities</b>	<u>115,586</u>	<u>490</u>
<b>Financing Activities</b>		
Short Term Liabilities	-	-
Long Term Liabilities	(4,136)	-
Investment in Invaluable Media	-	-
Common Stock Issued	-	-
Additional Paid In Capital	-	-
<b>Net cash provided by Financing Activities</b>	<u>(4,136)</u>	<u>-</u>
<b>Net Cash Increase (Decrease) for Period</b>	(9,110)	(6,345)
<b>Cash at beginning of period</b>	<u>20,493</u>	<u>26,838</u>
<b>Cash at end of period</b>	<u><u>11,383</u></u>	<u><u>20,493</u></u>



Light Media Holdings, Inc.  
Statement of Changes in Shareholders Equity  
as of June 30, 2024  
UNAUDITED

	Common Stock		Additional Paid In Capital	Investment Invaluable Media	Current Year Net Income/Loss	Opening Balance Equity	Retained Earnings	Total Stockholders Equity
	Number of Shares	Amount						
Balance December 31, 2023	55,600,200	\$ 5,647	\$ 2,269,049	\$ 33,000	\$ (444,392)	\$ 5,161	\$ (1,934,982)	\$ 162,216
Common Stock Issued								
Common Stock Acquired								
Dividends Declared on Common Stock								
Investment In Invaluable Media								
Comprehensive Income: Net Income/(Loss)					\$ (7,309)			\$ (7,309)
Balance March 31, 2024	55,600,200	\$ 5,647	\$ 2,269,049	\$ 33,000	\$ (451,701)	\$ 5,161	\$ (1,934,982)	\$ 154,907
Common Stock Issued								
Common Stock Acquired								
Dividends Declared on Common Stock								
Investment In Invaluable Media					\$ (33,000)			\$ (33,000)
Comprehensive Income: Net Income/(Loss)					\$ (88,519)			\$ (88,519)
Balance June 30, 2024	55,600,200	\$ 5,647	\$ 2,269,049	\$ -	\$ (547,529)	\$ 5,161	\$ (1,934,982)	\$ 33,388