

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

**LUMINAR MEDIA GROUP, INC.**

1450 NW 87TH AVE.  
Suite 210  
Miami, FL 33172  
305-283-9237  
[www.fortunco.com](http://www.fortunco.com)

**Quarterly Report**

**For the period ending June 30, 2024 (the “Reporting Period”)**

**Outstanding Shares**

The number of shares outstanding of our Common Stock was:

52,093,441 as of 06/30/2024

52,093,441 as of 12/31/2023

**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>1</sup> of the company has occurred over this reporting period:

Yes:  No:

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<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.

**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.

Luminar Media Group Inc.- From August 26, 2016- Present  
Golden Edge Entertainment Inc. – from February 13, 2016 to August 26, 2016  
Retail Spicy Gourmet, Inc.- December 30, 2010 to February 13, 2016

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):

Current State and Date of Incorporation or Registration: Delaware, 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 orders issued by the SEC 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:

On May 24, 2024, FortunCo LLC merged with a subsidiary of Luminar Media Group Inc. pursuant to an Agreement and Plan of Merger. Pursuant to the Agreement, the members of FortunCo LLC exchanged 100% of their membership interests in FortunCo for 38,000,000 (Thirty Eight Million) shares of Luminar Media Group Common Stock. Simultaneously, the holders of 38,000,000 (Thirty Eight Million) shares of Luminar Media Group Common Stock returned those shares to the Company in Exchange for 100% of the Membership Interests of Prestigious Brands LLC, Brand Vault LLC, and Attaché Wine & Spirits LLC.

As part of the transaction, Dan Boiangin and Conrad Alphonso resigned their positions as officers and directors of the Company and Robert Rico resigned as CEO. Yoel Damas was appointed as sole director and CEO.

Additionally, PPD Legacy LLC purchased all of the existing issued and outstanding shares of Series A Preferred Stock from the holders of the Series A Preferred Stock in a private transaction.

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

1450 NW 87TH AVE., Suite 210, Miami, FL 33172

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

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

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

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

## 2) Security Information

### **Transfer Agent**

Name: Securities Transfer  
Corporation Phone: (469) 633-0101  
Email: JMCCURRY@stctransfer.com  
Address: 2901 N. Dallas Parkway, Suite 380, Plano, Texas 75093

### **Publicly Quoted or Traded Securities:**

*The goal of this section is to provide a clear understanding of the share information for its publicly quoted or traded equity securities. Use the fields below to provide the information, as applicable, for all outstanding classes of securities that are publicly traded/quoted.*

Trading symbol:	<u>LRGR</u>	
Exact title and class of securities outstanding:	<u>Common Stock</u>	
CUSIP:	<u>550236206</u>	
Par or stated value:	<u>\$0.0001</u>	
Total shares authorized:	<u>500,000,000</u>	as of date: <u>06/30/2024</u>
Total shares outstanding:	<u>52,093,441</u>	as of date: <u>06/30/2024</u>
Total number of shareholders of record:	<u>50</u>	as of date: <u>06/30/2024</u>

All additional class(es) of publicly quoted or traded securities (if any): NONE

### **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:	<u>Series A Convertible Preferred Stock</u>	
CUSIP (if applicable):	<u>N/A</u>	
Par or stated value:	<u>\$0.0001</u>	
Total shares authorized:	<u>20,000</u>	as of date: <u>06/30/2024</u>
Total shares outstanding (if applicable):	<u>10,400</u>	as of date: <u>06/30/2024</u>
Total number of shareholders of record (if applicable):	<u>1</u>	as of date: <u>06/30/2024</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.**

Each share of common stock has the right to one vote per share on all matters voted on by the shareholders. The holders of common stock are entitled to receive dividends as declared by the Board of Directors out of funds legally available therefor. The holders of common stock have no preemptive or subscription rights and there are no redemption or sinking fund provisions applicable to the common stock.

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

The holders of the Series A Preferred Stock shall be entitled to any dividend that is payable to the holders of the Corporation's Common Stock on an as converted basis. On any matter presented to the shareholders of the Corporation for their action or consideration at any meeting of shareholders of the Corporation (or by written consent of shareholders in lieu of meeting), each holder of outstanding shares of Series A Preferred Stock shall be entitled to cast the number of votes equal to the number of whole shares of Common Stock into which the shares of Series A Preferred Stock held by such holder are convertible. Each share of Series A Preferred Stock is convertible, at the option of the holder thereof, at any time and from time to time, and without the payment of additional consideration by the holder thereof, into that number of fully paid and nonassessable shares of Common Stock (whether whole or fractional) equal to 0.1% of the total number of shares of Common Stock outstanding at the Conversion Time.

**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

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

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

Shares Outstanding as of Second Most Recent Fiscal Year End: <u>Opening Balance</u> Date <u>12/31/2020</u> Common: <u>44,789,368</u> Preferred: <u>0</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.
<u>04/02/2021</u>	<u>New Issuance</u>	<u>104,073</u>	<u>Common</u>	<u>\$0.062</u>	<u>Yes</u>	<u>Haynes Gallo Wealth Management Ltd. Richard Gallo</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>Sec. 1145 US Bankruptcy Code</u>
<u>2/15/2023</u>	<u>New Issuance</u>	<u>7,502</u>	<u>Series A Preferred</u>	<u>\$0.0001</u>	<u>No</u>	<u>Dan Boiangin</u>	<u>Share Exchange</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>2/15/2023</u>	<u>New Issuance</u>	<u>1,498</u>	<u>Series A Preferred</u>	<u>\$0.0001</u>	<u>No</u>	<u>Conrad Alfonso</u>	<u>Share Exchange</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>2/15/2023</u>	<u>New Issuance</u>	<u>1,000</u>	<u>Series A Preferred</u>	<u>\$0.0001</u>	<u>No</u>	<u>Robert Rico</u>	<u>Employment Agreement</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>3/14/2023</u>	<u>New Issuance</u>	<u>4,200,000</u>	<u>Common</u>	<u>\$0.01</u>	<u>Yes</u>	<u>Lance Quartieri</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>Rule 144</u>
<u>3/29/2023</u>	<u>Cancelation</u>	<u>(38,531,625)</u>	<u>Common</u>	<u>\$0.0001</u>	<u>No</u>	<u>Christopher Cook</u>	<u>Share Exchange</u>	<u>Restricted</u>	<u>N/A</u>
<u>3/29/2023</u>	<u>New Issuance</u>	<u>30,008,000</u>	<u>Common</u>	<u>\$0.0001</u>	<u>No</u>	<u>Dan Boiangin</u>	<u>Share Exchange</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>3/29/2023</u>	<u>New Issuance</u>	<u>1,000,000</u>	<u>Common</u>	<u>\$0.0001</u>	<u>No</u>	<u>CCCMK Investments (Conrad Alfonso)</u>	<u>Share Exchange</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>3/29/2023</u>	<u>New Issuance</u>	<u>6,992,000</u>	<u>Common</u>	<u>\$0.0001</u>	<u>No</u>	<u>Conrad Alfonso</u>	<u>Share Exchange</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>6/30/2023</u>	<u>New Issuance</u>	<u>1,000,000</u>	<u>Common</u>	<u>\$0.0001</u>	<u>No</u>	<u>Arin LLC (Adam Ringer)</u>	<u>Debt Conversion</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>9/30/2023</u>	<u>New Issuance</u>	<u>2,531,625</u>	<u>Common</u>	<u>\$0.0001</u>	<u>No</u>	<u>Christopher Cook</u>	<u>Share Exchange</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>10/1/2023</u>	<u>New Issuance</u>	<u>400</u>	<u>Series A Preferred</u>	<u>\$0.0001</u>	<u>No</u>	<u>Juan Sese</u>	<u>Share Exchange</u>	<u>Restricted</u>	<u>4(a)(2)</u>

Shares Outstanding on Date of This Report:	
	<u>Ending Balance:</u>
Date <u>06/30/2024</u>	Common: <u>52,093,441</u>
	Preferred: <u>10,400</u>

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

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

In conjunction with the change in control as set forth in Section 1, above, 38,000,000 shares of common stock were to be issued and 38,000,000 shares of common stock were to be canceled. As of the quarter end those issuances and cancelations had not yet been processed. However, there is no net change in the issued and outstanding common shares.

## 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.)
10/15/2020	\$87,454	\$86,459	\$994	09/30/2024	Convertible at \$0.01 per share	VS JJJ LLC Veronica Schneider	Loan
07/27/2015	\$30,494	\$30,147	\$347	09/30/2024	Convertible at \$0.01 per share	VS JJJ LLC Veronica Schneider	Loan
10/17/2020	\$50,632	\$50,000	\$632	09/30/2023	Convertible at \$0.01 per share	NAS Investing LTD Juan Carlos Palaez	Loan
01/11/2023	\$138,991	\$137,410	\$1,581	09/30/2024	Convertible at \$0.01 per share	VS JJJ LLC Veronica Schneider	Loan
01/11/2023	\$138,991	\$137,410	\$1,581	09/30/2024	Convertible at \$0.01 per share	Dicapiro LLC Luis E Herrera	Loan
06/30/2024	\$31,395	\$31,395	--	06/30/2025	N/A	Prada Law Firm PLLC Yoel Damas	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](http://www.otcmarkets.com)).

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

The Company through its FortunCo LLC and Fortun Advance LLC subsidiaries is a pioneering fintech company specializing in financial solutions that is dedicated to serving underserved communities, particularly Latino and minority-owned enterprises. Fortun leverages cutting-edge data analytics, proprietary processes, and digital technology to provide fast, efficient, and tailored financial services. Committed to transparency and responsibility, Fortun ensures that underserved customers and businesses have access to the capital and liquidity needed to thrive in today's market.

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

FortunCo LLC  
Fortun Advance LLC

C. Describe the issuers' principal products or services.

The Company provides financing to business through the purchase of their future receivables.

## 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. 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 issuer uses office space of its officers and directors at no charge.

## 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.*

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>Yoel Damas</u>	<u>President/Director</u>	<u>Miami, FL</u>	<u>10,400</u>	Series A Preferred	<u>100%</u>	
			<u>38,000,000</u>	Common Stock	<u>72.9%</u>	

**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: Jonathan D. Leinwand, P.A  
Address 1: 18305 Biscayne Blvd., Suite 200  
Address 2: Aventura, FL 33160  
Phone: 954-903-7856  
Email: jonathan@jdlpa.com

### Accountant or Auditor

Name:  
Firm: L&L CPA's LLC  
Address 1: 1000 S Pine Island Rd, Ste 210  
Address 2: Plantation, FL 33324  
Phone: (858) 229-5140  
Email: tluo@llcpas.net

### Investor Relations

Name: \_\_\_\_\_  
Firm: \_\_\_\_\_  
Address 1: \_\_\_\_\_  
Address 2: \_\_\_\_\_  
Phone: \_\_\_\_\_  
Email: \_\_\_\_\_

### *All other means of Investor Communication:*

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

### Other Service Providers

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

Name: \_\_\_\_\_  
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: Jonathan Leinwand  
Title: \_\_\_\_\_  
Relationship to Issuer: Attorney

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):

D. Name: Tracy Luo  
Title: L&L CPA's PA  
Relationship to Issuer: Outside accountants

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

Tracy Luo, CPA, holds a Master's degree in Economics and Finance from the University of North Carolina. Tracy has worked with publicly traded companies for over a decade

Provide the following qualifying financial statements:

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

### **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.

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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.

## 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, Yoel Damas

certify that:

1. I have reviewed this Disclosure Statement for Luminar Media Group, 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.

August 13, 2024 [Date]

/s/ Yoel Damas [President's Signature]

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

*Principal Financial Officer:*

I, Yoel Damas certify that:

1. I have reviewed this Disclosure Statement for Luminar Media Group, LLC;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

August 13, 2024 [Date]

/s/ Yoel Damas [CFO's Signature]

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

**Luminar Media Group, Inc. and Subsidiaries**  
**Consolidated Balance Sheets**  
**(Unaudited)**

	<u>June 30, 2024</u>	<u>December 31, 2023</u>
<b>ASSETS</b>		
<b>CURRENT ASSETS:</b>		
Cash and cash equivalents	\$ 159,199	\$ -
<b>TOTAL CURRENT ASSETS</b>	<u>159,199</u>	<u>-</u>
<b>NON-CURRENT ASSETS</b>		
Business Advances	75,792	-
<b>TOTAL NON-CURRENT ASSETS</b>	<u>75,792</u>	<u>-</u>
<b>TOTAL ASSETS</b>	<u>\$ 234,991</u>	<u>\$ -</u>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
<b>CURRENT LIABILITIES</b>		
Accrued liabilities	\$ 50,896	\$ -
Convertible notes	479,083	-
<b>TOTAL CURRENT LIABILITIES</b>	<u>529,979</u>	<u>-</u>
<b>TOTAL LIABILITIES</b>	<u>529,979</u>	<u>-</u>
<b>STOCKHOLDERS' EQUITY</b>		
Preferred stock: 20,000,000 shares authorized:		
Series A, 20,000,000 shares authorized, par value \$.0001, 10,400 and 10,400 shares issued and outstanding as of June 30, 2024 and December 31, 2023, respectively	\$ 1	\$ 1
Common stock: par value \$.0001, 500,000,000 shares authorized, 52,093,441 and 52,093,441 shares issued and outstanding as of June 30, 2024 and December 31, 2023, respectively	5,206	5,206
Additional paid in capital	250,200	-
Accumulated deficit	(540,545)	(5,207)
Non-controlling interest	(9,850)	-
<b>TOTAL STOCKHOLDERS' EQUITY</b>	<u>(294,988)</u>	<u>-</u>
<b>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY</b>	<u>\$ 234,991</u>	<u>\$ -</u>

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

\*Outstanding and issued shares retrospectively reflected the effect of recapitalization due to reverse acquisition

**Luminar Media Group, Inc. and Subsidiaries**  
**Consolidated Statements of Operations**  
**(Unaudited)**

	For the Six Months Ended June 30, 2024	For the Six Months Ended June 30, 2023
Revenue	\$ 28,282	\$ -
Cost of Revenue	24,035	-
Gross profit	4,247	-
Operating expenses:		
Selling, general and administrative	18,732	-
Salaries and wages	4,120	-
Total operating expenses	22,852	-
Income from operations	(18,605)	-
Other income (expenses):		
Interest expense, net	(57,957)	-
Total other income (expenses)	(57,957)	-
	-	-
Income (loss) from operations before income taxes	(76,562)	-
Provision for income taxes	-	-
Net income (loss)	\$ (76,562)	\$ -
Net income (loss) attributed to non-controlling interest	(9,850)	-
Net income (loss) attributed to Luminar Media Group	\$ (66,712)	\$ -
Basic net income (loss) per common share	\$ (0.0013)	\$ -
Diluted net income (loss) per common share	\$ (0.0013)	\$ -
Weighted average number of common shares outstanding - Basic	52,093,441	-
Weighted average number of common shares outstanding - Diluted	52,093,441	-

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

**Luminar Media Group, Inc. and Subsidiaries**  
**Consolidated Statements of Changes in Stockholders' Equity**  
**(Unaudited)**

	Preferred Stock		Common Stock		Treasury Stock		Additional	Retained	Non-	Total
	A						Paid-in	Earnings	controlling	Stockholders'
	Shares	Amount	Shares	Amount	Shares	Amount	Capital	(Deficit)	Interest	Equity
<b>Balance, December 31, 2022</b>	<b>10,400</b>	<b>\$ 1</b>	<b>52,093,441</b>	<b>\$5,206</b>	-	\$ -	\$ -	\$ (5,207)	\$ -	-
Net income	-	-	-	-	-	\$ -	-	-	-	-
<b>Balance, December 31, 2023</b>	<b>10,400</b>	<b>\$ 1</b>	<b>52,093,441</b>	<b>\$5,206</b>	-	\$ -	\$ -	\$ (5,207)	\$ -	-
Purchase of shares from subsidiaries split-off	-	\$ -	-	\$ -	(38,000,000)	(3,800)	3,800	\$ -	\$ -	-
Treasury stock reissuance in reverse acquisition	-	\$ -	-	\$ -	38,000,000	3,800	(3,800)	-	\$ -	-
Effect of reverse recapitalization, net of costs	-	\$ -	-	\$ -	-	\$ -	-	(468,627)	-	(468,627)
Capital injection	--	\$ -	-	\$ -	-	\$ -	250,200	-	-	250,200
Non-controlling interest	-	\$ -	-	\$ -	-	\$ -	-	-	(9,850)	(9,850)
Net loss	-	\$ -	-	\$ -	-	\$ -	-	(66,711)	-	(66,711)
<b>Balance, June 30, 2024</b>	<b>10,400</b>	<b>\$ 1</b>	<b>52,093,441</b>	<b>\$5,206</b>	-	\$ -	\$ 250,200	\$ (540,545)	\$ (9,850)	\$ (294,988)

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

\* Outstanding and issued shares retrospectively reflected the effect of recapitalization due to reverse acquisition

**Luminar Media Group, Inc. and Subsidiaries**  
**Consolidated Statements of Cash Flows**  
**(Unaudited)**

	For the Six Months Ended June 30, 2024	For the Six Months Ended June 30, 2023
<b>Cash flows from operating activities:</b>		
Net Income (loss)	\$ (76,562)	\$ -
Adjustments to reconcile net loss to net cash used in operating activities:		
Changes in operating assets and liabilities:		
Business Advances	(75,792)	-
Notes payable interest recognized	49,820	-
Accrual liabilities	5,138	-
Net cash provided by (used in) operating activities	(97,396)	-
<b>Cash flows from financing activities:</b>		
Repayment of Convertible notes	(25,000)	-
Proceeds from Convertible notes	31,395	-
Capital injection	250,200	-
Net cash provided by financing activities	256,595	-
Net change in cash	159,199	-
Cash and cash equivalents, beginning of period	-	-
Cash and cash equivalents, end of period	<u>\$ 159,199</u>	<u>\$ -</u>
<b>SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:</b>		
Cash paid for interest	<u>-</u>	<u>-</u>
Cash paid for taxes	<u>-</u>	<u>-</u>
Principal and interest converted on convertible note payable	<u>-</u>	<u>-</u>
<b>NON-CASH INVESTING AND FINANCING ACTIVITIES</b>		
Repurchase of treasury stock	<u>\$ 3,800</u>	<u>\$ -</u>
Net assets acquired in business acquisition	<u>\$ (468,627)</u>	<u>\$ -</u>

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

## **LUMINAR MEDIA GROUP, INC.**

### **Notes to the Financial Statements (unaudited)**

#### **For the Quarter ended June 30, 2024**

##### **NOTE 1. ORGANIZATION AND NATURE OF BUSINESS**

Luminar Media Group, Inc. (“the Issuer” or “Luminar”) was organized under the name Retail Spicy Gourmet, Inc. under the laws of the State of Delaware on December 30, 2010. The name was changed to Golden Edge Entertainment, Inc. on February 26, 2013, and to Luminar Media Group Inc. on August 26, 2016. Luminar was established as part of the Chapter 11 reorganization of Spicy Gourmet Organics, Inc. (“SGO”). Under SGO’s Plan of Reorganization, as confirmed by the U.S. Bankruptcy Court for the Central District of California, Luminar was incorporated to: (1) receive and hold any interest which SGO had in the business of retail sales of imported spices; and (2) issue shares of its common stock to SGO’s general unsecured creditors, to its administrative creditors, and to its shareholder. Luminar incorporated its 100% owned subsidiary, Big Data Media, LLC., (“BDM”) under the laws of the State of Delaware on June 1, 2016.

On January 24, 2023, Luminar acquired Prestigious Distribution, LLC, Brand Vault, LLC, and Attache Wine & Spirits, LLC in a cash and stock transaction. Pursuant to the Agreement and Plan of Merger and Reorganization resulted in the issuance of 38,000,000 shares of Common Stock of Luminar and 9,000 preferred shares of Series A Preferred Stock to the members of the companies acquired, resulting in a change in control of Luminar. Concurrently, Luminar cancelled 38,531,625 shares of its Common Stock that were returned by Christopher Cook, Luminar’s prior President and Chief Executive Officer, in exchange for the ownership of Luminar’s Big Data Media subsidiary.

The issuance of shares of our Common Stock to holders of Prestigious Distribution, LLC, Brand Vault, LLC, and Attache Wine & Spirits, LLC’s member units in connection with the Agreement and Plan of Merger and Reorganization was not registered under the Securities Act, in reliance upon the exemption from registration provided by Section 4(2) of the Securities Act, which exempts transactions by an issuer not involving any public offering, and Regulation D and/or Regulation S promulgated by the SEC under that section. The Common Shares issued to Prestigious Distribution, LLC, Brand Vault, LLC, and Attache Wine & Spirits, LLC’s members will be deemed restricted securities under the SEC’s rules and regulations and will be sellable under the SEC’s Rule 144.

##### ***Split off***

On May 24, 2024, Luminar has entered into an agreement with Dan Boiangin, Conrad Alfonso and CMMK Investments LLC to sell Prestigious Distributors LLC, Brand Vault LLC, and Attache Wine & Spirits LLC in exchange for the return of a total of 38,000,000 shares of the currently issued and outstanding common shares of Luminar (see Note 9).

##### ***Reverse Recapitalization***

On May 24, 2024, Luminar was merged with Fortunco, LLC (“Fortunco”) and the merger has been accounted for as Reverse Recapitalization (see Note 10). Fortunco, LLC, incorporated on May 4, 2024, as a Florida limited liability company, is a pioneering fintech company serving underserved communities, especially Latino and minority-owned enterprises, with tailored financial services. Fortun Advance, LLC (“Fortun Advance”) was incorporated on May 4, 2024. Fortunco, LLC holds 51% of Fortun Advance’s capital interests, while other third-party investor holds the remaining 49%.



## **NOTE 2. LIQUIDITY AND GOING CONCERN**

The Company sustained an accumulated deficit as of June 30, 2024 in the amount of \$513,416. The Company's continuation as a going concern is dependent on its ability to generate sufficient cash flows from operations to meet its obligations and/or obtain additional financing, as may be required.

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern; however, the above condition raises substantial doubt about the Company's ability to do so. The financial statements do not include any adjustments to reflect the possible future effects on the recoverability and classification of assets or the amounts and classifications of liabilities that may result should the Company be unable to continue as a going concern.

## **NOTE 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

**Basis of Consolidation and Presentation** - On May 24, 2024, Luminar and Fortunco completed a reverse recapitalization resulting in Luminar issuing 38,000,000 shares in exchange of 100% of Fortunco membership interests. Fortunco's business became the primary business of Luminar and acquired approximately 73% of Luminar. The former shareholders of Fortunco became controlling shareholders of Luminar. The acquisition was affected pursuant to the terms of a Share Exchange and Reorganization Agreement, which was executed on May 24, 2024. For accounting purposes Fortunco was the acquirer and Luminar was the acquiree company. Therefore, the financial statements are presented using the historical financial statements of Fortunco. The combined Luminar and Fortunco are collectively referred to as the Company.

The accompanying consolidated financial statements have been prepared in accordance with generally accepted accounting principles ("GAAP") as promulgated in the United States of America. All adjustments considered necessary for a fair presentation of financial position, results of operations and cash flows as of June 30, 2024 have been included. The Company's financial statements are prepared using the accrual basis of accounting in accordance with US GAAP and the Company's functional and reporting currency is the United States dollar.

### **Principles of consolidation**

The consolidated financial statements include the financial statements of the Company and its subsidiaries. All significant intercompany transactions and balances between the Company and its subsidiaries are eliminated upon consolidation.

### **Use of Estimates**

The preparation of consolidated financial statements in conformity with GAAP 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 consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Significant items subject to such estimates and assumptions include, but are not limited to, the fair value of convertible loans, the measurement of deferred tax assets, and fair values of financial instruments (including measurement of credit or impairment losses). On an ongoing basis, management evaluates these estimates and assumptions; however, actual results could materially differ from these estimates.

### **Cash and Cash Equivalents**

Cash and cash equivalents include all short-term highly liquid investments that are readily convertible to known amounts of cash and have original maturities of three months or less from the date of purchase. As of June 30, 2024, and December 31, 2023, the Company had cash of \$159,199 and nil, respectively, maintained in U.S. bank accounts, of which all U.S. bank account balances were below the \$250,000 FDIC coverage limit.

## **Restricted Cash**

The Company did not have any restricted cash balances, deposits held as compensating balances or cash segregated in compliance with federal or other regulations as of June 30, 2024, and December 31, 2023.

## **Merchant Cash Advances, net**

In accordance with Accounting Standards Update No. 2016-13 “Financial Instruments—Credit Losses” (“ASC 326”), the Company measures its allowance for credit losses using an expected credit loss model that reflects the Company’s current estimate of expected credit losses inherent in the merchant cash advances balance. In determining the expected credit losses, the Company considers its historical loss experience, the aging of the balance, current economic and business conditions, and anticipated future economic events that may impact collectability. As of June 30, 2024, the Company reserved an amount equal to 15% of the outstanding merchant cash advance balance at period end. The Company reviews its allowance for credit losses periodically and, as needed, amounts are written-off when determined to be uncollectible. As of June 30, 2024, and December 31, 2023, amount to \$16,196 and nil of allowance for credit losses was recognized. These expenses are included in merchant cash advances allowance on the accompanying consolidated statements of operations. During the six-month period ended June 30, 2024, no allowances were written off.

## **Concentration of Credit Risk**

Financial instruments that potentially subject the Company to concentrations of credit risk consist principally of cash and cash equivalents. The Company places its cash with high quality banking institutions. From time to time, the Company may maintain cash balances at certain institutions in excess of the Federal OTC Deposit Insurance Corporation limit. The Company has not incurred any loss from this risk.

## **Fair Value of Financial Instruments**

The Company follows guidance for accounting for fair value measurements of financial assets and financial liabilities and for fair value measurements of nonfinancial items that are recognized or disclosed at fair value in the financial statements on a recurring basis. Additionally, the Company adopted guidance for fair value measurement related to nonfinancial items that are recognized and disclosed at fair value in the financial statements on a nonrecurring basis. The guidance establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to measurements involving significant unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are as follows:

Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the Company has the ability to access at the measurement date.

Level 2 inputs are inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3 inputs are unobservable inputs for the asset or liability.

The Company monitors the market conditions and evaluates the fair value hierarchy levels at least quarterly. For any transfers in and out of the levels of the fair value hierarchy, the Company elects to disclose the fair value measurement at the beginning of the reporting period during which the transfer occurred.

The Company’s financial instruments consist of cash, merchant cash advances, accrued liabilities, convertible notes and notes payable. The estimated fair values of cash, merchant cash advances, accrued liabilities, convertible notes and notes payable approximate their carrying amount due to the short-term maturity of these instruments.

## **Embedded Conversion Features**

The Company evaluates embedded conversion features within convertible debt under ASC 815 “Derivatives and Hedging” to determine whether the embedded conversion feature(s) should be bifurcated from the host instrument and accounted for as a derivative at fair value with changes in fair value recorded in earnings. If the conversion feature does not require derivative treatment under ASC 815, the instrument is evaluated under ASC 470-20 “Debt with Conversion and Other Options” for consideration of any beneficial conversion feature.

## **Derivative Financial Instruments**

The Company evaluates all its agreements to determine if such instruments have derivatives or contain features that qualify as embedded derivatives. For derivative financial instruments that are accounted for as liabilities, the derivative instrument is initially recorded at its fair value and is then re-valued at each reporting date, with changes in the fair value reported in the statements of operations. For stock-based derivative financial instruments, the Company uses the Black-Scholes option pricing model to value the derivative instruments at inception and on subsequent valuation dates. The classification of derivative instruments, including whether such instruments should be recorded as liabilities or as equity, is evaluated at the end of each reporting period. Derivative instrument liabilities are classified in the balance sheet as current or non-current based on whether or not net-cash settlement of the derivative instrument could be required within twelve months of the balance sheet date. As of June 30, 2024 and December 31, 2023, the Company had no derivative financial instruments associated with its convertible notes.

## **Revenue Recognition**

In May 2014, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) 2014-09, “Revenue from Contracts with Customers,” which creates ASC 606, “Revenue from Contracts with Customers,” and supersedes the revenue recognition requirements in Accounting Standards Codification (“ASC”) 605, “Revenue Recognition” and most industry-specific guidance throughout the ASC. ASU 2014-09 establishes principles for recognizing revenue upon the transfer of promised goods or services to customers, in an amount that reflects the expected consideration received in exchange for those goods or services. The Company completed the assessment of the impact of the ASC 606 and determined that the Company recognizes revenue in accordance with ASC 860, Transfers and Servicing, which is explicitly excluded from the scope of ASC 606, provides comprehensive guidance to assist a transferor of financial assets to account for transactions that involve a transfer of a recognized financial asset or an interest therein. The Company participates in the servicing of purchasing future receivable from the clients and collecting future receipts from them, “Revenue based financing” only goes to third party upon default. which in accordance with ASC 860 for transfers and servicing assets and servicing liabilities which include servicing of mortgage loans, credit card receivables, or other financial assets commonly includes, but is not limited to, activities such as collecting principal, interest, and escrow payments from borrowers, monitoring delinquencies, reemitting fees to guarantors, trustees, and others providing services, accounting for and remitting principal and interest payments to the holders of beneficial interests or participating interests in the financial assets, as well as other criteria.

For the six-month period ended June 30, 2024 and June 30, 2023, the Company earned \$25,847 and nil in revenues, respectively.

When a merchant cash advance is purchased, the Company records a merchant cash advance participation receivable for the purchase price.

At the time the Company participates in a merchant cash advance, the Company records a deferred revenue liability, which is the total future receivable due to the Company less the principal amount of the merchant cash advance. Revenue is recognized and the deferred liability is reduced over the term of the merchant cash advance.

## **Income taxes**

Income taxes are provided in accordance with the ASC 740 “Income Tax” FASB Accounting Standards Classification. A deferred tax asset or liability is recorded for all temporary differences between financial and tax reporting and net operating loss carry forwards. Deferred tax expense (benefit) results from the net change during the year of deferred tax assets and liabilities. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion or all of the deferred tax assets will not be realized. Deferred tax assets and liabilities are adjusted for the effects of changes in tax laws and rates on the date of enactment.

## **Earnings per share**

The Company computes net loss per share in accordance with the FASB Accounting Standards Codification (“ASC”). The ASC 260 “Earnings Per Share” specifies the computation, presentation and disclosure requirements for loss per share for entities with publicly held common stock.

Basic net loss per share amounts is computed by dividing the net loss by the weighted average number of common shares outstanding.

## **Segment reporting**

The Company operates as one segment, in which management uses one measure of profitability, and all of the Company’s assets are located in the United States of America. The Company does not operate separate lines of business or separate business entities with respect to any of its product candidates. Accordingly, the Company does not have separately reportable segments.

## **New Accounting Pronouncements**

In November 2023, the Financial Accounting Standards Board (“FASB”) issued ASU No. 2023-07, Improvements to Reportable Segment Disclosures (Topic 280). This ASU updates reportable segment disclosure requirements by requiring disclosures of significant reportable segment expenses that are regularly provided to the Chief Operating Decision Maker (“CODM”) and included within each reported measure of a segment's profit or loss. This ASU also requires disclosure of the title and position of the individual identified as the CODM and an explanation of how the CODM uses the reported measures of a segment’s profit or loss in assessing segment performance and deciding how to allocate resources. The ASU is effective for annual periods beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024. Adoption of the ASU should be applied retrospectively to all prior periods presented in the financial statements. Early adoption is also permitted. This ASU will likely result in us including the additional required disclosures when adopted. We are currently evaluating the provisions of this ASU and expect to adopt them for the year ending December 31, 2024.

In December 2023, the FASB issued ASU No. 2023-09, Improvements to Income Tax Disclosures (Topic 740). The ASU requires disaggregated information about a reporting entity’s effective tax rate reconciliation as well as additional information on income taxes paid. The ASU is effective on a prospective basis for annual periods beginning after December 15, 2024. Early adoption is also permitted for annual financial statements that have not yet been issued or made available for issuance. This ASU will result in the required additional disclosures being included in our consolidated financial statements, once adopted.

From time to time, new accounting pronouncements are issued by the FASB or other standard setting bodies that are adopted by the Company as of the specified effective date. Unless otherwise discussed, the Company believes that the effect of recently issued standards that are not yet effective will not have a material effect on its consolidated financial position or results of operations upon adoption.

#### NOTE 4. ACCRUED EXPENSES

As of June 30, 2024 and December 31, 2023, the Company's accrued liabilities amount to \$5,136 and nil, respectively, which are primarily comprised of outstanding accrued interest payables. These liabilities represent amounts owed for business expenses incurred on company credit cards that are due for payment and accrued interests from outstanding notes payables.

		June 30, 2024	December 31, 2023
Accrued expenses-Accrued interests	\$	5,136	\$ -
Total	\$	5,136	\$ -

#### NOTE 5. CONVERTIBLE NOTES PAYABLE

On January 11, 2022, the Company entered into a Promissory Note in the amount of \$225,000. The Note bears interest at a rate of 18% per annum and the entire principal, together with accrued interest, are payable on or before November 21, 2023. All or a portion of the Note's principal may be prepaid without penalty. As collateral for the Note and all accrued interest, and pursuant to the Pledge Agreement under this Promissory Note, Dan Boiangin, Conrad Alfonso, and Robert Rico, collectively known as "Pledgers", have pledged 9,500 shares of Series A Preferred Stock of the Company, owned collectively by them. For each payment of Principal, 500 shares of the Series A Preferred Stock shall be released from the Pledge Agreement and returned to the Pledgers pro rata.

On May 20, 2024, the Company entered into a Share Pledge Release Agreement with Pledgers and ADL Investments LLC ("Seller"), a Delaware limited liability company ("Pledgee"). The Pledgers and Pledgee decide to terminate the Pledge Agreement and release all of the Collateral thereunder.

On May 20, 2024, the Seller sold, assigned, transferred and conveyed all of Seller's right, title and interest in and to a portion of the Note to Dicaprio, LLC ("Purchaser"), in exchange for a total cash payment of \$137,410 made by Purchaser to Seller.

On May 20, 2024, the Company entered into an amended and restated convertible debenture with Dicaprio LLC for a principal amount of \$137,410, maturing on September 30, 2024. The debenture carries an annual interest rate of 10%, with interest payable either in cash or, at the Holder's option, in shares of the Company's common stock at a conversion price of \$0.01 per share. The Holder has the right to convert the principal and any accrued interest into the Company's common stock at any time before maturity. The conversion rights are subject to adjustments for corporate actions like stock splits and are limited to prevent the Holder from exceeding a 4.999% or 9.999% ownership threshold, depending on the Company's reporting status. In the event of default, including non-payment or breach of covenants, the Holder may demand immediate repayment. The Company has reserved sufficient shares to cover the full conversion of this debenture.

On May 20, 2024, the Seller sold, assigned, transferred and conveyed all of Seller's right, title and interest in and to a portion of the Note to VS JJJ, LLC ("Purchaser"), in exchange for a total cash payment of \$137,410 made by Purchaser to Seller.

On May 20, 2024, the Company entered into an amended and restated convertible debenture with VS JJJ LLC for a principal amount of \$137,410, maturing on September 30, 2024. The debenture carries an annual interest rate of 10%, with interest payable either in cash or, at the Holder's option, in shares of the Company's common stock at a conversion price of \$0.01 per share. The Holder has the right to convert the principal and any accrued interest into the Company's common stock at any time before maturity. The conversion rights are subject to adjustments for corporate actions like stock splits and are limited to prevent the Holder from exceeding a 4.999% or 9.999% ownership threshold, depending on the Company's reporting status. In the event of default, including non-payment

or breach of covenants, the Holder may demand immediate repayment. The Company has reserved sufficient shares to cover the full conversion of this debenture.

On June 30, 2023, the Company secured a convertible loan in the amount of \$25,000. The loan is payable in one year and bears interest at 12% per annum. The entire principal amount is due and payable at maturity. The Holder can convert the accrued interest into shares of the Company's common stock at \$0.0001 par value per share. The promissory note principal amount of \$25,000 and accrued interest amount of \$3,000 were repaid in a total sum of \$28,000 on June 20, 2024.

On May 20, 2024, the Company entered into an amended and restated convertible debenture with VS JJJ LLC for a principal amount of \$30,147, maturing on September 30, 2024. The debenture carries an annual interest rate of 10%, with interest payable either in cash or, at the Holder's option, in shares of the Company's common stock at a conversion price of \$0.01 per share. The Holder has the right to convert the principal and any accrued interest into the Company's common stock at any time before maturity. The conversion rights are subject to adjustments for corporate actions like stock splits and are limited to prevent the Holder from exceeding a 4.999% or 9.999% ownership threshold, depending on the Company's reporting status. In the event of default, including non-payment or breach of covenants, the Holder may demand immediate repayment. The Company has reserved sufficient shares to cover the full conversion of this debenture.

On May 20, 2024, the Company entered into an amended and restated convertible debenture with VS JJJ LLC for a principal amount of \$86,460, maturing on September 30, 2024. The debenture carries an annual interest rate of 10%, with interest payable either in cash or, at the Holder's option, in shares of the Company's common stock at a conversion price of \$0.01 per share. The Holder has the right to convert the principal and any accrued interest into the Company's common stock at any time before maturity. The conversion rights are subject to adjustments for corporate actions like stock splits and are limited to prevent the Holder from exceeding a 4.999% or 9.999% ownership threshold, depending on the Company's reporting status. In the event of default, including non-payment or breach of covenants, the Holder may demand immediate repayment. The Company has reserved enough shares to cover the full conversion of this debenture.

On May 21, 2024, the Company entered into an amended and restated convertible debenture with NAS Investing Ltd for a principal amount of \$56,260, maturing on September 30, 2024. The debenture accrues interest at 10% per annum, payable either in cash or, at the Holder's option, in shares of the Company's common stock at a conversion price of \$0.01 per share. The debenture provides the Holder with the right to convert the outstanding principal and accrued interest into common stock of the Company at any time before maturity. Conversion rights are subject to adjustment in case of corporate actions such as mergers or stock splits. Additionally, the conversion is limited to prevent the Holder from exceeding 4.999% or 9.999% ownership of the Company's outstanding shares, depending on the Company's reporting status. In case of default, including non-payment or breach of covenants, the Holder may demand immediate payment of the outstanding amounts. The Company has reserved sufficient shares to cover the full conversion of this debenture.

#### Convertible Debt Summary

Debt Type	Debt Classification		Interest Rate	Due Date	Ending	
	CT	LT			June 30, 2024	December 31, 2023
A Convertible	X		10.0%	September 30, 2024	137,410	-
B Convertible	X		10.0%	September 30, 2024	137,410	-
C Convertible	X		10.0%	September 30, 2024	86,460	-
D Convertible	X		10.0%	September 30, 2024	30,147	-
E Convertible	X		10.0%	September 30, 2024	56,260	-

Total Convertible Debt	447,687	-
Less: Discount	-	-
Convertible Debt, Net of Discounts	\$ 447,687	\$ -
Convertible Debt, Net of Discounts, Current	\$ 447,687	\$ -
Convertible Debt, Net of Discounts, Long-term	\$ -	\$ -

#### NOTE 6. STOCKHOLDERS' EQUITY COMMON STOCK

The authorized share capital of the Company consists of 500,000,000 shares of common stock with \$0.0001 par value, and 20,000,000 shares of preferred stock, Series A, also with \$0.0001 par value. No other classes of stock are authorized.

##### COMMON STOCK:

As of June 30, 2024 and December 31, 2023, there were a total of 52,093,441 and 52,093,441 common shares issued and outstanding, respectively.

##### PREFERRED STOCK:

The authorized share capital of the Company includes 20,000,000 shares of preferred stock, Series A, with \$0.0001 par value. As of June 30, 2024 and December 31, 2023, 10,400 and 10,400 shares of preferred stock, Series A had been issued and outstanding, respectively.

#### NOTE 7. LOSS PER SHARE

The computation of loss per share for the six-month period ended June 30, 2024 and 2023 is as follows:

For the six months ended June 30, 2024, the net loss was \$85,342 and the weighted number of shares outstanding was 52,093,441 for a basic loss per share of \$0.0016. For the six months ended June 30, 2023 the net income was nil.

Numerator:	June 30, 2024	June 30, 2023
Net loss	\$ (85,342)	\$ -
Denominator:		
Weighted average number of common shares outstanding - Basic	52,093,441	-
Weighted average number of common shares outstanding - Basic and Diluted	52,093,441	-
Basic net income (loss) per common share	\$ (0.0016)	\$ -
Diluted net income (loss) per common share	\$ (0.0016)	\$ -

Due to the anti-dilutive effect, the computation of basic and diluted EPS did not include the shares below as the Company had a net loss for the six-month period ended June 30, 2024:

June 30, 2024

June 30, 2023

Convertible notes	447,687	-
Convertible notes-related party	31,396	-
Fixed conversion price	0.0100	-
Shares if notes converted	3,587,228	-
Diluted shares	3,587,228	-

	June 30, 2024	June 30, 2023
Weighted average shares used in computing net income per share of common stock, basic	52,093,441	-
Add:		
Convertible notes converted	3,587,228	-
Weighted average shares used in computing net income per share of common stock, basic and diluted	55,680,669	-

## NOTE 8. INCOME TAXES

ASC 740. ASC 740 clarifies the accounting for income taxes by prescribing a minimum recognition threshold a tax position is required to meet before being recognized in the financial statements. It also provides guidance on derecognition, measurement, classification, interest and penalties, accounting in interim periods, disclosure and transition. The Company did not recognize any additional liability for unrecognized tax benefits as a result of the adoption of ASC 740. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to temporary differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Valuation allowances are established when it is more likely than not that some or all of the deferred tax assets will not be realized. There were no temporary differences which give rise to deferred tax assets nor liabilities during the six-month period ended June 30, 2024.

The Company believes that its income tax filing positions and deductions would be sustained on audit and do not anticipate any adjustments that would result in a material change to our financial position. Therefore, no reserves for uncertain income tax positions have been recorded pursuant to ASC 740. In addition, the Company did not record a cumulative effect adjustment related to the adoption of ASC 740. The Company's policy for recording interest and penalties associated with income-based tax audits is to record such items as a component of income taxes.

The Company tax provision determined using an estimate of its annual effective tax rate using enacted tax rates expected to apply to taxable income in the years in which they are earned, adjusted for discrete items, if any, that are taken into account in the relevant period. Each quarter we update our estimate of the annual effective tax rate, and if our estimated tax rate changes, we make a cumulative adjustment. There was no income tax payable as of June 30, 2024.

## NOTE 9. DIVESTITURES

Luminar may divest certain businesses from time to time based upon review of the Company's portfolio considering, among other items, factors relative to the extent of strategic and technological alignment and optimization of capital deployment, in addition to considering if selling the businesses results in the greatest value creation for the Company and for shareholders.

In May 24, 2023, Luminar (the "Parent") entered a share exchange agreement with Prestigious Distributors, LLC ("Prestigious"), Attache Wine & Spirits LLC ("Attache") and Brand Vault LLC ("Brand Vault" and together



with Prestigious and Attache, the “Subsidiaries”), and Dan Boiangin (“Boiangin”), Conrad Alfonso (“Alfosno”) and CMMK Investments LLC (“CMKK” and together with Boiangin and Alfonso, the “Purchaser”). The Purchaser agrees to transfer to Parent, 38,000,000 (Thirty-Eight Million) shares of Parent Common Stock, in exchange for one hundred percent (100%) of the outstanding membership interests of the Subsidiaries. In accordance with the terms of the underlying agreements, this is an equity transaction, and the Company did not recognize any gain or loss.

Luminar intended that the acquisition shall qualify for United States federal income tax purposes as a reorganization within the meaning of Section 368 of the Internal Revenue Code of 1986.

#### **NOTE 10. REVERSE RECAPITALIZATION**

On May 24, 2024, Luminar entered into a Share Exchange and Reorganization Agreement and completed a reverse recapitalization with Fortunco, a Florida limited liability company.

Pursuant to the terms of the Agreement, Luminar acquired all the issued and outstanding shares of Fortunco Common Stock solely in exchange for an aggregate of 38,000,000 shares of authorized, but theretofore unissued common stock of Luminar which represent an ownership interest of approximately 73%.

As a result of the reverse recapitalization, former shareholders of Fortunco acquired control of Luminar and the substance of the transaction was a reverse recapitalization, where the transaction constitutes a business combination for accounting purposes and is accounted for using the acquisition method under ASC 805. Fortunco is deemed to be the acquiring company and its assets and liabilities, equity and historical operating results are included at their historical carrying values, and the net liabilities of Luminar are recorded at the fair value as at the date of the transaction and there is no goodwill need to be picked up.

The following table summarizes the consideration given for the Company and the fair values of the assets of liabilities assumed at the acquisition date.

Convertible note payable-Arin LLC	\$ (25,000)
Convertible note payable-VS JJJ LLC.	(30,147)
Convertible note payable-VS JJJ LLC.	(86,460)
Convertible note payable- NAS Investing Ltd	(56,260)
Loan payable-ADL Investments LLC	(225,000)
Total net assets	<u>\$ (422,867)</u>

#### **NOTE 11. RELATED PARTY TRANSACTIONS**

The Company neither owns nor leases any real or personal property. The officers and directors for the Company are involved in other business activities and may, in the future, become involved in other business opportunities. If a specific business opportunity becomes available, such persons may face a conflict in selecting between the Company and their other business interests. The Company has not formulated a policy for the resolution of such conflicts.

On June 30, 2024, the Company entered into a convertible debenture with Prada Law Firm, PLLC, a related party, for a principal amount of \$31,396, maturing on June 30, 2025. The debenture accrues interest at an annual rate of 10%, with interest payable either in cash or, at the Holder's discretion, in shares of the Company's common stock at a conversion price of \$0.01 per share. The Holder, Prada Law Firm, PLLC, has the right to convert the principal and any accrued interest into the Company's common stock at any time before maturity. These conversion rights are subject to adjustment in the event of corporate actions, such as stock splits, and are limited to ensure that the Holder

does not exceed a 4.999% or 9.999% ownership threshold, depending on the Company's reporting status. In the event of default, including non-payment or breach of covenants, the Holder may demand immediate repayment. The Company has reserved a sufficient number of shares to cover the full conversion of this debenture.

**NOTE 12. COMMITMENTS AND CONTINGENCIES**

Except as described below, the Company believes it is not presently a party to any litigation the outcome of which, if determined adversely against the Company, would individually or in the aggregate have a material adverse effect on the Company's business, financial condition, cash flows, or results of operations.

**NOTE 13. SUBSEQUENT EVENTS**

Pursuant to the Operating Agreement of Fortun Advance LLC, and other third-party investor provided \$750,000 of \$1,000,000 required capital contribution in July, 2024.