

BAYSIDE CORPORATION

1500 WESTON ROAD, SUITE 200
WESTON, FL 33326

954-905-2199
WWW.BAYSIDECORP.COM
INFO@BAYSIDECORP.COM

Quarterly Report

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

Outstanding Shares

The number of shares outstanding of our Common Stock was:

16,308,768 as of September 30, 2024

15,306,268 as of December 31, 2023

Shell Status

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

Yes: No:

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

Yes: No:

Change in Control

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

Yes: No:

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

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

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

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

Bayside Corp. was incorporated as Two-B Company in the state of Nevada on October 17, 1984. In April of 1999 the Company changed its name to American Terra Vehicles Corp. In August of 2008 the Company changed its name to Bayside Petroleum Company, Inc. In January 2011 the Company changed its name to Bayside Corporation.

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):

Incorporated October 14, 1984 in Nevada and re-domiciled on November 14, 2012 in Wyoming.

Current State and Date of Incorporation or Registration: Wyoming November 14, 2012

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

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

N/A

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

N/A

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

The Company acquired 100% of the membership interest in OneCard Global LLC on July 24, 2023.

The Company acquired 25% of the membership interest in GoBigMouth LLC on December 12, 2023.

Address of the issuer's principal executive office:

1500 Weston Road, Suite 200, Weston, FL 33326

Address of the issuer's principal place of business:

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

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

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

2) Security Information

Transfer Agent

Name: EQ Shareowner Services

Phone: 303-282-4800

Email: info@equiniti.com

Address: 1110 Centre Pointe Curve #101, Mendota Heights, MN 55120

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:	BYSD	
Exact title and class of securities outstanding:	Common Stock	
CUSIP:	0731481083	
Par or stated value:	0.0001	
Total shares authorized:	<u>9,000,000,000</u> as of date: September 30, 2024	
Total shares outstanding:	<u>16,308,768</u> as of date: September 30, 2024	
Total number of shareholders of record:	211 as of date: September 30, 2024	

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

Other classes of authorized or outstanding equity securities that do not have a trading symbol:

The goal of this section is to provide a clear understanding of the share information for its other classes of authorized or outstanding equity securities (e.g., preferred shares that do not have a trading symbol). Use the fields below to provide the information, as applicable, for all other authorized or outstanding equity securities.

Exact title and class of the security:	Series A Preferred Stock	
Par or stated value:	\$0.0001	
Total shares authorized:	<u>50,000</u>	as of date: September 30, 2024
Total shares outstanding:	<u>1</u>	as of date: September 30, 2024
Total number of shareholders of record:	<u>1</u>	as of date: September 30, 2024

Exact title and class of the security:	Series B Preferred Stock	
Par or stated value:	\$0.0001	
Total shares authorized:	<u>50,000</u>	as of date: September 30, 2024
Total shares outstanding:	<u>2,000,000</u>	as of date: September 30, 2024
Total number of shareholders of record:	<u>2</u>	as of date: September 30, 2024

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

N/A

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 shall be entitled to one vote on all matters requiring approval by the holders of the Company's Common Stock.

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

Series A Preferred Stock

Each share may be converted into the number of shares of Common Stock equal to four times the sum of all shares of Common Stock issued and outstanding plus all shares of Series B Preferred Stock Issued and outstanding at the time of conversion divided by the number of Series A Preferred Stock issued and outstanding at the time of conversion. Shares of Series A Preferred Stock may only be issued in exchange for the partial or full retirement of debt held by management, employees or consultants, or as directed by a

majority vote of the board of directors. The total aggregate issued shares of Series A Preferred Stock at any given time, regardless of their number, shall have voting rights equal to seventy-five percent (75%) of the total voting stock of the Corporation.

Series B Preferred Stock

The holders of Series B Preferred Stock shall be entitled to receive dividends when, as and if, declared by the Board of Directors, in its sole discretion. Upon liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, before any distribution or payment shall be made to holders of any stock ranking junior to the Series B Preferred Stock, the holders of Series B Preferred Stock shall be entitled to be paid out of the assets of the Corporation an amount equal to \$1.00 per share, subject to the adjustment for any stock dividends, combinations, splits, or recapitalizations, plus all declared but unpaid dividends. Every 5,000 shares of Series B Preferred Stock shall be convertible into 1 share of the Corporation's common stock. Each share of Series B Preferred Stock shall have ten votes for any election or other vote placed before the shareholders of the Corporation. Series B Preferred Stock may not be converted into shares of the common stock of the Corporation for a period of six months after purchase if the corporation files public reports under Section 12 or 15 of the Securities Act of 1934; or twelve months if the Corporation does not file public reports.

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

None.

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

None.

3) Issuance History

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

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

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

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

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

Shares Outstanding <u>Opening Balance:</u>			*Right-click the rows below and select "Insert" to add rows as needed.						
Date 1/1/2022	Common: <u>306,268</u> Preferred: <u>2,000,001</u>								
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>7/24/23</u>	<u>New Issuance</u>	<u>14,850,000</u>	<u>Common</u>	<u>0.21</u>	<u>No</u>	<u>Stephanie Mittelmark</u>	<u>Purchase Agreement</u>	<u>Restricted</u>	<u>4(a)2</u>
<u>7/24/23</u>	<u>New Issuance</u>	<u>150,000</u>	<u>Common</u>	<u>0.21</u>	<u>No</u>	<u>Alex Hoffman</u>	<u>Purchase Agreement</u>	<u>Restricted</u>	<u>4(a)2</u>
<u>3/5/24</u>	<u>Shares returned to Treasury</u>	<u>14,850,000</u>	<u>Common</u>	<u>0.21</u>	<u>No</u>	<u>Stephanie Mittelmark</u>	<u>Purchase Agreement</u>	<u>Restricted</u>	<u>4(a)2</u>
<u>3/5/24</u>	<u>New Issuance</u>	<u>14,850,000</u>	<u>Common</u>	<u>1.50</u>	<u>No</u>	<u>Frictionless, LLC, Edward Lewis</u>	<u>Purchase Agreement</u>	<u>Restricted</u>	<u>4(a)2</u>
<u>3/13/24</u>	<u>New Issuance</u>	<u>1,000,000</u>	<u>Common</u>	<u>1.02</u>	<u>No</u>	<u>Edward Lewis</u>	<u>Consulting Services</u>	<u>Restricted</u>	<u>4(a)2</u>
<u>5/15/24</u>	<u>New Issuance</u>	<u>2,500</u>	<u>Common</u>	<u>1.89</u>	<u>No</u>	<u>Mike Tirella</u>	<u>Board Agreement</u>	<u>Restricted</u>	<u>4(a)2</u>
Shares Outstanding on Date of This Report:									
Ending Balance:									
Date 9/30/24	Common: <u>16,308,768</u>								
	Preferred: <u>2,000,001</u>								

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

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

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

N/A

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)

<u>Date of Note Issuance</u>	<u>Outstanding Balance (\$)</u>	<u>Principal Amount at Issuance (\$)</u>	<u>Interest Accrued (\$)</u>	<u>Maturity Date</u>	<u>Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)</u>	<u>Name of Noteholder.</u> <u>*You must disclose the control person(s) for any entities listed.</u>	<u>Reason for Issuance (e.g. Loan, Services, etc.)</u>
<u>4/27/16</u>	<u>373,363</u>	<u>566,450</u>	<u>0</u>	<u>n/a</u>	<u>25% discount to market with a 15 day lookback</u>	<u>Rockwell Capital Partners, Inc.</u> <u>Samuel Oshana</u>	<u>Debt Settlement</u>
<u>6/9/17</u>	<u>4,500</u>	<u>4,000</u>	<u>643</u>	<u>12/31/19</u>	<u>Not Applicable</u>	<u>Southern Point Capital Corp.</u> <u>Mitchell Helfman</u>	<u>Loan</u>
<u>7/11/17</u>	<u>4,500</u>	<u>4,000</u>	<u>636</u>	<u>12/31/19</u>	<u>Not Applicable</u>	<u>Southern Point Capital Corp.</u> <u>Mitchell Helfman</u>	<u>Loan</u>
<u>8/11/17</u>	<u>4,500</u>	<u>4,000</u>	<u>629</u>	<u>12/31/19</u>	<u>Not Applicable</u>	<u>Southern Point Capital Corp.</u> <u>Mitchell Helfman</u>	<u>Loan</u>
<u>11/8/17</u>	<u>125,000</u>	<u>100,000</u>	<u>128,367</u>	<u>11/8/18</u>	<u>Not Applicable</u>	<u>Rockwell Capital Partners, Inc.</u> <u>Samuel Oshana</u>	<u>Loan</u>
<u>3/9/18</u>	<u>125,000</u>	<u>100,000</u>	<u>126,214</u>	<u>3/19/19</u>	<u>Not Applicable</u>	<u>Rockwell Capital Partners, Inc.</u> <u>Samuel Oshana</u>	<u>Loan</u>

5/31/18	250,000	200,000	250,027	9/1/18	Not Applicable	Rockwell Capital Partners, Inc. Samuel Oshana	Loan
9/13/18	50,000	50,000	28,223	9/13/19	Not Applicable	Rockwell Capital Partners, Inc. Samuel Oshana	Loan
9/28/18	50,000	50,000	24,044	9/28/19	Not Applicable	Rockwell Capital Partners, Inc. Samuel Oshana	Loan
11/15/18	40,523	40,523	26,574	4/1/19	Not Applicable	Justin Frankel	In lieu of compensation
11/30/18	40,000	40,000	14,012	11/30/19	Not Applicable	Rockwell Capital Partners, Inc. Samuel Oshana	Loan
12/27/18	35,908	35,908	23,264	6/1/19	Not Applicable	Justin Frankel	In lieu of compensation
3/18/19	5,000	5,000	1,663	3/18/20	Not Applicable	Rockwell Capital Partners, Inc. Samuel Oshana	Loan
3/28/19	10,000	10,000	3,309	3/28/20	Not Applicable	Rockwell Capital Partners, Inc. Samuel Oshana	Loan
4/4/19	10,000	10,000	3,298	4/4/20	Not Applicable	Rockwell Capital Partners, Inc. Samuel Oshana	Loan
4/8/19	60,000	60,000	19,746	4/8/20	Not Applicable	Rockwell Capital Partners, Inc. Samuel Oshana	Loan
10/26/20	36,000	36,000	8,492	10/26/21	Not Applicable	Rockwell Capital Partners, Inc. Samuel Oshana	Loan
5/4/21	3,000	3,000	614	10/26/21	Not Applicable	Rockwell Capital Partners, Inc. Samuel Oshana	Loan
9/16/21	30,000	30,000	9,132	9/16/22	60% discount to market with a 20 day lookback	Rockwell Capital Partners, Inc. Samuel Oshana	Loan
1/20/22	25,000	25,000	6,740	1/20/23	60% discount to market with a 20 day lookback	Rockwell Capital Partners, Inc. Samuel Oshana	Loan
5/23/22	50,000	50,000	11,795	5/23/24	60% discount to market with a 20 day lookback	Rockwell Capital Partners, Inc. Samuel Oshana	Loan
12/21/22	25,000	25,000	4,445	12/21/24	60% discount to market with a 20 day lookback	Rockwell Capital Partners, Inc. Samuel Oshana	Loan
5/22/23	50,000	50,000	6,808	5/22/25	60% discount to market with a 20 day lookback	Rockwell Capital Partners, Inc. Samuel Oshana	Loan
12/12/23	100,000	100,000	6,422	12/11/24	Not Applicable	Rockwell Capital Partners, Inc. Samuel Oshana	Loan
2/12/24	35,000	35,000	2,215	2/12/25	60% discount to market with a 20 day lookback	Rockwell Capital Partners, Inc. Samuel Oshana	Loan
4/11/24	50,000	50,000	2,356	4/11/25	60% discount to market with a 20 day lookback	Rockwell Capital Partners, Inc. Samuel Oshana	Loan
8/1/24	20,000	20,000	329	8/1/25	60% discount to market with a 20 day lookback	Rockwell Capital Partners, Inc. Samuel Oshana	Loan
9/26/24	15,000	15,000	21	9/25/25	60% discount to market with a 20 day lookback	Rockwell Capital Partners, Inc. Samuel Oshana	Loan

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

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

An aggregate of \$101,500 in default penalties have been added to the principal balance of certain notes in the first and second quarters of 2019.

4) Issuer's Business, Products and Services

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

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

Historically, the Company engaged in infrastructure investments within the cryptocurrency and blockchain sectors, owning and operating six Cryptocurrency ATMs. These operations were discontinued in the second quarter of 2020, following the sale of all ATMs. In response to the changing business landscape accelerated by the Covid-19 pandemic, which adversely affected traditional brick-and-mortar establishments, the Company shifted its focus towards digital and real estate sectors.

In June 2023, a strategic move was made to diversify into the real estate market with the establishment of BYSD Properties Corp., a wholly owned subsidiary dedicated to acquiring and investing in commercial and residential properties, marking the Company's foray into tangible asset investments.

Further expanding its digital footprint, the Company acquired ONECARD Global LLC in July 2023. ONECARD Global operates within the digital business card industry, aiming to modernize professional networking by providing digital business cards utilizing Near Field Communication (NFC) technology. This product is designed for businesses of all sizes to maintain updated contact information, websites, and social media links for their clientele.

In December 2023, the Company acquired a 25% membership interest in GoBigMouth, LLC. GoBigMouth is a business specializing in digital marketing services aimed at enhancing brand presence and engaging audiences. Their offerings include content marketing, pay-per-click management, SEO, social media strategies, voice search optimization, and email marketing. With a focus on innovation and success in the digital realm, BigMouth aims to drive significant improvements in online presence, organic traffic, and customer engagement through tailored, results-driven strategies.

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

ONECARD Global, LLC
BYSD Properties Corp.

C. Describe the issuers' principal products or services.

Bayside Corp's primary operations is focused on digital innovation. The company's digital arm, ONECARD Global, offers a comprehensive digital business card platform designed to cater to the needs of various professional sectors. ONECARD Global's technology enables efficient promotion and engagement by allowing users to share contact information with a simple tap, thereby enhancing their professional network and opportunities.

5) Issuer's Facilities

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

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

The Company has an agreement to lease office space in Weston, Florida. The Company believes the space is adequate.

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

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

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

If any insiders listed are corporate shareholders or entities, provide the name and address of the person(s) beneficially owning or controlling such corporate shareholders, or the name and contact information (City, State) of an individual

representing the corporation or entity. Include Company Insiders who own any outstanding units or shares of any class of any equity security of the issuer.

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

Names of All Officers, Directors and Control Persons	Affiliation with Company (e.g. Officer Title /Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Names of control person(s) if a corporate entity
<u>Steven Hoffman</u>	<u>Director</u>	<u>Ft. Lauderdale, FL</u>	<u>0</u>	<u>Common Stock</u>	<u>0.0%</u>	<u>n/a</u>
<u>Frictionless, LLC</u>	<u>> 5% Shareholder and Related Party</u>	<u>Ft. Lauderdale, FL</u>	<u>14,850,000</u>	<u>Common Stock</u>	<u>91%</u>	<u>Edward Lewis</u>
<u>Edward Lewis</u>	<u>Interim CEO & Director</u>	<u>Ft. Lauderdale, FL</u>	<u>1,000,000</u>	<u>Common Stock</u>	<u>6%</u>	<u>n/a</u>
<u>Mike Tirella</u>	<u>Director</u>	<u>BelAir, MD</u>	<u>2,500¹</u>	<u>Common Stock</u>	<u>0.02%</u>	<u>n/a</u>
<u>Market Awareness Corp.</u>	<u>> 5% Shareholder</u>	<u>Pompano, FL</u>	<u>1,000,000</u>	<u>Series B Preferred Stock</u>	<u>50%</u>	<u>Lee King</u>
<u>Fordee CA Trust</u>	<u>> 5% Shareholder</u>	<u>Glendale, CA</u>	<u>1,000,000</u>	<u>Series B Preferred Stock</u>	<u>50%</u>	<u>Steve Medley</u>
<u>Southern Point Capital</u>	<u>> 5% Shareholder</u>	<u>Brooklyn, NY</u>	<u>1</u>	<u>Series A Preferred Stock</u>	<u>100%</u>	<u>Mitchell Helfman</u>

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

7) Legal/Disciplinary History

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

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

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.

On September 26, 2024 the Company filed in Palm Beach County Court a complaint for breach of contract naming GoBigMouth, LLC as Defendant. The Company is seeking payment of \$73,607.80 due under a December 12, 2023 Senior Secured Promissory Note.

8) Third Party Service Providers

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

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

Securities Counsel (must include Counsel preparing Attorney Letters).

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

9) Disclosure & Financial Information

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

Name: Edward Lewis
Title: Interim CEO
Relationship to Issuer: Interim CEO

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

- IFRS
 U.S. GAAP

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

Name: Edward Lewis
Title: Interim CEO
Relationship to Issuer: Interim CEO

Describe the qualifications of the person or persons who prepared the financial statements:⁵ Significant business management and fiscal management experience.

Provide the following qualifying financial statements:

- Audit letter, if audited;
- Balance Sheet;
- Statement of Income;
- Statement of Cash Flows;
- Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)
- Financial Notes

Financial Statement Requirements:

- Financial statements must be published together with this disclosure statement as one document.
- Financial statements must be "machine readable". Do not publish images/scans of financial statements.
- Financial statements must be presented with comparative financials against the prior FYE or period, as applicable.
- Financial statements must be prepared in accordance with U.S. GAAP or International Financial Reporting Standards (IFRS) but are not required to be audited.

10) Issuer Certification

Principal Executive Officer:

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, Edward Lewis, certify that:

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

11/19/24

/s/ Edward Lewis

⁵ The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS and by persons with sufficient financial skills.

Principal Financial Officer:

I, Edward Lewis, certify that:

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

11/19/24

/s/ Edward Lewis

**FINANCIAL STATEMENTS
& NOTES**

**PERIOD ENDING
SEPTEMBER 30, 2024**

BAYSIDE CORPORATION
CONDENSED CONSOLIDATED BALANCE SHEETS
(UNAUDITED - Prepared by Management)

	September 30, 2024	December 31, 2023
Assets		
Current assets:		
Cash	\$ 9,539	\$ 29,658
Interest receivable	4,110	250
Inventory	1,821	-
Prepaid expenses	7,485	5,940
Total current assets	22,955	35,848
Note receivable	68,976	50,000
Total assets	\$ 91,931	\$ 85,848
 Liabilities and deficiency in stockholders' equity		
Current liabilities:		
Accounts payable and accrued expenses	\$ 815,268	\$ 727,143
Debt settlement payable	497,816	497,816
Convertible note payable, current portion	750,000	325,000
Notes payable	953,931	953,931
Total current liabilities	3,017,015	2,503,890
Convertible note payable, net of current portion	-	125,000
Total liabilities	3,017,015	2,628,890
Deficiency in stockholders' equity:		
Preferred stock, Series A, par value \$.0001 per share; 50,000,000 shares authorized, 1 share issued and outstanding	-	-
Preferred stock, Series B, par value \$.0001 per share; 50,000,000 shares authorized, 2,000,000 shares issued and outstanding	200	200
Common stock, par value \$.0001 per share; 9,000,000,000 shares authorized, 16,308,768 and 15,306,268 shares issued and outstanding, respectively	1,631	1,531
Additional paid-in capital	22,795,257	23,102,370
Accumulated deficit	(25,722,172)	(25,647,143)
Total deficiency in stockholders' equity	(2,925,084)	(2,543,042)
Total liabilities and deficiency in stockholders' equity	\$ 91,931	\$ 85,848

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

BAYSIDE CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(UNAUDITED - Prepared by Management)

	Nine Months ended September 30,	
	2024	2023
Cash flows from operating activities:		
Net loss	\$ (75,029)	\$ (506,365)
Adjustments to reconcile net loss to net cash used by operating activities:		
Stock based compensation	(307,013)	262,500
Stock-settled debt premium	180,000	75,000
Change in assets and liabilities:		
Interest receivable	(3,860)	-
Inventory	(1,821)	-
Prepaid expenses	(1,545)	4,320
Accounts payable and accrued expenses	88,125	96,488
	(121,143)	(68,057)
Cash used by operating activities		
Cash flows from financing activities:		
Proceeds from convertible notes	120,000	-
Note receivable	(25,000)	-
Repayments of note receivable	6,024	50,000
	101,024	50,000
Cash provided by financing activities		
Net decrease in cash	(20,119)	(18,057)
Cash, beginning of period	29,658	22,528
Cash, end of period	\$ 9,539	\$ 4,471
Supplemental Schedule of Cash Flow Information:		
Cash paid for interest	\$ -	\$ -
Cash paid for income taxes	\$ -	\$ -

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

BAYSIDE CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited - Prepared by Management)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Revenues	\$ 100	\$ 389	\$ 260	\$ 389
Operating expense:				
Selling, general and administrative	156,131	292,686	439,853	332,140
Total operating expense	156,131	292,686	439,853	332,140
Loss from operations	(156,031)	(292,297)	(439,593)	(331,751)
Reversal of prior year unearned stock compensation	-	-	653,313	-
Interest expense	(89,930)	(34,474)	(288,749)	(174,614)
Loss before provision for income taxes	(245,961)	(326,771)	(75,029)	(506,365)
Provision for income taxes	-	-	-	-
Net loss	\$ (245,961)	\$ (326,771)	\$ (75,029)	\$ (506,365)
Basic and diluted loss per share	\$ (0.02)	\$ (0.03)	\$ (0.00)	\$ (0.12)
Weighted average shares outstanding, basic and diluted	16,308,768	11,556,268	16,231,295	4,097,477

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

BAYSIDE CORPORATION
CONDENSED CONSOLIDATED STATEMENT OF DEFICIENCY IN STOCKHOLDERS' EQUITY
FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2024 AND 2023
(UNAUDITED - Prepared by Management)

	Preferred Stock		Common Stock		Additional Paid-in Capital	Accumulated Deficit	Stockholders' Deficiency
	Shares	Amount	Shares	Amount			
Balance, January 1, 2024	2,000,001	\$ 200	15,306,268	\$ 1,531	\$ 23,102,370	\$ (25,647,143)	\$ (2,543,042)
Stock based compensation	-	-	1,000,000	100	93,650	-	93,750
Net loss	-	-	-	-	-	(206,338)	(206,338)
Balance, March 31, 2024	2,000,001	200	16,306,268	1,631	23,196,020	(25,853,481)	(2,655,630)
Stock based compensation	-	-	2,500	-	127,025	-	127,025
Reversal of prior year unearned stock compensation	-	-	-	-	(653,313)	-	(653,313)
Net income	-	-	-	-	-	377,270	377,270
Balance, June 30, 2024	2,000,001	200	16,308,768	1,631	22,669,732	(25,476,211)	(2,804,648)
Stock based compensation	-	-	-	-	125,525	-	125,525
Net loss	-	-	-	-	-	(245,961)	(245,961)
Balance, September 30, 2024	<u>2,000,001</u>	<u>\$ 200</u>	<u>16,308,768</u>	<u>\$ 1,631</u>	<u>\$ 22,795,257</u>	<u>\$ (25,722,172)</u>	<u>\$ (2,925,084)</u>
Balance, January 1, 2023	2,000,001	\$ 200	306,268	\$ 31	\$ 22,447,620	\$ (24,686,313)	\$ (2,238,462)
Net loss	-	-	-	-	-	(51,965)	(51,965)
Balance, March 31, 2023	2,000,001	200	306,268	31	22,447,620	(24,738,278)	(2,290,427)
Net loss	-	-	-	-	-	(127,629)	(127,629)
Balance, June 30, 2023	2,000,001	200	306,268	31	22,447,620	(24,865,907)	(2,418,056)
Net loss	-	-	-	-	-	(326,771)	(326,771)
Balance, September 30, 2023	<u>2,000,001</u>	<u>\$ 200</u>	<u>306,268</u>	<u>\$ 31</u>	<u>\$ 22,447,620</u>	<u>\$ (25,192,678)</u>	<u>\$ (2,744,827)</u>

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

BAYSIDE CORPORATION
NOTES TO UNAUDITED CONDENSED
CONSOLIDATED FINANCIAL STATEMENTS
SEPTEMBER 30, 2024 AND 2023
(Unaudited)

Note 1 – Organization and Significant Accounting Policies

Organization and Line of Business

Bayside Corporation (the “Company”) was incorporated in the state of Nevada on October 17, 1984 originally as Two-B Company, a clothing wholesaler. In April of 1999 the Company changed its name to American Terra Vehicles Corp. after completing a reverse merger and became active as a developer and distributor of all-terrain vehicles. In August of 2008 the Company changed its name to Bayside Petroleum Company, Inc., in anticipation of its new business plan in the oil and gas industry. In January, 2011 the Company again changed its name to Bayside Corporation. The Company was re-domiciled on November 14, 2012 as a Wyoming corporation.

The Company was previously focused on infrastructure investments around the crypto asset and blockchain ecosystems and owned six Cryptocurrency ATMs. During the second quarter of 2020 the Company sold its six Cryptocurrency ATMs. The Covid-19 pandemic resulted in the decline of traditional brick and mortar business. The Company believes that emerging technologies have created new opportunities. By focusing on digital online business for immediate cash flow opportunities and traditional real estate investment for long term growth we combine our efforts in emerging technologies and proven investments.

In June 2023 the Company formed a subsidiary, BYSD Properties Corp. for the acquisition of and investment in both commercial and residential properties.

During July 2023, the Company acquired the entire membership interests in Onecard Global, LLC (“Onecard”), a Florida limited liability company, from the spouse and son of our former Chief Executive Officer and sole director (see Note 6). An aggregate of 15,000,000 shares of common stock, valued at \$3,150,000, were issued in consideration for Onecard. Onecard had minimal assets and operations at the time of the acquisition. Following extensive development of our ecommerce marketing website, we launched a media rich advertising plan in the first quarter of 2024.

During December 2023, the Company acquired 25% of the membership interests in GoBigMouth, LLC, a Florida limited liability company. This entity had minimal assets and operations at the date of acquisition and through September 30, 2024 and no value has been assigned to this asset at the date of acquisition.

Basis of Presentation

The accompanying condensed consolidated financial statements are unaudited. The unaudited interim condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States (“GAAP”) and pursuant to the rules and regulations of the Securities and Exchange Commission (the “SEC”). Certain information and note disclosures normally included in annual financial statements prepared in accordance with GAAP have been condensed or omitted pursuant to those rules and regulations, although the Company believes that the disclosures made are adequate to make the information not misleading.

These interim condensed consolidated financial statements as of and for the three and nine months ended September 30, 2024 and 2023 are unaudited; however, in the opinion of management, such statements include all adjustments (consisting of normal recurring accruals) necessary to present fairly the financial position, results of operations and cash flows of the Company for the periods presented. Operating results for the three and nine months ended September 30, 2024 are not necessarily indicative of the results that may be expected for the year ending December 31, 2024 or any future periods.

Principles of Consolidation

The consolidated financial statements include the accounts of the company and its wholly-owned subsidiary Onecard Global, LLC. Intercompany balances and transactions have been eliminated in consolidation.

Going Concern

The accompanying unaudited consolidated financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. The Company currently has minimal operating activities and has an accumulated deficit and a working capital deficit at September 30, 2024. These factors raise substantial doubt about the Company's ability to continue as a going concern.

The Company's ability to continue in existence is dependent upon the development or acquisition of operating activities and management's ability to develop and achieve profitable operations and/or obtaining additional financing to carry out any planned business. However, there can be no assurance that these arrangements will be sufficient to fund its ongoing capital expenditures, working capital, and other cash requirements. The outcome of these matters cannot be predicted at this time.

There can be no assurance that any additional financings will be available to the Company on satisfactory terms and conditions, if at all. In the event we are unable to continue as a going concern, we may elect or be required to seek protection from our creditors by filing a voluntary petition in bankruptcy or may be subject to an involuntary petition in bankruptcy. To date, management has not considered this alternative, nor does management view it as a likely occurrence.

The accompanying unaudited condensed consolidated financial statements do not include any adjustments related to the recoverability or classification of asset-carrying amounts or the amounts and classification of liabilities that may result should the Company be unable to continue as a going concern.

Use of Estimates

The preparation of the Company's financial statements in conformity with GAAP requires management to make estimates and assumptions that affect amounts of assets and liabilities and disclosures of contingent assets and liabilities as of the date of the financial statements and reported amounts of revenues and expenses during the periods presented. Estimates and assumptions are reviewed periodically, and the effects of revisions are reflected in the financial statements in the period they are determined to be necessary. Significant estimates made in the accompanying financial statements include, but are not limited to, the assumptions used to calculate the valuation of deferred income tax asset valuation allowances.

Fair Value of Financial Instruments

Our short-term financial instruments, including cash, notes receivable, accounts payable and notes payable, consist primarily of instruments without extended maturities, the fair value of which, based on management's estimates, reasonably approximate their book value.

Cash and Cash Equivalents

For purposes of the statement of cash flows, cash and cash equivalents includes demand deposits, saving accounts and money market accounts. The Company considers all highly liquid debt instruments with maturities of three months or less when purchased to be cash equivalents. The Company has no cash equivalents.

Concentration of Credit Risk

Financial instruments, which potentially subject the Company to concentrations of credit risk, consist of cash. The Company places its cash with high quality financial institutions and at times balances may exceed the FDIC \$250,000 insurance limit. The Company monitors its exposure for credit losses and maintains allowances for anticipated losses, as required.

Basic and Diluted Loss Per Share

We utilize ASC 260, "Earnings Per Share" for calculating the basic and diluted loss per share. In accordance with ASC 260, the basic and diluted loss per share is computed by dividing net income or loss available to common stockholders by the weighted average number of common shares outstanding. Diluted net loss per share is computed similar to basic loss per share except that the denominator is adjusted for the potential dilution that could occur if stock options, warrants, and other convertible securities were exercised or converted into common stock. Potentially dilutive securities are not included in the calculation of the diluted loss per share if their effect would be anti-dilutive. The Company has 68,272,061 and 67,986,934 common stock equivalents at September 30, 2024 and 2023, respectively. For the three and nine months ended September 30, 2024 and 2023, these potential shares were excluded from the shares used to calculate diluted earnings per share as their inclusion would reduce net loss per share.

Recently Issued Accounting Pronouncements

Recent accounting pronouncements issued by the FASB and the SEC did not, or are not believed by management to have a material impact on the Company's present or future financial statements.

Note 2 – Note Receivable

In December 2023, the Company received a promissory note from GoBigMouth, LLC in the amount of \$75,000. The note bears interest at 8% per year and matures on May 11, 2025. The company funded \$50,000 towards this note in 2023, with the balance paid in February of 2024. The company received repayments on the note of \$6,024 during the nine months ended September 30, 2024.

As consideration for entering into this note, the Company received a 25% ownership interest in GoBigMouth, LLC. This entity had minimal assets and operations at the date of acquisition and no value has been assigned to this asset.

Note 3 – Debt Settlement Agreement and Stock Settled Debt Premium

On April 27, 2016 the Company entered into a debt settlement agreement (“Agreement”) with Rockwell Capital Partners, Inc. (“Rockwell”). Rockwell had acquired the outstanding liabilities of the Company. The Agreement had an initial principal amount of \$566,450, with a current outstanding balance of \$373,362 at September 30, 2024 and December 31, 2023.

The Agreement provides for settlement through the issuance of shares of the Company’s common stock. Upon a request from Rockwell stating the dollar amount of the current requested settlement, the Company shall issue shares of its common stock at a 25% discount to the market price of the Company’s common stock. The market price is defined as the lowest sale price during the 15 day period preceding the share request, inclusive of the date of the request.

Since the Agreement contains a provision to settle the debt by issuing shares of common stock at a 25% discount to the market price of the Company’s common stock, upon the determination that the embedded conversion feature does not require derivative accounting, the Company has recorded a stock-settled premium liability to record the difference between the face value of the debt and the monetary value to be received by the holder upon settling the debt in shares of common stock. The premium amount of \$124,454 has been included in the carrying value of the debt at September 30, 2024 and December 31, 2023.

Note 4 – Convertible Notes Payable and Stock Settled Debt Premium

Convertible notes

The Company has issued a number of convertible debentures, as detailed below. All of the debentures have substantially similar terms. The holders may convert the outstanding principal and accrued interest on the debenture into shares of the Company’s par value \$0.001 common stock (“common stock”) at a conversion price per share equal to 40% of lowest closing bid price of the common stock during the twenty trading days immediately preceding the date of conversion.

Stock-settled debt premium

The Company’s convertible debt instruments contain a provision to settle the debt by issuing shares of common stock at 40% of lowest closing bid price of the common stock during the twenty trading days immediately preceding the date of conversion. As a result, the Company has recorded a stock-settled premium liability to record the difference between the face value of the debt and the monetary value to be received by the holder upon settling the debt in shares of common stock. During the three and nine months ended September 30, 2024 the Company has recorded an increase of \$52,500 and \$180,000, respectively, to stock-settled debt premium liability. During the three and nine months ended September 30, 2023 the Company has recorded an increase of \$0 and \$75,000 to stock-settled debt premium liability.

Convertible debt at September 30, 2024 and December 31, 2023 is summarized as follows

	September 30, 2024	December 31, 2023
Convertible notes payable	\$ 300,000	\$ 180,000
Stock-settled debt premium	450,000	270,000

Total	750,000	450,000
Current portion	(750,000)	(325,000)
Non-current portion	\$ -	\$ 125,000
<u>Convertible notes outstanding</u>		

During September 2024 the Company entered into a convertible debenture in the amount of \$15,000. The debenture bears interest at 10% per year and has a maturity date of September 25, 2025.

During August 2024 the Company entered into a convertible debenture in the amount of \$20,000. The debenture bears interest at 10% per year and has a maturity date of August 1, 2025.

During April 2024 the Company entered into a convertible debenture in the amount of \$50,000. The debenture bears interest at 10% per year and has a maturity date of April 11, 2025.

During February 2024 the Company entered into a convertible debenture in the amount of \$35,000. The debenture bears interest at 10% per year and has a maturity date of February 12, 2025.

During May 2023 the Company entered into a convertible debenture in the amount of \$50,000. The debenture bears interest at 10% per year and has a maturity date of May 22, 2025.

During December 2022 the Company entered into a convertible debenture in the amount of \$25,000. The debenture bears interest at 10% per year and has a maturity date of December 21, 2024.

During May 2022 the Company entered into a convertible debenture in the amount of \$50,000. The debenture bears interest at 10% per year and has a maturity date of May 23, 2024.

During January 2022 the Company entered into a convertible debenture in the amount of \$25,000. The debenture bears interest at 10% per year and has a maturity date of January 20, 2023.

During September 2021 the Company entered into a convertible debenture in the amount of \$30,000. The debenture bears interest at 10% per year and has a maturity date of September 16, 2022.

Note 5 – Notes Payable

On December 12, 2023, the Company entered into a \$100,000 Promissory Note. The note bears interest at 8% per year and matures on December 11, 2024. The note is secured by all of the Company's and its current or future subsidiaries' assets, including specifically the following Pledged Property of the Company: (a) 25% ownership of GoBigMouth LLC, and (b) all payments under the December 12, 2023 promissory note between the Company and GoBigMouth LLC.

The Company has previously entered into a series of promissory notes, aggregating \$853,931, all of which are past their due dates. The notes have a weighted average interest rate of approximately 14% per year.

Note 6 – Stockholders' Equity

Preferred stock:

Series A Preferred Stock

The Company is authorized to issue 50,000,000 shares of \$0.0001 par value Series A preferred stock. As of September 30, 2024 and December 31, 2023 the Company has 1 share of Series A preferred stock issued and outstanding.

- Each share may be converted into the number of shares of Common Stock equal to four times the sum of all shares of Common Stock issued and outstanding plus all shares of Series B Preferred Stock Issued and outstanding at the time of conversion divided by the number of Series A Preferred Stock issued and outstanding at the time of conversion;
- Shares of Series A Preferred Stock may only be issued in exchange for the partial or full retirement of debt held by management, employees or consultants, or as directed by a majority vote of the board of directors;

- The total aggregate issued shares of Series A Preferred Stock at any given time, regardless of their number, shall have voting rights equal to seventy-five percent (75%) of the total voting stock of the Corporation.

Series B Preferred Stock

The Company is authorized to issue 50,000,000 shares of \$0.0001 par value Series B preferred stock. As of September 30, 2024 and December 31, 2023 the Company has 2,000,000 shares of Series B preferred stock issued and outstanding.

- The holders of Series B Preferred Stock shall be entitled to receive dividends when, as and if, declared by the Board of Directors, in its sole discretion;
- Upon liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, before any distribution or payment shall be made to holders of any stock ranking junior to the Series B Preferred Stock, the holders of Series B Preferred Stock shall be entitled to be paid out of the assets of the Corporation an amount equal to \$1.00 per share, subject to the adjustment for any stock dividends, combinations, splits, or recapitalizations, plus all declared but unpaid dividends;
- Every 5,000 shares of Series B Preferred Stock shall be convertible into 1 share of the Corporation's common stock.
- Each share of Series B Preferred Stock shall have ten votes for any election or other vote placed before the shareholders of the Corporation.
- Series B Preferred Stock may not be converted into shares of the common stock of the Corporation for a period of six months after purchase if the corporation files public reports under Section 12 or 15 of the Securities Act of 1934; or twelve months if the Corporation does not file public reports.

Common stock:

The Company is authorized to issue 9,000,000,000 shares of its common stock, with par value of \$0.0001 per share. As of September 30, 2024 and December 31, 2023 there were 16,308,768 and 15,306,268 shares of common stock issued and outstanding, respectively.

During January 2024, the Company issued 1,000,000 shares of common stock, valued at \$1,000,000 based on the quoted trading price of the Company's common stock on the grant date, for consulting services. The shares vest on the two-year anniversary of issuance. The shares were issued with a substantial risk of forfeiture. The consultant cannot transfer the shares until vested and, if requested by the Company, must return all shares to the Company if the consultant or the Company terminates the agreement within twenty four months from the date of issuance. Compensation expense will be recognized over the vesting period. Compensation expense of \$125,000 and \$343,750 was recognized during the three and six months ended September 30, 2024, respectively.

During April 2024, the Company issued 2,500 shares of common stock, valued at \$2,550 based on the quoted trading price of the Company's common stock on the grant date, for director services. The shares vest 1,250 on issuance and 1,250 on September 12, 2024. Compensation expense will be recognized over the vesting period. Compensation expense of \$525 and \$2,550 was recognized during the three and nine months ended September 30, 2024, respectively.

During July 2023, the Company issued an aggregate of 15,000,000 shares of common stock to the spouse and son of our former Chief Executive Officer and sole director ("Sellers"). These shares, valued at \$3,150,000, were issued in consideration for the entire membership interests in Onecard Global, LLC ("Onecard"), a Florida limited liability company. Onecard had minimal assets and operations at the time of the acquisition. The shares are subject to claw back provisions over the two year period ending July 31, 2025. In the event that sales generated by the Onecard operations are not at least \$650,000 for the period ending July 31, 2024, Sellers shall have to return a number of shares of Common Stock in proportion to the amount by which the sales for the 12 months is less than \$650,000. For example, if the sales are \$325,000 (50% of \$650,000) for the 12 months, then Sellers shall return 50% of the shares received). If the sales generated are not at least \$2,000,000 for period August 1, 2024 through July 31, 2025, Sellers shall have to return a number of shares of Common Stock in proportion to the amount by which the sales for the period is less than \$2,000,000. For example, if the sales are \$1,000,000 (50% of \$2,000,000) for the 12-month period ending July 31, 2025, then Sellers shall return 50% of the shares received. The Company will record the value of the shares issued as compensation expense to the sellers, and will recognize such compensation expense over the two year vesting period of the agreement. The revenue requirement was not met during the initial period. As a result, 13,985 shares will vest as of June 30, 2024, with a related compensation expense of \$2,937. During the nine months ended September 30, 2024, \$653,313 of compensation expense recognized in 2023 has been reversed.

Note 7 – Subsequent Events

None.