

Alternative Reporting Standard: Disclosure Guidelines for the Pink[®] Market

Federal and state securities laws require issuers to provide *current information* to the public markets. With a view to facilitating compliance with these laws, OTC Markets Group has created these Disclosure Guidelines (“Guidelines”)¹ that set forth the disclosure obligations that make up the “Alternative Reporting Standard” for Pink companies. Companies on the Pink Market that do not make disclosure directly to the SEC (via EDGAR), a banking regulator, or a non-U.S. regulatory authority may provide disclosure under our “Alternative Reporting Standard.” We use information provided by companies under these Guidelines to designate the appropriate tier in the Pink Market: Current Information or Limited Information.²

Pink Current Information Tier

To qualify for the Current Information Tier:

1. **Subscribe to the OTC Disclosure & News Service:** To submit an application, visit [Gateway](#) to sign in or create a new account. Allow OTC Markets Group 2-4 weeks to process your application and provide authorized user credentials to OTCIQ.
2. **Publish Initial Disclosure:** Upload the following documents through OTCIQ:
 - Annual Report for the most recently completed fiscal year.
 - All Quarterly Reports for the Current Fiscal Year.

Annual or Quarterly Reports are composed of:

- **Disclosure Statements:** Disclosure information pursuant to these Guidelines for the applicable period. Available as a fillable form beginning on page 4 of these Guidelines.
- **Financial Statements:** Qualifying Financial Statements in accordance with the Financial Statement Requirements specified in Item 9 of these Guidelines.

Qualifying Financial Statements include:

- Audit Letter, if audited
- Balance Sheet
- Statement of Income
- Statement of Cash Flows
- Statement of Retained Earnings (Statement of Changes in Stockholders’ Equity)
- Notes to Financial Statements

¹ These Guidelines have been designed to encompass the “current information” requirements under state and federal securities laws, such as Rules 10b-5 and 15c2-11 of the Securities Exchange Act of 1934 (“Exchange Act”) as well as Rule 144 of the Securities Act of 1933 (“Securities Act”), and state Blue Sky laws. However, these Guidelines have not been reviewed by the U.S. Securities and Exchange Commission or any state securities regulator. These Guidelines do not constitute legal advice, and OTC Markets Group makes no assurance that compliance with our disclosure requirements will satisfy any legal requirements. These Guidelines may be amended from time to time, in the sole and absolute discretion of OTC Markets Group, with or without notice.

² OTC Markets Group may require companies with securities designated as “Caveat Emptor” or other compliance flags to make additional disclosures to qualify for the Pink Current Information tier.

3. **Publish Attorney Letter:** If financial statements are not audited by a PCAOB registered firm, companies must retain U.S. counsel to review their disclosure and provide a letter to OTC Markets Group with respect to adequate current information by providing the following:
 - Attorney Letter Agreement: The attorney for the company must submit a signed Attorney Letter Agreement according to the [Attorney Letter Agreement Instructions](#).
 - Attorney Letter: After the attorney reviews the company's disclosure, publish the "Attorney Letter With Respect to Current Information" through OTCIQ. Attorney Letters must be in accordance with the [Attorney Letter Guidelines](#).
4. **Verify Profile:** Verify the Company Profile through OTCIQ. This includes the complete list of current officers, directors, and service providers; outstanding shares; a business description; contact information; and the names of all company insiders and beneficial owners of 10% or more of the outstanding units or shares of any class of any equity security of the issuer.
5. **OTC Markets Group Processing of Reports:** Allow OTC Markets Group to process the posted documents (typically three to five business days) and provide any comments. Companies will only be evaluated for Current Information once all required documentation has been submitted. A new Attorney Letter is required upon amendment of any referenced report.
6. **Ongoing Requirements:** To qualify for Current Information on an ongoing basis, companies must:
 - Publish reports through OTCIQ on the following schedule:
 - Quarterly Report within **45 days** of the quarter end
 - Annual Report within **90 days** of the fiscal year end
 - Attorney Letter within **120 days** of the fiscal year end if financial statements are unaudited.
 - Maintain a Verified Profile. At least once every six months, review and verify the Company Profile through OTCIQ.
 - Maintain Transfer Agent Verified share data. If your transfer agent participates in the [Transfer Agent Verified Shares Program](#), then your securities must have current share data verified by the transfer agent.
 - Maintain an Active standing in the Company's State of Incorporation.

Pink Limited Information Tier

Companies that do not meet the requirements of the Pink Current Information tier set forth above may still qualify for the Pink Limited Information Tier by meeting the following minimum disclosure requirements.

1. **Annual Financial Statements:** Publish one set of Qualifying Annual Financial Statements which cover the past 2 completed fiscal years, provided the most recently completed fiscal year is within the past 16 months.
2. **Verified Profile:** The Company must verify the Company Profile through OTCIQ, including, but not limited to, a complete list of officers, directors, and service providers; outstanding shares; a business description; contact information; and the name of all company insiders. "Company Insiders" shall include the beneficial owner of 10% or more of the outstanding units or shares of any class of any equity security of the issuer.
3. **Ongoing Requirements:** To qualify for Limited Information on an ongoing basis, companies must:
 - Publish reports on the following schedule:
 - Annual Financial Statements as outlined in Item 9 within 120 days of the fiscal year end. Should a change in FYE occur, no more than 16 months may elapse from the fiscal year end of the prior Annual Financial Statement.

- Review and Verify the Company's profile information through OTCIQ at least once every 12 months.
- Maintain Transfer Agent Verified share data. If your transfer agent participates in the [Transfer Agent Verified Shares Program](#), then your securities must have current share data verified by the transfer agent.

Current Reporting of Material Corporate Events

In addition to the disclosure requirements above, all companies on the Pink market are expected to promptly release to the public any news or information regarding corporate events that may be material to the issuer and its securities (including adverse information). Persons with knowledge of such events are considered to be in possession of material nonpublic information and may not buy or sell the issuer's securities until or unless such information is made public. If not included in the issuer's previous public disclosure documents, or if the material events occurs after the publication of such disclosure documents, the issuer shall publicly disclose such events by disseminating a news release **within four (4) business days** following their occurrence and posting such news release through an Integrated Newswire or the OTC Disclosure & News Service.³

Material corporate events may include:

- Changes to the company's shell status. Please refer to our [FAQ on Shell Companies](#)
- Changes in control of issuer
- Departure of directors or principal officers; election of directors; appointment of principal officers
- Entry into or termination of a material definitive agreement or material agreement not made in the ordinary course of business
- Completion of an acquisition or disposition of assets, including but not limited to merger transactions
- Creation of a direct financial obligation or an obligation under an off-balance sheet arrangement of an issuer
- Triggering events that accelerate or increase a direct or contingent financial obligation including any default or acceleration of an obligation or an obligation under an off-balance sheet arrangement
- Costs associated with exit or disposal activities including material write-offs and restructuring; Material impairments
- Unregistered sales of equity securities
- Material modification to rights of security holders
- Changes in issuer's certifying accountant
- Non-reliance on previously issued financial statements or a related audit report or completed interim review
- Change in a company's fiscal year; Amendments to articles of incorporation or bylaws that were not previously disclosed in a proxy statement or other such disclosure statement.
- Amendments to the issuer's code of ethics, or waiver of a provision of the code of ethics
- Any changes to litigation the issuer may be involved in, or any new litigation surrounding the issuer
- Officer, director, or insider transactions in the issuer's securities
- Disclosure of investor relations, marketing, brand awareness, and stock promotion activities which might reasonably be expected to materially affect the market for its securities or otherwise deemed material by the issuer
- A company's bankruptcy or receivership
- Termination or reduction of a business relationship with a customer that constitutes a specified amount of the company's revenues
- Any material limitation, restriction, or prohibition, including the beginning and end of lock-out periods, regarding the company's employee benefits, retirement and stock ownership plan
- Earnings releases
- Other materially different information regarding key financial or operation trends from that set forth in periodic reports
- Other events the issuer determines to be material

³ "Integrated Newswire" shall mean a newswire service that is integrated with the OTC Disclosure & News Service and is included on OTC Markets Group's list of Integrated Newswires, as published on <https://www.otcmarkets.com/corporate-services/ir-tools-services>

RIGHTSCORP, INC.

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775-881-8091

<http://www.rightscorp.com>

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Quarterly Report

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

Outstanding Shares

The number of shares outstanding of our Common Stock was:

234,740,972 as of June 30, 2024 (Current Reporting Period Date or More Recent Date)

232,740,972 as of December 31, 2023 (Most Recent Completed Fiscal Year End)

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:

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.

Yes:

No:

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.

Rightscorp, Inc.; from July, 2013 to present;

Stevia Agritech Corp.; from May, 2012 to July 2013;

Kids Only Market, Inc. from April, 2010 to May, 2012.

Current State and Date of Incorporation or Registration: Nevada

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

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

None.

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

None.

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

None.

Address of the issuer's principal executive office:

3100 Donald Douglas Loop North

Santa Monica, California 90405

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: Nevada Agency and Transfer Company
Phone: 775-322-0626
Email: info@natco.com
Address: 50 West Liberty Street, Ste. 880, Reno, NV 89501

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>RIHT</u>	
Exact title and class of securities outstanding:	<u>Common</u>	
CUSIP:	<u>0001506270</u>	
Par or stated value:	<u>\$0.001</u>	
Total shares authorized:	<u>250,000,000</u>	as of date: <u>December 31, 2023</u>
Total shares outstanding:	<u>234,740,972</u>	as of date: <u>June 30, 2024</u>
Total number of shareholders of record:	<u>141</u>	as of date: <u>June 30, 2024</u>

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

None.

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

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

Exact title and class of the security:	<u> </u>	
Par or stated value:	<u> </u>	
Total shares authorized:	<u> </u>	as of date: <u> </u>
Total shares outstanding:	<u> </u>	as of date: <u> </u>
Total number of shareholders of record:	<u> </u>	as of date: <u> </u>

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

None.

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.

Authorized stock: Number of shares with par value: 260,000,000. The aggregate number of shares the corporation shall have the authority to issue is 260,000,000, of which 250,000,000 shares will be common stock, with a par value of \$0.001 per share, and 10,000,000 shares of preferred stock, such preferred stock to have

such designations, rights, qualifications, preferences, limitations, and terms of the shares of any series of preferred stock as the board of directors may determine from time to time.

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

There are 10,000,000 shares of preferred stock par value of \$0.001, no classes designated, and none issued.

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

None.

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

None.

3) Issuance History

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

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

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

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

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

Shares Outstanding as of Second Most Recent Fiscal Year End: <u>Opening Balance</u> Date <u>12/31/21</u> Common: <u>163,920,065</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,	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per	Were the shares issued at a discount to market	Individual/ Entity Shares were issued to.	Reason for share issuance (e.g. for cash or debt conversion) - OR-	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.

	shares returned to treasury)			share) at Issuance	price at the time of issuance? (Yes/No)	*You must disclose the control person(s) for any entities listed.	Nature of Services Provided		
<u>10-7-22</u>	<u>New Issuance</u>	<u>550,000</u>	<u>Common</u>	<u>\$0.0181</u>	<u>No</u>	<u>Jose H. Martinez</u>	<u>Debt conversion</u>	<u>Restricted</u>	<u>4.2</u>
<u>10-7-22</u>	<u>New Issuance</u>	<u>550,000</u>	<u>Common</u>	<u>\$0.0181</u>	<u>No</u>	<u>Jose H. Martinez</u>	<u>Debt conversion</u>	<u>Restricted</u>	<u>4.2</u>
<u>10-7-22</u>	<u>New Issuance</u>	<u>275,000</u>	<u>Common</u>	<u>\$0.0181</u>	<u>No</u>	<u>Mitchell Munson</u>	<u>Debt conversion</u>	<u>Restricted</u>	<u>4.2</u>
<u>10-7-22</u>	<u>New Issuance</u>	<u>275,000</u>	<u>Common</u>	<u>\$0.0181</u>	<u>No</u>	<u>Michael Bakios</u>	<u>Debt conversion</u>	<u>Restricted</u>	<u>4.2</u>
<u>10-7-22</u>	<u>New Issuance</u>	<u>825,000</u>	<u>Common</u>	<u>\$0.0181</u>	<u>No</u>	<u>Stock Loan Solution LLC, Joe Thomas, Manager</u>	<u>Debt conversion</u>	<u>Restricted</u>	<u>4.2</u>
<u>10-7-22</u>	<u>New Issuance</u>	<u>55,000</u>	<u>Common</u>	<u>\$0.0181</u>	<u>No</u>	<u>Jenifer Gersbach</u>	<u>Debt conversion</u>	<u>Restricted</u>	<u>4.2</u>
<u>10-7-22</u>	<u>New Issuance</u>	<u>1,650,000</u>	<u>Common</u>	<u>\$0.0181</u>	<u>No</u>	<u>John Mouawad</u>	<u>Debt conversion</u>	<u>Restricted</u>	<u>4.2</u>
<u>10-7-22</u>	<u>New Issuance</u>	<u>275,000</u>	<u>Common</u>	<u>\$0.0181</u>	<u>No</u>	<u>Steven E. Rayfield</u>	<u>Debt conversion</u>	<u>Restricted</u>	<u>4.2</u>
<u>10-7-22</u>	<u>New Issuance</u>	<u>335,500</u>	<u>Common</u>	<u>\$0.0181</u>	<u>No</u>	<u>Michael Altobell</u>	<u>Debt conversion</u>	<u>Restricted</u>	<u>4.2</u>
<u>10-7-22</u>	<u>New Issuance</u>	<u>1,100,000</u>	<u>Common</u>	<u>\$0.0181</u>	<u>No</u>	<u>Dominic Power</u>	<u>Debt conversion</u>	<u>Restricted</u>	<u>4.2</u>
<u>10-7-22</u>	<u>New Issuance</u>	<u>275,000</u>	<u>Common</u>	<u>\$0.0181</u>	<u>No</u>	<u>John Fawcett</u>	<u>Debt conversion</u>	<u>Restricted</u>	<u>4.2</u>
<u>10-7-22</u>	<u>New Issuance</u>	<u>275,000</u>	<u>Common</u>	<u>\$0.0181</u>	<u>No</u>	<u>Brent Fawcett</u>	<u>Debt conversion</u>	<u>Restricted</u>	<u>4.2</u>
<u>10-7-22</u>	<u>New Issuance</u>	<u>137,500</u>	<u>Common</u>	<u>\$0.0181</u>	<u>No</u>	<u>John Fawcett</u>	<u>Debt conversion</u>	<u>Restricted</u>	<u>4.2</u>
<u>10-7-22</u>	<u>New Issuance</u>	<u>137,500</u>	<u>Common</u>	<u>\$0.0181</u>	<u>No</u>	<u>Brent Fawcett</u>	<u>Debt conversion</u>	<u>Restricted</u>	<u>4.2</u>
<u>10-7-22</u>	<u>New Issuance</u>	<u>275,000</u>	<u>Common</u>	<u>\$0.0181</u>	<u>No</u>	<u>Steven E. Rayfield</u>	<u>Debt conversion</u>	<u>Restricted</u>	<u>4.2</u>
<u>10-7-22</u>	<u>New Issuance</u>	<u>5,500,000</u>	<u>Common</u>	<u>\$0.0181</u>	<u>No</u>	<u>Greg Boswell</u>	<u>Debt conversion</u>	<u>Restricted</u>	<u>4.2</u>
<u>10-7-22</u>	<u>New Issuance</u>	<u>8,250,000</u>	<u>Common</u>	<u>\$0.0181</u>	<u>No</u>	<u>Cecil Bond Kyte</u>	<u>Debt conversion</u>	<u>Restricted</u>	<u>4.2</u>
<u>10-7-22</u>	<u>New Issuance</u>	<u>5,500,000</u>	<u>Common</u>	<u>\$0.0181</u>	<u>No</u>	<u>Markus Rainak</u>	<u>Debt conversion</u>	<u>Restricted</u>	<u>4.2</u>
<u>10-20-22</u>	<u>New Issuance</u>	<u>550,000</u>	<u>Common</u>	<u>\$0.03</u>	<u>No</u>	<u>David Walter</u>	<u>Warrant Exercise</u>	<u>Restricted</u>	<u>4.2</u>
<u>10-20-22</u>	<u>New Issuance</u>	<u>550,000</u>	<u>Common</u>	<u>\$0.03</u>	<u>No</u>	<u>David Walter</u>	<u>Warrant Exercise</u>	<u>Restricted</u>	<u>4.2</u>

<u>11-7-22</u>	<u>New Issuance</u>	<u>19,695,907</u>	<u>Common</u>	<u>\$0.0181</u>	<u>No</u>	<u>David Walter</u>	<u>Debt conversion</u>	<u>Restricted</u>	<u>4.2</u>
<u>11-15-22</u>	<u>New Issuance</u>	<u>1,971,750</u>	<u>Common</u>	<u>\$0.0181</u>	<u>No</u>	<u>Maximilian Walter</u>	<u>Debt conversion</u>	<u>Restricted</u>	<u>4.2</u>
<u>11-15-22</u>	<u>New Issuance</u>	<u>1,971,750</u>	<u>Common</u>	<u>\$0.0181</u>	<u>No</u>	<u>Nina Walter</u>	<u>Debt conversion</u>	<u>Restricted</u>	<u>4.2</u>
<u>11-15-22</u>	<u>New Issuance</u>	<u>671,000</u>	<u>Common</u>	<u>\$0.0181</u>	<u>No</u>	<u>Christine Soleil Gaukel</u>	<u>Debt conversion</u>	<u>Restricted</u>	<u>4.2</u>
<u>12-6-22</u>	<u>New Issuance</u>	<u>825,000</u>	<u>Common</u>	<u>\$0.03</u>	<u>No</u>	<u>David Walter</u>	<u>Warrant exercise</u>	<u>Restricted</u>	<u>4.2</u>
<u>12-29-22</u>	<u>New Issuance</u>	<u>137,500</u>	<u>Common</u>	<u>\$0.03</u>	<u>No</u>	<u>Steven E. Rayfield</u>	<u>Warrant exercise</u>	<u>Restricted</u>	<u>4.2</u>
<u>2-14-23</u>	<u>New Issuance</u>	<u>2,062,500</u>	<u>Common</u>	<u>\$0.03</u>	<u>No</u>	<u>David Walter</u>	<u>Warrant exercise</u>	<u>Restricted</u>	<u>4.2</u>
<u>2-14-23</u>	<u>New Issuance</u>	<u>335,000</u>	<u>Common</u>	<u>\$0.03</u>	<u>No</u>	<u>Christine Soleil Gaukel</u>	<u>Warrant exercise</u>	<u>Restricted</u>	<u>4.2</u>
<u>2-14-23</u>	<u>New Issuance</u>	<u>343,750</u>	<u>Common</u>	<u>\$0.03</u>	<u>No</u>	<u>Maximilian Walter</u>	<u>Warrant exercise</u>	<u>Restricted</u>	<u>4.2</u>
<u>2-14-23</u>	<u>New Issuance</u>	<u>343,750</u>	<u>Common</u>	<u>\$0.03</u>	<u>No</u>	<u>Nina Walter</u>	<u>Warrant exercise</u>	<u>Restricted</u>	<u>4.2</u>
<u>3-3-23</u>	<u>New Issuance</u>	<u>1,100,000</u>	<u>Common</u>	<u>\$0.0181</u>	<u>No</u>	<u>Evan Philip English</u>	<u>Debt conversion</u>	<u>Restricted</u>	<u>4.2</u>
<u>3-3-23</u>	<u>New Issuance</u>	<u>1,160,500</u>	<u>Common</u>	<u>\$0.03</u>	<u>No</u>	<u>David Walter</u>	<u>Warrant exercise</u>	<u>Restricted</u>	<u>4.2</u>
<u>3-21-23</u>	<u>New issuance</u>	<u>336,875</u>	<u>Common</u>	<u>\$0.03</u>	<u>No</u>	<u>Nina Walter</u>	<u>Warrant exercise</u>	<u>Restricted</u>	<u>4.2</u>
<u>3-21-23</u>	<u>New Issuance</u>	<u>336,875</u>	<u>Common</u>	<u>\$0.03</u>	<u>No</u>	<u>Maximilian Walter</u>	<u>Warrant exercise</u>	<u>Restricted</u>	<u>4.2</u>
<u>3-21-23</u>	<u>New Issuance</u>	<u>167,750</u>	<u>Common</u>	<u>\$0.03</u>	<u>No</u>	<u>David Walter</u>	<u>Warrant exercise</u>	<u>Restricted</u>	<u>4.2</u>
<u>3-30-23</u>	<u>New Issuance</u>	<u>167,750</u>	<u>Common</u>	<u>\$0.03</u>	<u>No</u>	<u>Najib Khalil</u>	<u>Warrant exercise</u>	<u>Restricted</u>	<u>4.2</u>
<u>3-30-23</u>	<u>New Issuance</u>	<u>343,750</u>	<u>Common</u>	<u>\$0.03</u>	<u>No</u>	<u>David Walter</u>	<u>Warrant exercise</u>	<u>Restricted</u>	<u>4.2</u>
<u>3-30-23</u>	<u>New Issuance</u>	<u>687,500</u>	<u>Common</u>	<u>\$0.03</u>	<u>No</u>	<u>David Walter</u>	<u>Warrant exercise</u>	<u>Restricted</u>	<u>4.2</u>
<u>4-10-23</u>	<u>New Issuance</u>	<u>167,750</u>	<u>Common</u>	<u>\$0.03</u>	<u>No</u>	<u>Najib Khalil</u>	<u>Warrant exercise</u>	<u>Restricted</u>	<u>4.2</u>
<u>4-28-23</u>	<u>New Issuance</u>	<u>167,750</u>	<u>Common</u>	<u>\$0.03</u>	<u>No</u>	<u>Maximilian Walter</u>	<u>Warrant exercise</u>	<u>Restricted</u>	<u>4.2</u>
<u>4-28-23</u>	<u>New Issuance</u>	<u>167,750</u>	<u>Common</u>	<u>\$0.03</u>	<u>No</u>	<u>Nina Walter</u>	<u>Warrant exercise</u>	<u>Restricted</u>	<u>4.2</u>
<u>4-28-23</u>	<u>New Issuance</u>	<u>83,875</u>	<u>Common</u>	<u>\$0.03</u>	<u>No</u>	<u>Kenneth Johnson</u>	<u>Warrant exercise</u>	<u>Restricted</u>	<u>4.2</u>

<u>4-28-23</u>	<u>New Issuance</u>	<u>83,875</u>	<u>Common</u>	<u>\$0.03</u>	<u>No</u>	<u>Michael Rosenthal</u>	<u>Warrant exercise</u>	<u>Restricted</u>	<u>4.2</u>
<u>6-1-23</u>	<u>New Issuance</u>	<u>275,000</u>	<u>Common</u>	<u>\$0.03</u>	<u>No</u>	<u>David Walter</u>	<u>Warrant exercise</u>	<u>Restricted</u>	<u>4.2</u>
<u>9-7-23</u>	<u>New Issuance</u>	<u>6,325,000</u>	<u>Common</u>	<u>\$0.02</u>	<u>No</u>	<u>David Walter</u>	<u>Warrant Exercise</u>	<u>Restricted</u>	<u>4.2</u>
<u>9-7-23</u>	<u>New Issuance</u>	<u>275,000</u>	<u>Common</u>	<u>\$0.02</u>	<u>No</u>	<u>Maximillian Walter</u>	<u>Warrant Exercise</u>	<u>Restricted</u>	<u>4.2</u>
<u>9-7-23</u>	<u>New Issuance</u>	<u>275,000</u>	<u>Common</u>	<u>\$0.02</u>	<u>No</u>	<u>Nina Walter</u>	<u>Warrant Exercise</u>	<u>Restricted</u>	<u>4.2</u>
<u>9-7-23</u>	<u>New Issuance</u>	<u>500,000</u>	<u>Common</u>	<u>\$0.02</u>	<u>No</u>	<u>Maximillian Walter</u>	<u>Warrant Exercise</u>	<u>Restricted</u>	<u>4.2</u>
<u>9-7-23</u>	<u>New Issuance</u>	<u>500,000</u>	<u>Common</u>	<u>\$0.02</u>	<u>No</u>	<u>Nina Walter</u>	<u>Warrant Exercise</u>	<u>Restricted</u>	<u>4.2</u>
<u>3-5-24</u>	<u>New Issuance</u>	<u>2,000,000</u>	<u>Common</u>	<u>\$0.0186</u>	<u>Yes</u>	<u>Breathing Lion Investments, LLC</u> <u>Todd Dunphy</u>	<u>Services Contract</u>	<u>Restricted</u>	<u>4.2</u>
Shares Outstanding on Date of This Report:									
Ending Balance:									
Date <u>12-31-23</u> Common: <u>232,740,972</u>									
Date: <u>6-30-24</u> Common: <u>234,740,972</u>									
Preferred: <u>0</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:

None.

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>3-29-22</u>	<u>\$8,975.19</u>	<u>\$6,100.00</u>	<u>\$2,265.19</u>	<u>3-29-23</u>	<u>@ \$0.02 per common share.</u>	<u>Najib Khalil</u>	<u>Loan</u>

<u>4-5-22</u>	<u>\$8,960.33</u>	<u>\$6,100.00</u>	<u>\$2,250.33</u>	<u>4-5-23</u>	<u>@ \$0.02 per common share.</u>	<u>Najib Khalil</u>	<u>Loan</u>
<u>5-2-22</u>	<u>\$4,451.51</u>	<u>\$3,050.00</u>	<u>\$1,096.51</u>	<u>5-2-23</u>	<u>@ \$0.02 per common share.</u>	<u>Lawrence Levy</u>	<u>Loan</u>
<u>5-2-22</u>	<u>\$4,451.51</u>	<u>\$3,050.00</u>	<u>\$1,096.51</u>	<u>5-2-23</u>	<u>@ \$0.02 per common share.</u>	<u>Kenneth Johnson</u>	<u>Loan</u>
<u>7-27-18</u>	<u>\$30,844.93</u>	<u>\$15,000.00</u>	<u>\$15,844.93</u>	<u>9-25-18</u>	<u>50% discount to the lower of (a) the lowest closing price for the Common Stock during the 60 calendar days prior to the Conversion Date or (b) the 10-day Volume Weighted Average Price ("VWAP") prior to the Conversion Date.</u>	<u>Hampton Growth Resources, LLC, Andrew Haag, Manager</u>	<u>Loan</u>
<u>4-28-21</u>	<u>\$11,163.11</u>	<u>\$7,000.00</u>	<u>\$4,163.11</u>	<u>4-28-22</u>	<u>50% discount to the lower of (a) the lowest closing price for the Common Stock during the 60 calendar days prior to the Conversion Date or (b) the 10-day Volume Weighted Average Price ("VWAP") prior to the Conversion Date.</u>	<u>Westside Strategic Partners, LLC, Robert Haag, Manager</u>	<u>Loan</u>

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

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

4) Issuer's Business, Products and Services

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

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

According to Netnames, 22% of all internet traffic is used for peer-to-peer filesharing, the great majority of which infringes on copyrights, while according to Sandvine, 27% of all US internet upload traffic is peer-to-peer filesharing, the majority of which infringes on copyrights. We believe that this means that every creator of music, movies, TV shows, books and software is faced with the reality that their work, their property and their content may end up being distributed on the internet against their wishes, to their economic detriment and without receiving compensation. We protect copyright holders' rights by seeking to assure they get paid for their copyrighted IP. We offer and sell a service to copyright owners under which copyright owners retain us to identify infringements and collect settlement payments from Internet users who have infringed on their copyrights. With our service, content creators have the opportunity to get compensated for copyright infringement and enforce their rights.

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

None.

C. Describe the issuers' principal products or services.

After we receive an order from a client, our software monitors the global P2P file sharing networks to detect illegally distributed digital media. The technology sends automated notices of the infringing activity to ISPs and the ISP forwards these notices, which contain settlement offers, to their infringing customers. The notice to ISPs and settlement offers identify the date, time, title of copyrighted intellectual property and other specific technology identifiers to confirm the infringement by the ISP's customer. Infringers who accept our settlement offers then remit payment to us for the copyright infringement and we share the payments with the copyright owners.

We generate revenues by retaining a portion of the settlement payments we receive from copyright infringers. Our customers, the copyright holders, benefit from our service as we share a portion of the settlement with them. This helps them recapture the revenues they lost when their copyrighted material was illegally copied and distributed. Current customers include, but are not limited to, BMG Rights Management, Round Hill Music, Shapiro/Bernstein and The Orchard. We previously successfully obtained settlement payments from more than 180,000 individual cases of copyright infringement. Previously, we closed infringements and received settlement payments from subscribers on more than 233 ISPs including five of the top 10 US ISPs: Comcast, Charter, CenturyLink, Mediacom and Suddenlink. We believe ISPs that participate with us and our clients by forwarding notices of infringement achieve compliance with their obligations under Digital Millennium Copyright Act (or DMCA).

Our second but more relevant business model is for data litigation services. This service allows us to present our traditional data analytics as evidence to be pressure tested throughout a legal process that ultimately results in a courtroom trial, in support of our client's ownership rights.

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 utilizes corporate office space at 3100 Donald Douglas Loop North, Santa Monica, CA 90405. There is no lease for the office space, provided free to the Company.

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>Cecil Kyte</u>	Sole Officer and Director	<u>Carson City, NV</u>	<u>15,250,000</u>	<u>Common</u>	<u>6.50%</u>	
<u>John Ditton</u>	Director	<u>Reno, NV</u>	<u>0</u>	<u>N/A</u>	<u>0%</u>	
<u>David Walter</u>	<u>5%+ Owner</u>	<u>Thousand Oaks, CA</u>	<u>34,042,907</u>	<u>Common</u>	<u>14.50%</u>	
<u>Edward Frymer</u>	<u>5%+ Owner</u>	<u>Newbury Park, CA</u>	<u>18,791,411</u>	<u>Common</u>	<u>8.01%</u>	
Hampton Growth Resources, LLC ¹	<u>Aggregate 5%+ Owner</u>	<u>Santa Monica, CA</u>	<u>14,000,000</u>	<u>Common</u>	<u>5.96%</u>	<u>Andrew Haag</u>
<u>IRTH Communications, LLC¹</u>	<u>Aggregate 5%+ Owner</u>	<u>Santa Monica, CA</u>	<u>2,479,748</u>	<u>Common</u>	<u>1.06%</u>	<u>Andrew Haag</u>
<u>Andrew Haag¹</u>	<u>Aggregate 5%+ Owner</u>	<u>Santa Monica, CA</u>	<u>8,000,010</u>	<u>Common</u>	<u>3.41%</u>	
<u>Greg Boswell</u>	<u>5%+ Owner</u>	<u>Ventura, CA</u>	<u>12,000,000</u>	<u>Common</u>	<u>5.11%</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

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1
1

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;

On July 22, 2020, Andrew Haag and Irth Communications, LLC ("Irth"), an entity in which Mr. Haag is the majority owner and managing partner, consented to the entry of an administrative order ("Settlement Order") of the U.S. Securities and Exchange Commission. Mr. Haag and Irth did so without admitting or denying the allegations or findings contained in the Settlement Order. The Settlement Order alleged that between December 2017 and February 2018, Irth tweeted or re-tweeted positive news articles describing the business, products, and securities of 9 of Irth's clients, for which Irth received \$35,000 in compensation attributable to the tweets from these 9 clients. The Settlement Order further alleged that Irth failed to disclose the source or amount of the compensation it received from the 9 clients and that, as a result, Irth and Mr. Haag violated Section 17(b) of the Securities Act of 1933. Mr. Haag agreed to a civil penalty of \$7,500, which he paid on July 28, 2020. Irth agreed to a civil penalty of \$35,000, plus disgorgement of \$35,000 and prejudgment interest of \$4,233.71, which it also paid on July 28, 2020. Mr. Haag and Irth also agreed to a cease and desist order, contained within the Settlement Order. The Settlement Order did not include a censure, and is not scienter or fraud based.

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.

On July 22, 2020, Andrew Haag and Irth Communications, LLC ("Irth"), an entity in which Mr. Haag is the majority owner and managing partner, consented to the entry of an administrative order ("Settlement Order") of the U.S. Securities and Exchange Commission. Mr. Haag and Irth did so without admitting or denying the allegations or findings contained in the Settlement Order. The Settlement Order alleged that between December 2017 and February 2018, Irth tweeted or re-tweeted positive news articles describing the business, products, and securities of 9 of Irth's clients, for which Irth received \$35,000 in compensation attributable to the tweets from these 9 clients. The Settlement Order further alleged that Irth failed to disclose the source or amount of the compensation it received from the 9 clients and that, as a result, Irth and Mr. Haag violated Section 17(b) of the Securities Act of 1933. Mr. Haag agreed to a civil penalty of \$7,500, which he paid on July 28, 2020. Irth agreed to a civil penalty of \$35,000, plus disgorgement of \$35,000 and prejudgment interest of \$4,233.71, which it also paid on July 28, 2020. Mr. Haag and Irth also agreed to a cease and desist order, contained within the Settlement Order. The Settlement Order did not include a censure, and is not scienter or fraud based.

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.

Title: UMG Recordings, Inc., et al., v. RCN Telecom Services, LLC, et al.
Case No.: 19-17272
Jurisdiction: United States District Court, District of New Jersey
Status: Late last year, the RCN defendants asserted a counterclaim against Rightscorp, Inc., alleging violations of California's Unfair Competition Law, among others. Rightscorp successfully moved to dismiss under FRCP 12(b)(6). The RCN defendants filed an amended counterclaim against Rightscorp and other parties. Rightscorp filed another motion to dismiss RCN's amended counterclaim. On April 29th, 2022, this case was dismissed with prejudice in favor of Rightscorp.

Title: American Films, LLC and American Films, Inc. v. Rightscorp, Inc.
Title: American Films, LLC and American Films, Inc. v. Rightscorp, Inc.
Case No.: 2021-CA-000817-00001
Jurisdiction: Circuit Court of the Twentieth Judicial Circuit for Collier County, Florida
Status: On March 23, 2021, Plaintiffs American Films, LLC and American Films, Inc. ("Plaintiffs") filed a complaint against Rightscorp, Inc. (the "Company") alleging a breach of contract cause of action, seeking monetary damages. The complaint was subsequently amended to add an additional plaintiff and an individual defendant and various causes of action. After successful motions to dismiss filed by the Company, including obtaining a dismissal with prejudice against the individual defendant, Plaintiff's amended complaint alleged four causes of action against the Company. In response, the Company filed a motion to dismiss the amended complaint on various grounds. On June 7, 2024, the Court granted the Company's motion to dismiss the Plaintiffs' second amended complaint with prejudice. The Court made the explicit ruling that the Company is the prevailing party and that the Court reserves the jurisdiction to consider the Company's claims to entitlement of attorneys' fees and costs. The Company subsequently filed a motion to determine entitlement of costs and fees, which is set for a hearing on August 19, 2024. In addition, the Company is analyzing its potential claims against Plaintiffs as a result of this lawsuit.

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: Edward S. Gelfand
Address 1: Gelfand & Hayton, LLP
Address 2: 15260 Ventura Boulevard, Ste. 1920
Sherman Oaks, CA 91403
Phone: 213-542-2100
Email: egelfand@gghslaw.com

Accountant or Auditor

Name: _____
Firm: _____

Address 1: _____
Address 2: _____
Phone: _____
Email: _____

Investor Relations

Name: _____
Firm: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

All other means of Investor Communication:

X (Twitter): _____
Discord: _____
LinkedIn: _____
Facebook: _____
[Other] _____

Other Service Providers

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

Name: Tad Mailander
Firm: Mailander Law Office, Inc.
Nature of Services: Legal
Address 1: 2721 SW Trenton St # 47135
Address 2: Seattle WA 98146
Phone: 619-549-1442
Email: tad@mailanderlaw.net

9) Disclosure & Financial Information

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

Name: **Tad Mailander**
Title: **Outside Counsel**
Relationship to Issuer: _____

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: **Atlas Bookkeeping, Inc.**

Title:

Relationship to Issuer: **Independent Contractor**

Describe the qualifications of the person or persons who prepared the financial statements:⁵ Atlas Bookkeeping, Inc. is responsible for preparing the issuer's financial statements. The financial statements are not audited. Atlas Bookkeeping, Inc. is not staffed by any certified public accountants, and prepares compiled financial statements based on data provided by the Company and its control persons.

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, Cecil Bond-Kyte certify that:

1. I have reviewed this Disclosure Statement for Rightscorp, 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

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.

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 14, 2024

/s/ Cecil Bond-Kyte, CEO

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

Principal Financial Officer:

I, Cecil Bond-Kyte certify that:

1. I have reviewed this Disclosure Statement for Rightscorp, 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 14, 2024

/s/ Cecil Bond-Kyte, CFO

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

Rightscorp, Inc. and Subsidiary
Consolidated Balance Sheets

<u>Assets</u>	June 30, 2024	December 31, 2023
Current Assets		
Cash	\$ 5,720	\$ 21,706
Accounts receivable	106,138	208,254
Prepaid expenses and other assets	6,219	14,548
Total current assets	118,077	244,508
Other Assets		
Property and equipment (net)	13,562	-
Total assets	\$ 131,639	\$ 244,508
<u>Liabilities and Stockholders' Deficit</u>		
Current Liabilities		
Accounts payable and accrued liabilities	\$ 2,866,630	\$ 2,793,525
Notes payable	97,913	97,913
Convertible notes payable	62,130	42,130
Total Liabilities	3,026,673	2,933,568
Stockholders' Deficit		
Preferred stock, \$.001 par value; 10,000,000 shares authorized; null shares issued and outstanding	-	-
Common stock, \$.001 par value; 250,000,000 shares authorized; 234,740,972 and 232,740,972 shares issued and outstanding	234,742	232,742
Additional paid in capital	12,275,387	12,240,187
Accumulated deficit	(15,405,163)	(15,161,989)
Total stockholders' deficit	(2,895,034)	(2,689,060)
Total liabilities and stockholders' deficit	\$ 131,639	\$ 244,508

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

Rightscorp, Inc. and Subsidiary
Consolidated Statements of Operations

	Three Month Ended June 30, 2024	Three Month Ended June 30, 2023	Six Months Ended June 30, 2024	Six Months Ended June 30, 2023
Revenue	\$ 12,952	\$ -	\$ 136,074	\$ -
Cost of goods sold	-	-	-	-
Gross Profit	12,952	-	136,074	-
Operating Expenses				
General and administrative	168,081	185,502	366,229	393,024
Total operating expenses	168,081	185,502	366,229	393,024
Operating loss	(155,129)	(185,502)	(230,155)	(393,024)
Other Expenses (Income)				
Interest expense	13,018	3,778	13,018	7,214
Total other expenses (income)	13,018	3,778	13,018	7,214
Loss from operations before income taxes	(168,147)	(189,280)	(243,173)	(400,238)
Provision for income taxes	-	-	-	-
Net Loss	\$ (168,147)	\$ (189,280)	\$ (243,173)	\$ (400,238)
Net loss per share – basic and diluted	\$ (0.00)	\$ (0.00)	\$ (0.00)	\$ (0.00)
Weighted average common shares – basic and diluted	234,740,972	224,580,705	234,022,740	222,348,620

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

Rightscorp, Inc. and Subsidiary
Consolidated Statements of Stockholders' Deficiency

	<u>Common stock</u>		Additional Paid in Capital	Accumulated Deficit	Total Stockholders' Equity/(Deficit)
	Shares	Amount			
Balance as of December 31, 2022	216,533,472	\$ 216,533	\$ 11,859,921	\$ (14,747,500)	\$ (2,671,046)
Common stock issued for warrant exercise	7,232,500	7,234	209,741	-	216,975
Common stock issued for note conversions	1,100,000	1,100	20,900	-	22,000
Net loss	-	-	-	(400,238)	(400,238)
Balance as of June 30, 2023	<u>224,865,972</u>	<u>\$ 224,867</u>	<u>\$ 12,090,562</u>	<u>\$ (15,147,738)</u>	<u>\$ (2,832,309)</u>
Balance as of December 31, 2023	232,740,972	\$ 232,742	\$ 12,240,187	\$ (15,161,990)	\$ (2,689,061)
Common stock issued for services	2,000,000	2,000	35,200	-	37,200
Net loss	-	-	-	(243,173)	(243,173)
Balance as of June 30, 2024	<u>234,740,972</u>	<u>\$ 234,742</u>	<u>\$ 12,275,387</u>	<u>\$ (15,405,163)</u>	<u>\$ (2,895,034)</u>

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

Rightscorp, Inc. and Subsidiary
Consolidated Statements of Cash Flows

	Six Months Ended June 30, 2024	Six Months Ended June 30, 2023
Cash Flows from Operating Activities		
Net income (loss)	\$ (243,174)	\$ (400,238)
Stock based compensation	37,200	\$ -
Depreciation	2,546	-
Changes in operating assets and liabilities:		
Accounts receivable	102,116	-
Prepaid expense	8,329	(833)
Accounts payable and accrued liabilities	73,105	170,257
Net cash used in operating activities	<u>(19,878)</u>	<u>(230,814)</u>
Cash Flows from Investing Activities		
Purchases of fixed assets	(16,108)	-
Net cash used in investing activities	<u>(16,108)</u>	<u>-</u>
Cash Flows from Financing Activities		
Proceeds from issuance of convertible notes	20,000	-
Proceeds from warrant exercises	-	216,975
Net cash provided by financing activities	<u>20,000</u>	<u>216,975</u>
Net increase (decrease) in cash	(15,986)	(13,839)
Cash, beginning of period	21,706	16,475
Cash, end of period	<u>\$ 5,720</u>	<u>\$ 2,636</u>

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

Rightscorp, Inc. and Subsidiary
Notes to Consolidated Financial Statements
For the six months ended June 30, 2024 and 2023

Note 1 – Nature of the Business

Rightscorp, Inc., a Nevada corporation (the “Company”) was organized under the laws of the State of Nevada on April 9, 2010, and its fiscal year end is December 31. The Company is the parent company of Rightscorp, Inc., a Delaware corporation formed on January 20, 2011 (“Rightscorp Delaware”). On October 25, 2013, the Company acquired Rightscorp Delaware in a transaction treated as a reverse acquisition, and the business of Rightscorp Delaware became the business of the Company.

The Company has developed products and intellectual property rights relating to providing data and analytics regarding copyright infringement on the Internet. The Company is dedicated to the vision that digital creative works should be protected economically so that the next generation of great music, movies, video games and software can be made and their creators can prosper. The Company has a patent-pending, proprietary method for gathering and analyzing infringement data and for solving copyright infringement by collecting payments from illegal downloaders via notifications sent to their ISP’s.

Note 2 – Summary of Significant Accounting Policies

Going Concern

The accompanying consolidated financial statements have been prepared assuming the Company will continue as a going concern, which contemplates the realization of assets and the settlement of liabilities and commitments in the normal course of business. As reflected in the accompanying consolidated financial statements, during the six months ended June 30, 2024 and 2023, the Company incurred net losses of \$243,173 and \$400,238, respectively, and used cash for operations of \$19,878 and \$230,814, respectively. As of June 30, 2024, the Company had a stockholders’ deficit of \$2,895,034. These factors raise substantial doubt about the Company’s ability to continue as a going concern within one year after the date that financial statements are issued. The Company’s financial statements do not include any adjustments that might be necessary should the Company be unable to continue as a going concern.

As of June 30, 2024, the Company had cash of \$5,720. Management believes that the Company will need a minimum of \$250,000 to fund operations for the 12-month period from the date of this filing based on its current operating plans. Management’s plans to continue as a going concern include raising additional capital through borrowings and/or the sale of common stock. No assurance can be given that any future financing will be available or, if available, that it will be on terms to are satisfactory to the Company. Even if the Company is able to obtain additional financing, it may contain undue restrictions on our operations, in the case of debt financing, or cause substantial dilution for its stockholders, in case of an equity financing.

Principles of Consolidation

The financial statements include the accounts of Rightscorp Inc., and its wholly-owned subsidiary Rightscorp Delaware. Intercompany balances and transactions have been eliminated in consolidation.

Use of Estimates

The preparation of the financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, and disclosure of contingent liabilities at the date of the financial statements and the reported amounts of expenses during the reporting period. Significant estimates include accounting for potential liabilities, and the assumptions made in valuing share-based instruments issued for services, and derivative liabilities. Actual results could differ from those estimates.

Cash and Cash Equivalents

The Company considers all cash, certificates of deposit and other highly liquid investments with original maturities of three months or less, when purchased, to be cash and cash equivalents. As of June 30, 2024 and December 31, 2023 the Company had no cash equivalents.

Property and equipment

Property and equipment are stated at cost and are depreciated using the straight-line method over their estimated useful lives of three years. Expenditures for maintenance and repairs are charged to operations as incurred while renewals and betterments are capitalized. Gains and losses on disposals are included in the consolidated statements of operations.

Management assesses the carrying value of property and equipment whenever events or changes in circumstances indicate that the carrying value may not be recoverable. If there is indication of impairment, management prepares an estimate of future cash flows expected to result from the use of the asset and its eventual disposition. If these cash flows are less than the carrying amount of the asset, an impairment loss is recognized to write down the asset to its estimated fair value. For the periods ended June 30, 2024 and 2023, the Company did not recognize any impairments for its property and equipment.

Revenues

Copyright settlement revenue

The Company provides a service to copyright owners under which copyright owners retain the Company to identify and collect settlement payments from Internet users who have infringed on their copyrights. Revenue is recognized when the Company collects a fee from an infringer which acts as a settlement of the infringement liability. Generally, the Company has agreed to remit 50% of such collections to the copyright holder. The Company also provides services to copyright holders. Service fee revenue is recognized when the service has been provided.

Consulting revenue

Revenue is recognized in the period services are rendered and earned under service arrangements with clients where service fees are fixed or determinable and collectability is reasonably assured.

Income Taxes

The Company accounts for income taxes using the asset and liability method whereby deferred tax assets are recognized for deductible temporary differences, and deferred tax liabilities are recognized for taxable temporary differences. Temporary differences are the differences between the reported amounts of assets and liabilities and their tax bases. 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 be realized. Deferred tax assets and liabilities are adjusted for the effects of changes in tax laws and rates on the date of enactment.

Stock-Based Compensation

The Company periodically grants stock options and warrants to employees and non-employees in non-capital raising transactions as compensation for services rendered. The Company accounts for stock option and stock warrant grants to employees based on the authoritative guidance provided by the Financial Accounting Standards Board where the value of the award is measured on the date of grant and recognized over the vesting period. The Company accounts for stock option and stock warrant grants to non-employees in accordance with the authoritative guidance of the Financial Accounting Standards Board where the value of the stock compensation is determined based upon the measurement date at either a) the date at which a performance commitment is reached, or b) at the date at which the necessary performance to earn the equity instruments is complete. Non-employee stock-based compensation charges generally are amortized over the vesting period on a straight-line basis. In certain circumstances where there are no future performance requirements by the non-employee, option or warrant grants are immediately vested and the total stock-based compensation charge is recorded in the period of the measurement date.

The fair value of the Company's common stock option and warrant grants is estimated using a Black-Scholes option pricing model, which uses certain assumptions related to risk-free interest rates, expected volatility, expected life of the common stock options, and future dividends. Compensation expense is recorded based upon the value derived from the Black-Scholes option pricing model, and based on actual experience. The assumptions used in the Black-Scholes option pricing model could materially affect compensation expense recorded in future periods.

Derivative Financial Instruments

The Company evaluates its financial instruments to determine if such instruments are 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. The Company uses a probability weighted average Black-Scholes-Merton model to value the derivative instruments. 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 12 months of the balance sheet date.

Fair Value Measurements

Disclosures about fair value of financial instruments require disclosure of the fair value information, whether or not recognized in the balance sheet, where it is practicable to estimate that value.

In accordance with ASC Topic 820, "Fair Value Measurements and Disclosures," the Company measures certain financial instruments at fair value on a recurring basis. ASC Topic 820 defines fair value, established a framework for measuring fair value in accordance with accounting principles generally accepted in the United States, and expands disclosures about fair value measurements.

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. ASC Topic 820 established a three-tier fair value hierarchy, which prioritizes the inputs used in measuring 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 unobservable inputs (Level 3 measurements). These tiers include:

- Level 1, defined as observable inputs such as quoted prices for identical instruments in active markets;
- Level 2, defined as inputs other than quoted prices in active markets that are either directly or indirectly observable such as quoted prices for similar instruments in active markets or quoted prices for identical or similar instruments in markets that are not active; and
- Level 3, defined as unobservable inputs in which little or no market data exists, therefore requiring an entity to develop its own assumptions, such as valuations derived from valuation techniques in which one or more significant inputs or significant value drivers are unobservable.

Financial assets are considered Level 3 when their fair values are determined using pricing models, discounted cash flow methodologies or similar techniques and at least one significant model assumption or input is unobservable.

The carrying amounts of the Company's financial assets and liabilities, including cash, accounts receivable, prepaid expenses, accounts payable, accrued expenses, and other current liabilities, approximate their fair values because of the short maturity of these instruments. The fair value of notes payable and convertible notes approximates their fair values since the current interest rates and terms on these obligations are the same as prevailing market rates.

Basic and diluted loss per share

Basic loss per share is computed by dividing net loss applicable to common stockholders by the weighted average number of outstanding common shares during the period. Diluted loss per share is computed by dividing the net loss applicable to common stockholders by the weighted average number of common shares outstanding plus the number of additional common shares that would have been outstanding if all dilutive potential common shares had been issued. Potential common shares are excluded from the computation when their effect is anti-dilutive.

As of June 30, 2024 and December 31, 2023, the dilutive impact of outstanding stock options for 5,600,000 and 5,600,000 shares, respectively, have been excluded because their impact on the loss per share is anti-dilutive.

Recent Accounting Pronouncements

In March 2016, the FASB issued the ASU 2016-09, Compensation - Stock Compensation (Topic 718): Improvements to Employee Share-Based Payment Accounting. The amendments in this ASU require, among other things, that all income tax effects of awards be recognized in the income statement when the awards vest or are settled. The ASU also allows for an employer to repurchase more of an employee's shares than it can today for tax withholding purposes without triggering liability accounting and allows for a policy election to account for forfeitures as they occur. The amendments in this ASU are effective for fiscal years beginning after December 15, 2016, including interim periods within those fiscal years. Early adoption is permitted for any entity in any interim or annual period. The Company is currently evaluating the expected impact that the standard could have on its financial statements and related disclosure.

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

Note 3 – Accounts Receivable

As of June 30, 2024 and December 31, 2023, accounts receivable were \$106,138, and \$208,254, respectively. These amounts consisted of amounts due from data and litigation services.

Note 4 – Accounts Payable and Accrued Liabilities

As of June 30, 2024 and December 31, 2023, accounts payable and accrued liabilities consisted of the following:

	June 30, 2024	December 31, 2023
Accounts payable	\$ 1,067,730	\$ 1,063,830
Due to copyright holders	70,947	70,947
Accrued payroll	1,633,585	1,572,210
Due to officers	28,113	33,302
Interest payable	66,255	53,236
Total	\$ 2,866,630	\$ 2,793,525

Note 5 - Debt

As of June 30, 2024 the Company had a total of \$62,130 in principal due from its convertible notes, and the accrued interest due on these notes was \$27,071. As of June 30, 2024 the Company also had \$97,913 due in the form of term notes or loans payable, and accrued interest due on these notes was \$39,184.

As of December 31, 2023 the Company had a total of \$42,130 in principal due from its convertible notes, and the accrued interest due on these notes was \$17,949. At December 31, 2023 the Company also had \$97,913 due in the form of term notes or loans payable, and accrued interest due on these notes was \$35,286.

The outstanding debt of the Company as of June 30, 2024 consists of the following:

- From March 2018 to March 2019 the Company issued 4 term notes in the aggregate principal amount of \$47,613. These term notes are unsecured and were due 1 year from the date of issue. All of these term notes are currently in default of their original payment terms.
- On July 27, 2018 the Company issued a convertible note in the amount of \$15,000 which matured on September 25, 2018. The note is convertible at a 50% discount to the lower of (a) the lowest closing price for the Common Stock during the 60 calendar days prior to the Conversion Date or (b) the 10-day Volume Weighted Average Price ("VWAP") prior to the Conversion Date.
- From April, 2021 to December, 2021 the Company issued 13 convertible notes in the aggregate amount of \$173,800 for cash proceeds of \$158,000, net of original issue discount ("OID") of \$15,800 (the "2021 Notes"). The 2021 Notes become due 12 months from the date of original issue. The 2021 Notes implied interest rate is 10%, and are convertible into common stock at a 10% discount to the lower of (a) the lowest closing price for the Common Stock during the 60 calendar days prior to the Conversion Date or (b) the 10-day Volume Weighted Average Price ("VWAP") prior to the Conversion Date. During the year ended December 31, 2022 the Company converted 12 of the 2021 Notes, along with the accrued interest on the notes, into 8,431,907 shares of its common stock. As of June 30, 2024 there was one 2021 Note still outstanding with a principal amount of \$7,000.
- During the year ended December 31, 2022 the Company issued 28 convertible notes in the aggregate amount of \$340,010 for cash proceeds of \$309,100, net of original issue discount ("OID") of \$30,910 (the "2022 Notes"). The 2022 Notes became due 12 months from the date of original issue. During the year ended December 31, 2023 the Company converted 1 of the 2022 Notes, along with the accrued interest on the notes, into 1,100,000 shares of its common stock. During the year ended December 31, 2022 the Company converted 21 of the 2022 Notes, along with the accrued interest on the notes, into 15,444,000 shares of its common stock. As of June 30, 2024 there were four 2022 Notes in the principal amount of \$20,130 outstanding and they were in default of their original repayment terms.
- During the six months ended June 30, 2024, the Company issued a convertible note in the amount of \$20,000. The note is due one year from the date of issuance and bears 10% interest. The note includes a conversion feature to equity based on .02 cents with a one-year .03 cent warrant with 50% coverage based at the time of conversion.

Note 6 – Common Stock

As of June 30, 2024, the authorized capital of the Company consisted of 250,000,000 shares of capital stock, comprised of 250,000,000 shares of common stock with a par value of \$0.001 per share.

As of June 30, 2024 and December 31, 2023, there were 234,740,972 and 232,740,972 shares of common stock issued and outstanding, respectively.

During the six months ended June 30, 2024, the Company issued an aggregate of 2,000,000 shares of its common stock for services valued at \$37,200.

During the six months ended June 30, 2023, the Company issued an aggregate of 8,332,500 shares of its common stock. Of this number, 1,100,000 shares were issued upon the conversion of \$22,000 principal and accrued interest on convertible promissory notes. Additionally, 7,232,500 shares were issued upon the exercise of warrants in exchange for \$216,975.

Note 7 – Commitments & Contingencies

Legal Proceedings

Title: American Films, LLC and American Films, Inc. v. Rightscorp, Inc.
Case No.: 2021-CA-000817-00001
Jurisdiction: Circuit Court of the Twentieth Judicial Circuit for Collier County, Florida
Status: On March 23, 2021, Plaintiffs American Films, LLC and American Films, Inc. (“Plaintiffs”) filed a complaint against Rightscorp, Inc. (the “Company”) alleging a breach of contract cause of action, seeking monetary damages. The complaint was subsequently amended to add an additional plaintiff and an individual defendant and various causes of action. After successful motions to dismiss filed by the Company, including obtaining a dismissal with prejudice against the individual defendant, Plaintiff’s amended complaint alleged four causes of action against the Company. In response, the Company filed a motion to dismiss the amended complaint on various grounds. On June 7, 2024, the Court granted the Company’s motion to dismiss Plaintiffs’ second amended complaint with prejudice. The Court made the explicit ruling that the Company is the prevailing party, and that the Court reserves the jurisdiction to consider the Company’s claims to entitlement of attorneys’ fees and costs. The Company subsequently filed a motion to determine entitlement of costs and fees, which is set for a hearing on August 19, 2024. In addition, the Company is analyzing its potential claims against Plaintiffs as a result of this lawsuit.

Title: UMG Recordings, Inc., et al., v. RCN Telecom Services, LLC, et al.
Case No.: 19-17272
Jurisdiction: United States District Court, District of New Jersey
Status: Late last year, the RCN defendants asserted a counterclaim against Rightscorp, Inc. alleging violations of California’s Unfair Competition Law, among others. Rightscorp successfully moved to dismiss under FRCP 12(b)(6). The RCN defendants filed an amended counterclaim against Rightscorp and other parties. Rightscorp filed another motion to dismiss RCN’s amended counterclaim. RCN has not yet filed its opposition to that motion. Briefing is expected to be completed in the next month.

On April 29th, 2022 this case was dismissed with prejudice to Rightscorp’s benefit.

Note 8 – Subsequent Events

Management has evaluated subsequent events pursuant to the requirements of ASC Topic 855 and has determined that no material subsequent events exist through the date of this filing apart from the following:

None.