

**TPT Strategic, Inc.**

501 W. Broadway, Suite 800, San Diego, CA 92101

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619 400 4996

None

Stephen@tptglobaltech.com

1381

**Annual Report**

**For the Period Ending: 3-31-24**

(the "Reporting Period")

**Outstanding Shares**

The number of shares outstanding of our Common Stock was:

400,728 as of 12/31/2023

400,728 as of 3-31-24

**Shell Status**

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

Yes:  No:

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

Yes:  No:

**Change in Control**

Indicate by check mark whether a Change in Control<sup>1</sup> of the company has occurred over this reporting period:

Yes:  No:

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

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

TPT Strategic, Inc., 501 W. Broadway, Suite 800, San Diego, CA 92101

Formerly=InnovaQor Inc. until 7-2021

Formerly=Southern Plains Oil Corp. until 9-2020

Formerly=Lifetime Sealant Products, Inc. until 5-2008

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<sup>1</sup> "Change in Control" shall mean any events resulting in:

(i) Any "person" (as such term is used in Sections 13(d) and 14(d) of the Exchange Act) becoming the "beneficial owner" (as defined in Rule 13d-3 of the Exchange Act), directly or indirectly, of securities of the Company representing fifty percent (50%) or more of the total voting power represented by the Company's then outstanding voting securities;

(ii) The consummation of the sale or disposition by the Company of all or substantially all of the Company's assets;

(iii) A change in the composition of the Board occurring within a two (2)-year period, as a result of which fewer than a majority of the directors are directors immediately prior to such change; or

(iv) The consummation of a merger or consolidation of the Company with any other corporation, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or its parent) at least fifty percent (50%) of the total voting power represented by the voting securities of the Company or such surviving entity or its parent outstanding immediately after such merger or consolidation.

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):

CO, USA 1989

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

None

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

Reverse split 20/1 as of September 2020

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

501 W. Broadway, Suite 800, San Diego, CA 92101

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

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

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

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

\_\_\_\_\_

## 2) Security Information

### Transfer Agent

Name: Mountain Share Transfer LLC  
Phone: 404 474 3110  
Email: accounting@mountainsharetransfer.com  
Address: 2030 Powers Ferry Rd SE, Suite 212, Atlanta, GA 30339

### 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:	INOQ	
Exact title and class of securities outstanding:	Common Stock	
CUSIP:	45791A105	
Par or stated value:	\$.001	
Total shares authorized:	200,000,000	as of date: 3-31-24
Total shares outstanding:	400,728	as of date: 3-31-24 (post reverse split 1/20 as of 9/19/2020)
Total number of shareholders of record:	321	as of date: 3-31-24

All additional class(es) of publicly quoted or traded securities (if any):

Trading symbol: \_\_\_\_\_

Exact title and class of securities outstanding: \_\_\_\_\_  
 CUSIP: \_\_\_\_\_  
 Par or stated value: \_\_\_\_\_  
 Total shares authorized: \_\_\_\_\_ as of date: \_\_\_\_\_  
 Total shares outstanding: \_\_\_\_\_ as of date: \_\_\_\_\_  
 Total number of shareholders of record: \_\_\_\_\_ as of date: \_\_\_\_\_

Trading symbol: \_\_\_\_\_  
 Exact title and class of securities outstanding: \_\_\_\_\_  
 CUSIP: \_\_\_\_\_  
 Par or stated value: \_\_\_\_\_  
 Total shares authorized: \_\_\_\_\_ as of date: \_\_\_\_\_  
 Total shares outstanding: \_\_\_\_\_ as of date: \_\_\_\_\_  
 Total number of shareholders of record: \_\_\_\_\_ as of date: \_\_\_\_\_

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

*The goal of this section is to provide a clear understanding of the share information for its other classes of authorized or outstanding equity securities (e.g. preferred shares). Use the fields below to provide the information, as applicable, for all other authorized or outstanding equity securities.*

Exact title and class of the security:	Series A Preferred Stock	
CUSIP (if applicable):	_____	
Par or stated value:	\$ .001	
Total shares authorized:	500,000	as of date: 3-31-24
Total shares outstanding (if applicable):	500,000	as of date: 3-31-24
Total number of shareholders of record (if applicable):	<u>1</u>	as of date: 3-31-24

Exact title and class of the security:	Series B Preferred Stock	
CUSIP (if applicable):	_____	
Par or stated value:	\$ .001	
Total shares authorized:	500,000	as of date: 3-31-24
Total shares outstanding (if applicable):	0	as of date: 3-31-24
Total number of shareholders of record (if applicable):	<u>0</u>	as of date: 3-31-24

**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.**

Full voting, dividends if declared, no preemption rights.

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

Series A Preferred – votes super majority (60% of common) convertible to 60% of common.  
Series A has a liquidation preference of \$5.00 per share.  
Series B Preferred – votes Series B only convertible to 10% of common at any time.  
Series B has a \$1.00 per share liquidation preference.  
No dividends on Series A or Series B Preferred Stock.

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.

Amended and Restated Series A – restated to clarify conversion provision.

3) Issuance History

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

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

A. Changes to the Number of Outstanding Shares

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

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

Shares Outstanding as of Second Most Recent Fiscal Year End: Opening Balance			*Right-click the rows below and select "Insert" to add rows as needed.						
Date <u>03/31/2023</u> Common: <u>400,728</u> Preferred:									
<u>1,000,000</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 (entities must have individual with voting / investment control disclosed).	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.

9-30-23	Cancellation	-500,000	Series B Preferred	.001	No	Everette Lanier gave up stock in Discontinued Operations Agreement	Treatment of Subsidiary as Discontinue Operations	Restricted	Section 4(a)2
Shares Outstanding on Date of This Report:									
	<u>Ending</u>	<u>Balance</u>							
<u>Ending Balance:</u>									
Date <u>3-31-24</u>	Common: <u>400,728</u>								
	Preferred: <u>500,000</u>								

**Example:** A company with a fiscal year end of December 31<sup>st</sup>, in addressing this item for its Annual Report, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2021 through December 31, 2022 pursuant to the tabular format above.

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

### B. Promissory and Convertible Notes

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

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

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

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. (Please)

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

Operations through 9-30-23 included Information Security and Training LLC (“IST LLC” or “IST” a General Construction and Information Technology. In September 2023, by mutual agreement, IST and TPT Strategic agreed to unwind their acquisition and IST is accounted for as discontinued operations as of March 31, 2024.

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

None

C. Describe the issuers’ principal products or services.

None

**5) Issuer’s Facilities**

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

In responding to this item, please clearly describe the assets, properties or facilities of the issuer, give the location of the principal plants and other property of the issuer and describe the condition of the properties. If the issuer does not have complete ownership or control of the property (for example, if others also own the property or if there is a mortgage on the property), describe the limitations on the ownership.

If the issuer leases any assets, properties or facilities, clearly describe them as above and the terms of their leases.

Office space @ 501 W Broadway, Suite 800, San Diego CA 92101 provided by parent company TPT Global Tech, Inc.

**6) Officers, Directors, and Control Persons**

Using the table below, please provide information, as of the period end date of this report, regarding any officers, or directors of the company, individuals or entities controlling more than 5% of any class of the issuers securities, or any person that performs a similar function, regardless of the number of shares they own. **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 in the note section.**

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 an investor 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 shareholders.

Name of Officer/Director or Control Person	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>Stephen J. Thomas III</u>	<u>President/CEO/Director</u>	<u>501 W Broadway, Suite 800, San Diego, CA</u>	<u>500,000</u>	<u>Series A Preferred Super Majority Voting</u>	<u>100%</u>	<u>Owned by TPT Global Tech, Inc. of which he is Officer and Control Party</u>

<u>Erik S. Nelson (Coral Capital Partners LLC)</u>	<u>More than 5% of common</u>	<u>2030 Powers Ferry Rd SE, Suite 212, Atlanta, GA30339</u>	<u>60,000</u>	<u>Common</u>	<u>14.97%</u>	<u>_____</u>
<u>(Orion Consulting LLC) (Denis Iler)</u>	<u>More than 5% of common</u>	<u>Lakewood, CO</u>	<u>80,000</u>	<u>Common</u>	<u>19.96%</u>	<u>_____</u>
<u>(Little River LLC) (Michael A. Littman)</u>	<u>More than 5% of common</u>	<u>10045 W 73<sup>rd</sup> Pl, Arvada, CO 80005</u>	<u>42,500</u>	<u>Common</u>	<u>10.6%</u>	<u>_____</u>
<u>(Desert Castle Holdings LLC) (Michael A. Littman)</u>	<u>More than 5% of common</u>	<u>10045 W 73<sup>rd</sup> Pl, Arvada, CO 80005</u>	<u>5,000</u>	<u>Common</u>	<u>1.2%</u>	
<u>(M A Littman Pension Plan) Michael A. Littman</u>	<u>More than 5% of common</u>	<u>10045 W 73<sup>rd</sup> Pl, Arvada, CO 80005</u>	<u>17,500</u>	<u>Common</u>	<u>4.4% Total</u>	

## 7) Legal/Disciplinary History

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

1. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);

None

2. 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, or banking activities;

None

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

Erik Nelson – SEC Consent Order (2015) related to operations of transfer agent: failure to file timely an updated/corrected TA-1 Form and other administrative violations Proceeding File No. 3-16378, 34 Act Rel #74226.

4. The entry 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

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

None

### 8) Third Party Service Providers

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

Securities Counsel (must include Counsel preparing Attorney Letters).

Name: Christen Lambert  
Firm: Attorney at Law  
Address 1: 3201 Edwards Mill Rd.  
Address 2: Ste 141-557 Raleigh, NC 27612  
Phone: 919 473 9130  
Email: [christen@christenlambertlaw.com](mailto:christen@christenlambertlaw.com)

Accountant or Auditor

Name: Sadler Gibb & Associates LLC  
Firm: Jeff Davidson  
Address 1: 344 W. 13800S, Draper, UT 84060  
Address 2: \_\_\_\_\_  
Phone: 801 783 2950  
Email: [jdavidson@sadlergibb.com](mailto:jdavidson@sadlergibb.com)

Investor Relations

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

*All other means of Investor Communication:*

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

Other Service Providers



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

Name: \_\_\_\_\_  
Firm: \_\_\_\_\_  
Nature of Services: \_\_\_\_\_  
Address 1: \_\_\_\_\_  
Address 2: \_\_\_\_\_  
Phone: \_\_\_\_\_  
Email: \_\_\_\_\_

## 9) Financial Statements

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

- IFRS  
 U.S. GAAP

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

Name: **Gary Cook**  
Title: **CFO**  
Relationship to Issuer: **Accountant**

Describe the qualifications of the person or persons who prepared the financial statements: **Highly experienced CPA and Public Company Accountant.**

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

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

## 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, Stephen J. Thomas III certify that:

<sup>2</sup> The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS and by persons with sufficient financial skills.

1. I have reviewed this Disclosure Statement for TPT Strategic, 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.

July 31, 2024 [Date]

/s/Stephen J. Thomas III [CEO's Signature]

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

*Principal Financial Officer:*

I, Gary L. Cook certify that:

1. I have reviewed this Disclosure Statement for TPT Strategic, 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.

July 31, 2024 [Date]

/s/Gary L. Cook [CFO's Signature]

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

**TPT STRATEGIC, INC.**

Unaudited Financial Statements

For The Year Ended

March 31, 2024

**TPT STRATEGIC, INC.**

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**TPT STRATEGIC, INC.**

Balance Sheet

(Unaudited)

**March 31,**

**2024**

<b>Assets</b>	
Cash and cash equivalents	\$ ---
Total current assets	\$ ---
Total assets	\$ ---
<b>Liabilities and Stockholders' Equity (Deficit)</b>	
<b>Liabilities:</b>	
Accounts payable	\$ 39,297
Total current liabilities	\$ 39,297
Total liabilities	\$ 39,297
<b>Stockholders' Equity (Deficit):</b>	
Series A Preferred Stock, 500,000 designated – 500,000 issued and outstanding	\$ 350,000
Common stock, \$.001 par value, 200,000,000 shares authorized, 400,728 issued and outstanding	401
Additional paid-in-capital	1,302,457
Accumulated deficit	(1,692,155)
Total stockholders' deficit	(39,297)
Total liabilities and stockholders' deficit	\$ ---

See accompanying notes to unaudited financial statements.

**TPT STRATEGIC, INC.**

Statement of Operations

For the year ended March 31, 2024

(Unaudited)

	<b>2024</b>
Revenue	\$ ---
Cost of revenue	---
<b>Gross profit</b>	<b>---</b>
Operating expenses:	
General and administrative	(35,123)
<b>Total operating expenses</b>	<b>\$ (35,123)</b>
Other expenses – interest expense	---
<b>Net loss before income taxes</b>	<b>(35,123)</b>
Income taxes	---
<b>Net loss from continuing operations</b>	<b>(35,123)</b>
Discontinued Operations:	
Net gain from discontinued operations	78,136
Gain on disposal of discontinued operations	126,101
<b>Net income from discontinued operations</b>	<b>204,237</b>
<b>Net income</b>	<b>169,114</b>
Net income per share, basic and diluted:	\$ 0.42
<b>Weighted average shares outstanding</b>	<b>400,728</b>

See accompanying notes to unaudited financial statements.

**TPT STRATEGIC, INC.**

Statement of Changes in Stockholders' Equity (Deficit)

For the year ended March 31, 2024

(Unaudited)

			Common stock		Additional Paid in Capital	Accumulated deficit	Non controlling interest	Total stockholders' deficit
	Series A Preferred	Series B Preferred	Common Shares	Amount				
Balance at March 31, 2023	\$350,000	\$ 500	400,728	\$ 401	\$1,302,457	\$(1,861,269)	\$ 3,206	\$ (204,705 )
Disposition of discontinued operations		(500)					(3,206)	(3,706)
Net income	—	—	—	—	—	169,114	—	169,114
Balance at March 31, 2024	\$350,000	\$ ---	400,728	\$ 401	\$1,302,457	\$(1,692,155 )	\$ ---	\$ (39,297)

See accompanying notes to unaudited financial statements.

**TPT STRATEGIC, INC.**  
Statement of Cash Flows  
For the year ended March 31, 2024  
(Unaudited)

	<b>2024</b>
<b>Cash flows from operating activities:</b>	
Net income	\$ 169,114
<b>Adjustments to reconcile net loss to cash flows provided</b>	
by operating activities:	
Change in assets and liabilities -	
Accounts payable	8,000
Other including changes from discontinued operating activities	(177,114)
Net cash provided by continuing operating activities	\$ ---
<b>Net</b>	
Cash flows from investing activities:	\$ ---
Cash flows from financing activities	\$ ---
Net increase in cash and cash equivalents	\$ ---
Cash and cash equivalents, beginning of period	\$ ---
Cash and cash equivalents, end of period	\$ ---

See accompanying notes to unaudited financial statements.



**TPT STRATEGIC, INC.**  
Notes to Unaudited Financial Statements

**(1) Organization, Operations, and Basis of Presentation**

*Organization and Operations*

TPT Strategic, Inc. (formerly InnovaQor, Inc. and Southern Plains Oil Corp. the “Company” or “TPT Strategic”) was originally incorporated in 1989 as Lifetime Sealant Products, Inc. under the laws of the State of Colorado.

During 2020, TPT Strategic authorized a Series A Super Majority Preferred Stock valued at \$350,000 by management and issued to a third party in exchange for legal services. Effective December 31, 2020, the Series A Super Majority Preferred Stock was exchanged with TPT Global Tech, Inc. (“TPT Global Tech”) for a note payable of \$350,000 payable in cash or common stock.

On August 1, 2020, InnovaQor entered into a Merger Agreement with the Company. The Company was renamed InnovaQor in anticipation of the merger, which merger was cancelled by the Company, before closing. The Company was renamed TPT Strategic, Inc. in May 2021. In 2010, the Company (then named Southern Plains Oil Corp.) disposed of its oil and gas interests, and all other assets, and ceased its operational activities.

*Basis of Presentation*

The accompanying unaudited financial statements and related notes were prepared by the Company in accordance with accounting principles generally accepted in the United States of America (“GAAP”) for interim financial reporting. Certain information and note disclosures normally included in the annual audited financial statements have been condensed or omitted as allowed by such rules. These financial statements include all of the adjustments, which, in the opinion of management, are necessary for a fair presentation of the financial position and results of operations. All such adjustments are of a normal recurring nature only. The results of operations for the interim periods are not necessarily indicative of the results to be expected for the full fiscal year.

**(2) Accounting Policies and Related Matters**

*(a) Use of Estimates*

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the period. Estimates and judgments are based on information available at the time such estimates and judgments are made. Adjustments made with respect to the use of these estimates and judgments often relate to information not previously available. Uncertainties with respect to such estimates and judgments are inherent in the preparation of financial statements.

*(b) Cash and Cash Equivalents*

Cash and cash equivalents include all cash on hand, demand deposits, and investments with original maturities of three months or less. We consider cash equivalents to include short-term, highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

*(c) Property and Equipment*

Property and equipment such as office furniture and equipment, buildings, and computer hardware and software are recorded at cost and are depreciated using the straight-line method over the estimated useful lives of the assets.

***(d) Business Acquisitions***

Our business acquisitions have historically been made at prices above the fair value of the assets acquired and liabilities assumed, resulting in goodwill or some identifiable intangible asset. Significant judgment is required in estimating the fair value of intangible assets and in assigning their respective useful lives. The fair value estimates are based on available historical information and on future expectations and assumptions deemed reasonable by management but are inherently uncertain.

We generally employ the income method to estimate the fair value of intangible assets, which is based on forecasts of the expected future cash flows attributable to the respective assets. Significant estimates and assumptions inherent in the valuations reflect a consideration of other marketplace participants and include the amount and timing of future cash flows (including expected growth rates and profitability), the underlying product life cycles, economic barriers to entry, a brand's relative market position and the discount rate applied to the cash flows. Unanticipated market or macroeconomic events and circumstances may occur, which could affect the accuracy or validity of the estimates and assumptions.

Net assets acquired are recorded at their fair value and are subject to adjustment upon finalization of the fair value analysis.

***(e) Leases***

In February 2016, the FASB issued ASU 2016-02, Leases (Topic 842) and subsequent amendments to the initial guidance: ASU 2017-13, ASU 2018-10, ASU 2018-11, ASU 2018-20 and ASU 2019-01 (collectively, Topic 842). Topic 842 requires lessees to classify leases as either finance or operating leases and to record a right-of-use asset and a lease liability for all leases with a term greater than 12 months regardless of the lease classification. We adopted Topic 842 using the effective date, January 2019, as the date of our initial application of the standard. Consequently, financial information for the comparative periods has been updated. Our finance and operating lease commitments are subject to the new standard, and we recognize as finance and operating lease liabilities and right-of-use assets.

***(f) Income Taxes***

We account for income taxes under the liability method, which requires recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the financial statements or tax returns. Under this method, deferred tax assets and liabilities are determined based on the difference between the financial statements and tax bases of assets and liabilities using enacted tax rates in effect for the year in which the differences are expected to reverse. When necessary, a valuation allowance is established to reduce deferred tax assets to the amount expected to be realized.

**(3) Basic and Diluted Net Loss Per Share**

The Company computes net income (loss) per share in accordance with ASC 260, "Earning per Share". ASC 260 requires presentation of both basic and diluted earnings per share ("EPS") on the face of the income statement. Basic EPS is computed by dividing net income (loss) available to common shareholder (numerator) by the weighted average number of shares outstanding (denominator) during the period. Diluted EPS gives effect to all dilutive potential common shares outstanding during the period using the treasury stock method and convertible preferred stock using the if-converted method. In computing diluted EPS, the average stock price for the period is used in determining the number of shares assumed to be purchased from the exercise of stock options or warrants. Diluted EPS excludes all dilutive potential shares if their effect is anti-dilutive.

#### **(4) Going Concern and Liquidity**

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern.

Cash flows generated from operating activities were not enough to support all working capital requirements for the year ended March 31, 2024.

We incurred \$169,114 in income and because of discontinued operations provided \$0 in cash flows from operating activities for the year ended March 31, 2024.

There were no cash flows from financing or investing activities.

These factors raise substantial doubt about the ability of the Company to continue as a going concern for a period of one year from the issuance of these financial statements. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

In order for us to continue as a going concern for a period of one year from the issuance of these financial statements, we will need to obtain additional debt or equity financing and look for companies with cash flow positive operations that we can acquire. There can be no assurance that we will be able to secure additional debt or equity financing, that we will be able to acquire cash flow positive operations, or that, if we are successful in any of those actions, those actions will produce adequate cash flow to enable us to meet all our future obligations. Most of our existing financing arrangements are short-term. If we are unable to obtain additional debt or equity financing, we may be required to significantly reduce or cease operations.

#### **(5) Fair Value Measurements**

##### **Financial Instruments and Fair Value of Financial Instruments**

Our primary financial instruments at March 31, 2024 consisted of accounts payable. We apply fair value measurement accounting to either record or disclose the value of our financial assets and liabilities in our financial statements. Fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. A fair value hierarchy requires an entity to maximize the use of observable inputs, where available, and minimize the use of unobservable inputs when measuring fair value.

Described below are the three levels of inputs that may be used to measure fair value:

*Level 1* Quoted prices in active markets for identical assets or liabilities.

*Level 2* Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

*Level 3* Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

As of March 31, 2024, we did not have assets and the carrying value of accounts payable approximates their fair values based upon management's best estimate of prevailing risk-adjusted interest rates.

## (6) Acquisitions

### TPT Strategic Merger with Information Security and Training LLC

Dated as of June 29, 2022, for synergies and the opportunity at other revenue streams, TPT Strategic entered into a definitive agreement for the acquisition of the assets and Information Security and Training LLC (“IST LLC” or “IST”) ([www.istincs.com](http://www.istincs.com)) a General Construction and Information Technology Services company based in Huntsville Alabama with branch offices in Nashville TN, Birmingham Al, Jackson MS, Fort Campbell KY, New Orleans LA, and Joint Base Lewis-McChord. The TPT Strategic and IST, LLC agreement, which closed October 20, 2022, for the acquisition is a stock transaction where the founder and sole interest holder, Everett Lanier received 500,000 Preferred Series B shares of TPT Strategic that will convert to a 10% ownership of TPT Strategic under certain conditions. The acquisition includes the assumption of all assets and certain liabilities. Everett Lanier will remain as the President and will become a Board Member of TPT Strategic.

On September 11, 2023, Everett Lanier and the Company agreed to a Settlement Agreement and Mutual Release (“Settlement Agreement”). The Settlement Agreement compromises, settles, and otherwise resolves all claims, compensation claims, benefit claims, or allowances, ownership of TPT Strategic Series B Preferred Stock, and all other potential claims between the Company or its officers, directors, shareholders, or representatives and Mr. Lanier arising from or relating to Second Parties’ activities during the period from approximately the acquisition date of IST to September 11, 2023. The Company and Mr. Lanier reached a settlement of certain matters, any payables to or from the Company from or to outside parties of TPT Strategic which would be a claim, and certain stock ownership of TPT Strategic under the terms of the Settlement Agreement.

Revenue and net income contributed by IST for the year ended March 31, 2024 were \$659,813 and \$78,136, respectively. As a result of the Settlement Agreement, revenues and expenses are disclosed net in the statement of operations as net loss from discontinued operations. The Company also calculated the effects of the Settlement Agreement on recorded numbers and has recorded \$126,101 in gains from disposal of discontinued operations for the year ended March 31, 2024.

Included in the calculation of net liabilities of discontinued operations and recorded as gain from disposal of discontinued operations for IST for the year ended March 31, 2024, are the following:

Assets of IST	\$	633,095
Liabilities of IST		759,196
Net liabilities of IST recognized as gain on disposal of discontinued operations	\$	126,101

## (7) Income Taxes

The Company last filed federal and state income tax returns for the year ended March 31, 2009. The Company’s subsequent operating results have consisted of operating losses offset, in part, by gains on extinguishment of debt. The Company is working through filing the delinquent federal and state tax returns. Based on the Company’s significant accumulated deficit, the Company expects the delinquent tax returns will reflect a substantial net loss and as such, no income tax liability is expected for fiscal years 2010 through 2023.

## (8) Stockholders’ Equity (Deficit)

### Preferred Stock

As of March 31, 2024, we had authorized 10,000,000 shares of Preferred Stock, of which certain shares had been designated as Series A Supermajority Voting Preferred Stock.

### Series A Preferred Stock

The Company designated 500,000 shares of Series A Preferred Stock ("Series A Preferred Stock"). 500,000 of these shares were issued and are outstanding as of March 31, 2024 and are owned by TPT Global Tech, Inc.

The Series A Preferred Stock has a par value of \$.001, has voting rights equal to a supermajority position, ranks senior to any other class or series of outstanding Preferred Shares or series of capital stock of the Company and prior to all of the Company Common Stock, has a liquidation value of no less than \$5.00 per share, has conversion rights and bears no dividend rights.

The Holders of the Series A Preferred Stock shall, collectively have the right to convert all of their Series A Preferred Stock when conversion is elected into that number of shares of Common Stock of the Company, determined by the following formula: 60% of the common shares, computed on a post conversion basis, to include all projected conversions of all convertible debt and any other classes of Preferred Stock as if the conversions had taken place at the stated conversion price per share (i.e. for the avoidance of doubt – "fully diluted" as if such conversion had occurred prior to the Series A conversion.) All Series A Preferred Shares shall automatically convert under these terms effective upon any Exchange listing.

The Company may redeem all or any portion of the Series A Preferred Stock by paying in cash by wire transfer the stated value of US\$100.00 per share, plus all accrued and unpaid dividends on the Series A Preferred Stock to be redeemed, to the Holder pursuant to the Holder's written instructions. The Holders may convert Series A Preferred Stock until such cash has been received by the Holder, at which time Conversion Rights shall cease and the Holder shall surrender all redeemed Series A Preferred Certificates to the Company for cancellation

The record Holders of the Series A Preferred Stock shall have the right to vote on ALL corporate matters, as if converted prior to the vote, to an amount of shares equal to 60% of the common shares (computed to include all projected conversions of all convertible debt and any other classes of Preferred Stock as if the conversions had taken place at the stated conversion price per share-i.e. for the avoidance of doubt – "fully diluted" as if such conversion had occurred prior to the Series A conversion) on any matter with holders of Common Stock for any vote required to approve any action, which Colorado law provides may or must be approved by vote or consent of the holders of other series of voting shares and the holders of Common Stock or the holders of other securities entitled to vote, if any.

### **Series B Preferred Stock**

The Company designated 500,000 shares of Series B Preferred Stock ("Series A Preferred Stock"). None of these shares were issued and are outstanding as of March 31, 2024.

The Series B Preferred Stock has a par value of \$.001, has voting rights equal, except the Series A Preferred Stock ranks senior to any other class or series of outstanding Preferred Shares or series of capital stock of the Company and prior to all of the Company Common Stock, has a liquidation value of \$1.00 per share, has conversion rights and bears no dividend rights.

The Holders of the Series B Preferred Stock shall, collectively have the right to convert all of their Series B Preferred Shares into that number of authorized but unissued common shares of the Company, which shall be equal to 10% ownership of the Company after giving effect to such issuance. Each record holder of a Series B Preferred Share shall be entitled to his pro-rata share of the said 10% of the common shares representing his or her pro rata portion of the Series B Preferred shares.

The Company has no redemption right.

The Record Holders of the Series B Preferred Shares shall have the right to vote on any matter affecting Series B rights and preferences. The Record Holders of the 500,000 Series B Preferred Shares shall have that number of votes which Florida law provides may or must be approved by vote or consent of the holders of the Series B Preferred shares.

### **Common Stock**

As of March 31, 2024, we had authorized 200,000,000 shares of \$0.001 par value Common Stock, of which 400,728 common shares are issued and outstanding.

Effective July 29, 2020, we implemented a reverse split of our common stock by exchanging each twenty (20) shares of our common stock for one (1) share. Our financial statements and all equity transactions have been retroactively adjusted to account for the reverse stock split.

## **(9) Subsequent Events**

### ***Urban Icon Holdings Inc.***

On June 19, 2024, the Company entered into an Acquisition and Purchase Agreement with Urban Icon Holdings LLC. (“UI”), a Wyoming Limited Company, and its interest holder (“Seller”) (altogether, the “Parties”) for the acquisition of a minority interest in UI, including all the assets, business, work in progress, bids, contracts, equipment, inventory, real estate, intellectual property, and technology of Seller. The Company’s parent TPT Global Tech shall issue to the seller 1,200,000 shares of Series G Preferred shares (“Purchased Shares”) of TPTG for 30% of UI, including all assets, licenses, business, work in progress, contracts, equipment inventory, bids and real estate, intellectual property, and technology. This issuance will be in conjunction with additional capitalization intended to be raised for TPTS. TPT Global Tech will retain 9% of the Super Majority Series A Preferred shares of the Company and the Seller will receive 51% of the Super Majority Series A Preferred of the Company. The Company will issue 100,000,000 common shares and TPT Global Tech will receive 30,000,000 of the common shares and the Seller will receive 70,000,000 of the common shares. All of these shares will be registered with the Security and Exchange to be tradeable shares in the market as soon as is practical. The Company and TPT Global Tech agreed to change the name of the Company to Urban Icon Holdings Inc. and change the trading symbol to “NURB”, Seller will have right of first refusal to purchase from the TPT Global Tech its position at fair market price or at a negotiated price.

Subsequent events were reviewed through the date the financial statement were issued.