SPOOZ, INC.

Consolidated Financial Statements
For the Years Ended December 31, 2023 and
2022

Contents

ASTRA
AUDIT & ADVISORY

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Management of
Spooz, Inc.

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of Spooz, Inc. (the "Company") as of December 31, 2023 and 2022, and the related consolidated statements of operations, stockholders' deficit, and cash flows for each of the years in the two-year period ended December 31, 2023, and the related notes (collectively referred to as the financial statements). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2023 and 2022, and the results of its operations and its cash flows for each of the years in the two-year period ended December 31, 2023, in conformity with accounting principles generally accepted in the United States of America.

Substantial Doubt about the Company's Ability to Continue as a Going Concern

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 3 to the financial statements, the Company has sustained substantial operating losses since its inception. This factor, and the need for additional financing in order for the Company to meet its business plans raises substantial doubt about the Company's ability to continue as a going concern. Our opinion is not modified with respect to that matter.

Basis for Opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits, we are required to obtain an understanding of internal control over financial reporting, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion.

Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

Astra Audit & Advisory LLC

We have served as the Company's auditor since 2024.

Tampa, Florida
July 3, 2024

SPOOZ, Inc.
Consolidated Balance Sheets

	December 31,2023	December 31,2022
ASSETS		
Cash and cash equivalents	$ -	$ 75
Property and equipment	13,792	13,792
Less accumulated depreciation	(5,018)	(2,259)
Net property and equipment	8,774	11,533
Total Assets	**$ 8,774**	**$ 11,608**
LIABILITIES AND STOCKHOLDERS' DEFICIT		
Current Liabilities		
Accounts payable and accrued expenses	$ 103,991	$ 57,562
Total Current Liabilities	103,991	57,562
Total Liabilities	103,991	57,562
Commitments and Contengencies (Note 4)		
Stockholders' Deficit:		
Preferred Stock Series B $ .001 par value 1,500,000 authorized 876,910 issued and outstanding	877	877
Common stock $ .0001 par value 5,500,000,000 authorized 5,495,910,512 issued and outstanding	549,591	549,591
Additional paid In capital	8,824,373	8,753,257
Accumulated deficit	(9,470,058)	(9,349,679)
Total stockholders' deficit	(95,217)	(45,954)
Total Liabilities and Stockholders' Deficit	**$ 8,774**	**$ 11,608**

See accompanying notes to consolidated financial statements

SPOOZ, Inc.

Consolidated Statements of Operations

	Year Ended December 31, 2023	Year Ended December 31, 2022
Revenue	$ -	$ -
Cost of revenue	-	-
Gross Profit (loss)	-	-
Operating expenses:		
General and administrative expenses	56,085	42,704
Professional fees	61,535	141,971
Deprecation expense	2,759	2,259
Total operating expenses	120,379	186,934
Loss before income taxes	(120,379)	(186,934)
Provision for Income taxes	-	-
Net Loss	**$ (120,379)**	**$ (186,934)**
Net loss per share basic and diluted	**$ (0.00)**	**$ (0.00)**
Weighted average number of shares basic and diluted	**5,495,910,512**	**5,447,529,142**

See accompanying notes to consolidated financial statements

SPOOZ, Inc.
Consolidated Statements of Changes in Stockholders' Deficit

	Preferred stock series B Shares	Amount	Common stock Shares	Amount	Additional Paid-in Capital	Accumulated Deficit	Total
Balance December 31, 2021	**893,157**	**$ 893**	**5,375,710,512**	**$ 537,571**	**$ 8,613,223**	**$ (9,162,745)**	**$ (11,058)**
Conversion of preferred to common stock	(16,247)	(16)	120,000,000	12,000	(11,984)	-	-
Common stock issued for services	-	-	200,000	20	380	-	400
Capital Contribution	-	-	-	-	151,638	-	151,638
Net loss	-	-	-	-	-	(186,934)	(186,934)
Balance December 31, 2022	**876,910**	**877**	**5,495,910,512**	**549,591**	**8,753,257**	**(9,349,679)**	**(45,954)**
Capital Contribution	-	-	-	-	71,116	-	71,116
Net loss	-	-	-	-	-	(120,379)	(120,379)
Balance December 31, 2023	**876,910**	**$ 877**	**5,495,910,512**	**$ 549,591**	**$ 8,824,373**	**$ (9,470,058)**	**$ (95,217)**

See accompanying notes to consolidated financial statements

SPOOZ, Inc.
Consolidated Statements of Cash Flows

Cash flows from operating activities	Year Ended December 31, 2023	Year Ended December 31, 2022
Net loss	$ (120,379)	$ (186,934)
Adjustments to reconcile net loss to net cash used by operating activities:		
Depreciation	2,759	2,259
Common stock issued for services	-	400
Changes in operating assets and liabilities:		
Accounts payable and accrued expenses	46,429	44,748
Net cash used in operating activities	**(71,191)**	**(139,527)**
Cash flows from investing activities		
Purchase of property and equipment	-	(13,792)
Net cash used in investing activities	-	(13,792)
Cash flows from financing activities		
Capital contributions	71,116	151,638
Net cash provided by financing activities	**71,116**	**151,638**
Net cash increase (decrease)	**(75)**	**(1,681)**
Cash at the beginning of period	75	1,756
Cash at the end of period	**$ -**	**$ 75**
Cash paid for interest	$ -	$ -
Cash paid for taxes	$ -	$ -

See accompanying notes to consolidated financial statements

Note 1. Organization, History and Business

Spooz Inc. (the “Company”) was incorporated in the State of Nevada on May 13, 2004. Additionally, on May 13, 2004, Spooz Publishing Group, Inc. merged with a newly formed Nevada corporation, Spooz, Inc., the successor corporation and began trading on the pink sheets. Spooz Publishing Group, Inc., a Texas “C” corporation became operational in Austin, Texas in January of 2001 as a futures and options Guaranteed Introducing Broker for Vision, Ltd. (New York). Spooz Inc. provides a suite of solutions designed to simplify financial trading for traders and hedgers alike.

Note 2. Summary of Significant Accounting Policies

Basis of Presentation and Consolidation

The accompanying consolidated financial statements have been prepared in accordance with generally accepted accounting principles (GAAP) and pursuant to the rules and regulations of the Securities and Exchange Commission (the “SEC”) and reflect all adjustments, consisting of normal recurring adjustments, which managements believes are necessary to fairly present the financials positions, results of operations and cash flow of the company as of and for the years ended December 2023 and 2022. The consolidated financial statements include the accounts of the company and its wholly owned subsidiaries. Intercompany accounts and transactions have been eliminated in consolidation.

Revenue Recognition

To determine revenue recognition for arrangements that are within the scope of Accounting Standards Codification (“ASC”) Topic 606, Revenue from Contracts with Customers, the Company performs the following five steps: (i) identify the contract(s) with a customer, (ii) identify the performance obligations in the contract, (iii) determine the transaction price, (iv) allocate the transaction price to the performance obligations in the contract, and (v) recognize revenue when (or as) the entity satisfies a performance obligation. The Company only applies the five-step model to arrangements that meet the definition of a contract under Topic 606, including when it is probable that the entity will collect the consideration it is entitled to in exchange for the goods or services it transfers to the customer.

Use of Estimates

The preparation of consolidated financials statements in conformity with GAAP requires management to make certain estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements. Estimates also affect the reported amounts of revenues and expenses during the reporting period. Actual events and results could materially differ from those assumptions and estimates.

Property & Equipment

Property and equipment are stated at cost and include a computer and web domain. Depreciation is calculated by the straight-line method over the estimated useful lives of depreciable assets, which is 5 years. Cost and accumulated depreciation for property retired or disposed of are removed from the accounts, and any resulting gain or loss is included in earnings. Expenditures for maintenance and repairs are charged to expense as incurred.

Impairment of Long Lived Assets

In accordance with ASC 360-10, the Company, on a regular basis, reviews the carrying amount of long-lived assets for the existence of facts or circumstances, both internally and externally, that suggest impairment. The Company determines if the carrying amount of a long-lived asset is impaired based on anticipated undiscounted cash flows, before interest, from the use of the asset. In the event of impairment, a loss is recognized based on the amount by which the carrying amount exceeds the fair value of the asset. Fair value is determined based on the appraised value of the assets or the anticipated cash flows from the use of the asset, discounted at a rate commensurate with the risk involved. There were no impairment charges recorded during the years ended December 31, 2023 and 2022.

Earnings (Loss) per Share

The Company reports earnings (loss) per share in accordance with ASC Topic 260-10, “Earnings per Share.” Basic earnings (loss) per share is computed by dividing income (loss) available to shareholders’ by the weighted average number of shares available. Diluted earnings (loss) per share is computed similar to basic earnings (loss) per share except the denominator is increased to include the number of additional shares that would have been outstanding if the potential shares had been issued and if the additional shares were dilutive. Diluted earnings (loss) per share is presented on the statements of operations.

Cash and Cash Equivalents

For purpose of the consolidated statements of cash flows, the Company considers cash and cash equivalents to include all stable, highly liquid investments with maturities of three months or less.

Income Taxes

Income taxes are computed using the asset and liability method. Under the asset and liability method, deferred income tax assets and liabilities are determined based on the differences between the financial reporting and tax bases of assets and liabilities and are measured using the currently enacted tax rates and laws. A valuation allowance is provided for the amount of deferred tax assets that, based on available evidence, are not expected to be realized. The following table provides the Company’s provision for (benefit from) income taxes and the effective income tax rate for the dates indicated: Components of income tax expense (benefit) are as follows for the years ended December 31, 2023 and 2022:

	2023	2022
Current tax expense:		
Current Income Tax Expense - federal	$ -	$ -
Current Income Tax Expense – state	-	-

The reconciliation of the income tax benefit is computed at the U.S. federal statutory rate as follows:

	2023	2022
Federal statutory income tax at 21%	21%	21%
Application of a full valuation allowance	21%	21%
Effective rate	0%	0%

The Company’s effective income tax rate for the years ended December 31, 2023 and 2022 are similar to the United States federal statutory tax rate to pre-tax losses for the period primarily due to net losses.

The Company adopted Financial Accounting Standards Board (FASB) guidelines that address the determination of whether tax benefits claimed or expected to be claimed on a tax return should be recorded in the financial statements. Under this guidance, the Company may recognize the tax benefit from an uncertain tax position only if it is more likely than not that the tax position will be sustained on examination by the taxing authorities, based on the technical merits of the position. The tax benefits recognized in the financial statements from such a position should be measured based on the largest benefit that has a greater than fifty percent likelihood of being realized upon ultimate settlement. This guidance also provides guidance on derecognition, classification, interest and penalties on income taxes, accounting in interim periods and requires increased disclosures. As of December 31, 2023 and 2022, the Company did not have a liability for unrecognized tax benefits.

In assessing the realizability of deferred tax assets, management considers whether it is more likely than not that some portion or all of the deferred income tax assets will not be realized. The Company's policy is to record interest and penalties on uncertain tax provisions as income tax expense. As of December 31, 2023 and 2022, the Company has not accrued interest or penalties related to uncertain tax positions. Additionally, past tax years remain open to examination by the major taxing jurisdictions to which the Company is subject. The Company is preparing and reviewing information for tax returns for past years. Due to the Company's lack of revenue since inception management does not believe that there is any income tax liability for past years. There are currently no open federal or state tax years under audit. Upon the attainment of taxable income by the Company, management will assess the likelihood of realizing the tax benefit associated with the use of the carry forwards.

Deferred income taxes reflect the net tax effects of temporary differences between the carrying amount of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. As of December 31, 2023 and 2022, the Company's only significant deferred income tax asset was a cumulative estimated net tax operating loss of $9,470,058 and $9,349,679, respectively, that is available to offset future taxable income, if any, in future periods, subject to expiration and other limitations imposed by the Internal Revenue Service. Management has considered the Company's operating losses incurred to date and believes that a full valuation allowance against the deferred tax assets may apply going forward in the future of the company.

Recent Accounting Pronouncements

In December 2023, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2023-09, *“Income Taxes (Topic 740) – Improvements to Income Tax Disclosures,”* which requires that certain information in a reporting entity’s tax rate reconciliation be disaggregated and provides additional requirements regarding income taxes paid. The amendments are effective for annual periods beginning after December 15, 2024, with early adoption permitted, and should be applied either prospectively or retrospectively. Management is currently evaluating this ASU to determine its impact on the Company’s disclosures. Adoption of the update will not impact the Company’s financial position, results of operations or liquidity. The Company considers the applicability and impact of all ASUs.

Note 3. Going Concern

The accompanying consolidated financial statements have been prepared assuming that the Company will continue as a going concern. Currently, the Company has incurred operating losses, and as of December 31, 2023 the Company also had a working capital deficit and an accumulated deficit. These factors raise substantial doubt about the Company's ability to continue as a going concern. Management believes that the Company's capital requirement will depend on many factors including the success of the Company's development efforts and its efforts to raise capital. Management also believes the Company needs to raise additional capital for working capital purposes. There is no assurance that such financing will be available in the future. The conditions described above raise substantial doubt about our ability to continue as a going concern. The consolidated financial statements of the Company do not include any adjustments relating to the recoverability and classification of recorded assets, or the amount and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

Note 4: Commitments and Contingencies

The Company is not currently a party to legal proceedings, other than routine disputes and claims from time to time arising in the ordinary course of its business. While the ultimate outcome of the pending proceedings, disputes or claims, and any resulting impact on the Company cannot be predicted with certainty, the Company's management believes that none of these matters, if ultimately decided adversely, will have a material adverse effect on the Company's financial condition, results of operations or cash flows. The Company's assessment is based on information known about the pending matters and its experience in contesting, litigating and settling similar matters. Actual outcomes could differ materially from the Company's assessment. The Company record reserves for contingencies related to outstanding legal proceedings, disputes or claims when information available indicates that a loss is probable, and the amount of the loss can be reasonably estimated.

Note 5: Property and Equipment

Property and equipment, net consisted of the following at December 31, 2023:

Carrying Value	Accumulated Depreciation	Balance
$ 13,792	$ 5,018	$ 8,774
$ 13,792	$ 5,018	$ 8,774

Property and equipment, net consisted of the following at December 31, 2022:

Carrying Value	Accumulated Depreciation	Balance
$ 13,792	$ 2,259	$11,533
$ 13,792	$ 2,259	$11,533

For the years ended December 31, 2023 and 2022 depreciation expenses totaled $2,759 and $2,259, respectively.

Note 6. Related Party Transactions

Epidemiologic Solutions Corporation (ESC), a 501 C (3) charity has made donations totaling $71,116 and $151,638 during the years ended December 31, 2023 and 2022, respectively. The capital contributions were to assist the Company with operating capital. There were no amounts paid to any Officers or Directors of the Company. ESC has no relationship to the Company and exists as a benefactor for the Company through the ownership of stock via common shares purchased from third parties.

As of December 31, 2023 and 2022, the Company owed the previous CEO $66,194 and $37,262, respectively, for compensation not yet paid.

Note 7. Stockholders' Equity

On December 31, 2023, the Company had a total of 5,495,910,512 shares of Common Stock issued and outstanding and 876,910 shares of Series B Preferred Stock issued and outstanding. These represented the only class of preferred shares that existed. The Series B Preferred Stock has no voting rights or liquidation preferences and are convertible into common stock.

Note 8. Subsequent Event

On or about January 1, 2024, the Company entered into a Corporate Restructuring Agreement with JP 3E Holdings, Inc. and its wholly owned subsidiaries. JP3E has two wholly-owned subsidiaries; JP Energy Global, Pte Ltd. and JP Energy Group, LLC. JP Energy Group LLC purpose is buying and selling food such as sugar, chicken paws, multiple agricultural products and other related commodities while acting as principal and owner of the commodities and not merely as a broker.

In conjunction with the agreement, the remaining shares of Series B Preferred Stock were cancelled and John K. Park became the new CEO, owning 100 shares of the Series A Preferred Stock which were authorized in conjunction with the agreement. These shares are not convertible to common shares and represent 100% voting rights. The 100 Series A Preferred Stock are the only shares of preferred shares that exist.