



**Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines**  
**Beyond Commerce Inc.**

3773 Howard Hughes Parkway  
Las Vegas, NV 89169

---

[www.beyondcommerceinc.com](http://www.beyondcommerceinc.com)  
[investors@beyondcommerceinc.com](mailto:investors@beyondcommerceinc.com)  
7374

## Quarterly Report

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

### **Outstanding Shares**

The number of shares outstanding of our Common Stock was: 16,533,929,830

16,533,929,830 as of June 30, 2024. (*Current Reporting Period Date or More Recent Date*)

16,533,929,830 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 Control<sup>4</sup> of the company has occurred during 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 and names used by predecessor entities, along with the dates of the name changes.

The exact name of the Issuer is Beyond Commerce, Inc. We were originally incorporated in Nevada on January 12, 2006, as Reel Estate Services, Inc. with a subsequent name change to BOOMj.com, Inc. on January 14, 2008. On January 5, 2009, we changed out name to Beyond Commerce, Inc

Current State and Date of Incorporation or Registration: Las Vegas, 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:

N/A

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

N/A

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

N/A

Address of the issuer's principal executive office:

3773 Howard Hughes Parkway Las Vegas, Nevada 89169

Address of the issuer's principal place of business:

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

X

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

---

<sup>4</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.

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

## 2) Security Information

### **Transfer Agent**

Name: Colonial Stock Transfer  
Phone: 801-355-5740  
Email: info@colonialstock.com  
Address: 7840 S 700 E, Sandy, UT 84070

### **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>BYOC</u>
Exact title and class of securities outstanding:	<u>Common Stock</u>
CUSIP:	<u>08861P105</u>
Par or stated value:	<u>\$0.001</u>
Total shares authorized:	<u>30,000,000,000</u> as of date: <u>6/30/2024</u>
Total shares outstanding:	<u>16,533,929,830</u> as of date: <u>6/30/2024</u>
Total number of shareholders of record:	<u>233</u> as of date: <u>6/30/2024</u>

Trading symbol:	<u>N/A</u>
Exact title and class of securities outstanding:	<u>Series A</u>
CUSIP:	<u>N/A</u>
Par or stated value:	<u>\$0.001</u>
Total shares authorized:	<u>250</u> as of date: <u>6/30/2024</u>
Total shares outstanding:	<u>250</u> as of date: <u>6/30/2024</u>
Total number of shareholders of record:	<u>2</u> as of date: <u>6/30/2024</u>

Trading symbol:	<u>N/A</u>
Exact title and class of securities outstanding:	<u>Series B</u>
CUSIP:	<u>N/A</u>
Par or stated value:	<u>\$0.001</u>
Total shares authorized:	<u>51</u> as of date: <u>6/30/2024</u>
Total shares outstanding:	<u>51</u> as of date: <u>6/30/2024</u>
Total number of shareholders of record:	<u>2</u> as of date: <u>6/30/2024</u>

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

\_\_\_\_\_

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

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

Exact title and class of the security: Series C  
Par or stated value: \$0.001  
Total shares authorized: 50,000,000 as of date: 6/30/2024  
Total shares outstanding: 608,585 as of date: 6/30/2024  
Total number of shareholders of record: 1 as of date: 6/30/2024

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

\_\_\_\_\_

**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.**

\_\_\_\_\_

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

\_\_\_\_\_

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

\_\_\_\_\_

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.**

\_\_\_\_\_

**Certain stockholders possess a majority of our voting power, and through this ownership, may control our Company and our corporate actions.**

Our controlling stockholder, Geordan Pursglove, our President, CEO and Director, The 2GP Group, LLC and Fiona Oakley, together hold a majority of the total voting power of our outstanding capital stock as of March 31, 2022. The 2GP Group, LLC is an entity controlled by Mr. Pursglove, who holds sole voting and dispositive power over these shares. Each share of Series A Preferred Stock is convertible into one million shares of common stock. In addition, each share of Series A Preferred Stock entitles its holder to (i) cumulative, non-participating dividends in preference and priority to any declaration or payment of a dividend on any of the Company's common stock, at a rate of 12% per annum, and (ii) three times (3x) voting preference over common stock. Each one (1) share of the Series B Preferred Stock shall have voting rights equal to (x) 0.019607 multiplied by the total number of votes of issued and outstanding shares of stock of the Company eligible to vote at the time of the respective vote (the "Numerator"), divided by (y) 0.49, minus (z) the Numerator. These shareholders have the ability to control our management and affairs through the election and removal of our entire Board of Directors, the amendment of our articles of incorporation or bylaws, and the adoption of measures that

could delay or prevent a change in control or impede a merger, takeover or other business combination involving us. Such concentrated control of the Company may adversely affect the price of our common stock. A stockholder that acquires common stock will not have an effective voice in the management of the Company.

**We have no plans to pay dividends on our Common Stock or our Series A Preferred Stock.**

We have not previously paid any cash dividends, nor have we determined to pay dividends on any share of Series A Preferred Stock or shares of Common Stock, except as described in the rights and preferences detailed in the “Certificate of Designation of Preferences” for the Series A Preferred Stock filed with the Secretary of State of the State of Nevada. The permissibility to pay dividends on our shares is restricted by Section 78.288 of the Nevada Revised Statutes, which provides that a company may not issue a dividend if the result of such dividend would be to make the company have negative retained earnings. There can be no assurance that our operations will result in sufficient revenues to enable us to operate at profitable levels or to generate positive cash flows. Furthermore, there is no assurance that the Board of Directors will declare dividends even if profitable. Dividend policy is subject to the Nevada Revised Statutes and the discretion of our Board of Directors and will depend on, among other things, our earnings, financial condition, capital requirements and other factors.

**If we issue additional shares in the future, it will result in the dilution of our existing stockholders.**

We are authorized to issue up to 30,000,000,000 shares of common stock with a par value of \$0.001, of which 16,533,929,830 are issued and outstanding as of December 31, 2023. Our board of directors, upon the approval of the stockholders, may seek to increase the number of authorized shares in the future and may choose to issue some or all of such shares to acquire one or more businesses or to provide additional financing in the future. The issuance of any such shares will result in a reduction of the book value and market price of the outstanding shares of our common stock. If we issue any such additional shares, such issuance will cause a reduction in the proportionate ownership and voting power of all current shareholders. Further, such issuance may result in a change of control of our company.

**Voting power is highly concentrated in holders of our Preferred Stock.**

We are authorized to issue up to 60,000,400 shares of preferred stock, which are designated Series A, B, C and undesignated Preferred Stock of which 249.99 shares of Series A, 51 shares of Series B and 608,585 shares of Series C are currently issued and outstanding.

The Series A Preferred Stock will, with respect to each holder of the Series A Preferred Stock be entitled to three million (3,000,000) votes for each share of Series A Preferred Stock standing in his, her or its name on the books of the corporation. Each share of Series A Preferred Stock is convertible, at the option of the holder, into one million shares of Common Stock. The Series A Preferred Stock is entitled, in the event of any voluntary liquidation, dissolution or winding up of the Corporation, to receive payment or distribution of a preferential amount before any payments or distributions are received by any class or series of common stock. Subject to the prior or equal rights of the holders of all classes of stock at the time outstanding having prior or equal rights as to dividends and ranking ahead of the Common Stock, the holders of the Series A Preferred Stock shall be entitled to receive, when and as declared by the Board of Directors, out of any assets of the Corporation legally available therefor, such dividends as may be declared from time to time by the Board of Directors.

One (1) share of the Series B Preferred Stock shall have voting rights equal to (x) 0.019607 *multiplied by* the total number of votes of the issued and outstanding shares of Common Stock and other Preferred Stock eligible to vote at the time of the respective vote (the “Numerator”), *divided by* (y) 0.49, *minus* (z) the Numerator. For the avoidance of doubt, if the total number of votes of the issued and outstanding shares of Common Stock and other Preferred Stock eligible to vote at the time of the respective vote is 5,000,000, the voting rights of one share of the Series B Preferred Stock shall be equal to 102,036 (e.g.,  $((0.019607 \times 5,000,000) / 0.49) - (0.019607 \times 5,000,000) = 102,036$ ).

With respect to all matters upon which stockholders are entitled to vote or to which stockholders are entitled to give consent, the holders of the outstanding shares of Series B Preferred Stock shall vote together with the holders of Common Stock without regard to class, except as to those matters on which separate class voting is required by applicable law or the Corporation’s Articles of Incorporation or by-laws. Such concentrated control of the Company may adversely affect the price of our common stock. A stockholder that acquires common stock will not have an effective voice in the management of the Company.

We have designated 50,000,000 shares of Series C Convertible Preferred Stock, par value of \$0.001 per share (the “Series C Preferred Stock”).

The Series C Preferred Stock will, with respect to dividend rights and rights upon liquidation, winding-up or dissolution,

rank:

(a) pari passu with the Corporation’s Common Stock, \$0.001 par value per share (“Common Stock”); (b) junior to all other series of Preferred Stock, as such may be designated as of the date of this Designation, or which may be designated by the Corporation after the date of this Designation (the “Other Preferred”), and (c) junior to all existing and future indebtedness of the Corporation.

Holders of the Series C Preferred Stock shall vote on all matters requiring a vote of the shareholders of the Corporation, together with the holders of shares of Common Stock and other classes of preferred stock entitled to vote, as a single class. Subject to the applicable beneficial ownership limitation, each Holder shall be entitled to the whole number of votes equal to the number of shares of Common Stock into which such holder’s Preferred Shares would be convertible using the record date for determining the stockholders of the Corporation eligible to vote on such matters as the date as of which the number of Conversion Shares is calculated. Holders of the Series C Preferred Stock will also be entitled to vote as a separate class with respect to any matter as to which such voting rights are required by applicable law. There are an additional 10,000,099 authorized and undesignated Preferred Shares that are not yet issued or outstanding.

### 3) Issuance History

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

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

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

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

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

Shares Outstanding <u>Opening Balance</u> : Date <u>January 8, 2021</u> Common: <u>3,410,355,200</u> Preferred: <u>Series A 249,999,990</u>			*Right-click the rows below and select “Insert” to add rows as needed.						
Date of Transaction	Transaction type (e.g., new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to.  ***You must disclose the control person(s) for any entities listed.	Reason for share issuance (e.g. for cash or debt conversion) - OR- Nature of Services Provided	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.

<u>1/8/21</u>	<u>Issuance</u>	<u>85,455,000</u>	<u>Common</u>	<u>\$25,636.50</u>	<u>No</u>	<u>Discover Growth Fund</u> <u>John Kirkland</u>	<u>Debt Conversion</u>	<u>Restricted</u>	<u>=</u>
<u>1/19/21</u>	<u>Issuance</u>	<u>88,894,600</u>	<u>Common</u>	<u>\$26,668.38</u>	<u>No</u>	<u>Discover Growth Fund</u> <u>John Kirkland</u>	<u>Debt Conversion</u>	<u>Restricted</u>	<u>=</u>
<u>1/26/21</u>	<u>Issuance</u>	<u>93,546,000</u>	<u>Common</u>	<u>\$28,069.20</u>	<u>No</u>	<u>Discover Growth Fund</u> <u>John Kirkland</u>	<u>Debt Conversion</u>	<u>Restricted</u>	<u>=</u>
<u>1/27/21</u>	<u>Issuance</u>	<u>96,360,000</u>	<u>Common</u>	<u>\$28,908.00</u>	<u>No</u>	<u>Discover Growth Fund</u> <u>John Kirkland</u>	<u>Debt Conversion</u>	<u>Restricted</u>	<u>=</u>
<u>2/3/21</u>	<u>Issuance</u>	<u>100,000,000</u>	<u>Common</u>	<u>\$30,000.00</u>	<u>No</u>	<u>Discover Growth Fund</u> <u>John Kirkland</u>	<u>Debt Conversion</u>	<u>Restricted</u>	<u>=</u>
<u>2/9/21</u>	<u>Issuance</u>	<u>75,000,000</u>	<u>Common</u>	<u>\$22,500.00</u>	<u>No</u>	<u>Discover Growth Fund</u> <u>John Kirkland</u>	<u>Debt Conversion</u>	<u>Restricted</u>	<u>=</u>
<u>2/16/21</u>	<u>Issuance</u>	<u>76,771,725</u>	<u>Common</u>	<u>\$23,031.52</u>	<u>No</u>	<u>Discover Growth Fund</u> <u>John Kirkland</u>	<u>Debt Conversion</u>	<u>Restricted</u>	<u>=</u>
<u>2/19/21</u>	<u>Issuance</u>	<u>166,666,667</u>	<u>Common</u>	<u>\$50,000.00</u>	<u>No</u>	<u>Discover Growth Fund</u> <u>John Kirkland</u>	<u>Debt Conversion</u>	<u>Restricted</u>	<u>=</u>
<u>2/25/21</u>	<u>Issuance</u>	<u>166,666,667</u>	<u>Common</u>	<u>\$50,000.00</u>	<u>No</u>	<u>Discover Growth Fund</u> <u>John Kirkland</u>	<u>Debt Conversion</u>	<u>Restricted</u>	<u>=</u>

<u>3/1/21</u>	<u>Issuance</u>	<u>3</u>	<u>Series B Preferred</u>	<u>\$0.00</u>	<u>No</u>	<u>Geordan Pursglove</u>	<u>Employment Agreement Issuance</u>	<u>Restricted</u>	<u>:</u>
<u>3/3/21</u>	<u>Issuance</u>	<u>151,958,000</u>	<u>Common</u>	<u>\$15,195.80</u>	<u>No</u>	<u>Discover Growth Fund</u> <u>John Kirkland</u>	<u>Debt Conversion</u>	<u>Restricted</u>	<u>:</u>
<u>3/11/21</u>	<u>Issuance</u>	<u>145,000,000</u>	<u>Common</u>	<u>\$14,500.00</u>	<u>No</u>	<u>Discover Growth Fund</u> <u>John Kirkland</u>	<u>Debt Conversion</u>	<u>Restricted</u>	<u>:</u>
<u>3/17/21</u>	<u>Issuance</u>	<u>147,500,000</u>	<u>Common</u>	<u>\$14,750.00</u>	<u>No</u>	<u>Discover Growth Fund</u> <u>John Kirkland</u>	<u>Debt Conversion</u>	<u>Restricted</u>	<u>:</u>
<u>3/26/21</u>	<u>Issuance</u>	<u>147,500,000</u>	<u>Common</u>	<u>\$14,750.00</u>	<u>No</u>	<u>Discover Growth Fund</u> <u>John Kirkland</u>	<u>Debt Conversion</u>	<u>Restricted</u>	<u>:</u>
<u>4/12/21</u>	<u>Issuance</u>	<u>150,000,000</u>	<u>Common</u>	<u>\$15,000.00</u>	<u>No</u>	<u>Discover Growth Fund</u> <u>John Kirkland</u>	<u>Debt Conversion</u>	<u>Restricted</u>	<u>:</u>
<u>4/16/21</u>	<u>Issuance</u>	<u>150,000,000</u>	<u>Common</u>	<u>\$15,000.00</u>	<u>No</u>	<u>Discover Growth Fund</u> <u>John Kirkland</u>	<u>Debt Conversion</u>	<u>Restricted</u>	<u>:</u>
<u>4/27/21</u>	<u>Issuance</u>	<u>150,000,000</u>	<u>Common</u>	<u>\$15,000.00</u>	<u>No</u>	<u>Discover Growth Fund</u> <u>John Kirkland</u>	<u>Debt Conversion</u>	<u>Restricted</u>	<u>:</u>
<u>5/5/21</u>	<u>Issuance</u>	<u>150,000,000</u>	<u>Common</u>	<u>\$15,000.00</u>	<u>No</u>	<u>Discover Growth Fund</u> <u>John Kirkland</u>	<u>Debt Conversion</u>	<u>Restricted</u>	<u>:</u>
<u>5/11/21</u>	<u>Issuance</u>	<u>150,000,000</u>	<u>Common</u>	<u>\$15,000.00</u>	<u>No</u>	<u>Discover Growth Fund</u>	<u>Debt Conversion</u>	<u>Restricted</u>	<u>:</u>



						<u>John Kirkland</u>			
<u>5/25/21</u>	<u>Issuance</u>	<u>160,000,000</u>	<u>Common</u>	<u>\$16.000.00</u>	<u>No</u>	<u>Discover Growth Fund</u> <u>John Kirkland</u>	<u>Debt Conversion</u>	<u>Restricted</u>	<u>:</u>
<u>6/10/21</u>	<u>Issuance</u>	<u>160,000,000</u>	<u>Common</u>	<u>\$16.000.00</u>	<u>No</u>	<u>Discover Growth Fund</u> <u>John Kirkland</u>	<u>Debt Conversion</u>	<u>Restricted</u>	<u>:</u>
<u>6/23/21</u>	<u>Issuance</u>	<u>160,000,000</u>	<u>Common</u>	<u>\$16.000.00</u>	<u>No</u>	<u>Discover Growth Fund</u> <u>John Kirkland</u>	<u>Debt Conversion</u>	<u>Restricted</u>	<u>:</u>
<u>7/7/21</u>	<u>Issuance</u>	<u>160,000,000</u>	<u>Common</u>	<u>\$16.000.00</u>	<u>No</u>	<u>Discover Growth Fund</u> <u>John Kirkland</u>	<u>Debt Conversion</u>	<u>Restricted</u>	<u>:</u>
<u>7/23/21</u>	<u>Issuance</u>	<u>160,000,000</u>	<u>Common</u>	<u>\$16.000.00</u>	<u>No</u>	<u>Discover Growth Fund</u> <u>John Kirkland</u>	<u>Debt Conversion</u>	<u>Restricted</u>	<u>:</u>
<u>8/5/21</u>	<u>Issuance</u>	<u>160,000,000</u>	<u>Common</u>	<u>\$16.000.00</u>	<u>No</u>	<u>Discover Growth Fund</u> <u>John Kirkland</u>	<u>Debt Conversion</u>	<u>Restricted</u>	<u>:</u>
<u>8/18/21</u>	<u>Issuance</u>	<u>9</u>	<u>Series B Preferred</u>	<u>\$0.01</u>	<u>No</u>	<u>Geordan Pursglove</u>	<u>Employment Agreement Issuance</u>	<u>Restricted</u>	<u>:</u>
<u>8/18/21</u>	<u>Issuance</u>	<u>6</u>	<u>Series B Preferred</u>	<u>\$0.01</u>	<u>No</u>	<u>Peter Stazzone</u>	<u>Employment Agreement Issuance</u>	<u>Restricted</u>	<u>:</u>
<u>8/20/21</u>	<u>Issuance</u>	<u>160,000,000</u>	<u>Common</u>	<u>\$16.000</u>	<u>No</u>	<u>Discover Growth Fund</u> <u>John Kirkland</u>	<u>Debt Conversion</u>	<u>Restricted</u>	<u>:</u>
<u>8/20/21</u>	<u>Issuance</u>	<u>363,185,553</u>	<u>Common</u>	<u>\$363,185.55</u>		<u>Illiad Research</u>	<u>Debt Conversion</u>	<u>Restricted</u>	<u>:</u>

						and Trading L.P. <u>John Fife</u>			
<u>9/14/21</u>	<u>Issuance</u>	<u>160,000,000</u>	<u>Common</u>	<u>\$16,000.00</u>	<u>No</u>	<u>Discover Growth Fund</u> <u>John Kirkland</u>	<u>Debt Conversion</u>	<u>Restricted</u>	<u>-</u>
<u>9/23/21</u>	<u>Issuance</u>	<u>290,000,000</u>	<u>Common</u>	<u>\$29,000.00</u>	<u>No</u>	<u>Discover Growth Fund</u> <u>John Kirkland</u>	<u>Debt Conversion</u>	<u>Restricted</u>	<u>-</u>
<u>9/29/21</u>	<u>Issuance</u>	<u>220,000,000</u>	<u>Common</u>	<u>\$22,000.00</u>	<u>No</u>	<u>Discover Growth Fund</u> <u>John Kirkland</u>	<u>Debt Conversion</u>	<u>Restricted</u>	<u>-</u>
<u>10/6/21</u>	<u>Issuance</u>	<u>220,000,000</u>	<u>Common</u>	<u>\$22,000.00</u>	<u>No</u>	<u>Discover Growth Fund</u> <u>John Kirkland</u>	<u>Debt Conversion</u>	<u>Restricted</u>	<u>-</u>
<u>10/8/21</u>	<u>Issuance</u>	<u>220,000,000</u>	<u>Common</u>	<u>\$22,000.00</u>	<u>No</u>	<u>Discover Growth Fund</u> <u>John Kirkland</u>	<u>Debt Conversion</u>	<u>Restricted</u>	<u>-</u>
<u>10/13/21</u>	<u>Issuance</u>	<u>230,000,000</u>	<u>Common</u>	<u>\$23,000.00</u>	<u>No</u>	<u>Discover Growth Fund</u> <u>John Kirkland</u>	<u>Debt Conversion</u>	<u>Restricted</u>	<u>-</u>
<u>10/18/21</u>	<u>Issuance</u>	<u>240,000,000</u>	<u>Common</u>	<u>\$24,000.00</u>	<u>No</u>	<u>Discover Growth Fund</u> <u>John Kirkland</u>	<u>Debt Conversion</u>	<u>Restricted</u>	<u>-</u>
<u>10/19/21</u>	<u>Issuance</u>	<u>460,000,000</u>	<u>Common</u>	<u>\$46,000.00</u>	<u>No</u>	<u>Discover Growth Fund</u> <u>John Kirkland</u>	<u>Debt Conversion</u>	<u>Restricted</u>	<u>-</u>
<u>10/20/21</u>	<u>Issuance</u>	<u>484,000,000</u>	<u>Common</u>	<u>\$48,400.00</u>	<u>No</u>	<u>Discover Growth Fund</u>	<u>Debt Conversion</u>	<u>Restricted</u>	<u>-</u>

						<u>John Kirkland</u>			
<u>10/21/21</u>	<u>Issuance</u>	<u>509,900,000</u>	<u>Common</u>	<u>\$50.990.00</u>	<u>No</u>	<u>Discover Growth Fund</u> <u>John Kirkland</u>	<u>Debt Conversion</u>	<u>Restricted</u>	<u>:</u>
<u>10/29/21</u>	<u>Issuance</u>	<u>536,700,000</u>	<u>Common</u>	<u>\$53.670.00</u>	<u>No</u>	<u>Discover Growth Fund</u> <u>John Kirkland</u>	<u>Debt Conversion</u>	<u>Restricted</u>	<u>:</u>
<u>11/11/21</u>	<u>Issuance</u>	<u>459,690,000</u>	<u>Common</u>	<u>\$45.969.00</u>	<u>No</u>	<u>Discover Growth Fund</u> <u>John Kirkland</u>	<u>Debt Conversion</u>	<u>Restricted</u>	<u>:</u>
<u>11/19/21</u>	<u>Issuance</u>	<u>457,520,000</u>	<u>Common</u>	<u>\$45,752.00</u>	<u>No</u>	<u>Discover Growth Fund</u> <u>John Kirkland</u>	<u>Debt Conversion</u>	<u>Restricted</u>	<u>:</u>
<u>12/2/21</u>	<u>Issuance</u>	<u>476,200,000</u>	<u>Common</u>	<u>\$47,620.00</u>	<u>No</u>	<u>Discover Growth Fund</u> <u>John Kirkland</u>	<u>Debt Conversion</u>	<u>Restricted</u>	<u>:</u>
<u>12/20/21</u>	<u>Issuance</u>	<u>490,780,000</u>	<u>Common</u>	<u>\$49,078.00</u>	<u>No</u>	<u>Discover Growth Fund</u> <u>John Kirkland</u>	<u>Debt Conversion</u>	<u>Restricted</u>	<u>:</u>
<u>12/21/21</u>	<u>Issuance</u>	<u>750,620,000</u>	<u>Common</u>	<u>\$75,062.00</u>	<u>No</u>	<u>Discover Growth Fund</u> <u>John Kirkland</u>	<u>Debt Conversion</u>	<u>Restricted</u>	<u>:</u>
<u>2/9/22</u>	<u>Issuance</u>	<u>375,000,000</u>	<u>Common</u>	<u>\$150,000.00</u>	<u>No</u>	<u>Tyscado Partners</u> <u>Robert Delvecchio</u>	<u>Debt Conversion</u>	<u>Restricted</u>	<u>:</u>
<u>2/22/22</u>	<u>Issuance</u>	<u>750,620,000</u>	<u>Common</u>	<u>\$75,062.00</u>	<u>No</u>	<u>Discover Growth Fund</u> <u>John Kirkland</u>	<u>Debt Conversion</u>	<u>Restricted</u>	<u>:</u>

<u>3/9/22</u>	<u>Issuance</u>	<u>133,902,975</u>	<u>Common</u>	<u>\$0.00</u>	<u>No</u>	<u>Peter Stazzone</u>	<u>Issuance Per Employment Agreement</u>	<u>Restricted</u>	<u>:</u>
<u>3/16/22</u>	<u>Issuance</u>	<u>791,800,000</u>	<u>Common</u>	<u>\$79,180.00</u>	<u>No</u>	<u>Discover Growth Fund</u> <u>John Kirkland</u>	<u>Debt Conversion</u>	<u>Restricted</u>	<u>:</u>
<u>4/11/22</u>	<u>Issuance</u>	<u>166,666,667</u>	<u>Common</u>	<u>\$50,000.00</u>	<u>No</u>	<u>Remo Weber</u>	<u>Purchase Agreement Deposit</u>	<u>Restricted</u>	<u>:</u>
<u>7/13/22</u>	<u>Issuance</u>	<u>791,750,000</u>	<u>Common</u>	<u>\$79,175.00</u>	<u>No</u>	<u>Discover Growth Fund</u> <u>John Kirkland</u>	<u>Debt Conversion</u>	<u>Restricted</u>	<u>:</u>
<u>6/2/23</u>	<u>Issuance</u>	<u>133,902,874</u>	<u>Common</u>	<u>\$0.00</u>	<u>No</u>	<u>Peter Stazzone</u>	<u>Issuance Per Employment Agreement</u>	<u>Restricted</u>	<u>:</u>
Shares Outstanding on Date of This Report:  <u>Ending Balance:</u>  Date <u>June 30, 2024</u>  Common: <u>16,533,929,830</u>  Preferred: <u>Series A 250</u>									

**Example:** A company with a fiscal year end of December 31<sup>st</sup> 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:

### Common Stock

As of June 30, 2024, our authorized capital stock consisted of 30,000,000,000 shares of common stock, par value \$0.001 per share.

The Company did not issue any shares of common stock during the three months ended June 30, 2024.

There were 16,533,929,830 shares of common stock issued and outstanding as of June 30, 2024 and December 31, 2023.

During the three months ended June 30, 2024, the Company issued no shares.

For the twelve months ending December 31, 2023, zero shares of Series C Convertible Preferred Stock were converted to shares of common stock. For the twelve months ending December 31, 2022, 233,417 shares of Series C Convertible Preferred Stock were converted to 2,334,170,000 shares of common stock.

For the twelve months ending December 31, 2021, there were 20,000 shares of Series C Preferred Stock issued for \$2,000,000 cash. No underwriter participated in any transactions related to our equity, and no underwriting discounts or commissions were paid, nor was any general solicitation or general advertising conducted. The securities bear a restrictive legend and stop transfer instructions are noted on our stock transfer records. These shares were issued in offerings under Regulation D promulgated under Section 4(2) of the Securities Act of 1933. The Company issued 1,566,905 shares of Series C Preferred, valued at \$3,837,647 with Discover to redeem the secured redeemable convertible debenture dated August 7, 2018. The valuation was derived from a loss on extinguishment of debt of \$3,435,695 that represents the fair value of debt forgiveness, less the issuance of 598,048,320 common stock shares valued at par of \$0.001, plus cash proceeds to the Company of \$1,000,000 from the SPA that the Company entered into. These issuances were exempt from registration under section 4(1) of the Securities Act as sales by an issuer not involving a public offering.

As of December 31, 2022, our authorized capital stock consisted of 30,000,000,000 shares of common stock, par value \$0.001 per share.

During the 12 months ended, December 31, 2022, the Company issued 375,000,000 shares valued at \$150,000 at a price per share of \$ 0.0004 for the conversion of certain debt and accrued interest into shares of our stock and extinguishment of debt. Additionally, the Company issued 2,334,170,000 shares valued at \$ 2,334,170 at a price per share of \$ 0.001 for the conversion of Series C Preferred. During the first quarter of 2022, the Company issued 133,902,874 shares of common stock valued at \$53,561, and during the second quarter of 2023, the Company issued 133,902,874 shares of common stock valued at \$13,390 as part of the Company's employment agreement with the Chief Financial Officer.

On April 8, 2022, the Company executed a binding Letter of Intent ("LOI") with Electric Built, Inc. The Company paid Electric Built an initial payment in the amount of 166,666,667 shares of restricted common stock at a value of \$50,000 at a price per share of \$0.0003 in connection with the execution of a Definitive Agreement, which is being held in escrow. The Company and Electric Built entered into a Stock Purchase Agreement (the "SPA") dated as of June 27, 2022. Pursuant to the SPA, the SPA is subject to termination if due diligence review and required conditions for closing have not been satisfied by September 20, 2022. On September 14, 2022, the Company entered into a First Amendment to the SPA, whereby the termination date was extended until October 31, 2022. If the closing has not occurred prior to the termination date in the SPA, Electric Built shall release such shares and return to the Company.

The Company and Electric Built entered into a Stock Purchase Agreement (the "SPA") dated as of June 27, 2022, setting forth the definitive terms and condition for the Transaction, whereby the Company would acquire, for a balance of \$950,000 in the form of shares of the Company's common stock, all equity of Electric Built. Pursuant to the SPA, the SPA is subject to termination if due diligence review and required conditions for closing have not been satisfied by September 20, 2022 (the "Termination Date").

On September 14, 2022, the Company and Electric Built entered into a First Amendment to the SPA (the "Amendment"), whereby the Termination Date was extended until October 31, 2022, and then, on October 24, 2022, Electric Built requested that the October 2022 Termination Date be extended (the "Extension"), to accommodate Electric Built's need to relocate its operations, among other reasons. The Company has accepted such request and the SPA, as amended by the Amendment, is subject to the Extension.

Holders of common stock are entitled to one vote per share on all matters submitted to a vote of the stockholders, including the election of directors. Except as otherwise required by law, the holders of our common stock possess all voting power. Generally, all matters to be voted on by stockholders must be approved by a majority (or, in the case of election of directors, by a plurality) of the votes entitled to be cast by all shares of our common stock that are present in person or represented by proxy. A vote by the holders of a majority of our outstanding shares is required to effectuate certain fundamental corporate changes such as liquidation, merger or an amendment to our Articles of Incorporation. Our Articles of Incorporation do not provide for cumulative voting in the election of directors. Holders of our common stock have no pre-emptive rights, no conversion rights and there are no redemption provisions applicable to our common stock.

## **Preferred Stock**

As of June 30, 2024, the Company is authorized to issue up to 60,000,400 shares of preferred stock, which are designated Series A, B, C and undesignated Preferred Stock.

We have designated 250 shares of Series A Convertible Preferred Stock, par value of \$0.001 per share (the “Series A Preferred Stock”). As of June 30, 2024 and December 31, 2023, there were 249.9999 shares of Series A Preferred Stock issued and outstanding.

The Series A Preferred Stock will, with respect to each holder of the Series A Preferred Stock, be entitled to three million (3,000,000) votes for each share of Series A Preferred Stock standing in his, her or its name on the books of the corporation. Each share of Series A Preferred Stock is convertible, at the option of the holder, into one million shares of Common Stock. The Series A Preferred Stock is entitled, in the event of any voluntary liquidation, dissolution or winding up of the Corporation, to receive payment or distribution of a preferential amount before any payments or distributions are received by any class or series of common stock. Subject to the prior or equal rights of the holders of all classes of stock at the time outstanding having prior or equal rights as to dividends and ranking ahead of the Common Stock, the holders of the Series A Preferred Stock shall be entitled to therefore receive, when and as declared by the Board of Directors, out of any assets of the Corporation legally available, such dividends as may be declared from time to time by the Board of Directors.

We have designated 51 shares of Series B Convertible Preferred Stock, par value of \$0.001 per share (the “Series B Preferred Stock”). One (1) share of the Series B Preferred Stock shall have voting rights equal to (x) 0.019607 *multiplied by* the total number of votes of the issued and outstanding shares of Common Stock and other Preferred Stock eligible to vote at the time of the respective vote (the “Numerator”), *divided by* (y) 0.49, *minus* (z) the Numerator. For the avoidance of doubt, if the total number of votes of the issued and outstanding shares of Common Stock and other Preferred Stock eligible to vote at the time of the respective vote is 5,000,000, the voting rights of one share of the Series B Preferred Stock shall be equal to  $102,036$  (e.g.,  $((0.019607 \times 5,000,000) / 0.49) - (0.019607 \times 5,000,000) = 102,036$ ).

With respect to all matters upon which stockholders are entitled to vote or to which stockholders are entitled to give consent, the holders of the outstanding shares of Series B Preferred Stock shall vote together with the holders of Common Stock without regard to class, except as to those matters on which separate class voting is required by applicable law or the Corporation’s Articles of Incorporation or by-laws. Such concentrated control of the Company may adversely affect the price of our common stock. A stockholder that acquires common stock will not have an effective voice in the management of the Company.

As of June 30, 2024 and December 31, 2023, there were 51 shares of Series B Preferred Stock issued and outstanding.

We have designated 50,000,000 shares of Series C Convertible Preferred Stock, par value of \$0.001 per share (the “Series C Preferred Stock”).

The Series C Preferred Stock will, with respect to dividend rights and rights upon liquidation, winding-up or dissolution, rank: (a) *pari passu* with the Corporation’s Common Stock, \$0.001 par value per share (“Common Stock”); (b) junior to all other series of Preferred Stock, as such may be designated as of the date of this Designation, or which may be designated by the Corporation after the date of this Designation (the “Other Preferred”), and (c) junior to all existing and future indebtedness of the Corporation.

Holders of the Series C Preferred Stock shall vote on all matters requiring a vote of the shareholders of the Corporation, together with the holders of shares of Common Stock and other classes of Preferred Stock entitled to vote, as a single class. Subject to the applicable beneficial ownership limitation, each Holder shall be entitled to the whole number of votes equal to the number of shares of Common Stock into which such holder’s Preferred Shares would be convertible using the record date for determining the stockholders of the Corporation eligible to vote on such matters as the date as of which the number of Conversion Shares is calculated. Holders of the Series C Preferred Stock will also be entitled to vote as a separate class with respect to any matter as to which such voting rights are required by applicable law.

As of June 30, 2024 and December 31, 2023, there were 608,586 shares of Series C Preferred Stock issued and outstanding.

## **Warrants**

The Company entered into an agreement in 2018 in conjunction with convertible notes payable to issue seven (7) warrants to purchase shares of the Company’s common stock which have an exercise price of \$0.15 or 65% of the three lowest trading days within a 20-day market price timeframe, whichever is lower. The warrants also contain certain cashless exercise features. The issuance of these warrants is predicated on the completion of the funding requirements within the terms of the security agreement, however, these funding requirements were never met. The Company is currently negotiating a settlement with respect to any warrants.

Pursuant to the terms of the Discover Growth Fund SPA, we issued to Discover warrant to purchase up to 16,666,667 shares of our common stock upon the subsequent funding of the remaining \$2,000,000 which occurred on February 28, 2019, exercisable beginning on the nine (9) month anniversary from the date of issuance for a period of three (3) years at an exercise price of \$0.15 per share (the “Warrant”). In determining the appropriate fair value, the Company uses the Black-Scholes option-pricing model and based on the relative fair value of the warrant and cash received, we recorded a debt discount on the note principal of \$696,850. Management used the following inputs to value the Discover Warrants by Expected Term - 3 years, Exercise Price - \$0.15, Expected Volatility- 388.94%, Expected dividends - None, and Risk-Free Rate - 2.54%. This warrant expired on February 28, 2022.

## Dividends

The Company anticipates that all future earnings will be retained to finance future growth. The payment of dividends, if any, in the future to the Company’s common stockholders is within the discretion of the Board of Directors of the Company and will depend upon the Company’s earnings, its capital requirements and financial condition and other relevant factors. The Company has not paid a dividend on its common stock and does not anticipate paying any dividends on its common stock in the foreseeable future but instead intends to retain all earnings, if any, for use in the Company’s business operations.

## B. Promissory and Convertible Notes

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

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

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder. *** You must disclose the control person(s) for any entities listed.	Reason for Issuance (e.g. Loan, Services, etc.)
<u>11/27/18</u>	<u>112,259</u>	<u>250,000</u>	<u>73,289</u>	<u>8/27/19</u>	<u>60% of the lowest trading price of common stock for 25 days prior to conversion</u>	<u>Auctus Fund LLC</u> <u>Lou Posner</u>	<u>Loan</u>
<u>12/31/19</u>	<u>826,547</u>	<u>900,000</u>	<u>380,330</u>	<u>12/31/21</u>	<u>All or any portion of the then outstanding balance of the note into shares of the common stock of the Company at a price per share at the date of conversion</u>	<u>TCA Special Situations Credit Strategies ICAV</u> <u>Andrew O’Leary</u> <u>Liquidator</u>	<u>Loan</u>
<u>7/19/21</u>	<u>1,350,000</u>	<u>1,500,000</u>	<u>53,785</u>	<u>7/19/22</u>	<u>100% of the average closing price of the Company’s common stock for the five trading days immediately preceding the date of such conversion</u>	<u>Geordan Pursglove</u>	<u>Accrued Payroll</u>
<u>4/1/22</u>	<u>1,200,000</u>	<u>1,200,000</u>	<u>155,524</u>	<u>4/1/23</u>	<u>All or any portion of the then outstanding balance of the Note into shares of</u>	<u>Discover Growth Fund</u>	<u>Loan</u>

					<u>the common stock of the Company at a price per share equal to the closing bid price on March 31, 2022 of \$0.0003.</u>	<u>John Kirkland</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:

On November 27, 2018, the Company received funding in conjunction with a convertible promissory note and a security purchase agreement dated November 27, 2018, in the amount of \$250,000. The lender was Auctus Fund LLC. The notes have a maturity of August 27, 2019 and interest rate of 12% per annum and are convertible at a price of 60% of the lowest trading price on the primary trading market on which the Company’s Common Stock is then listed for the twenty-five (25) trading days immediately prior to conversion. Additionally, if the stock price falls below par value, additional shares will be issued at the lower conversion rate so that stocks continue to be issued at par value. The note may be prepaid but carries a penalty in association with the remittance amount, as there is an accretion component to satisfy the note with cash. The Company is currently negotiating an extension with the noteholder as it is currently past due. As a result of a default provision, the interest rate has increased to 24% and additional principal was added in the amount of \$15,000. As of June 30, 2024 and December 31, 2023, the outstanding balance with accrued interest was \$212,490 and \$199,019, respectively.

On December 31, 2019, the Company entered into a securities purchase agreement (the “Securities Purchase Agreement”) with TCA Special Situations Credit Strategies ICAV, an Irish collective asset vehicle (the “Buyer” or “TCA ICAV”), and TCA Beyond Commerce, LLC, a Wyoming limited liability company (“TCA Beyond Commerce”), pursuant to which the Buyer purchased from the Company a senior secured redeemable debenture having an initial principal amount of \$900,000 and an interest rate of 16% per annum (the “Initial Debenture”).

The Initial Debenture, and any future debentures that may be purchased by Buyer pursuant to the Securities Purchase Agreement (the “Additional Debentures”), is secured through an unconditional and continuing security interest in all of the assets and properties, including after acquired assets, of the Company and each of its subsidiaries, which are acting as guarantors with respect to the Company’s obligations under the Initial Debenture and any Additional Debentures, pursuant to that certain Security Agreement, dated December 31, 2019, entered into by the Company and TCA Beyond Commerce in favor of the Buyer (the “Security Agreement”). In addition, Service 800, Inc., Customer Centered Strategies (“CCS”) and Path UX LLC (“PathUX”) delivered corporate guarantees and Geordan Pursglove, the Company’s CEO, delivered a personal guarantee with respect to the Company’s obligations under the Securities Purchase Agreement. The maturity date on this security is December 31, 2021.

In May 2020, the SEC appointed a Receiver to close down the TCA Global Master Fund, L.P. over allegations of accounting fraud. The amount recorded by the Company as being owed to TCA was based on TCA’s application of prior payments made by the Company. A complaint against the Company, including the guarantors Service 800, CCS, and PathUX, and Geordan Pursglove, dated February 26, 2024, was filed in Clark County, Nevada, by New Horizons Special Situations Credit Strategies (“TCA ICAV”) related to the TCS ICAV debenture seeking \$1,300,191. The Company believes that prior payments of principal and interest may have been applied to unenforceable investment banking and other fees and charges. It is the Company’s position that the amount owed to TCA is less than the amount set forth above. Our attorney has contacted counsel for TCA and is in discussions for prompt settlement of this matter.

Effective February 28, 2019 as a component of the closing of the business combination between Beyond Commerce, Inc. and Service 800, Jean Mork Bredeson, Founder and President of Service 800, the Company issued a \$2,100,000 three-year 5.5% promissory note to Ms. Bredeson. Interest only payments are required during the first year of the note. The \$2,100,000 promissory note is personally guaranteed by the estate of George Pursglove whose executor is Geordan Pursglove, the Company’s President and CEO.

As a component of the Service 800 transaction, in lieu of the entire cash payment of \$2,100,000 being made to Ms. Bredeson, a \$210,000 amount was to be withheld until May 30, 2019 and continues to be outstanding. This note does not carry any interest



obligations. Also, as all cash and accounts receivables at the effective date of the closing were to be retained by Ms. Bredeson, this allocation of cash is to be distributed quarterly on a non interest basis as true-ups are derived, which amounted to \$1,409,169 as of December 31, 2022 and December 31 2021. Although holdbacks did not initially include interest obligations, we agreed to begin accruing interest at 15% in October 2019. The amount of accrued interest relating to the \$1,409,169 was \$1,065,350 and \$959,663 as of June 30, 2024, and December 31, 2023, respectively.

On March 30, 2021, the Company through its Service 800 Inc. subsidiary, received \$150,000 in funding in conjunction with a promissory note under the SBA Loan Program. Borrower will be obligated to repay to the Bank the total outstanding balance remaining due under the Loan, including principal and interest. This loan is a 30-year term note, bearing 3.75% interest due March 30, 2051. Installment payments, including principal and interest, of \$731 monthly, will begin September 1, 2023. The amount of accrued interest payable for the SBA Loan was \$18,281 and \$15,469 as of June 30, 2024, and December 31, 2023, respectively.

On July 19, 2021, the Company issued a convertible promissory note (the "Note") in favor of Geordan G. Pursglove, the Company's Chairman and Chief Executive Officer, in the principal amount of \$1,500,000, in satisfaction of Mr. Pursglove's accrued salary owing of \$1,239,800 and recognized a \$260,200 loss on extinguishment of debt. The Note accrues interest at 2% per annum, with the principal and interest payments due in twelve equal monthly installments. At the holder's election, the Note is convertible into shares of the Company's common stock, at a price per share equal to 100% of the average closing price of the Company's common stock for the five trading days immediately preceding the date of such conversion (the "Conversion Price"). The cash maturity date is July 19, 2022. There was a conversion of \$150,000 during the first quarter of 2022, and the Company issued 375,000,000 shares of common stock at the quoted stock price at the date of conversion of \$0.0004 per shares. The amount of accrued interest payable on the \$1,350,000 note payable was \$80,785 and \$67,285 as of June 30, 2024, and December 31, 2023 respectively.

On April 1, 2022, the Company entered into a promissory note (the "Note") in favor of Discover Growth Fund, LLC (the "Discover"), in the aggregate principal amount of \$1,200,000 for which the Company received \$1,000,000 in cash, reflecting an original issuance discount of 20%, with repayment to be made not later than April 1, 2023. Pursuant to the Note, at any time and from time to time Discover may, in its sole discretion, subject to certain ownership limitations, convert all or any portion of the then outstanding balance of the Note into shares of the common stock of the Company at a price per share equal to the closing bid price on March 31, 2022 of \$ 0.0003. The Company recorded a debt discount of \$200,000 for the original issue discount amortizable over the succeeding twelve months in accordance with ASC 835-30-45. Interest expense related to the issue discount of \$50,000 and \$150,000 was recorded for the years ended December 31, 2023, and 2022, respectively. The interest rate on the note is the prime rate. The Company defaulted on the loan on April 1, 2023, incurring the default rate of interest of the prime rate plus 20%. The amount of accrued interest on the note as of June 30, 2024, and December 31, 2023 was \$ 498,247 and \$327,716, respectively.

#### **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](http://www.OTCMarkets.com).

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

Beyond Commerce, Inc. is a Nevada corporation that operates as a holding company focusing on the acquisition of "big data" companies in the B2B Internet Marketing Technology and Services (IMT&S) space. BCI's objective is to develop, acquire, and deploy disruptive strategic software technology and market-changing business models through acquisitions or organic growth. BCI plans to offer a cohesive global digital product and services platform to provide clients with a single point of contact for all of their IMT&S initiatives. The all-inclusive platform will result in substantial organic growth potential generated through cross-selling opportunities and future expansion possibilities for BCI and its investors. The company was formerly known as BOOMj, Inc. and changed its name to Beyond Commerce, Inc. in December 2008. Beyond Commerce, Inc. is headquartered in Las Vegas, Nevada.

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

C. Describe the issuers' principal products or services.

Beyond Commerce, Inc (the "Company", "we" and "our"), has planned business objective to develop, acquire and deploy disruptive strategic software technology and market-changing business models through selling our own products and the acquisitions of existing companies. The Company currently owns and operates a data company and is actively seeking acquisition opportunities in high growth sectors such as psychedelics, cryptocurrency, Esports and Logistics among others.

**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.

We currently lease virtual office space at 3773 Howard Hughes Parkway, Suite: 500 Las Vegas, NV 89169. We pay an annual fee of \$120 for this lease. There is also a location in Minnesota for Service 800, Inc. On February 20, 2020, the company moved Service 800, Inc. to 110 Cheshire Lane, Minnetonka Minnesota 55305. Service 800 leases 3,210 square feet of office space under an operating lease agreement with Carlson Center East LLC. The lease expired in June 2023. The Company then negotiated a month to month rent agreement through December 31, 2023. As of December 31, 2023, the Company had no right of use assets, lease liabilities, or future commitments. During the year ended December 31, 2023, the Company recorded \$120,383 of rent expense and \$16,156 of expense reduction of the right of use asset. The Company entered into a lease agreement for the same location in Minnesota for 1,823 square feet effective January 1, 2024. The Company recorded a right of use asset in the amount of \$75,593 and a lease liability of \$75,593. The lease term is for 36 months with an average monthly rent payment of \$2,484.

The public entity guidance in ASU 2016-02, Leases (Topic 842) requires lessees to recognize substantially all leases on their balance sheets as lease liabilities with a corresponding right-of-use asset. Our accounting policy is to keep leases with an initial term of 12 months or less off of the balance sheet.

The Company leases office space under an operating lease. Right-of-use assets represent the Company's right to use an underlying asset for the lease term and lease liabilities represent its obligation to make lease payments under the lease. Operating lease, right-of-use assets, and liabilities are recognized at the lease commencement date based on the present value of lease payments over the reasonably certain lease term. The implicit rates with the Company's operating leases are generally not determinable and the Company uses its incremental borrowing rate at the lease commencement date to determine the present value of its lease payments. The determination of the Company's incremental borrowing rate requires judgement. The company determines its incremental borrowing rate for each lease using its then-current borrowing rate. Certain of the Company's leases may include options to extend or terminate the lease. The Company establishes the number of renewal options periods used in determining the operating lease term based upon its assessment at the inception of the operating lease. The option to renew the lease may be automatic, at the option of the Company, or mutually agreed to between the landlord and the Company. Once the facility lease term has begun, the present value of the aggregate future minimum lease payments is recorded as a right-of-use asset.

## 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 5% or more)	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>The 2GP Group, LLC</u>	<u>CEO</u>	<u>Boca Raton, FL</u>	<u>206,2499</u>	<u>Preferred Series A</u>	<u>85.2%</u>	<u>Geordan Pursglove</u>
<u>Geordan Pursglove</u>	<u>CEO</u>	<u>Boca Raton, FL</u>	<u>45</u>	<u>Preferred Series B</u>	<u>88.2%</u>	-
<u>Peter Stazzone</u>	<u>CFO</u>	<u>Chandler, AZ</u>	<u>267,805,748</u> <u>6</u>	<u>Common</u> <u>Preferred Series B</u>	<u>2%</u> <u>11.8</u>	-
<u>Danielle Garfield</u>	<u>Corporate Secretary</u>	<u>Boca Raton, FL</u>	<u>0</u>	<u>N/A</u>	<u>N/A</u>	-
<u>Fiona Oakley</u>	<u>=</u>	<u>Newport Beach, CA</u>	<u>1,556.632</u> <u>43,750</u>	<u>Common</u> <u>Preferred Series A</u>	<u>17.5%</u>	<u>=</u>

Confirm that the information in this table matches your public company profile on [www.OTCMarkets.com](http://www.OTCMarkets.com). If any updates are needed to your public company profile, log in to [www.OTCIQ.com](http://www.OTCIQ.com) to update your company profile.

Applicable percentage ownership is based on shares of common stock outstanding 249.9999 shares of Series A Preferred Stock, 51 shares of Series B Preferred Stock and 812,692 shares of Series C Preferred Stock issued and outstanding as of September 30, 2023. Under Rule 13d-3, a beneficial owner of a security includes any person who, directly or indirectly, through any contract, arrangement, understanding, relationship, or otherwise has or shares: (i) voting power, which includes the power to vote, or to direct the voting of shares; and (ii) investment power, which includes the power to dispose or direct the disposition of shares. Certain shares may be deemed to be beneficially owned by more than one person (if, for example, persons share the power to vote or the power to dispose of the shares). In addition, shares are deemed to be beneficially owned by a person if the person has the right to acquire the shares (for example, upon exercise of an option) within 60 days of the date as of which the information is provided. In computing the percentage ownership of any person, the amount of shares outstanding is deemed to include the number of shares beneficially owned by such

person (and only such person) by reason of these acquisition rights. As a result, the percentage of outstanding shares of any person as shown in this table does not necessarily reflect the person's actual ownership or voting power with respect to the number of shares of common stock actually outstanding as of September 30, 2023.

As of September 30, 2023, we have 249.9999 shares of Series A Preferred Stock issued and outstanding, each entitled to 3,000,000 votes per share, =51 shares of Series B Preferred Stock and 812,692 shares of Series C Preferred Stock issued and outstanding. Each one (1) share of the Series B Preferred Stock shall have voting rights equal to (x) 0.019607 multiplied by the total number of votes of issued and outstanding shares of stock of the Company eligible to vote at the time of the respective vote (the "Numerator"), divided by (y) 0.49, minus (z) the Numerator. Each share of Series C Preferred Stock is convertible into 100,000 shares of common stock and has voting rights on an as-converted basis, provided that the shareholder is prohibited from converting into a number of shares of common stock that exceeds 9.99% of the issued and outstanding common stock.

## 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);

No

2. Been the subject of the entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, financial- or investment-related, insurance or banking activities;

No

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;

No

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

No

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.

No

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.

No

- 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.

A complaint against the Company, dated February 5, 2020, has been filed in Hennepin County, Minnesota, by Jean Mork Bredeson, the former President and former owner of Service 800, making certain claims related to the Company's acquisition of Service 800, seeking in excess of \$1.6 million in damages. On March 16, 2020, the Company and Service 800 filed an answer, counterclaim and third-party claim against Ms. Bredeson and defendants Allen Bredeson and Jeff Schwedinger, former employees of Service 800. Answers and Affirmative and Additional Defenses to Third Party Claims were filed by Ms. Bredeson on April 7, 2020 and by Mr. Schwedinger on April 9, 2020 and, on April 24, 2020, Ms. Bredeson filed a Motion to Dismiss. The Court denied in full Ms. Bredeson's motion to dismiss or for a more definite statement. Subsequently, using a wholly owned entity she controls, Ms. Bredeson filed another matter, captioned Green Valley Associates Inc. vs Service 800 Inc., 27-CV-20-13800. Although Ms. Bredeson is seeking to have the matters handled by separate judges, the Company sought consolidation of the two matters before Judge Klein, the judge who denied Ms. Bredeson's motion to dismiss, but the consolidation was denied. Discovery has closed in both cases. Trial commenced on October 3, 2022. After a week of trial, a technical mistrial occurred based on the Court falling under the minimum number of jurors required to maintain the trial. A new trial date has yet to be scheduled but if needed will take place in 2025.

On May 22, 2023 Judge Klein granted Bredeson's motion for partial summary judgment on the purchase price promissory note in the amount of \$2,464,496. As a result, Bredeson declined to participate in a June Mediation. On June 20, 2023 Judge Klein issued an amended order finalizing the Summary Judgment order of May 22, 2023. On August 19, 2023, the Company filed an appeal. On September 12, 2023 the Court of Appeals ruled in favor of the Company's appeal and ordered that Judge Klein had abused his discretion in certifying final partial judgment and the partial judgment is not final. On September 12, 2023 and September 25, 2023 Mediation on the Bredeson lawsuit occurred with no settlement reached. As of June 30, 2024, attorneys for Bredeson and the Company are in discussions for a settlement of these lawsuits to avoid trial.

A complaint against the Company, including the guarantors Service 800, CCS, and PathUX, and Geordan Pursglove, dated February 26, 2024, was filed in Clark County, Nevada, by New Horizons Special Situations Credit Strategies ("TCA ICAV") related to the TCS ICAV debenture seeking \$1,300,191. The Company believes that prior payments of principal and interest may have been applied to unenforceable investment banking and other fees and charges. It is the Company's position that the amount owed to TCA is less than the amount set forth above. Our attorney has contacted counsel for TCA and is in discussions for prompt settlement of this matter.

The Company filed a lawsuit against Jean Bredeson and Warner Law LLC on counts that include actions and misrepresentations, conversion by wrongful levy, and other counts resulting in business disruptions and other damage to Beyond Commerce. On August 8, 2024, the parties in all lawsuits involving the Company, Jean Bredeson and Warner Law LLC reached a global mediated settlement agreement, and will work through the contingencies and settlement documents to be finalized in the next 30 days.

The Financial Accounting Standards Board ("FASB") Statement of Financial Accounting Standards No. 5, states that a firm must distinguish between losses that are probable, reasonably probable or remote. If a contingent liability is deemed probable, it must be directly reported in the financial statements. In July 2010, the FASB issued ASC 450-20 that updated the Standard and uses "probable," "reasonably possible," and "remote" to determine the likelihood of the future event that will confirm a loss, an impairment of an asset, or the incurrence of a liability.

Accrual of a loss contingency is required when (1) it is probable that a loss has been incurred at the date of the financial statements and (2) the amount can be reasonably estimated. No accrual has been made in the above matter as the determination is that a loss is not probable as of June 30, 2024 nor can a loss be reasonably estimated.

In addition to the above, from time to time, we may be involved in litigation in the ordinary course of business. Other than as set forth above, we are not currently involved in any litigation that we believe could have a material adverse effect on our financial condition or results of operations.

## 8) Third Party Service Providers

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

Confirm that the information in this table matches your public company profile on [www.OTCMarkets.com](http://www.OTCMarkets.com). If any updates are needed to your public company profile, update your company profile.

Securities Counsel (must include Counsel preparing Attorney Letters).

Name: Law Offices of Gary L Blum  
Address 1: 3278 Wilshire Boulevard, Suite 603  
Address 2: Los Angeles, CA 90010  
Phone: 213-369-8112

Name: Lucosky Brookman, LLP  
Address 1: 101 S Wood Avenue  
Address 2: Iselin, NJ  
Phone: 732-395-4400

### Accountant or Auditor

Name: Katie Watts  
Firm: Haynie and Company  
Address 1: 1785 2320 S  
Address 2: Salt Lake City, UT 84119  
Phone: 801-972-4800

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

X (Twitter): X  
Discord: X

LinkedIn <https://www.linkedin.com/company/beyond-commerce-inc>

Facebook: X

[Other X

### 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: N/A  
Firm: \_\_\_\_\_

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

## 9) Disclosure & Financial Information

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

Name: **Peter Stazzone / Danielle Garfield**  
Title: **CFO / Corporate Secretary**  
Relationship to Issuer: **CFO / Corporate Secretary**

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: **Peter Stazzone**  
Title: **CFO**  
Relationship to Issuer: **CFO**

1. Describe the qualifications of the person or persons who prepared the financial statements:<sup>5</sup> **Peter Stazzone is the CFO**

### of Beyond Commerce and Service 800

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.

---

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

- 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, Geordan Pursglove certify that:

1. I have reviewed this Disclosure Statement for Beyond Commerce;
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.

8/14/2024

/s/ Geordan Pursglove

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

*Principal Financial Officer:*

I, Peter Stazzone certify that:

1. I have reviewed this Disclosure Statement for Beyond Commerce, 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.

8/14/24

/s/ Peter Stazzone

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

**Beyond Commerce, Inc.**



**UNAUDITED CONDENSED CONSOLIDATED UNAUDITED  
FINANCIAL STATEMENTS  
FOR THE THREE- AND SIX-MONTH PERIODS ENDED  
June 30, 2024 & 2023**

## TABLE OF CONTENTS

	<u>Page</u>
<u>CONDENSED CONSOLIDATED BALANCE SHEETS AS OF JUNE 30, 2024 &amp; DECEMBER 31, 2023 (Unaudited)</u>	2
<u>CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS FOR THE THREE AND SIX MONTHS ENDED JUNE 30, 2024 &amp; 2023 (Unaudited)</u>	4
<u>CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS FOR THE SIX MONTHS ENDED JUNE 30, 2024 &amp; 2023 (Unaudited)</u>	5
<u>CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' DEFICIT FOR THE THREE AND SIX MONTHS ENDED JUNE 30, 2024 &amp; 2023 (Unaudited)</u>	6
<u>NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)</u>	7

**BEYOND COMMERCE, INC.**  
**CONDENSED CONSOLIDATED BALANCE SHEETS**  
**(UNAUDITED)**

	<b>June 30,</b>	<b>December</b>
	<b>2024</b>	<b>31,</b>
	<b>2024</b>	<b>2023</b>
<b>ASSETS</b>		
<b>Current assets:</b>		
Cash & cash equivalents	\$ 222,975	\$ 308,751
Accounts receivable, net	703,864	900,004
Other current assets	60,438	31,577
<b>Total current assets</b>	<b>987,277</b>	<b>1,240,332</b>
Operating Lease of right use asset	64,644	-
Property, equipment, and software - net	-	-
Investments	300,000	300,000
Intangible asset - net	1,194,319	1,345,473
Goodwill	1,299,144	1,299,144
<b>Total assets:</b>	<b>\$ 3,845,384</b>	<b>4,184,949</b>
<b>LIABILITIES AND STOCKHOLDERS' DEFICIT</b>		
<b>Current liabilities:</b>		
Accounts payable	\$ 553,187	\$ 514,059
Operating Lease Liability, current	23,264	-
Accrued Interest	2,794,867	2,367,800
Accrued Payroll & related items	114,953	127,991
Derivative liability	1,061,355	990,994
Deferred Revenue	484,500	484,500
Short-term borrowings – net of discount	5,857,975	2,931,428
Short-term borrowings- related party	1,370,000	1,385,000
<b>Total current liabilities</b>	<b>12,260,101</b>	<b>8,801,773</b>
Operating Lease Liability, long term	41,846	-
Long-term borrowings – net of discount	150,000	3,076,547
<b>Total liabilities</b>	<b>12,451,947</b>	<b>11,878,320</b>
Commitments and Contingencies	-	-
<b>Stockholders' Deficit:</b>		
Preferred stock series A, \$0.001 par value of 250 shares authorized and 249.999 shares issued and outstanding, respectively.	-	-
Preferred stock series B, \$0.001 par value of 51 shares authorized and 51 shares issued and outstanding, respectively,	-	-
Preferred Stock series C, \$0.001 par value of 50,000,000 shares authorized and 608,590 shares issued and outstanding, respectively,	609	609
Common stock, \$0.001 par value, 30,000,000,000 shares authorized, 16,533,929,830 and 16,400,026,956 shares issued and outstanding, respectively,	16,533,930	16,533,930
Additional paid in capital	48,196,697	48,196,697
Accumulated deficit	(73,370,660)	(72,466,641)

<b>Deficit attributable to Beyond Commerce, Inc stockholder</b>	(8,639,424)	(7,735,405)
<b>Equity attributable to noncontrolling interest</b>	32,861	42,036
<b>Total stockholders' deficit</b>	(8,606,563)	(7,693,371)
<b>Total liabilities and stockholders' deficit</b>	<u>\$ 3,845,384</u>	<u>\$ 4,184,949</u>

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

**BEYOND COMMERCE, INC.**  
**CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS**  
**FOR THE THREE & SIX-MONTHS ENDED JUNE 30,**  
**(unaudited)**

	For the three months ended June 30, 2024	For the three months ended June 30, 2023	For the six months ended June 30, 2024	For the six months ended June 30, 2023
<b>Revenues</b>	\$ 782,339	\$ 911,343	\$ 1,564,768	\$ 1,822,212
<b>Operating expenses</b>				
Cost of revenue	213,520	232,657	429,266	451,488
Selling, general and administrative	112,763	164,735	244,542	290,543
Payroll expense	527,589	580,716	1,054,319	1,215,815
Professional Fees	37,135	159,810	97,492	257,298
Depreciation and amortization	75,577	76,776	151,154	159,102
<b>Total operating expenses</b>	<b>966,584</b>	<b>1,214,694</b>	<b>1,976,774</b>	<b>2,374,246</b>
<b>Loss from operations</b>	<b>(184,245)</b>	<b>(303,351)</b>	<b>(412,006)</b>	<b>(552,034)</b>
<b>Non-operating income (expense)</b>				
Interest expense	(215,726)	(213,913)	(431,452)	(420,690)
Change in derivative liability	(33,771)	(21,492)	(70,361)	169,001
Other	(350)	305	627	16,642
<b>Total non-operating income (expense)</b>	<b>(249,847)</b>	<b>(235,100)</b>	<b>(501,187)</b>	<b>(235,047)</b>
<b>Loss from continuing operations before income tax</b>	<b>(434,092)</b>	<b>(538,451)</b>	<b>(913,192)</b>	<b>(787,081)</b>
Provision for income tax	-	-	-	-
<b>Consolidated net loss</b>	<b>(434,092)</b>	<b>(538,451)</b>	<b>(913,192)</b>	<b>(787,081)</b>
<b>Noncontrolling interest</b>	<b>(4,586)</b>	<b>(4,587)</b>	<b>(9,173)</b>	<b>(9,174)</b>
<b>Net Loss</b>	<b>(429,506)</b>	<b>(533,864)</b>	<b>(904,019)</b>	<b>(777,907)</b>
<b>Net income (loss) per common share-basic and diluted</b>	<b>(0.00)</b>	<b>(0.00)</b>	<b>(0.00)</b>	<b>(0.00)</b>
<b>Weighted average shares of capital outstanding (basic and diluted)</b>	<b>16,533,929,830</b>	<b>16,400,026,956</b>	<b>16,533,929,830</b>	<b>16,400,026,956</b>

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

**BEYOND COMMERCE, INC.**  
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**FOR THE SIX MONTHS ENDED JUNE 30,**  
**(Unaudited)**

	<u>2024</u>	<u>2023</u>
Net loss	\$ (913,192)	\$ (787,081)
<b>Cash flows from operating activities:</b>		
Adjustments to reconcile net loss to net cash used in operating activities:		
Amortization of debt discount	-	50,000
Depreciation and amortization	151,154	175,258
Amortization of ROU asset	10,949	-
Change in derivative liability	70,361	(169,001)
<b>Changes in assets and liabilities:</b>		
(Increase) decrease in accounts receivable	196,140	73,307
(Increase) decrease in other current assets	(28,861)	(54,586)
Increase (decrease) in accounts payable	39,128	76,305
Increase (decrease) in payroll liabilities	(13,038)	(16,997)
Increase (decrease) in other current liabilities	401,583	419,574
Net cash provided by (used in) in operating activities.	<u>\$ (85,776)</u>	<u>\$ (233,221)</u>
<b>Cash flows from investing activities:</b>	-	-
<b>Cash flows from financing activities:</b>	-	-
<b>Net increase (decrease) in cash and cash equivalents</b>	<u>(85,776)</u>	<u>(233,221)</u>
<b>Cash and cash equivalents, beginning balance</b>	<u>308,751</u>	<u>391,970</u>
<b>Cash and cash equivalents, ending balance</b>	<u>\$ 222,975</u>	<u>\$ 158,749</u>
<b>Supplemental Disclosure of Cash Flow Information:</b>		
Cash Paid For:		
Interest	\$ -	-
Income taxes	\$ -	-
<b>Summary of Non-Cash Investing and Financing Information:</b>		
Right of use asset in exchange for lease obligations	<u>\$ 75,593</u>	-

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

**BEYOND COMMERCE, INC.**  
**CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' DEFICIT**  
For the Three and Six Months Ended June 30, 2024  
(Unaudited)

	Preferred Stock A		Preferred Stock B		Preferred Stock C		Common Stock		Additional	Accumulated Deficit	Non Controlling Interest	Total Stockholders' Deficit
	Shares	Par Value	Shares	Par Value	Shares	Par Value	Shares	Par Value	Paid in Capital			
<b>Balance Year December 31, 2023</b>	249,999	\$ -	51	\$ -	608,585	\$ 609	16,533,929,830	\$ 16,533,930	\$ 48,196,697	\$ (72,466,641)	\$ 42,035	\$ (7,693,371)
Net loss										(474,514)	(4,587)	(479,100)
<b>Balance March 31, 2024</b>	249,999	\$ -	51	\$ -	608,585	\$ 609	16,533,929,830	\$ 16,533,930	\$ 48,196,697	\$ (72,941,155)	\$ 37,448	\$ (8,172,471)
Net Loss										(429,506)	(4,586)	(434,092)
<b>Balance June 30, 2024</b>	249,999	\$ -	51	\$ -	608,585	\$ 609	16,533,929,830	\$ 16,533,930	\$ 48,196,697	\$ (73,370,660)	\$ 32,861	\$ (8,606,563)
<b>Balance Year December 31, 2022</b>	249,999	\$ -	51	\$ -	608,585	\$ 609	16,400,026,926	\$ 16,400,027	\$ 48,317,209	\$ (70,188,859)	\$ 60,382	\$ (5,410,632)
Net loss										(244,043)	(4,587)	(248,630)
<b>Balance March 31, 2023</b>	249,999	\$ -	51	\$ -	608,585	\$ 609	16,400,026,926	\$ 16,400,027	\$ 48,317,209	\$ (70,432,902)	\$ 55,795	\$ (5,659,262)
Common Stock issued for employment agreement							133,902,874	133,903	(120,513)	-	-	13,390
Net Loss										(547,254)	(4,587)	(551,841)
<b>Balance June 30, 2023</b>	249,999	\$ -	51	\$ -	608,585	\$ 609	16,533,929,830	\$ 16,533,930	\$ 48,196,696	\$ (70,980,156)	\$ 51,208	\$ (6,197,713)

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



**BEYOND COMMERCE, INC.**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**UNAUDITED**  
**June 30, 2024**

**NOTE 1. DESCRIPTION OF BUSINESS AND BASIS OF PRESENTATION**

Beyond Commerce, Inc. (the “Company”, “we” and “our”), has a planned business objective to develop, acquire, and deploy disruptive strategic software technology and market-changing business models through selling our own products and the acquisitions of existing companies. The Company currently owns and operates a data company and is actively seeking acquisition opportunities in high growth sectors such as psychedelics, cryptocurrency, ESports and Logistics among others. Beyond Commerce, Inc. was formed as a Nevada corporation on January 12, 2006

**Basis of Presentation**

The condensed consolidated financial statements and the notes thereto for the three and six months ended June 30, 2024 and 2023 included herein include the accounts of the Company, its wholly-owned subsidiary Service 800 Inc., and Customer Centered Strategies, LLC (“CCS”), which the Company has an 80% investment interest.

The condensed consolidated financial statements are prepared in accordance with accounting principles generally accepted in the United States of America (“GAAP”) and pursuant to the rules and regulations of the SEC. All significant intercompany accounts and transactions have been eliminated in consolidation. Any reference in these notes to applicable guidance is meant to refer to the authoritative GAAP as found in the Accounting Standards Codification (“ASC”) and Accounting Standards Updates (“ASU”) of the Financial Accounting Standards Board (“FASB”).

**NOTE 2. ACCOUNTING POLICIES**

**Interim Financial Statements**

These unaudited condensed consolidated financial statements as of and for the three and six months ended June 30, 2024 and 2023, respectively, reflect all adjustments including normal recurring adjustments, which, in the opinion of management, are necessary to present fairly the financial position, results of operations and cash flows for the periods presented in accordance with the accounting principles generally accepted in the United States of America.

These interim unaudited condensed consolidated financial statements should be read in conjunction with the Company’s consolidated financial statements and notes thereto for the years ended December 31, 2023 and 2022, respectively, which are included in the Company’s December 31, 2023 Annual Disclosure and Financial Report. The Company assumes that the users of the interim financial information herein have read, or have access to, the consolidated financial statements for the preceding period, and that the adequacy of additional disclosure needed for a fair presentation may be determined in that context. The results of operations for the six months ended June 30, 2024 are not necessarily indicative of results for the entire year ending December 31, 2024.

**Use of Estimates**

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

Estimates are used in the determination of depreciation and amortization and the valuation for non-cash issuances of equity instruments, income taxes, and contingencies, among others. Actual results could differ materially from these estimates

**Cash and Cash Equivalents**

The Company classifies as cash and cash equivalents amounts on deposit in banks and cash temporarily in various instruments with original maturities of three months or less at the time of purchase. The Company’s cash management system is currently integrated within several banking institutions.

**Fair Value of Financial Instruments**

The carrying value of the current assets and liabilities approximate fair value due to their relatively short maturities.

### Accounts receivable

The Company's accounts receivable arise primarily from the sale of the Company's products. On a periodic basis, the Company evaluates each customer account and based on the days outstanding of the receivable, history of past write-offs, collections, and current credit conditions, writes off accounts it considers uncollectible. With most of our retail and distribution partners, invoices will typically be due in 30 or 45 days. The Company does not accrue interest on past due accounts and the Company does not require collateral. Accounts become past due on an account-by-account basis. The determination that an account is uncollectible is made after all reasonable collection efforts have been exhausted. For the six months ended June 30, 2024 and 2023 the Company has not provided any sales allowance nor any allowance for doubtful accounts.

### Property and Equipment

Property and equipment are carried at cost, and are being depreciated using the straight-line over the estimated useful lives as follows:

Equipment, Furniture and fixtures	5-7 years
Software	16-60 months

When retired or otherwise disposed, the carrying value and accumulated depreciation of the property and equipment is removed from its respective accounts and the net difference less any amount realized from dispositions is reflected in earnings. Expenditures for maintenance and repairs which do not extend the useful lives of the related assets are expensed as incurred.

### Fair Value Measurements

Statement of financial accounting standard FASB Topic 820, Disclosures about Fair Value of Financial Instruments, requires that the Company disclose estimated fair values of financial instruments. The carrying amounts reported in the statements of financial position for assets and liabilities qualifying as financial instruments are a reasonable estimate of fair value.

The Company applies the fair value hierarchy as established by GAAP. Assets and liabilities recorded at fair value in the consolidated balance sheets are categorized based upon the level of judgment associated with the inputs used to measure the fair value as follows.

- *Level 1* – quoted prices in active markets for identical assets or liabilities.
- *Level 2* – other significant observable inputs for the assets or liabilities through corroboration with market data at the measurement date.
- *Level 3* – significant unobservable inputs that reflect management's best estimate of what market participants would use to price the assets or liabilities at the measurement date.

Below is a summary of liabilities carried at fair value on a recurring basis:

		<b>June 30, 2024</b>			
		<b>Fair Value Measurements</b>			
		<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>	<b>Total Fair Value</b>
Liabilities					
Derivative Liabilities	\$	-	\$	1,061,355	\$ 1,061,355
Total	\$	-	\$	1,061,355	\$ 1,061,355

		<b>December 31, 2023</b>			
		<b>Fair Value Measurements</b>			
		<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>	<b>Total Fair Value</b>
Liabilities					

Derivative Liabilities	\$ -	\$ -	\$ 990,994	\$ 990,994
Total	\$ -	\$ -	\$ 990,994	\$ 990,994

Derivative liability as of December 31, 2023	\$ 990,994
Change in derivative liability during the period	70,361
Balance at June 30, 2024	\$ 1,061,355

Management considers all of its derivative liabilities to be Level 3 liabilities.

## Revenue Recognition

The Company recognizes revenue in accordance with FASB ASC Subtopic 606-10, Revenue Recognition. We recognize revenue as we transfer control of deliverables (products, solutions and services) to our customers in an amount reflecting the consideration to which we expect to be entitled. To recognize revenue, we apply the following five step approach: (1) identify the contract with a customer, (2) identify the performance obligations in the contract, (3) determine the transaction price, (4) allocate the transaction price to the performance obligations in the contract, and (5) recognize revenue when a performance obligation is satisfied. We account for a contract based on the terms and conditions the parties agree to, the contract has commercial substance and collectability of consideration is probable. The Company applies judgment in determining the customer's ability and intention to pay, which is based on a variety of factors including the customer's historical payment experience.

The majority of the Company's revenue is generated by the completion of a survey. Revenue is recognized and customers are billed at the point in time a survey occurs or when a related service is complete. The Company may require a deposit from new customers for set up costs or as down payments. These amounts are not significant to the financial statements.

## Valuation of Derivative Instruments

ASC 815 "Derivatives and Hedging" requires that embedded derivative instruments be bifurcated and assessed, along with free-standing derivative instruments such as warrants, on their issuance date and measured at their fair value for accounting purposes. In determining the appropriate fair value, the Company uses the Black-Scholes option pricing formula. Upon conversion of a note where the embedded conversion option has been bifurcated and accounted for as a derivative liability, the Company records the shares at fair value, relieves all related notes, derivatives and debt discounts, and recognizes a net gain or loss on debt extinguishment.

Management used the following inputs to value the Derivative Liabilities for the six months ended June 30, 2024:

	June 30, 2024
	Derivative Liability
Expected term	1 year
Exercise price	\$ 0.00002
Expected volatility	606 %
Expected dividends	None
Risk-free rate	5.09 %

## Intangible Assets

Intangible assets with a finite life consist of Technology/Intellectual Property; Customer Base; Tradename/Trademarks; Assembled Workforce; Non-Compete Agreements and Customer Relationships are carried at cost less accumulated amortization. The Company amortizes the cost of identified intangible assets on a straight-line basis over the expected period of benefit, which is generally three years for customer relationships and the contractual term for covenants not to compete, which range from five to ten years. No impairment was taken during the six months ended June 30, 2024 and 2023.

## Goodwill

Goodwill is recognized and initially measured as any excess of the acquisition-date consideration transferred in a business combination over the acquisition-date amounts recognized for the net identifiable assets acquired. Goodwill is not amortized but is tested for impairment annually, or more frequently if an event occurs or circumstances change that would more likely than not result in an impairment of goodwill. Impairment testing is performed at the reporting unit level. A reporting unit is defined as an operating segment or one level below an operating segment, referred to as a component. A component of an operating segment is a reporting unit if the component constitutes a business for which discrete financial information is available and segment management regularly reviews the operating results of that component. The goodwill impairment analysis is a single-step quantitative assessment that identifies both the

existence of impairment and the amount of impairment loss by comparing the estimated fair value of a reporting unit to its carrying value, with any excess carrying value over the fair value being recognized as an impairment loss, limited to the total amount of goodwill allocated to that reporting unit. The Company performs its annual goodwill impairment test as of December 31st of each year or when indicators exist and has identified one reporting unit that currently carries a goodwill balance. No impairment was taken in 2024 or 2023.

## **Leases**

The Company accounts for leases in accordance with the provisions of ASC 842, Leases. This standard requires lessees to recognize on the balance sheet assets and liabilities for leases with lease terms of more than 12 months. The recognition, measurement, and presentation of expenses and cash flows arising from a lease by a lessee will depend primarily on its classification as a finance or operating lease.

In accordance with ASC 842, the Company determines if an arrangement is a lease at inception. The Company has an operating lease for the Company's subsidiary Service 800 corporate office. Operating leases are included in operating lease ROU assets and operating lease liabilities, current and noncurrent, on the consolidated balance sheet. Lease liabilities are initially recorded at the present value of the lease payments by discounting the lease payments by the Incremental Borrowing Rate and then recording accretion over the lease term using the effective interest method. Operating lease classification results in a straight-line expense recognition pattern over the lease term and recognized lease expense as a single expense component, which results in amortization of the ROU asset that equals the difference between lease expense and interest expense. Operating lease expense is included in selling, general and administrative expense, based on the use of the leased asset, on the consolidated statement of income. Leases with an initial term of 12 months or less are not recorded on the balance sheet and are not material; the Company recognizes lease expense for these leases on a straight-line basis over the remaining lease term.

## **Income Taxes**

The Company accounts for income taxes under ASC 740-10-30. Deferred income tax assets and liabilities are determined based upon differences between the financial reporting and tax bases of assets and liabilities and are measured using the enacted tax rates and laws that will be in effect when the differences are expected to reverse. Deferred tax assets are reduced by a valuation allowance to the extent management concludes it is more likely than not that the assets will not be realized. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income of the consolidated statements of operations in the period that includes the enactment date. A valuation allowance is provided when it is more likely than not that some or all of the deferred tax assets may not be realized.

The Company follows the guidance of ASC 740-10-25 in determining whether tax benefits claimed or expected to be claimed on a tax return should be recorded in the financial statements. 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 (50%) likelihood of being realized upon ultimate settlement. The Company recognizes interest and penalties related to uncertain tax positions in income tax expense. The Company had no material adjustments to its liabilities for unrecognized income tax benefits.

## **Recent Accounting Pronouncements**

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.

The Company will continue to monitor these emerging issues to assess any potential future impact on its financial statements. The Company has taken the position that any future standards will not be disclosed to the extent they are not material to our operations.

## **NOTE 3. GOING CONCERN**

The Company's financial statements are prepared using GAAP, which contemplate the realization of assets and liquidation of liabilities in the normal course of business. Because of recent events, the Company cannot state with certainty of its ability to continue as a going concern. The accompanying consolidated financial statements have been prepared assuming that we will continue as a going concern, which contemplates the realization of assets and satisfaction of liabilities in the normal course of business.

The Company has suffered losses from operations and has a working capital deficit, and negative cash flows from operations which raise substantial doubt about its ability to continue as a going concern. As of June 30, 2024, the accumulated deficit was \$73,370,660 and the negative working capital was \$11,272,824. Management is taking steps to raise additional funds to address its operating and

financial cash requirements to continue operations in the next twelve months. Management has devoted a significant amount of time in attempting to raise capital from additional debt and equity financing. Due to its nominal revenues, the Company's ability to continue as a going concern is dependent upon raising additional funds through debt and equity financing and generating revenue, including through the acquisition of Service 800 and CCS or through a merger transaction with a well-capitalized entity. There are no assurances the Company will receive the necessary funding or generate revenue necessary to fund operations. If we are unable to obtain additional funds, or if the funds cannot be obtained on terms favorable to us, we will be required to delay, scale back or eliminate our plans to continue to develop and expand our operations or in the extreme situation, cease operations altogether

#### NOTE 4. INVESTMENTS

On November 23, 2021, the Company entered into a simple agreement for future equity (the "SAFE") with Cityfreighter, Inc. ("Cityfreighter"), pursuant to which the Company invested \$250,000 (the "Purchase Amount"). Cityfreighter is a California based developer of electric low-floor trucks for the last mile delivery industry. Beyond Commerce received customary representations and warranties from Cityfreighter. The SAFE provides the Company with the right to either (a) future equity in Cityfreighter when it completes an Equity Financing (as defined below), or (b) future equity in Cityfreighter or cash proceeds if there is a liquidity or dissolution event.

On April 8, 2022, the Company executed a binding Letter of Intent ("LOI") with Electric Built, Inc., headquartered in Inglewood, California. The acquisition will provide the Company exclusive access to Electric Built's commercial business know-how, intellectual property, and business relationships and operations in electric vehicle fleet service. The Company paid Electric Built an initial payment in the amount of \$50,000 in shares of restricted common stock of Beyond Commerce in connection with the execution of a Definitive Agreement, which shares are being held in escrow. If the closing has not occurred prior to the termination date in the Definitive Agreement, Electric Built shall release such shares and return the shares to the Company.

The Company and Electric Built entered into a Stock Purchase Agreement (the "SPA") dated as of June 27, 2022, setting forth the definitive terms and condition for the Transaction, whereby the Company would acquire, for a balance of \$950,000 in the form of shares of the Company's common stock, all equity of Electric Built. Pursuant to the SPA, the SPA is subject to termination if due diligence review and required conditions for closing have not been satisfied by September 20, 2022 (the "Termination Date").

On September 14, 2022, the Company and Electric Built entered into a First Amendment to the SPA (the "Amendment"), whereby the Termination Date was extended until October 31, 2022, and then, on October 24, 2022, Electric Built requested that the October 2022 Termination Date be extended (the "Extension"), to accommodate Electric Built's need to relocate its operations, among other reasons. The Company has accepted such request and the SPA, as amended by the Amendment, is subject to the Extension. The acquisition and SPA are under extension and pending as of June 30, 2024.

#### NOTE 5. SHORT- AND LONG-TERM BORROWINGS

	<b>June 30,</b>	<b>December 31,</b>
	<b>2024</b>	<b>2023</b>
Short-term and Long-term borrowings, consist of the following:		
<u>Short term debt:</u>		
Convertible Promissory Notes, bearing an annual interest rate of 24% secured, past due	\$ 112,259	\$ 112,259
Short-Term Note – Jean Mork Bredeson cash deficit holdback, 15%, past due	210,000	210,000
Short-Term Note – Jean Mork Bredeson purchase allocation, 15%, past due	1,409,169	1,409,169
Note payable – Discover Growth Fund, 20% OID, prime rate, due 04/01/23, past due	1,200,000	1,200,000
Promissory Note – Jean Mork Bredeson, interest rate 5.5%, due 2/28/2022, past due	2,100,000	-
Senior Secured Redeemable Debenture, interest rate 16%, due 12/31/2021, past due	826,547	-
Advance from officer, no interest	20,000	-
Convertible promissory note, related party interest rate 2.0%	1,350,000	1,350,000
Total short-term debt	<u>\$ 7,227,975</u>	<u>\$ 4,281,428</u>
<u>Long term debt:</u>		
Funding from the SBA Program, annual interest of 3.75%, due 03/30/2051	150,000	150,000
Promissory Note – Jean Mork Bredeson, interest rate 5.5%, due 2/28/2022, past due (reclassified to short term)	-	2,100,000
Senior Secured Redeemable Debenture, bearing an annual interest rate of 16%, due 12/31/2021, long term, past due (reclassified to short term)	-	826,547
Total short-term and long-term borrowings, before debt discount	<u>150,000</u>	<u>7,357,975</u>
Less debt discount	-	(50,000)

Total short-term and long-term borrowings, net	\$	7,377,975	\$	7,307,975
Short-term and Long-term borrowings, consist of the following:				
Short-term borrowings – net of discount	\$	7,227,975	\$	4,231,428
Long-term borrowings – net of discount		150,000		3,076,547
Total Short-Term and long-term borrowings – net of discount	\$	7,377,975	\$	7,307,975

On November 27, 2018, the Company received funding in conjunction with a convertible promissory note and a security purchase agreement dated November 27, 2018, in the amount of \$250,000. The lender was Auctus Fund LLC. The notes have a maturity of August 27, 2019 and interest rate of 12% per annum and are convertible at a price of 60% of the lowest trading price on the primary trading market on which the Company's Common Stock is then listed for the twenty-five (25) trading days immediately prior to conversion. Additionally, if the stock price falls below par value, additional shares will be issued at the lower conversion rate so that stocks continue to be issued at par value. The note may be prepaid but carries a penalty in association with the remittance amount, as there is an accretion component to satisfy the note with cash. The Company is currently negotiating an extension with the noteholder as it is currently past due. As a result of a default provision, the interest rate has increased to 24% and additional principal was added in the amount of \$15,000. As of June 30, 2024, the outstanding balance with accrued interest was \$212,490.

On December 31, 2019, the Company entered into a securities purchase agreement (the "Securities Purchase Agreement") with TCA Special Situations Credit Strategies ICAV, an Irish collective asset vehicle (the "Buyer" or "TCA ICAV"), and TCA Beyond Commerce, LLC, a Wyoming limited liability company ("TCA Beyond Commerce"), pursuant to which the Buyer purchased from the Company a senior secured redeemable debenture having an initial principal amount of \$900,000 and an interest rate of 16% per annum (the "Initial Debenture").

The Initial Debenture, and any future debentures that may be purchased by Buyer pursuant to the Securities Purchase Agreement (the "Additional Debentures"), is secured through an unconditional and continuing security interest in all of the assets and properties, including after acquired assets, of the Company and each of its subsidiaries, which are acting as guarantors with respect to the Company's obligations under the Initial Debenture and any Additional Debentures, pursuant to that certain Security Agreement, dated December 31, 2019, entered into by the Company and TCA Beyond Commerce in favor of the Buyer (the "Security Agreement"). The maturity date on this security is December 31, 2021. During the year ended December 31, 2020 the Company paid \$73,453 to reduce the loan balance. The balance of the loan payable on the Company's books as of June 30, 2024 and December 31, 2023 was \$826,547.

In May 2020, the SEC appointed a Receiver to close down the TCA Global Master Fund, L.P. over allegations of accounting fraud. The amount recorded by the Company as being owed to TCA was based on TCA's application of prior payments made by the Company. On April 13, 2023, the Company received a Notice of Default and Demand for Payment for \$933,687. The Company believes that prior payments of principal and interest may have been applied to unenforceable investment banking and other fees and charges. It is the Company's position that the amount owed to TCA is less than the amount set forth above. The settlement of this matter is still pending.

Effective February 28, 2019, as a component of the closing of the business combination between Beyond Commerce, Inc. and Service 800, Jean Mork Bredeson, Founder and President of Service 800, the Company issued a \$2,100,000 three-year 5.5% promissory note to Ms. Bredeson. Interest only payments are required during the first year of the note. The \$2,100,000 promissory note is personally guaranteed by the estate of George Pursglove whose executor is Geordan Pursglove, the Company's President and CEO. The note has been reclassified to a current liability.

## NOTE 6. COMMON STOCK AND PREFERRED STOCK

### Common Stock

As of June 30, 2024, our authorized capital stock consisted of 30,000,000,000 shares of common stock, par value \$0.001 per share.

The Company did not issue any shares of common stock during the six months ended June 30, 2024.

There were 16,533,929,830 shares of common stock issued and outstanding as of June 30, 2024 and December 31, 2023.

Holders of common stock are entitled to one vote per share on all matters submitted to a vote of the stockholders, including the election of directors. Except as otherwise required by law, the holders of our common stock possess all voting power. Generally, all matters to be voted on by stockholders must be approved by a majority (or, in the case of election of directors, by a plurality) of the votes entitled to be cast by all shares of our common stock that are present in person or represented by proxy. A vote by the holders of a majority of our outstanding shares is required to effectuate certain fundamental corporate changes such as liquidation, merger or an

amendment to our Articles of Incorporation. Our Articles of Incorporation do not provide for cumulative voting in the election of directors. Holders of our common stock have no pre-emptive rights, no conversion rights and there are no redemption provisions applicable to our common stock.

## Preferred Stock

As of June 30, 2024, the Company is authorized to issue up to 60,000,400 shares of preferred stock, which are designated Series A, B, C and undesignated Preferred Stock.

We have designated 250 shares of Series A Convertible Preferred Stock, par value of \$0.001 per share (the “Series A Preferred Stock”). As of June 30, 2024 and December 31, 2023, there were 249.9999 shares of Series A Preferred Stock issued and outstanding.

The Series A Preferred Stock will, with respect to each holder of the Series A Preferred Stock, be entitled to three million (3,000,000) votes for each share of Series A Preferred Stock standing in his, her or its name on the books of the corporation. Each share of Series A Preferred Stock is convertible, at the option of the holder, into one million shares of Common Stock. The Series A Preferred Stock is entitled, in the event of any voluntary liquidation, dissolution or winding up of the Corporation, to receive payment or distribution of a preferential amount before any payments or distributions are received by any class or series of common stock. Subject to the prior or equal rights of the holders of all classes of stock at the time outstanding having prior or equal rights as to dividends and ranking ahead of the Common Stock, the holders of the Series A Preferred Stock shall be entitled to therefore receive, when and as declared by the Board of Directors, out of any assets of the Corporation legally available, such dividends as may be declared from time to time by the Board of Directors.

We have designated 51 shares of Series B Convertible Preferred Stock, par value of \$0.001 per share (the “Series B Preferred Stock”). One (1) share of the Series B Preferred Stock shall have voting rights equal to (x) 0.019607 *multiplied by* the total number of votes of the issued and outstanding shares of Common Stock and other Preferred Stock eligible to vote at the time of the respective vote (the “Numerator”), *divided by* (y) 0.49, *minus* (z) the Numerator. For the avoidance of doubt, if the total number of votes of the issued and outstanding shares of Common Stock and other Preferred Stock eligible to vote at the time of the respective vote is 5,000,000, the voting rights of one share of the Series B Preferred Stock shall be equal to 102,036 (e.g.,  $((0.019607 \times 5,000,000) / 0.49) - (0.019607 \times 5,000,000) = 102,036$ ).

With respect to all matters upon which stockholders are entitled to vote or to which stockholders are entitled to give consent, the holders of the outstanding shares of Series B Preferred Stock shall vote together with the holders of Common Stock without regard to class, except as to those matters on which separate class voting is required by applicable law or the Corporation’s Articles of Incorporation or by-laws. Such concentrated control of the Company may adversely affect the price of our common stock. A stockholder that acquires common stock will not have an effective voice in the management of the Company.

As of June 30, 2024 and December 31, 2023, there were 51 shares of Series B Preferred Stock issued and outstanding.

We have designated 50,000,000 shares of Series C Convertible Preferred Stock, par value of \$0.001 per share (the “Series C Preferred Stock”).

The Series C Preferred Stock will, with respect to dividend rights and rights upon liquidation, winding-up or dissolution, rank: (a) *pari passu* with the Corporation’s Common Stock, \$0.001 par value per share (“Common Stock”); (b) junior to all other series of Preferred Stock, as such may be designated as of the date of this Designation, or which may be designated by the Corporation after the date of this Designation (the “Other Preferred”), and (c) junior to all existing and future indebtedness of the Corporation.

Holders of the Series C Preferred Stock shall vote on all matters requiring a vote of the shareholders of the Corporation, together with the holders of shares of Common Stock and other classes of Preferred Stock entitled to vote, as a single class. Subject to the applicable beneficial ownership limitation, each Holder shall be entitled to the whole number of votes equal to the number of shares of Common Stock into which such holder’s Preferred Shares would be convertible using the record date for determining the stockholders of the Corporation eligible to vote on such matters as the date as of which the number of Conversion Shares is calculated. Holders of the Series C Preferred Stock will also be entitled to vote as a separate class with respect to any matter as to which such voting rights are required by applicable law.

At June 30, 2024 and December 31, 2023 there were 608,585 shares of Series C Convertible Preferred Stock issued and outstanding.

## NOTE 7. COMMITMENTS AND CONTINGENCIES

## Legal Matters

A complaint against the Company, dated February 5, 2020, has been filed in Hennepin County, Minnesota, by Jean Mork Bredeson, the former President and former owner of Service 800, making certain claims related to the Company's acquisition of Service 800, seeking in excess of \$1.6 million in damages. On March 16, 2020, the Company and Service 800 filed an answer, counterclaim and third-party claim against Ms. Bredeson and defendants Allen Bredeson and Jeff Schwedinger, former employees of Service 800. Answers and Affirmative and Additional Defenses to Third Party Claims were filed by Ms. Bredeson on April 7, 2020 and by Mr. Schwedinger on April 9, 2020 and, on April 24, 2020, Ms. Bredeson filed a Motion to Dismiss. The Court denied in full Ms. Bredeson's motion to dismiss or for a more definite statement. Subsequently, using a wholly owned entity she controls, Ms. Bredeson filed another matter, captioned Green Valley Associates Inc. vs Service 800 Inc., 27-CV-20-13800. Although Ms. Bredeson is seeking to have the matters handled by separate judges, the Company sought consolidation of the two matters before Judge Klein, the judge who denied Ms. Bredeson's motion to dismiss, but the consolidation was denied. Discovery has closed in both cases. Trial commenced on October 3, 2022. After a week of trial, a technical mistrial occurred based on the Court falling under the minimum number of jurors required to maintain the trial. A new trial date has yet to be scheduled but if needed will take place in 2025.

On May 22, 2023 Judge Klein granted Bredeson's motion for partial summary judgment on the purchase price promissory note in the amount of \$2,464,496. As a result, Bredeson declined to participate in a June Mediation. On June 20, 2023 Judge Klein issued an amended order finalizing the Summary Judgment order of May 22, 2023. On August 19, 2023, the Company filed an appeal. On September 12, 2023 the Court of Appeals ruled in favor of the Company's appeal and ordered that Judge Klein had abused his discretion in certifying final partial judgment and the partial judgment is not final. On September 12, 2023 and September 25, 2023 Mediation on the Bredeson lawsuit occurred with no settlement reached. As of June 30, 2024, attorneys for Bredeson and the Company are in discussions for a settlement of these lawsuits to avoid trial.

A complaint against the Company, including the guarantors Service 800, CCS, and PathUX, and Geordan Pursglove, dated February 26, 2024, was filed in Clark County, Nevada, by New Horizons Special Situations Credit Strategies ("TCA ICAV") related to the TCS ICAV debenture seeking \$1,300,191. The Company believes that prior payments of principal and interest may have been applied to unenforceable investment banking and other fees and charges. It is the Company's position that the amount owed to TCA is less than the amount set forth above. Our attorney has contacted counsel for TCA and is in discussions for prompt settlement of this matter.

The Company filed a lawsuit against Jean Bredeson and Warner Law LLC on counts that include actions and misrepresentations, conversion by wrongful levy, and other counts resulting in business disruptions and other damage to Beyond Commerce. A mediation has been scheduled on August 8, 2024 on this lawsuit.

The Financial Accounting Standards Board ("FASB") Statement of Financial Accounting Standards No. 5, states that a firm must distinguish between losses that are probable, reasonably probable or remote. If a contingent liability is deemed probable, it must be directly reported in the financial statements. In July 2010, the FASB issued ASC 450-20 that updated the Standard and uses "probable," "reasonably possible," and "remote" to determine the likelihood of the future event that will confirm a loss, an impairment of an asset, or the incurrence of a liability.

Accrual of a loss contingency is required when (1) it is probable that a loss has been incurred at the date of the financial statements and (2) the amount can be reasonably estimated. No accrual has been made in the above matter as the determination is that a loss is not probable as of June 30, 2024 nor can a loss be reasonably estimated.

In addition to the above, from time to time, we may be involved in litigation in the ordinary course of business. Other than as set forth above, we are not currently involved in any litigation that we believe could have a material adverse effect on our financial condition or results of operations.

## Operating Lease

We currently lease virtual office space at 3773 Howard Hughes Parkway, Suite: 500 Las Vegas, NV 89169. We pay an annual fee of \$120 for this lease. There is also a location in Minnesota for Service 800, Inc. On February 20, 2020 the company moved Service 800, Inc. to 110 Cheshire Lane, Minnetonka Minnesota 55305. Service 800 leases 3,210 square feet of office space under an operating lease agreement with Carlson Center East LLC. The lease expired in June 2023. The Company then negotiated a month to month rent agreement through December 31, 2023. As of December 31, 2023, the Company had no right of use assets, lease liabilities, or future commitments.



The Company entered into a lease agreement for the same location in Minnesota for 1,823 square feet effective January 1, 2024. The Company recorded a right of use asset in the amount of \$75,593 and a lease liability of \$75,593. The lease term is for 36 months with an average monthly rent payment of \$2,484.

The public entity guidance in ASU 2016-02, Leases (Topic 842) requires lessees to recognize substantially all leases on their balance sheets as lease liabilities with a corresponding right-of-use asset. Our accounting policy is to keep leases with an initial term of 12 months or less off of the balance sheet.

The Company leases office space under an operating lease. Right-of-use assets represent the Company’s right to use an underlying asset for the lease term and lease liabilities represent its obligation to make lease payments under the lease. Operating lease, right-of-use assets, and liabilities are recognized at the lease commencement date based on the present value of lease payments over the reasonably certain lease term. The implicit rates with the Company’s operating leases are generally not determinable and the Company uses its incremental borrowing rate at the lease commencement date to determine the present value of its lease payments. The determination of the Company’s incremental borrowing rate requires judgement. The company determines its incremental borrowing rate for each lease using its then-current borrowing rate. Certain of the Company’s leases may include options to extend or terminate the lease. The Company establishes the number of renewal options periods used in determining the operating lease term based upon its assessment at the inception of the operating lease. The option to renew the lease may be automatic, at the option of the Company, or mutually agreed to between the landlord and the Company. Once the facility lease term has begun, the present value of the aggregate future minimum lease payments is recorded as a right-of-use asset.

Lease expense is recognized on a straight-line basis over the term of the lease. There are no options to extend or terminate the leases. The Company has no other leases yet to commence.

#### NOTE 8. RELATED PARTIES

On July 19, 2021, the Company issued a convertible promissory note (the “Note”) in favor of Geordan G. Pursglove, the Company’s Chairman and Chief Executive Officer, in the principal amount of \$1,500,000, in satisfaction of Mr. Pursglove’s accrued salary owing of \$1,239,800 and \$260,200 for loss on settlement. The Note accrues interest at 2% per annum, with the principal and interest payments due in twelve equal monthly installments. At the holder’s election, the Note is convertible into shares of the Company’s common stock, at a price per share equal to 100% of the average closing price of the Company’s common stock for the five trading days immediately preceding the date of such conversion (the “Conversion Price”). On February 8, 2022 there was a conversion of \$150,000 of the note into 375,000,000 shares of common stock. The cash maturity date was July 19, 2022 and is past due as of June 30, 2024.

#### NOTE 9. NET INCOME (LOSS) PER SHARE OF COMMON STOCK

The Company follows ASC 260-10, which requires presentation of basic and diluted Earnings per Share (“EPS”) on the face of the income statement for all entities with complex capital structures and requires a reconciliation of the numerator and denominator of the basic EPS computation to the numerator and denominator of the diluted EPS computation. In the accompanying consolidated financial statements, basic net income (loss) per share of common stock is computed by dividing the net income (loss) by the weighted average number of shares of common stock outstanding during the year. Basic net income (loss) per common share is based upon the weighted average number of common shares outstanding during the period. Dilution is computed by applying the treasury stock method. Under this method, options and warrants are assumed to be exercised at the beginning of the period (or at the time of issuance, if later), and as if funds obtained thereby were used to purchase common stock at the average market price during the period.

Convertible debt that is convertible into 20,760,862,136 and 20,087,308,136 shares of the Company’s common stock are not included in the computation, along with 249,999,900 and 249,999,900 of the Company’s preferred stock after conversion as of June 30, 2024 and December 31, 2023, respectively.

The following is a reconciliation of the numerator and denominator of the basic and diluted earnings per share computations as of June 30, 2024 and 2023:

	Six-month period ended June 30,		Three-month period ended June 30,	
	2024	2023	2024	2022
Loss from continuing operations	\$ (913,192)	\$ (787,081)	\$ (434,092)	\$ (538,451)
Consolidated net loss	\$ (913,192)	(787,081)	\$ (434,092)	\$ (538,451)
Weighted average shares used for diluted earnings per share	16,533,929,830	16,400,026,956	16,533,929,830	16,400,026,956

Incremental Diluted Shares	- *	- *	- *	-
Weighted Average shares used for diluted earnings per share	16,533,929,830	15,589,961,938	16,533,929,830	16,400,026,956
Net income (loss) per share:				
Basic and Diluted: continuing operations	\$ (0.00)	\$ (0.00)	\$ (0.00)	\$ (0.00)
Basic and Diluted: discontinued operations	\$ -	\$ -	\$ -	\$ -
Total Basic and Diluted loss per share	\$ (0.00)	\$ (0.00)	\$ (0.00)	\$ (0.00)

\* The shares associated with convertible debt, preferred stock, stock options and stock warrants are not included because the inclusion would be anti-dilutive (i.e., reduce the net loss per common share).

## NOTE 10. SUBSEQUENT EVENTS

On August 8, 2024, the parties in all lawsuits involving the Company, Jean Bredeson and Warner Law LLC, reached a global mediated settlement agreement, and will work through the contingencies and settlement documents to be finalized in the next 30 days.

## ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

*You should read the following discussion and analysis of our financial condition and results of our operations together with our financial statements and the notes thereto appearing elsewhere in this Annual Report. This discussion contains forward-looking statements reflecting our current expectations, whose actual outcomes involve risks and uncertainties. Actual results and the timing of events may differ materially from those stated in or implied by these forward-looking statements due to a number of factors, including those discussed in the section entitled "Cautionary Statement regarding Forward-Looking Statements" and elsewhere in this Annual Report. Please see the notes to our Financial Statements for information about our Critical Accounting Policies and Recently Issued Accounting Pronouncements. The following discussion provides information that management believes is relevant to an assessment and understanding of our past financial condition and plan of operations. The discussion below should be read in conjunction with the consolidated financial statements and related notes thereto included elsewhere in this annual report.*

### About Beyond Commerce

Beyond Commerce, Inc. was formed as a Nevada corporation on January 12, 2006.

We are focused on business combinations of "big data" companies in global B2B internet marketing analytics, technologies and services. The Company's objective is to develop and deploy disruptive strategic software technology that will build on organic growth potential and to exploit cross-selling opportunities. We plan to offer a cohesive global digital product and services platform to provide clients with a single point of contact for their big data, marketing and related sales initiatives. We believe our business model will ensure that information will remain secure and private, as necessitated by the current market climate.

In addition, we plan to provide solutions which facilitate the exchange of information and data transactions between supply chain participants, such as manufacturers, retailers, distributors and financial institutions. The goal is to automate potential client internal processes thereby increasing productivity and lowering costs. We plan to develop proprietary algorithms which it will embed in the planned software to enable clients to access data and gain insight into their business, through that data, leading to improved internal decision making.

The Company currently owns and operates a data company and is actively seeking acquisition opportunities in high growth sectors such as psychedelics, cryptocurrency, ESports and Logistics among others. The Company's strategy is to identify companies in the early stages of development or growth, acquire them and provide these companies capital in order to accelerate their development and growth with the intention to ultimately sell these companies.

## RESULTS OF OPERATIONS

Through our Service 800 Inc. subsidiary, many of our clients, such as GE Healthcare, Audiology System, Inc., 3M Healthcare, Johnson & Johnson Vision Care, Albany Molecular Research Inc., Sakura Finetek, Abbott Diagnostics, Biosense Webster, a Johnson & Johnson Company and Medtronic to name a few took the time during the pandemic to begin strategic planning with Service 800 to grow their business with the Company through renewals, expansion, and developing better ways to grow our programs with each and every

one of them for the future. This select market segment continues to be a major source of revenue for the Company as we expand our services within this business segment. Renewals have been strong during the last nine months, and we anticipate revenue getting back in line with exceeding our expectations as we progress further into the year. All renewals that have taken place are on a minimum of a one to two-year term with an auto renewal taking place when the contract expires. The pandemic helped our customers recognize the value that Service 800 brings to its clients in the form of providing valuable information to not only help their growth within their own companies, but also help them be better providers to their customers as well. We continue to look forward to growth into each division of these companies and expansion to exceed expectations that have been set. We value these customers and seek to achieve positive growth we have set for the remainder of the year and moving onwards for future years to come.

### **For the Three Months Ended June 30, 2024 and June 30, 2023**

#### ***Revenue***

Revenue generated for the three months ended June 30, 2024 was \$782,339 compared to \$911,343 from the comparable three-month period in 2023.

#### ***Operating Expenses***

For three months ended June 30, 2024, operating expenses were \$966,584, and for the three months ended June 30, 2023, operating expenses were \$1,214,694 a decrease of \$248,111 primarily due less professional and legal expenses of \$122,675, lower selling general and administrative expenses of \$51,973, lower payroll expenses of \$53,128 and a decrease in depreciation and amortization expense of \$1,119.

#### ***Non-Operating Income (Expense)***

The Company reported non-operating expense of \$249,847 for the three months ended June 30, 2024, as compared to \$235,100 for the three months ended June 30, 2023 consisting of interest expense of \$215,726 and \$213,913 and change in derivative liability of \$33,771 and \$21,492, respectively.

#### ***Net Income (loss)***

Loss from operations for the three months ended June 30, 2024 and 2023 was \$184,245 and \$303,352 respectively. For the three months ended June 30, 2024, the Company incurred a net loss of \$429,506 as compared to a net loss of \$533,864 for the three months ended June 30, 2023.

### **For the Six Months Ended June 30, 2024 and June 30, 2023**

#### ***Revenue***

Revenue generated for the six months ended June 30, 2024 was \$1,564,768 compared to \$1,822,212 from the comparable six-month period in 2023.

#### ***Operating Expenses***

For six months ended June 30, 2024, operating expenses were \$1,976,774 and for the six months ended June 30, 2023, operating expenses were \$2,374,246, a decrease of \$397,472 or (16.7%) primarily due to less professional and legal expenses of \$159,806, lower payroll expense of \$161,496 (as a result of compensation management efforts by the Company), lower selling general and administrative expenses of \$46,001 and the expected decline in depreciation and amortization expense of \$7,948.

#### ***Non-Operating Income (Expense)***

The Company reported non-operating expense of \$501,187 for the six months ended June 30, 2024, as compared to \$235,047 for the six months ended June 30, 2023 consisting of interest expense of \$431,452 and \$420,690, and change in derivative liability of \$70,361 and (\$169,001), respectively.

#### ***Net Income (loss)***

Loss from operations for the six months ended June 30, 2024 and 2023 was \$412,006 and \$552,034, respectively, due to the factors detailed above. The net loss for the six months ended June 30, 2024 and 2023 was \$904,019 and \$777,907, respectively.

#### ***Purchase of Significant Equipment***

We do not anticipate the purchase or sale of any plant or significant equipment during the next twelve (12) months.

### ***Going Concern***

The Company's financial statements are prepared using GAAP, which contemplate the realization of assets and liquidation of liabilities in the normal course of business. Because of recent events, the Company cannot state with certainty of its ability to continue as a going concern. The accompanying consolidated financial statements have been prepared assuming that we will continue as a going concern, which contemplates the realization of assets and satisfaction of liabilities in the normal course of business.

The Company has suffered losses from operations and has a working capital deficit, and negative cash flows from operations which raise substantial doubt about its ability to continue as a going concern. As of June 30, 2024, the accumulated deficit was \$73,370,660 and the negative working capital was \$11,272,824. Management is taking steps to raise additional funds to address its operating and financial cash requirements to continue operations in the next twelve months. Management has devoted a significant amount of time in attempting to raise capital from additional debt and equity financing. Due to its nominal revenues, the Company's ability to continue as a going concern is dependent upon raising additional funds through debt and equity financing and generating revenue, including through the acquisition of Service 800 and CCS or through a merger transaction with a well-capitalized entity. There are no assurances the Company will receive the necessary funding or generate revenue necessary to fund operations. If we are unable to obtain additional funds, or if the funds cannot be obtained on terms favorable to us, we will be required to delay, scale back or eliminate our plans to continue to develop and expand our operations or in the extreme situation, cease operations altogether.

### **Liquidity and Capital Resources**

Our ability to continue as a going concern is dependent on our ability to raise additional capital and implement our business plan. Since inception, we have been funded by related parties through capital investment and borrowing of funds.

We had total current assets of \$987,276 and \$1,240,332 as of June 30, 2024 and December 31, 2023, respectively. Current assets would consist primarily of cash and accounts receivable. The Company had a \$73,370,660 accumulated deficit on its balance sheet as of June 30, 2024.

We had total current liabilities of \$12,260,100 and \$8,801,773 as of June 30, 2024 and December 31, 2023, respectively. Current liabilities consisted primarily of the derivative liability, accounts payable, accrued payroll and payroll taxes, related party debt, conventional and convertible debt, lease liability, accrued loss contingency, and accrued interest. In the six months ended June 30, 2024 there were approximate increases in accrued interest of \$427,066, accounts payable of \$39,128, the inclusion of the short term lease liability of \$23,264 and the change in derivative liability of \$70,361. Short-term borrowing increased by \$2,926,547 due to the reclassification of two long term loans to current. In the six months ended June 30, 2024 there were approximate decreases in accrued payroll liabilities of \$13,038 and in other current liabilities of \$15,000.

We had a working capital deficit of \$11,272,824 and \$7,561,441 as of June 30, 2024 and December 31, 2023, respectively.

### **Cash Flow from Operating Activities**

For the six months ended June 30, 2024 and 2023, cash used in operating activities was \$85,776 and \$233,221, respectively.

### **Cash Flow from Investing Activities**

No cash was used in investing activities for the six months ended June 30, 2024 and 2023.

### **Cash Flow from Financing Activities**

For the six months ended June 30, 2024 and 2023, no cash was provided by financing activities.

### **Contractual Obligations**

As a "smaller reporting company," we are not required to provide tabular disclosure of contractual obligations.

### **Inflation**

Inflation and changing prices have not had a material effect on our business and we do not expect that inflation or changing prices will materially affect our business in the foreseeable future.

### **Seasonality**

In the past, our operating results and operating cash flows historically have not been subject to seasonal variations. This pattern may change, however, in the event that we succeed in bringing our planned products to market.

### **Critical Accounting Policies and Estimates**

Our discussion and analysis of our financial condition and results of operations is based on our unaudited condensed consolidated financial statements, which have been prepared in accordance with U.S. GAAP. The preparation of these unaudited condensed consolidated financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent liabilities. On an on-going basis, we evaluate past judgments and our estimates, including those related to allowance for doubtful accounts, allowance for inventory write-downs and write offs, deferred income taxes, provision for contractual obligations and our ability to continue as a going concern. We base our estimates on historical experience and on various other assumptions that we believe to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions.

Note 2 herein and Note 2 to the consolidated financial statements, presented in our Annual Financial and Disclosure Statement for the fiscal year ended December 31, 2023, describes the critical accounting estimates and policies used in preparation of our consolidated financial statements. There were no significant changes in our critical accounting estimates during the six months ended June 30, 2024.

### **ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

Not applicable to a “smaller reporting company” as defined in Item 10(f)(1) of SEC Regulation S-K.

### **ITEM 4. CONTROLS AND PROCEDURES**

#### *Evaluation of Disclosure Controls and Procedures*

Our management, with the participation of our President (“Certifying Officers”), has evaluated the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-11) and 1515(e) under the Exchange Act) as of the end of the fiscal period covered by this Quarterly Report on Form 10-Q. Based upon such evaluation, the Certifying Officers have concluded that, as of the end of such period, June 30, 2024, the Company’s disclosure controls and procedures were not effective to ensure that information required to be disclosed by us in the reports we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC’s rules and forms and is accumulated and communicated to management, including our Certifying Officers, to allow timely decisions regarding such disclosure.

We have taken and continue to take remedial steps to improve our internal controls over financial reporting, which includes hiring additional personnel, we will continue to assess the weaknesses as these individuals progress through our onboarding process. We also continue to expand the functionality of our internal accounting systems to provide for higher levels of automation and assurance in our financial reporting function.

In making this assessment, our management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (“COSO”) in Internal Control-Integrated Framework (issued in 2013).

#### *Changes in internal controls over financial reporting*

There was no change in our internal controls over financial reporting that occurred during the period covered by this report, which has materially affected, or is reasonably likely to materially affect, our internal controls over financial reporting.

#### *Limitations on the Effectiveness of Controls*

A control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance that the control system’s objectives will be met. The Company’s management, including its Principal Executive Officer and its Principal Financial Officer, do not expect that the Company’s controls will prevent or detect all errors and all fraud. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been detected.

These inherent limitations include the realities that judgments in decision-making can be faulty, and these breakdowns can occur because of simple errors or mistakes. Controls can also be circumvented by the individual acts of some persons, by collusion of two or more people, or by management override of the controls. The design of any system of controls is based in part upon certain

assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Over time, controls may become inadequate because of changes in conditions or deterioration in the degree of compliance with associated policies or procedures. Because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected.

## **PART II – OTHER INFORMATION**

### **ITEM 1. LEGAL PROCEEDINGS**

A complaint against the Company, dated February 5, 2020, has been filed in Hennepin County, Minnesota, by Jean Mork Bredeson, the former President and former owner of Service 800, making certain claims related to the Company's acquisition of Service 800, seeking in excess of \$1.6 million in damages. On March 16, 2020, the Company and Service 800 filed an answer, counterclaim and third-party claim against Ms. Bredeson and defendants Allen Bredeson and Jeff Schwedinger, former employees of Service 800. Answers and Affirmative and Additional Defenses to Third Party Claims were filed by Ms. Bredeson on April 7, 2020 and by Mr. Schwedinger on April 9, 2020 and, on April 24, 2020, Ms. Bredeson filed a Motion to Dismiss. The Court denied in full Ms. Bredeson's motion to dismiss or for a more definite statement. Subsequently, using a wholly owned entity she controls, Ms. Bredeson filed another matter, captioned Green Valley Associates Inc. vs Service 800 Inc., 27-CV-20-13800. Although Ms. Bredeson is seeking to have the matters handled by separate judges, the Company sought consolidation of the two matters before Judge Klein, the judge who denied Ms. Bredeson's motion to dismiss, but the consolidation was denied. Discovery has closed in both cases. Trial commenced on October 3, 2022. After a week of trial, a technical mistrial occurred based on the Court falling under the minimum number of jurors required to maintain the trial. A new trial date has yet to be scheduled but if needed will take place in 2025.

On May 22, 2023 Judge Klein granted Bredeson's motion for partial summary judgment on the purchase price promissory note in the amount of \$2,464,496. As a result, Bredeson declined to participate in a June Mediation. On June 20, 2023 Judge Klein issued an amended order finalizing the Summary Judgment order of May 22, 2023. On August 19, 2023, the Company filed an appeal. On September 12, 2023 the Court of Appeals ruled in favor of the Company's appeal and ordered that Judge Klein had abused his discretion in certifying final partial judgment and the partial judgment is not final. On September 12, 2023 and September 25, 2023 Mediation on the Bredeson lawsuit occurred with no settlement reached. As of June 30, 2024, attorneys for Bredeson and the Company are in discussions for a settlement of these lawsuits to avoid trial.

A complaint against the Company, including the guarantors Service 800, CCS, and PathUX, and Geordan Pursglove, dated February 26, 2024, was filed in Clark County, Nevada, by New Horizons Special Situations Credit Strategies ("TCA ICAV") related to the TCS ICAV debenture seeking \$1,300,191. The Company believes that prior payments of principal and interest may have been applied to unenforceable investment banking and other fees and charges. It is the Company's position that the amount owed to TCA is less than the amount set forth above. Our attorney has contacted counsel for TCA and is in discussions for prompt settlement of this matter.

The Company filed a lawsuit against Jean Bredeson and Warner Law LLC on counts that include actions and misrepresentations, conversion by wrongful levy, and other counts resulting in business disruptions and other damage to Beyond Commerce. A mediation has been scheduled on August 8, 2024 on this lawsuit. On August 8, 2024, the parties in all lawsuits involving the Company, Jean Bredeson and Warner Law LLC, reached a global mediated settlement agreement, and will work through the contingencies and settlement documents to be finalized in the next 30 days.

The Financial Accounting Standards Board ("FASB") Statement of Financial Accounting Standards No. 5, states that a firm must distinguish between losses that are probable, reasonably probable or remote. If a contingent liability is deemed probable, it must be directly reported in the financial statements. In July 2010, the FASB issued ASC 450-20 that updated the Standard and uses "probable," "reasonably possible," and "remote" to determine the likelihood of the future event that will confirm a loss, an impairment of an asset, or the incurrence of a liability.

Accrual of a loss contingency is required when (1) it is probable that a loss has been incurred at the date of the financial statements and (2) the amount can be reasonably estimated. No accrual has been made in the above matter as the determination is that a loss is not probable as of June 30, 2024 nor can a loss be reasonably estimated.

In addition to the above, from time to time, we may be involved in litigation in the ordinary course of business. Other than as set forth above, we are not currently involved in any litigation that we believe could have a material adverse effect on our financial condition or results of operations.

## SIGNATURES

In accordance with the Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

### **Beyond Commerce, Inc.**

Dated: August 14, 2024

By: /s/ Geordan Pursglove

Geordan Pursglove,  
President / CEO  
(Principal Executive Officer)