

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-K

☒ ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended **December 31, 2024**

☐ TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission file number **000-52047**

AUTHENTIC HOLDINGS, INC.

(Exact name of registrant as specified in its charter)

Nevada (State or other jurisdiction of incorporation or organization)	11-3746201 (I.R.S. Employer Identification No.)
50 Division Street Somerset NJ (Address of principal executive offices)	08873 (Zip Code)

Registrant’s telephone number, including area code: **(732) 695-4389**

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Name of Each Exchange On Which Registered
N/A	N/A

Securities registered pursuant to Section 12(g) of the Act:

Common Stock, \$0.001 par value
(Title of class)

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 the Securities Act. Yes ☐ No ☒

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act Yes ☐ No ☒

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports) and (2) has been subject to such filing requirements for the last 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-K (§229.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company,” and “emerging growth company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated Filer	<input checked="" type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>
		Emerging Growth Company	<input type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant has filed a report on and attestation to its management’s assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report. ☐

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements. ☐

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant’s executive officers during the relevant recovery period pursuant to §240.10D-1(b). ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

State the aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the price at which the common equity was last sold, or the average bid and asked price of such common equity, as of the last business day of the registrant’s most recently completed second fiscal quarter of 2024 was \$896,029

Indicate the number of shares outstanding of each of the registrant’s classes of common stock as of the latest practicable date. 2,272,094,298 common shares as of April 15, 2025.

TABLE OF CONTENTS

<u>Part I</u>		4
<u>Item 1.</u>	<u>Business</u>	4
<u>Item 1A.</u>	<u>Risk Factors</u>	7
<u>Item 1B.</u>	<u>Unresolved Staff Comments</u>	18
<u>Item 1C.</u>	<u>Cybersecurity</u>	18
<u>Item 2.</u>	<u>Properties</u>	18
<u>Item 3.</u>	<u>Legal Proceedings</u>	19
<u>Item 4.</u>	<u>Mine Safety Disclosures</u>	19
<u>Part II</u>		19
<u>Item 5.</u>	<u>Market for Registrant’s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities</u>	19
<u>Item 6.</u>	<u>[Reserved]</u>	21
<u>Item 7.</u>	<u>Management’s Discussion and Analysis of Financial Condition and Results of Operations</u>	21
<u>Item 7A.</u>	<u>Quantitative and Qualitative Disclosures About Market Risk</u>	27
<u>Item 8.</u>	<u>Financial Statements and Supplementary Data</u>	27
<u>Item 9.</u>	<u>Changes in and Disagreements With Accountants on Accounting and Financial Disclosure</u>	27
<u>Item 9A.</u>	<u>Controls and Procedures</u>	27
<u>Item 9B.</u>	<u>Other Information</u>	28
<u>Item 9C.</u>	<u>Disclosure Regarding Foreign Jurisdictions That Prevent Inspections</u>	28
<u>Part III</u>		29
<u>Item 10.</u>	<u>Directors, Executive Officers and Corporate Governance</u>	29
<u>Item 11.</u>	<u>Executive Compensation</u>	33
<u>Item 12.</u>	<u>Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters</u>	35
<u>Item 13.</u>	<u>Certain Relationships and Related Transactions, and Director Independence</u>	36
<u>Part IV</u>		37
<u>Item 14.</u>	<u>Principal Accounting Fees and Services</u>	37
<u>Item 15.</u>	<u>Exhibits, Financial Statement Schedules</u>	37
<u>Item 16.</u>	<u>Form 10-K Summary</u>	

Forward Looking Statements

This annual report on Form 10-K and the documents incorporated by reference herein contain forward-looking statements that are not statements of historical fact and may involve a number of risks and uncertainties. These statements related to analyses and other information that are based on forecasts of future results and estimates of amounts not yet determinable. These statements may also relate to our future prospects, developments and business strategies.

We have used the words “anticipate,” “believe,” “estimate,” “expect,” “intend,” “may,” “will,” “plan,” “predict,” “project” and similar terms and phrases, including references to assumptions, in this annual report on Form 10-K and our incorporated documents to identify forward-looking statements. These forward-looking statement are made based on expectations and beliefs concerning future events affecting us and are subject to uncertainties and factors relating to our operations and business environment, all of which are difficult to predict and many of which are beyond our control, that could cause our actual results to differ materially from those matters expressed in or implied by these forward-looking statements. The following factors are among those that may cause actual results to differ materially from our forward-looking statements:

- General economic and industry conditions;
- Our history of losses, deficits and negative operating cash flows;
- Our limited operating history;
- Industry competition;
- Environmental and governmental regulation;
- Protection and defense of our intellectual property rights;
- Reliance on, and the ability to attract, key personnel;
- Other factors including those discussed in “Risk Factors” in this annual report on Form 10-K and our incorporated documents.

You should keep in mind that any forward-looking statement made by us in this annual report or elsewhere speaks only as of the date on which we make it. New risks and uncertainties arise from time to time, and it is impossible for us to predict these events or how they may affect us. We have no duty to, and do not intend to, update or revise the forward-looking statements in this annual report after the date of filing, except as may be required by law. In light of these risks and uncertainties, you should keep in mind that any forward-looking statement made in this annual report or elsewhere might not occur.

In this annual report on Form 10-K, the terms “Authentic Holdings, Inc.” “Company,” “we,” “us” and “our” refer to Authentic Holdings, Inc. and its subsidiaries.

PART I

Item 1. Business

General Overview

Authentic Holdings Inc. (formerly Global Fiber Technologies, Inc.) was incorporated in Nevada on March 25, 2005. We are a multi-faceted media and merchandising company with operating subsidiaries and license rights, described below.

On June 18, 2019, we completed the acquisition of assets from AH Originals, Inc. (“AHO”), a corporation controlled by the same owner group of our company for the consideration of 6,400,000 shares of our common stock and the issuance of a promissory note of \$447,150 that bears 3% interest per annum and has a one-year term with eight options to extend the maturity date for six-month periods. In addition, we issued to AHO 200,000 common shares of Authentic Heroes, Inc. (“AHI”), a subsidiary created by us to hold the purchased assets.

The Authentic Heroes, Inc. subsidiary has patented technology that takes the original event worn apparel from an iconic individual and creates “Fan-wear” collectibles containing fibers from that original. All of the Fan-Wear items have an embedded QR Code that registers the items on our Blockchain for their provenance and immutability.

The Authentic Heroes subsidiary is also in the business of creating vinyl records for distribution into retail department stores and online sales and has pressed 150,000 vinyl records to date under the heading of “Old is Gold” Christmas.

The Authentic Heroes subsidiary also has completed an NFT Platform on the Ethereum Blockchain capable of housing millions of NFTs. The NFT platform has minted 500,000 NFTs as part of free music NFT given away with its “Old is Gold” Christmas album.

On April 26, 2023, we entered into a Membership Interest Purchase Agreement (the “Purchase Agreement”) with Maybacks Global Entertainment LLC, an Arizona limited liability company (“Maybacks”), and the members of Maybacks. As a result of the transaction, Maybacks became our wholly owned subsidiary.

Maybacks is looking to capitalize on the “cutting the cord” phenomenon and take advantage of its low operating costs and ability to offer free TV and channel access for established organizations at a fraction of what cable and satellite dish companies charge.

Maybacks is an Over the Air and platform driven television network. Maybacks has grown from a 25-channel network to a 56-channel network in the past year. With 56 channels, Maybacks broadcasts various programs that include movies, sports, serial television shows and live events. All of Maybacks’ programming is sourced from its own fully owned library. Maybacks generates revenue through the placement of insert advertisements, revenue share programs, Vast Tags as well as channel access fees and barter.

Maybacks has three full-time employees and outsources all of its logistics and broadcasting to a third party known as Wise DV.

Maybacks has agreements with several other networks that are looking to carry Maybacks’ programing in exchange for revenue share programs.

There are many Over the Air and platform driven television networks with greater financial resources and experience in running, such as Sling TV, which is owned by DISH Network as well as many other independent networks. We plan to compete with many firms, including corporations with large divisions, many of these companies have greater financial, technical, or marketing resources, longer operating histories, greater brand recognition or larger customer bases than we do and are able to respond more effectively to changing business and economic conditions than we can.

There are no assurances that we will be able to compete against these larger rivals and gain market share. We have realized revenues during the quarter ended September 30, 2024, and for the year ended December 31, 2024, and we are hopeful more advertising agreements are signed and more ad impressions sold to generate future revenue for our company. While these are signs that progress in our company has been made, we are not profitable and still face several challenges, including those presented as ‘Risk Factors’ in this Annual Report on Form 10-K.

On June 20, 2023, the Company closed an Asset Purchase Agreement (the “Asset Agreement”) with Goliath Motion Picture Promotions owned by Priscella Cooper (the “Seller”). On the Closing Date, pursuant to the Asset Agreement, the Company acquired various full-length motion pictures and serial television shows (the “Assets”).

Since execution, however, the fulfillment of the Asset Agreement has not been possible because the Assets could not be entirely conveyed to the Company as intended by the parties. Therefore, on May 10, 2024, the parties entered into an Amended Asset Purchase Agreement, to be effective as of December 31, 2023, to convert the purchase of Assets to a license to use those Assets for a period of 10 years.

As a result of the license of the Assets, the Company plans to “tokenize” all the titles, namely 14,000 plus full-length motion pictures and serial television shows. The Company is currently using the non-tokenized library for content distribution on its own TV Network known as Maybacks. It is the Company’s intention to start the tokenization process within thirty (30) days of this filing and have the “Alpha” version completed within 90 days from its start date. Once the first 1000 movies are tokenized it is the Company’s intention to market those movies on its own Video on Demand and Linear Television platforms. In addition, the Company plans to aggressively market its tokenized platform to other TV networks as well as major film production and distribution companies.

The Company intends to fund operations through increased sales and debt and/or equity financing arrangements, which may be insufficient to fund its expenditures or other cash requirements, until the Company generates positive cash flow from operations. However, the Company’s financial statements show an accumulated deficit of \$39,308,412 as of December 31, 2024, with a net working capital deficit of \$5,269,174 and limited cash resources. The Company has several promissory notes in default, including convertible notes with face values of \$1,403,428, secured promissory notes with face values of \$102,061, related party promissory notes with face values of \$1,283,732 and self-liquidating promissory notes of \$133,333.. These factors raise doubts about the Company’s ability to continue as a going concern within the next year.

The Company's ability to continue as a going concern depends on its ability to repay or settle its current indebtedness, generate positive cash flow, and raise capital through equity and debt financing or other means on favorable terms. If the Company cannot obtain additional funds when required or on favorable terms, management may be necessary to restructure the Company or cease operations.

The Company has never declared bankruptcy or been in receivership. The Company has earned minimal revenues and has limited cash on hand. The Company has sustained losses since inception and has primarily relied upon the sale of its securities and loans from related parties and outside parties for funding.

Our address is 50 Division Street Suite 500, Somerset NJ 08873. Our corporate website is <https://authenticholdingsinc.com>.

Competition

The Company is in the uniform and related products segment, we will compete with many firms, including corporations with large divisions, many of these companies have great financial, technical, or marketing resources, longer operating histories, greater brand recognition or larger customer bases than we do and may be able to respond more effectively to changing business and economic conditions than we can. The nature and degree of competition varies with the customer and the market. Industry statistics are not available.

Competitive pricing may require us to reduce our future prices, which would impact future profitability or result in lost sales. Our competitors, many of whom have greater resources than we do, may be better able to withstand these price reductions and lost sales.

Maybacks Global Entertainment. There are many Over the Air and platform driven television networks with greater financial resources and experience in running, such as Sling TV, which is owned by DISH Network as well as many other independent networks. We plan to compete with many firms, including corporations with large divisions, many of these companies have greater financial, technical, or marketing resources, longer operating histories, greater brand recognition or larger customer bases than we do and are able to respond more effectively to changing business and economic conditions than we can.

Goliath Motion Pictures There are many companies in the Movie Production and Movie Distribution businesses with greater financial resources and experience in running, such as Lionsgate, New Line Pictures and Universal Films, as well as large corporations with large divisions, many of these companies have greater financial, technical, or marketing resources, longer operating histories, greater brand recognition or larger customer bases than we do and are able to respond more effectively to changing business and economic conditions than we can.

Authentic Heroes, Inc There are many companies in the collectible clothing business with greater financial resources and experience in running, such as Fanatics, Nike and Mitchell and Ness, as well as many other independent merchandise companies. We plan to compete with many firms, including corporations with large divisions, many of these companies have greater financial, technical, or marketing resources, longer operating histories, greater brand recognition or larger customer bases than we do and are able to respond more effectively to changing business and economic conditions than we can.

Seasonality

We do not have a seasonal business cycle in any of our businesses

Employees

We have three full-time employees at Maybacks Global Entertainment. Beginning in October 2024, the Company began accruing a salary in the amount of \$350,000 per year for its President, Christopher Giordano. All of the company's other officers and directors furnish their time to the development of the Company at no cost and intend to do whatever work is necessary in order to generate revenues. We do not foresee hiring any employees in the near future.

Government Regulation

The Company's operations are subject to certain foreign, federal, state, and local regulatory requirements relating to, among others, environmental, waste management, labor and health and safety matters. Management believes that the Company's business is operated in material compliance with all such regulations.

The Maybacks subsidiary and Goliath license agreement are guided by rules and regulations set by the Federal Communications Commission. FCC regulations law includes technical parameters for these facilities, as well as content issues like copyright, profanity, and localism or regionalism. Maybacks maintains strict standards as to what it broadcasts and maintains its compliance with FCC's Communication Act.

Research and Development

We have incurred research and development expenditures during the years ended December 31, 2024 and 2023, in the amounts of \$4,427 and \$56,858, respectively.

Intellectual Property

On May 2, 2022, Authentic Heroes, Inc. ("*Authentic Heroes*"), a wholly owned subsidiary of Global Fiber Technologies, Inc., (the "*Company*"), entered into a License Agreement (the "*License Agreement*") with the Company's Chief Executive Officer and Director, Paul Serbiak ("*Serbiak*").

Pursuant to the License Agreement, Serbiak agreed to provide Authentic Heroes with an exclusive license to use certain of Serbiak's intellectual property rights, including Patent No. US 10,781,539 B2 entitled "AUTHENTICATABLE ARTICLES, FABRIC AND METHOD OF MANUFACTURE" and of the invention therein described, for products in the sports and music memorabilia business.

In exchange for such license, Authentic Heroes agreed to (i) pay Serbiak \$100 within ten business days of License Agreement and a fee of \$10,000 on or before January 1, 2023, (ii) pay Serbiak royalties of 1% of the revenue generated from the sale of the products amounting to at least \$3,000,000 in revenue at year three of the License Agreement and another 1% of the revenue generated from the sale of the products amounting to at least \$10,000,000 in revenue at year five (5) of the License Agreement. If Authentic Heroes fails to achieve at least \$3,000,000 in revenue at year three or \$10,000,000 in revenue at year five from this date of the License Agreement, then the exclusive license shall be a non-exclusive license.

The patent is at the core our manufacturing process. In addition, we utilize trade secrets in combination with our patented manufacturing process that allows what we believe are market advantages.

WHERE YOU CAN FIND MORE INFORMATION

You are advised to read this Form 10-K in conjunction with other reports and documents that we file from time to time with the SEC. Our Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and amendments to reports filed or furnished pursuant to Sections 13(a) and 15(d) of the Securities Exchange Act of 1934, as amended, are available from the SEC website at www.sec.gov.

Item 1A. Risk Factors

Investing in our common stock involves a high degree of risk. Our business, reputation, results of operations, financial condition and stock price can be affected by a number of factors, whether currently known or unknown, including those described below. When any one or more of these risks materialize from time to time, our business, reputation, results of operations, financial condition and stock price can be materially and adversely affected.

Because of the following factors, as well as other factors affecting the Company's results of operations and financial condition, past financial performance should not be considered to be a reliable indicator of future performance, and investors should not use historical trends to anticipate results or trends in future periods. This discussion of risk factors contains forward-looking statements.

You should carefully consider the risks and uncertainties described below, together with all of the other information in this report, including the consolidated audited financial statements and the related notes appearing at the end of this annual report on Form 10-K, with respect to any investment in shares of our common stock. If any of the following risks actually occurs, our business, financial condition, results of operations and future prospects would likely be materially and adversely affected. In that event, the market price of our common stock could decline, and you could lose part or all of your investment. These statements, like all statements in this report, speak only as of the date of this report (unless another date is indicated) and we undertake no obligation to update or revise the statements in light of future development.

Risks Related to Our Financial Condition

There is a substantial doubt about our ability to continue as a going concern. The report of our independent auditors that accompanies our consolidated financial statements includes an explanatory paragraph indicating there is a substantial doubt about our ability to continue as a going concern, citing our need for additional capital for the future planned expansion of our activities and to service our ordinary course activities (which may include servicing of indebtedness). The inclusion of a going concern explanatory paragraph in the report of our independent auditors will make it more difficult for us to secure additional financing or enter into strategic relationships on terms acceptable to us, if at all, and likely will materially and adversely affect the terms of any financing that we might obtain. Our financial statements do not include any adjustments that may result from the outcome of this uncertainty.

We have incurred significant losses in prior periods, and losses in the future could cause the quoted price of our common stock to decline or have a material adverse effect on our financial condition, our ability to pay our debts as they become due, and on our cash flows. To date, we have generated limited revenues from our operations, and we have incurred significant losses in prior periods. For the years ended December 31, 2024 and 2023, we incurred a net loss of \$1,320,137 and \$1,658,455, respectively, and, as of such dates, we had an accumulated deficit of \$39,358,905 and \$38,038,768, respectively.

We had net cash used in operating activities of \$126,719 for the year ended December 31, 2024. On December 31, 2024, we had a working capital deficit of \$5,324,665. Any losses in the future could cause the quoted price of our common stock to decline or have a material adverse effect on our financial condition, our ability to pay our debts as they become due, and on our cash flows.

At December 31, 2024, we do not have sufficient cash resources or current assets to pay our obligations. This circumstance represents a significant risk to our business and shareholders and results in: (1) making it more difficult for us to satisfy our obligations; (2) impeding us from obtaining additional financing in the future for working capital, capital expenditures and general corporate purposes; and (3) making us more vulnerable to a downturn in our business and limits our flexibility to plan for, or react to, changes in our business.

The time required for us to become profitable under our current business structure is highly uncertain, and we cannot assure you that we will achieve or sustain profitability or generate sufficient cash flow from operations to meet our planned capital expenditures, working capital and debt service requirements. If required, our ability to obtain additional financing from other sources also depends on many factors beyond our control, including the state of the capital markets and the prospects for our business. The necessary additional financing may not be available to us or may be available only on terms that would result in further dilution to the current owners of our common stock.

We intend to seek interim short-term financing to continue full legal compliance with its SEC filings, and to bring on the necessary personnel to begin its future development activities. Our working capital needs will be met largely from the sale of debt and public equity securities until such time that funds provided by operations, if ever, are sufficient to fund working capital requirements. The accompanying financial statements do not include any adjustments relating to the recoverability or classification of recorded assets and liabilities that might result should our company be unable to continue as a going concern.

Our ability to generate the significant amount of cash needed to service our debt obligations and our ability to refinance all or a portion of our indebtedness or obtain additional financing depends on many factors, many of which may be beyond our control. Our current liabilities on our Condensed Consolidated Balance Sheets above contains, on December 31, 2024, certain debt that is in default, including convertible notes with face values of \$1,403,428, secured promissory notes with face values of \$102,061, related party promissory notes of \$522,374, Advances from Related Party of \$479,533 and Related Party loans and Accrued Interest of \$281,825.

On December 31 2024, we had insufficient cash on hand to repay these notes. None of these notes have been paid, and management has indicated that no demand for payment for any of these notes has been received by us as of the date of this report. If we are unable to generate sufficient revenues and/or additional financing to service this debt, there is a risk the lenders will call the notes, secure our assets, as to those applicable secured notes, and demand payment. If this happens, we could go out of business.

Our ability to make scheduled payments on, or to refinance our obligations under, our debt, will depend on our financial and operating performance, which, in turn, will be subject to prevailing economic and competitive conditions and to the financial and business factors, many of which may be beyond our control. We cannot guarantee that our business will generate sufficient cash flow from operations, that currently anticipated business opportunities will be realized on schedule or at all, or that future borrowings will be available to us in amounts sufficient to enable us to service our indebtedness and any amounts borrowed under future credit facilities, or to fund our other liquidity needs.

We will use cash to pay the principal and interest on our debt. These payments limit funds otherwise available for working capital, capital expenditures, acquisitions, collaborations and other purposes. As a result of these obligations, our current liabilities may exceed our current assets. We may need to take on additional debt as we expand our presence in the global stem cell industry, which could increase our ratio of debt to equity. The need to service our debt may limit funds available for other purposes and our inability to service debt in the future could lead to acceleration of our debt and foreclosure on assets.

We cannot guarantee that we will be able to refinance any of our indebtedness or obtain additional financing, particularly because of our anticipated high levels of indebtedness and the indebtedness incurrence restrictions imposed by the agreements governing our indebtedness, as well as prevailing market conditions. We may face substantial liquidity problems and might be required to dispose of material assets or operations to meet our indebtedness service and other obligations.

The lending documents restrict, and any agreements governing future indebtedness may restrict, our ability to dispose of assets and use the proceeds from any such dispositions. We cannot guarantee we will be able to consummate any asset sales, or if we do, what the timing of the sales will be or whether the proceeds that we realize will be adequate to meet indebtedness service obligations when due.

Our cash expenses are large relative to our cash resources and cash flow. At December 31, 2024, we had \$5,890 in cash and continue to have limited cash resources available to us. Consequently, we have been required either to sell new shares of our common stock or convertible promissory notes to raise the cash necessary to pay ongoing expenses and to make new investments, which actions could lead to continuing dilution in the interest of our existing shareholders.

We will require additional capital to fund our operations and if we do not obtain additional capital, we may be required to substantially limit our operations. Our business does not presently generate the cash needed to finance our current and anticipated operations and we need to obtain additional financing to finance our operations, until such time that we are able to conduct profitable revenue-generating activities.

Anticipated, but as yet unproven, revenue from sponsorships, television, licensing, special events and market reservations are expected to provide sufficient working capital for ongoing operations. Our capital requirement in connection with our growth plans requires substantial working capital to fund our business.

We require short-term financing, as well as financing over the next 12 months, to satisfy our anticipated capital needs.

Through the date of this Annual Report, smaller investments have been obtained to meet certain our ongoing expenses. We cannot assure you that adequate financing will be available on acceptable terms, if at all. Our failure to raise additional financing, including through this offering, in a timely manner would adversely affect our ability to pursue our business plan and could cause us to delay launching our league and our proposed business plan.

Our quarter-to-quarter performance may vary substantially, and this variance, as well as general market conditions, may cause our stock price to fluctuate greatly and even potentially expose us to litigation. We have been unable to generate significant revenues under our business plan and we cannot accurately estimate future revenue and operating expenses based on historical performance. Our quarterly operating results may vary significantly based on many factors, including:

- Fluctuating demand for our potential products;
- Announcements or implementation by our competitors of new products;
- Amount and timing of our costs related to our marketing efforts or other initiatives;
- Timing and amounts relating to the expansion of our operations;
- Our ability to enter into, renegotiate or renew key agreements;
- Timing and amounts relating to the expansion of our operations; or
- Economic conditions specific to our industry, as well as general economic conditions.

Our current and future expense estimates are based, in large part, on estimates of future revenue, which is difficult to predict. We expect to make significant operating and capital expenditures in connection with the development of our plan of business. We may be unable to, or may elect not to, adjust spending quickly enough to offset any unexpected revenue shortfall. If our increased expenses were not accompanied by increased revenue in the same quarter, our quarterly operating results would be harmed.

The COVID-19 pandemic could have a material adverse impact on our business, results of operations and financial condition. In December 2019, a novel strain of coronavirus was reported to have surfaced in Wuhan, China. In January 2020, the World Health Organization declared the COVID-19 outbreak a “Public Health Emergency of International Concern.” This worldwide outbreak has resulted in the implementation of significant governmental measures, including lockdowns, closures, quarantines and travel bans intended to control the spread of the virus. Companies are also taking precautions, such as requiring employees to work remotely, imposing travel restrictions and temporarily closing businesses and facilities. These restrictions, and future prevention and mitigation measures, have had an adverse impact on global economic conditions and are likely to have an adverse impact on consumer confidence and spending, which could materially adversely affect the supply of, as well as the demand for, our products. Uncertainties regarding the economic impact of COVID-19 is likely to result in sustained market turmoil, which could also negatively impact our business, financial condition and cash flows.

Should the adverse impacts described above (or others that are currently unknown) occur, whether individually or collectively, our company would expect to experience, among other things, an inability to produce revenues and cash flows sufficient to conduct operations, meet the terms of our existing debt covenants and other requirements under our financing arrangements or service our outstanding debt. Such a circumstance could, among other things, exhaust our liquidity (and ability to access liquidity sources) or trigger an acceleration to pay a significant portion or all of our then-outstanding debt obligations, which we may be unable to do.

Risks Related to our Business

If we are unable to build and maintain our brand of information, our operating results may be adversely affected. The lack of awareness of our brands, among consumers require us to build and maintain a strong brand identity to attract and retain a broad viewer base. We must continue to expand into new markets to build brand awareness. Also important are effective consumer communications, such as marketing, customer service, and public relations. The role of social media by potential consumers is an important factor in our brand perception. If our efforts to create compelling viewing and/or otherwise promote and maintain our brand are not successful, our ability to attract and retain consumers may be adversely affected. Such a result would likely lead to a decline in attendance of our audience, and in the future, impact our viewership, which would adversely affect our operating results.

Any incidents affecting our network and information systems or other technologies could have an adverse impact on our business, reputation and results of operations. Our business operations rely heavily on network and information systems and other technology systems, including cloud computing. Incidents affecting these systems, including cyber-attacks, viruses, other destructive or disruptive software or activities, process breakdowns, outages, or accidental release of information could result in a disruption of our operations, improper disclosure of personal data of clients, subscribers, or employees, or other privileged or confidential information, or unauthorized access to our digital content or any other type of intellectual property. It is common for a company such as ours to be subjected to continuous attempted cyber-attacks and other malicious efforts that could cause cybersecurity incidents, and we have in the past experienced, and expect to continue to experience cybersecurity incidents, although we have not identified any such incidents that we have determined to be material to our operations as of the date of this report. Any such incident could damage our reputation and may require us to expend substantial resources on litigation, regulatory investigation, and remediation costs, and could therefore have a material adverse effect on our business and results of operations. We continue to work closely with our outside advisors to prevent cybersecurity incidents, and to invest in maintaining and improving cybersecurity resilience. The company's cybersecurity risks and mitigation actions are monitored by our Chief Executive Officer and reported to our Board of Directors. Nevertheless, because of the nature of the threats and the cloud computing environment, there can be no assurance that our preventative efforts can fully prevent or mitigate all such incidents or be successful in avoiding harm to our business in the future.

A significant portion of our library revenues comes from a small number of titles, a portion of which we may be limited in our ability to exploit. We depend on a limited number of titles in any given fiscal quarter for the majority of the revenues generated by our library. In addition, many of the titles in our library are not presently distributed and generate substantially no revenue. Additionally, our rights to the titles in our library vary; in some cases, we have only the right to distribute titles in certain media and territories for a limited term. If we cannot acquire new product and the rights to popular titles through production, distribution agreements, acquisitions, mergers, joint ventures or other strategic alliances, or renew expiring rights to titles generating a significant portion of our revenue on acceptable terms, any such failure could have a material adverse effect on our business, financial condition, operating results, liquidity and prospects.

Our success depends on external factors in the streaming network industry. Our success depends on the commercial success of our channels and programs they contain, which is unpredictable. Generally, the popularity of our programs depends on many factors, including the critical acclaim they receive, the format of their initial release, their talent, their genre and their specific subject matter, audience reaction, the quality and acceptance of motion pictures or television content that our competitors release into the marketplace at or near the same time, critical reviews, the availability of alternative forms of entertainment and leisure activities, general economic conditions and other tangible and intangible factors, many of which we do not control and all of which may change. We cannot predict the future effects of these factors with certainty. Our success will depend on the experience and judgment of our management to select and develop new investment and production opportunities. We cannot assure that our channels and programming will obtain favorable reviews or ratings or that broadcasters will license the rights to broadcast any of our television programs in development or renew licenses to broadcast programs in our library. Additionally, we cannot assure that any original programming content will appeal to our distributors and subscribers. The failure to achieve any of the foregoing could have a material adverse effect on our business, financial condition, operating results, liquidity and prospects.

Our business depends on the appeal of our content to distributors and subscribers, which is difficult to predict. Our business depends in part upon viewer preferences and audience acceptance of our network programming. These factors are difficult to predict and are subject to influences beyond our control, such as the quality and appeal of competing programming, general economic conditions and the availability of other entertainment activities. We may not be able to anticipate and react effectively to shifts in tastes and interests in markets. A change in viewer preferences could cause our programming to decline in popularity, which could jeopardize renewal of affiliation agreements with distributors. In addition, our competitors may have more flexible programming arrangements, as well as greater amounts of available content, distribution and capital resources and may be able to react more quickly than we can to shifts in tastes and interests.

If our programming does not gain the level of audience acceptance we expect, or if we are unable to maintain the popularity of our programming, we may have a diminished negotiating position when dealing with distributors, which could reduce our revenue and earnings. We cannot ensure that we will be able to maintain the success of any of our current programming. This could materially adversely impact our business, financial condition, operating results, liquidity and prospects.

We compete with other programming services, including cable programming, national broadcast television, local broadcast television stations and SVOD to secure desired programming, the competition for which has increased as the number of programming services has increased. Other programming services that are affiliated with programming sources such as movie or television studios or film libraries may have a competitive advantage over us in this area. Some of these competitors have exclusive contracts with motion picture studios or independent motion picture distributors or own film libraries.

We must successfully respond to rapid technological changes and alternative forms of delivery or storage to remain competitive. The entertainment industry continues to undergo significant developments as advances in technologies and new methods of product delivery and storage (including the emergence of alternative distribution platforms), and certain changes in consumer behavior driven by these developments emerge. New technologies affect the demand for our content, the manner in which our content is distributed to consumers, the sources and nature of competing content offerings and the time and manner in which consumers acquire and view our content. New technologies also may affect our ability to maintain or grow our business and may increase our capital expenditures. We and our distributors must adapt our businesses to shifting patterns of content consumption and changing consumer behavior and preferences through the adoption and exploitation of new technologies.

For instance, such changes may impact the revenue we are able to generate from traditional distribution methods by decreasing the viewership of our networks on systems of cable operators, satellite television providers and telecommunication companies, or by decreasing the number of households subscribing to services offered by those distributors. If we cannot successfully exploit these and other emerging technologies, our appeal to targeted audiences might decline which could have a material adverse effect on our business, financial condition, operating results, liquidity and prospects.

Protecting and defending against intellectual property claims may have a material adverse effect on our business. Our ability to compete depends, in part, upon successful protection of our intellectual property. We attempt to protect proprietary and intellectual property rights to our productions through available copyright and trademark laws and licensing and distribution arrangements with reputable international companies in specific territories and media for limited durations. Despite these precautions, existing copyright and trademark laws afford only limited practical protection in certain countries where we distribute our products. As a result, it may be possible for unauthorized third parties to copy and distribute our productions or certain portions or applications of our intended productions, which could have a material adverse effect on our business, financial condition, operating results, liquidity and prospects.

Litigation may also be necessary to enforce our intellectual property rights, to protect our trade secrets, or to determine the validity and scope of the proprietary rights of others or to defend against claims of infringement or invalidity. Any such litigation, infringement or invalidity claims could result in substantial costs and the diversion of resources and could have a material adverse effect on our business, financial condition, operating results, liquidity and prospects.

Our business involves risks of liability claims for content of material, which could adversely affect our business, results of operations and financial condition. As a distributor of media content, we may face potential liability for defamation, invasion of privacy, negligence, copyright or trademark infringement (as discussed above), and other claims based on the nature and content of the materials distributed. These types of claims have been brought, sometimes successfully, against producers and distributors of media content. Any imposition of liability that is not covered by insurance or is in excess of insurance coverage could have a material adverse effect on our business, financial condition, operating results, liquidity and prospects.

Piracy of films and television programs could adversely affect our business over time. Piracy is extensive in many parts of the world and is made easier by the availability of digital copies of content and technological advances allowing conversion of films and television content into digital formats. This trend facilitates the creation, transmission and sharing of high quality unauthorized copies of motion pictures and television content. The proliferation of unauthorized copies of these products has had and will likely continue to have an adverse effect on our business, because these products reduce the revenue we receive from our products. In order to contain this problem, we may have to implement elaborate and costly security and anti-piracy measures, which could result in significant expenses and losses of revenue. We cannot assure you that even the highest levels of security and anti-piracy measures will prevent piracy.

In particular, unauthorized copying and piracy are prevalent in countries outside of the U.S., Canada and Western Europe, whose legal systems may make it difficult for us to enforce our intellectual property rights. While the U.S. government has publicly considered implementing trade sanctions against specific countries that, in its opinion, do not make appropriate efforts to prevent copyright infringements of U.S. produced motion pictures and television content, there can be no assurance that any such sanctions will be enacted or, if enacted, will be effective. In addition, if enacted, such sanctions could impact the amount of revenue that we realize from the international exploitation of our content.

Our activities are subject to a variety of laws and regulations relating to privacy and child protection, which, if violated, could subject us to an increased risk of litigation and regulatory actions. In addition to our company websites and applications, we use third-party applications, websites, and social media platforms to promote our projects and engage consumers, as well as monitor and collect certain information about users of our online forums. A variety of laws, rules and regulations have been adopted in recent years aimed at protecting all individuals, including children who use the internet such as the Children's Online Privacy and Protection Act of 1998 ("COPPA"). COPPA sets forth, among other things, a number of restrictions on what website operators can present to children under the age of 13 and what information can be collected from them. There are also a variety of laws and regulations governing individual privacy with respect to the acquisition, storage, disclosure, use and protection of personal data, including under the European Union General Data Protection Regulation and various other domestic and international privacy and data security laws and regulations, which are continually evolving. If our activities were to violate any applicable current or future laws and regulations, we could be subject to litigation and regulatory actions, including fines and other penalties.

Our networks business is limited by regulatory constraints which may adversely impact our operations. Although our networks business generally is not directly regulated by the FCC, under the Communications Act of 1934 and the 1992 Cable Act, there are certain FCC regulations that govern our network business. Furthermore, to the extent that regulations and laws, either presently in force or proposed, hinder or stimulate the growth of the cable television and satellite industries, our network business will be affected. As we continue to expand internationally, we also may be subject to varying degrees of local government regulations.

Regulations governing our network businesses are subject to the political process and have been in constant flux historically. Further material changes in the law and regulatory requirements must be anticipated. We cannot assure you that we will be able to anticipate material changes in laws or regulatory requirements or that future legislation, new regulation or deregulation will not have a materially adverse effect on our business, financial condition, operating results, liquidity and prospects.

If we fail to effectively manage our growth, and effectively develop our business, our business will be harmed. Failure to manage growth of operations could harm our business. To date, a significant amount of activities and resources have been directed at developing our business plan and potential related products. In order to effectively manage growth, we must:

- Continue to develop an effective planning and management process to implement our business strategy;
- Hire, train and integrate new personnel in all areas of our business; and
- Increase capital investments.

We cannot assure you that we will be able to accomplish these tasks or effectively manage our growth.

We are dependent upon our key executives for future success. Our future success to a significant extent depends on the continued services of our executive officers, Christopher Giordano, our President, and Paul Serbiak, our CEO. The departure of Mr. Giordano or Mr. Serbiak could materially adversely affect our ability to implement our business strategy. Currently, we do not maintain for our benefit, any key-man life insurance on our key executives.

If we are unable to recruit and retain key personnel, our business may be harmed. If we are unable to attract and retain key personnel, our business may be harmed. Our failure to enable the effective transfer of knowledge and facilitate smooth transitions with regard to our key employees could adversely affect our long-term strategic planning and execution.

Our business plan is not based on independent market studies. We have not commissioned any independent market studies concerning our business plans. Rather, our plans for implementing our business strategy and achieving profitability are based on the experience, judgment and assumptions of our management. If these assumptions prove to be incorrect, we may not be successful in our business operations.

Our Board of Directors may change our policies without shareholder approval. Our policies, including any policies with respect to investments, leverage, financing, growth, debt and capitalization, will be determined by our Board of Directors or officers to whom our Board of Directors delegate such authority. Our Board of Directors will also establish the amount of any dividends or other distributions that we may pay to our shareholders. Our Board of Directors or officers to which such decisions are delegated will have the ability to amend or revise these and our other policies at any time without shareholder vote. Accordingly, our shareholders will not be entitled to approve changes in our policies, which policy changes may have a material adverse effect on our financial condition and results of operations.

We are subject to the risks frequently experienced by smaller reporting companies. The likelihood of our success must be considered in light of the risks frequently encountered by smaller reporting companies. These risks include our potential inability to:

- Establish product sales and marketing capabilities.
- Identify, attract, retain, and motivate qualified personnel.
- Maintain our reputation and build trust with consumers.
- Attract sufficient capital resources to develop our business.

Our company has a limited history with respect to its newly established sports and music memorabilia business structure, as well as its platform tv and movie business. As our company moves forward with its sports and music memorabilia-related business operations, as well as the Maybacks tv and movie platform, we will be subject to risks and difficulties frequently encountered by early-stage business enterprises, such as our company.

Unanticipated problems, expenses and delays are frequently encountered in establishing a new business, along with developing new products and services. We may not be successful in addressing some or all of those risks, in which case there could be a material negative effect on our business and the value of our common stock that could also cause our company to reduce, curtail or cease operations. Our company may never become profitable if revenue is lower and operating expenses are higher than anticipated.

Risks Related to Our Organization and Structure

Our holding company structure makes us dependent on our subsidiaries for our cash flow and could serve to subordinate the rights of our shareholders to the rights of creditors of our subsidiaries, in the event of an insolvency or liquidation of any such subsidiary. Our company acts as a holding company and, accordingly, substantially all of our operations are conducted through our subsidiaries. Such subsidiaries will be separate and distinct legal entities. As a result, substantially all of our cash flow will depend upon the earnings of our subsidiaries. In addition, we will depend on the distribution of earnings, loans or other payments by our subsidiaries. No subsidiary will have any obligation to provide our company with funds for our payment obligations. If there is an insolvency, liquidation or other reorganization of any of our subsidiaries, our shareholders will have no right to proceed against their assets. Creditors of those subsidiaries will be entitled to payment in full from the sale or other disposal of the assets of those subsidiaries before our company, as a shareholder, would be entitled to receive any distribution from that sale or disposal.

Risks Related Our Securities

The outstanding shares of our Class B Convertible Preferred Stock preclude current and future owners of our common stock from influencing any corporate decision. Our President, Christopher Giordano, and our CEO, Paul Serbiak, own all of the 400,000 outstanding shares of our Class B Convertible Preferred Stock. The Class B Convertible Preferred Stock has the following voting rights: each share of Class B Convertible Preferred Stock votes together with our common stock as a single class and is entitled to 10,000 votes per share. Mr. Giordano and Mr. Serbiak will, therefore, be able to control the management and affairs of our company, as well as matters requiring the approval by our shareholders, including the election of directors, any merger, consolidation or sale of all or substantially all of our assets, and any other significant corporate transaction. (See “Security Ownership of Certain Beneficial Owners and Management”).

We have established preferred stock, which our Board of Directors can designate and issue without shareholder approval. We have, outstanding 685,442 shares of preferred stock, with 400,000 shares as Series B Convertible Preferred Stock, 100,000 shares as Series C Preferred Stock, 100,000 shares as Series D Preferred stock, 80,000 shares of Series E Preferred Stock, and 5,442 shares of Series Z Preferred Stock. We have, remaining, 314,558 shares of preferred stock authorized but undesignated. These shares of undesignated preferred stock may be issued by our Board of Directors from time to time, in one or more series, each series of which shall have such voting powers, full or limited, or no voting powers, and such preferences and relative, participating, optional or other special rights and such qualifications, limitations or restrictions thereof as adopted by our Board of Directors. Our Board of Directors is able to designate the powers and preferences of any such series of preferred stock without shareholder approval.

We have \$1,513,737 in currently convertible debt instruments (including accrued and unpaid interest of \$470,632), the existence and/or conversion of which could cause a reduction in the market price for our common stock. On December 31, 2024, Aon December 31, 2024, we have \$1,513,737 in currently convertible debt instruments (including accrued and unpaid interest of \$470,632), the conversion terms of which require share issuances at below-market prices. All such shares constitute an overhang on the market for our common stock and, if and when issued, will be issued without transfer restrictions, pursuant to certain exemptions from registration, and could reduce prevailing market prices for our common stock. Also, in the future, we may also issue securities in connection with our obtaining needed capital or an acquisition transaction. The number of shares of our common stock issued in connection with any such transaction could constitute a material portion of our then-outstanding shares of common stock.

Our failure to reserve sufficient shares of common stock could be considered an event of default. We have existing convertible promissory notes with a covenant to reserve sufficient shares of common stock with our transfer agent for the potential conversion of these securities. As of the date of this Annual Report, the calculated shares issuable under the assumed conversion of the promissory notes is greater than the number of shares that we have reserved with respect to such convertible promissory notes. As a result, the holders of such convertible promissory notes could declare an event of default and the principal and accrued interest would become immediately due and payable. Additionally, the holders of such convertible promissory notes have additional remedies, including penalties against our company.

We may seek capital that may result in shareholder dilution or that may have rights senior to those of our common stock. From time to time, we may seek to obtain additional capital, either through equity, equity-linked or debt securities. The decision to obtain additional capital will depend on, among other factors, our business plans, operating performance and the condition of the capital markets. If we raise additional funds through the issuance of equity, equity-linked or debt securities, those securities may have rights, preferences or privileges senior to the rights of our common stock, which could negatively affect the market price of our common stock or cause our shareholders to experience dilution.

Shares eligible for future sale may adversely affect the market. From time to time, certain of our shareholders may be eligible to sell all or some of their shares of common stock by means of ordinary brokerage transactions in the open market pursuant to Rule 144, promulgated under the Securities Act, subject to certain limitations. In general, a non-affiliate stockholder who has satisfied a six-month holding period may, under certain circumstances, sell its shares, without limitation. Any substantial sale of the our common stock pursuant to Rule 144, pursuant to any resale prospectus may have a material adverse effect on the market price of our common stock.

We do not intend to pay dividends on our common stock. We intend to retain earnings, if any, to provide funds for the implementation of our business strategy. We do not intend to declare or pay any dividends in the foreseeable future. Therefore, there can be no assurance that holders of our common stock will receive cash, stock or other dividends on their shares of our common stock, until we have funds which our Board of Directors determines can be allocated to dividends.

Our common stock has been, and may in the future be, a “Penny Stock” and subject to specific rules governing its sale to investors. The SEC has adopted Rule 15c-9 which establishes the definition of a “penny stock,” for the purposes relevant to our Common Stock, as any equity security that has a market price of less than \$5.00 per share or with an exercise price of less than \$5.00 per share, subject to certain exceptions. For any transaction involving a penny stock, unless exempt, the rules require that a broker or dealer approve a person’s account for transactions in penny stocks; and the broker or dealer receive from the investor a written agreement to the transaction, setting forth the identity and quantity of the penny stock to be purchased.

In order to approve a person’s account for transactions in penny stocks, the broker or dealer must obtain financial information and investment experience objectives of the person; and make a reasonable determination that the transactions in penny stocks are suitable for that person and the person has sufficient knowledge and experience in financial matters to be capable of evaluating the risks of transactions in penny stocks.

The broker or dealer must also deliver, prior to any transaction in a penny stock, a disclosure schedule prescribed by the SEC relating to the penny stock market, which, in highlight form sets forth the basis on which the broker or dealer made the suitability determination; and that the broker or dealer received a signed, written agreement from the investor prior to the transaction.

Generally, brokers may be less willing to execute transactions in securities subject to the “penny stock” rules. This may make it more difficult for investors sell shares of our common stock.

Disclosure also has to be made about the risks of investing in penny stocks in both public offerings and in secondary trading and about the commissions payable to both the broker-dealer and the registered representative, current quotations for the securities and the rights and remedies available to an investor in cases of fraud in penny stock transactions. Finally, monthly statements have to be sent disclosing recent price information for the penny stock held in the account and information on the limited market in penny stocks.

There is limited trading activity in our common stock and there is no assurance that an active market will develop in the future. Although our common stock is currently quoted on the OTC Pink marketplace of OTC Link (an interdealer electronic quotation system operated by OTC Markets Group, Inc.) under the symbol “AHRO”, trading of our common stock may be extremely sporadic. For example, several days may pass before any shares may be traded. As a result, an investor may find it difficult to dispose of, or to obtain accurate quotations of the price of our common stock. There can be no assurance that a more active market for our common stock will develop, or if one should develop, there is no assurance that it will be sustained. This severely limits the liquidity of our common stock, and would likely have a material adverse effect on the market price of our common stock and on our ability to raise additional capital.

The market for our common stock may be volatile; you could lose all or part of your investment in company. The market price of our common stock may fluctuate substantially and will depend on a number of factors many of which are beyond our control and may not be related to our operating performance. These fluctuations could cause you to lose all or part of your investment in the company, since you might be unable to sell your securities at or above the price you pay for shares. Factors that could cause fluctuations in the market price of our common stock include, but are not limited to, the following:

- price and volume fluctuations in the overall stock market from time to time;
- volatility in the market prices and trading volumes of sports and music memorabilia stocks;
- changes in operating performance and stock market valuations of other sports and music memorabilia-related companies generally, or those in our industry, in particular;
- sales of shares of our common stock by us or our shareholders;
- failure of securities analysts to maintain coverage of us, changes in financial estimates by securities analysts who follow our company, or our failure to meet these estimates or the expectations of investors;
- the financial projections we may provide to the public, any changes in those projections or our failure to meet those projections;
- announcements by us or our competitors of new products or services;
- the public’s reaction to our press releases, other public announcements and filings with the SEC;
- rumors and market speculation involving us or other companies in our industry;
- actual or anticipated changes in our operating results or fluctuations in our operating results;
- actual or anticipated developments in our business, our competitors’ businesses or the competitive landscape generally;
- litigation involving us and/or our industry, or investigations by regulators into our operations or those of our competitors;

- developments or disputes concerning our intellectual property or other proprietary rights;
- announced or completed acquisitions of businesses or technologies by us or our competitors;
- new laws or regulations or new interpretations of existing laws or regulations applicable to our business;
- changes in accounting standards, policies, guidelines, interpretations or principles;
- any significant change in our management; and
- general economic conditions and slow or negative growth of our markets.

In addition, in the past, following periods of volatility in the overall market and the market price of a particular company's securities, securities class action litigation has often been instituted against these companies. This litigation, if instituted against us, could result in substantial costs and a diversion of our management's attention and resources.

Compliance with the reporting requirements of federal securities laws can be expensive. We are a public reporting company in the United States, and accordingly, subject to the information and reporting requirements of the Exchange Act and other federal securities laws, and the compliance obligations of the Sarbanes-Oxley Act. The costs of preparing and filing annual and quarterly reports and other required information with the SEC, furnishing audited reports to shareholders and preparing any registration statements from time to time, if any, are substantial.

Applicable regulatory requirements, including those contained in and issued under the Sarbanes-Oxley Act of 2002, may make it difficult for us to retain or attract qualified officers and directors, which could adversely affect the management of our business and our ability to obtain or retain listing of our common stock. We may be unable to attract and retain those qualified officers, directors and members of board committees required to provide for effective management because of the rules and regulations that govern publicly held companies, including, but not limited to, certifications by principal executive officers. The enactment of the Sarbanes-Oxley Act has resulted in the issuance of a series of related rules and regulations and the strengthening of existing rules and regulations by the SEC, as well as the adoption of new and more stringent rules by the stock exchanges. The perceived increased personal risk associated with these changes may deter qualified individuals from accepting roles as directors and executive officers.

Further, some of these changes heighten the requirements for board or committee membership, particularly with respect to an individual's independence from the corporation and level of experience in finance and accounting matters. While certain board and committee requirements may not apply to us as an OTC listed company, we intend to explore voluntarily complying with some of these requirements. We may have difficulty attracting and retaining directors with the requisite qualifications. If we are unable to attract and retain qualified officers and directors, the management of our business and our ability to obtain or retain listing of our shares of common stock on any stock exchange (assuming we elect to seek and are successful in obtaining such listing) could be adversely affected.

If we fail to maintain an effective system of internal controls, we may not be able to accurately report our financial results or detect fraud, and, consequently, investors could lose confidence in our financial reporting and this may decrease the trading price of our common stock. We must maintain effective internal controls to provide reliable financial reports and detect fraud. We have been assessing our internal controls to identify areas that need improvement. We are in the process of implementing changes to internal controls, but have not yet completed implementing these changes. Failure to implement these changes to our internal controls or any others that it identifies as necessary to maintain an effective system of internal controls could harm our operating results and cause investors to lose confidence in our reported financial information. Any such loss of confidence would have a negative effect on the trading price of our stock.

A material weakness in internal controls may remain undetected for a longer period, because of our exemption from the auditor attestation requirements under Section 404(b) of Sarbanes-Oxley. Our Annual Report on Form 10-K does not include an attestation report of our independent registered public accounting firm regarding internal control over financial reporting. Our management's report was not subject to attestation by our registered public accounting firm, pursuant to rules of the SEC that permit us to provide only management's attestation with respect thereto. As a result, any material weakness in our internal controls may remain undetected for a longer period.

Our Articles of Incorporation allows for our board to create new series of preferred stock without further approval by our shareholders, which could adversely affect the rights of the holders of our common stock, including purchasers of the Offered Shares. Our board of directors has the authority to issue shares of our preferred stock, with such relative rights and preferences as the board of directors may determine, without further shareholder approval. As a result, our board of directors could authorize the issuance of a series of preferred stock that would grant to holders the preferred right to our assets upon liquidation and the right to receive dividend payments before dividends are distributed to the holders of our common stock. In addition, our board of directors could authorize the issuance of a series of preferred stock that has greater voting power than our common stock or that is convertible into our common stock, which could decrease the relative voting power of our common stock or result in dilution to our existing shareholders.

Future issuances of debt securities and equity securities could negatively affect the market price of shares of our common stock and, in the case of equity securities, may be dilutive to existing shareholders. In the future, we may issue debt or equity securities or incur other financial obligations, including stock dividends. Upon liquidation, it is possible that holders of our debt securities and other loans and preferred stock would receive a distribution of our available assets before common shareholders. We are not required to offer any such additional debt or equity securities to existing shareholders on a preemptive basis. Therefore, additional common stock issuances, directly or through convertible or exchangeable securities, warrants or options, would dilute the holdings of our existing common shareholders and such issuances, or the perception of such issuances, could reduce the market price of shares of our common stock.

As an issuer of penny stock, the protection provided by the federal securities laws relating to forward-looking statements does not apply to us. Although federal securities laws provide a safe harbor for forward-looking statements made by a public company that files reports under the federal securities laws, this safe harbor is not available to issuers of penny stocks. As a result, we will not have the benefit of this safe harbor protection, in the event of any legal action based upon a claim that the material provided by us contained a material misstatement of fact or was misleading in any material respect because of our failure to include any statements necessary to make the statements not misleading. Such an action could hurt our financial condition.

Item 1B. Unresolved Staff Comments

As a "smaller reporting company", we are not required to provide the information required by this Item.

Item 1C. Cybersecurity

We rely on our information technology to operate our business. As such, we have policies and processes designed to protect our information technology systems, some of which are managed by third parties, and resolve issues in a timely manner in the event of a cybersecurity threat or incident.

We have designed our business applications and hosting services to minimize the impact that cybersecurity incidents could have on our business and have identified back-up systems where appropriate. We seek to further mitigate cybersecurity risks through a combination of monitoring and detection activities, use of anti-malware applications, employee training, quality audits and communication and reporting structures, among other processes. We engage a third-party consultant to assist us with our cybersecurity risk management framework, including the monitoring and detection of cybersecurity threats and responding to any cybersecurity threats or incidents. Our third-party consultant team is managed by our Chief Executive Officer who reports to the board of directors.

As of December 31, 2024, we have not identified an indication of a cybersecurity incident that would have a material impact on our business and consolidated financial statements.

Item 2. Properties

Our principal business and corporate address is 50 Division Street Suite 501 Somerset NJ 08876. Our telephone number is (732) 695-4389.

Item 3. Legal Proceedings

From time to time, we may become involved in litigation relating to claims arising out of our operations in the normal course of business. As of the date of the filing of this Annual Report, our company is party to three pending litigation matters.

One matter is entitled *Randazzo LLC v. Avani Holdings LLC & Global Fashion Technologies, Inc.* This litigation was initiated by the plaintiff in order to evict Avani Holdings LLC from its rented premises in California and to recover unpaid rent. The company does not operate out of the premises in question and has never signed any leases or other documents with the plaintiff. A judgment of eviction was entered, but the company does not operate out of the premises in question and therefore did not appear in the matter to oppose the judgment of eviction. The plaintiff is also seeking unpaid rent in the amount of \$26,595.

The second matter is entitled *Patricia Witthuhn v. Global Fashion Technologies, Inc.* This litigation was initiated by the plaintiff in order to collect wages allegedly due pursuant to her employment with Avani Holdings LLC. The Company never hired Ms. Witthuhn and never acquired Avani Holdings, LLC. Consequently, there is no legitimate cause of action against the Company. However, due to cash flow constraints, the Company is unable to hire outside counsel for this litigation. The amount being sought by the plaintiff is approximately \$15,000.

The third matter is entitled *William Corso v. Global Fashion Technologies, Inc.* This litigation was initiated by the plaintiff in order to collect wages allegedly due pursuant to his employment with Avani Holdings LLC. The Company never hired Mr. Corso and never acquired Avani Holdings, LLC. Consequently, there is no legitimate cause of action against the Company. However, due to cash flow constraints, the Company is unable to hire outside counsel for this litigation. The amount being sought by the plaintiff is approximately \$40,000.

Item 4. Mine Safety Disclosures

Not applicable.

PART II

Item 5. Market for Registrant’s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

Our common shares are listed for quotation on the OTC Markets under the symbol “AHRO”.

As of the date of this Annual Report, the Company had 161 shareholders of record. This amount does not take into account shareholders whose shares are held in “street name” by brokerage houses or other intermediaries.

The Company is authorized to issue 1,000,000 shares of preferred stock, par value \$0.001 and 2,500,000,000 shares of common stock, \$0.001 par value per share. On the date of this Annual Report, there were 2,262,255,848 shares of common stock issued and outstanding, 400,000 shares of Series B Convertible Preferred Stock issued and outstanding, 100,000 shares of Series C Preferred Stock issued and outstanding, 100,000 shares of Series D Preferred Stock issued and outstanding, 80,000 shares of Series E Preferred stock issued and outstanding and 5,442 shares of Series Z Preferred Stock issued and outstanding.

On December 31, 2024, the closing sales price of the Company’s Common Stock was \$0.0010 per share.

Dividend Policy

We have not paid any cash dividends on our common stock and have no present intention of paying any dividends on the shares of our common stock. Our current policy is to retain earnings, if any, for use in our operations and in the development of our business. Our future dividend policy will be determined from time to time by our board of directors.

Equity Compensation Plan Information

As of the date of this Annual Report, we do not have any equity compensation plans. We may, in the future, decide to adopt an equity compensation plan to attract, retain and motivate employees, officers, directors, consultants, agents, advisors and independent contractors by providing them with the opportunity to acquire a proprietary interest in our company and to align their interests and efforts to the long-term interests of our stockholders.

Recent Sales of Unregistered Securities

Common Stock

During the year ended December 31, 2024, the Company issued common shares as follows:

- Issued 237,835,611 shares of common stock for the conversion of notes valued at \$313,460; and
- Issued 35,700 commitment shares for cash amounting to \$35,700.

During the year ended December 31, 2023, the Company issued common shares as follows:

- Issued 15,555,556 shares of common stock for cash amounting to \$35,000; and
- Issued 451,467,019 shares of common stock for the conversion of notes values as \$641,503.

Stock Options

There were no stock options issued during the years ended December 31, 2024, and 2023.

Preferred Stock

During the year ended December 31, 2024, the Company issued preferred shares as follows:

The Company issued a total of 5,442 shares of Series Z Preferred Stock for cash amounting to \$136,050.

Purchase of Equity Securities by the Issuer and Affiliated Purchasers

We did not purchase any of our shares of common stock or other securities during the years ended December 31, 2024, and 2023

Item 6. [Reserved]**Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations**

The following discussion should be read in conjunction with our consolidated audited financial statements and the related notes that appear elsewhere in this Annual Report. The following discussion contains forward-looking statements that reflect our plans, estimates and beliefs. Our actual results could differ materially from those discussed in the forward-looking statements. Factors that could cause or contribute to such differences include but are not limited to those discussed below and elsewhere in this Annual Report.

Our consolidated audited financial statements are stated in United States Dollars and are prepared in accordance with United States Generally Accepted Accounting Principles.

Results of Operations for the Years Ended December 31, 2024 and 2023.***Revenue***

During 2024, our Maybacks Division generated revenue of approximately \$399,000. We did not earn revenue during the year ended December 31, 2023. Maybacks continues to enter into agreements to expand the markets for its movie and TV programming and agreements for advertising spots. The license with Goliath Motion Pictures Promotions for content distribution on the Maybacks Global Entertainment network is in the process of turning into an acquisition. The intended Goliath acquisition will allow us to become both vertically and horizontally integrated and give Maybacks the ability to create several different revenue sources apart from ad revenue. Video on Demand will become part of the revenue model as a result of the intended acquisition as well as the ability to monetize our content library in conjunction with other distributors of content. Our partnership with Whale TV is an example. Whale TV is an operating system developer whose OS is in over 400 different Smart TV manufacturers across 41 million plus homes. Our partnership with them allows us to distribute our content to their audience and split advertising revenue with 70% of such revenue remaining with Maybacks and the other 30% going to Whale TV. Maybacks is in negotiations with several other distributors of content as well as other content distributors looking to broadcast their own content on the Maybacks TV platform in exchange for a revenue sharing arrangement. Lastly, we will be soon creating Authentic Events Group, LLC for the distribution of several Pay-Per-View (“PPV”) events we have been offered and will be contracted with over the coming weeks. We believe that PPV is another solid revenue source for Maybacks since it owns its own proven “Live Stream” that is capable of streaming to extremely large audiences without the need for third party assistance or expense.

We have now completed the building of our NFT platform and are in the process of making certain that any of our future offerings are compliant with the Securities and Exchange Commission guidelines. We have already created our “test net” and will be ready to roll-out music NFTS coupled with vinyl albums as soon as the SEC guidelines become lucidly clear.

Authentic Heroes, our patented “Fanwear” division has signed a license with NFL Quarterback Tommy DeVito aka “Tommy Cutlets”. We are in the process of making samples that should be approved in the coming weeks and expect to release this commemorative collectible on our new E-Commerce site subsequent to NFL Mini Camp. We are also in discussions for licenses with several other Tier 1 athletes which we anticipate will be signed subsequent to the Tommy DeVito rollout.

We are also in the process of attempting to recapture the 146,000 “Old is Gold” 16 Christmas Classics Vinyl albums which have been stored in a warehouse in Mainland China due to US Customs challenges which we feel we can rectify. We have been working with the Vantiva division of Technicolor USA and their customs broker to bring the vinyl albums back to the US and subsequently sell them to “Big Box” and “Mass Merchandisers” where there were substantial live purchase orders in 2022.

With the tariffs of 145% being levied against merchandise imported from China we are taking a wait and see posture until the tariff matters are ameliorated or significantly reduced. In the interim we are speaking with major distributors of vinyl records as well as Big Box and Mass Merchandisers for a brand new release for Holiday Season 2025 and beyond with most of our offerings of Vinyl being based around theme holidays or seasons such as Valentines Day, Mother’s Day etc. It is our intention to create a vinyl record business beyond any sales of the already created inventory through licensing or the purchasing of music assets. We currently hold an exclusive license on 17,000 Master Recording with Maestro Entertainment. We are currently in the process of expanding the license with them to include streaming and music NFTs.

Operating Expenses

Operating expenses increased from \$660,910 for the year ended December 31, 2023, to \$997,220 for the year ended December 31, 2024. Overall, this increase resulted from an increase in depreciation and amortization of intangible assets due to the acquisition of Maybacks and the license of Goliath, and, general and administrative expenses, to build out our organization to establish a strong base for current and future growth. The increase in operating expenses was offset by decreases in professional fees and research and development expenses. The detail of expenditures by major category is reflected in the table below.

	Year Ended December 31, 2024	Year Ended December 31, 2023
General and Administrative	\$ 377,267	173,072
Depreciation and Amortization	524,858	300,635
Professional and Legal Fees	90,668	130,345
Research and Development	4,427	56,858
Total Operating Expenses	\$ 997,220	660,910

Operating expenses increased by \$336,310, or 50%, during the year ended December 31, 2024, compared to the year ended in 2023. Listed below are the major changes to operating expenses:

General and administrative expenses increased by \$204,000, or 118%, for the year ended December 31, 2024, compared to the year ended in 2023. The increase resulted from increased royalty of \$87,000 due under the terms of the Maybacks acquisition agreement and increased salary expense of \$88,000. Beginning in October 2024, the Company began accruing a salary expense of \$350,000 per annum for the Chris Giordano, the Company President.

Depreciation and amortization increased by \$224,000, or 75%, for the year ended December 31, 2024, compared to the year ended in 2023, primarily due to the amortization of the customer list related to the Maybacks acquisition and the license agreement executed with Goliath.

Professional and legal fees decreased by \$40,000, or 30%, for the year ended December 31, 2024, compared to the year ended in 2023, primarily due to a decrease of \$52,000 in other consulting fees which were offset by an increase in audit fees of \$24,000.

Research and development decreased by \$52,000, or 92%, for the year ended December 31, 2024, compared to the year ended in 2023, primarily due to the development of blockchain built out and NFT platform service product lines were completed during 2023.

Other Income (Expenses)

Other expenses were \$594,210 for the year ended December 31, 2024, compared to \$997,545 for the year ended in 2023. During 2024, other expenses resulted primarily from the write-off of advances in the amount of \$625,000, interest expense of \$294,330 and a loss on the settlement of notes in the amount of \$170,813. These other expenses were offset in part by a gain in the valuation of derivative liabilities of \$495,933. During 2023, other expenses consisted primarily of interest expense of \$344,443, the loss on debt conversion of \$452,472, derivative expense of \$239,028, offset by the loss in the valuation of derivative liabilities of \$24,567 and the gain on the settlement of license agreements of \$125,000.

Net Loss

We recorded a net loss of \$1,320,137 for the year ended December 31, 2024, compared to a net loss of \$1,658,455 the year ended in 2023.

Liquidity and Capital Resources

Since our inception, private placements, convertible notes, and unsecured debt, and we have recently issued debt in our company secured by all of our assets. Our current liabilities on our Condensed Consolidated Balance Sheets above contains, on December 31, 2024, certain debt that is in default, including convertible notes with face values of \$1,403,428, secured promissory notes with face values of \$102,061, related party promissory notes of \$522,374, Advances from Related Party of \$479,533 and Related Party loans and Accrued Interest of \$281,825, and self-liquidating promissory notes of \$133,333. On December 31, 2024, we have limited cash, a substantial working capital deficit, our revenues have only commenced in 2024 and future losses are anticipated. Additionally, we expect to experience higher interest payments in the future as a result of our outstanding liabilities. If we are unable to generate sufficient revenues and/or additional financing to service this debt, there is a risk the lenders will call the notes, and we will be unable to repay the loans. If this happens, we could go out of business.

Based upon the current financial condition, we do not have sufficient cash to operate our business at the current level for the next twelve months. We intend to fund operations through increased sales and debt and/or equity financing arrangements, which may be insufficient to fund expenditures or other cash requirements. We plan to seek additional financing in a private equity offering to secure funding for operations. There can be no assurance that we will be successful in raising additional funding. If we are not able to secure additional funding, the implementation of our business plan will be impaired. There can be no assurance that such additional financing will be available to us on acceptable terms or at all.

The following is a summary of the cash and cash equivalents as of December 31, 2024, and 2023.

	December 31, 2024	December 31, 2023	\$ Change	% Change
Cash and cash equivalents	\$ 5,890	\$ -	\$ 5,890	100%

Summary of Cash Flows

Below is a summary of the Company's cash flows for the years ended December 31, 2024, and 2023.

	For the Years Ended December 31,	
	2024	2023
Net cash provided (used) in operating activities	\$ (126,719)	\$ (227,228)
Net cash provided by (used in) investing activities	(16,000)	-
Net cash provided by (used in) financing activities	148,609	227,229
Net increase (decrease) in cash and cash equivalents	\$ 5,890	\$ -

Operating activities

Net cash used in operating activities was \$126,719 during the year ended December 31, 2024, and consisted of the net loss of (\$1,320,136) and (\$422,245) of gain from the change in fair value of derivative liabilities, offset by the other non-cash items for the year ended December 31, 2024, loss on conversion of convertible debt of \$97,125, depreciation of \$21,721 and amortization of \$542,572. The significant change in operating assets and liabilities was the charge to operations in the amount of \$625,000 for the write off of inventory advances, \$235,652 in accounts payable, and accrued interest increased \$212,494, offset by a decrease in accounts receivable of \$201,628.

Net cash used in operating activities was \$227,228 during the year ended December 31, 2023 and consisted of the net loss of \$(1,658,455) offset by the non-cash items for the year ended December 31, 2023, of \$(1,043,345) change in change in fair value of derivative liabilities, loss on conversion of convertible debt of \$452,472, depreciation of \$46,485, amortization of \$254,151, derivative expense of \$239,028 and commitment shares issued of \$26,642. The significant change in operating assets and liabilities was \$168,497 in accounts payable, and accrued interest increased \$219,385.

Investing Activities

During 2024, the Company received a license from Salci Sports Entertainment for \$15,000 in cash and rights to a website from A Heroes for \$1,000 in cash. The Company did not use any funds for investing activities during the year ended December 31, 2023.

Financing activities

Net cash provided in financing activities for the year ended December 31, 2024 and 2023 was \$148,609 and \$227,228, respectively, consisting of the following:

Year ended December 31,	2024	2023
Bank overdraft	\$ (1,626)	\$ 1,508
Net advances from related parties	(81,245)	17,790
Repayment of promissory notes	(42,500)	25,000
Proceeds from secured promissory notes	72,500	40,000
Proceeds from issuance of common stock and warrants	119,030	35,000
Proceeds from common stock issuable	15,700	-
Net proceeds from convertible notes	49,750	107,930
Proceeds from Series Z Preferred Stock	17,000	-
Net cash provided by financing activities	<u>\$ 148,609</u>	<u>\$ 227,228</u>

Going Concern

The accompanying financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. These financial statements do not include any adjustments relating to the recovery of the recorded assets or the classification of the liabilities that might be necessary should we be unable to continue as a going concern.

We have incurred losses since inception, resulting in accumulated deficits of \$39,358,905 and \$38,038,768 at December 31, 2024 and 2023, respectively, a working capital deficit of \$5,324,665 and \$4,998,581 as of December 31, 2024, and 2023, respectively, and future losses are anticipated. We also have debt that is currently in default. These factors, among others, raise substantial doubt about our ability to continue as a going concern.

The ability of our company to continue our operations as a going concern is dependent on management's plans, which include the raising of capital through debt and/or equity markets with some additional funding from other traditional financing sources, including term notes, until such time that funds provided by operations are sufficient to fund working capital requirements.

Limited Operating History; Need for Additional Capital

There is no historical financial information about us upon which to base an evaluation of our performance. We are a development stage company and have only recently generated revenues from operations. We cannot guarantee we will be successful in our business operations. Our business is subject to risks inherent in the establishment of a new business enterprise, including limited capital resources and competition from larger organizations. We will require equity and/or debt financing to provide for the capital required to implement our plans. We will require additional funds to operate for the next year.

We have no assurance that future financing will be available to us on acceptable terms. If financing is not available on satisfactory terms, we may be unable to continue, develop or expand our operations

Off-Balance Sheet Arrangements

We have no off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures, or capital resources that are material to stockholders.

Critical Accounting Policies

We prepare our consolidated financial statements in conformity with GAAP, which requires management to make specific estimates and assumptions and apply judgments. We base our estimates and decisions on historical experience, current trends, and other factors that management believes are important when preparing financial statements. The actual results could differ from our estimates, and such differences could be material. Due to the need to estimate the effect of inherently uncertain matters, materially different amounts could be reported under other conditions or using different assumptions. We regularly review our critical accounting policies and how they are applied in preparing our financial statements.

Principles of Consolidation

The accompanying consolidated financial statements include all the accounts of the Company and its wholly owned subsidiary, Maybacks Global Entertainment . All significant intercompany accounts and transactions have been eliminated.

Advances

Advances were amounts provided to Inventel Products LLC for the production of vinyl records, that were to be sold through the Company’s joint venture. During 2024, Company management has determined that the advances are uncollectible and has charged other expense in the accompanying statement of operations for the year ended December 31, 2024.

Equipment

Property and equipment are stated at cost. Costs of replacements and major improvements are capitalized, and maintenance and repairs are charged to operations as incurred. Depreciation expense is provided primarily by the straight-line method over the estimated useful lives of the assets.

The long-lived assets of the Company are reviewed for impairment under ASC 360, “Property, Plant and Equipment” (“ASC 360”), whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. The recoverability of assets to be held and used is measured by comparing the carrying amount of an asset to the future undiscounted cash flows expected to be generated by the assets. If such assets are impaired, the impairment to be recognized is measured by the amount by which the carrying amount of the assets exceeds the fair value of the assets. During the year ended December 31, 2024, and 2023, no impairment losses have been identified.

Intangible Assets

The Company accounts for intangible assets (including trademarks, website and license agreements) under ASC 350 “Intangibles-Goodwill and Other” (“ASC 350”). ASC 350 requires that goodwill and other intangibles with indefinite lives be tested for impairment annually or on an interim basis if events or circumstances indicate that the fair value of an asset has decreased below its carrying value. In addition, ASC 350 requires that goodwill be tested for impairment at the reporting unit level (operating segment or one level below an operating segment) on an annual basis and between annual tests when circumstances indicate the recoverability of the carrying amount of goodwill may be in doubt. Application of the goodwill impairment test requires judgment, including identifying reporting units, assigning assets and liabilities to reporting units, assigning goodwill to reporting units, and determining the fair value. Significant judgments required to estimate the fair value of reporting units include assessing future cash flows and determining appropriate discount rates and other assumptions. Changes in these estimates and assumptions or the occurrence of one or more confirming events in future periods could cause the actual results or outcomes to differ from such estimates materially and affect the determination of fair value and goodwill impairment at future reporting dates.

The cost of intangible assets with determinable useful lives is amortized to reflect the pattern of economic benefits consumed on a straight-line or accelerated basis over the estimated periods benefited. Patents, technology, and other intangibles with contractual terms are generally amortized over their respective legal or contractual lives. When certain events or changes in operating conditions occur, an impairment assessment is performed, and lives of intangible assets with determinable lives may be adjusted.

We amortize the cost of our intangible assets over the 5 to 15-year estimated useful life on a straight-line basis.

Income Taxes

Income taxes are accounted for under the asset and liability method stipulated by ASC 740 “Income Taxes.” Deferred tax assets and liabilities are recognized for future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities, their respective tax bases and operating loss, and tax credit carryforwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years those temporary differences are expected to be recovered or settled. Under ASC 740, the effect on deferred tax assets and liabilities of a change in tax rate is recognized in income in the period that includes the enactment date. Deferred tax assets are reduced to estimated amounts to be realized using a valuation allowance. A valuation allowance is applied when in management’s view, it is more likely than not that such deferred tax asset will be unable to be utilized.

The Company adopted specific provisions under ASC Topic 740, which provide interpretative guidance for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. Effective with the Company’s adoption of these provisions, interest related to the unrecognized tax benefits is recognized in the financial statements as a component of income taxes.

The Company’s tax returns are subject to examination by the federal and state tax authorities for the years ended 2017 through 2021. In the unlikely event that an uncertain tax position exists in which the Company could incur income taxes, the Company would evaluate whether there is a probability that the uncertain tax position taken would be sustained upon examination by the taxing authorities. Reserves for uncertain tax positions would be recorded if the Company determined it is probable that a position would not be sustained upon examination or if payment would have to be made to a taxing authority and the amount is reasonably estimated. As of December 31, 2023, and 2022, the Company does not believe it has any uncertain tax positions that would result in the Company having a liability to the taxing authorities.

Research and Development Expenses

Expenditures for research and development are expensed as incurred. Research and development expenses consist of expenses paid to outside contractors related to the development of the Company’s NFT platform.

Fair Value

FASB ASC 820, *Fair Value Measurements and Disclosures* (“ASC 820”) establishes a framework for all fair value measurements and expands disclosures related to fair value measurement and developments. ASC 820 defines fair value as the price received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

ASC 820 requires that assets and liabilities measured at fair value are classified and disclosed in one of the following three categories:

Level 1—Quoted market prices for identical assets or liabilities in active markets or observable inputs.

Level 2—Significant other observable inputs that observable market data can corroborate; and

Level 3—Significant unobservable inputs that observable market data cannot corroborate.

Item 7A. Quantitative and Qualitative Disclosures About Market Risk

As a “smaller reporting company,” we are not required to provide the information this Item requires.

Item 8. Financial Statements and Supplementary Data

The financial statements required by this Item 8 are included in this Annual Report following Item 15 hereof. As a smaller reporting company, we are not required to provide supplementary financial information.

Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

There were no disagreements related to accounting principles or practices, financial statement disclosure, internal controls or auditing scope or procedure during the two fiscal years and interim periods.

Item 9A. Controls and Procedures

Evaluation Of Disclosure Controls And Procedures

Under the supervision and with the participation of our management, including our principal executive officer and principal financial officer (our chief executive officer), we have conducted an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures, as defined in Rules 13a-15(e) and 15d-15(e) under the *Securities and Exchange Act of 1934*, as of the end of the period covered by this report. Based on this evaluation, our principal executive officer and principal financial officer concluded as of the evaluation date that our disclosure controls and procedures were not effective such that the material information required to be included in our Securities and Exchange Commission reports is accumulated and communicated to our management, including our principal executive and financial officer, recorded, processed, summarized and reported within the time periods specified in Securities and Exchange Commission rules and forms relating to our company, particularly during the period when this report was being prepared.

Management’s Annual Report On Internal Control Over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act, for our company.

Internal control over financial reporting includes those policies and procedures that: (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of our assets; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that our receipts and expenditures are being made only in accordance with authorizations of its management and directors; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of our assets that could have a material effect on the financial statements.

Management recognizes that there are inherent limitations in the effectiveness of any system of internal control, and accordingly, even effective internal control can provide only reasonable assurance with respect to financial statement preparation and may not prevent or detect material misstatements. In addition, effective internal control at a point in time may become ineffective in future periods because of changes in conditions or due to deterioration in the degree of compliance with our established policies and procedures.

A material weakness is a significant deficiency, or combination of significant deficiencies, that results in there being a more than remote likelihood that a material misstatement of the annual or interim financial statements will not be prevented or detected.

Under the supervision and with the participation of our president and our chief executive officer, management conducted an evaluation of the effectiveness of our internal control over financial reporting, as of December 31, 2024, based on the framework set forth in *Internal Control – Integrated Framework* (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Based on our evaluation under this framework, management concluded that our internal control over financial reporting was not effective as of the evaluation date due to the factors stated below.

Management assessed the effectiveness of the Company’s internal control over financial reporting as of evaluation date and identified the following material weaknesses:

Insufficient Resources: We have an inadequate number of personnel with requisite expertise in the key functional areas of finance and accounting.

Inadequate Segregation Of Duties: We have an inadequate number of personnel to properly implement control procedures.

Lack Of Audit Committee: We do not have a functioning audit committee resulting in ineffective oversight in the establishment and monitoring of required internal controls and procedures.

Management is committed to improving its internal controls and will (1) continue to use third party specialists to address shortfalls in staffing and to assist the Company with accounting and finance responsibilities, (2) increase the frequency of independent reconciliations of significant accounts which will mitigate the lack of segregation of duties until there are sufficient personnel and (3) may consider appointing an audit committee member in the future.

Management, including our president and our chief executive officer, have discussed the material weakness noted above with our independent registered public accounting firm. Due to the nature of this material weakness, there is a more than remote likelihood that misstatements which could be material to the annual or interim financial statements could occur that would not be prevented or detected.

This annual report does not include an attestation report of our registered public accounting firm regarding internal control over financial reporting. Management’s report was not subject to attestation by the our registered public accounting firm pursuant to temporary rules of the SEC that permit us to provide only management’s report in this annual report.

Changes In Internal Controls Over Financial Reporting

There have been no changes in our internal control over financial reporting that occurred during the last fiscal quarter for our fiscal year ended December 31, 2024 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Item 9B. Other Information

In 2020, as a result of a lack of funds, the Company ceased accruing wages for Mr. Giordano under his employment agreement dated February 2017. On April 7, 2025, the Company lifted the moratorium on wage accruals and entered into a new Employment Agreement with Mr. Giordano with an effective date of October 1, 2024.

Under the new three-year Employment Agreement, we agreed to compensate Mr. Giordano with a base salary of \$350,000 annually, a year-end bonus determined by the board of directors, and eligibility to participate in equity incentives.

Mr. Giordano agreed to two year non-compete and non-solicit restrictive covenants. If Mr. Giordano is terminated for cause he shall forfeit any rights to severance, which is available to him in the event of termination without cause.

The foregoing description of the Employment Agreements does not purport to be complete and is qualified in its entirety by reference to the complete text of the Employment Agreement filed as Exhibit 10.1 hereto and incorporated herein by reference.

Item 9C. Disclosure Regarding Foreign Jurisdictions That Prevent Inspections

None.

PART III**Item 10. Directors, Executive Officers and Corporate Governance**

All directors of our company hold office until the next annual meeting of the security holders or until their successors have been elected and qualified. The officers of our company are appointed by our board of directors and hold office until their death, resignation or removal from office. Our directors and executive officers, their ages, positions held, and duration as such, are as follows:

Name	Position Held with the Company	Age	Date First Elected or Appointed
Christopher H. Giordano	President and Director	67	August 4, 2010
Paul Serbiak	CEO, Treasurer and Director	65	February 26, 2015
Scott Todd	Director	65	January 23, 2017

Business Experience

The following is a brief account of the education and business experience during at least the past five years of each director, executive officer and key employee of our company, indicating the person's principal occupation during that period, and the name and principal business of the organization in which such occupation and employment were carried out.

Christopher A. Giordano – President and Director

Mr. Giordano is the owner of Birchwood Capital Advisors, LLC., which provides financial and business consulting services to small and medium-sized businesses primarily in the bankruptcy and work-out arenas. Birchwood was the manager of the Distressed Opportunities Fund, LP from the period of 1990 through 2001. The fund was a principal investor and or advisor to 37 Bankruptcies and Out of Court Restructurings. From 1980 through 1990, Mr. Giordano served as a Senior VP in the Asset Management division Paine Webber. Mr. Giordano formed and owned Manchester Rhone Securities, an NASD member firm which underwrote several IPO's, until its sale in 1993.

Our company believes that Mr. Giordano's professional background experience gives him the qualifications and skills necessary to serve as a director and officer of our company.

Paul Serbiak – CEO, Treasurer, Director and Secretary

Mr. Serbiak is currently a Managing Partner of Pure Systems Sustainable Product Technologies as well as CEO and founder of Ideas To Market First, LLC, an innovation practice that specializes in open innovation strategy and developing unused IP for corporate clients. Paul career includes serving as a Global Vice President at Johnson and Johnson as well as senior strategic roles at Procter & Gamble and Kimberly Clark.

Our company believes that Mr. Serbiak's professional background experience gives him the qualifications and skills necessary to serve as a director and officer of our company.

Scott Todd – Director

Mr. Todd has over 5 years as a senior licensing brand strategist with expertise in licensing, business development, retail development, sales and sales management with a track record of building successful brands and sustainable programs. A visionary with proficiency in creating strategic partnerships in diverse industries and across multiple categories. Able to convey ideas clearly yet forcefully, negotiate win-win business deals and maintain strong long-term relationships. A team builder focused on the bottom line. Can negotiate complex contracts and motivate a team of diverse talents and skill sets. He has 3 children living in New Jersey.

Our company believes that Mr. Todd's professional background experience gives him the qualifications and skills necessary to serve as a director of our company.

Term of Office

Our directors are appointed for a one-year term to hold office until the next annual general meeting of our stockholders or until removed from office in accordance with our bylaws. Our officers are appointed by our board of directors and hold office until removed by the board.

All officers and directors listed above will remain in office until the next annual meeting of our stockholders, and until their successors have been duly elected and qualified. There are no agreements with respect to the election of Directors. We have not compensated our Directors for service on our Board of Directors, any committee thereof, or reimbursed for expenses incurred for attendance at meetings of our Board of Directors and/or any committee of our Board of Directors. Officers are appointed annually by our Board of Directors and each Executive Officer serves at the discretion of our Board of Directors. We do not have any standing committees. Our Board of Directors may in the future determine to pay Directors' fees and reimburse Directors for expenses related to their activities.

Employment Agreements

Other than as set forth below, we have no formal employment agreements with any of our directors or officers.

At the present time, we are not paying our officers and directors compensation aside from Mr. Giordano. In 2020, as a result of a lack of funds, the Company ceased accruing wages for Mr. Giordano under his employment agreement dated February 2017. On April 7, 2025, the Company lifted the moratorium on wage accruals and entered into a new Employment Agreement with Mr. Giordano with an effective date of October 1, 2024.

On April 7, 2025, but effective as of October 1, 2024, the Company and Chris Giordano, our President and Director, executed an Employment Agreement the ("Agreement"). Under the terms of the Agreement, the Company will compensate Chris Giordano for the duties performed by him as the Company's President and Director by payment of a base salary of \$350,000.00, payable in monthly installments, and Chris Giordano's base salary will never be less than the base salary of the highest paid employee for the duration of the term of this Agreement. Subject to certain conditions as set forth in the Agreement, the Company will employ Chris Giordano for an initial three-year period beginning on October 1, 2024, and ending on September 30, 2027. The initial term shall be automatically renewed for an additional one year term, subject to certain conditions as specified in the Agreement. Mr. Giordano agreed to two year non-compete and non-solicit restrictive covenants. If Mr. Giordano is terminated for cause he shall forfeit any rights to severance, which is available to him in the event of termination without cause.

Family Relationships

There are no family relationships between any of our directors, executive officers and proposed directors or executive officers.

Involvement in Certain Legal Proceedings

During the past 10 years, none of our current directors, nominees for directors or current executive officers has been involved in any legal proceeding identified in Item 401(f) of Regulation S-K, including:

1. Any petition under the Federal bankruptcy laws or any state insolvency law filed by or against, or a receiver, fiscal agent or similar officer was appointed by a court for the business or property of such person, or any partnership in which he or she was a general partner at or within two years before the time of such filing, or any corporation or business association of which he or she was an executive officer at or within two years before the time of such filing;
2. Any conviction in a criminal proceeding or being named a subject of a pending criminal proceeding (excluding traffic violations and other minor offenses);
3. Being subject to any order, judgment, or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction, permanently or temporarily enjoining him or her from, or otherwise limiting, the following activities:
 - i. Acting as a futures commission merchant, introducing broker, commodity trading advisor, commodity pool operator, floor broker, leverage transaction merchant, any other person regulated by the Commodity Futures Trading Commission, or an associated person of any of the foregoing, or as an investment adviser, underwriter, broker or dealer in securities, or as an affiliated person, director or employee of any investment company, bank, savings and loan association or insurance company, or engaging in or continuing any conduct or practice in connection with such activity;
 - ii. Engaging in any type of business practice; or
 - iii. Engaging in any activity in connection with the purchase or sale of any security or commodity or in connection with any violation of Federal or State securities laws or Federal commodities laws;
4. Being subject to any order, judgment or decree, not subsequently reversed, suspended or vacated, of any Federal or State authority barring, suspending or otherwise limiting for more than 60 days the right of such person to engage in any type of business regulated by the Commodity Futures Trading Commission, securities, investment, insurance or banking activities, or to be associated with persons engaged in any such activity;
5. Being found by a court of competent jurisdiction in a civil action or by the SEC to have violated any Federal or State securities law, and the judgment in such civil action or finding by the Commission has not been subsequently reversed, suspended, or vacated;
6. Being found by a court of competent jurisdiction in a civil action or by the Commodity Futures Trading Commission to have violated any Federal commodities law, and the judgment in such civil action or finding by the Commodity Futures Trading Commission has not been subsequently reversed, suspended or vacated;
7. Being subject to, or a party to, any Federal or State judicial or administrative order, judgment, decree, or finding, not subsequently reversed, suspended or vacated, relating to an alleged violation of:
 - i. Any Federal or State securities or commodities law or regulation; or
 - ii. Any law or regulation respecting financial institutions or insurance companies including, but not limited to, a temporary or permanent injunction, order of disgorgement or restitution, civil money penalty or temporary or permanent cease-and-desist order, or removal or prohibition order; or
 - iii. Any law or regulation prohibiting mail or wire fraud or fraud in connection with any business entity; or
8. Being subject to, or a party to, any sanction or order, not subsequently reversed, suspended or vacated, of any self-regulatory organization (as defined in Section 3(a)(26) of the Exchange Act (15 U.S.C. 78c(a)(26))), any registered entity (as defined in Section 1(a)(29) of the Commodity Exchange Act (7 U.S.C. 1(a)(29))), or any equivalent exchange, association, entity or organization that has disciplinary authority over its members or persons associated with a member.

Compliance with Section 16(A) of the Securities Exchange Act of 1934

Section 16(a) of the Securities Exchange Act of 1934, as amended, requires our executive officers and directors and persons who own more than 10% of a registered class of our equity securities to file with the SEC initial statements of beneficial ownership, reports of changes in ownership and annual reports concerning their ownership of our shares of common stock and other equity securities, on Forms 3, 4 and 5, respectively. Executive officers, directors and greater than 10% shareholders are required by the SEC regulations to furnish us with copies of all Section 16(a) reports they file.

Based solely on our review of the copies of such forms received by our company, or written representations from certain reporting persons that no Form 5s were required for those persons, we believe that, during the fiscal year ended December 31, 2023, all filing requirements applicable to our officers, directors and greater than 10% beneficial owners as well as our officers, directors and greater than 10% beneficial owners of our subsidiaries were complied with.

Code of Ethics

We have adopted a Code of Ethics that applies to our principal executive officer, principal financial officer, principal accounting officer or controller, and persons performing similar functions. Our Code of Ethics is designed to deter wrongdoing and promote: (i) honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships; (ii) full, fair, accurate, timely and understandable disclosure in reports and documents that we file with, or submit to, the SEC and in our other public communications; (iii) compliance with applicable governmental laws, rules and regulations; (iv) the prompt internal reporting of violations of our Code of Ethics to an appropriate person or persons identified in the code; and (v) accountability for adherence to our Code of Ethics. We will provide any person without charge a copy of our code of ethics upon receiving a written request which may be mailed to our office at 50 Division Street, Suite 501, Somerville, New Jersey 08876.

Board and Committee Meetings

We currently act with three directors, Christopher H. Giordano, Paul Serbiak and Scott Todd.

Currently our audit committee consists of our entire board of directors. We currently do not have nominating, compensation committees or committees performing similar functions. There has not been any defined policy or procedure requirements for shareholders to submit recommendations or nomination for directors.

From inception to present date, we believe that the members of our audit committee and the board of directors have been and are collectively capable of analyzing and evaluating our financial statements and understanding internal controls and procedures for financial reporting.

Our board of directors held no formal meetings during the year ended December 31, 2024. All proceedings of the board of directors were conducted by resolutions consented to in writing by all the directors and filed with the minutes of the proceedings of the directors. Such resolutions consented to in writing by the directors entitled to vote on that resolution at a meeting of the directors are, according to the Nevada General Corporate Law and our Bylaws, as valid and effective as if they had been passed at a meeting of the directors duly called and held.

Nomination Process

As of December 31, 2024, we did not effect any material changes to the procedures by which our shareholders may recommend nominees to our board of directors. Our board of directors does not have a policy with regards to the consideration of any director candidates recommended by our shareholders. Our board of directors has determined that it is in the best position to evaluate our company's requirements as well as the qualifications of each candidate when the board considers a nominee for a position on our board of directors. If shareholders wish to recommend candidates directly to our board, they may do so by sending communications to the president of our company at the address on the cover of this annual report.

Audit Committee

Currently our audit committee consists of our entire board of directors. We do not have a standing audit committee as we currently have limited working capital and minimal revenues. Should we be able to raise sufficient funding to execute our business plan, we will form an audit, compensation committee and other applicable committees utilizing our directors' expertise.

Audit Committee Financial Expert

Currently our audit committee consists of our entire board of directors. We do not currently have a director who is qualified to act as the head of the audit committee.

Item 11. Executive Compensation

The particulars of the compensation paid to the following persons:

- (a) our principal executive officer;
- (b) each of our two most highly compensated executive officers who were serving as executive officers at the end of the years ended December 31, 2024 and 2023; and
- (c) up to two additional individuals for whom disclosure would have been provided under (b) but for the fact that the individual was not serving as our executive officer at the end of the years ended December 31, 2024 and 2023, who we will collectively refer to as the named executive officers of our company, are set out in the following summary compensation table, except that no disclosure is provided for any named executive officer, other than our principal executive officers, whose total compensation did not exceed \$100,000 for the respective fiscal year:

SUMMARY COMPENSATION TABLE

Name and Principal Position	Year	Salary (\$)	Bonus (\$)	Stock Awards (\$)	Option Awards (\$)	Non-Equity Incentive Plan Compensation (\$)	Change in Pension Value and Nonqualified Deferred Compensation Earnings (\$)	All Other Compensation (\$)	Total (\$)
Christopher Giordano	2023	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
<i>President, Treasurer and Director</i>	2024	87,500	Nil	Nil	Nil	Nil	Nil	Nil	87,500
Paul Serbiak	2023	Nil	Nil		Nil	Nil	Nil	Nil	Nil
<i>CEO and Secretary</i>	2024	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Scott Todd	2023	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
<i>Director</i>	2024	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil

There are no arrangements or plans in which we provide pension, retirement or similar benefits for directors or executive officers. Our directors and executive officers may receive share options at the discretion of our board of directors in the future. We do not have any material bonus or profit-sharing plans pursuant to which cash or non-cash compensation is or may be paid to our directors or executive officers, except that share options may be granted at the discretion of our board of directors.

On April 7, 2025, but effective as of October 1, 2024, the Company and Chris Giordano, our President and Director, executed an Employment Agreement the (“Agreement”). Under the terms of the Agreement, the Company will compensate Chris Giordano for the duties performed by him as the Company’s President and Director by payment of a base salary of \$350,000.00, payable in monthly installments, and Chris Giordano’s base salary will never be less than the base salary of the highest paid employee for the duration of the term of this Agreement. Subject to certain conditions as set forth in the Agreement, the Company will employ Chris Giordano for an initial three-year period beginning on October 1, 2024, and ending on September 30, 2027. The initial term shall be automatically renewed for an additional one year term, subject to certain conditions as specified in the Agreement.

Grants of Plan-Based Awards

As of the date of this Annual Report, we do not have any equity compensation plans. We may, in the future, decide to adopt an equity compensation plan to attract, retain and motivate employees, officers, directors, consultants, agents, advisors and independent contractors by providing them the opportunity to acquire a proprietary interest in our company and to align their interests and efforts to the long-term interests of our stockholders.

Option Exercises and Stock Vested

During our fiscal year ended December 31, 2024, there were no options exercised by our named officers.

Compensation of Directors

The Company has not compensated any Board members for their participation on the Board and does not have any standard or other arrangements for compensating them for such services. The Company may issue shares of common stock or options to acquire shares of the Company’s common stock to members of the Board in consideration for their services as members of the Board. The Company does expect to reimburse Directors for expenses incurred in connection with their attendance at meetings of the Board.

Pension, Retirement or Similar Benefit Plans

There are no arrangements or plans in which we provide pension, retirement or similar benefits for directors or executive officers. We have no material bonus or profit-sharing plans pursuant to which cash or non-cash compensation is or may be paid to our directors or executive officers, except that stock options may be granted at the discretion of the board of directors or a committee thereof.

Indebtedness of Directors, Senior Officers, Executive Officers and Other Management

None of our directors or executive officers or any associate or affiliate of our company during the last two fiscal years, is or has been indebted to our company by way of guarantee, support agreement, letter of credit or other similar agreement or understanding currently outstanding.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

The following table sets forth, as of December 31, 2024 information as to shares of our common stock owned by (i) each person known by us to beneficially own more than 5% of our outstanding common stock, (ii) each of our directors, and (iii) all of our executive officers and directors as a group:

Name and Address of Beneficial Owner	Common Stock		Series B Preferred Stock	
	Number of Shares Owned	Percent of Class(1)(2)	Number of Shares Owned	Percent of Class(1)(2)
Chris Giordano(3)	5,152,859	*	200,000	50%
Paul Serbiak	550,000	*	200,000	50%
All Directors and Executive Officers as a Group (5 persons)	5,702,859	*	400,000	100%
5% Holders				
* Less than 1%				

- (1) Unless otherwise indicated, each person or entity named in the table has sole voting power and investment power (or shares that power with that person's spouse) with respect to all shares of voting stock listed as owned by that person or entity.
- (2) Pursuant to Rules 13d-3 and 13d-5 of the Exchange Act, beneficial ownership includes any shares as to which a shareholder has sole or shared voting power or investment power, and also any shares which the shareholder has the right to acquire within 60 days, including upon exercise of common shares purchase options or warrants. The percent of class is based on 2,240,073,721 shares of common issued and outstanding, 400,000 shares of Series B Preferred Stock as of May 22, 2024. Each share of Series B Preferred Stock has 10,000 votes in any matter brought before the company's shareholders including the election of directors.
- (3) Includes: (a) 3,005,715 shares of Common Stock held by Birchwood Capital Advisors, LLC, of which Christopher H. Giordano has voting and dispositive control, (b) 13,072 shares of Common Stock held by Bella Capital Holdings, (c) 16,572 shares of Common Stock held by Isabella Giordano, and (d) 67,500 shares on the Company's books as due and issuable to Christopher H. Giordano as of December 31, 2016.

Changes in Control

We are unaware of any contract or other arrangement or provisions of our Articles or Bylaws the operation of which may at a subsequent date result in a change of control of our company. There are not any provisions in our Articles or Bylaws, the operation of which would delay, defer, or prevent a change in control of our company.

Item 13. Certain Relationships and Related Transactions, and Director Independence

Except as disclosed herein, no director, executive officer, shareholder holding at least 5% of shares of our common stock, or any family member thereof, had any material interest, direct or indirect, in any transaction, or proposed transaction for the two completed fiscal years, in which the amount involved in the transaction exceeded or exceeds the lesser of \$120,000 or one percent of the average of our total assets at the year-end for the last three completed fiscal years.

On December 31, 2024 and 2023, the Company had accumulated balances due its President, Chris Giordano and its CEO, Paul Serbiak in the amounts of \$479,533 and \$560,799, respectively. During 2024, the Company received \$14,831 in new advances from related parties for operating expenses and repaid \$96,677. During 2023, the Company received net cash proceeds of \$182,593 from its CEO Paul Serbiak and President Chris Giordano for operating expenses.

Promissory Notes Payable – related party.

On June 18, 2019, the Company issued a promissory note at a principal amount of \$447,150 as part of the consideration for the acquisition of assets from AH Originals, Inc., a corporation controlled by the same owner group of Global Fiber Technologies, Inc. The promissory note bears 3% interest per annum and have a one-year term with eight options to extend the maturity date for three-month periods. Accrued interest on December 31, 2024 and 2023 amounted to \$75,224 and \$61,809, respectively.

Convertible Notes Payable – related party

In August 2015, the Company issued an unsecured promissory note to an investor in the amount of \$50,000, convertible to common stock at \$1.00 per share. The note bears an interest rate of 8% per annum and matured on August 8, 2016. The note is currently unpaid and in default. The note does not contain a beneficial conversion feature. Accrued interest on December 31, 2024 and 2023 amounted to \$39,568 and \$37,068, respectively.

Related Party Loans

The Company received a loan from its' CEO Paul Serbiak totaling \$210,534, plus accrued interest of \$71,291 and \$63,923 at December 31, 2024, and 2023, respectively . The Company incurred interest expense of \$7,369 and \$8,544, respectively.

On May 2, 2022, Authentic Heroes, Inc. (“Authentic Heroes”), a wholly owned subsidiary of Global Fiber Technologies, Inc., (the “Company”), entered into a License Agreement (the “License Agreement”) with the Company’s Chief Executive Officer and Director, Paul Serbiak (“Serbiak”).

Pursuant to the License Agreement, Serbiak agreed to provide Authentic Heroes with an exclusive license to use certain of Serbiak’s intellectual property rights, including Patent No. US 10,781,539 B2 entitled “AUTHENTICATABLE ARTICLES, FABRIC AND METHOD OF MANUFACTURE” and of the invention therein described, for products in the sports and music memorabilia business.

In exchange for such license, Authentic Heroes agreed to (i) pay Serbiak \$100 within ten business days of License Agreement and a fee of \$10,000 on or before January 1, 2023, (ii) pay Serbiak royalties of 1% of the revenue generated from the sale of the products amounting to at least \$3,000,000 in revenue at year three of the License Agreement and another 1% of the revenue generated from the sale of the products amounting to at least \$10,000,000 in revenue at year five (5) of the License Agreement. If Authentic Heroes fails to achieve at least \$3,000,000 in revenue at year three or \$10,000,000 in revenue at year five from this date of the License Agreement, then the exclusive license shall be a non-exclusive license.

Debt Exchange

On March 13, 2025, the Company entered into a Debt Exchange Agreements with each of Chris Giordano, our President and Director, and Paul Serbiak, our Chief Executive Officer and Director, pursuant to which they converted an aggregate of \$2,000,000 in debt held by the Company. Under his Debt Exchange Agreement, Mr. Giordano shall convert up to a total of \$1,500,000 in debt into fifty thousand nine hundred and ten (50,910) shares of our newly created Series E Preferred Stock, three hundred and fifty million (350,000,000) shares of our common stock, and a Secured Promissory Note issued by our company, in the principal amount of two hundred and twenty-seven thousand two hundred and nine (\$227,209) United States dollars. Under his Debt Exchange Agreement, Mr. Serbiak shall convert up to a total of \$500,000 in debt into twenty-nine thousand ninety (29,090) shares of our Series E Preferred Stock, thirty-five million (35,000,000) shares of our common stock, and a Secured Promissory Note issued by our company, in the principal amount of twenty-two thousand seven hundred and two (\$22,702) United States dollars.

PART IV

Item 14. Principal Accounting Fees and Services

The aggregate fees billed for the most recently completed fiscal year ended December 31, 2024 and for fiscal year ended December 31, 2023 for professional services rendered by the principal accountant for the audit of our annual financial statements and review of the financial statements included in our quarterly reports on Form 10-Q and services that are normally provided by the accountant in connection with statutory and regulatory filings or engagements for these fiscal periods were as follows:

	Year Ended	
	December 31, 2024	December 31, 2023
Audit Fees	\$ 35,145	\$ 26,000
Audit Related Fees	Nil	Nil
Tax Fees	Nil	Nil
All Other Fees	Nil	Nil
Total	\$ 35,145	\$ 26,000

Our board of directors pre-approves all services provided by our independent auditors. All of the above services and fees were reviewed and approved by the board of directors either before or after the respective services were rendered.

Our board of directors has considered the nature and amount of fees billed by our independent auditors and believes that the provision of services for activities unrelated to the audit is compatible with maintaining our independent auditors’ independence.

Item 15. Exhibits, Financial Statement Schedules

AUTHENTIC HOLDINGS, INC.
CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023

CONTENTS

	Page
Report of Independent Registered Public Accounting Firm	F-2
Consolidated Balance Sheets as of December 31, 2024 and 2023	F-4
Consolidated Statements of Operations for the Years Ended December 31, 2024 and 2023	F-5
Consolidated Statements of Stockholders' Deficit for the Years Ended December 31, 2024 and 2023	F-6
Consolidated Statements of Cash Flows for the Years Ended December 31, 2024 and 2023	F-7
Notes to Consolidated Financial Statements	F-8

VICTOR MOKUOLU, CPA PLLC

Accounting | Advisory | Assurance & Audit | Tax



REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Shareholders and Board of Directors,
Authentic Holdings, Inc.

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of Authentic Holdings, Inc., and its subsidiaries (collectively referred to as “the Company”) as of December 31, 2024, December 31, 2023, and the related consolidated statements of operations, stockholders’ deficit, and cash flows for the two years then ended December 31, 2024, and the related notes (collectively referred to as the financial statements). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2024, December 31, 2023, and the results of its operations and its cash flows for the two years then ended, are in conformity with accounting principles generally accepted in the United States of America.

Substantial Doubt about the Company's ability to continue as a Going Concern

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 1, Going Concern to the consolidated financial statements, the Company has suffered recurring operating losses, had a working capital deficit of \$5,324,665, as of December 31, 2024, an accumulated deficit of \$39,358,905, and \$38,038,768 as of December 31, 2023, and December 31, 2023. These factors raise substantial doubt about its ability to continue as a going concern. Management's plans in regard to these matters are also described in Note 2. The financial statements do not include any adjustments that might result from the outcome of this uncertainty. Our opinion is not modified with respect to this matter.

Basis for Opinion

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

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

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

www.vmcpcfaiirm.com | Ph: 713.588.6622 | Fax: 1.833.694.1494 | ask@vmcfaiirm.com





Critical Audit Matters

The critical audit matters communicated below are matters arising from the current period audit of the financial statements that were communicated or required to be communicated to the audit committee equivalent and that: (1) relate to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the financial statements, taken as a whole, and we are not, by communicating the critical audit matters below, providing separate opinions on the critical audit matters or on the accounts or disclosures to which they relate.

An audit of these elements is especially challenging and requires auditor judgement due to the nature and extent of audit effort required to address these matters, including the extent of specialized skill or knowledge needed.

Derivative liabilities

As described in Note 4, Notes Payable, and Note 5, Derivative Liabilities, to the consolidated financial statements, the Company had convertible note payable that required accounting considerations and significant estimates.

The Company determined that variable conversion features issued in connection with certain convertible debentures required derivative liability classification in accordance with ASC 815, Derivatives and Hedging. These variable conversion features were initially measured at fair value and subsequently have been remeasured to fair value at each reporting period. The Company determined the fair value of the embedded derivatives related to the convertible notes' payable was \$1,137,119 as of December 31, 2024.

We identified the accounting considerations and related valuations, including the related fair value determinations of the embedded derivative liabilities of such as a critical audit matter. The principal considerations for our determination were: (1) the accounting consideration in determining the nature of the various features (2) the evaluation of the potential derivatives and potential bifurcation in the instruments, and (3) considerations related to the determination of the fair value of the various debt and equity instruments and (4) the conversion features that include valuation models and assumptions utilized by management.

Our audit procedures related to management's conclusion on the evaluation and related valuation of embedded derivatives, included the following, among others: (1) evaluating the relevant terms and conditions of the various financings, and (2) assessing the reasonableness of the judgments made by the Company with respect to the accounting for the convertible debt, and (3) the assessment and accounting for potential derivatives and assessment of management's conclusions.

Intangible Assets

As described in Note 6, Acquisitions, to the consolidated financial statements, the Company entered into separate transactions to acquire a Company and complete license agreement with another company. Both companies in the transactions with Authentic Holdings, Inc. are owned by the same individual. The Company considered both transactions inseparable, therefore effectively one transaction and recorded intangible assets based on value of the preferred stock (if converted) issued as purchase consideration on the transaction date. The value of the intangible assets, net of amortization was \$4,284,185 as of December 31, 2024.

We identified the accounting considerations, subjectivity of the related fair value of the intangible assets, and the presence of an impairment event as a critical audit matter. The principal considerations for our determination were: (1) determining the valuation method (2) subjective and uncertain nature of the valuation models as it relies on assumptions and forecasts, (3) determining the measuring the amount of economic benefit, and (4) the determination of the presence of an impairment event.

Our audit procedures related to management's conclusion on the valuation of the intangible assets, included the following, among others: (1) assessing the continued relevance of the valuation model used to estimate carrying value, (2) assessing the reliability of the underlying data included in the assumptions, and (3) assessing the presence of an impairment event and judgments made by the Company.

Victor Mokuolu, CPA PLLC

We have served as the Company's auditor since 2023.
Victor Mokuolu, CPA PLLC
Houston, Texas

April 15, 2025
PCAOB ID: 6771



AUTHENTIC HOLDINGS INC.
Consolidated Balance Sheets

	December 31, 2024	December 31, 2023
ASSETS		
CURRENT ASSETS		
Cash and cash equivalents	\$ 5,890	\$ -
Accounts receivable	201,628	-
Advances	-	625,000
TOTAL CURRENT ASSETS	<u>207,518</u>	<u>625,000</u>
Property and equipment, net of depreciation	-	21,721
Intangible assets	4,284,185	4,771,322
TOTAL ASSETS	<u><u>\$ 4,491,703</u></u>	<u><u>\$ 5,418,043</u></u>
LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIENCY)		
CURRENT LIABILITIES		
Bank overdraft	\$ -	\$ 1,814
Accounts payable and accrued liabilities	518,946	316,873
Accrued compensation	588,751	501,250
Unsecured notes and accrued interest payable	164,935	159,950
Convertible notes and accrued interest - net of debt discount	1,513,737	1,320,858
Convertible notes and accrued interest - related party	89,568	87,068
Secured Promissory Notes and Accrued Interest	102,061	41,022
Promissory Notes and Accrued Interest	-	25,000
Promissory note and accrued interest - related party	522,374	508,959
Derivative liabilities	1,137,119	1,633,052
Advances from related parties	479,533	560,779
Related party loans and accrued interest	281,825	274,456
Self Liquidating Promissory Notes	133,333	192,500
TOTAL CURRENT LIABILITIES	<u>5,532,182</u>	<u>5,623,581</u>
TOTAL LIABILITIES	<u>5,532,182</u>	<u>5,623,581</u>
STOCKHOLDER'S DEFICIENCY		
Preferred stock, Class B, \$0.001 par value, 1,000,000 shares and authorized, 400,000 200,000 shares issued and outstanding at December 31, 2024 and December 31, 2023, respectively	400	200
Preferred stock, Class C, \$0.001 par value, 100,000 shares authorized, 100,000 shares issued and outstanding at December 31, 2024 and December 31, 2023	100	100
Preferred stock, Class D, \$0.001 par value, 100,000 shares authorized, 100,000 shares issued and outstanding at December 31, 2024 and December 31, 2023	100	100
Preferred stock, Class Z, 5,442 and 0 shares issued and outstanding at December 31, 2024 and December 31, 2023	6	-
Common stock \$0.001 par value, 2,500,000,000 shares authorized, 2,262,255,848 and 2,024,420,237 shares issued and outstanding at December 31, 2024 and December 31, 2023	2,262,256	2,024,420
Common stock issuable	52,200	16,500
Additional paid-in capital	36,003,364	35,791,910
Accumulated deficit	(39,358,905)	(38,038,768)
TOTAL STOCKHOLDERS' DEFICIENCY	<u>(1,040,479)</u>	<u>(205,538)</u>
TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIENCY	<u><u>\$ 4,491,703</u></u>	<u><u>\$ 5,418,043</u></u>

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

AUTHENTIC HOLDINGS INC.
Consolidated Statements of Operations
For the years ended December 31,

	2024	2023
Revenues	\$ 398,600	\$ -
Cost of revenues	127,307	-
Gross Profit	<u>271,293</u>	<u>-</u>
Operating Expenses		
General and administrative	377,267	173,072
Depreciation and Amortization	524,858	300,635
Professional and Legal Fees	90,668	130,345
Research and Development	4,427	56,858
Total Operating Expenses	<u>997,220</u>	<u>660,910</u>
Loss from Operations	(725,927)	(660,910)
Other Income/(Expense)		
Income (loss) on change in fair value of derivative liabilities	495,933	(24,567)
Derivative expense	-	(239,028)
Gain/(Loss) on settlement of notes	(170,813)	(452,472)
Gain/(Loss) on settlement of license agreements	-	125,000
Interest expense and financing costs	(271,672)	(318,796)
Interest expense - related parties	(22,658)	(25,647)
Other Expense	(625,000)	(62,035)
Total Other Expense	<u>(594,210)</u>	<u>(997,545)</u>
Net Loss	<u>\$ (1,320,137)</u>	<u>\$ (1,658,455)</u>
Weighted Average common stock outstanding	<u>2,197,138,699</u>	<u>1,847,673,383</u>
Earnings (loss) per share	<u>\$ (0.00)</u>	<u>\$ (0.00)</u>

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

AUTHENTIC HOLDINGS INC.
Consolidated Statements of Stockholders' Deficiency
For the Years Ended December 31, 2024 and 2023

	Series B		Series C		Series D		Series Z		Common Stock		Common	Additional	Accumulated	Total
	Preferred Stock		Preferred Stock		Preferred Stock		Preferred Stock		Common Stock		Stock	Paid in	Deficit	
	Shares	Amount	Shares	Amount	Shares	Amount	Shares	Amount	Shares	Amount	Issuable	Capital		
Balance December 31, 2023	200,000	\$ 200	100,000	\$ 100	100,000	\$ 100.00	-	\$ -	2,024,420,237	\$2,024,420	\$ 16,500	35,791,910	\$ (38,038,768)	\$ (205,538)
Reclassification	200,000	200	-	-	-	-	-	-	-	-	-	(200)	-	-
Issuance of shares for conversion of notes									237,835,611	237,836		75,630		313,466
Issuance of shares for conversion of debt	-	-	-	-	-	-	-	-	-	-	20,000	-	-	20,000
Stocks issued for cash							5,442	6				136,024		136,030
Commitment shares issued											15,700			15,700
Net loss	-	-	-	-	-	-	-	-	-	-	-		(1,320,137)	(1,320,137)
Balance December 31, 2024	<u>400,000</u>	<u>\$ 400</u>	<u>100,000</u>	<u>\$ 100</u>	<u>100,000</u>	<u>\$ 100</u>	<u>5,442</u>	<u>\$ 6</u>	<u>2,262,255,848</u>	<u>\$2,262,256</u>	<u>\$ 52,200</u>	<u>\$36,003,364</u>	<u>\$ (39,358,905)</u>	<u>\$ (1,040,479)</u>
Balance December 31, 2022	200,000	\$ 200	-	-	-	-	-	-	1,557,397,662	\$1,557,397	\$ -	\$30,305,914	\$ (36,380,313)	\$ (4,516,802)
Stock issued for cash	-	-	-	-	-	-	-	-	15,555,556	15,556	-	19,444		35,000
Extinguishment of derivative liabilities												259,374		259,374
Issuance of shares for conversion of notes			100,000	100	100,000	100	-	-	45,146,767,019	451,467	-	190,036		641,703
Issuance of shares for investment												5,007,000		5,007,000
Commitment shares issued											16,500	10,142		26,642
Net loss	-	-	-	-	-	-	-	-	-	-	-		(1,658,455)	(1,658,455)
Balance December 31, 2023	<u>200,000</u>	<u>\$ 200</u>	<u>100,000</u>	<u>\$ 100</u>	<u>100,000</u>	<u>\$ 100</u>	<u>-</u>	<u>\$ -</u>	<u>2,024,420,237</u>	<u>\$2,024,420</u>	<u>\$ 16,500</u>	<u>\$35,791,910</u>	<u>\$ (38,038,768)</u>	<u>\$ (205,538)</u>

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

AUTHENTIC HOLDINGS INC.
Consolidated Statements of Cash Flows
For the Years Ended December 31,
(Unaudited)

	<u>2024</u>	<u>2023</u>
CASH FLOWS FROM OPERATING ACTIVITIES		
Net Loss	\$ (1,320,137)	\$ (1,658,455)
Adjustments to reconcile net loss to net cash used in operating activities:		
Change in fair value of derivative liabilities	(422,245)	24,567
Loss on conversion of convertible debt	97,125	452,472
Conversion of convertible notes to equity	-	-
Amortization of debt discount	39,435	-
Depreciation - Property and equipment	21,721	46,485
Amortization - Intangible assets	503,137	254,151
Derivative Expense	-	239,028
Commitment shares issued	-	26,642
Changes in operating assets and liabilities:		
Accounts receivable	(201,628)	-
Advances	625,000	-
Accounts payable and accrued expenses	289,385	168,497
Accrued interest	241,488	219,385
Net cash used in operating activities	<u>\$ (126,719)</u>	<u>\$ (227,228)</u>
CASH FLOWS FROM INVESTING ACTIVITIES		
Acquisition of License	(15,000)	-
Acquisition of Website	(1,000)	-
Net cash provided by investing activities	<u>\$ (16,000)</u>	<u>-</u>
CASH FLOWS FROM FINANCING ACTIVITIES		
Bank overdraft	(1,626)	1,508
Advances from related parties	14,831	17,790
Proceeds from common stock and warrants	119,030	35,000
Proceeds from common stock issuable	15,700	-
Proceeds from Series Z Preferred Stock	17,000	-
Proceeds from promissory notes	-	25,000
Proceeds from secured promissory notes	72,500	40,000
Proceeds from convertible notes	105,000	147,750
Proceeds from unsecured loans	-	-
Proceeds from self-liquidating notes	-	-
Repayments of advances from related parties	(96,076)	-
Repayment of promissory Notes	(42,500)	-
Repayment of convertible notes	(55,250)	(39,820)
Net cash provided by financing activities	<u>\$ 148,609</u>	<u>\$ 227,228</u>
Net (decrease) increase in cash	<u>\$ 5,890</u>	<u>-</u>
Cash and cash equivalents, beginning of period	-	-
Cash and cash equivalents , end of period	<u><u>\$ 5,890</u></u>	<u><u>\$ -</u></u>
Supplemental disclosure of cash flow information		
Cash paid for interest	<u>\$ -</u>	<u>\$ -</u>
Cash paid for taxes	<u>\$ -</u>	<u>\$ -</u>
Supplemental disclosure of non-cash financing activities		
Conversion of convertible debt into common stock	<u>\$ 333,466</u>	<u>\$ 641,703</u>
Preferred shares issued for acquisition of Maybacks		<u>\$ 7,000</u>
Preferred shares issued for acquisition of License		<u><u>\$ 5,000,000</u></u>

**AUTHENTIC HOLDINGS INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2024 AND 2023**

NOTE 1 – DESCRIPTION OF BUSINESS AND GOING CONCERN

Authentic Holdings Inc., formerly Global Fiber Technologies, Inc. ("the Company"), was incorporated in Nevada on March 25, 2005.

Originally formed as a publishing company, the Company ceased its publishing operations in or around 2007. After ceasing the publishing operations, the Company's operations consisted solely of utilizing the expertise of its board Members and outside agents to further the efforts of its advisory services business plan. In 2011, the Company changed its name to Premiere Opportunities Group, Inc.

In 2013, the Company became involved in the manufacturing and global distribution of ladies' apparel, which was discontinued in 2014. In 2014, the Company changed its name to Global Fashion Technologies, Inc.

In 2017, the Company changed its name to Eco Tek 360, Inc. In 2018, the Company began a venture for the purpose of operating as an intermediary providing an expedited trading platform for buyers and sellers to efficiently consummate fiber transactions. This venture has had no operations to date, nor did it have assets or liabilities.

In 2019, the Company changed its name to Global Fiber Technologies, Inc.

On June 18, 2019, the Company completed its acquisition of assets from A.H. Originals, Inc. ("AHO"), a corporation controlled by the same owner group of Global Fiber Technologies, Inc. The Company created a new subsidiary, Authentic Heroes, Inc. ("AHI"), to hold the purchased assets. AHI has commenced minimal operations to date.

On March 30, 2022, the Company formed a joint venture with Inventel Products LLC and Maestro Entertainment Corp. in order to produce and sell limited addition vinyl records. The joint venture has no operations to date.

On July 26, 2022, the Company filed articles of Merger with the Secretary of State of Nevada to effectuate a merger with its wholly owned subsidiary, Authentic Holdings, Inc. Shareholder approval was optional under Section 92A.180 of the Nevada Revised Statutes. As part of the merger, the Company's board of directors authorized a change in our name to "Authentic Holdings, Inc." The Company's Articles of Incorporation was amended to reflect this name change.

On April 26, 2023, the Company entered into a Membership Interest Purchase Agreement with Maybacks Global Entertainment LLC, an Arizona limited liability company ("Maybacks"), and the members of Maybacks. As a result of the transaction, Maybacks became a wholly owned subsidiary of the Company.

On June 20, 2023, the Company, closed the License Agreement with Goliath Motion Picture Promotions, where the Company acquired the licensing rights various full-length motion pictures and serial television shows for a period of 10 years. The Company plans to "tokenize" all the titles, namely 14,000 plus full-length motion pictures and serial television shows. The Company is currently using the non-tokenized library for content distribution on its own TV Network known as Maybacks Global Entertainment.

The Company has developed an non-fungible token ("NFT") platform to hold 80 million music NFTs. The Company plans on utilizing this platform across its business lines. The Company is also in the process of re-building a more fortified, secure, and user-friendly platform for storing and claiming future NFTs, as well as building a landing platform on top of our current NFT platform which will be an industry first. This platform's purpose is to help NFT investors recapture the losses incurred on certain types of projects. The Company will also start work on a project which will have its roots in the music industry that will include many artists and will be a game driven project with prizes awarded at the end of each contest period which could include free concert tickets, back-stage passes, airfare to and from the concert.

Going Concern

The accompanying financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. These financial statements do not include any adjustments relating to the recovery of the recorded assets or the classification of the liabilities that might be necessary should we be unable to continue as a going concern.

We have incurred losses since inception, resulting in accumulated deficits of \$39,358,905 and \$38,038,768 at December 31, 2024 and 2023, respectively, a working capital deficit of \$5,324,664 and \$4,998,581 as of December 31, 2024 and 2023, respectively, and future losses are anticipated. We also have debt that is currently in default. These factors, among others, raise substantial doubt about our ability to continue as a going concern.

The ability of our company to continue our operations as a going concern is dependent on management’s plans, which include the raising of capital through debt and/or equity markets with some additional funding from other traditional financing sources, including term notes, until such time that funds provided by operations are sufficient to fund working capital requirements.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The Company's consolidated financial statements have been prepared in accordance with generally accepted accounting principles in the United States of America and are presented in U.S. dollars. The Company uses the accrual basis of accounting and has adopted a December 31 fiscal year-end.

Principles of Consolidation

The accompanying consolidated financial statements include all the accounts of the Company and its wholly owned subsidiary, Maybacks Global Entertainment. All significant intercompany accounts and transactions have been eliminated.

Cash and Cash Equivalents

Cash and cash equivalents include cash on hand and investments in money market funds. The Company considers all highly liquid instruments with an original maturity of 90 days or less at the time of purchase to be cash equivalents.

Advances

Advances were provided to Inventel Products LLC for the production of vinyl records, that were to be sold through the Company’s joint venture. During 2024, Company management has determined that the advances are uncollectible and has charged other expense in the accompanying statement of operations for the year ended December 31, 2024.

Equipment

Property and equipment are stated at cost. Costs of replacements and major improvements are capitalized, and maintenance and repairs are charged to operations as incurred. Depreciation expense is provided primarily by the straight-line method over the estimated useful lives of the assets as follows:

Equipment	5 Years
Furniture and Fixtures	7 Years
Forklift	3 Years

	December 31, 2024	December 31, 2023
Furniture and Equipment	\$ 215,665	\$ 215,665
Forklift	20,433	20,433
Camera	4,022	4,022
Trident	733	733
	<u>240,853</u>	<u>240,853</u>
Less accumulated depreciation	(240,853)	(219,132)
Total Property and equipment, net of depreciation	<u>\$ -</u>	<u>\$ 21,721</u>

Depreciation expenses amounted to \$21,721 and \$46,484 for the year ended December 31, 2024, and 2023, respectively.

The long-lived assets of the Company are reviewed for impairment under ASC 360, "Property, Plant and Equipment" ("ASC 360"), whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. The recoverability of assets to be held and used is measured by comparing the carrying amount of an asset to the future undiscounted cash flows expected to be generated by the assets. If such assets are impaired, the impairment to be recognized is measured by the amount by which the carrying amount of the assets exceeds the fair value of the assets. During the year ended December 31, 2024, and 2023, no impairment losses have been identified.

Intangible Assets

The Company accounts for intangible assets (including trademarks, website and license agreements) under ASC 350 "Intangibles-Goodwill and Other" ("ASC 350"). ASC 350 requires that goodwill and other intangibles with indefinite lives be tested for impairment annually or on an interim basis if events or circumstances indicate that the fair value of an asset has decreased below its carrying value. In addition, ASC 350 requires that intangible assets be tested for impairment at the reporting unit level (operating segment or one level below an operating segment) on an annual basis and between annual tests when circumstances indicate the recoverability of the carrying amount of goodwill may be in doubt. Application of the goodwill impairment test requires judgment, including identifying reporting units, assigning assets and liabilities to reporting units, assigning goodwill to reporting units, and determining the fair value. Significant judgments required to estimate the fair value of reporting units include assessing future cash flows and determining appropriate discount rates and other assumptions. Changes in these estimates and assumptions or the occurrence of one or more confirming events in future periods could cause the actual results or outcomes to differ from such estimates materially and affect the determination of fair value and goodwill impairment at future reporting dates.

The cost of intangible assets with determinable useful lives is amortized to reflect the pattern of economic benefits consumed on a straight-line or accelerated basis over the estimated periods benefited. Patents, technology, and other intangibles with contractual terms are generally amortized over their respective legal or contractual lives. When certain events or changes in operating conditions occur, an impairment assessment is performed, and lives of intangible assets with determinable lives may be adjusted.

We amortize the cost of our intangible assets over the 5 to 15-year estimated useful life on a straight-line basis.

The following table sets forth the amortization for the intangible assets on December 31, 2024, and 2023:

	December 31, 2024	December 31, 2023
License agreement	\$ 5,015,000	\$ 5,000,000
Customer lists	7,000	7,000
Patent	12,406	12,406
Websites	11,690	10,690
Royalties	125,000	125,000
	<u>5,171,096</u>	<u>5,155,096</u>
Less accumulated amortization	(886,911)	(383,774)
	<u>\$ 4,284,185</u>	<u>\$ 4,771,322</u>

During 2024, the Company entered into a license agreement with the Salci Sports and Entertainment Group for a cash payment of \$15,000 and acquired a website from Authentic Heroes for a cash payment of \$1,000.

Amortization expense amounted to \$503,137 and \$254,151 for the year ended December 31, 2024, and 2023, respectively.

Revenue Recognition

The Company recognizes revenue from its customer contracts following *ASC 606 – Revenue from Contracts with Customers*. The Company recognizes revenues when satisfying the performance obligation of the associated contract that reflects the consideration expected to be received based on the terms of the contract.

Revenue related to contracts with customers is evaluated utilizing the following steps:

1. Identify the contract, or contracts, 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.
5. Recognize revenue when the Company satisfies a performance obligation.

The Company earns revenue from the sale of advertising on our owned Maybacks network. The Company recognizes revenue through two channels:

The Company has contracted with an agent who manages the contracting, billing and placement of ads. We have determined that a contract exists for our advertising sales arrangements once all terms and conditions are agreed upon, typically when the number of advertising units is specifically identified and scheduled by our agent. As the placement of ads is managed by an independent agent, revenue from these arrangements is recognized upon collection and remittance by our agent.

The Company has contracted with various advertising agencies, whom the Company directly bills for ads placed. The Company tracks the ad placement and bills the advertising agencies monthly. Revenues are recognized for these ads upon completion of the ad on the Company's network.

The Company recorded revenue of \$398,600 during the year ended 2024 and recorded no revenue during the year ended December 31, 2023.

Accounts Receivable

Accounts receivable are recorded following ASC 310, "*Receivables*." Accounts receivables are recorded at the invoiced amount and do not bear interest. The Company has no amount recorded as an allowance for doubtful accounts. The allowance for doubtful accounts is the Company's best estimate of probable credit losses in its existing accounts receivable. Based on management's estimate and all charges being current, the Company has not deemed it necessary to reserve for doubtful accounts at this time.

On December 31, 2024 and 2023, the Company's accounts receivable balances totaled \$201,628 and \$0, respectively.

Leases

Effective October 1, 2019, the Company adopted the Financial Accounting Standards Board's (the "FASB") Accounting Standards Update ("ASU") No. 2016-02, Leases (Topic 842) ("ASU 2016-02"), and additional ASUs issued to clarify and update the guidance in ASU 2016-02 (collectively, the "new leases standard"), which modifies lease accounting for lessees to increase transparency and comparability by recording lease assets and liabilities for operating leases and disclosing essential information about leasing arrangements. The Company adopted the new lease standard utilizing the modified retrospective transition method, under which amounts in prior periods presented were not restated for contracts existing at the time of adoption. The Company currently does not have any operating lease over one year term to require accessing (i) whether any are or contain leases, (ii) lease classification and (iii) initial direct costs.

Income Taxes

Income taxes are accounted for under the asset and liability method stipulated by ASC 740 “Income Taxes.” Deferred tax assets and liabilities are recognized for future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities, their respective tax bases and operating loss, and tax credit carryforwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years those temporary differences are expected to be recovered or settled. Under ASC 740, the effect on deferred tax assets and liabilities of a change in tax rate is recognized in income in the period that includes the enactment date. Deferred tax assets are reduced to estimated amounts to be realized using a valuation allowance. A valuation allowance is applied when in management’s view, it is more likely than not that such deferred tax asset will be unable to be utilized.

The Company adopted specific provisions under ASC Topic 740, which provide interpretative guidance for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. Effective with the Company’s adoption of these provisions, interest related to the unrecognized tax benefits is recognized in the financial statements as a component of income taxes.

The Company’s tax returns are subject to examination by the federal and state tax authorities for the years ended 2017 through 2021. In the unlikely event that an uncertain tax position exists in which the Company could incur income taxes, the Company would evaluate whether there is a probability that the uncertain tax position taken would be sustained upon examination by the taxing authorities. Reserves for uncertain tax positions would be recorded if the Company determined it is probable that a position would not be sustained upon examination or if payment had to be made to a taxing authority and the amount is reasonably estimated. As of December 31, 2024, and 2023, the Company does not believe it has any uncertain tax positions that would result in the Company having a liability to the taxing authorities.

Stock-based Compensation

We account for stock-based awards at fair value on the grant date and recognize compensation over the service period they are expected to vest. Using the Black-Scholes option pricing model, we estimate the fair value of stock options and stock purchase warrants. The estimated value of the portion of a stock-based award that is ultimately expected to vest, considering estimated forfeitures, is recognized as expense over the requisite service periods. The model includes subjective input assumptions that can materially affect the fair value estimates. The expected volatility is estimated based on the most recent historical period of other comparative securities, equal to the weighted average life of the options. The estimate of stock awards that will ultimately vest requires judgment. To the extent that actual forfeitures differ from estimated forfeitures, such differences are accounted for as a cumulative adjustment to compensation expenses and recorded in the period that estimates are revised. For the year ended December 31, 2024, and 2023, the Company incurred \$0 and \$0 for stock-based compensation, respectively.

Debt Issue Costs

The Company may pay debt issue costs in connection with raising funds through the issuance of debt whether convertible or not, or with other considerations. These costs are recorded as debt discounts and are amortized over the life of the obligation to the statement of operations as amortization of debt discount.

Original Issue Discount

In the event that the Company issues a note with an original issue discount, the original issue discount is recorded as a debt discount, reducing the face amount of the note. It is amortized over the life of the note to the statement of operations as amortization of debt discount. If the underlying note is converted, a proportionate share of the unamortized amount of the original issue discount is immediately expensed.

Research and Development Expenses

Expenditures for research and development are expensed as incurred. Research and development expenses consist of expenses paid to outside contractors related to the development of the Company’s NFT platform.

Use of Accounting Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America 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 financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Significant items subject to such estimates and assumptions include the valuation of stock-based awards issued and derivatives embedded in financial instruments. Assessments are used to determine depreciation, the valuation of non-cash issuances of common stock, stock options, and warrants, and valuing convertible notes for beneficial conversion features, among others.

Fair Value

FASB ASC 820, *Fair Value Measurements and Disclosures* (“ASC 820”) establishes a framework for all fair value measurements and expands disclosures related to fair value measurement and developments. ASC 820 defines fair value as the price received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

ASC 820 requires that assets and liabilities measured at fair value are classified and disclosed in one of the following three categories:

Level 1—Quoted market prices for identical assets or liabilities in active markets or observable inputs.

Level 2—Significant other observable inputs that observable market data can corroborate; and

Level 3—Significant unobservable inputs that observable market data cannot corroborate.

The following table summarizes fair value measurements by level on December 31, 2024, and 2023, measured at fair value on a recurring basis:

December 31, 2024	Level 1	Level 2	Level 3	Total
Liabilities				
Derivative Liabilities	\$ -	\$ -	\$ 1,137,119	\$ 1,137,119
December 31, 2023	Level 1	Level 2	Level 3	Total
Liabilities				
Derivative Liabilities	\$ -	\$ -	\$ 1,633,052	\$ 1,633,052

The concentration of Credit Risk

The carrying value of short-term financial instruments, including cash, restricted cash, trade accounts receivable, accounts payable, accrued expenses, and short-term debt, approximates the fair value of these instruments. These financial instruments generally expose the Company to limited credit risk and have no stated maturity or have short-term maturities and carry interest rates that approximate the market. The Company maintains cash balances at financial institutions insured by the FDIC. On December 31, 2024, and December 31, 2023, the Company had no amounts above the FDIC limit.

New Accounting Pronouncements

The Company assesses new accounting standards on an ongoing basis.

In 2023, the FASB issued ASU 2023-07, *Segment Reporting (Topic 280)*: Improvements to Reportable Segment Disclosures, which expands the segment reporting disclosures and requires disclosure of segment expenses that are regularly provided to the chief operating decision maker (CODM) and included within each reported measure of segment profit or loss, amounts and description of its composition for other segment items, and interim disclosure of a reportable segment's profit or loss and assets. Additionally, the amendments require the disclosure of the title and position of the CODM and an explanation of how the CODM uses the reported measure(s) of segment profit or loss in assessing performance and deciding how to allocate resources. The new standard is effective for fiscal years beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024, on a retrospective basis. Early adoption is permitted. The Company has adopted this ASU and has included the required disclosures within these financial statements. See Note 12, *Segment Reporting* for additional information.

Management does not believe that any other recently issued, but not yet effective, accounting pronouncements, if adopted, would have a material effect on the accompanying consolidated financial statements.

NOTE 3 – CAPITAL STOCK**Preferred Stock***Series B Preferred Stock*

The Company has designated a "Class B Convertible Preferred Stock" (the "Class B Preferred"). The number of authorized shares totals 1,000,000, and the par value is \$0.001 per share. The Class B Preferred shareholders vote together with the common stock as a single class. The holders of Class B Preferred are entitled to receive all notices relating to voting as are required to be given to the holders of the Common Stock. The holders of Class B Preferred shares shall be entitled to 10,000 votes per share. The Class B Preferred Stock will have the rights to liquidation as all classes of the Company's Common Stock. The Class B Preferred stockholders are entitled to receive non-cumulative dividends at 8% per annum, accrued daily. The Corporation shall redeem Class B Preferred Stock for 100% of the original purchase price plus the amount of cash dividends accrued on the earlier of 6 months from the date of issuance, or the date that the Corporation received its funding from any outside source in conjunction with a merger, reverse merger or any change of control. In the event of any liquidation, dissolution, or winding up of the Corporation, either voluntary or involuntary, the holders of the Class B Preferred Stock shall be entitled to receive, prior and in preference, any distribution of any assets of the Corporation to the holders of the Common Stock, the amount of \$0.035 per share plus any accrued but unpaid dividends. On December 31, 2024 and 2023, there were 400,000 and 200,000 shares of Series B Preferred Stock issued and outstanding, respectively.

Series C Preferred Stock

On April 26, 2023, the Board of Directors created, out of the available shares of preferred stock, par value \$0.001 per share, a series of preferred stock known as "Series C Preferred Stock" consisting of 100,000 shares.

Under the terms of the Certificate of Designation for the Series C Preferred Stock, the shares shall not accrue nor pay dividends except as declared by the board of directors in its sole discretion. The Series C Preferred Stock shall rank *pari passu* with the Series B Preferred Stock and common stock in respect of the preferences as to dividends, distributions and payments upon liquidation, dissolution and winding up of the Company.

The outstanding shares of Series C Preferred Stock shall automatically convert into shares of our common stock upon the following occurrences:

- Upon the two-year anniversary of the filing of the Certificate of Designation with the State of Nevada, 25% of the shares of Series C Preferred Stock held by any Holder of record of Series C Preferred Stock shall be automatically converted into Common Stock at a ratio of one hundred shares of Common Stock for each share of Series C Preferred Stock.
- Upon achievement by Maybacks of reaching 40 channels, 50% of the shares of Series C Preferred Stock held by any Holder of record of Series C Preferred Stock shall be automatically converted into Common Stock at a ratio of one hundred shares of Common Stock for each share of Series C Preferred Stock.
- Upon the achievement by Maybacks of reaching the first \$250,000 in "net ad revenue" (post ad agency payout), 2.5% of the shares of Series C Preferred Stock held by any Holder of record of Series C Preferred Stock shall be automatically converted into Common Stock at a ratio of one hundred shares of Common Stock for each share of Series C Preferred Stock.

- After the achievement by Maybacks of reaching the first \$250,000 in “net ad revenue” (post ad agency payout), for each successive nine (9) times that Maybacks achieves \$250,000 in “net ad revenue” (post ad agency payout), 2.5% of the shares of Series C Preferred Stock held by any Holder of record of Series C Preferred Stock shall be automatically converted into Common Stock at a ratio of one hundred shares of Common Stock for each share of Series C Preferred Stock.

In the event that the Company goes through a “Change of Control” event, the foregoing milestone achievements above shall be deemed accomplished and all rights to the shares of Common Stock shall immediately vest prior to the close of such Change of Control event.

On December 31, 2024 and 2023, there were 100,000 and 100,000 shares of Series C Preferred Stock issued and outstanding, respectively.

Series D Preferred Stock

On June 20, 2023, the Board of Directors created, out of the available shares of preferred stock, par value \$0.001 per share, a series of preferred stock known as “Series D Preferred Stock” consisting of 100,000 shares.

Under the terms of the Certificate of Designation for the Series D Preferred Stock, the shares shall not accrue nor pay dividends except as declared by the board of directors in its sole discretion. The Series D Preferred Stock shall not have voting rights except as it pertains to altering the rights associated with the Series D Preferred Stock. The Series D Preferred Stock shall have a stated value of \$50 per share (the “Stated Value”) and each share shall be entitled to a preference over the common stock, the Series B Preferred Stock, and the Series C Preferred Stock of the Stated Value upon the liquidation, dissolution and winding up of the Company. Each share of Series D Preferred Stock shall be convertible, at any time after three years of issuance or immediately in the event of a change in control at the option of the Holder thereof, into that number of shares of common stock (subject to a beneficial ownership limitation of up to 9.99%) determined by dividing the Stated Value by the Conversion Price, which is closing price of the common stock of the Company on the OTC, on the day immediately prior to the conversion. The Company has the right to redeem the Series D Preferred Stock after five years by making a payment of cash equal to 106% of the sum of an amount equal to the total number of Series D Preferred Stock held by the Holder multiplied by the Stated Value. In the event of a change in control, the company shall redeem the outstanding shares of Series D Preferred Stock by making payment in cash using the same formula.

On December 31, 2024 and 2023, there were 100,000 and 100,000 shares of Series D Preferred Stock issued and outstanding, respectively.

“Series Z Preferred Stock”

Under the terms of the Certificate of Designation for the Series Z Preferred Stock, the shares shall not accrue nor pay dividends except as declared by the board of directors in their sole discretion. The Series Z Preferred Stock shall have the same voting rights as the Common Stock, but on a one hundred-to-one basis (100:1). In the event of any liquidation, dissolution, or winding up of the Company, whether voluntary or involuntary, the holders of the Series Z Preferred then outstanding shall be entitled to be paid out of the assets of the Company available for distribution to its shareholders, before any payment or declaration and setting apart for payment of any amount shall be made in respect of any outstanding capital stock of the Company, an amount equal to \$25.00 per share, plus the Redemption provision then all the assets of the Company available to be distributed shall be distributed ratably to the holders of the Series Z Preferred and then to the holders of other outstanding shares of capital stock of the Company. If upon any liquidation, dissolution, or winding up of the Company, whether voluntary or involuntary, the assets to be distributed to the holders of the Series Z Preferred shall be insufficient to permit the payment to the holders thereof the full preferential amount as provided herein, then such available assets shall be distributed ratably to the holders of the Series Z Preferred. Each share of Series Z Preferred shall be convertible at a fifty (50%) discount to the closing stock price of Authentic Holdings Inc., on the day the Holder gives notice to the Company at the option of the holder(s), on the Conversion Basis in effect at the time of conversion. Such right to convert shall commence as of the Issue Date and shall continue thereafter for a period of one (1) year, such period ending on the tenth anniversary of the Issue Date

On December 31, 2024, and 2023, there were 5,442 and 0 shares of Series Z Preferred Stock issued and outstanding, respectively. During the year ended December 31, 2024, the Company issued 5,442 shares of Series Z preferred shares for net proceeds of \$136,030.

Common Stock

As of December 31, 2024, and 2023, the Company had 2,262,255,848 and 2,024,420,237 shares of its \$0.001 par value common stock issued and outstanding, respectively.

During the year ended December 31, 2024, the Company issued common shares as follows:

- Issued 237,835,611 shares of common stock for the conversion of notes valued at \$313,460; and
- Issued 35,700 commitment shares for cash amounting to \$35,700.

During the year ended December 31, 2023, the Company issued common shares as follows:

- Issued 15,555,556 shares of common stock for cash amounting to \$35,000; and
- Issued 451,467,019 shares of common stock for the conversion of notes values as \$641,503.

Common Stock Issuable

As of December 31, 2024 and 2023, the Company had 52,200,000 and 16,500,000 shares of its \$0.001 par value common stock to be issued, respectively.

Stock Options

There were no stock options issued by the Company during the years ended December 31, 2024 and 2023.

NOTE 4 – NOTES PAYABLE**Unsecured Notes Payable**

Unsecured notes consist of various notes accruing interest ranging from 5% to 17%. All notes are currently in default. The following summarizes these notes:

	December 31,	
	2024	2023
Unsecured notes payable	\$ 99,700	\$ 99,700
Accrued interest	65,235	60,250
	<u>\$ 164,935</u>	<u>\$ 159,950</u>

Convertible Notes Payable

As of December 31, 2024, and 2023 convertible notes outstanding \$1,338,536 and \$1,338,536 respectively.

	December 31	
	2024	2023
Principal balances	\$ 1,044,313	\$ 1,166,738
Discount	(1,209)	(92,000)
Accrued Interest	470,632	168,505
	<u>\$ 1,513,737</u>	<u>\$ 1,243,243</u>

During the year ended December 31, 2024, the Company received proceeds of \$50,000 from two convertible promissory notes, maturing in 2026. The notes bear interest of 18%, with a penalty rate of 25%. These notes are convertible at a fixed conversion price of \$0.0005. These agreements include royalty agreements for Maybacks, wherein the Company agrees to pay 2.50% of gross sales. During the year ended December 31, 2024, the Company recognized \$19,930 in accrued royalties for the two convertible promissory notes. During the year ended December 31, 2024, the Company repaid \$1,000 of the principal amount due to the two convertible promissory note holders.

During the year ended December 31, 2024, the Company received proceeds of \$55,000 from a convertible note, maturing in 2025. The note bears interest 10%, with a penalty rate of 24%. This note is convertible at a fixed conversion price of \$0.0005, unless in default. Provided that an Event of Default continues for not less than 21 days, the Holder may elect to use the lower of (i) the Fixed Price of \$0.0005 or (ii) the lowest traded price of the Company Common Stock during the prior 21-day trading period.

On December 31, 2024, convertible notes with face values of \$1,403,428 were in default.

Secured Promissory Note

During 2024, the Company entered into two secured promissory notes totaling \$76,500. The notes do not bear interest and no stated maturity date. During the year ended December 31, 2024, the Company repaid a total of \$17,500 of the principal amounts due on the two secured promissory notes.

On June 30, 2023, the Company entered into a secured promissory note for \$40,000. The note bears interest at 5% per annum and was due on December 31, 2023. The maturity date was subsequently extended to October 4, 2025. The Company granted a security interest in all its assets to the noteholder. On December 31, 2024, and 2023, the Company had \$3,061 and \$1,022, respectively, in accrued interest on the secured promissory note.

The following notes are secured by the assets of the Company on December 31:

	2024	2023
Secured Notes Payable	\$ 116,500	\$ 40,000
Accrued Interest	3,061	1,022
Repayments	(17,500)	-
	<u>\$ 102,061</u>	<u>\$ 41,022</u>

Self-Liquidating Promissory Notes

Self-liquidating promissory notes consist of various notes accruing interest at 5%. The following summarizes these notes:

	December 31, 2024	December 31, 2023
Self-liquidating promissory notes	\$ 100,000	\$ 150,000
Accrued interest	33,333	42,500
	<u>\$ 133,333</u>	<u>\$ 192,500</u>

NOTE 5 – DERIVATIVE LIABILITIES

The Company analyzed the conversion option for derivative accounting consideration under ASC 815, “*Derivatives and Hedging*,” and determined that the convertible notes should be classified as a liability since the conversion option becomes effective at issuance resulting in there being no explicit limit to the number of shares to be delivered upon settlement of the above conversion options. The Company accounts for convertible notes and warrants as a derivative liability due to there being no explicit limit to the number of shares to be delivered upon settlement of all conversion options.

The following table summarizes the derivative liabilities included in the balance sheet on December 31, 2024:

Fair Value Measurements Using Significant Observable Inputs (Level 3)

Balance - December 31, 2022	\$ 1,608,485
Net Loss (gain) on change in fair value of the derivative	24,567
Balance - December 31, 2023	<u>\$ 1,633,052</u>
Net Loss (gain) on change in fair value of the derivative	(495,933)
Balance - December 31, 2024	<u><u>\$ 1,137,119</u></u>

NOTE 6 – ACQUISITIONS

Maybacks Global Entertainment LLC

On April 26, 2023, the “Company entered into a Membership Interest Purchase Agreement with Maybacks Global Entertainment LLC, an Arizona limited liability company (“Maybacks”), and the members of Maybacks. As a result of the transaction, Maybacks became a wholly owned subsidiary of the Company.

In accordance with the terms of the Purchase Agreement, at the closing an aggregate of 100,000 shares of the Company’s newly created Series C Preferred Stock were issued to the holders of Maybacks in exchange for their membership interests of Maybacks.

The Purchase Agreement includes a funding obligation, which requires the Company to provide capital to fund the monthly expenses of Maybacks.

Maybacks is a 27 station network whose programming is carried by Roku, Direct TV, Local Now and many other platforms giving it an FCC reach of over 450,000,000 worldwide. On the acquisition date, Maybacks did not have any tangible assets or liabilities.

Goliath Motion Picture Promotions

On June 20, 2023, the Company, closed a License Agreement with Goliath Motion Picture Promotions (“Goliath”).

On the Closing Date, the Company licensed various full-length motion pictures and serial television shows for a period of 10 years. In exchange for the license, the Company issued to the Seller 100,000 shares of the Company’s Series D Preferred Stock, par value \$0.001 with stated value of \$50 per share.

As a result of the Purchase Agreement and the acquisition of the Assets, the Company plans to “tokenize” all the titles, namely 14,000 plus full-length motion pictures and serial television shows. The Company is currently using the non-tokenized library for content distribution on its own Maybacks TV Network.

Estimated future amortization for the above acquisitions are as follows:

	Maybacks Customers	Goliath License	Total
2025	\$ 700	\$ 500,000	\$ 500,700
2026	700	500,000	500,700
2027	700	500,000	500,700
2028	700	500,000	500,700
2029	700	500,000	500,700
	<u>3,500</u>	<u>2,500,000</u>	<u>2,503,500</u>
Thereafter	2,450	1,750,000	1,752,450
	<u>\$ 5,950</u>	<u>\$ 4,250,000</u>	<u>\$ 4,255,950</u>

NOTE 7 – RELATED PARTY TRANSACTIONS

On December 31, 2024, and 2023, the Company had accumulated balances due its President, Chris Giordano and its CEO, Paul Serbiak in the amounts of \$479,533 and \$560,799, respectively. During 2024, the Company received \$14,831 in new advances from related parties for operating expenses and repaid \$96,077. During 2023, the Company received net cash proceeds of \$182,593 from its CEO Paul Serbiak and President Chris Giordano for operating expenses.

Promissory Notes Payable – related party

On June 18, 2019, the Company issued a promissory note at a principal amount of \$447,150 as part of the consideration for the acquisition of assets from AH Originals, Inc., a corporation controlled by the same owner-group of Global Fiber Technologies, Inc. The promissory note bears 3% interest per annum and has a one-year term with eight options to extend the maturity date for three-month periods. Accrued interest on December 31, 2024, and 2023 amounted to \$75,224 and \$61,809, respectively.

Convertible Notes Payable – related party

In August 2015, the Company issued an unsecured promissory note to an investor in the amount of \$50,000, convertible to common stock at \$1.00 per share. The note bears an interest rate of 8% per annum and matured on August 8, 2016. The note is currently unpaid and in default. The note does not contain a beneficial conversion feature. Accrued interest on December 31, 2024 and 2023 amounted to \$39,568 and \$37,068, respectively.

Related Party Loans

The Company received a loan from its' CEO Paul Serbiak totaling \$210,534, plus accrued interest of \$71,291 and \$63,923 on December 31, 2024, and 2023, respectively. The Company incurred interest expense of \$7,369 and \$8,544, respectively.

Balances of all loans due to related parties as of December 31, 2024:

	Principal	Accrued Interest	Total
Promissory note - related party	\$ 447,150	\$ 75,224	\$ 522,374
Convertible notes – Related party	50,000	39,568	89,568
Related Party Loans	210,533	71,292	281,825
Total Related Parties Loans	<u>707,684</u>	<u>186,084</u>	<u>\$ 893,767</u>

On December 31, 2024, related party loans with a face value of \$447,150 were in default.

Accrued Compensation

The Company had \$588,751 and \$501,250 in accrued compensation due to current and former management on December 31, 2024, and 2023, respectively. Management has waived compensation for the nine months ended September 30, 2024, and year ended December 31, 2023. Beginning in October 2024, the Company began accruing a salary expense of \$350,000 per annum for the Chris Giordano, the Company President.

Total increase of \$26,422 compared to previous year’s total related party loans of \$870,483 primarily due to accrued interest for the year ended December 31, 2024.

NOTE 8 – LEASES

The Company’s right-of-use assets under operating lease for an office premises expired on October 1 and the lease was not renewed. There are no lease liabilities balances as of December 31, 2024.

The company currently does not have any long-term operating lease. Our operating lease expenses amounted to \$0 and \$0 for the years ended December 31, 2024 and 2023, respectively.

NOTE 9 – INCOME TAXES

The Company provides for income taxes under ASC 740, “*Income Taxes*.” Under the asset and liability method of ASC 740, deferred tax assets and liabilities are recorded based on the differences between the financial statement and tax basis of assets and liabilities and the tax rates in effect when these differences are expected to reverse. A valuation allowance is provided for certain deferred tax assets if it is more likely than not that the Company will not realize tax assets through future operations.

The components of the Company’s deferred tax asset and reconciliation of income taxes computed at the statutory rate to the income tax amount recorded as of December 31, 2024, and 2023, are as follows:

	December 31, 2024	December 31, 2023
Net operating loss carryforward	\$ 39,358,905	\$ 38,038,768
Effective tax rate	21%	21%
Deferred tax asset	8,265,370	7,988,141
Less: Valuation allowance	\$ (8,265,370)	\$ (7,988,141)
Net deferred asset	\$ -	\$ -

As of December 31, 2024, the Company had approximately \$39 million in net operating losses (“NOLs”) that may be available to offset future taxable income, which begin to expire between 2029 and 2039. NOLs generated in tax years prior to December 31, 2017, can be carryforward for twenty years, whereas NOLs generated after December 31, 2017, can be carryforward indefinitely. In accordance with Section 382 of the U.S. Internal Revenue Code, the usage of the Company’s net operating loss carry forwards is subject to annual limitations following greater than 50% ownership changes. Tax returns for the years ended 2019 through 2024 are subject to review by the tax authorities.

NOTE 10 – COMMITMENTS AND CONTINGENCIES

Litigation

The Company is a party to the following three pending litigation matters. The Company does not believe it has any liability, nor has it accrued any liability as of December 31, 2024, and 2023 for the following:

One matter is entitled *Randazzo LLC v. Avani Holdings LLC & Global Fashion Technologies, Inc.* The plaintiff initiated this litigation to evict Avani Holdings LLC from its rented premises in California and to recover unpaid rent. The Company does not operate outside the premises and has never signed any leases or other documents with the plaintiff. A judgment of eviction was entered, but the Company does not operate out of the premises in question and therefore did not appear in the matter to oppose the judgment of eviction. The plaintiff is also seeking unpaid rent in the amount of \$26,595.

The second matter is entitled *Patricia Witthuhn v. Global Fashion Technologies, Inc.* The plaintiff initiated this litigation to collect wages allegedly due pursuant to her employment with Avani Holdings LLC. The Company never hired Ms. Witthuhn and never acquired Avani Holdings, LLC. Consequently, there is no legitimate cause of action against the Company. However, the Company cannot hire outside counsel for this litigation due to cash flow constraints. The amount being sought by the plaintiff is approximately \$15,000.

The third matter is entitled *William Corso v. Global Fashion Technologies, Inc.* The plaintiff initiated this litigation to collect wages allegedly due pursuant to his employment with Avani Holdings LLC. The Company never hired Mr. Corso and never acquired Avani Holdings, LLC. Consequently, there is no legitimate cause of action against the Company. However, the Company cannot hire outside counsel for this litigation due to cash flow constraints. The amount being sought by the plaintiff is approximately \$40,000.

Employment Agreements

At the present time we are not paying our officers and directors compensation. We have the following employment agreements with our executive officers. At the end of 2020 these executive officers agreed to waive payment of compensation for 2020 and for the foreseeable future.

On December 30, 2016 we entered into an employment agreement with Paul Serbiak, our CEO and Treasurer, wherein Mr. Serbiak will begin to earn a salary upon our company receiving funding from a potential private placement, while also being granted both vested and incentive-based stock options. Specifically, the base salary for Mr. Serbiak shall initially be set at \$90,000 per year but has the potential to incrementally increase up to \$200,000 per year based on the Company achieving certain revenue goals. Moreover, Mr. Serbiak's contract provides for a minimum annual bonus of thirty-percent (30%) of his base salary, but gives the Company the discretion to award an annual bonus of up to three-hundred-percent (300%) of his base salary. As a signing bonus, Mr. Serbiak received 1,500,000 options to purchase shares of the Company's common stock that are exercisable for a period of ten years at the market close price on December 31, 2016. In addition, Mr. Serbiak's contract provides for up to ten incentive stock option awards of 1% of the shares of common stock outstanding \$1,000,000 in net income received by the Company over the next ten years. Such options would be exercisable at the closing bid price for the ten days preceding the Company's achievement of each award milestone.

On February 14, 2017, we entered into an employment agreement with Christopher Giordano, our President, wherein Mr. Giordano will begin to earn a salary upon our company receiving funding from a potential private placement, while also being granted both vested and incentive-based stock options. Specifically, his salary shall not be earned or payable until such time that the Company raises at least \$2,000,000 in a private placement. The base salary for Mr. Giordano shall initially be set at \$90,000 per year but has the potential to incrementally increase up to \$200,000 per year based on the Company achieving certain revenue goals. In October 2024, the Company increased Mr. Giordano's annual salary to \$350,000. Moreover, Mr. Giordano's contract provides for a minimum annual bonus of thirty-percent (30%) of his base salary, but gives the Company the discretion to award an annual bonus of up to two-hundred-percent(200%) of his base salary. As a signing bonus, Mr. Giordano received 250,000 options to purchase shares of the Company's common stock that are exercisable for a period of five years at a strike price of \$0.50 per share. In addition, Mr. Giordano's contract provides for up to ten incentive stock option awards of 0.75% of the shares of common stock outstanding per \$1,000,000 in net income received by the Company over the next ten years. Such options would be exercisable at the closing bid price for the ten days preceding the Company's achievement of each award milestone.

NOTE 11– NET LOSS PER SHARE

Potentially dilutive securities are excluded from the calculation of net loss per share when their effect would be anti-dilutive. For all periods presented in the consolidated financial statements, all potentially dilutive securities have been excluded from the diluted share calculations as they were anti-dilutive as a result of the net losses incurred for the respective periods. Accordingly, basic shares equal diluted shares for all periods presented.

Potentially dilutive securities were comprised of the following:

	December 31, 2024	December 31, 2023
Warrants	-	11,000,000
Options	-	2,700,000
Convertible notes payable, including accrued interest	1,286,698,780	2,419,329,215
	<u>1,286,698,780</u>	<u>2,433,029,215</u>

During 2024, warrants and options of 11,000,000 and 2,700,000 dilutive shares, respectively, expired.

NOTE 12 – SEGMENT REPORTING

ASC Subtopic 280-10, “Segment Reporting,” establishes standards for reporting information about operating segments. Operating segments are defined as components of an enterprise about which separate financial information is available. This information is regularly evaluated by the chief operating decision maker (“CODM”) to allocate resources and assess performance. The Company’s Chief Executive Officer serves as the CODM, and reviews financial information on an operating segment basis to make operational decisions and assess financial performance. The Company operates as one segment. The accounting policies of the Company’s segment are the same as those described in the summary of significant accounting policies.

The CODM assesses performance at a consolidated level and decides how to allocate resources based on consolidated net income. The measure of segment assets is reported on the balance sheet as total consolidated assets.

The following table summarizes the Company's revenues, net income (loss) and significant expenses.

	<u>2024</u>	<u>2023</u>
Revenues	\$ 398,600	\$ -
Cost of revenues	127,307	-
Gross Profit	<u>271,293</u>	<u>-</u>
Operating Expenses		
General and administrative	377,267	173,072
Depreciation and Amortization	524,858	300,635
Professional and Legal Fees	90,668	130,345
Research and Development	4,427	56,858
Total Operating Expenses	<u>997,220</u>	<u>660,910</u>
Income/(Loss) from Operations	(725,927)	(660,910)
Other Income/(Expense)		
Income (loss) on change in fair value of derivative liabilities	495,933	(24,567)
Derivative expense	-	(239,028)
Gain/(Loss) on settlement of notes	(170,813)	(452,472)
Gain/(Loss) on settlement of license agreements	-	125,000
Interest expense and financing costs	(271,672)	(318,796)
Interest expense - related parties	(22,658)	(25,647)
Other Expense	<u>(625,000)</u>	<u>(62,035)</u>
Total Other Expense	(594,210)	(997,545)
Net Income (Loss)	<u>\$ (1,320,137)</u>	<u>\$ (1,658,455)</u>

NOTE 13 – SUBSEQUENT EVENTS

The Company had evaluated subsequent events for recognition and disclosure as of April 14, 2025, when the financial statements were available to be issued.

On March 13, 2025, the Company entered into a Debt Exchange Agreements with each of Chris Giordano, our President and Director, and Paul Serbiak, our Chief Executive Officer and Director, pursuant to which they converted an aggregate of \$2,000,000 in debt held by the Company. Under his Debt Exchange Agreement, Mr. Giordano shall convert up to a total of \$1,500,000 in debt into fifty thousand nine hundred and ten (50,910) shares of our newly created Series E Preferred Stock, three hundred and fifty million (350,000,000) shares of our common stock, and a Secured Promissory Note issued by our company, in the principal amount of two hundred and twenty-seven thousand two hundred and nine (\$227,209) United States dollars. Under his Debt Exchange Agreement, Mr. Serbiak shall convert up to a total of \$500,000 in debt into twenty-nine thousand ninety (29,090) shares of our Series E Preferred Stock, thirty-five million (35,000,000) shares of our common stock, and a Secured Promissory Note issued by our company, in the principal amount of twenty-two thousand seven hundred and two (\$22,702) United States dollars.

On April 7, 2025, but effective as of October 1, 2024, the Company and Chris Giordano, our President and Director, executed an Employment Agreement the ("Agreement"). Under the terms of the Agreement, the Company will compensate Chris Giordano for the duties performed by him as the Company's President and Director by payment of a base salary of \$350,000.00, payable in monthly installments, and Chris Giordano's base salary will never be less than the base salary of the highest paid employee for the duration of the term of this Agreement. Subject to certain conditions as set forth in the Agreement, the Company will employ Chris Giordano for an initial three-year period beginning on October 1, 2024, and ending on September 30, 2027. The initial term shall be automatically renewed for an additional one year term, subject to certain conditions as specified in the Agreement.

During the period January 1, 2025 through April 10, 2025 the Company issued 9,838,450 shares of its common stock for debt conversions.

Exhibit Number	Description	Incorporated by Reference		
		Form	Exhibit	Filing Date
(3)	(i) Articles of Incorporation (ii) Bylaws			
3.1	Articles of Incorporation, as filed with the Nevada Secretary of State	SB-2	3.1	November 29, 2005
3.2	Articles of Merger	8-K	3.1	December 12, 2022
3.3	Certificate of Designation for Series C Preferred	8-K	3.1	April 28, 2023
3.4	Amended and Restated Certificate of Designation for Series B Convertible Preferred	8-K	3.1	June 28, 2023
3.5	Certificate of Designation for Series D Preferred	8-K	3.2	June 28, 2023
3.6	Certificate of Designation for Series E Preferred Stock	8-K	3.1	March 14, 2025
3.7	First Amended and Restated By-Laws of Premiere Publishing Group, Inc. dated December 14, 2007	8-K	3.1	December 12, 2007
(4)				
4.1	Description of Registrant's securities			
4.2	Secured Promissory Note	8-K	4.1	March 14, 2025
4.3	Secured Promissory Note	8-K	4.2	March 14, 2025
(10)				
10.1	License Agreement	8-K	10.1	May 4, 2022
10.2	Membership Interest Purchase Agreement	8-K	2.1	April 28, 2023
10.3	Asset Purchase Agreement	8-K	2.1	June 28, 2023
10.4	Debt Exchange Agreement with Giordano	8-K	10.1	March 14, 2025
10.5	Debt Exchange Agreement with Serbiak	8-K	10.2	March 14, 2025
10.6	Employment Agreement with Giordano			
(14)	Code of Ethics			
14.1	Code of Ethics	10-KSB	14.1	April 14, 2008
(21)	Subsidiaries of Registrant			
21.1	Trident Merchant Group, Inc., a Nevada corporation (wholly owned)			
21.2	Progressive Fashions Inc., a Nevada corporation (wholly owned)			
21.3	Leading Edge Fashion, LLC (majority owned)			
21.4	Pure361, LLC (majority owned)			
21.5	Eco Chain 360, Inc. (majority owned)			
(31)	Rule 13a-14 (d)/15d-14d) Certifications			
31.1*	Section 302 Certification by the Principal Executive Officer			
31.2*	Section 302 Certification by the Principal Financial Officer and Principal Accounting Officer			
(32)	Section 1350 Certifications			
32.1**	Section 906 Certification by the Principal Executive Officer			
32.2**	Section 906 Certification by the Principal Financial Officer and Principal Accounting Officer			
101**	Interactive Data File			
101.INS	Inline XBRL Instance Document			
101.SCH	Inline XBRL Taxonomy Extension Schema Document			
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document			
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document			
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document			
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document			

* Filed herewith.

** Furnished herewith

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereto duly authorized.

Authentic Holdings, Inc.

(Registrant)

Dated: April 15, 2025

/s/ Christopher Giordano

Christopher Giordano

President, and Director

(Principal Executive Officer)

Dated: April 15, 2025

/s/ Paul Serbiak

Paul Serbiak

CEO, Treasurer, Director and Secretary

(Principal Financial Officer and

Principal Accounting Officer)

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Dated: April 15, 2025

/s/ Christopher Giordano

Christopher Giordano

President, and Director

(Principal Executive Officer)

Dated: April 15, 2025

/s/ Paul Serbiak

Paul Serbiak

CEO, Treasurer, Director and Secretary

(Principal Financial Officer and

Principal Accounting Officer)

Dated: April 15, 2025

/s/ Scott Todd

Scott Todd

Director