



FASTPENCIL, INC.  
CONSOLIDATED FINANCIAL STATEMENT FOR THE PERIOD ENDED  
AUGUST 31, 2019

WITH ACCOUNTANT'S COMPILATION REPORT

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*Stein, Feldman & Sampson, LLC*  
*Certified Public Accountants*

**Accountant's Compilation Report**

To Management  
FastPencil, Inc

Management is responsible for the accompanying consolidated financial statements of FastPencil, Inc. and subsidiary (collectively, the "Company"), which comprise the consolidated balance sheet as of August 31, 2019, and the related consolidated statements of income, statement of equity and statement of cash flows for the year then ended, and the related notes to the financial statements in accordance with accounting principles generally accepted in the United States of America. We have performed a compilation engagement in accordance with Statements of Standards for accounting and Review Services promulgated by the Accounting and Review Services Committee of the AICPA. We did not audit or review the financial statements nor were we required to perform any procedures to verify the accuracy of completeness of the information provided by management. Accordingly, we do not express an opinion, a conclusion, nor provide any form of assurance on the financial statements.

STEIN, FELDMAN & SAMPSON, LLC  
November 2, 2020

<b>FASTPENCIL, INC</b>	
<b>CONSOLIDATED BALANCE SHEET</b>	
<b>AUGUST 31, 2019</b>	
<b><u>ASSETS</u></b>	
Current Assets	
Cash	\$ 102,842
Accounts receivable	44,128
Inventory	<u>12,245</u>
Total Current Assets	<u>159,215</u>
Fixed Assets, net of depreciation	-
Other Assets	
Intangible asset	3,414,889
Transaction cost	300,983
Accumulated amortization	<u>(862,373)</u>
Total Other Assets	<u>2,853,499</u>
Total Assets	<u>\$ 3,012,714</u>
<b><u>LIABILITIES &amp; STOCKHOLDERS' EQUITY</u></b>	
Current Liabilities	
Accounts payable	236,452
Accrued interest	252,832
Accrued royalties	203,727
Credit cards payable	<u>59,418</u>
Total Current Liabilities	<u>752,429</u>
Long-term Liabilities	
Loans payable	940,026
Notes payable	<u>1,335,000</u>
Total Liabilities	<u>\$ 3,027,455</u>
Stockholders' Equity	
Capital stock	219
Additional pain in capital	7,164,981
Retained earnings	<u>(7,179,914)</u>
Total Equity	<u>(14,714)</u>
Total Liabilities & Equity	<u>\$ 3,012,741</u>

See independent accountant's compilation report and accompanying notes to financial statements

**FASTPENCIL, INC**  
**CONSOLIDATED STATEMENT OF INCOME**  
**FOR THE YEAR ENDED AUGUST 31, 2019**

Income	\$	601,525
Cost of Income	\$	<u>542,464</u>
Gross Profit	\$	59,061
Expenses:		
Advertising	\$	18,840
Amortization		235,956
Dues & Subscriptions		8,150
Employee benefits		11,149
Insurance		3,850
Interest expense		125,970
Management fees		32,562
Meals & entertainment		373
Merchant fees		11,497
Office expenses		24,524
Outside services		51,771
Payroll expense		174,314
Professional fees		57,201
Rent		19,682
Royalties		91,412
Taxes		13,829
Telephone		4,487
Travel		<u>2,198</u>
Total Expenses	\$	<u>887,765</u>
Net Income	\$	<u><u>(828,704)</u></u>

See independent accountant's compilation report and accompanying notes to financial statements

**FASTPENCIL, INC**  
**CONSOLIDATED STATEMENT OF EQUITY**  
**AUGUST 31, 2019**

	Common Stock		Preferred Stock		Additional Paid-In Capital	Retained Earnings (Accumulated Deficit)	Total
	Shares	Amount	Shares	Amount			
	Beginning Balance, August 31, 2018	14,811,570	\$ 1,481	-			
Debt Conversion	17,525,000	1,753	-	-	1,723,247	-	\$ 1,725,000
Stock Awards	13,650,000	1,365	-	-	-	-	\$ 1,365
Stock Split (21 for 1)	(43,796,732)	(4,380)	-	-	4,380	-	\$ -
Net Income	-	-	-	-	-	(828,704)	\$ (828,704)
Ending Balance, August 31, 2019	<u>2,189,838</u>	<u>\$ 219</u>	<u>-</u>	<u>\$ -</u>	<u>\$ 7,164,981</u>	<u>\$ (7,179,914)</u>	<u>\$ (14,714)</u>

See independent accountant's compilation report and accompanying notes to financial statements.

**FASTPENCIL, INC**  
**CONSOLIDATED STATEMENT OF CASHFLOWS**  
**FOR THE YEAR ENDED AUGUST 31, 2019**

**CASH FLOWS FROM OPERATING ACTIVITIES:**

Net Loss	\$	(828,704)
Adjustment to reconcile net income to net cash provided by operating activities:		
Amortization expense		235,956
(Increase) decrease in assets:		
Accounts receivable		12,546
Inventory		4,371
Increase (decrease) in liabilities:		
Accounts payable		(259,513)
Credit cards payable		(2,550)
Accrued royalties		48,720
Accrued interest		152,832

**CASH USED FOR OPERATING ACTIVITIES** (636,342)

**CASH FLOWS FROM INVESTING ACTIVITIES:**

**CASH PROVIDED BY (USED FOR) INVESTING ACTIVITIES** -

**CASH FLOWS FROM FINANCING ACTIVITIES:**

Payment of loans payable	(311,849)
Issuance of loans payable	200,000
Issuance of notes payable	845,000

**CASH PROVIDED BY (USED FOR) FINANCING ACTIVITIES** 733,151

NET INCREASE (DECREASE) IN CASH 96,809

CASH AT THE BEGINNING OF THE YEAR 6,033

CASH AT THE END OF THE YEAR \$ 102,842

**CASH PAID DURING THE YEAR FOR:**

Interest	\$ 39,894
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**SUPPLEMENTAL DISCLOSEURE FOR NONCASH ACTIVITIES:**

Stock issuance in exchange for notes payable	\$ 1,725,000
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**FASTPENCIL, INC.**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT**  
**AUGUST 31, 2019**

**1 – Summary of Significant Accounting Policies**

**The Company**

The consolidated financial statements have been prepared to present the financial position and results of operations of the following entity (the “Company”). The financial statements include information for fiscal year 2019.

FastPencil, Inc., Inc. was incorporated in the State of Delaware on October 28, 2008.

Our wholly owned subsidiary Infinity Publishers Group, Inc. (IPG) provides deep expertise in content creation and publishing services for writers and authors. The Company purchased IPG in February of 2017.

On June 17<sup>th</sup>, 2020, the Company rebranded itself and is now doing business under the name Opyrus.

Opyrus is a self-betterment platform for people who want to transform their life through writing. The Company has developed a SaaS software and services platform that enables people to tap their power to write to change their life through content, community, and creation tools. Opyrus seeks to accelerate the democratization of writing and the wellbeing of our customers and culture. Opyrus is making it easier for people, from childhood to legacy to learn new ways to use writing to enhance their business/career, personal life and their mental fitness. Opyrus is a subscription-based service that can be accessed on desktop and mobile platforms.

**Fiscal Year**

The Company operates on August 31st year-end.

**Principles of Consolidation and Basis of Accounting**

The consolidated financial statements include the accounts of FastPencil Inc and Infinity Publishers Group, Inc. (collectively, the “Company”). Infinity Publishers Group, Inc is fully owned by FastPencil, Inc. The accompanying consolidated financial statements have been prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States (“GAAP”) as determined by the Financial Accounting Standards Board (“FASB”) Accounting Standards Codification (“ASC”). All significant intercompany balance and transactions have been eliminated in the accompanying consolidated financial statements.

**Use of Estimates**

The preparation of the financial statement in conformity with accounting principles generally accepted in the United States of America requires the use of management’s estimates. These estimates are subjective in nature and involve judgments that affect the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at fiscal year-end. Actual results could differ from those estimates.

**Risks and Uncertainties**

The Company has a limited operating history. The Company's business and operations are sensitive to general business and economic conditions in the United States. A host of factors beyond the Company's control could cause fluctuations in these conditions. Adverse conditions may include, recession, downturn or otherwise, local competition or changes in consumer taste. These adverse conditions could affect the Company's financial condition and the results of its operations

See independent account’s compilation report.



**FASTPENCIL, INC.**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT**  
**AUGUST 31, 2019**

**Summary of Significant Accounting Policies (continued)**

**Cash and Cash Equivalents**

The Company considers all highly liquid financial instruments purchased with maturities of three months or less to be cash equivalents. As of August 31, 2019, the Company held \$102,842 in cash equivalents.

**Accounts Receivable**

The Company's trade receivables are recorded when billed and represent claims against third parties that will be settled in cash. The carrying value of the Company's receivables, net of the allowance for doubtful accounts, represents their estimated net realizable value.

The Company evaluates the collectability of accounts receivable on a customer-by-customer basis. The Company records a reserve for bad debts against amounts due to reduce the net recognized receivable to an amount the Company believes will be reasonably collected. The reserve is a discretionary amount determined from the analysis of the aging of the account receivables, historical experience and knowledge of specific customers. As of August 31, 2019, the Company has recorded \$0 as an allowance for doubtful accounts.

**Inventory**

Inventories are stated at the lower of standard cost (which approximates cost determined on a first-in, first-out basis) or market. On August 31, 2019, the balance of inventory was \$12,245.

**Intangible Assets**

The Company has recorded intangible assets at cost. The intangible assets consist of goodwill associated with the acquisition of Infinity Publishing Group \$330,371 and Cost associated with development of the Companies' self-publishing software \$ 3,208,971. Goodwill and software costs are amortized over a period of 15 years.

**Property and Equipment**

Property and equipment are stated at cost. Depreciation is computed using the straight-line method over the estimated useful lives of the assets. Office equipment is depreciated over five years. Repair and maintenance costs are charged to operations as incurred and major improvements are capitalized. The Company reviews the carrying amount of fixed assets whenever events or changes in circumstances indicate that the carrying amount of the assets may not be recoverable.

**FASTPENCIL, INC.**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT**  
**AUGUST 31, 2019**

Summary of Significant Accounting Policies (continued)

**Income Taxes**

The Company applies ASC 740 Income Taxes (“ASC 740”). Deferred income taxes are recognized for the tax consequences in future years of differences between the tax bases of assets and liabilities and their financial statement reported amounts at each period end, based on enacted tax laws and statutory tax rates applicable to the periods in which the differences are expected to affect taxable income. Valuation allowances are established, when necessary, to reduce deferred tax assets to the amount expected to be realized. The provision for income taxes represents the tax expense for the period, if any and the change during the period in deferred tax assets and liabilities. ASC 740 also provides criteria for the recognition, measurement, presentation and disclosure of uncertain tax positions. A tax benefit from an uncertain position is recognized only if it is “more likely than not” that the position is sustainable upon examination by the relevant taxing authority based on its technical merit.

The Company is subject to tax filing requirements as a corporation in the federal jurisdiction of the United States. The Company sustained net operating losses during fiscal year 2019. Net operating losses will be carried forward to reduce taxable income in future years. Due to management’s uncertainty as to the timing and valuation of any benefits associated with the net operating loss carryforwards, the Company has elected to recognize an allowance to account for them in the financial statements but has fully reserved it. Under current law, net operating losses may be carried forward indefinitely.

The Company is subject to franchise and income tax filing requirements in the States of Delaware and Pennsylvania.

**Fair Value of Financial Instruments**

Fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants as of the measurement date.

Applicable accounting guidance provides an established hierarchy for inputs used in measuring fair value that maximizes the use of observable inputs and minimizes the use of unobservable inputs by requiring that the most observable inputs be used when available. Observable inputs are inputs that market participants would use in valuing the asset or liability and are developed based on market data obtained from sources independent of the Company. Unobservable inputs are inputs that reflect the Company’s assumptions about the factors that market participants would use in valuing the asset or liability. There are three levels of inputs that may be used to measure fair value:

**FASTPENCIL, INC.**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT**  
**AUGUST 31, 2019**

Summary of Significant Accounting Policies (continued)

**Fair Value of Financial Instruments(continued)**

- |         |  |
|---------|--|
| Level 1 | - Observable inputs that reflect quoted prices (unadjusted) for identical assets or liabilities in active markets. |
| Level 2 | - Include other inputs that are directly or indirectly observable in the marketplace.                              |
| Level 3 | - Unobservable inputs which are supported by little or no market activity.   |

The fair value hierarchy also requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value.

Fair-value estimates discussed herein are based upon certain market assumptions and pertinent information available to management as of Inception. Fair values were assumed to approximate carrying values because of their short term in nature or they are payable on demand.

**Concentrations of Credit Risk**

From time to time cash balances, held at a major financial institution may exceed federally insured limits of \$250,000. Management believes that the financial institution is financially sound, and the risk of loss is low.

**Revenue Recognition**

The Company recognizes revenue when: (1) persuasive evidence exists of an arrangement with the customer reflecting the terms and conditions under which products or services will be provided; (2) delivery has occurred or services have been provided; (3) the fee is fixed or determinable; and (4) collection is reasonably assured. Revenues are generally recognized upon shipment of a sale.

**Advertising Expenses**

*The Company expenses advertising costs as they are incurred.*

See independent account's compilation report.

**FASTPENCIL, INC.**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT**  
**AUGUST 31, 2019**

Summary of Significant Accounting Policies (continued)

**Equity Based Compensation**

The Company accounts for stock options issued to employees under ASC 718 (Stock Compensation). Under ASC 718, share-based compensation cost to employees is measured at the grant date, based on the estimated fair value of the award, and is recognized as an item of expense ratably over the employee's requisite vesting period. The Company has elected early adoption of ASU 2018-07, which permits measurement of stock options at their intrinsic value, instead of their fair value. An option's intrinsic value is defined as the amount by which the fair value of the underlying stock exceeds the exercise price of an option. In certain cases, this means that option compensation granted by the Company may have an intrinsic value of \$0.

The Company measures compensation expense for its non-employee stock-based compensation under ASC 505 (Equity). The fair value of the option issued or committed to be issued is used to measure the transaction, as this is more reliable than the fair value of the services received. The fair value is measured at the value of the Company's common stock on the date that the commitment for performance by the counterparty has been reached or the counterparty's performance is complete. The fair value of the equity instrument is charged directly to expense and credited to additional paid-in capital.

**Risks and Uncertainties**

The Company has a limited operating history. The Company's business and operations are sensitive to general business and economic conditions in the United States. A host of factors beyond the Company's control could cause fluctuations in these conditions. Adverse conditions may include, recession, downturn or otherwise, local competition or changes in consumer taste. These adverse conditions could affect the Company's financial condition and the results of its operations.

**COVID-19**

In March 2020, the World Health Organization declared the outbreak of a novel coronavirus ("COVID-19") as a pandemic, which continues to spread throughout the United States. The Partnership could be materially and adversely affected by the risks, or the public perception of the risks, related to an epidemic, pandemic, outbreak, or other public health crisis, such as the recent outbreak of COVID-19. The ultimate extent of the impact of any epidemic, pandemic or other health crisis on our business, financial condition and results of operations will depend on future developments, which are highly uncertain and cannot be predicted, including new information that may emerge concerning the severity of such epidemic, pandemic or other health crisis and actions taken to contain or prevent their further spread, among others. Accordingly, we cannot predict the extent to which our financial condition and results of operations will be affected.

**FASTPENCIL, INC.**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT**  
**AUGUST 31, 2019**

Summary of Significant Accounting Policies (continued)

**New Accounting Pronouncements**

In May 2014, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2014-09, "Revenue from Contracts with Customers". Under this guidance, revenue is recognized when promised goods or services are transferred to customers in an amount that reflects the consideration expected to be received for those goods or services. The updated standard will replace most existing revenue recognition guidance under U.S. GAAP when it becomes effective and permits the use of either the retrospective or cumulative effect transition method. Early adoption is not permitted. The updated standard for nonpublic entities will be effective after December 15, 2019, and interim periods within annual periods beginning after December 15, 2020. The Company is currently evaluating the effect that the updated standard will have on the financial statements and related disclosures.

**2 – Commitments and Contingencies**

The Company is currently in litigation regarding a \$245,000 claim under a promissory note in the original principal amount of \$450,000 for which the company has already paid the lender \$618,000. The company disputes the current additional claim.

The Company has a pending dispute with a previous consultant for past due fees from 2017-18 in the amount of \$170,000.

**3 – Loans Payable**

Loan of \$70,000 dated March 31, 2016, which matures on March 31, 2021, bearing an interest at rate of 15% per annum \$16,625 plus interest was paid during the year as of August 31, there is as a balance of \$53,375 and accrued interest of \$5,338.

Loan of \$500,000 dated August 31, 2016 to investors, bear interest at a rate of 2% per annum, On October 1 the loan holder converted \$232,000 plus interest of \$10,800 into 2,428,000 of the Companies stock plus the Company agreed to change the rate of interest to 7% as of August 31, there is a balance of \$268,000 and accrued interest of \$15,663, to be paid on a date to be agreed on by both parties.

Loan of \$80,000 dated February 1, 2017 issued to an accredited investor, which matures on December 31, 2021, bears interest at a rate of 5% per annum, as of August 31, there is a balance of \$80,000 and accrued interest of \$11,333.

**FASTPENCIL, INC.**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT**  
**AUGUST 31, 2019**

**3 -Loans Payable (continued)**

Loan of \$55,000 dated April 19, 2017 issued to an accredited investor, to be paid on a date to be agreed on by both parties and bear interest at a rate of 10%, as of August 31 there is a balance of \$55,000 and accrued interest of \$12,432.

Loan of \$25,000 dated November 28, 2017, issued to an accredited investor, which mature on December 31, 2021, bear interest at a rate of 10% per annum, as of August 31, there is a balance of \$25,000 and accrued interest of \$4,375.

Loan of \$450,000 dated November 28, 2017 issued to accredited investor, which matures on July 15, 2020, bear interest at a rate of 8% per annum of which \$311,849 was paid plus \$295,540 in interest and penalties, the Company then issued a new note for the \$138,151 at a rate of 8% due July 15, 2020 as of August 31, and no accrued interest.

Loan of \$25,000 dated December 5, 2017, issued to accredited investor, which mature on December 31, 2021, bear interest at a rate of 10% per annum, as of August 31, there is a balance of \$25,000 and accrued interest of \$4,375.

Loan of \$5,000 dated April 2, 2018 issued to an accredited investor and bears interest at a rate of 15% per annum, as of August 31, there is a balance of \$5,000 and accrued interest of \$1063, payable upon demand.

Loan of \$18,000 dated April 2, 2018, issued to an accredited investor, bears interest at a rate of 15% per annum, as of August 31, there is a balance of \$18,000 and accrued interest of \$3,150, payable upon demand

Loan of \$125,000 dated October 6, 2018 issued to accredited investor, which mature on December 31, 2021, bear interest at a rate of 9% per annum, as of August 31, there is a balance of \$72,500 and no accrued interest.

Loan of \$200,000 dated April 1, 2019 issued to accredited investor, which mature on December 31, 2021, bear interest at a rate of 9% per annum, as of August 31, there is a balance of \$200,000 and accrued interest of \$7,361.

**FASTPENCIL, INC.**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT**  
**AUGUST 31, 2019**

**4 -Notes Payable**

On November 15, 2016, the Company issued 9.8 units of Unit 1 (each note consist of a \$50,000 note at 7% interest plus 150,000 warrants that allow the unit holder to purchase one share of stock for each warrant at a price of \$.20 per share). The Company raised \$490,000 from the issuance to accredited investors. As of August 31, 2019, the note balance is \$490,000 and has accrued interest of \$182,462.

On July 15, 2019, the Company issued a \$845,000 note to an accredited investor, which matures on December 31, 2030, bear interest at a rate of 6% per annum, with a balance of \$845,000 and accrued interest of \$5,281.

**5 - Equity**

**Common Stock**

Under the articles of incorporation, the total number of common shares of stock that the Corporation shall have authority to issue is one hundred million (100,000,000) shares of Common Stock, \$0.0001 par value per share, with 2,189,838 shares having been issued and are outstanding.

On August 31, 2019 the Company executed a 1 for 21 reverse stock split reducing the number of outstanding shares from 45,986,570 to 2,189,838 shares outstanding

**Preferred Stock**

Also, under the articles of incorporation, the total number of preferred shares of stock that the Corporation shall have authority to issue is twenty five million (25,000,000) shares of Preferred Stock, \$0.0001 par value per share, with zero (0) preferred shares having been issued.

**Equity Based Compensation**

The equity-based compensation plan authorizes 1,500,000 stock options to be granted. The Company issued 37,560 options to key management and service providers. The remaining 1,462,440 are available for future issuance.

Such Stock Options shall be subject to the terms and conditions set forth in Section 6 of our Long Term Incentive Plan 2017 and any additional terms and conditions, not inconsistent with the express terms and provisions of the Plan, as the Committee shall set forth in the relevant Award Agreement.