

Bizfluence, Inc.



ANNUAL REPORT

5900 Balcones Dr. Ste. 100

Austin, TX 78731

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<https://bizzi.network>

This Annual Report is dated December 20, 2023.

BUSINESS

Bizfluence is building a centralized business ecosystem for small business professionals. We are merging the social community and the functionality of business tools to create one unified application. We offer clearer personal and business profiles, moderation, coaching, and AI-tailored content feeds for more relevant and digestible news, views and discovery.

Bizfluence, Inc. was incorporated on August 26, 2020, under the laws of Delaware as a domestic corporation. Its headquarters is in Austin, TX. The CEO of Bizfluence (Jacob Davis) currently splits his time between Bizfluence and Net Fusion Marketing as CEO. The Company's CMO and Director, Yoel (Joel) Wolhendler, is based in New Jersey currently.

Previous Offerings

Name: Common Stock
Type of security sold: Equity
Final amount sold: \$167,000.00
Number of Securities Sold: 334,000
Use of proceeds: Operations
Date: September 11, 2020
Offering exemption relied upon: Section 4(a)(2)

Name: Preferred Stock
Type of security sold: Equity
Final amount sold: \$450,941.00
Number of Securities Sold: 501,357
Use of proceeds: Salary, marketing, and R&D
Date: August 21, 2021
Offering exemption relied upon: Regulation CF

Name: Preferred Stock
Type of security sold: Equity
Final amount sold: \$83,854.00
Number of Securities Sold: 61,584
Use of proceeds: Marketing and R&D
Date: May 01, 2022
Offering exemption relied upon: Regulation CF

Name: Preferred Stock
Type of security sold: Equity
Final amount sold: \$40,000.00
Number of Securities Sold: 35,034

Use of proceeds: Marketing, R&D, Operational Expenses
Date: July 15, 2022
Offering exemption relied upon: 506(c)

REGULATORY INFORMATION

The company has not previously failed to comply with the requirements of Regulation Crowdfunding;

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION

AND RESULTS OF OPERATION

Operating Results - 2023 Compared to 2022

Circumstances which led to the performance of financial statements:

Revenue

Revenue for fiscal year 2022 was \$0, about flat compared to fiscal year 2021 revenue of \$1000. As a our company had been pre-revenue since it's inception, we did not focus on revenue during our first years of operation. Our goal was to build the platform and expand the user-base before focussing on monetization.

Cost of sales

Cost of sales in 2022 was \$0, the same as 2021 which was also \$0. Since we have not produced products for market yet, we have not had to account for cost of sales.

Gross margins

2022 gross profit decreased by \$1,000 over 2021 as we did not have any event sponsorships as we had in 2021.

Expenses

The Company's expenses consist of, among other things, compensation, marketing and development, fees for professional services and software, as well as infrastructure costs to host and maintain the platform.

Expenses in 2022 decreased \$285,399 from 2021. This was due to the fact that the company slowed development in 2022 compared to heavy developed in the initial product phase in 2021.

Historical results and cash flows:

The historic costs are not representative of what investors can expect in the future because we have reduced overall operating cost to build a leaner platform.

Liquidity and Capital Resources

At December 31, 2023, the Company had cash of \$1,011.00. [*The Company intends to raise additional funds through an equity financing.*]

Debt

Creditor: Net Fusion Marketing Corp (Shareholder loan)

Amount Owed: \$66,350.00

Interest Rate: 0.0%

Maturity Date: December 31, 2023

There is approximately \$5,000 of a fixed interest that will be paid back with the principal before or at loan maturity.

Creditor: Chase Credit Card

Amount Owed: \$63,750.00

Interest Rate: 16.74%

DIRECTORS, EXECUTIVE OFFICERS AND SIGNIFICANT EMPLOYEES

Our directors and executive officers as of the date hereof, are as follows:

Name: Jacob Davis

Jacob Davis's current primary role is with the Issuer.

Positions and offices currently held with the issuer:

Position: CEO, President, Secretary, Director

Dates of Service: August, 2020 - Present

Responsibilities: Strategy and operations management; maintaining the financial success of the business; and administer board evaluations and conduct corporate governance audit. Currently does not take a salary. Mr. Davis also runs a consulting business, Net Fusion Marketing, which handles his personal consulting services.

Other business experience in the past three years:

Employer: Net Fusion Marketing Corp.

Title: CEO

Dates of Service: July, 2015 - Present

Responsibilities: Responsible for managing a company's overall operations. This includes delegating and directing agendas, driving profitability, managing company organizational structure, and strategy. This position is on an as needed basis, for a few hours a week.

Other business experience in the past three years:

Employer: Amazon PowWow

Title: Technology Advisor, Consultant

Dates of Service: May, 2021 - January, 2022

Responsibilities: Implementing technological solutions to solve business problems, creating a schedule for analysis, and testing of the technology, and working with in-house technical teams to ensure consistency of use, among other duties.

Other business experience in the past three years:

Employer: Boutique Seller Services

Title: Co-Founder, COO

Dates of Service: January, 2020 - December, 2021

Responsibilities: Supervising the company's daily business operations, leading key initiatives, and implementing company-wide strategies.

Other business experience in the past three years:

Employer: Next Level Solutions

Title: CTO

Dates of Service: August, 2018 - Present (intermittent)

Responsibilities: Responsible for overseeing the development and dissemination of technology for external customers, vendors, and other clients to help improve and increase business.

Other business experience in the past three years:

Employer: Visyon

Title: Regional Sales Director

Dates of Service: August, 2018 - July, 2019

Responsibilities: Designing plans to meet sales targets, developing and cultivating relationships with clients and evaluating costs to determine their products' pricing when selling to customers.

Name: Yoel (Joel) Wolhendler

Yoel (Joel) Wolhendler's current primary role is with the Issuer.

Positions and offices currently held with the issuer:

Position: CMO, Director

Dates of Service: August, 2020 - Present

Responsibilities: Manages and oversees all marketing activities throughout the company. Currently does not take a

salary and has 3.25% equity in the company.

Other business experience in the past three years:

Employer: Amazon Flippers

Title: CEO

Dates of Service: January, 2022 - December ,2022

Responsibilities: The CEO is responsible for providing strategic, financial and operational leadership for the company and will closely coordinate and work with the Board of Directors and senior leadership team. Currently approximately 8 hours per week.

Other business experience in the past three years:

Employer: PowWow Events

Title: CEO

Dates of Service: June, 2021 - Present

Responsibilities: Overall responsibility for creating, planning, implementing, and integrating the strategic direction of an organization. This includes responsibility for all components and departments of a business. Approximately 7 hours per week.

Other business experience in the past three years:

Employer: Boutique Seller

Title: CEO

Dates of Service: January, 2017 - December, 2021

Responsibilities: Delegating and directing agendas, driving profitability, managing company organizational structure, strategy, and communicating with the board.

PRINCIPAL SECURITY HOLDERS

Set forth below is information regarding the beneficial ownership of our Common Stock, our only outstanding class of capital stock, as of December 31, 2023, by (i) each person whom we know owned, beneficially, more than 10% of the outstanding shares of our Common Stock, and (ii) all of the current officers and directors as a group. We believe that, except as noted below, each named beneficial owner has sole voting and investment power with respect to the shares listed. Unless otherwise indicated herein, beneficial ownership is determined in accordance with the rules of the Securities and Exchange Commission and includes voting or investment power with respect to shares beneficially owned.

Title of class: Common Stock

Stockholder Name: Jacob Davis

Amount and nature of Beneficial ownership: 8,000,000

Percent of class: 86.66

RELATED PARTY TRANSACTIONS

Name of Entity: Net Fusion Marketing Corp

Names of 20% owners: Jacob Davis

Relationship to Company: 20%+ Owner

Nature / amount of interest in the transaction: Net Fusion has 100% interest in the full \$66,350 of the debt which is listed in the previous section as a Bizfluence debt.

Material Terms: The loan does not have a maturity date, but will accrue a fixed interest fee of \$6,951.36 to cover the exact expenses of Net Fusion in providing the loan. These will be paid in installments along with the principal up until the end of 2027.

OUR SECURITIES

The company has authorized Common Stock, Series Seed-1 Preferred Stock, Series Seed-2 Preferred Stock, Series Seed-3 Preferred Stock, and Series Seed-4 Preferred Stock . As part of the Regulation Crowdfunding raise, the Company will be offering up to 2,166,666 of Series Seed-3 Preferred Stock.

Common Stock

The amount of security authorized is 13,536,391 with a total of 8,634,000 outstanding.

Voting Rights

The holders of Common Stock are entitled to one (1) vote for each share of Common Stock held at all meetings of stockholders.

Material Rights

Please see Exhibit F with the Offering Memorandum for further details. Please note that the Company has not yet filed their Second Amended & Restated Articles of Incorporation (Exhibit F of this offering memorandum). The draft currently attached as Exhibit F will be filed prior to conducting a closing.

The number of authorized shares of Common Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote or written consent (in addition to any vote of the holders of one or more series of Preferred Stock that may be required by the terms of the Articles of Incorporation, as amended) of the holders of shares of capital stock of the Company entitled to vote.

Series Seed-1 Preferred Stock

The amount of security authorized is 162,633 with a total of 162,633 outstanding.

Voting Rights

On any matter presented to the stockholders of the Corporation for their action or consideration at any meeting of stockholders of the Corporation (or by written consent of stockholders in lieu of meeting), each holder of outstanding shares of Series Seed Preferred Stock shall be entitled to cast the number of votes equal to the number of whole shares of Common Stock into which the shares of Series Seed Preferred Stock held by such holder are convertible as of the record date for determining stockholders entitled to vote on such matter. Please refer to Exhibit F of our Offering Memorandum for more details.

Material Rights

Dividend Rights

The company shall not declare, pay or set aside any dividends on shares of any class or series of capital stock of the company in any calendar year (other than dividends on shares of Common Stock payable in shares of Common Stock) unless the holders of the Series Seed Preferred Stock then outstanding will first receive, or simultaneously receive, a dividend on each outstanding share of Series Seed Preferred Stock in an amount at least equal to (i) in the case of a dividend on Common Stock or any class or series that is convertible into Common Stock, that dividend per share of Series Seed Preferred Stock as would equal the product of (A) the dividend payable on each share of such class or series determined, if applicable, as if all shares of such class or series had been converted into Common Stock and (B) the number of shares of Common Stock issuable upon conversion of a share of Series Seed Preferred Stock, in each case calculated on the record date for determination of holders entitled to receive such dividend or (ii) in the case of a dividend on any class or series that is not convertible into Common Stock, at a rate per share of Series Seed Preferred Stock determined by (A) dividing the amount of the dividend payable on each share of such class or series of capital stock by the original issuance price of such class or series of capital stock (subject to appropriate adjustment in the event of any stock dividend, stock split, combination or other similar recapitalization with respect to such class or series) and (B) multiplying such fraction by an amount equal to the applicable original issue price; provided that, if the company declares, pays or sets aside, on the same date, a dividend on shares of more than one class or series of capital stock of the company, the dividend payable to the holders of Series Seed Preferred Stock pursuant will be calculated based upon the dividend on the class or series of capital stock that would result in the highest Series Seed Preferred Stock dividend.

Liquidation Rights

In the event of any voluntary or involuntary liquidation, dissolution or winding up of the company, the holders of shares of Series Seed Preferred Stock then outstanding will be entitled to be paid out of the assets of the company available for distribution to its stockholders, before any payment shall be made to the holders of Common Stock by reason of their ownership thereof, an amount per share equal to the greater of (i) the applicable original issue price, plus any dividends declared but unpaid thereon, and (ii) such amount per share as would have been payable had all shares of Series Seed Preferred Stock been converted into Common Stock pursuant immediately prior to such liquidation, dissolution or winding up of the company. If upon any such liquidation, dissolution or winding up of the company, the assets of the company available for distribution to its stockholders shall be insufficient to pay the holders of shares of Series Seed Preferred Stock, then the holders of Series Seed Preferred Stock shall share ratably in any distribution of the assets available for distribution in proportion to the respective amount that would otherwise be payable in respect of the shares of Series Seed Preferred Stock held by them upon such distribution if all amounts payable on or with respect to such shares were paid in full.

Conversion Rights

Each share of Series Seed Preferred Stock shall be convertible, at the option of the holder thereof, at any time and from

time to time, and without the payment of additional consideration by the holder thereof, into such number of fully paid and nonassessable shares of Common Stock as is determined by dividing the Original Issue Price for such series of Preferred Stock by the Series Seed Conversion Price for such series of Preferred Stock in effect at the time of conversion. The “Series Seed Conversion Price” per share for each series of the Series Seed Preferred Stock shall initially be equal to the Original Issue Price for such series.

Voting Rights

On any matter presented to the stockholders of the Corporation for their action or consideration at any meeting of stockholders of the Corporation (or by written consent of stockholders in lieu of meeting), each holder of outstanding shares of Series Seed Preferred Stock shall be entitled to cast the number of votes equal to the number of whole shares of Common Stock into which the shares of Series Seed Preferred Stock held by such holder are convertible as of the record date for determining stockholders entitled to vote on such matter. Please refer to Exhibit F of our Offering Memorandum for more details.

Series Seed-2 Preferred Stock

The amount of security authorized is 338,724 with a total of 338,724 outstanding.

Voting Rights

On any matter presented to the stockholders of the Corporation for their action or consideration at any meeting of stockholders of the Corporation (or by written consent of stockholders in lieu of meeting), each holder of outstanding shares of Series Seed Preferred Stock shall be entitled to cast the number of votes equal to the number of whole shares of Common Stock into which the shares of Series Seed Preferred Stock held by such holder are convertible as of the record date for determining stockholders entitled to vote on such matter. Please refer to Exhibit F of our Offering Memorandum for more details.

Material Rights

Dividend Rights

The company shall not declare, pay or set aside any dividends on shares of any class or series of capital stock of the company in any calendar year (other than dividends on shares of Common Stock payable in shares of Common Stock) unless the holders of the Series Seed Preferred Stock then outstanding will first receive, or simultaneously receive, a dividend on each outstanding share of Series Seed Preferred Stock in an amount at least equal to (i) in the case of a dividend on Common Stock or any class or series that is convertible into Common Stock, that dividend per share of Series Seed Preferred Stock as would equal the product of (A) the dividend payable on each share of such class or series determined, if applicable, as if all shares of such class or series had been converted into Common Stock and (B) the number of shares of Common Stock issuable upon conversion of a share of Series Seed Preferred Stock, in each case calculated on the record date for determination of holders entitled to receive such dividend or (ii) in the case of a dividend on any class or series that is not convertible into Common Stock, at a rate per share of Series Seed Preferred Stock determined by (A) dividing the amount of the dividend payable on each share of such class or series of capital stock by the original issuance price of such class or series of capital stock (subject to appropriate adjustment in the event of any stock dividend, stock split, combination or other similar recapitalization with respect to such class or series) and (B) multiplying such fraction by an amount equal to the applicable original issue price; provided that, if the company declares, pays or sets aside, on the same date, a dividend on shares of more than one class or series of capital stock of the company, the dividend payable to the holders of Series Seed Preferred Stock pursuant will be calculated based upon the dividend on the class or series of capital stock that would result in the highest Series Seed Preferred Stock dividend.

Liquidation Rights

In the event of any voluntary or involuntary liquidation, dissolution or winding up of the company, the holders of shares of Series Seed Preferred Stock then outstanding will be entitled to be paid out of the assets of the company available for distribution to its stockholders, before any payment shall be made to the holders of Common Stock by reason of their ownership thereof, an amount per share equal to the greater of (i) the applicable original issue price, plus any dividends declared but unpaid thereon, and (ii) such amount per share as would have been payable had all shares of Series Seed Preferred Stock been converted into Common Stock pursuant immediately prior to such liquidation, dissolution or winding up of the company. If upon any such liquidation, dissolution or winding up of the company, the assets of the company available for distribution to its stockholders shall be insufficient to pay the holders of shares of Series Seed Preferred Stock, then the holders of Series Seed Preferred Stock shall share ratably in any distribution of the assets available for distribution in proportion to the respective amount that would otherwise be payable in respect of the shares of Series Seed Preferred Stock held by them upon such distribution if all amounts payable on or with respect to such shares were paid in full.

Conversion Rights

Each share of Series Seed Preferred Stock shall be convertible, at the option of the holder thereof, at any time and from time to time, and without the payment of additional consideration by the holder thereof, into such number of fully paid and nonassessable shares of Common Stock as is determined by dividing the Original Issue Price for such series of Preferred Stock by the Series Seed Conversion Price for such series of Preferred Stock in effect at the time of conversion. The “Series Seed Conversion Price” per share for each series of the Series Seed Preferred Stock shall initially be equal to the Original Issue Price for such series.

Voting Rights

On any matter presented to the stockholders of the Corporation for their action or consideration at any meeting of stockholders of the Corporation (or by written consent of stockholders in lieu of meeting), each holder of outstanding shares of Series Seed Preferred Stock shall be entitled to cast the number of votes equal to the number of whole shares of Common Stock into which the shares of Series Seed Preferred Stock held by such holder are convertible as of the record date for determining stockholders entitled to vote on such matter. Please refer to Exhibit F of our Offering Memorandum for more details.

Series Seed-3 Preferred Stock

The amount of security authorized is 3,000,000 with a total of 61,584 outstanding.

Voting Rights

On any matter presented to the stockholders of the Corporation for their action or consideration at any meeting of stockholders of the Corporation (or by written consent of stockholders in lieu of meeting), each holder of outstanding shares of Series Seed Preferred Stock shall be entitled to cast the number of votes equal to the number of whole shares of Common Stock into which the shares of Series Seed Preferred Stock held by such holder are convertible as of the record date for determining stockholders entitled to vote on such matter. Please refer to Exhibit F of our Offering Memorandum for more details.

Material Rights

Please refer to the Exhibit F of the offering materials to review the full material rights of Series Seed Preferred stock. Below is a summary. This Series Seed-3 Preferred Stock holds the same rights, privileges, and restrictions as Series Seed-1 Preferred Stock and Series Seed-2 Preferred Stock.

Dividend Rights

The company shall not declare, pay or set aside any dividends on shares of any class or series of capital stock of the company in any calendar year (other than dividends on shares of Common Stock payable in shares of Common Stock) unless the holders of the Series Seed Preferred Stock then outstanding will first receive, or simultaneously receive, a dividend on each outstanding share of Series Seed Preferred Stock in an amount at least equal to (i) in the case of a dividend on Common Stock or any class or series that is convertible into Common Stock, that dividend per share of Series Seed Preferred Stock as would equal the product of (A) the dividend payable on each share of such class or series determined, if applicable, as if all shares of such class or series had been converted into Common Stock and (B) the number of shares of Common Stock issuable upon conversion of a share of Series Seed Preferred Stock, in each case calculated on the record date for determination of holders entitled to receive such dividend or (ii) in the case of a dividend on any class or series that is not convertible into Common Stock, at a rate per share of Series Seed Preferred Stock determined by (A) dividing the amount of the dividend payable on each share of such class or series of capital stock by the original issuance price of such class or series of capital stock (subject to appropriate adjustment in the event of any stock dividend, stock split, combination or other similar recapitalization with respect to such class or series) and (B) multiplying such fraction by an amount equal to the applicable original issue price; provided that, if the company declares, pays or sets aside, on the same date, a dividend on shares of more than one class or series of capital stock of the company, the dividend payable to the holders of Series Seed Preferred Stock pursuant will be calculated based upon the dividend on the class or series of capital stock that would result in the highest Series Seed Preferred Stock dividend. The "Applicable Original Issue Price" shall mean the Series Seed-1 Original Issue Price, the Series Seed-2 Original Issue Price, as the case may be. The "Series Seed-1 Original Issue Price" shall mean \$0.69 per share, subject to appropriate adjustment in the event of any stock dividend, stock split, combination or other similar recapitalization with respect to the Series Seed-1 Preferred Stock. The "Series Seed-2 Original Issue Price" shall mean \$1.00 per share, subject to appropriate adjustment in the event of any stock dividend, stock split, combination or other similar recapitalization with respect to the Series Seed-2 Preferred Stock. The "Series Seed-3 Original Issue Price" shall mean \$1.50 per share, subject to appropriate adjustment in the event of any stock dividend, stock split, combination or other similar recapitalization with respect to the Series Seed-3 Preferred Stock.

Liquidation Rights

In the event of any voluntary or involuntary liquidation, dissolution or winding up of the company, the holders of shares of Series Seed Preferred Stock then outstanding will be entitled to be paid out of the assets of the company available for distribution to its stockholders, before any payment shall be made to the holders of Common Stock by reason of their ownership thereof, an amount per share equal to the greater of (i) the applicable original issue price, plus any dividends declared but unpaid thereon, and (ii) such amount per share as would have been payable had all shares of Series Seed Preferred Stock been converted into Common Stock pursuant immediately prior to such liquidation, dissolution or winding up of the company. If upon any such liquidation, dissolution or winding up of the company, the assets of the company available for distribution to its stockholders shall be insufficient to pay the holders of shares of Series Seed Preferred Stock, then the holders of Series Seed Preferred Stock shall share ratably in any distribution of the assets available for distribution in proportion to the respective amount that would otherwise be payable in respect of the shares of Series Seed Preferred Stock held by them upon such distribution if all amounts payable on or with respect to such shares were paid in full.

Conversion Rights

Each share of Series Seed Preferred Stock shall be convertible, at the option of the holder thereof, at any time and from time to time, and without the payment of additional consideration by the holder thereof, into such number of fully paid

and nonassessable shares of Common Stock as is determined by dividing the Original Issue Price for such series of Preferred Stock by the Series Seed Conversion Price for such series of Preferred Stock in effect at the time of conversion. The “Series Seed Conversion Price” per share for each series of the Series Seed Preferred Stock shall initially be equal to the Original Issue Price for such series.

Voting Rights

On any matter presented to the stockholders of the Corporation for their action or consideration at any meeting of stockholders of the Corporation (or by written consent of stockholders in lieu of meeting), each holder of outstanding shares of Series Seed Preferred Stock shall be entitled to cast the number of votes equal to the number of whole shares of Common Stock into which the shares of Series Seed Preferred Stock held by such holder are convertible as of the record date for determining stockholders entitled to vote on such matter. Please refer to Exhibit F of our Offering Memorandum for more details.

Series Seed-4 Preferred Stock

The amount of security authorized is 35,034 with a total of 35,034 outstanding.

Voting Rights

On any matter presented to the stockholders of the Corporation for their action or consideration at any meeting of stockholders of the Corporation (or by written consent of stockholders in lieu of meeting), each holder of outstanding shares of Series Seed Preferred Stock shall be entitled to cast the number of votes equal to the number of whole shares of Common Stock into which the shares of Series Seed Preferred Stock held by such holder are convertible as of the record date for determining stockholders entitled to vote on such matter. Please refer to Exhibit F of our Offering Memorandum for more details.

Material Rights

Please refer to the Exhibit F of the offering materials to review the full material rights of Series Seed Preferred stock. Below is a summary. This Series Seed-3 Preferred Stock holds the same rights, privileges, and restrictions as Series Seed-1 Preferred Stock and Series Seed-2 Preferred Stock.

Dividend Rights

The company shall not declare, pay or set aside any dividends on shares of any class or series of capital stock of the company in any calendar year (other than dividends on shares of Common Stock payable in shares of Common Stock) unless the holders of the Series Seed Preferred Stock then outstanding will first receive, or simultaneously receive, a dividend on each outstanding share of Series Seed Preferred Stock in an amount at least equal to (i) in the case of a dividend on Common Stock or any class or series that is convertible into Common Stock, that dividend per share of Series Seed Preferred Stock as would equal the product of (A) the dividend payable on each share of such class or series determined, if applicable, as if all shares of such class or series had been converted into Common Stock and (B) the number of shares of Common Stock issuable upon conversion of a share of Series Seed Preferred Stock, in each case calculated on the record date for determination of holders entitled to receive such dividend or (ii) in the case of a dividend on any class or series that is not convertible into Common Stock, at a rate per share of Series Seed Preferred Stock determined by (A) dividing the amount of the dividend payable on each share of such class or series of capital stock by the original issuance price of such class or series of capital stock (subject to appropriate adjustment in the event of any stock dividend, stock split, combination or other similar recapitalization with respect to such class or series) and (B) multiplying such fraction by an amount equal to the applicable original issue price; provided that, if the company declares, pays or sets aside, on the same date, a dividend on shares of more than one class or series of capital stock of the company, the dividend payable to the holders of Series Seed Preferred Stock pursuant will be calculated based upon the dividend on the class or series of capital stock that would result in the highest Series Seed Preferred Stock dividend. The “Applicable Original Issue Price” shall mean the Series Seed-1 Original Issue Price, the Series Seed-2 Original Issue Price, as the case may be. The “Series Seed-1 Original Issue Price” shall mean \$0.69 per share, subject to appropriate adjustment in the event of any stock dividend, stock split, combination or other similar recapitalization with respect to the Series Seed-1 Preferred Stock. The “Series Seed-2 Original Issue Price” shall mean \$1.00 per share, subject to appropriate adjustment in the event of any stock dividend, stock split, combination or other similar recapitalization with respect to the Series Seed-2 Preferred Stock. The “Series Seed-3 Original Issue Price” shall mean \$1.50 per share, subject to appropriate adjustment in the event of any stock dividend, stock split, combination or other similar recapitalization with respect to the Series Seed-3 Preferred Stock.

Liquidation Rights

In the event of any voluntary or involuntary liquidation, dissolution or winding up of the company, the holders of shares of Series Seed Preferred Stock then outstanding will be entitled to be paid out of the assets of the company available for distribution to its stockholders, before any payment shall be made to the holders of Common Stock by reason of their ownership thereof, an amount per share equal to the greater of (i) the applicable original issue price, plus any dividends declared but unpaid thereon, and (ii) such amount per share as would have been payable had all shares of Series Seed Preferred Stock been converted into Common Stock pursuant immediately prior to such liquidation, dissolution or winding up of the company. If upon any such liquidation, dissolution or winding up of the company, the assets of the company available for distribution to its stockholders shall be insufficient to pay the holders of shares of Series Seed Preferred Stock, then the holders of Series Seed Preferred Stock shall share ratably in any distribution of the assets available for distribution in proportion to the respective amount that would otherwise be payable in respect of the shares of Series Seed Preferred Stock held by them upon such distribution if all amounts payable on or with respect to such shares were paid in full.

Conversion Rights

Each share of Series Seed Preferred Stock shall be convertible, at the option of the holder thereof, at any time and from time to time, and without the payment of additional consideration by the holder thereof, into such number of fully paid and nonassessable shares of Common Stock as is determined by dividing the Original Issue Price for such series of Preferred Stock by the Series Seed Conversion Price for such series of Preferred Stock in effect at the time of conversion. The “Series Seed Conversion Price” per share for each series of the Series Seed Preferred Stock shall initially be equal to the Original Issue Price for such series.

Voting Rights

On any matter presented to the stockholders of the Corporation for their action or consideration at any meeting of stockholders of the Corporation (or by written consent of stockholders in lieu of meeting), each holder of outstanding shares of Series Seed Preferred Stock shall be entitled to cast the number of votes equal to the number of whole shares of Common Stock into which the shares of Series Seed Preferred Stock held by such holder are convertible as of the record date for determining stockholders entitled to vote on such matter. Please refer to Exhibit F of our Offering Memorandum for more details.

What it means to be a minority holder

As a minority holder of [Security Name] of the Company, you will have limited rights in regard to the corporate actions of the Company, including additional issuances of securities, company repurchases of securities, a sale of the Company or its significant assets, or company transactions with related parties. Further, investors in this offering may have rights less than those of other investors and will have limited influence on the corporate actions of the Company.

Dilution

Investors should understand the potential for dilution. The investor’s stake in a company could be diluted due to the Company issuing additional shares. In other words, when the Company issues more shares, the percentage of the Company that you own will go down, even though the value of the Company may go up. You will own a smaller piece of a larger company. This increase in the number of shares outstanding could result from a stock offering (such as an initial public offering, another crowdfunding round, a venture capital round, or angel investment), employees exercising stock options, or by conversion of certain instruments (e.g. convertible bonds, preferred shares or warrants) into stock.

If the Company decides to issue more shares, an investor could experience value dilution, with each share being worth less than before, and control dilution, with the total percentage an investor owns being less than before. There may also be earnings dilution, with a reduction in the amount earned per share (though this typically occurs only if the Company offers dividends, and most early-stage companies are unlikely to offer dividends, preferring to invest any earnings into the Company).

The type of dilution that hurts early-stage investors most occurs when the company sells more shares in a “down round,” meaning at a lower valuation than in earlier offerings.

If you are making an investment expecting to own a certain percentage of the company or expecting each share to hold a certain amount of value, it’s important to realize how the value of those shares can decrease by actions taken by the company. Dilution can make drastic changes to the value of each share, ownership percentage, voting control, and earnings per share.

RISK FACTORS

Please review below to update and/or identify any risks that are specific to your company’s present business and financial condition. Risk factors that date back to your company’s launch on the platform may be outdated and may need to be modified. Uncertain Risk An investment in the Company (also referred to as “we”, “us”, “our”, or “Company”) involves a high degree of risk and should only be considered by those who can afford the loss of their entire investment. Furthermore, the purchase of any of the Series Seed-3 Preferred Stock should only be undertaken by persons whose financial resources are sufficient to enable them to indefinitely retain an illiquid investment. Each investor in the Company should consider all of the information provided to such potential investor regarding the Company as well as the following risk factors, in addition to the other information listed in the Company’s Form C. The following risk factors are not intended, and shall not be deemed to be, a complete description of the commercial and other risks inherent in the investment in the Company. Our business projections are only projections There can be no assurance that the Company will meet our projections. There can be no assurance that the Company will be able to find sufficient demand for our product, that people think it’s a better option than a competing product, or that we will be able to provide the service at a level that allows the Company to make a profit and still attract business. Any valuation at this stage is difficult to assess The valuation for the offering was established by the Company. Unlike listed companies that are valued publicly through market-driven stock prices, the valuation of private companies, especially startups, is difficult to assess and you may risk overpaying for your investment. The transferability of the Securities you are buying is limited Any Series Seed-3 Preferred Stock purchased through this crowdfunding campaign is subject to SEC limitations of transfer. This means that the stock/note that you purchase cannot be resold for a period of one year. The exception to this rule is if you are transferring the stock back to the Company, to an “accredited investor,” as part of an offering registered with the Commission, to a member of your family, trust created for the benefit of your family, or in connection with your death or divorce. Your investment could be illiquid for a long time You should be prepared to hold this investment for several years or longer. For the 12 months following your investment there will be restrictions on how you can resell the securities you receive. More importantly, there is no established market for these securities and

there may never be one. As a result, if you decide to sell these securities in the future, you may not be able to find a buyer. The Company may be acquired; however, that may never happen or it may happen at a price that results in you losing money on this investment. If the Company cannot raise sufficient funds it will not succeed. The Company is offering Series Seed-3 Preferred Stock in this offering, and may close on any investments that are made. Even if the maximum amount is raised, the Company is likely to need additional funds in the future in order to grow, and if it cannot raise those funds for whatever reason, including reasons relating to the Company itself or the broader economy, it may not survive. If the Company manages to raise only the minimum amount of funds, sought, it will have to find other sources of funding for some of the plans outlined in "Use of Proceeds." Terms of subsequent financings may adversely impact your investment. We will likely need to engage in common equity, debt, or preferred stock financings in the future, which may reduce the value of your investment in the Common Stock. Interest on debt securities could increase costs and negatively impact operating results. Preferred stock could be issued in series from time to time with such designation, rights, preferences, and limitations as needed to raise capital. The terms of preferred stock could be more advantageous to those investors than to the holders of Common Stock. In addition, if we need to raise more equity capital from the sale of Common Stock, institutional or other investors may negotiate terms that are likely to be more favorable than the terms of your investment, and possibly a lower purchase price per share. Management Discretion as to Use of Proceeds Our success will be substantially dependent upon the discretion and judgment of our management team with respect to the application and allocation of the proceeds of this Offering. The use of proceeds described below is an estimate based on our current business plan. We, however, may find it necessary or advisable to re-allocate portions of the net proceeds reserved for one category to another, and we will have broad discretion in doing so.

Projections: Forward Looking Information Any projections or forward looking statements regarding our anticipated financial or operational performance are hypothetical and are based on management's best estimate of the probable results of our operations and will not have been reviewed by our independent accountants. These projections will be based on assumptions which management believes are reasonable. Some assumptions invariably will not materialize due to unanticipated events and circumstances beyond management's control. Therefore, actual results of operations will vary from such projections, and such variances may be material. Any projected results cannot be guaranteed. The amount raised in this offering may include investments from company insiders or immediate family members. Officers, directors, executives, and existing owners with a controlling stake in the company (or their immediate family members) may make investments in this offering. Any such investments will be included in the raised amount reflected on the campaign page. Some of our products are still in prototype phase and might never be operational products. It is possible that there may never be an operational product or that the product may never be used to engage in transactions. It is possible that the failure to release the product is the result of a change in business model upon the Company's making a determination that the business model, or some other factor, will not be in the best interest of the Company and its stockholders. Developing new products and technologies entails significant risks and uncertainties. We are currently in the research and development stage and have only manufactured a prototype for our platform. Delays or cost overruns in the development of our platform and failure of the product to meet our performance estimates may be caused by, among other things, unanticipated technological hurdles, difficulties in manufacturing, changes to design and regulatory hurdles. Any of these events could materially and adversely affect our operating performance and results of operations.

Minority Holder; Securities with Voting Rights The Series Seed-3 Preferred Stock that an investor is buying has voting rights attached to them. However, you will be part of the minority shareholders of the Company and therefore will have a limited ability to influence management's decisions on how to run the business. You are trusting in management discretion in making good business decisions that will grow your investments. Furthermore, in the event of a liquidation of our company, you will only be paid out if there is any cash remaining after all of the creditors of our company have been paid out. You are trusting that management will make the best decision for the company. You are trusting in management discretion. You are buying securities as a minority holder, and therefore must trust the management of the Company to make good business decisions that grow your investment.

Insufficient Funds The company might not sell enough securities in this offering to meet its operating needs and fulfill its plans, in which case it will cease operating and you will get nothing. Even if we sell all the common stock we are offering now, the Company will (possibly) need to raise more funds in the future, and if it can't get them, we will fail. Even if we do make a successful offering in the future, the terms of that offering might result in your investment in the company being worth less, because later investors might get better terms. This offering involves "rolling closings," which may mean that earlier investors may not have the benefit of information that later investors have. Once we meet our target amount for this offering, we may request that StartEngine instruct the escrow agent to disburse offering funds to us. At that point, investors whose subscription agreements have been accepted will become our investors. All early-stage companies are subject to a number of risks and uncertainties, and it is not uncommon for material changes to be made to the offering terms, or to companies' businesses, plans or prospects, sometimes on short notice. When such changes happen during the course of an offering, we must file an amended to our Form C with the SEC, and investors whose subscriptions have not yet been accepted will have the right to withdraw their subscriptions and get their money back. Investors whose subscriptions have already been accepted, however, will already be our investors and will have no such right. Our new product could fail to achieve the sales projections we expected. Our growth projections are based on an assumption that with an increased advertising and marketing budget our products will be able to gain traction in the marketplace at a faster rate than our current products have. It is possible that our new products will fail to gain market acceptance for any number of reasons. If the new products fail to achieve significant sales and acceptance in the marketplace, this could materially and adversely impact the value of your investment. We face significant market competition. We will compete with larger, established companies who currently have products on the market and/or various respective product development programs. They may have much better financial means and marketing/sales and human resources than us. They may succeed in developing and marketing competing equivalent products earlier than us, or superior products than those developed by us. There can be no assurance that competitors will render our technology or products obsolete or that the products developed by us will be preferred to any existing or newly developed technologies. It should further be assumed that competition will intensify. We are competing against other recreational activities. Although we are a unique company that caters to a select market, we do compete against other recreational activities. Our business growth depends on the market interest in the Company over other activities. We are an early stage company and have limited revenue and operating history. The Company has a short history, few customers, and effectively no revenue. If you are investing in this company, it's because you think that the platform is a good idea, that the team will be able to successfully market, and sell the product or service, that we can price them right and sell them to enough peoples so that the Company will succeed. Further, we have never turned a profit and there is no assurance

that we will ever be profitable. The loss of one or more of our key personnel, or our failure to attract and retain other highly qualified personnel in the future, could harm our business To be successful, the Company requires capable people to run its day to day operations. As the Company grows, it will need to attract and hire additional employees in sales, marketing, design, development, operations, finance, legal, human resources and other areas. Depending on the economic environment and the Company’s performance, we may not be able to locate or attract qualified individuals for such positions when we need them. We may also make hiring mistakes, which can be costly in terms of resources spent in recruiting, hiring and investing in the incorrect individual and in the time delay in locating the right employee fit. If we are unable to attract, hire and retain the right talent or make too many hiring mistakes, it is likely our business will suffer from not having the right employees in the right positions at the right time. This would likely adversely impact the value of your investment. We rely on third parties to provide services essential to the success of our business We rely on third parties to provide a variety of essential business functions for us, including manufacturing, shipping, accounting, legal work, public relations, advertising, retailing, and distribution. It is possible that some of these third parties will fail to perform their services or will perform them in an unacceptable manner. It is possible that we will experience delays, defects, errors, or other problems with their work that will materially impact our operations and we may have little or no recourse to recover damages for these losses. A disruption in these key or other suppliers’ operations could materially and adversely affect our business. As a result, your investment could be adversely impacted by our reliance on third parties and their performance. The Company is vulnerable to hackers and cyber-attacks As an internet-based business, we may be vulnerable to hackers who may access the data of our investors and the issuer companies that utilize our platform. Further, any significant disruption in service on Bizfluence, Inc. or in its computer systems could reduce the attractiveness of the platform and result in a loss of investors and companies interested in using our platform. Further, we rely on a third-party technology provider to provide some of our back-up technology. Any disruptions of services or cyber-attacks either on our technology provider or on Bizfluence, Inc. could harm our reputation and materially negatively impact our financial condition and business.

RESTRICTIONS ON TRANSFER

The common stock sold in the Regulation CF offering, may not be transferred by any purchaser, for a period of one-year beginning when the securities were issued, unless such securities are transferred:

- (1) to the Company;
- (2) to an accredited investor;
- (3) as part of an offering registered with the SEC; or
- (4) to a member of the family of the purchaser or the equivalent, to a trust controlled by the purchaser, to a trust created for the benefit of a member of the family of the purchaser or the equivalent, or in connection with the death or divorce of the purchaser or other similar circumstance.

SIGNATURES

Pursuant to the requirements of Sections 4(a)(6) and 4A of the Securities Act of 1933 and Regulation Crowdfunding (§ 227.100-503), the issuer certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form C and has duly caused this Form to be signed on its behalf by the duly authorized undersigned, on December 20, 2023.

Bizfluence, Inc.

By */s/ Jacob Davis*

Name: Bizfluence Inc

Title: CEO

Exhibit A

FINANCIAL STATEMENTS

INDEPENDENT ACCOUNTANT'S REPORT AND DISCLOSURE

To Whom It May Concern:

On Monday, November 27, 2023, we prepared the attached financial statements for Bizfluence, Inc. for the year ending December 31st, 2022. This includes the Balance Sheet, Profit and Loss Statement, and Statement of Cash Flows. Using GAAP (Generally Accepted Accounting Principles) and our industry experience, we have performed the necessary due diligence on the accounts and information provided to us by the client. As a result, the attached reports are our best representation of the information provided to us.

Our company serves as an outsourced bookkeeping and CFO advisory service to the client, and this statement should not be interpreted to be the equivalent of a CPA review or audit. We did not perform any attest services for this client nor do we perform attest services for any clients.

Regards,



Chris King
Managing Partner
Next Level Solutions, LLC



Bizfluence, Inc.

Balance Sheet

As of December 31, 2022

	TOTAL
ASSETS	
Current Assets	
Bank Accounts	
NLS Retainer	773.85
Wells Fargo Checking_4452	5,553.45
Wells Fargo Savings_4927	25.22
Total Bank Accounts	\$6,352.52
Accounts Receivable	
Accounts Receivable (A/R)	0.00
Total Accounts Receivable	\$0.00
Other Current Assets	
Prepaid Audit Expense	0.00
Undeposited Funds	0.00
Total Other Current Assets	\$0.00
Total Current Assets	\$6,352.52
TOTAL ASSETS	\$6,352.52
LIABILITIES AND EQUITY	
Liabilities	
Current Liabilities	
Accounts Payable	
Accounts Payable (A/P)	15,750.00
Total Accounts Payable	\$15,750.00
Credit Cards	
Bonvoy Business Amex Card_91004	8,801.53
Chase_1322	22,710.14
Chase_8450	10,905.08
Chase_8499	23,939.99
Total Credit Cards	\$66,356.74
Other Current Liabilities	
Due to Fusion Development LTD	2,700.00
Due to Jacob Davis	-37.00
Due to Joel Wolh	54.20
Due to Netfusion Marketing	61,029.61
Total Other Current Liabilities	\$63,746.81
Total Current Liabilities	\$145,853.55
Total Liabilities	\$145,853.55
Equity	
Additional Paid in Capital	657,929.32
Common Stock, Par Value	86.34
Crowd-Fund Investments	121,342.75
Owner Draw	0.00
Preferred Stock, Par Value	5.34

Bizfluence, Inc.

Balance Sheet

As of December 31, 2022

	TOTAL
Retained Earnings	-650,196.73
Net Income	-268,668.05
Total Equity	\$ -139,501.03
TOTAL LIABILITIES AND EQUITY	\$6,352.52

Bizfluence, Inc.

Profit and Loss

January - December 2022

	TOTAL
Income	
Total Income	
GROSS PROFIT	\$0.00
Expenses	
Advertising/Promotional	
Influencer Fees	224.00
Promotional Merchandise	300.00
Total Advertising/Promotional	524.00
Bank Charges & Fees	3,312.71
Charitable Contributions	1,500.00
Contractors	
Mobile Developers	62,000.00
UI Design	15,546.75
Web Developers	101,837.05
Total Contractors	179,383.80
Crowd-Fund Investment Fees	1,211.53
Interest Paid	13,764.94
Professional Services	
Accounting	18,903.00
Legal	18,949.01
Marketing	1,500.00
Total Professional Services	39,352.01
Shipping Materials	711.01
Software Expense	
Development Tools	2,896.65
Marketing Tools	3,101.37
Office Tools	2,255.05
Total Software Expense	8,253.07
Taxes & Licenses	764.00
Web Vendor Fees	19,891.82
Total Expenses	\$268,668.89
NET OPERATING INCOME	\$ -268,668.89
Other Income	
Interest Income	0.84
Total Other Income	\$0.84
NET OTHER INCOME	\$0.84
NET INCOME	\$ -268,668.05

Bizfluence, Inc.

Statement of Cash Flows

January - December 2022

	TOTAL
OPERATING ACTIVITIES	
Net Income	-268,668.05
Adjustments to reconcile Net Income to Net Cash provided by operations:	
Prepaid Audit Expense	0.00
Accounts Payable (A/P)	5,919.52
Bonvoy Business Amex Card_91004	8,801.53
Chase_1322	10,789.25
Chase_8450	10,905.08
Chase_8499	17,691.86
Due to Jacob Davis	-88.00
Due to Netfusion Marketing	58,400.41
Total Adjustments to reconcile Net Income to Net Cash provided by operations:	112,419.65
Net cash provided by operating activities	\$ -156,248.40
FINANCING ACTIVITIES	
Additional Paid in Capital:BridgeWater Capital Partners LLC	4,999.96
Additional Paid in Capital:Eli Kaufman	4,999.96
Additional Paid in Capital:Levi Y. Liebowitz	4,999.96
Additional Paid in Capital:Yaakov Feingold	24,999.78
Crowd-Fund Investments	121,342.75
Owner Draw	0.00
Preferred Stock, Par Value:BridgeWater Capital Partners LLC	0.04
Preferred Stock, Par Value:Eli Kaufman	0.04
Preferred Stock, Par Value:Levi Y. Liebowitz	0.04
Preferred Stock, Par Value:Yaakov Feingold	0.22
Net cash provided by financing activities	\$161,342.75
NET CASH INCREASE FOR PERIOD	\$5,094.35
Cash at beginning of period	1,258.17
CASH AT END OF PERIOD	\$6,352.52

Bizfluence, Inc.
Statement of Stockholders' Equity (1/1/22 - 12/31/22)

	Common Shares	Preferred Shares	Amount	Treasury Stock	Additional Paid- In Capital	Retained Earnings	Total Stockholders' Equity
Balance as of January 1, 2022	8,634,000	501,357	\$618,021.00	\$0.00	\$617,929.66	-\$650,196.73	-\$32,175.73
Net Income						-\$268,668.05	-\$268,668.05
Issuance of Preferred Sock:							
BridgeWater Capital Partners, LLC		4,379	\$5,000.00	\$0.00	\$4,999.96		\$5,000.00
Eli Kaufman		4,379	\$5,000.00	\$0.00	\$4,999.96		\$5,000.00
Levi Y. Liebowitz		4,379	\$5,000.00	\$0.00	\$4,999.96		\$5,000.00
Yaakov Feingold		21,897	\$25,000.00	\$0.00	\$24,999.78		\$25,000.00
Start Engine Series Seed 3*		102,706	\$121,342.75	\$0.00	\$0.00		\$121,342.75
Balance as of December 31, 2022		639,097	\$779,364	\$0	\$657,929.32	(\$918,864.78)	(\$139,501.03)

***Start Engine Seed 3 funds were not fully collected until 2023. 2023 Statement of Stockholders' Equity will reflect the final amounts net of fees.**

BIZFLUENCE, INC.

Financial Statements For The Years Ended December 31, 2021 and 2020



Independent Auditor's Report

To Management
Bizfluence, Inc.
Austin, TX

We have audited the accompanying financial statements of Bizfluence, Inc. (a Delaware corporation), which comprise the balance sheets as of December 31, 2021 and 2020, and the related statements of income, shareholders' equity, and cash flows for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Bizfluence, Inc. as of December 31, 2021 and 2020, and the results of its operations and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

A handwritten signature in black ink, appearing to read 'J. Tyra', with a long horizontal stroke extending from the end.

Jason M. Tyra, CPA, PLLC
Dallas, TX
April 29, 2022

BIZFLUENCE, INC.
BALANCE SHEET
DECEMBER 31, 2021 AND 2020

		<u>ASSETS</u>	
		<u>2021</u>	<u>2020</u>
CURRENT ASSETS			
Cash		\$ 1,258	\$ 90,804
	TOTAL CURRENT ASSETS	<u>1,258</u>	<u>90,804</u>
	TOTAL ASSETS	<u><u>\$ 1,258</u></u>	<u><u>\$ 90,804</u></u>
		<u>LIABILITIES AND SHAREHOLDERS' EQUITY</u>	
CURRENT LIABILITIES			
Accounts Payable		27,999	19,444
	TOTAL CURRENT LIABILITIES	<u>27,999</u>	<u>19,444</u>
NON-CURRENT LIABILITIES			
Related Party Notes Payable		5,434	411
	TOTAL LIABILITIES	<u><u>33,433</u></u>	<u><u>19,855</u></u>
SHAREHOLDERS' EQUITY			
Common Stock (10,501,357 shares authorized; 8,634,000 issued; \$0.00001 par value)		86	86
Preferred Stock (501,357 shares authorized; 501,357 issued; \$0.00001 par value)		5	-
Additional Paid in Capital		617,934	166,993
Retained Deficit		(650,197)	(96,130)
	TOTAL SHAREHOLDERS' EQUITY	<u>(32,172)</u>	<u>70,949</u>
	TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	<u><u>\$ 1,258</u></u>	<u><u>\$ 90,804</u></u>

BIZFLUENCE, INC.
INCOME STATEMENT
FOR THE YEARS ENDED DECEMBER 31, 2021 AND 2020

	<u>2021</u>	<u>2020</u>
Operating Expense		
Research & Development	261,510	32,057
Legal & Professional	221,415	56,506
Advertising & Marketing	60,525	6,646
General & Administrative	10,159	835
	<hr/> 553,609	<hr/> 96,044
Net Loss from Operations	(553,611)	(96,044)
Other Income (Expense)		
Other Income	1,000	
Interest Expense	(1,458)	(86)
Net Loss	<hr/> \$ (554,067)	<hr/> \$ (96,130)
Net Loss Per Share		
Weighted average common shares outstanding - Basic	8,634,000	8,634,000
Net Loss per share	<hr/> \$ (0.06)	<hr/> \$ (0.01)

See Independent Accountant's Audit Report and accompanying notes, which are an integral part of these financial statements.

BIZFLUENCE, INC.
STATEMENT OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31, 2021 AND 2020

Cash Flows From Operating Activities

Net Loss For The Period	\$ (554,067)	\$ (96,130)
Change in Accounts Payable	8,555	19,444

Net Cash Flows From Operating Activities

(545,512)	(76,686)
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Cash Flows From Financing Activities

Increase in Additional Paid In Capital	450,941	166,993
Proceeds from Related Party Notes Payable	5,023	411
Issuance of Preferred Stock	5	-
Issuance of Common Stock	-	86

Net Cash Flows From Financing Activities

455,969	167,490
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Cash at Beginning of Period

90,804	-
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Net Increase (Decrease) In Cash

(89,543)	90,804
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Cash at End of Period

\$ 1,258	\$ 90,804
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BIZFLUENCE, INC.
STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY
FOR THE YEARS ENDED DECEMBER 31, 2021 AND 2020

	Common Stock Number	Amount	Preferred Stock Number	Amount	Additional Paid in Capital	Retained Deficit	Total Shareholders' Equity
Balance at January 1, 2020		\$ -		\$ -		\$ -	\$ -
Issuance of Stock	8,634,000	86		-	166,993		167,079
Net Loss						(96,130)	(96,130)
Balance at December 31, 2020	8,634,000	\$ 86	-	\$ -	\$ 166,993	\$ (96,130)	\$ 70,949
Issuance of Stock			501,357	5	450,941		450,946
Net Loss						(554,067)	(554,067)
Balance at December 31, 2021	8,634,000	\$ 86	501,357	\$ 5	\$ 617,934	\$ (650,197)	\$ (32,172)

BIZFLUENCE, INC.
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2021 & 2020

NOTE A- ORGANIZATION AND NATURE OF ACTIVITIES

Bizfluence, Inc. ("the Company") is a corporation organized under the state of Delaware domiciled in Texas. The Company operates as an online networking platform that connects online influence professionals and aims to help promote their online audience.

NOTE B- GOING CONCERN MATTERS

The financial statements have been prepared on the going concern basis, which assumes that the Company will continue in operation for the foreseeable future. However, management has identified the following conditions and events that created an uncertainty about the ability of the Company to continue as a going concern. The Company sustained net operating losses in 2021 of \$554,067 and 2020 of \$96,130.

The following describes management's plans that are intended to mitigate the conditions and events that raise substantial doubt about the Company's ability to continue as a going concern. The Company plans to raise operating capital through a Reg CF offering. The Company's ability to meet its obligations as they become due is dependent upon the success of management's plans, as described above.

These conditions and events create an uncertainty about the ability of the Company to continue as a going concern through April 29, 2023 (one year after the date that the financial statements are available to be issued). The financial statements do not include any adjustments that might be necessary should the Company be unable to continue as a going concern.

NOTE C- SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The accompanying financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("US GAAP"). The Company's fiscal year ends December 31.

Significant Risks and Uncertainties

The Company is subject to customary risks and uncertainties associated with development of new technology including, but not limited to, dependence on key personnel, costs of services provided by third parties, the need to obtain additional financing, and limited operating history.

The Company currently has no developed products for commercialization and there can be no assurance that the Company's research and development will be successfully commercialized. Developing and commercializing a product requires significant capital, and based on the current operating plan, the Company expects to continue to incur operating losses as well as cash outflows from operations in the near term.

BIZFLUENCE, INC.
NOTES TO FINANCIAL STATEMENTS (CONTINUED)

Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and 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. Changes in estimates are recorded in the period they are made. Actual results could differ from those estimates.

Cash and Cash Equivalents

Cash and cash equivalents include all cash balances, and highly liquid investments with maturities of three months or less when purchased.

Other Income

The Company received funding in association with a sponsorship event.

Advertising

The Company records advertising expenses in the year incurred.

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 years 2021 and 2020. 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 tax filing requirements in the State of Delaware domiciled in Texas.

Net Income Per Share

Net earnings or loss per share is computed by dividing net income or loss by the weighted-average number of common shares outstanding during the period, excluding shares subject to redemption or forfeiture. The Company presents basic and diluted net earnings or loss per share. Diluted net earnings or loss per share reflect the actual weighted average of common shares issued and outstanding during the period,

BIZFLUENCE, INC.
NOTES TO FINANCIAL STATEMENTS (CONTINUED)

adjusted for potentially dilutive securities outstanding. Potentially dilutive securities are excluded from the computation of the diluted net loss per share if their inclusion would be anti-dilutive.

Recently Adopted Accounting Pronouncements

From time to time, new accounting pronouncements are issued by the Financial Accounting Standards Board, or FASB, or other standard setting bodies and adopted by the Company as of the specified effective date. Unless otherwise discussed, the Company believes that the impact of recently issued standards that are not yet effective will not have a material impact on its financial position or results of operations upon adoption.

In November 2015, the FASB issued ASU (Accounting Standards Update) 2015-17, *Balance Sheet Classification of Deferred Taxes*, or ASU 2015-17. The guidance requires that all deferred tax assets and liabilities, along with any related valuation allowance, be classified as noncurrent on the balance sheet. For all entities other than public business entities, the guidance becomes effective for financial statements issued for annual periods beginning after December 15, 2017, and interim periods within annual periods beginning after December 15, 2018. Early adoption is permitted for all entities as of the beginning of an interim or annual reporting period. The adoption of ASU 2015-17 had no material impact on the Company's financial statements and related disclosures.

In November 2016, the FASB issued ASU 2016-18, *Statement of Cash Flows (Topic 230), Restricted Cash*, or ASU 2016-18. The amendments of ASU 2016-18 were issued to address the diversity in classification and presentation of changes in restricted cash and restricted cash equivalents on the statement of cash flows which is currently not addressed under Topic 230. ASU 2016-18 would require an entity to include amounts generally described as restricted cash and restricted cash equivalents with cash and cash equivalents when reconciling the beginning of period and end of period total amounts on the statement of cash flows. This guidance is effective for annual reporting periods, and interim periods within those years, beginning after December 15, 2018 for non-public entities. Early adoption is permitted, and the standard must be applied retrospectively. The adoption of ASU 2016-18 had no material impact on the Company's financial statements and related disclosures.

In May 2014, the FASB issued ASU, 2014-09—*Revenue from Contracts with Customers (Topic 606)*, or ASU 2014-09, and further updated through ASU 2016-12, or ASU 2016-12, which amends the existing accounting standards for revenue recognition. ASU 2014-09 is based on principles that govern the recognition of revenue at an amount to which an entity expects to be entitled to when products are transferred to customers. This guidance is effective for annual reporting periods, and interim periods within those years, beginning December 15, 2018 for non-public entities. The new revenue standard may be applied retrospectively to each prior period presented or retrospectively with the cumulative effect recognized as of the date of adoption. The adoption of ASU 2014-09 had no material impact on the Company's financial statements and related disclosures.

In February 2016, the FASB issued ASU 2016-02, *Leases (Topic 842)*, or ASU 2016-02, which supersedes the guidance in ASC 840, *Leases*. The new standard requires lessees to apply a dual approach, classifying leases as either finance or operating leases based on the principle of whether or not the lease is effectively a financed purchase by the lessee. This classification will determine whether lease expense is recognized based on an effective interest method or on a straight-line basis over the term of the lease. A lessee is also required to record a right-of-use asset and a lease liability for all leases with a term of greater than 12 months regardless of their classification. Leases with a term of 12 months or less will be accounted for similar to existing guidance for operating leases today. This guidance is effective for annual reporting

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periods beginning after December 15, 2019 for non-public entities. The adoption of ASU 2016-02 had no material impact on the Company's financial statements and related disclosures.

In March 2016, the FASB issued ASU 2016-09, *Improvements to Employee Share-based Payment Accounting*, or ASU 2016-09. ASU 2016-09 simplifies several aspects of the accounting for share-based payment transactions, including the income tax consequences, classification of awards as either equity or liabilities, and classification on the statement of cash flows. Some of the areas of simplification apply only to non-public companies. This guidance was effective on December 31, 2016 for public entities. For entities other than public business entities, the amendments are effective for annual periods beginning after December 15, 2017, and interim periods within annual periods beginning after December 15, 2018. Early adoption is permitted for an entity in any interim or annual period for which financial statements have not been issued or made available for issuance. An entity that elects early adoption must adopt all amendments in the same period. The adoption of ASU 2016-09 had no material impact on the Company's financial statements and related disclosures.

In May 2017, the FASB issued ASU 2017-09, *Compensation—Stock Compensation (Topic 718): Scope of Modification Accounting*, or ASU 2017-09, which clarifies when to account for a change to the terms or conditions of a share-based payment award as a modification. Under the new guidance, modification accounting is required only if the fair value, the vesting conditions, or the classification of the award (as equity or liability) changes as a result of the change in terms or conditions. This guidance is effective for annual reporting periods, and interim periods within those years, beginning after December 15, 2017, for both public entities and non-public entities. Early adoption is permitted. The adoption of ASU 2017-09 had no material impact on the Company's financial statements and related disclosures.

NOTE D- DEBT

Related Party Notes Payable

In 2020, the company issued a series of notes payable with a related party in exchange for cash for the purpose of funding continuing operations ("the Related Party Notes Payable"). The notes do not accrue interest and are payable at a future date to be determined by management.

NOTE E- EQUITY

Under the Company's original articles of incorporation, the Company authorized 10,000,000 shares of \$0.00001 par value Common Stock.

Common Stock: Common shareholders have the right to vote on certain items of Company business at the rate of one vote per share of stock. Common Stock ranks behind all issues of Preferred Stock in liquidation preference

Preferred Stock: Preferred shareholders have included dilution protected dividend preference for all Preferred Stock share classes, liquidation preferences, and voting rights. Preferred Stock are convertible into Common Stock at the holder's election.

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Preferred shares were issued throughout the year of 2021. On January 20, 2022, the Company amended its articles of incorporation to issue 10,501,357 shares of \$0.00001 par value Common Stock and 501,357 shares of \$0.00001 par value Preferred Stock.

As of December 31, 2021, the number of shares issued and outstanding by class was as follows:

Common Stock	8,634,000
Preferred Stock	501,357

NOTE F- FAIR VALUE MEASUREMENTS

Fair value is an exit price, representing the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants based on the highest and best use of the asset or liability. As such, fair value is a market-based measurement that should be determined based on assumptions that market participants would use in pricing an asset or liability. The Company uses valuation techniques to measure fair value that maximize the use of observable inputs and minimize the use of unobservable inputs. These inputs are prioritized as follows:

Level 1 - Observable inputs, such as quoted prices for identical assets or liabilities in active markets;
Level 2 - Inputs, other than the quoted prices in active markets, that are observable either directly or indirectly, such as quoted prices for similar assets or liabilities, or market-corroborated inputs; and
Level 3 - Unobservable inputs for which there is little or no market data which require the reporting entity to develop its own assumptions about how market participants would price the assets or liabilities.

The valuation techniques that may be used to measure fair value are as follows:

Market approach - Uses prices and other relevant information generated by market transactions involving identical or comparable assets or liabilities.

Income approach - Uses valuation techniques to convert future amounts to a single present amount based on current market expectations about those future amounts, including present value techniques, option-pricing models, and excess earnings method.

Cost approach - Based on the amount that currently would be required to replace the service capacity of an asset (replacement cost).

NOTE G- CONCENTRATIONS OF RISK

Financial instruments that potentially subject the Company to credit risk consist of cash and cash equivalents. The Company places its cash and cash equivalents with a limited number of high-quality financial institutions and at times may exceed the amount of insurance provided on such deposits.

NOTE H- SUBSEQUENT EVENTS

Management considered events subsequent to the end of the period but before April 29, 2022, the date that the financial statements were available to be issued.

CERTIFICATION

I, Jacob Davis, Principal Executive Officer of Bizfluence, Inc., hereby certify that the financial statements of Bizfluence, Inc. included in this Report are true and complete in all material respects.

Jacob Davis

CEO