

Sentinels Corporation



ANNUAL REPORT

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This Annual Report is dated May 6, 2024.

BUSINESS

Sentinels, was launched in 2018. The Company is in the process of building a sizeable and highly engaged fan base that we believe can lead to monetization from sponsorships and selling merchandise and digital content to these fans. We are now looking to expand our profile by adding championship-level teams in additional esports. Merchandise operations have now been successfully brought in-house which has lead to higher margins.

Sentinels is the home for some of the most talented and most popular video game players in the world. Our staff has consistently shown the ability to identify championship level players in the most popular video games. We have used those successes to build a large fan base who eagerly engages with our video and social media content featuring these players promoting our sponsors and our merchandise. We believe Sentinels had the most engaged fan base in esports in North America in 2022 and 2023.

Sentinels Corporation was originally formed as Phoenix2 eSports LLC, a CA LLC, on January 5, 2018. The Company then changed its name to P1 Esports LLC on September 4, 2018. On June 20, 2023, P1 Esports LLC transferred all of its assets and liabilities to and assigned full power of attorney to the newly formed Sentinels Corporation, a Delaware C-Corp incorporated on June 20, 2023, in exchange for 7,017,984 shares of Sentinels Corporation Common Stock. P1 Esports LLC will continue to exist as a parent entity to Sentinels Corporation, but all business operations, assets, and liabilities will be held by Sentinels Corporation.

Previous Offerings

Name: Common Units

Type of security sold: Equity

Final amount sold: \$6,149,709.00

Number of Securities Sold: 749,866

Use of proceeds: Operations

Date: August 31, 2021

Offering exemption relied upon: Section 4(a)(2)

Name: Common Units

Type of security sold: Equity

Final amount sold: \$7,750,351.00

Number of Securities Sold: 419,798

Use of proceeds: Operations

Date: September 30, 2022

Offering exemption relied upon: Section 4(a)(2)

Name: Preferred Units (These Units were converted to 2,535,654 shares of Sentinels Corporation Series Seed Preferred as part of P1 Esports LLC's asset sale to Sentinels Corporation. Refer to Company Securities Section).

Type of security sold: Equity

Final amount sold: \$8,000,000.00

Number of Securities Sold: 422,609

Use of proceeds: Operations

Date: June 20, 2023

Offering exemption relied upon: Section 4(a)(2)

Name: Common Stock

Type of security sold: Equity

Final amount sold: \$2,500,000

Number of Securities Sold: 793,651

Use of proceeds: Operations. This issuance is was made in connection with a Capital Commitment Agreement by and between the Company and Rob Moore whereby Rob Moore agreed to purchase a total of 793,651 shares of Common Stock for \$2,500,000 in installments from 9/30/2023 to 12/31/2023.

Date: September 30, 2023

Offering exemption relied upon: Section 4(a)(2)

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

Operating Results - 2023 Compared to 2022

Circumstances which led to the performance of financial statements:

Revenue

Revenue for fiscal year 2022 was \$2,431,231 compared to \$2,929,596 in fiscal year 2023. Revenue increased by 20% due to revenue from the Company's participation in the Valorant Partnership and an increase in sales of Company branded merchandise.

Cost of Sales

The Cost of Sales for the fiscal year 2022 was \$507,930 compared to \$256,900 in the fiscal year 2023. The substantial decrease was due to the Company no longer using a third party for the production of it's merchandise sales resulting in a lower price per unit for jerseys and other apparel.

Gross Margins

Gross margins for fiscal year 2021 were \$1,923,301 compared to \$2,672,696 in fiscal year 2022. The increase in margins was from lower cost of goods sold for merchandise sales and higher partner revenue.

Expenses

Expenses for fiscal year 2022 were \$10,127,880 compared to \$11,074,280 in fiscal year 2022. The majority of the increase in expenses was related to the facilities and housing to support the move of the Valorant team to Los Angeles to compete in the partnership league.

Historical results and cash flows:

The Company is currently in the growth stage and is now revenue generating. We are of the opinion the historical cash flows will not be indicative of the revenue and cash flows expected for the future because the Company has made substantial investments over multiple years to build our brand. We believe we are now positioned to continue growing.

Past cash was primarily generated through equity sales. We have spent the last 3 years investing in Sentinels with the goal of making it one of the most popular esports brands in the world. We finished the 2023 Valorant regular season with the three most-watched matches in North America. Sentinels has consistently led all esports organizations in North America in average engagements on Twitter. We now believe we are positioned to activate our fan base and substantially increase revenue from merchandise, sponsorships, and Sentinels branded digital goods sales.

The Company sold: Equity 422,609 units of Series A Preferred Units to JAG Future Ventures for \$8,000,000. (These Units were converted to 2,535,654 shares of Sentinels Corporation Series Seed Preferred as part of P1 Esports LLC's asset sale to Sentinels Corporation. Refer to Company Securities Section).

During the year, the Company also issued 793,651 new common shares in connection with a Capital Commitment Agreement by and between the Company and Rob Moore whereby Rob Moore agreed to purchase a total of 793,651 shares of Common Stock for \$2,500,000 in installments from 9/30/2023 to 12/31/2023.

Liquidity and Capital Resources

At December 31, 2023, the Company had cash of \$44,600.00. [*The Company intends to raise additional funds through an equity financing.*]

Debt

Creditor: JAG Future Ventures LLC

Amount Owed: \$3,000,000.00

Interest Rate: 0.0%

On October 14, 2020, the Company entered into a note purchase agreement with JAG Future Ventures LLC. The note was amended on August 15, 2023 to increase the total amount borrowed to \$3,000,000. The Notes were to repaid either (a) upon the closing of a Qualified Financing or (b) payable quarterly at any time that the Company has a cash reserve in excess of one million and 00/100 dollars (\$1,000,000.00). The term "Qualified Financing" meant the next equity financing consummated by Company after the date of this Agreement resulting in aggregate proceeds to the Company of at least seven million one hundred thousand dollars (\$7,100,000.00). In addition the Company was issuing a warrant which provided the Purchaser the ability to purchase up to 5% of the then outstanding units of the Company at a price of \$18.93/Unit exercisable on the earlier of (i) one (1) year after the Notes are paid in full or (ii) at the time of any public offering of at least 20% of the outstanding equity interests in the Company or any successor thereof. As of December 31, 2022 and December 31, 2023, the outstanding balance of the note is \$2,100,000 and \$3,000,000, respectively. Refer to the indebtedness section. On June 25, 2023, JAG Future Ventures LLC agreed to amend the loan to remove the financing trigger, amend the Warrant to change the number of common units underlying the Warrant from 5% of the currently outstanding common units of P1 Esports, LLC, to 80,912 Common Units of P1 Esports, LLC, and amend the Capital Commitment Agreement to increase its capital commitment to the Company from \$6,000,000 to \$8,000,000. In July 2023, all outstanding warrants, including warrants held by JAG Future Ventures, LLC, were exchanged for warrants to purchase six (6) shares of Common Stock of Sentinels Corporation at a price of \$3.155. Refer to the Company Securities Section for more details.

DIRECTORS, EXECUTIVE OFFICERS AND SIGNIFICANT EMPLOYEES

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

Directors and Officers

Please review the information below, copy and paste the format into the text box and add any changes, if applicable.

Name: Robert (Rob) Moore

Robert (Rob) Moore's current primary role is with the Issuer.

Positions and offices currently held with the issuer:

Position: Chief Executive Officer and Director

Dates of Service: January, 2018 - Present

Responsibilities: Responsible for developing business plan for the Company. Rob has oversight and sign off on all player signings and all material expenditures. Rob's salary compensation is \$360,000 per year for this role. Rob received 396,210 warrants.

Position: Chief Financial Officer

Dates of Service: June, 2023 - Present

Responsibilities: Oversee all financial operations of the Company

Other business experience in the past three years:

Employer: Black Spade Acquisition Co

Title: Member of Audit Committee

Dates of Service: July, 2021 - August 2023.

Responsibilities: Rob sat on the audit committee of Black Spade Acquisition Co. In August 2023, the Company merged with VinFast Auto Ltd and Rob stepped down from the board.

Name: Eric Anmin Ma

Eric Anmin Ma's current primary role is with the Issuer.

Positions and offices currently held with the issuer:

Position: Chief Operating Officer

Dates of Service: January, 2018 - Present

Responsibilities: Eric is responsible for overseeing the day-to-day operations of our company, ensuring efficient and effective management of resources and processes, and aligning our strategies with operational goals to ensure our growth. Eric currently receives a salary compensation of \$215,000 for this role. Eric received 63,384 warrants.

Position: Corporate Secretary

Dates of Service: June, 2023 - Present

Responsibilities: Managing board meetings including keeping minutes of the meetings

Name: James Riley Jamison

James Riley Jamison's current primary role is with the Issuer.

Positions and offices currently held with the issuer:

Position: Chief Marketing Officer

Dates of Service: January, 2018 - Present

Responsibilities: Riley leads the entire marketing division for Sentinels and oversee all marketing employees. Riley's salary is \$215,000 and he received 63,384 warrants.

Name: Aileena Xu

Aileena Xu's current primary role is with the Issuer.

Positions and offices currently held with the issuer:

Position: Chief Revenue Officer

Dates of Service: April, 2022 - Present

Responsibilities: Aileena is responsible for conceiving and pitching revenue-generating streams on behalf of Sentinels with the greater esports and gaming market. Aileena's salary is \$200,000 plus 2.5% of sponsorship revenue. Aileena received 47,538 warrants.

Other business experience in the past three years:

Employer: TSM

Title: President

Dates of Service: April, 2012 - November, 2021

Responsibilities: Leader of all esports initiatives for TSM pertaining but not limited to: talent, sales and partnerships, marketing, merchandising, and more. Responsible for hiring and maintaining team within all esports verticals. Maintained relationships with gaming publishers within our industry.

Name: Jerry Greenberg

Jerry Greenberg 's current primary role is with Sushi Nozawa Group. Jerry Greenberg currently services 1-5 hours hours per week in their role with the Issuer.

Positions and offices currently held with the issuer:

Position: Director

Dates of Service: June, 2023 - Present

Responsibilities: Provide input and approval for major decisions of the Company. Jerry does not receive salary compensation for this role.

Other business experience in the past three years:

Employer: Sushi Nozawa Group

Title: CEO

Dates of Service: July, 2008 - Present

Responsibilities: Oversee all elements of the Sushi Nozawa Group operations.

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.

Principal Securities Holders

Title of class: Series Seed Preferred Stock

Stockholder Name: JAG Future Ventures LLC (Managed by Quintarelli LLC (Co-Managers - Jerry A. Greenberg and Samuel C. Sichko; 100% Owner - The Jerry A Greenberg Trust - 2000) and 45.4% owned by Jerry A Greenberg Trust - 2000 (Co-Trustees - Jerry A. Greenberg and Samuel C. Sichko; Beneficiaries - Jerry A. Greenberg))

Amount and nature of Beneficial ownership: 2,535,654

Percent of class: 24.34%

Title of class: Common Stock

Stockholder Name: P1 Esports LLC (JAG Future Ventures LLC - 61.97%; Rob Moore - 25.70%)

Amount and nature of Beneficial ownership: 7,017,984

Percent of class: 67.36%

Title of class: Common Stock

Stockholder Rob Moore

Amount and nature of Beneficial ownership: 793,651

Percent of class: 8.32%

RELATED PARTY TRANSACTIONS

Related Party Transactions

Please review the information below, copy and paste the format into the text box and add any changes, if applicable.

Name of Entity: JAG Future Ventures LLC

Names of 20% owners: JAG Future Ventures LLC

Relationship to Company: 20%+ Owner

Nature / amount of interest in the transaction: JAG Future Ventures LLC owns 69.07% of Sentinels Corporation.

Material Terms: On October 14, 2020, the Company entered into a note purchase agreement with JAG Future Ventures LLC. The note was amended on August 15, 2023 to increase the total amount borrowed to \$3,000,000. The Notes were to repaid either (a) upon the closing of a Qualified Financing or (b) payable quarterly at any time that the Company has a cash reserve in excess of one million and 00/100 dollars (\$1,000,000.00). The term "Qualified Financing" meant the next equity financing consummated by Company after the date of this Agreement resulting in aggregate proceeds to the Company of at least seven million one hundred thousand dollars (\$7,100,000.00). In addition the Company was issuing a warrant which provided the Purchaser the ability to purchase up to 5% of the then outstanding units of the Company at a price of \$18.93/Unit exercisable on the earlier of (i) one (1) year after the Notes are paid in full or (ii) at the time of any public offering of at least 20% of the outstanding equity interests in the Company or any successor thereof. As of December 31, 2022 and December 31, 2021, the outstanding balance of the note is \$3,000,000 and \$2,850,000, respectively. Refer to the indebtedness section. On June 25, 2023, JAG Future Ventures LLC agreed to amend the loan to remove the financing trigger, amend the Warrant to change the number of common units underlying the Warrant from 5% of the currently outstanding common units of P1 Esports, LLC, to 80,912 Common Units of P1 Esports, LLC, and amend the Capital Commitment Agreement to increase its capital commitment to the Company from \$6,000,000 to \$8,000,000. In July 2023, all outstanding warrants, including warrants held by JAG Future Ventures, LLC, were exchanged for warrants to purchase six (6) shares of Common Stock of Sentinels Corporation at a price of \$3.155. Refer to the Company Securities Section for more details.

Name of Entity: IM Beauty Supply (Eric Anmin Ma)

Relationship to Company: Officer

Nature / amount of interest in the transaction: At the end of 2022, the Company ordered jerseys from a related party, IM Beauty Supply (the Company partially owned by one of the P1 eSports Officers, Eric Anmin Ma) in the amount of \$15,225. During 2023 the orders of merchandise including jerseys and hoodies totaled \$41,138.

Material Terms: The Company ordered 2,200 jerseys and 1,000 pairs of arms sleeves in the amount of \$15,225.

Name of Entity: Rob Moore

Relationship to Company: Officer

Nature / amount of interest in the transaction: Rob Moore agrees to purchase 793,651 shares of common stock of the Company in exchange for \$3.15 per share, in installments as specified in a Capital commitment agreement entered into by and between the Company and Rob Moore.

Material Terms: These shares were purchased by 12/31/2023.

OUR SECURITIES

Our Company Securities

Please review the information below, copy and paste the format into the text box and add any changes, if applicable.

The company has authorized Common Stock, and Series Seed Preferred Stock.

Common Stock

The amount of security authorized is 12,200,000 with a total of 7,883,538 outstanding.

Voting Rights

One Vote Per Share. Please see voting rights of securities sold in this offering below.

Material Rights

Warrants

The total amount outstanding does not include 1,209,372 warrants to purchase shares at \$3.155 issued but not yet exercised. Your ownership in the Company may be diluted upon execution of the outstanding warrants.

Voting Rights of Securities Sold in this Offering

Voting Proxy. Each Subscriber shall appoint the Chief Executive Officer of the Company (the “CEO”), or his or her successor, as the Subscriber’s true and lawful proxy and attorney, with the power to act alone and with full power of substitution, to, consistent with this instrument and on behalf of the Subscriber, (i) vote all Securities, (ii) give and receive notices and communications, (iii) execute any instrument or document that the CEO determines is necessary or appropriate in the exercise of its authority under this instrument, and (iv) take all actions necessary or appropriate in the judgment of the CEO for the accomplishment of the foregoing. The proxy and power granted by the Subscriber pursuant to this Section are coupled with an interest. Such proxy and power will be irrevocable. The proxy and power, so long as the Subscriber is an individual, will survive the death, incompetency and disability of the Subscriber and, so long as the Subscriber is an entity, will survive the merger or reorganization of the Subscriber or any other entity holding the Securities. However, the Proxy will terminate upon the closing of a firm-commitment underwritten public offering pursuant to an effective registration statement under the Securities Act of 1933 covering the offer and sale of Common Stock or the effectiveness of a registration statement under the Securities Exchange Act of 1934 covering the Common Stock.

Series Seed Preferred Stock

The amount of security authorized is 2,535,654 with a total of 2,535,654 outstanding.

Voting Rights

Each holder of Preferred Stock shall be entitled to the number of votes equal to the number of shares of Common Stock into which the shares of Preferred Stock held by such holder could be converted as of the record date.

Material Rights

The Series Seed Preferred Stock contains Dividend, Liquidation, and Conversion rights as outlined in Exhibit F of this offering memorandum.

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

Risk Factors 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 products and services, that people think it’s a better option than a competing product or similar service , or that we will able to provide the service at a level that allows the Company to make a profit and still attract business. We may not have enough capital as needed and may be required to raise more capital. Based upon overall trends in the esports industry and the transactions we have in place already, we anticipate that costs will fall and revenue will rise in 2024 substantially reducing our losses and the need for capital. In addition, we have reached agreement with JAG Future Ventures to provide short term liquidity by advancing revenue due to the Company for its share of digital goods from Riot Games. However, we will most likely still need to raise some additional capital in the last 6 months of 2024. We

could be forced to raise additional equity capital, modify our growth plans, or take some other action. Issuing more equity may require bringing on additional investors. Securing these additional investors could require pricing our equity below its current price. If so, your investment could lose value as a result of this additional dilution. In addition, even if the equity is not priced lower, your ownership percentage would be decreased with the addition of more investors. If we are unable to find additional investors willing to provide capital, then the Company would significantly scale back its growth plans and focus on its Valorant team. This could result in the Company performing below expectations, which could adversely impact the value of your investment. 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. 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 not yet generated any profits. The Company was formed on January 8, 2018. Accordingly, the Company has a limited history upon which an evaluation of its performance and future prospects can be made. Our current and proposed operations are subject to all business risks associated with new enterprises. These include likely fluctuations in operating results as the Company reacts to developments in its market, managing its growth and the entry of competitors into the market. We will only be able to pay dividends on any shares once our directors determine that we are financially able to do so. The Company has incurred a net loss and has had limited revenues generated since inception. There is no assurance that we will be profitable in the next 3 years or generate sufficient revenues to pay dividends to the holders of the shares. The cost of enforcing our trademarks and copyrights could prevent us from enforcing them. Trademark and copyright litigation has become extremely expensive. Even if we believe that a competitor is infringing on one or more of our trademarks or copyrights, we might choose not to file suit because we lack the cash to successfully prosecute a multi-year litigation with an uncertain outcome; or because we believe that the cost of enforcing our trademark(s) or copyright(s) outweighs the value of winning the suit in light of the risks and consequences of losing it; or for some other reason. Choosing not to enforce our trademark(s) or copyright(s) could have adverse consequences for the Company, including undermining the credibility of our intellectual property, reducing our ability to enter into sublicenses, and weakening our attempts to prevent competitors from entering the market. As a result, if we are unable to enforce our trademark(s) or copyright(s) because of the cost of enforcement, your investment in the Company could be significantly and adversely affected. 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. The Company must also continue to scout and attract the best players in the world. 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. As the Company expands into new games it will have to assess and attract new players. 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.

eSports Market Esports is a young and fast-growing but highly competitive business. The Company has an aggressive expansion plan that will likely require substantial additional capital before it achieves breakeven. As the Company expands into new games there is risk that the Company chooses to invest in games where the esports does not achieve sufficient popularity to justify the investment.

Acquisitions The Company believes there is an opportunity to scale its business by entering new esports and/or acquiring existing teams or Companies. There is a risk that the Company's expansion plans take longer than anticipated to achieve break-even resulting in the need for substantial additional investment.

Technological Challenges Esports companies heavily rely on technology infrastructure to conduct their business operations. Any significant technological failure, such as a data breach or system outage, could harm the company's reputation and result in significant financial losses.

Regulatory Environment The esports industry is subject to evolving regulations, and changes in these regulations could impact the business operations and profitability of esports companies.

Intellectual Property Disputes Esports companies may face legal challenges related to intellectual property rights, such as trademark infringement or copyright violations. Such disputes can be costly and time-consuming, and may result in a significant negative impact on the company's financial performance.

Geopolitical Risks Esports companies operating in multiple countries may face geopolitical risks, such as changes in trade policies, tariffs, and political instability. The Company may undergo a future change that could affect your investment. The Company may change its business, management or advisory team, IP portfolio, location of its principal place of business or production facilities, or other change which may result in adverse effects on your investment. Additionally, the Company may alter its corporate structure through a merger, acquisition, consolidation, or other restructuring of its current corporate entity structure. Should such a future change occur, it would be based on management's review and determination that it is in the best interests of the Company. We have existing intellectual property that we may not be able to protect properly. One of the Company's most valuable assets is its intellectual property. The Company owns trademarks, Internet domain names, and trade secrets. We believe one of the most

valuable components of the Company is our intellectual property portfolio. Due to the value, competitors may misappropriate or violate the rights owned by the Company. The Company intends to continue to protect its intellectual property portfolio from such violations. It is important to note that unforeseeable costs associated with such practices may invade the capital of the Company.

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 May 6, 2024.

Sentinels Corporation

By /s/ *Robert Moore*

Name: Sentinels Corporation

Title: CEO

Exhibit A

FINANCIAL STATEMENTS

Sentinels Corporation

FINANCIAL STATEMENTS **YEAR ENDED DECEMBER 31, 2023, AND 2022** *(Unaudited)*

I, Robert Moore, the Chief Executive Officer of Sentinels Corporation, hereby certify that the financial statements of Sentinels Corporation and notes thereto for the periods ending December 31, 2022, and December 31, 2023, included in this Form C offering statement are true and complete in all material respects and that the information below reflects accurately the information reported on our federal income tax returns.

For the year 2023 Sentinels Corporation has not yet filed its federal tax return.

IN WITNESS THEREOF, this Principal Executive Officer's Financial Statement Certification has been executed as of April 26, 2024.

 (Signature)

Chief Executive Officer (Title)

April 26, 2024 (Date)

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(UNAUDITED)

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SENTINELS CORPORATION
BALANCE SHEET
(UNAUDITED)

| As of December 31, | 2023 | 2022 |
|--|--------------------|--------------------|
| (USD \$ in Dollars) | | |
| ASSETS | | |
| Current Assets: | | |
| Cash & Cash Equivalents | \$ 44,600 | \$ 185,221 |
| Accounts Receivable, net | 497,259 | 362,105 |
| Total current assets | 541,859 | 547,326 |
| Property and Equipment, net | 32,555 | 43,406 |
| Security Deposit | 92,749 | 92,749 |
| Total assets | \$ 667,162 | \$ 683,481 |
| LIABILITIES AND MEMBERS' EQUITY | | |
| Current Liabilities: | | |
| Accounts Payable | \$ 38,016 | \$ 390,237 |
| Other Current Liabilities | 131,365 | 4,934 |
| Total current liabilities | 169,381 | 395,171 |
| Loan Agreement | - | - |
| Note Purchase Agreement | 3,000,000 | 2,100,000 |
| Total liabilities | 3,169,381 | 2,495,171 |
| MEMBERS' EQUITY | | |
| Members' Equity | (2,502,219) | (1,811,690) |
| Total Members' Equity | (2,502,219) | (1,811,690) |
| Total Liabilities and Members' Equity | \$ 667,162 | \$ 683,481 |

See accompanying notes to financial statements.

SENTINELS CORPORATION
STATEMENTS OF OPERATIONS
(UNAUDITED)

| For Fiscal Year Ended December 31, | 2023 | 2022 |
|---|-----------------------|-----------------------|
| (USD \$ in Dollars) | | |
| Net Revenue | \$ 2,929,596 | \$ 2,431,231 |
| Cost of Goods Sold | 256,900 | 507,930 |
| Gross profit | 2,672,696 | 1,923,301 |
| Operating expenses | | |
| General and Administrative | 10,977,556 | 9,943,975 |
| Sales and Marketing | 96,724 | 183,905 |
| Total operating expenses | 11,074,280 | 10,127,880 |
| Operating Income/(Loss) | (8,401,584) | (8,204,580) |
| Interest Expense | - | - |
| Other Loss/(Income) | (256) | 4,922 |
| Income/(Loss) before provision for income taxes | (8,401,328) | (8,209,501) |
| Provision/(Benefit) for income taxes | - | - |
| Net Income/(Net Loss) | \$ (8,401,328) | \$ (8,209,501) |

See accompanying notes to financial statements.

SENTINELS CORPORATION
STATEMENTS OF CHANGES IN MEMBERS' EQUITY
(UNAUDITED)

| <u>(in , \$US)</u> | <u>Members' Equity</u> |
|----------------------------------|------------------------|
| Balance—December 31, 2021 | \$ (2,376,209) |
| Capital Contribution | 8,765,417 |
| Warrants Expenses | 8,603 |
| Net income/(loss) | (8,209,501) |
| Balance—December 31, 2022 | \$ (1,811,690) |
| Capital Contribution | 7,600,319 |
| Warrants Expenses | 110,480 |
| Net income/(loss) | (8,401,328) |
| Balance—December 31, 2023 | \$ (2,502,219) |

See accompanying notes to financial statements.

SENTINELS CORPORATION
STATEMENTS OF CASH FLOWS
(UNAUDITED)

| For Fiscal Year Ended December 31, | 2023 | 2022 |
|---|--------------------|--------------------|
| (USD \$ in Dollars) | | |
| CASH FLOW FROM OPERATING ACTIVITIES | | |
| Net income/(loss) | \$ (8,401,328) | \$ (8,209,501) |
| <i>Adjustments to reconcile net income to net cash provided/(used) by operating activities:</i> | | |
| Warrants Expenses | 110,480 | 8,603 |
| Depreciation of Property | 10,851 | 10,851 |
| Changes in operating assets and liabilities: | | |
| Accounts Receivable, net | (135,154) | 133,133 |
| Accounts Payable | (352,221) | 116,873 |
| Other Current Liabilities | 126,432 | - |
| Security Deposit | - | (85,745) |
| Net cash provided/(used) by operating activities | (8,640,940) | (8,025,786) |
| CASH FLOW FROM INVESTING ACTIVITIES | | |
| Purchases of Property and Equipment | - | (54,257) |
| Net cash provided/(used) in investing activities | - | (54,257) |
| CASH FLOW FROM FINANCING ACTIVITIES | | |
| Capital Contribution | 7,600,319 | 8,765,417 |
| Loan Payable, net | - | - |
| Note Purchase Agreement | 900,000 | (750,000) |
| Net cash provided/(used) by financing activities | 8,500,319 | 8,015,417 |
| Change in cash | (140,621) | (64,625) |
| Cash—beginning of year | 185,221 | 249,847 |
| Cash—end of year | \$ 44,600 | \$ 185,221 |
| SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION | | |
| Cash paid during the year for interest | \$ - | \$ - |
| Cash paid during the year for income taxes | \$ - | \$ - |
| OTHER NONCASH INVESTING AND FINANCING ACTIVITIES AND SUPPLEMENTAL DISCLOSURES | | |
| Purchase of property and equipment not yet paid for | \$ - | \$ - |
| Issuance of equity in return for note | \$ - | \$ - |
| Issuance of equity in return for accrued payroll and other liabilities | \$ - | \$ - |

See accompanying notes to financial statements.

SENTINELS CORPORATION
NOTES TO FINANCIAL STATEMENTS
FOR YEAR ENDED TO DECEMBER 31, 2023 AND DECEMBER 31, 2022

1. NATURE OF OPERATIONS

P1 eSports, LLC was formed on January 5, 2018 in the state of California under the name Phoenix2 eSports, LLC. On September 4, 2018, the company changed the name to P1 eSports, LLC. On June 30, 2023, Sentinels Corporation transferred all assets of P1 eSports into Sentinels Corporation and all results of P1 eSports, LLC are included in the financial statements of Sentinels Corporation herein. The financial statements of Sentinels Corporation (which may be referred to as the “Company”, “we”, “us”, or “our”) are prepared in accordance with accounting principles generally accepted in the United States of America (“U.S. GAAP”). The Company’s headquarters are located in Los Angeles, California.

Sentinels Corporation, competing as Sentinels, fields teams that compete in professional Esports competitions. Sentinels generates revenue through the Sale of merchandise featuring the Company’s name and logo, the Sale of sponsorship of the team, receiving a share of certain digital goods sold by game publishers, receiving payments by game publishers to the Company for participating in certain esports leagues and from tournament prize winnings.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The accounting and reporting policies of the Company conform to accounting principles generally accepted in the United States of America (“US GAAP”). The Company has adopted the calendar year as its basis of reporting.

Use of Estimates

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

Cash and Cash Equivalents

Cash and cash equivalents include all cash in banks. The Company’s cash is deposited in demand accounts at financial institutions that management believes are creditworthy. The Company’s cash and cash equivalents in bank deposit accounts, at times, may exceed federally insured limits. As of December 31, 2023 and December 31, 2022, the Company’s cash and cash equivalents did not exceed FDIC insured limits.

Accounts Receivable and Allowance for Doubtful Accounts

Accounts receivable are recorded at a net realizable value or the amount that the Company expects to collect on gross customer trade receivables. We estimate losses on receivables based on known troubled accounts and historical experience of losses incurred. Receivables are considered impaired and written-off when it is probable that all contractual payments due will not be collected in accordance with the terms of the agreement. As of December 31, 2023 and 2022, the Company determined that no reserve was necessary.

SENTINELS CORPORATION
NOTES TO FINANCIAL STATEMENTS
FOR YEAR ENDED TO DECEMBER 31, 2023 AND DECEMBER 31, 2022

Property and Equipment

Property and equipment are stated at cost. Normal repairs and maintenance costs are charged to earnings as incurred and additions and major improvements are capitalized. The cost of assets retired or otherwise disposed of and the related depreciation are eliminated from the accounts in the period of disposal and the resulting gain or loss is credited or charged to earnings.

Depreciation is computed over the estimated useful lives of the related asset type or term of the operating lease using the straight-line method for financial statement purposes. The estimated service lives for property and equipment are as follows:

| Category | Useful Life |
|------------------|--------------------|
| Office Equipment | 7 years |

Impairment of Long-lived Assets

Long-lived assets, such as property and equipment and identifiable intangibles with finite useful lives, are periodically evaluated for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. We look for indicators of a trigger event for asset impairment and pay special attention to any adverse change in the extent or manner in which the asset is being used or in its physical condition. Assets are grouped and evaluated for impairment at the lowest level of which there are identifiable cash flows, which is generally at a location level. Assets are reviewed using factors including, but not limited to, our future operating plans and projected cash flows. The determination of whether impairment has occurred is based on an estimate of undiscounted future cash flows directly related to the assets, compared to the carrying value of the assets. If the sum of the undiscounted future cash flows of the assets does not exceed the carrying value of the assets, full or partial impairment may exist. If the asset carrying amount exceeds its fair value, an impairment charge is recognized in the amount by which the carrying amount exceeds the fair value of the asset. Fair value is determined using an income approach, which requires discounting the estimated future cash flows associated with the asset.

Income Taxes

Historically, the legacy Company had been taxed as a Limited Liability Company (LLC). Under these provisions, the Company did not pay federal corporate income taxes on its taxable income. Instead, the shareholders were liable for individual federal and state income taxes on their respective shares of the Company's taxable income. Sentinels Corporation for 2023 will transition to filing as a corporation and taxed as an entity. The Company has not recognized any tax-related assets in the preparation of their financial results. The Company has filed all its tax returns from inception through December 31, 2023, and is not yet subject to tax examination by the Internal Revenue Service or state regulatory agencies.

Concentration of Credit Risk

The Company maintains its cash with a major financial institution located in the United States of America which it believes to be creditworthy. Balances are insured by the Federal Deposit Insurance Corporation up to \$250,000. At times, the Company may maintain balances in excess of the federally insured limits.

SENTINELS CORPORATION
NOTES TO FINANCIAL STATEMENTS
FOR YEAR ENDED TO DECEMBER 31, 2023 AND DECEMBER 31, 2022

Revenue Recognition

The Company recognizes revenues in accordance with FASB ASC 606, Revenue from Contracts with Customers, when delivery of goods is the sole performance obligation in its contracts with customers. The Company typically collects payment upon sale and recognizes the revenue when the item has shipped and has fulfilled its sole performance.

Revenue recognition, according to Topic 606, is determined using the following steps:

- 1) Identification of the contract, or contracts, with the customer: the Company determines the existence of a contract with a customer when the contract is mutually approved; the rights of each party in relation to the services to be transferred can be identified, the payment terms for the services can be identified, the customer has the capacity and intention to pay, and the contract has commercial substance.
- 2) Identification of performance obligations in the contract: performance obligations consist of a promised in a contract (written or oral) with a customer to transfer to the customer either a good or service (or a bundle of goods or services) that is distinct or a series of distinct goods or services that are substantially the same and that have the same pattern of transfer to the customer.
- 3) Recognition of revenue when, or how, a performance obligation is met: revenues are recognized when or as control of the promised goods or services is transferred to customers.

The Company earns revenues from sale of merchandise featuring the Company's name and logo, the sale of sponsorship of the team, receiving a share of certain digital goods sold by game publishers, and receiving payments by game publishers to the Company for participating in certain esports leagues and from tournament prize winnings.

Cost of sales

Costs of goods sold include the cost of merchandise and merchant fees.

Advertising and Promotion

Advertising and promotional costs are expensed as incurred. Advertising and promotional expenses for the years ended December 31, 2023 and December 31, 2022 amounted to \$96,724 and \$183,905, which is included in sales and marketing expense.

Stock-Based Compensation

The Company accounts for stock-based compensation to both employees and non-employees in accordance with ASC 718, Compensation - Stock Compensation. Under the fair value recognition provisions of ASC 718, stock-based compensation cost is measured at the grant date based on the fair value of the award and is recognized as expense ratably over the requisite service period, which is generally the option vesting period. The Company uses the Black-Scholes option pricing model to determine the fair value of stock options.

Fair Value of Financial Instruments

SENTINELS CORPORATION
NOTES TO FINANCIAL STATEMENTS
FOR YEAR ENDED TO DECEMBER 31, 2023 AND DECEMBER 31, 2022

The carrying value of the Company's financial instruments included in current assets and current liabilities (such as cash and cash equivalents, restricted cash and cash equivalents, accounts receivable, accounts payable, and accrued expenses approximate fair value due to the short-term nature of such instruments).

The inputs used to measure fair value are based on a hierarchy that prioritizes observable and unobservable inputs used in valuation techniques. These levels, in order of highest to lowest priority, are described below:

Level 1—Quoted prices (unadjusted) in active markets that are accessible at the measurement date for identical assets or liabilities.

Level 2—Observable prices that are based on inputs not quoted on active markets but corroborated by market data.

Level 3—Unobservable inputs reflecting the Company's assumptions, consistent with reasonably available assumptions made by other market participants. These valuations require significant judgment.

Subsequent Events

The Company considers events or transactions that occur after the balance sheet date, but prior to the issuance of the financial statements to provide additional evidence relative to certain estimates or to identify matters that require additional disclosure. Subsequent events have been evaluated through April 26, 2024, which is the date the financial statements were issued.

Recently Issued and Adopted Accounting Pronouncements

The FASB issues ASUs to amend the authoritative literature in ASC. There have been a number of ASUs to date, including those above, that amend the original text of ASC. Management believes that those issued to date either (i) provide supplemental guidance, (ii) are technical corrections, (iii) are not applicable to us or (iv) are not expected to have a significant impact on our financial statements.

3. DETAILS OF CERTAIN ASSETS AND LIABILITIES

Account receivables consist primarily of trade receivables and accounts payable consist primarily of trade payables.

Other current liabilities consist of the following items:

| As of December 31, | 2023 | 2022 |
|--|-------------------|-----------------|
| Payroll Liabilities | \$ - | \$ 4,934 |
| Sales Tax Payable | \$ 7,224 | |
| Deferred Revenue | \$ 101,706 | |
| Accrued Prize Share | \$ 22,435 | |
| Total Other Current Liabilities | \$ 131,365 | \$ 4,934 |

4. PROPERTY AND EQUIPMENT

As of December 31, 2023 and December 31, 2022, property and equipment consist of:

SENTINELS CORPORATION
NOTES TO FINANCIAL STATEMENTS
FOR YEAR ENDED TO DECEMBER 31, 2023 AND DECEMBER 31, 2022

| As of Year Ended December 31, | 2023 | 2022 |
|--|------------------|------------------|
| Office Equipment | \$ 62,047 | \$ 62,047 |
| Property and Equipment, at Cost | 62,047 | 62,047 |
| Accumulated depreciation | (29,493) | (18,642) |
| Property and Equipment, Net | \$ 32,554 | \$ 43,406 |

Depreciation expenses for property and equipment for the fiscal year ended December 31, 2023 and 2022 were in the amount of \$10,851 and \$10,851, respectively.

5. MEMBERS' EQUITY

The ownership percentages of the members are as follows:

| As of Year Ended December 31, 2023 | |
|---|-----------------------------|
| Member's name | Ownership percentage |
| Rob Moore | 8.3% |
| P1 Esports, LLC | 66.8% |
| JAG Future Ventures LLC | 24.2% |
| Others | 0.7% |
| TOTAL | 100.0% |

6. UNITBASED COMPENSATION

During the previous period, the Company issued warrants. The option exercise price generally may not be less than the underlying unit's fair market value at the date of the grant and generally have a term of two years. The amounts granted each calendar year to an employee or non-employee is limited depending on the type of award.

Unit Options

The Company granted unit warrants. The unit warrants were valued using the Black-Scholes pricing model with a range of inputs indicated below:

| As of Year Ended December 31, | 2023 |
|--------------------------------------|-------------|
| Expected Life (years) | 1.5 |
| Risk-free interest rate | 4.41 |
| Expected volatility | 30% |
| Annual dividend yield | 0% |

The risk-free interest rate assumption for warrants granted is based upon observed interest rates on the United States government securities appropriate for the expected term of the Company's employee unit warrant.

The expected term of employee unit options is calculated using the simplified method which takes into consideration the contractual life and vesting terms of the warrants.

SENTINELS CORPORATION
NOTES TO FINANCIAL STATEMENTS
FOR YEAR ENDED TO DECEMBER 31, 2023 AND DECEMBER 31, 2022

The Company determined the expected volatility assumption for warrants granted using the historical volatility of STOXX Global Video Gaming & eSports Index. The Company will continue to monitor the index and other relevant factors used to measure expected volatility for future unit warrants grants, until such a time that the Company's Common Unit has enough market history to use historical volatility.

The dividend yield assumption for warrants granted is based on the Company's history and expectation of dividend payouts. The Company has never declared or paid any cash dividends on its common unit, and the Company does not anticipate paying any cash dividends in the foreseeable future.

Management estimated the fair value of Common Unit based on recent sales to third parties. Forfeitures are recognized as incurred.

A summary of the Company's unit warrants activity and related information is as follows:

| | | Weighted Average | Weighted Average | Weighted Average |
|---|------------------|------------------|------------------|------------------|
| | Number of Awards | Fair Value | Contract Term | (Years) |
| Exercisable at December 31, 2021 | - | \$ - | - | - |
| Outstanding at December 31, 2021 | - | \$ - | - | - |
| Granted | 186,562 | 0.60 | 7.7 | |
| Exercised | - | - | - | |
| Expired/Cancelled | - | - | - | |
| Outstanding at December 31, 2022 | 186,562 | \$ 0.60 | 7.7 | |
| Exercisable Warrants at December 31, 2022 | 166,755 | \$ 0.60 | 7.7 | |
| Split - 1 for 6 for existing warrants | 1,119,372 | 0.11 | 7.7 | |
| Granted | 90,000 | 0.65 | 7.0 | |
| Exercised | - | - | - | |
| Expired/Cancelled | - | - | - | |
| Outstanding at December 31, 2023 | 1,209,372 | \$ 0.15 | 6.8 | |
| Exercisable Warrants at December 31, 2023 | 1,119,372 | \$ 0.15 | 6.8 | |

Unit warrants expenses for the years ended December 31, 2023 and December 31, 2022 were \$110,480 and \$8,603, respectively.

7. DEBT

Note Agreement

On October 14, 2020, the Company entered into a note purchase agreement with JAG Future Ventures LLC. The note was amended on September 14, 2022. The Company has borrowed from the purchaser \$2,100,000. The note was further amended on August 15, 2023, to increase borrowing to \$3,000,000. The Notes shall be either (a) due or payable upon the closing of a Qualified Financing or (b) payable quarterly at any time that the Company has a cash reserve in excess of one million and 00/100 dollars (\$1,000,000.00). The term "Qualified Financing" shall mean the next equity financing consummated by Company after the date of this Agreement resulting in aggregate proceeds to the Company of at least seven million one hundred thousand dollars (\$7,100,000.00).

SENTINELS CORPORATION
NOTES TO FINANCIAL STATEMENTS
FOR YEAR ENDED TO DECEMBER 31, 2023 AND DECEMBER 31, 2022

The Company is issuing the warrant which provides that Purchaser may purchase up to 5% of the Units of the Company calculated at the time of exercise at a price of \$3.16/Unit exercisable on the earlier of (i) one (1) year after the Notes are paid in full or (ii) at the time of any public offering of at least 20% of the outstanding equity interests in the Company or any successor thereof. The details of the Company's notes, and the terms are as follows:

| Debt Instrument Name | Principal Amount | Borrowing Period | For the Year Ended December 2023 | | | For the Year Ended December 2022 | | |
|-------------------------|------------------|------------------|----------------------------------|---------------------|--------------------|----------------------------------|---------------------|--------------------|
| | | | Current Portion | Non-Current Portion | Total Indebtedness | Current Portion | Non-Current Portion | Total Indebtedness |
| JAG Future Ventures LLC | \$ 3,000,000 | 9/14/2022 | - | 3,000,000 | 3,000,000 | - | \$ 2,100,000 | 2,100,000 |
| Total | | | \$ - | \$ 3,000,000 | \$ 3,000,000 | \$ - | \$ 2,100,000 | \$ 2,100,000 |

8. RELATED PARTY

The Company orders jerseys from a related party, IM Beauty Supply (the Company partially owned by one of the P1 eSports LLC's member); purchase for the year end December 31, 2023 and December 31, 2022 were in the amount of \$41,138 and \$15,225.

On October 14, 2020, the Company entered into a note purchase agreement with JAG Future Ventures LLC (one of the members). The Notes shall be either (a) due or payable upon the closing of a Qualified Financing or (b) payable quarterly at any time that the Company has a cash reserve in excess of one million and 00/100 dollars (\$1,000,000.00). The term "Qualified Financing" shall mean the next equity financing consummated by Company after the date of this Agreement resulting in aggregate proceeds to the Company of at least seven million one hundred thousand dollars (\$7,100,000.00). As of December 31, 2023 and December 31, 2022, the outstanding balance of the note is \$3,000,000 and \$2,100,000, respectively.

9. COMMITMENTS AND CONTINGENCIES

Contingencies

The Company's operations are subject to a variety of local and state regulations. Failure to comply with one or more of those regulations could result in fines, restrictions on its operations, or losses of permits that could result in the Company ceasing operations.

Litigation and Claims

From time to time, the Company may be involved in litigation relating to claims arising out of operations in the normal course of business. As of December 31, 2023, there were no pending or threatened lawsuits that could reasonably be expected to have a material effect on the results of the Company's operations.

10. SUBSEQUENT EVENTS

The Company has evaluated subsequent events for the period from December 31, 2023 through April 26, 2024, which is the date the financial statements were available to be issued.

There have been no events or transactions during this time which would have a material effect on these financial statements.

SENTINELS CORPORATION
NOTES TO FINANCIAL STATEMENTS
FOR YEAR ENDED TO DECEMBER 31, 2023 AND DECEMBER 31, 2022

11. GOING CONCERN

The accompanying financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. The Company has a net operating loss of \$8,401,328, an operating cash flow loss of \$8,640,940, and liquid assets in cash of \$44,600, which is less than a year's worth of cash reserves as of December 31, 2023. These factors normally raise substantial doubt about the Company's ability to continue as a going concern.

The Company's ability to continue as a going concern in the next twelve months following the date the financial statements were available to be issued is dependent upon its ability to produce revenues and/or obtain financing sufficient to meet current and future obligations and deploy such to produce profitable operating results.

Management has evaluated these conditions and plans to generate revenues and raise capital as needed to satisfy its capital needs. During the next twelve months, the Company intends to fund its operations through debt and/or equity financing.

There are no assurances that management will be able to raise capital on terms acceptable to the Company. If it is unable to obtain sufficient amounts of additional capital, it may be required to reduce the scope of its planned development, which could harm its business, financial condition, and operating results. The accompanying financial statements do not include any adjustments that might result from these uncertainties.

CERTIFICATION

I, Robert Moore, Principal Executive Officer of Sentinels Corporation, hereby certify that the financial statements of Sentinels Corporation included in this Report are true and complete in all material respects.

Robert Moore

CEO