

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines



VYRE NETWORK **(formerly known as Cabo Verde Capital Inc.)**

Address: 5940 S. Rainbow Blvd., Las Vegas, Nevada 89118

Phone: 818-747-3062
Website: vyrenetwork.com
Email: info@vyrenetwork.com

Quarterly Report **For the Period Ending: December 31, 2024** **(the "Reporting Period")**

Outstanding Shares

The number of shares outstanding of our Common Stock was:

508,538,453 as of December 31, 2024

508,538,453 as of September 30, 2024

Shell Status

Indicate by check mark whether the company is a shell company (as defined in Rule 405 of the Securities Act of 1933, Rule 12b-2 of the Exchange Act of 1934 and Rule 15c2-11 of the Exchange Act of 1934):

Yes: ☐ No: ☒

Indicate by check mark whether the company's shell status has changed since the previous reporting period:

Yes: ☐ No: ☒

Change in Control

Indicate by check mark whether a Change in Control ⁴ of the company has occurred over this reporting period:

Yes: ☐ No: ☒

1) Name and address(es) of the issuer and its predecessors (if any)

In answering this item, provide the current name of the issuer any names used by predecessor entities, along with the dates of the name changes.

⁴ "Change in Control" shall mean any events resulting in:

(i) Any "person" (as such term is used in Sections 13(d) and 14(d) of the Exchange Act) becoming the "beneficial owner" (as defined in Rule 13d-3 of the Exchange Act), directly or indirectly, of securities of the Company representing fifty percent (50%) or more of the total voting power represented by the Company's then outstanding voting securities;

(ii) The consummation of the sale or disposition by the Company of all or substantially all of the Company's assets;

(iii) A change in the composition of the Board occurring within a two (2)-year period, as a result of which fewer than a majority of the directors are directors immediately prior to such change; or

(iv) The consummation of a merger or consolidation of the Company with any other corporation, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or its parent) at least fifty percent (50%) of the total voting power represented by the voting securities of the Company or such surviving entity or its parent outstanding immediately after such merger or consolidation.

VYRE NETWORK – as of 12/9/2021
formerly known as Cabo Verde Capital Inc. – as of 4/28/2014
formerly known as – Watair Inc. – as of 3/11/2010

Current State and Date of Incorporation or Registration: **Nevada / November 5, 2015**
Standing in this jurisdiction: (e.g. active, default, inactive): **Active**

Prior Incorporation Information for the issuer and any predecessors during the past five years:
N/A

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

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

On December 5, 2021, the Issuer entered into a Share Exchange Agreement with VYRE NETWORK (a California corporation), whereby the Issuer acquired 100% ownership of VYRE NETWORK. Pending regulatory approval, a majority of the shareholders approved the share exchange on a pro-rata basis and a change of the Issuer's name in the state of Nevada to VYRE NETWORK. The Issuer advised FINRA of this change by means of a Notification of Corporate Action. The name and symbol change are currently pending final approval from FINRA.

The address(es) of the issuer's principal executive office:

5940 S. Rainbow Blvd., Las Vegas, Nevada 89118

The address(es) of the issuer's principal place of business:

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

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

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

2) Security Information

Transfer Agent

Name: **Pacific Stock Transfer Company**
Phone: **702-361-3033 x148**
Email: **mtorres@pacificstocktransfer.com**
Address: **6725 Via Austi Pkwy, Suite 300, Las Vegas, NV 89119**

Publicly Quoted or Traded Securities:

The goal of this section is to provide a clear understanding of the share information for its publicly quoted or traded equity securities. Use the fields below to provide the information, as applicable, for all outstanding classes of securities that are publicly traded/quoted.

Trading symbol:	CAPV	
Exact title and class of securities outstanding:	Common	
CUSIP:	1268801103	
Par or stated value:	\$0.00001	
Total shares authorized:	1,000,000,000	as of date: December 31, 2024
Total shares outstanding:	508,538,453	as of date: December 31, 2024
Total number of shareholders of record:	271	as of date: December 31, 2024

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

None

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

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

Exact title and class of the security:	Series A Preferred	
Par or stated value:	\$0.00001	
Total shares authorized:	50,000,000	as of date: December 31, 2024
Total shares outstanding:	50,000,000	as of date: December 31, 2024
Total number of shareholders of record:	18	as of date: December 31, 2024

Exact title and class of the security:	Warrants (Private Placement June 30, 2023)	
Par or stated value:	\$0.225	
Total shares authorized:	4,230,000	as of date: December 31, 2024
Total shares outstanding:	4,230,000	as of date: December 31, 2024
Total number of shareholders of record:	17	as of date: December 31, 2024

Exact title and class of the security:	Warrants (Private Placement December 1, 2023)	
Par or stated value:	\$0.10	
Total shares authorized:	4,930,000	as of date: December 31, 2024
Total shares outstanding:	4,930,000	as of date: December 31, 2024
Total number of shareholders of record:	7	as of date: December 31, 2024

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

None

Security Description:

The goal of this section is to provide a clear understanding of the material rights and privileges of the securities issued by the company. Please provide the below information for each class of the company's equity securities, as applicable:

1. For common equity, describe any dividend, voting and preemption rights.

DIVIDEND RIGHTS. The holders of shares of Common Stock shall not be entitled to receive any dividends.

VOTING RIGHTS. The holders of Common Stock shall be entitled to one vote per share held.

PREEMPTIVE RIGHTS. The holders of Common Stock do not have any preemptive rights.

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

DIVIDEND RIGHTS. The holders of shares of Series A Convertible Preferred Stock shall not be entitled to receive any dividends.

LIQUIDATION RIGHTS. The holders of shares of Series A Convertible Preferred Stock shall not have any liquidation rights.

VOTING RIGHTS. The holders of Series A Convertible Preferred Stock shall not be entitled to (a) any voting rights with respect to the Series A Convertible Preferred Stock or (b) notice of any meeting of the shareholders of the Corporation, except in each case to the extent specifically required by Nevada law.

CONVERSION RIGHTS. Conversion of Series A Convertible Preferred Stock Into Common Stock. At any time and from time to time after the issuance of the Series A Convertible Preferred Stock, any holder thereof may convert any or all of the shares of Series A Convertible Preferred Stock held by such holder at the ratio of one (1) share of Common Stock for every one (1) share of Series A Convertible Preferred Stock converted (the "Conversion Rate"), provided, however, the Company shall not effect any conversion of the Series A Convertible Preferred Stock held by a holder of Series A Convertible Preferred Stock (a "Holder") if after giving effect to such conversion, the beneficial owner of such shares (together with such beneficial owner's affiliates) would beneficially own in excess of 4.9% of the shares of the Common Stock outstanding immediately after giving effect to such conversion or exercise. For purposes of the foregoing sentence, the aggregate number of shares of Common Stock beneficially owned by a beneficial owner of Series A Convertible Preferred Stock held by such beneficial owner and its affiliates shall include the number of shares of Common Stock issuable upon conversion of the Series A Convertible Preferred Stock, but shall exclude shares of Common Stock which would be issuable upon (i) conversion of the remaining, nonconverted Series A Convertible Preferred Stock beneficially owned by such beneficial owner and its affiliates and (ii) exercise or conversion of the unexercised or unconverted portion of any other securities of the Company beneficially owned by such beneficial owner and its affiliates subject to a limitation on conversion or exercise analogous to the limitation contained herein. Except as set forth in the preceding sentence, for purposes of this paragraph, beneficial ownership shall be calculated in accordance with Section 13(d) of the Securities Exchange Act of 1934, as amended. For purposes of this Section 5.1, in determining the number of outstanding shares of Common Stock a Holder may rely on the number of outstanding shares of Common Stock as reflected in (1) the Company's most recent Annual or Quarterly Report, as filed on OTC Markets or with the U.S. Securities and Exchange Commission, as the case may be, (2) a more recent public announcement by the Company or (3) any other notice by the Company or its transfer agent setting forth the number of shares of Common Stock outstanding. For any reason at any time, upon the written or oral request of any Holder, the Company shall within two business days confirm orally and in writing to any such Holder the number of shares of Common Stock then outstanding. In any case, the number of outstanding shares of Common Stock shall be determined after giving effect to the conversion or exercise of securities of the Company, including the Series A Convertible Preferred Stock, by such Holder and its affiliates since the date as of which such number of outstanding shares of Common Stock was reported.

PIGGYBACK REGISTRATION RIGHTS. If at any time the Company shall determine to prepare and file with the U.S. Securities and Exchange Commission a registration statement relating to an offering for its account or the account of others under the Securities Act of any of its equity securities, other than on Form S-4 or Form S-8 (each as promulgated under the Securities Act), or their then equivalents relating to equity securities to be issued solely in connection with any acquisition of any entity or business or equity securities issuable in connection with the stock option or other employee benefit plans, the Company shall send to the Holder a written notice of such determination and if, within 15 calendar days after the date of such notice, the Holder (or any permitted successor or assign) shall so request in writing, the Company shall include in such registration statement all or any part of the Series A Preferred Convertible shares that such Holder requests to be registered.

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

NONE

4. Describe any material modifications to rights of holders of the company's securities that have occurred over the reporting period covered by this report.

N/A

3) Issuance History

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

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

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

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

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

Shares Outstanding <u>Opening Balance</u>			*Right-click the rows below and select “Insert” to add rows as needed.						
Date March 31, 2022									
Common: 411,481,682 Series A Preferred: 50,000,000									
Date of Transaction	Transaction type (e.g. new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to (entities must have individual with voting / investment control disclosed).	Reason for share issuance (e.g. for cash or debt conversion) - OR - Nature of Services Provided	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
07/15/2022	New Issuance	500,000	Common	\$0.00001	Yes	1409792 Ontario Ltd. (Christopher Malone - beneficial owner)	Executive Compensation	Restricted	4(a)(1)
07/15/2022	New Issuance	100,000	Common	\$0.00001	Yes	Intiyazali Hudani	Debt Incentive	Restricted	4(a)(1)
08/23/2022	New Issuance	200,000	Common	\$0.10	No	Scott Dell Orfano	Private Placement	Restricted	4(a)(1)
08/23/2022	New Issuance	1,000,000	Common	\$0.10	No	Ralph Dell Orfano	Private Placement	Restricted	4(a)(1)
08/23/2022	New Issuance	1,000,000	Common	\$0.10	No	David Zook	Private Placement	Restricted	4(a)(1)
08/23/2022	New Issuance	115,000	Common	\$0.10	No	Itibari Zulu	Private Placement	Restricted	4(a)(1)
08/23/2022	New Issuance	230,000	Common	\$0.10	No	Lastrane Pty Ltd (Denis Koutsantonis - beneficial owner)	Private Placement	Restricted	4(a)(1)
08/24/2022	New Issuance	100,000	Common	\$0.10	No	Boimy Investments Pty Ltd (David Erenboim - beneficial owner)	Private Placement	Restricted	4(a)(1)
08/24/2022	New Issuance	500,000	Common	\$0.10	No	Crystal L Bass Haynes	Private Placement	Restricted	4(a)(1)
08/24/2022	New Issuance	150,000	Common	\$0.10	No	Arongi Pty Ltd (Brian Harrison – beneficial owner)	Private Placement	Restricted	4(a)(1)
08/24/2022	New Issuance	75,000	Common	\$0.10	No	Jeffrey Fawcett	Debt Conversion	Restricted	4(a)(1)

09/27/2022	Cancelled	(300,000)	Common	\$0.00001	Yes	D Paul Cohen	Certificate Cancellation	Restricted	4(a)(1)
09/27/2022	New Issuance	300,000	Common	\$0.00001	Yes	Cede & Co	Depository	Restricted	4(a)(1)
10/27/2022	Cancelled	(7,205,000)	Common	\$0.00001	Yes	David Hill	Private Transaction	Restricted	4(a)(1)
10/27/2022	New Issuance	5,100,000	Common	\$0.00001	Yes	Brand Amplifiers Global Entertainment (Harris Brown - beneficial owner)	Private Transaction	Restricted	4(a)(1)
10/27/2022	New Issuance	2,105,000	Common	\$0.00001	Yes	House of Zulu Ministry (Itibari Zulu - beneficial owner)	Private Transaction	Restricted	4(a)(1)
11/01/2022	Cancelled	(7,955,000)	Common	\$0.00001	Yes	Frederick Seay	Private Transaction	Restricted	4(a)(1)
11/01/2022	New Issuance	250,000	Common	\$0.00001	Yes	Kourtnee Crawford	Private Transaction	Restricted	4(a)(1)
11/01/2022	New Issuance	250,000	Common	\$0.00001	Yes	Kim McKay	Private Transaction	Restricted	4(a)(1)
11/01/2022	New Issuance	250,000	Common	\$0.00001	Yes	Christopher Taylor	Private Transaction	Restricted	4(a)(1)
11/01/2022	New Issuance	5,100,000	Common	\$0.00001	Yes	Brand Amplifiers Global Entertainment (Harris Brown - beneficial owner)	Private Transaction	Restricted	4(a)(1)
11/01/2022	New Issuance	2,105,000	Common	\$0.00001	Yes	House of Zulu Ministry (Itibari Zulu - beneficial owner)	Private Transaction	Restricted	4(a)(1)
11/01/2022	Cancelled	(650,000)	Common	\$0.00001	Yes	Frederick Seay	Private Transaction	Restricted	4(a)(1)
11/01/2022	New Issuance	250,000	Common	\$0.00001	Yes	Brittani Blackwell	Private Transaction	Restricted	4(a)(1)
11/01/2022	New Issuance	100,000	Common	\$0.00001	Yes	Brandon Matthews	Private Transaction	Restricted	4(a)(1)
11/01/2022	New Issuance	50,000	Common	\$0.00001	Yes	Henry Vincent Jr.	Private Transaction	Restricted	4(a)(1)
11/01/2022	New Issuance	250,000	Common	\$0.00001	Yes	Elizabeth Kempton	Private Transaction	Restricted	4(a)(1)
11/01/2022	Cancelled	(800,000)	Common	\$0.00001	Yes	Frederick Seay	Private Transaction	Restricted	4(a)(1)
11/01/2022	New Issuance	250,000	Common	\$0.00001	Yes	Bobby Langely	Private Transaction	Restricted	4(a)(1)
11/01/2022	New Issuance	250,000	Common	\$0.00001	Yes	Chris Stires	Private Transaction	Restricted	4(a)(1)
11/01/2022	New Issuance	250,000	Common	\$0.00001	Yes	Ivan Langston	Private Transaction	Restricted	4(a)(1)
11/01/2022	New Issuance	50,000	Common	\$0.00001	Yes	Khadijah Billups	Private Transaction	Restricted	4(a)(1)
12/08/2022	New Issuance	100,000	Common	\$0.10	No	Marguerite Lorens	Private Placement	Restricted	4(a)(1)
12/08/2022	New Issuance	150,000	Common	\$0.10	No	Mark Tory	Private Placement	Restricted	4(a)(1)
12/08/2022	New Issuance	150,000	Common	\$0.10	No	Baamo PTY Ltd. (Orazio Alessi - beneficial owner)	Private Placement	Restricted	4(a)(1)
12/08/2022	New Issuance	200,000	Common	\$0.10	No	Paul Sherwin Plumbing PTY Ltd.	Private Placement	Restricted	4(a)(1)

						(Paul Sherman - beneficial owner)			
12/08/2022	New Issuance	50,000	Common	\$0.10	No	Lafonda Eley	Private Placement	Restricted	4(a)(1)
12/14/2022	New Issuance	125,000	Common	\$0.00001	Yes	Hardik Bharatbhai Patel	Incentive Bonus	Restricted	4(a)(1)
12/14/2022	New Issuance	125,000	Common	\$0.00001	Yes	Pareeshkumar Karshanbhai Prajapati	Incentive Bonus	Restricted	4(a)(1)
12/14/2022	New Issuance	125,000	Common	\$0.00001	Yes	Welgamage Gayan Miyuru Harshana	Incentive Bonus	Restricted	4(a)(1)
12/14/2022	New Issuance	750,000	Common	\$0.00001	Yes	Peter Nesveda	Compensation - Contractual Obligation	Restricted	4(a)(1)
12/14/2022	New Issuance	75,000	Common	\$0.00001	Yes	Kaye Alefelder	Compensation - Contractual Obligation	Restricted	4(a)(1)
12/21/2022	Cancelled	(1,125,000)	Common	\$0.00001	Yes	Frederick Seay	Private Transaction	Restricted	4(a)(1)
12/21/2022	New Issuance	1,000,000	Common	\$0.0001	Yes	Manuel White	Private Transaction	Restricted	4(a)(1)
12/21/2022	New Issuance	125,000	Common	\$0.0001	Yes	Shirley Ju LLC (Shirley Ju - beneficial owner)	Private Transaction	Restricted	4(a)(1)
1/19/2023	New Issuance	225,000	Common	\$0.0001	Yes	Marcus Knowles	Compensation - Contractual Obligation	Restricted	4(a)(1)
1/19/2023	New Issuance	125,000	Common	\$0.0001	Yes	The Unshakeable Woman Brand LLC (Cheryl Stabler - beneficial owner)	Compensation - Contractual Obligation	Restricted	4(a)(1)
1/19/2023	New Issuance	500,000	Common	\$0.0001	Yes	Dale Resteghini	Incentive Bonus	Restricted	4(a)(1)
1/19/2023	New Issuance	2,500,000	Common	\$0.0001	Yes	Times Square Boxing Company LLC (Adam Glenn - beneficial owner)	Incentive Bonus	Restricted	4(a)(1)
2/21/2023	New Issuance	1,000,000	Common	\$0.0001	Yes	Thabiti Twine	Compensation - Contractual Obligation	Restricted	4(a)(1)
3/6/2023	Cancelled	(545,000)	Common	\$0.00001	Yes	David Hill	Private Transaction	Restricted	4(a)(1)
3/6/2023	New Issuance	125,000	Common	\$0.00001	Yes	Dairold Potts	Private Transaction	Restricted	4(a)(1)
3/6/2023	New Issuance	350,000	Common	\$0.00001	Yes	Reid and Brim Construction (Dwight Birmingham - beneficial owner)	Private Transaction	Restricted	4(a)(1)
3/6/2023	New Issuance	50,000	Common	\$0.00001	Yes	Maria D Garcia	Private Transaction	Restricted	4(a)(1)
3/6/2023	New Issuance	20,000	Common	\$0.00001	Yes	David Still	Private Transaction	Restricted	4(a)(1)
3/15/2023	Cancelled	(635,000)	Common	\$0.00001	Yes	David Hill	Private Transaction	Restricted	4(a)(1)
3/15/2023	New Issuance	25,000	Common	\$0.00001	Yes	Jonathan L Stancil	Private Transaction	Restricted	4(a)(1)
3/15/2023	New Issuance	30,000	Common	\$0.00001	Yes	Ola Manet	Private Transaction	Restricted	4(a)(1)
3/15/2023	New Issuance	20,000	Common	\$0.00001	Yes	PLC Ent	Private Transaction	Restricted	4(a)(1)

3/15/2023	New Issuance	560,000	Common	\$0.00001	Yes	Shamon Cortez Lewis	Private Transaction	Restricted	4(a)(1)
3/16/2023	Cancelled	(1,400,000)	Common	\$0.00001	Yes	David Hill	Private Transaction	Restricted	4(a)(1)
3/16/2023	New Issuance	750,000	Common	\$0.00001	Yes	AOG Enterprises LLC (Anderson Cotton - beneficial owner)	Private Transaction	Restricted	4(a)(1)
3/16/2023	New Issuance	500,000	Common	\$0.00001	Yes	Thomas Solano	Private Transaction	Restricted	4(a)(1)
3/16/2023	New Issuance	25,000	Common	\$0.00001	Yes	Racquel Miller	Private Transaction	Restricted	4(a)(1)
3/16/2023	New Issuance	125,000	Common	\$0.00001	Yes	Crystal L Bass Haynes	Private Transaction	Restricted	4(a)(1)
4/17/2023	New Issuance	2,000,000	Common	\$0.025	Yes	CW CONVENIENT COURIERS LLC – beneficial owner Christopher Williams	Debt Conversion	Restricted	4(a)(1)
05/09/2023	Cancelled	(15,000,000)	Common	\$0.00001	Yes	Komodo Holdings Nevada LLC – beneficial owner Nikolas Perrault	Certificate Cancellation	Restricted	4(a)(1)
05/09/2023	New Issuance	15,000,000	Common	\$0.00001	Yes	Cede & Co	Depository	Restricted	4(a)(1)
05/09/2023	New Issuance	125,000	Common	\$0.10	No	Daryl Snyder	Share Exchange	Restricted	4(a)(1)
05/09/2023	New Issuance	125,000	Common	\$0.10	No	Caldwell Soames Inc. – beneficial owner Paul Caldwell	Share Exchange	Restricted	4(a)(1)
05/09/2023	Cancelled	(650,000)	Series A Preferred ⁽¹⁾	\$0.00001	No	JSB Investments Ltd. – beneficial owner Curt Huber	Private Transaction	Restricted	4(a)(1)
05/09/2022	New Issuance	300,000	Series A Preferred ⁽¹⁾	\$0.00001	No	Craig Fischer	Private Transaction	Restricted	4(a)(1)
05/09/2023	New Issuance	350,000	Series A Preferred ⁽¹⁾	\$0.00001	No	Darryl Huber	Private Transaction	Restricted	4(a)(1)
05/09/2023	New Issuance	125,000	Common	\$0.00001	Yes	Erica Hill	Compensation - Contractual Obligation	Restricted	4(a)(1)
05/09/2023	New Issuance	375,000	Common	\$0.00001	Yes	Mathew Knowles	Compensation - Contractual Obligation	Restricted	4(a)(1)
05/09/2023	New Issuance	350,000	Common	\$0.00001	Yes	Bookskipper Accounting & Tax Services – beneficial owner Sebastian Tang	Compensation - Contractual Obligation	Restricted	4(a)(1)
05/11/2023	New Issuance	60,000	Common	\$0.10	No	Jerry Jermaine McKenzie	Private Placement	Restricted	4(a)(1)
05/11/2023	New Issuance	50,000	Common	\$0.10	No	BAAMO PTY Ltd ATF Silervault Super Fund AC – beneficial owner Orazio Alessi	Private Placement	Restricted	4(a)(1)
05/11/2023	New Issuance	100,000	Common	\$0.10	No	Lumicisi Whitman Family Superannuation Pty Ltd – beneficial owner Paul Luma	Private Placement	Restricted	4(a)(1)
05/24/2023	Cancelled	(400,000)	Common	\$0.00001	Yes	David Hill	Private Transaction	Restricted	4(a)(1)

05/24/2023	New Issuance	400,000	Common	\$0.00001	Yes	CST OIL & GAS – beneficial owner Steve Tedesco	Private Transaction	Restricted	4(a)(1)
07/07/2023	Cancelled	(400,000)	Series A Preferred ⁽¹⁾	\$0.00001	No	JSB Investments Ltd. – beneficial owner Curt Huber	Private Transaction	Restricted	4(a)(1)
07/07/2023	New Issuance	400,000	Series A Preferred ⁽¹⁾	\$0.00001	No	Craig Fischer	Private Transaction	Restricted	4(a)(1)
07/25/2023	New Issuance	750,000	Common	\$0.00001	Yes	Bruce Wayne LLC – beneficial owner Wayne Nugent	Compensation - Contractual Obligation	Restricted	4(a)(1)
07/25/2023	New Issuance	2,000,000	Common	\$0.00001	Yes	Michael Sherman	Compensation - Contractual Obligation	Restricted	4(a)(1)
07/26/2023	Cancelled	(7,000,000)	Common	\$0.00001	Yes	David Hill	Private Transaction	Restricted	4(a)(1)
07/26/2023	Cancelled	(5,000,000)	Common	\$0.00001	Yes	Frederick Seay	Private Transaction	Restricted	4(a)(1)
07/26/2023	New Issuance	2,000,000	Common	\$0.00001	Yes	Mario Ashawn Chelsea	Private Transaction	Restricted	4(a)(1)
07/26/2023	New Issuance	5,000,000	Common	\$0.00001	Yes	NKE GLOBAL LLC – beneficial owner Anderson Cotton	Private Transaction	Restricted	4(a)(1)
07/26/2023	New Issuance	5,000,000	Common	\$0.00001	Yes	Thabiti Twine	Private Transaction	Restricted	4(a)(1)
08/16/2023	Cancelled	1,230,000	Series A Preferred ⁽¹⁾	\$0.00001	No	Twilight Capital Inc, - beneficial owner Nikolas Perrault	Private Transaction	Restricted	4(a)(1)
08/16/2023	New Issuance	1,230,000	Series A Preferred ⁽¹⁾	\$0.00001	No	Intuitive Australia Pty Ltd – beneficial owner Peter Nesveda	Private Transaction	Restricted	4(a)(1)
09/13/2023	Cancelled	100,000	Series A Preferred ⁽¹⁾	\$0.00001	No	BOIMY Investments PTY Ltd – beneficial owner David Erenboim	Private Transaction	Restricted	4(a)(1)
09/13/2023	Cancelled	1,230,000	Series A Preferred ⁽¹⁾	\$0.00001	No	Intuitive Australia Pty Ltd – beneficial owner Peter Nesveda	Private Transaction	Restricted	4(a)(1)
09/13/2023	New Issuance	100,000	Series A Preferred ⁽¹⁾	\$0.00001	No	ZHEN XIN GAO	Private Transaction	Restricted	4(a)(1)
09/13/2023	New Issuance	150,000	Series A Preferred ⁽¹⁾	\$0.00001	No	Mark Tory	Private Transaction	Restricted	4(a)(1)
09/13/2023	New Issuance	200,000	Series A Preferred ⁽¹⁾	\$0.00001	No	BAAMO PTY LTD ATF Silervault Super Fund AC - beneficial owner Orazio Alessi	Private Transaction	Restricted	4(a)(1)
09/13/2023	New Issuance	200,000	Series A Preferred ⁽¹⁾	\$0.00001	No	Paul Shearwin Plumbing PTY Ltd. – beneficial owner Paul Shearwin	Private Transaction	Restricted	4(a)(1)
09/13/2023	New Issuance	100,000	Series A Preferred ⁽¹⁾	\$0.00001	No	Lumicisi Whitman Family Superannuation PTY Ltd – beneficial owner Paul Luma	Private Transaction	Restricted	4(a)(1)

09/13/2023	New Issuance	100,000	Series A Preferred ⁽¹⁾	\$0.00001	No	BOIMY Investments PTY Ltd – beneficial owner David Erenboim	Private Transaction	Restricted	4(a)(1)
09/13/2023	New Issuance	230,000	Series A Preferred ⁽¹⁾	\$0.00001	No	Lastrane PTY Ltd The Koutsantonis Family – beneficial owner Denis Koutsantonis	Private Transaction	Restricted	4(a)(1)
09/13/2023	New Issuance	150,000	Series A Preferred ⁽¹⁾	\$0.00001	No	Arongi PTY Ltd Harrison Family Super Fund – beneficial owner Brian Harrison	Private Transaction	Restricted	4(a)(1)
09/13/2023	New Issuance	100,000	Series A Preferred ⁽¹⁾	\$0.00001	No	Marguerite Lorens	Private Transaction	Restricted	4(a)(1)
10/04/2023	New Issuance	15,000,000	Common	\$0.005	Yes	Zhi Jun Cai	Debt Conversion	Unrestricted	4(a)(1)
10/04/2023	New Issuance	15,000,000	Common	\$0.005	Yes	Zhi Xia Wang	Debt Conversion	Unrestricted	4(a)(1)
12/19/202	New Issuance	600,000	Common	\$0.025	No	Baamo PTY Ltd. (Orazio Alessi - beneficial owner)	Private Placement	Restricted	4(a)(1)
12/19/202	New Issuance	700,000	Common	\$0.025	No	Mark Tory	Private Placement	Restricted	4(a)(1)
12/19/202	New Issuance	700,000	Common	\$0.025	No	Gino Masciotra	Private Placement	Restricted	4(a)(1)
12/19/202	New Issuance	400,000	Common	\$0.025	No	Jeff Fawcett	Private Placement	Restricted	4(a)(1)
12/19/202	New Issuance	400,000	Common	\$0.025	No	Ariana Altman	Private Placement	Restricted	4(a)(1)
01/5/2024	New Issuance	5,000,000	Common	\$0.005	Yes	Komodo Holdings (Nevada) LLC, owner of Bruper Investments Ltd. (Nikolas Perrault beneficial owner)	Debt Conversion	Unrestricted	4(a)(1)
01/5/2024	New Issuance	250,000	Common	\$0.00001	Yes	MAINSAIL, LLC (beneficial owners Sam Eigen, Steve Macy, Morris Ruskin)	Compensation - Contractual Obligation	Restricted	4(a)(1)
01/5/2024	New Issuance	250,000	Common	\$0.00001	Yes	0865381 BC LTD. (beneficial owner – Dan Stuart)	Compensation - Contractual Obligation	Restricted	4(a)(1)
01/5/2024	New Issuance	1,000,000	Common	\$0.00001	Yes	Ryan Dell'Orfano	Compensation - Contractual Obligation	Restricted	4(a)(1)
01/5/2024	New Issuance	250,000	Common	\$0.00001	Yes	Carrie Ausmus	Compensation - Contractual Obligation	Restricted	4(a)(1)
01/5/2024	New Issuance	150,000	Common	\$0.025	Yes	Gino Masciotra	Private Placement	Restricted	4(a)(1)
01/8/2024	New Issuance	80,000	Common	\$0.025	Yes	Pat Vongsamphanh	Private Placement	Restricted	4(a)(1)
01/8/2024	New Issuance	250,000	Common	\$0.00001	Yes	Frank Holder	Compensation - Contractual Obligation	Restricted	4(a)(1)
01/8/2024	New Issuance	552,348	Common	\$0.00001	Yes	Rival Media Advisors LLC (beneficial owner – Paul Lajoie)	Compensation - Contractual Obligation	Restricted	4(a)(1)

01/8/2024	New Issuance	1,900,000	Common	\$0.025	Yes	Craig Fischer	Private Placement	Restricted	4(a)(1)
01/11/2024	New Issuance	4,161,849	Common	\$0.00001	Yes	Brand Amplifiers Global Entertainment (beneficial owner Harris Brown)	Compensation - Contractual Obligation	Restricted	4(a)(1)
01/11/2024	New Issuance	4,100,000	Common	\$0.04325	No	David Hill	Debt Conversion	Restricted	4(a)(1)
01/11/2024	New Issuance	100,000	Common	\$0.00001	Yes	Tiffany Gaines	Compensation - Contractual Obligation	Restricted	4(a)(1)
03/20/2024	New Issuance	14,469,453	Common	\$0.011	No	David Hill	Debt Conversion	Restricted	4(a)(1)
04/29/2024	New Issuance	15,000,000	Common	\$0.005	Yes	Komodo Holdings (Nevada) LLC, owner of Bruper Investments Ltd. (Nikolas Perrault beneficial owner)	Debt Conversion	Unrestricted	4(a)(1)

Shares Outstanding on Date of This Report:

Date **December 31, 2024**

Ending Balance:

Common: **508,538,453**

Preferred: **50,000,000**

Example: A company with a fiscal year end of December 31st 2024, in addressing this item for its Annual Report, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2023 through December 31, 2024 pursuant to the tabular format above.

Any additional material details, including footnotes to the table are below:

⁽¹⁾ Series A Convertible Preferred shares (“Pref Shares”) are convertible to common stock of the Company on a one for one basis, provided, however, the Company shall not effect any conversion of the Pref Shares if after giving effect to such conversion, the beneficial owner of such shares (together with such beneficial owner’s affiliates) would beneficially own in excess of 4.9% of the shares of the Common Stock outstanding immediately after giving effect to such conversion or exercise.

B. Convertible Debt

The following is a complete list of the Company’s Convertible Debt which includes all promissory notes, convertible notes, convertible debentures, or any other debt instruments convertible into a class of the issuer’s equity securities. The table includes all issued or outstanding convertible debt at any time during the last complete fiscal year and any interim period between the last fiscal year end and the date of this Certification.

☐ Check this box to confirm the Company had no Convertible Debt issued or outstanding at any point during this period.

Date of Note Issuance	Principal Amount at Issuance (\$)	Outstanding Balance (\$) (include accrued interest)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	# Shares Converted to Date	# of Potential Shares to be Issued Upon Conversion ⁵	Name of Noteholder (entities must have individual with voting / investment control disclosed)	Reason for Issuance (e.g. Loan, Services, etc.)
<u>4/3/2014</u>	<u>265,274</u>	<u>62,391</u>	<u>9/17/2024</u>	<u>See Note 1</u>	<u>70,000,000</u>	<u>12,478,200</u>	<u>Bruper Investments Ltd. (Nikolas Perrault is the beneficial owner)</u>	<u>Loan</u>
Total Outstanding Balance:		62,391	Total Shares:		70,000,000	12,478,200		

Any additional material details, including footnotes to the table are below:

- (1) On April 3, 2014, the Company entered into a Senior Secured Convertible Promissory Note Facility with a private investor, in exchange for up to \$200,000 principal amount in loans to the company. The Senior Secured Convertible Promissory Note Facility bears an interest rate of 10% compounded yearly, is non-dilutive and provides the option for the holder to convert any or all of the outstanding indebtedness including any accrued interest into common shares of the capital stock of the Company at the conversion rate of \$0.005 per share. On September 17, 2021, this Note was extended to a due date of September 17, 2024. On November 11, 2021 \$25,000 of the accrued interest was converted into 5,000,000 shares of common stock. On January 3, 2022 \$60,000 of the accrued interest was converted into 12,000,000 shares of common stock. On February 28, 2022 \$15,000 of the accrued interest was converted into 3,000,000 shares of common stock. During the quarter ended September 30, 2023, the Company reclassified several additional loans and advances made by Komodo Holdings (Nevada) LLC under the Senior Secured Convertible Promissory Note Facility which were previously comingled with the Company's accounts payables. In conjunction with this reclassification, the Company and the private investor have agreed to increase the allowed ceiling of the principal amount of the Senior Secured Convertible Promissory Note Facility to \$300,000. On October 4, 2023 the private investor assigned \$150,000 of their Senior Secured Convertible Promissory Note outstanding principal to two other private investors thus reducing the net note obligation including interest by the \$150,000. The assigned \$150,000 principal was immediately converted into 30,000,000 common shares by the two private investors accepting the principal assignment. On January 5, 2024, \$25,000 of the accrued interest was converted into 5,000,000 shares of common stock. On April 29, 2024, \$75,000 of the principal and accrued interest was converted into 15,000,000 shares of common stock.

4) Issuer's Business, Products and Services

The purpose of this section is to provide a clear description of the issuer's current operations. Ensure that these descriptions are updated on the Company's Profile on www.otcmarkets.com.

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

VYRE Network is a free global streaming platform that delivers NEXT-GENERATION movies, shows, and sports, live and on-demand to audiences worldwide through niche channels. Since its launch in 2019 VYRE has consistently been a bridge between independent and mainstream entertainment for film creators and athletes.

⁵ The total number of shares that can be issued upon full conversion of the Outstanding Balance. The number should not factor any "blockers" or limitations on the percentage of outstanding shares that can be owned by the Noteholder at a particular time. For purposes of this calculation, please use the current market pricing (e.g. most recent closing price, bid, etc.) of the security if conversion is based on a variable market rate.

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

On December 5, 2021, the Issuer entered into a Share Exchange Agreement with VYRE NETWORK (a California corporation), whereby the Issuer acquired 100% ownership of VYRE NETWORK. A majority of the shareholders approved the share exchange on a pro-rata basis and change of the Issuer's name in the state of Nevada to VYRE NETWORK. The Issuer advised FINRA of this change by means of a Notification of Corporate Action. The name and symbol change are currently pending final approval from FINRA. VYRE NETWORK has eight subsidiaries named VBNGtv, VYRE Live LLC, VYRE Sports LLC and BXNG TV Holdings, LLC, vAfrica, The Avenue TV Show, VYREMusic and JustFaith TV.

C. Describe the issuers' principal products or services.

VYRE Network's principal business focus is the global distribution and monetization of long form video content that includes movies, tv shows, episodic series and documentaries through the VYRE APP. Content is monetized by having pre-roll and mid-roll commercials, allowing users to always stream programming completely free.

Additionally, VYRE Network is currently establishing a funding source committed to providing critical capital and support to the underserved independent film and entertainment community. By empowering creators and innovators with the resources they need to grow their businesses, VYRE will foster job creation, nurture fresh ideas, and drive inclusive innovation within the industry, and become a transformative force within the entertainment sector, thus paving the way for a future where talented, underprivileged creators have equal access to opportunities, funding, and growth. Under this umbrella, a comprehensive range of services related to original content development, global distribution, financing for content creation, and loan guarantee programs are managed through VYRE and its industry partnerships. This will allow VYRE to support creators with confidence, making VYRE Network their first choice to monetize content.

Niche Channel Overview

VYRE Business News Global (VBNGtv) is a news-based streaming channel and website that empowers today's small and micro-cap companies, business leaders, and brand partners by innovating solutions, knowledge, and connections needed to be successful. VBNGtv offers live business news, and exclusive one-on-one interviews, with documentary, feature film & TV show programming. The mission of VBNGtv is to be a leading destination for small-cap companies to receive in-depth analysis of daily news, insightful commentary, and informed viewpoints. VBNGtv reaches households and streaming devices worldwide through the VYRE App and the VBNGtv website. <https://vbngtv.com>

VYREMusic is a free global streaming channel curating live and original music-focused series, film, and entertainment content for viewers of all ages and genders. The channel also provides underserved and underrepresented content creators with a platform to be heard worldwide. <https://vyremusic.tv>

VYRE Live produces and manages the Company's live-stream entertainment distributed through the VYRE APP. This pay-per-view component of the Company live-streams concerts, special events, sporting events and more. VYRE Live brings live events from around the world to the living room of its users. <https://vyrelive.com>

BXNGtv – As a cornerstone of VYRE Sports, with 75+ boxing cards per year, users can see boxing's stars of tomorrow from anywhere around the globe, on any device. <https://bxngtv.com>

VYRE Studios & Productions (VSP) is a one stop shop for creating film & tv shows that can be distributed through VYRE Distribution services. VSP manages the creation of all original content, writing teams, content IP and licensing, production houses, and debt financing to create original content for distribution to the world, through the VYRE APP. <https://vyrestudios.com>

JustFaith TV is a complimentary global faith channel that offers a wide range of content designed to uplift, challenge, and inspire viewers. The channel focuses on providing informal and entertaining programming, along with live special events. <https://justfaithtv.com>

5) Issuer's Facilities

The goal of this section is to provide a potential investor with a clear understanding of all assets, properties or facilities owned, used or leased by the issuer and the extent in which the facilities are utilized.

In responding to this item, please clearly describe the assets, properties or facilities of the issuer. Describe the location of office space, data centers, principal plants, and other property of the issuer and describe the condition of the properties. Specify if the assets, properties, or facilities are owned or leased and the terms of their leases. If the issuer does not have complete ownership or control of the property, describe the limitations on the ownership.

If the issuer leases any assets, properties or facilities, clearly describe them as above and the terms of their leases.

The Company currently has no assets or properties, and its business address is 5940 S. Rainbow Blvd., Las Vegas, Nevada 89118.

6) All Officers, Directors, and Control Persons of the Company

Using the table below, please provide information, as of the period end date of this report, regarding all officers and directors of the company, or any person that performs a similar function, regardless of the number of shares they own.

In addition, list all individuals or entities controlling 5% or more of any class of the issuers securities. If any insiders listed are corporate shareholders or entities, provide the name and address of the person(s) beneficially owning or controlling such corporate shareholders, or the name and contact information (City, State) of an individual representing the corporation or entity in the note section. Include Company Insiders who own any outstanding units or shares of any class of any equity security of the issuer.

The goal of this section is to provide an investor with a clear understanding of the identity of all the persons or entities that are involved in managing, controlling or advising the operations, business development and disclosure of the issuer, as well as the identity of any significant or beneficial shareholders.

Individual Name (First, Last) or Entity Name (Include names of control person(s) if a corporate entity)	Position/Company Affiliation (ex:CEO, 5% Control Person)	City and State (Include Country if outside U.S.)	Number of Shares Owned (List common, preferred, warrants and options separately)	Class of Shares Owned	Percentage of Class of Shares Owned (undiluted)
David Hill	Director, CEO, President	Panorama City, CA	108,584,953	Common	21.4%
Frederick Seay	Director	Montebello, CA	100,058,000	Common	19.7%
Christopher Malone	CFO	Aurora, ON, Canada	500,000	Common	0.1%
John Duggan	Director	Estoril, Portugal	1,164,000	Common	0.2%
Curt Huber	Director	North Vancouver, BC, Canada	0	N/A	N/A
JSB Investments Ltd.	5%+ Shareholder	North Vancouver, BC, Canada	51,617,647	Common	10.2%
JSB Investments Ltd.	5%+ Shareholder	North Vancouver, BC, Canada	8,950,000	Series A Preferred	17.9%
Twilight Capital Inc.	5%+ Shareholder	Montreal, QB, Canada	33,770,000	Series A Preferred	67.4%

Confirm that the information in this table matches your public company profile on www.OTCMarkets.com. If any updates are needed to your public company profile, log in to www.OTCIQ.com to update your company profile.

- (1) Common Share percentages based on 508,538,453 shares issued and outstanding, and 50,000,000 Series A Preferred shares issued and outstanding as of December 31, 2024.
- (2) Curt Huber does not personally own shares of the Issuer, but is the beneficial owner of JSB Investments Ltd., which owns 10.2% of the Issuer's Common Stock.
- (3) Curt Huber does not personally own any Series A Convertible Preferred shares of the Issuer, but is the beneficial owner of JSB Investments Ltd., which owns 17.9% of the Issuer's Series A Convertible Preferred.
- (4) Twilight Capital holds these shares and is a significant beneficial owner of the Issuer. Twilight Capital is owned by Nikolas Perrault.

7) Legal/Disciplinary History

A. Identify and provide a brief explanation as to whether any of the persons or entities listed above in Section 6 have, in the past 10 years :

1. Been the subject of an indictment or conviction in a criminal proceeding or plea agreement or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);
NO
2. Been the subject of the entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, financial- or investment-related, insurance or banking activities;
NO
3. Been the subject of a finding, disciplinary order or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, a state securities regulator of a violation of federal or state securities or commodities law, or a foreign regulatory body or court, which finding or judgment has not been reversed, suspended, or vacated;
NO
4. Named as a defendant or a respondent in a regulatory complaint or proceeding that could result in a "yes" answer to part 3 above; or
NO
5. Been the subject of an order by a self-regulatory organization that permanently or temporarily barred, suspended, or otherwise limited such person's involvement in any type of business or securities activities.
NO
6. Been the subject of a U.S Postal Service false representation order, or a temporary restraining order, or preliminary injunction with respect to conduct alleged to have violated the false representation statute that applies to U.S mail.
NO

B. Describe briefly any material pending legal proceedings, other than ordinary routine litigation incidental to the business, to which the issuer or any of its subsidiaries is a party or of which any of their property is the subject. Include the name of the court or agency in which the proceedings are pending, the date instituted, the principal parties thereto, a description of the factual basis alleged to underlie the proceeding and the relief sought. Include similar information as to any such proceedings known to be contemplated by governmental authorities.
NONE

8) Third Party Service Providers

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

Confirm that the information in this table matches your public company profile on www.OTCMarkets.com. If any updates are needed to your public company profile, update your company profile.

Securities Counsel

Name: **Thomas C. Cook, Esq.**
Firm: **Law Offices of Thomas C. Cook, Ltd.**
Address 1: **10470 W. Cheyenne Ave., Suite 115, PMB 303**
Address 2: **Las Vegas, NV 89129**
Phone: **702-524-9151**
Email: **tccesq@aol.com**

Accountant or Auditor

Name: **Christopher Malone**
Firm: **accounting handled in-house by the Company's CFO**
Address 1:
Address 2:
Phone:
Email: info@vyrenwetowrk.com

Management is currently looking to engage a new auditor for the Company.

Investor Relations

Name: **In-house Investor Relations**
Firm:
Address 1:
Address 2:
Phone: **818-747-3062**
Email: ir@vyrenetwork.com

All other means of Investor Communication:

X (Twitter): <https://twitter.com/vyrenetwork>
Discord: **N/A**
LinkedIn: <https://www.linkedin.com/company/vyre-network/>
Facebook: <https://www.facebook.com/VyreNetwork>
Instagram: <https://www.instagram.com/vyrenetwork/>
YouTube: <https://www.youtube.com/c/VyreNetwork>

Other Service Providers

Provide the name of any other service provider(s) that **that assisted, advised, prepared, or provided information with respect to this disclosure statement**. This includes counsel, broker-dealer(s), advisor(s), consultant(s) or any entity/individual that provided assistance or services to the issuer during the reporting period.

Name: **N/A**
Firm:
Nature of Services:
Address 1:
Address 2:
Phone:
Email:

9) Disclosure & Financial Statements

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

Name: **Christopher Malone**
Title: **Chief Financial Officer**
Relationship to Issuer: **Chief Financial Officer**

B. The following financial statements were prepared in accordance with:

- ☐ IFRS
☒ U.S. GAAP

C. The following financial statements were prepared by (name of individual)⁵:

Name: **Christopher Malone**
Title: **Chief Financial Officer**
Relationship to Issuer: **Chief Financial Officer**

Describe the qualifications of the person or persons who prepared the financial statements:⁶ **CPA**

Provide the following financial statements for the most recent fiscal year or quarter. For the initial disclosure statement (qualifying for Pink Current Information for the first time) please provide reports for the two previous fiscal years and any subsequent interim periods.

- a. Audit letter, if audited;
- b. Balance Sheet;
- c. Statement of Income;
- d. Statement of Cash Flows;
- e. Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)
- f. Financial Notes

Financial Statement Requirements:

- Financial statements must be published together with this disclosure statement as one document.
- Financial statements must be "machine readable". Do not publish images/scans of financial statements.
- Financial statements must be presented with comparative financials against the prior FYE or period, as applicable.
- Financial statements must be prepared in accordance with U.S. GAAP or International Financial Reporting Standards (IFRS) but are not required to be audited.

⁶ The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS and by persons with sufficient financial skills

10) Issuer Certification

Principal Executive Officer:

The issuer shall include certifications by the chief executive officer and chief financial officer of the issuer (or any other persons with different titles but having the same responsibilities) in each Quarterly Report or Annual Report.

The certifications shall follow the format below:

I, **DAVID HILL** certify that:

1. I have reviewed this Disclosure Statement for Quarterly Report of VYRE Network (formerly Cabo Verde Capital Inc.);
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

February 14, 2025 [Date]

/s/ David Hill [CEO's Signature]

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

Principal Financial Officer:

I, **Christopher Malone** certify that:

1. I have reviewed this Disclosure Statement for Quarterly Report of VYRE Network (formerly Cabo Verde Capital Inc.);
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

February 14, 2025 [Date]

/s/ Christopher Malone [CFO's Signature]

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

VYRE NETWORK
(Formerly CABO VERDE CAPITAL, INC.)
BALANCE SHEETS
(Unaudited)

	31-Dec-24	31-Mar-24
<u>ASSETS</u>		
Current Assets:		
Cash	\$ (123)	\$ (332)
Accounts Receivable	613,484	454,313
Receivable from Related Parties	86,003	86,003
Fixed Assets (net)	581,233	581,233
Goodwill	-	-
Total Assets	<u>\$ 1,280,597</u>	<u>\$ 1,121,217</u>
<u>LIABILITIES AND STOCKHOLDERS' DEFICIT</u>		
Current Liabilities:		
Accounts payable	\$ 1,475,985	\$ 1,051,815
Accrued interest	3,939	34,053
Loans payable	908,792	908,792
Convertible note payable	58,451	115,275
Convertible debenture	-	-
Total Liabilities	<u>2,447,167</u>	<u>2,109,934</u>
Stockholders' Deficit:		
Series A Convertible Preferred Stock, \$0.00001 par value, 50,000,000 shares authorized and outstanding	500	500
Common stock, \$0.00001 par value, 1,000,000,000 shares authorized, 508,538,453 and 421,651,652 shares issued and outstanding, respectively	5,085	4,935
Additional paid in capital	49,217,117	49,125,475
Accumulated deficit	<u>(50,389,272)</u>	<u>(50,119,627)</u>
Total Stockholders' Deficit	<u>(1,166,570)</u>	<u>(988,717)</u>
Total Liabilities and Stockholders' Deficit	<u>\$ 1,280,597</u>	<u>\$ 1,121,217</u>

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

VYRE NETWORK
(Formerly CABO VERDE CAPITAL, INC.)
STATEMENTS OF OPERATIONS
(Unaudited)

	For the Three Months Ended December 31,		For the Nine Months Ended December 31,	
	2024	2023	2024	2023
Revenues	\$ 22,793	\$ 73,657	\$ 142,163	\$ 245,101
Total Revenue	22,793	73,657	142,163	245,101
Operating Expenses:				
General and administrative	\$ 135,398	\$ 121,363	\$ 407,868	\$ 876,329
Total operating expenses	135,398	121,363	407,868	876,329
Loss from operations	(112,605)	(47,706)	(265,705)	(631,228)
Other Expense:				
Interest expense	1,473	5,305	3,939	24,657
Total other expense	1,473	5,305	3,939	24,657
Net loss	\$ (114,078)	\$ (53,009)	\$ (269,645)	\$ (655,885)
Loss per share, Basic & diluted	\$ (0.0002)	\$ (0.0001)	\$ (0.0005)	\$ (0.0014)
Weighted average shares outstanding – basic & diluted	508,538,453	431,605,720	508,538,453	461,186,652

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

VYRENETWORK
(Formerly CABO VERDE CAPITAL, INC.)
STATEMENT OF STOCKHOLDERS' DEFICIT
For the Nine Months Ended December 31, 2024
(Unaudited)

	Preferred Stock		Common Stock		Additional Paid-in	Accumulated	Total Stockholders'
	Shares	Amount	Shares	Amount	Capital	Deficit	Deficit
Balance, December 31, 2022	50,000,000	\$ 500	417,301,652	\$ 4,173	\$ 48,308,596	\$ (48,652,805)	\$ (339,537)
Adjustment relating to quarterization of historical accounting	-	-	-	0	25	0	25
Shares issued for services	-	-	4,350,000	44	(44)	-	-
Net loss	-	-	-	-	-	(229,477)	(229,477)
Balance, March 31, 2023	50,000,000	\$ 500	421,651,652	\$ 4,217	\$ 48,308,577	\$ (48,882,282)	\$ (568,988)
Adjustment relating to quarterization of historical accounting	-	-	-	-	87,886	-	87,886
Shares issued for private placement	-	-	210,000	2	20,998	-	21,000
Shares issued for debt conversion	-	-	2,000,000	20	49,980	-	50,000
Shares issued in exchange	-	-	250,000	3	-	-	3
Shares issued for compensation	-	-	1,525,000	15	-	-	15
Shares cancelled for transfers	-	-	-	-	-	-	-
Net loss	-	-	-	-	-	(236,924)	(236,924)
Balance, June 30, 2023	50,000,000	\$ 500	425,636,652	\$ 4,256	\$ 48,467,442	\$ (49,119,206)	\$ (647,009)
Adjustment relating to quarterization of historical accounting	-	-	-	-	396	(26,078)	(25,682)
Shares issued for private placement	-	-	2,750,000	28	(28)	-	-
Shares issued for debt conversion	-	-	-	-	-	-	-
Shares issued in exchange	-	-	-	-	-	-	-
Shares issued for compensation	-	-	-	-	-	-	-
Shares cancelled for transfers	-	-	-	-	-	-	-
Net loss	-	-	-	-	-	(602,874)	(602,874)
Balance, September/June 30, 2023	50,000,000	\$ 500	428,386,652	\$ 4,284	\$ 48,467,810	\$ (49,748,158)	\$ (1,275,565)
Adjustment relating to quarterization of historical accounting	-	-	-	-	-	-	-
Shares issued for private placement	-	-	2,800,000	28	(28)	-	-
Shares issued for debt conversion	-	-	30,000,000	300	(300)	-	-
Net loss	-	-	-	-	-	(53,010)	(53,010)
Balance, December 31, 2023	50,000,000	\$ 500	461,186,652	\$ 4,612	\$ 48,467,482	\$ (49,801,168)	\$ (1,328,574)
Adjustment relating to quarterization of historical accounting	-	-	-	-	-	-	-
Shares issued for private placement adjustment December 2023	-	-	-	-	70,000	-	70,000
Shares issued for debt conversion adjustment December 2023	-	-	-	-	150,000	-	150,000
Shares issued for private placement	-	-	2,130,000	21	53,229	-	53,250
Shares issued for convertible debt conversion	-	-	5,000,000	50	24,950	-	25,000
Shares issued for management compensation conversion	-	-	18,569,453	186	359,814	-	360,000
Shares issued for management compensation	-	-	6,652,348	67	-	-	67
Net loss	-	-	-	-	-	(318,459)	(318,459)
Balance, March 31, 2024	50,000,000	\$ 500	493,538,453	\$ 4,935	\$ 49,125,475	\$ (50,119,627)	\$ (988,718)
Shares issued for convertible debt conversion	-	-	15,000,000	150	74,850	-	75,000
Net loss	-	-	-	-	-	(70,545)	(70,545)
Balance, June 30, 2024	50,000,000	\$ 500	508,538,453	\$ 5,085	\$ 49,200,325	\$ (50,190,172)	\$ (984,263)
Shares issued for convertible debt conversion	-	-	-	-	-	-	-
Net loss	-	-	-	-	-	(85,021)	(85,021)
Balance, September 30, 2024	50,000,000	\$ 500	508,538,453	\$ 5,085	\$ 49,200,325	\$ (50,275,193)	\$ (1,069,284)
Shares issued for convertible debt conversion	-	-	15,000,000	150	16,642	-	16,792
Net loss	-	-	-	-	-	(84,642)	(84,642)
Balance, December 31, 2024	50,000,000	\$ 500	523,538,453	\$ 5,235	\$ 49,216,967	\$ (50,359,835)	\$ (1,137,134)

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

VYRE NETWORK
(Formerly CABO VERDE CAPITAL, INC.)
STATEMENTS OF CASH FLOWS
(Unaudited)

	For the Nine Months Ended	
	December 31,	
	2024	2023
Cash flows from operating activities:		
Net loss	\$ (269,645)	\$ (655,885)
Adjustments to reconcile net loss to net cash used in operations:		
Common stock issued for services		
Change in assets and liabilities:		
Accounts receivable	(159,172)	(12,681)
Related Party Receivable	-	-
Tangible Assets	-	(24,500)
Accounts payable	424,170	571,355
Accrued interest	(30,113)	19,353
Loans Payable	-	34,964
Convertible Note Payable	(56,824)	118,499
Net cash used by operating activities	(91,583)	51,105
Cash flows from investing activities:	\$ -	\$ -
	-	-
Cash flows from financing activities:		
Additional Paid-In Capital	91,642	(103,676)
Preferred shares issued for	-	-
Shares issued for business combination	-	-
Shares issued on conversion of debt	114	-
Shares issued on conversion of accrued interest	36	-
Shares issued for third-party services	-	-
Convertible Notes Payable	-	-
Convertible Debenture	-	-
Loan Payable	-	-
Net cash provided by financing activities	91,792	(103,676)
Net change in cash	209	(52,571)
Cash at beginning of year	(332)	(772)
Cash at end of year	\$ (123)	\$ (53,342)
Cash paid for:		
Interest	\$ -	\$ -
Taxes	\$ -	\$ -
Supplemental non-cash disclosure:		
Common stock issued for conversion of principal and accrued interest	\$ -	\$ -

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

VYRE NETWORK
(FORMERLY KNOWN AS CABO VERDE CAPITAL, INC.)
Notes to Financial Statements
December 31, 2024
(Unaudited)

NOTE 1 – ORGANIZATION AND DESCRIPTION OF BUSINESS

VYRE Network (formerly known as Cabo Verde Capital, Inc.) (“the Company”), reincorporated in the State of Delaware on July 23, 2014 by merger with and into Cabo Verde Capital Inc., a Delaware corporation and a wholly-owned subsidiary of the Corporation, pursuant to an Agreement and Plan of Merger between the Company and Cabo Verde. Cabo Verde Delaware was formed. On November 6, 2015, the company merged into Cabo Verde Capital Inc., a Nevada corporation. On December 9, 2021, Cabo Verde Capital, Inc. changed its name to VYRE Network.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of presentation

The Company’s unaudited financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (“U.S. GAAP”).

Use of estimates

The preparation of financial statements in conformity with generally accepted accounting principles 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. Significant estimates include the estimated useful lives of property and equipment. Actual results could differ from those estimates.

Basic and Diluted Earnings Per Share

Net income (loss) per common share is computed pursuant to ASC 260-10-45, *Earnings per Share—Overall—Other Presentation Matters*. Basic net income (loss) per common share is computed by dividing net income (loss) by the weighted average number of shares of common stock outstanding during the period. Diluted net income (loss) per common share is computed by dividing net income (loss) by the weighted average number of shares of common stock and potentially outstanding shares of common stock during the period.

Recently issued accounting pronouncements

The Company has implemented all new accounting pronouncements that are in effect. These pronouncements did not have any material impact on the financial statements unless otherwise disclosed, and the Company does not believe that there are any other new accounting pronouncements that have been issued that might have a material impact on its financial position or results of operations.

NOTE 3 – GOING CONCERN

The Company’s unaudited financial statements are prepared in accordance with Generally Accepted Accounting Principles applicable to a going concern. This contemplates the realization of assets and the liquidation of liabilities in the normal course of business. Currently, the Company does not have sufficient working capital, nor does it have operations or a source of revenue to cover its operating costs and allow it to continue as a going concern. The Company will be dependent upon the raising of additional capital through debt and/or equity financing in order to implement its business plan, or merge with an operating company. There can be no assurance that the Company will be successful in either situation in order to continue as a going concern. These unaudited financial statements do not include any adjustments relating to the recoverability and classification of recorded assets or the amounts of and classification of liabilities that might be necessary in the event the company cannot continue in existence. Accordingly, these factors raise substantial doubt as to the Company’s ability to continue as a going concern.

NOTE 4 – CONVERTIBLE NOTE PAYABLE

On April 3, 2014, the Company entered into a Senior Secured Convertible Promissory Note Facility with a private investor, in exchange for up to \$200,000 principal amount in loans to the company. The Senior Secured Convertible Promissory Note Facility bears an interest rate of 10% compounded yearly, is non-dilutive and provides the option for the holder to convert any or all of the outstanding indebtedness including any accrued interest into common shares of

the capital stock of the Company at the conversion rate of \$0.005 per share. On September 17, 2021, this Note was extended to a due date of September 17, 2024. On November 11, 2021 \$25,000 of the accrued interest was converted into 5,000,000 shares of common stock. On January 3, 2022 \$60,000 of the accrued interest was converted into 12,000,000 shares of common stock. On February 28, 2022 \$15,000 of the accrued interest was converted into 3,000,000 shares of common stock. During the quarter ended September 30, 2023, the Company reclassified several additional loans and advances made by Komodo Holdings (Nevada) LLC under the Senior Secured Convertible Promissory Note Facility which were previously comingled with the Company's accounts payables. In conjunction with this reclassification, the Company and the private investor have agreed to increase the allowed ceiling of the principal amount of the Senior Secured Convertible Promissory Note Facility to \$300,000. On October 4, 2023 the private investor assigned \$150,000 of their Senior Secured Convertible Promissory Note outstanding principal to two other private investors thus reducing the net note obligation including interest by the \$150,000. The assigned \$150,000 principal was immediately converted into 30,000,000 common shares by the two private investors accepting the principal assignment. On January 5, 2024, \$25,000 of the accrued interest was converted into 5,000,000 shares of common stock. On April 29, 2024, \$75,000 of the principal and accrued interest was converted into 15,000,000 shares of common stock.

NOTE 5 – CONVERTIBLE DEBENTURE

On March 31, 2012, the Company issued a Convertible Debenture in the amount of \$300,000 to a former director of the Company to settle amounts due. The Convertible Debenture is non-dilutive, bears an interest rate of 5% per annum and has a due date of March 30, 2017. The holder has the right to convert the outstanding principal and accrued interest into common shares of the Company at a price of \$0.0085 per share. On October 18, 2021, the lender converted this note including all accrued interest into 51,617,647 shares of common stock.

NOTE 6 – COMMON STOCK

On July 15, 2022, the Company issued 500,000 shares of its common stock to 1409792 Ontario Ltd. as part of Executive Compensation to the Company's CFO, and 100,000 shares of its common stock 100,000 to Intiyazali Hudani as part of a bonus for entering into loan agreement.

On August 23, 2022, the Company issued 2,545,000 shares of its common stock to participants of a private placement the Company undertook as follows; 200,000 shares to Scott Dell'Orfano, 1,000,000 shares to Ralph Dell'Orfano, 1,000,000 shares to David Zook, 115,000 shares to Itibari Zulu, and 230,000 shares to Lastrane PTY Ltd.

On August 24, 2022, the Company issued 825,000 shares of its common stock to participants of a private placement the Company undertook as follows; 100,000 shares to Boimy Investments PTY Ltd, 500,000 shares to Crystal L. Bass-Haynes, 150,000 shares to Arongi PTY Ltd. and 75,000 shares to Jeffrey Fawcett, whose participation in the private placement was for retiring his loan to the Company.

On December 8, 2022, the Company issued 650,000 shares of its common stock to participants of a private placement the Company undertook as follows; 100,000 shares to Marguerite Lorens, 150,000 shares to Mark Tory, 150,000 shares to Baamo PTY Ltd ATF, 50,000 shares to Lafonda Eley and 200,000 shares to Paul Sherwin Plumbing PTY Ltd.

On December 14, 2022, the Company issued 375,000 shares of its common stock as compensation for technology support services as follows; 125,000 shares to Hardik Bharatbhai Patel, 125,000 shares to Pareeshkumar Karshanbhai Prajapati and 125,000 shares to Welgamage Gayan Miyuru Harshana. In addition, the Company issued 825,000 shares of its common stock as compensation for a contract for marketing services as follows; 750,000 shares to Peter Nesveda and 75,000 shares to Kaye Alefelder.

On January 19, 2023, the Company issued 350,000 shares of its common stock as compensation, as follows; 225,000 shares to Marcus Knowles for a contract for marketing services and 125,000 shares to The Unshakeable Woman Brand, LLC for a contract for operational services for JustFaith TV. In addition, the Company issued 3,000,000 shares of its common stock for incentive bonuses as follows; 500,000 shares to Dale Resteghini for his work on VYRE Network and 2,500,000 shares to Times Square Boxing Company, LLC for their work on BXNG TV.

On February 21, 2023, the Company issued 1,000,000 shares of its common stock to Thabiti Twiner as compensation for a contract for services for VYRE Sports.

On April 17, 2023, the Company issued 2,000,000 shares of its common stock to CW Convenient Couriers LLC for settlement of a debt.

On May 9, 2023, the Company issued 800,000 shares of its common stock to Erica Hill as compensation for a contract for services for VYRE Film Festival, 375,000 shares of its common stock to Mathew Knowles as compensation for a contract for services for VYRE Music, and 350,000 shares of its common stock to Bookskipper Accounting & Tax Services as compensation for a contract for services to VYRE Network.

On May 11, 2023, the Company issued 60,000 shares of its common stock to Jerry Jermaine McKenzie as part of his participation in the Company's private placement, 50,000 shares of its common stock to BAAMO PTY Ltd ATF Silervault Super Fund AC as part of their participation in the Company's private placement, and a further 1000,000 shares of its common stock to Lumicisi Whitman Family Superannuation Pty Ltd. as part of their participation in the Company's private placement.

On July 25, 2023, the Company issued 750,000 shares of its common stock to Bruce Wayne LLC as compensation for a contract for services for VYRE Music and 2,000,000 shares of its common stock to Michael Sherman as compensation for a contract for services for VYRE Music.

On October 4, 2023 \$150,000 of accrued interest for the Secured Convertible Promissory Note was converted into 15,000,000 unrestricted shares of common stock to Zhi Jun Cai and 15,000,000 unrestricted shares of common stock to Zhi Xia Wang.

On December 19, 2023, the Company issued 2,800,000 shares of its common stock relating to the Company's private placement as follows; 600,000 shares to Baamo Pty Ltd ATF <Silervault Super Fund A/C>, 700,000 shares to Mark Tory, 700,000 shares to Gino Masciotra, 400,000 shares to Jeff Fawcett, and 400,000 shares to Ariana Altman.

On January 5, 2024 \$25,000 of accrued interest for the Secured Convertible Promissory Note was converted into 3,000,000 unrestricted shares of common stock.

On January 5, 2024, the Company issued 1,750,000 shares of its common stock relating to compensation for a contract as follows: 250,000 shares to Mainsail, LLC, 250,000 shares to 0865381 BC LTD., 1,000,000 shares to Ryan Dell'Orfano, and 250,000 to Carrie Ausmus. In addition, the Company issued 150,000 shares of its common stock to Gino Masciotra as part of his participation in the Company's private placement.

On January 8, 2024, the Company issued 802,348 shares of its common stock relating to compensation for a contract as follows: 250,000 shares to Frank Holder, and 552,348 to Rival Media Advisors LLC. In addition, the Company issued 1,980,000 shares of its common stock relating to the Company's private placement as follows; 80,000 shares to Pat Vongsamphanh, and 1,900,000 shares to Craig Fischer.

On January 11, 2024, the Company issued 4,261,849 shares of its common stock relating to compensation for a contract as follows: 4,161,849 shares to Brand Amplifiers Global Entertainment, and 100,000 to Tiffany Gaines. In addition, the Company issued 4,100,000 shares of its common stock to David Hill for settlement of debt.

On March 20, 2024, the Company issued 14,469,453 shares of its common stock to David Hill for settlement of debt.

On April 29, 2024, \$75,000 of the principal and accrued interest for the Secured Convertible Promissory Note was converted into 15,000,000 unrestricted shares of common stock.

NOTE 7 – PREFERRED STOCK

On November 19, 2021, the Company amended its Articles of Incorporation, increasing its authorized preferred stock to 50,000,000 shares. In addition, the 50,000,000 shares were designated Series A Convertible Preferred Stock. One share of Series A Convertible Preferred Stock is convertible into one share of common stock and must be converted within fifteen years of issuance. The Series A are not entitled to dividends, have no voting rights, and no liquidation rights. As of December 31, 2023, 50,000,000 shares are fully issued.

NOTE 8 – WARRANTS

On July 1, 2023, the Company issued 4,230,000 warrants as part of a private placement that closed on June 30, 2023.

The company issued 4,230,000 common shares at a price of \$0.10 with 1 warrant attached priced at \$0.225 to the exercised on or before June 30, 2025.

On December 31, 2023, the Company issued 4,930,000 warrants as part of a private placement that closed on December 1, 2023. The company issued 4,930,000 common shares at a price of \$0.025 with 1 warrant attached priced at \$0.10 to the exercised on or before December 1, 2026.

NOTE 9 - SUBSEQUENT EVENTS

The events disclosed are as reviewed and approved by the certifying executives up to and including February 14, 2025.

There are no significant events to disclose at this time.