FINTECH.TV, PBC

OFFERING MEMORANDUM

This Offering is being conducted for FINTECH.TV, PBC pursuant to Regulation Crowdfunding and Section 4(a)(6) under the Securities Act of 1933 (the "**Securities Act**") through

tZERO Securities, LLC,
SEC-registered broker-dealer and member of FINRA

FINTECH.TV, PBC

FORM C

OFFERING MEMORANDUM

Purpose of This Form

A Corporation that intends to raise money using Regulation Crowdfunding must give certain information to prospective investors, so that investors will have a basis for making an informed decision. The Securities and Exchange Commission, or SEC, has issued regulations at 17 CFR §227.201 listing the information companies must provide. This form is the form used to provide that information.

Each heading below corresponds to a section of the SEC's regulations under 17 CFR §227.201.

(A) The Corporation

Name of Corporation	Fintech.TV, PBC
State of Organization	Delaware
Date of Formation	09/10/2019
Entity Type	Public Benefit Corporation
Street Address	7600 Jericho Turnpike, Suite 304 Woodbury, NY 11797
Website Address	https://www.fintech.tv/

(B) Directors and Officers of the Corporation

Name	Vincent Molinari
Position with the Corporation	Chief Executive Officer, Director
Name	Mitch Chait
Position with the Corporation	Chief Strategy Officer, Director
Name	Troy McGuire
Position with the Corporation	Head of Programming and News
Name	Joseph Latona
Position with the Corporation	Chief Financial Officer

For three years of business experience of the directors and officers of the Corporation, refer to Appendix C: Director & Officer Work History.

(C) Principal Security Holders

Name of Holder	Percentage Ownership (Prior to Offering)
Eximius Holdings, LLC [1]	14.47 %
Vincent Molinari	7.46 %
Vincent Molinari, Jr. [2]	0.41 %
Molinari Family Legacy Fund SDG[3]	4.09 %
Total:	**26.43 %**

(D) The Corporation's Business

FINTECH.TV is a first of its kind global media platform bringing the latest news and perspectives in finance, blockchain, technology, sustainability, impact investing, SDGs, and ESG. FINTECH.TV broadcasts from its marquis studios on the floor of the New York Stock Exchange, at ADGM, Abu Dhabi's leading International Finance Center, and with presence at other leading international exchanges including NASDAQ and the London Stock Exchange. For a description of the Corporation's business and its business plan, please refer to Appendix D: Business Description.

(E) Number of Employees

The Corporation currently has twelve (12) employees. The Corporation may hire or discharge employees in the future to meet its business objectives.

(F) Risks of Investing

A crowdfunding investment involves risk. **YOU SHOULD NOT INVEST ANY FUNDS IN THIS OFFERING UNLESS YOU CAN AFFORD TO LOSE YOUR ENTIRE INVESTMENT.** In making an investment decision, investors must rely on their own examination of the issuer and the terms of the offering, including the merits and risks involved. Please review the Regulation CF Educational Materials for risks that are common to many of the companies on the online investment portal (the "Portal") operated by tZERO Securities, LLC (in such capacity, the "Intermediary") for this Offering

THESE SECURITIES ARE OFFERED UNDER AN EXEMPTION FROM REGISTRATION UNDER FEDERAL LAW. THE U.S. SECURITIES AND EXCHANGE COMMISSION (THE "SEC") HAS NOT MADE AN INDEPENDENT DETERMINATION THAT THESE SECURITIES ARE EXEMPT FROM REGISTRATION. THE SEC HAS NOT PASSED UPON THE MERITS OF THE SECURITIES OR THE TERMS OF THE OFFERING AND HAS NOT PASSED UPON THE ACCURACY OR COMPLETENESS OF THE OFFERING DOCUMENTS OR LITERATURE.

THESE SECURITIES HAVE NOT BEEN RECOMMENDED OR APPROVED BY ANY FEDERAL OR STATE SECURITIES COMMISSION OR REGULATORY AUTHORITY.

[1] Eximius Holdings, LLC is a New York limited liability Corporation controlled by Vincent Molinari.
[2] Vincent Molinari, Jr. is the son of Vincent Molinari.
[3] Molinari Legacy Fund SDG is a non-profit, 501(c)(3) Corporation associated with Vincent Molinari.

FURTHERMORE, THESE AUTHORITIES HAVE NOT PASSED UPON THE ACCURACY OR ADEQUACY OF THIS DOCUMENT.

Please refer to Appendix A: Additional Risk Factors for additional risks to consider when investing in this offering.

(G) Target Offering Amount and Offering Deadline

Target Offering Amount	$10,000[4]
Offering Deadline	October 31 2024

If the sum of the investment commitments does not equal or exceed the Target Offering Amount as of the Offering Deadline, no securities will be sold in the offering, investment commitments will be canceled, and all committed funds will be returned.

The Corporation will notify investors when the Target Offering Amount has been reached through the Intermediary. If the Corporation reaches the Target Offering Amount prior to the Offering Deadline, it may close the Offering early pursuant to Rule 304(b) of Regulation Crowdfunding. In such case (i) the closing date must be twenty-one (21) days from the time the Offering was opened, (ii) the Intermediary must provide at least five (5) business days' notice prior to the closing date to the investors with accepted investment commitments that will be included in the closing, (iii) investor are provide the opportunity to cancel their investment up to 48 prior to the closing date and (iii) the Corporation continues to meet or exceed the Target Offering Amount on the closing date.

Investment commitments are not binding on the Corporation until they are accepted by the Corporation which reserves the right to reject, in whole or in part, in its sole and absolute discretion, any investment commitment. If the Corporation rejects all or a portion of any investment commitment, the applicable prospective investor's funds will be returned without interest or deduction.

(H) Commitments that Exceed the Target Offering Amount

Will the Corporation accept commitments that exceed the Target Offering Amount?	Yes
What is the maximum you will accept in this Offering?	$ 5,000,000.00
How will the Corporation deal with oversubscriptions?	We will accept subscriptions on a first-come, first-served basis.

If the maximum offering amount has not been accepted on the first closing date, which occurred prior to the offering deadline early pursuant to Rule 304(b) of Regulation Crowdfunding, the Corporation may conduct the first of multiple closings of the Offering early, provided (i) the Initial Closing Date must be twenty-one (21) days from the time the Offering opened and (ii) that all investors will receive notice of such early closing date at least five (5)

[4] Minimum investment amount per Investor is five-hundred 00/100 US Dollars ($500.00).

business days prior to the subsequent closing date (absent a material change that would require an extension of the Offering and reconfirmation of all investment commitments). Investors who committed on the date such notice is provided or prior to the issuance of such notice will be able to cancel their investment commitment until 48 hours before such early closing date.

Any investment commitments received after a closing will be released to the Corporation upon a subsequent closing and the investor will be issued its securities as soon as practicable thereafter.

If an early closing is not conducted pursuant to Rule 304(b) of Regulation Crowdfunding, the Corporation may conduct one or more closings following the Offering Deadline in an amount up to $5,000,000.

Investment commitments are not binding on the Corporation until they are accepted by the Corporation which reserves the right to reject, in whole or in part, in its sole and absolute discretion, any investment commitment. If the Corporation rejects all or a portion of any investment commitment, the applicable prospective investor's funds will be returned without interest or deduction. Affiliates of the Corporation may invest in the securities offered hereby. For purposes of this Agreement, Affiliate means, with respect to any Person, a Person that, directly or indirectly, controls or is controlled by or is under common control with that Person or is controlled by a principal executive officer of that Person. As used in this definition, Control means possession, direct or indirect, of the power to direct or cause the direction of the management and policies of a Person, whether through ownership of voting interests, by contract or otherwise ("Control").

(I) How the Corporation Intends to Use the Money Raised in the Offering

The Corporation is reasonably sure it will use the money raised in the Offering as follows:

USE	**$500,000**	**$1,000,000**	**$2,500,000**	**$5,000,000**
Operational	$125,000	$250,000	$437,500	$875,000
Middle East Infrastructure Build (Studio, Equipment, People) Abu Dhabi, Dubai,Tel Aviv, Riyadh	$110,000	$220,000	$400,000	$800,000
Javits Studio Build	$45,000	$90,000	$125,000	$250,000.00
Marketing	$30,000	$60,000	$50,000	$100,000.00

Travel, Conferences, & Hub Launces	$15,000	$30,000	$25,000	$50,000.00
IotaComm Sustainable Innovation Hub	$0	$0	$750,000	$1,500,000.00
Intermediary Compensation	$35,000	$70,000	$75,000	$150,000.00
Payables	$140,000	$95,000	$440,000	$1,090,000.00[5]
Payables to Affiliates	-	185,000	185,000	185,000
TOTAL	**$500,000**	**$1,000,000**	**$2,500,000**	**$5,000,000.00**

Payables to affiliates (either Vincent Molinari, an individual or Eximius Holdings, LLC, a New York limited liability company that is controlled by Vincent Molinari) represent repayments of debt incurred to pay corporate expenses. The Corporation may, in its discretion, pay a portion of these payables to Affiliates if the Corporation raises the minimum offering amount.

The amounts listed are estimates and are not intended to be exact description of the Corporation's expenditures. Exact allocation and use of funds may vary based upon legitimate business expenditures and economic factors, at the sole discretion of the Corporation.

(J) The Investment Process

To Invest

- Review this Form C and the information available on the Portal
- If you decide to invest, press the Invest button
- Please follow the instructions

[5] 2022.06.13 Promissory Note between the Corporation ("Maker") and Phelan Trust ("Holder") for $75,000.00;
2022.08.23 Promissory Note between the Corporation ("Maker") and Scott Rehmus ("Holder") for $200,000.00;
2020.12.14 License Agreement between the Corporation ("Licensee") and New York Convention Center Operating Corporation ("Licensor") for $70,000.00;
2022.10.03 Debt between the Corporation and Dr. Jane Thomason for $312,167.53.
$352,832.47 to Miscellaneous Operating Vendors; ; and
$55,000.00 Legal and Attorney's Fees.

TO CANCEL YOUR INVESTMENT

Send an email to INVESTOR_SUPPORT@TZERO.COM no later than forty-eight (48) hours before the Offering Deadline. In your email, include your name and the name of the Corporation.

Other Information on the Investment Process

- Investors may cancel an investment commitment until forty-eight (48) hours prior to the Offering Deadline.
- The Intermediary will notify investors when the Target Offering Amount has been raised.
- If the Corporation reaches the Target Offering Amount before the Offering Deadline, it may close the Offering early if it provides notice about the closing date at least five (5) business days before such closing date, absent a material change that would require an extension of the Offering and reconfirmation of the investment commitment.
- If an investor does not cancel an investment commitment before the 48-hour period before the early closing date, the funds will be released to the Corporation upon closing of the offering and the investor will receive securities in exchange for his or her investment.
- If the Corporation elects to conduct an early closing before the Offering Deadline, the Corporation may make additional closes until the maximum offering amount is received. The applicable requirements of Regulation Crowdfunding will be met at the time of each subsequent closing. Rule 304(b) of Regulation Crowdfunding requires, among other things, that if an offering is closed prior to the deadline identified in offering materials, the intermediary must provide notice to any potential investors, and give or send notice to investors that have made investment commitments, of: at least five business days' notice of the closing date, an investor's right to cancel commitments for any reason until 48 hours prior to the new closing date, and whether the issuer will continue to accept investments during the forty-eight (48) hour period prior to the new closing date.
- For additional information about the investment and cancellation process, see the Educational Materials.

(K) Material Changes

In the event the issuer undergoes a material change, the Investor will be notified of such change. The investor will have five (5) business days from the receipt of such notice to reconsider their investment. **IF AN INVESTOR DOES NOT RECONFIRM HIS OR HER INVESTMENT COMMITMENT WITHIN FIVE (5) DAYS OF THE NOTICE OF MATERIAL CHANGE BEING SENT, THE INVESTOR'S INVESTMENT COMMITMENT WILL BE CANCELLED, THE COMMITTED FUNDS WILL BE RETURNED, AND THE INVESTOR WILL NOT BE ISSUED ANY OF THE SECURITIES REFERENCED IN THIS OFFERING.**

Explanation

A "material change" means a change that an average, careful investor would want to know about before making an investment decision. If a material change occurs after you make an investment commitment but before the Offering closes, then the Corporation will notify you and ask whether you want to invest anyway. If you do not affirmatively choose to invest, then your commitment will be cancelled, your funds will be returned to you, and you will not receive any securities.

(L) Price of the Securities

The Corporation is offering up to 1,250,000 shares of its Class C Non-Voting Common Stock at purchase price of $4.00 per share as set forth in this Memorandum. The minimum amount or target offering amount for the Offering is 2,500 shares for a total of $10,000.00 in gross proceeds, and a maximum amount of 1,250,000 shares for a total of $5,000,000.00 in gross proceeds.

The offering price for the securities offered hereby has been determined arbitrarily by the Corporation and does not necessarily bear any relationship to the Corporation's book value, assets, earnings or other generally accepted valuation criteria. In determining the offering price, the Corporation did not engage investment banking firms or other outside organizations to make an independent appraisal or evaluation. Accordingly, the offering price should not be considered to be indicative of the actual value of the securities offered hereby.

(M) Terms of the Securities

Overview

Pursuant to our Amended and Restated Certificate of Incorporation (as the same may be amended, restated or modified, the "Certificate"), the Corporation's authorized capital stock consists of 28,860,244 This shares of common stock, each with a par value of $0.0001 per share (the "Common Stock"), of which:

- 15,110,244 shares are designated as Class A Common Stock, of which 13,982,859 shares will be outstanding as of the consummation of the Offering;
- 10,000,000 shares are designated as Class B Non-Voting Common Stock, 4,309,744 shares of which will be outstanding as of the consummation of the Offering;
- 1,250,000 shares of Class C Non-Voting Common Stock which are being offered hereby in connection with this offering, none of which are issued or outstanding; and
- 2,500,000 shares of Class D Non-Voting Common Stock, with the same rights and privileges of the Class C Common Stock, which are being offered in connection with a concurrent offering, none of which are issued or outstanding as of the date of this Offering.

All outstanding shares of Class A and Class B Common Stock, and all shares of Class C Non-Voting Common Stock offered hereby, will be, when issued and sold, validly issued, fully paid and nonassessable.

Summary of Terms

The material rights, preferences, privileges, restrictions and other terms relating to the Corporation's capital stock are summarized below:

Class A Common Stock

Dividend Rights. In the event dividends are paid on any share of Class A Common Stock, the Corporation shall pay an additional dividend on all outstanding shares of Class A Common Stock in a per share amount equal to the amount paid or set aside for each share of Class A Common Stock.

Voting Rights. The Class A Common Stock represents 100% of the voting stock of the Corporation. Each holder of Class A Common Stock is entitled to the number of votes equal to the number of shares of Common Stock into which such shares of Class A Common Stock could be converted in accordance with the provisions of the Certificate immediately after the close of business on the record date fixed for the meeting or effective date of the written consent. Except as otherwise provided in the Certificate or as required by law, the Class A Common Stock shall vote together with the Common Stock at any annual or special meeting of the stockholders and not as a separate class.

In addition to the voting rights described above or as otherwise required by law, the vote or written consent of the holders of at least fifty percent (50%) of the outstanding Class A Common Stock shall be necessary for effecting or validating (i) a liquidation event, (ii) an amendment, alteration or repeal of any provision of the Certificate or bylaws of the Corporation, that alters the rights, preferences or privileges of the Class A Common Stock, (iii) the institution or consent to the institution of an bankruptcy, insolvency, reorganization, readjustment of debt or similar proceeding relating to the Corporation under the law of any jurisdiction, or (iv) making an assignment for the benefit of creditors, or making an application for, or consenting to, the appointment of any receiver, trustee, custodian or similar officer for any officer for any or all of its property.

No Reissuance. No shares of Class A Common Stock acquired by the Corporation by reason of redemption, purchase, conversion or otherwise shall be reissued.

Class B Non-Voting Common Stock

No Voting Rights. The Class B Non-Voting Common Stock does not have voting rights other than any voting rights as may be required by law.

Dividends Rights. In the event dividends are paid on any share of Class B Common Stock, the Corporation shall pay an additional dividend on all outstanding shares of Class B Common Stock in a per share amount equal to the amount paid or set aside for each share of Class B Common Stock.

Class C Non-Voting Stock

No Voting Rights. The Class C Non-Voting Common Stock does not have voting rights other than any voting rights as may be required by law.

Dividend Rights. In the event dividends are paid on any share of Class C Common Stock, the Corporation shall pay an additional dividend on all outstanding shares of Class C Common Stock in a per share amount equal to the amount paid or set aside for each share of Class C Common Stock

Class D Non-Voting Stock

No-Voting Rights. The Class D Non-Voting Common Stock does not have voting rights other than any voting rights as may be required by law.

Dividend Rights. In the event dividends are paid on any share of Class D Common Stock, the Corporation shall pay an additional dividend on all outstanding shares of Class D Common Stock in a per share amount equal to the amount paid or set aside for each share of Class D Common Stock.

Obligation to Contribute Capital

Once you pay for your shares of Class C Non-Voting Common Stock, you will have no obligation to contribute more money to the Corporation, and you will not be personally obligated for any of its debts.

No Right to Transfer

You should plan to hold the securities offered hereby indefinitely. The securities will be illiquid (meaning you might not be able to sell them) for at least four (4) reasons:

- The securities may not be sold or transferred without the Corporation's consent.
- If you want to sell your securities, the Corporation will have the first right of refusal to buy them, which could make it harder to find a buyer.
- Even if a sale were permitted, there is no ready market for securities, as there would be for a publicly traded stock.
- By law, for a period of one year you won't be allowed to transfer the securities except (i) to the Corporation itself, (ii) to an "accredited" investor, (iii) to a family member or trust, or (iii) in a public offering of the securities.

After the final closing and all applicable regulatory lock-up or holding periods, we may make the Class C Non-Voting Common Stock available for trading on the alternative trading system ("ATS") operated by tZERO Securities, LLC ("tZERO Securities"), subject to tZERO Securities' due diligence and on-boarding procedures. However, we cannot provide any assurance that we will be successful in making our Securities available to trade on tZERO Securities' ATS. Orders may be entered on tZERO Securities' ATS by investors that maintain an account with tZERO Securities, LLC. Orders properly submitted to tZERO Securities' ATS are matched by its order matching system, and tZERO Securities clears transactions effected on its ATS, as the clearing and carrying broker-dealer for all securities traded on tZERO Securities' ATS.

Security

The shares of Class C Non-Voting Common Stock are not secured by any assets of the Corporation or any assets of persons associated with the Corporation.

Modification of Terms of Securities

The terms of the Class C Non-Voting Common Stock offered hereby may not be modified except with the written consent of the Corporation and the holders of the Class C Non-Voting Common Stock.

Other Securities or Classes of Securities that are Outstanding

In addition to the issued and outstanding Class A Common Stock and the Class B Non-Voting Common Stock discussed above, the Corporation has outstanding options to purchase 1,030,170 shares of the Corporation's Class A Common Stock, and outstanding options to purchase 2,780,539 shares of the Corporation's Class B Non-Voting Common Stock.

Dilution, Limitation or Qualification of Rights

The holders of a majority-in-interest of voting rights in the Corporation could limit the rights of the holders of the Class C Non-Voting Common Stock in a material way. For example, the securityholders with voting rights could vote to change the terms of the agreements governing the Corporation's operations or cause the Corporation to engage in additional offerings, including potentially a public offering.

The Corporation has the right to create additional classes of securities, both equity securities and debt securities. Some of these additional classes of securities could have rights that are superior to those of the Securities being offering in this Offering. To the extent applicable, in cases where the rights of holders of convertible debt, SAFEs, or other outstanding options or warrants are exercised, or if new awards are granted under our equity compensation plans, an investor's interest in the Corporation may be diluted. This means that the pro-rated portion of the Corporation represented by the investor's securities will decrease, which could also diminish the investor's economic interest.

Based on the risk that an investor's rights could be limited, diluted or otherwise qualified, the investor could lose all or part of his or her investment in the securities in this Offering, and may never see positive returns.

The Securityholders Who Control the Corporation

Each of the securityholders below may be deemed to own 20% or more of the total voting power of the Corporation:

Name of Holder	Percentage of Voting Power (Prior to Offering)
Eximius Holdings, LLC [6]	14.47 %
Vincent Molinari	7.46%
Vincent Molinari, Jr. [7]	0.41%
Molinari Family Legacy Fund SDG[8]	4.09%
Total:	**26.43%**

How the Exercise of Voting Rights Could Affect You

The securityholders with voting rights control the Corporation and make all the decisions about running its business. Such securityholders may make decisions with which the investor disagrees, or that negatively affect the value of the investor's securities in the Corporation, and the investor will have no recourse to change these decisions. Investors in the Class C Non-Voting Common Stock may have interests that conflict with other investors, and there is no guarantee that the Corporation will develop in a way that is optimal or advantageous to the investor.

For example, the voting securityholders may change the terms of the Corporation's Certificate of Incorporation, change the terms of securities issued by the Corporation, change the management of the Corporation, and even force out the minority securityholders. The voting securityholders may make changes that affect the tax treatment of the Corporation in ways that are unfavorable to you but favorable to them. They may also vote to engage in new offerings and/or to register certain of the Corporation's securities in a way that negatively affects the value of the investor's securities. Other holders of the Corporation's securities may also have access to more information than the investor, leaving the investor at a disadvantage with respect to any decisions regarding the securities he or she owns.

Based on the risks described above, an investor could lose all or part of his or her investment in the securities offered in this Offering and may never see positive returns.

[6] Eximius Holdings, LLC is a New York limited liability Corporation controlled by Vincent Molinari.
[7] Vincent Molinari, Jr. is the son of Vincent Molinari.
[8] Molinari Legacy Fund SDG is a non-profit, 501(c)(3) Corporation associated with Vincent Molinari.

(N) The Intermediary

The Corporation is offering its securities through the Portal operated by tZERO Securities, LLC (in such capacity, the "Intermediary"), an SEC-registered broker-dealer and member of FINRA. tZERO's Central Index Key (CIK) number is 0001193821, its SEC File number is 008-65585, and its Central Registration Depository (CRD) number is 123421.

(O) Compensation of the Intermediary and its Affiliates

Intermediary

In connection with this Offering, the Corporation is paying tZERO three percent (3)% of the Offering to act as Intermediary. We have also paid the Intermediary a one-time consulting fee of $15,000 and a due diligence fee of $5,000 and agreed to reimburse tZERO for their expenses incurred in connection with the Offering.

We have engaged Enterprise Bank & Trust, a Missouri chartered trust company with banking powers (together with permitted assignees, the "Escrow Agent"). Investor funds will be held in escrow with the Escrow Agent until the Target Offering Amount has been met or exceeded and one or more closings occur.

Technology Services

The Portal is being provided to the Corporation for the Intermediary to operate as its intermediary, through a technology services agreement with tZERO Technologies, LLC ("tZERO Tech"). Under this agreement, the Corporation is paying tZERO Tech a $10,000 set up fee, along with a $2,000 per month fee for each month the Portal is operational and other fees for transaction processing and additional services.

Secondary Trading

For our the Class C Common Stock to be eligible to be quoted on tZERO Securities' ATS following all applicable regulatory lock ups or holding periods, we will be subject to due diligence of tZERO Securities and be charged a $10,000 initial due diligence fee prior to our common stock being quoted on tZERO Securities' ATS; a $40,000 risk review fee due upon tZERO Securities' notice that the initial diligence review is complete and a preliminary determination is made that neither we nor our securities present inordinate risks to tZERO Securities' ATS or its subscribers; and a $20,000 confirmatory due diligence fee due each year thereafter. Our investors will be subject to the following fees for all executions on tZERO Securities' ATS: (i) 1% for all executions of buy and sell orders of securities priced equal to or greater than $3.00 per share and (ii) $0.03 per share for all executions of buy and sell orders of securities priced less than $3.00 per share, rounded up to the nearest $0.01. Fees and transaction charges imposed by tZERO Securities' ATS may change from time to time in accordance with the practices of tZERO Securities' ATS.

(P) Indebtedness of the Corporation

Information regarding the Corporation's outstanding indebtedness is set forth in Note 4-Note Payable, Note 5-Related Party Transactions and Note 7-Convertible Notes Payable, in the notes to the Corporation's financial statements for the year ended December 31, 2022 attached as Appendix B, as well as interim 2023 financials.

(Q) Other Offerings of Securities within the Last Three Years

Offering Date	**Exemption**	**Security Type**	**Amount Sold**	**Use of Proceeds**
April 2020	Regulation D, Rule 506(c)	Common Stock	$650,000	General Operations
August 1, 2020	Regulation D, Rule 506(c)	Convertible Note	$840,000	General Operations
January 2021	Regulation D, Rule 506(c)	SAFE	$1,000,000	General Operations
April 8, 2021	Regulation D, Rule 506(c)	Convertible Note	$475,000	General Operations

(R) Transactions Between the Corporation and "Insiders"

Transactions between the Corporation and related parties are set forth in Note 5-Related Party Transactions, in the notes to the Corporation's financial statements for the year ended December 31, 2022 attached as Appendix B.

(S) The Corporation's Financial Condition

Subsequent events to historical financials

Since the latest available financial statements of the Corporation attached as Appendix B, we have had the following material changes and trends:

At the date of the Corporation's financial statements attached as Appendix B, the Corporation had received stock subscription agreements totaling $898,000.00 for the Corporation's Class B Non-Voting Common Stock. The Corporation converted $120,000.00 in subscriptions to Class A Common Stock and $600,000.00 Class B Non-Voting Common Stock. The Corporation also granted options to purchase 1,030,170 shares of the Corporation's Class A Common Stock and options to purchase 2,780,539 shares of the Class B Non-Voting Common Stock. The Corporation converted $698,000.00 of outstanding loans to Class A Common Stock and $142,000.00 to Class B Non-Voting Common Stock. The Corporation issued $1,140,000.00 of Class B Non-Voting Common Stock for accrued compensation and $399,000.00 for bonuses.

Historical financial performance is not necessarily predictive of future performance.

Other outstanding debt or equity

For Debt, please see item (P) above.

(T) The Corporation’s Financial Statements

Please see Appendix B for historical financial statements.

Pro Forma Income Statement.

In order to illustrate its future earning potential, the Corporation has provided a summary of its financial forecast. The forecast has been developed by the Corporation using reasonable best efforts based on their understanding of the industry and market they wish to enter. Please refer to Section (F) of this Offering Memorandum for a list of the risks associated with an investment in the Corporation and utilizing any pro forma provided by the Corporation for making investment decisions.

(U) Disqualification Events

Neither the Corporation nor any individual identified by Section 227.503(a) of Regulation Crowdfunding is the subject of a disqualifying event as defined by Section 227.503 of Regulation Crowdfunding.

Explanation

A Corporation is not allowed to raise money using Regulation Crowdfunding if certain designated people associated with the Corporation (including its directors or executive officers) committed certain prohibited acts (mainly concerned with violations of the securities laws) on or after May 16, 2016. (You can read more about these rules in the Educational Materials.) This item requires a Corporation to disclose whether any of those designated people committed any of those prohibited acts before May 16, 2016.

(V) Updates on the Progress of the Offering

Updates on the Offering shall be posted to the Portal.

(W) Annual Reports for the Corporation

The Corporation will file a report with the Securities and Exchange Commission annually and post the report on its website at http://www.fintech.tv/invest no later than 120 days after the end of each fiscal year. It’s possible that at some point, the Corporation will not be required to file any more annual reports. We will notify you if that happens.

(X) Additional Information Included in the Form C

Jurisdictions in which the Corporation intends to offer the securities:

AL, AK, AZ, AR, CA, CO, CT, DE, DC, FL, GA, HI, ID, IL, IN, IA, KS, KY, LA, ME, MD, MA, MI, MN, MS, MO, MT, NE, NV, NH, NJ, NM, NY, NC, ND, OH, OK, OR, PA, RI, SC, SD, TN, TX, UT, VT, VA, WA, WV, WI, WY

APPENDIX A

ADDITIONAL RISK FACTORS

A crowdfunding investment involves risk. You should not invest any funds in this offering unless you can afford to lose your entire investment.

In making an investment decision, investors must rely on their own examination of the issuer and the terms of the offering, including the merits and risks involved. These securities have not been recommended or approved by any federal or state securities commission or regulatory authority. Furthermore, these authorities have not passed upon the accuracy or adequacy of this document.

The U.S. Securities and Exchange Commission does not pass upon the merits of any securities offered or the terms of the offering, nor does it pass upon the accuracy or completeness of any offering document or literature.

These securities are offered under an exemption from registration; however, the U.S. Securities and Exchange Commission has not made an independent determination that these securities are exempt from registration.

- **All or some of the proceeds of the Offering may be used to repay indebtedness owed to related parties, including stockholders, directors and officers of the Corporation.** All or a portion of the proceeds from the Offering may be used to repay existing indebtedness owed to related parties, including stockholders, directors and officers of the Corporation. Investors should understand that the offering proceeds may not be reinvested in the Corporation or be used for prospective projects to facilitate the Corporation's growth. The application of funds received in connection with the Offering will be made in the sole discretion of the Corporation and the Corporation gives no assurance that the proceeds from the Offering will be used as estimated in the Offering Memorandum.

- **Material factors that make an investment in the issuer speculative or risky. The Corporation has a limited operating history upon which you can evaluate its performance and has not yet generated profits. Accordingly, the Corporation's prospects must be considered in light of the risks that any new Corporation encounters.**

The Corporation has incurred operating losses since its inception on September 10, 2019. The likelihood of the Corporation's creation of a viable business must be considered in light of the problems, expenses, difficulties, complications, and delays frequently encountered in connection with the growth of a business, operation in a competitive industry, and the continued development of its technology and media products. The Corporation anticipates that its operating expenses will increase for the near future, and there is no assurance that it will be profitable in the near future. The Corporation will only be able to pay dividends on any shares once its directors determine that it is financially able to do so. The Corporation has incurred a net loss and has had limited revenues generated since inception. There is no assurance that the Corporation will be profitable in the next three years or generate sufficient revenues to pay dividends to the holders of the shares. You should consider the business, operations and prospects in light of the risks, expenses and challenges faced as an emerging growth Corporation.

- **Changes in consumer behavior and evolving technologies may adversely affect the Corporation's business, financial condition and results of operations.**

The ways in which consumers view content and technology and business models in the Corporation's industry continues to rapidly evolve and new distribution platforms and increased competition from new entrants and emerging technologies have added to the complexity of maintaining predictable revenue streams. Technological advancements have driven changes in consumer behavior as consumers seek more control over when, where and how they consume content and have affected advertisers' options for reaching their target audiences. Consumer preferences have evolved towards digital services and other subscription services and there has been a substantial increase in the availability of programming with reduced advertising or without advertising at all. In addition, consumers are increasingly using time-shifting and advertising-blocking technologies that enable them to fast-forward or circumvent advertisements. Substantial use of these technologies could impact the attractiveness of the Corporation's programming to advertisers and adversely affect its advertising revenues.

- **Declines in advertising expenditures could cause the Corporation's revenues and operating results to decline significantly in any given period or in specific markets.**

The Corporation derives substantial revenues from the sale of advertising. Expenditures by advertisers tend to be cyclical, reflecting overall economic conditions, as well as budgeting and buying patterns. The Corporation's advertising revenues may vary substantially from year to year, driven by major sports events, and by the state, congressional and presidential elections cycles. Declines in the economic prospects of advertisers or the economy in general can alter current or prospective advertisers' spending priorities. Advertising expenditures may also be affected by increasing competition for the leisure time of audiences. Demand for the Corporation's programming as measured by ratings points is a key factor in determining the advertising rates as well as the affiliate rates the Corporation receives. A decrease in advertising expenditures, reduced demand for the Corporation's programming or the inability to obtain market ratings that adequately measure demand for the Corporation's content could lead to a reduction in pricing and advertising spending, which could have a material adverse effect on the Corporation's business, financial condition or results of operations.

- **Acceptance of the Corporation's content by the public is difficult to predict, which could lead to fluctuations in revenues.**

Streaming and television distribution is a speculative business since the revenues derived from the distribution of content depends primarily upon its acceptance by the public, which is difficult to predict. Low public acceptance of the Corporation's content will adversely affect the Corporation's results of operations. The commercial success of the Corporation's programming also depends upon the quality and acceptance of other competing programming, the availability of a growing number of alternative forms of entertainment and leisure time activities, general economic conditions and their effects on consumer spending and other tangible and intangible factors, all of which can change and cannot be predicted with certainty. A decline in the ratings or popularity of the Corporation's news could adversely affect advertising revenues.

- **Damage to the Corporation's brand or its reputation could have a material adverse effect on its business, financial condition and results of operations.**

The Fintech.TV channel is the Corporation's most valuable asset. The Corporation believes that its brand image, awareness and reputation strengthen its relationship with consumers and contribute significantly to the success of its business. Maintaining, further enhancing and extending this brand may require the Corporation to make significant investments in marketing, programming or new products, services or events. These investments may not be successful. The Corporation may introduce new programming that is not popular with its consumers and advertisers, which may negatively affect its business. To the extent the Corporation's content is not compelling to consumers, the Corporation's ability to maintain a positive reputation may be adversely impacted. To the extent the Corporation's marketing, customer service and public relations efforts are not effective or result in negative consumer reaction, the Corporation's ability to maintain a positive reputation may likewise be adversely impacted. If the Corporation is not successful in maintaining or enhancing the image or awareness of its brand, or if its reputation is harmed for any reason, it could have a material adverse effect on its business, financial condition and results of operations.

- **The Corporation's investments in new businesses, products, services and technologies through acquisitions and other strategic investments present many risks, and the Corporation may not realize the financial and strategic goals it had contemplated, which could adversely affect its business, financial condition and results of operations.**

The Corporation expects to continue acquiring and investing in, new businesses, products, services and technologies that complement, enhance or expand its current businesses or otherwise offer us growth opportunities. Such acquisitions and strategic investments may involve significant risks and uncertainties, including insufficient revenues from an investment to offset any new liabilities assumed and expenses associated with the investment; a failure of the investment or acquired business to perform as expected, meet financial projections or achieve strategic goals; a failure to further develop an acquired business, product, service or technology; unidentified issues not discovered in the Corporation's due diligence that could cause the Corporation to not realize anticipated benefits or to incur unanticipated liabilities; difficulties in integrating the operations, personnel, technologies and systems of acquired businesses; the potential loss of key employees or customers of acquired businesses; the diversion of management attention from current operations; and compliance with new regulatory regimes. Because acquisitions and investments are inherently risky and their anticipated benefits or value may not materialize, the Corporation's acquisitions and investments may adversely affect its business, financial condition and results of operations.

- **The Corporation is subject to complex laws, regulations, rules, industry standards, and contractual obligations related to privacy and personal data protection, which are evolving, inconsistent and potentially costly.**

The Corporation is subject to U.S. federal and state laws, as well as laws from other countries, relating to the collection, use, disclosure, and security of personal information. For example, the California Consumer Privacy Act that became effective in January 2020 imposes new obligations on businesses' collection, use, handling, and disclosure of personal information of California residents and imposes fines for noncompliance. The E.U. and other countries also have privacy and data security legislation, with significant penalties for violations, that may apply to the Corporation's operations. New privacy and data protection laws continue to be introduced and interpretations of existing privacy laws, some of which may be inconsistent with one another, continue to evolve. Although the Corporation expends significant resources to comply with privacy and data protection laws, it may be subject to regulatory or other legal action despite these efforts. Any such action could result in damage to its reputation or brands, loss of customers or revenue, and other negative impacts to its operations. The Corporation may also be subject to liability under relevant contractual obligations and may be required to expend significant resources to defend, remedy and/or address any claims. The Corporation may not have adequate insurance coverage to compensate it for any losses that may occur.

- **Changes in U.S. communications laws or other regulations may have an adverse effect on the Corporation's business, financial condition and results of operations.**

The Corporation is subject to a variety of regulations in the jurisdictions in which its businesses operate. In general, the television broadcasting, streaming and traditional multi-channel video program distribution ("MVPD") industries in the U.S. are highly regulated by federal laws and regulations issued and administered by various federal agencies, including the Federal Communications Commission ("FCC"). The FCC generally regulates, among other things, the ownership of media, broadcast and multichannel video programming and technical operations of broadcast licensees. For example, the Corporation is required to apply for and operate in compliance with licenses from the FCC to operate a television station, purchase a new television station, or sell an existing television station, with licenses generally subject to an eight-year renewable term. The Corporation's program services and online properties are subject to a variety of laws and regulations, including those relating to issues such as content regulation, user privacy and data protection, and consumer protection, among others. Further, the United States Congress, the FCC and state legislatures currently have under consideration, and may in the future adopt, new laws, regulations and policies regarding a wide variety of matters, including technological changes and measures relating to network neutrality, privacy and data security, which could, directly or indirectly, affect the operations and ownership of the Corporation's media properties. Any restrictions on political or other advertising may adversely affect the Corporation's advertising revenues. The threat of regulatory action or increased scrutiny that deters certain advertisers from advertising or reaching their intended audiences could adversely affect advertising revenue. Similarly, new federal or state laws or regulations or changes in interpretations of federal or state law or in regulations imposed by the U.S. government could require changes in the operations or ownership of the Corporation's business and have a material adverse effect on its business, financial condition or results of operations.

- **The failure or destruction of satellites or transmitter facilities the Corporation depends on to distribute its programming could materially adversely affect its businesses and results of operations, as could changes in FCC regulations governing the availability and use of satellite transmission spectrum.**

The Corporation uses third party systems to transmit its content. Transmissions may be disrupted as a result of local disasters, including extreme weather that impair on-ground uplinks or downlinks, or as a result of another impairment.

- **The Corporation may not be able to protect its intellectual property.**

Trademark and copyright litigation have become extremely expensive. Even if the Corporation believes that a competitor is infringing on one or more of its trademarks or copyrights, the Corporation might choose not to file suit because it lacks the cash to successfully prosecute a multi-year litigation with an uncertain outcome; or because it believes that the cost of enforcing its 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 its trademark(s) or copyright(s) could have adverse consequences for the Corporation, including undermining the credibility of its intellectual property, reducing its ability to enter into sublicenses, and weakening the Corporation's attempts to prevent competitors from entering the market. As a result, if the Corporation is unable to enforce its trademark(s) or copyright(s) because of the cost of enforcement, your investment in the Corporation could be significantly and adversely affected.

- **If the Corporation's trademarks and other proprietary rights are not adequately protected to prevent use or appropriation by competitors, the value of the Corporation's brand and other intangible assets may be diminished, and its business may be adversely affected.**

The Corporation relies and expects to continue to rely on a combination of confidentiality and license agreements with its consultants and third parties with whom it has relationships, as well as trademark, copyright and trade secret protection laws, to protect its proprietary rights. The Corporation may also seek to enforce its proprietary rights through court proceedings. The Corporation has filed and expects to file from time to time for trademark applications. Nevertheless, these applications may not be approved, third parties may challenge any copyrights, patents or trademarks issued to or held by the Corporation, third parties may knowingly or unknowingly infringe on intellectual property rights and the Corporation may not be able to prevent infringement or misappropriation without substantial expense to the Corporation. If the protection of the

Corporation's intellectual property rights is inadequate to prevent use or misappropriation by third parties, the value of the brand and other intangible assets may be diminished, competitors may be able to more effectively mimic the Corporation's service and methods of operations, the perception of its business and service to members and potential members may become confused in the marketplace, and the Corporation's ability to attract members may be adversely affected.

The Corporation currently holds various domain names. Failure to protect its domain names could adversely affect the Corporation's reputation and brand and make it more difficult for users to find the Corporation's website and its service. The Corporation may be unable, without significant cost or at all, to prevent third parties from acquiring domain names that are similar to, infringe upon or otherwise decrease the value of its trademarks and other proprietary rights.

- **If the Corporation cannot raise sufficient capital, it may not succeed.**

The Corporation is offering up to 1,250,000 shares of Class B, Common Stock for an aggregate offering price of up to $5,000,000.00 in this Offering on a best-efforts basis and may not raise the complete amount. Even if the maximum amount is raised, the Corporation is likely to need additional funds in the future in order to grow, and if it cannot raise those funds for whatever reason, including reasons relating to the Corporation itself or to the broader economy, it may not survive. If the Corporation manages to raise a substantially lesser amount than the maximum amount that it seeks, it will have to find other sources of funding for some of the plans outlined in "Use of Proceeds."

- **Future fundraising may affect the rights of investors.**

In order to expand, the Corporation is likely to raise funds again in the future, either by offerings of securities or through borrowing from banks or other sources. The terms of future capital-raising, such as debt securities or loan agreements, may include covenants that give creditors greater rights over the financial resources of the Corporation.

- **The Corporation's future success is dependent on the continued service of a small executive management team and two key individuals, Vince Molinari and Troy McGuire.**

The Corporation depends on the skill and experience of Vince Molinari, CEO and Board of Director and Troy McGuire, Head of Programing and News. The Corporation's success is dependent on their ability to manage all aspects of the business effectively. Because the Corporation relies on its small executive management team, it lacks certain business development resources that may hurt its ability to grow its business. Any loss of Vince Molinari, Troy McGuire or any other key members of the executive team could have a negative impact on the Corporation's ability to manage and grow its business effectively. The Corporation does not maintain a key person life insurance policy on any of the members of its senior management team. As a result, the Corporation would have no way to cover the financial loss if it were to lose the services of the CEO, the Head of

Programming and News, or its other senior officers. In addition, if the Corporation is unable to attract, hire and retain the right talent or makes too many hiring mistakes, it is likely the 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.

- **Management discretion as to use of proceeds.**

The Corporation's success will be substantially dependent upon the discretion and judgment of its management team with respect to the application and allocation of the proceeds of this Offering. The use of proceeds described in the Offering Statement is an estimate based on the Corporation's current business plan. The Corporation, however, may find it necessary or advisable to re-allocate portions of the net proceeds reserved for one category to another, and it will have broad discretion in doing so.

- **The Corporation's businesses operate in a highly competitive industry.**

The Corporation competes with other larger more established companies for high-quality content to reach large audiences and to generate advertising revenue. The Corporation's ability to attract viewers and advertisers and obtain favorable distribution depends in part on its ability to provide popular television programming and adapt to new technologies and distribution platforms, which are increasing the number of content choices available to audiences. The consolidation of advertising agencies, distributors and television service providers also has increased their negotiating leverage and made competition for audiences, advertising revenue, and distribution more intense. Competition for audiences and/or advertising comes from a variety of sources, including broadcast television networks; cable television systems and networks; Internet-delivered platforms such as subscription video on demand ("SVOD") and advertising-based video on demand ("AVOD") services and mobile, gaming and social media platforms; audio programming; and print and other media. There can be no assurance that the Corporation will be able to compete successfully in the future against existing or potential competitors or that competition or consolidation in the marketplace will not have a material adverse effect on its business, financial condition or results of operations.

- **Any valuation at this stage is difficult to assess.**

The valuation for this Offering was established by the Corporation. Unlike listed companies that are valued publicly through market-driven stock prices, the valuation of private companies, especially early-stage companies, is difficult to assess and you may risk overpaying for your investment.

- **The Corporation's CEO has control of the Board of Directors.**

Eximius Holdings, LLC ("Eximius"), a Corporation wholly owned and controlled by Vince Molinari, holds approximately 14.47% of the Corporation's Class A Common Stock. The holders of the Corporation's Class A Common Stock are subject to a Second Amended and Restated Voting Agreement dated March 21, 2021, which provides that Vince Molinari has certain voting rights. Pursuant to the Second Amended and Restated Voting Agreement dated March 21, 2021 and in light of the various appointments, Vince

Molinari is entitled to three (3) out of the (5) five votes on all matters that require a vote of the Board of Directors. Accordingly, Vince Molinari has control of the Board.

- **The Corporation could be subject to economic, political, regulatory and other risks arising from its international operations.**

Operating in international markets requires significant resources and management attention and will subject us to regulatory, economic and political risks that may be different from or incremental to those in the United States. In addition to the risks that the Corporation faces in the United States, its international operations involve risks that could adversely affect its business, including:

· the need to adapt content and user interfaces for specific cultural and language differences, including licensing a certain portion of content assets before the Corporation has developed a full appreciation for its performance within a given territory;

· difficulties and costs associated with staffing and managing foreign operations;

· management distraction;

· political or social unrest and economic instability;

· compliance with U.S. laws such as the Foreign Corrupt Practices Act, export controls and economic sanctions, and local laws prohibiting corrupt payments to government officials;

· difficulties in understanding and complying with local laws, regulations and customs in foreign jurisdictions;

· regulatory requirements or government action against its service, whether in response to enforcement of actual or purported legal and regulatory requirements or otherwise, that results in disruption or non-availability of the Corporations' service or particular content in the applicable jurisdiction;

· less favorable foreign intellectual property laws;

· adverse tax consequences such as those related to repatriation of cash from foreign jurisdictions into the United States, non-income related taxes such as value-added tax or other indirect taxes, changes in tax laws or their interpretations, or the application of judgment in determining the Corporation's global provision for income taxes and other tax liabilities given intercompany transactions and calculations where the ultimate tax determination is uncertain;

· fluctuations in currency exchange rates when the Corporation does not use foreign exchange contracts or derivatives to hedge against and which could impact revenues and expenses of the Corporation's international operations and expose it to foreign currency exchange rate risk;

· profit repatriation and other restrictions on the transfer of funds;

· differing payment processing systems as well as consumer use and acceptance of electronic payment methods, such as payment cards;

· new and different sources of competition;

· censorship requirements that cause us to remove or edit popular content, leading to consumer disappointment or dissatisfaction with the Corporation's service;

· low usage and/or penetration of Internet- connected consumer electronic devices;

· different and more stringent user protection, data protection, privacy and other laws;

· availability of reliable broadband connectivity and wide area networks in targeted areas for expansion;

· integration and operational challenges as well as potential unknown liabilities in connection with companies the Corporation may acquire or control; and

· differing, and often more lenient, laws and consumer understanding/attitudes regarding the illegality of piracy.

The Corporation's failure to manage any of these risks successfully could harm its international operations and its overall business, and results of operations.

- **If the Corporation fails to maintain or, in new markets establish, a positive reputation with consumers concerning its service, including the content it offers, the Corporation may not be able to attract or retain members, and its operating results may be adversely affected.**

The Corporation believes that it has a positive reputation with consumers concerning its service. However, to the extent the Corporation's content, in particular its original programming, is perceived as low quality, offensive or otherwise not compelling to consumers, the Corporation's ability to establish and maintain a positive reputation may be adversely impacted. Furthermore, to the extent the Corporation's marketing, customer service and public relations efforts are not effective or result in negative consumer reaction, the Corporation's ability to establish and maintain a positive reputation may likewise be adversely impacted. As the Corporation expands into new markets and platforms, it will also need to establish its reputation with new consumers and to the extent it is not successful in creating positive impressions or adequate engagement, the Corporation's business in these new markets may be adversely impacted.

- **If the Corporation is not able to manage change and growth, its business could be adversely affected.**

The Corporation is expanding its operations internationally, scaling its streaming service to effectively and reliably handle anticipated growth in viewers, ramping up its ability to produce original content. As the Corporation expands internationally, the Corporation is managing and adjusting its business to address varied content offerings, and new programs. As the Corporation ramps up its original content production it is building out expertise in a number of disciplines, including but not limited to, production, legal, marketing, finance and other resources related to the development and physical production of content. If the Corporation is not able to manage the growing complexity of its business, including improving, refining or revising its systems and operational practices related to its operations, the business may be adversely affected.

- **There is no current market for any shares of the Corporation's stock.**

You should be prepared to hold this investment for several years or longer. More importantly, there is no established market for these securities and there may never be one. As a result, if you decide to sell these securities in the future, you may not be able to find a buyer. Investors should assume that they may not be able to liquidate their investment for some time, or be able to pledge their shares as collateral.

- **The Class C Common Stock may be traded on the alternative trading system ("ATS") operated by tZERO Securities, LLC ("tZERO Securities"), which may have an unfavorable impact on our stock price and liquidity and the technology the tZERO Securities' ATS relies on it for its operations may not function properly**

Following all applicable regulatory lock up or holding periods, we may make the Class C Common Stock available for secondary trading on tZERO Securities' ATS, subject to tZERO Securities' customary due diligence. Even if the Class C Common Stock do become available for trading on tZERO Securities' ATS, an active trading market for the shares of our Securities may never develop or if one develops, it may not be sustained. tZERO Securities' ATS is a significantly more limited trading system than the national securities exchanges such as the New York Stock Exchange, or the Nasdaq stock exchange, and there are lower financial or qualitative standards that a company must meet to have its stock quoted on tZERO Securities' ATS. Securities traded on tZERO Securities' ATS are usually thinly traded, highly volatile, and not followed by analysts. The quotation and trading of our Securities on tZERO Securities' ATS may result in a less liquid market and contribute to volatility. This volatility could depress the market price of our Securities for reasons unrelated to operating performance. Due to lower trading volumes, there may be a lower likelihood of your orders on tZERO Securities' ATS being executed or filled. Further, the technology on which tZERO Securities' ATS relies may not function properly because of internal problems or as a result of cyber-attacks or external security breaches. Any such malfunction may adversely affect the ability of our investors to execute trades of our Securities on tZERO Securities' ATS. Moreover, since trading on tZERO Securities' ATS has been limited, tZERO Securities' ATS order matching system may not function properly in cases of increased trading volume. If the technology used by tZERO Securities' ATS does not work as anticipated, trading of our common stock could be limited or even suspended.

- **Investors will hold minority non-voting interests in the Corporation.**

The holders of the majority-in-interest of the voting rights of the Corporation could limit the investor's rights in a material way. For example, those interest holders could vote to change the terms of the agreements governing the Corporation's operations or cause the Corporation to engage in additional offerings (including potentially a public offering). Based on the risk that an investor's rights could be limited, diluted or otherwise qualified, the investor could lose all or part of his or her investment in the securities in this Offering, and may never see positive returns.

- **Using a credit card to purchase shares may impact the return on your investment as well as subject you to other risks inherent in this form of payment.**

Investors in this Offering have the option of paying for their investment with a credit card, which is not usual in the traditional investment markets. Transaction fees charged by your credit card Corporation (which can reach or exceed 5% of transaction value if considered a cash advance) and interest charged on unpaid card balances (which can reach or exceed 25% in some states) add to the effective purchase price of the shares you buy. The cost of using a credit card may also increase if you do not make the minimum monthly card payments and incur late fees. Using a credit card is a relatively new form of payment for securities and will subject you to other risks inherent in this form of payment, including that, if you fail to make credit card payments (e.g. minimum monthly payments), you risk damaging your credit score and payment by credit card may be more susceptible to abuse than other forms of payment. Moreover, where a third-party payment processor is used, as in this Offering, your recovery options in the case of disputes may be limited. The increased costs due to transaction fees and interest may reduce the return on your investment.

The SEC's Office of Investor Education and Advocacy issued an Investor Alert dated February 14, 2018 entitled: Credit Cards and Investments – A Risky Combination, which explains these and other risks you may want to consider before using a credit card to pay for your investment.

- **Cybersecurity risk management and regulatory requirements.**

We are subject to a number of laws, rules and directives (which we refer to as "privacy laws") relating to the collection, use, retention, security, processing and transfer (which we refer to as "process") of personally identifiable information about our customers and employees (which we refer to as "personal data") in the countries where we operate. Much of the personal data that we process, especially financial information, is regulated by multiple privacy laws and, in some cases, the privacy laws of multiple jurisdictions. In many cases, these laws apply not only to third-party transactions, but also to transfers of information between or among us, our subsidiaries, and other parties with which we have commercial relationships.

Regulatory scrutiny of privacy, data protection, collection, use and sharing of data is increasing on a global basis. There is uncertainty associated with the legal and regulatory environment around privacy and data protection laws, which continue to develop in ways we cannot predict, including with respect to evolving technologies such as cloud computing. Privacy and data protection laws may be interpreted and applied inconsistently from country to country and impose inconsistent or conflicting requirements. Complying with varying jurisdictional requirements could increase the costs and complexity of compliance or require us to change our business practices in a manner adverse to our business, and violations of privacy and data protection-related laws can result in significant penalties and damage to our brand and business. In addition, compliance with inconsistent privacy laws may restrict our ability to provide products and services to our customers. A determination that there have been violations of privacy or data protection laws could expose us to significant damage awards, fines and other penalties that could, individually or in the aggregate, materially harm our business and reputation.

In response to recently adopted SEC cybersecurity risk management, strategy, governance and incident disclosure requirements for public companies, management of the Corporation is currently considering possible board oversight of cybersecurity risks and management's role in assessing and managing material risks from cybersecurity threats. At the current time, the Corporation does not have any such formal procedures or oversight in place.

- **The Subscription Agreement has a forum selection provision that requires disputes be resolved in state or federal courts in the State of Delaware, regardless of convenience or cost to you, the investor.**

As part of this investment, each investor will be required to agree to the terms of the Subscription Agreement included as Appendix E to the Offering Statement of which this Offering Circular is part. In the agreement, investors agree to resolve disputes arising under the subscription agreement in state or federal courts located in the State of Delaware, for the purpose of any suit, action or other proceeding arising out of or based upon the agreement. Section 22 of the Securities Act creates concurrent jurisdiction for federal and state courts over all suits brought to enforce any duty or liability created by the Securities Act or the rules and regulations thereunder. The Corporation believes that the exclusive forum provision applies to claims arising under the Securities Act, but there is uncertainty as to whether a court would enforce such a provision in this context. Section 27 of the Exchange Act creates exclusive federal jurisdiction over all suits brought to enforce any duty or liability created by the Exchange Act or the rules and regulations thereunder. As a result, the exclusive forum provision will not apply to suits brought to enforce any duty or liability created by the Exchange Act or any other claim for which the federal courts have exclusive jurisdiction. You will not be deemed to have waived the Corporation's compliance with the federal securities laws and the rules and regulations thereunder. This forum selection provision may limit your ability to obtain a favorable judicial forum for disputes with us. Alternatively, if a court were to find the provision inapplicable to, or unenforceable in an action, the Corporation may incur additional costs associated with resolving such matters in other jurisdictions, which could adversely affect its business, financial condition or results of operations.

- **Investors in this Offering may not be entitled to a jury trial with respect to claims arising under the Subscription Agreement, which could result in less favorable outcomes to the plaintiff(s) in any action under the agreement.**

Investors in this Offering will be bound by the Subscription Agreement, which includes a provision under which investors waive the right to a jury trial of any claim they may have against the Corporation arising out of or relating to the Agreement, including any claims made under the federal securities laws. By signing the Agreement, the investor warrants that the investor has reviewed this waiver with his or her legal counsel, and knowingly and voluntarily waives the investor's jury trial rights following consultation with the investor's legal counsel.

If the Corporation opposed a jury trial demand based on the waiver, a court would determine whether the waiver was enforceable based on the facts and circumstances of that case in accordance with the applicable state and federal law. To the Corporation's knowledge, the enforceability of a contractual pre-dispute jury trial waiver in connection with claims arising under the federal securities laws has not been finally adjudicated by a federal court. However, the Corporation believes that a contractual pre-dispute jury trial waiver provision is generally enforceable, including under the laws of the State of Delaware, which governs the Agreement, by a federal or state court in the State of Delaware. In determining whether to enforce a contractual pre-dispute jury trial waiver provision, courts will generally consider whether the visibility of the jury trial waiver provision within an agreement is sufficiently prominent such that a party knowingly, intelligently, and voluntarily waived the right to a jury trial. The Corporation believes that this is the case with respect to the Subscription Agreement. You should consult legal counsel regarding the jury waiver provision before entering into the Subscription Agreement.

If you bring a claim against the Corporation in connection with matters arising under the agreement, including claims under the federal securities laws, you may not be entitled to a jury trial with respect to those claims, which may have the effect of limiting and discouraging lawsuits against the Corporation. If a lawsuit is brought against the Corporation under the Subscription Agreement, it may be heard only by a judge or justice of the applicable trial court, which would be conducted according to different civil procedures and may result in different outcomes than a trial by jury would have had, including results that could be less favorable to the plaintiff(s) in such an action.

Nevertheless, if the jury trial waiver provision is not permitted by applicable law, an action could proceed under the terms of the Agreement with a jury trial. No condition, stipulation or provision of the Subscription Agreement serves as a waiver by any holder of the Corporation's securities or by the Corporation of compliance with any substantive provision of the federal securities laws and the rules and regulations promulgated under those laws.

In addition, when the shares are transferred, the transferee is required to agree to all the same conditions, obligations, and restrictions applicable to the shares or to the transferor with regard to ownership of the shares, that were in effect immediately prior to the transfer of the shares, including but not limited to the Subscription Agreement.

- **The Corporation's results of operations may be negatively impacted by the coronavirus outbreak.**

The extent to which COVID-19 affects the Corporation's financial results will depend on future developments, which are highly uncertain and cannot be predicted. Moreover, the COVID-19 outbreak has had and may continue to have indeterminable adverse effects on general commercial activity and the world economy, and the Corporation's business and results of operations could be adversely affected to the extent that COVID-19 or any other pandemic harms the global economy generally.

- **Actual or threatened epidemics, pandemics, outbreaks, or other public health crises may adversely affect the Corporation's business.**

Fintech.TV's business could be materially and adversely affected by the risks, or the public perception of the risks, related to an epidemic, pandemic, outbreak, or other public health crisis, such as the recent outbreak of novel coronavirus, or COVID-19. The risk, or public perception of the risk, of a pandemic or media coverage of infectious diseases could adversely affect the value of the Class B Common Stock and the financial condition of the Corporation's investors or prospective investors, resulting in reduced demand for the Class B Common Stock generally. "Shelter-in-place" or other such orders by governmental entities could also disrupt the Corporation's operations, if employees, who cannot perform their responsibilities from home, are not able to report to work.

- **Our future success depends on the efforts of a small management team.**

The loss of services of the members of the management team may have an adverse effect on the Corporation. There can be no assurance that we will be successful in attracting and retaining other personnel we require to successfully grow our business.

- **You may lose your entire investment and even if the Corporation continues to successfully operate or is successful, you may never profit from your investment in Class C Common Stock.**

Other than those rights afforded to minority investors under applicable law, holders of the Class C Common Stock are afforded no voting rights, no rights to dividends, no liquidation preferences and/or returns or allocations if the Corporation is sold or for other liquidation events. There is no anticipated exit for Class C Common Stock holders. The Corporation is a closely held company controlled by the holders of the Class A Common Stock. Holders of the Class A Common stock can take action at any time to adversely affect the rights and privileges of Class C Common Stock holders, and the possibility of any future returns for Class C Common Stock holders is dependent on the discretion of the Class A Common Stock holders.

APPENDIX B

FINANCIAL STATEMENTS

[attached]

Management Report

FinTech TV PBC
For the period ended July 31, 2023

Prepared by
Industry FinTech, Inc.

Prepared on
September 1, 2023

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Profit and Loss (Unaudited)

January - July, 2023

	Total
INCOME	
Sponsor Income	62,000.00
Total Income	**62,000.00**
GROSS PROFIT	**62,000.00**
EXPENSES	
Administrative Fees	40.00
Advertising & Marketing	453.96
Bank Charges & Fees	3,313.17
Broadcast Services and Support	54,528.52
Business Services	302.00
Consultant	321,210.81
Contract Fees	17,500.00
Executive Compensation	399,000.00
Insurance	80.52
Interest Paid	35,061.78
Meals & Entertainment	3,636.49
Office Supplies & Software	103,643.31
Payroll Fees	358.29
Reimbursable Expenses	721.01
Subscriptions	4,000.00
Taxes & Licenses	1,649.00
Travel	413.00
Utilities	1,960.97
Total Expenses	**947,872.83**
NET OPERATING INCOME	**-885,872.83**
NET INCOME	**$ -885,872.83**

Balance Sheet (Unaudited)

As of July 31, 2023

	Total
ASSETS	
Current Assets	
Bank Accounts	
BoA - 6097	-920.06
Chase - 1108	19,425.75
Funds Held IFT 2521	5,519.27
Total Bank Accounts	**24,024.96**
Other Current Assets	
Deferred Tax - Federal	1,456,702.00
Deferred Tax - State	492,504.00
Due From Managing Member	265,619.11
Due from Pacific Lion LLC	50,000.00
Total Other Current Assets	**2,264,825.11**
Total Current Assets	**2,288,850.07**
Fixed Assets	
Accumulated Depreciation	-2,435.00
Computer and Office equipment	4,870.00
Right-Of-Use Asset	209,873.59
Total Fixed Assets	**212,308.59**
Other Assets	
Accumulated Amortization	-1,119.50
Capitalized Costs	1,253,725.35
Accumulated Amortization - Capitalized Costs	-501,490.14
Total Capitalized Costs	**752,235.21**
Intellectual Property & Rights	15,000.00
Patent & Trademarks	5,350.00
Total Other Assets	**771,465.71**
TOTAL ASSETS	**$3,272,624.37**
LIABILITIES AND EQUITY	
Liabilities	
Current Liabilities	
Accounts Payable	
Accounts Payable (A/P)	106,173.64
Total Accounts Payable	**106,173.64**
Other Current Liabilities	
Accrued expenses	37,584.00
Accured Interest Payable	198,901.23
Convertible Notes Payable	0.00
BCCL Worldwide Inc.	1,000,000.00

	Total
Gitterman Wealth Management LLC	25,000.00
Global Africa Growth	250,000.00
Jeffrey Gitterman	50,000.00
Max Melmed	100,000.00
Scott F Rehmus	125,000.00
Tharald Nikolai Nustad	100,000.00
Tjuvholman Ventures AS	100,000.00
Vincent Molinari	240,000.00
Total Convertible Notes Payable	**1,990,000.00**
Due to Eximius	-6,012.81
Due to Rastegar Development LLC	50,000.00
Lease Obligations	66,497.70
Notes payable	
Bracebridge Young	200,000.00
JaneThomason	241,602.70
Note Payable - Industry FinTech	627,715.53
Pacific Lion LLC	40,000.00
Total Notes payable	**1,109,318.23**
Total Other Current Liabilities	**3,446,288.35**
Total Current Liabilities	**3,552,461.99**
Long-Term Liabilities	
Lease Obligations LT	143,375.89
Total Long-Term Liabilities	**143,375.89**
Total Liabilities	**3,695,837.88**
Equity	
Common Stock	0.00
Class A	
Class A - 5th Element Group PBC	450,000.00
Class A - C&C Real Estate Holdings	5,080,981.00
Class A - CT Holdings 9733 LLC	28,125.00
Class A - Dan Peterson	28,125.00
Class A - Eximius Holdings LLC	5,778,981.00
Class A - Gitterman Wealth Management	1,170,000.00
Class A - Industry Private Capital	372,927.00
Class A - Joshua Boles	192,438.00
Class A - Kavita Gupta	3,735,000.00
Class A - M Media Holdings, Inc	1,800,000.00
Class A - Matchstick Social Media	180,000.00
Class A - Michael Breede	50,000.00
Class A - Michael P Aquino	50,000.00
Class A - Molinary Family Legacy Fun SDG Impact Fund	1,800,000.00
Class A - Troy McGuire	2,700,000.00
Class A - Vincent Molinari	1,788,284.38

	Total
Class A - Wood 1 LLC	8,039.00
Total Class A	**25,212,900.38**
Class B	
Class B - Anoush Bhasin	140,400.00
Class B - Bracebridge Young	245,679.45
Class B - Concrete Lion Pictures LLC	108,000.00
Class B - Eximius Holdings LLC	142,500.00
Class B - Guy Johnson	125,000.00
Class B - Ibrahim Al Husseini	207,802.74
Class B - Industry Private Capital LLC	78,045.21
Class B - Lauren Hurvitz	666,000.00
Class B - Lou Tosto (ML Media)	284,400.00
Class B - Mary Skulley (ML Media)	284,400.00
Class B - Naimish Shangvi	140,400.00
Class B - Pacific Lion LLC	100,000.00
Class B - Pelorus Management Group	100,000.00
Class B - Tyson Hoffer	100,000.00
Total Class B	**2,722,627.40**
Total Common Stock	**27,935,527.78**
Equity - IOTA Spectrum Partners LP	50,000.00
Fair Market Value adjustment on issued shares	-22,229,889.00
Retained Earnings	-5,292,979.46
Net Income	-885,872.83
Total Equity	**-423,213.51**
TOTAL LIABILITIES AND EQUITY	**$3,272,624.37**

FINTECH.TV PBC

FINANCIAL STATEMENTS

DECEMBER 31, 2022

FINTECH.TV PBC
TABLE OF CONTENTS

Joseph Velocci, CPA, CGMA
Anthony Velocci, CPA
Nancy Colucco, CPA

JVA
ACCOUNTANTS & ADVISORS
"Building Your Future"

Licensed in:
New Jersey
Florida

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Stockholders of FinTech.TV PBC
New York, NY

Opinions on the Financial Statements and Internal Control over Financial Reporting

We have audited the accompanying balance sheet of FinTech.TV PBC, a Delaware Corporation, (the Company) as of December 31, 2022, and the related statements of operations, equity, and cash flows for the year then ended, and the related notes (collectively referred to as the financial statements). We also have audited the Company's internal control over financial reporting as of December 31, 2022, based on criteria established in Internal Control—Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Company as of December 31, 2022, and the results of its operations and its cash flows the year then ended, in conformity with accounting principles generally accepted in the United States of America. Also, in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2022, based on criteria established in Internal Control—Integrated Framework (2013) issued by COSO.

Basis for Opinion

The Company's management is responsible for these financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting. Our responsibility is to express an opinion on the Company's financial statements and an opinion on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud, and whether effective internal control over financial reporting was maintained in all material respects.

Our audit of the financial statements included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding *the amounts and disclosures in the financial statements. Our audit also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audit also included performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.*

Definition and Limitations of Internal Control over Financial Reporting

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

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

We have served as FinTech.TV PBC's auditor since 2020.

NA Accountants + Advisors

Certified Public Accountants

Palm Beach Gardens, Florida
July 17, 2023

FINTECH.TV PBC
BALANCE SHEET
DECEMBER 31, 2022

ASSETS

Current Assets:	
Cash and Cash Equivalents	$ 11,283
Due From Stockholder	86,411
Deferred Federal Income Tax	1,456,702
Deferred State Income Tax	492,504
Total Current Assets	2,046,900
Fixed Assets:	
Office Equipment	4,870
Operating Lease Right-of-Use Asset	209,874
	214,744
Less Accumulated Depreciation	2,435
Total Fixed Assets	212,309
Other Assets:	
Patents & Trademarks	4,231
Intellectual Property	15,000
Capitalized Costs	752,235
Total Other Assets	771,466
TOTAL ASSETS	**$ 3,030,675**

LIABILITIES AND STOCKHOLDERS' EQUITY

Current Liabilities:	
Accounts Payable and Accrued Expenses	$ 1,275,497
Note Payable	1,816,305
Operating Lease Liability	66,498
Accrued Interest Payable	198,901
Convertible Notes Payable	2,830,000
Total Current Liabilities	6,187,201
Long Term Liabilities:	
Operating Lease Liability	143,376
Total Long Term Liabilities	143,376
Commitments and Contingencies	
Stockholders' Equity:	
Common Stock, Class A $0.0001 Par Value, 15,110,244 Shares Authorized, 12,539,215 Issued and Outstanding	340,477
Common Stock, Class B $0.0001 Par Value, 10,000,000 Non-Voting Shares Authorized 1,569,743 Issued and Outstanding	1,652,600
Accumulated Deficit	(5,292,979)
Total Stockholders" Equity	(3,299,902)
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	**$ 3,030,675**

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

FINTECH.TV PBC
STATEMENT OF OPERATIONS
FOR THE YEAR ENDED DECEMBER 31, 2022

Sales	$ 417,405
Cost of Sales:	
Purchases & Services	51,539
Total Cost of Sales	51,539
Gross Profit	365,866
Operating Expenses:	
General and Administrative Expenses	5,506,968
Commissions	18,650
Total Operating Expenses	5,525,618
(Loss) From Operations	(5,159,752)
Other Expense:	
Interest Expense	209,814
Total Other Expenses	209,814
(Loss) Before Provision for Income Taxes	(5,369,566)
Provision for Income Taxes:	
Federal Income Tax Benefit	1,121,838
State Income Tax Benefit	381,239
Total Provision for Income Taxes	1,503,077
Net (Loss)	$ (3,866,489)

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

FINTECH.TV PBC
STATEMENT OF EQUITY
FOR THE YEAR ENDED DECEMBER 31, 2022

	Common Stock		Retained Earnings	
	Shares	Amount	(Accumulated Deficit)	Total
BEGINNING BALANCE, JANUARY 1, 2022	125	$ 125,000	$ (1,426,490)	$ (1,301,490)
Contributions	14,108,833	1,868,077	-	1,868,077
Net (Loss)	-	-	(3,866,489)	(3,866,489)
ENDING BALANCE, DECEMBER 31, 2022	14,108,958	$ 1,993,077	$ (5,292,979)	$ (3,299,902)

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

Subject to the comments in the "Report of Independent Registered Public Accounting Firm".

FINTECH.TV PBC
STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED DECEMBER 31, 2022

Cash Flows from Operating Activities:	
Net (Loss)	$ (3,866,489)
Adjustments to Reconcile (Loss) to Net Cash Provided (Used) by Operating Activities:	
Amortization	535
Depreciation	251,719
Deferred Federal Income Tax	(1,121,838)
Deferred State Income Tax	(381,239)
Increase (Decrease) in Operating Liabilities:	
Accounts Payable and Accrued Expenses	397,782
Accrued Interest Payable	162,894
Net Cash Provided (Used) by Operating Activities	(4,556,636)
Cash Flows from Investing Activities:	
Acquisitions of Intellectual Property	(15,000)
Net Cash Provided (Used) in Investing Activities	(15,000)
Cash Flows from Financing Activities:	
Proceeds From Note Payable	1,516,748
Repayment of Note Payable	(169,500)
Proceeds from Common Stock	1,868,077
Proceeds from Convertible Notes Payable	1,665,000
Proceeds from Due to Stockholder	(328,539)
Net Cash Provided (Used) in Financing Activities	4,551,786
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	(19,850)
CASH AND CASH EQUIVALENTS, BEGINNING OF YEAR	31,133
CASH AND CASH EQUIVALENTS, END OF YEAR	$ 11,283

Supplemental Disclosure of Cash Flow Information	
Cash Paid for Interest	$ 46,920
Cash Paid for Taxes	$ 0

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

NOTE 1 – DESCRIPTION OF BUSINESS

FINTECH.TV is a global media platform bringing the latest news and perspectives in finance, blockchain, technology, sustainability, impact investing, SDGs, and ESG.

FINTECH.TV broadcasts from its main studio on the floor of the New York Stock Exchange, with additional studios at ADGM, Abu Dhabi's leading International Finance Center, and other leading international exchanges including NASDAQ and the London Stock Exchange.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

USE OF ESTIMATES

The preparation of financial statements in conformity with U.S generally accepted accounting principles ("US 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

The Company considers all highly liquid investments with an original maturity of three months or less to be cash equivalents.

ACCOUNTS RECEIVABLE AND ALLOWANCE FOR DOUBTFUL ACCOUNTS

Accounts receivable are stated net of an allowance for doubtful accounts. Management estimates the allowance based on its historical experience of the relationship between actual bad debts and net credit sales and an analysis of specific customers, taking into consideration the age of past due accounts and assessment of the customer's ability to pay. There were no receivables or allowance for doubtful accounts at December 31, 2022.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT.)

FIXED ASSETS:

Fixed Assets in excess of $1,000 with a useful life of more than one year are carried at cost and depreciated using straight-line and accelerated methods over their estimated useful lives. The assets, estimated useful lives, cost, current year depreciation and accumulated depreciation are as follows:

Assets and Estimated Useful Lives	Cost	Current Year Depreciation	Accumulated Depreciation
Office Equipment 5years	$ 4,870	$974	$2,435
Operating Lease Right-of Use	$209,874	$ 0	$ 0

In the case of disposals, the assets and related accumulated depreciation are removed from the accounts and the net amount, less proceeds from disposal, is charged to expense or credited to income.

At December 31, 2022 there was no impairment of fixed assets.

NON-GOODWILL INTANGIBLE ASSETS:

The Company has adopted ASU 2014-18 to amortize non-goodwill intangible assets. The Company has patents and trademarks of $5,350. The following is a summary of non-goodwill intangible assets as of December 31, 2022:

Intangibles Subject to Amortization	Estimated Lives	Gross Amount	Accumulated Amortization	Net Amount
Patents and Trademarks	10 yrs.	$ 5,350	$ 1,119	$ 4,231

Amortization expense at December 31, 2022 was $535.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT.)

NON-GOODWILL INTANGIBLE ASSETS (CONT.):

The Company has adopted ASC 350-50 to capitalize cost related to the development of their website and software. The Company has incurred $1,253,725 and started amortizing those expenses after the software was placed in service. During the year ended December 31, 2022, depreciation of $250,745 was incurred.

The Company purchased the rights to host the "Sustainable Investing Conference" in the amount of $15,000. The amount is recorded at cost and there is no impairment as of December 31, 2022.

INCOME TAXES

Federal and state income taxes are accrued at the end of each year in accordance with applicable income tax laws.

Income taxes reflected in the statements of income are as follows:

Federal:	
Current	$ 0
Deferred	1,121,838
State:	
Current	0
Deferred	381,239
Provision for Income Taxes	$1,503,077

Deferred income taxes reflect the impact of "temporary differences" between the amount of assets and liabilities for financial reporting purposes and such amounts as measured by tax laws and regulations.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT.)

INCOME TAXES (CONT.)

The following is a reconciliation of the statutory federal income tax rate applied to pretax accounting income with the income tax provision attributable to continuing operations in the statements of income.

Income Tax Benefit at the Statutory Rate	$ 0
Increases (Decreases) Resulting from:	
Permanent Differences	0
Temporary Differences	1,121,838
Benefit of State Income Tax	0
Provision for Income Taxes	$1,121,838

The components of deferred taxes included in the balance sheets as of December 31, 2022 are as follows:

Current Deferred Taxes:		*Expires*
Net Operating Loss Carryforward - Federal	$1,456,702	2039-2042
Net Operating Loss Carryforward - State	492,504	2039-2042
Total Current Deferred Taxes	$1,949,206	

Generally accepted accounting principles require a valuation allowance against deferred tax assets if, based on the weight of available evidence, it is more likely than not that some or all of the deferred tax assets will not be realized. As of December 31, 2022, there are no valuation allowances.

The Company adopted the recognition requirements for uncertain income tax positions as required by generally accepted accounting principles, with no cumulative effect adjustment required. Income tax benefits are recognized for income tax positions taken or expected to be taken in a tax return, only when it is determined that the income tax position will more likely than not be sustained upon examination by taxing authorities. The Company has analyzed tax positions taken for filing with the Internal Revenue Service and all state jurisdictions where it operates.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT.)

INCOME TAXES (CONT.)

The Company believes that income tax filing positions will be sustained upon examination and does not anticipate any adjustments that would result in a material adverse affect on the Company's financial condition, results of operations or cash flows. Accordingly, the Company has not recorded any reserves, or related accruals for interest and penalties for uncertain income tax positions at December 31, 2022.

The Company is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Company believes it is no longer subject to income tax examinations for years prior to 2019. The Company's policy is to classify income tax related interest and penalties in office expense.

REVENUE RECOGNITION

Revenue is recognized upon the shipment of product when: (1) risks and rewards of ownership are transferred upon delivery to customer; (2) persuasive evidence of an arrangement exists (order has been placed); (3) The Company has no continuing obligations to the customer; and (4) the collection of related accounts receivable is reasonably assured. Credits or refunds are recognized when they are determinable and estimable.

REVENUE RECOGNITION

The Company has adopted in 2021, the Financial Accounting Standards Board ("FASB") used ASU No. 2014-09, Revenue from Contracts with Customers ("Topic 606"). This ASU supersedes current guidance on revenue recognition in Topic 605, Revenue Recognition.

The standard's core principle is that a company will recognize revenue when it transfers promised goods or services to customers in an amount that reflects the consideration to which the company expects to be entitled in exchange for those goods and services. This standard also includes expanded disclosure requirements that result in providing users of financial statements with comprehensive information about the nature, amount, timing and uncertainty of revenue and cash flows arising from the entity's contracts. There was no material impact with the adoption of the standard on the Company's financial statements.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT.)

ADVERTISING COSTS:

Advertising costs are charged to operations when incurred. For the year ended December 31, 2022, the total cost of advertising charged to operations was $1,154,660.

NOTE 3 - DATE OF MANAGEMENT'S REVIEW

The Company evaluates events and transactions occurring subsequent to the date of the financial statements for matters requiring recognition or disclosure in the financial statements. The accompanying financial statements consider events through June 27, 2023, the date these financial statements were available to be issued.

NOTE 4 – NOTE PAYABLE

At December 31, 2022, the Company had an outstanding note payable to an individual in the amount of $241,602 and bears interest at an annual rate of four percent (4%). The entire amount is considered current. The note requires six monthly payments of $58,351 of principal and interest and matured on June 15, 2021. The total amount of the note and interest of $23,545 is past due. During 2022, interest of $9,722 was accrued.

At December 31, 2022, the Company had a loan payable in the amount of $200,000. The entire amount is considered current and will be paid as cash flow allows. The loan bears no interest.

At December 31, 2022, the Company had a loan payable in the amount of $50,000. The entire amount is considered current and will be paid as cash flow allows. The loan bears interest at 1.5% per month. During 2022, interest of $3,375 was accrued.

NOTE 5 – RELATED PARTY TRANSACTIONS

A company owned by one of the members of the Company loaned $617,716 to the Company. The Company will repay the loan as cash flow allows. The loan bears interest at 1.5% per month. During 2022, interest of $111,189 was accrued.

A company owned by one of the members of the Company loaned $706,987 to the Company. The Company will repay the loan as cash flow allows. The loan does not bear interest.

The Company has a receivable from a stockholder in the amount of $86,411 as of December 31, 2022. The receivable bears no interest and is considered current.

The Company also incurred interest in the amount of $75,732 on outstanding invoices to a related party.

NOTE 6 – CONCENTRATIONS OF CREDIT RISKS

Financial instruments that potentially subject the Company to concentrations of credit risk consist principally of cash and cash equivalents.

CASH AND CASH EQUIVALENTS

Under the Federal Deposit Insurance Corporation ("FDIC") general deposit insurance rules coverage of at least $250,000 is available to depositors. The Company places its cash and cash equivalents with high credit quality financial institutions and makes short-term investments in high credit quality money market instruments of short-term duration. The Company maintains its cash and cash equivalents balances at one financial institution.

NOTE 7 – CONVERTIBLE NOTES PAYABLE

On November 15, 2020, the Company entered into a convertible debenture in the amount of $200,000 with an investor. The notes bears interest at 2% per annum with maturity dates of 24 months from the issuance date.

On November 15, 2020, the Company entered into a convertible debenture in the amount of $25,000 with an investor. The notes bears interest at 2% per annum with maturity dates of 24 months from the issuance date.

On November 15, 2020, the Company entered into a convertible debenture in the amount of $75,000 with an investor. The notes bears interest at 2% per annum with maturity dates of 24 months from the issuance date.

On December 15, 2020, the Company entered into a convertible debenture in the amount of $200,000 with an investor. The notes bears interest at 2% per annum with maturity dates of 24 months from the issuance date.

On December 15, 2020, the Company entered into a convertible debenture in the amount of $120,000 with an investor. The notes bears interest at 2% per annum with maturity dates of 24 months from the issuance date.

On December 15, 2020, the Company entered into a convertible debenture in the amount of $120,000 with an investor. The notes bears interest at 2% per annum with maturity dates of 24 months from the issuance date.

On February 15, 2021, the Company entered into a convertible debenture in the amount of $100,000 with an investor. The notes bears interest at 2% per annum with maturity dates of 24 months from the issuance dates.

On April 15, 2021, the Company entered into a convertible debenture in the amount of $100,000 with an investor. The notes bears interest at 2% per annum with maturity dates of 24 months from the issuance dates.

NOTE 7 – CONVERTIBLE NOTES PAYABLE (CONT.)

On April 15, 2021, the Company entered into a convertible debenture in the amount of $125,000 with an investor. The notes bears interest at 2% per annum with maturity dates of 24 months from the issuance dates.

On May 15, 2021, the Company entered into a convertible debenture in the amount of $100,000 with an investor. The notes bears interest at 2% per annum with maturity dates of 24 months from the issuance dates.

On January 1, 2022, the Company entered into a convertible debenture in the amount of $1,000,000 with an investor. The notes bears interest at 2% per annum with maturity dates of 24 months from the issuance dates.

On January 1, 2022, the Company entered into a convertible debenture in the amount of $250,000 with an investor. The notes bears interest at 2% per annum with maturity dates of 24 months from the issuance dates.

On June 15, 2022, the Company entered into a convertible debenture in the amount of $50,000 with an investor. The notes bears interest at 2% per annum with maturity dates of 24 months from the issuance dates.

On September 1, 2022, the Company entered into a convertible debenture in the amount of $125,000 with an investor. The notes bears interest at 2% per annum with maturity dates of 24 months from the issuance dates.

On December 31, 2022, the Company entered into a convertible debenture in the amount of $240,000 with an investor. The notes bears interest at 2% per annum with maturity dates of 24 months from the issuance dates.

During the year ended December 31, 2022, interest of $9,796 was accrued.

NOTE 8 – DESCRIPTION OF LEASING ARRANGEMENTS

The Company leases its facilities under operating leases with 5 year initial terms. Most leases include renewal options which can extend the lease term up to 5 years. The exercise of these renewal options is at the sole discretion of the Company, and the only lease options that the Company believes are reasonably certain to exercise are included in the measurement of the lease assets and liabilities.

While all of the agreements provided for minimum lease payments, some include payments adjusted for inflation. The lease agreements do not include any material residual value guarantees or restrictive covenants.

The following summaries the line items in the balance sheet which include amounts for operating leases as of December 31, 2022:

Operating lease right-of-use assets	*$209,874*
Current portion of operating lease liabilities	*$ 66,498*
Long term portion of Operating lease liabilities	*143,376*
Total operating lease liabilities	*$ 209,874*

The components of operating lease expenses that are included in statement of functional expenses for the year ended December 31, 2022 were as follows:

Operating lease cost	*$75,168*

The following summarizes the cash flow information related to operating leases for the year ended December 31, 2022:

Cash paid for amounts included in the measurement of lease liabilities:

Operating cash flows for operating leases $75,168

NOTE 8 – DESCRIPTION OF LEASING ARRANGEMENTS (CONT.)

Weighted average lease term and discount rate as of December 31, 2022 were as follows:

Weighted average of reaming lease term	*3 years*
Weighted average discount rate	*5.00%*

The maturities of operating lease liabilities as of December 31, 2022were as follows:

2023	*$ 75,168*
2024	*75,168*
2025	*75,168*
Total Lease Payments	*225,504*
Less: Interest	*(15,630)*
Present Value of Lease Liability	*$209,874*

During 2022, the Company paid rent for certain events in the amount of $45,645.

NOTE 9 – NEW ACCOUNTING GUIDANCE IMPLEMENTATION

As of January 1, 2022, the Companies changed its accounting method for leases as a result of implementing the requirements in the Financial Accounting Standards Board's Accounting Codification (ASC) 842, Leases using the modified retrospective transition method. There was no cumulative effect adjustment to the Companies' balance sheet as of January 1, 2022. Comparative information has not been restated and continues to be reported under the accounting standards in effect for the prior period.

The new lease guidance requires the recognition of a right-of-us asset and a lease liability for operating leases. The Organization elected the package of practical expedients, which allowed, among other things, for not reassessing the lease classification or initial direct costs for existing leases. The Organization has not elected the hindsight practical expedient.

NOTE 9 – NEW ACCOUNTING GUIDANCE IMPLEMENTATION (CONT.)

As of January 1, 2022, approximately $273,135 in operating lease right-of-use assets and corresponding lease liabilities were recognized. Adoption of the new guidance did not have a significant impact to the statement of income and comprehensive income or cash flows for the year ended December 31, 2022.

NOTE 10 – SUBSEQUENT EVENTS

As of the date of these financial statements, the Company received stock subscription agreements totaling $898,000 for Class B stock. The Company converted $120,000 in subscriptions to Class A stock and $600,000 to Class B stock. The Company also granted 1,654,187 in options to purchase Class A stock and 245,225 in options to purchase Class B stock. The Company converted $698,000 of outstanding loans to Class A stock and $142,000 to Class B stock. The Company issued $1,140,000 of Class B stock for accrued compensation and $399,000 for bonuses.

FINTECH.TV PBC
FINANCIAL STATEMENTS
DECEMBER 31, 2021

FINTECH.TV PBC
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Joseph Velocci, CPA, CGMA
Anthony Velocci, CPA
Nancy Colucco, CPA

ACCOUNTANTS & ADVISORS

"Building Your Future"

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New Jersey
Florida

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Stockholders of FinTech.TV PBC
New York, NY

Opinions on the Financial Statements and Internal Control over Financial Reporting

We have audited the accompanying balance sheet of FinTech.TV PBC (the Company) as of December 31, 2021, and the related statements of operations, equity, and cash flows for the year then ended, and the related notes (collectively referred to as the financial statements). We also have audited the Company's internal control over financial reporting as of December 31, 2021, based on criteria established in Internal Control—Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Company as of December 31, 2021, and the results of its operations and its cash flows the year then ended, in conformity with accounting principles generally accepted in the United States of America. Also, in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2021, based on criteria established in Internal Control—Integrated Framework (2013) issued by COSO.

Basis for Opinion

The Company's management is responsible for these financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting. Our responsibility is to express an opinion on the Company's financial statements and an opinion on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud, and whether effective internal control over financial reporting was maintained in all material respects.

Our audit of the financial statements included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding *the amounts and disclosures in the financial statements. Our audit also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audit also included performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.*

Definition and Limitations of Internal Control over Financial Reporting

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

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

We have served as FinTech.TV PBC's auditor since 2020.

JVA Accountants & Advisors

Certified Public Accountants

Palm Beach Gardens, Florida
May 24, 2023

FINTECH.TV PBC
BALANCE SHEET
DECEMBER 31, 2021

ASSETS

Current Assets:	
Cash and Cash Equivalents	$ 31,133
Deferred Federal Income Tax	334,864
Deferred State Income Tax	111,265
Total Current Assets	477,262
Fixed Assets:	
Office Equipment	4,870
Less Accumulated Depreciation	1,461
Total Fixed Assets	3,409
Other Assets:	
Patents & Trademarks	4,766
Capitalized Costs	1,002,980
Total Other Assets	1,007,746
TOTAL ASSETS	**$ 1,488,417**

LIABILITIES AND STOCKHOLDERS' EQUITY

Current Liabilities:	
Accounts Payable and Accrued Expenses	$ 877,715
Note Payable	271,603
Accrued Interest Payable	36,007
Convertible Notes Payable	1,165,000
Due to Related Party	439,582
Total Current Liabilities	2,789,907
Commitments and Contingencies	
Stockholders' Equity:	
Common Stock, $0.0001 Par Value, 5,000,000 Shares Authorized, 125 Issued and Outstanding	125,000
Accumulated Deficit	(1,426,490)
Total Stockholders'' Equity	(1,301,490)
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	**$ 1,488,417**

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

FINTECH.TV PBC
STATEMENT OF OPERATIONS
FOR THE YEAR ENDED DECEMBER 31, 2021

Sales	$ 537,900
Cost of Sales:	
Purchases & Services	83,605
Total Cost of Sales	83,605
Gross Profit	454,295
Operating Expenses:	
General and Administrative Expenses	1,836,235
Commissions	10,987
Total Operating Expenses	1,847,222
(Loss) From Operations	(1,392,927)
Other Expense:	
Interest Expense	130,470
Financing Costs	0
Total Other Expenses	130,470
(Loss) Before Provision for Income Taxes	(1,523,397)
Provision for Income Taxes:	
Federal Income Tax Benefit	262,661
State Income Tax Benefit	86,854
Total Provision for Income Taxes	349,515
Net (Loss)	$ (1,173,882)

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

FINTECH.TV PBC
STATEMENT OF EQUITY
FOR THE YEAR ENDED DECEMBER 31, 2021

	Common Stock		Retained Earnings	
	Shares	Amount	(Accumulated Deficit)	Total
BEGINNING BALANCE, JANUARY 1, 2021	125	$ 125,000	$ (252,608)	$ (127,608)
Contributions	-	-	-	-
Net (Loss)	-	-	(1,173,882)	(1,173,882)
ENDING BALANCE, DECEMBER 31, 2021	125	$ 125,000	$ (1,426,490)	$ (1,301,490)

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

Subject to the comments in the "Report of Independent Registered Public Accounting Firm".

FINTECH.TV PBC

STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED DECEMBER 31, 2021

Cash Flows from Operating Activities:	
Net (Loss)	$ (1,173,882)
Adjustments to Reconcile (Loss) to Net Cash Provided (Used) by Operating Activities:	
Amortization	413
Depreciation	251,719
Deferred Federal Income Tax	(262,661)
Deferred State Income Tax	(86,854)
Increase (Decrease) in Operating Liabilities:	
Accounts Payable	540,969
Accrued Interest Payable	35,015
Net Cash Provided (Used) by Operating Activities	(695,281)
Cash Flows from Investing Activities:	
Acquisitions of Patents & Trademarks	(1,226)
Collection of Stock Subscription Receivable	100,000
Net Cash Provided (Used) in Investing Activities	98,774
Cash Flows from Financing Activities:	
Repayment of Note Payable	(180,878)
Proceeds from Convertible Notes Payable	325,000
Proceeds from Due to Related party	379,127
Net Cash Provided (Used) in Financing Activities	523,249
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	(73,258)
CASH AND CASH EQUIVALENTS, BEGINNING OF YEAR	104,391
CASH AND CASH EQUIVALENTS, END OF YEAR	$ 31,133

Supplemental Disclosure of Cash Flow Information	
Cash Paid for Interest	$ 95,455
Cash Paid for Taxes	$ 0

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

NOTE 1 – DESCRIPTION OF BUSINESS

FINTECH.TV is a global media platform bringing the latest news and perspectives in finance, blockchain, technology, sustainability, impact investing, SDGs, and ESG.

FINTECH.TV broadcasts from its main studio on the floor of the New York Stock Exchange, with additional studios at ADGM, Abu Dhabi's leading International Finance Center, and other leading international exchanges including NASDAQ and the London Stock Exchange.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

USE OF ESTIMATES

The preparation of financial statements in conformity with U.S generally accepted accounting principles ("US 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

The Company considers all highly liquid investments with an original maturity of three months or less to be cash equivalents.

ACCOUNTS RECEIVABLE AND ALLOWANCE FOR DOUBTFUL ACCOUNTS

Accounts receivable are stated net of an allowance for doubtful accounts. Management estimates the allowance based on its historical experience of the relationship between actual bad debts and net credit sales and an analysis of specific customers, taking into consideration the age of past due accounts and assessment of the customer's ability to pay. There were no receivables or allowance for doubtful accounts at December 31, 2021.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT.)

FIXED ASSETS:

Fixed Assets in excess of $1,000 with a useful life of more than one year are carried at cost and depreciated using straight-line and accelerated methods over their estimated useful lives. The assets, estimated useful lives, cost, current year depreciation and accumulated depreciation are as follows:

Assets and Estimated Useful Lives	Cost	Current Year Depreciation	Accumulated Depreciation
Office Equipment 5years	$4,870	$974	$1,461

In the case of disposals, the assets and related accumulated depreciation are removed from the accounts and the net amount, less proceeds from disposal, is charged to expense or credited to income.

At December 31, 2021 there was no impairment of fixed assets.

NON-GOODWILL INTANGIBLE ASSETS:

The Company has adopted ASU 2014-18 to amortize non-goodwill intangible assets. The Company has patents and trademarks of $4,125. The following is a summary of non-goodwill intangible assets as of December 31, 2021:

Intangibles Subject to Amortization	Estimated Lives	Gross Amount	Accumulated Amortization	Net Amount
Patents and Trademarks	10 yrs.	$ 5,350	$ 584	$ 4,766

Amortization expense at December 31, 2021 was $413.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT.)

NON-GOODWILL INTANGIBLE ASSETS (CONT.):

The Company has adopted ASC 350-50 to capitalize cost related to the development of their website and software. The Company has incurred $1,253,725 and will begin amortizing those expenses after the software is placed in service. During the year ended December 31, 2021, depreciation of $250,745 was incurred.

INCOME TAXES

Federal and state income taxes are accrued at the end of each year in accordance with applicable income tax laws.

Income taxes reflected in the statements of income are as follows:

Federal:	
Current	$ 0
Deferred	262,661
State:	
Current	0
Deferred	86,854
Provision for Income Taxes	$349,515

Deferred income taxes reflect the impact of "temporary differences" between the amount of assets and liabilities for financial reporting purposes and such amounts as measured by tax laws and regulations.

The following is a reconciliation of the statutory federal income tax rate applied to pretax accounting income with the income tax provision attributable to continuing operations in the statements of income.

Income Tax Benefit at the Statutory Rate	$ 0
Increases (Decreases) Resulting from:	
Permanent Differences	0
Temporary Differences	262,661
Benefit of State Income Tax	0
Provision for Income Taxes	$262,661

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT.)

INCOME TAXES (CONT.)

The components of deferred taxes included in the balance sheets as of December 31, 2021 are as follows:

Current Deferred Taxes:

Net Operating Loss Carryforward - Federal	$334,864
Net Operating Loss Carryforward - State	111,265
Total Current Deferred Taxes	$446,129

Generally accepted accounting principles require a valuation allowance against deferred tax assets if, based on the weight of available evidence, it is more likely than not that some or all of the deferred tax assets will not be realized. As of December 31, 2021, there are no valuation allowances.

The Company adopted the recognition requirements for uncertain income tax positions as required by generally accepted accounting principles, with no cumulative effect adjustment required. Income tax benefits are recognized for income tax positions taken or expected to be taken in a tax return, only when it is determined that the income tax position will more likely than not be sustained upon examination by taxing authorities. The Company has analyzed tax positions taken for filing with the Internal Revenue Service and all state jurisdictions where it operates. The Company believes that income tax filing positions will be sustained upon examination and does not anticipate any adjustments that would result in a material adverse affect on the Company's financial condition, results of operations or cash flows. Accordingly, the Company has not recorded any reserves, or related accruals for interest and penalties for uncertain income tax positions at December 31, 2021.

The Company is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Company believes it is no longer subject to income tax examinations for years prior to 2019.

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The Company's policy is to classify income tax related interest and penalties in office expense.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT.)

REVENUE RECOGNITION

Revenue is recognized upon the shipment of product when: (1) risks and rewards of ownership are transferred upon delivery to customer; (2) persuasive evidence of an arrangement exists (order has been placed); (3) The Company has no continuing obligations to the customer; and (4) the collection of related accounts receivable is reasonably assured. Credits or refunds are recognized when they are determinable and estimable.

REVENUE RECOGNITION

The Company has adopted in 2021, the Financial Accounting Standards Board ("FASB") used ASU No. 2014-09, Revenue from Contracts with Customers ("Topic 606"). This ASU supersedes current guidance on revenue recognition in Topic 605, Revenue Recognition.

The standard's core principle is that a company will recognize revenue when it transfers promised goods or services to customers in an amount that reflects the consideration to which the company expects to be entitled in exchange for those goods and services. This standard also includes expanded disclosure requirements that result in providing users of financial statements with comprehensive information about the nature, amount, timing and uncertainty of revenue and cash flows arising from the entity's contracts. There was no material impact with the adoption of the standard on the Company's financial statements.

ADVERTISING COSTS:

Advertising costs are charged to operations when incurred. For the year ended December 31, 2021, the total cost of advertising charged to operations was $75,140.

NOTE 3 - DATE OF MANAGEMENT'S REVIEW

The Company evaluates events and transactions occurring subsequent to the date of the financial statements for matters requiring recognition or disclosure in the financial statements. The accompanying financial statements consider events through May 24, 2023, the date these financial statements were available to be issued.

NOTE 4 – NOTE PAYABLE

At December 31, 2021, the Company had an outstanding note payable to an individual in the amount of $271,603 and bears interest at an annual rate of four percent (4%). The entire amount is considered current. The note requires six monthly payments of $58,351 of principal and interest and matured on June 15, 2021. The total amount of the note and interest of $13,824 is past due. During 2021, interest of $12,832 was accrued.

NOTE 5 – RELATED PARTY TRANSACTIONS

A companies owned by one of the members of the Company loaned $439,582 to the Company. The Company will repay the loan as cash flow allows. The loan does not bear interest.

The Company also incurred interest in the amount of $95,455 on outstanding invoices to a related party.

NOTE 6 – CONCENTRATIONS OF CREDIT RISKS

Financial instruments that potentially subject the Company to concentrations of credit risk consist principally of cash and cash equivalents.

CASH AND CASH EQUIVALENTS

Under the Federal Deposit Insurance Corporation ("FDIC") general deposit insurance rules coverage of at least $250,000 is available to depositors. The Company places its cash and cash equivalents with high credit quality financial institutions and makes short-term investments in high credit quality money market instruments of short-term duration. The Company maintains its cash and cash equivalents balances at one financial institution.

NOTE 7 – CONVERTIBLE NOTES PAYABLE

On August 1, 2020, the Company entered into a convertible debenture in the amount of $100,000 with an investor. The notes bears interest at 2% per annum with maturity dates of 24 months from the issuance date.

On November 6, 2020, the Company entered into a convertible debenture in the amount of $100,000 with an investor. The notes bears interest at 2% per annum with maturity dates of 24 months from the issuance date.

On November 10, 2020, the Company entered into a convertible debenture in the amount of $75,000 with an investor. The notes bears interest at 2% per annum with maturity dates of 24 months from the issuance date.

On November 10, 2020, the Company entered into a convertible debenture in the amount of $100,000 with an investor. The notes bears interest at 2% per annum with maturity dates of 24 months from the issuance date.

On November 15, 2020, the Company entered into a convertible debenture in the amount of $25,000 with an investor. The notes bears interest at 2% per annum with maturity dates of 24 months from the issuance date.

On December 15, 2020, the Company entered into a convertible debenture in the amount of $200,000 with an investor. The notes bears interest at 2% per annum with maturity dates of 24 months from the issuance date.

On December 15, 2020, the Company entered into a convertible debenture in the amount of $120,000 with an investor. The notes bears interest at 2% per annum with maturity dates of 24 months from the issuance dates.

On December 15, 2020, the Company entered into a convertible debenture in the amount of $120,000 with an investor. The notes bears interest at 2% per annum with maturity dates of 24 months from the issuance dates.

NOTE 7 – CONVERTIBLE NOTES PAYABLE (CONT.)

On April 12, 2021, the Company entered into a convertible debenture in the amount of \$100,000 with an investor. The notes bears interest at 2% per annum with maturity dates of 24 months from the issuance dates.

On April 16, 2021, the Company entered into a convertible debenture in the amount of \$125,000 with an investor. The notes bears interest at 2% per annum with maturity dates of 24 months from the issuance dates.

On May 21, 2021, the Company entered into a convertible debenture in the amount of \$100,000 with an investor. The notes bears interest at 2% per annum with maturity dates of 24 months from the issuance dates.

During the year ended December 31, 2021, interest of \$22,183 was accrued

APPENDIX C

DIRECTOR & OFFICER WORK HISTORY

Vincent Molinari, ***Founder, Director and Chief Executive Officer***

Vince Molinari is the founder of Fintech.TV and has served as a director and the Chief Executive Officer of the Corporation since its inception in September 2019. He also currently serves as the President of Arkonis Capital, LLC, a SEC-registered broker-dealer and FINRA member. He was previously a co-founder of Templum, Inc., and formerly the Chief Executive Officer of its subsidiary, Templum Markets, a FINRA registered broker dealer and Alternative Trading System (ATS) providing a registered solution for raising capital and trading private digital securities.

Mr. Molinari has nearly thirty (30) years of experience in the financial services industry. Throughout his career, he has founded and led multiple companies committed to advancing market infrastructure, capital formation, impact investing, and digital assets. He has also participated in the development of blockchain patents, is a creator of thought-leading technology solutions, and hosts the Digital Asset Report, which brings visibility and education to market innovation and its global impact. Mr. Molinari is also a speaker at venues such as the U.S. Chamber of Commerce, U.S. Department of State, and United Nations. He has been called to provide testimony to the U.S. Congress and the U.S. Senate, and he is a member of the U.S. Chamber of Commerce's Fintech Advisory Committee. He has also authored numerous comment letters to the SEC and FINRA, participated in Petitions for Rulemaking, and advised on necessary amendments to securities laws to achieve a regulated and sustainable digital securities market.

Mitch Chait, ***Co-Founder, Director and Chief Strategy Officer***

Mitch Chait is a co-founder of the Corporation and has served as a director and Chief Strategy Officer since its inception in September 2019. He is also co-founder and Chief Executive Officer of GFT (GiFT), a Web3 fintech banking, loyalty and rewards platform. Mr. Chait has twenty-five (25) years of experience working in technology and media, supply chains and loyalty across a multitude of sectors, including CPGs, grocery, retail and entertainment. He has also invented and patented numerous software innovations employing blockchain, Big Data, AI and intelligent business and operations automation.

Troy McGuire, ***Co-Founder and Head of Programming and News***

Troy McGuire is a co-founder of the Corporation and has served as Head of Programming and News since 2020. He is an Emmy Award winning producer in the broadcast news and syndicated television industry, and he oversees the Corporation's broadcast shows and global stock exchange production.

Joseph Latona, ***Chief Financing Officer***

Joseph Latona has served as the Corporation's Chief Financial Officer since its inception in September 2019. Prior to joining Fintech.TV, from January 2009 to August 2019, Mr. Latona served as Chief of Staff of Templum, Inc., an innovative financial technology Corporation focusing on creating a regulatory compliant marketplace for the primary issuance and secondary trading of digital assets through security tokens. He also served as President and Chief Operating Officer of Templum's predecessor entities.

APPENDIX D

Business Description

Overview

The following discussion reflects the business of Fintech.TV, PBC. In this section, "Fintech.TV," "we," "us" and "our" generally refer to Fintech.TV, PBC.

Fintech.TV is a 24/7 global media platform delivering the latest news and information about emerging trends in finance, blockchain, technology, sustainability and impact investing. Underreporting and a lack of coverage has created a void that Fintech.TV is positioned to fill with global change-makers, decision-makers, regulators, entrepreneurs, and institutional investors.

Headquartered on the NYSE Floor, our neighbors are few: CNBC, Cheddar, TD Ameritrade and The Street. Currently, we broadcast from our studios at the New York Stock Exchange ("NYSE"), the Nasdaq Stock Market ("Nasdaq") and the Abu Dhabi Global Market ("ADGM"), with plans for continued global expansion.

Mission Statement

Content revenue is driven by continued investment in a team, brand integrity, a strong understanding of one's audience, and, ultimately, an appreciation for trusted, brand-safe digital content.

Business Model

Our global advertising platform is designed to effectively target blockchain, SDG, SPAC, sustainability, technology and impact professionals with our global OTT, web and social media platforms. We expect to identify additional advertising agencies to partner with globally.

In addition, we have launched a paid product integration unit that will leverage the production value of FINTECH.TV and offer companies unique video opportunities and create substantial revenue for the Corporation.

Market Opportunity

As information is increasingly consumed on digital platforms, digital advertising spending continues to grow, surpassing $626 billion in 2023 and expected to exceed $1 trillion globally in 2024.1 The financial services industry is generally in the top five industries in terms of total

[1] https://www.statista.com/statistics/237974/online-advertising-spending-worldwide/

advertising spend.2 With approximately 30% of our available studio production time focused on capital markets and financial services industry companies, we seek to capitalize on this trend.

Our Audience

On a monthly basis, we project that Fintech.TV will reach over 1 million viewers/users by the end of 2023 primarily driven by the global expansion and launch of the 24/7 programming on OTT platforms. Our weekly newsletter has over 60,000 subscribers. On YouTube, our videos have been viewed by over 10 million people and we plan on hiring a social media team to grow our existing presence on all social media channels. The scope of our geographical coverage currently includes the United States, the United Kingdom, the Middle East and North Africa ("MENA"), and Asia-Pacific ("APAC"). In addition, as we roll out our 24/7 channel in Q4 of 2023, we expect to have a potential to reach 400 million viewers on a global basis.

Programming

We currently broadcast several programs and are planning live programming in Q4. programs, each as described in further detail below. Each of these programs are made available directly to viewers through our OTT partners. Our offerings include content that is not otherwise made available through large, traditional media outlets.

The Daily Download

Launching in Q4, The Daily Download will be broadcast live from the NYSE from 9am-1pm Monday-Friday, focusing on breaking news and headlines in the blockchain, digital assets and sustainability sectors and general financial market news.

Digital Asset Report

Digital Asset Report is our cryptocurrency and blockchain-focused program, focusing on the complex global ecosystem of blockchain, digital assets and related legislation and regulation.

TheIMPACT & The Great Repricing

The IMPACT and The Great Repricing are programs focused on providing updates on ESG, sustainable finance, and impact and responsible investing featuring leaders and experts in sustainable investing, climate change, and social impact, aiming meet the United Nations' SDGs.

[2] https://www.statista.com/statistics/237974/online-advertising-spending-worldwide/

SSE TV

Through our partnership with the United Nations Sustainable Stock Exchanges Initiative, we seek to amplify the dialogue on sustainable finance, peer-to-peer learning and the sharing of best practices. This series features chief executive officers and chief sustainability officers of various exchanges, providing an in-depth view of the process made in the past decade to support the sustainable development goals and to encourage the increase of the ESG footprint globally.

ETF Rundown

Sponsored by the NYSE, we profile NYSE ETF-listed companies and the overall ETF market.

Dangerous Women: Leading Onward

Presented by Pat Mitchell, a 35-time Emmy award-winning news producer, journalist and former president of CNN and PBS, this global interview series provides in-depth coverage of women who have made an impact ranging from technology, media, science, climate, sustainability, and impact investing.

Faces of Race

We seek to turn an introspective lens on race equity in corporate America on this program hosted by Roy Wood Jr. This series aims to uncover how racism has impacted access to corporate jobs for the African American community and to glean insights from leaders across various industries, from technology to venture capital to the media industry.

Price of Climate

In Price of Climate, Ibrahim Al Husseini, Founder and CEO of FullCycle, a venture capital fund focused on the acceleration of deployment of climate critical technologies, and Alexandria Villasenor, a 16-year old climate activist, sit down with notable activists, policymakers, and entrepreneurs to discuss the complexities, opportunities and costs that come with the climate crisis, providing an eye-opening look at why urgent action is needed now.

Square One

Square One is our weekly program where Romeen Sheth speaks with founders, investors and executives at the cutting edge of business on topics including building tech products, scaling of teams, as well as his personal journey as an operator, investor and creator.

Our Studios

We have 3 studios located in New York and Abu Dhabi. Our studios are located in premier locations and utilize state of the art technology, without interruption.

New York Stock Exchange

Built in 2023, the custom-broadcast studio can accommodate anchors and guests with 24/7 access which will allow us to build out our global platform.

Nasdaq

Available for contracted daily use, FINTECH.TV produces daily from the Times Square studio.

Abu Dhabi Global Market

We have become one of the few media companies to have a presence in the ADGM Complex with our new studio in Abu Dhabi. This broadcast studio will be the headquarters for our Middle East coverage and will provide coverage on our 24/7 channel and additional reports in our NYSE broadcasting block during certain hours of the day.

Center for Sustainable Innovation

The center for sustainable innovation ("CSI") is a public benefit corporation joint venture between us and Iota Communications Inc. ("IotaComm"). CSI serves as a catalyst to positively impact communities by revitalizing local economies, spreading technology gains, and finding impactful solutions to challenges facing communities. The focus of CSI is to address how new, disruptive technology innovation such as blockchain, artificial intelligence ("AI"), digital assets, and the metaverse can enable new business models and change key industries, including manufacturing, logistics, utilities, health care, hospitality and transportation, ultimately leading to significant and measurable economic and societal benefits. We will have a studio at IotaComm's headquarters in Allentown, Pennsylvania and we expect this to become a model for communities across the country by highlighting examples of sustainability as well as the positive progress businesses and cities are making.

Additional Studios

We plan to continue expanding our geographical footprint with the construction of additional studios. We have recently begun construction of our new studio at the Jacob K. Javits Convention Center of New York. This 24/7 production facility will be our main performance location for our weekly shows as well as for liveshots when we are not broadcasting from the NYSE or elsewhere. This broadcast center will be uniquely showcased to all Javits Center attendees, numbering over 2 million on an annual basis[3].

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[3] https://www.business.nyctourism.com/meeting-planners/articles/javits-center-guide

<u>APPENDIX E</u>

FINTECH.TV, PBC

SUBSCRIPTION AGREEMENT

THIS AGREEMENT SHALL CONSTITUTE PROPER NOTICE OF INVESTMENT COMMITMENT AS SET FORTH UNDER RULE 303(d) UNDER REGULATION CROWDFUNDING (17 C.F.R. § 227.303(d)).

THIS INVESTMENT INVOLVES A HIGH DEGREE OF RISK. THIS INVESTMENT IS SUITABLE ONLY FOR PERSONS WHO CAN BEAR THE ECONOMIC RISK FOR AN INDEFINITE PERIOD OF TIME AND WHO CAN AFFORD TO LOSE THEIR ENTIRE INVESTMENT. FURTHERMORE, INVESTORS MUST UNDERSTAND THAT SUCH INVESTMENT IS ILLIQUID AND IS EXPECTED TO CONTINUE TO BE ILLIQUID FOR AN INDEFINITE PERIOD OF TIME. NO PUBLIC MARKET EXISTS FOR THE SECURITIES, AND NO PUBLIC MARKET IS EXPECTED TO DEVELOP FOLLOWING THIS OFFERING.

THE SECURITIES ARE BEING OFFERED PURSUANT TO SECTION 4(A)(6) AND REGULATION CROWDFUNDING OF THE SECURITIES ACT OF 1933, AS AMENDED (THE "**SECURITIES ACT**") AND HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OR THE SECURITIES LAWS OF ANY STATE OR ANY OTHER JURISDICTION. NO FEDERAL OR STATE SECURITIES ADMINISTRATOR HAS REVIEWED OR PASSED ON THE ACCURACY OR ADEQUACY OF THE OFFERING MATERIALS FOR THESE SECURITIES. THERE ARE SIGNIFICANT RESTRICTIONS ON THE TRANSFERABILITY OF THE SECURITIES DESCRIBED HEREIN AND NO RESALE MARKET MAY BE AVAILABLE AFTER RESTRICTIONS EXPIRE.

THE OFFERING MATERIALS MAY CONTAIN FORWARD-LOOKING STATEMENTS AND INFORMATION RELATING TO, AMONG OTHER THINGS, THE COMPANY, ITS BUSINESS PLAN AND STRATEGY, AND ITS INDUSTRY. THESE FORWARD-LOOKING STATEMENTS ARE BASED ON THE BELIEFS OF, ASSUMPTIONS MADE BY, AND INFORMATION CURRENTLY AVAILABLE TO THE COMPANY'S MANAGEMENT. WHEN USED IN THE OFFERING MATERIALS, THE WORDS "ESTIMATE," "PROJECT," "BELIEVE," "ANTICIPATE," "INTEND," "EXPECT," AND SIMILAR EXPRESSIONS ARE INTENDED TO IDENTIFY FORWARD-LOOKING STATEMENTS, WHICH CONSTITUTE FORWARD LOOKING STATEMENTS. THESE STATEMENTS REFLECT MANAGEMENT'S CURRENT VIEWS WITH RESPECT TO FUTURE EVENTS AND ARE SUBJECT TO RISKS AND UNCERTAINTIES THAT COULD CAUSE THE COMPANY'S ACTUAL RESULTS TO DIFFER MATERIALLY FROM THOSE CONTAINED IN THE

FORWARD-LOOKING STATEMENTS. INVESTORS ARE CAUTIONED NOT TO PLACE UNDUE RELIANCE ON THESE FORWARD-LOOKING STATEMENTS, WHICH SPEAK ONLY AS OF THE DATE ON WHICH THEY ARE MADE. THE COMPANY DOES NOT UNDERTAKE ANY OBLIGATION TO REVISE OR UPDATE THESE FORWARD-LOOKING STATEMENTS TO REFLECT EVENTS OR CIRCUMSTANCES AFTER SUCH DATE OR TO REFLECT THE OCCURRENCE OF UNANTICIPATED EVENTS.

The Board of Directors of:

FINTECH.TV, PBC

7600 Jericho Turnpike, Suite 304
Woodbury, New York 11797
Ladies and Gentlemen:

1. Background. The undersigned understands that Fintech.TV, PBC, a Delaware public corporation (the "**Corporation**"), is conducting an offering (the "**Offering**") under Section 4(a)(6) of the Securities Act of 1933, as amended (the "**Securities Act**") and Regulation Crowdfunding promulgated thereunder. This Offering is made pursuant to the Form C of the Corporation that has been filed by the Corporation with the Securities and Exchange Commission and is being made available on the Portal's website, as the same may be amended from time to time (the "**Form C**") and the Offering Statement, which is included therein (the "**Offering Statement**"). The Corporation is offering to both accredited and non-accredited investors up to 1,250,000 shares of its Class C Common Stock, (each a "**Share**" and, collectively, the "**Shares**") at a purchase price of $4.00 per Share. The minimum amount or target amount to be raised in the Offering is $10,000.00 (the "**Target Offering Amount**") and the maximum amount to be raised in the offering is $5,000,000.00(the "**Maximum Offering Amount**"). If the Offering is oversubscribed beyond the Target Offering Amount, the Corporation will sell Shares on a basis to be determined by the Corporation's management. The Corporation is offering the Shares to prospective investors through the crowdfunding portal (the "**Portal**") operated by tZERO Securities, LLC (in such capacity, the "**Intermediary**"). The Intermediary is registered with the Securities and Exchange Commission (the "**SEC**"), as a broker-dealer and is a member of the Financial Industry Regulatory Authority. The Corporation will pay the Intermediary a commission equal to 3% of gross monies raised in the Offering. Investors should carefully review the Form C and the Offering Statement, which are available on the Portal at XX.

2. Subscription. Subject to the terms of this Agreement and the Form C and related Offering Statement, the undersigned hereby subscribes to purchase the number of Shares equal to the quotient of the undersigned's subscription amount as indicated through the Portal divided by the Purchase Price and shall pay the aggregate Purchase Price in the manner specified in the Form C and Offering Statement and as per the directions of the Intermediary through the Portal. Such subscription shall be deemed to be accepted by the Corporation only upon notice of acceptance by the Intermediary. No investor may subscribe for a Share in the Offering after the Offering campaign deadline as specified in the Offering Statement and on the Portal, which may be amended pursuant to Rule 304(b) of Regulation Crowdfunding (the "**Offering Deadline**").

3. Closing.

(a) Closing. Subject to Section 3(b), the closing of the sale and purchase of the Shares pursuant to this Agreement (the "**Closing**") shall take place within five Business Days after the Offering Deadline (the "**Closing Date**").

(b) Closing Conditions. The Closing is conditioned upon satisfaction of all the following conditions:

(i) prior to the Offering Deadline, the Corporation shall have received aggregate subscriptions for Shares in an aggregate investment amount of at least the Target Offering Amount;

(ii) at the time of the Closing, the Corporation shall have received into the escrow account established with the escrow agent in cleared funds, and is accepting, subscriptions for Shares having an aggregate investment amount of at least the Target Offering Amount;

(iii) the representations and warranties of the Corporation contained in Section 7 hereof and of the undersigned contained in Section 5 hereof shall be true and correct as of the Closing in all respects with the same effect as though such representations and warranties had been made as of the Closing.

4. Termination of the Offering; Other Offerings. The undersigned understands that the Corporation may terminate the Offering at any time. The undersigned further understands that during and following termination of the Offering, the Corporation may undertake offerings of other securities, which may or may not be on terms more favorable to an investor than the terms of this Offering.

5. Representations. The undersigned represents and warrants to the Corporation and the Corporation's agents as follows:

(a) The undersigned understands and accepts that the purchase of the Shares involves various risks, including the risks outlined in the Form C, the Offering Statement, and in this Agreement. The undersigned can bear the economic risk of this investment and can afford a complete loss thereof; the undersigned has sufficient liquid assets to pay the full purchase price for the Shares; and the undersigned has adequate means of providing for its current needs and possible contingencies and has no present need for liquidity of the undersigned's investment in the Corporation.

(b) The undersigned acknowledges that at no time has it been expressly or implicitly represented, guaranteed or warranted to the undersigned by the Corporation or any other person that a percentage of profit and/or amount or type of gain or other consideration will be realized because of the purchase of the Shares.

(c) If the undersigned is not an "accredited" investor as such term is defined in Regulation D promulgated by the Securities and Exchange Commission under the Securities Act of 1936, in the past 12-month period, the undersigned has not exceeded the following investment limits (including the amount set forth on the signature page hereto), as set forth in Rule 100(a)(2) of Regulation Crowdfunding: (i) the greater of $2,500, or five percent (5%) of the greater of the undersigned's annual income or net worth, if either the undersigned's annual income or net worth is less than $124,000; or (ii) ten percent (10%) of the greater of the undersigned's annual income or net worth, not to exceed an amount sold of $124,000, if both the undersigned's annual income and net worth are equal to or more than $124,000.

(d) The undersigned has received and reviewed a copy of the Form C and the Offering Statement. With respect to information provided by the Corporation, the undersigned has relied solely on the information contained in the Form C and the Offering Statement to make the decision to purchase the Shares.

(e) The undersigned confirms that it is not relying and will not rely on any communication (written or oral) of the Corporation, the Intermediary, or any of their respective affiliates, as investment advice or as a recommendation to purchase the Shares. It is understood that information and explanations related to the terms and conditions of the Shares provided in the Form C and the Offering Statement or otherwise by the Corporation, the Portal or any of their respective affiliates shall not be considered investment advice or a recommendation to purchase the Shares, and that neither the Corporation, the Intermediary nor any of their respective affiliates is acting or has acted as an advisor to the undersigned in deciding to invest in the Shares. The undersigned acknowledges that neither the Corporation, the Intermediary nor any of their respective affiliates have made any representation regarding the proper characterization of the Shares for purposes of determining the undersigned's authority or suitability to invest in the Shares.

(f) The undersigned is familiar with the business and financial condition and operations of the Corporation, all as generally described in the Form C and Corporate Offering Statement. The undersigned has had access to such information concerning the Corporation and the Shares as it deems necessary to enable it to make an informed investment decision concerning the purchase of the Shares.

(g) The undersigned understands that, unless the undersigned notifies the Corporation in writing to the contrary at or before the Closing, each of the undersigned's representations and warranties contained in this Agreement will be deemed to have been reaffirmed and confirmed as of the Closing, taking into account all information received by the undersigned.

(h) The undersigned acknowledges that the Corporation has the right in its sole and absolute discretion to abandon this Offering at any time prior to the completion of the Offering. This Agreement shall thereafter have no force or effect and the Corporation shall return any previously paid subscription price of the Shares, without interest thereon, to the undersigned.

(i) The undersigned understands that no federal or state agency has passed upon the merits or risks of an investment in the Shares or made any finding or determination concerning the fairness or advisability of this investment.

(j) The undersigned has up to forty-eight (48) hours before the Offering

Deadline to cancel the purchase and get a full refund. If the Corporation conducts an early closing pursuant to Rule 304(b) of Regulation Crowdfunding and your investment commitment is accepted as part of such closing, you will not have the right to cancel after a closing date.

(k) The undersigned confirms that the Corporation has not (i) given any guarantee or representation as to the potential success, return, effect, or benefit (either legal, regulatory, tax, financial, accounting or otherwise) an of investment in the Shares or (ii) made any representation to the undersigned regarding the legality of an investment in the Shares under applicable legal investment or similar laws or regulations. In deciding to purchase the Shares, the undersigned is not relying on the advice or recommendations of the Corporation and the undersigned has made its own independent decision, alone or in consultation with its investment advisors, that the investment in the Shares is suitable and appropriate for the undersigned.

(l) The undersigned has such knowledge, skill and experience in business, financial and investment matters that the undersigned is capable of evaluating the merits and risks of an investment in the Shares. With the assistance of the undersigned's own professional advisors, to the extent that the undersigned has deemed appropriate, the undersigned has made its own legal, tax, accounting and financial evaluation of the merits and risks of an investment in the Shares and the consequences of this Agreement. The undersigned has considered the suitability of the Shares as an investment in light of its own circumstances and financial condition and the undersigned is able to bear the risks associated with an investment in the Shares and its authority to invest in the Shares.

(m) The undersigned is acquiring the Shares solely for the undersigned's own beneficial account, for investment purposes, and not with a view to, or for resale in connection with, any distribution of the Shares. The undersigned understands that the Shares have not been registered under the Securities Act or any state securities laws by reason of specific exemptions under the provisions thereof which depend in part upon the investment intent of the undersigned and of the other representations made by the undersigned in this Agreement. The undersigned understands that the Corporation is relying upon the representations and agreements contained in this Agreement (and any supplemental information provided by the undersigned to the Corporation or the Portal) for the purpose of determining whether this transaction meets the requirements for such exemptions.

(n) The undersigned understands that the Shares are restricted from transfer for a period of time under applicable federal securities laws and that the Securities Act and the rules of the SEC provide in substance that the undersigned may dispose of the Shares only pursuant to an effective registration statement under the Securities Act, an exemption therefrom or as further described in Section 227.501 of Regulation Crowdfunding, after which certain state restrictions may apply. The undersigned understands that the Corporation has no obligation or intention to register any of the Shares, or to take action so as to permit sales pursuant to the Securities Act. Even if and when the Shares become freely transferable, a secondary market in the Shares may not develop. Consequently, the undersigned understands that the undersigned must bear the economic risks of the investment in the Shares for an indefinite period of time.

(o) The undersigned agrees that the undersigned will not sell, assign, pledge, give, transfer or otherwise dispose of the Shares or any interest therein or make any offer or attempt to do any of the foregoing, except pursuant to Section 227.501 of Regulation Crowdfunding.

(p) If the undersigned is not a United States person (as defined by Section 7701(a)(30) of the Internal Revenue Code of 1986, as amended), the undersigned hereby represents and warrants to the Corporation that it has satisfied itself as to the full observance of the laws of its jurisdiction in connection with any invitation to subscribe for the Shares or any use of this Agreement, including (i) the legal requirements within its jurisdiction for the purchase of the Shares, (ii) any foreign exchange restrictions applicable to such purchase, (iii) any governmental or other consents that may need to be obtained, and (iv) the income tax and other tax consequences, if any, that may be relevant to the purchase, holding, redemption, sale, or transfer of the Shares. The undersigned's subscription and payment for and continued beneficial ownership of the Shares will not violate any applicable securities or other laws of the undersigned's jurisdiction.

6. HIGH RISK INVESTMENT. **THE UNDERSIGNED UNDERSTANDS THAT AN INVESTMENT IN THE SHARES INVOLVES A HIGH DEGREE OF RISK**. The undersigned acknowledges that (a) any projections, forecasts or estimates as may have been provided to the undersigned are purely speculative and cannot be relied upon to indicate actual results that may be obtained through this investment; any such projections, forecasts and estimates are based upon assumptions which are subject to change and which are beyond the control of the Corporation or its management; (b) the tax effects which may be expected by this investment are not susceptible to absolute prediction, and new developments and rules of the Internal Revenue Service (the "**IRS**"), audit adjustment, court decisions or legislative changes may have an adverse effect on one or more of the tax consequences of this investment; and (c) the undersigned has been advised to consult with his own advisor regarding legal matters and tax consequences involving this investment.

7. Corporation Representations. The undersigned understands that upon issuance of to the undersigned of any Shares, the Corporation will be deemed to have made following representations and warranties to the undersigned as of the date of such issuance:

(a) Corporate Power. The Corporation has been duly incorporated as corporation under the laws of the State of Delaware and, has all requisite legal and corporate power and authority to conduct its business as currently being conducted and to issue and sell the Shares to the undersigned pursuant to this Agreement.

(b) Enforceability. This Agreement, when executed and delivered by the Corporation, shall constitute valid and legally binding obligations of the Corporation, enforceable against the Corporation in accordance with their respective terms except (a) as limited by applicable bankruptcy, insolvency, reorganization, moratorium, fraudulent conveyance, or other laws of general application relating to or affecting the enforcement of creditors' rights generally, or (b) as limited by laws relating to the availability of specific performance, injunctive relief, or other equitable remedies.

(c) Valid Issuance. The Shares, when issued, sold, and delivered in accordance with the terms and for the consideration set forth in this Agreement and the Form C, will be validly issued, fully paid and nonassessable and free of restrictions on transfer other than restrictions on transfer arising under this Agreement, the Amended and Restated Certificate of Incorporation and Bylaws of the Corporation, or under applicable state and federal securities laws and liens or encumbrances created by or imposed by a subscriber.

(d) No Conflict. The execution, delivery and performance of and compliance with this Agreement and the issuance of the Shares will not result in any violation of, or conflict with, or constitute a default under, the Corporation's Amended and Restated Certificate of Incorporation and Bylaws, as amended, and will not result in any violation of, or conflict with, or constitute a default under, any agreements to which the Corporation is a party or by which it is bound, or any statute, rule or regulation, or any decree of any court or governmental agency or body having jurisdiction over the Corporation, except for such violations, conflicts, or defaults which would not individually or in the aggregate, have a material adverse effect on the business, assets, properties, financial condition or results of operations of the Corporation.

8. Information Rights. The filing of an annual report on Form C/AR shall be deemed to satisfy the requirement that the Corporation provide the stockholders with annual reports.

9. Indemnification. The undersigned agrees to indemnify and hold harmless the Corporation and its directors, officers and agents (including legal counsel) from any and all damages, losses, costs and expenses (including reasonable attorneys' fees) that they, or any of them, may incur by reason of the undersigned's failure, or alleged failure, to fulfill any of the terms and conditions of this subscription or by reason of the undersigned's breach of any of the undersigned's representations and warranties contained herein.

10. Market Stand-Off. If so requested by the Corporation or any representative of the underwriters (the "**Managing Underwriter**") in connection with any underwritten or Regulation A+ offering of securities of the Corporation under the Securities Act, the undersigned (including any successor or assign) shall not sell or otherwise transfer any Shares or other securities of the Corporation during the 30-day period preceding and the 270-day period following the effective date of a registration or offering statement of the Corporation filed under the Securities Act for such public offering or Regulation A+ offering or underwriting (or such shorter period as may be requested by the Managing Underwriter and agreed to by the Corporation) (the "**Market Standoff Period**"). The Corporation may impose stop-transfer instructions with respect to securities subject to the foregoing restrictions until the end of such Market Standoff Period.

11. Obligations Irrevocable. Following the Closing, the obligations of the undersigned shall be irrevocable.

12. Legend. The certificates, book entry or other form of notation representing the Shares sold pursuant to this Subscription Agreement will be notated with a legend or designation, which communicates in some manner that the Shares were issued pursuant to Section 4(a)(6) of the Securities Act and may only be resold pursuant to Rule 501 of Regulation Crowdfunding.

13. Notices. All notices or other communications given or made hereunder shall be in writing and shall be mailed, by registered or certified mail, return receipt requested, postage prepaid or otherwise actually delivered to the undersigned's address provided to the Portal or to the Corporation at the address set forth at the beginning of this Agreement, or such other place as the undersigned or the Corporation from time to time designate in writing.

14. Governing Law; Jurisdiction. This Subscription Agreement shall be governed and construed in accordance with the laws of the State of Delaware.

EACH OF THE SUBSCRIBERS AND THE CORPORATION CONSENTS TO THE JURISDICTION OF ANY STATE OR FEDERAL COURT OF COMPETENT JURISDICTION LOCATED WITHIN THE STATE OF DELAWARE AND NO OTHER PLACE AND IRREVOCABLY AGREES THAT ALL ACTIONS OR PROCEEDINGS RELATING TO THIS SUBSCRIPTION AGREEMENT MAY BE LITIGATED IN SUCH COURTS. EACH OF SUBSCRIBERS AND THE CORPORATION ACCEPTS FOR ITSELF AND HIMSELF AND IN CONNECTION WITH ITS AND HIS RESPECTIVE PROPERTIES, GENERALLY AND UNCONDITIONALLY, THE EXCLUSIVE JURISDICTION OF THE AFORESAID COURTS AND WAIVES ANY DEFENSE OF FORUM NON CONVENIENS, AND IRREVOCABLY AGREES TO BE BOUND BY ANY JUDGMENT RENDERED THEREBY IN CONNECTION WITH THIS SUBSCRIPTION AGREEMENT. EACH OF SUBSCRIBERS AND THE CORPORATION FURTHER IRREVOCABLY CONSENTS TO THE SERVICE OF PROCESS OUT OF ANY OF THE AFOREMENTIONED COURTS IN THE MANNER AND IN THE ADDRESS SPECIFIED IN SECTION 8 AND THE SIGNATURE PAGE OF THIS SUBSCRIPTION AGREEMENT.

EACH OF THE PARTIES HERETO HEREBY IRREVOCABLY WAIVES ALL RIGHT TO TRIAL BY JURY IN ANY ACTION, PROCEEDING OR COUNTERCLAIM (WHETHER BASED IN CONTRACT, TORT OR OTHERWISE) ARISING OUT OF OR RELATING TO THIS SUBSCRIPTION AGREEMENT OR THE ACTIONS OF EITHER PARTY IN THE NEGOTIATION, ADMINISTRATION, PERFORMANCE AND ENFORCEMENT THEREOF, EACH OF THE PARTIES HERETO ALSO WAIVES ANY BOND OR SURETY OR SECURITY UPON SUCH BOND WHICH MIGHT, BUT FOR THIS WAIVER, BE REQUIRED OF SUCH PARTY. EACH OF THE PARTIES HERETO FURTHER WARRANTS AND REPRESENTS THAT IT HAS REVIEWED THIS WAIVER WITH ITS LEGAL COUNSEL, AND THAT IT KNOWINGLY AND VOLUNTARILY WAIVES ITS JURY TRIAL RIGHTS FOLLOWING CONSULTATION WITH LEGAL COUNSEL. THIS WAIVER IS IRREVOCABLE, MEANING THAT IT MAY NOT BE MODIFIED EITHER ORALLY OR IN WRITING, AND THIS WAIVER SHALL APPLY TO ANY SUBSEQUENT AMENDMENTS, RENEWALS, SUPPLEMENTS OR MODIFICATIONS TO THIS SUBSCRIPTION AGREEMENT. IN THE EVENT OF LITIGATION, THIS SUBSCRIPTION AGREEMENT MAY BE FILED AS A WRITTEN CONSENT TO A TRIAL BY THE COURT.

15. Entire Agreement. This Agreement constitutes the entire agreement between the parties hereto with respect to the subject matter hereof and may be amended only by a writing executed by all parties.

16. Waiver, Amendment. Neither this Subscription Agreement nor any provisions hereof shall be modified, changed, discharged, or terminated except by an instrument in writing, signed by the party against whom any waiver, change, discharge or termination is sought.

17. Waiver of Jury Trial. THE UNDERSIGNED IRREVOCABLY WAIVES ANY AND ALL RIGHT TO TRIAL BY JURY WITH RESPECT TO ANY LEGAL PROCEEDING ARISING OUT OF THE TRANSACTIONS CONTEMPLATED BY THIS SUBSCRIPTION AGREEMENT.

18. Invalidity of Specific Provisions. If any provision of this Agreement is held to be illegal, invalid, or unenforceable under the present or future laws effective during the term of this Agreement, such provision shall be fully severable; this Agreement shall be construed and enforced as if such illegal, invalid, or unenforceable provision had never comprised a part of this Agreement, and the remaining provisions of this Agreement shall remain in full force and effect and shall not be affected by the illegal, invalid, or unenforceable provision or by its severance from this Agreement.

19. Titles and Subtitles. The titles of the sections and subsections of this Agreement are for convenience of reference only and are not to be considered in construing this Agreement.

20. Counterparts. This Agreement may be executed in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

21. Electronic Execution and Delivery. A digital reproduction, portable document format (".pdf") or other reproduction of this Agreement may be executed by one or more parties hereto and delivered by such party by electronic signature (including signature via DocuSign or similar services), electronic mail or any similar electronic transmission device pursuant to which the signature of or on behalf of such party can be seen. Such execution and delivery shall be considered valid, binding, and effective for all purposes.

22. Binding Effect. The provisions of this Subscription Agreement shall be binding upon and accrue to the benefit of the parties hereto and their respective heirs, legal representatives, successors, and assigns.

23. Survival. All representations, warranties and covenants contained in this Subscription Agreement shall survive (i) the acceptance of the subscription by the Corporation, (ii) changes in the transactions, documents and instruments described in the Form C which are not material, or which are to the benefit of the undersigned and (iii) the death or disability of the undersigned. The undersigned understand that tZERO Securities, LLC is a third-party beneficiary to this Subscription Agreement and may rely on the representations, warranties and agreements of the undersigned in this Subscription Agreement.

24. Notification of Changes. The undersigned hereby covenants and agrees to notify the Corporation upon the occurrence of any event prior to the closing of the purchase of the Shares pursuant to this Subscription Agreement, which would cause any representation, warranty, or covenant of the undersigned contained in this Subscription Agreement to be false or incorrect.

[Signature Page Follows]

IN WITNESS WHEREOF, the parties have executed this Agreement as of the Effective Date.

CORPORATION:

FINTECH,TV

By:_______________________________
Vincent Molinari, CEO

Read and Approved (For IRA Use Only): **SUBSCRIBER:**

____

By:______________________ By:_______________________________

Name:

Title:

If **JOINT SUBSCRIBER:**

By:________________________________

Name:

Title:

Effective Date: [*], 2023

The Subscriber is an "accredited investor" as that term is defined in Regulation D promulgated by the Securities and Exchange Commission under the Securities Act.

Please indicate Yes or No by checking the appropriate box:

[ ] Accredited

[ ] Not Accredited

FINTECH TV
BLOCKCHAIN | DIGITAL ASSETS | IMPACT

Content & Studio Overview

About.

What We Do

MORE EXCHANGES
MORE COVERAGE
MORE MOMENTUM

24/7 Channel

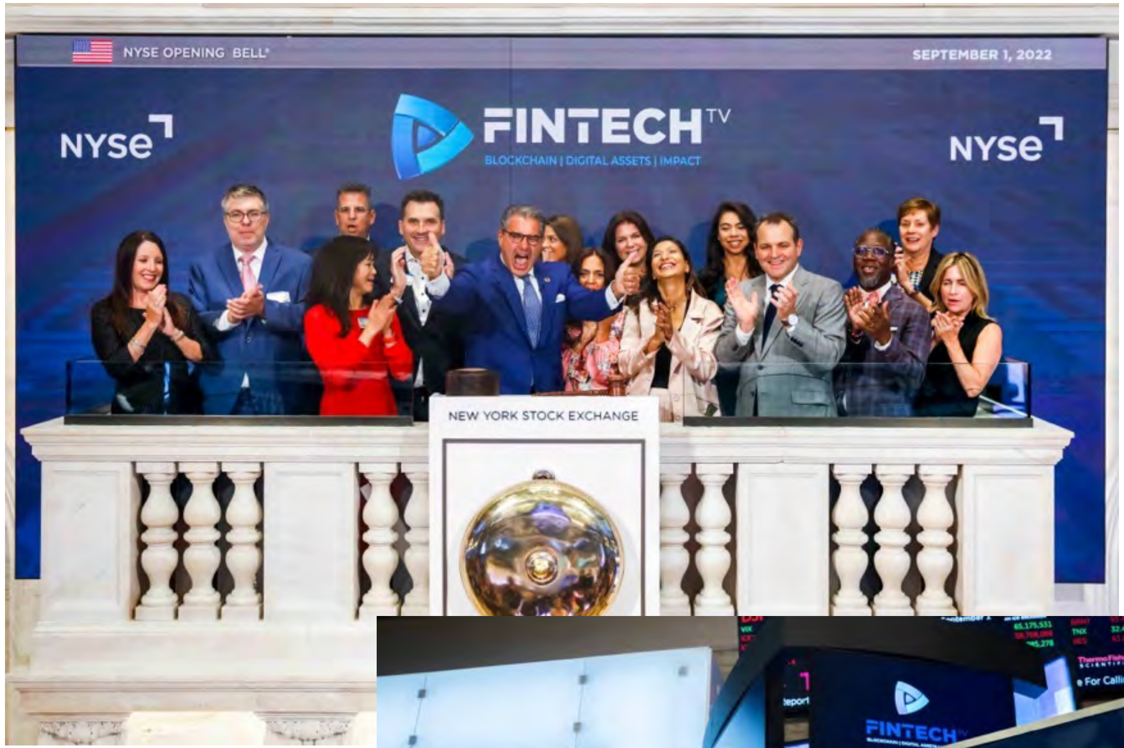
FINTECH.TV is getting ready for its launch of a 24/7 channel with distribution to global OTT platforms. Rolling out in Q4 2023 and Q1 2024

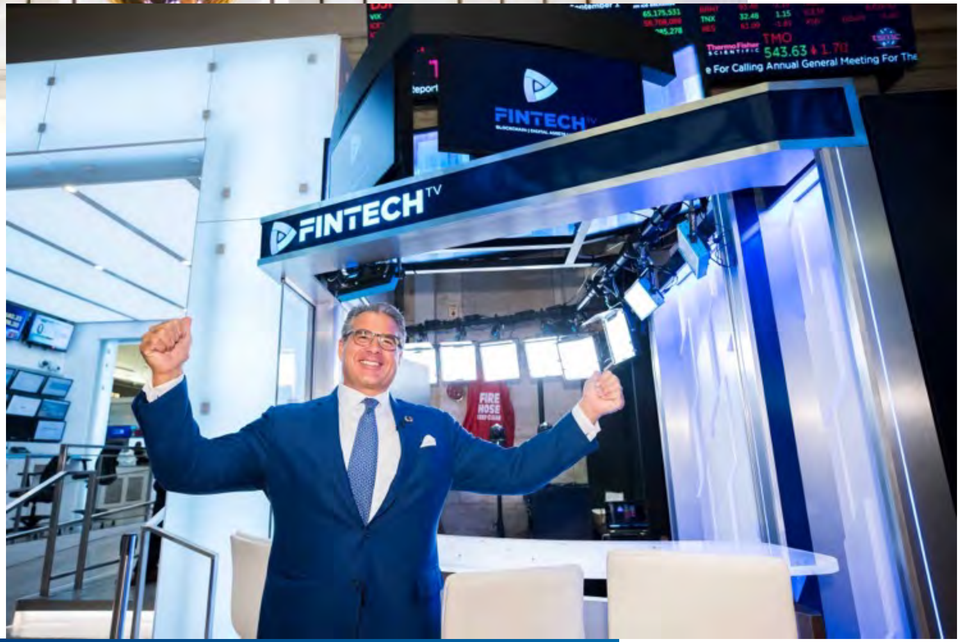
Our Mission

We are the only media platform dedicated to Blockchain, Digital Assets and IMPACT/Sustainability coverage.

New Studios – Coming Soon

In addition to our NYSE studio, we have finalized a deal with ADGM in Abu Dhabi for a new studio.





FINTECH.TV PREMIERES NEW NYSE STUDIO WITH RINGING OF THE OPENING BELL

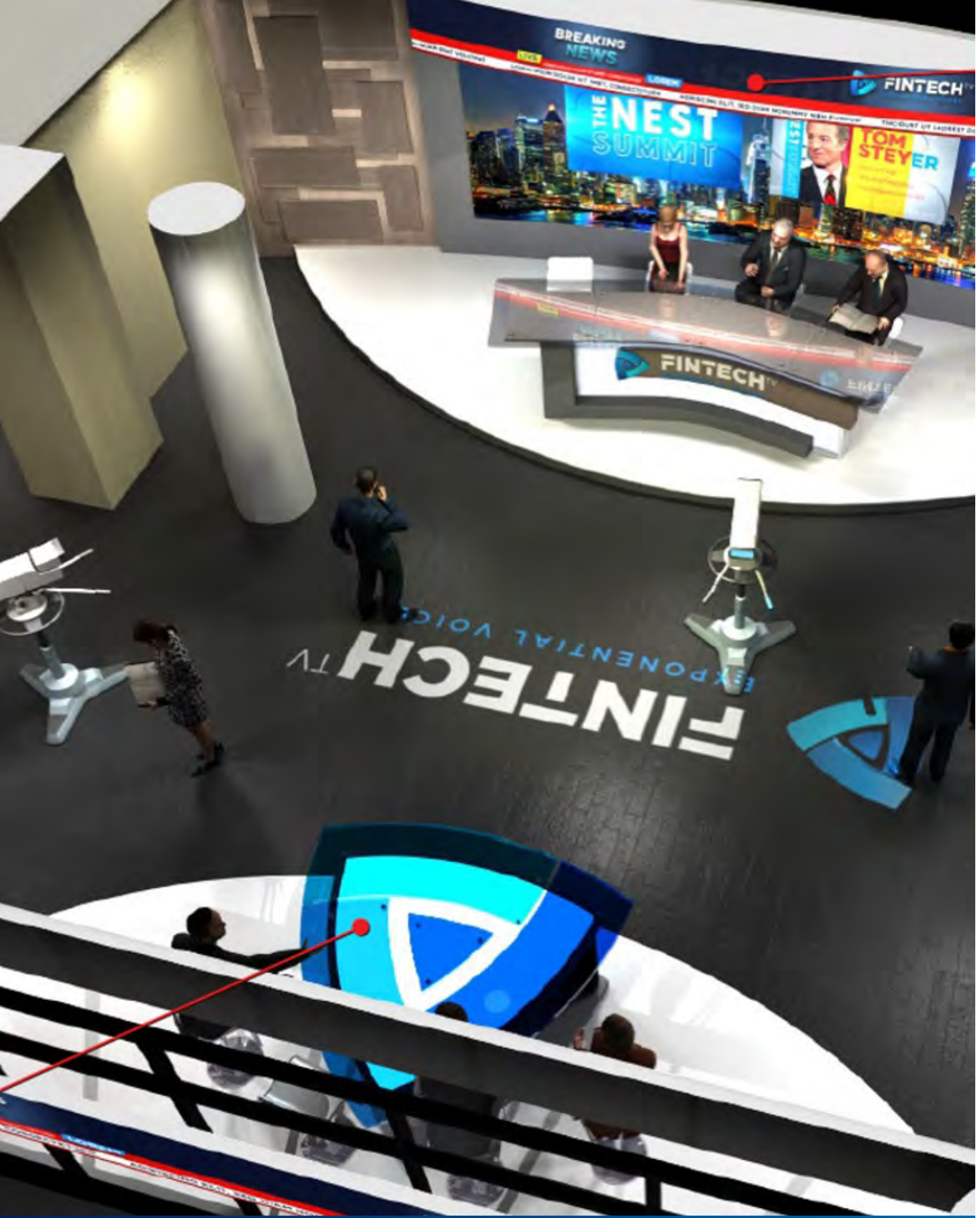
NYSE and FINTECH.TV celebrated the launch of FINTECH.TV's new floor studio with the ringing of the Opening Bell in September. This marquee studio gives us the ability to produce daily live coverage and connect it with other locations around world - creating a truly global network!

NYSE PREMIERE!

FINTECH.TV STUDIO ON ADGM CAMPUS

FINTECH.TV is excited to announce our new studio in Abu Dhabi. The broadcast studio on the ADGM campus will be the headquarters for our Middle East coverage and the location for our daily show airing 5 a.m.-7 a.m. EST on our 24/7 channel and additional reports in our NYSE broadcasting block from 9 a.m.-1 p.m.

We are also partnering with ADGM for several events, including Abu Dhabi Finance Week and COP 28



JAVITS STUDIO

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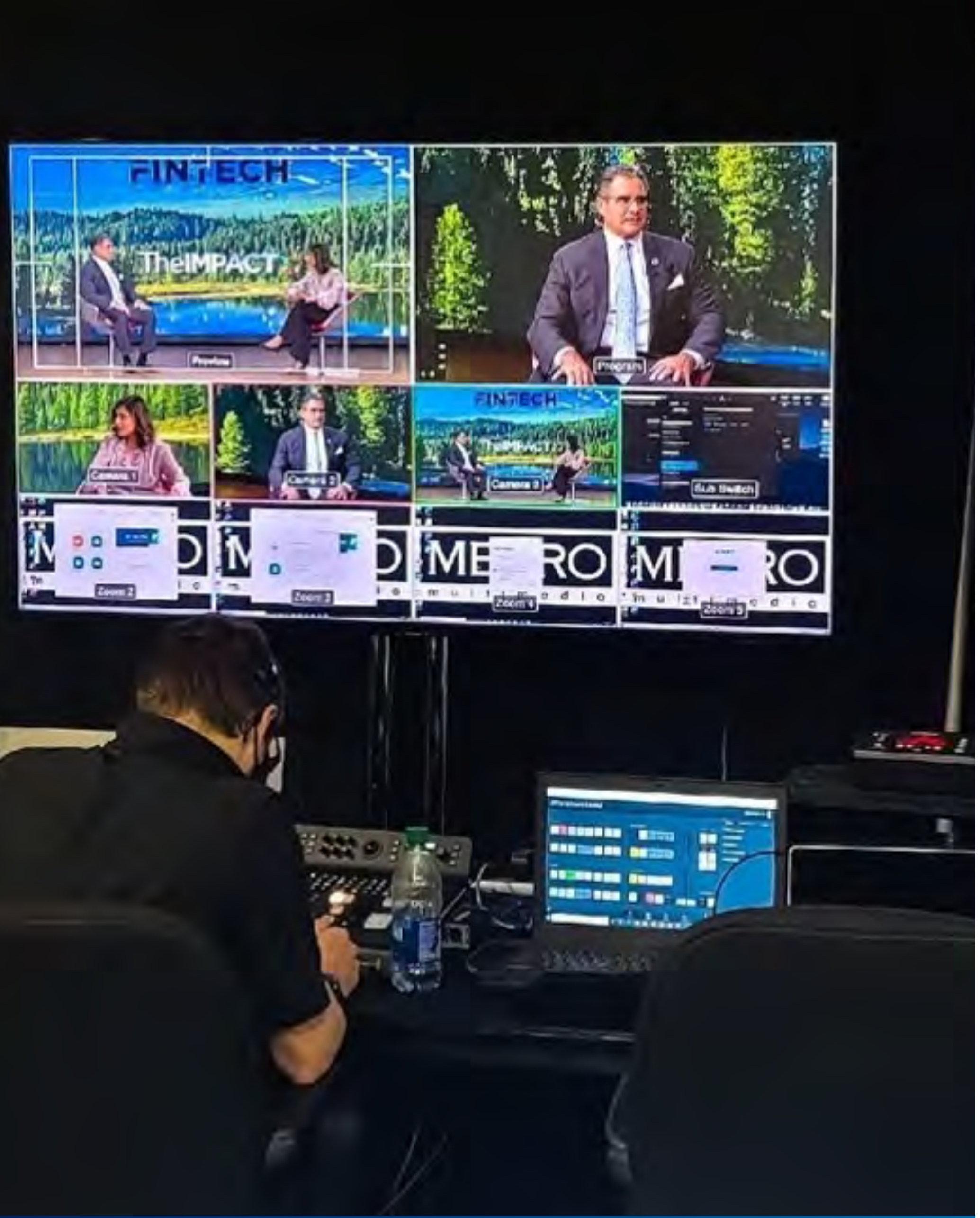
JAVITS STUDIO COMING SOON

The FINTECH.TV team is excited to announce our new production studio which is in the process of being built at the iconic convention center in New York City.
The 24/7 facility offers a perfect place of television broadcasting, production digital signage opportunities for conferences & companies.



FINTECH TV
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ADDITIONAL STUDIO LAUNCHES IN 2023/2024

FINTECH.TV is expanding its reach to become a global 24/7 news source. We are increasing coverage around this great world by adding correspondents for key regions such as Singapore & Tel Aviv.

Each hub launched adds more expansion into what can be considered a full network that covers all aspects related to finance sectors plus issues shaping tomorrow's future.

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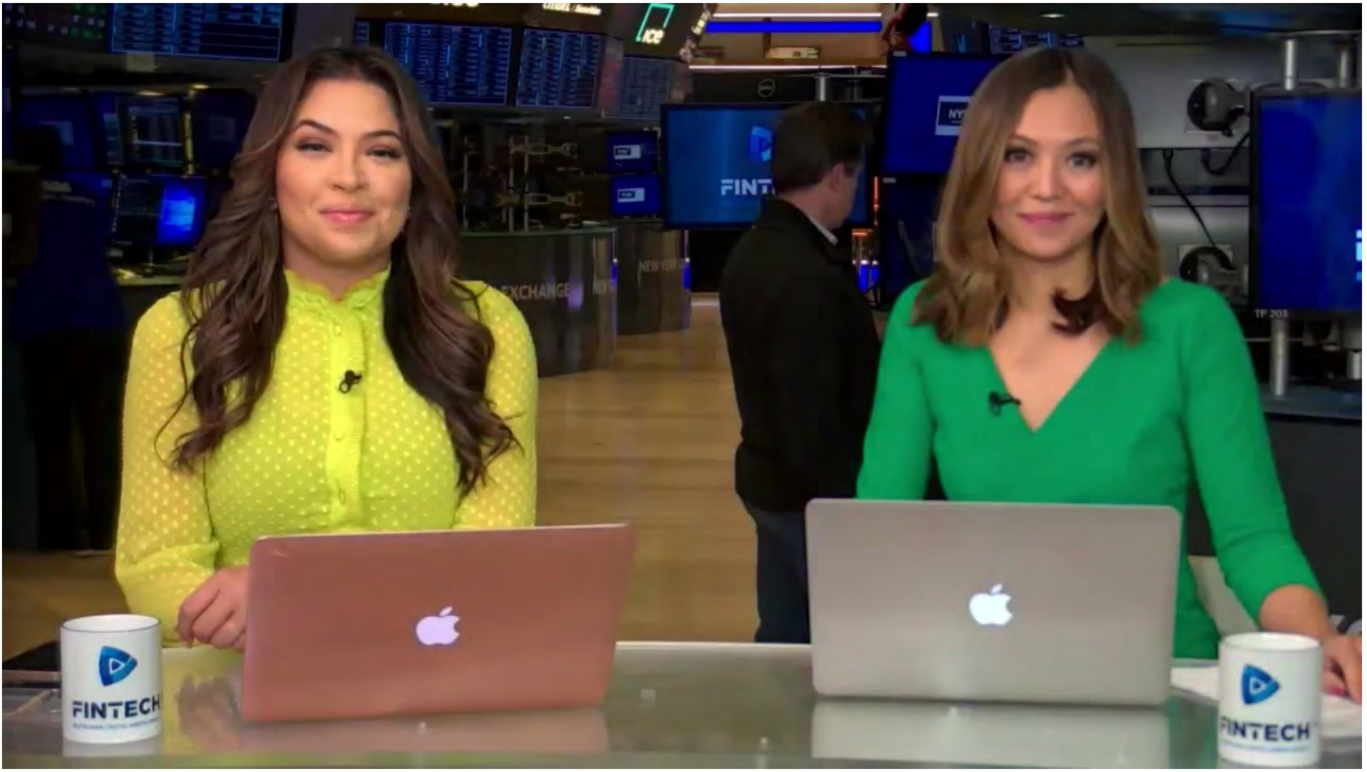
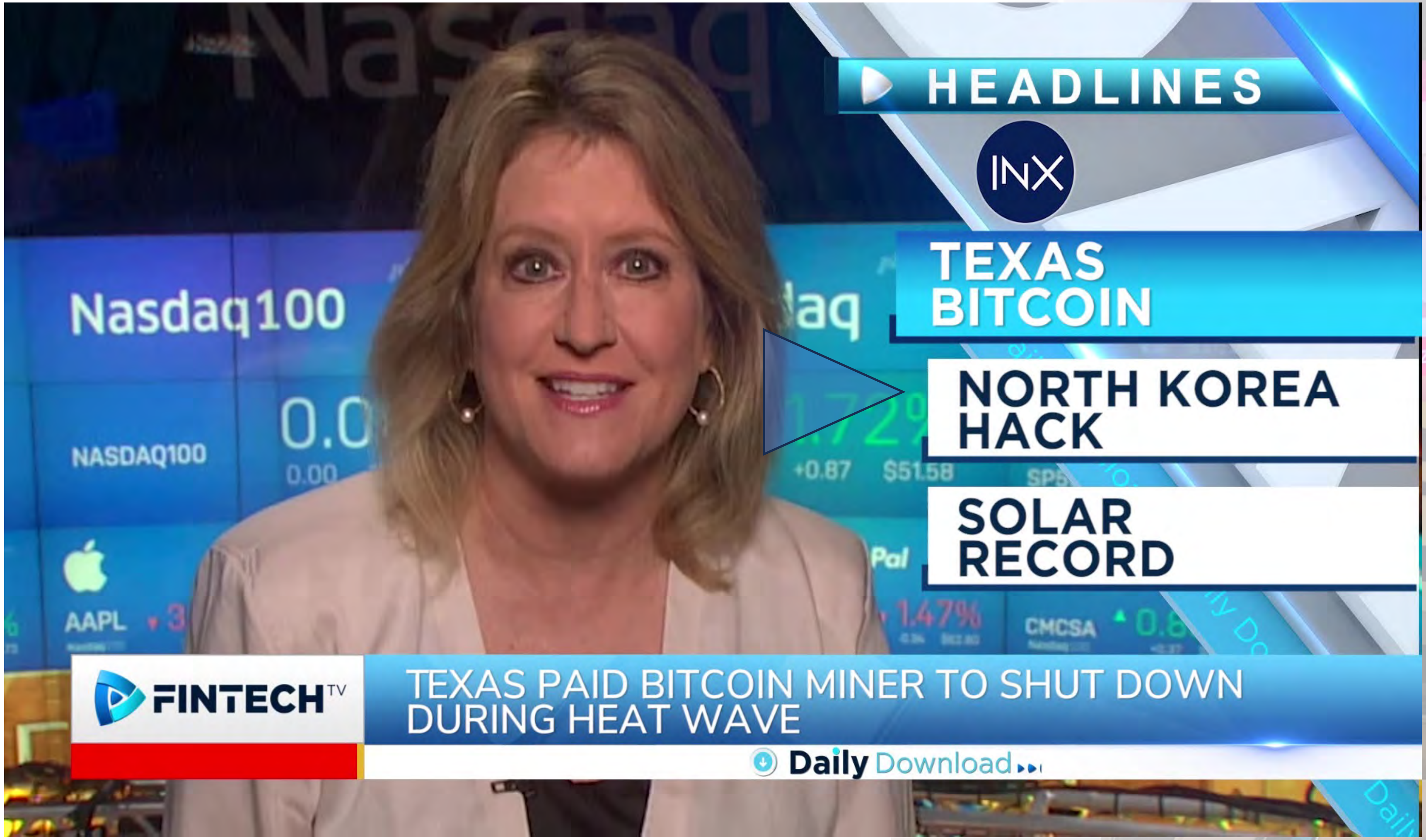


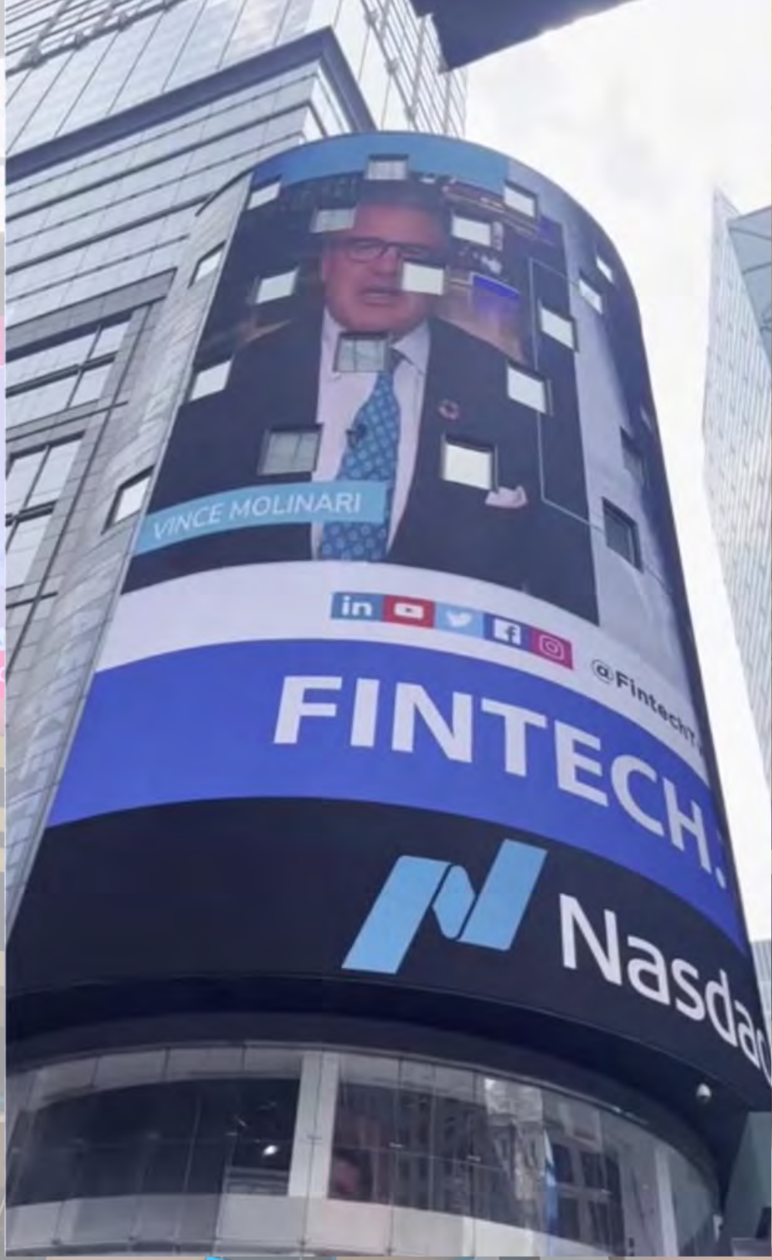
DAILY DOWNLOAD LIVE FROM THE NYSE FLOOR

With the launch of our studio, FINTECH.TV is preparing to launch a live daily version of the Daily Download to be the cornerstone of our 24/7 global coverage. The live broadcast will launch in Q4 for 4 hours beginning at 9 a.m. EST Mon-Fri.

NYSE FLOOR STUDIO

Daily Segments from Nasdaq





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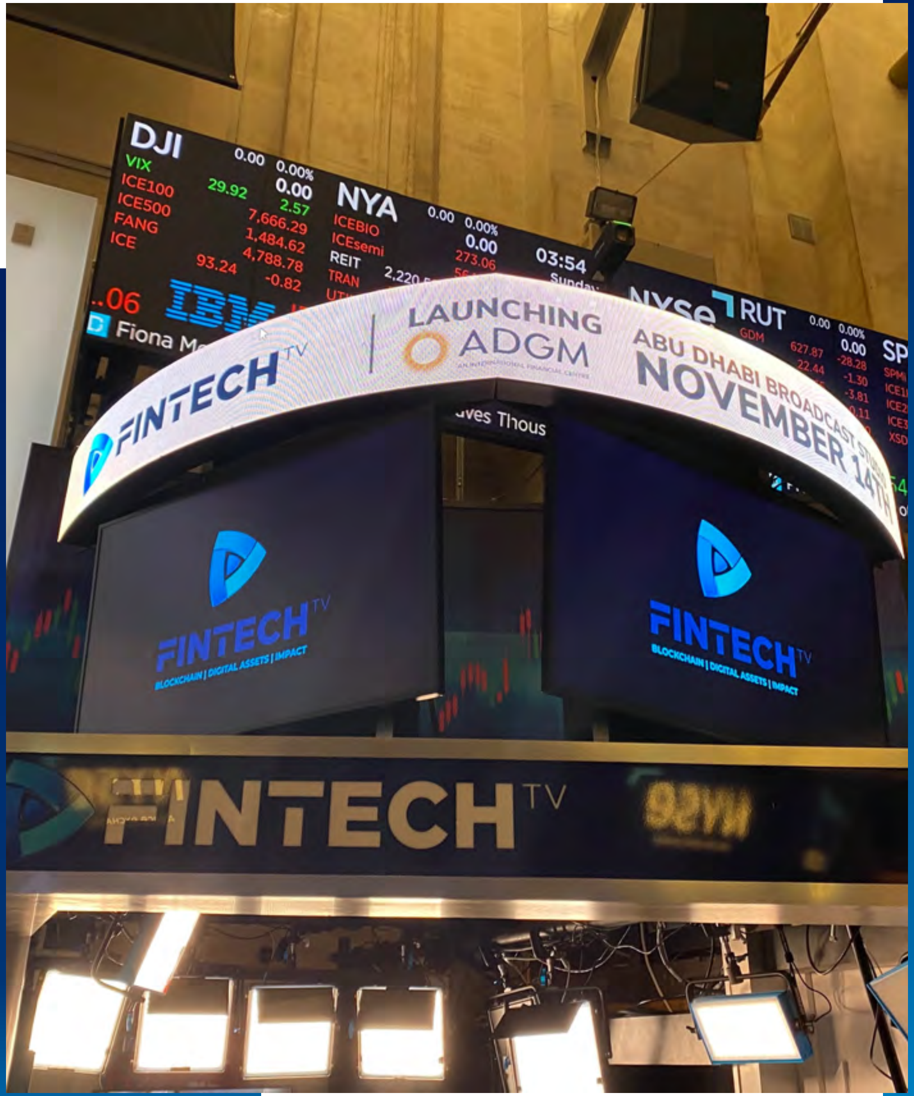
OTT Distribution

After launching the live channel, FINTECH.TV will engage with leading OTT Platforms for potential Live Channel Distribution:

Samsung SMART TV   Roku   pluto tv   tubi

Syndication/Distribution Partners:

amagi   KATZ DIGITAL



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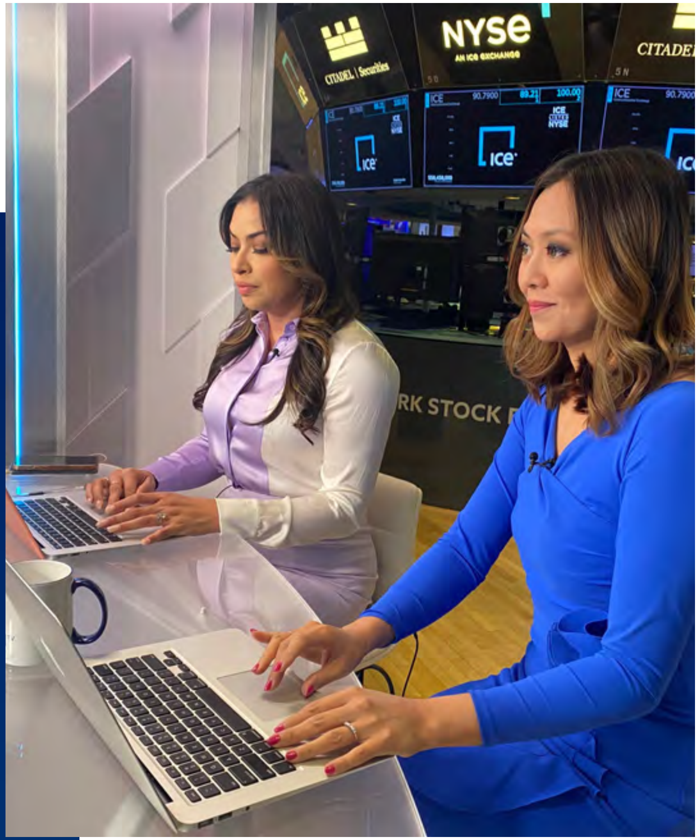
CURRENT OTT LAUNCHES

Initial Launch Partners for FINTECH.TV 24/7 Live Channel:

Freebie tv	local now	LG	Tivify	OHP Open Heavens Prime
U.S.	U.S.	Australia	Spain	Africa

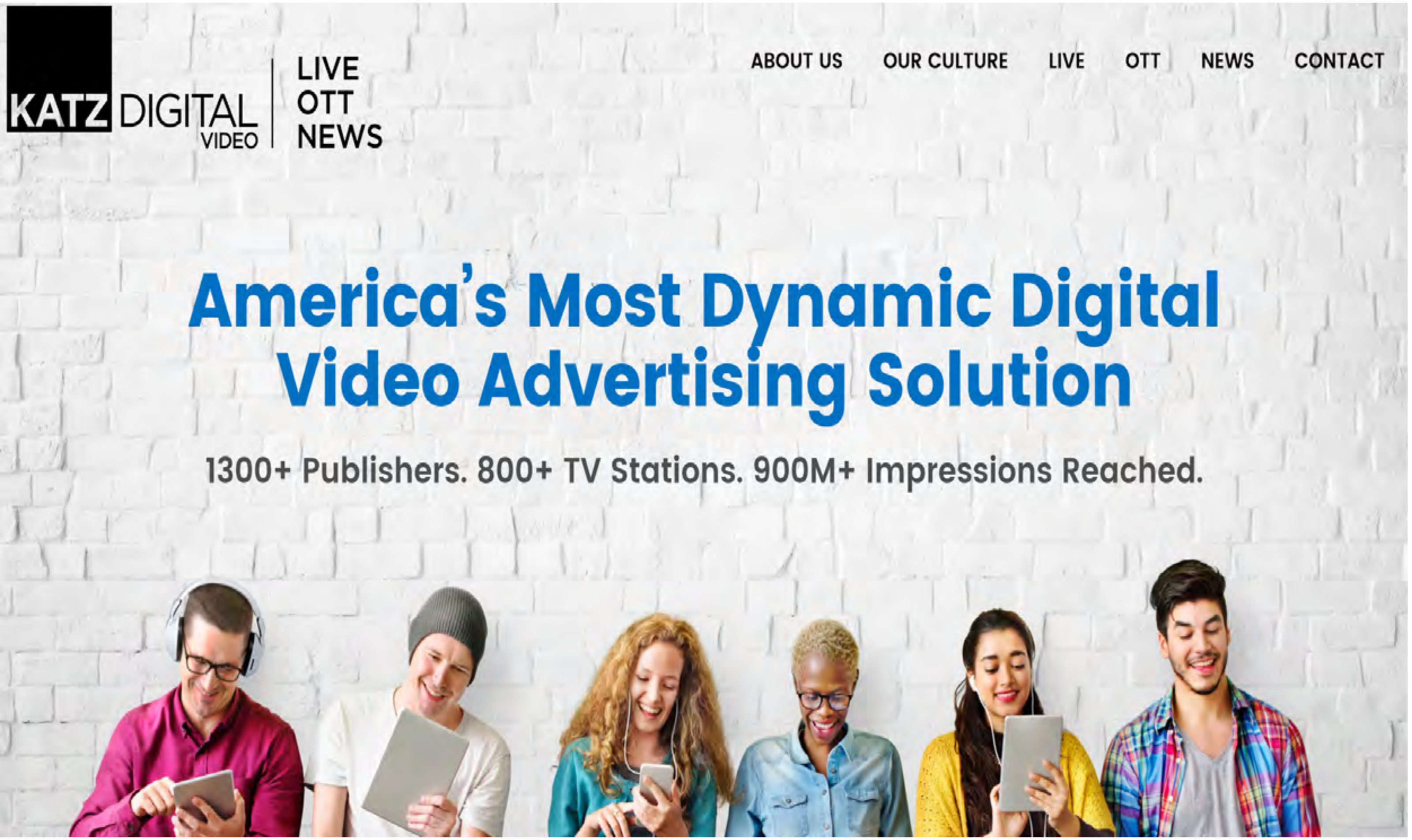


On Demand Platforms:

amazon fireTV

Roku

KATZ DIGITAL VIDEO IS NEW SALES AGENCY FOR FINTECH.TV



FINTECH.TV is delighted to announce that KATZ Digital Video, a subsidiary of iHeart Media will rep FINTECH.TV on all national advertising on digital and OTT platforms.

REVENUE/SALES PARTNER

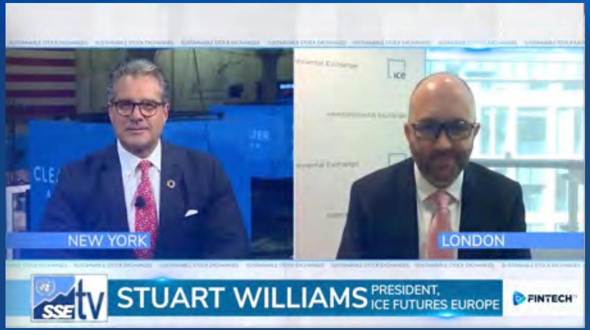
Signature Sustainability Shows

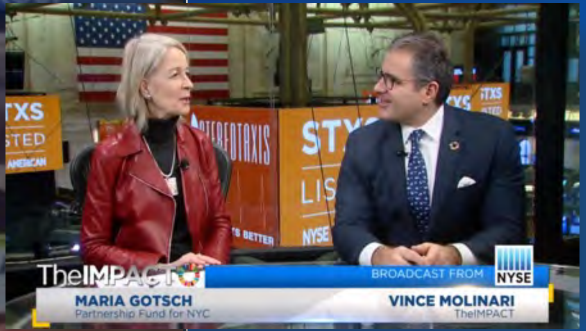
FINTECH TV
BLOCKCHAIN | DIGITAL ASSETS | IMPACT

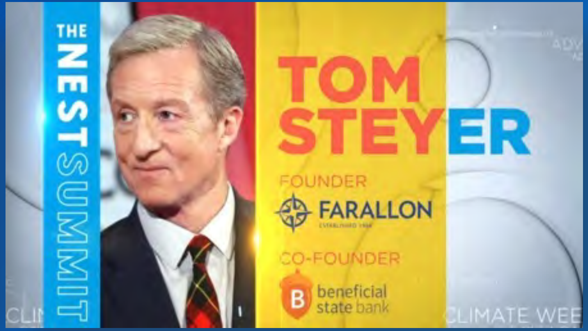
TheIMPACT

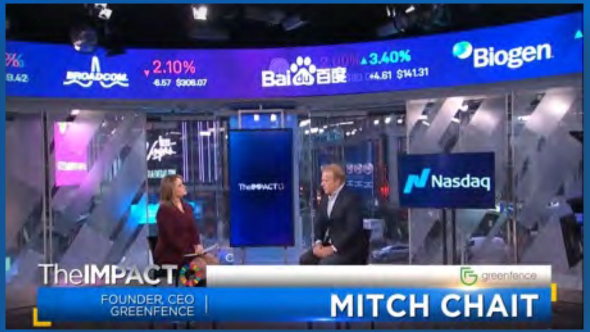
To support accelerating progress towards meeting the United Nations Sustainable Development Goals (SDGs), TheIMPACT features leaders in sustainable investing, climate change and social impact

With COVID-19 generating greater interest in these themes, we are reaching new audiences of activists and investors





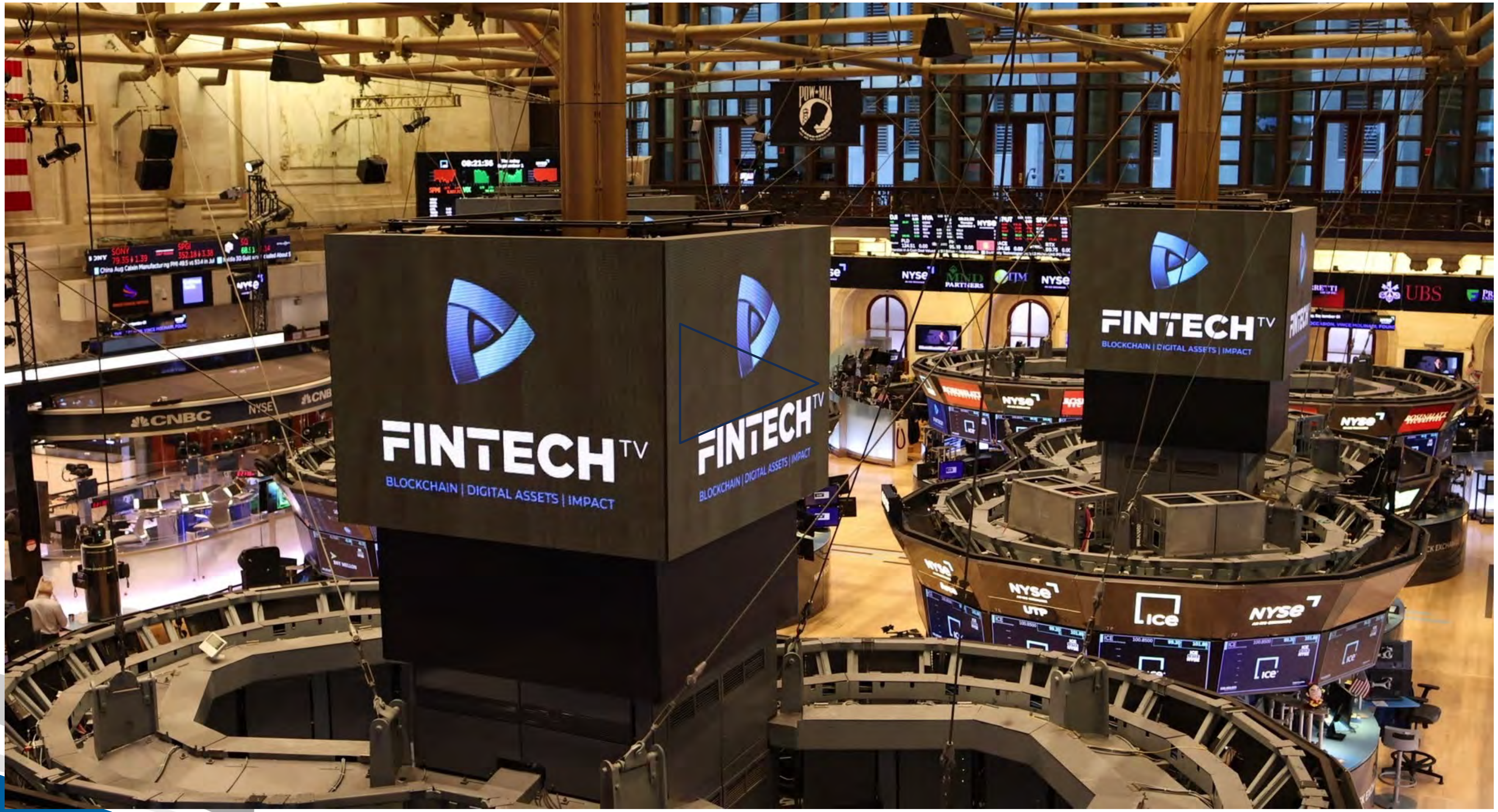




SSE TV

We partner with the United Nations Sustainable Stock Exchanges initiative (UN SSE) to amplify the dialogue on sustainable finance, peer-to-peer learning, and the sharing of best practices. This series features CEOs and Chief Sustainability Officers of each exchange, providing an in-depth view of the progress they have made in the past decade to support the sustainable development goals and encourage each other to increase the ESG footprint globally.

FINTECH TV
BLOCKCHAIN | DIGITAL ASSETS | IMPACT



Content & Studio Overview

Amount raised of $5,000,000 max, target $10K: $0

Invest in FINTECH.TV:

The Future of Investment Media

FINTECH.TV is redefining the investment media landscape with a first-of-its-kind on-demand, 24/7 platform devoted to disruptive industries not fully covered by traditional outlets.

FINTECH.TV delivers in-depth coverage of the assets and categories investors are shifting toward – including digital assets, blockchain, impact investing, sustainability, SDGs and ESG.

As consumers continue their shift away from traditional cable television, FINTECH.TV is **perfectly positioned for the new reality**...offering investors a rare chance to get in on the ground floor of the next potential high-upside media opportunity.

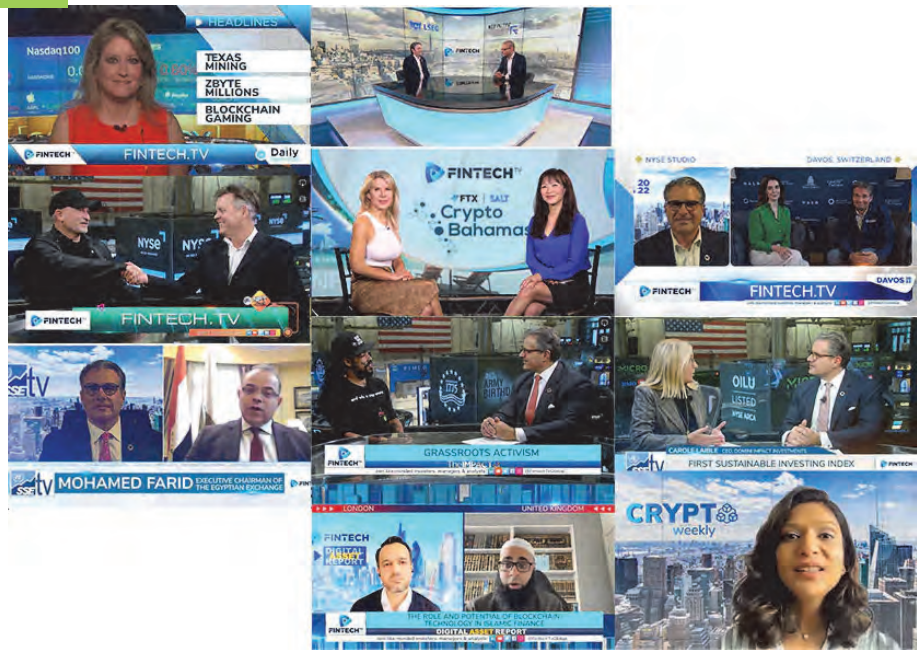
View Investor Deck
Form C/Offering Document
Subscription Agreement
Educational Materials
SEC Filings

Become A Shareholder

$500 minimum. This Reg CF offering is made available through tZERO Markets, LLC. This investment is speculative, illiquid, and involves a high degree of risk, including the possible loss of your entire investment.

The Opportunity:

FINTECH.TV is Bringing Integrity, Trust and Expertise to Today's Most Disruptive Industries



FINTECH.TV brings integrity, trust, and expertise to ***industries that are true disruptors*** in every aspect of life. These are stories that are not fully covered by CNBC, Bloomberg, and legacy media outlets due to a fundamental lack of time or expertise to tell a different story...the story of tomorrow for the generation of tomorrow.

This underreporting and lack of coverage have created a **clear and present opportunity** for FINTECH.TV to fill the void directly with the top global change-makers, decision-makers, regulators, entrepreneurs, and institutional investors fully embracing the paradigm shift.

Top Reasons to Invest in FINTECH.TV

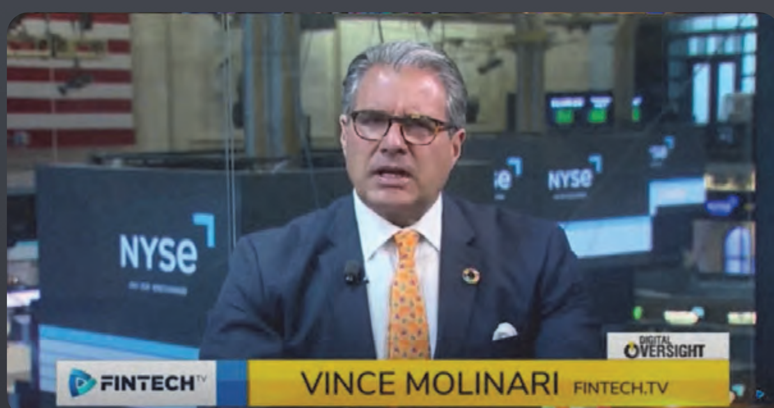
Reason #1: Ground Floor Opportunity

FINTECH.TV offers investors a rare chance to get in on the ground floor of a rapidly-growing new media opportunity. Investors who missed out on the opportunity to invest early in companies like Netflix – or who never got a chance to invest in media companies like CNBC or Bloomberg – can now stake their claim in an up-and-coming player whose outstanding relationships with partners like NYSE, Nasdaq and more help make for an exciting Web 3 media growth story.

Reason #2: Key Differentiator

While FINTECH.TV offers investors a ground-floor investing opportunity, the company has already established a massive advantage over others in the space with studios on the floor of the New York Stock Exchange, and is currently building a studio in Abu Dhabi at the International Finance Center (ADGM). FINTECH.TV also has a presence at other leading international exchanges, including NASDAQ and more planned in Q3/4 of 2023.

How critical is this? Consider that there are currently just five studios on the floor of the NYSE: those operated by CNBC, TheStreet, Cheddar, TD Ameritrade...and FINTECH.TV.



Reason #3: Rapidly Growing Markets Quickly Becoming Mainstream

While volatile, the cryptocurrency market is becoming **mainstream**.

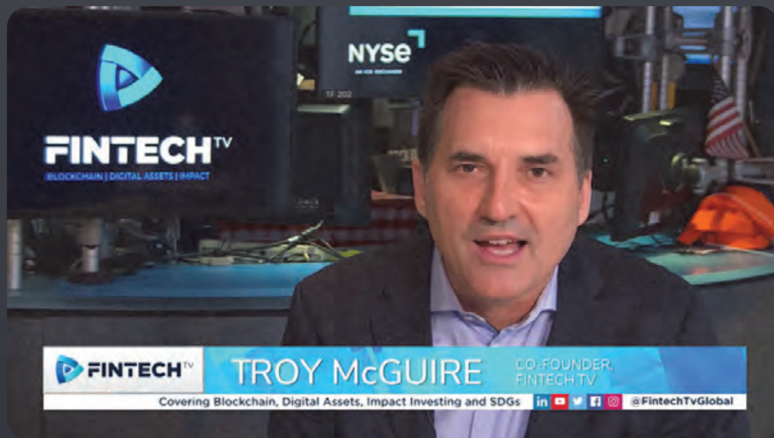
Venture capital invested $33 Billion into startups in this sector in 2021 and further growth is expected in the coming years.[1]

In addition, sustainability initiatives and investment are launching on a global scale. United Nations SDGs (Sustainable Development Goals) have been adopted by 193 countries.[2a]

Both of these sectors are starting to advertise on a global scale to educate the masses.

Digital Advertising Spend is estimated to top $626 billion in 2023 and will grow globally in 2024. The financial services industry is generally in the top five industries in terms of total ad spend.[3]

FINTECH.TV merges traditional studio networks with digital media and streaming distribution in the sectors attracting audiences from the higher net worth segments of the Millennial and Gen Z generations.



Key Statistics

$33 Billion

Invested in Crypto start ups in 2021[1]

193

Countries that have adopted sustainable development goals

1

Media platform dedicated to blockchain, digital assets and sustainability coverage: FINTECH.TV

Become A Shareholder

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FINTECH.TV Offers Rare Studio Network and Unique Revenue Opportunities

FINTECH.TV is leveraging its unique studio network to create revenue models beyond simple advertising.

CEOs of companies are excited to film discussions about recent company developments from the floor of the iconic New York Stock Exchange instead of just on Zoom.

The company is allocating as much as 30% of its available studio production time to be used for capital markets and financial service industry companies to create content with digital distribution through

FINTECH.TV's channels. This is encapsulated through their new branded content unit that every major network now has built.

This adds additional business to business revenue streams, in particular FINTECH.TV is offering higher end subscription packages to access their studio network.

Become A Shareholder

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5 More Reasons to Consider an Investment in FINTECH.TV

1

Digital advertising spend is estimated to top $626 billion in 2023 – and explode to over $1 trillion globally in 2024. The financial services industry is generally in the top five industries in terms of total ad spend.

2

FINTECH.TV's unique global stock exchange studio network perfectly positions the company to capture the growth of financial services digital advertising spend.

NTECH.TV films from the New York Stock Exchange, the Nasdaq, Abu Dhabi's Global Markets, the United ations, and more. As well as covers key financial industry events from Davos to COP28 – all delivering some of the most valuable audiences in the world.

3

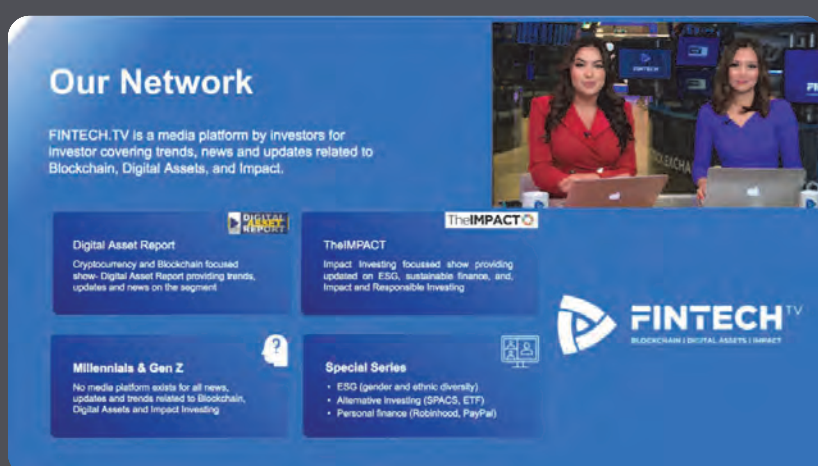
FINTECH.TV delivers global reach across its multi-channel, multi-platform streaming channel with over 1.8 million viewers in 2022…and FINTECH.TV is projected to hit over 700,000 viewers a month; has over 10 million Youtube views; and in 2023 will have access to 400 million streaming users across the United States, United Kingdom, the Middle East & North Africa, and the Asia-Pacific markets.

4

Emmy Award winning producer teamed up with serial capital markets entrepreneur. Co-Founders Vince Molinari & Troy McGuire are the perfect marriage of media & capital markets. Vince is a serial capital markets entrepreneur who Global Speaker on Market Infrastructure, Capital Formation, Blockchain, Digital Assets, Impact Investing, and The JOBS Act. Co-founder Troy McGuire is a multi-Emmy winning news executive. They have also added to the team experienced anchors, producers, sales and developers to expand globally.

5

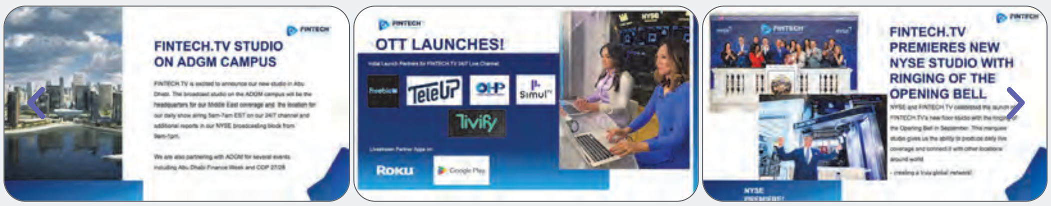
FINTECH.TV reaches one of the most valuable audiences in the world. The company's focus is squarely on the sectors that matter to higher net-worth Millennial & Gen Z investors; attracting one of the most valuable audiences on the planet.



What's Ahead for FINTECH.TV

NTECH.TV's has built a headquarters studio on the floor of the iconic New York Stock Exchange, and are currently building a studio in Abu Dhabi at the International Finance Center (ADGM), also with a presence at other leading international exchanges, including NASDAQ and more planned in Q3/4 of 2023.

With a global reach, it's the first-of-its-kind platform featuring young, internationally diverse voices and experienced top-level executives across public markets.



Become A Shareholder

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Visionary, Experienced Team Leading FINTECH.TV to Rapid Growth

Vince Molinari – Founder, CEO & Anchor

30 years of experience in the financial services industry.

Participated in the development of blockchain patents, created and managed thought-leading technology solutions.

urrently hosts Digital Asset Report & TheIMPACT.

Instrumental in advancing market infrastructure, impact investing, and the management and monetization of digital assets.

Troy McGuire – Co-founder, Head of Programming & News

Emmy-Award winning producer and executive in the broadcast news and syndicated television industry.

Ex-Corporate VP of News for Fisher Communications which owned ABC, CBS, and FOX affiliates.

Held News Director and producer positions at major television stations.

Has been the executive producer for several news-style programs.

Mitch Chait – Co-Founder & Chief Strategy Officer

Mitch has 25 years of experience working in technology and media, supply chains and loyalty across various sectors, including CPGs, grocery, retail and entertainment. He has invented and patented multiple software innovations that enhance efficiency, transparency, and trust in digital transactions and interactions. He is also the Co-founder of Fintech.tv, a global media platform that covers the latest trends and insights in finance, blockchain, technology, sustainability, impact investing, SDGs, and ESG. Mitch is passionate about using technology and media to drive positive social and environmental change.

Joseph Latona – Chief Financial Officer

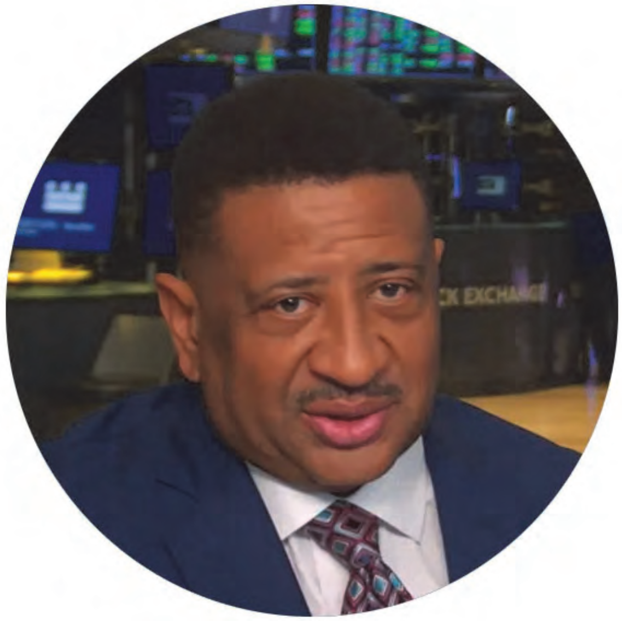
Joe has been a registered securities professional for over 25 years, beginning his career as a fixed income and derivatives trader for the UK's largest inter-dealer broker. An early advocate for sustainable and impact investing, in 2008 he Co-founded GGI (Gate Global Impact), a Fintech firm that operated a broker/dealer and Alternative Trading System focused on private and alternative investments The firm was acquired in 2015 by a billion dollar family office, where Joe then acted as a C-level executive for various portfolio companies focusing on running day-to-day operations, technology innovation and business development

Merry Ewing – Head of Network Sales

Merry is an Emmy Award-winning broadcaster with a demonstrated history of leading television stations that achieve journalistic, sales, and creative marketing excellence.

Merry Ewing served as Vice President/General Manager of WPTA-TV, the ABC and NBC Digital and Multi-Platform media operation based in Fort Wayne, Ind. She was the General Manager of WSJV (FOX) in South Bend and worked for The CW Television Network as the SVP of Affiliate Sales. Her previous experience included General Manager at WSTR-TV, Cincinnati as well as sales management at WVVA-TV Bluefield, WV. Merry is a graduate of Butler University with a B.S. in Radio-Television, and of Xavier University – Williams College of Business with an MBA in Marketing. Merry has a true passion for the arts, especially theatre and dance. While at Butler University, she studied dance and theatre as well.

Merry served on the boards of The Indian Broadcasters Association (Vice-Chair Television), The Fort Wayne Civic Theatre (President 2020-2022) and the United Way of Allen Countyas the Marketing Chair. Merry enjoys her volunteer work with The Vail Valley Foundation, especially working on the Birds of Prey Talon Crew.



John Carter – Management

John F. Carter is no stranger to leadership and innovation, currently serving as the Chairman & Chief Executive Officer of CarterBrothers Companies, a prominent Full-Service Management Service Firm specializing in Strategic Growth, Consulting, Integrated Facilities Management, Hospitality management, and Corporate Real Estate Services. His expertise extends to diverse areas, including fire and life safety projects, project management for commercial and national accounts, and full-service security management for clients such as BP, Frito-Lay, General Electric, and Stand Register, ABM, and ADT/TYCO

Become A Shareholder

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1 Response

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0 Comments

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G

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OR SIGN UP WITH DISQUS ?

Name

Share

Best Newest Oldest

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2 https://sdgs.un.org/goals
2a https://education.nationalgeographic.org/resource/sustainable-development-goals/
3 https://www.statista.com/statistics/237974/online-advertising-spending-worldwide/
4 https://sseinitiative.org/

Opportunity ends in 367 Days 15 Hours 46 Minutes

$4.00 Price per Share

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