

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

American Picture House Corporation

555 Madison Avenue 5 FL
New York, NY 10022



1-800-689-6885
www.americanpicturehouse.com
opportunity@americanpicturehouse.com
SIC: 7812

Quarterly Report

For the period ended: March 31, 2023

Outstanding Shares

The number of shares outstanding of our Common Stock was:

100,735,159 as of March 31, 2023
100,735,159 as of December 31, 2022

Shell Status

Indicate by check mark whether the company is a shell company:

Yes: ☐ No: ☒

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

Yes: ☐ No: ☒

Change in Control

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

Yes: ☐ No: ☒

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

Beginning December 4, 2020 – American Picture House Corporation – Wyoming, currently “Active” status
Beginning October 13, 2020 – Life Design Station, Inc. – Wyoming

The Company's present address is 555 Madison Avenue, 5 FL, New York, NY 10022 and its previous address was One Marina Park Drive (Suite 1410), Boston, MA 02210

Neither we nor our predecessors have had any trading suspension orders issued by the SEC since inception.

The Company has not had any stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization either currently anticipated or that occurred within the past 12 months.

The address of the issuer's principal executive office and principal place of business:

555 Madison Avenue 5 FL
New York, NY 10022

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

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

No: ☒ Yes: ☐

2) Security Information

Transfer Agent

Name: Madison Stock Transfer, Inc.
Phone: 718-627-4453
Email: info@madisonstocktransfer.com
Address: 2500 Coney Island Ave, Brooklyn, NY 11223

Publicly Quoted or Traded Securities:

Trading symbol:	APHP
Exact title and class of securities outstanding:	Common Stock
CUSIP:	028886109
Par or stated value:	\$0.0001
Total shares authorized:	1,000,000,000 as of date: March 31, 2023
Total shares outstanding:	100,735,159 as of date: March 31, 2023
Total number of shareholders of record:	295 as of date: March 31, 2023

Other classes of authorized or outstanding equity securities:

Exact title and class of securities outstanding:	Preferred Stock
CUSIP:	N/A
Par or stated value:	\$0.0001
Total shares authorized:	1,000,000 as of date: March 31, 2023
Total shares outstanding:	3,829 as of date: March 31, 2023
Total number of shareholders of record:	1 as of date: March 31, 2023

Security Description:

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

The holders of our common stock are entitled to one vote per share on all matters to be voted on by the stockholders. All shares of common stock are entitled to participate in any distributions or dividends that may be declared by the board of directors, subject to any preferential dividend rights of outstanding shares of preferred stock. Subject to prior rights of creditors, all shares of common stock are entitled, in the event of our liquidation, dissolution or winding up, to participate ratably in the distribution of all our remaining assets, after distribution in full of preferential amounts, if any, to be distributed to holders of preferred

stock. There are no sinking fund provisions applicable to the common stock. Our common stock has no preemptive or conversion rights or other subscription rights.

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

The Preferred Stock: dividends - the Preferred Stock does not have any rights to dividends; voting - each share of Preferred Stock carries a superior voting right to the Corporation's Common Stock, each share of Preferred Stock shall be counted as 1,000,000 votes in any Corporate vote; conversion - each share of Preferred Stock is convertible at a ratio of 1 to 100,000 so that each one share of Preferred Stock may be exchanged for 100,000 Common Stock; and liquidation - Preferred Stock holds a first position lien against all of the Corporation's assets including but not limited to the Corporation's IP (*"Intellectual Property"*), redemption - the Preferred Stock does not have any specific redemption rights; or sinking fund provisions - the Preferred Stock does not have any sinking fund provision.

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

None.

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

The Company has not made any material modifications to rights of holders of the Company's securities that have occurred over the reporting period covered by this report.

3) Issuance History

A. Changes to the Number of Outstanding Shares

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

No: ☐ Yes: ☒

[Issuance History and Chart to follow on the next page]

Shares Outstanding as of Second Most Recent Fiscal Year End: <u>Opening Balance</u> Date 12/31/2020 Common: 4,700,000,000 Preferred: 0									
Date	Transaction type	Number of Shares Issued or Cancelled)	Class	Value of shares issued	Discount to market price at issuance?	Issued to.	Reason	Restricted or Unrestricted	Exemption or Registration Type.
08/06/2021	50:1 Reverse Stock Split	(4,605,999,841)	Common	N/A	NO	N/A	50:1 Reverse Stock Split	N/A	N/A
09/13/2021	New Issuance	3,829	Preferred	\$200 Preferred Share (equivalent to \$0.002/Common Share)	NO	Bannor Michael MacGregor	Repayment of loan & assumption of debt	Restricted	Section 4.a.2
11/19/2021	New Issuance	20,000	Common	N/A	NO	Claire Singleton	Advisory Services	Restricted	Section 4.a.2
11/19/2021	New Issuance	2,000	Common	N/A	NO	Robert Martin	Advisory Services	Restricted	Section 4.a.2
11/19/2021	New Issuance	100,000	Common	N/A	NO	Michael Wilson	Advisory Services	Restricted	Section 4.a.2
11/19/2021	New Issuance	20,000	Common	N/A	NO	Philip Quartararo	Advisory Services	Restricted	Section 4.a.2
11/19/2021	New Issuance	20,000	Common	N/A	NO	J. David Dubin	Advisory Services	Restricted	Section 4.a.2
11/19/2021	New Issuance	20,000	Common	N/A	NO	Edward Agabs	Advisory Services	Restricted	Section 4.a.2
11/19/2021	New Issuance	20,000	Common	N/A	NO	Donna Croce	Advisory Services	Restricted	Section 4.a.2
11/19/2021	New Issuance	20,000	Common	N/A	NO	A. John Luessenhop	Advisory Services	Restricted	Section 4.a.2
11/19/2021	New Issuance	20,000	Common	N/A	NO	Ellen Patterson	Advisory Services	Restricted	Section 4.a.2
11/19/2021	New Issuance	1,493,000	Common	N/A	NO	Coggs Hall Insurance Services Inc (1)	Advisory Services	Restricted	Section 4.a.2
05/06/2022	New Issuance	3,000,000	Common	\$300,000/\$0.10 per common share	NO	Bannor Michael MacGregor	Repayment of loan	Restricted	Section 4.a.2
12/28/2022	New Issuance	2,000,000	Common	\$25,000/\$0.0125 per common share	Yes	A. John Luessenhop	Stock Purchase & Assumption of Debt	Restricted	Section 4.a.2
Shares Outstanding on Date of This Report: <u>Ending Balance</u> Date: 03/31/2023 Common: 100,735,159 Preferred: 3,829									

(1) Jonathan Axel is the President of Coggs Hall Insurance Services Inc.

The Board of Directors approved a 50:1 reverse stock split that became effective in the marketplace on August 9, 2021.

Following the reverse stock split, on September 13, 2021, the Company adopted an amendment to the Company's Articles of Incorporation to reduce the number of authorized shares from 4,700,000,000 share of Common Stock at \$0.0001 par value to 1,000,000,000 shares of Common Stock at \$0.0001 par value.

Also, on September 13, 2021, the Company issued 3,829 shares of Preferred Stock to an affiliate as payment in full for: (a.) repayment of loans from an affiliate comprised of principal of \$539,084 and accrued interest of \$30,197 (combined \$569,281) and (b.) a shareholder assuming the loan payable to a note payable to an affiliate comprised of principal of \$186,637 and accrued interest of \$9,871 (combined \$196,508). In aggregate, \$765,789 of loans and accrued interest were converted to 3,829 shares of Preferred Stock.

During November 2021, the Company issued 1,735,000 shares of Common Stock to persons or entities as payment in full for services rendered or to be rendered to the Company.

On March 31, 2022, the Company agreed to exchange \$299,401 in debt obligations to one of the Company's officers and relief from two of the Company's legal services providers in exchange for equity in the form of 3,000,000 common shares valued at \$0.10 per share for an equivalent aggregate value of \$300,000 to be delivered in the second quarter of this year subject only to administrative approval of the price per share by the Company's Valuation Committee (*with \$0.10 per share being the value*). The transaction enabled the Company to retire \$231,901 of debt due and owing to Bannor Michael MacGregor (*producer of BUFFALOED*) and \$67,500 of accrued legal fees. The 3,000,000 common shares were granted to Mr. MacGregor on May 6, 2022.

On November 10, 2022, the Company granted one of the Company's directors the right to purchase 2,000,000 shares of Common Stock in the Company for an aggregate purchase price \$25,000 (\$0.0125 per share) paid to the Company in the form of two components: (i.) a relief of an outstanding account payable of \$12,417 for reimbursement of expenses related to the production of a feature film under development by the Company and (ii.) \$12,583 in cash. Subsequently, on December 28, 2022, Mr. Luessenhop executed his option.

During the fourth quarter of 2022, the Board of Directors granted options to purchase up to 3,810,221 shares of Common Stock, at an exercise price of \$0.0125 per share, to members of the Board of Directors and advisors, subject to the formal creation and implementation of the Company's stock option plan. In January 2023, the Board of Directors and Shareholders approved the American Picture House Corporation 2023 Directors, Employees and Advisors Stock Incentive and Compensation Plan and delivered the option agreements to the recipients.

B. Promissory and Convertible Notes

Indicate by check mark whether there are any outstanding promissory, convertible notes, convertible debentures, or any other debt instruments that may be converted into a class of the issuer's equity securities:

No: ☐ Yes: ☒

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder.	Reason for Issuance (e.g. Loan, Services, etc.)
03/09/2023	\$100,000	\$100,000	\$111	03/09/2024	N/A	Bannor Michael MacGregor (1)	Loan
03/30/2023	\$25,000	\$25,000	\$0	03/30/2024	N/A	Bannor Michael MacGregor (1)	Loan

(1) Mr. MacGregor is the Company's President/CEO.

4) Issuer's Business, Products and Services

- A. American Picture House Corporation *aka* American Picture House Pictures ("APHP") (the "Company") plans to be a premiere entertainment company and is managed by astute financiers and supported by seasoned creatives. The Company plans to partner with top filmmakers, showrunners, and content developers to develop, package, finance, and produce high-quality feature films and shows with broad-market appeal. The Company's management and advisors have relationships with major studios, Streamers, leading talent agencies, and proven foreign sales companies, which will empower the Company to offer A-list creatives (*and convincing up-and-comers*) the opportunity to partner with a financier/producer who values passion and imagination and understands profitability. The Company plans to specialize in mid-budgeted productions where more than 100% of the budget can be collateralized by a film's or show's IP, unsold licensing sales projections, pre-sold licensing contracts, incentive agreements, tax rebates, and grants. The Company's management and advisors will use these assets to limit risk and guarantee greater profitability. The Company will strive to become synonymous with creative ability and financial sophistication.

The Company has optioned IP with the intent to co-finance and co-produce feature films and limited series shows. The Company maintains Master License and is a sublicensee of certain e-motor technologies for the automotive markets in North America. The Company does not anticipate that the underlying e-motor technology will be validated during the foreseeable future.

At present, the Company does not have any employees and has had limited operating results during the preceding two years.

- B. The Company does not have any subsidiaries, parents, or affiliated companies.
- C. The Company will develop, option, and/or license intellectual properties (*e.g., screenplays, technologies, etc.*) for commercialization and distribution, including the right to finance and co-produce feature films and/or limited series shows.

The Company will offer Indie filmmakers, showrunners, and other entertainment industry developers and promoters "A One-Stop Solution" and provide independent content creators a veteran co-finance/producer-partner with which to navigate the film or show making process, from the inception of an idea to the final distribution of the film or show. The Company will collaborate in development, assist with acquisitions, secure intellectual property ("*IP*"), create packaging, procure financing, handle co-production, direct sales and marketing, secure print & advertising, negotiate distribution and output deals, and procure or develop software, leaving the "Creatives" the freedom to make great, commercially viable, films or shows.

The Company may develop, option, and/or license other intellectual property and technologies for commercialization and distribution.

5) Issuer's Facilities

The Company maintains three virtual offices in New York, NY, Raleigh, NC, and Los Angeles, CA.

6) Officers, Directors, and Control Persons

Name of All Officers, Directors, and Control Persons	Affiliation with Company (e.g., Officer Title/Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Names of control person(s) if a corporate entity
Bannor Michael MacGregor (1)	Chairman, CEO, President	Durham, NC	500,000 3,829	Common Preferred (2)	0.469% 100.000%	
Michael Blanchard (3)	Director, Secretary, Treasurer	Littleton, MA	3,670,000	Common	3.643%	
Donald J. Harris	Director	Raleigh, NC	3,117,240	Common	3.094%	
Michael Wilson	Director	Denville, NJ	100,000	Common	0.099%	
Peter Conway (4)	Director	Acton, MA	0	Common	0.000%	
Philip Quartararo	Director	Bell Canyon, CA	20,000	Common	0.020%	
Timothy Battles (5)	Director	Groton, MA	4,430,000	Common	4.398%	
J. David Dubin	Director	New York, NY	20,000	Common	0.020%	
A. John Luessenhop	Director	Amagansett, NY	2,020,000	Common	2.005%	
Noah Morgan Private Family Trust	Shareholder	Orem, UT	31,032,737	Common	30.806%	Bannor Michael MacGregor (1)
Bold Crayon Private Family Trust	Shareholder	Cheyenne, WY	2,933,215	Common	2.912%	Bannor Michael MacGregor (1)
Duncan Morgan LLC	Shareholder	Raleigh, NC	3,000,000	Common	2.978%	Bannor Michael MacGregor (1)
PC2 Consulting	Shareholder	Acton, MA	48,000	Common	0.048%	Peter Conway (4)
North Star Capital PTY	Shareholder	Hampton, AUS	3,500,000	Common	3.474%	Damian Gill (6)
Black Rock Capital PTY	Shareholder	Victoria, AUS	3,000,000	Common	2.978%	Damian Gill (6)
Donald & Janet Gundermann	Shareholder	Palm Beach, FL	6,000,000	Common	5.956%	

- (1) Mr. MacGregor owns 500,000 common shares of the Company which represents 0.496% of the Common Stock of the Company. Mr. MacGregor is a Managing Manager of Hyperion Sprung Private Family Trust Management Company, LLC, trustee of The Noah Morgan Private Family Trust which owns 31,032,737 common shares of the Company which represents 30.806% of the Common Stock of the Company. Mr. MacGregor is a Managing Member and a shareholder of Duncan Morgan LLC which owns 3,000,000 common shares of the Company which represents 2.978% of the Common Stock of the Company. Mr. MacGregor is the Managing Manager of Bold Crayon Private Family Management Company, LLC, trustee of The Bold Crayon Private Family Trust which owns 2,933,215 common shares of the Company representing 2.912% of the Common Stock of the Company. Mr. MacGregor's common shares and the shares of these three entities, in aggregate, hold 37.192% of the Common Stock of the Company.
- (2) Preferred shares are convertible at a ratio of one to one hundred thousand (1 to 100,000) so that each one share of Preferred Stock may be exchanged for one hundred thousand (100,000) Common Stock. Further each share of Preferred Stock shall carry superior voting rights to the Corporation's Common Stock and each share of Preferred Stock shall be counted as one million (1,000,000) votes in any corporate vote.
- (3) Mr. Blanchard is a Managing Member of Ribo Music, LLC a current client of the Company.
- (4) Mr. Conway is a principal of PC2Consulting.
- (5) Mr. Battles is a Managing Member of Ribo Music, LLC a current client of the Company. Mr. Battles also has an option to purchase 2,000,000 shares in the Company from The Bold Crayon Private Family Trust, if such option is executed Mr. Battles' holdings will increase to a total of 6,430,000 shares which equates to a 6.383% of the Common Stock of the Company.
- (6) Upon information and belief, Damian Gill is a director and shareholder of North Star Capital Pty Ltd which owns 3,500,000 common shares of the Company and Black Rock Capital Pty Ltd which owns 3,000,000 common shares of the Company, these two entities, in aggregate, hold 6.452% of the Common Stock of the Company. Mr. Gill is also a director and shareholder in Vastech Holdings Ltd and Intellitech Pty Ltd, the past and present owners, respectively, of the Vastech IMM technology licensed by the Company.

7) Legal/Disciplinary History

A. No persons or entities listed above have, in the past 10 years, been the subject of:

1. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (*excluding traffic violations and other minor offenses*);
2. The entry of an order, judgment, or decree, not subsequently reversed, suspended, or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended, or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities;
3. A finding or judgment by a court of competent jurisdiction (*in a civil action*), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law, which finding, or judgment has not been reversed, suspended, or vacated; or
3. The entry of an order by a self-regulatory organization that permanently or temporarily barred, suspended, or otherwise limited such person's involvement in any type of business or securities activities.

B. Pending Legal Proceeding(s).

Randall S. Sprung v. Bannor Michael MacGregor, Jeffery Katz, and Life Design Station International, Inc. – Supreme Court of New York, County of Kings, Index No.: 504677/2019

This action instituted by Randall Sprung against the Defendants on March 4, 2019, to recover monies he alleges are owed by Defendants (*Counter-Plaintiffs*) pursuant to written agreements to purchase stock and to provide consulting services between the parties. Defendants Bannor Michael MacGregor and Life Design Station International, Inc. ("LDSI") (*Counter-Plaintiffs*) have filed counterclaims to recover damages they have incurred as a direct result of Sprung's failure to properly perform his obligations and duties under the written agreement between the parties. While the case was filed in March 2019, due to the COVID-19 pandemic and the death of the Plaintiff (*see below*) it is still in its infancy.

In February 2022, Plaintiff Sprung passed away. The Court has yet to substitute Plaintiff's estate for Plaintiff as the real party in interest. On August 11, 2022, the Plaintiff's brother, Mr. David Sprung, filed an Administrative Petition to request a decree award Letter of Administration from the Surrogate Court Of the State of New York, County of Kings, which would appoint Mr. David Sprung the Administrator of the estate. The Defendants intend to pursue their counterclaims and to defend against Plaintiff's claims vigorously.

On February 27, 2023, the Surrogate Court of the State of New York held in and for the County of Kings at Brooklyn, New York, ordered and decreed that Letters of Administration be issued to David Sprung appointing David Sprung the administrator of the Randall S Sprung Estate, his brother's estate.

8) Third Party Service Providers

Here are the names, addresses, telephone numbers, and email addresses of the Company's outside providers:

Securities Counsel

Name: Jackson L. Morris, Esq.
Office Address: 3116 W. North A Street, Tampa, FL 33609
Mailing Address: 26 21st Avenue SE, St. Petersburg, FL 33705
Phone: 813-892-5969
Email: jackson.morris@rule144solution.com

Securities Counsel

Name: Law Offices of Gary L. Blum
Office Address: 3278 Wilshire Boulevard, Suite 603, Los Angeles, CA 90010
Mailing Address: 3278 Wilshire Boulevard, Suite 603, Los Angeles, CA 90010
Phone: 213-369-8112
Email: gblum@gblumlaw.com

Auditor

Name: BF Borges CPA PC
Office Address: 5400 W Cedar Ave, Lakewood, CO 80226
Mailing Address: 5400 W Cedar Ave, Lakewood, CO 80226
Phone: 303-953-1454
Email: contact@bfbcpa.us

Investor Relations

The Company does not utilize the services of an investor relations provider at this time and has not utilized one within at least the past two calendar years.

All other means of Investor Communication:

Twitter: http://www.twitter.com/APHP_AmPicHouse
Discord: N/A
LinkedIn: <https://www.linkedin.com/company/american-picture-house-corporation>
Facebook: <https://www.facebook.com/American-Picture-House-560969307387059/>
[Other] N/A

Other Providers

No other service providers assisted, advised, prepared or provided information with respect to this disclosure statement; however, the Company does rely on the following counsels, advisors or consultants or to provided assistance or services to the Company during the reporting period.

Counsel

Name: Harris, Sarratt & Hodges, LLP
Office Address: 1620 Hillsborough Street, Suite 200, Raleigh, NC 27605
Mailing Address: 1620 Hillsborough Street, Suite 200, Raleigh, NC 27605
Phone: (919) 546-8788
Email: dharris@hshllp.com

Counsel

Name: Aldous PLLC
Office Address: 420 Lexington Ave, Suite 300, New York, NY 10170
Mailing Address: P.O. Box 600, Rhinebeck, New York 12572
Phone: 212-856-7281
Email: kaldous@aldouspllc.com

Counsel

Name: Proskauer Rose LLP
Office Address: Eleven Times Square, New York, NY 10036-8299
Mailing Address: Eleven Times Square, New York, NY 10036-8299
Phone: 212-969-3530
Email: mharris@proskauer.com

Consultant

Name: First Line Capital, LLC
Office Address: 270 Grayson Place, Teaneck, NJ 07666
Mailing Address: 270 Grayson Place, Teaneck, NJ 07666
Phone: 212-505-6574 ext. 213
Email: sailingdan6@gmail.com

Accountant

Name: Analyze Accounting LLC
Office Address: 120 Madeira Drive Northeast, Suite 220, Albuquerque, NM 87108
Mailing Address: 120 Madeira Drive Northeast, Suite 220, Albuquerque, NM 87108
Phone: (505) 596-0520
Email: dtuengel@analyzeaccounting.com

Accountant

Name: Hayne Financial Consulting LLC
Office Address: 1135 Kildaire Farm Road, Suite 200, Cary, NC 27511
Mailing Address: 1135 Kildaire Farm Road, Suite 200, Cary, NC 27511
Phone: 919-414-6328
Email: jim.Hayne@haynefc.com

Consultant

Name: MDMW Consulting Corporation
Office Address: 710 Carlyle Street, Woodmere, NY 11598
Mailing Address: 710 Carlyle Street, Woodmere, NY 11598
Phone: 516-851-5112
Email: ericahava@aol.com

Advisor

Name: Tripod Partners LLC
Office Address: 149 Buckskin Road, Bell Canyon, CA 91307
Mailing Address: 149 Buckskin Road, Bell Canyon, CA 91307
Phone: 310-738-3444
Email: philq@philquartararo.com

Advisor

Name: Arif Oktay
Office Address: 211 Battery Point Place, Cary, NC 27513
Mailing Address: 211 Battery Point Place, Cary, NC 27513
Phone: 919-656-4567
Email: ariokytay@gmail.com

Advisor

Name: Sue Melke
Office Address: 13200 Moorpark Street, Suite 101, Sherman Oaks 91423
Mailing Address: 13200 Moorpark Street, Suite 101, Sherman Oaks 91423
Phone: 323-521-8751
Email: suemelke@gmail.com

Advisor

Name: Dori Zuckerman
Office Address: 13200 Moorpark Street, Suite 101, Sherman Oaks 91423
Mailing Address: 13200 Moorpark Street, Suite 101, Sherman Oaks 91423
Phone: 818-404-8032
Email: dorizuckerman@gmail.com

Advisor

Name: Barbara Niven
Office Address: 10241 Donna Avenue, Northridge CA 91324
Mailing Address: 10241 Donna Avenue, Northridge CA 91324
Phone: 818-618-1452
Email: barbara@barbaraniven.com

9) Financial Statements

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

- ☐ IFRS
☒ U.S. GAAP

B. The financial statements for this reporting period were prepared by *(name of individual)*:

Name: Bannor Michael MacGregor
Title: President, CEO, Chairman
Relationship to Issuer: Director and executive officer

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

Mr. MacGregor has 40+ years of general business experience and maintains a strong understanding of proper financial and accounting practices and Mr. MacGregor has prepared these financial statements in accordance with U.S. GAAP.

Index to Financial Statements

- Balance Sheet;
- Statement of Income;
- Statement of Cash Flows;
- Statement of Retained Earnings (*Statement of Changes in Stockholders' Equity*); and
- Financial Notes

AMERICAN PICTURE HOUSE CORPORATION			
Balance Sheets (unaudited)			
			March 31, 2023
ASSETS			
Current Assets			
	Cash and Cash Equivalents	\$	16,639
	Accounts Receivable		235,223
	Prepaid Expenses		15,023
	Other Receivables		249
	Total Current Assets		267,134
Produced and licensed content costs			131,371
IMM Loans Receivable, Net of Allowance of \$366,387			-
	TOTAL ASSETS		398,505
LIABILITIES AND STOCKHOLDERS' DEFICIT			
Current Liabilities			
	Accounts Payable and Accrued Expenses		126,916
	Interest Payable - Related Party		111
	Interest Payable - EIDL Loan		11,674
	Note Payable - Related Party		125,000
	Total Current Liabilities		263,701
Economic Injury Disaster Loan, non-current			149,900
	Total Liabilities		413,601
Stockholders' Deficit:			
	Common Stock		470,673
	Preferred Stock		-
	Additional Paid In Capital		3,221,949
	Accumulated Deficit		(3,707,718)
	Total Stockholders' Deficit		(15,096)
	TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT	\$	398,505
The accompanying notes to the financial statement are an intergral part of this statement.			

AMERICAN PICTURE HOUSE CORPORATION
Statements of Operations (unaudited)

			3 Months Ended March 31, 2023
Consulting revenues			\$ 169,111
Cost of revenues			36,701
			132,410
Operating Expenses:			
General and administrative:			183,603
Total Operating Expenses			183,603
Operating Loss			(51,193)
Other Income (Expense):			
Interest income			741
Interest expense			(1,888)
Bad debt expense			-
Total other income (expense)			(1,147)
Net Loss			\$ (52,340)
The accompanying notes to the financial statement are an integral part of this statement.			

AMERICAN PICTURE HOUSE CORPORATION	
Statements of Cash Flows (unaudited)	
	3 Months Ended March 31, 2023
Cash Flows from Operating Activities:	
Net Loss	\$ (52,340)
Adjustments to Reconcile Net Loss to Net Cash Flows from Operating Activities:	
Change in operating assets and liabilities:	
Accounts Receivable	109,702
Prepaid Expenses	17,838
Other Receivables	98
Receivables - Related Party	70
Accounts Payable and Accrued Expenses	(171,783)
Interest Payable - Related Parties	111
Interest Payable - EIDL Loan	1,386
Deferred Revenue	(35,000)
Net Cash Flows from Operating Activities	(129,918)
Cash Flows from Investing Activities:	
Produced and licensed costs	(10,016)
Net Cash Flows from Investing Activities	(10,016)
Cash Flows from Financing Activities:	
Proceeds from Debt Borrowings - Related Parties	125,000
Net Cash Flows from Financing Activities	125,000
Net Increase in Cash and Cash Equivalents	(14,934)
Cash and Cash Equivalents, Beginning of Period	31,573
Cash and Cash Equivalents, End of Period	\$ 16,639
Non-cash Financing and Investing Activities:	
Conversion of Accrued Expenses into Options to	
Purchase Common Stock	\$ 105,000
The accompanying notes to the financial statement are an intergral part of this statement.	

AMERICAN PICTURE HOUSE CORPORATION							
Statements of Stockholders' Deficit (unaudited)							
	Common Stock		Preferred Stock				
	Shares	Amount	Shares	Amount	Additional Paid In Capital	Accumulated Deficit	Total Stockholders' Deficit
Balance, December 31, 2022	100,735,159	\$ 470,673	3,829	\$ -	\$ 3,116,949	\$ (3,655,378)	\$ (67,756)
Conversion of Accrued Liabilities totaling \$105,000 into options to purchase 1,160,221 shares of Common Stock					105,000		105,000
Net Loss	-	-	-	-	-	(52,340)	(52,340)
Balance, March 31, 2023	<u>100,735,159</u>	<u>\$ 470,673</u>	<u>3,829</u>	<u>\$ -</u>	<u>\$ 3,221,949</u>	<u>\$ (3,707,718)</u>	<u>\$ (15,096)</u>
The accompanying notes to the financial statement are an integral part of this statement.							

American Picture House Corporation

Notes to Financial Statements

For the Quarterly Report Ending March 31, 2023

(unaudited)

Note 1 – Organization and Nature of Business

American Picture House Corporation (“the Company”) was organized on September 21, 2005. On December 4, 2020, the Company changed its name from Life Design Station, Intl. Inc. (“LDSI”) to American Picture House Corporation (“APHP”). The Company changed its state of domicile from Nevada to Wyoming on October 13, 2020.

The Company develops, options, and/or licenses intellectual properties (“IP”) primarily related to the entertainment industry with the intention of producing commercially viable content (*e.g., feature films, shows, etc.*) for distribution to the worldwide market. The Company also provides consulting services (*e.g., management, administrative, etc.*) to customers that develop, option, and/or license IP in the entertainment industry and in other industries.

Note 2 – Summary of Significant Accounting Policies

Basis of Accounting – The accompanying financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America.

Use of Estimates – The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Cash and Cash Equivalents – Cash and cash equivalents consist of cash in bank accounts.

Accounts Receivable – Accounts Receivable – Accounts receivable primarily consist of trade receivables due from customers for consulting services and from fees derived from licensing of IP to content providers worldwide. As of March 31, 2023, approximately 82%, and 14% of accounts receivable were due from two entities. There was no bad debt expense and no allowance for doubtful accounts for the twelve months ended March 31, 2023.

Produced and Licensed Content Costs – Capitalized production costs, whether produced or acquired/ licensed rights are recognized as “Produced and Licensed Content Costs” on the balance sheet. Production costs for content that is predominantly expected to be monetized individually will be amortized based upon the ratio of the current period’s revenues to the estimated remaining total revenues (*Ultimate Revenues*). For film productions, Ultimate Revenues include revenues from all sources that will be earned within ten years from the date of the initial release for theatrical films. The costs of produced and licensed film and TV content are subject to regular recoverability assessments. For content that is predominantly monetized individually, the unamortized costs are compared to the estimated fair value. The fair value is determined based on a discounted cash flow analysis of the cash flows directly attributable to the title. To the extent the unamortized costs exceed the fair value, an impairment charge is recorded for the excess. Also see Note 8.

Revenues and Costs from Services and Products – The Company's revenue comes from contracts with customers for consulting services and from the licensing and distribution of film and other entertainment rights. The Company accounts for a contract with a customer when there is an enforceable contract between the Company and the customer, the rights of the party are identified, the contract has economic substance, and collectability of the contract is considered probable. The Company's revenue is measured based on considerations specified in the contract with each customer. Approximately 77% and 21% of the revenues for the quarter ended March 31, 2023 were derived from two entities.

The cost of services includes only those costs directly related to the services being rendered. For the 2022 period, a majority of the consulting services were performed by management and members of the Board of Directors with no separate compensation due or payable to these individuals.

Deferred Revenue – Deferred revenue represents the amount billed to clients that has not yet been earned, pursuant to agreements entered into in current and prior periods. As of March 31, 2023, the Company had \$0 of deferred revenue.

IMM Technology License and Related Advances and Loans – The Company is the holder of a perpetual Master License to technologies being developed by VASTECH Holdings LTD (U.K. Company Number: 08312665) ("VASTECH") specifically referred to as "Inverse Magnetic Motor", an electric motor technology intended for the automotive industry (the "IMM Technology"). The license covers the North American territories (individually and collectively, the "IMM Target Markets") and is for select target markets including electric vehicles, electric 2/3-wheelers, and medium duty/heavy duty electric vehicles. The license entitles the Company to issue sub-licenses to its licensees and/or key partners. The Master License grants certain rights to the Company including but not limited to the Company having the right to develop its own patents and/or products based on the IMM technology independently and/or with others and to integrate such technologies into motors for sale in the IMM Target Markets. The Company may also pass-along these rights which may be wholly and/or partially assigned to licensees and/or key partners if such is deemed appropriate by the Company. In conjunction with the grant of this license to the Company by VASTECH, the Company in its sole discretion, which may be withheld at any time, shall initially pay up to one million six hundred thousand pounds (£1,600,000) to VASTECH in advances against future licensing royalties ("the IMM Advances"). The IMM Advances will be treated as loans with a maximum term not to exceed one year and will carry an annual interest rate of six percent (6%) (the "Loans") which shall be made by the Company to VASTECH until such time as VASTECH validates its technology sufficiently to the Company, its licensees, and key partners. Acceptance of validation of the technology will be at the sole discretion of the Company which may be withheld for any reason and/or for no reason. If in the event VASTECH does not validate its technology, or the Company does not accept such Validation within one year of making such IMM Advances, such will be considered IMM Loans and will become fully due and payable immediately. VASTECH agrees to immediately repay the Company for all such IMM Advances and/or IMM Loans upon demand from the Company to VASTECH that such repayments must be made. Once the Company accepts validation, the IMM Loans shall convert to IMM Advances; but, not before such acceptance of Validation has been delivered by the Company to VASTECH in writing.

In December 2021, management of the Company determined that the IMM Loans Receivable should be fully reserved by an allowance for uncollectible accounts. Further, the Company has substantial doubt that VASTECH and/or its successors and affiliates will successfully commercialize the licensed technology. The license is carried on the Company's balance sheet at \$0.

Assigned rights to the feature film, BUFFALOED – The Company obtained certain limited rights to the feature film *BUFFALOED*. These rights granted the Company the right to collect \$1,380,000 from the net revenues generated from the worldwide licensing of *BUFFALOED* prior to the distribution of profits (the "*BUFFALOED* Receivable") and a 35% share of the profits generated thereafter. As of December 31, 2022, the Company had recognized \$249,924 of revenue under this arrangement representing the amount

whose collection was deemed probable. No additional amounts were reported as earned during the quarter ended March 31, 2023.

Fair Value Measurements – Current professional accounting guidance applies to all assets and liabilities that are being measured and reported on a fair value basis. Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date in the principal or most advantageous market. The requirements prescribe a fair value hierarchy that has three levels of inputs, both observable and unobservable, with use of the lowest possible level of input to determine fair value. A Level 1 input includes a quoted market price in an active market or the price of an identical asset or liability. Level 2 inputs are market data other than Level 1 inputs that are observable either directly or indirectly including quoted market prices for similar assets or liabilities, quoted market prices in an inactive market, and other observable information that can be corroborated by market data. Level 3 inputs are unobservable and corroborated by little or no market data.

The carrying value amounts of the Company's cash and cash equivalents, accounts and notes receivable, accounts payable and other current liabilities are reasonable estimates of their fair values due to the short-term nature of these instruments.

Valuation of Long Lived Assets – The Company evaluates whether events or circumstances have occurred which indicate that the carrying amounts of long-lived assets (*principally produced and licensed content costs*) may be impaired or not recoverable. The significant factors that are considered that could trigger an impairment review include: changes in business strategy, market conditions, or the manner of use of an asset; underperformance relative to historical or expected future operating results; and negative industry or economic trends. In evaluating an asset for possible impairment, management estimates that asset's future undiscounted cash flows and appraised values to measure whether the asset is recoverable. The Company measures the impairment based on the projected discounted cash flows of the asset over its remaining life.

Income Taxes – Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amount of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered in income. Deferred tax assets are reduced by a valuation allowance if it is more likely than not that the tax benefits will not be realized. Management has evaluated all tax positions that could have a significant effect on the financial statements and determined the Company had no significant uncertain income tax positions at March 31, 2023.

Subsequent Events – In preparing these financial statements, the Company has evaluated events and transactions for potential recognition or disclosure through May 10, 2023 (Note 10).

Note 3 – Liquidity and Going Concern

The Company's financial statements are prepared using account principles generally accepted in the United States ("U.S. GAAP") applicable to a going concern, which contemplates the realization of assets and liquidation of liabilities in the normal course of business. During the quarter ended March 31, 2023, the Company incurred a net loss of \$52,340 and consumed \$129,918 in cash to fund operating activities. As further described in Note 5, during the quarter the Company also borrowed \$125,000 from the Company's CEO. These factors, among others, raise doubt about the Company's ability to continue as a going concern. The accompanying financial statements do not include adjustments to reflect the possible future effects on the recoverability and classification of assets or the amounts and classification of liabilities that may result from an inability of the Company to continue as a going concern.

The Company has a limited operating history, which makes it difficult to evaluate our current business and future prospects.. We expect to incur further losses in the foreseeable future due to costs associated with our business development. There can be no assurance that our operations will ever generate sufficient revenues to fund our continuing operations, or that we will ever generate positive cash flow from

our operations, or that we will attain or thereafter sustain profitability in any future period. To mitigate this situation, the Company has a loan agreement to fund its month-to-month cash flow needs.

Note 4 – Income Taxes

The Company's effective income tax rate is different than what would be expected, if the federal and state statutory rates were applied to income before income taxes, primarily because of certain expenses deductible for financial reporting purposes that are not deductible for tax purposes such as meals and entertainment expenses, net operating loss carryforwards, stock option compensation, etc.

Deferred income taxes reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes.

Net deferred tax assets and liabilities consist of the following components as of March 31, 2023:

	<u>2022</u>
Deferred tax assets:	
Net operating loss carryforward	<u>\$ 208,000</u>
Total deferred tax assets	\$ 208,000
Less valuation allowance	<u>(\$208,000)</u>
Net deferred tax assets	\$ -

At December 31, 2022, the Company has federal and state net operating loss carryforwards of approximately \$56,000 of losses begin to expire in 2037. Beginning in 2018, net operating losses generated for federal purposes will no longer expire. As of December 31, 2022, the amount of federal net operating loss carryforwards that does not expire is approximately \$139,000. Realization of the deferred tax assets is dependent on the Company's ability to generate sufficient taxable income.

Management believes it is more likely than not that none of the deferred tax assets from the net operating losses will be realized and has recorded a valuation allowance for the entire amount of the net deferred tax asset as illustrated above.

Note 5 – Notes Payable

Note Payable – Related Party

During the quarter ended March 31, 2023, the Company borrowed \$105,000 from Mr. MacGregor pursuant to a master loan agreement that is due and payable in March 2024. The master note agreement accrues interest at a rate of 4.4% due and payable in a lump sum upon maturity of the obligation.

Economic Injury Disaster Loan

In March 2021, the Company executed an *Economic Injury Disaster Loan* ("EIDL") secured loan with the U.S. Small Business Administration under the EIDL program in the amount of \$149,900. The loan is secured by all tangible and intangible assets of the Company and payable over 30 years at an interest rate of 3.75% per annum. Installment payment of interest only will begin in September 2023.

Note 6 – Equity

As of March 31, 2023, the Company had 1,001,000,000 shares of capital stock authorized, consisting of 1,000,000,000 shares of Common Stock, par value \$0.0001, and 1,000,000 shares of Preferred Stock, par value \$0.0001.

As of March 31, 2023, there were 100,735,159 shares of Common Stock issued and outstanding and 3,829 shares of Preferred Stock issued and outstanding.

The Common Stock, which has a one share one vote right with no other rights. There are no provisions in the Company's Articles of Incorporation, Articles of Amendment, or By-laws that would delay or prevent a change of control. The Board may from time to time declare, and the Corporation may pay, dividends on its shares in cash, property, or its own shares, except when the Corporation is insolvent, when the payment thereof would render the Corporation insolvent, or when the declaration or payment thereof would be contrary to any other state law restrictions.

The Preferred Stock, which consists of 1,000,000 preferred shares which have the following rights: (i.) a first position lien against all of the Corporation's assets including but not limited to the Corporation's IP ("Intellectual Property"), (ii.) is convertible at a ratio of 1 to 100,000 so that each one share of Preferred Stock may be exchanged for 100,000 Common Stock, (iii.) and that each share of Preferred Stock shall carry superior voting rights to the Corporation's Common Stock and that each share of Preferred Stock shall be counted as 1,000,000 votes in any Corporate vote, and (iv.) and any other benefits as deemed necessary and appropriate at the time of such issuance.

Note 7 – Stock option plan

The American Picture House Corporation 2023 Directors, Employees and Advisors Stock Incentive and Compensation Plan (the "Plan") was established to create an additional incentive to promote the financial success and progress of the Company. The Plan shall be administered by the Board of Directors and may grant options to purchase shares of the authorized but unissued common stock of the Company, which options may be either incentive stock options or nonqualified stock options.

The maximum number of shares of stock which may be issued for stock awards or stock options granted under the Plan at March 31, 2023 is 10,000,000 shares of Common Stock. If any outstanding options expire for any reason, terminate, or forfeit, the shares or share not exercised may again be granted.

The options granted under the Plan expire on the date determined by the Board of Directors and may not extend more than 10 years.

Under the Plan, unless the board specifies otherwise, stock options must be granted at an exercise price not less than the fair value of the Company's common stock on the grant date. The aggregate fair value of incentive stock options held by any optionee shall not exceed \$100,000.

The Board of Directors shall determine the terms and conditions of the options. The vesting requirements of all awards under the Plan may be time or event based and vary by individual grant. The incentive stock options and nonqualified stock options generally become exercisable over a two-year period. Vested and unexercised options may be available to be exercised no later than three months after termination of employment (or such longer period as determined by the Board of Directors).

Included in the 3,810,221 options granted as shown below, on January 1, 2023 the Company converted \$105,000 of accrued consulting fees owed to two officers/Board members into options to purchase 1,160,221 shares of Common Stock at an exercise price of \$0.0125 per share.

	Number of Options	Weighted Average Exercise Price
	Unaudited	Unaudited
Outstanding as of January 1, 2023		
Granted	3,810,221	\$ 0.0125
Forfeited or expired	-	\$ -
Outstanding as of March 31, 2023	3,810,221	\$ 0.0125

Note 8 – Contingencies and uncertainties/COVID-19 Pandemic

Risks and Uncertainties – The Company’s operations are subject to significant risks and uncertainties including financial, operational, and regulatory risks, including the potential risk of business failure. The Company does not have employment contracts with its key employees, including the controlling shareholders who are officers of the Company.

Legal and other matters – In the normal course of business, the Company may become a party to litigation matters involving claims against the Company.

The Company, Bannor Michael MacGregor, and a third party have been named as defendants in a lawsuit brought in the state of New York. This legal action is still pending and the outcome of this litigation is unknown. Management is unable to reasonably estimate the amount of any loss, if any, and therefore no loss accrual has been recorded.

Note 9 – Related Party Transactions

The Company has agreed to indemnify Mr. MacGregor for all legal and professional costs originating from the lawsuit *Randall S. Sprung v. Bannor Michael MacGregor, Jeffery Katz, and Life Design Station International, Inc.* – Supreme Court of New York, County of Kings, Index No.: 504677/2019.

During the quarter ended March 31, 2023, the Company incurred approximately \$30,000 of professional fees to a legal firm affiliated with a member of the Board of Directors. At March 31, 2023, the Company had \$32,000 unpaid to the legal firm.

During the quarter ended March 31, 2023, the Company incurred \$26,000 of consulting services expense to three members of the Board. As of March 31, 2023, the Company has accrued consulting fees payable to one of these directors totaling \$5,000.

During 2022, the Company entered into a services agreement with Ribo Music LLC *aka* Ribo Media (“Ribo Media”) whereby the Company will assist Ribo Media in developing an online media platform which will deliver music and eventually movies directly to consumers via their smart devices for a fee of \$151,250. In October 2022, this agreement was amended to increase the scope of the services to be rendered by the Company by \$35,000 for a total of \$186,250. During the first quarter of 2023, the Company fulfilled its remaining consulting obligations and reported revenue of \$35,000. Michael Blanchard, a director, Secretary/Treasurer and shareholder of the Company and Timothy Battles, a director and shareholder of the Company are both Managing Members and controlling shareholders in Ribo Media.

On November 10, 2022, the Company approved the optioning of *MIDNIGHT’S DOOR* written by Kirsten Elms from Mr. Luessenhop for \$12,700 (*provided the Company produces MIDNIGHT’S DOOR as a feature film and further subject to producer agreements with Luessenhop and MacGregor*). Mr. Luessenhop is a director of the Company and owns 2.005% of the Company. During the quarter ended March 31, 2023, the Company paid \$7,500 to extend this option until February 14, 2024.

On November 10, 2022 and as a result of previous agreement between two of Company’s Shareholders the Company ratified Bold Crayon as a “Designated APHP Content Developer” and approved the purchase of certain assets from Bold Crayon. As noted above, Mr. MacGregor controls Bold Crayon.

Note 10 – Subsequent Events

Management has evaluated subsequent events through the date of these financial statements to which these notes are attached. Except as noted below, management believes that no significant events have occurred subsequent to the balance sheet date that would have a material effect on the consolidated financial statements thereby requiring adjustment or disclosure.

In April 2023, Mr. MacGregor loaned the Company and additional \$30,000 under the master loan agreement at an interest rate of 4.40%. This note is not convertible and matures one year from issuance. As of the date of this filing, the Company is obligated to Mr. MacGregor the aggregate principal amount of \$155,000.

[Section 10) to follow on the next page]

10) Issuer Certification

Principal Executive Officer and Principal Financial Officer:

I, Bannor Michael MacGregor, certify that:

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

May 10, 2023



Bannor Michael MacGregor