



Company Profile

<u>Date:</u>	March 1, 2021
<u>Name:</u>	Tarsin Mobile Inc.
<u>Ticker Symbol:</u>	TMIX
<u>Price Per Share:</u>	<u>No Active Market \$.004</u>
<u>Exchange:</u>	OTC PK
<u>State Incorporated:</u>	Florida
<u>Date Incorporated:</u>	1997
<u>SEC Status:</u>	Operating Company
<u>Authorized:</u>	250,000,000
<u>Issued & Outstanding Preferred Series "A" Super Majority Anti-Dilutive Convertible Voting Preferred</u>	<u>500,000 shares</u>
<u>Series "A":</u>	Voting Preference 350:1
<u>Series "A" Conversion Preference:</u>	7:1
<u>Issued & Outstanding Common:</u>	941,960
<u>Number Shareholders:</u>	226
<u>Issued & Outstanding Series "B" Non-Voting 5% cumulative convertible preferred 1:1 \$1.00 per share conversion price</u>	
<u>Number Series "B" Note Holders:</u>	234
<u>Number of Convertible Series "B" to Common:</u>	15,312,022
<u>Exchange Cautionary Notice:</u>	Our common stock is currently quoted on the over-the-counter market pink sheets with a warning and stop sign as a reminder and warning to buyers and sellers of our common shares that the Company does not report and the stock is thinly traded due to the limited number of shares issued and outstanding.
<u>Common Stock:</u>	941,960 shares of Common, with 25,648 held by 224 shareholders, of which 929,978 are restricted and 11,982 are free trading. On October 31, 2019 the



Company issued 766,312 shares of Common Stock to an Officer and Director Trust to establish control of the 2 classes of stock currently held by 224 shareholders

History & Description of Company

The Company is raising \$1,500,000 in an early “Friends and Family” investment round through the use of its Convertible Series “B” Non-Voting Convertible Notes. The purpose of these funds is to bring the Company compliant, resume trading. The business of the Company is the development of mobile technology platforms with the integration into unique real estate projects.

Our common stock is currently quoted on the over-the-counter market pink sheets with a warning and stop sign as a reminder and warning to buyers and sellers of our common shares that the Company does not report and the stock is thinly traded due to the limited number of shares issued and outstanding. The Company has 250 million shares authorized and has issued 791,960 shares of Common, with 25,648 held by 222 shareholders, of which 778,294 are restricted and 11,982 are free trading. On October 31, 2019 the Company issued 766,312 shares of Common to establish control of the 2 classes of stock currently held by 224 shareholders under the trading symbol TMIX. The Company is a non-reporting, non-compliant company that intends to conduct an S1 filing upon funding on or before March 31, 2021. Management intends to become a reporting and regulatory compliant public Company.

Upon completion of the offering it is the Company’s intention to file with FINRA to move from the OTC markets to the NASDAQ exchange by year end 2021, and to change its name to ADMI Inc. and the company ticker symbol to ADMI or the appropriate ticker symbol as approved by FINRA. ADMI Inc. is a Florida corporation, the web site is <http://admii.com>, and management of the company believes the acquisition of ADMII has the potential to create shareholder value. Upon completion of the FINRA filings the company will offer shares to the public in an S1 offering for the purpose of expansion and growth of ADMII and its affiliated companies.

Tarsin Mobile Inc. was incorporated in the state of Florida on August 7, 1997 under the name of Ginsite Materials, Inc. and operated under that name until September 8, 1999 when the name was changed to Environmental Construction Products International a green sustainable products company. The Company had been operating in the construction products industry until late 2007. On October 26, 2007 the name of the Company was changed to Empire Film Group Inc., to more accurately reflect its focus on multi-media, digital entertainment, film production, distribution, internet media and mobile technology.

In December 2014 the majority shareholders, who together owned 124,590,000 of 243,387,385 shares in then Empire Film Group (ticker EFGU), convened a Board of Directors and Annual Shareholders Meeting. The controlling shareholders holding greater than 54% of the then issued and outstanding common shares of the Company gave their shareholder consent to effect the following changes as significant change of control:

1. (1) Change of control of the Company; (2) Change of name of the Company to more accurately reflect the current business of the Company, consisting of a mobile technology platform and ancillary verticals and real estate development; (3) Change of auditor; (4) Change of business; (5) Change of capital structure; (6) Change of financial condition; (7) Change of Management; (8) Change of Board of Directors; (9) and caused the following actions with regard to our Company: Joseph R. Cellura, our current Chief Executive Officer, Chairman of the Board and Managing Director, was appointed as the Chairman of the Board of Directors and officer of the Company by our former Chairman and CEO Dean Hamilton Bornstein, who resigned as the “controlling person”, officer and director of the Company.
2. As Chairman Mr. Cellura appointed to the Board of Directors Michael Ghiselli as Vice Chairman and Secretary, and the Board currently has an open seat. Control of the Company was then vested in its three (3) member Board of Directors and to Joseph R. Cellura, as the holder of the Series A Super Majority Voting Preferred control stock to expedite the continued development of the Company, its products and services and establish an anti-takeover provision.
3. The Company was directed to seek merger and acquisition candidates in order to promote the best interests of all other shareholders of the Company.



Effective June 3, 2015 the Company filed Amendments to the Articles of Incorporation and By-Laws authorizing a 10,000 : 1 reverse stock split, and the creation of 500,000 shares of Series “A” Super Majority Voting Preferred stock, par value \$0.001 per share, as the "Series A Super Majority Voting Convertible Preferred Stock". This Series “A” has a 350:1 voting preference and the conversion rate of seven shares of Common Stock for each share of Series “A” Convertible Preferred Stock. A Series “B” class of convertible preferred stock (the Series “B”) in the amount of 4,200,000 shares and is convertible on the basis of 1:1 each share of which is entitled to one vote, and to vote as a class with the Common Stock, and the conversion is one share of Common Stock for each share of Series “B” Convertible Preferred Stock.

Effective July 2, 2015 the Company filed Amendments to the Articles of Incorporation and By-Laws and made FINRA filings authorizing the name of the Company be changed to Tarsin Mobile, Inc., to more accurately reflect the business of the Company.

We assumed controlling interest in Tarsin Mobile Inc f/k/a Empire Film Group Inc in early 2015 and proceeded to file with FINRA under the significant change rules change of name, change of control, change of financial condition, change of capital structure and designate the new series of Stock Series “A” super majority voting preferred and the series “B” non-voting convertible preferred for the purpose of acquiring Game2Mobile and Tarsin Inc with the approval of the US Bankruptcy Court in the Northern District, San Jose, California. Tarsin Inc. had a rich history and proven track record in mobile wagering technology which would have complimented Tarsin Mobile’s digital media mobile publishing. In 2012, Tarsin Inc. was the first and only US compan to be approved by the Nevada Gaming Board to mobile publish Sports Connection for Red Rock Casino and Sports Book for Cantor Fitzgerald.

Subsidiary Companies:

Episode 5, Inc. Founded in January 2017 as a private Delaware corporation, it is a development stage company that has been engaged in the real estate development business since its inception, and is a wholly owned subsidiary of TMIX. Episode 5 intends to focus on cornerstone projects it has been engaged in Nashville TN, San Jose CA, Denver CO, Seattle WA and Las Vegas NV upon completion of the S1 filings.

Monumint, Inc. Founded in January 2017 a private Delaware corporation, it is a development stage company that has been engage in technology development meant to be deployed within the real estate projects of Episode 5, and is a wholly owned subsidiary of TMIX.

The Company entered into an Joint Development Agreement with Mojave Gold Corporation (MGC) on June 26, 2017, which expired on June 26, 2020. The agreement called for MGC to raise \$15 million and would receive warrants for 20 million shares of common stock. MGC was never able to raise any of the capital called for in the agreement, no warrants were issued and the agreement expired. On January 2018 TMIX filed a voluntary Bankruptcy petition in the US District Court for the Central District of California Los Angeles, Case Number 2-17-bk-24643-B.B. for the purpose of eliminating any confusion due to the filings of multiple Tarsin entities acquired in the Motorola Bankruptcy in 2008. On January 16, 2018 the Company concluded the Chapter 11 reorganization in the form of a dismissal of the case.

Legal Proceedings

From time to time, in the Company’s ordinary course of our business we may become involved in various lawsuits and legal proceedings. Litigation is subject to inherent uncertainties, and an adverse result in these or other matters may arise which could affect our business. We retain legal counsel to protect our rights and defend and assert our claims made against the Company.

In September 2020, Tarsin Mobile, Inc., (“Tarsin”) and its “subsidiaries” (Episode5, Inc. (EP5), and Monumint, Inc., (“Monumint”) filed a lawsuit in Eighth Judicial District Court of Clark County, Nevada against Alden Lee Hanson a former President of both Tarsin and CEO of EP5 since August 29, 2016. Mr. Hanson was also appointed President of Monumint Inc a wholly owned subsidiary. He was provided Executive Employment Agreements (“EEA’s”) in each



company and appointed to each Board. The EEA's required strict compliance not to compete, not to disclose and not to circumvent the Companies business opportunities.

In the performance of his duties Mr. Hanson was provided access to confidential information concerning Tarsin's existing projects, and over time its new undertakings. Although the Company publicly disclosed some of the information, Mr. Hanson was privy to certain confidential information including the particulars of EP5's joint venture sale and licensing of the QEG-Dow contract, its partnership with Allen Moyer, its Ritz Carlton joint venture, and Monumint's LOI concerning themed museum projects associated the purchase of Lord Cultural Resources subsidiary, Lord Interantional.

In response to these matters, Tarsin's Board began an investigation of Mr. Hanson's conduct based on the discovery he had raised funds withholding the necessary documentation to properly prepare audits and that he and other conflicted individuals had taken advantage of our confidential information; had secretly converted or were attempting to convert to themselves the assets and other opportunities belonging to Tarsin and its subsidiaries.

Faced with the uncertainty of the Company's ability to complete its audit, become compliant and to resume trading, after a failed attempt at mediation, the Board of Directors commenced its Nevada action against Mr. Hansen and other responsible parties. Tarsin and its subsidiaries are claiming wrongful conduct including malicious and tortious interference with contracts and certain relationships as well as claims concerning business disparagement, breach of contract and a breach of Mr. Hanson's fiduciary duty. We are also seeking declaratory relief pursuant to NRCP 57; NRS Chapter 30 mandating-directing Mr. Hanson's to prove and turn over Investor Questionnaires and Financial Statements. The Company is seeking the imposition of a constructive trust over profits and all of the intellectual property related to these projects.

The Company's Directors and Officers CEO Joseph R. Cellura and Michael F. Ghiselli are seeking individual claims of slander per se, intentional infliction of emotional distress for the malicious interference of business ntersts and personal financial loss. For no legitimate reason other than retaliation, in November 2020. Mr. Hanson served a lawsuit filed in Superior Court of the State of California County of Los Angeles-Central District against Tarsin, its subsidiaries and included Mr. Cellura individually and as CEO as well Mr. Ghiselli, individually. The suite also includes claims against Emelia Cellura, Mr. Cellur's wife as an individual, Lord Global Corporation f/k/a Bigfoot Projects Investment, Inc, a Canadian Corporation, and DOES 1 through 20.

Mr. Hansen's complaint alleges that the defendants have Violated California Corporations Code Section 1601, making fraudulent misrepresentation, securities fraud, fraudulent conveyance, breach of fiduciary duty, defamation and defamation per s claims, violation of Business & Professions Code§ 17200, with an accounting and equitable indemnity. Mr. Hanson is seeking unspecified damages.

In our ordinary course of business from July 2019-Ocotber 2019, the Company, though an independent investment advisor Joseph Frontiere received \$1,540,000 and issued convertible notes to various individuals as he directed. The notes are now due. The proceeds were used for general business operations and primarily for our business acquisition, compliance, engaging professionals, travel and entertainment, relocation of executive management and its corporate offices.

At about this time, based on specific financial representations made by him, Mr. Frontiere was hired by Tarsin Mobile Inc. as its Director of Corporate Finance. On July 17, 2019 and added to the Board of Directors. Alexandra Aizenshtadt Mr. Frontiere's fiancée was hired by Tarsin Mobile as its President on July 17, 2019. Ms. Aizenshtadt's employment was contingent upon her ability to obtain federal approval for her to work in the United States.

In an effort to protect its investors from the matters uncovered by the Company's investigation of Mr. Hansen, on September 2019, Tarsin's Board formed a new Nevada company, Lord Global Corporation ("LGC"). The Company transferred the purchase agreement for Lord Cultural Resources from Monumint into ("LGC"). The full Board agreed as intended the purpose was to provide equity for the shareholders and note holders of Tarsin Mobile. A financing



agreement was reached to fund the purchase of Lord Cultural Resources and to take the company public through an existing public entity BigFoot Project Investments, Inc. Frontiere and Aizenshtadt also received executive positions and Board seats in Lord Global Corporation.

In December 2019, after LGC and Cellura took control of Bigfoot through majority ownership of its Preferred and Common shares; after submitting their compliance filings including responses to Cellura's executive questionnaire concerning disclosure of the Hanson claims with FINRA and among other things a name change to Lord Global Corporation, Cellura and Ghiselli discovered fraudulent activity on the part of Frontiere- Aizenshtadt and others including their promised funding for the Lord Cultural Resources project. Although immediate action was undertaken to correct the situation, LGC and CEO Cellura's shares were unlawfully seized by Frontiere by a rogue conversion of his majority stock. In January 2020, both Messrs. Cellura and Ghiselli were unlawfully removed from their executive and Board positions in Lord Global Corporation.

Determined to recover its shareholders' equity Tarsin's Board undertook an extensive investigation to root out their wrongdoing. In July 2020, their notice to Cease and Desist was served on Frontiere-Aizenshtadt and others. In retaliation, intending to silence Lord Global Corporation's legally constituted Board in August 2020 Mr. Cellura, Chet Idziszek, David Fingerhut and Mr. Ghiselli were served a lawsuit filed in the Eighth Judicial District Court of Clark County, Nevada by 27 Health Inc. a successor to Lord Global Corporation. They claimed their control through ownership of illegally designated shares- shares issued to themselves and others, doing so while falsely claiming Messrs. Cellura and Ghiselli committed a fraud by failing to disclose to FINRA Hanson's complaint against Tarsin Mobile and Mr. Cellura. Significantly, although known by Mr. Frontiere, the Hanson complaint was filed in December 2019 and dismissed in January 2020, fully knowing it was never served, Mr. Frontiere falsely claimed Cellura's response to FINRA's officers' questionnaire was a false-fraudulent statement. Mr. Frontiere used it and other claims of fraud to form the basis for removal of Messrs. Cellura and Ghiselli with no evidence presented and in the absence of a proper notice of a Board of Directors meeting. Upon discovery of the omission to FINRA Mr. Cellura advised by formal email while still majority shareholder to cease any further FINRA filings prior to his schedule open heart surgery in May 2020..

Messrs. Cellura, Idziszek, Fingerhut and Ghiselli filed a response and counter claims and are seeking among other things declaratory relief concerning share ownership and control of Lord Global Corporations Board. Among the claims we make are conversion of Tarsin Mobile's asset for their personal benefit and the unlawful removal of Messrs. Cellura, Idziszek, Fingerhut and Ghiselli for the purpose of the hostile takeover of Lord Global Corporation and the loss of the acquisition of Lord Cultural Resources <https://www.lord.ca>, and the public company. The litigation is on-going against the officers and directors but does not include claims not against Tarsin Mobile Inc. or its subsidiary Companies.