

# Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

## GIFA, INC.

Dr Fazil Kucuk Boulevard  
Hamitkoy Junction  
Lefkosa, Northern Cyprus  
Mersin 10, Turkey 99010

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+90 392 611 6000 (Ext339/335)

www.gifainc

info@gifainc.net

7370

### **Annual Report** **For the Period Ending: December 31, 2021** **(the "Reporting Period")**

As of March 24, 2022, the number of shares outstanding of our Common Stock was: 111,931,844.

As of September 30, 2021, the number of shares outstanding of our Common Stock was: 69,931,844.

As of December 31, 2021, the number of shares outstanding of our Common Stock was: 111,931,844.

As of December 31, 2020, the number of shares outstanding of our Common Stock was: 160,931,844.

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

Yes:  No:

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

Yes:  No:

Indicate by check mark whether a Change in Control<sup>1</sup> of the company has occurred over this reporting period:

Yes:  No:

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<sup>1</sup> "Change in Control" shall mean any events resulting in:

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

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

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

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

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

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

Firefish, Inc. April 29, 2008  
GIFA, Inc., as of October 17, 2017

The state of incorporation or registration of the issuer and of each of its predecessors (if any) during the past five years; Please also include the issuer's current standing in its state of incorporation (e.g. active, default, inactive):

Nevada, status: Active

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

None

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

None

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

Dr Fazil Kukuk Boulevard  
Hamitkoy Junction  
Lefkosa, Northern Cyprus  
Mersin 10, Turkey 99010

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

Check box 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?

Yes:  No:

If this issuer or any of its predecessors have been the subject of such proceedings, please provide additional details in the space below.

**2) Security Information**

Trading symbol:	GIFX
Exact title and class of securities outstanding:	Common Stock
CUSIP:	31816P 103
Par or stated value:	\$0.001
Total shares authorized:	500,000,000 as of March 24, 2022
Total shares outstanding:	111,931,844 as of March 24, 2022

Number of shares in the Public Float<sup>2</sup>: 47,554,064 as of March 24, 2022

Total number of shareholders of record: 45 as of March 24, 2022

All additional class(es) of publicly traded securities (if any): N/A

Trading symbol: \_\_\_\_\_  
Exact title and class of securities outstanding: \_\_\_\_\_  
CUSIP: \_\_\_\_\_  
Par or stated value: \_\_\_\_\_  
Total shares authorized: \_\_\_\_\_ as of date: \_\_\_\_\_  
Total shares outstanding: \_\_\_\_\_ as of date: \_\_\_\_\_

#### Transfer Agent

Pacific Stock Transfer Co.  
6725 Via Austi Parkway  
Suite 300  
Las Vegas, NV 89119  
800-785-7782  
[www.pacificstocktransfer.com](http://www.pacificstocktransfer.com)

Is the Transfer Agent registered under the Exchange Act?<sup>3</sup> Yes:  No:

### 3) Issuance History

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

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

#### A. Changes to the Number of Outstanding Shares

Check this box to indicate there were no changes to the number of outstanding shares within the past two completed fiscal years and any subsequent periods:

Shares Outstanding as of Second Most Recent Fiscal Year End: <u>Opening</u> <u>Balance</u> Date: December 31, 2019	*Right-click the rows below and select "Insert" to add rows as needed.
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<sup>2</sup> "Public Float" shall mean the total number of unrestricted shares not held directly or indirectly by an officer, director, any person who is the beneficial owner of more than 10 percent of the total shares outstanding (a "control person"), or any affiliates thereof, or any immediate family members of officers, directors and control persons.

<sup>3</sup> To be included in the Pink Current Information tier, the transfer agent must be registered under the Exchange Act.

Common: <u>160,931,844</u> Preferred: <u>0</u>									
Date of Transaction	Transaction type (e.g. new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to (entities must have individual with voting / investment control disclosed).	Reason for share issuance (e.g. for cash or debt conversion) -OR- Nature of Services Provided	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
September 28, 2021	Cancellation Shares	1,000,000	common	\$.001	No	Individual	Debt	Restricted	<u>4(a)(2)</u>
September 28, 2021	Cancellation Shares	90,000,000	common	\$.001	No	Individual	Debt	Restricted	<u>4(a)(2)</u>
October 26, 2021	New issuance	40,000,000	common	\$.001	No	Individual	Debt	Restricted	<u>4(a)(2)</u>
Shares Outstanding on Date of This Report:  <u>Ending Balance</u>  <u>Ending Balance:</u>  Date: <u>December 31, 2021</u>  Common: <u>109,931,844</u> Preferred: <u>0</u>									

**Example:** A company with a fiscal year end of December 31<sup>st</sup>, in addressing this item for its quarter ended June 30, 2021, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2019 through June 30, 2021 pursuant to the tabular format above.

Use the space below to provide any additional details, including footnotes to the table above:

\_\_\_\_\_

## B. Debt Securities, Including Promissory and Convertible Notes

Use the chart and additional space below to list and describe all outstanding promissory notes, convertible notes, convertible debentures, or any other debt instruments that may be converted into a class of the issuer's equity securities.

Check this box if there are no outstanding promissory, convertible notes or debt arrangements:

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 (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g. Loan, Services, etc.)
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____

Use the space below to provide any additional details, including footnotes to the table above:

\_\_\_\_\_

#### 4) Financial Statements

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

- U.S. GAAP  
 IFRS

B. The financial statements for this reporting period were prepared by (name of individual)<sup>4</sup>:

Name: Berman Hopkins CPAs & Associates, LLP  
Title: CPA  
Relationship to Issuer: Third-part Service Provider

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

- C. Balance Sheet;  
D. Statement of Income;  
E. Statement of Cash Flows;  
F. Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)  
G. Financial notes; and  
H. Audit letter, if audited.

You may either (i) attach/append the financial statements to this disclosure statement or (ii) file the financial statements through OTCIQ as a separate report using the appropriate report name for the applicable period end. ("Annual Report," "Quarterly Report" or "Interim Report").

If you choose to publish the financial statements in a separate report as described above, you must state in the accompanying disclosure statement that such financial statements are incorporated by reference. You may reference the

<sup>4</sup> The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS by persons with sufficient financial skills.

document(s) containing the required financial statements by indicating the document name, period end date, and the date that it was posted to OTCIQ in the field below. Financial Statements must be compiled in one document.

- A. Annual Report – Financial Information and Financial Footnotes – Incorporated by Reference to the Consolidated Financial Statements and Notes thereto for the year ended December 31, 2021 posted separately on OTC Markets on March 29, 2022 under the name Annual Report - CONSOLIDATED FINANCIAL STATEMENTS December 31, 2021 and 2020.

## 5) Issuer's Business, Products and Services

The purpose of this section is to provide a clear description of the issuer's current operations. In answering this item, please include the following:

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

### **Overview**

GIFA, Inc. was incorporated in the State of Nevada on April 29, 2008 under the name "Firefish, Inc." Beginning in September 2017, the Company underwent a series of transactions that resulted in a change of control and a corporate reorganization of the Company. On September 30, 2018, the Company concluded these series of reorganizational transactions by divesting control of a previous wholly-owned subsidiary of the Company (FireFish Networks Private Limited) and acquiring 100% of Gifa Holding Limited, a company organized under the laws of the Turkish Republic of Northern Cyprus.

### ***Gifa, Inc. Business Post-Change of Control and Reorganization (Principal Products and Services)***

After the acquisition of GIFA Holding Limited ("GIFA Holding"), the business of the Company became the business of GIFA Holding. (Unless context indicated otherwise, references to "we", "us", "our", or "the Company" or "GIFA" below refer to GIFA Holding and the Company on a consolidated basis.)

GIFA Holding aims to be a pioneering firm working alongside and in collaboration with variety of international corporations across the globe. It seeks to be a major financing broker & international trading company providing financial & banking services to clients across different continents.

The Company (through GIFA Holding) works with clients to develop sustainable business strategies and to deliver innovative concepts and solutions along the entire value supply demand chain by aiming to improve our clients' performance and market position, from strategy to measurable results.

The Company is always eager to accommodate and facilitate all types of supply and demands requirements, from source (any global locations) to clients, including raw and refined materials, goods and services.

GIFA Inc. (through GIFA Holding) offers a range of comprehensive products and services including, but not limited to, the following:

- i. Financial services and consultancy, brokerage, business loans, project funding, crowdfunding advice and consultancy to private clients (individual and corporate clients).
- ii. Personal and professional business development and investment advice to private clients.
- iii. End-to-End Supply and Demand Chain Management – controlling and coordinating supply of

materials to a wide range of entities that are globally involved in producing and delivering goods and services. GIFA Holding facilitates the supply and delivery of raw materials, finished products, goods, equipment and services shipping and delivery for manufacturers of gas and industrial equipment (i.e. PIPE - Generator – PUMP – Turbine – Valves – Fitting & Flange), manufacturers of agricultural equipment, industrial chemical producers, as well as many other types of businesses.

- iv. Travel & Tourism & Cargo - wide spectrum of activities and services in Transport, Travel, and Tourism, ranging from cargo transportation and logistics to shipping and chartering and from airline representation to corporate and leisure travel.
- v. Media (News and Marketing) - ownership under GIFA Holding of;
  - 1. Yeni Bakis Newspaper
  - 2. Yeni Bakis WebTV
- vi. Grandex Finance Ltd (acquired by GIFA Holding Ltd.) (<https://grandexfinance.com/>)
  - 1. Offers consultancy, one-to-one advice, assistance and support to local businesses as well as opportunity to access international finance.
  - 2. Provides local businesses and individuals small loans

The Company is currently operating and providing services to its' clients from the headquarters of GIFA Holding (Dr Fazil Kucuk Boulevard, Hamitkoy Junction, Lefkosa, Northern Cyprus, 99040). Much of our income and profits are derived from charging commissions on transactions of our clients that we have facilitated through our broad range of services. Our Company takes pride in simplification, harmonization and automation of all international trade procedures, particularly import and export procedures, transit requirements and procedures which are applied at all stages of all import and export transactions.

Along with receiving much recognition for our work in business, supporting small as well as medium to large businesses, we are renowned for having a strong moral compass, strong commitment to corporate social responsibility programs, giving back to the community and taking an environmental corporate social responsibility to reduce any damaging effects on the environment from business' processes.

Over the years, we have built close working relationship with prominent names in politics and media, and has been commended on its generous donations made to charities, fundraising events, sponsorship of athletes, civil society organizations and such activities and events.

GIFA is underpinned by has strong business ethics initiatives such as "Fair Trade" to ensure that a larger share of the final price of products GIFA is involved with provides fair returns to its producers, including farmers.

We pride ourselves in building customer relationships based on trust, respect, transparency and fairness.

***Development of GIFA Token (GIFX) Project – in which the Company has no ownership of at this time***

Mr. Kisa has been financing, and developing the GIFA Token Project (GIFX), a virtual currency Token, since September 2020, under the management and guidance of GIFA Holding Ltd. Mr. Kisa is the 100% owner of GIFX at this time. ***Neither the Company nor GIFA Holding Ltd. has any ownership whatsoever in GIFX at this time.*** Once fully developed and considered a viable business venture, GIFX is intended to be assigned by Mr. Kisa to a special purpose vehicle, that has not yet been formed and that is intended to own GIFX 100%. After formation, it is planned that the special purpose vehicle will be acquired by, and become a subsidiary of GIFA Holding Ltd.

Mr. Kisa has also been financing, and developing the GIFA Exchange Platform, which is intended to serve as a trading platform for the GIFA Token, as a fungible and tradable digital asset, under the management and guidance of GIFA Holding Ltd. Mr. Kisa is the 100% owner of the GIFA Exchange Platform at this time. ***Neither the Company nor GIFA Holding Ltd. has any ownership whatsoever in the GIFA Exchange Platform at this***

**time.** The GIFA Exchange Platform is intended to be assigned by Mr. Kisa to a special purpose vehicle, that has yet to be formed and that is intended to own the GIFA Exchange Platform 100%. After formation, it is planned that the special purpose vehicle will be acquired by, and become a subsidiary of GIFA Holding Ltd.

After the intended acquisition of GIFX and the GIFA Exchange Platform, it is intended that the Company will reimburse Mr. Kisa for all amounts spent by him for the development of GIFX and the GIFA Exchange Platform.

Additionally, after the intended acquisition of GIFX and the GIFA Exchange Platform, we intend to use the GIFA Token in order to help finance and crowdfund real estate projects. Mr. Kisa, with the assistance of GIFA Holding Ltd., has been working with third-party developers, Crypto Marketing and PR Agencies, in order to create, distribute, sell and circulate the GIFA Token through an initial coin offering (ICO) process, which involves a crowdfunding exercise to fund project development and future projects. This has not yet occurred, and is only in the developmental stages.

At this time, no revenue has been generated by either GIFX or the GIFA Exchange Program. However, there is one protocol in place that has been signed at this time.

The protocol process involved reserving a pre-determined number of GIFA Tokens, allocated to a particular real estate project owner, on the basis of the needs of their particular real estate project. We believe that this can enable the real estate project owner to crowdfund the real estate transaction or purpose (eg. construction finance), using GIFA Tokens. In other words, it is intended that people can purchase the GIFA Tokens from the real estate owner in exchange for a stake in the real estate project itself. Once an individual or entity purchases a certain sum of GIFA Tokens from the real estate project owner, the sum of tokens can be transferred to a pre-registered digital GIFA wallet of the purchaser ('Crowdfunder'). The proceeds from the sale are then intended to be transferred to the real estate project owner to finance the construction of their real estate project, with a percentage of the sum received allotted to the GIFA Token Project. The percentage has not yet been decided.

Thus far, Mr. Kisa, under the guidance of GIFA Holding Ltd., has arranged for a 'Protocol Agreement' between GIFA Token (Party 1) AND Stone Arch Retirement Villages Ltd. (Party 2), whereby we have allocated (blocked) 85 million GIFA Tokens. We believe this would enable Party 2, Stone Arch Retirement Villages Ltd., to be able to use the reserved number of pre-agreed GIFA Tokens to raise funding for their project.

Although Protocol (1) has been signed, the real estate project owners of the Project Stone Arch Retirement Villages are yet to complete each stage of their own planning process. However, it is anticipated that the project should be ready for launch in the final quarter of 2022. Until the project is build ready (i.e. the necessary planning requirements are met and clear construction timelines are set), the 'crowdsale' of the GIFA Tokens cannot commence and no funds can be transferred. Notwithstanding, the 85 million GIFA Tokens allocated under Protocol (1) remain on reserve at this time.

Proceeds from such potential sales, if any, are planned to be reflected fully in the future financials of the Company once the GIFA Token Project is operational and fully integrated into the overall GIFA Holding Ltd. group structure as further described above.

The White Paper, together with our business plan and marketing strategy, has been prepared by private crypto consultants and blockchain development experts and we believe that it demonstrates how we plan on achieving optimal results once the GIFA Token Project is fully developed and ready for launch.

The GIFA Exchange Platform is intended to offer users (located in jurisdictions where the platform may legally operate) Crypto exchange and trading services, for the GIFA Token, as well as other Crypto tokens and Crypto

coins. We believe that users will benefit from such tools as with trade portfolios, risk management, market analytics and reporting tools. We believe it can be ready and fully operational by early August 2022.

Each user and subscriber to the GIFA Token and GIFA Exchange Platform must satisfy know-your-customer (“KYC”) and anti-money laundering (“AML”) requirements. Considering the ever-changing regulatory reality facing the digital currency space, our company will seek to ensure that necessary compliance measures and protocols are accounted for and implemented prior to launch.

Once fully developed, it is planned that the GIFA Exchange Platform will only be made available in jurisdictions, which satisfy a full review of legal and regulatory regimes, on a country and state level (as applicable). In the United States, for example, we have considered the legal and regulatory framework for digital currencies overseen by the U.S. Securities and Exchange Commission (SEC), the U.S. Commodity Futures Trading Commission (CFTC), the Financial Crimes Enforcement Network (FinCEN), the Office of Foreign Asset Control (OFAC) of the U.S. Treasury Department, as well as federal banking regulators.

We are continuously observing and learning how different nations approach token, coin and exchange regulations, and staying up-to-date on any upcoming legislations which could alter our compliance obligations in each prospective jurisdiction. On March 9, 2022, President Biden signed an executive order on cryptocurrencies entitled “Ensuring Responsible Development of Digital Assets” and issued with an accompanying fact sheet, regarding the U.S. government’s strategy for digital assets, defined to include cryptocurrencies and other forms of exchange that are recorded on the blockchain. Citing the need for the federal government to address the role of digital assets in the financial system, the executive order represents the first whole-of-government approach to the benefits and risks of digital assets. It is a general policy statement that reflects the views of the administration, as opposed to a specific proposal for regulation. While the executive order did not mandate any specific regulations, it instructs various federal agencies to consider potential regulatory measures, including the evaluation of the creation of a U.S. Central Bank digital currency. Accordingly, depending on the rules, regulations and laws stemming from this executive order, it may have a substantive effect on our current and planned operations. Digital assets currently face an uncertain regulatory landscape in not only the United States, but also abroad. Future changes to existing regulations or entirely new regulations may affect our business in ways it is not presently possible for us to predict with any reasonable degree of reliability, but such change could be substantial and adverse to us.

There can be no assurance that the foregoing plans regarding GIFX or the GIFA Exchange Program can be completed as planned or at all.

**B. Please list any subsidiaries, parents, or affiliated companies.**

Gifa, Inc. has one direct, wholly-owned subsidiary, which is GIFA Holding Limited. In addition, GIFA Holding Limited has a number of all majority-owned and controlled subsidiaries of the Company.

Gifa Holding Limited’s consolidated subsidiaries, each of which is located in Turkish Republic of Northern Cyprus (“TRNC”), are:

- *Grandex Finance Ltd.:* Offers consultancy, one-to-one advice, assistance and support to local businesses as well as opportunity to access international finance.
- *Gifa Consulting Limited:* The principal business activity of this company is to assist its clients in the preparation of their business plans in support of their financing applications.

- *Gifaland Theme Park Limited*: The objective of this company is to construct and manage a theme park. Currently the company is completing the construction of the Group's headquarters.
- *Gifa Retirement Homes Limited*: This company is currently involved in two major projects: (i) A complex aimed at constructing and managing a complex with medical facilities for advanced aged living (ii) A children's hospital (pediatrics)
- *Gifa Nektar Import & Export Limited*: This Company is currently negotiating with a manufacturer of citrus fruit juice producer with the intent of exporting the products.
- *Grandex Finance Ltd.* as its wholly-owned subsidiary.
- *Yeni Bakis Ltd. was incorporated in TRNC on October 6, 2014 for the purpose of producing the "Yeni Bakis" daily newspaper.*
- *Gifa Air Ltd. was incorporated in TRNC on December 15, 2014 for the purpose of providing travel agency services.*
- *Gifa Green Island Finance Ltd. is a dormant entity.*
- *HSB Corporation Consultants Ltd., an entity that provides consulting services.*
- *GIFA Petroleum Ltd.*

C. Describe the issuers' principal products or services.

See above.

## 6) Issuer's Facilities

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

In responding to this item, please clearly describe the assets, properties or facilities of the issuer, give the location of the principal plants and other property of the issuer and describe the condition of the properties. If the issuer does not have complete ownership or control of the property (for example, if others also own the property or if there is a mortgage on the property), describe the limitations on the ownership.

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

We do not own any property, real or otherwise. Our principal office is located at Dr Fazil Kucuk Boulevard, Hamitkoy Junction, Lefkosa, Northern Cyprus, Mersin 10, Turkey 99010, which serves as our principal headquarters and is owned by GIFA Holding. Our primary operations are conducted from this location.

On October 21, 2017, the Company entered into a Sale Agreement to purchase land and buildings on approximately 2,025 square meters located in Hamitkoy, Lefkosa, for the purchase price of £2,000,000. During 2017, £100,000 deposit was paid. However, because the subject matter real estate is mortgaged by the seller, the case is referred to the local courts and a decision was made for the mortgage to be paid at the latest by June 7, 2018 and that the Company is to pay for the purchase £2,030,000 (\$2,743,501 U.S. Dollars) including interest.

As of December 31, 2021 the mortgage on the subject property still remains outstanding and the seller is in the process of selling another property to settle all outstanding debts. Once settled, the title deeds of the said property will be transferred to the name of the Company. At present, the Company's right of ownership is by way of an 'Official Sale Purchase Agreement'.

As of December 31, 2021, the breakdown of expenditure on real estate was as follows:

- Purchase price \$2,555,876

- Capitalized interest \$175,692
- Construction cost \$9,006,482

During the three months ended December 31, 2021, we did not invest in real estate mortgages, nor did we invest in any securities of, or interests in persons engaged in real estate activities.

## 7) Company Insiders (Officers, Directors, and Control Persons)

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

Using the tabular format below, please provide information, as of the period end date of this report, regarding any person or entity owning 5% or more of any class of the issuer's securities, as well as any officer, and any director of the company, or any person that performs a similar function, regardless of the number of shares they own. **If any insiders listed are corporate shareholders or entities, provide the name and address of the person(s) beneficially owning or controlling such corporate shareholders, or the name and contact information (City, State) of an individual representing the corporation or entity in the note section.**

As of December 31, 2021, the persons or entities owning 5% or more of any class of the Company's securities, as well as any officer, and any director of the company, or any person that performs a similar function, was as follows:

Name of Officer/Director or Control Person	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	Note
<u>Yusuf Kisa</u>	CEO, Sole Director, President, Principal Financial Officer	Dr Fazil Kucuk Boulevard Hamitkoy Junction Lefkosa, Northern Cyprus Mersin 10, Turkey 99010	0	N/A	0	
Aygun Antas	Secretary	Dr Fazil Kucuk Boulevard Hamitkoy Junction Lefkosa, Northern Cyprus Mersin 10, Turkey 99010	40,000,000	N/A	36.386%	

## 8) Legal/Disciplinary History

A. Please identify whether any of the 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);

N/A

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;

N/A

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

N/A

4. 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.

N/A

- B. Describe briefly any material pending legal proceedings, other than ordinary routine litigation incidental to the business, to which the issuer or any of its subsidiaries is a party or of which any of their property is the subject. Include the name of the court or agency in which the proceedings are pending, the date instituted, the principal parties thereto, a description of the factual basis alleged to underlie the proceeding and the relief sought. Include similar information as to any such proceedings known to be contemplated by governmental authorities.

On July 9, 2021, the President and a Director of our Company, Yusuf Kisa, was arrested by TRNC Police and charged with violating a newly amended law No 43/2020 (Law on Leasing, Factoring and Financing Companies and the Prevention of Usury) & the Law No 62/2017 (Banking Law of The TRNC) requiring all companies to ensure their memorandum of articles of association and all of their publications (online or offline) were in compliance with the mentioned laws and regulations.

It was considered by the authorities that both the GIFA Holding Limited and Grandex Finance Ltd were non-compliant with the aforementioned laws.

While the Company generally is responsive to changes in TRNC, our accountant who is generally responsible for overseeing such matters had recently suffered a stroke leading up to this period and had to spend significant time at a rehabilitation hospital.

Following the arrest of Mr. Kisa, Mr. Kisa was requested to attend a court hearing on July 12, 2021. The TRNC Lefkosa District Court ordered that all necessary applications considered as violation of the relevant laws (as stated above) be corrected within 45 days of the date of the order (July 13th, 2021). Such changes include, among other things, amendments to both Gifa Holding Limited and Grandex Finance Ltd's articles of association.

Mr. Kisa was ordered to be released upon provision of surety bond on the same date.

Gifa Holding Limited and Grandex Finance Ltd have formally adopted the necessary amendments requested by the court. Mr. Kisa has now confirmed to the courts that he has fully complied with and fulfilled all obligations of the lawful order of the court and is now waiting for the dismissal of the case.

**9) Third Party Providers**

Please provide the name, address, telephone number and email address of each of the following outside providers:

Securities Counsel

Laura Anthony, Esq.  
Anthony L.G., PLLC  
625 N. Flagler Drive, Ste, 600  
West Palm Beach, FL 33401 561-514-0936  
Email: [LAnthony@AnthonyPLLC.com](mailto:LAnthony@AnthonyPLLC.com)

Accountant or Auditor

Berman Hopkins CPAs & Associates, LLP  
8035 Spyglass Hill Rd  
Melbourne, Florida 32940  
(321) 757-2020 [INFO@BERMANHOPKINS.COM](mailto:INFO@BERMANHOPKINS.COM)

Investor Relations

**(N/A)**

Name: \_\_\_\_\_  
Firm: \_\_\_\_\_  
Address 1: \_\_\_\_\_  
Address 2: \_\_\_\_\_  
Phone: \_\_\_\_\_  
Email: \_\_\_\_\_

Other Service Providers

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

Name: \_\_\_\_\_  
Firm: \_\_\_\_\_  
Nature of Services: \_\_\_\_\_  
Address 1: \_\_\_\_\_  
Address 2: \_\_\_\_\_  
Phone: \_\_\_\_\_  
Email: \_\_\_\_\_

**10) Issuer Certification**

*Principal Executive Officer:*

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

The certifications shall follow the format below:

I, Yusuf Kisa certify that:

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

March 29, 2022

/s/ Yusuf Kisa

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

*Principal Financial Officer:*

I, Yusuf Kisa certify that:

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

March 29, 2022

/s/ Yusuf Kisa

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