

# **Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines**

## **GIB CAPITAL GROUP, INC.**

555 W. 5th Street, 35FL  
Los Angeles, California 90013

323-410-7848  
website: under construction  
hchoe@cckcpas.com  
SIC Code 5190

### **Quarterly Report**

**For the period ending December 31, 2022 (the “Reporting Period”)**

#### **Outstanding Shares**

The number of shares outstanding of our Common Stock was:

500,197 shares of common stock as of December 31, 2022, and 500,197 shares of common stock as of April 11, 2024, respectively.

500,197 shares of common stock as of June 30, 2022.

#### **Shell Status**

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

Yes: ☒ No: ☐

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

Yes: ☐ No: ☒

#### **Change in Control**

Indicate by check mark whether a Change in Control<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.

**The current name of the Issuer is GIB Capital Group, Inc.**

**Prior names used:** From August 27, 2020, the name of this Issuer was changed to GIB Capital Group, Inc.; from October 12, 2004, to August 27, 2020, the name of the Issuer was: Xinhua China Limited; from inception to October 12, 2004, the name of the Issuer was: Camden Mines, Limited.

Current State and Date of Incorporation or Registration: **Incorporated in the State of Nevada on September 14, 1999.**

Standing in this jurisdiction: (e.g. active, default, inactive): **Active**

Prior incorporation information for the issuer and any predecessors during the past five years:

**None.**

Describe any trading suspension orders issued by the SEC or FINRA 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.**

Address of the issuer's principal executive office:

**555 W. 5th Street, 35FL, Los Angeles, California 90013**

Address of the issuer's principal place of business:

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

**N/A**

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

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

**On February 28, 2019, Corporate Compliance, LLC filed an application for custodianship pursuant to NRS 78.347. The Eighth Judicial District Court of Clark County, Nevada granted custodianship over Xinhua China Ltd. to Corporate Compliance, LLC on January 23, 2020. On August 27, 2020, the Company changed its name to GIB Capital Group, Inc. its current name.**

**2) Security Information**

**Transfer Agent**

Name: Pacific Stock Transfer Co., Inc.

Phone: 702-361-3033

Email: info@pacificstocktransfer.com

Address: 6725 Via Austi Parkway, Suite 300, Las Vegas, Nevada 89119

**Publicly Quoted or Traded Securities**

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

Trading symbol:	<b>GIBX</b>
Exact title and class of securities outstanding:	<b>Common Stock</b>
CUSIP:	<b>98416Y107</b>
Par or stated value:	<b>\$ .00001</b>
Total shares authorized:	<b>500,000,000</b> as of date: April 11, 2024
Total shares outstanding:	<b>500,197</b> as of date: April 11, 2024
Total number of shareholders of record:	<b>36</b> as of date: April 11, 2024

**Other classes of authorized or outstanding equity securities:**

*The goal of this section is to provide a clear understanding of the share information for its other classes of authorized or outstanding equity securities (e.g. preferred shares). Use the fields below to provide the information, as applicable, for all other authorized or outstanding equity securities.*

Exact title and class of the security:	<b>Series A Preferred Stock</b>
CUSIP (if applicable):	<b>N/A</b>
Par or stated value:	<b>\$ .00001</b>
Total shares authorized:	<b>1,000,000</b> as of date: April 11, 2024
Total shares outstanding (if applicable):	<b>1,000,000</b> as of date: April 11, 2024
Total number of shareholders of record	<b>Four (4)</b> as of date: April 11, 2024

**Security Description:**

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

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

The holders of the Company's common stock are entitled to one vote per share on all matters submitted to a vote of the shareholders, including the election of directors. Generally, all matters to be voted on by shareholders must be approved by a majority (or, in the case of election of directors, by a plurality) of the votes entitled to be cast by all shares of our common stock that are present in person or represented by proxy. Except as otherwise provided by law, amendments to the Company's Articles of Incorporation generally must be approved by a majority of the votes entitled to be cast by all outstanding shares of the Company's common stock. The Company's Article of Incorporation does not provide for cumulative voting in the election of directors. Holders of the Company's common stock will be entitled to such cash dividends as may be declared from time to time by the Board from funds available. Holders of the Company's common stock have no preemptive rights to purchase shares of the Company's common stock. The issued and outstanding shares of the Company's common stock are not subject to any redemption provisions and are not convertible into any other shares of the Company's capital stock. Upon liquidation, dissolution or winding up, the holders of the Company's common stock will be entitled to receive pro rata all assets available for distribution to such holders. The Company has never declared or paid any cash dividends on its common stock.

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

Series A Preferred Stock. The Company has designated 1,000,000 shares of preferred stock as Series A Preferred Stock. The Series A Preferred Stock has voting rights of 1,000 votes for each share held.

**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.**

There have been no material modifications to rights of holders of the company's securities that occurred over the reporting period covered by this report.

### 3) Issuance History

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

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

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

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

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

Shares Outstanding as of Second Most Recent Fiscal Year End: Opening Balance Date <u>June 30, 2021</u> Common: <u>500,197</u> Preferred: <u>1,000,000</u>					*Right-click the rows below and select "Insert" to add rows as needed.				
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.
Shares Outstanding on Date of This Report: Ending Balance: Date: <u>April 11, 2024</u> Common: <u>500,197</u> Preferred: <u>1,000,000</u>									

**Example:** A company with a fiscal year end of December 31st, in addressing this item for its Annual Report, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2021 through December 31, 2022 pursuant to the tabular format above.

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

#### 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: ☐ (If yes, you must complete the table below)

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

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.)

**\*\*\*Control persons for any entities in the table above must be disclosed in the table or in a footnote here.**

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

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

The purpose of this section is to provide a clear description of the issuer's current operations. (Ensure that these descriptions are updated on the Company's Profile on [www.otcm Markets.com](http://www.otcm Markets.com)).

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

The Company has no business operations. The Company is currently evaluating several business opportunities.

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

None.

**C. Describe the issuer's principal products or services.**

See information included in Section 4(A), which is incorporated herein.

**5) Issuer's Facilities**

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

In responding to this item, please clearly describe the assets, properties or facilities of the issuer, 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.

**The Company's management provides office space to the Company at no charge..**

**6) Officers, Directors, and Control Persons**

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

In addition, list all individuals or entities controlling 5% or more of any class of the issuer's securities.

If any insiders listed are corporate shareholders or entities, provide the name and address of the person(s) beneficially owning or controlling such corporate shareholders, or the name and contact information (City, State) of an individual representing the corporation or entity. Include Company Insiders who own any outstanding units or shares of any class of any equity security of the issuer.

*The goal of this section is to provide investors 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 owners.*

Beneficial Owners.							
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
Marcos Chow Lam		CEO, Director	North Las Vegas, Nevada	-0-	Common Stock	0%	See Note A below.
				316,700	Series A Preferred Stock	31.67%	
Hokon Choe		CFO, Treasurer, Director	Valencia, California	-0-	Common Stock	0%	See Note A below.
				316,700	Series A Preferred Stock	31.67%	
Visman Chow		Secretary, Director	Pasadena, California	-0-	Common Stock	0%	See Note A below.
				316,700	Series A Preferred Stock	31.67%	
Note A	The Series A Preferred Stock has voting rights of 1,000 votes for each share held.						

**7) Legal/Disciplinary History**

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

1. Been the subject of an indictment or conviction in a criminal proceeding or plea agreement or named as a defendant in a pending criminal proceeding (excluding minor traffic violations);

**None**

2. Been the subject of the entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, financial- or investment-related, insurance or banking activities;

**None**

3. Been the subject of a finding, disciplinary order or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, a state securities regulator of a violation of federal or state securities or commodities law, or a foreign regulatory body or court, which finding or judgment has not been reversed, suspended, or vacated;

**None**

4. Named as a defendant or a respondent in a regulatory complaint or proceeding that could result in a "yes" answer to part 3 above;

**None**

5. Been the subject of an order by a self-regulatory organization that permanently or temporarily barred, suspended, or otherwise limited such person's involvement in any type of business or securities activities.

**None**

6. Been the subject of a U.S Postal Service false representation order, or a temporary restraining order, or preliminary injunction with respect to conduct alleged to have violated the false representation statute that applies to U.S mail.

**None**

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

**None.**

**8) Third Party Service Providers**

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

Securities Counsel (must include Counsel preparing Attorney Letters)

Name: Eric Newlan, Esq.  
Newlan Law Firm, PLLC  
Address 1: 2201 Long Prairie Road, Suite 107-762  
Address 2: Flower Mound, Texas 75022  
Phone: 940-367-6154  
Email: eric@newlanpllc.com

Accountant or Auditor

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

Investor Relations

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

*All other means of Investor Communication:*

Twitter: N/A  
Discord: N/A  
LinkedIn: N/A  
Facebook: N/A  
Instagram: N/A

Other Service Providers

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

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

**9) Disclosure & Financial Information**

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

Name: **Eric Newlan**  
Title: **Managing Member, Newlan Law Firm, PLLC**  
Relationship to Issuer: **Outside Counsel**

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

☐ IFRS  
☒ U.S. GAAP

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

Name: **Hokon Choe**

Title: **Chief Financial Officer**

Relationship to Issuer: **Officer and Director of the Company**

Describe the qualifications of the person or persons who prepared the financial statements<sup>(5)</sup>: **Mr. Choe is a licensed CPA in the State of California.**

Provide the following qualifying financial statements:

- Audit letter, if audited;
- Balance Sheet;
- Statement of Income;
- Statement of Cash Flows;
- Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)
- Financial Notes

**Financial Statement Requirements:**

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

[ CERTIFICATION PAGE FOLLOWS ]

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<sup>5</sup> The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS and by persons with sufficient financial skills.



## 10) Issuer Certification

### *Principal Executive Officer:*

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

The certifications shall follow the format below:

I, Marcos Chow Lam, certify that:

1. I have reviewed this Disclosure Statement for **GIB Capital Group, 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.

Dated: April 11, 2024

/s/ Marcos Chow Lam  
Chief Executive Officer

### *Principal Financial Officer:*

I, Hokon Choe, certify that:

1. I have reviewed this Disclosure Statement for **GIB Capital Group, 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.

Dated: April 11, 2024

/s/ Hokon Choe  
Chief Financial Officer

**GIB CAPITAL GROUP, INC.**  
**Unaudited Balance Sheets**

	<u>12/31/22</u>	<u>6/30/22</u>
<b>ASSETS</b>		
CURRENT ASSETS		
Cash	\$ 2,018	\$ 2,063
Total current assets	<u>2,018</u>	<u>2,063</u>
TOTAL ASSETS	<u>\$ 2,018</u>	<u>\$ 2,063</u>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
LIABILITIES		
Current liabilities		
Accounts payable	\$ 5,831	\$ 2,774
Due to related party	<u>20,499</u>	<u>11,249</u>
Total current liabilities	<u>26,330</u>	<u>14,023</u>
TOTAL LIABILITIES		
STOCKHOLDERS' DEFICIT		
Series A Preferred stock, \$0.00001 par value, 1,000,000 shares authorized, and 1,000,000 shares issued and outstanding at December 31, 2022, and June 30, 2022, respectively	10	10
Common stock, \$0.00001 par value, 500,000,000 shares authorized, 500,197 shares issued and outstanding at December 31, 2022, and June 30, 2022, respectively	5	5
Additional paid-in capital	13,243,690	13,243,690
Accumulated deficit	<u>(13,268,017)</u>	<u>(13,255,665)</u>
Total stockholders' deficit	<u>(24,312)</u>	<u>(11,960)</u>
TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT	<u>\$ 2,018</u>	<u>\$ 2,063</u>

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

**GIB CAPITAL GROUP, INC.**  
**Unaudited Statements of Operations**

	For the Three Months Ended December 31,		For the Six Months Ended December 31,	
	2022	2021	2022	2021
Revenue	\$ ---	\$ ---	\$ ---	\$ ---
Total revenue	---	---	---	---
Expenses				
Legal fees	---	---	11,507	2,500
General and administrative expenses	45	33,807	845	59,164
Total operating expenses	45	33,807	12,352	61,664
Loss from operations	(45)	(33,807)	(12,352)	(61,664)
Net loss	<u>\$ (45)</u>	<u>\$ (33,807)</u>	<u>\$ (12,352)</u>	<u>\$ (61,664)</u>
Net profit (loss) per common share				
Basic	<u>\$ (0.00)</u>	<u>\$ (0.07)</u>	<u>\$ (0.02)</u>	<u>\$ (0.12)</u>
Diluted	<u>\$ (0.00)</u>	<u>\$ (0.07)</u>	<u>\$ (0.02)</u>	<u>\$ (0.12)</u>
Weighted average number of common shares outstanding:				
Basic	<u>500,197</u>	<u>500,197</u>	<u>500,197</u>	<u>500,197</u>
Diluted	<u>500,197</u>	<u>500,197</u>	<u>500,197</u>	<u>500,197</u>

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

**GIB CAPITAL GROUP, INC.**  
**Unaudited Statement of Changes in Stockholders' Deficit**  
**For the Six Months Ended December 31, 2021**

	Preferred Stock				Common Stock		
	Shares	Amount	Shares	Amount	Additional Paid-in Capital	Accumulated Deficit	Total Stockholder's Deficit
Balance at June 30, 2021	1,000,000	\$ 10	500,197	\$ 5	\$ 13,087,671	\$(13,165,038)	\$ (77,352)
Net loss	---	---	---	---	---	(33,807)	(33,807)
Balance at September 30, 2021	1,000,000	10	500,197	5	13,087,671	(13,198,845)	(111,159)
Net loss	---	---	---	---	---	(27,857)	(27,857)
Balance at December 31, 2021	1,000,000	\$ 10	500,197	\$ 5	\$ 13,087,671	\$(13,226,702)	\$ (139,016)

**GIB CAPITAL GROUP, INC.**  
**Unaudited Statement of Changes in Stockholders' Deficit**  
**For the Six Months Ended December 31, 2022**

	Preferred Stock		Common Stock		Additional Paid-in Capital	Accumulated Deficit	Total Stockholder's Deficit
	Shares	Amount	Shares	Amount			
Balance at June 30, 2022	1,000,000	\$ 10	500,197	\$ 5	\$ 13,243,690	\$(13,255,665)	\$ (11,960)
Net loss	---	---	---	---	---	(12,307)	(12,307)
Balance at September 30, 2022	1,000,000	10	500,197	5	13,243,690	(13,267,972)	(24,267)
Net loss	---	---	---	---	---	(45)	(45)
Balance at December 31, 2022	1,000,000	\$ 10	500,197	\$ 5	\$ 13,243,690	\$(13,268,017)	\$ (24,312)

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

**GIB CAPITAL GROUP, INC.**  
**Unaudited Statements of Cash Flows**

	<u>Six Months Ended 12/31/22</u>	<u>Six Months Ended 12/31/21</u>
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Net loss	\$ (12,352)	\$ (61,664)
Adjustments to reconcile net loss to net cash used in operating activities:		
Increase (decrease) in accounts payable	<u>3,057</u>	<u>914</u>
Net cash used in operating activities	(9,295)	(60,750)
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Proceeds from related party	<u>9,250</u>	<u>60,750</u>
Net cash provided by financing activities	9,500	60,750
Net increase (decrease) in cash, cash equivalents and restricted cash	(45)	---
Cash, cash equivalents and restricted cash at beginning of period	<u>2,063</u>	<u>2,063</u>
Cash, cash equivalents and restricted cash at end of period	<u><u>\$ 2,018</u></u>	<u><u>\$ 2,063</u></u>
<b>SUPPLEMENTAL DISCLOSURE OF INTEREST AND INCOME TAXES PAID:</b>		
Interest paid	<u><u>\$ ---</u></u>	<u><u>\$ ---</u></u>
Income taxes paid	<u><u>\$ ---</u></u>	<u><u>\$ ---</u></u>

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

**GIB CAPITAL GROUP, INC.**  
**Notes to Unaudited Financial Statements**  
**December 31, 2022**

**NOTE 1 - ORGANIZATION AND DESCRIPTION OF BUSINESS**

GIB Capital Group, Inc. (the “Company”) was incorporated in the State of Nevada on September 14, 1999, as Camden Mines Limited. On October 12, 2004, the Company changed its name to Xinhua China Ltd. On February 28, 2019, Corporate Compliance, LLC filed an application for custodianship pursuant to NRS 78.347. The Eighth Judicial District Court of Clark County, Nevada granted custodianship over Xinhua China Ltd. to Corporate Compliance, LLC. On August 27, 2020, the Company changed its name to GIB Capital Group, Inc., its current name.

**NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

*Basis of Presentation*

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

*Use of Estimates*

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America 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.

*Concentration of credit risk*

Financial instruments which potentially subject the Company to concentration of credit risk consist of cash deposits and customer receivables. The Company maintains cash with various major financial institutions. The Company performs periodic evaluations of the relative credit standing of these institutions. To reduce risk, the Company performs credit evaluations of its customers and maintains reserves when necessary for potential credit losses.

*Cash and cash equivalents*

We consider all highly liquid securities with original maturities of three months or less when acquired to be cash equivalents. There were no cash equivalents as of December 31, 2022, and June 30, 2022.

*Stock-based Compensation*

We account for equity-based transactions with nonemployees under the provisions of ASC Topic No. 505-50, Equity- Based Payments to Non-Employees (“ASC 505-50”). ASC 505-50 establishes that equity-based payment transactions with nonemployees shall be measured at the fair value of the consideration received or the fair value of the equity instruments issued, whichever is more reliably measurable. The fair value of common stock issued for payments to nonemployees is measured at the market price on the date of grant. The fair value of equity instruments, other than common stock, is estimated using the Black-Scholes option valuation model. In general, we recognize the fair value of the equity instruments issued as deferred stock compensation and amortize the cost over the term of the contract.

We account for employee stock-based compensation in accordance with the guidance of FASB ASC Topic 718, Compensation-Stock Compensation, which requires all share-based payments to employees, including grants of employee stock options, to be recognized in the financial statements based on their fair values. The fair value of the equity instrument is charged directly to compensation expense and credited to additional paid-in capital over the period during which services are rendered.

*Net Loss per Share*

Net income (loss) per common share is computed pursuant to section ASC 260-10-45 of the FASB Accounting Standards Codification. Basic net income (loss) per common share is computed by dividing net income (loss) by the weighted average number of shares of common stock outstanding during the period. Diluted net income (loss) per common share is computed by dividing net income (loss)

by the weighted average number of shares of common stock and potentially outstanding shares of common stock during the period. The weighted average number of common shares outstanding and potentially outstanding common shares assumes that the Company incorporated as of the beginning of the first period presented the Company's diluted loss per share is the same as the basic loss per share for the quarters ended December 31, 2022, and December 31, 2021, as the inclusion of any potential shares would have had an anti-dilutive effect due to the Company generating a loss.

#### Fair value of financial instruments

The Company follows paragraph 825-10-50-10 of the FASB Accounting Standards Codification for disclosures about fair value of its financial instruments and paragraph 820-10-35-37 of the FASB Accounting Standards Codification ("Paragraph 820-10-35-37") to measure the fair value of its financial instruments. Paragraph 820-10-35-37 establishes a framework for measuring fair value in accounting principles generally accepted in the United States of America (U.S. GAAP), and expands disclosures about fair value measurements. To increase consistency and comparability in fair value measurements and related disclosures, Paragraph 820-10-35-37 establishes a fair value hierarchy which prioritizes the inputs to valuation techniques used to measure fair value into three (3) broad levels. The fair value hierarchy gives the highest priority to quoted prices (unadjusted) in active markets for identical assets or liabilities and the lowest priority to unobservable inputs. The three (3) levels of fair value hierarchy defined by Paragraph 820-10-35-37 are described below:

Level 1: Quoted market prices available in active markets for identical assets or liabilities as of the reporting date.

Level 2: Pricing inputs other than quoted prices in active markets included in Level 1, which are either directly or indirectly observable as of the reporting date.

Level 3: Pricing inputs that are generally unobservable inputs and not corroborated by market data.

The carrying amount of the Company's financial assets and liabilities, such as cash, prepaid expenses and accrued expenses approximate their fair value because of the short maturity of those instruments. The Company's payables approximate the fair value of such instruments based upon management's best estimate of interest rates that would be available to the Company for similar financial arrangements at December 31, 2022, and June 30, 2022.

The Company does not have any assets or liabilities measured at fair value on a recurring or a non-recurring basis as of December 31, 2022, and June 30, 2022.

#### Income Taxes

We follow ASC 740-10-30, which requires recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the financial statements or tax returns. Under this method, deferred tax assets and liabilities are based on the differences between the financial statement and tax bases of assets and liabilities using enacted tax rates in effect for the fiscal year in which the differences are expected to reverse. Deferred tax assets are reduced by a valuation allowance to the extent management concludes it is more likely than not that the assets will not be realized. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the fiscal years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in the Statements of Income in the period that includes the enactment date.

#### Recent Accounting Pronouncements

The Company has reviewed all recently issued accounting pronouncements and plans to adopt those that are applicable to it. The Company does not expect the adoption of any other pronouncements to have an impact on its results of operations or financial position.

### **NOTE 3 - GOING CONCERN**

The accompanying financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. The Company had an accumulated deficit at December 31, 2022, of \$13,68,017. The Company requires capital for its contemplated operational and marketing activities. The Company's ability to raise additional capital through the future issuances of common stock is unknown. The obtainment of additional financing, the successful development of the Company's contemplated plan of operations, and its transition, ultimately, to the attainment of profitable operations are necessary for the Company to continue operations. These conditions and the ability to successfully resolve these factors raise substantial doubt about the Company's ability to continue as a going concern. The financial statements of the Company do not include any adjustments that may result from the outcome of these uncertainties.

#### **NOTE 4 - STOCKHOLDERS' EQUITY**

The Company is authorized to issue an aggregate of 500,000,000 common shares with a par value of \$0.00001 per share and 1,000,000 shares of Series A preferred stock with a par value of \$0.00001 per share.

On August 4, 2020, the Board of Directors authorized a one for one thousand (1:1,000) reverse stock split which became effective on August 27, 2020. All share amounts contained in the accompanying financial statements reflect this reverse split.

#### **NOTE 5 - RELATED PARTY TRANSACTIONS**

During the three months ended September 30, 2020, Soon Hua Tham, the Company's Chief Executive Officer, paid expenses on behalf of the Company totaling \$10,000.

During the year ended June 30, 2021, Soon Hua Tham, the Company's Chief Executive Officer, paid expenses on behalf of the Company totaling \$78,269.

During the three months ended September 30, 2021, Soon Hua Tham, the Company's Chief Executive Officer, paid expenses on behalf of the Company totaling \$27,300.

During the three months ended December 31, 2021, Soon Hua Tham, the Company's Chief Executive Officer, paid expenses on behalf of the Company totaling \$33,450.

As of April 1, 2022, the Company had a due to related party payable to Mr. Soon Hua Tham totaling \$139,019. On April 1, 2022, the \$139,019 was forgiven in full by Mr. Soon Hua Tham and the Company recorded the resulting gain as additional paid-in capital.

#### **NOTE 6 - CHANGE IN CONTROL**

On April 1, 2022, the Company and its majority shareholder, Mr. Soon Hua Tham, entered into a privately negotiated transaction and change in control with Marcos Chow Lam, an individual and former independent board member and former audit committee lead for GIB Capital Group Inc. The Board of Directors, with Marcos Chow Lam abstaining from voting, believed the transaction was in the best interests of the Company and ratified the decision to enter into an Agreement for a change in control. The majority shareholder, entered his votes for a change in control with Marcos Chow Lam and pursuant to the change in control, Kian Pang "KP" Choong, resigned as an independent director and audit committee member, along with Marcos Chow Lam who resigned as an independent director and audit committee lead, Lim Poh Chu, who resigned as a director, and Tong Yoong Kua, who resigned as Chairman of the Board. Their resignations were not due to any disagreements or matters related to the Company's operations, policies, or practices.

Effective on the same date, the majority shareholder, Mr. Soon Hua Tham, elected Marcos Chow Lam as the President, Chief Executive Officer and Chief Financial Officer and sole director of the Company and transferred his 1,000,000 shares of Series A Preferred Stock for \$0.30 cents per share. This represented the control block of GIB Capital Group Inc. Following this private stock purchase agreement Mr. Soon Hua Tham held no shares of capital stock in the Company.

In addition, effective on the same date, the Company accepted the resignations from Soon Hua Tham as the Company's President, Chief Executive Officer and Chief Financial Officer. Soon Hua Tham held no shares of the Company following his resignation and the transaction.

#### **NOTE 7 - SUBSEQUENT EVENTS**

##### *Change in Control*

Effective September 22, 2023, Marcos Chow Lam, the Company's then-control person, sold 666,666, or 66.66%, of his 1,000,000 shares of Series A Preferred Stock to Hokon Choe (333,333 shares) and Visman Chow (333,333 shares), resulting in a change in control of the Company. In conjunction with such change in control, on September 25, 2023, Messrs. Choe and Chow were appointed as directors and officers of the Company, resulting in the management of the Company being as follows:

<u><b>Name</b></u>	<u><b>Offices</b></u>
Marcos Chow Lam	Director and Chief Executive Officer
Hokon Choe	Director, Chief Financial Officer and Treasurer
Visman Chow	Director and Secretary



Other

Management has evaluated subsequent events through April 11, 2024.