

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

WorldCap Solutions, Inc. (Formerly China Solar & Clean Energy Solutions, Inc.)

A Nevada Corporation
1540 International Parkway, Suite 2000
Lake Mary, FL, 32746

Company Telephone: 407-907-6644
Company Email: info@worldcap.co
SIC Code: 3433

Quarterly Financial Report

For the Period Ending: September 30, 2019

As of November 14, 2019, the number of shares outstanding of our Common Stock was:

55,233,652. Once FINRA processes 1 for 100 reverse split then outstanding shares will be **552,293.**

As of September 30, 2019, the number of shares outstanding of our Common Stock was:

55,233,652

As of November 14, 2019, the number of shares outstanding of our Preferred Stock was:

0

As of September 30, 2019, the number of shares outstanding of our Preferred Stock was:

0

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 Control¹ of the company has occurred over this reporting period:

Yes: ☒ No: ☐

¹ "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 of the issuer and its predecessors (if any)

In answering this item, please also provide any names used by predecessor entities in the past five years and the dates of the name changes.

The current name of the issuer is WorldCap Solutions, Inc., listed below are the dates of any predecessor entities for the past five years and their names:

June 14, 2019 to Present	WorldCap Solutions, Inc.
November, 2007 to June 14, 2019	China Solar & Clean Energy

Date and state (or jurisdiction) of incorporation (also describe any changes to incorporation since inception, if applicable)
Please also include the issuer's current standing in its state of incorporation (e.g. active, default, inactive):

The Company was incorporated in the State of Nevada on March 21, 1983. The Company as of November 14, 2019 is active.

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

Yes: ☒ No: ☐

On October 12, 2017, the District Court for Clark County, Nevada, entered an order appointing a custodian for the issuer.

2) Security Information

Trading symbol:	<u>CSOL</u>	
Exact title and class of securities outstanding:	<u>Common</u>	
CUSIP:	<u>16943E105</u>	
Par or stated value:	<u>\$0.001</u>	
Total shares authorized:	<u>1,000,000,000</u>	as of date: <u>Sept. 30, 2019</u>
Total shares outstanding:	<u>55,233,652</u>	as of date: <u>Sept. 30, 2019</u>
Number of shares in the Public Float ² :	<u>8,261,414</u>	as of date: <u>Sept. 30, 2019</u>
Total number of shareholders of record:	<u>2,503</u>	as of date: <u>Sept. 30, 2019</u>
Trading symbol:	<u>N/A</u>	
Exact title and class of securities outstanding:	<u>Preferred</u>	
CUSIP:	<u>16943E888</u>	
Par or stated value:	<u>\$0.001</u>	
Total shares authorized:	<u>25,000,000</u>	
Total shares outstanding:	<u>0</u>	
Number of shares in the Public Float ² :	<u>0</u>	
Total number of shareholders of record:	<u>0</u>	

Transfer Agent

Name: Securities Transfer Corporation

Phone: +1-469-633-0101

Email: SZhang@stctransfer.com

² "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.

Is the Transfer Agent registered under the Exchange Act?³ Yes: ☒ No:

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

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:

On June 25, 2019 the Board of Directors and the majority shareholder of the Company approved a (and filed the corresponding "Articles of Amendment" with the State of Nevada on August 7, 2019) one hundred (100) to one (1) reverse stock split in which any fractional shares shall be rounded up and any shareholders who will own less than one (1) share following the reverse stock split will be paid in cash for that fractional share instead of being rounded up to one (1) share and will no longer be a shareholder of the Company.

The Company has filed the foregoing changes with FINRA, and has noted that FINRA will not effectuate the changes at this time as a result of the Company not being current with its SEC filings upon filing the form 15-12G on August 9, 2019. As a result, the Company is in the process of attempting to get the prior year SEC filings up to date which will require annual audited financial statements beginning with the fiscal year ended 12/31/11 until 12/31/18 and filing all corresponding 10-K and 10-Q reports with the SEC.

Selected Listings Inc. Transaction

On August 8, 2019, WorldCap Solutions Inc. acquired Selected Listings Inc, a Florida-based finance company that creates listing solutions that meets the client's specific needs, for 150,000,000 shares of the Company's common stock.

On September 27, 2019, all the transaction was rescinded and the shares were returned to treasury.

DGE Management Inc. Transaction

On August 8, 2019, WorldCap Solutions Inc. acquired DGE Management Services Inc., a Florida corporation formed in August 2017 to manage securitization structures which have borrowers in the US and Canada, for 150,000,000 shares in the Company's common stock.

On September 27, 2019, all the transaction was rescinded and the shares were returned to treasury.

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: ☐

Number of Shares outstanding as of December 31, 2016	<u>Opening Balance:</u>								
	Common: <u>15,233,652</u>		*Right-click the rows below and select "Insert" to add rows as needed.						
	<u>Preferred: 0</u>								
	—								
Date of Transaction	Transaction type (e.g. new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or canceled)	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 (if applicable)	Restricted or Unrestricted as of this filing?	Exemption or Registration Type?
May 10, 2019	New Issuance	40,000,000	Common	\$0.001	Yes	Richard Angelo DiBiase	Debt Conversion	Restricted	N/A
Shares Outstanding on Sept. 30, 2019	Ending Balance: Common: 55,233,652 Preferred: 0								

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

B. Debt Securities, Including Promissory and Convertible Notes

Use the chart and additional space below to list and describe any issuance of promissory notes, convertible notes or convertible debentures **in the past two completed fiscal years and any subsequent interim period.**

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	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)⁴:

Name: Bruce Harmon
Title: Accountant
Relationship to Issuer: Accountant

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

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. Financial notes; and
- G. 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 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 statement information is considered current until the due date for the subsequent report (as set forth in the qualifications section above). To remain qualified for Current Information, a company must post its Annual Report within 90 days from its fiscal year-end date and Quarterly Reports within 45 days of each fiscal quarter-end date.

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")

As of September 30, 2019, the Company is in the process of identifying an acquisition target.

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.

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 office suite is located at 1540 International Parkway Suite 2000, Lake Mary, FL, 32746.

7) 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 regarding any person or entity owning 5% or more of the issuer, as well as any officer, and any director of the company, regardless of the number of shares they own.

If any 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 of an individual representing the corporation or entity in the note section.

Officers and Directors:

Richard Angelo Di'Biase:

Richard has over 15 years of experience in financial markets. He has successfully managed a nine-figure diversified portfolio while conducting thorough company research and advanced analytics. Richard currently manages an extensive global network of marketing specialists, brokers, and market makers which gives WorldCap the ability to trade stocks for company's listed on a vast array of internationally recognized stock exchanges. He has a strong track record of identifying a number of start-ups that have yielded significant returns. One of which was an import and export company where he led the division that oversaw the issuance of credit facilities and bank letters of credit with valuations in excess of over \$75 million to \$100 million. He also oversaw the purchase and distribution of over \$250 million in product sales by the third year in business. While under the leadership of Mr. Di'Biase, the company had growth of 100% - 250% annually in product sales and revenues. During his tenure there, he learned how to structure the financing of very large international deals and that is where he realized the real revenue potential of being on the financing end of transactions. As a past consultant to many CEO's of publicly traded technology companies, he gained a unique perception for analyzing information. This has allowed him to prepare plans best suited to individual clients' requirements; as well as, providing clients with information on new and existing products and services. By communicating complex information to clients, directly and efficiently, he has been able to bridge the gap of knowledge for his clients to maximize their options. In addition, he has helped them to assess the relative merits of different plans.

Control Persons

Listed below are the shareholders holding 5% or more of the issued and outstanding shares of the company as at September 30, 2019 based on a total issued and outstanding of **55,233,652** shares of common stock issued.

Name of Officer/Director and Control Person	Affiliation with Company (e.g. Officer/Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Note
Richard Angelo Di'Biase	Director & Officer	Lake Mary, FL	40,000,000	Common Shares	72.42%	
Deli Du	Owner of more than 5%	New York, NY	5,186,225	Common Shares	9.39%	

8) Legal/Disciplinary History

A. Please identify whether any of the persons 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);

None of the persons listed above have been convicted in a criminal proceeding or named as a defendant in a pending criminal proceeding.

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;

None of the persons listed above is party to an order, judgment, or decree that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities.

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

None of the persons named above are a party to any 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.

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.

None of the persons named above are a party to any order by a self-regulatory organization that permanently or temporarily barred, suspended, or otherwise limited their involvement in any type of business or securities activities.

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.

There are no known legal proceedings as of the date of this filing to which the issuer or any of its subsidiaries is a party or of which any of their property is a subject.

9) Third Party Providers

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

Securities Counsel

Name:	Chase Chandler, Esq.
Firm:	<u>Brunson Chandler & Jones, PLLC</u>
Address 1:	175 S. Main Street, Suite 1410
Address 2:	Salt Lake City, UT 84111
Phone:	+1 (801)-303-5772
Email:	<u>chase@bcjlaw.com</u>

Accountant or Auditor

Name: Bruce Harmon
Firm: Lakeport Business Services, Inc.
Address 1: 410 Caymus St
Address 2: Kennedale, Texas 76060
Phone: 239-699-9082
Email: lakeportbusinessservices@gmail.com

Investor Relations Consultant

None

Other Service Providers

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

None

10) Issuer Certification

Principal Executive and Financial Officer:

I, Richard Angelo Di'Biase certify that:

1. I have reviewed this quarterly disclosure for the fiscal quarter ended September 30, 2019 of WorldCap Solutions, 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, (i.e. the Quarterly Report – Q3 – Fiscal Year 2019, posted on the OTC Disclosure & News Service), 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.

November 14, 2019

/s/ Richard Angelo Di'Biase

President and Chief Executive Officer
(Principal Executive and Financial Officer)