

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

## **Carefree Group, Inc.**

111 NE 1st Street 8th Floor #8959  
Miami, FL 33132

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1-516-867-4010  
<http://carefreegroupinc.com>  
[info@carefreegroupinc.com](mailto:info@carefreegroupinc.com)  
6719

## **Annual Report**

For the period ending December 31, 2022 (the "Reporting Period")

### **Outstanding Shares**

The number of shares outstanding of our Common Stock was:

172,397,408 as of December 31, 2022

164,397,408 as of December 31, 2021

### **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:

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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.

Yes:  No:

**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.

Carefree Group, Inc.  
Synesi, Inc. (through October 2007)

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):

Delaware – in good standing

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:

*Carefree Lifestyle, Inc.*

The Company operated as a Shell Company until November 1, 2022, when the Company's subsidiary, Carefree Lifestyle, Inc., a Florida Company operating under the Lifestyle Division of the Company acquired assets, began revenue generating operations, and incurred operating expenses following the pursuit of its business plan as a luxury lifestyle assets rental company.

*Red 23 Holdings, Inc, DBA, Port City Coffee Roasters.*

On December 7, 2022, by written consent of the Board of Directors, the Company acquired Red 23 Holdings, Inc, DBA, Port City Coffee Roasters, a New Hampshire Corporation ("Port City"). Port City was wholly purchased by the Company by way of a Share Exchange Agreement, whereby Company exchanged 3,000,000 shares of Company common stock for ownership of Port City and all of its assets. Port City is a fully operational coffee roasting company, located at 801 Islington St., Portsmouth, New Hampshire 03801.

Due to the foregoing operations of the Company's subsidiaries in the fiscal year ended 2022, the Company is now a non-shell, operating company pursuing its business plan, and no longer meets the definition of a Shell Company as defined in Rule 405 under the Securities Act and Rule 12b-2 under the Exchange Act.

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

111 NE 1<sup>st</sup> Street  
8<sup>th</sup> Floor #8959  
Miami, FL 33132

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

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

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

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

## 2) Security Information

### Transfer Agent

Name: Signature Stock Transfer, Inc.  
Phone: (972) 612-4120  
Email: [info@signaturestocktransfer.com](mailto:info@signaturestocktransfer.com)  
Address: 16802 Addison Road, Suite #247  
Addison, Texas 75001

### 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: CRFU  
Exact title and class of securities outstanding: Common  
CUSIP: 14169Q209  
Par or stated value: .00001

Total shares authorized: 200,000,000 as of December 31, 2022  
Total shares outstanding: 172,397,408 as of December 31, 2022  
Number of shares in the Public Float<sup>2</sup>: 29,521,408 as of December 31, 2022  
Total number of shareholders of record: 48 as of December 31, 2022

*All additional class(es) of publicly quoted or traded securities (if any):*

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: \_\_\_\_\_  
Total number of shareholders of record: \_\_\_\_\_ as of date: \_\_\_\_\_

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: \_\_\_\_\_  
Total number of shareholders of record: \_\_\_\_\_ as of date: \_\_\_\_\_

**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:	Preferred A
CUSIP (if applicable):	
Par or stated value:	<u>0.0001</u>
Total shares authorized:	10,000,000 as of date: December 31, 2022
Total shares outstanding (if applicable):	1,000,000 as of date: December 31, 2022
Total number of shareholders of record (if applicable):	1 as of date: December 31, 2022

Exact title and class of the security:	
CUSIP (if applicable):	_____
Par or stated value:	_____
Total shares authorized:	_____ as of date: _____
Total shares outstanding (if applicable):	_____ as of date: _____
Total number of shareholders of record (if applicable):	_____ as of date: _____

**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 Common Stock shall have voting rights such that each share of Common Stock duly authorized, issued and outstanding shall entitle its holder to one vote. Notwithstanding any provision of this Certificate of Incorporation to the contrary, the affirmative vote of a majority of all the votes entitled to be cast on the matter shall be sufficient, valid and effective, after due authorization, approval or advice of such action by the Board of Directors, as required by law, to approve and authorize the following acts of the Corporation: (i) any amendment of this Certificate of Incorporation; (ii) the merger of the Corporation into another corporation or the merger of one or more other corporations into the Corporation; (iii) the sale, lease, exchange or other transfer of all, or substantially all, of the property and assets of the Corporation, including its goodwill and franchises; (iv) the participation by the Corporation in a share exchange (as defined in Delaware General Corporation Law); and (v) the voluntary or involuntary liquidation, dissolution or winding-up of or the revocation of any such proceedings relating to the Corporation. A shareholder of the Corporation shall not be entitled to a preemptive or preferential right to purchase, subscribe for, or otherwise acquire any unissued or treasury shares of stock of the Corporation, or any options or warrants to purchase, subscribe for or otherwise acquire any such unissued or treasury shares, or any shares, bonds, notes, debentures, or other securities convertible into or carrying options or warrants to purchase, subscribe for or otherwise acquire any such unissued or treasury shares. The shareholders shall not be entitled to cumulative voting rights.

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

Subject to the rights of the holders of any shares of any series of preferred stock (or any similar stock) ranking prior and superior to the Series A Preferred Stock with respect to dividends, the holders of shares of Series A Preferred Stock, in preference to the holders of Common Stock, par value \$0.00001 per share (the "Common Stock"), of the Corporation, and of any other junior stock, shall be entitled to receive, when, as and if declared by the Board of Directors out of funds legally available for the purpose, quarterly dividends payable in cash. The Corporation shall declare a dividend or distribution on the Series A Preferred Stock as provided in the first paragraph of this section immediately after it declares a dividend or distribution on the Common Stock ( other than a dividend payable in shares of Common Stock); provided that, in the event no dividend or distribution shall have been declared on the Common Stock during the period between any Quarterly Dividend Payment Date and the next subsequent Quarterly Dividend Payment Date, a dividend of \$1.00 per share on the Series A Preferred Stock shall nevertheless be payable on such subsequent Quarterly Dividend Payment Date. The Board of Directors may fix a record date for the determination of holders of shares of Series A Preferred Stock entitled to receive payment of a dividend or distribution declared thereon, which record date shall be not more than 60 days prior to the date fixed for the payment thereof. Each share of Series A Preferred Stock shall entitle the holder thereof to one hundred (500) votes on all matters submitted to a vote of the stockholders of the Corporation. Except as otherwise provided herein, in any other Certificate of Designations creating a series of preferred stock or any similar stock, or by law, the holders of shares of Series A Preferred Stock and the holders of shares of Common stock and any other capital stock of the Corporation having general voting rights shall vote together as one class on all matters submitted to a vote of stockholders of the Corporation. Each share of Series A Preferred Stock shall be convertible into ten (1) shares of Common Stock, at the option of the holder, at any time and from time to time, by notice of conversion.

Upon any liquidation, dissolution or winding up of the Corporation, no distribution shall be made (1) to the holders of shares of stock ranking junior (either as to dividends or upon liquidation, dissolution or winding up) to the Series A Preferred Stock unless, prior thereto, the holders of shares of Series A Preferred Stock shall have received \$10 per share, plus an amount equal to accrued and unpaid dividends and distributions thereon, whether or not declared, to the date of such payment, provided that the holders of shares of Series A Preferred Stock shall be entitled to receive an aggregate amount per share, subject to the provision for adjustment hereinafter set forth, equal to the aggregate amount to be distributed per share to holders of shares of Common Stock, or (2) to the holders of shares of stock ranking on a parity (either as to dividends or upon liquidation, dissolution or winding up) with the Series A Preferred Stock, except distributions made ratably on the Series A Preferred Stock and all such parity stock in proportion to the total amounts to which the holders of all such shares are entitled upon such liquidation, dissolution or winding up.

In case the Corporation shall enter into any consolidation, merger, combination or other transaction in which the shares of Common Stock are exchanged for or changed into other stock or securities, cash and/or any other property, then in any such case each share of Series A Preferred Stock shall at the same time be similarly exchanged or changed into an amount per share, subject to the provision for adjustment hereinafter set forth, equal to ten (10) times the aggregate amount of stock, securities, cash and/or any other property (payable in kind), as the case may be, into which or for which each share of Common Stock is changed or exchanged.

The shares of Series A Preferred Stock shall not be redeemable.

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

None, other than above.

**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.**

None.

**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: <u>Opening Balance</u> Date <u>12/31/20</u> <u>39,397,408</u> Common: Preferred: <u>0</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.  *You must disclose the control person(s) for any entities listed.	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.
6-17-2021	New Issuance	1,000,000	Preferred Series A	.0001	No	Paul Brunelle	Compensation for services as President	Restricted	Rule 144
9-10-2021	New issuance	125,000,000	Common	.00001	No	Paul Brunelle	Compensation for services as President	Restricted	Rule 144
3-13-2022	New Issuance	2,000,000	Common	.096	No	Leland Holdings LLC (Arnold Avery Allemang – Managing Member)	Cash/private placement	Restricted	Rule 144
4-20-2022	New Issuance	1,400,000	Common	.795	Yes	Leland Holdings LLC (Arnold Avery Allemang – Managing Member)	Cash/private placement	Restricted	Rule 144
4-26-2022	New Issuance	400,000	Common	.792	Yes	RB Capital Partners Inc.	Cash/private placement	Restricted	Rule 144
4-29-2022	New Issuance	200.000	Common	.70	Yes	LLC Seafield Brothers Holdings LLC (Robert Haag)	Cash/private placement	Restricted	Rule 144
6-15-2022	New Issuance	100,000	Common	.51	Yes	Miles Venzara	Cash/private placement	Restricted	Rule 144

6-16-2022	New Issuance	100,000	Common	.50	Yes	John R McClure	Cash/private placement	Restricted	Rule 144
6-21-2022	New Issuance	200,000	Common	.53	Yes	Parick Michael Hanecak	Cash/private placement	Restricted	Rule 144
6-22-2022	New Issuance	200,000	Common	.59	Yes	Chanpen Nakha	Cash/private placement	Restricted	Rule 144
11-11-2022	New Issuance	400,000	Common	.04	No	IRTH Communication s LLC (Andrew Haag)	Services contract	Restricted	Rule 144
12-08-2022	New Issuance	3,000,000	Common	.03	No	Derek Laborie	Exchange for purchase of Red 21 Inc / Port City Coffee	Restricted	Rule 144

Shares Outstanding on Date of This Report:

Ending	Balance
<u>Ending Balance:</u>	
Date <u>12/31/22</u>	Common:
<u>172,397,408</u>	
	Preferred: <u>1,000,000</u>

**Example:** A company with a fiscal year end of December 31<sup>st</sup>, 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)

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. <small>*You must disclose the control person(s) for any entities listed.</small>	Reason for Issuance (e.g. Loan, Services, etc.)
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____

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.  
(Please ensure that these descriptions are updated on the Company's Profile on [www.otcmarkets.com](http://www.otcmarkets.com)).

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

Holding company of operating subsidiaries

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

Red 23 Holdings Inc / DBA Port City Coffee

Carefree Lifestyle Inc.

C. Describe the issuers' principal products or services.

Red 23 Holdings Inc / DBA Port City Coffee conducts business as a coffee roasting and retail shop.  
Carefree Lifestyle Inc. conducts business arranging the rental of luxury vehicles, boats and other items.

#### 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.

Retail space, 801 Islington St., Portsmouth NH 03801 is leased  
issuer's office space listed above is rented.

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

Using the table below, please provide information, as of the period end date of this report, regarding any officers, or directors of the company, individuals or entities controlling more than 5% of any class of the issuer's securities, 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.**

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 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.

Names of All Officers, Directors and Control Persons	Affiliation with Company (e.g. Officer Title /Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Names of control person(s) if a corporate entity
Paul Brunelle	CEO/President/Director	Pelham/NH	125,000,000  1,000,000	Common  Series A Preferred stock	72.5%  100%	On June 15, 2021, Mr. Brunelle was appointed president and sole director of the Company.

## 7) Legal/Disciplinary History

A. 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);

None

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

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

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

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: Jessica Haggard, Esq.  
Firm: Anthony L.G., PLLC  
Address 1: 625 N. Flagler Drive, Suite 600  
Address 2: West Palm Beach, FL 33401  
Phone: 561-564-0936  
Email: JHaggard@AnthonyLG.com

Accountant or Auditor

Name: Mitch Tannenbaum  
Firm: Ryanne Consulting Services  
Address 1: 4 Seaman CT  
Address 2: Old Bridge, NJ 08857  
Phone: 732-735-7992  
Email: [mitch@ryannesvcs.com](mailto:mitch@ryannesvcs.com)

Investor Relations

Firm: IRTH Communications, LLC  
Address 1: 401 Wilshire Blvd, 12th Floor #111  
Address 2: Santa Monica, CA 90401  
Phone: 866-976-4784  
Email: [ir@carefreegroupinc.com](mailto:ir@carefreegroupinc.com)

*All other means of Investor Communication:*

Twitter: \_\_\_\_\_  
Discord: \_\_\_\_\_  
LinkedIn: \_\_\_\_\_  
Facebook: \_\_\_\_\_  
[Other ] \_\_\_\_\_

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), 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) Financial Statements

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

- IFRS
- U.S. GAAP

B. The following financial statements were prepared by (name of individual)<sup>2</sup>:

Name: Mitch Tannenbaum

Title: Accountant

Relationship to issuer:

Outside Accountant

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

Provide the following financial statements 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.

- a. Audit letter, if audited;
- b. Balance Sheet;
- c. Statement of Income;
- d. Statement of Cash Flows;
- e. Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)
- f. Financial Notes

## 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, Paul Brunelle certify that:

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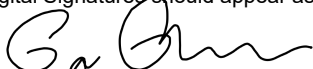
<sup>2</sup> The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS and by persons with sufficient financial skills.

1. I have reviewed this Disclosure Statement for Carefree 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.

March 28, 2023 [Date]

/s/ Paul Brunelle [CEO's Signature]

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



*Principal Financial Officer:*

I, Paul Brunelle certify that:

1. I have reviewed this Disclosure Statement for Carefree Group, Inc.
1. 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
2. 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 28, 2023 [Date]

/s/ Paul Brunelle [CEO's Signature]

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



CAREFREE GROUP INC.

FINANCIAL STATEMENTS (UNAUDITED)

DECEMBER 31, 2022 AND 2021

**CAREFREE GROUP INC.**

**CONDENSED FINANCIAL STATEMENTS (UNAUDITED)**

Management Internal Unaudited Financial Statements	
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**CAREFREE GROUP INC.  
BALANCE SHEETS - UNAUDITED  
DECEMBER 31,**

**ASSETS**

	<b>2022</b>	<b>2021</b>
<b>CURRENT ASSETS</b>		
Cash	\$ 44,837	\$ -
Inventory	16,769	-
<b>Total current assets</b>	61,606	-
Equipment -Net	21,038	-
Goodwill	36,975	-
<b>TOTAL ASSETS</b>	\$ 119,619	\$ -

**LIABILITIES AND MEMBERS' EQUITY (DEFICIENCY)**

**CURRENT LIABILITIES**

Accounts Payable	\$ 30,804	\$ 20,138
Lien Payable	210,000	250,000
Loans from Shareholder	-	8,811
<b>Total current liabilities</b>	240,804	278,949

Preferred Stock A \$.0001 par value; 10,000,000 shares authorized at December 31, 2022 and December 31, 2021; 1,000,000 and zero issued and outstanding respectively.	100	100
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Common Stock A \$.001 par value; 200,000,000 shares authorized at December 31, 2022 and December 31, 2021; 172,197,408 and 164,397,408 shares issued and outstanding, respectively.	1,724	1,644
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Additional Paid in Capital	1,330,823	54,781
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Accumulated deficit	(1,453,832)	(335,474)
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Total Stockholders' Deficit	(121,185)	(278,949)
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<b>TOTAL LIABILITIES AND MEMBERS' EQUITY (DEFICIENCY)</b>	\$ 119,619	\$ -
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The accompanying notes are an integral part of these financial statements

**CAREFREE GROUP INC.**  
**STATEMENTS OF OPERATIONS - UNAUDITED**  
**FOR THE YEARS ENDED DECEMBER 31,**

	<b>2022</b>	<b>2021</b>
<b>SALES</b>	\$ 67,196	\$ -
<b>RENTS RECEIVED</b>	88,470	-
<b>TOTAL SALES</b>	155,666	-
<b>COST GOODS SOLD</b>	98,254	-
<b>GROSS PROFIT</b>	57,412	-
<b>OPERATING EXPENSES</b>		
General and administrative expenses	382,182	29,508
<b>Total Operating Expenses</b>	382,182	29,508
<b>Other Income</b>	16,412	-
<b>Bad Debt Expense</b>	(810,000)	-
<b>NET LOSS</b>	\$ (1,118,358)	\$ (29,508)
<b>NET LOSS PER BASIC SHARES</b>	\$ (0.01)	\$ (0.00)
<b>WEIGHTED AVERAGE NUMBER OF BASIC SHARES OUTSTANDING</b>	167,793,846	77,858,946

The accompanying notes are an integral part of these financial statements

**CAREFREE GROUP INC.**  
**STATEMENT OF CHANGES IN STOCKHOLDERS' DEFICIT - UNAUDITED**  
**FOR THE YEARS ENDED DECEMBER 31,**

	Preferred Stock		Common Stock		Additional Paid-in Capital	Retained Earnings	Total
	Shares	Amount	Shares	Amount			
Balance at December 31, 2018	-	\$ -	39,397,408	394	39,003	(287,416)	(248,019)
Net loss						(9,275)	(9,275)
Balance, December 31, 2019	-	-	39,397,408	394	39,003	(296,691)	(257,294)
Net loss						(9,275)	(9,275)
Balance at December 31, 2020	-	\$ -	39,397,408	\$ 394	\$ 39,003	\$ (305,966)	\$ (266,569)
Issued 1,000,000 shares of preferred stock to Founder	1,000,000	100			(100)		-
Issued 125,000,000 shares of common stock to Founder			125,000,000	1,250	(1,250)		-
Shareholders contribution					17,128		17,128
Net loss						(29,508)	(29,508)
Balance at December 31, 2021	1,000,000	\$ 100	164,397,408	\$ 1,644	\$ 54,781	\$ (335,474)	\$ (278,949)
Proceeds from issued stock			4,600,000	46	1,149,954		1,150,000
Shareholders contribution					4,850		4,850
Shareholders distribution					(68,728)		(68,728)
Stock issued for Services			400,000	4	99,996		100,000
Issued 3,000,000 shares for the purchase of certain assets Red 23 Holdings Inc			3,000,000	30	89,970		90,000
Net loss						(1,118,358)	(1,118,358)
Balance at December 31, 2022	1,000,000	\$ 100	172,397,408	\$ 1,724	\$ 1,330,823	\$ (1,453,832)	\$ (121,185)

The accompanying notes are an integral part of these financial statements

**CAREFREE GROUP INC.**  
**CONDENSED STATEMENTS OF CASH FLOWS**  
**DECEMBER 31,**

	<b>2022</b>	<b>2021</b>
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Net Loss	\$ (1,118,358)	\$ (29,508)
<b>Adjustments to reconcile net loss to net cash used in operating activities:</b>		
Income from Settlements of Accounts and Loans Payable	(16,411)	-
Bad Debt Expense	810,000	-
Stock issued for services	100,000	-
<b>Changes in assets and liabilities:</b>		
Accounts Payable	18,266	6,688
Lien Payable - Interest Portion	-	5,140
<b>Net cash provided by (used in) operating activities</b>	<b>(206,503)</b>	<b>(17,680)</b>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Loan Receivable	(810,000)	-
Loans from Shareholder	-	552
<b>Net cash provided by (used in) by investing activities</b>	<b>(810,000)</b>	<b>552</b>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Proceeds from issued Common Stock for the acquisition of Red 23 Holdings, Inc	15,218	-
Proceeds from Sale of Common Stock	1,150,000	-
Shareholders Contributions (Distributions)	(63,878)	17,128
Payment on Lien Payable	(40,000)	-
<b>Net cash provided by (used in) financing activities</b>	<b>1,061,340</b>	<b>17,128</b>
<b>CHANGE IN CASH</b>	<b>44,837</b>	<b>-</b>
<b>CASH - BEGINNING OF YEAR</b>	<b>-</b>	<b>-</b>
<b>CASH - END OF YEAR</b>	<b>\$ 44,837</b>	<b>\$ -</b>
<b>SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:</b>		
<b>Non Cash Information</b>		
<b>Acquired Assets</b>		
Inventory	\$ 16,769	\$ -
Equipment -Net	21,038	-
Goodwill	36,975	-
<b>Total Acquired Assets</b>	<b>\$ 74,782</b>	<b>\$ -</b>

The accompanying notes are an integral part of these financial statements

**CAREFREE GROUP INC.**  
**NOTES TO FINANCIAL STATEMENTS (UNAUDITED)**  
**DECEMBER 31, 2022 AND 2021**

**NOTE 1 - BUSINESS OPERATION**

Carefree Group Inc. ("We" or the "Company") had minimal operations since February 1, 2009. The Company on December 7, 2022 acquired certain assets of Red 23 Holdings, Inc, DBA, Port City Coffee Roasters, a New Hampshire Corporation ("Port City"). These Financial statements include the activity from December 7, 2022 through December 31, 2022. The company also commenced rental activities in the 4<sup>th</sup> quarter through its wholly owned subsidiary Carefree Lifestyle, Inc.

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

**Liquidity, Going Concern and Uncertainties**

As reflected in the accompanying unaudited financial statements, the Company has sustained net losses and has negative working capital of \$179,198 and a stockholders' deficit of \$121,185 on December 31, 2022. The Company raised \$1,150,000 from stock sales from January 1, 2022 through December 31, 2022.

The ability of the Company to continue as a going concern is dependent on its ability to obtain debt or equity based financing.

The accompanying unaudited 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. These financial statements do not include any adjustments relating to the recovery of the recorded assets or the classification of the liabilities that might be necessary should the Company be unable to continue as a going concern.

**Basis of Presentation**

The accompanying financial statements are prepared in accordance with generally accepted accounting principles in the United States of America ("US GAAP").

**Use of Estimates**

The preparation of the financial statements in conformity with generally accepted accounting principles ("GAAP") 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 dates of the financial statements and the reported amounts of revenue and expenses during the reporting periods. Actual results could differ from those estimates. Certain of our estimates, including evaluating the collectability of accounts receivable, could be affected by external

**CAREFREE GROUP INC.**  
**NOTES TO FINANCIAL STATEMENTS (UNAUDITED)**  
**DECEMBER 31, 2022 AND 2021**

**NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

**Use of Estimates (Continued)**

conditions, including those unique to our industry, and general economic conditions. It is possible that these external factors could have an effect on our estimates that could cause actual results to differ from our estimates.

**Cash and Cash Equivalents**

The Company considers all highly liquid investments with original maturities of three months or less to be cash equivalents. At times, the Company's cash balances may exceed the current insured amounts under the Federal Deposit Insurance Corporation. There were no accounts that exceeded federally insured limits on December 31, 2022 and December 31, 2021.

**Income Taxes**

The Company has net operating losses of \$1,453,832 and \$335,474 for the years ended December 31, 2022 and 2021. These losses have been 100% reserved and no deferred asset has been recorded. The Company is a C corporation for tax purposes.

**NOTE 3 - INVENTORY**

The Company acquired inventory on December 7, 2022, and had a balance of \$16,769 on December 31, 2022.

**NOTE 4 – EQUIPMENT - NET**

The Company acquired equipment on December 7, 2022, and had a balance of \$21,038 on December 31, 2022.

**CAREFREE GROUP INC.**  
**NOTES TO FINANCIAL STATEMENTS (UNAUDITED)**  
**DECEMBER 31, 2022 AND 2021**

**NOTE 5 – GOODWILL**

The Company acquired certain assets on December 7, 2022, and had a balance of \$36,975 which was recognized as Goodwill on December 31, 2022.

Purchase Price	\$ 90,000
<u>Fair Value of Assets Acquired:</u>	
Cash	15,218
Inventory	16,769
Equipment- Net	21,038
Total Assets Acquired	<u>53,025</u>
Goodwill	\$ <u><u>36,975</u></u>

**NOTE 6 - LIEN PAYABLE**

A certain creditor whose debt was incurred in 2008 holds a \$172,395 lien against the Company for services rendered in 2008. The lien was perfected in 2012. Interest has been accrued at 4% per annum. The note has been settled at \$250,000. There were payments made on March 29, 2022 and July 7, 2022 for \$25,000 and \$ 15,000, respectively. The lien on December 31, 2022 and December 31, 2021, is \$210,000 and \$250,000, respectively. As of December 31, 2022, the lien payable is in default. An extension was given to April 30, 2023.

**NOTE 7 – LOAN RECEIVABLE – NET**

The Company advanced XG Sciences Inc, \$810,000 for the period ended December 31, 2022. Our management has reserved the entire amount of \$810,000 since the company is insolvent. We are working to attempt to collect something in the future. The balance at December 31, 2022 is \$0.

**NOTE 8 – STOCK ISSUANCES**

The Company issued 4,600,0000 shares of Common Stock for \$1,150,000 for the period January 1, 2022 to December 31, 2022.

The company issued 400,000 shares of Common Stock for services rendered per contract price of \$100,000.

The company issued 3,000,000 shares of Common Stock for the purchase of certain assets of Red 23 Holdings, Inc, DBA, Port City Coffee Roasters .

**NOTE 9 – SUBSEQUENT EVENTS**

None