

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

GAINCLIENTS INC.
6245 E BROADWAY BLVD. #400
Tucson, AZ 85711
206-229-5515
<https://www.thegainclientsway.com>
SIC Code 7389

Quarterly Report - Amended
For the Period Ending: June 30, 2023
(the "Reporting Period")

Outstanding Shares

The number of shares outstanding of our Common Stock was:

As of June 30, 2023, the number of shares outstanding of our Common Stock was: 345,519,459

As of December 31, 2022, the number of shares outstanding of our Common Stock was: 345,519,459

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 Control¹ of the company has occurred over this reporting period:

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.

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.

Current Issuer Name: GAINCLIENTS, INC.

GainClients, Inc. (the "Company") was incorporated under the laws of the State of Florida on January 3, 2001 as e-Video Network, Inc. e-Video changed its name to Foster Community, Inc. in March of 2003 and subsequently changed its name to GainClients, Inc.

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):

Florida

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

None

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

None

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

P.O. BOX 7739 E BROADWAY BLVD. #225
TUCSON AZ 85710

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: AST Relationship Management
Phone: 718.921.8300 ext. 6449
Email: vcirone@astfinancial.com
Address: 6201 15th Avenue | Brooklyn, NY 11219

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:	<u>GCLT</u>	
Exact title and class of securities outstanding:	<u>Common</u>	
CUSIP:	<u>36268P105</u>	
Par or stated value:	<u>No Par Value</u>	
Total shares authorized:	<u>500,000,000</u>	as of date: <u>June 30, 2023</u>
Total shares outstanding:	<u>345,519,459</u>	as of date: <u>June 30, 2023</u>
Total number of shareholders of record:	<u>664</u>	as of date: <u>June 30, 2023</u>

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

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 securities outstanding:	<u>Preferred Series A</u>	
CUSIP:	<u></u>	
Par or stated value:	<u>No Par Value</u>	
Total shares authorized:	<u>6,000,000</u>	as of date: <u>June 30, 2023</u>
Total shares outstanding:	<u>1,600,000</u>	as of date: <u>June 30, 2023</u>
Total number of shareholders of record:	<u>1</u>	as of date: <u>June 30, 2023</u>

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

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.

Common Stock, not par value

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

The board of directors is authorized, subject to limitations prescribed by law, to provide for the issuance of shares of Preferred Stock in one or more series, to establish the number of shares to be included in each series, and to fix the designation, powers, including voting rights, if any, preferences, and rights of the shares of each series, and any qualifications, limitations, or restrictions thereof.

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

(a) The board of directors may effectuate dividends payable in shares by

issuance of shares of any class or series to holders of shares of any other class or series.

(b) The board of directors may issue rights and options to acquire shares upon such terms as the board of directors shall determine.

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: Opening Balance Date <u>12.31.18</u> Common: <u>313,107,692</u> Preferred: <u>1,600,000</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. *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.
01/25/2019	<u>New Issuance</u>	2,000,000	<u>Common</u>	\$0.005	<u>No</u>	Gregory Seifert	<u>Contractor compensation for services</u>	<u>Restricted 12 mos.</u>	<u>Consulting Agreement dated 01/25/2019</u>
08/21/2019	<u>New Issuance</u>	3,571,429	<u>Common</u>	\$0.0021	<u>No</u>	Edward Laine	<u>Contractor compensation for services</u>	<u>Restricted 12 mos.</u>	<u>Consulting Agreement dated 07/04/2019</u>

<u>03/11/2020</u>	<u>New Issuance</u>	<u>1,785,715</u>	<u>Common</u>	<u>\$0.0021</u>	<u>No</u>	<u>Edward Laine</u>	<u>Contractor compensation for services</u>	<u>Restricted 12 mos.</u>	<u>Consulting Agreement dated 07/04/2019</u>
<u>03/18/2020</u>	<u>New Issuance</u>	<u>606,061</u>	<u>Common</u>	<u>\$0.0028</u>	<u>No</u>	<u>Edward Laine</u>	<u>Contractor compensation for services</u>	<u>Restricted 12 mos.</u>	<u>Consulting Agreement dated 07/04/2019</u>
<u>05/8/2020</u>	<u>New Issuance</u>	<u>108,225</u>	<u>Common</u>	<u>\$0.0028</u>	<u>No</u>	<u>Edward Laine</u>	<u>Contractor compensation for services</u>	<u>Restricted 12 mos.</u>	<u>Consulting Agreement dated 07/04/2019</u>
<u>08/17/2020</u>	<u>New Issuance</u>	<u>1,621,622</u>	<u>Common</u>	<u>\$0.0037</u>	<u>No</u>	<u>Edward Laine</u>	<u>Contractor Compensation for services.</u>	<u>Restricted 12 mos.</u>	<u>Consulting Agreement dated 07/04/2019</u>
<u>09/15/2020</u>	<u>New Issuance</u>	<u>1,081,082</u>	<u>Common</u>	<u>\$0.0037</u>	<u>No</u>	<u>Edward Laine</u>	<u>Contractor Compensation for services.</u>	<u>Restricted 12 mos.</u>	<u>Consulting Agreement dated 07/04/2019</u>
<u>10/20/2020</u>	<u>New Issuance</u>	<u>153,846</u>	<u>Common</u>	<u>\$0.013</u>	<u>No</u>	<u>Edward Laine</u>	<u>Contractor Compensation for services.</u>	<u>Restricted 12 mos.</u>	<u>Consulting Agreement dated 07/04/2019</u>
<u>10/21/2020</u>	<u>New Issuance</u>	<u>250,000</u>	<u>Common</u>	<u>\$0.013</u>	<u>No</u>	<u>Gregory Peltier</u>	<u>Contractor Compensation for services.</u>	<u>Restricted 12 mos.</u>	<u>Consulting Agreement dated 10/20/2020</u>
<u>11/11/2020</u>	<u>New Issuance</u>	<u>500,000</u>	<u>Common</u>	<u>\$0.009</u>	<u>No</u>	<u>Patricia J Freeman</u>	<u>Contractor Compensation for services</u>	<u>Restricted 12 mos.</u>	<u>Contractor Agmt. Dated 11/11/20</u>
<u>11/12/2020</u>	<u>New Issuance</u>	<u>2,000,000</u>	<u>Common</u>	<u>\$0.009</u>	<u>Yes</u>	<u>James Swafford</u>	<u>Contractor Compensation for services.</u>	<u>Restricted 12 mos.</u>	<u>Contractor Agmt. Dated 11/11/20</u>
<u>11/12/2020</u>	<u>New Issuance</u>	<u>1,526,718</u>	<u>Common</u>	<u>\$0.0131</u>	<u>No</u>	<u>Edward J Laine</u>	<u>Contractor Compensation for services.</u>	<u>Restricted 12 mos.</u>	<u>Consulting Agreement dated 07/04/2019</u>
<u>11/26/2020</u>	<u>New Issuance</u>	<u>235,294</u>	<u>Common</u>	<u>\$0.0085</u>	<u>Np</u>	<u>Edward J Laine</u>	<u>Contractor Compensation for services.</u>	<u>Restricted 12 mos.</u>	<u>Consulting Agreement dated 07/04/2019</u>
<u>12/8/2020</u>	<u>New Issuance</u>	<u>235,294</u>	<u>Common</u>	<u>\$0.0085</u>	<u>Np</u>	<u>Edward J Laine</u>	<u>Contractor Compensation for services.</u>	<u>Restricted 12 mos.</u>	<u>Consulting Agreement dated 07/04/2019</u>
<u>12/18/2020</u>	<u>New issuance</u>	<u>166,667</u>	<u>Common</u>	<u>\$0.012</u>	<u>No</u>	<u>Edward J Laine</u>	<u>Contractor Compensation for services.</u>	<u>Restricted 12 mos.</u>	<u>Consulting Agreement dated 07/04/2019</u>

12/22/2020	<u>New Issuance</u>	10,000,000	<u>Common</u>	\$0.001	<u>No</u>	Mark Spurbeck	<u>Contractor Compensation for services.</u>	<u>Restricted 12 mos.</u>	<u>Consulting Agreement dated 12/22/2020</u>
<u>12/30/2020</u>	<u>New Issuance</u>	<u>222,222</u>	<u>Common</u>	<u>\$0.009</u>	<u>No</u>	<u>Edward Laine</u>	<u>Contractor Compensation for services.</u>	<u>Restricted 12 mos.</u>	<u>Consulting Agreement dated 07/04/2019</u>
04/19/2021	<u>New Issuance</u>	121,951	<u>Common</u>	\$0.0164	<u>No</u>	Edward Laine	<u>Contractor compensation for services</u>	<u>Restricted 12 mos.</u>	<u>Consulting Agreement dated 07/04/2019</u>
10/21/21	<u>New Issuance</u>	5,000,000	<u>Common</u>	\$0.0164	<u>No</u>	James Killoran	<u>Contractor compensation for services</u>	<u>Restricted 12 mos.</u>	
10/20/21	<u>New Issuance</u>	192,308	<u>Common</u>	\$0.0164	<u>No</u>	Edward Laine	<u>Contractor compensation for services</u>	<u>Restricted 12 mos.</u>	<u>Consulting Agreement dated 07/04/2019</u>
12/08/21	<u>New Issuance</u>	1,000,000	<u>Common</u>	\$0.0164	<u>No</u>	TRACEY COMA	<u>Contractor compensation for services</u>	<u>Restricted 12 mos.</u>	
12/13/21	<u>New Issuance</u>	1,000,000	<u>Common</u>	\$0.0164	<u>No</u>	ROBERT TURAK	<u>Contractor compensation for services</u>	<u>Restricted 12 mos.</u>	
01/21/22	<u>New Issuance</u>	333,333	<u>Common</u>	\$0.0164	<u>No</u>	Edward Laine	<u>Contractor compensation for services</u>	<u>Restricted 12 mos.</u>	<u>Consulting Agreement dated 07/04/2019</u>
01/21/22	<u>New Issuance</u>	700,000	<u>Common</u>	\$0.0164	<u>No</u>	Edward Laine	<u>Contractor compensation for services</u>	<u>Restricted 12 mos.</u>	<u>Consulting Agreement dated 07/04/2019</u>
Shares Outstanding on Date of This Report:									
<u>Ending</u> <u>Balance</u>									
<u>Ending Balance:</u>									
Date <u>6.30.23</u> Common: <u>345,519,459</u>									
Preferred: 1,600,000									

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 March 31, 2023 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. *You must disclose the control person(s) for any entities listed.	Reason for Issuance (e.g. Loan, Services, etc.)
4/15/2004	\$ 18,000	\$ 18,000		4/15/2007	\$ 0.25	Peter Holmes	<u>Loan</u>
7/15/2006	\$ 97,500	\$ 97,500		8/1/2008	\$ 0.10	PermaCorp Peter Holmes	<u>Loan</u>
12/1/2008	\$ 29,000	\$ 29,000		12/1/2010	\$ 0.25	Nancy Work	<u>Loan</u>
12/8/2008	\$ 24,000	\$ 24,000		12/8/2010	\$ 0.15	Greg Stutz	<u>Loan</u>
6/12/2009	\$ 50,000	\$ 50,000				Olga Lane	<u>Promissory Note</u>
6/12/2009	\$ 25,000	\$ 25,000				JP Industries Julius Parker	<u>Loan</u>
1/14/2010	\$ 75,000	\$ 75,000				Olga Lane	<u>Promissory Note</u>
1/14/2010	\$ 25,000	\$ 25,000				JP Industries Julius Parker	<u>Loan</u>
3/2/2011	\$ 100,000	\$ 100,000		3/2/2012	\$ 0.10	Matt Horn	<u>Loan</u>
5/4/2011	\$ 50,000	\$ 50,000		3/15/2012	\$ 0.25	Tom Morgan	<u>Loan</u>
6/2/2011	\$ 10,000	\$ 10,000		9/2/2011	\$ 0.15	Matt Horn	<u>Loan</u>
8/29/2011	\$ 30,000	\$ 30,000		9/12/2013	\$ 0.15	David Montijo	<u>Loan</u>
10/28/2011	\$ 25,000	\$ 25,000		10/28/2013	\$ 0.15	David Casti	<u>Loan</u>
6/24/2014	\$ 65,000	\$ 65,000		8/15/2015	\$ 0.10	Stan Spackeen	<u>Loan</u>
2/6/2015	\$ 25,000	\$ 25,000		2/6/2016	\$ 0.10	Stan Spackeen	<u>Loan</u>
6/30/2015	\$ 50,000	\$ 50,000		9/30/2015	\$ 0.25	David Montijo	<u>Loan</u>
2/14/2017	\$ 50,000	\$ 50,000		2/14/2018	\$ 0.15	Conquest Holdings Dale Butcher	<u>Loan</u>
8/1/2017	\$ 25,000	\$ 25,000		2/18/2018	\$ 0.05	Berwick Insurance	<u>Loan</u>

						James Berwick	

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).

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

GainClients, Inc. is a software service provider to the real estate industry. Its primary products are The GCard and the Daily Opportunity Service. The GCard is a web and mobile real estate networking service that connects professionals (real estate agents, loan officers, title agents) and consumers where home search behavior is tracked and reported. The Daily Opportunity Service is a new purchase money solution for lending and title organizations. These services can be used together or separately providing flexibility and customized solutions.

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

None

- C. Describe the issuers' principal products or services.

GainClients, Inc. is a software service provider to the real estate industry. Its primary products are The GCard and the Daily Opportunity Service. The GCard is a web and mobile real estate networking service that connects professionals (real estate agents, loan officers, title agents) and consumers where home search behavior is tracked and reported. The Daily Opportunity Service is a new purchase money solution for lending and title organizations. These services can be used together or separately providing flexibility and customized solutions.

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.

None

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 issuers 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
<u>RAYMOND DESMOND</u>	<u>Officer/5%</u>	<u>Tucson, AZ</u>	<u>37,193,372</u>	<u>Common</u>	<u>10.764%</u>	<u>_____</u>
<u>Ed Laine</u>	<u>Officer</u>	<u>Tucson, AZ</u>	<u>12,426,473</u>	<u>Common</u>	<u>3.59%</u>	<u>_____</u>
<u>_____</u>	<u>_____</u>	<u>_____</u>	<u>_____</u>	<u>_____</u>	<u>_____</u>	<u>_____</u>
<u>_____</u>	<u>_____</u>	<u>_____</u>	<u>_____</u>	<u>_____</u>	<u>_____</u>	<u>_____</u>
<u>_____</u>	<u>_____</u>	<u>_____</u>	<u>_____</u>	<u>_____</u>	<u>_____</u>	<u>_____</u>

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: Eric Littman
Firm: Eric P. Littman, Attorney At Law
Address 1: 6050 Rolling Road Drive
Address 2: Miami, FL 33156
Phone: (305) 663-3333

Accountant or Auditor

Name: _____
Firm: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

Investor Relations

Name: _____
Firm: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

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)²:

Name: **Caren Currier**
Title: **Consultant**
Relationship to Issuer: **Consultant**

Describe the qualifications of the person or persons who prepared the financial statements: **25 years of experience**

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

² 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, Ed Laine certify that:

1. I have reviewed this Disclosure Statement for GainClients, 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.

7.15.23 [Date]

/s/Ed Laine [CEO's Signature]

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

Principal Financial Officer:

I, Ed Laine certify that:

1. I have reviewed this Disclosure Statement for GainClients, 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.

7.15.23 [Date]

/s/Ed Laine [CFO's Signature]

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

GainClients, Inc.
Balance Sheet Prev Year Comparison
As of June 30, 2023

	<u>Jun 30, 23</u>	<u>Jun 30, 22</u>
ASSETS		
Current Assets		
Checking/Savings	1,769.81	25,618.03
Accounts Receivable	9,669.70	9,669.70
Other Current Assets		
1330 · PREPAID EXPENSES	2,397.54	2,397.54
Total Other Current Assets	<u>2,397.54</u>	<u>2,397.54</u>
Total Current Assets	<u>13,837.05</u>	<u>37,685.27</u>
Fixed Assets		
1300 · FIXED ASSETS	548,124.93	548,124.93
1500 · FURNITURE & EQUIPMENT	0.00	0.00
Total Fixed Assets	<u>548,124.93</u>	<u>548,124.93</u>
Other Assets	<u>40,000.00</u>	<u>40,000.00</u>
TOTAL ASSETS	<u>601,961.98</u>	<u>625,810.20</u>
LIABILITIES & EQUITY		
Liabilities		
Current Liabilities		
Accounts Payable	2,596.00	2,596.00
Credit Cards	85,465.30	90,465.30
Other Current Liabilities	1,449,745.10	1,458,890.97
Total Current Liabilities	<u>1,537,806.40</u>	<u>1,551,952.27</u>
Long Term Liabilities	<u>4,560,891.27</u>	<u>4,583,891.27</u>
Total Liabilities	<u>6,098,697.67</u>	<u>6,135,843.54</u>
Equity		
Additional Paid in Capital	20,500.00	20,500.00
3002 · Preferred Stock Series A	3,200,000.00	3,200,000.00
3010 · Common Stock	7,021,354.15	7,021,354.15
3030 · Employee Stock Options	35,110.58	35,110.58
Accumulated Deficit	-15,773,700.42	-15,786,998.07
Total Equity	<u>-5,496,735.69</u>	<u>-5,510,033.34</u>
TOTAL LIABILITIES & EQUITY	<u>601,961.98</u>	<u>625,810.20</u>

9:13 PM

07/14/23

Accrual Basis

GainClients, Inc.
Profit & Loss Prev Year Comparison
April through June 2023

	Apr - Jun 23	Apr - Jun 22
Ordinary Income/Expense		
Income		
4800 · SALES	20,772.50	26,954.90
Total Income	20,772.50	26,954.90
Cost of Goods Sold		
5000 · COST OF GOODS	331.11	0.00
Total COGS	331.11	0.00
Gross Profit	20,441.39	26,954.90
Expense		
Commission Expense	371.00	0.00
4270 · Consulting Expense	0.00	14,074.84
6000 · EXPENSES		
6003 · Computer and Internet Expen...	3,239.03	906.31
6004 · Bank Service Charges	70.25	418.12
6006 · Depreciation Expense	0.00	3,962.43
6007 · Dues and Subscriptions	0.00	250.00
6010 · Interest Expense	0.00	2,789.16
6013 · Office Supplies	199.99	268.75
6014 · Professional Fees	4,342.00	3,187.50
6019 · Advertisement	238.00	0.00
6330 · Insurance Expense	0.00	2,306.00
6860 · Utilities	535.31	0.00
Total 6000 · EXPENSES	8,624.58	14,088.27
6001-1 · Transfer Agency	4,585.22	2,195.75
6001-2 · OTC Market	600.00	5,300.00
Total Expense	14,180.80	35,658.86
Net Ordinary Income	6,260.59	-8,703.96
Net Income	6,260.59	-8,703.96

GainClients, Inc.
Statement of Cash Flows
April through June 2023

	<u>Apr - Jun ...</u>
OPERATING ACTIVITIES	
Net Income	6,260.59
Adjustments to reconcile Net Income to net cash provided by operations:	
Desmond Loan	-416.68
2400 · PAYROLL LIABILITIES	-3,000.00
Net cash provided by Operating Activities	2,843.91
FINANCING ACTIVITIES	
2258 · DA - Conquest Holdings 02/06/17	-10,000.00
Net cash provided by Financing Activities	-10,000.00
Net cash increase for period	-7,156.09
Cash at beginning of period	8,925.90
Cash at end of period	<u><u>1,769.81</u></u>

Gain Clients
Statements of Shareholders' Equity (Deficit)

	Preferred Shares	Amount	Common Stock Shares	Amount	Employee Stock Options	Additional Paid in Capital	Accumulated Deficit	Total
Balance at March 31, 2021	1,600,000	3,200,000	337,171,867	\$7,021,354	\$35,111		\$(15,730,730)	\$ (5,474,265)
Net Loss			121,951				\$ (2,933)	\$ (2,933)
Balance at June 30, 2021	1,600,000	3,200,000	337,293,818	\$7,021,354	\$35,111		\$(15,733,663)	\$ (5,477,198)
Net Loss						\$500	\$ (750)	\$ (250)
Balance at September 30, 2021	1,600,000	3,200,000	337,293,818	\$7,021,354	\$35,111	\$500	\$(15,734,413)	\$ (5,477,448)
Net Loss			8,225,641			\$20,000	\$ (34,710)	\$ (14,710)
Balance at December 31, 2021	1,600,000	3,200,000	345,519,459	\$7,021,354	\$35,111	\$20,500	\$(15,769,123)	\$ (5,492,158)
Net Loss							\$ (9,171)	\$ (9,171)
Balance at March 31, 2022	1,600,000	3,200,000	345,519,459	\$7,021,354	\$35,111	\$20,500	\$(15,778,294)	\$ (5,501,329)
Net Loss							\$ (8,704)	\$ (8,704)
Balance at June 30, 2022	1,600,000	3,200,000	345,519,459	\$7,021,354	\$35,111	\$20,500	\$(15,786,998)	\$ (5,530,533)
Net Loss							\$ 874	\$ 874
Balance at September 30, 2022	1,600,000	3,200,000	345,519,459	\$7,021,354	\$35,111	\$20,500	\$(15,786,124)	\$ (5,509,159)
Net Loss							\$ 319	\$ 319
Balance at December 31, 2022	1,600,000	3,200,000	345,519,459	\$7,021,354	\$35,111	\$20,500	\$(15,785,805)	\$ (5,508,840)
Net Loss							\$ 5,844	\$ 5,844
Balance at March 31, 2023	1,600,000	3,200,000	345,519,459	\$7,021,354	\$35,111	\$20,500	\$(15,779,961)	\$ (5,502,996)
Net Loss							\$ 6,261	\$ 6,261
Balance at June 30, 2023	1,600,000	3,200,000	345,519,459	\$7,021,354	\$35,111	\$20,500	\$(15,773,700)	\$ (5,496,735)

GAINCLIENTS, INC.
Notes to Unaudited Financial Statements
June 30, 2023

NOTE 1 - ORGANIZATION AND NATURE OF BUSINESS

GainClients, Inc. (the “Company”) was incorporated under the laws of the State of Florida on January 3, 2001 as eVideo Network, Inc. e-Video changed its name to Foster Community, Inc. in March of 2003 and subsequently changed its name to GainClients, Inc.

GainClients, Inc. is a software service provider to the real estate industry. Its primary products are The GCard and the Daily Opportunity Service. The GCard is a web and mobile real estate networking service that connects professionals (Real estate agents, loan officers, title agents) and consumers where home search behavior is tracked and reported. The Daily Opportunity Service is a new purchase money solution for lending and title organizations. These services can be used together or separately providing flexibility and customized solutions.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

These financial statements have been prepared in conformity with accounting principles generally accepted in the United States (“GAAP”).

Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make certain estimates and assumptions that affect the reported amounts of assets and liabilities and the related disclosures at the date of the financial statements, as well as the reported amounts of revenue and expenses during the periods presented. Estimates are used for the allowance for doubtful accounts, acquired software and website development costs, recoverability of intangible assets with definite lives and other long-lived assets, valuation of deferred tax assets, and for share-based compensation. These assumptions may prove incorrect as facts change in the future. Actual results may differ materially from these estimates under different assumptions or conditions.

Concentrations of Credit Risk

Financial instruments that potentially subject the Company to significant concentration of credit risk consist of its cash and accounts receivable. As of June 30, 2023 and June 30, 2022, the Company held all of its cash in deposit accounts with its financial institutions, which management assesses to be of high credit quality, in order to limit exposure of potential risk.

Credit risk with respect to accounts receivable is dispersed due to the large number of customers. In addition, the Company’s credit risk on accounts receivable is largely mitigated by the short payment terms that it offers. Collateral is not required for accounts receivable. The Company maintains an allowance for doubtful accounts such that receivables are stated at net realizable value.

Accounts Receivable

Accounts receivable are uncollateralized customer obligations which generally require payment within the terms determined by management. Accounts receivable are stated at the invoice amount. Payments of accounts receivable are applied to the specific invoices identified on the customer's remittance advice or, if unspecified, to the earliest unpaid invoices.

Allowance for Doubtful Accounts

Accounts receivable are generally due within 30 days and are recorded net of the allowance for doubtful accounts. The Company considers accounts outstanding longer than the contractual terms past due. Management reviews accounts receivable on a regular basis and estimates an amount of losses for uncollectible accounts based on our historical collections experience, age of the receivable, knowledge of the customer.

Based on the management's reviews, the amount of uncollectible accounts receivable at June 30, 2023 and June 30, 2022 is considered negligible; thus, no valuation allowance has been recognized.

Revenue Recognition

The Company recognizes revenue in accordance with the provisions of Accounting Standards Codification ("ASC") 605, "Revenue Recognition", which states that revenue is realized when (i) persuasive evidence of an arrangement exists, (ii) delivery has occurred or services have been rendered to the customer, (iii) the fee is fixed or determinable, and (iv) collectability is reasonably assured. The Company considers a signed agreement, a binding insertion order or other similar documentation reflecting the terms and conditions under which products or services will be provided to be persuasive evidence of an arrangement. Collectability is assessed based on a number of factors, including payment history and the creditworthiness of a customer. The Company generates revenue from the sale of data subscriptions to businesses and professionals mainly associated with the real estate and mortgage industries.

Cost of Revenue

Cost of revenue consists of expenses related to operating the Company's mobile applications and websites, including Multiple Listing Service data and other home and neighborhood related data.

Fair Value of Financial Instruments

Financial instruments include cash, accounts receivable, prepayments and other receivables, accounts payable and accrued expenses and other payables. The carrying amounts of cash, accounts receivable, prepayments and other receivables, short-term loans, accounts payable and accrued expenses approximate their fair value due to the short term maturities of these instruments.

The Company adopted ASC 820, Fair Value Measurements and Disclosures as of January 1, 2009 for all financial assets and liabilities and nonfinancial assets and liabilities that are recognized or disclosed at fair value in the financial statements on a recurring basis.

ASC 820 defines fair value as the price that would be received from selling an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. When determining the fair value measurements for assets and liabilities required or permitted to be recorded at fair value, the Company considers the principal or most advantageous market in which it would transact and it considers assumptions that market participants would use when pricing the asset or liability. ASC 820 establishes a fair value hierarchy that requires an entity to

maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. A financial instrument's categorization within the fair value hierarchy is based upon the lowest level of input that is significant to the fair value measurement. ASC 820 establishes three levels of inputs that may be used to measure fair value.

Income Taxes

The Company accounts for income taxes according to ASC 740 "Income Taxes" which requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of temporary differences between the financial statement and tax bases of assets and liabilities at the applicable enacted tax rates. A valuation allowance is established when necessary to reduce deferred tax assets to the amount expected to be realized. Income tax expense is the tax payable or refundable for the period, plus or minus the change during the period in deferred tax assets and liabilities.

The Company follows the provision of ASC 740-1 "Accounting for Uncertainty in Income Taxes" ("ASC 740-10") effective of 2007. ASC 740-10 prescribes a recognition threshold and a measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. Benefits from tax positions should be recognized in the financial statements only when it is more likely than not that the tax position will be sustained upon examination by appropriate taxing authority that would have full knowledge of all relevant information. A tax position that meets the more likely than not recognition threshold is measured at the largest amount of benefit that is greater than fifty percent likely of being realized upon ultimate settlement. Tax positions that previously failed to meet the more likely than not recognition threshold should be recognized in the first subsequent financial reporting period in which that threshold is met. Previously recognized tax positions that no longer meet the more likely than not recognition threshold should be derecognized in the first subsequent financial reporting period in which that threshold is no longer met. ASC 740-10 also provides guidance on the accounting for and disclosure of unrecognized tax benefits, interest and penalties. The Company has not been subject to U.S. federal income tax examination by neither tax authorities nor state authorities since its inception in 2001.

Cash and Cash Equivalents

For purposes of the Statement of Cash Flows, the Company considers all cash accounts, which are not subject to withdrawal restrictions or penalties to be cash equivalents.

NOTE 3 - INCOME TAXES

The company is subject to federal and state income taxes in the United States. The Company has provided a full valuation allowance against its net deferred tax assets as of June 30, 2022 because, based on the weight of available evidence, it is more likely than not that some or all of the deferred tax assets will not be realized. Therefore, no tax liability or expense has been recorded in the financial statements. The Company has not filed its income tax returns as of the date of this report.

NOTE 4 – COMMITMENT AND CONTINGENCY

The Company is subject to various legal proceedings from time to time as part of its business. When the Company is aware of such legal proceedings, it assesses the likelihood of any loss or exposure. If it is probable that a loss will result and the amount of loss can be reasonably estimated, the Company will record a liability for the loss. If the loss is not probable or the amount of the loss cannot be reasonably estimated, the Company discloses the contingencies if the likelihood of a potential loss is reasonably possible and the amount involved could be material. As of June 30, 2022, the Company does not have any pending legal proceedings.

NOTE 5 – RELATED PARTY TRANSACTIONS

None.

NOTE 6 – SUBSEQUENT EVENTS

None.