

CLST Holdings, Inc.

30 N Gould Street Suite 5835

Sheridan, WY 82801

307-278-1360

info@synergymgtgroup.com

Annual Report

For the period ending: November 30, 2023 (the "Reporting Period")

Outstanding Shares

The number of shares outstanding of our Common Stock was:

As of November 30, 2023 the number of shares outstanding of Common Stock was: 23,949,282

As of November 30, 2023, the number of shares outstanding of Common Stock was: 23,949,282

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:

⁴ "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.

OTC Markets Group Inc.

Disclosure Guidelines for the Pink Market (v5 December 18, 2023)

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

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

The name of the Issuer is CLST Holdings, Inc. The issuer was known as Cellstar Corp until May, 2007.

Current State and Date of Incorporation or Registration: Delaware, April 1, 1993

Standing in this jurisdiction: (e.g. active, default, inactive): Inactive, Dissolved Status

Prior Incorporation Information for the issuer and any predecessors during the past five years:

The issuer was incorporated under the laws of the State of Delaware on April 1, 1993. The issuer is currently inactive and in dissolved status. The company officer and counsel are working to return the status to active via the Delaware Secretary of State by potentially filing a petition in the Delaware courts and working to obtain an order directing the Secretary of State to allow a certificate of correction to be filed making the dissolution void. Management is still working with its attorney to determine the best action to file in the courts.

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

NA

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

NA

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

30 N Gould Street Suite 5835
Sheridan, WY 82801

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:

On February 12, 2020, the Court of Chancery of the State of Delaware (case no. 2019-0815-MTZ) appointed Benjamin Berry ("the Custodian") as the custodian of the corporation. The custodianship was rescinded on December 9, 2020.

2) Security Information

Transfer Agent

Name: Computershare
Phone: (979) 691-6033
Email: syed.hussaini@computershare.com
Address: 7557 Rambler Rd, Suite 445, Dallas, TX 75231

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>CLHI</u>	
Exact title and class of securities outstanding:	<u>Common</u>	
CUSIP:	<u>12564R103</u>	
Par or stated value:	<u>\$0.01</u>	
Total shares authorized:	<u>200,000,000</u>	as of date: <u>11/30/2023</u>
Total shares outstanding:	<u>23,949,282</u>	as of date: <u>11/30/2023</u>
Number of shares in the Public Float ² :	<u>18,997,583</u>	as of date: <u>11/30/2023</u>
Total number of shareholders of record:	<u>224</u>	as of date: <u>11/30/2023</u>

Please provide the above-referenced information for all other publicly quoted or traded securities of the issuer.

NA

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 that do not have a trading symbol). Use the fields below to provide the information, as applicable, for all other authorized or outstanding equity securities.

Trading symbol:	<u>N/A</u>	
Exact title and class of securities outstanding:	<u>N/A</u>	
CUSIP:	<u>N/A</u>	
Par or stated value:	<u>\$0.00</u>	
Total shares authorized:	<u>0</u>	as of date: <u>11/30/2023</u>
Total shares outstanding:	<u>0</u>	as of date: <u>11/30/2023</u>
Conversion Rights	<u>N/A</u>	

Please provide the above-referenced information for all other classes of authorized or outstanding equity securities.

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.**

One for one voting rights on all common stock, entitled to dividends as determined by the board of directors. No Pre-emptive rights.

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

N/A

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

N/A

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.

N/A

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:			*Right-click the rows below and select "Insert" to add rows as needed.						
Opening Balance									
Date <u>11/30/2021</u> Common: <u>23,949,282</u>									
Preferred: <u>0</u>									
Date of Transaction	Transaction type (e.g., new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to. *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.
_____	_____	_____	_____	_____	_____	_____	_____	_____	
_____	_____	_____	_____	_____	_____	_____	_____	_____	
Shares Outstanding on Date of This Report:									
Ending Balance:									
Date <u>11/30/2023</u> Common: <u>23,949,282</u>									
Preferred: <u>0</u>									

Example: A company with a fiscal year end of December 31st 2023, 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, 2022 through December 31, 2023 pursuant to the tabular format above.

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

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

NA

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.)
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____

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

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

NA

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")

No Operations

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

N/A

C. Describe the issuers' principal products or services.

N/A

5) Issuer's Facilities

The goal of this section is to provide investors 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. Describe the location of office space, data centers, principal plants, and other property of the issuer and describe the condition of the properties. Specify if the assets, properties, or facilities are owned or leased and the terms of their leases. If the issuer does not have complete ownership or control of the property, describe the limitations on the ownership.

The company leases a shared office space in Sheridan, Wyoming.

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
Benjamin Berry	Sole Officer/Director	Apple Valley, MN				
BRIAN A BASH TRUSTEE C/O BAKER HOSTETLER LLP	5% Owner	CLEVELAND OH	3,480,471	Common	14.53%	
BRIAN R MCCANN	5% Owner	PALM CITY FL	2,416,235	Common	10%	

Confirm that the information in this table matches your public company profile on www.OTCMarkets.com. If any updates are needed to your public company profile, log in to www.OTCIQ.com to update your company profile.

7) Legal/Disciplinary History

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

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

NA

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

NA

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

NA

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

NA

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

NA

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

NA

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.

N/A

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.

Confirm that the information in this table matches your public company profile on www.OTCMarkets.com. If any updates are needed to your public company profile, update your company profile.

Securities Counsel (must include Counsel preparing Attorney Letters).

Name: Jonathan D. Leinwand
Firm: Jonathan D. Leinwand, P. A.
Address 1: 18305 Biscayne Blvd.
Address 2: Suite 200
Phone: 954-903-7856
Email: jonathan@jdlpa.com

9) Financial Statements

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

Name: **Benjamin Berry**
Title: **CEO**
Relationship to Issuer: **Officer**

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

- IFRS
 U.S. GAAP

C. The following financial statements were prepared by (name of individual):

Name: **Benjamin Berry**
Title: **CEO**
Relationship to Issuer: **Officer**

Describe the qualifications of the person or persons who prepared the financial statements: **Benjamin Berry has worked in the public markets for several years through his company Synergy Management Group and specializes in rehabilitating dark and defunct companies for the purpose of restoring shareholder value.**

Provide the following qualifying financial statements:

- 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

Financial Statement Requirements:

- Financial statements must be published together with this disclosure statement as one document.
- Financial statements must be "machine readable". Do not publish images/scans of financial statements.

- Financial statements must be presented with comparative financials against the prior FYE or period, as applicable.
- Financial statements must be prepared in accordance with U.S. GAAP or International Financial Reporting Standards (IFRS) but are not required to be audited.

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, Benjamin Berry certify that:

1. I have reviewed this Disclosure Statement for CLST HOLDINGS, 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.

02/17/2024

/s/ Benjamin Berry

Principal Financial Officer:

I, Benjamin Berry certify that:

1. I have reviewed this Disclosure Statement for CLST HOLDINGS, 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.

02/17/2024

/s/ Benjamin Berry

CLST HOLDINGS, INC.
FOR THE THREE MONTHS ENDING NOVEMBER 30, 2023 AND NOVEMBER 30, 2022
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CLST HOLDINGS, INC.
BALANCE SHEETS

	November 30, 2023	November 30, 2022
ASSETS		
Current assets		
Cash	\$ -	\$ -
Prepaid expenses	-	-
Total current assets	-	-
Property and equipment, net	-	-
Total assets	\$ -	\$ -
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	\$ -	\$ -
Other current liabilities	-	-
Total current liabilities	-	-
Notes payable	-	-
Other miscellaneous liabilities	-	-
Total Liabilities	-	-
Commitments and contingencies (Note 4)		
Stockholder's deficit		
Preferred stock, \$0.01 par value, 5,000,000 shares authorized; Preferred stock: 5,000,000 shares authorized; 0 shares issued and outstanding at November 30, 2023 and 2022		
	-	-
Common stock, \$0.01 par value; 200,000,000 shares authorized 23,949,282 issued and outstanding at November 30, 2023 and 2022	239,492	239,492
Additional paid in capital	(116,682)	(116,682)
Accumulated deficit	(122,810)	(122,810)
Total stockholders' equity	-	-
Total liabilities and stockholders' equity	\$ -	\$ -

The accompanying notes are an integral part of these financial statements

November 30, 2023

November 30, 2022

Revenues	\$ -	\$ -
Cost of goods sold	-	-
Gross profit	-	-
Operating expenses:		
Professional fees		-
Management fees, related party	-	-
General and administrative expenses		-
Total operating expenses		-
Income tax benefit (expense)	-	-
Net income (loss)	<u>\$ -</u>	<u>\$ -</u>
Basic and diluted loss per share	<u>\$ (0.00)</u>	<u>\$ 0.00</u>
Weighted average number of shares outstanding, basic and diluted	<u>23,949,282</u>	<u>23,949,282</u>

The accompanying notes are an integral part of these financial statements

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CLST HOLDINGS, INC.

STATEMENTS OF STOCKHOLDERS' EQUITY

FOR THE THREE MONTHS ENDING NOVEMBER 30, 2023 AND NOVEMBER 30, 2022

	Preferred Stock		Common Stock		Additional Paid-In	Accumulated	Total
	Series A						
	Shares	Amount	Shares	Amount	Capital	Deficit	
Balance, November 30, 2021	-	\$ -	23,949,282	\$ 239,492	\$ (116,683)	\$ (122,810)	\$ -
Net income (loss)	-	-	-	-	-	-	-
Balance, November 30, 2022	-	-	23,949,282	239,492	(116,683)	(122,810)	\$ -
Series A Preferred Stock issued for board services	-		-	-		-	-
Net income (loss)	-	-	-	-	-	-	-
Balance, November 30, 2023	-	\$ -	23,949,282	\$ 239,492	\$ (116,683)	\$ (122,810)	\$ -

The accompanying notes are an integral part of these financial statements

CLST HOLDINGS, INC.
STATEMENTS OF CASH FLOWS

	November 30, 2023	November 30, 2022
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net loss	\$	\$ -
Changes in operating assets and liabilities:		
Prepaid expenses		-
Net cash used in operating activities	-	-
NET INCREASE IN CASH		
	-	-
CASH, BEGINNING OF PERIOD		
	-	-
CASH, END OF PERIOD		
	\$ -	\$ -
Supplemental disclosure of cash flow information		
Cash paid for interest expense	\$ -	\$ -
Cash paid for income taxes	\$ -	\$ -
Non-cash operating and financing activities		
Preferred stock issued for prepaid expenses	\$ -	\$ -

The accompanying notes are an integral part of these financial statements

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CLST HOLDINGS, INC.

NOTES TO FINANCIAL STATEMENTS

FOR THE THREE MONTHS ENDING NOVEMBER 30, 2023 AND NOVEMBER 30, 2022

1. Nature of operations

CLST Holdings, Inc. (the “Company”, “CLST”, “we”, “us” or “our”), a Delaware corporation formed on April 1, 1993 under the name CellStar Corporation, has a fiscal year end of November 30 and is listed on the OTC Pink Markets under the trading symbol CLHI.

CLST Holdings, Inc. (the “Company”) was formed on April 1, 1993 as a Delaware corporation under the name of CellStar Corporation to hold the stock of National Auto Center, Inc. (“National Auto Center”), which operated as a subsidiary of the Company. The Company operated in the wireless telecommunications industry through National Auto Center, which was originally formed in 1981 to distribute and install automotive aftermarket products and later, in 1984, began offering wireless communications products and services. In 2007, the Company sold all of its operations in three separate transactions.

On December 4th, 2020, the majority shareholders of the corporation called, noticed, and held a special meeting of shareholders. At the meeting, the shareholders voted and approved the following motions by over 51% votes of the total outstanding common shares:

- Resolution to Elect Robert Stephenson as sole director of the Company;
- Resolution causing a certificate of correction to be filed with the Delaware Secretary of State rendering null and void the March 26, 2010 dissolution of the corporation;
- Resolution approving the business combination of CLST Holdings, Inc. and The Data Source (UK) LTD. through a reverse triangular merger
- Resolution to amend the articles of incorporation to create a Special 2020 Series A Preferred Stock, par value: \$.001, authorized shares: one (1). The Special 2020 Series A Preferred share has 60% voting rights over all classes of stock and each share is convertible into 250,000,000 shares of the Company’s common stock;
- Resolution to adopt the restated articles of incorporation and bylaws of the Company.;

On December 16, 2020, the Company entered into an Agreement and Plan of Merger with The Data Source (UK) Ltd. (“TDS”), an entity organized under the laws of England and Wales, to acquire 100% of the outstanding stock of TDS. Pursuant to the Agreement, as a condition precedent to the merger, the Company must undertake a one (1) for fifteen (15) reverse stock split of its common stock and subsequently issue the current stockholders of TDS one hundred million (100,000,000) shares of the Company’s common stock. Subsequently The Data Source (UK) Ltd. (“TDS”) terminated the agreement with the company due to corporate actions not being processed.

The Company currently has no operations and is evaluating business direction.

2. Summary of significant accounting policies

Basis of Presentation

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

Use of Estimates

The preparation of financial statements in conformity with 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 date of the financial statements and the reported amounts of revenues and expenses during the reporting period. The most significant assumptions and estimates relate to the valuation of equity issued for services. Actual results could differ from these estimates.

Revenue Recognition

The Company recognizes revenue in accordance with Accounting Standards Update (“ASU”) 2014-09, “*Revenue from contracts with customers*,” (Topic 606). Revenue is recognized when a customer obtains control of promised goods or services. In addition, the standard requires disclosure of the nature, amount, timing, and uncertainty of revenue and cash flows arising from contracts with customers. The amount of revenue that is recorded reflects the consideration that the Company expects to receive in exchange for those goods. The Company applies the following five-step model in order to determine this amount: (i) identification of the promised goods in the contract; (ii) determination of whether the promised goods are performance obligations, including whether they are distinct in the context of the contract; (iii) measurement of the transaction price, including the constraint on variable consideration; (iv) allocation of the transaction price to the performance obligations; and (v) recognition of revenue when (or as) the Company satisfies each performance obligation.

The Company only applies the five-step model to contracts when it is probable that the entity will collect the consideration it is entitled to in exchange for the goods or services it transfers to the customer. Once a contract is determined to be within the scope of Financial Accounting Standards Board (“FASB”) Accounting Standards Codification (“ASC”) 606 at contract inception, the Company reviews the contract to determine which performance obligations the Company must deliver and which of these performance obligations are distinct. The Company expects to recognize revenues as the amount of the transaction price that is allocated to the respective performance obligation when the performance obligation is satisfied or as it is satisfied.

Fair Value Measurements and Fair Value of Financial Instruments

The Company adopted ASC Topic 820, *Fair Value Measurements*. ASC Topic 820 clarifies the definition of fair value, prescribes methods for measuring fair value, and establishes a fair value hierarchy to classify the inputs used in measuring fair value as follows:

Level 1: Inputs are unadjusted quoted prices in active markets for identical assets or liabilities available at the measurement date.

Level 2: Inputs are unadjusted quoted prices for similar assets and liabilities in active markets, quoted prices for identical or similar assets and liabilities in markets that are not active, inputs other than quoted prices that are observable, and inputs derived from or corroborated by observable market data.

Level 3: Inputs are unobservable inputs which reflect the reporting entity's own assumptions on what assumptions the market participants would use in pricing the asset or liability based on the best available information.

The estimated fair value of certain financial instruments, including all current liabilities are carried at historical cost basis, which approximates their fair values because of the short-term nature of these instruments.

Fair Value of Financial Instruments

ASC subtopic 825-10, *Financial Instruments* ("ASC 825-10") requires disclosure of the fair value of certain financial instruments. The carrying value of cash and cash equivalents, accounts payable and accrued liabilities when reflected in the balance sheets, approximate fair value because of the short-term maturity of these instruments. All other significant financial assets, financial liabilities and equity instruments of the Company are either recognized or disclosed in the financial statements together with other information relevant for making a reasonable assessment of future cash flows, interest rate risk and credit risk. Where practicable the fair values of financial assets and financial liabilities have been determined and disclosed; otherwise only available information pertinent to fair value has been disclosed. The Company follows ASC subtopic 820-10, *Fair Value Measurements and Disclosures* ("ASC 820-10") and ASC 825-10, which permits entities to choose to measure many financial instruments and certain other items at fair value.

Cash and Cash Equivalents

For purposes of the Statements of Cash Flows, the Company considers highly liquid investments with an original maturity of three months or less to be cash equivalents.

Income Taxes

Income taxes are accounted for under the asset and liability method. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and operating loss, capital loss and tax credit carryforwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date.

The Company recognizes the effect of income tax positions only if those positions are more likely than not of being sustained. Recognized income tax positions are measured at the largest amount that is greater than 50% likely of being realized. Changes in recognition or measurement are reflected in the period in which the change in judgment occurs. The Company records interest and penalties related to unrecognized tax benefits as a component of general and administrative expenses. Our federal tax return and any state tax returns are not currently under examination.

The Company has adopted FASB ASC 740-10, *Accounting for Income Taxes*, which requires an asset and liability approach to financial accounting and reporting for income taxes. Deferred income tax assets and liabilities are computed annually from differences between the financial statement and tax basis of assets and liabilities that will result in taxable or deductible amounts in the future based on enacted tax laws and rates applicable to the periods in which the differences are expected to affect taxable income. Valuation allowances are established when necessary to reduce deferred tax assets to the amount expected to be realized.

Net Income (Loss) Per Common Share

The Company computes loss per common share, in accordance with FASB ASC Topic 260, *Earnings Per Share*, which requires dual presentation of basic and diluted earnings per share. Basic income or loss per common share is computed by dividing net income or loss by the weighted average number of common shares outstanding during the period. Diluted income or loss per common share is computed by dividing net income or loss by the weighted average number of common shares outstanding, plus the issuance of common shares, if dilutive, that could result from the exercise of outstanding stock options and warrants.

Recent Accounting Pronouncements

The Company has implemented all new accounting pronouncements that are in effect. These pronouncements did not have any material impact on the financial statements unless otherwise disclosed, and the Company does not believe that there are any other new accounting pronouncements that have been issued that might have a material impact on its financial position or results of operations.

3. Going concern

The accompanying financial statements have been prepared on a going concern basis. For the year ended November 30, 2023, the Company had a net loss of \$0, had \$0 in working capital, accumulated deficit of \$0 and stockholders' equity of \$0. These matters raise substantial doubt about the Company's ability to continue as a going concern for a period of one year from the date of this filing. The Company's ability to continue as a going concern is dependent upon its ability to obtain the necessary financing to meet its obligations and repay its liabilities arising from normal business operations when they come due, to fund possible future acquisitions, and to generate profitable operations in the future. Management plans to provide for the Company's capital requirements by continuing to issue additional equity and debt securities. The outcome of these matters cannot be predicted at this time and there are no assurances that, if achieved, the Company will have sufficient funds to execute its business plan or generate positive operating results. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

4. Commitments and contingencies

During the normal course of business, the Company may be exposed to litigation. When the Company becomes aware of potential litigation, it evaluates the merits of the case in accordance with FASB ASC 450-20-50, *Contingencies*. The Company evaluates its exposure to the matter, possible legal or settlement strategies and the likelihood of an unfavorable outcome. If the Company determines that an unfavorable outcome is probable and can be reasonably estimated, it establishes the necessary accruals. As of November 30, 2023 and 2022, the Company is not aware of any contingent liabilities that should be reflected in the financial statements.

5. Related party transactions

There were no related party transactions.

