

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

Star8 Corporation

1100 Brickell Bay Dr #42K

Miami, FL 33131

626.429.2780

N/A

pino@cafedominocoffee.com

Quarterly Report

For the period ending September 30, 2024 (the "Reporting Period")

Outstanding Shares

The number of shares outstanding of our Common Stock was:

243,573,782 as of September 30, 2024 (*Current Reporting Period Date or More Recent Date*)

235,686,282 as of December 31, 2023 (*Most Recent Completed Fiscal Year End*)

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 Control⁴ of the company has occurred during 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.

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

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

Advanced Recording Instruments Inc to 1995
Instrumental Enterprises. To 1997
Immunis Corp Until July 18, 2007
Immunis Holding Corp Until September 27, 2010

Current State and Date of Incorporation or Registration: Delaware, July 15, 1987

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

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

None

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

None

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

None

Address of the issuer's principal executive office:

1100 Brickell Bay Dr #42K
Miami, FL 33131

Address 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: Pacific Stock Transfer
Phone: (800) 785-7782
Email: info@pacificstocktransfer.com
Address: 6725 Via Austi Pkwy, Suite 300, Las Vegas, NV

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>STRH</u>	
Exact title and class of securities outstanding:	<u>Common Stock</u>	
CUSIP:	<u>85529C 106</u>	
Par or stated value:	<u>001</u>	
Total shares authorized:	<u>1,600,000,000</u>	as of date: <u>September 30, 2024</u>
Total shares outstanding:	<u>243,573,782</u>	as of date: <u>September 30, 2024</u>
Total number of shareholders of record:	<u>502</u>	as of date: <u>September 30, 2024</u>

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

None

Other classes of authorized or outstanding equity securities that do not have a trading symbol:

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.

Exact title and class of the security:	Series A	
Preferred Stock CUSIP (if applicable):	N/A	
Par or stated value:	0.001	
Total shares authorized:	1,100,000	as of date: <u>September 30, 2024</u>
Total shares outstanding (if applicable):	525,000	as of date: <u>September 30, 2024</u>
Total number of shareholders of record (if applicable):	<u>3</u>	as of date: <u>September 30, 2024</u>
Exact title and class of the security:	Series B	
Preferred Stock CUSIP (if applicable):	N/A	
Par or stated value:	0.001	
Total shares authorized:	100,000	as of date: <u>September 30, 2024</u>
Total shares outstanding (if applicable):	100,000	as of date: <u>September 30, 2024</u>
Total number of shareholders of record (if applicable):	<u>1</u>	as of date: <u>September 30, 2024</u>

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

None

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 par value \$0.001 per share ("Common Stock"), each share of which is entitled to one vote on all matters. The holders of the Common Stock are entitled to receive dividends out of funds legally available therefor, when and as declared by the Board of Directors. The holders of the Common Stock do not have preemptive rights.

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

Series A Preferred Stock, par value of \$0.001, of which 1,100,000 shares authorized, each share of which is redeemable for equal to 400 common shares. The Class A Preferred Stock has not dividend rights or voting rights except as required by law. The Series A Preferred Stock has a liquidation preference equal to \$0.001 per share.

Series B Convertible Preferred Stock, par value \$0.001 ("Series B") of which 100,000 shares are authorized have, in the aggregate, voting power equal to Sixty Five Percent (65%) of the total of all shares able to vote on all matters. Series B is entitled to receive dividends that are declared on the Common Stock. The Series B is convertible in the aggregate into a number shares equal to 65% of the of the resulting common stock thereafter outstanding.

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

NA

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.**

NA

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 for the two most recently completed fiscal years and any subsequent period.

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>12.31.21</u> Common: 293,873,782 Preferred: <u>475,000</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.
1.26.22	New	656,250	Common	.01	No	Sean Kelly	Services	Restricted	4(a)(2)
1.26.22	New	1,312,500	Common	.01	No	Christopher Bosco	Services	Restricted	4(a)(2)
1.26.22	New	1,781,250	Common	.01	No	Bradley Reeser	Services	Restricted	4(a)(2)
1.26.22	New	937,500	Common	.01	No	Austin Mancuso	Services	Restricted	4(a)(2)
3.22.22	New	50,000	Class A Preferred	N/A	No	Mario Diez	Services	Restricted	4(a)(2)

5.18.22	New	500,000	Common	.001	No	Alejandro Perez	Services	Restricted	4(a)(2)
5.18.22	New	900,000	Common	.01	No	Bart Butler	Services	Restricted	4(a)(2)
5.18.22	New	1,000,000	Common	.01	No	Steven Siegel	Services	Restricted	4(a)(2)
7.1.22	Returned	(70,687,500)	Common	.01	No	Boosted Capital			
7.1.22	New	10,000,000	Common	.01	No	Mario Diez	Services	Restricted	4(a)(2)
11.4.22	New	100,000	Series B Preferred	N/A	No	Michael Knox	Services	Restricted	4(a)(2)
11.4.22	New	800,000	Common	.01	No	Steven Siegel	Services	Restricted	4(a)(2)
11.5.22	New	2,500,000	Common	.01	No	Steven Siegel	Services	Restricted	4(a)(2)
3.13.23	Returned	(100,000)	Series B Preferred	N/A	No	Michael Knox	Services	Restricted	4(a)(2)

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.)
<u>10.6.21</u>	<u>114,930</u>	<u>100,000</u>	<u>17,930</u>	<u>10.6.22</u>	<u>80% of VWAP to Common Stock</u>	<u>Blue Harmon LLC</u> <u>Sharon Robinson</u>	<u>Loan</u>
<u>3.22.21</u>	<u>56,242</u>	<u>50,000</u>	<u>7,742</u>	<u>3.22.22</u>	<u>50% of VWAP to Common Stock</u>	<u>F.A. Elimar LLC</u> <u>Francisco Deuringer</u>	<u>Loan</u>
<u>11.29.21</u>	<u>114,042</u>	<u>100,000</u>	<u>17,042</u>	<u>11.29.22</u>	<u>80% of VWAP to Common Stock</u>	<u>Highlife Inc</u> <u>Devon Robinson</u>	<u>Loan</u>
<u>10.6.21</u>	<u>114,950</u>	<u>100,000</u>	<u>17,950</u>	<u>10.6.22</u>	<u>80% of VWAP to Common Stock</u>	<u>RMR Investment Firm Inc</u> <u>Russel Robinson</u>	<u>Loan</u>
<u>10.6.21</u>	<u>114,950</u>	<u>100,000</u>	<u>17,950</u>	<u>10.6.22</u>	<u>80% of VWAP to Common Stock</u>	<u>.Robinson</u> <u>Network Inc</u> <u>Robert Robinson</u>	<u>Loan</u>
<u>6.23.23</u>	<u>53,333</u>	<u>50,000</u>	<u>5,833</u>	<u>6.23.24</u>	<u>80% of VWAP to Common Stock</u>	<u>Adham Fady</u> <u>Kada</u>	<u>Loan</u>
<u>7.18.23</u>	<u>10,667</u>	<u>10,000</u>	<u>1,167</u>	<u>7.18.24</u>	<u>80% of VWAP to Common Stock</u>	<u>Lee Doucette</u>	<u>Loan</u>
<u>7.20.23</u>	<u>10,667</u>	<u>10,000</u>	<u>1,167</u>	<u>7.20.24</u>	<u>80% of VWAP to Common Stock</u>	<u>Craig Capurso</u>	<u>Loan</u>
<u>7.24.23</u>	<u>5,333</u>	<u>5,000</u>	<u>583</u>	<u>7.24.23</u>	<u>80% of VWAP to Common Stock</u>	<u>Susan Downing</u>	<u>Loan</u>
<u>11.9.23</u>	<u>26,042</u>	<u>25,000</u>	<u>2,292</u>	<u>11.9.24</u>	<u>80% of VWAP to Common Stock</u>	<u>Jaspreet Sekhon</u>	<u>Loan</u>

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

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

4) Issuer's Business, Products and Services

The purpose of this section is to provide a clear description of the issuer's current operations. Ensure that these descriptions are updated on the Company's Profile on www.OTCMarkets.com.

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

Provides coffee distribution and service

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

- (1) Caffè Lingo, Inc.
- (2) Impagliazzo Holdings Group, Inc.

C. Describe the issuers' principal products or services.

Café Domino is strategically positioned to capitalize on the financial strain experienced by consumers. Our company offers a remarkable product at a reasonable price, catering to the growing demand for high-quality coffee.

Our plan is to establish Café Domino as a leader in the coffee industry by embracing innovation and staying ahead of the market trends. To do this, we will take advantage of the current preferences of gourmet coffee enthusiasts while still maintaining affordable prices. One of the key strategies we will implement is expanding our reach into untapped markets.

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.

None – Office space supplied by management at no cost.

6) All Officers, Directors, and Control Persons of the Company

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

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

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

The goal of this section is to provide investors with a clear understanding of the identity of all the persons or entities that are involved in managing, controlling or advising the operations, business development and disclosure of the issuer, as well as the identity of any significant or beneficial owners.

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.

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>SEAN KELLY</u>	<u>5%</u>	<u>PLANTATION FL</u> <u>33317-5002</u>	<u>29,700,000</u>	<u>COMMON</u>	<u>10.147%</u>	_____
<u>CHRISTOPHER BOSCO</u>	<u>5%</u>	<u>FORT LAUDERDALE FL</u> <u>33301-2714</u>	<u>27,060,000</u>	<u>COMMON</u>	<u>9.484%</u>	_____
<u>WIRELESS TRADE GROUP, INC.</u>	<u>5%</u>	<u>MISSISSAUGA, ONTARIO, QC</u> <u>CANADA</u>	<u>19,146,238</u>	<u>COMMON</u>	<u>6.5018%</u>	<u>ROWLAND OKOTORE</u>
<u>BRIGHT TALENT DEVELOPMENTS LIMITED</u>	<u>5%</u>	<u>5TH FLOOR DAH SING LIFE BLDG</u> <u>99-105 DES VOEUX ROAD CENTRAL</u> <u>HONG KONG</u>	<u>19,000,000</u>	<u>COMMON</u>	<u>6.452%</u>	<u>OLIVIA LAI</u>
<u>ELITE CHARM HOLDINGS LIMITED</u>	<u>5%</u>	<u>5TH FLOOR DAH SING LIFE BLDG</u> <u>99-105 DES VOEUX ROAD CENTRAL</u> <u>HONG KONG</u>	<u>19,000,000</u>	<u>COMMON</u>	<u>6.452%</u>	<u>OLIVIA LAI</u>
<u>LEUNG CHI MING</u>	<u>5%</u>	<u>TSIMSHATSUI KOWLOON SAR</u> <u>HONG KONG</u>	<u>18,000,000</u>	<u>COMMON</u>	<u>6.112%</u>	
<u>PINO IMPAGLIAZZO</u>	<u>CEO</u>	<u>MIAMI, FL</u>	<u>100,000</u>	<u>SERIES B PREFERRED</u>	<u>100%</u>	
<u>CHARTERED SERVICES, LLC</u>	<u>5% Holder</u>	<u>Boca Raton, FL</u>	<u>250,000</u>	<u>SERIES A PREFERRED</u>	<u>47.6%</u>	<u>Johnathon Thau</u>

<u>SWEETWATER PARK INC</u>	<u>5% Holder</u>	<u>Overland Park, LS</u>	<u>225,000</u>	<u>SERIES A PREFERRED</u>	<u>42.8%</u>	<u>John Daley</u>
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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);

No

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;

No

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;

No

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

No

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.

No

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.

No

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 to 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.

NA

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).

Securities Counsel

Name: Jonathan Leinwand, Esq.
Firm: Jonathan D. Leinwand, P.A.
Address 1: 18305 Biscayne Blvd., Suite 200
Address 2: Aventura, FL 33160
Phone: 954-903-7856
Email: jonathan@jdlpa.com

Accountant or Auditor

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

Investor Relations

N/A

All other means of Investor Communication:

Twitter _____
Discord: _____
LinkedIn _____
Facebook: _____
Instagram _____

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: N/A
Firm: N/A
Address 1: N/A
Address 2: N/A

Phone: N/A
Email: N/A

9) Disclosure & Financial Information

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

Name: Pino Ignazio Impagliazzo
Title: CEO
Relationship to Issuer: CEO

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: Gary D. Alexander
Title: Consultant
Relationship to Issuer: Consultant

'Describe the qualifications of the person or persons who prepared the financial statements:⁵

Mr. Alexander has 45 years of accounting experience with 15 years of OTC accounting and disclosure preparation.

Provide the following qualifying financial statements:

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

Financial Statement Requirements:

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

⁵ 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, Pino Impagliazzo

1. I have reviewed this Disclosure Statement for Star8 Corporation;
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.

11/18/2024 [Date]

/S/ Pino Impagliazzo [CEO's Signature]

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

Principal Financial Officer:

I, Pino Impagliazzo certify that:

I have reviewed this Disclosure Statement for Star8 Corporation;

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.

11/18/2024 [Date]

/S/ Pino Impagliazzo CFO's Signature]

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

Star8 Corporation
Balance Sheet
As of September 30, 2024

	Total	
	As of Sep 30, 2023 (PY)	As of Sep 30, 2024
ASSETS		
Current Assets		
Bank Accounts	\$113,145	\$83,503
Accounts Receivable	104,071	194,059
Other Current Assets	32,845	905,404
Total Current Assets	\$250,061	\$1,182,965
Fixed Assets	\$174,303	\$137,608
Other Assets	-	-
TOTAL ASSETS	\$424,364	\$1,320,573
LIABILITIES AND EQUITY		
Liabilities		
Current Liabilities	\$45,898	\$120,632
Long-Term Liabilities		
Accrued Interest	\$57,864	\$106,656
Long Term Loans	728,296	701,715
Total Long-Term Liabilities	\$786,160	\$808,371
Total Liabilities	\$832,058	\$929,003
Equity		
* Shareholders Equity	-	-
*Stock	\$298,186	\$306,074
Additional Paid In Capital	106,900	106,900
Caffe Lingo Equity	3,430	3,430
Impagliazzo - Equity	(71,581)	407,332
Retained Earnings	(595,912)	(722,244)
Net Income	(148,718)	290,078
Total Equity	(\$407,694)	\$391,570
TOTAL LIABILITIES AND EQUITY	\$424,364	\$1,320,573

Thursday, Nov 14, 2024 02:58:43 PM GMT-8 - Accrual Basis

Star8 Corporation

Profit and Loss

July - September, 2024

	Total	
	Jul - Sep, 2023 (PY)	Jul - Sep, 2024
Income		
Sales - Coffee Products	\$312,276	\$220,000
Total Income	\$312,276	\$220,000
Cost of Goods Sold		
Coffee Products	\$51,469	\$100,000
Total Cost of Goods Sold	\$51,469	\$100,000
Gross Profit	\$260,807	\$120,000
Expenses		
Accounting Fees	\$0	\$4,000
Bank Service Charges	(20)	100
Computer and Internet Expenses	0	100
Depreciation Expense	9,174	9,174
Meals & Entertainment	452	100
Office Supplies		0
Payroll Expenses	(865)	0
Travel	129	500
Total Expenses	\$8,870	\$13,974
Net Operating Income	\$251,937	\$106,026
Other Expenses		
Interest Expense	\$13,000	\$12,250
Total Other Expenses	\$13,000	\$12,250
Net Other Income	(\$13,000)	(\$12,250)
Net Income	\$238,937	\$93,776

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Star8 Corporation
Profit and Loss Comparison
January - September, 2024

	Total	
	Jan - Sep, 2023 (PY)	Jan - Sep, 2024
Income		
Sales - Coffee Products	\$477,044	\$659,224
Total Income	\$477,044	\$659,224
Cost of Goods Sold		
Coffee Products	\$190,559	\$291,495
Total Cost of Goods Sold	\$190,559	\$291,495
Gross Profit	\$286,485	\$367,729
Expenses		
Accounting fees	\$0	\$11,500
Auto Expense	1,038	0
Bank Service Charges	171	234
Computer and Internet Expenses	4,883	250
Depreciation Expense	9,174	27,522
Insurance Expense	138	0
Meals & Entertainment	1,705	227
Office Supplies	12,858	0
Operating Expenses	122,949	0
Payroll Expenses	112,135	0
Postage & Shipping (deleted)	452	0
Professional Fees	88,974	0
Taxes & Licenses	1,481	0
Telephone Expense	300	0
Travel	2,298	1,168
Total Expenses	\$358,556	\$40,901
Net Operating Income	-\$72,071	\$326,828
Total Other Expenses	\$76,647	\$36,750
Net Other Income	-\$76,647	-\$36,750
Net Income	-\$148,718	\$290,078

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Star8 Corporation
Statement of Cash Flows
January - September, 2024

	<u>Total</u>
OPERATING ACTIVITIES	
Net Income	\$290,078
Adjustments to reconcile Net Income to Net Cash provided by operations:	
Accounts Receivable	(7,122)
Inventory - Asset	(74,355)
Accounts Payable	(32,545)
Credit Cards:Apple Card	12,023
Credit Cards:Capital One 4455	1,407
Credit Cards:Chase Sapphire 5777	6,119
Credit Cards:Chase/United 2831	1,770
Credit Cards:Citi/AAdvantage 6357	10,638
Credit Cards:Credit One Bank 09027	589
Notes Payable:Affirm	(4,107)
Notes Payable:Forward Finance	11,469
Notes Payable:FundBox	(4,789)
Notes Payable:Instafunders LLC	12,936
Notes Payable:Intuit Financing	1,723
Notes Payable:SST	(3,764)
Notes Payable:Unique Funding	12,636
Total Adjustments to reconcile Net Income to Net Cash provided by operations:	(\$55,373)
Net cash provided by operating activities	\$234,705
INVESTING ACTIVITIES	
xAccumulated Depreciation	\$27,523
Net cash provided by investing activities	\$27,523
FINANCING ACTIVITIES	
Accrued Interest:Accrued Interest - Blue Harmony	\$4,500
Accrued Interest:Accrued Interest - Capurso	750
Accrued Interest:Accrued Interest - Doucette	750
Accrued Interest:Accrued Interest - Downing	375
Accrued Interest:Accrued Interest - FA Elimar	2,250
Accrued Interest:Accrued Interest - Highlife	4,500
Accrued Interest:Accrued Interest - Kadaj	3,750
Accrued Interest:Accrued Interest - Quartieri	9,000
Accrued Interest:Accrued Interest - RMR Invest.	4,500
Accrued Interest:Accrued Interest - Robinson	4,500
Accrued Interest:Accrued Interest - Sekhon	1,875
Long Term Loans:EBF Holdings, LLC	(26,836)
*Stock:Common Stock	7,888
Impagliazzo - Equity	(216,676)
Net cash provided by financing activities	-\$198,873
Net cash increase for period	\$63,355
Cash at beginning of period	20,149
Cash at end of period	\$83,503

Star8 Corporation
STATEMENT OF STOCKHOLDERS' EQUITY
For the period ended September 30, 2024

	Number of Common Shares	Par Value of Common Stock	Number of Preferred Shares	Par Value of Preferred Stock	Additional Paid in Capital	Accumulated Deficit	Total Shareholders' Equity
BALANCE AT DECEMBER 31, 2021	294,473,782	294,474	475,000	47,500	10,000	(828,768)	(476,794)
Net Loss - December 31, 2022	(58,787,500)	(58,788)	150,000	15,000	96,900	232,856	285,968
BALANCE AT DECEMBER 31, 2022	235,686,282	235,686	625,000	62,500	106,900	(595,912)	(190,826)
Net Income - December 31, 2023					627,437	(126,332)	501,105
BALANCE AT DECEMBER 31, 2023	235,686,282	235,686	625,000	62,500	734,337	(722,244)	310,280
Net Income - September 30, 2024	7,887,500	7,888	-	-	(216,675)	290,078	81,291
BALANCE AT September 30, 2024	243,573,782	243,574	625,000	62,500	517,662	(432,166)	391,570

STAR8 Corporation
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

1. Organization and Formation

The Issuer was originally formed in the State of Delaware on July 15, 1987. Also, in 1987 the Issuer merged with A.R.I. Inc., and changed its name to Advanced Recording Instruments Inc. In 1995, the Issuer again changed its name to Instrumental Enterprises. In 1997, the Issuer changed its name to Immunis Holding Corp and operated as such until 2010. On September 28, 2010, the Issuer acquired 100% of 1664914 Ontario Limited, affected a 1 for 100 reverse-split and changed its name to Star8 Corporation. Star8 is preparing to launch a smart mobile phone that is targeted at the pre-paid mobile phone market delivering an ultralow cost mobile email and messaging phone. The solution will be broadly marketed to the pre-paid consumer market giving the Company a large potential market from which to draw customers. The Issuer is currently completing a technology acquisition to assist in the development of its lost cost mobile email phone. The Issuer has also begun to seek out potential financing required to execute on the business plan.

On February 22, 2023 the Company acquired two subsidiaries (1) Caffe Lingo, Inc. (Delaware) and Impagliazzo Holdings Group, Inc. (Delaware). Both entities filed to do business in the State of Florida under the name of Cafe Domino FL01 LLC.

Cafe Domino is strategically positioned to capitalize on the financial strain experienced by consumers. Our company offers a remarkable product at a reasonable price, catering to the growing demand for high-quality coffee.

Our plan is to establish Cafe Domino as a leader in the coffee industry by embracing innovation and staying ahead of the market trends. To do this, we will take advantage of the current preferences of gourmet coffee enthusiasts while still maintaining affordable prices. One of the key strategies we will implement is expanding our reach into untapped markets.

Basis of Presentation

The accompanying condensed consolidated financial statements have been prepared by us, without audit. In the opinion of our management, all adjustments considered necessary for a fair presentation have been included. Certain information and footnote disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles have been condensed or omitted. We believe that the disclosures provided are adequate to make the information presented not misleading.

2. Going Concern

These financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the settlement of liabilities in the normal course of our business. As reflected in the accompanying financial statements, Star8 had an accumulated deficit of \$432,166 as of September 30, 2024. Also, as of December 31, 2023, we had limited liquid and capital resources. We are currently largely dependent upon obtaining sufficient short and long term financing in order to continue running and expanding our operations. The foregoing factors raise substantial doubt about our ability to continue as a going concern. Ultimately, our ability to continue as a going concern is dependent upon our ability to attract new sources of capital, exploit the growing telecom services market in order to attain a reasonable threshold of operating efficiency and achieve profitable operations. The financial statements do not include any adjustments that might be necessary if we are unable to continue as a going concern.

3. Recent Accounting Pronouncements

In January 2010, the FASB issued ASU No. 2010-06 regarding fair value measurements and disclosures and improvement in the disclosure about fair value measurements. This ASU requires additional disclosures regarding significant transfers in and out of Levels 1 and 2 of fair value measurements, including a description of the reasons for the transfers. Further, this ASU requires additional disclosures for the activity in Level 3 fair value measurements, requiring presentation of information about purchases, sales, issuances, and settlements in the reconciliation for fair value measurements. This ASU is effective for fiscal years beginning after December 15, 2010, and for interim periods within those fiscal years. We are currently evaluating the impact of this ASU; however, we do not expect the adoption of this ASU to have a material impact on our consolidated financial statements.

In February 2010, the FASB issued ASU No. 2010-09 regarding subsequent events and amendments to certain recognition and disclosure requirements. Under this ASU, a public company that is a SEC filer, as defined, is not required to disclose the date through which subsequent events have been evaluated. This ASU is effective upon the issuance of this ASU. The adoption of this ASU did not have a material impact on our consolidated financial statements. In April 2010, the FASB issued ASU No. 2010-18 regarding improving comparability by eliminating diversity in practice about the treatment of modifications of loans accounted for within pools under Subtopic 310-30 – Receivable – Loans and Debt Securities Acquired with Deteriorated Credit Quality (“Subtopic 310-30”). Furthermore, the amendments clarify guidance about maintaining the integrity of a pool as the unit of accounting for acquired loans with credit deterioration. Loans accounted for individually under Subtopic 310-30 continue to be subject to the troubled debt restructuring accounting provisions within Subtopic 310-40, Receivables— Troubled Debt Restructurings by Creditors. The amendments in this Update are effective for modifications of loans accounted for within pools under Subtopic 310-30 occurring in the first interim or annual period ending on or after July 15, 2010. The amendments are to be applied prospectively. Early adoption is permitted. We are currently evaluating the impact of this ASU; however, we do not expect the adoption of this ASU to have a material impact on our consolidated financial statements.

In September 2009, in accordance with accounting pronouncements that applies to arrangements with multiple deliverables and provides another alternative for determining the selling price of deliverables. In addition, the residual method of allocating arrangement consideration is no longer permitted under this guidance. The guidance is effective for fiscal years beginning on or after July 15, 2010. We are currently evaluating the potential impact, if any, of the adoption of this guidance on our consolidated financial statements.

In September 2009, in accordance with accounting pronouncements which removes non-software components of tangible products and certain software components of tangible products from the scope of existing software revenue guidance, resulting in the recognition of revenue similar to that for other tangible products. It also requires expanded qualitative and quantitative disclosures. The guidance is effective for fiscal years beginning on or after June 15, 2010. We are currently evaluating the potential impact, if any, of the adoption of this guidance on our consolidated financial statements.

In June 2009, in accordance with accounting pronouncements for determining whether an entity is a variable interest entity (“VIE”) and requires an enterprise to perform an analysis to determine whether the enterprise’s variable interest or interests give it a controlling financial interest in a VIE. Under this guidance, an enterprise has a controlling financial interest when it has a) the power to direct the activities of a VIE that most significantly impact the entity’s economic performance and b) the obligation to absorb losses of the entity or the right to receive benefits from the entity that could potentially be significant to the VIE. The guidance also requires an enterprise to assess whether it has an implicit financial responsibility to ensure that a VIE operates as designed when determining whether it has power to direct the activities of the VIE that most significantly impact the entity’s economic performance. The guidance also requires ongoing assessments of whether an enterprise is the primary beneficiary of a VIE, requires enhanced disclosures and eliminates the scope exclusion for qualifying special-purpose entities. The guidance is effective for fiscal years beginning after November 15, 2009. We are currently evaluating the potential impact, if any, of the adoption of this guidance on our consolidated financial statements. Management does not believe that there are any recently-issued, but not yet effective, accounting standards that could have a material effect on the

accompanying financial statements.

4. Commitments and Contingencies

The Company has no long-term lease commitments or contingencies.

5. Related Party Transactions

Loans:

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.)
<u>10.6.21</u>	<u>114,930</u>	<u>100,000</u>	<u>17,930</u>	<u>10.6.22</u>	<u>80% of VWAP to Common Stock</u>	<u>Blue Harmon LLC</u> <u>Sharon Robinson</u>	<u>Loan</u>
<u>3.22.21</u>	<u>56,242</u>	<u>50,000</u>	<u>7,742</u>	<u>3.22.22</u>	<u>50% of VWAP to Common Stock</u>	<u>F.A. Elimar LLC</u> <u>Francisco</u> <u>Deuringer</u>	<u>Loan</u>
<u>11.29.21</u>	<u>114,042</u>	<u>100,000</u>	<u>17,042</u>	<u>11.29.22</u>	<u>80% of VWAP to Common Stock</u>	<u>Highlife Inc</u> <u>Devon Robinson</u>	<u>Loan</u>
<u>10.6.21</u>	<u>114,950</u>	<u>100,000</u>	<u>17,950</u>	<u>10.6.22</u>	<u>80% of VWAP to Common Stock</u>	<u>RMR Investment Firm Inc</u> <u>Russel Robinson</u>	<u>Loan</u>
<u>10.6.21</u>	<u>114,950</u>	<u>100,000</u>	<u>17,950</u>	<u>10.6.22</u>	<u>80% of VWAP to Common Stock</u>	<u>.Robinson</u> <u>Network Inc</u> <u>Robert</u> <u>Robinson</u>	<u>Loan</u>

6. Issuer's Business, Products and Services/ Management Discussion and Analysis

The following management's discussion and analysis ("MD&A") should be read in conjunction with Star8 Corporations financial statements for the quarter ended September 30, 2024, and the notes thereto. Additional information relating to Star8 Corporation. ("Star8" or the "Issuer") is available at www.star8corp.com. This MD&A is prepared as of November 18, 2024.

The subsidiaries Rari, Palm Nutrition and Vibe Holdings have been sold. The assets, liabilities, shares and equity issued has been reverted back to each individual company.

7. Subsequent Events

A change in company control is currently underway. The terms of this change are currently being negotiated. This change is expected to be completed by December 31, 2024.

Forward-looking Statements

Certain statements included in this document constitute forward-looking statements, including those identified by the expressions anticipate, believe, plan, estimate, expect, intend, and similar expressions to the extent they relate to Star8 or its management. These forward-looking statements are not facts, promises, or guarantees; rather, they reflect current expectations regarding future results or events. These forward-looking statements are subject to risks and uncertainties that could cause actual results, activities, performance, or events to differ materially from current expectations. These include risks related to revenue growth, operating results, industry, products, and litigation, as well as the matters discussed in Star8's MD&A under Risk Factors. Readers should not place undue reliance on any such forward-looking statements. Star8 disclaims any obligation to publicly update or to revise any such statements to reflect any change in the Company's expectations or in events, conditions, or circumstances on which any such statements may be based, or that may affect the likelihood that actual results will differ from those set forth in the forward-looking statements.