

CGrowth Capital Inc.

4300 Biscayne Blvd, Suite 203

Miami, FL 33137

305-390-1880

http://www.CGrowthCapital.com info@cgrowthcapital.com

SIC Code: 1000

Quarterly Report

For the period ending [June 30, 2024] (the “Reporting Period”)

Outstanding Shares

The number of shares outstanding of our Common Stock was:

610,075,117 as of June 30, 2024

604,325,117 as of March 31, 2024

565,817,518 as of December 31, 2023

524,817,518 as of September 30, 2023

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.

CGrowth Capital, Inc. (effective February 2010); Formerly Anchor Pacific Underwriters, Inc

Current State and Date of Incorporation or Registration: October 30, 1986; Delaware; Active

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:

Acquired Savage Barbell Apparel LLC

Established CGRA Mining Inc. June 01, 2023

Established CGRA Sports Inc. June 01, 2023

CGRA Mining Inc. entered into an Irrevocable purchase Agreement in May 2023 for 51% of Subterra Holdings Inc. The value of mining licenses/rights will not be considered until the P.E.A. assessment is complete, expected Q3/4 2024. Refer to Clause 4 B. During Q1, this exited from CGRA Mining Inc.

The L Company Ltd 25 January 2024. – 98% - Acquired by CGRA Mining Inc.

Address of the issuer's principal executive office:

4300 Biscayne Blvd, Suite 203
Miami, FL 33137

Address of the issuer's principal place of business:

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

1105 Marina Plaza, Dubai Marina, Dubai, UAE

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 Company
Phone: 702-361-3033
Email: www.PacificStockTransfer.com
Address: 6725 Via Austi Parkway Ste 300, Las Vegas, NV 89119

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>CGRA</u>	
Exact title and class of securities outstanding:	<u>Common Stock</u>	
CUSIP:	<u>15722A102</u>	
Par or stated value:	<u>0.001</u>	
Total shares authorized:	<u>2,000,000,000</u>	<u>as of date: 06/30/2024</u>
Total shares outstanding:	<u>610,075,117</u>	<u>as of date: 06/30/2024</u>
Total number of shareholders of record:	<u>724</u>	<u>as of date: 06/30/2024</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:	<u>Preferred Stock B</u>	
CUSIP (if applicable):	<u>NA</u>	
Par or stated value:	<u>.001</u>	
Total shares authorized:	<u>51</u>	<u>as of date: 06/30/2024</u>
Total shares outstanding (if applicable):	<u>51</u>	<u>as of date: 06/30/2024</u>
Total number of shareholders of record (if applicable):	<u>1</u>	<u>as of date: 06/30/2024</u>

Exact title and class of the security:	<u>Preferred Stock D</u>	
CUSIP (if applicable):	<u>NA</u>	
Par or stated value:	<u>.001</u>	
Total shares authorized:	<u>1,000,000</u>	<u>as of date: 06/30/2024</u>
Total shares outstanding (if applicable):	<u>427,833</u>	<u>as of date: 06/30/2024</u>
Total number of shareholders of record (if applicable):	<u>7</u>	<u>as of date: 06/30/2024</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.**

One vote for each common share held.

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

Preferred B - No Dividend. No conversion rights unless the company up lists to a National Exchange or sale of all or substantially all of the corporation's assets of an acquisition. Each one (1) share of the Series B Preferred Stock shall have voting rights equal to (x) 0.019607 multiplied by the total issued and outstanding Common Stock and Preferred Stock eligible to vote at the time of the respective vote (the "Numerator"), divided by (y) 0.49, minus (z) the Numerator. For the avoidance of doubt, the Preferred B represents 51% of the voting power of the outstanding common and preferred capital stock on a fully diluted, as converted basis.

Preferred D - No Dividend. No Voting Rights. Converts to 500 Common Shares for every 1 preferred Class D share.

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

There are no other rights than in the designations.

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.**

No changes to the rights of holders of securities

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:			*Right-click the rows below and select "Insert" to add rows as needed.						
<u>Opening Balance</u>									
Date <u>12/31/2021</u> Common: <u>471,102,895</u>									
Preferred: <u>1,395,072</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.
<u>05/01/2022</u>	<u>New Issue</u>	<u>20,000,000</u>	<u>Common</u>	<u>\$.0025</u>	<u>Yes</u>	<u>Robert Klotz</u>	<u>Debt</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>02/07/2022</u>	<u>Shares returned to Treasury</u>	<u>-20,000,000</u>	<u>Common</u>	<u>\$.001</u>	<u>N/A</u>	<u>Keystone Financial Management/Wm Wright</u>	<u>Return Shares to Treasury</u>	<u>Restricted</u>	<u>NA</u>
<u>02/07/2022</u>	<u>New Issue</u>	<u>400,000</u>	<u>Preferred</u>	<u>\$.001</u>	<u>No</u>	<u>Keystone Financial Management/Wm Wright</u>	<u>Received for Return of Common</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>02/08/2022</u>	<u>New Issue</u>	<u>20,000,000</u>	<u>Common</u>	<u>\$.0025</u>	<u>Yes</u>	<u>Robert Klotz</u>	<u>Debt</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>09/30/2022</u>	<u>Cancelled</u>	<u>-1,200,000</u>	<u>Preferred</u>	<u>\$.001</u>	<u>N/A</u>	<u>Keystone Financial Management</u>	<u>Exchanged for Aged Receivables</u>	<u>Restricted</u>	<u>N/A</u>
						<u>/Wm Wright</u>			
<u>10/15/2022</u>	<u>Cancelled</u>	<u>-8,000</u>	<u>Preferred</u>	<u>\$.001</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>	<u>Restricted</u>	<u>N/A</u>
<u>10/15/2022</u>	<u>Cancelled</u>	<u>-587.072</u>	<u>Preferred</u>	<u>\$.001</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>	<u>Restricted</u>	<u>N/A</u>
<u>10/27/2022</u>	<u>New Issue</u>	<u>2,500,000</u>	<u>Common</u>	<u>\$.001</u>	<u>N/A</u>	<u>SCI INC/William Burton</u>	<u>Exchanged for Aged Receivables</u>	<u>Restricted</u>	<u>N/A</u>
<u>11/30/2022</u>	<u>New Issue</u>	<u>51</u>	<u>Preferred</u>	<u>\$.001</u>	<u>N/A</u>	<u>Keystone Financial Management /Wm Wright</u>	<u>Consultation</u>	<u>Restricted</u>	<u>N/A</u>
<u>12/12/2022</u>	<u>New Issue</u>	<u>27,500</u>	<u>Preferred</u>	<u>\$.001</u>	<u>N/A</u>	<u>Nicolas Link</u>	<u>Consultation</u>	<u>Restricted</u>	<u>N/A</u>
<u>12/12/2022</u>	<u>New Issue</u>	<u>22,500</u>	<u>Preferred</u>	<u>\$.001</u>	<u>N/A</u>	<u>Carsten Kiems Falk</u>	<u>Consultation</u>	<u>Restricted</u>	<u>N/A</u>
<u>12/12/2022</u>	<u>New Issue</u>	<u>22,500</u>	<u>Preferred</u>	<u>\$.001</u>	<u>N/A</u>	<u>John Paul Backwell</u>	<u>Consultation</u>	<u>Restricted</u>	<u>N/A</u>
<u>12/12/2022</u>	<u>New Issue</u>	<u>11,500</u>	<u>Preferred</u>	<u>\$.001</u>	<u>N/A</u>	<u>Krishnan Krishna Moorthy</u>	<u>Consultation</u>	<u>Restricted</u>	<u>N/A</u>
<u>12/12/2022</u>	<u>New Issue</u>	<u>11,500</u>	<u>Preferred</u>	<u>\$.001</u>	<u>N/A</u>	<u>Daniel Link</u>	<u>Consultation</u>	<u>Restricted</u>	<u>N/A</u>

<u>12/12/2022</u>	<u>New Issue</u>	<u>5000</u>	<u>Preferred</u>	<u>\$.001</u>	<u>N/A</u>	<u>Louise Bennett</u>	<u>Consultation</u>	<u>Restricted</u>	<u>N/A</u>
<u>12/20/2022</u>	<u>New Issue</u>	<u>170,000</u>	<u>Preferred</u>	<u>\$.001</u>	<u>N/A</u>	<u>Cicero Transact Group Inc /Michael Woloshin</u>	<u>Purchase</u>	<u>Restricted</u>	<u>N/A</u>
<u>12/20/2022</u>	<u>New Issue</u>	<u>30,000</u>	<u>Preferred</u>	<u>\$.001</u>	<u>N/A</u>	<u>Warren Epstein</u>	<u>Purchase</u>	<u>Restricted</u>	<u>N/A</u>
<u>01/23/2023</u>	<u>New Issue</u>	<u>10,000,000</u>	<u>Common</u>	<u>\$.005</u>	<u>N/A</u>	<u>Enza International Ltd Ashlee Naude</u>	<u>Debt Conversion</u>	<u>Restricted</u>	<u>N/A</u>
<u>03/08/2023</u>	<u>New Issue</u>	<u>16,214,623</u>	<u>Common</u>	<u>\$.001</u>	<u>N/A</u>	<u>David Gallagher</u>	<u>Acquisition</u>	<u>Restricted</u>	<u>N/A</u>
<u>06/22/2023</u>	<u>New Issue</u>	<u>1,000,000</u>	<u>Common</u>	<u>\$.001</u>	<u>N/A</u>	<u>Mehrtash Azami</u>	<u>Consultation</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>06/22/2023</u>	<u>New Issue</u>	<u>1,000,000</u>	<u>Common</u>	<u>\$.001</u>	<u>N/A</u>	<u>Roland Paul Smith</u>	<u>Consultation</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>06/22/2023</u>	<u>New Issue</u>	<u>1,000,000</u>	<u>Common</u>	<u>\$.001</u>	<u>N/A</u>	<u>Ronald M Myronuik</u>	<u>Consultation</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>06/26/2023</u>	<u>New Issue</u>	<u>1,000,000</u>	<u>Common</u>	<u>\$.001</u>	<u>N/A</u>	<u>Khabele Macfarlane Moleli</u>	<u>Consultation</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>07/12/2023</u>	<u>New Issue</u>	<u>1,000,000</u>	<u>Common</u>	<u>\$.001</u>	<u>N/A</u>	<u>Stephen Rex Donald</u>	<u>Consultation</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>12/08/2023</u>	<u>Conversion</u>	<u>26,000,000</u>	<u>Common</u>	<u>\$.001</u>	<u>N/A</u>	<u>Cicero Transact Group Inc /Michael Woloshin</u>	<u>Conversion</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>12/08/2023</u>	<u>Conversion</u>	<u>-52,000</u>	<u>Pref D</u>	<u>\$.001</u>	<u>N/A</u>	<u>Cicero Transact Group Inc /Michael Woloshin</u>	<u>Conversion</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>12/12/2023</u>	<u>Conversion</u>	<u>15,000,000</u>	<u>Common</u>	<u>\$.001</u>	<u>N/A</u>	<u>Warren Epstein</u>	<u>Conversion</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>12/12/2023</u>	<u>Conversion</u>	<u>-30,000</u>	<u>Pref D</u>	<u>\$.001</u>	<u>N/A</u>	<u>Warren Epstein</u>	<u>Conversion</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>03/01/2024</u>	<u>New Issue</u>	<u>38,507,599</u>	<u>Common</u>	<u>\$.001</u>	<u>N/A</u>	<u>David Gallagher</u>	<u>Acquisition</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>03/01/2024</u>	<u>New Issue</u>	<u>2,000</u>	<u>Pref D</u>	<u>\$.001</u>	<u>N/A</u>	<u>David Gallagher</u>	<u>Acquisition</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>03/01/2024</u>	<u>New Issue</u>	<u>218.833</u>	<u>Pref D</u>	<u>\$.001</u>	<u>N/A</u>	<u>David Gallagher</u>	<u>Acquisition</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>04/08/2024</u>	<u>Conversion</u>	<u>-11,500</u>	<u>Pref D</u>	<u>\$.001</u>	<u>N/A</u>	<u>Daniel Link</u>	<u>Conversion</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>04/08/2024</u>	<u>Conversion</u>	<u>5,750,000</u>	<u>Common</u>	<u>\$.001</u>	<u>N/A</u>	<u>Daniel Link</u>	<u>Conversion</u>	<u>Restricted</u>	<u>Rule 144</u>
Shares Outstanding on Date of This Report:									
Ending Balance:									
Date <u>06/30/2024</u> Common: <u>610,075,117</u>									
Preferred: <u>427,884</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:

None

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.)
<u>12/31/2019</u>	<u>479,770</u>	<u>688,360</u>	<u>N/A</u>	<u>12/30/2020</u>	<u>Mutually agreeable terms between the parties</u>	<u>Platinum Pyramid Ltd/Bentley Jarrard Thwaite</u>	<u>Services and Loan advances</u>
<u>07/06/2023</u>	<u>60,000</u>	<u>60,000</u>	<u>4,132.00</u>	<u>07/05/2025</u>	<u>24 Month Repayable Note, convertible into shares of common stock at fixed rate of \$0.10</u>	<u>Enza International Ltd. /Ashlee Naude</u>	<u>Loan</u>
<u>01/01/2024</u>	<u>71,898.93</u>	<u>500,000</u>	<u>914.30</u>	<u>11/13/2024</u>	<u>Note Up to \$500,000. Fixed conversion price \$.0025</u>	<u>Enza International Ltd/Ashlee Naude</u>	<u>Loan</u>
<u>01/01/2024</u>	<u>8,793.66</u>	<u>500,000</u>	<u>122.40</u>	<u>11/13/2024</u>	<u>Note Up to \$500,000. Fixed conversion price \$.0025</u>	<u>Mech-Tech Industrial (Asia) Ltd/Ms D Klue</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:

On December 31, 2019, CGrowth Capital Inc. entered into a Promissory note for \$688,360 with Platinum Pyramid Ltd – Bentley Jarrard Thwaite, with a one-year term, 2% interest as outlined in above note payables table. Outstanding balance is \$479,770. During Quarter 1 of 2023, \$50,000 of debt has been converted into 10,000,000 shares at the rate of \$.005 per share. The note was assigned to a different lender on 7th November 2022 and restructured with the company to protect shareholder value.

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")

A mergers and acquisition company acquiring alternate and undervalued assets.

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

Savage Barbell Apparel LLC - A dynamic functional fitness apparel manufacturer and distributor.

CGrowth Capital Inc. established two operating divisions - CGRA Sports Inc, and CGRA Mining Inc.

CGRA Mining Inc. established the L Company Limited as a subsidiary and locally registered Tanzanian entity. This structure enables CGRA Mining Inc. to acquire and maintain a 75% controlling interest in the individual lithium tenements. Initially, CGRA Mining Inc. had planned to utilize Subterra Holdings Inc. for the Tanzanian lithium project, however, in order to streamline the license acquisition process and comply with local regulations, the decision was made to establish The L Company Limited. As a result, assets initially earmarked for Subterra Holdings Inc. are now under the management of The L Company Limited, leading to the dissolution of Subterra Holdings Inc. CGRA Mining Inc. holds 98% ownership of The L Company Limited, which is actively managing these assets on behalf of CGRA's mining Inc. operations.

C. Describe the issuers' principal products or services.

CGrowth Capital Inc. operates as a global holding company for alternative and undervalued assets.

The company's primary objective is to generate returns for shareholders by identifying and acquiring high-potential opportunities, that have the capacity to generate substantial profits over the long term.

CGrowth Capital Inc. is sector and industry agnostic and is solely focused on investing in growth-oriented opportunities where our capital, expertise, and capabilities can help create significant added value for our shareholders, regardless of the investment focus.

The initial focus of the company is focused on disruptive sports technologies and building world-class products and revenue streams within the sports sector. The company aims to champion the growth of popular niche sports through a "buy and build" strategy which operates within multiple sports verticals, providing an ecosystem with improved synergies that drives rapid and scalable growth.

CGrowth Capital Inc. has also launched an innovative mining division, strategically targeting both the rapidly growing market for clean energy metals and the enduring demand for precious metals. CGrowth Capital Inc. is poised to capitalize on the unprecedented opportunities within the natural resources and mining industry and has secured a lithium mine in Tanzania and has already consolidated the mining licenses. We are currently busy with mining, drill reports and surveys.

CGrowth Capital Inc. is currently reviewing numerous additional opportunities in a diverse range of sectors and expects to announce a series of updates to this effect during the upcoming quarters and throughout the course of 2024.

In May 2023 Mitchell Smith joined CGrowth Capital Inc. as CEO. In November 2023 Mitchell Smith ceased to be employed by the company. Mr. Nicolas Link became interim CEO and will remain as chairman.

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.

CGrowth Capital Inc. has a virtual office at 4300 Biscayne Blvd, Suite 203, Miami, Florida, USA. The cost per month is \$100 and is renewed annually.

Savage Barbell Apparel LLC are located at: 3162 E. La Palma Ave, Suites A and B, Anaheim, California, USA. The company currently pays \$4,200 per month for approximately 3,600 Square feet of space. We also are outsourcing our logistics to a third-party logistics provider (Connor Logistics Inc., 4069 W Shaw Avenue, Suite 103, Fresno CA93722).

CGrowth Capital Inc. has a physical office at 1105 Marina Plaza, Dubai Marina, Dubai, UAE for management and operating staff.

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.

Names of All Officers, Directors, and Control Persons	Affiliation with Company (e.g. Officer Title /Director/Owner of 5% or more)	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>Redclip Holdings Inc.</u> (Nicolas Link)	<u>Chairman & Interim CEO</u>	<u>Lewes, DE</u>	<u>51</u>	<u>Series B Preferred</u>	<u>100%</u>	<u>Shares are held by Redclip Holdings Inc which is controlled by Nicolas Link</u>
_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____

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);

None

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;

None

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;

None

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

None

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.

None

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.

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 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.

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.

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: The Doney Law Firm
Address 1: 4955 S.Durango Drive
Address 2: Suite 165, Las Vegas, NV 89113
Phone: 702-982-5686
Email: sean@doneylawfirm.com

Accountant or Auditor

Name: Mr. Krishnan Krishna Moorthy
Firm: In House Accountant
Address 1: 1105 Marina Plaza, Dubai Marina
Address 2: Dubai, UAE
Phone: +971 52 972 0337
Email: info@cgrowthcapital.com

Investor Relations

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

All other means of Investor Communication:

X (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) Disclosure & Financial Information

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

Name: Nicolas Link
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: Krishnan Krishna Moorthy
Title: Accountant
Relationship to Issuer: Accountant

Describe the qualifications of the person or persons who prepared the financial statements:⁵ PHD, LLB, MBA

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.

CONSOLIDATED BALANCE SHEETS (UNAUDITED)

	June 30, 2024	December 31, 2023
ASSETS		
CURRENT ASSETS:		
Cash and cash equivalents	452,298	386,158
Accounts receivable	854,594	865,141
Prepaid Expense	6,836	6,836
Loans & Advances	41,828	22,728
Inventory Asset	661,739	545,071
Total Current Assets	2,017,295	1,825,934
FIXED ASSETS:		
Property and equipment, net	51,000	51,000
Intellectual Property	100,000	100,000
Total Fixed Assets	151,000	151,000
OTHER ASSETS:		
Investments	1,153,616	1,089,889
TOTAL ASSETS	3,321,911	3,066,823
LIABILITIES AND STOCKHOLDERS' DEFICIT		
CURRENT LIABILITIES:		
Accounts payable	770,063	734,524
Total Current Liabilities	770,063	734,524
LONG TERM LIABILITIES, loan payables		
Total Long-Term Liabilities: Note	620,463	539,770
TOTAL LIABILITIES	1,390,526	1,274,294
STOCK HOLDER'S DEFICIT		
Preferred stock, \$0.001 par value, 20,000,000 shares authorized, 439,384 and 300,551 shares issued and outstanding, respectively	427	219
Common stock, \$0.001 par value, 500,000,000 shares authorized, 604,325,117 and 519,817,518 shares issued and outstanding, respectively	610,075	565,818
Additional paid in capital	5,638	11,376
Stock Payable	160,000	160,000
Opening Balance Equity		
Retained Earnings	1,155,245	1,055,116
Total Stockholders' Equity (Deficit)	1,931,385	1,792,529
TOTAL LIABILITIES AND STOCKHOLDERS'EQUITY (DEFICIT)	3,321,911	3,066,823

CGROWTH CAPITAL, INC. AND ITS SUBSIDIARIES

CONSOLIDATED STATEMENT OF OPERATIONS (UNAUDITED)

	Three Months Ended June 30, 2024	Three Months Ended June 30, 2023	Six Months Ended June 30,2024	Six Months Ended June 30,2023
REVENUES:				
Sales	258,241	254,774	513,467	497,416
Other income				
Total Revenues	258,241	254,774	513,467	497,416
Cost of goods sold	130,624	107,005	238,084	211,221
GROSS PROFIT	127,617	147,769	275,383	286,195
OPERATING EXPENSES:				
General and Administrative Charges	4,146	19,746	4,496	59,259
Bank Charges	125	262	170	5,354
Consultancy Charges- Non Executive		12,500	12,500	12,500
Management Fees	3,000	9,800	3,000	9,800
Professional Fees	2,822	11,944	19,480	25,867
Salaries	66,000		132,000	
Research and Development		1,544		1,544
Stock based Compensation		4,000		4,000
Total Operating Expenses	76,093	59,796	171,646	118,324
INCOME (LOSS) FROM OPERATIONS	51,524	87,973	103,737	167,871
OTHER INCOME (EXPENSE)				
Interest expense	2,086	(3,757)	3,608	(7,514)
Total Other Income (Expense)	2,086	(3,757)	3,608	(7,514)
NET INCOME (LOSS) BEFORE INCOME TAX PROVISION	49,438	84,216	100,129	160,357
CONSOLIDATED NET INCOME (LOSS)	49,438	84,216	100,129	160,357
WEIGHTED AVERAGE SHARES OUTSTANDING	609,627,895	514,456,886	594,196,907	509,994,410

CGROWTH CAPITAL, INC. AND ITS SUBSIDIARIES

CONSOLIDATED STATEMENT OF CASHFLOW (UNAUDITED)

	Six months ended June 30, 2024	Six months ended June 30, 2023
CASH FLOWS FROM OPERATING ACTIVITIES		
Net Loss/ Profit	100,129	160,357
Finance cost	3,608	7,514
Changes in Current Assets	(125,221)	(425,802)
Changes in Current Liabilities	35,539	194,993
Net cash (used in) provided by operating activities	14,055	(62,938)
CASH FLOWS FROM INVESTING ACTIVITIES		
Addition of Fixed Assets	-	(51,000)
Changes in Non Long-Term Investments	(63,727)	(44,215)
Net cash (used in) provided by investing activities	(63,727)	(92,215)
CASH FLOWS FROM FINANCING ACTIVITIES		
Fund raised through notes	80,693	50,000
Additional Paid up Capital	(5,738)	0
Finance cost	(3,608)	(7514)
Stock Payable	-	4,000
Issuance of Common Stock	44,257	226,215
Issuance of Preferred Stock	208	
Net cash (used in) provided by financing activities	115,812	172,701
Net change in cash, cash equivalents and restricted cash	66,140	17,548
Cash, cash equivalents and restricted cash, beginning of the year	386,158	281,375
Cash, cash equivalents and restricted cash, end of the year	452,298.00	298,923

CGROWTH CAPITAL INC.
CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY

	Common Stock	Amount	Preferred Stock	Amount	Paid-In Capital	Stock Payable	Accumulated Deficit	Total
Balance December 31, 2021	471,102,895	471,103	1,395,072	1,395	7,981,722		826,890	9,281,110
Adjust from prior period							252	252
Common shares issued for debt	20,000,000	20,000			180,000			200,000
Common shares exchanged for Preferred	-20,000,000	-20,000	400,000	400				-19,600
Net Gain (loss)							-233,516	-233,516
Balance March 31, 2022	471,102,895	471,103	1,795,072	1,795	8,161,722		593,626	9,228,246
Net Gain (Loss)	-	-	-	-	-		-91,448	-91,448
Balance June 30, 2022	471,102,895	471,103	1,795,072	1,795	8,161,722		502,178	9,136,798
Preferred shares exchanged A/R			-1,200,000	-1,200	-691,077			-692,277
Common shares issued for debt	20,000,000	20,000			180,000			200,000
Net gain (loss)							-636,956	-636,956
Balance September 30, 2022	491,102,895	491,103	595,072	595	7,650,645		-134,778	8,007,565
Common shares Issued for Debt	2,500,000	2,500			12,294			14,794
Preferred shares Cancelled			-595,072	-595	-7,650,645		134,778	-7,516,462
Preferred shares Issued			300,551	301			630,631	630,932
Net gain (loss)							165,146	165,146
Balance December 31, 2022	493,602,895	493,603	300,551	301	12,294		795,777	1,301,975
Common shares Issued for Debt	26,214,623	26,215			40,000			66,215
Net gain (loss)							76,142	76,142
Balance March 31, 2023	519,817,518	519,818	300,551	301	52,294		871,919	1,444,332
Common shares Issued for Debt	4,000,000	4,000				160,000		164,000
Net gain (loss)							84,216	84,216
Balance June 30, 2023	523,817,518	523,818	300,551	301	52,294	160,000	956,135	1,692,548
Common shares Issued for Debt	1,000,000	1,000						1,000
Net gain (loss)							42,143	42,143
Balance September 30, 2023	524,817,518	524,818	300,551	301	52,294	160,000	998,278	1,735,691
Common shares Issued for Debt	41,000,000	41,000	-82,000	-82	-40,918			0
Net gain (loss)							56,838	56,838
Balance December 31, 2023	565,817,518	565,818	218,551	219	11,376	160,000	1,055,116	1,792,529
Common shares Issued for Debt	38,507,599	38,507	220,833	220				38,727
Net gain (loss)							50,691	50,691
Balance March 31, 2024	604,325,117	604,325	439,384	439	11,376	160,000	1,105,807	1,881,947
Common shares Issued for Debt	5,750,000	5,750	-11,500	-12	-5,739			0
Net gain (loss)							49,438	49,438
Balance June 30, 2024	610,075,117	610,075	427,884	427	5,638	160,000	1,155,245	1,931,385

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, Nicolas Link certify that:

1. I have reviewed this Disclosure Statement for CGrowth Capital 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.

08/14/2024 [Date]

/s/ Nicolas Link [CEO's Signature]

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

Principal Financial Officer:

I, Nicolas Link certify that:

1. I have reviewed this Disclosure Statement for CGrowth Capital 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.

08/14/2024 [Date]

/s/ Nicolas Link [CFO's Signature]

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

**CGROWTH CAPITAL
INC.AND ITS
SUBSIDIARIES
NOTES TO FINANCIAL STATEMENTS
(unaudited)**

NOTE 1 – Summary of Significant Accounting Policies

Basis of Presentation

The accompanying un-audited interim financial statements include all information and footnotes required by accounting principles generally accepted in the United States of America ("GAAP") for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation of financial position and the results of operations for the periods presented have been included. Operating results for the periods are not necessarily indicative of the results that may be expected for future years. All transactions are denominated in US dollars.

Management's Estimates and Assumptions

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 as of the date of the financial statements. Management considers CGrowth Capital's most significant accounting estimates to include valuation assumptions for share-based payments, allowance for doubtful accounts receivable, inventory reserves, accrual for reserves, the carrying value of long-lived assets, income tax valuation allowances and capitalization of labor and overhead to inventory for work in progress. Actual results could differ significantly from those estimates.

Fair Value of Financial Instruments

The fair value of financial instruments approximates their carrying values at period end dates due to their short maturities. These financial instruments consist of cash and cash equivalents, accounts receivable and accounts payable.

Cash and Cash Equivalents

The Company considers all highly liquid investments purchased with an initial maturity of 90 days or less to be cash equivalents.

Accounts Receivable and Allowance for Doubtful Accounts

The Company recognizes an allowance for losses on accounts receivable based on an analysis of historical bad debt experience, current receivables aging, and expected future write-offs, as well as an assessment of specific identifiable customer accounts considered at risk or uncollectible. As of June 30, 2024, management has determined all receivable balances to be fully collectible and accordingly, no allowance was recognized at such time. Accounts receivables are non-interest bearing and are generally unsecured.

Inventories

Inventories are stated at the lower of cost or market with cost being determined on the first-in, first-out method. Work in progress and finished goods inventory includes an allocation for capitalized labor and overhead. The Company routinely evaluates the carrying value of inventories and provides reserves when appropriate to reduce inventories to the lower of cost or market to reflect estimated net realizable value. As of June 30, 2024, the company held inventory of \$661,739.

Fair Value Measurement (Topic ASC 820)

The Topic defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

A reporting entity shall measure the fair value of an asset or a liability using the assumptions that market participants would use in pricing the asset or liability, assuming that market participants act in their economic best interest. In developing those assumptions, the reporting entity need not identify specific market participants. Rather, the reporting entity shall identify characteristics that distinguish market participants generally, considering factors specific to all of the following:

- a. The asset or liability
- b. The principal (or most advantageous) market for the asset or liability
- c. Market participants with whom the reporting entity would enter into a transaction in that market.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction in the principal (or most advantageous) market at the measurement date under current market conditions (that is, an exit price) regardless of whether that price is directly observable or estimated using another valuation technique.

Highest and best use is determined from the perspective of market participants, even if the reporting entity intends a different use. However, a reporting entity's current use of a nonfinancial asset is presumed to be its highest and best use unless market or other factors suggest that a different use by market participants would maximize the value of the asset.

Revenue Recognition, Deferred Revenue and Change in Accounting Principle

The Company will recognize revenue in accordance with Accounting Standards Codification subtopic 605-10, Revenue Recognition ("ASC 605-10") which requires that four basic criteria must be met before revenue can be recognized: (1) persuasive evidence of an arrangement exists; (2) delivery has occurred; (3) the selling price is fixed and determinable; and (4) collectability is reasonably assured. Determination of criteria (3) and (4) are based on management's judgments regarding the fixed nature of the selling prices of the products delivered and the collectability of those amounts. Provisions for discounts and rebates to customers, estimated returns and allowances, and other adjustments will be provided for in the same period the related sales will be recorded.

Financial Instruments and Concentrations of Credit Risk

We believe the book value of our current assets and liabilities approximate their fair values due to their short-term nature.

Financial instruments that potentially subject us to significant concentrations of credit risk consist principally of cash. With respect to cash, during the period ended June 30, 2024, we maintained all our cash in deposit accounts with two financial institutions, which deposit accounts at times may exceed federally insured limits. We have not experienced any losses in such account.

Income Taxes

We compute income taxes in accordance with Financial Accounting Standards Statement No. 109 "Accounting for Income Taxes" ("SFAS 109"). Under SFAS 109, deferred taxes are recognized for the tax consequences of temporary differences by applying enacted statutory rates applicable to future years to differences between the tax bases of assets and liabilities and their financial statement carrying amounts. Also, the effect on deferred taxes of a change in tax rates is recognized in income in the period that included the enactment date.

Net Income (Loss) per Common Share

The net income per common share is computed by dividing net income by the weighted average of common shares outstanding.

Accounting Pronouncements

We do not expect that the adoption of any recent accounting pronouncements will have a material impact on our financial statements.

NOTE 2 – Going Concern

The accompanying financial statements have been prepared on a going concern basis, which assumes the Company will be able to meet its obligations and continue its operations for at least the next twelve months. Such assumption contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. The Company incurred a net profit of \$49,438 for the quarter ended June 30, 2024, and had an accumulated profit of \$1,155,245 as June 30, 2024.

The Company's continuation as a going concern is dependent upon its ability to generate sufficient cash flow from sales to meet its obligations on a timely basis, to obtain additional financing as may be required, and ultimately to attain profitability. Potential sources of cash include new contracts, external debt, the sale of shares of Company's stock or alternative methods such as mergers or sale transactions. No assurances can be given, however, that the Company will be able to obtain any of these potential sources of cash. Furthermore, the Company may be unable to raise additional capital on commercially acceptable terms, if at all, and if the Company raises capital through additional equity financings, existing shareholders may have their ownership interests diluted.

NOTE 3 – Related Party Transactions

None

NOTE 4 – Notes and Loans Payable

On December 31, 2019, CGrowth Capital Inc. entered into a Promissory note for \$688,360 with Platinum Pyramid Ltd – Bentley Jarrard Thwaite, with a one-year term, 2% interest as outlined in above note payables table. Outstanding balance is \$479,770. During Quarter 1 of 2023 \$50,000 of debt has been converted into 10,000,000 shares at the rate of \$.005 per share. The note was assigned to a different lender on November 07, 2022, and restructured with the company to protect shareholder value.

On July 06, 2023, CGrowth Capital Inc. entered into a Convertible Promissory note for \$60,000 with Enza International Ltd – Ashlee Naude, with a two-year term. The Note is convertible into common stock at the rate of \$0.10 and bears 7% interest per annum. The note matures on July 05, 2025.

On January 01, 2024, CGrowth Capital Inc. entered into a Convertible Promissory note for up to \$500,000 with Enza International Ltd – Ashlee Naude. The Note is convertible into common stock at the rate of \$0.0025 and bears 7% interest per annum. The note matures on November 13, 2024.

On January 01, 2024, CGrowth Capital Inc. entered into a Convertible Promissory note for up to \$500,000 with Mech-Tech Industrial (Asia) Ltd – Ms D Klue. The Note is convertible into common stock at the rate of \$0.0025 and bears 7% interest per annum. The note matures on November 13, 2024.

NOTE 5 – Property and Equipment

As of June 30, 2024, the company holds \$51,000 of property and equipment and also \$100,000 of intellectual property.

NOTE 6 – Non-Depreciable Current Assets and Non-Depreciable Non-Current Assets

None.

NOTE 7 – Bond Liabilities

None

NOTE 8 – Stockholders' Equity

During the quarter ended December 31, 2022, the Company cancelled its Preferred and Preferred A stock category.

During the quarter ended June 30, 2023, the Company issued 4 million shares of its common stock to 4 non-executives' pursuant (1 million each) towards their consultancy contracts.

During the quarter ended September 30, 2023, the Company issued 1 million shares of its common stock to 1 non-executive pursuant towards his consultancy contract.

On December 08, 2023, Cicero Transact Group Inc. converted 52,000 shares of Preference D Stock into 26,000,000 shares of common stock.

On December 12, 2023, Warren Epstein converted 30,000 shares of Preference D Stock into 15,000,000

shares of common stock.

On March 01, 2024, Stock was issued to David Gallagher pursuant to a Stock Purchase agreement for an acquisition. 38,507,599 shares of common stock, and 220,833 shares of Preference D Stock.

On April 08, 2024, Daniel Link converted 11,500 shares of Preference D stock into 5,750,000 shares of Common stock.

NOTE 9 – Contingencies

None.

NOTE 10 – Segments

The Company determined that it does not operate in any material, separately reportable operating segments as of June 30, 2024.

NOTE 11 – Subsequent Events

None