

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

Huntwicke Capital Group, Inc.

7 Grove Street Suite
201 Topsfield, MA
01983

978-887-5981
www.huntwicke.com
info@huntwicke.com
SIC: 6500

Quarterly Report

For the period ending 10/31/2024

Outstanding Shares

The number of shares outstanding of our Common Stock was:

4,862,852 as of October 31, 2024

4,857,296 as of July 31, 2024

Shell Status

Indicate by check mark whether the company is a shell company (as defined in Rule 405 of the Securities Act of 1933, Rule 12b-2 of the Exchange Act of 1934 and Rule 15c2-11 of the Exchange Act of 1934):

Yes: No:

Indicate by check mark whether the company's shell status has changed since the previous reporting

period: Yes: No:

Change in Control

Indicate by check mark whether a Change in Control¹ of the company has occurred over this reporting

period: Yes: No:

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

¹ "Change in Control" shall mean any events resulting in:

- (i) Any "person" (as such term is used in Sections 13(d) and 14(d) of the Exchange Act) becoming the "beneficial owner" (as defined in Rule 13d-3 of the Exchange Act), directly or indirectly, of securities of the Company representing fifty percent (50%) or more of the total voting power represented by the Company's then outstanding voting securities;
- (ii) The consummation of the sale or disposition by the Company of all or substantially all of the Company's assets;
- (iii) A change in the composition of the Board occurring within a two (2)-year period, as a result of which fewer than a majority of the directors are directors immediately prior to such change; or
- (iv) The consummation of a merger or consolidation of the Company with any other corporation, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or its parent) at least fifty percent (50%) of the total voting power represented by the voting securities of the Company or such surviving entity or its parent outstanding immediately after such merger or consolidation.

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

Originally the company was incorporated on May 12, 2009, under the laws of the State of Delaware as Palmer Stock Agency Inc. The Company changed its name to Magnolia Lane Income Fund in 2013, then from Magnolia Lane Income Fund to Huntwicke Capital Group Inc. in 2016 which is the current name of the issuer.

On November 12, 2015, the Company changed domicile from the State of Delaware to the State of Nevada by filing Articles of Domestication and Articles of Incorporation. The Company is currently active in its standing with the State of Nevada.

The state of incorporation or registration of the issuer and of each of its predecessors (if any) during the past five years; Please also include the issuer's current standing in its state of incorporation (e.g. active, default, inactive):

On November 12, 2015, the Company changed domicile from the State of Delaware to the State of Nevada by filing Articles of Domestication and Articles of Incorporation. The Company is currently active in its standing with the State of Nevada

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

None

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

On August 8, 2023 the Company returned 2,500 shares to treasury.
On August 22, 2023 the Company returned 2,000 shares to treasury.

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

7 Grove Street Suite 201
Topsfield, MA 01983

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

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

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

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

2) Security Information

Transfer Agent

Name: Pacific Stock Transfer
Phone: 702-361-3033
Email: info@pacificstocktransfer.com
Address: 6725 Via Austi Pkwy, Suite
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>HCGI</u>	
Exact title and class of securities outstanding:	<u>Common</u>	
Stock CUSIP:	<u>447311101</u>	
Par or stated value:	<u>\$0.0001</u>	
Total shares authorized:	<u>300,000,000</u>	as of date: 10/31/2024
Total shares outstanding:	<u>4,862,852</u>	as of date: 10/31/2024
Total number of shareholders of record:	<u>90</u>	as of date: 10/31/2024

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

Other classes of authorized or outstanding equity securities:

The goal of this section is to provide a clear understanding of the share information for its other classes of authorized or outstanding equity securities (e.g. preferred shares). Use the fields below to provide the information, as applicable, for all other authorized or outstanding equity securities.

Exact title and class of securities outstanding:	<u>Preferred</u>	
<u>Stock</u>		
Par or stated value:	<u>\$0.0001</u>	
Total shares authorized:	<u>100,000,000</u>	as of date: 10/31/2024
Total shares outstanding:	<u>1</u>	as of date: 10/31/2024
Total number of shareholders of record:	<u>1</u>	as of date: 10/31/2024

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 stockholders have economic rights, rights to dividends, the right to sell and voting rights.

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

The preferred share has no economic rights to dividends, is not able to be transferred, converted into common or sold, etc.. It has a 2 to 1 vote multiplier to each share of common stock. Therefore, it has voting control of the company if it was voted.

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

None

4. Describe any material modifications to rights of holders of the company's securities that have occurred over the reporting period covered by this report.

None

3) Issuance History

The goal of this section is to provide disclosure with respect to each event that resulted in any changes to the total shares outstanding of any class of the issuer's securities in the past two completed fiscal years and any subsequent interim period.

Disclosure under this item shall include, in chronological order, all offerings and issuances of securities, including debt convertible into equity securities, whether private or public, and all shares, or any other securities or options to acquire such securities, issued for services. Using the tabular format below, please describe these events.

A. Changes to the Number of Outstanding Shares

Indicate by check mark whether there were any changes to the number of outstanding shares within the past two completed fiscal years:

No: Yes: (If yes, you must complete the table below)

Opening Balance as of 10/1/2023		Common	4,857,296						
Opening Balance as of 10/1/2023		Preferred	1						
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 (entities must have individual with voting / investment control disclosed).	Reason for share issuance (e.g. for cash or debt conversion) OR Nature of Services Provided (if applicable)	Restricted or Unrestricted as of this filing?	Exemption or Registration Type?
10/10/2023	Retired	-128,004	Common	\$7.50	No	Bradley A Woodland & Ann Marie Woodland JT TEN		Restricted	
10/10/2023	Transfer	-6,400	Common	\$7.50	No	Bradley A Woodland & Ann Marie Woodland JT TEN		Restricted	
10/10/2023	Transfer	-2,695	Common	\$7.50	No	Brad Woodland & Anne Marie Woodland JT TEN		Restricted	
10/10/2023	Transfer	-78,473	Common	\$7.50	No	Brad Woodland & Anne Marie Woodland JT TEN		Restricted	
10/10/2023	Transfer	128,004	Common	\$7.50	No	Bradley A Woodland & Ann Marie Woodland JT TEN		Restricted	
10/10/2023	Transfer	6,400	Common	\$7.50	No	Bradley A Woodland & Ann Marie Woodland JT TEN		Restricted	
10/10/2023	Transfer	2,695	Common	\$7.50	No	Brad Woodland & Anne Marie Woodland JT TEN		Restricted	
10/10/2023	Transfer	78,473	Common	\$7.50	No	Brad Woodland & Anne Marie Woodland JT TEN		Restricted	

10/23/2023	Transfer	-128,004	Common	\$7.50	No	Bradley A Woodland & Ann Marie Woodland JT TEN	Restricted
10/23/2023	Transfer	-6,400	Common	\$7.50	No	Bradley A Woodland & Ann Marie Woodland JT TEN	Restricted
10/23/2023	Transfer	-2,695	Common	\$7.50	No	Brad Woodland & Anne Marie Woodland JT TEN	Restricted
10/23/2023	Transfer	-78,473	Common	\$7.50	No	Brad Woodland & Anne Marie Woodland JT TEN	Restricted
10/23/2023	Transfer	-53,907	Common	\$7.80	No	Bradley A Woodland & Anne Marie Woodland JT TEN	Restricted
10/23/2023	Transfer	269,479	Common	\$7.80	No	Cede & Co	Restricted
10/26/2023	Transfer	269,479	Common	\$7.80	No	Bradley A Woodland	Restricted
10/26/2023	Transfer	1,819	Common	\$7.80	No	Cede & Co	Restricted
10/26/2023	Transfer	-3,730	Common	\$7.80	No	Cede & Co	Restricted
10/26/2023	Transfer	-213,661	Common	\$7.80	No	Cede & Co	Restricted
10/26/2023	Transfer	-53,907	Common	\$7.80	No	Cede & Co	Restricted
4/19/2024	Transfer	-4,878	Common	\$7.80	No	Charles Beristain	Restricted
4/19/2024	Transfer	4,878	Common	\$7.80	No	Cede & Co	Restricted
10/24/2024	Transfer	5,556	Common	\$7.80	No	Myles Eason	Restricted
Ending Balance at 10/31/2024	Common	4,862,852					
Ending Balance at 10/31/2024	Preferred	1					

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.**

Note: CEDE & CO. is a financial institution that processes stocks on behalf of DTC. Butler Cabin ownership is held by Huntwicke Capital Group Inc., which is controlled by Brian Woodland.

B. Promissory and Convertible Notes

Indicate by check mark whether there are any outstanding promissory, convertible notes, convertible debentures, or any other debt instruments that may be converted into a class of the issuer's equity securities:

No: Yes: (If yes, you must complete the table below)

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder. <small>*You must disclose the control person(s) for any entities listed.</small>	Reason for Issuance (e.g. Loan, Services, etc.)

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

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

None

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")

The Company 1) acquires real estate in small markets with high degrees of safety to provide income streams and capital appreciation to our shareholders, 2) has growing financial services businesses that manage financial portfolios and assets for a fee, and clear private placement transactions for high-net-worth customers and institutional customers, 3) owns and manages a developmental soccer training program on the North Shore of Massachusetts and 4) owns and manages the Ipswich Ale Brewery and restaurant on the North Shore of Massachusetts.

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

SUBSIDIARY

Essex Private Wealth Management

Huntwicke Securities

OFFICERS

Brian Woodland, President
Peter Mullholland, CCO and CIO

Brian Woodland, President

Butler Cabin, LLC	Brian Woodland, President
Grove Realty Partners, LLC	Brian Woodland, President
Aztec Soccer Inc.	Brian Woodland, President
Skillz Check Soccer Inc.	Mohammed Keita, President
Ipswich Brewery Partners	Brian Woodland, President
Mercury Brewing	Brian Woodland, President
Boulder Canyon, LLC	Brian Woodland, President

C. Describe the issuers' principal products or services.

The Company 1) acquires real estate for appreciation, diversification, current income and safety. 2) has growing financial services businesses that manage financial portfolios and assets for a fee, and clear private placement transactions for high-net-worth customers and institutional customers and 3) owns and manages a developmental soccer training program on the North Shore of Massachusetts and owns and manages a the Ipswich Ale Brewery and restaurant on North Shore of Massachusetts

5) Issuer's Facilities

The goal of this section is to provide a potential investor with a clear understanding of all assets, properties or facilities owned, used or leased by the issuer and the extent in which the facilities are utilized.

In responding to this item, please clearly describe the assets, properties or facilities of the issuer, give the location of the principal plants and other property of the issuer and describe the condition of the properties. If the issuer does not have complete ownership or control of the property (for example, if others also own the property or if there is a mortgage on the property), describe the limitations on the ownership.

If the issuer leases any assets, properties or facilities, clearly describe them as above and the terms of their leases.

7 Grove St., Topsfield, MA 01983

- o Description: 12,000 Square foot, Business Office, Retail and Professional Space
- o Owner: Grove Realty Partners, LLC
- o Mortgage Debt as of October 31, 2024: \$1,217,159

2 Brewery Place, Ipswich, MA 01938

- o Description: 36,000 Square foot, Manufacturing, Office and Restaurant Space
- o Owner: Ipswich Brewery Partners, LLC
- o Mortgage Debt as of October 31, 2024: \$2,902,455

6) Officers, Directors, and Control Persons

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 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
Brian Woodland	<u>President, owner of more than 5%</u>	<u>Boxford, MA 01921</u>	<u>1</u>	<u>Preferred</u>	<u>.000001%</u>	<u>Owns 100% of all issued preferred stock shares</u>
Brian Woodland	<u>President, owner of more than 5%</u>	<u>Boxford, MA 01921</u>	<u>529,649</u>	<u>Common</u>	<u>10.89%</u>	
<u>Fernando Garcia</u>	<u>Vice President of Operation</u>	<u>Topsfield, MA 01983</u>	<u>16,099</u>	<u>Common</u>	<u>0.33%</u>	
<u>Timothy Collins</u>	<u>Owner of more than 5%</u>	<u>Topsfield, MA 01983</u>	<u>1,380,513</u>	<u>Common</u>	<u>28.39%</u>	
<u>Brad Woodland & Anne Marie Woodland JT Ten</u>	<u>Owner of more than 5%</u>	<u>Boxford, MA 01921</u>	<u>529,649</u>	<u>Common</u>	<u>7.45%</u>	
<u>Mohammed Keita & Keisha Keita JT TEN</u>	<u>Officer</u>	<u>Tewksbury, MA 01852</u>	<u>25,000</u>	<u>Common</u>	<u>0.51%</u>	
<u>Mark L. Faucher</u>	<u>Owner of more than 5%</u>	<u>New York NY 10018</u>	<u>488,463</u>	<u>Common</u>	<u>10.04%</u>	
<u>Peter Mulholland</u>	<u>Officer</u>	<u>Topsfield MA 01983</u>	<u>15,564</u>	<u>Common</u>	<u>0.32%</u>	
<u>Cede & Co</u>	<u>Owner of more than 5%</u>	<u>New York, NY 10274</u>	<u>354,518</u>	<u>Common</u>	<u>7.39%</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: Matthew McMurdo, Esq
Firm: McMurdo Law Group, LLC
Address 1: 1185 Avenue of the Americas, 3rd Floor
Address 2: New York, NY 10036
Phone: 917-318-2865
Email: matt@nannaronelaw.com

Name: Morgan E. Petitti, Esq
Firm: Morgan E. Petitti
Address 1: 118 W. Streetsboro Street, # 317
Address 2: Hudson, OH 44236
Phone: 330-697-8548
Email: PetittiLaw@gmail.com

Accountant or Auditor

Name: Merrimack Valley Bookkeeping Services, LLC
Db: Supporting Strategies - Merrimack Valley and Southern Maine
Address 1: 39 Berlys Way
Address 2: Kennebunkport ME 04046
Phone: 978-213-8338
Email: HCG@mvm.myworkplace.co

Investor Relations

Name: Fernando Garcia
Firm: Huntwicke Capital Group
Address 1: 7 Grove Street Suite 201
Address 2: Topsfield, MA 01983
Phone: 978-887-5981
Email: fgarcia@huntwicke.com

All other means of Investor Communication:

Twitter: None
Discord: None
LinkedIn: None
Facebook: None
[Other] N/A

Other Service Providers

Provide the name of any other service provider(s) **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: None
Firm: N/A
Nature of Services: N/A
Address 1: N/A
Address 2: N/A
Phone: N/A
Email: N/A

9) Financial Statements

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

Name: **Julie Reed**
Title: **Business Finance Manager**
Relationship to Issuer: **Outsourced Accountant**

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: **Julie Reed**
Title: **Business Finance Manager**
Relationship to Issuer: **Outsourced Accountant**

Describe the qualifications of the person or persons who prepared the financial statements:⁵
Bachelors in Business and Masters in Business Administration

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.

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:

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.

I, Brian Woodland, certify that:

1. I have reviewed this Disclosure Statement for Huntwicke Capital Group Inc.;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

12/16/2024

/s/Brian Woodland

Brian Woodland

President, Chief Executive Officer

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

VP of Operations

I, Fernando Garcia, certify that:

1. I have reviewed this Disclosure Statement for Huntwicke Capital Group Inc.;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

12/16/2024

/s/ Fernando Garcia

VP of Operations

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

HUNTWICKE CAPITAL GROUP INC.
QUARTERLY REPORTS
October 31, 2024 and July 31, 2024 (UNAUDITED)

INDEX

	<u>Page</u>
FINANCIAL INFORMATION	
Consolidated Balance Sheets and Stockholders' Equity	15
Consolidated Statements of Operations	16
Consolidated Statements of Comprehensive Income	17
Consolidated Statements of Cash Flows	18
Statement Of Changes in Stockholders' Equity	19
Notes to the Consolidated Financial Statements	20-26

CAUTIONARY STATEMENT ON FORWARD-LOOKING INFORMATION

This Yearly Report contains “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995, Section 27A of the Securities Act of 1933, as amended, or the Securities Act, and Section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). Forward-looking statements discuss matters that are not historical facts. Because they discuss future events or conditions, forward-looking statements may include words such as “anticipate,” “believe,” “estimate,” “intend,” “could,” “should,” “would,” “may,” “seek,” “plan,” “might,” “will,” “expect,” “anticipate,” “predict,” “project,” “forecast,” “potential,” “continue” negatives thereof or similar expressions. Forward-looking statements speak only as of the date they are made, are based on various underlying assumptions and current expectations about the future and are not guarantees. Such statements involve known and unknown risks, uncertainties and other factors that may cause our actual results, level of activity, performance or achievement to be materially different from the results of operations or plans expressed or implied by such forward-looking statements.

We cannot predict all of the risks and uncertainties. Accordingly, such information should not be regarded as representations that the results or conditions described in such statements or that our objectives and plans will be achieved, and we do not assume any responsibility for the accuracy or completeness of any of these forward-looking statements. These forward-looking statements are found at various places throughout this yearly report and include information concerning possible or assumed future results of our operations, including statements about potential acquisition or merger targets; business strategies; future cash flows; financing plans; plans and objectives of management; any other statements regarding future acquisitions, future cash needs, future operations, business plans and future financial results, and any other statements that are not historical facts.

These forward-looking statements represent our intentions, plans, expectations, assumptions and beliefs about future events and are subject to risks, uncertainties and other factors. Many of those factors are outside of our control and could cause actual results to differ materially from the results expressed or implied by those forward-looking statements. In light of these risks, uncertainties and assumptions, the events described in the forward-looking statements might not occur or might occur to a different extent or at a different time than we have described. You are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of the yearly report. All subsequent written and oral forward-looking statements concerning other matters addressed in this yearly report and attributable to us or any person acting on our behalf are expressly qualified in their entirety by the cautionary statements contained or referred to in this yearly report.

Except to the extent required by law, we undertake no obligation to update or revise any forward-looking statements, whether as a result of new information, future events, a change in events, conditions, circumstances or assumptions underlying such statements, or otherwise.

CERTAIN TERMS USED IN THIS REPORT

When this report uses the words “we,” “us,” “our,” and the “Company” refer to Huntwicke Capital Group Inc. “SEC” refers to the Securities and Exchange Commission.

Exhibit A
FINANCIAL INFORMATION
HUNTWICKE CAPITAL GROUP INC.
Consolidated Balance Sheets and Stockholders' Equity

	For the Quarter Ended October 31, 2024 <u>(Unaudited)</u>	For the Quarter Ended July 31, 2024 <u>(Unaudited)</u>
ASSETS		
Current Assets		
Cash	835,291	942,691
Restricted Cash		-
Marketable Securities		-
Accounts Receivable	1,765,032.76	2,105,745
Prepaid Expenses	132,177.70	179,440
Inventory	256,523	248,722
Due From Related Party	471,000	471,000
Total Current Assets	\$3,460,025	\$3,947,598
Tenant Escrow	749	749
Other Assets	915,547	941,410
Fixed Assets (net of accumulated depreciation)	6,081,059	6,177,377
Goodwill	8,662,236	8,662,236
Total Assets	\$19,119,616	\$19,729,370
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current Liabilities		
Accounts payable and accrued expenses	525,339	722,056
Equipment Loans and Credit Card	102,688	120,749
Commissions Payable	378,546	249,151
Other Loans & Short Term Liabilities	1,104,578	1,072,182
Deferred Revenue	262,000	501,409
Total Current Liabilities	\$2,373,151	\$2,665,547
Security Deposits	1,200	2,600
Lease Payable	11,978	18,581
Secured Lines of Credit	520,000	490,000
Mortgage Payable	4,119,613	4,146,688
Severance Payable	1,566,667	1,610,667
Due to Shareholders	-	-
Total Liabilities	\$8,592,609	\$8,934,083
Stockholders' Equity		
Preferred stock: par value \$0.0001: 100,000 shares authorized; 1 share issued and outstanding		
Common stock: par value \$0.0001; 300,000,000 shares authorized; 4,862,852 and 4,862,852 shares issued and outstanding, respectively	486	485
Additional paid-in capital	21,183,817	21,051,784
Accumulated deficit	(2,794,575)	(2,559,369)
Unearned compensation on restricted stock	(913,570)	(913,571)
Members Draw	(4,068,484)	(3,903,376)
Accumulated other comprehensive income		
Treasury Stock	(2,880,666)	(2,880,666)
Total Stockholders' Equity	\$10,527,007	\$10,795,287
Total Liabilities and Stockholders' Equity	19,119,616	19,729,370

HUNTWICKE CAPITAL GROUP INC.
Consolidated Statements of Operations

	For the Quarter Ended October 31, 2024 <u>(Unaudited)</u>	For the Quarter Ended July 31, 2024 <u>(Unaudited)</u>
REVENUE		
Rental Revenue	135,902	137,658
Financial services	1,821,862	677,042
Soccer Revenue	316,293	280,717
Brewery Revenue	471,241	482,435
Other	<u>0</u>	<u>0</u>
Total Revenue	\$2,745,298	\$1,577,852
OPERATION EXPENSES		
Operating costs	752,923	1,044,785
Payroll	760,234	707,506
Professional fees	50,599	26,397
Commissions	1,356,143	344,078
Repairs and Maintenance	24,007	17,340
Depreciation and amortization	114,683	131,985
Interest Expense	70,724	62,256
Total Operating Expenses	<u>\$3,129,315</u>	<u>\$2,334,348</u>
G/L FROM OPERATIONS	(384,017)	(756,496)
OTHER INCOME (EXPENSE)		
Net gain (loss) on sale of property	147,000	518,038
Net gain (loss) on investments	0	0
Leased equipment interest expense	(309)	(421)
Other Income	2,119	4,214
Total Other Income (Expense)	<u>\$148,811</u>	<u>\$521,831</u>
NET GAIN/(LOSS)	(235,207)	(234,665)
NET G/L ATTRIBUTABLE TO NON-CONTROLLING INTEREST		
NET G/L ATTRIBUTABLE TO COMMON SHAREHOLDERS	(235,207)	(234,665)
NET G/L PER COMMON SHARE BASIC AND DILUTED		
	-\$0.05	-\$0.05
Weighted average common shares outstanding - basic and diluted	4,862,852	4,857,296

HUNTWICKE CAPITAL GROUP INC.
Consolidated Statement of Comprehensive Income

	For the Quarter Ended October 31, 2024 <u>(Unaudited)</u>	For the Quarter Ended July 31, 2024 <u>(Unaudited)</u>
Net Gain/(Loss)	(235,207)	(234,665)
Net Unrealized gain/(loss) on investments	-	-
Comprehensive Gain/(Loss)	(\$235,207)	(\$234,665)

HUNTWICKE CAPITAL GROUP INC.
Consolidate Statements of Cash Flows

	For the Quarter Ended October 31, 2024 <u>(Unaudited)</u>	For the Quarter Ended July 31, 2024 <u>(Unaudited)</u>
CASH FLOWS FROM OPERATING ACTIVITIES		
Net gain/loss	(235,207)	(234,665)
Adjustments to reconcile net income (loss) to net cash provided by (used in) from operating activities		
Depreciation	114,683	131,985
Debt forgiveness - PPP loan	-	-
ERTC income	-	-
Net gain (loss) on sale of property	(147,000)	(518,038)
Net realized gain (loss) on investments	-	-
Changes in operating assets and liabilities		
Accounts receivable	340,712	(193,915)
Inventory	(7,801)	(28,381)
Prepaid expenses	47,262	208,587
Accounts payable and accrued expenses	(196,716)	164,852
Severance Payable	(44,000)	(44,000)
Commissions payable	129,396	99,464
Deferred revenue	(239,409)	(89,657)
Tenant escrow	-	740
Security Deposits	2,459	(205)
Net cash provided by (used in) operating activities	(235,622)	(\$503,232)
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase or sale of Assets	(22,269)	371,707
Investments in securities	-	-
Investment in Mercury Brewing	-	-
Due from related party	-	-
Net cash provided by (used in) investing activities	(\$22,269)	\$371,707
CASH FLOWS FROM FINANCING ACTIVITIES		
Repayments and advances from working capital loans	14,335	110,747
Capital contribution	139,834	277,574
Member draw	-	-
Repayments on lease payable	(6,603)	(6,491)
Advance on line of credit	30,000	150,000
Repayments and advances from mortgage payable	(27,075)	(347,908)
Net cash provided by (used in) financing activities	\$150,491	\$183,923
NET CHANGE IN CASH	(\$107,400)	\$52,398
CASH AT BEGINNING OF PERIOD	\$942,691	\$890,293
CASH AT END OF PERIOD	\$835,291	\$942,691

HUNTWICKE CAPITAL GROUP INC.
Statement of Changes in Stockholders' Equity
For the Quarter Ended October 31, 2024

Statement of changes in owner's equity - Huntwicke Capital Group	Preferred Stock	Common Stock	Treasury Stock	Additional Paid In Capital	Accumulated Deficit	Unearned Compensation on Restricted Stock	Members Draw	Total equity
Balance at								
April 30 2024	-	485	(2,880,666)	21,403,084	(2,324,704)	(913,571)	(3,934,781)	11,349,847
Comprehensive income								
Profit or loss					(234,665)			(234,665)
Other comprehensive income								
Gain on the revaluation of land and buildings								
Total comprehensive income								
	-	-	-	-	(234,665)	-	-	(234,665)
Transactions with owners								
Proceeds from shares issued		-	-					-
Members Draw				(351,300)	-		31,405	(319,895)
Total transactions with owners								
	-	-	-	(351,300)	-	-	31,405	(319,895)
Balance at								
July 31 2024	-	485	(2,880,666)	21,051,784	(2,559,369)	(913,571)	(3,903,376)	10,795,287
Comprehensive income								
Profit or loss					(235,207)			(235,207)
Other comprehensive income								
Gain on the revaluation of land and buildings								
Total comprehensive income								
	-	-	-	-	(235,207)	-	-	(235,207)
Transactions with owners								
Proceeds from shares issued		2	-					2
Members Draw				132,033	-		(165,108)	(33,075)
Total transactions with owners								
	-	2	-	132,033	-	-	(165,108)	(33,073)
Balance at								
October 31 2024	-	487	(2,880,666)	21,183,817	(2,794,576)	(913,571)	(4,068,484)	10,527,007

HUNTWICKE CAPITAL GROUP, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
as of October 31, 2024 (UNAUDITED)

NOTE 1 – ORGANIZATION

Huntwicke Capital Group Inc. (the “Company,” “We,” “Ours,” “Us”), was incorporated on May 12, 2009, under the laws of the State of Delaware. On November 12, 2015, the Company changed domicile from the State of Delaware to the State of Nevada by filing Articles of Domestication and Articles of Incorporation.

Our current Chief Executive Officer, Brian Woodland, has numerous years in the real estate acquisition, syndication and asset management business. The Company 1) acquires real estate in small markets with high degrees of safety to provide income streams to our shareholders, 2) develops, manages and acquires property for capital appreciation and 3) has growing financial services businesses that manage financial portfolios and assets for a fee, and clear private placement transactions for high net worth customers and institutional customers and 4) owns and manages a developmental soccer training program on the North Shore of Massachusetts and 5) owns and manages the Ipswich Ale Brewery and restaurant on the North Shore of Massachusetts.

Recent Activity

During the quarter ended October 31, 2024, the Company issued restricted stock to a long tenure employee . The number of shares issued was 5,556.

During the year ended April 30, 2024, the Company bought back stock in the open market held in Butler Cabin and Huntwicke Securities. The numbers of shares purchased were 43,500 and 4,000, respectively.

During the quarter ended July 31, 2023, the Company retired 2000 and 2630 shares to treasury, on May 31, 2023 and July 5, 2023, respectively.

During the quarter ended October 31, 2023, the Company retired 2500 and 2000 shares to treasury, on August 8, 2023 and August 22, 2023, respectively.

NOTE 2 – SUMMARY OF ACCOUNTING POLICIES

Principles of consolidation

The accompanying consolidated financial statements represent the consolidated financial position and results of operations of the Company and include the accounts and results of operations of the Company and its subsidiaries. The accompanying consolidated financial statements include the active entity of Huntwicke Capital Group Inc. and its wholly owned subsidiaries, Grove Realty Partners, LLC, Butler Cabin, LLC from October 15, 2015, Essex Private Wealth Management, LLC, Huntwicke Securities, LLC, , Skillz Check Soccer, Inc. from August 1, 2018. Ipswich Brewery Partners and Mercury Brewing from January 31, 2019. Boulder Canyon from November 8, 2023.

Use of Estimates

The preparation of consolidated financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements as well as the reported amount of revenues and expenses during the reporting period. Actual results could differ from these estimates.

NOTE 2 – SUMMARY OF ACCOUNTING POLICIES (continued)

Cash Equivalents

The Company considers all highly liquid investments with maturities of three months or less at the time of purchase to be cash equivalents.

Concentrations

Concentration in a geographic area

The Company operates in the real estate and financial services industries and manages a soccer academy, of which operations are concentrated in the State of Massachusetts.

For the quarter ended October 31, 2024, we had two clients that represented 22% and 20% of rental revenues, respectively. For the quarter ended July 31, 2024, we had two clients that represented 22% and 20% of rental revenues, respectively.

Investments

The Company's investments in securities are reported at fair value, with unrealized gains and losses included in earnings. The Company will invest its cash proceeds to enhance shareholder value over the long term. The Company will use both short- and long-term investing strategies. Investments are classified as available for sale.

Accounts Receivable

Receivables from the soccer club primarily represent amounts due on the annual soccer contracts that the participants sign at the beginning of the soccer year. Payments can be made in full at the beginning of the soccer year or periodically during the soccer year. Balance of the soccer club receivables were \$26,449 and \$26,449 for October 31, 2024, and July 31, 2024, respectively. These amounts are reported in the total accounts receivable on the statement of Consolidated Balance Sheets and Stockholders' equity.

Rental Property, Net

Rental property assets are stated at cost less accumulated depreciation. Depreciation is provided on a straight- line basis over the estimated useful lives of the asset.

We capitalize replacements and improvements, such as HVAC equipment, structural replacements, windows, appliances, flooring, carpeting and renovations. Ordinary repairs and maintenance, such as unit cleaning, painting and appliance repairs, are expensed when incurred.

Rental Property, Net

Asset	Useful Life (In Years)
Building	30-39 Years
Land	Indefinite
Building Improvements	Various
Leased Equipment	15 Years

NOTE 2 – SUMMARY OF ACCOUNTING POLICIES (continued)

Impairment of Real Estate Investments

The Company assesses on a regular basis whether there are any indicators that the carrying value of rental property assets may be impaired. Potential indicators may include an increase in vacancy at a property, tenant reduction in utilization of a property, tenant financial instability and the potential sale of the property in the near future. An asset is determined to be impaired if the asset's carrying value is in excess of its estimated fair value.

Accrued Revenue

Represents revenues earned by our financial services segment that have not yet been billed to the client.

Commissions payable

Represents amounts owed to registered investments advisors for commissions. As of October 31, 2024, and July 31, 2024, the Company owed \$378,546 and \$249,151 in commissions payable.

Deferred Revenue

Deferred revenue represents revenues collected but not earned as of October 31, 2024, and July 31, 2024. This is composed of revenue for financial services billed on a quarterly basis but not yet earned. This revenue will be earned on a monthly basis as services are performed. Deferred revenue is also composed primarily of soccer revenues that are billed at throughout the soccer year and recognized over the period in which the program takes place which runs January 1 to December 31. Additionally, from time to time, rental payments may be paid by tenants, but not earned yet by the Company. Such revenue is initially recorded as a deferred liability and is recognized as revenue once earned. As of October 31, 2024 and July 31, 2024, the Company had \$262,000 and \$501,409, respectively, in deferred revenue. Aztec Soccer entered into a partnership with 3Step. The latter will be handling the operations of the club going forward.

Income Taxes

The Company utilizes the asset and liability method to measure and record deferred income tax assets and liabilities. Deferred tax assets and liabilities reflect the future income tax effects of temporary differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and are measured using enacted tax rates that apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion or all of the deferred tax assets will not be realized.

The Company follows the provisions of Income Taxes Topic of the FASB Accounting Standards Codification, which provides clarification on accounting for uncertainty in income taxes recognized in an enterprise's financial statements. The guidance prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return, and also provides guidance on derecognition, classification, interest and penalties, disclosure and transition. At October 31, 2024 and July 31, 2024, no significant income tax uncertainties have been included in the Company's Balance Sheets. The Company's policy is to recognize interest and penalties on unrecognized tax benefits in income tax expense in the Statements of Operations. No interest and penalties are present for periods open.

Revenues

Securities Transactions

The Company acts as an agent in executing orders to buy or sell OTC and listed securities. It also acts as an agent to purchase private placements. The company charges a commission based on the services the company provides to customers. The services the company provides are in compliance with their approvals granted by FINRA. Customers' securities transactions are recorded on a settlement date basis. The related commission income and expenses are also recorded on the settlement date basis.

Private Placement Transactions

Customers' private placement transactions are recorded on the date escrow is closed. The related commission income and expenses are also recorded on the escrow date. The Company may also recognize a mark-up or a mark-down on transactions in which it acts as a principal. Mark-up and mark-down commissions are generally priced competitively based upon the services the Company provides to its customers and are in compliance with guidance established by FINRA.

Introduction Fee Transactions

Introduction fees are earned from introducing institutions to each other to commence a lease transaction. These transactions are conducted between the two introduced parties and the broker-dealer has no further role after introduction. These transactions are recognized when the transaction closes and the price is fixed and determinable as the broker-dealer never knows if or when a transaction might close. Commission expense is accrued on the date the income is recognized. The amounts are billed quarterly in advance based on the net asset value of assets under management and amortized over the period earned.

The Company earns fees for managing client investment portfolios through its SEC registered Advisory firm, Essex Private.

Property Revenue Recognition

Our commercial property leases are for varied terms ranging from month-to-month to 3 years. Rental income is recognized on a straight-line basis over the term of the lease.

Rent concessions, including free rent incurred in connection with commercial property leases, are amortized on a straight-line basis over the terms of the related leases and are charged as a reduction of rental revenue.

Soccer Revenue

Soccer revenues are earned from training provided to children and teenagers during the year. Programs run during various time periods throughout the year.. Revenues related to those programs are recognized over the period in which the program takes place.

Net income (loss) per common share

Net income (loss) per common share is computed pursuant to section 260-10-45 of the Financial Accounting Standards Board Accounting Standards Codification. Basic net income (loss) per common share is computed by dividing net income (loss) by the weighted average number of shares of common stock outstanding during the period. Diluted net income (loss) per common share is computed by dividing net income (loss) by the weighted average number of shares of common stock outstanding including the dilutive effect of stock awards during the period.

NOTE 2 – SUMMARY OF ACCOUNTING POLICIES (continued)

Segments

The Company operates in four segments, rental real estate, financial services, soccer revenues and Brewery.

SEGMENTED DATA

For the Quarter Ended

October 31, 2024

	Real Estate	Financial services	Soccer	Brewery	Total
Revenues	135,902	1,821,862	316,293	471,241	2,745,298
Depreciation	47,761	829	-	66,093	114,683
Commission		1,356,143			1,356,143
G/L from operations	18,677	(83,712)	(23,889)	(146,283)	(235,207)
Segmented Assets	4,636,783	3,760	-	1,440,515	6,081,058

For the Quarter Ended

July 31, 2024

	Real Estate	Financial services	Soccer	Brewery	Total
Revenues	137,658	677,042	280,717	482,435	1,577,852
Depreciation	64,689	994	-	66,302	131,985
Commission		344,078			344,078
G/L from operations	105,056	(171,650)	101,835	(269,906)	(234,665)
Segmented Assets	4,684,545	4,589	-	1,488,243	6,177,377

NOTE 3 – MORTGAGE PAYABLE

17-19 Main Street

On May 15, 2024 the Company (via Boulder Canyon, LLC) sold the property and terminated mortgage note payable on property located at 17-19 Main Street, Topsfield, Massachusetts. The remaining principal balance as of October 31, 2024, and July 31, 2024 was \$0 and \$0 respectively.

2 Brewery Place

On February 23, 2022 the Company entered into a mortgage note payable on the property located at 2 Brewery Place, Ipswich, Massachusetts. The note bears interest at 4.23% per annum and is due February 24, 2027. Monthly principal and interest payments totaling \$16,864 beginning March 24, 2022 continuing through February 24, 2027 when final payment of entire outstanding principal plus all accrued and unpaid interest and fees is due. The mortgage note is secured by the underlying property. The remaining principal balance as of October 31, 2024, and July 31, 2024 was \$2,902,455 and \$2,921,950, respectively.

NOTE 3 – MORTGAGE PAYABLE (continued)

7 Grove Street

On February 24, 2022, Grove Realty Partners (the “Borrower”), entered into a \$1,300,000 secured mortgage with a financial institution, secured by the property at 7 Grove Street Topsfield, Massachusetts. The note bears interest at 4.23 % per annum and is due February 24, 2047. Monthly payments of principal and interest totaling \$7,071 start on February 24, 2022, and will continue through the maturity date, with a final payment of the unpaid principal balance, interest, fees and late charges, if any, due on February 24, 2047. The remaining principal balance as of October 31, 2024, and July 31, 2024 was \$1,217,159 and \$1,225,158, respectively.

Future principal requirements on long-term debt for fiscal quarter ending after October 31, 2024 are as follows:

Mortgage Payable	
For fiscal year ending	
	<u>Future Payout</u>
2025	54,275
2026	115,090
2027	120,104
2028	125,025
Thereafter	3,705,119
Total	<u>4,119,613</u>

NOTE 4 – LEASE PAYABLE

On March 1, 2018, the Company entered into a lease for HVAC equipment installed at 7 Grove Street, Topsfield, MA under leases classified as finance leases. The lease is for 7 years with a nominal annual rate of 6.875% and contains a purchase option of \$1.00 at the end of the lease term. Monthly lease payments of \$2,304 will commence on May 1, 2018 and continue through April 1, 2025. The leased equipment is amortized on a straight line basis over 15 years.

Future principal requirements on leases payable for fiscal years ending after October 31, 2024 are as follows:

Lease Payable	
For fiscal year ending	
For fiscal year ending	<u>Future Payout</u>
2025	11,978
2026	-
Total	<u>\$11,978</u>

NOTE 5 – SEVERANCE PAYABLE

On February 23, 2023, the Company reached a retirement/severance agreement with Robert Martin, former President of our Mercury Brewing and Distribution Company. The firm returned and retired 377,233 shares that Mr. Martin owned in return for payments in a severance package. The retirement package is comprised of a payment stream of \$1,348,648 of principal with an interest rate of 3.86% payable over 15 years to Mr. Martin. The total payment stream will equal \$1,860,000.00 over 15 years unless the company pays off the principal earlier.

NOTE 6 – FUTURE RENTS AND TENANT CONCENTRATION

The Company’s revenue is derived from property leases with varied lease terms. The following table represents future minimum rents to be received under non-cancelable leases with terms of twelve months or more as of October 31, 2024:

Future Rents	
For fiscal year ending	
2025	96,325
2026	164,453
2027	112,625
2028	19,200
	-
Total	<u>392,604</u>

NOTE 7 – RELATED PARTY TRANSACTIONS

As of 5/15/2024, Boulder Canyon, LLC sold off its interests in 17-19 Main St. Topsfield, MA 01983. Entries were made to apply the sale to Realized Gain/Loss of Property Sale, Mortgage Payable, and Mortgage Acquisition Costs. Subsequently, Boulder Canyon, LLC was dissolved.

NOTE 8 – ACCOUNTING ADJUSTMENTS

There were no adjustments attributable to the quarter ended October 31, 2024.

NOTE 9 – SUBSEQUENT EVENT

There are no subsequent events to the quarter ended October 31, 2024 as of the date of this filing.

NOTE 10 – MANAGEMENT NOTE

The company believes it to be unlikely that the current receivables due to HCG from 3 Step Sports regarding the partnership with Aztec Soccer will be received as originally contemplated. The company originally realized 50% of the partnership agreement in the spring of 23. The company realized the first installment of three remaining installments this past fall. The company and 3 Step continue to communicate about potential resolutions to the remaining receivables in year 2 and 3 and discuss potential future partnership options regarding the future of Aztec that might benefit both companies.