

ECGI Holdings Inc.

Amendment to Annual Report 2024 Annual - Amended for 08/31/2024
originally published through the OTC Disclosure & News Service on
[12/26/2024](#)

Explanatory Note:

Additional activity was identified in the company's bank statements during the preparation of the 2025 Q1 report.

***This coversheet was automatically generated by OTC Markets Group based on the information provided by the Company. OTC Markets Group has not reviewed the contents of this amendment and disclaims all responsibility for the information contained herein.*

DISCLOSURE STATEMENT PURSUANT TO THE PINK BASIC DISCLOSURE GUIDELINES

ECGI HOLDINGS INC.

A Nevada Corporation
("Company")

9891 Irvine Center Drive
Suite 200
Irvine, CA 92618

<https://ecgiholdings.com>
info@ecgiholdings.com
SIC Code: 6719

AMENDED ANNUAL REPORT

For the period ending August 31, 2024 (the "Reporting Period")

Outstanding Shares

The number of shares outstanding of our Common Stock was:

166,073,145 share as of the Current Reporting Date (August 31, 2024) and the date hereof.
166,073,145 share as of the date of the most recent completed fiscal year (August 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 Control ¹ of the Company has occurred during this reporting period:

Yes: ☐ No: ☒

Item 1. Name and address(es) of the Issuer and its predecessors (if any)

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

The current name of the Issuer and the names used by predecessor entities and the dates of the name changes are as follows:

Issuer: ECGI HOLDINGS INC.

[formerly Sunrise Mining Corporation from
October 25, 2005 until March 27, 2008.]

[formerly Sunrise Holdings Limited from
March 27, 2008 to November 7, 2014.]

[formerly Event Cardio Group, Inc. from
November 7, 2014 until August 15, 2019.]

Predecessor Entities:

There was no predecessor entities. The name changes are set forth above. Except for the name changes referred to above, there have been no name changes or changes in the state of incorporation since inception.

Current State and Date of Incorporation or Registration
Standing in this jurisdiction: (e.g. active, default, inactive)

The date of incorporation in Nevada is October 25, 2005, and all name change events are set forth above. At all times, the Company has been a Nevada corporation (there have been no changes in state

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.

of incorporation since inception). The Company is an active corporation, validly existing and in good standing under the laws of the State of Nevada, with a valid and existing Nevada State Business License and is current with its required report filings.

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

None

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

None

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

None

Address of the Issuer's principal executive office:

9891 Irvine Center Drive
Suite 200
Irvine, CA 92618

Address of the Issuer's principal place of business:

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

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

Yes: ☐ No: ☒ (Not applicable and no additional details are required.):

Item 2. Security Information

Transfer Agent

Pacific Stock Transfer Company
800.785.7782
<http://pacificstocktransfer.com/>
6725 Via Austi Parkway
Suite 300
Las Vegas, NV 89119

The Transfer Agent is registered under the Securities Exchange Act of 1934, as amended.

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.

The Company has a class of Common Stock outstanding as of August 31, 2024, and as of the date hereof:

Trading symbol:	ECGI
Exact title and class of securities outstanding:	Common Stock
CUSIP:	26835R106
Par or stated value:	\$0.001
Total shares authorized:	309,999,999
Total shares outstanding:	166,073,145
Total number of shareholders of record:	178

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). The Company has a class of shares of Preferred Stock authorized and one (1) share has been sold and issued and is outstanding as follows:

Exact title and class of securities:	Preferred Stock
CUSIP :	None
Par or Stated Value:	\$ 0.001
Total Shares Authorized:	10,000,000 as of August 31, 2024
Total Shares Outstanding:	1 as of August 31, 2024
Total number of shareholders of record:	1 as of August 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. Provided below is information for each class of the Company's equity securities, as applicable:

1. For common equity, describe any dividend, voting and preemption rights.

Our holders of shares of common stock are entitled to one vote for each share on all matters to be voted on by the shareholders. Holders of common stock do not have cumulative voting rights. Holders of common stock are entitled to share ratably in dividends, if any, as may be declared from time to time by the board of directors in its discretion from legally available funds. Dividends, if any, will be contingent upon our revenues and earnings, if any, capital requirements and financial conditions. The payment of dividends, if any, will be within the discretion of our board of directors. We intend to retain earnings, if any, for use in our business operations and accordingly, the board of directors does not anticipate declaring any dividends prior to a business combination transaction, nor can there be any assurance that any dividends will be paid following any business combination. In the event of a liquidation, dissolution or winding up of the Company, the holders of common stock are entitled to

share pro rata all assets remaining after payment in full of the Company's liabilities. Holders of common stock have no preemptive rights to purchase the Company's common stock. There are no conversion or redemption rights or sinking fund provisions with respect to the common stock.

See paragraph 3 below for a limitation of the material rights and privileges for "quasi-California" corporations.

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

The Company has preferred stock.

As at August 15, 2019, the Series A Convertible Preferred Stock (the "Series A Preferred Stock") that had been previously sold and issued had been converted into common stock. The preferred stock had been designated as the Company's Series A Convertible Preferred Stock. Each share of Series A Preferred Stock has a par value of \$0.001 per share and the holder(s) of shares of Series A Preferred Stock are entitled to dividends declared and paid on shares of common stock in an amount per share equal to the amount they would be entitled to receive as holders of common stock if all outstanding shares of Series A Preferred Stock had been converted into Common Stock. Holders of Series A Preferred Stock voted together with holders of common stock as a single class, with each share of Series A Preferred Stock having two (2) (adjusted for a prior 1 for 20 reverse stock split) votes per share on all matters as to which stockholders are entitled to vote, including the election of directors, except with respect to matters for which a class vote is required by law. Each share of Series A Preferred Stock was convertible, at the option of the holder, into one (1) (adjusted for the 1 for 20 reverse stock split) share of common stock. The Series A Preferred stock then outstanding had been converted to Common Stock the holder thereof on August 15, 2019.

On March 24, 2023, the Company sold and issued one (1) preferred share to Danny Wong, the then Chief Executive Officer of the Company. The Series B Super Voting Preferred Stock ranks: (i) senior to all of the common stock, par value \$0.001 per share; and, (ii) senior to all other classes or series of capital stock of the Company currently outstanding in each case as to distribution of any asset or property of the Company upon liquidation, dissolution or winding up of the Company, whether voluntary or involuntary. The holder of the Series B Super Voting Preferred Stock is entitled to vote on all matters subject to a vote or written consent of the holders of the Company's common stock, and on all such matters, the share of Series B Super Voting Preferred Stock is entitled to that number of votes equal to the number of votes that all issued and outstanding shares of common stock and all other securities of the Company are entitled to, as of any such date of determination, on a fully diluted basis, plus one million (1,000,000) votes, it being the intention that the holder of the Series B Super Voting Preferred Stock shall have effective voting control of the Company, on a fully diluted basis. The holder of the Series B Super Voting Preferred Stock votes together with the holders of common stock as a single class. The share of Series B Preferred Stock is currently held by Jamie Steigerwald.

3. Describe any other material rights of common stockholders.

Section 2115 of the California Corporations Code provides that certain provisions of California corporate law are applicable to foreign corporations (e.g., like the Company that is incorporated in Nevada), to the exclusion of the law of the state of incorporation, if more than half of the Corporation's

shareholders and more than half of our “business” (a defined formula based on property, payroll and sales) is located in California. Section 2115 does not apply to public companies listed on the New York Stock Exchange, the NYSE MKT, the NASDAQ Global Market or the NASDAQ Capital Market.

California Corporations Code Section 708 applies to such “quasi-California” corporations which requires that shareholders be permitted to cumulate votes in the election of directors. However, Section 2115 does not require the Company to set forth this right in our articles or bylaws.

Another provision applicable to such “quasi-California” corporations is the restriction on distributions to shareholders under Section 500 of the California Corporations Code. California Corporations Code Section 166 defines “distributions to shareholders” to include all transfers of cash or property to shareholders without consideration, including dividends paid to shareholders (except stock dividends), and the redemptions or repurchases of stock by a corporation or its subsidiary (subject to certain exclusions, such as the repurchase of stock held by employees). The consequence of this broad definition is that dividends, stock repurchases, and stock redemptions are all subject to the same tests and restrictions.

Unlike Nevada law, which generally permits the Company to pay dividends or make redemptions as long as the Corporation is solvent following the transaction, California law prohibits such payments unless the Company meets certain mechanical tests (in particular, that either retained earnings equal or exceed the size of the proposed distribution or that assets equal or exceed current liabilities). Additionally, California requires quasi-California companies to take “preferential dividends” and “preferential rights” into account when making distributions.

The limitations on our director and officer for indemnification under Section 317 of the California Corporations Code also purport to be applicable to a “quasi-California” corporation. As a result, the Company may need to adopt indemnification provisions for a “quasi-California” corporation to reflect California law so that our directors, officers and shareholders have consistent expectations and knowledge with regard to indemnification.

Further, Section 1001 and 1101, and Chapter 12 and 13 of the California Corporations Code also purport to apply to “quasi-California” corporations. These provisions deal with mergers, reorganizations, and asset sales, including voting rights and the application of California dissenters’ rights. California may require class votes on sale transactions. California law will grant dissenters’ rights in connection with the sale of assets in exchange for stock of an acquiring corporation. Furthermore, California law will require a so-called fairness opinion in connection with certain interested party transactions.

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

Other than may be applicable under 3 above - 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 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 August 31, 2021 Opening Balance: Date: August 31, 2022 Common: 21,255,278 Preferred: 0	
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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	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
September 30, 2022	New	625,000	Common	\$0.04	No	Vuvu Venture Inc. (Todd Violette)	Subscription agreement	Free Trading	4(a)(2)
January 19, 2023	New	1,250,000	Common	\$0.04	No	SBQ Ventures (John Tannariello)	Subscription agreement	Free Trading	4(a)(2)
March 28, 2023	New	1,142,551	Common	\$0.38	No	SRAX Inc. (Chris Miglino)	Debt settlement	Free Trading	4(a)(2)
March 23, 2023	New	3,000,000	Common	\$0.02	No	Gia Tran	Acquisition	Restricted	4(a)(2)
March 23, 2023	New	1,200,000	Common	\$0.02	No	Jacob Bach	Acquisition	Restricted	4(a)(2)
March 23, 2023	New	4,000,000	Common	\$0.02	No	Tommy Vu	Acquisition	Restricted	4(a)(2)

March 23, 2023	New	1,000,000	Common	\$0.02	No	Eric Wong	Acquisition	Restricted	4(a)(2)
March 23, 2023	New	1,000,000	Common	\$0.02	No	Divuth Chea	Acquisition	Restricted	4(a)(2)
March 24, 2023	New	1	Super B Preferred	\$0.001	No	Danny Wong	Stock based compensation	Restricted	4(a)(2)
April 4, 2023	New	3,400,000	Common	\$0.0335	No	EROP Enterprises LLC (Vince Sbarra)	Debt settlement	Free Trading	3(a)(10)
June 22, 2023	New	13,333,333	Common	\$0.02	No	Xing Zhang	Acquisition	Restricted	4(a)(2)
June 22, 2023	New	3,333,333	Common	\$0.02	No	Waylon Huang	Acquisition	Restricted	4(a)(2)
June 22, 2023	New	3,333,333	Common	\$0.02	No	Chew Ping Kwan	Acquisition	Restricted	4(a)(2)
June 22, 2023	New	4,833,013	Common	\$0.02	No	Henry Lee	Acquisition	Restricted	4(a)(2)
June 22, 2023	New	10,000,000	Common	\$0.02	No	King Yu Leung	Acquisition	Restricted	4(a)(2)
June 22, 2023	New	8,333,333	Common	\$0.02	No	Lai Peichen	Acquisition	Restricted	4(a)(2)
June 22, 2023	New	4,833,013	Common	\$0.02	No	Huy John Vu	Acquisition	Restricted	4(a)(2)
June 22, 2023	New	3,333,333	Common	\$0.02	No	Zhou Zhihong	Acquisition	Restricted	4(a)(2)
June 22, 2023	New	3,521,772	Common	\$0.008168	Yes	Kevin Dang	Debt settlement	Free Trading	4(a)(2)
October 2, 2023	New	9,212,668	Common	\$0.003356	Yes	Kevin Dang	Debt settlement	Free Trading	4(a)(2)
December 8, 2023	New	5,057,844	Common	\$0.003163	Yes	SRAX Inc. (Chris Miglino)	Debt settlement	Free Trading	4(a)(2)
December 11, 2023	New	10,100,000	Common	\$0.01	Yes	EROP Enterprises LLC (Vince Sbarra)	Debt settlement	Free Trading	3(a)(10)

December 13, 2023	New	10,600,341	Common	\$0.0037	Yes	Kevin Dang	Debt settlement	Free Trading	4(a)(2)
February 16, 2024	New	11,875,000	Common	\$0.0016	Yes	Kevin Dang	Debt settlement	Free Trading	4(a)(2)
March 4, 2024	New	11,500,000	Common	\$0.003	Yes	EROP Enterprises LLC (Vince Sbarra)	Debt settlement	Free Trading	3(a)(10)
April 16, 2024	New	15,000,000	Common	\$0.0016	Yes	Kevin Dang	Debt settlement	Free Trading	4(a)(2)
Shares Outstanding on Date of this Report: Ending Balance: 166,073,145 Date: August 31, 2024 Common: 166,073,145 Preferred: Super B Voting Preferred: 1									

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

N/A

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 (\$) (1)	Principal Amount at Issuance	Interest Accrued	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder	Reason for Issuance (e.g. Loan, Services, etc.)
April 27, 2015	\$353,959	\$500,000	\$128,959	Demand	Conversion at \$3.00 per share	MedPacAsia Pacific PTY (2)(Gary Blom)	Acquisition of licenses and assets
March 16, 2021	\$6,197,860	\$6,448,333	-	Demand	Principal debt is payable by way of shares issued at market price until settled in full (3)	EROP Enterprise, LLC (Vince Sbara)	Debt settlement under Section 3(a)(10)
March 25, 2021	\$38,418	\$28,600	\$9,818	March 21, 2023	Convertible note (4)	Wayne Wong	Loan
May 19, 2021	\$443,989	\$428,572	\$15,417	May 18, 2023	Convertible note (5)	Kevin Dang	Loan

June 24, 2021	\$365,115	\$400,000	\$13,115	June 24, 2024	Convertible note (8)	SRAX (Chris Miglino)	Loan
October 28, 2021	\$132,215	\$102,960	\$29,215	October 28, 2022	Convertible note (6)	K&J Funding(c/o Todd Violette)	Loan
April 19, 2023	\$98,110	\$85,714	\$12,396	April 19, 2024	Convertible note (9)	Jimmy Chan	Loan
May 10, 2022	\$258,435	\$210,000	\$48,435	May 10, 2023	Convertible note (7)	Vuvu Venture Inc. (Todd Violette)	Loan
June 1, 2023	\$440,417	\$350,000	\$90,417	July 1, 2023	Convertible note (10)	Macau Equity Group LLC (Brian Brick)	Loan
September 24, 2023	\$39,087	\$35,750	\$3,337	September 18, 2024	Convertible note (11)	Vuvu Venture Inc (Todd Violette)	Loan
December 19, 2023	\$60,911	\$57,000	\$3,911	December 19, 2024	Convertible note (12)	LMKC Capital LLC (Jimmy Chan)	Loan
April 24, 2024	\$56,925	\$55,000	\$1,925	April 24, 2025	Convertible Note (13)	LMKC Capital LLC (Jimmy Chan)	Loan
May 15, 2024	\$129,417	\$125,000	\$4,417	May 15, 2025	Convertible Note (14)	LMKC Capital LLC (Jimmy Chan)	Loan
July 3, 2024	\$127,537	\$125,000	\$2,537	July 3, 2025	Convertible Note (15)	LMKC Capital LLC (Jimmy Chan)	Loan

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

(1) Includes accrued interest which remains outstanding as of August 31, 2024.

(2) MedPac Ltd Asia Pacific Pty is a limited by shares Australian proprietary company located in the state of New South Wales, Australia. The Company believes that Ian Kellaway is the controlling director and that MedPac Asia Pacific Pty Ltd and ECGinc Holdings LLC have overlapping equity ownership, to include, but not limited to, a Gary Blom (a former officer and director of the Company) who may be or is an officer, director and interest holder, or any one or more positions in MedPac Ltd Asia Pacific Pty Ltd and ECGinc Holdings LLC. Remaining principal outstanding on this loan is \$225,000.

(3) On March 16, 2021, the Company entered into a settlement agreement with EROP Enterprises, LLC, a Florida limited liability corporation owned by Vince Sbarra, a non-related party to the Company, for a debt claim purchased from NorthernCalifornia Holdings, Inc. Effective May 4, 2021, amounts payable in

the original principal amount of \$6,448,333 (the “Settlement Value”) became subject to a court order in which the Settlement Value is to be paid through issuance of common stock at market prices upon issuance under Section 3(a)10 of the Securities Act of 1933.

(4) On March 25, 2021, the Company issued a ten percent (10%) convertible note (the “10% Convertible Note”) in the original principal amount of \$28,600 and original issue discount of \$8,600 per the terms of the 10% Convertible Note, the maturity date March 25, 2022, the annual rate of interest is ten percent (10%), and the principal and accrued interest could be converted, at the sole discretion of the note holder, into shares of the Company’s common stock at 60% of the offering price for the common stock pursuant to Regulation A under the Securities Act of 1933.

(5) On May 19, 2021, the Company issued a ten percent (10%) convertible note payable (the “10% Convertible Note”) in the original principal amount of \$428,572 and original issue discount of \$128,572. Per the terms of the 10% Convertible Note, the maturity date May 19, 2022, the annual rate of interest is ten percent (10%), and the principal and accrued interest could be converted, at the sole discretion of the note holders (the “Holders”), into shares of the Company’s common stock at 60% of the offering price for the common stock pursuant to Regulation A under the Securities Act of 1933.

(6) On October 28, 2021, the Company issued a ten percent (10%) convertible note payable (the “10% Convertible Note”) in the original principal amount of \$102,960 and original issue discount of \$30,960. Per the term of the 10% Convertible Note, the maturity date October 28, 2021, the annual rate of interest is ten percent (10%), and the principal and accrued interest could be converted, at the sole discretion of the note holders (the “Holders”), into shares of the Company’s common stock at 60% of the offering price for the common stock pursuant to Regulation A under the Security Act of 1933.

(7) On May 10, 2022, the Company issued a ten percent (10%) convertible note payable (the “10% Convertible Note”) in the original principal amount of \$210,000 and original issue discount of \$60,000. Per the term of the 10% Convertible Note, the maturity date May 10, 2022, the annual rate of interest is ten percent (10%), and the principal and accrued interest could be converted, at the sole discretion of the note holders (the “Holders”), into shares of the Company’s common stock at 60% of the offering price for the common stock pursuant to Regulation A under the Security Act of 1933.

(8) The Company entered into a Convertible Note on June 24, 2021, based upon a media buy contractual arrangement, or platform agreement, requiring a prepayment to be effected for the delivery of goods and services, a precognition which this Note satisfied. This is the SRAX Convertible Note #1 and has a maturity date of June 24, 2024, and the principal and accrued interest can be converted, at the sole discretion of the note holder into shares of the Company’s common stock at the lesser of (i) \$0.38 (the “Set Conversion Price”) or (ii) 85% of the lesser of (a) the five-day volume weighted average price commencing on the trading day immediately preceding the conversion date. The conversion features were determined to be a derivative liability and were recorded as debt discounts and amortized over the term of the note.

(9) The Company entered into a convertible note on April 19, 2023, the Company issued a ten percent (10%) convertible note payable (the “Jimmy Note”) in the original principal amount of \$85,714, the maturity date April 19, 2024, , and the principal and accrued interest could be converted, at the sole discretion of the note holders (the “Holders”), into shares of the Company’s common stock at 60% of the lowest trading price of the 20 prior trading days immediately preceding the Conversion Date. The conversion features were determined to be a derivative liability and were recorded as debt discounts and amortized over the term of the note. Therefore, the total debt discount at the inception date of the convertible note was \$85,714. As of November 30, 2023, the outstanding balance of the loan is \$90,967 which included \$5,253 of interest accrual.

(10) The Company assumed a convertible promissory note on June 1, 2023 from the acquisition of East West,

the Company issued a five percent (5%) convertible note payable (the “Macau Note”) in the original principal amount of \$350,000, the maturity date July 1, 2023.

(11) On September 24, 2023, the Company issued a ten percent (10%) convertible note payable (the “10% Convertible Note”) in the original principal amount of \$35,750 and original issue discount of \$10,750. Per the term of the 10% Convertible Note, the maturity date September 18, 2024, the annual rate of interest is ten percent (10%), and the principal and accrued interest could be converted, at the sole discretion of the note holders (the “Holders”), into shares of the Company’s common stock at 60% of the lowest traded price of the last 20 days of the Common Stock.

(12) The Company entered into a convertible note on December 19, 2023, the Company issued a ten percent (10%) convertible note payable (the “LMKC Capital, LLC”) in the original principal amount of \$57,000, the maturity date December 19, 2024, , and the principal and accrued interest could be converted, at the sole discretion of the note holders (the “Holders”), into shares of the Company’s common stock at 60% of the lowest trading price of the 20 prior trading days immediately preceding the Conversion Date.

(13) The Company issued a ten percent (10%) convertible note payable (the “LMKC Capital, LLC”) in the original principal amount of \$55,000, the maturity date April 24, 2025, , and the principal and accrued interest could be converted, at the sole discretion of the note holders (the “Holders”), into shares of the Company’s common stock at 60% of the lowest trading price of the 20 prior trading days immediately preceding the Conversion Date.

(14) The Company issued a twelve percent (12%) convertible note payable (the “LMKC Capital, LLC”) in the original principal amount of \$125,000, the maturity date May 15, 2025, , and the principal and accrued interest could be converted, at the sole discretion of the note holders (the “Holders”), into shares of the Company’s common stock at 60% of the lowest trading price of the 20 prior trading days immediately preceding the Conversion Date.

(15) The Company issued a twelve percent (12%) convertible note payable (the “LMKC Capital, LLC”) in the original principal amount of \$125,000, the maturity date July 3, 2025, , and the principal and accrued interest could be converted, at the sole discretion of the note holders (the “Holders”), into shares of the Company’s common stock at 60% of the lowest trading price of the 20 prior trading days immediately preceding the Conversion Date.

1) 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 is focused on exploring new pathways to monetize underutilized assets, including equipment acquired from East West Pharma Group and the Vineyard, a captivating five-acre Petite Sirah vineyard, with its aged roots planted in the mineral-rich volcanic soil of Lake County, California. Presently the Company rents out short-term accommodations on the Vineyard, referred to as Vintner’s Caldera Ranch, using online travel bookingsites as we continue to investigate other opportunities for revenue generation at the Vineyard. With the recent strategic pivot, including minority investment in Pacific Saddlery, the Company is currently redefining our brand identity. The Company intends to carve out an operating niche in the luxury brands space, ensuring that products and services are synonymous with quality, elegance, and an unrivaled value proposition for end users in this rapidly growing market space.

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

- EFIL Sub of ECG, Inc. (“EFIL”), corporate entity which filed a Chapter 7 Bankruptcy on January 26, 2017 and has no remaining assets or liabilities
- Mount Fire 29 Corp, a California corporation which holds the Vineyard and certain other real property,
- East West Pharma Group, Inc., a Wyoming corporation, which holds certain equipment and intellectual property.
- 5% equity investment in Pacific Saddlery, Inc.

C. Describe the issuers’ principal products or services.

The Company, through Mount Fire 29 Corp., grows Petite Sirah grapes on its five-acre vineyard located in Lake County, California and rents out short-term accommodations on the Vineyard, referred to as Vintner’s Caldera Ranch, using online travel booking sites.

Pacific Saddlery, Inc. is in the business of manufacturing and retails luxury equestrian tack, apparel, and accessories as well as offers repairs on equestrian products.

2) Issuer’s Facilities

The Company uses a virtual office for its corporate headquarters for a minimal monthly fee which is located at 9891 Irvine Center Drive Ste 200, Irvine, CA 92618

The Company's operating subsidiary, Mount Fire 29 Corp., holds a 40-acre property in Lake County, California, that includes a three-bedroom, two-bath, 2,175 sqft primary residence, a two-bedroom, one-bath, 1,200 sqft secondary residence, and a five-acre vineyard.

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

Information provided below is based on a total of 166,073,145 shares issued and outstanding as of August 31, 2024:

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
Jamie Steigerwald(1)	Owner of more than 5%- Chairman, Chief Executive Officer, Chief Financial Officer and Secretary	Lake Forest, CA 92630	1	Preferred	100%	Not Applicable
William Chung	Owner of more than 5%	Fullerton, CA	10,000,000	Common Stock	6.021%	N/A
King Yu Leung	Owner of more than 5% &	Los Angeles, CA 90017	10,000,000	Common	6.021%	Not Applicable

Lai Peichen	Owner of more than 5%	Los Angeles, CA 90017	8,333,333	Common	5.018%	Not Applicable
Xing Zhang	Owner of more than 5%	Los Angeles, CA 90017	13,333,333	Common	8.029%	Not Applicable

(1) On October 30, 2023, pursuant to a Share Purchase Agreement, Jamie Steigerwald obtained majority control of the Company from Danny Wong with purchase consideration of \$1 to acquire his 1 Series B super voting preferred share. Concurrently Mr. Steigerwald became the sole officer and director of the Company upon resignation of Mr. Wong.

4) 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. Includes similar information as to any such proceedings known to be contemplated by governmental authorities.

None

5) Third Party Service Providers

Securities Counsel (must include Counsel preparing Attorney Letters).

Name: Christopher H. Dieterich, Esq.
Firm: Dieterich & Associates
Address 1: 815 Moraga Drive, Suite 207
Address 2: Los Angeles, CA 90064
Phone: (310) 312-6888
Email: venturelaw@gmail.com

Accountant or Auditor

Name: Jamie Steigerwald

Firm: Accountant
Address 1: 9891 Irvine Center Drive Suite 200
Address 2: Irvine, CA 92618
Email: info@ecgiholdings.com

Investor Relations

N/A

All other means of Investor

Communication: NONE

Twitter: twitter.com/ecgiholdings
Discord: None
LinkedIn: [linkedin.com/company/ecgiholdings](https://www.linkedin.com/company/ecgiholdings) Facebook:
[facebook.com/ECGIHoldings](https://www.facebook.com/ECGIHoldings) Instagram:
[instagram.com/ecgiholdings](https://www.instagram.com/ecgiholdings) Website: ecgiholdings.com

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: Jacqueline Danforth
Firm: The Ideal Connection Nature of
Services: Consulting Services
Address 1: 30 North Gould, Suite 5953
Address 2: Sheridan, WY 82801
Phone: 646-831-6244
Email: jd@theidealconnection.com

6) Disclosure & Financial Information

A. This Disclosure Statement was prepared by (name of

individual): Name: Jacqueline Danforth
Title: N/A
Relationship to Issuer: Consultant

This disclosure statement was prepared based on documents and information supplied by the management of the issuer.

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: Jamie Steigerwald
Title: Accountant
Relationship to Issuer: Accountant

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

Certified Public Accountant

We have provided the following qualifying unaudited financial statements for the twelve months ended August 31, 2024 and 2023:

Condensed Consolidated Balance Sheets
Condensed Consolidated Statements of Income
Condensed Consolidated Statements of Cash Flows
Condensed Consolidated Statement of Changes in Stockholders' Equity
Notes to Condensed Consolidated Financial Statements

ECGI Holdings Inc.
(fka Event Cardio Group, Inc.)
Consolidated Balance Sheets
(Unaudited)

	As of August 31, 2024	As of August 31, 2023
		(Restated)
Assets		
Current assets:		
Cash	\$ -	\$ 13
Prepaid expenses	-	1,830
Total current assets	-	1,843
Property and equipment	4,908,693	5,129,721
Loan to SWC Group(Endless)	46,768	43,559
Other Investments	164,494	-
Deposits	26,285	26,285
Total assets	\$ 5,146,240	\$ 5,201,408
Liabilities and Stockholders' Deficit		
Current liabilities:		
Accrued liabilities	\$ 141,989	\$ 1,546,318
Credit card payables	43,336	43,336
Convertible note payable and accrued interest, net of debt discount	2,297,926	2,413,803
Settlement payable	6,197,860	6,333,360
Due to seller of Mount Fire 29 Corp	241,665	187,910
Due to related party	90,197	119,612
Derivative liability	507,671	491,722
Liability for unissued stock, acquisition of East West	773,810	-
Total current liabilities	10,294,454	11,136,361
Non-current liabilities:		
Non-current portion of note payable and accrued interest	-	-
Long term debt	804,000	804,000
Total liabilities	11,098,454	11,940,361
Stockholders' deficit:		
Common stock; \$0.001 par value; 309,999,999 shares authorized; 166,073,145 and 92,727,292 shares issued and outstanding, respectively	\$ 166,073	\$ 92,728
Preferred Stock, Series B Super Voting, \$.001 par value, 1 share authorized, 1 share issued and outstanding	-	-
Additional paid-in capital	8,843,360	9,166,427
Subscription receivable	-	-
Accumulated deficit	(14,961,647)	(15,998,108)
Total stockholders' deficit	(5,952,214)	(6,738,953)
Total liabilities and stockholders' deficit	\$ 5,146,240	\$ 5,201,408

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

ECGI Holdings Inc.
(fka Event Cardio Group, Inc.)
Consolidated Statements of Operations
(Unaudited)

	For the Years Ended	
	August 31, 2024	August 31, 2023
		(Restated)
Revenue	\$ 2,673	\$ -
Operating expenses		
General and administrative	475,175	407,485
Total operating expenses	475,175	407,485
Loss from operations	(472,502)	(407,485)
Other expense (income):		
Interest expense, net	780,818	181,235
Other (income) expense	31,791	-
Gain on settlement	9,405	-
Impairment of goodwill	-	2,859,603
Amortization of debt discounts	385,383	439,223
Excesss derivatives expenses	-	15,524
Change in fair value of derivative	(517,767)	(292,176)
Gain on Debt Extinguishment	(2,198,593)	-
Total other expense (income), net	(1,508,963)	3,203,409
Income (loss) before provision for income taxes	1,036,461	(3,610,894)
Provision for income taxes	-	-
Net income (loss)	1,036,461	(3,610,894)
Net loss per share of common stock:		
Basic and diluted	(0.01)	(0.07)
Weighted average shares outstanding:		
Basic and diluted	137,045,707	39,417,950

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

ECGI Holdings Inc.
(fka Event Cardio Group, Inc.)
Consolidated Statement of Stockholders' Deficit
(Unaudited)

	Preferred Stock		Common Stock				
	Shares	Amount	Shares	Amount	Additional Paid-In Capital	Accumulated Deficit	Total
Balance at August 31, 2022 (restated)	-	\$ -	21,255,278	21,255	7,193,510	(12,387,214)	(5,172,449)
Shares issue in exchange for Cash	-	-	1,875,000	1,875	73,125	-	75,000
Stock based compensation	-	-	-	-	30,000	-	30,000
Shares issued for convertible debt conversion			1,142,551	1,143	30,857	-	32,000
Shares issued for settlement payable	-	-	3,400,000	3,400	85,000	-	88,400
Issuance of Series B super voting preferred stock	1	-	-	-	228,990	-	228,990
Shares issued for the investment in EWPG			65,054,463	65,055	1,524,945	-	1,590,000
Net loss	-	-	-	-	-	(3,610,894)	(3,610,894)
Balance at August 31, 2023	-	-	92,727,292	92,728	9,166,427	(15,998,108)	(6,738,953)
Shares Issued for Convertible Debt Conversion	-	-	9,212,668	9,212	85,679	-	94,891
Unissued Stock under Acquisition Agreement	-	-	-	-	(773,810)	-	(773,810)
Common Stock Issued for settlement payable	-	-	10,100,000	10,100	90,900	-	101,000
Shares Issued for Convertible Debt Conversion	-	-	27,533,185	27,533	153,664	-	181,197
Stock Purchase Warrants Issued	-	-	-	-	75,000	-	75,000
Common Stock Issued for settlement payable	-	-	11,500,000	11,500	23,000	-	34,500
Shares Issued for Convertible Debt Conversion	-	-	15,000,000	15,000	22,500	-	37,500
Net Income	-	-	-	-	-	1,036,461	1,036,461
Balance at August 31, 2024	-	-	166,073,145	166,073	8,843,360	(14,961,647)	(5,952,214)

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

ECGI Holdings Inc.
(fka Event Cardio Group, Inc.)
Consolidated Statements of Cash Flows

	For the Years Ended	
	August 31, 2024	August 31, 2023
Cash flows from operating activities:		
Net income (loss)	\$ 1,036,461	\$ (3,610,894)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization	221,028	-
Change in fair value of derivative	15,949	(292,176)
Amortization of debt discount	385,383	439,223
Gain/loss on debt conversion	(2,189,189)	-
Common stock issued for services	-	258,990
Goodwill impairment	-	2,859,603
Warrants issued for financing costs	75,000	-
Receivable from SW Corp	(3,209)	(3,200)
Excess derivatives	-	15,524
Accrued interest on convertible note payable	131,845	85,816
Accrued interest on note payable to related party	1,054	(23,211)
(Increase) decrease in prepaid expenses	1,830	(80)
(Increase) decrease in other assets	(164,494)	-
Increase (decrease) in due to related parties	(29,415)	24,262
Increase (decrease) in due to seller of Mount 29 Fire Corp	53,755	83,340
Increase (decrease) in accrued liabilities and credit card payable	106,862	72,904
Net cash used in operating activities	\$ (357,140)	\$ (175,717)
Cash flows from investing activities:		
Deposits to investee Pacific Saddlery LLC	(50,000)	-
Net cash used in investing activities	(50,000)	-
Cash flows from financing activities:		
Proceeds from related party payable	89,847	-
Proceeds from convertible notes issued	334,000	85,714
Proceeds from related party payable	(16,720)	-
Proceeds from subscription agreement issued	-	75,000
Net cash provided by financing activities	\$ 407,127	\$ 160,714
Net increase (decrease) in cash	(13)	(15,003)
Cash, beginning of period	13	15,016
Cash, end of period	\$ -	\$ 13
Noncash financing and investing activities:		
Debt discounts from derivative liability	\$ 458,435	\$ -
Shares issued for settlement payable	\$ 135,500	\$ 88,400
Shares issued for convertible debt conversion	\$ 157,904	\$ 32,000

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

ECGI Holdings Inc.
Notes to Unaudited Consolidated Financial Statements

Note 1 – Organization and Description of Business

Company Overview

ECGI Holdings Inc. ("the Company") was originally incorporated under the name Sunrise Mining Corporation on October 25, 2005 under the laws of Nevada to pursue mining exploration opportunities. The Company changed its name to Sunrise Holdings Limited on April 1, 2008. On November 5, 2014, it changed its name to Event Cardio Group Inc. and on June 14, 2019, the Company changed its name from Event Cardio Group Inc. to ECGI Holdings Inc. and subsequently completed a 20 for 1 reverse split.

From December 2008, when the Company discontinued mining exploration, until June 2014, the business activity of the Company was to acquire a new business. While several businesses were acquired between 2014 and 2021, none of these businesses were successful. The Company was an SEC reporting company until November 2016 when it filed a Form 15 and withdrew its registration.

On October 26, 2020, pursuant to a Share Purchase Agreement, William Chung ("Chung") obtained majority control of the Company from then controlling shareholder, Silicon Beach, LLC and was concurrently appointed director and Chairman of the Board of Directors of this Corporation.

On January 20, 2021, the Company entered into a purchase agreement with Northern California Holdings, Inc. ("Northern") for a real property located in Lake County, California (the "Vineyard") owned by its subsidiary, Mount Fire 29 Corp for \$3,500,000. Under the terms of the agreement the Company agreed to pay Northern \$250,000 in cash within 10 days; \$350,000 in cash within 20 days, and \$2,900,000 in cash within 90 days. The Company did not pay any of the amounts according to the terms of the purchase agreement. As a result EROP Enterprises, LLC, a Florida limited liability company which acquired the amount of the outstanding debt from Northern in full, alleged to be \$3,869,000, filed action in Polk County Florida (case number: 21-CA-000888) styled EROP Enterprises, LLC, a Florida limited liability company, Plaintiff, vs. ECGI Holdings Inc., a Nevada corporation, Defendant (the "Lawsuit"). The Parties entered into an agreement (the "Settlement Agreement") in which the Company and EROP agreed to a judgment by the Polk County Court authorizing the parties to enter into a Section 3(a)(10) settlement resolution in the principal amount of (\$6,448,333) six million four hundred forty-eight thousand three hundred thirty-three dollars (the "Settlement Agreement"). On May 4, 2021, Settlement Agreement was approved and the Court ordered the Company to deliver freely tradable common shares upon written request from EROP in full satisfaction of the debt pursuant to Section 3(a)(10) of the Securities Act of 1933 until such time as EROP has been able to monetize gross sales of the Company's stock equal to \$6,448,333, the settlement value.

In conjunction with the aforementioned acquisition the Company assumed liabilities of \$804,000 in the form of a mortgage maturing on October 1, 2022, with an annual interest rate of 8.5%, payable in 24 installments of \$5,695 each, beginning on November 1, 2020. The Company also assumed a demand loan in the amount of \$175,000 which was originally due and payable on December 1, 2020 and was retired in full as of May 27, 2021.

The Company intends to operate the property as a short term rental while additional monetization opportunities are under review.

In January 2021, the Company incorporated a new subsidiary in California, Nug Avenue, Inc. ("NUG") to focus on providing services pertaining to the licensed and regulated delivery of cannabis out of Lynwood, California, serving primarily the greater Los Angeles Metropolitan area (the "Lynwood Operations"). On February 8, 2021, NUG entered into a Common Share Purchase Agreement (the "NUG Agreement") with Sugar Rush, Inc., a Nevada corporation ("Sugar Rush"). Pursuant to the Agreement, NUG and Sugar Rush

agreed that Sugar Rush would acquire 70% of NUG and receive 70% of the revenues and profits generated from the Lynwood Operations. Under the terms of the Agreement, Sugar Rush agreed to make periodic payments of \$560,000 over a twelve (12) month period to invest in the Lynwood Operations. The Company also agreed to make a periodic payment of \$240,000. As of February 28, 2023, Sugar Rush and the Company had invested \$461,088 and \$252,457 into NUG, respectively. Business operations were discontinued, and the Company has fully impaired its investment.

On October 28, 2022 Danny Wong (“Wong”) was appointed director and Chairman of the Board of Directors as well as President and Chief Executive Officer of the Company upon resignation of controlling shareholder William Chung. Subsequently on March 27, 2023 Mr. Wong became controlling shareholder of the Company upon issuance of 1 share of Series Super B Voting Preferred stock. The Series B Super Voting Preferred Stock was designated in the State of Nevada on March 27, 2023.

In January 2023, the Company signed a non-binding Letter of Intent (the “LOI”) with East West Pharma Group, Inc., a Wyoming corporation (“EWPG”) relative to the purchase and acquisition of all talent, intellectual properties and business operation of EWPG. The parties closed the transaction on June 1, 2023 upon agreement that the Company would issue 100,000,000 shares of the Company’s common stock at a fair market value of \$1,590,000. As of May 31, 2024 the Company has issued 51,332,691 shares in respect to this transaction and has recorded a liability for unissued shares of \$773,810 with respect to the 48,667,309 shares to be issued to the selling shareholders. The Company is currently evaluating this business segment.

On October 30, 2023, pursuant to a Share Purchase Agreement, Jamie Steigerwald obtained majority control of the Company from Danny Wong with purchase consideration of \$1 to acquire his 1 Series B super voting preferred share. Concurrently Mr. Steigerwald became the sole officer and director of the Company upon resignation of Mr. Wong. With the tenure of Mr. Steigerwald the Company shifted operational focus to undertake a plan to operate a diversified holding company with a distinctive portfolio encompassing viticulture and luxury fashion.

In November 2023, the Company signed a binding Letter of Intent (the “LOI”) between Nick Collins, a California resident (“Collins”), and ECGI Holdings, Inc., a Nevada corporation (“ECGI”) relative to the formation of Pacific Saddlery, Inc., in the State of Nevada. ECGI agrees to invest \$50,000 in the Company, in exchange for a 5% ownership stake in the Company. ECGI will also be entitled to 10% of the profits generated by the Company. As of August 31, 2024 the Company has invested the required \$50,000 to earn its 5% interest in Pacific Saddlery and has advanced a further \$29,249 for operating expenses which amount is recorded on the Company’s balance sheet as an other receivable.

On June 9, 2024, the Company signed a binding Letter of Intent (the “LOI”) between Nick Collins, a California resident (“Collins”), and ECGI Holdings, Inc., a Nevada corporation (“ECGI”) relative to the acquisition of the remaining 95% of Pacific Saddlery Inc. Under the terms of the LOI, consideration for the acquisition will be paid in restricted shares of ECGI with an equivalent value of \$5,000,000. Such Shares will be restricted until ECGI is uplisted to a national exchange. Upon successful completion of the acquisition, Nick Collins, the current CEO of Pacific Saddlery, will serve as President of ECGI and Jamie Steigerwald, the current CEO of ECGI, will serve as President of Pacific Saddlery. Both Nick Collins and Jamie Steigerwald will share the role of Co-Chairman of ECGI.

The Company is focused on exploring new pathways to monetize underutilized assets, including equipment acquired from East West Pharma Group and the Vineyard, a captivating five-acre Petite Sirah vineyard, with its aged roots planted in the mineral-rich volcanic soil of Lake County, California. Presently the Company rents out short-term accommodations on the Vineyard, referred to as Vintner’s Caldera Ranch, using online travel booking sites as we continue to investigate other opportunities for revenue generation at the Vineyard. With the recent strategic pivot, including minority investment in Pacific Saddlery, the Company is currently redefining our brand identity. The Company intends to carve out an operating niche in the luxury brands space, ensuring that products and services are synonymous with quality, elegance, and an unrivaled value proposition for end users in this rapidly growing market space.

Going Concern

These consolidated financial statements have been prepared on a going concern basis, which implies that the Company will continue to realize its assets and discharge its liabilities in the normal course of business. As of August 31, 2024, the Company had assets totaling \$5.1M, liabilities totaling \$11.1M and a working capital deficit of \$10M. The Company has recently commenced generating modest revenue from its Vineyard property, and has an accumulated deficit of \$15M as of August 31, 2024. The continuation of the Company as a going concern is dependent upon (i) its ability to identify future investment opportunities, (ii) its ability to obtain any necessary debt and/or equity financing, and (iii) its ability to generate profits from the Company's future operations. These factors raise substantial doubt regarding the Company's ability to continue as a going concern. These financial statements do not include any adjustments to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

Note 2 – Basis of Presentation and Summary of Significant Accounting

Policies Fiscal Year end

The Company has selected August 31 as its fiscal year end.

Basis of Presentation

The unaudited consolidated financial statements have been prepared in accordance with GAAP and include the accounts for the Company and its wholly owned subsidiaries, EFIL Sub of ECG, Inc. ("EFIL"), corporate entity which filed a Chapter 7 Bankruptcy on January 26, 2017 and has no remaining assets or liabilities, Mount Fire 29 Corp, a California corporation which holds the Vineyard and certain other real property, and East West Pharma Group, Inc., a Wyoming corporation, which holds certain equipment and intellectual property. The statements also include a 5% equity investment in Pacific Saddlery, LLC. Formerly the Company held a 30% investment in NUG Avenue Inc, a California operation, which has been discontinued.

Any inter-company transactions and balances have been eliminated upon consolidation.

The unaudited consolidated financial statements have been prepared on the same basis as audited consolidated financial statements and, in the opinion of management, reflect all adjustments of a normal recurring nature considered necessary to present fairly the Company's financial position as of August 31, 2024 and August 31, 2023, results of its operations for the twelve months ended August 31, 2024 and 2023, and cash flows for the twelve months ended August 31, 2024 and 2023. Certain prior period amounts may have been reclassified to conform to current period presentation. These classifications, if any, have no effect on the previously reported net loss or loss per share.

Use of Estimates

The preparation of consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities, and reported amounts of expenses in the financial statements and accompanying notes. Actual results could differ from those estimates. Key estimates generally included in the financial statements include the valuation of deferred income tax assets, equity instruments, stock-based compensation and useful life of property and equipment.

Cash and Cash Equivalents

The Company considers all highly liquid investments purchased with an original maturity of three months

or less to be cash equivalents. On August 31, 2024, the Company's cash balance was \$-0-. The Company's cash balance at August 31, 2023 was \$13. The Company maintains cash balances at financial institutions insured up to \$250,000 thousand by the Federal Deposit Insurance Corporation.

Revenue Recognition

The Company follows ASC 606, Revenue from Contracts with Customers. Under ASC 606, the Company recognizes revenue from sales of travel service contracts by applying the following steps:

- (1) identify the contract with a customer;
- (2) identify the performance obligations in the contract;
- (3) determine the transaction price;
- (4) allocate the transaction price to each performance obligation in the contract; and
- (5) recognize revenue when each performance obligation is satisfied.

The Company's revenues currently consist of proceeds from short term rental of the housing facility on the Vineyard. The revenue from rendering these services is recognized upon transfer of control of promised services to customers in an amount that reflects the consideration the Company receives in exchange for those services. This is generally upon date of check in for the bookings the Company receives using various online accommodation booking sites.

Earnings (Loss) Per Share

The Company computes net loss per share in accordance with ASC 260, Earnings Per Share, which requires presentation of both basic and diluted earnings per share (EPS) on the face of the income statement. Basic EPS is computed by dividing net loss available to common shareholders (numerator) by the weighted average number of shares outstanding (denominator) during the period. Diluted EPS gives effect to all dilutive potential common shares outstanding during the period using the treasury stock method and convertible preferred stock using the if-converted method. In computing Diluted EPS, the average stock price for the period is used in determining the number of shares assumed to be purchased from the exercise of stock options or warrants. Diluted EPS excludes all dilutive potential shares if their effect is anti-dilutive.

For the twelve months ended August 31, 2024 the Diluted EPS was 0. For the twelve months ended August 31, 2023, there was no Diluted EPS as their effect would have been anti-dilutive given that the Company had net losses during these periods.

Fair Value of Financial Instruments

ASC 820 Fair Value Measurements and Disclosures defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. ASC 820 also establishes a fair value hierarchy that distinguishes between (1) market participant assumptions developed based on market data obtained from independent sources (observable inputs) and (2) an entity's own assumptions about market participant assumptions developed based on the best information available in the circumstances (unobservable inputs). The fair value hierarchy consists of three broad levels, which gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3).

The three levels of the fair value hierarchy are described below:

Level 1—Unadjusted quoted prices in active markets for identical assets or liabilities that the Company has the ability to access at the balance sheet date.

Level 2—Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly. Level 2 inputs include quoted prices for similar assets and liabilities in active markets, quoted prices for identical or similar assets or liabilities in markets that are not active, inputs other than quoted prices that are observable for the asset or liability (i.e., interest rates, yield curves, etc.), and inputs that are derived principally from or corroborated by observable market data by correlation or other means (market corroborated inputs).

Level 3—Inputs are unobservable and reflect the Company's assumptions as to what market participants would use in pricing the asset or liability. The Company develops these inputs based on the best information available.

The carrying amount of accounts receivable, accounts payable and accrued expenses approximates fair value due to the short-term nature of those instruments. These financial instruments included cash and cash equivalents, prepaid expenses, and accrued liabilities. The fair value of the Company's notes payable was estimated based on current rates that would be available for debt of similar terms which is not significantly different from their stated value.

Related Parties

The Company follows ASC 850, Related Party Disclosures, for the identification of related parties and disclosure of related party transactions.

Convertible debt and beneficial conversion features

The Company evaluates embedded conversion features within convertible debt under ASC 815 "Derivatives and Hedging" to determine whether the embedded conversion feature(s) should be bifurcated from the host instrument and accounted for as a derivative at fair value with changes in fair value recorded in earnings. If the conversion feature does not require derivative treatment under ASC 815, the instrument is evaluated under ASC 470-20 "Debt with Conversion and Other Options" for consideration of any beneficial conversion features.

Income Taxes

Income taxes are recognized in accordance with ASC 740, "Income Taxes", whereby deferred income tax liabilities or assets at the end of each period are determined using the tax rate expected to be in effect when the taxes are actually paid or recovered. A valuation allowance is recognized on deferred tax assets when it is more likely than not that some or all of these deferred tax assets will not be realized.

Recent Accounting Pronouncements

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

Note 3 – Property and Equipment

	August 31, 2024	August 31, 2023
Vineyard held in Mount Fire 29	\$ 4,479,000	\$ 4,479,000
East West Pharma property and equipment	1,547,197	1,547,197
Total	6,026,197	6,026,197
Less: Accumulated depreciation on property and equipment	(1,117,504)	(896,476)
Total Property, plant and equipment, net	\$ 4,908,693	\$ 5,129,721

Note 4 – Loan Receivable

On July 21, 2022, the company entered into a Loan agreement with Endless Consciousness Corp for the principal amount of \$40,000 with an interest rate of 8% and will mature in 1 year. As of August 31, 2024, the amount owed to the company is in the amount of \$46,768, which is comprised of the principal of \$40,000 and \$6,768 earned from interest.

Note 5 – Convertible Notes

Convertible note issued on April 27, 2015:

On April 27, 2015 (the “Original Issue Date”), the Company issued an eight percent (8%) convertible note payable (the “8% Convertible Note”) in the original principal amount of \$500,000. Per the terms of the 8% Convertible Note, the maturity date was January 31, 2018, the annual rate of interest was eight percent (8%), and the principal and accrued interest could be converted, at the sole discretion of the note holders (the “Holders”), into shares of the Company’s common stock at a per share conversion price of \$3.00 (adjusted for the 1 for 20 reverse stock split – see Note 1. Description of Business).

Interest on the note is calculated on the basis of a 360-day year, consisting of twelve (12) thirty (30) calendar day periods, and accrues daily on the outstanding principal balance commencing on the Original Issue Date until payment in full of the principal sum. Accrued interest is payable annually on January 31 of each year beginning January 1, 2016, on each Conversion Date (as to that principal amount then being converted), on each Optional Redemption Date (as to that principal amount then being converted), and on the Maturity Date.

The Company, at its option, may prepay all (but not less than all) of the principal amount of this 8% Convertible Note, together with any interest accrued thereon to the date of redemption (the “Redemption Date”) upon ten (10) days prior written notice to the Holders (the “Notice of Redemption”), provided, however, the Holder may elect to convert the outstanding principal amount of this 8% Convertible Note prior to actual payment in cash for such redemption. Should the Holders choose not to convert this 8% Convertible Note, and the volume weighted average price (“VWAP”) for the ten (10) trading days immediately preceding the date of the Notice of Redemption is less than \$3.00 (adjusted for the 1 for 20 reverse stock split – see Note 1. Description of Business), the Company shall issue to Holders of this 8% Convertible Note on the Redemption Date warrants to purchase that number of shares of its common stock equal to one percent (1%) of the total number of shares of the Company’s common stock outstanding on the Redemption Date (the “Total Warrant Shares”). The warrants will be exercisable on or before the third anniversary of the Redemption Date at an exercise price of \$3.00 per share (adjusted for the 1 for 20 reverse stock split – see Note 1. Description of Business) and provide for the exercise of the Warrants on a cashless basis.

Per the terms of the 8% Convertible Note, any of the following events will constitute a default (“Event of Default”) by the Company:

- i. Any default in the payment of (A) the principal amount of any Note or (B) interest and other amounts owing to a Holder on any Note, as and when the same shall become due and payable which default, solely in the case of an interest payment or other default under clause (B) is not cured within five (5) Trading Days;
- ii. The Company shall fail to observe or perform any other covenant or agreement contained in the Notes which failure is not cured, if possible, to cure, within the earlier to occur of (A) five (5) Trading Days after notice of such failure sent by the Holder or by any other Holder and (B) ten (10) Trading Days after the Company has become aware of such failure;
- iii. Any representation or warranty made in this Note or the Purchase Agreement, any written statement pursuant hereto or thereto or any other report, financial statement, or certificate made or delivered to the Holder or any other Holder shall be untrue or incorrect in any material respect as of the date when made or deemed made; or
- iv. The Company shall be subject to a Bankruptcy Event.

Should any Event of Default occur and is continuing without being waived by the Holder or cured by the Company, the terms of the 8% Convertible Note state that the outstanding principal amount plus accrued but unpaid interest, and other amounts owing in respect thereof through the date of acceleration, shall become, at the Holder's election, immediately due and payable in cash (the "Default Amount").

As of January 31, 2018, this note was in default as the outstanding principal and related accrued and unpaid interest were due and payable to the Holder as of said date, which represented the maturity date. The Company has not received a notice of default from the Holder. The warrants expired unexercised.

As of August 31, 2024 and August 31, 2023, the outstanding principal and accrued interest are \$353,959 and \$335,959, respectively.

Convertible note issued on March 25, 2021

On March 25, 2021, the Company issued a ten percent (10%) convertible note (the "10% Convertible Note") in the original principal amount of \$28,600 and original issue discount of \$8,600 per the terms of the 10% Convertible Note, the maturity date March 25, 2022, the annual rate of interest is ten percent (10%), and the principal and accrued interest could be converted, at the sole discretion of the note holder, into shares of the Company's common stock at 60% of the offering price for the common stock pursuant to Regulation A under the Securities Act of 1933. The original \$8,600 original issued discounts and the beneficial conversion features were recorded as debt discounts and amortized over the term of the note. Therefore, the total debt discount at the inception date of the convertible note was \$28,600. As of August 31, 2024, the outstanding balance of the loan is \$38,418 which including \$9,103 of interest accrual. As of August 31, 2024, the total debt discount has been amortized. This loan is in default as of August 31, 2024.

Convertible note issued on May 19, 2021

On May 19, 2021, the Company issued a ten percent (10%) convertible note payable (the "10% Convertible Note") in the original principal amount of \$428,572 and original issue discount of \$128,572. Per the terms of the 10% Convertible Note, the maturity date May 19, 2022, the annual rate of interest is ten percent (10%), and the principal and accrued interest could be converted, at the sole discretion of the note holders (the "Holders"), into shares of the Company's common stock at 60% of the offering price for the common stock pursuant to Regulation A under the Securities Act of 1933. The original \$128,572 original issued discounts and the beneficial conversion features were recorded as debt discounts and amortized over the term of the note. Therefore, the total debt discount at the inception date of the convertible note was \$428,572. As of August 31, 2024, the outstanding balance of the loan is \$443,989 which includes \$15,417 of interest accrual. As of August 31, 2024, the total debt discount has been fully amortized. This loan is in default as of August 31, 2024.

Convertible note issued on October 28, 2021

On October 28, 2021, the Company issued a ten percent (10%) convertible note payable (the "10% Convertible Note") in the original principal amount of \$102,960 and original issue discount of \$30,960. Per the term of the 10% Convertible Note, the maturity date October 28, 2021, the annual rate of interest is ten percent (10%), and the principal and accrued interest could be converted, at the sole discretion of the note holders (the "Holders"), into shares of the Company's common stock at 60% of the offering price for the common stock pursuant to Regulation A under the Security Act of 1933. The original \$30,960 original issued discounts and the beneficial conversion features were recorded as debt discounts and amortized over the term of the note. Therefore, the total debt discount at the inception date of the convertible note was \$102,960. As of August 31, 2024, the outstanding balance of the loan is \$132,215 which includes \$29,255 of interest accrual. As of August 31, 2024, the total debt discount has been fully amortized. As of August 31, 2024 the loan is in default.

Convertible note issued on May 10, 2022

On May 10, 2022, the Company issued a ten percent (10%) convertible note payable (the “10% Convertible Note”) in the original principal amount of \$210,000 and original issue discount of \$60,000. Per the term of the 10% Convertible Note, the maturity date May 10, 2023, the annual rate of interest is ten percent (10%), and the principal and accrued interest could be converted, at the sole discretion of the note holders (the “Holders”), into shares of the Company’s common stock at 60% of the offering price for the common stock pursuant to Regulation A under the Security Act of 1933. The original \$60,000 original issued discounts and the beneficial conversion features were recorded as debt discounts and amortized over the term of the note. Therefore, the total debt discount at the inception date of the convertible note was \$210,000. As of August 31, 2024, the outstanding balance of the loan is \$258,43 which includes \$48,435 of interest accrual. As of August 31, 2024, the debt discount has been fully amortized.

Convertible note issued on June 24, 2021

The Company entered into a convertible note On June 24, 2021, the Company issued a one percent (1%) convertible note payable (the “1% Convertible Note”) in the original principal amount of \$400,000, the maturity date June 24, 2024, , and the principal and accrued interest could be converted, at the sole discretion of the note holders (the “Holders”), into shares of the Company’s common stock at the lesser of (i) \$0.38 (“Set Conversion Price”) and (ii) 85% of the lesser of (a) the five (5) day VWAP commencing on the Trading Day immediately preceding the Conversion Date. The conversion features were determined to be a derivative liability and were recorded as debt discounts and amortized over the term of the note. Therefore, the total debt discount at the inception date of the convertible note was \$400,000. As of August 31, 2024, the outstanding balance of the loan is \$365,115 which includes \$13,115 of interest accrual.

Convertible note issued on January 4, 2022

The Company entered into a convertible note On January 4, 2022, the Company issued a one percent (1%) convertible note payable (the “SRAX Convertible Note #2”) in the original principal amount of \$450,000, the maturity date January 4, 2025, , and the principal and accrued interest could be converted, at the sole discretion of the note holders (the “Holders”), into shares of the Company’s common stock at the lesser of (i) \$0.12 (“Set Conversion Price”) and (ii) 85% of the lesser of (a) the five (5) day VWAP commencing on the Trading Day immediately preceding the Conversion Date. The conversion features were determined to be a derivative liability and were recorded as debt discounts and amortized over the term of the note. Therefore, the total debt discount at the inception date of the convertible note was \$450,000. As of December 10, 2023, the outstanding balance of the loan is \$458,850 which includes \$8,850 of interest accrual. On December 10, 2023, the Company entered into a mutual agreement with SRAX, Inc. to terminate and cancel the convertible note agreement between both parties on January 4, 2022. As of a result of this termination, neither party shall owe any further services, payments, or obligations under the Agreement signed on January 4, 2022.

Convertible note issued on April 19, 2023

The Company entered into a convertible note on April 19, 2023, the Company issued a ten percent (10%) convertible note payable (the “Jimmy Note”) in the original principal amount of \$85,714, the maturity date April 19, 2024, , and the principal and accrued interest could be converted, at the sole discretion of the note holders (the “Holders”), into shares of the Company’s common stock at 60% of the lowest trading price of the 20 prior trading days immediately preceding the Conversion Date. The conversion features were determined to be a derivative liability and were recorded as debt discounts and amortized over the term of the note. Therefore, the total debt discount at the inception date of the convertible note was \$85,714. As of August 31, 2024, the outstanding balance of the loan is \$98,110 which includes \$12,396 of interest accrual.

Convertible note issued on June 1, 2023

The Company assumed a convertible promissory note on June 1, 2023 from the acquisition of East West, the

Company issued a five percent (5%) convertible note payable (the “Macau Note”) in the original principal amount of \$350,000, the maturity date July 1, 2023. As of August 31, 2024, the outstanding balance of the loan is \$440,417, which included \$90,417 of interest accrual. This debt is in default as of August 31, 2024.

Convertible note issued on September 24, 2023

The Company entered into a convertible note on September 24, 2023, the Company issued a ten percent (10%) convertible note payable (the “VuVU Note 2”) in the original principal amount of \$35,750, the maturity date Sep 24, 2024, , and the principal and accrued interest could be converted, at the sole discretion of the note holders (the “Holders”), into shares of the Company’s common stock at 60% of the lowest trading price of the 20 prior trading days immediately preceding the Conversion Date. The conversion features were determined to be a derivative liability and were recorded as debt discounts and amortized over the term of the note. Therefore, the total debt discount at the inception date of the convertible note was \$35,750. As of August 31, 2024, the outstanding balance of the loan is \$39,087 which includes \$3,337 of interest accrual.

Convertible note issued on December 19, 2023

The Company entered into a convertible note on December 19, 2023, the Company issued a ten percent (10%) convertible note payable (the “LMKC Capital, LLC”) in the original principal amount of \$57,000, the maturity date December 19, 2024, , and the principal and accrued interest could be converted, at the sole discretion of the note holders (the “Holders”), into shares of the Company’s common stock at 60% of the lowest trading price of the 20 prior trading days immediately preceding the Conversion Date. The conversion features were determined to be a derivative liability and were recorded as debt discounts and amortized over the term of the note. Therefore, the total debt discount at the inception date of the convertible note was \$57,000. As of August 31, 2024, the outstanding balance of the loan is \$60,911 which includes \$3,911 of interest accrual.

Convertible note issued on April 24, 2024

The Company entered into a convertible note on April 24, 2024, the Company issued a ten percent (10%) convertible note payable (the “LMKC Capital, LLC”) in the original principal amount of \$55,000, the maturity date April 24, 2025, , and the principal and accrued interest could be converted, at the sole discretion of the note holders (the “Holders”), into shares of the Company’s common stock at 60% of the lowest trading price of the 20 prior trading days immediately preceding the Conversion Date. The conversion features were determined to be a derivative liability and were recorded as debt discounts and amortized over the term of the note. Therefore, the total debt discount at the inception date of the convertible note was \$55,000. As of August 31, 2024, the outstanding balance of the loan is \$56,925 which includes \$1,925 of interest accrual. Further the note contained an original issue discount of 20% so that the Company received gross cash proceeds of \$44,000 under the terms of the note.

Convertible note issued on May 15, 2024

The Company entered into a convertible note on May 15, 2024, the Company issued a twelve percent (12%) convertible note payable (the “LMKC Capital, LLC”) in the original principal amount of \$125,000, the maturity date May 15, 2025, , and the principal and accrued interest could be converted, at the sole discretion of the note holders (the “Holders”), into shares of the Company’s common stock at 60% of the lowest trading price of the 20 prior trading days immediately preceding the Conversion Date. The conversion features were determined to be a derivative liability and were recorded as debt discounts and amortized over the term of the note. Therefore, the total debt discount at the inception date of the convertible note was \$125,000. As of August 31, 2024, the outstanding balance of the loan is \$129,417 which includes \$4,417 of interest accrual. Further the note contained an original issue discount of 20% so that the Company received gross cash proceeds of \$100,000 under the terms of the note.

Convertible note issued on July 3, 2024

The Company entered into a convertible note on July 3, 2024, the Company issued a twelve percent (12%) convertible note payable (the “LMKC Capital, LLC”) in the original principal amount of \$125,000, the maturity date May 15, 2025, , and the principal and accrued interest could be converted, at the sole discretion of the note holders (the “Holders”), into shares of the Company’s common stock at 60% of the lowest trading price of the 20 prior trading days immediately preceding the Conversion Date. The conversion features were determined to be a derivative liability and were recorded as debt discounts and amortized over the term of the note. Therefore, the total debt discount at the inception date of the convertible note was \$125,000. As of August 31, 2024, the outstanding balance of the loan is \$127,537 which includes \$2,537 of interest accrual. Further the note contained an original issue discount of 20% so that the Company received gross cash proceeds of \$100,000 under the terms of the note.

Convertible Note Holder	Issued Date	Maturity Date	Debt Discount as of Issuance (\$)	Amortization (\$)	Debt discount as of August 31, 2024 (\$)
8% Convertible Note	4/27/2015	Default	-	-	-
Macau Note	8/31/2020	Default	-	-	-
Wayne Wong	3/26/2021	Default	-	-	-
Kevin Dang	5/19/2021	Default	-	-	-
SRAX note 1	6/24/2021	6/24/2024	(400,000)	355,556	-
K&J Funding	10/28/2021	Default	-	-	-
Vuvu Venture Inc	5/10/2021	Default	-	-	--
Vuvu Venture Inc 2	9/24/2023	9/18/2024	(35,750)	32,703	-
SRAX note 2	1/4/2022	Terminated	-	-	-
Jimmy Note	4/19/2023	4/19/2024	(85,714)	85,714	-
LMKC Capital	12/19/2023	12/19/2024	(57,000)	32,258	(24,742)
LMKC Capital	4/24/2024	4/24/2025	(55,000)	19,479	(35,521)
LMKC Capital	5/15/2024	5/15/2025	(125,000)	36,458	(88,542)
LMKC Capital	7/3/2024	7/3/2025	(125,000)	20,833	(104,167)
Total					(255,205)
Note principal					2,183,876
Accrued interest payable					369,255
Convertible notes, net					2,297,926

Note 6 – Due to Related Party

Revolving Promissory Note - Silicon Beach LLC – former related party:

On May 20, 2019, the Company issued a Revolving Promissory Note (the “Revolving Promissory Note”) to Silicon Beach LLC, an entity owned and controlled by Adam D. Sexton, the former Company’s Chief Executive Officer and a director. Per the terms of the Revolving Promissory Note, the maximum revolving credit commitment (the “Revolving Credit Commitment”) is thirty-five thousand dollars (\$35,000.00) and accrues interest at the rate of five percent (5%) per annum. During the term of the Revolving Promissory Note (the “Revolving Credit Commitment Period”), the Company may use the Revolving Credit Commitment by borrowing, prepaying any advances in whole or in part, and re-borrowing, all in accordance with the terms and conditions set forth in the Revolving Promissory Note. Interest on the Notes shall accrue from the date of any advance(s) on any principal amount withdrawn, and on accrued and unpaid interest thereon, at the rate of five percent (5%) per annum. The Revolving Credit Commitment Period on the Revolving Promissory Note commenced on May 20, 2019 and expires on May 19, 2020 (the “Expiration Date”). All outstanding and unpaid principal, and all outstanding and accrued unpaid interest, is due and payable on and as of the Expiration Date. The Company may, at its sole discretion, prepay all or any portion of the accrued and unpaid interest on this Note and any outstanding principal amount of these Notes prior to the Expiration Date.

In the event of default, with default constituting (i) default by the Company in any payment on these Notes after any such payment becomes due and payable, (ii) breach by the Company of any material provisions of any agreement between the Company and the Holder, and/or (iii) the Company filing a voluntary petition in bankruptcy or any petition or answer seeking for itself any reorganization, readjustment, arrangement, composition or similar relief that is not discharged or dismissed within sixty (60) days, the unpaid outstanding principal balance of these Notes shall bear interest at the rate of fifteen percent (15%) per annum. Furthermore, in the event that these Notes are placed in the hands

of any attorney for collection, or any suit or proceeding is brought for the recovery or protection of the indebtedness, the Company will be obligated to pay all reasonable costs and expenses incurred by Holder, including reasonable attorneys' fees.

On April 1, 2020, the Company and Silicon Beach LLC entered into an Obligation Extension Agreement ("Extension Agreement") whereby the maturity date was extended from May 19, 2020 to September 1, 2021. The Company did not pay Silicon Beach LLC any consideration to extend the maturity date, and no other changes were made to the original terms of the Revolving Promissory Note. The Company relied upon ASC 470-50, Modifications and Extinguishments, to determine any potential gain or loss to record regarding the modification of the original terms of this note. The Company determined there was no gain or loss to record in relation to this debt modification, as there was zero difference between the reacquisition price and the net carrying amount of the debt that was extinguished.

The following summarizes the Company's principal borrowings in relation to the Revolving Promissory Note as of August 31, 2024:

Date Principal Borrowed	Amount of Principal Borrowed	
May 20, 2019	\$	10,000
June 19, 2019		5,000
November 15, 2019		1,000
January 8, 2020		1,000
February 10, 2020		1,000
April 23, 2020		1,500
August 7, 2020		500
Total principal borrowed	\$	20,000

The Company recorded \$1,054 and \$786 of interest expense related to the Revolving Promissory Note during the twelve months ended August 31, 2024 and 2023, respectively.

The following summarizes the balance of the Revolving Promissory Note as August 31, 2024 and August 31, 2023:

	As of August 31, 2024	As of August 31, 2023
Outstanding principal	\$ 20,000	\$ 20,000
Accrued and unpaid interest	5,316	4,262
Total principal and accrued and unpaid interest	\$ 25,316	\$ 24,262

Amounts owing to Seller of Mount Fire 29 Corp:

As of August 31, 2024 and August 31, 2023, LMK Capital LLC was owed accrued interest of \$22,648 and \$221,645, respectively, which amounts are recorded on the balance sheets as "Due to seller of Mount Fire 29 Corp" as well as mortgage principal of \$804,000 and \$804,000 respectively included in "Long Term Debt". See Note 8 below.

Transactions with Controlling shareholder, Officer and Director, Jamie Steigerwald

As of August 31, 2024, the Company owed \$90,197 for reimbursement of corporate expenses and advances received to settle ongoing corporate operating expenditures to its sole officer, director, and controlling shareholder, Jamie Steigerwald.

On October 30, 2023, pursuant to a Share Purchase Agreement, Jamie Steigerwald obtained majority control of the Company from Danny Wong with purchase consideration of \$1 to acquire his 1 Series B super voting preferred share. Concurrently Mr. Steigerwald became the sole officer and director of the Company upon resignation of Mr. Wong.

Note 7 – Derivative Liability

The Company evaluates all of its financial instruments in accordance with ASC 815, Derivatives and Hedging to determine if such instruments are derivatives or contain features that qualify as embedded derivatives. For derivative financial instruments that are accounted for as liabilities, the derivative instrument is initially recorded at its fair value and is then re-measured at each reporting date, with changes in the fair value reported in the consolidated statements of operations. For stock-based derivative financial instruments, the Company uses a weighted average Black-Scholes- Merton option pricing model to value the derivative instruments at inception and on subsequent valuation dates. The classification of derivative instruments, including whether such instruments should be recorded as liabilities or as equity, is evaluated at the end of each reporting period. Derivative instrument liabilities are classified on the balance sheet as current or non-current based on whether or not net-cash settlement of the derivative instrument could be required within twelve months of the balance sheet date.

Based upon the Company's analysis of ASC 815, the Company determined that its 8% convertible note payable (see Note 8. - 8% Convertible Note) issued April 27, 2015 and the SRAX Convertible Note #1 and Note #2 and Jimmy note and JMK Capital note contained features that qualify as embedded derivatives. In specific, the requirement that the Company must, should the volume weighted average price (VWAP) be less than \$3.00 (adjusted for the 1 for 20 reverse stock split – see Note 1. Description of Business) for the ten (10) trading days immediately preceding the date of the Notice of Redemption, issue warrants to the note holder to purchase shares of its common stock equal to one percent (1%) of the total number of shares of the Company's common stock outstanding on the Redemption Date, was deemed an embedded derivative that required bifurcation. Accordingly, the Company recorded this derivative financial instrument as a liability on its balance sheet on the date of issuance and then re-measured its fair value on each reporting date, with the resulting change in fair value being recorded in the Company's statements of operations.

During the period ended August 31, 2024 and August 31, 2023, the Company estimated the fair value of the derivative liability using a weighted average Black-Scholes pricing model with the following range of assumptions:

	August 31, 2024	August 31, 2023
Fair value of the Company's common stock	\$ 0.0024	\$ 0.0081
Per share conversion price	\$0.0013 - \$0.002	\$ 0.0045 – 0.01
Term of the note (years)	0.06 -1.0	0.1 - 1.5
Risk-free interest rate	5.64- 5.21%	0.08%
Expected volatility	235-205%	339%
Dividend yield	-	-

As of August 31, 2024 and August 31, 2023, the Company had a derivative liability recorded on its balance sheet. The derivative liability has been categorized as a Level 3 financial liability whose fair

value is re-measured on a recurring basis. As of August 31, 2024 and August 31, 2023, the Company estimated the fair value of its derivative liability to be \$507,671 and \$491,722.

The following is a summary of the estimated fair value of the Company's derivative liability:

Derivative liability as of August 31, 2023	\$ 491,722
Initial derivative liability accounted for convertible notes payable issued during the period ended:	
August 31, 2024	720,935
True up	2,896
Addition for derivative for new convertible note	207,907
Change in derivative liability during the period	(515,935)
Notice of conversion of convertible note	(17,398)
Termination of SRAX note 2	(380,624)
Derivative liability as of August 31, 2024	\$ 507,671

Note 8 – Other Debt

Settlement payable:

On January 20, 2021, the Company entered into a purchase agreement with Northern California Holdings, Inc. (“Northern”) for a real property located in Lake County, California (the “Vineyard”) owned by its subsidiary, MountFire 29 Corp for \$3,500,000. Under the terms of the agreement the Company agreed to pay Northern \$250,000 in cash within 10 days; \$350,000 in cash within 20 days, and \$2,900,000 in cash within 90 days. The Company did not pay any of the amounts according to the terms of the purchase agreement. As a result EROP Enterprises, LLC, a Florida limited liability company which acquired the amount of the outstanding debt from Northern in full, alleged to be \$3,869,000, filed action in Polk County Florida (case number: 21-CA-000888) styled EROP Enterprises, LLC, a Florida limited liability company, Plaintiff, vs. ECGI Holdings Inc., a Nevada corporation, Defendant (the “Lawsuit”). The Parties entered into an agreement (the “Settlement Agreement”) in which the Company and EROP agreed to a judgment by the Polk County Court authorizing the parties to enter into a Section 3(a)(10) settlement resolution in the principal amount of (\$6,448,333) six million four hundred forty-eight thousand three hundred thirty-three dollars (the “Settlement Agreement”). On May 4, 2021, Settlement Agreement was approved, and the Court ordered the Company to deliver freely tradable common shares upon written request from EROP in full satisfaction of the debt pursuant to Section 3(a)(10) of the Securities Act of 1933 until such time as EROP has been able to monetize gross sales of the Company's stock equal to \$6,448,333, the settlement value.

As of August 31, 2024 and August 31, 2023 the settlement value outstanding totaled \$6,197,860 and \$6,333,360, respectively.

Long Term Debt:

In conjunction with the aforementioned acquisition of the Vineyard, the Company assumed liabilities of \$804,000 in the form of a mortgage from the one of the sellers of Mount Fire, maturing on October 1, 2022, with an annual interest rate of 8.5%, payable in 24 installments of \$5,695 each, beginning on November 1, 2020. As of August 31, 2024 and August 31, 2023 the mortgage is in default and principal and interest outstanding totaled \$1,060,250 and \$991,910, respectively, of which \$804,000 and \$804,000, respectively are recorded on the balance sheet as Long Term Debt and accrued and unpaid interest is recorded as “Due to Seller of Mount Fire”.

Note 9 – Capital Stock

Preferred Stock

The Company is authorized to issue 1 share of Series B Super Voting Preferred stock with a par value of \$0.001 per share.

Common Stock

The Company is authorized to issue 309,999,999 shares of common stock, par value \$0.001 per share.

Preferred Stock Issued and Outstanding

On March 27, 2023, the Company designated a class of Series B Super Voting Preferred Stock consisting of 1 share which ranks: (i) senior to all of the Common Stock, par value \$0.001 per share; and, (ii) senior to all other classes or series of capital stock of the Corporation currently outstanding in each case as to distribution of any asset or property of the Corporation upon liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary. The Holder of the Series B Super Voting Preferred Stock shall be entitled to vote on all matters subject to a vote or written consent of the holders of the Corporation's Common Stock, and on all such matters, the share of Series B Super Voting Preferred Stock shall be entitled to that number of votes equal to the number of votes that all issued and outstanding shares of Common Stock and all other securities of the Corporation are entitled to, as of any such date of determination, on a fully diluted basis, plus one million (1,000,000) votes, it being the intention that the Holder of the Series B Super Voting Preferred Stock shall have effective voting control of the Corporation, on a fully diluted basis. The Holder of the Series B Super Voting Preferred Stock shall vote together with the holders of Common Stock as a single class. Concurrently the Company issued 1 share of Series B Super Voting Preferred Stock to Danny Wong, the Chief Executive Officer of the Company.

On October 30, 2023, pursuant to a Share Purchase Agreement, Jamie Steigerwald obtained majority control of the Company from Danny Wong with purchase consideration of \$1 to acquire his 1 Series B super voting preferred share.

Common Stock Issuances

Common stock issuances during the twelve-month period ended August 31, 2024

During the quarter ended November 30, 2023, the Company issued 9,212,668 shares for the conversion of \$30,916 of the accrued interest balance owing on the Dang note.

During the quarter ended February 29, 2024, the Company issued 10,100,000 shares for the settlement of \$101,000 settlement payable with respect to amounts owing to EROP.

During the quarter ended February 29, 2024, the Company issued 22,475,341 shares for the conversion of \$58,221 of the accrued interest balance owing on the Dang note.

During the quarter ended February 29, 2024, the Company issued 5,057,844 shares for the conversion of \$16,000 of the principal balance owing on the SRAX note.

For the quarter ended May 31, 2023, the Company issued 11,500,000 shares for the settlement of \$34,500 settlement payable.

During the quarter ended May 31, 2024, the Company issued 15,000,000 shares for the conversion of

\$24,000 including \$7,280 of the accrued interest balance owing on the Dang note and \$16,720 of principal.

Common stock issuances during the twelve-month period ended August 31, 2023

On September 27, 2022, the company entered into a Subscription agreement where the company issued 625,000 shares of its common stock to an investor at \$0.04 per share. The agreement is valued at \$25,000.

On January 19, 2023, the company entered into a Subscription agreement where the company issued 1,250,000 shares of its common stock to an investor at \$0.04 per share or \$50,000.

For the quarter ended May 31, 2023, the Company issued 1,142,551 shares for the conversion of \$32,000 principal balance of SRAX note 1.

For the period ended August 31, 2023, the Company issued 3,400,000 shares for the settlement of \$88,400 settlement payable.

As of August 31, 2024, and August 31, 2023, the Company had 166,073,145 and 92,727,292 shares of common stock issued and outstanding, respectively.

Warrants

During the twelve months ended August 31, 2024, the Company issued 37,500,000 stock purchase warrants at the exercise of \$0.005 for the value received in connection with the issuance of the convertible note in the principal amount of \$125,000.

The aggregate fair value of the 37,500,000 warrants, totaled \$75,000 based on the Black Scholes pricing model using the following estimates: exercise price of \$0.005, 4.35% risk free rate, 360% volatility and expected life of the warrants of 5 years. The value of the warrants has been recorded as interest expense and accounted for in additional paid in capital.

As of August 31, 2024, there are 37,500,000 outstanding warrants. One warrant can be exercised to purchase one share of the Company's common stock at \$0.005 per share.

	Number of Warrants	Weighted Average Exercise Price	Weighted Average Remaining Contract Term	Intrinsic Value
Outstanding, August 31, 2023	-	\$ -	-	\$ -
Issued	37,500,000	\$ 0.005	5	-
Cancelled or expired	-	\$ -	-	-
Exercised	-	\$ -	-	-
Outstanding, August 31, 2024	37,500,000	\$ 0.005	4.71	\$ -

Note 10 – Other events

In November 2023, the Company signed a binding Letter of Intent (the "LOI") between Nick Collins, a California resident ("Collins"), and ECGI Holdings, Inc., a Nevada corporation ("ECGI") relative to the formation of Pacific Saddlery, Inc., in the State of Nevada. ECGI agreed to invest \$50,000 in the Company, in exchange for a 5% ownership stake in the Company. ECGI will also be entitled to 10% of the profits generated by the Company. As of May 31, 2024 the Company has advanced \$79,249 in respect to this agreement, of which \$50,000 has been recorded as "Other Investment" and the remaining \$29,249 is reflected as "Other Receivable".

During the quarter ended February 29, 2024 a third party vendor agreed to forgive certain accrued liabilities in the amount of \$1,514,907 with respect to historic obligations acquired with subsidiary East West. The Company recorded a gain on extinguishment of debt in respect to this transaction.

During the quarter ended May 31, 2024 the Company and EROP Enterprises LLC agreed to settle \$2 million of an outstanding settlement payable by way of issuance of shares of a newly designated class of the Company's Preferred common stock. The Company is in the process of preparing the necessary corporate filings in order to designate the additional class of preferred stock and expects to complete the transaction prior to the close of the current fiscal year.

Note 11 – Subsequent Events

The Company has evaluated events for the period from August 31, 2024, through the date of the issuance of these financial statements, January 19, 2024, and determined that there are no additional events requiring disclosure.

Issuer Certification

Principal Executive Officer:

The Issuer has included certifications by the chief executive officer and chief financial officer of the Issuer in this Annual Report.

The certifications are as follows:

I, Jamie Steigerwald, certify that:

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

January 21, 2024

s/ Jamie Steigerwald
Jamie Steigerwald
Chief Executive Officer

I, Jamie Steigerwald, certify that:

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

January 21, 2024

s/ Jamie Steigerwald
Jamie Steigerwald
Chief Financial Officer