

Caduceus Software Systems Corp.

4401 Eucalyptus Ave. Suite 100, Chino, CA 91710

+1 909-366-2028

Mclovinscorp.co

info@caduceuscorp.co

Quarterly Report

For the period ending December 31, 2024 (the “Reporting Period”)

Outstanding Shares

The number of shares outstanding of our Common Stock was:

750,684,482 as of December 31, 2024 *(Current Reporting Period Date or More Recent Date)*

713,684,482 as of March 31, 2024 *(Most Recent Completed Fiscal Year End)*

Shell Status

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

Yes: ☐ No: ☒

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

Yes: ☐ No: ☒

Change in Control

Indicate by check mark whether a Change in Control⁴ of the company has occurred during this reporting period:

Yes: ☐ No: ☒

⁴ “Change in Control” shall mean any events resulting in:

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

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

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

Caduceus Software Systems Corp.

Formerly Bosco Holdings, Inc. until 3-2011

Formerly Bosco Flooring, Inc. until 4-2008

Current State and Date of Incorporation or Registration: Wyoming

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

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

The Company was incorporated on December 13, 2006 under the laws of the State of Nevada. The Company was redomiciled to the State of Wyoming on July 6, 2018.

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:

4401 Eucalyptus Ave, Suite 100, Chino, CA 91710 USA

Address of the issuer's principal place of business:

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

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

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

2) Security Information

Transfer Agent

Name: Securities Transfer Corporation

Phone: +1 (469) 633-0101

Email: sevans@stctransfer.com

Address: 2901 N. Dallas Parkway, Suite 380 Plano, TX 75093

Publicly Quoted or Traded Securities:

The goal of this section is to provide a clear understanding of the share information for its publicly quoted or traded equity securities. Use the fields below to provide the information, as applicable, for all outstanding classes of securities that are publicly traded/quoted.

Trading symbol:	<u>CSOC</u>
Exact title and class of securities outstanding:	<u>Common Stock</u>
CUSIP:	<u>12763A109</u>
Par or stated value:	<u>0.001</u>
Total shares authorized:	<u>5,000,000,000</u> as of date: <u>December 31, 2024</u>
Total shares outstanding:	<u>750,684,482</u> as of date: <u>December 31, 2024</u>
Total number of shareholders of record:	<u>27</u> as of date: <u>December 31, 2024</u>

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

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

The goal of this section is to provide a clear understanding of the share information for its other classes of authorized or outstanding equity securities (e.g., preferred shares that do not have a trading symbol). Use the fields below to provide the information, as applicable, for all other authorized or outstanding equity securities.

Exact title and class of the security:	<u>Series A Preferred Stock</u>
Par or stated value:	<u>0.001</u>
Total shares authorized:	<u>40,000,000</u> as of date: <u>December 31, 2024</u>
Total shares outstanding:	<u>20,000,000</u> as of date: <u>December 31, 2024</u>
Total number of shareholders of record:	<u>1</u> as of date: <u>December 31, 2024</u>

Exact title and class of the security:	<u>Series B Preferred Stock</u>
Par or stated value:	<u>0.001</u>
Total shares authorized:	<u>110,000,000</u> as of date: <u>December 31, 2024</u>
Total shares outstanding:	<u>63,050,000</u> as of date: <u>December 31, 2024</u>
Total number of shareholders of record:	<u>1</u> as of date: <u>December 31, 2024</u>

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

Security Description:

The goal of this section is to provide a clear understanding of the material rights and privileges of the securities issued by the company. Please provide the below information for each class of the company's equity securities, as applicable:

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

Common Stock: One vote per share. No other rights or privileges.

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

Series A Preferred Stock:

In the event of any liquidation, dissolution or winding up of the Corporation, either voluntary or involuntary, the holders of shares of Series A Preferred Stock then outstanding shall be entitled to be paid out of the consideration payable to shareholders in such event, as applicable, before any payment shall be made to the holders of Common Stock by reason of their ownership thereof, an amount per share equal to the greater of (i) \$0.25805, or (ii) such amount per share as would have been payable had all shares of Series A Preferred Stock been converted into Common Stock pursuant to conversion immediately prior to such liquidation, dissolution, winding up. The Series A Preferred Stock does not have any redemption rights and will not be entitled to dividends. The Conversion Rate shall initially be 100, and each share of Series A Preferred Stock shall initially be convertible into 100 shares of Common Stock. Each share of Series A Preferred Stock will carry a number of votes equal to the amount of shares of Common Stock that such share of Series A Preferred Stock is convertible into, until such time as the shares are converted.

Series B Preferred Stock

In the event of any liquidation, dissolution or winding up of the Corporation, either voluntary or involuntary, the holders of shares of Series B Preferred Stock then outstanding shall be entitled to be paid out of the consideration payable to shareholders in such event, as applicable, before any payment shall be made to the holders of Common Stock by reason of their ownership thereof, an amount per share equal to the greater of (i) \$0.081, or (ii) such amount per share as would have been payable had all shares of Series B Preferred Stock been converted into Common Stock pursuant to conversion immediately prior to such liquidation, dissolution, winding up. The Series B Preferred Stock does not have any redemption rights and will not be entitled to dividends. At the option of the holder of Series B Preferred Stock, each share of Series B Preferred Stock is convertible into (100) shares of the Corporation's Common Stock (the "Conversion Rate") at such time as the holder of Series B Preferred Stock provides the Corporation with a Notice of Conversion. Each share of Series B Preferred Stock will carry a number of votes equal to the amount of shares of Common Stock that such share of Series B Preferred Stock is convertible , until such time as the shares are converted.

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

The Series A Preferred Stock: Anti-Dilution Protection. In the event the Corporation issues any further Common Stock, Preferred Stock of any class, options, warrants, or any securities exchangeable or convertible into Common Stock of the Corporation ("Additional Shares"), from the period when the first share of Series A Preferred Stock is issued through February 1, 2025.

The Series A Preferred Stock terms, conditions, designations, dividend rights, voting powers, rights on liquidation and other preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions thereof will follow identically to those of the Series B Preferred Stock, except of that the Anti-Dilution and Miscellaneous Provisions thereof will be determined as provided herein.

Miscellaneous Provision. Any of the rights, powers, preferences and other terms of the Series A Preferred Stock set forth herein may be waived or amended on behalf of all holders of Series A Preferred Stock by the affirmative written consent or vote of the holders of more than 80% the shares of Series A Preferred Stock then outstanding, unless it is in respect of the Mirror Preferred Stock clause.

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

In the event of any liquidation, dissolution or winding up of the Corporation, either voluntary or involuntary, the holders of shares of Series B Preferred Stock then outstanding shall be entitled to be paid out of the consideration payable to shareholders in such event, as applicable, before any payment shall be made to the holders of Common Stock by reason of their ownership thereof, an amount per share equal to the greater of (i) \$0.081, or (ii)

such amount per share as would have been payable had all shares of Series B Preferred Stock been converted into Common Stock pursuant to conversion immediately prior to such liquidation, dissolution, winding up.

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 <u>Opening Balance:</u> Date <u>March 31, 2021</u> Common: <u>2,339,600,000</u> Preferred A: <u>0</u> Preferred B: <u>0</u>			*Right-click the rows below and select "Insert" to add rows as needed.						
Date of Transaction	Transaction type (e.g., new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to. ***You must disclose the control person(s) for any entities listed.	Reason for share issuance (e.g. for cash or debt conversion) - OR- Nature of Services Provided	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
<u>03/31/2021</u>	<u>New Issuance</u>	<u>1,500,000,000</u>	<u>Common</u>	<u>\$0.001</u>	<u>Yes</u>	<u>2600721 Ontario Inc/Eric Schindermann</u>	<u>M&A</u>	<u>Restricted</u>	<u>144</u>
<u>6/26/2021</u>	<u>Cancellation</u>	<u>(1,500,000,000)</u>	<u>Common</u>	<u>\$0.001</u>	<u>n/a</u>	<u>2600721 Ontario Inc/Eric Schindermann</u>	<u>n/a</u>	<u>n/a</u>	<u>n/a</u>
<u>6/17/2021</u>	<u>Cancellation</u>	<u>(108,000,000)</u>	<u>Common</u>	<u>\$0.001</u>	<u>n/a</u>	<u>2600721 Ontario Inc/Eric Schindermann</u>	<u>n/a</u>	<u>n/a</u>	<u>n/a</u>
<u>7/22/2021</u>	<u>Cancellation</u>	<u>(120,000,000)</u>	<u>Common</u>	<u>\$0.001</u>	<u>n/a</u>	<u>Anna Tang</u>	<u>n/a</u>	<u>n/a</u>	<u>n/a</u>
<u>7/22/2021</u>	<u>Cancellation</u>	<u>(26,200,000)</u>	<u>Common</u>	<u>\$0.001</u>	<u>n/a</u>	<u>Ankyro Solutions/Richard Tang</u>	<u>n/a</u>	<u>n/a</u>	<u>n/a</u>
<u>8/8/2021</u>	<u>New Issuance</u>	<u>16,391,200</u>	<u>Preferred B</u>	<u>\$0.001</u>	<u>n/a</u>	<u>Apex Digital/David Ji</u>	<u>McLovin's Pet Acquisition</u>	<u>Restricted</u>	<u>144</u>

<u>8/8/2021</u>	<u>New Issuance</u>	<u>1,170,800</u>	<u>Preferred B</u>	<u>\$0.001</u>	<u>n/a</u>	<u>Alexander Chen</u>	<u>Compensation</u>	<u>Restricted</u>	<u>144</u>
<u>10/01/2021</u>	<u>Cancellation</u>	<u>(1,170,800)</u>	<u>Preferred B</u>	<u>\$0.001</u>	<u>n/a</u>	<u>Alexander Chen</u>	<u>n/a</u>	<u>n/a</u>	<u>n/a</u>
<u>10/01/2001</u>	<u>New Issuance</u>	<u>1,170,800</u>	<u>Preferred B</u>	<u>\$0.001</u>	<u>n/a</u>	<u>Sound Hue Inc/Alexander Chen</u>	<u>Compensation</u>	<u>Restricted</u>	<u>144</u>
<u>07/06/2023</u>	<u>New Issuance</u>	<u>46,658,800</u>	<u>Preferred B</u>	<u>\$0.001</u>	<u>n/a</u>	<u>Apex Digital/David Ji</u>	<u>McLovin's Pet Acquisition</u>	<u>Restricted</u>	<u>144</u>
<u>07/06/2023</u>	<u>Cancellation</u>	<u>(1,170,800)</u>	<u>Preferred B</u>	<u>\$0.001</u>	<u>n/a</u>	<u>Sound Hue Inc/Alexander Chen</u>	<u>n/a</u>	<u>n/a</u>	<u>n/a</u>
<u>07/06/2023</u>	<u>New Issuance</u>	<u>117,080,000</u>	<u>Common</u>	<u>\$0.00228</u>	<u>n/a</u>	<u>Sound Hue Inc/Alexander Chen</u>	<u>Compensation - Preferred B Conversion</u>	<u>Restricted</u>	<u>144</u>
<u>08/15/2023</u>	<u>New Issuance</u>	<u>20,000,000</u>	<u>Preferred A</u>	<u>\$0.258</u>	<u>n/a</u>	<u>Raxus Prime Venture Pte, Ltd/Hairul Bin Shahron</u>	<u>Settlement of loan</u>	<u>Restricted</u>	<u>144</u>
<u>08/22/2023</u>	<u>New Issuance</u>	<u>11,204,482</u>	<u>Common</u>	<u>\$0.008925</u>	<u>Yes</u>	<u>SRAX Inc/Christopher Miglino</u>	<u>Convertible debenture for service</u>	<u>Restricted</u>	<u>4a1</u>
<u>9/16/2024</u>	<u>New Issuance</u>	<u>30,000,000</u>	<u>Common</u>	<u>\$0.06</u>	<u>No</u>	<u>JMV-Julia Teplisky has voting control</u>	<u>Note conversion</u>	<u>Restricted</u>	<u>4a1</u>
<u>9/16/2024</u>	<u>New Issuance</u>	<u>5,000,000</u>	<u>Common</u>	<u>\$0.06</u>	<u>No</u>	<u>SRAX-Christopher Miglino has voting control</u>	<u>Note conversion</u>	<u>Restricted</u>	<u>4a1</u>
<u>9/19/2024</u>	<u>New Issuance</u>	<u>2,000,000</u>	<u>Common</u>	<u>\$0.01</u>	<u>No</u>	<u>Rick Hupe</u>	<u>Compensation</u>	<u>Restricted</u>	<u>4a1</u>
Shares Outstanding on Date of This Report: <u>Ending Balance:</u> Date <u>December 31, 2024</u> Common: <u>750,684,482</u> Preferred A: <u>20,000,000</u> Preferred B: <u>63,050,000</u>									

Example: A company with a fiscal year end of December 31st 2024, in addressing this item for its Annual Report, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2023 through December 31, 2024 pursuant to the tabular format above.

Any additional material details, including footnotes to the table are below:

B. Convertible Debt

The following is a complete list of the Company's Convertible Debt which includes all promissory notes, convertible notes, convertible debentures, or any other debt instruments convertible into a class of the issuer's equity securities. The table includes all issued or outstanding convertible debt at any time during the last complete fiscal year and any interim period between the last fiscal year end and the date of this Certification.

☒ Check this box to confirm the Company had no Convertible Debt issued or outstanding at any point during this period.

Date of Note Issuance	Principal Amount at Issuance (\$)	Outstanding Balance (\$) (include accrued interest)	Maturity Date	Conversion Terms (e.g., pricing mechanism for determining conversion of instrument to shares)	# Shares Converted to Date	# of Potential Shares to be Issued Upon Conversion ⁵	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g., Loan, Services, etc.)

Total Outstanding Balance:

Total Shares:

Any additional material details, including footnotes to the table are below:

4) Issuer's Business, Products and Services

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

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

Caduceus Software Systems Corp is a Wyoming-based holding company with is wholly owned subsidiary McLovin's Pet, which manufacture and distribute pet food and accessories.

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

McLovin's Pet is the subsidiary of Caduceus Software Systems Corp.

- C. Describe the issuers' principal products or services.

McLovin's Pet is a California company specialized in the manufacturing and distribution of quality pet foods and accessories, focusing on responsibly sourced ingredients and innovative formulations. Quality is a key part of every single part of our manufacturing process. McLovin's carries a product lineup across 2 different categories: one for pet food and the other for pet supplies, with over 50 SKUs of food products and pet supplies. The company operates in both wholesale and direct-to-consumer channels, leveraging its supply chain efficiencies.

5) Issuer's Facilities

⁵ The total number of shares that can be issued upon full conversion of the Outstanding Balance. The number should not factor any "blockers" or limitations on the percentage of outstanding shares that can be owned by the Noteholder at a particular time. For purposes of this calculation, please use the current market pricing (e.g. most recent closing price, bid, etc.) of the security if conversion is based on a variable market rate.

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

In responding to this item, please clearly describe the assets, properties or facilities of the issuer. Describe the location of office space, data centers, principal plants, and other property of the issuer and describe the condition of the properties. Specify if the assets, properties, or facilities are owned or leased and the terms of their leases. If the issuer does not have complete ownership or control of the property, describe the limitations on the ownership.

Management owns the property 4401 Eucalyptus Ave, Chino, CA, as well as all machinery and equipment in both Chino and Corona facilities where principal plant is located at 341 N. Delilah Ave, Corona, CA. Management currently offers the warehouse and offices (10,982 sq ft) for a fee. The Company does not own any properties however has a lease for \$15,736 per month.

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

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

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

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

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

Individual Name (First, Last) or Entity Name (Include names of control person(s) if a corporate entity)	Position/Company Affiliation (ex: CEO, 5% Control person)	City and State (Include Country if outside U.S.)	Number of Shares Owned (List common, preferred, warrants and options separately)	Class of Shares Owned	Percentage of Class of Shares Owned (undiluted)
Sound Hue -Alexander Chen is the control person	Owner of more than 5%	Chino Hills, CA	117,080,000	Common	15.6%
Apex Digital Inc. -David Ji is the control person	CEO and Director	Los Angeles, CA	63,050,000	Preferred B	100%
David Ji	CEO and Director	Los Angeles, CA	Nil	Common	n/a
Rick Hupe	Director	Canyon Lake, CA	2,000,000	Common	less than 1%
2600721 Ontario -Eric Schindermann is the control person	Owner of more than 5%	Toronto, ON	363,000,000	Common	48.4%
Raxus Prime Venture Pte. Ltd- Hairul Bin Shahron is the control person	Owner of more than 5%	Singapore, SGP	20,000,000	Preferred A	100%

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

7) Legal/Disciplinary History

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

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

none

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

none

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

none

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

none

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

none

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

none

B. Describe briefly any material pending legal proceedings, other than ordinary routine litigation incidental to the business, to which the issuer or any of its subsidiaries is a party to or of which any of their property is the subject. Include the name of the court or agency in which the proceedings are pending, the date instituted, the principal parties thereto, a description of the factual basis alleged to underlie the proceeding and the relief sought. Include similar information as to any such proceedings known to be contemplated by governmental authorities.

none

8) Third Party Service Providers

Provide the name, address, telephone number and email address of each of the following outside providers. You may add additional space as needed.

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

Securities Counsel

Name: Christopher Dieterich
Firm: Dieterich & Associates
Address 1: 815 Moraga Drive, Suite 207
Address 2: Los Angeles, CA 90049
Phone: 310-312-6888
Email: venturelaw@gmail.com

Accountant or Auditor

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

Investor Relations

Name: Annabelle Zhang
Firm: International Elite Capital
Address 1: 85 Broad St.
Address 2: New York, NY 10004
Phone: 646-866-7928
Email: annabelle@iecapitalusa.com

All other means of Investor Communication:

X (Twitter): @Mclovinscorp
Discord: _____
LinkedIn: _____
Facebook: _____
[Other] _____

Other Service Providers

Provide the name of any other service provider(s) that **that assisted, advised, prepared, or provided information with respect to this disclosure statement**. This includes counsel, broker-dealer(s), advisor(s), consultant(s) or any entity/individual that provided assistance or services to the issuer during the reporting period.

Name: _____
Firm: _____
Nature of Services: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

9) Disclosure & Financial Information

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

Name: David Natan
Title: Independent CFO consultant
Relationship to Issuer: None

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: David Natan
Title: Independent CFO consultant
Relationship to Issuer: None

Describe the qualifications of the person or persons who prepared the financial statements:⁶ Accountant

The financial statements were prepared by David Natan, a Certified Public Accountant (CPA) with extensive experience in financial reporting and OTC filings.

Provide the following qualifying financial statements:

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

Financial Statement Requirements:

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

10) Issuer Certification

Principal Executive Officer:

The issuer shall include certifications by the chief executive officer and chief financial officer of the issuer (or any other persons with different titles but having the same responsibilities) in each Quarterly Report or Annual Report.

The certifications shall follow the format below:

I, David Ji certify that:

⁶ The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS and by persons with sufficient financial skills.

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

02/18/2025 [Date]

David Ji [CEO's Signature]

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

Principal Financial Officer:

I, David Ji certify that:

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

02/18/2025 [Date]

David Ji [CFO's Signature]

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

CADUCEUS SOFTWARE SYSTEMS CORP.

Quarterly Report For the Period Ending December 31, 2024 (unaudited)

Unaudited Balance Sheets as of December 31, 2024 and March 31, 2024	14
Unaudited Statements of Operations for Three Months and Nine Months Ended December 31, 2024 and December 31, 2023	15
Unaudited Statements of Stockholders Equity as of December 31, 2024 and December 31, 2023	16-17
Unaudited Statements of Cashflows Nine Months Ended December 31, 2024 and Ended December 31, 2023	18
Notes to Unaudited Financial Statements	19-23

CADUCEUS SOFTWARE SYSTEMS CORP
CONSOLIDATED BALANCE SHEET
(UNAUDITED)

	December 31, 2024	March 31, 2024
Current Assets		
Cash	\$ 90,269	\$ 39,500
Prepaid Expenses & Deposits	149,020	102,413
Accounts Receivable	682,655	313,850
Inventory	1,888,447	1,936,530
Total Current Assets	2,810,390	2,392,293
Fixed Assets		
Computer Equipment & Software Licenses - Net of Amortization	27,815	33,994
Furniture, Fixture & Equipment - Net of Amortization	-	6,072
Website - Net of Amortization	1,101	2,092
Total Fixed Assets	28,916	42,158
Intangibles Assets		
Packaging & Design	3,527	6,448
Goodwill	9,453,759	9,453,759
Trademarks	7,350	7,350
Total Intangibles Assets	9,464,636	9,467,557
Total Non-Current Assets	9,493,551	9,509,714
Total Assets	\$ 12,303,942	\$ 11,902,007
Current Liabilities		
Accounts Payable	\$ 4,998,378	\$ 3,091,401
Credit Cards	27,704	17,226
Sales Tax	380	127
Accrued Salary Expenses & 401k	3,535	-
Accrued Expenses	-	25,850
Insurance Payable	81,782	29,903
Deposit from Customer	129,800	-
Payroll Liabilities	1,204	-
Loan Payable -Current	225,000	-
Total Current Liabilities	5,467,783	3,164,507
Loans payable	145,446	77,261
Convertible promissory notes	-	2,333,070
Total Non-Current Liabilities	145,446	2,410,331
Total Liabilities	5,613,229	5,574,838
Equity		
Common Stock, \$0.001 par value, 5,000,000,000 shares authorized; 750,684,482 and 585,400,000 shares issued and outstanding, respectively	750,684	713,684
Series A preferred stock, \$0.001 par value, 40,000,000 shares authorized; 20,000 issued and outstanding.	20,000	20,000
Series B preferred stock, \$0.001 par value, 110,000,000 shares authorized; 63,050,000 issued and 63,050,000 respectively	63,050	63,050
Paid in Capital	35,802,047	35,398,047
Accumulated Deficit	(29,945,069)	(29,867,612)
Total Equity	6,690,712	6,327,169
Total Liabilities + Equity	\$ 12,303,941	\$ 11,902,007

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

CADUCEUS SOFTWARE SYSTEMS CORP
CONSOLIDATED STATEMENT OF OPERATIONS
(UNAUDITED)

	Three months ended December 31, 2024	Three months ended December 31, 2023	Nine months ended December 31, 2024	Nine months ended December 31, 2023
Revenue, net	\$ 1,814,478	\$ 1,967,586	\$ 5,472,462	\$ 4,741,710
Cost of Sales	1,292,349	1,542,363	4,455,908	3,982,116
Gross Profit	522,129	425,223	1,016,554	759,594
Operating Expenses:				
General and administrative expense	208,865	162,275	744,277	461,600
Payroll expense	460,286	272,412	1,236,818	899,539
Professional fees	57,997	40,371	114,258	167,298
Amortization & Depreciation of tangible assets	5,388	8,665	19,452	15,822
Impairment of Goodwill	-	-	-	-
Total operating expenses	732,535	483,723	2,114,806	1,544,259
			-	
Operating Loss	(210,406)	(58,500)	(1,098,252)	(784,665)
			-	
Other income (expense), net			-	
Other Income	-	-	508	-
Gain on Settlement	-	-	1,928,150	2,902,363
Loss on the extinguishment of debt	-	-	-	(8,500)
Financial Costs	(148,719)	(368,108)	(907,863)	(1,055,176)
Provision Income Tax	-	-	-	-
Other income (expense), net	(148,719)	(368,108)	1,020,795	1,838,687
Net income (loss)	\$ (359,126)	\$ (426,608)	\$ (77,456)	\$ 1,054,022

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

CADUCEUS SOFTWARE SYSTEMS CORP
STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY
(Unaudited)

	Common Stock		Preferred B		Preferred A		Additional	Accumulated	Total
	Shares	Amount	Shares	Amount	Shares	Amount	Paid-In Capital	Deficit	Stockholders' Equity
Balance, March 31, 2023	585,400,000	\$ 585,400	17,562,000	\$ 17,562	-	\$ -	\$ 21,905,003	\$(15,906,673)	\$ 6,601,291
Shares Issued			46,658,800	46,659	20,000,000	20,000	2,597,793		2,664,452
Net profit								2,043,453	2,043,453
Balance, June 30, 2023	585,400,000	\$ 585,400	17,562,000	\$ 64,221	20,000,000	\$ 20,000	\$ 24,502,796	\$(13,863,220)	\$ 11,309,196
Shares Issued	128,284,480	128,284	(1,170,800)	(1,171)			(27,114)		100,000
Net loss								(562,822)	(562,822)
Balance, September 30, 2023	713,684,480	\$ 713,684	16,391,200	\$ 63,050	20,000,000	\$ 20,000	\$ 24,475,682	\$(14,426,042)	\$ 10,846,374
Net loss								(426,607)	(426,607)
Shares to be issued (cancelled)		2,000					18,000		20,000
Balance, December 31, 2023	713,684,480	\$ 713,684	16,391,200	\$ 63,050	20,000,000	\$ 20,000	\$ 24,493,682	(14,852,649)	\$ 10,439,767
	Common Stock		Preferred B		Preferred A		Additional	Accumulated	Total
	Shares	Amount	Shares	Amount	Shares	Amount	Paid-In Capital	Deficit	Stockholders' Equity
Balance, March 31, 2024	713,684,482	\$ 713,684	63,050,000	\$ 63,050	20,000,000	\$ 20,000	\$ 35,398,047	\$(29,867,612)	\$ 6,327,169

Net Loss								(1,000,313)	(1,000,313)
Balance, June 30, 2024	713,684,482	\$ 713,684	63,050,000	\$ 63,050	20,000,000	\$ 20,000	\$ 35,398,047	\$(30,867,925)	\$ 5,326,857
Issuance of common shares									
to settle debt	35,000,000	35,000					406,000		441,000
Net income								1,281,982	1,281,982
Balance, September 30, 2024	748,684,482	\$ 748,684	63,050,000	\$ 63,050	20,000,000	\$ 20,000	\$ 35,804,047	\$(29,585,943)	\$ 7,049,838
Issuance of common shares	2,000,000	2,000					(2,000)		
Net loss								(359,126)	(359,126)
Balance, December 31, 2024	750,684,482	\$ 750,684	63,050,000	\$ 63,050	20,000,000	\$ 20,000	\$ 35,802,047	\$(29,945,069)	\$ 6,690,712

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

CADUCEUS SOFTWARE SYSTEMS CORP
CONSOLIDATED STATEMENTS OF CASHFLOWS
(UNAUDITED)

	Nine Months ended December 31, 2024	Nine Months ended December 31, 2023
Net income (loss)	\$ (77,456)	\$ 1,054,022
Amortization and Depreciation	19,452	15,822
Gain on the extinguishment of debt	(1,928,150)	(2,902,363)
Changes in Assets and Liabilities		
Accounts Payable	1,906,977	859,542
Prepaid Expenses	(46,607)	(8,098)
Accounts Receivable	(368,805)	242,558
Accrued Salary Expenses & 401K	3,535	-
Credit Cards	10,478	(1,071)
Sales Tax Payable	253	208
Inventory	48,083	(64,899)
Accrued Expenses	(23,613)	19,742
Customer deposits	129,800	-
Insurance Payable	51,879	26,786
Net Cash (Used in) Operating Activities	(274,174)	(757,751)
Investing Activities		
Purchase of fixed assets	(3,289)	(41,317)
Net Cash (Used In) Investing Activities	(3,289)	(41,317)
Financing Activities		
Loans Payable-payments	(77,263)	-
Convertible notes payments	(75,000)	-
Convertible Promissory Notes	486,080	825,374
Net Cash Provided by Financing Activities	333,817	825,374
Net Increase in Cash	56,354	26,306
Cash at Start of Period	39,500	52,831
Cash at End of Period	\$ 95,854	\$ 79,137

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

CADUCEUS SOFTWARE SYSTEMS CORP.

Notes to the Unaudited Financial Statements

NOTE 1 - NATURE OF OPERATIONS

Caduceus Software Systems Corp, ("the Company") is a Wyoming-based holding company with its wholly owned subsidiary McLovin's Pet, a pet food and pet care company.

McLovin's Pet is a California company specialized in the manufacturing and distribution of quality pet foods products and supplies. Our products are developed using responsible sourcing and quality is a key part of every single part of our manufacturing process. McLovin's carries a product lineup across 2 different categories. One is for pet food and the other is for pet supplies over the Company has over 50 SKUs of food products and pet supplies in the portfolio and counting.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The accompanying unaudited financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP").

In the opinion of management, all adjustments necessary to present fairly the financial position as of December 31, 2024, and the results of operations and cash flows presented herein have been included in the annual financial statements. All such adjustments are of a normal and recurring nature. Annual results are not necessarily indicative of results of operations for the following year.

Consolidation

The consolidated financial statements include the accounts of the Company and its subsidiary. Inter-company transactions, such as sales, cost of sales, due to/due from balances, investment in subsidiary, and subsidiary's capitalization have been eliminated.

Cash and Cash Equivalents

For the purposes of Statements of Cash Flows, the Company considers all highly liquid debt instruments purchased with a maturity date of three months or less to be cash equivalents.

Revenue Recognition

The Company recognizes revenue when there is persuasive evidence of an arrangement, delivery has occurred, the fee is determinable, collectability is reasonably assured and there are no significant remaining performance obligations.

Accounts Receivable

Trade receivables are recognized and carried at the original invoice amount less allowance for any uncollectible amounts. An allowance for doubtful accounts is made when collection of the full amount is no longer probable. Pursuant to the Company's accounting policies, the allowance for doubtful accounts is determined by applying a rate determined on a case by case on outstanding trade receivables. In addition, the Company uses a specific review process to determine if any additional allowances for doubtful accounts are required. Bad debts are charged against the allowance when outstanding trade receivables have been determined to be uncollectible.

Use of Estimates

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

Inventory

Inventory, consisting of raw materials, work in progress, and finished products, is stated at the lower of cost or market value. Finished products are comprised of direct materials, direct labor, and an appropriate proportion of overhead.

Furniture and Equipment

Furniture and equipment are carried at cost less accumulated depreciation. Depreciation is provided over their estimated useful lives, using the straight-line method. The estimated useful lives of the property, plant and equipment are as follows:

Machinery and Equipment 10 years
Furniture and Fixtures 7 years
Computer Equipment 5 years

Intangible Assets

Intangible assets are stated at cost, less accumulated amortization. Amortization is provided over the respective useful lives, using the straight-line method. Estimated useful lives of intangibles are as follows:

Design Packaging 5 years

Impairment of Goodwill

Goodwill is reviewed for impairment in accordance with ASC Topic 350-20. The goodwill of an entity shall be tested for impairment if an event occurs or circumstances change that indicate that the fair value of the entity may be below its carrying amount (a triggering event). A goodwill triggering event evaluation shall be performed only as of the end of each reporting period. If an entity determines that there are no triggering events, then further testing is unnecessary.

Cost of Sales

The Company's cost of sales is comprised of raw materials, inbound and outbound freight, customs and brokerage duties, packaging, purchasing and receiving costs.

Selling Expenses

Selling expenses are comprised of client entertainment, commissions, discounts, allowances and travel and lodging expenses.

Advertising Expenses

All advertising costs are expensed as incurred.

Shipping and Handling Expenses

Shipping and handling costs represent costs associated with shipping products to customers and handling finished goods. Shipping and handling costs billed to customers are recognized as revenue and shipping and handling costs incurred by the Company are included in the cost of sales.

Other Income

Other Income which is the portion of an organization's income that is derived from activities not related to its core business operations. It can include dividend income, profits or losses from investments, interest income as well as gains or losses incurred by foreign exchange and asset write-downs.

Recent accounting pronouncements

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

Note 3 – GOING CONCERN

The accompanying unaudited financial statements have been prepared assuming that the Company will continue as a going concern. For the nine months ended December 31, 2024 the Company had a net loss of \$77,456, negative working capital of \$2,657,393 and an accumulated deficit of \$29,945,069. The Company's ability to continue as a going concern is dependent upon the continued financial support from its management, its ability to identify future investment opportunities and obtain the necessary debt or equity financing, and its ability to grow operations and to achieve a level of profitability. The Company intends on financing its future development activities and its working capital needs largely from the sale of public equity securities and debt financing. However, there can be no assurance that these arrangements will be sufficient to fund its ongoing capital expenditures, working capital, and other cash requirements. These factors raise substantial doubt regarding the Company's ability to continue as a going concern. The unaudited financial statements of the Company do not include any adjustments relating to the recoverability and classification of recorded assets, or the amounts and classifications of liabilities that might be necessary should the Company be unable to continue as a going concern.

NOTE 4 – LOANS PAYABLE

As of the quarterly period ended December 31, 2024, the Company owes \$225,000 in current loans payable and \$145,446

in long term payables

NOTE 5 – RELATED PARTY TRANSACTIONS

The Company initially appointed Rick Hupe as Director and Interim CEO on June 3, 2023. However, on June 9, 2023, he resigned from his role as Interim CEO while retaining his position as Director. Pursuant to the Addendum to the Appointment Agreement, executed on July 7, 2023, the Company agreed to compensate him with 400,000 common shares at a cost basis of \$0.01 per month from August 1, 2023, to December 31, 2023, totaling 2,000,000 shares. As he served for five months, Rick Hupe received the full 2,000,000 shares.

NOTE 6 – COMMON STOCK, PREFERRED STOCK AND WARRANTS

The Company has 5,000,000,000 shares of \$0.001 par value common stock, authorized. During the nine months ended December 31, 2024, the Company issued 35,000,000 shares of common stock to settle debt and 2,000,000 shares of common stock to a director.

The Company has 40,000,000 shares of Series A Preferred Stock ("Preferred A") par value \$0.001, authorized. During the fiscal year ended March 31, 2024 the Company issued 20,000,000 shares of Preferred A. In connection with this Preferred A issuance, the Company retired \$5,526,657 in debt and recorded a noncash loss on the extinguishment of debt amounting to approximately \$8,000,000. The Company has not issued any Preferred A shares during the nine months ended December 31, 2024.

The Company has 110,000,000 shares of Series B Preferred Stock ("Preferred B") \$0.001, authorized. During the fiscal year ended March 31, 2024, the Company issued 46,658,800 Preferred B shares and 1,170,800 Preferred B shares were converted into 128,284,482 common shares. The Company has not issued any Preferred B shares during the nine months ended December 31, 2024.

As of December 31, 2024, the Company had 20,000,000 Preferred A Shares outstanding, 63,050,000 Preferred B shares outstanding and 750,684,482 common shares, outstanding.

NOTE 7 – CONVERTIBLE DEBENTURES / PROMISSORY NOTES

On September 16, 2024, the Company entered into a comprehensive settlement and release agreement with SRAX Inc. and JMV Creative Solutions Inc. As of December 31, 2024, the Company had an outstanding balance of \$300,000 payable to SRAX, in full satisfaction of the Convertible Debenture, the Debt Purchase and Assumption Agreement, and any related obligations. The settlement terms include 15 monthly cash payments of \$25,000, commencing within five business days of the agreement's effective date. This implies that the final payment will be made by December 2025. Additionally, the Company has issued SRAX 5,000,000 shares of Common Stock, with the combined cash and equity components completing the total settlement package for SRAX.

For JMV Creative Solutions Inc., the Company owed a total of \$25,000 as of September 30, 2024. This amount is structured for repayment in an installment of \$25,000, with the payment due within the first five business days of the subsequent month. The entire amount has been fully repaid as of October 4, 2024. As part of the settlement agreement, the Company has issued 30,000,000 shares of its Common Stock to JMV, fully satisfying the outstanding obligations under the Convertible Debenture and related agreements.

NOTE 8 – SUBSEQUENT EVENTS

Management has evaluated subsequent events pursuant to the requirements of ASC Topic 855, from the Balance Sheet date through the date the Financial Statements were issued on February 18, 2024 and has determined that there weren't any material subsequent events.

