

BCII Enterprises Inc.

Amendment to Quarterly Report for 01/31/2025 originally published through the OTC Disclosure & News Service on [02/21/2025](#)

Explanatory Note:

Missed share conversion shares outstanding adjusted

***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.*



Alternative Reporting Standard: Disclosure Guidelines for the Pink[®] Market

Federal and state securities laws require issuers to provide *current information* to the public markets. With a view to facilitating compliance with these laws, OTC Markets Group has created these Disclosure Guidelines (“Guidelines”)¹ that set forth the disclosure obligations that make up the “Alternative Reporting Standard” for Pink companies. Companies on the Pink Market that do not make disclosure directly to the SEC (via EDGAR), a banking regulator, or a non-U.S. regulatory authority may provide disclosure under our “Alternative Reporting Standard.” We use information provided by companies under these Guidelines to designate the appropriate tier in the Pink Market: Current Information or Limited Information.²

Pink Current Information Tier

To qualify for the Current Information Tier:

1. **Subscribe to the OTC Disclosure & News Service:** To submit an application, visit [Gateway](#) to sign in or create a new account. Allow OTC Markets Group 2-4 weeks to process your application and provide authorized user credentials to OTCIQ.
2. **Publish Initial Disclosure:** Upload the following documents through OTCIQ:

- Annual Report for the most recently completed fiscal year.
- All Quarterly Reports for the Current Fiscal Year.

Annual or Quarterly Reports are composed of:

- **Disclosure Statements:** Disclosure information pursuant to these Guidelines for the applicable period. Available as a fillable form beginning on page 4 of these Guidelines.
- **Financial Statements:** Qualifying Financial Statements in accordance with the Financial Statement Requirements specified in Item 9 of these Guidelines.

Qualifying Financial Statements include:

- Audit Letter, if audited
- Balance Sheet
- Statement of Income
- Statement of Cash Flows
- Statement of Retained Earnings (Statement of Changes in Stockholders’ Equity)
- Notes to Financial Statements

3. **Publish Attorney Letter:** If financial statements are not audited by a PCAOB registered firm, companies must retain U.S. counsel to review their disclosure and provide a letter to OTC Markets Group with respect to adequate current information by providing the following:

- Attorney Letter Agreement: The attorney for the company must submit a signed Attorney Letter Agreement according to the [Attorney Letter Agreement Instructions](#).

¹ These Guidelines have been designed to encompass the “current information” requirements under state and federal securities laws, such as Rules 10b-5 and 15c2-11 of the Securities Exchange Act of 1934 (“Exchange Act”) as well as Rule 144 of the Securities Act of 1933 (“Securities Act”), and state Blue Sky laws. However, these Guidelines have not been reviewed by the U.S. Securities and Exchange Commission or any state securities regulator. These Guidelines do not constitute legal advice, and OTC Markets Group makes no assurance that compliance with our disclosure requirements will satisfy any legal requirements. These Guidelines may be amended from time to time, in the sole and absolute discretion of OTC Markets Group, with or without notice.

² OTC Markets Group may require companies with securities designated as “Caveat Emptor” or other compliance flags to make additional disclosures to qualify for the Pink Current Information tier.

- **Attorney Letter:** After the attorney reviews the company's disclosure, publish the "Attorney Letter With Respect to Current Information" through OTCIQ. Attorney Letters must be in accordance with the [Attorney Letter Guidelines](#).
4. **Verify Profile:** Verify the Company Profile through OTCIQ. This includes the complete list of current officers, directors, and service providers; outstanding shares; a business description; contact information; and the names of all company insiders and beneficial owners of 10% or more of the outstanding units or shares of any class of any equity security of the issuer.
 5. **OTC Markets Group Processing of Reports:** Allow OTC Markets Group to process the posted documents (typically three to five business days) and provide any comments. Companies will only be evaluated for Current Information once all required documentation has been submitted. A new Attorney Letter is required upon amendment of any referenced report.
 6. **Ongoing Requirements:** To qualify for Current Information on an ongoing basis, companies must:
 - Publish reports through OTCIQ on the following schedule:
 - Quarterly Report within **45 days** of the quarter end
 - Annual Report within **90 days** of the fiscal year end
 - Attorney Letter within **120 days** of the fiscal year end if financial statements are unaudited.
 - Maintain a Verified Profile. At least once every six months, review and verify the Company Profile through OTCIQ.
 - Maintain Transfer Agent Verified share data. If your transfer agent participates in the [Transfer Agent Verified Shares Program](#), then your securities must have current share data verified by the transfer agent.
 - Maintain an Active standing in the Company's State of Incorporation.

Pink Limited Information Tier

Companies that do not meet the requirements of the Pink Current Information tier set forth above may still qualify for the Pink Limited Information Tier by meeting the following minimum disclosure requirements.

1. **Annual Financial Statements:** Publish one set of Qualifying Annual Financial Statements which cover the past 2 completed fiscal years, provided the most recently completed fiscal year is within the past 16 months.
2. **Verified Profile:** The Company must verify the Company Profile through OTCIQ, including, but not limited to, a complete list of officers, directors, and service providers; outstanding shares; a business description; contact information; and the name of all company insiders. "Company Insiders" shall include the beneficial owner of 10% or more of the outstanding units or shares of any class of any equity security of the issuer.
3. **Ongoing Requirements:** To qualify for Limited Information on an ongoing basis, companies must:
 - Publish reports on the following schedule:
 - Annual Financial Statements as outlined in Item 9 within 120 days of the fiscal year end. Should a change in FYE occur, no more than 16 months may elapse from the fiscal year end of the prior Annual Financial Statement.
 - Review and Verify the Company's profile information through OTCIQ at least once every 12 months.
 - Maintain Transfer Agent Verified share data. If your transfer agent participates in the [Transfer Agent Verified Shares Program](#), then your securities must have current share data verified by the transfer agent.

Current Reporting of Material Corporate Events

In addition to the disclosure requirements above, all companies on the Pink market are expected to promptly release to the public any news or information regarding corporate events that may be material to the issuer and its securities (including adverse information). Persons with knowledge of such events are considered to be in possession of material nonpublic information and may not buy or sell the issuer's securities until or unless such information is made public. If not included in the issuer's previous public disclosure documents, or if the material events occurs after the publication of such disclosure documents, the issuer shall publicly disclose such events by disseminating a news release **within four (4) business days** following their occurrence and posting such news release through an Integrated Newswire or the OTC Disclosure & News Service.³

Material corporate events may include:

- Changes to the company's shell status. Please refer to our [FAQ on Shell Companies](#)
- Changes in control of issuer
- Departure of directors or principal officers; election of directors; appointment of principal officers
- Entry into or termination of a material definitive agreement or material agreement not made in the ordinary course of business
- Completion of an acquisition or disposition of assets, including but not limited to merger transactions
- Creation of a direct financial obligation or an obligation under an off-balance sheet arrangement of an issuer
- Triggering events that accelerate or increase a direct or contingent financial obligation including any default or acceleration of an obligation or an obligation under an off-balance sheet arrangement
- Costs associated with exit or disposal activities including material write-offs and restructuring; Material impairments
- Unregistered sales of equity securities
- Material modification to rights of security holders
- Changes in issuer's certifying accountant
- Non-reliance on previously issued financial statements or a related audit report or completed interim review
- Change in a company's fiscal year; Amendments to articles of incorporation or bylaws that were not previously disclosed in a proxy statement or other such disclosure statement.
- Amendments to the issuer's code of ethics, or waiver of a provision of the code of ethics
- Any changes to litigation the issuer may be involved in, or any new litigation surrounding the issuer
- Officer, director, or insider transactions in the issuer's securities
- Disclosure of investor relations, marketing, brand awareness, and stock promotion activities which might reasonably be expected to materially affect the market for its securities or otherwise deemed material by the issuer
- A company's bankruptcy or receivership
- Termination or reduction of a business relationship with a customer that constitutes a specified amount of the company's revenues
- Any material limitation, restriction, or prohibition, including the beginning and end of lock-out periods, regarding the company's employee benefits, retirement and stock ownership plan
- Earnings releases
- Other materially different information regarding key financial or operation trends from that set forth in periodic reports
- Other events the issuer determines to be material

³ "Integrated Newswire" shall mean a newswire service that is integrated with the OTC Disclosure & News Service and is included on OTC Markets Group's list of Integrated Newswires, as published on <https://www.otcm Markets.com/corporate-services/ir-tools-services>

BCII Enterprises Inc.

53 Calle Las Palmeras 6th Floor

San Juan, PR 00901

(925) 292-6226

www.BCIIENT.com

info@bcient.com

SIC: 6099

Quarterly Report

For the Period Ending: January 31, 2025

(the "Reporting Period")

Outstanding Shares

The number of shares outstanding of our Common Stock was:

56,896,686 as of January 31, 2025 *(Current Reporting Period Date or More Recent Date)*

43,196,686 as of April 30, 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.

BCII Enterprises, Inc., a Delaware corporation (hereinafter referred to as the “Company” or “BCII”). Former names over the past five years:

1. On November 18, 2016, the Company changed its name from Business.vn, Inc. to Omni Global Technologies, Inc.
2. On November 13, 2017, the Company changed its name from Omni Global Technologies, Inc. to Blockchain Industries, Inc.
3. On October 21, 2019, the Company changed its name from Blockchain Industries, Inc. to BCII Enterprises, Inc.

Current State and Date of Incorporation or Registration: Delaware

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

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

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: BCII

Enterprise, Inc.
53 Calle Las Palmeras, 6th Floor
San Juan, PR 00901

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: EQ Shareowner Services
Phone: 800-937-5449
Email: help@astfinancial.com
Address: 6201 15th Ave
Brooklyn, NY 11219

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:	BCII
Exact title and class of securities outstanding:	Common
Stock CUSIP:	<u>09368L 100</u>
Par or stated value:	<u>\$0.0001</u>
Total shares authorized:	400,000,000 as of date: <u>January 31, 2025</u>
Total shares outstanding:	<u>56,896,686</u> as of date: <u>January 31, 2025</u>
Total number of shareholders of record:	<u>225</u> as of date: <u>January 31, 2025</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.

Trading symbol:	N/A
Exact title and class of securities outstanding:	<u>Series A Convertible Preferred</u>
<u>Stock</u> CUSIP:	None
Par or stated value:	\$0.0001
Total Shares authorized:	1,000,000 as of date: <u>January 31, 2025</u>
Total Shares outstanding:	None as of date: <u>January 31, 2025</u>

Trading symbol:	N/A
Exact title and class of securities outstanding:	<u>Series B Convertible Preferred</u>
<u>Stock</u> CUSIP:	None
Par or stated value:	\$0.0001
Total Shares authorized:	100,000 as of <u>January 31, 2025</u>
Total Shares outstanding:	None as of <u>January 31, 2025</u>

Trading symbol:	N/A
Exact title and class of securities outstanding:	<u>Series C Convertible Preferred</u>
<u>Stock</u> CUSIP:	None
Par or stated value:	\$0.0001
Total Shares authorized:	1,000,000 as of date: <u>January 31, 2025</u>
Total Shares outstanding:	None as of date: <u>January 31, 2025</u>
Trading symbol:	N/A

Exact title and class of securities outstanding:	<u>Series D Convertible Preferred</u>
<u>Stock</u> CUSIP:	None
Par or stated value:	\$0.0001
Total Shares authorized:	500,000 as of date: <u>January 31, 2025</u>
Total Shares outstanding:	225,300 as of date: <u>January 31, 2025</u>
Total number of shareholders of record:	6 as of date: <u>January 31, 2025</u>

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

- (1) As of January 31, 2025, there were no shares of Series A, B or C Convertible Preferred Stock outstanding, nor do any Series of Preferred Stock have any voting, dividend, liquidation or sinking fund rights.

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.

The holders of Common Stock have the right to vote one (1) vote for each share of Common Stock. No dividends have been paid on the shares of Common Stock but if and when dividends are declared on the Common Stock, each share of Common Stock shall be entitled to the same dividend payable for each such share of Common Stock. There are no preemption rights applicable to the Common Stock.

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

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

None

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

None

3) Issuance History

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

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

A. Changes to the Number of Outstanding Shares 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)

Opening Balance Date <u>January 31, 2025</u> Common: <u>51,896,686</u> Series D Convertible Preferred Stock: <u>235,000 Shares</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.
12/4/2024	New Issuance	2,500,000	Common	5	no	Carriage House Capital	Conversion of Series D.	Restricted	4(2)
12/4/2024	New Issuance	2,500,000	Common	5	no	Draper Inc.	Conversion of Series D.	Restricted	4(2)
9/1/2024	New Issuance	2,350,000	Common	4.70	no	Carriage House Capital	Conversion of Series D.	Restricted	4(2)
9/1/2024	New Issuance	235,300	Common	4.70	no	Draper Inc.	Conversion of Series D.	Restricted	4(2)
5/30/2023	New Issuance	4,000,000	Common	200,000	no	Millionways & Ridgemakers	51/49 Joint Product Development Agreement dated 5/30/2023	Restricted	4(2)
8/1/2022	New issuance	125,000	Series D Convertible Preferred	13,125,000	no	NFT Clearing	Share Exchange Agreement dated 12/15/21 (1)(a)	Restricted	4(2)
8/1/2022	New issuance	110,000	Series D Convertible Preferred	11,550,000	no	YourInfo.Com	Share Exchange Agreement Dated 7/17/22 (1)(b)	Restricted	4(2)
8/1/2022	New Issuance	3,197,000	Common Stock	-0-	no	Multiple non-affiliates (2)	Cashless exercise of warrants	Restricted	

Shares Outstanding on Date of This Report: <u>January 31, 2025</u> Ending Balance: Common Stock: <u>56,896,686 Shares</u> Ending Balance: Series D Convertible Preferred: <u>230,300 Shares</u>	
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Example: A company with a fiscal year end of December 31st 2023, in addressing this item for its Annual Report, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2022 through December 31, 2023 pursuant to the tabular format above.

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

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

(1)(a) The Company evaluated the NFT Clearing Share Exchange transaction in accordance with ASC 805 and determined that the transaction was an acquisition of assets rather than a business combination as NFT Clearing has no current inputs or outputs and only possessed in-process R&D on a software platform. The NFT Clearing transaction value of the in-process was determined to be \$13,125,000.

(1)(b) The Company evaluated the YourInfo Share Exchange transaction in accordance with ASC 805 and determined that the transaction was an acquisition of assets rather than a business combination as YourInfo has no current inputs or outputs and only possessed in-process R&D on a software platform. The value of the in-process was determined to be \$11,550,000.

(2) Non-Affiliates:

Mark F. and Debora S. Nelson
Ron Delijani
Marcia A. Whitcomb
Denise Aversano
Francesca Salvani

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)

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

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder. *You must disclose the control person(s) for any entities listed.	Reason for Issuance (e.g. Loan, Services, etc.)
4/30/2022	140,075	140,075	0	On demand	none	Andreas Typaldos Chairman, CEO	Advances for operating expenses
4/30/2022	50,000	50,000	0	On demand	none	JFS Investments Inc. (1)	Advances for operating expenses
7/31/2022	50,000	50,000	0	On demand	none	JFS Investments Inc. (1)	Advances for operating expenses
8/1/2022	411,793	411,793	0	On demand	none	JFS Investments Inc. (1)	Advances for operating expenses

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

(1) The control person of JFS Investments, Inc. is Mr. Joseph Salvani.

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")

On December 15, 2021, BCII Enterprises, Inc. ("BCII") acquired 100% of the capital stock of NFT Clearing, Inc. ("NFT Clearing") pursuant to a Share Exchange Agreement. On July 17, 2022, BCII acquired 100% of the capital stock of YourInfo.com, Inc., pursuant to Share Exchange Agreement. BCII believes that as a result of its acquisitions of NFT Clearing on December 15, 2021, and YourInfo on July 17, 2022, and the commencement on or about August 1, 2022 of actual new business operations of NFT Clearing and YourInfo, BCII's new subsidiaries, supported by the facts that its new operations were funded in connection with: (i) its receipt of advances from an unaffiliated third party of approximately \$520,000 during the period from January 2022 through October of 2022, which advances were used to fund BCII's operations and that of its subsidiaries through payments to hire consultants to provide bona fide services for its new operations; and (ii) its receipt of investments from March 2022 through October 2022 valued over \$500,000 in the form of software technology designed to enable the average person to download all the information that any website gathers on them, BCII ceased being a shell company effective August 1, 2022. As a result of its acquisitions and the funding and technology used to commence actual business operations, BCII Enterprises, Inc., has changed its status from "shell" to "non-shell" on August 1, 2022 and has continued to be a "non-shell" company through the date of the filing of this Quarterly Report for the period ended January 31, 2024.

NFT Clearing is a company focusing on authenticating and facilitating the immediate settlement of NFTs (non-fungible tokens) that trade on various exchanges. Additionally, on or about July 17, 2022, BCII purchased 100% of the capital stock of YourInfo.com Corp. ("YourInfo"). BCII believes that as a result of its acquisition of NFT Clearing on December 15, 2021, and YourInfo on July 17, 2022, it ceased being a shell company and became an operating company on August 1, 2022, evidenced by the facts set forth above.

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

NFT Clearing, Inc. is a 100% owned subsidiary
YourInfo.com Corp. is a 100% owned subsidiary

C. Describe the issuers' principal products or services.

The Company was originally formed on September 15, 1995, as Interactive Processing, Inc., a Nevada corporation, to market high-tech consumer electronics through television home-shopping networks, retail stores, catalog companies and their website remotecocontrols.com. In March 1999, the Company changed its name to Worldtradeshow.com, Inc. In April 1999, the Company acquired intellectual property rights to a database and business plan and significantly changed its business plan to develop tradeshow software and market both physical and virtual tradeshow space through the Company's website. The Company was dormant from October 2008 through May 15, 2016, until it was placed under the control of Robert Stevens, the Receiver, in Nevada's Eighth Judicial District pursuant to Case #A14- 715484-P (the "Case"). On March 23, 2017, the Company entered into a share purchase agreement with JOJ Holdings, Ltd. On June 13, 2017, pursuant to an order by the judge presiding over this Case, the Company emerged from receivership and substantially all liabilities that had been outstanding since 2009 were officially discharged.

On December 15, 2021, the effective date of the acquisition by BCII Enterprises, Inc. ("BCII") of 100% of the capital stock of NFT Clearing, Inc. ("NFT Clearing") pursuant to a Share Exchange Agreement, as described below, and its acquisition of YourInfo.com Corp. ("YourInfo"), both as described below, BCII Enterprises, Inc., has changed its status from "shell" to "non-shell" and has continued to be a "non-shell" company through the date of the filing of its Quarterly Report for the period ended July 31, 2022. NFT Clearing is a company focusing on authenticating and facilitating the immediate settlement of NFTs (non-fungible tokens) that trade on various exchanges. Additionally, on or about July 17, 2022, BCII purchased 100% of the capital stock of YourInfo, BCII believes that as a result of its acquisitions of NFT Clearing on December 15, 2021, and YourInfo on July 17, 2022, it ceased being a shell company and became an operating company, evidenced by the fact that effective on August 1, 2022, it commenced actual operations of NFT Clearing and YourInfo, supported by the facts that during the period from

5) Issuer's Facilities

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.

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

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.

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
Mr. Andreas Typaldos	CEO, Chairman	53 Calle Palmeras, San Juan PR 00901	50,000 (1)	Series D Convertible Preferred Stock	21.3% (2)	
<p>(1) The shares of Series D Convertible Preferred Stock, of which 500,000 shares are authorized and 235,000 shares are outstanding as of January 31, 2024, and the date of the filing of this Quarterly Report, are subject to a 4.99% beneficial ownership limitation, which means that Mr. Andreas Typaldos, the holder of 50,000 shares Series D Convertible Preferred Stock and the other holders (each a “Series D Holder”) cannot convert any shares of Series D Convertible Preferred Stock if, as a result of any such conversion, such Series D Holder would own in excess of 4.99% of the Company’s then outstanding shares of Common Stock (“Beneficial Ownership Limitation”).</p> <p>(2) The percentage is based upon 235,000 shares of Series D Convertible Stock outstanding at January 31, 2024, and the date of filing of this Amended Quarterly Report.</p>						

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);

No

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

No

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

No

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

No

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

No

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

No

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

None

8) Third Party Service Providers

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

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

Securities Counsel (must include Counsel preparing Attorney Letters).

Name: Amy E. Gillen, Esq.
Firm: Singh Law Firm, P.A.
Address 1: 305 Broadway
Address 2: Floor 7
City, State, Zip: New York, NY 10007
Phone: (866) 940-1018
Email: agillen@singhfirm.com

Accountant or Auditor

Name: William Hudgens
Firm: Hudgens CPA, PLLC
Address 1: 120 Blaylock Road
Address 2: Suite 300
City, State, Zip: Houston, TX 77055
Phone: (713) 570-9028
Email: whudgens@hudgenscpas.com

Investor Relations ----- None

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

All other means of Investor Communication: None

Twitter: _____
Discord: _____
LinkedIn: _____
Facebook: _____
[Other]: _____

Other Service Providers -- None

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: William Hudgens
Title: Hudgens CPA, PLLC
Relationship to Issuer: Compensated Consultant

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: William Hudgens
Title: Principal, Hudgens CPA, PLLC
Relationship to Issuer: Compensated Consultant

Describe the qualifications of the person or persons who prepared the financial statements:⁵ In excess of 15 years of professional experience in accounting and auditing experience servicing multiple public and private companies.

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:

⁵ The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS and by persons with sufficient financial skills.

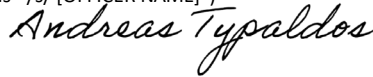
I, Andreas Typaldos certify that:

1. I have reviewed this Disclosure Statement for BCII Enterprises 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.

March 27, 2025 (Date)

/s/: Andreas Typaldos, Chief Executive Officer

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



Principal Financial Officer:

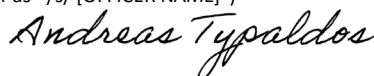
I, Andreas Typaldos certify that:

1. I have reviewed this Disclosure Statement for BCII Enterprises 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.

March 27, 2025 [Date]

/s/: Andreas Typaldos, Chief Financial Officer

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



BCII ENTERPRISES, INC.
FINANCIAL STATEMENTS FOR Quarterly report ending
January 31, 2025

TABLE OF CONTENTS

	<u>Page</u>
FINANCIAL STATEMENTS:	
Consolidated Balance Sheets (Unaudited)	F-3
Consolidated Statements of Operations (Unaudited)	F-45
Consolidated Statements of Changes in Stockholders' Deficit (Unaudited)	F-5
Consolidated Statements of Cash Flows (Unaudited)	F-7
Consolidated Notes to Financial Statements (Unaudited)	

BCII Enterprises Inc.
Balance Sheets
(unaudited)

	<u>January 31, 2025</u>	<u>April 30, 2024</u>
<u>Assets</u>		
<u>Current Assets</u>		
Cash	\$0	\$0
Total Current Assets	\$0	\$0
In-Process Research and Development	\$ 24,928,450	\$ 24,928,450
Total Assets	\$ 24,928,450	\$ 24,928,450
Liabilities and Stockholders' equity (deficit)		
Current Liabilities		
Accounts Payable	\$330,000	\$ 202,000
Due to Related Parties	\$140,075	\$ 140,075
Demand Notes	\$721,793	721,793
Total Current Liabilities	\$1,191,868	\$1,063,868
Total Liabilities	\$1,191,868	\$1,063,868
Stockholders' Equity (deficit)		
Preferred Stock	225	235
Common Stock	56,897	47,197
Additional paid in capital	24,705,425	24,710,425
Accumulated equity (deficit)	(1,025,970)	(893,275)
Total Stockholder's equity (deficit)	23,736,582	23,864,582
Total liabilities and stockholders' equity (deficit)	24,928,450	24,928,450

BCII Enterprises, INC.
CONSOLIDATED STATEMENTS OF OPERATIONS (UNAUDITED)

	For the 3 months ended October 31, 2024		For the 9 months ended July 31, 2024	
	2025	2024	2025	2024
Revenue	\$0	\$0	\$0	\$0
Operating Expenses				
Product acquisition cost	0	0	50,000	50,000
General and Administrative	130,000	97,000	48,000	50,000
Loss from Operations	(138,000)	(147,000)	(40,000)	(72,000)
Net Loss	(138,000)	(147,000)	(40,000)	(72,000)
Loss per common	\$(0.00)	\$(0.00)	\$(0.00)	\$(0.00)
Share – basic & diluted	\$53,563,353	\$46,757,105	52,452,242	47,196,686

BCII ENTERPRISES INC.
CONSOLIDATED STATEMENT OF CHANGES IN SHAREHOLDERS' DEFICIT (UNAUDITED)

	Shares	Series A Preferred Stock Amount	Stock Shares	Common Stock Amount	Additional Paid In capital	Accumulated equity (deficit)	Total stockholders equity (deficit)
Balance April 30, 2023	235	\$235	43,196,686	\$43,197	\$24,514,425	(716,275)	\$23,841,582
Issuance			4,000,000	\$4,000	\$196,000	0	\$24,041,582
Net Loss						(30,000)	
Balance July 31, 2023	235	\$235	47,196,686	\$47,197	\$24,710,425	(788,275)	\$23,969,582
Balance October 31, 2023	235	\$235	47,196,686	\$47,197	\$24,710,425	(823,275)	\$23,964,582
Net Loss						(40,000)	
Balan January 31, 2024	235	\$235	47,196,686	\$47,197	\$24,710,425	(863,275)	\$23,864,582
Net Loss						(30,000)	
Balance April 30, 2024	235	\$235	47,196,686	\$47,197	\$24,710,425	(893,275)	\$23,864,982
Net Loss						(30,000)	
Balance July 31, 2024	235	\$235	47,196,686	\$47,197	\$24,710,425	(923,275)	\$23,834,582
Net Loss						(50,000)	
Balance October 31, 2024	-4.7	230,300	51,896,686	\$51,897	\$24,710,425	(968,570.3)	\$23,789.282
Net Loss						(48,000)	
Balance January 31, 2025	225	225	56,896,686	\$56,897	\$24,705,425	(1,025,970)	\$23,736,582

**BCII ENTERPRISES INC. STATEMENTS OF
CASH FLOWS (UNAUDITED)**

FOR THE 9 MONTHS
ENDED

January 31, 2025

April 30, 2024

Operating Activities

Net Loss

\$ (138,000)

\$(147,000)

**Adjustment
to reconcile
net loss to
net cash
used in
operating
activities:**

Expenses paid on behalf of the company

\$ 0

0

Increase in payables

\$ 138,000

97,000

Issuance of stock

0

50,000

Net Change

\$ 0

0

Net cash used in Operations

\$ 0

0

Cash and Cash Equivalents

Paid at the end of period

\$ 0

0

Supplemental Disclosure of cash flow info.

Cash paid during the year for:

Interest

\$ 0

0

Taxes

\$ 0

0

In process development paid by demand notes

\$ 0

152,450

Shares used for purchase of in-process development

0

24,828,450

Shares issued for exercise of cashless warrants

0

0

BCII ENTERPRISES, INC.

**NOTES TO THE UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS FOR THE 12 MONTHS
ENDED January 31, 2025**

NOTE 1. ORGANIZATION AND DESCRIPTION OF BUSINESS

Unless the context otherwise requires, the terms "we", "our", "us", the "Company" or "BCII" refers to BCII Enterprises Inc. (formerly Blockchain Industries, Inc., which was previously known as Omni Global Technologies, Inc.). The Company was originally formed on September 15, 1995, as Interactive Processing, Inc., a Nevada corporation, to market high-tech consumer electronics through television home-shopping networks, retail stores, catalog companies and their website remotecontrols.com. In March 1999, the Company changed its name to Worldtradeshows.com, Inc. In April 1999, the Company acquired intellectual property rights to a database and business plan and significantly changed its business plan to develop tradeshow software and market both physical and virtual tradeshow space through the Company's website.

The Company was dormant from October 2008 through May 15, 2016, until it was placed under the control of a Receiver in Nevada's Eighth Judicial District pursuant to Case #A14-715484-P. On March 23, 2017, the Company entered into a share purchase agreement with JOJ Holdings Ltd, described below. On June 13, 2017, pursuant to an order by the judge presiding over this Case, the Company emerged from receivership and substantially all liabilities that had been outstanding since 2009 were officially discharged.

On December 15, 2021, BCII completed its acquisition of 100% of the capital stock of NFT Clearing, Inc. and on July 17, 2022, BCII completed its acquisition of 100% of the capital stock of YourInfo.com Corp. ("YourInfo"). BCII believes that as a result of its acquisitions of NFT Clearing on December 15, 2021, and YourInfo on July 17, 2022, and the commencement on or about August 1, 2022 of actual new business operations of NFT Clearing and YourInfo, BCII's new subsidiaries, supported by the facts that its new operations were funded in connection with: (i) its receipt of advances from an unaffiliated third party of approximately \$520,000 during the period from January 2022 through October of 2022, which advances were used to fund BCII's operations and that of its subsidiaries through payments to hire consultants to provide bona fide services for its new operations; and (ii) its receipt of investments from March 2022 through October 2022 valued over \$500,000 in the form of software technology designed to enable the average person to download all the information that any website gathers on them, BCII ceased being a shell company effective August 1, 2022. As a result of its acquisitions and the funding and technology used to commence actual business operations, BCII has changed its status from "shell" to "non-shell" on or about August 1, 2022 and has continued to be a "non-shell" company through the date of the filing of its Annual Report for the period ended April 30, 2024.

BCII has teamed with a regulated NFT exchange to allow the trading of the individual's unique key that advertisers will use to view the aforementioned data. This key will be auctioned off on the regulated NFT exchange. BCII is in the process of overseeing and managing several consultants who are responsible for completing YourInfo's technology so that it can be integrated with the technology from NFTclearing.com. In addition, BCII is in up negotiations to purchase two similar NFT technologies that would use the same technology already developed by YourInfo.com and will have similar marketing characteristics.

Share Purchase Agreement

From the period from May 15, 2016 through March 22, 2017 we were under the control of a court appointed Receiver. During that period Receiver ran the Company and incurred expenses to maintain its status as public company and to locate a potential buyer for the Company. On May 23, 2017, the Company entered into a Share Purchase Agreement ("SPA") with JOJ Holdings (the "Purchaser", LLC maintaining an address at 53 Calle Palmeras, San Juan Puerto Rico. Under the terms of the SPA, the Purchaser agreed to purchase 20,000,000 of our \$0.001 par value common stock; and to assume the liability of a judgement creditor in the amount of \$25,690.41. Additionally, and concurrent with the signing of the SPA by the Company; the Receiver resigned from the Company, and the Purchaser elected Olivia Funk as the sole officer and director of the Company. On November 15, 2017, Patrick Moynihan replaced Ms. Funk as the sole officer and director of the Company. On July 29, 2019, Mr. Andreas Typaldos was appointed as Chief Executive Officer and sole director of the Company, replacing Mr. Moynihan who resigned from all positions with the Company as of such date.

The \$150,000 received at closing was distributed by an escrow agent and was used to cover Receiver expenses incurred during the

receivership period, and other company expenses. All \$150,000 was disbursed prior to April 30, 2017. During the six-month period ended October 31, 2017, the Purchaser has loaned the Company \$28,098 to pay certain professional fees to maintain the company's status as a public company.

Reverse Split and Name Changes

On November 18, 2016, the Company effected a 1 for 150 reverse split and changed its name from Business.vn, Inc., to Omni Global Technologies, Inc., and the Company's trading symbol changed from "BVNI" to "OMGT". Under the guidelines of Staff Accounting Bulletin 4c, a capital structure change such as a stock split that occurs after the date of the most recent balance sheet. In January 2018, the Company's name was changed from Omni Global Technologies, Inc. to Blockchain Industries, Inc. and its trading symbol changed from "OMGT" to "BCII." In connection with the name change from Blockchain Industries, Inc. to BCII Enterprises, Inc. effective in July 2021, the Company's trading symbol continued to be "BCII" must be given retroactive effect in the balance sheet. Accordingly, all references to the numbers of Common Shares and per share data in the accompanying financial statements have been adjusted to reflect this forward split on a retroactive basis, unless indicated otherwise.

Share Exchange Agreements with NFT Clearing, Inc. and YourInfo.com, Corp.

On December 15, 2021, BCII completed its acquisition of 100% of the capital stock of NFT Clearing, Inc. ("NFT Clearing") pursuant to a Share Exchange Agreement. NFT Clearing is a company focusing on authenticating and facilitating the immediate settlement of NFTs (non-fungible tokens) that trade on various exchanges. Additionally, on or about July 17, 2022, BCII purchased 100% of the capital stock of YourInfo.com Corp. ("YourInfo"). BCII believes that as a result of its acquisitions of NFT Clearing on December 15, 2021, and YourInfo on July 17, 2022, it ceased being a shell company effective August 1, 2022 and became an operating company, evidenced by the facts that during the period from January 2022 through October 2022, an unaffiliated third party advanced approximately \$520,000 to fund BCII's operations and that of its subsidiaries, including hiring consultants to provide bona fide services and since March 2022 and significant investments of over \$500,000 were made in software technology designed to enable the average person to download all the information that any website gathers on them.

Going Concern

The accompanying financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America ("GAAP"), assuming the Company will continue as a going concern, which contemplates the realization of assets and satisfaction of liabilities in the normal course of business. For the period ended January 31, 2025, the Company had a net loss of approximately \$48,000. As of January 31, 2025, the Company had an accumulated deficit of approximately \$1,025,970 and a working capital deficit of approximately \$1,191,968. These factors raise substantial doubt about the Company's ability to continue as a going concern, within one year from the issuance date of the financial statements. Management plans to raise equity capital and/or additional debt financing to fund the Company's long-term operating requirements. The Company's ability to continue as a going concern is dependent on its ability to raise the required additional capital or debt financing to meet short and long-term operating requirements. The Company may also encounter business endeavors that require significant cash commitments or unanticipated problems or expenses that could result in a requirement for additional cash. Additional financing may not be available upon acceptable terms, or at all. If adequate funds are not available or are not available on acceptable terms, the Company may not be able to take advantage of prospective business endeavors or opportunities, which could significantly and materially restrict our operations. The Company continues to pursue external financing alternatives to improve its working capital position. If the Company is unable to obtain the necessary capital, the Company may have to cease operations.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The accompanying financial statements are presented in conformity with GAAP.

Use of Estimates

Preparing financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial

statement and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Basic and Diluted Earnings/Loss per Common Share

Basic and diluted earnings or loss per share ("EPS") amounts in the financial statements are computed in accordance with ASC 260 – 10 "Earnings per Share", which establishes the requirements for presenting EPS. Basic EPS is based on the weighted average number of shares of common stock outstanding. Diluted EPS is based on the weighted average number of shares of common stock outstanding and dilutive common stock equivalents. Basic EPS is computed by dividing net income or loss available to common stockholders (numerator) by the weighted average number of shares of common stock outstanding (denominator) during the period. Potentially dilutive securities are excluded from the calculation of diluted loss per share if their effect would be anti-dilutive. For periods in which the Company reports net losses, diluted net loss per share is the same as basic net loss per share because potentially dilutive common shares are not assumed to have been issued if their effect is anti-dilutive. As of April 30, 2023 and 2022, the Company did not have any dilutive securities and other contracts that could, potentially, be exercised or converted into common stock and then share in the earnings of the Company. As a result, diluted loss per share is the same as basic loss per share for the periods presented.

Fair Value Measurements

ASC Topic 820, "Fair Value Measurement", requires that certain financial instruments be recognized at their fair values at the balance sheet dates. However, other financial instruments, such as debt obligations, are not required to be recognized at their fair values, but GAAP provides an option to elect fair value accounting for these instruments. GAAP requires the disclosure of the fair values of all financial instruments, regardless of whether they are recognized at their fair values or carrying amounts in the balance sheets. For financial instruments recognized at fair value, GAAP requires the disclosure of their fair values by type of instrument, along with other information, including changes in the fair values of certain financial instruments recognized in income or other comprehensive income. For financial instruments not recognized at fair value, the disclosure of their fair values is provided below under "Financial Instruments."

Nonfinancial assets, such as property, plant and equipment, and nonfinancial liabilities are recognized at their carrying amounts in the Company's balance sheets. GAAP does not permit nonfinancial assets and liabilities to be remeasured at their fair values. However, GAAP requires the remeasurement of such assets and liabilities to their fair values upon the occurrence of certain events, such as the impairment of property, plant and equipment. In addition, if such an event occurs, GAAP requires the disclosure of the fair value of the asset liability along with other information, including the gain or loss recognized in income in the period the remeasurement occurred.

Fair value is 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. The Company applies the following fair value hierarchy, which prioritizes the inputs used to measure fair value into three levels and bases the categorization within the hierarchy upon the lowest level of input that is available and significant to the fair value measurement:

- Level 1 inputs: Based on unadjusted quoted prices in active markets for identical assets or liabilities.
- Level 2 inputs: Based on observable inputs other than Level 1 prices such as quoted prices for similar assets or liabilities; quoted prices in markets with insufficient volume or infrequent transactions (less active markets); or model-derived valuations in which all significant inputs are observable or can be derived principally from or corroborated by observable market data for substantially the full term of the assets or liabilities.
- Level 3 inputs: Based on unobservable inputs to the valuation methodology that are significant to the measurement of fair value of assets liabilities, and typically reflect management's estimates of assumptions that market participants would use in pricing the asset or liability.

The Company did not have any Level 1, Level 2 or Level 3 assets and liabilities as of January 31, 2025.

Financial Instruments

The Company's financial instruments include cash, payables, and debt and are accounted for under the provisions of ASC Topic 825, "Financial Instruments". The carrying amount of these financial instruments as reflected in the balance sheets approximates fair value.

Cash and Cash Equivalents

For the purpose of the statements of cash flows, the Company considers all highly liquid instruments purchased with a maturity of three months or less to be cash equivalents. There were no cash equivalents at October 31, 2024, and October 31, 2023.

Commitments and Contingencies

Certain conditions may exist as of the date the consolidated financial statements are issued, which may result in a loss to the Company but which will only be resolved when one or more future events occur or fail to occur. The Company's management and its legal counsel assess such contingent liabilities, and such assessment inherently involves an exercise of judgment. In assessing loss contingencies related to legal proceedings that are pending against the Company or unasserted claims that may result in such proceedings, the Company's legal counsel evaluates the perceived merits of any legal proceedings or unasserted claims as well as the perceived merits of the amount of relief sought or expected to be sought therein.

If the assessment of a contingency indicates that it is probable that a material loss has been incurred and the amount of the liability can be estimated, then the estimated liability would be accrued in the Company's consolidated financial statements. If the assessment indicates that a potentially material loss contingency is not probable, but is reasonably possible, or is probable but cannot be estimated, then the nature of the contingent liability, together with an estimate of the range of possible loss if determinable and material, would be disclosed.

Loss contingencies considered remote are generally not disclosed unless they involve guarantees, in which case the nature of the guarantee would be disclosed.

Stock-based Compensation

The Company measures compensation expense for all stock-based payment awards, including stock options and restricted stock units granted to employees, directors, and nonemployees, based on the estimated fair value of the awards on the date of grant. The compensation expense is adjusted based on actual forfeitures as necessary.

Income Taxes

The Company records income taxes under the asset and liability method, whereby deferred tax assets and liabilities are recognized based on the future tax consequences attributable to temporary differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases, and attributable to operating loss and tax credit carryforwards. The carrying amounts of deferred tax assets are reduced by a valuation allowance if, based on available evidence, it is more likely than not that such assets will not be realized. Accordingly, the need to establish valuation allowances for deferred tax assets is assessed periodically based on the more-likely-than-not recognition threshold. This assessment considers, among other matters, the nature, frequency, and severity of current and cumulative losses, the duration of statutory carryforward periods, and tax planning alternatives. The Company assesses the likelihood that uncertain tax positions will be accepted by the applicable taxing authority based on the technical merits of the position. Tax positions meeting the more-likely-than-not recognition threshold are measured and recognized in the financial statements at the largest amount of benefit that has a greater than 50% likelihood of being realized upon measurement of a tax position taken in a prior annual period, including interest and penalties, and are recognized during the period in which the change occurs. This evaluation is required to be performed for all open tax years, as defined by the various statutes of limitations, for federal and state purposes. No uncertain tax position has been identified in 2022 and 2021. There were no unrecognized tax benefits and no amounts accrued for interest and penalties as of October 31, 2024, and October 31, 2023.

Risks and Uncertainties

On January 30, 2020, the World Health Organization (“WHO”) announced a global health emergency because of a new strain of coronavirus (the “COVID-19 outbreak”). In March 2020, the WHO classified the COVID-19 outbreak as a pandemic, based on the rapid increase in exposure globally. The full impact of the COVID-19 outbreak continues to evolve. The impact of the COVID-19 outbreak on the Company’s financial position will depend on future developments, including the duration and spread of the outbreak and related advisories and restrictions. These developments and the impact of the COVID-19 outbreak on the financial markets and the overall economy are highly uncertain and cannot be predicted. If the financial markets and/or the overall economy are impacted for an extended period, the Company’s financial position may be materially adversely affected.

NOTE 3 – RELATED PARTY TRANSACTIONS

The management and shareholders of the Company have advanced total proceeds of \$861,368 as of January 31, 2025, and \$861,368 as of January 31, 2024, respectively, to cover operating expenses of the Company. The funds were paid directly to the service providers on behalf of the Company, are non-interest bearing and are due on demand.

NOTE 4 – DEMAND NOTES PAYABLE

During fiscal year ended April 30, 2024, JFS Investments has loaned the Company \$596,793 to cover operating expenses. The advances are evidenced by non-interest-bearing notes and are due on demand.

During the 9 months ended January 31, 2025 there have been no further advances for the company.

NOTE 5 – SUBSEQUENT EVENTS

Management evaluated subsequent events through the date of these financials and determined that there were no events that would require additional disclosure.