

Vitalibis, Inc

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Quarterly Report

For the period ending Mar 31 2025
(the "Reporting Period")

Outstanding Shares

The number of shares outstanding of our Common Stock was:394,566,277

394,566,277 as of Mar 31 2025

495,865,425 as of DEC 31 2023

Shell Status

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

Yes: ☒ No: ☐

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

Yes: ☐ No: ☒

Change in Control

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

Yes: ☐ No: ☒

⁴ "Change in Control" shall mean any events resulting in:

(i) Any "person" (as such term is used in Sections 13(d) and 14(d) of the Exchange Act) becoming the "beneficial owner" (as defined in Rule 13d-3 of the Exchange Act), directly or indirectly, of securities of the Company representing fifty percent (50%) or more of the total voting power represented by the Company's then outstanding voting securities;

(ii) The consummation of the sale or disposition by the Company of all or substantially all of the Company's assets;

(iii) A change in the composition of the Board occurring within a two (2)-year period, as a result of which fewer than a majority of the directors are directors immediately prior to such change; or

(iv) The consummation of a merger or consolidation of the Company with any other corporation, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or its parent) at least fifty percent (50%) of the total voting power represented by the voting securities of the Company or such surviving entity or its parent outstanding immediately after such merger or consolidation.

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

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

Crowd 4 Seeds Inc from 2014 April to April 2017
Sheng Ying Entertainment Corp From 2017/April to February 2018
The name of issuer is Vitalibis, Inc from February 2018 - Present.

The issuer was incorporated on April 11 2014
The issuer is incorporated in the State of Nevada in good standing and **“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:

N/A

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

N/A

Address of the issuer's principal executive office:

Vitalibis, Inc
732 S 6TH ST, STE R Las Vegas, NV 89101
(registered agent address)

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:

Petitioner applied for custodianship of vitalibis, inc. [“corporation”] on April 9, 2024, and was appointed custodian on May 16, 2024. (the “Custodian”) has the authority to take any actions on behalf of the Company, that are reasonable, prudent or for the benefit of pursuant to, including, but not limited to, issuing shares of stock and issuing new classes of stock, as well as entering in contracts on behalf of the Company. In addition, the Custodian, pursuant to the Order, is required to meet the requirements under the Nevada charter.

On June 15, 2020, Vitalibis, Inc. (the “Company”) filed a voluntary petition (the “Bankruptcy Petition”) for reorganization under Chapter 11 of the U.S. Bankruptcy Code (the “Bankruptcy Code”) in the U.S. Bankruptcy Court for the District of Nevada (the “Court”).

On September 1, 2021, the U.S. Bankruptcy Court, without objection, dismissed the Company's Petition for Ch. 11 relief and the case was closed.

2) Security Information

Transfer Agent

Name: Vstock Transfer
Phone: 212-828-8436
Email: corporateactions@vstocktransfer.com
Address: 18 Lafayette Pl, Woodmere, NY 11598, United States

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>VCBD</u>	
Exact title and class of securities outstanding:	<u>Common Stock</u>	
CUSIP:	<u>92849U105</u>	
Par or stated value:	<u>0.001</u>	
Total shares authorized:	<u>2,000,000,000</u>	<u>as of date: Mar 31 2025</u>
Total shares outstanding:	<u>394,566,277</u>	<u>as of date: Mar 31 2025</u>
Total number of shareholders of record:	<u>135</u>	<u>as of date: Mar 31 2025</u>

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

N/A

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

Exact title and class of the security:	<u>Series A</u>	
Par or stated value:	<u>0.001</u>	
Total shares authorized:	<u>200,00,000</u>	<u>as of date: Mar 31 2025</u>
Total shares outstanding:	<u>0</u>	<u>as of date: Mar 31 2025</u>
Total number of shareholders of record:	<u>0</u>	<u>as of date: Mar 31 2025</u>

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

Exact title and class of the security:	<u>Series B</u>	
Par or stated value:	<u>0.001</u>	
Total shares authorized:	<u>1,000,000</u>	<u>as of date: Mar 31 2025</u>
Total shares outstanding:	<u>0</u>	<u>as of date: Mar 31 2025</u>
Total number of shareholders of record:	<u>0</u>	<u>as of date: Mar 31 2025</u>

Exact title and class of the security:	<u>Series A 2024</u>	
Par or stated value:	<u>0.001</u>	
Total shares authorized:	<u>10</u>	<u>as of date: Mar 31 2025</u>
Total shares outstanding:	<u>10</u>	<u>as of date: Mar 31 2025</u>
Total number of shareholders of record:	<u>1</u>	<u>as of date: Mar 31 2025</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.**

Each common share has one vote, there are no dividends or preemption rights

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

Series A Preferred Stock". Each one (1) share of Series A Preferred Stock will have voting rights equal to 250 votes and is fully entitled to vote generally with the shares of common stock on all matters. The total aggregate number of votes represented by the 1,000,000 shares of Series A Preferred Stock is 250,000,000 votes

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

Series B Preferred Stock"

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.

N/A

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 Opening Balance: Date <u>Mar 31 2025</u> Common: <u>394,566,277</u> Preferred: <u>0.00</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.
14/JAN/ 2025	New Issuance	150,000,000	Common Stock	0.001	No	FINCARD Corp Premashanth Kumalarasan	custodian Service	Restricted	None

14/JAN/ 2025	New Issuance	10	Series A Preferred 2024	0.001	no	FINCARD Corp Premashanth Kumalarasan	custodian Service	Restricted	None
23/Mar/ 2025	Cancel	7,500,000	Common Stock	0.001	No	B.L.U.E. STONE LTD	Court Order	Restricted	None
23/Mar/ 2025	Cancel	26,300,000	Common Stock	0.001	No	Kevin Lucier	Court Order	Restricted	None
23/Mar/ 2025	Cancel	499,148	Common Stock	0.001	No	PROMETHEUS CAPITAL FINANCE LTD	Court Order	Restricted	None
23/Mar/ 2025	Cancel	33,500,00 & 1,000,000	Common Stock & Preferred (A/B)	0.001	No	Steven Raack	Court Order	Restricted	None
23/Mar/ 2025	Cancel	33,500,00 & 1,000,000	Common Stock & Preferred (A/B)	0.001	NO	Thomas Raack	Court Order	Restricted	None
Shares Outstanding on Date of This Report:Ending Balance:									
Date Mar <u>31 2025</u>									
Common: <u>394,566,277</u>									
Preferred: <u>0.00</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	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")

No Operations

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

None

C. Describe the issuers' principal products or services.

The Company has no products or services

5) Issuer's Facilities

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

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

The company does not have facilities.

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)
FINCARD CORP (Premashanth Kumalarasan)	President, CEO, Treasurer, Secretary, Director	Toronto, Canada	150,000,000	Common Stock	30.25%

FINCARD CORP (Premashanth Kumalarasan)	President, CEO, Treasurer, Secretary, Director	Toronto, Canada	10	Series 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);

N/A

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;

N/A

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;

N/A

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

N/A

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.

N/A

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.

N/A

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.

Petitioner applied for custodianship of vitalibis, inc. ["corporation"] on April 9, 2024, and was appointed custodian on May 16,2024.

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: N/A
Address 1:
Address 2:
Phone:
Email:

Accountant or Auditor

Name: CALLAHAN STEVEN PATRICK CPA
Firm:
Address 1:
Address 2: HAZLET NJ
Phone:
Email: Callahancpas@gmail.com

Investor Relations

Name: N/A
Firm:
Address 1:
Address 2:
Phone:
Email:

All other means of Investor Communication:

X (Twitter):
Discord:
LinkedIn
Facebook:
[Other]

Other Service Providers

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

Name: N/A
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: Premashanth Kumalarsan

Title: CEO

Relationship to Issuer: Affiliate

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: CALLAHAN STEVEN PATRICK

Title: Third Party Consultant

Relationship to Issuer: None

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

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, Premashanth Kumalarasan certify that:

1. I have reviewed this Disclosure Statement for Vitalibis, 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.

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.

29/APR//2025

Premashanth Kumalarsan [CEO's Signature]

Principal Financial Officer:

I, Premashanth Kumalarsan certify that:

1. I have reviewed this Disclosure Statement for Vitalibis, 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.

29/APR//2025

Premashanth Kumalarsan [CFO's Signature]

VITALAIBIS, INC
FINANCIAL STATEMENTS
(UNAUDITED)

For the Three Months Ended March 31, 2025

VITALIBIS, INC

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Vitalibis, Inc
Balance Sheet
March 31, 2025

Assets

Total assets	\$ -
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Liabilities and Stockholders' Equity

Current liabilities:

Accounts payable	\$ 498
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Common stock, \$.0001 Par value, 2,000,000,000 shares authorized, 394,566,277 issued and outstanding as of March 31, 2025	39,457
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Series A Preferred stock, \$.0001 Par value, 10 shares authorized, 10 shares issued and outstanding as of March 31, 2025	0.001
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Additional paid in capital	5,698
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Accumulated deficit	(45,653)
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Stockholder equity	(498)
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Total liabilities and stockholders' equity	\$ -
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See notes to the financial statements

Vitalibis, Inc
Statements of Operations
For the Period Ended March 31, 2025

Revenue	\$ -
Operating expense	
Transfer agent fees	6,096
State license fees	4,100
OTC filing fees	<u>11,000</u>
Total operating expenses	21,196
Net loss	<u>\$ (21,196)</u>

See notes to the financial statements

Vitalibis, Inc
Statement of Changes Stockholders' Equity
For the Period Ended March 31, 2025

	Common Stock		Series A Preferred Stock		Additional	Accumulated	Total Equity
	Shares	Amount	Shares	Amount	Paid in Capital	Deficit	
Balances, December 31, 2024	244,566,277	\$ 24,457	-	\$ -	\$ -	\$ (24,457)	\$ -
Issuance of common stock	150,000,000	15,000	-	-		-	15,000
Issuance of Series A preferred stock	-	-	10	0.001		-	0
Contributions	-	-	-	-	5,698	-	5,698
Net Loss	-	-	-	-	-	(21,196)	(21,196)
Balances, March 31, 2025	394,566,277	\$ 39,457	10	\$ 0.00	\$ 5,698	\$ (45,653)	\$ (498)

See notes to the financial statements

Vitalibis, Inc
Statements of Cash Flows
For the Period Ended March 31, 2025

Cash flows from operating activities:

Net loss	\$	(21,196)
Adjustments to reconcile net loss to net		
Accounts payable		498
Net cash used in operating activities		<u>(20,698)</u>

Cash flows from investing activities:

Net cash used in investing activities		<u>-</u>
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Cash flows from financing activities:

Additional paid in capital		5,698
Proceeds from issuance of common stock		15,000
Net cash provided by financing activities		<u>20,698</u>

Net change in cash and cash equivalents		-
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Cash and cash equivalents - beginning		<u>-</u>
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Cash and cash equivalents - ending	\$	<u><u>-</u></u>
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See notes to the financial statements

1. ORGANIZATION, BUSINESS ACTIVITIES

Organization and Business Activities

Vitalibis, Inc (the “Company” or “Vitalibis”) was incorporated on April 11, 2014 under the laws of the State of Nevada. Vitalibis is a socially conscious wellness brand focused on people, products and the planet. Vitalibis is a technology based platform that delivers premium, full spectrum phyto-cannabinoid rich hemp oil products, along with safe personal care and nutritional products. Our Ambassador program combines social selling, ecommerce and affiliate marketing into one - empowering our people and social mission powered ecosystem.

The Company had abandoned its business and failed to take steps to dissolve, liquidate and distribute its assets. It also failed to meet the required reporting requirements with the Nevada Secretary of State, hold an annual meeting of stockholders and pay its annual franchise tax. The petitioner applied for custodianship of Vitalibis, inc. on April 9, 2024, and was appointed the custodian on May 16, 2024. The custodian has the authority to take any actions on behalf of the Company, that are reasonable, prudent or for the benefit of pursuant to, including, but not limited to, issuing shares of stock and issuing new classes of stock, as well as entering in contracts on behalf of the Company. In addition, the Custodian, pursuant to the order, is required to meet the requirements under the Nevada charter.

On December 12 2024, the Court Custodian, Premashanth Kumalarasan requested the court to requiring proofs of claim Pursuant to NRS 78.675. On January 14, 2025, the Court Custodian, Premashanth Kumalarasan, authorized the issuance of 150,000,000 shares of common stock to Fincard Corp, which is under the control of the current CEO, Secretary, and Director. Additionally, a Special Series A Preferred (10) shares were issued to Fincard Corp, which can be converted into 200,000,000 shares of common stock for each share, granting 200 million votes per share.

On January 30, 2025, Custodian Premashanth Kumalarasan requested the court to prevent any unasserted claims. Then, on February 7, 2025, he sought to end his custodianship and to cancel 101,299,148 shares of common stock along with 2,000,000 shares of preferred stock. The court granted both requests on March 11, 2025.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The Company’s financial statements for the period ended March 31, 2025, have been prepared in conformity with accounting principles generally accepted in the United States of America (“U.S. GAAP”). Any reference in these notes to applicable guidance, is meant to refer to the authoritative U.S. GAAP as found in the Accounting Standards Codification (“ASC”) and Accounting Standards Update (“ASU”) of the Financial Accounting Standards Board (“FASB”).

Estimates and Assumptions

The preparation of financial statements in conformity with U.S. 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 statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from the estimates. The significant estimates include management’s conclusions on accounts receivable reserves, the value of the right-of-use assets and the useful lives of long-lived assets.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Fair Value of Financial Instruments

The accounting guidance defines fair value, establishes a consistent framework for measuring fair value, and expands disclosure for each major asset and liability category measured at fair value on either a recurring or nonrecurring basis. Fair value is defined as an exit price representing the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants. As such, fair value is a market-based measurement that should be determined based on assumptions that market participants would use in pricing an asset or liability. As a basis for considering such assumptions, the accounting guidance establishes a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value as follows:

Level 1 Observable inputs, such as quoted prices in active markets.

Level 2 Inputs, other than the quoted prices in active markets that are observable either directly or indirectly.

Level 3 Unobservable inputs in which there is little or no market data, which require the reporting entity to develop its own assumptions which reflect those that a market participant would use.

Financial assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement. The Company's assessment of the significance of a particular input to the fair value measurement requires judgment and may affect the valuation of fair value assets and liabilities and their placement within the fair value hierarchy levels.

In determining the fair value of its financial instruments, the Company considers the source of observable market data inputs, liquidity of the instrument, the credit risk of the counterparty to the contract, and its risk of nonperformance. In the case fair value is not observable, for the items subject to fair value measurements, the Company applies valuation techniques deemed the most appropriate under the U.S. GAAP guidance based on the nature of the assets and liabilities being measured.

Cash and Cash Equivalents

Cash and Cash equivalents include all highly liquid investments with an original maturity of three months or less when purchased. There were no cash or cash equivalents for the period ended March 31, 2025

Income Taxes

The Company accounts for income taxes in accordance with FASB ASC Topic 740-10, *Accounting for Uncertainty in Income Taxes*. Management has evaluated the tax positions taken and has determined that as of December 31, 2024, there are no uncertain tax positions taken or expected to be taken that would require recognition of a liability or disclosure in the financial statements. The Company recognizes accrued interest and penalties associated with uncertain tax provisions, if any, in other expenses. There were no income tax related interest and penalties recorded for the period ended March 31, 2025

Recent Accounting Pronouncements

In November 2023, the FASB issued ASU 2023-07, Segment Reporting—Improvements to Reportable Segment Disclosures. This amendment is intended to improve disclosures about a public entity's reportable segments and addresses requests from investors and other decision makers for additional, more detailed information about a reportable segment's expenses. The amendment applies to all public entities that are required to report segment information in accordance with Topic 280. The amendments are to be applied retrospectively to all periods presented and segment expense categories should be based on the categories identified at adoption. The Company adopted ASU 2023-07 effective December 31, 2022. Adoption of ASU 2023-07 did not have a material impact on the Company's financial statements. See Note 7.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Recent Accounting Pronouncements (Continued)

In December 2023, the FASB issued ASU No. 2023-09, Income Taxes (Topic 740): Improvements to Income Tax Disclosures. ASU 2023-09 requires enhanced income tax disclosures primarily related to the rate reconciliation and income taxes paid information to provide more transparency by requiring (i) consistent categories and greater disaggregation of information in the rate reconciliation table and (ii) income taxes paid, net of refunds, to be disaggregated by jurisdiction based on an established threshold. The amendments in this standard will be effective for the Company on January 1, 2025. The Company is currently evaluating the impact the amendments will on the financial statements and related disclosures.

In November 2024, the FASB issued 2024-03, Income Statement - Reporting Comprehensive Income - Expense Disaggregation Disclosures (Subtopic 220-40). The amendments improve the disclosures about a public business entity's expenses and address requests from investors for more detailed information about the types of expenses (including purchases of inventory, employee compensation, depreciation, amortization, and depletion) in commonly presented expense captions (such as cost of sales and research and development). The amendments are effective for annual reporting periods beginning after December 15, 2026, and interim reporting periods beginning after December 15, 2027. We are currently evaluating the impact these changes may have on our financial statements.

4. LIQUIDITY AND GOING CONCERN

The accompanying financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. Accordingly, the financial statements do not include any adjustments relating to the recoverability of assets and classification of liabilities that might be necessary should the Company be unable to continue as a going concern. However, for the reasons described below, Company management does not believe that cash on hand and cash flows generated internally by the Company will be adequate to fund its limited overhead and other cash requirements over the next twelve months. These reasons raise substantial doubt about the Company's ability to continue as a going concern within one year after the date that the financial statements are issued.

The Company will engage in limited activities without incurring significant liabilities that must be satisfied in cash until a source of funding is secured. The Company will offer noncash consideration and seek equity lines as a means of financing its operations. If the Company is unable to obtain revenue-producing contracts or financing or if the revenue or financing it does obtain is insufficient to cover any operating losses it may incur, it may substantially curtail or terminate its operations or seek other business opportunities through strategic alliances, acquisitions or other arrangements that may dilute the interests of existing stockholders.

5. COMMON STOCK

The Company has a total of 2,000,000,000 shares of common stock, \$0.0001 par value, authorized. As of March 31, 2025, a total of 394,566,277 shares were issued and outstanding. The holders of common stock are entitled to one vote for each share of common stock held. The shares of common stock are not mandatorily redeemable. The holders of shares of common stock are entitled to receive dividends whenever funds are legally available and when declared by the Board of Directors, any dividends shall be distributed pro rata among the holders of shares in proportion to the number of shares held by them. No dividends have been declared by the Board of Directors during the period ended March 31, 2025.

6. PREFERRED STOCK

The Company has 10 Preferred shares authorized; par value \$0.0001 of which a total of 10 shares are designated as Convertible Preferred Series A Stock. One share of Convertible Preferred Series A Stock is convertible into 200,000,000 shares of common stock at the option of the holder. The Convertible Preferred Series A stockholders are entitled to 200,000,000 votes per one share held. The stockholders of the Convertible Preferred Series A Stock are not entitled to dividends.

7. SEGMENT REPORTING

The Company determined its reporting units in accordance with ASC 280, *Segment Reporting*. Reportable operating segments are determined based on the management approach, as defined by ASC 280, is based on the way that the chief operating decision-maker organizes segments within the Company for making operating decisions, assessing performance, and allocating resources. Reportable segments are based on products and services, geography, legal structure, management structure, or any other manner in which management disaggregates the Company.

Management determined the Company's operations constitute a single reportable segment in accordance with ASC 280: product development. The Company derives all of its losses from product development, which for the period ended March 31, 2025, was dormant. The Company's chief operating decision maker (CODM) is its Chief Executive Officer. The CODM assess performance and makes operating decisions about allocating resources based on the net loss on the Statements of Operations.

8. COMMITMENTS & CONTINGENCIES

Legal

From time to time, the Company may be involved in various litigation matters and disputes arising in the ordinary course of business. The Company reviews its lawsuits, regulatory investigations and other legal proceedings on an ongoing basis. The Company records liabilities for contingencies, including legal costs, when it is probable that a liability has been incurred before the balance sheet date and the amount can be reasonably estimated.

Various legislative and executive bodies in the United States and in other countries may, in the future, adopt laws, regulations or guidance, or take other actions that could severely impact the permissibility of digital assets generally and the technology behind them or the means of transacting in or transferring them. It is difficult to predict how or whether regulatory agencies may apply existing or new regulation with respect to this technology and its applications.

5. SUBSEQUENT EVENTS

The Company has evaluated subsequent events through April 29, 2025, the date on which these financial statements were available for issuance. Based on this evaluation, the Company concluded that there was no subsequent event that would require disclosure to or adjustment to the financial statements.
