

## **Skywealth Group Inc**

2/F Connaught Harbourfront House  
No. 35-36 Connaught Road West  
Hong Kong, China 0000

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+85293088120  
timothylam@outlook.com

# Quarterly Report

For the period ending March 31, 2025 (the "Reporting Period")

### **Outstanding Shares**

The number of shares outstanding of our Common Stock was:

225,000 as of March 31, 2025 (Current Reporting Period Date or More Recent Date)

225,000 as of September 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 Control<sup>4</sup> of the company has occurred during this reporting period:

Yes:  No:

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<sup>4</sup> "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.

The Company was incorporated in the State of Florida on April 07, 1980, under the name "Mr. Roller Boogie's Inc."

<b>Name of Issuer (and its predecessors)</b>	<b>Date of Name Change</b>
Skywealth Group Inc. herein referred to as "SKWG" or the "Company"	February 1, 2021
TIE Technologies, Inc.	August 12, 2019
Humanatare Distribution Corp	August 13, 2012
TIE Technologies, Inc.	September 29, 2011
Smart Environmental Systems, Inc.	August 12, 2011
TIE TECHNOLOGIES, INC.	February 20, 2002
Global Wide Web, Inc.	February 12, 2001
TIE Technologies, Inc.	October 9, 2000
Keyclub.net, Inc	May 17, 1999

Current State and Date of Incorporation or Registration: Florida, April 7, 2980

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

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

During the past five years, there have been no mergers, reorganizations, or changes in jurisdiction of incorporation. The Company was known as Reunite Investments, Inc. until the official name change to Torque Lifestyle Brands, Inc. on July 27, 2020.

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:

2/F Connaught Harbourfront House  
No. 35-36 Connaught Road West  
Hong Kong 00000

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:

N/A

## 2) Security Information

### **Transfer Agent**

Name: Signature Stock Transfer, LLC  
Phone: +1 (972) 612-4120  
Email: jason@signaturestocktransfer.com  
Address: 14673 Midway Road, Suite 220  
Addison, TX 75001 10016

### **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>SKWG</u>
Exact title and class of securities outstanding:	<u>Common</u>
CUSIP:	<u>886501024</u>
Par or stated value:	<u>\$0.248</u>
Total shares authorized:	<u>300,000,000</u> as of date: <u>March 31, 2025</u>
Total shares outstanding:	<u>225,000</u> as of date: <u>March 31, 2025</u>
Total number of shareholders of record:	<u>299</u> as of date: <u>March 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:**

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

Exact title and class of the security:	<u>Series A Preferred Stock</u>
Par or stated value:	<u>\$0.001</u>
Total shares authorized:	<u>10,000,000</u> as of date: <u>March 31, 2025</u>
Total shares outstanding:	<u>10,000,000</u> as of date: <u>March 31, 2025</u>
Total number of shareholders of record:	<u>1</u> as of date: <u>March 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.**

None

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

The Special 2021 Series A Preferred has 60% voting rights over all classes of stock and is convertible into 1,000,000,000 shares of the Company's common stock.

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)

Shares Outstanding <u>Opening Balance</u> : Date <u>9/30/2022</u> Common: <u>225,000</u> Preferred: <u>10,000,000</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.
Shares Outstanding on Date of This Report: <u>Ending Balance</u> : Date <u>March 31, 2025</u> Common: <u>225,000</u> Preferred: <u>10,000,000</u>									

**Example:** A company with a fiscal year end of December 31<sup>st</sup> 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 <sup>5</sup>	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g., Loan, Services, etc.)
<b>Total Outstanding Balance:</b>				<b>Total Shares:</b>				

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](http://www.OTCMarkets.com).

A. Summarize the issuer’s business operations (If the issuer does not have current operations, state “no operations”)

Skywealth Group, Inc. is a holding company and its operations are conducted through its subsidiary Charming Limited. Charming Limited is a consulting company.

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

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

Subsidiary Name	Domicile	Address	Officer/Director	% Owned	Owned By
Charming Limited	BVI	2/F Connaught Harbourfront House No. 35- 36 Connaught Road West Hong Kong	Terence Ho	100	Skywealth Group, Inc

C. Describe the issuers' principal products or services.

Charming Limited is a consulting company and provides managerial consulting services to Hong Kong companies.

## 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.

None

## 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)
Edward Andercheck	Former Chief Executive/ Owner of more than 5%	Franklin, TN 37069	51,639	Common	22.95%
Jeff Wolff	Former Director	New York, NY 10168	11,258	Common	5.00%
Terence Ho	CEO, 5% control person	Hong Kong, China	10,000,000	Series A Preferred	100%


Confirm that the information in this table matches your public company profile on [www.OTCMarkets.com](http://www.OTCMarkets.com). If any updates are needed to your public company profile, log in to [www.OTCIQ.com](http://www.OTCIQ.com) to update your company profile.

**7) Legal/Disciplinary History**

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

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

None

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

None

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

None

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

None

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

None

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

None

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

None

## 8) Third Party Service Providers

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

Confirm that the information in this table matches your public company profile on [www.OTCMarkets.com](http://www.OTCMarkets.com). If any updates are needed to your public company profile, update your company profile.

### Securities Counsel

Name: Jessica Lockett  
Address 1: 650 Town Center Drive, Suite 680  
Address 2: Cosa Mesa, CA 92626  
Phone: 949-752-1100  
Email: jess@securitieslegal.com

### Accountant or Auditor

Name: Jimmy Lee, CPA  
Firm: RY Consulting Limited  
Address 1: \_\_\_\_\_  
Address 2: \_\_\_\_\_  
Phone: \_\_\_\_\_  
Email: info@rycoltd.com

### Investor Relations

Name: \_\_\_\_\_  
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: \_\_\_\_\_  
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: Jimmy Lee  
Title: Outside Accountant  
Relationship to Issuer: Independent, no relationship

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: Jimmy Lee  
Title: Outside CPA  
Relationship to Issuer: Independent, no relationship

Describe the qualifications of the person or persons who prepared the financial statements:<sup>6</sup> Mr. Lee is an accountant with 20 years of experience.

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, Terence Ho certify that:

1. I have reviewed this Disclosure Statement for Skywealth Group Inc;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under

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<sup>6</sup> 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.

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.

5/15/2025 [Date]

/s/ Terence Ho [CEO's Signature]

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

*Principal Financial Officer:*

I, Terence Ho certify that:

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

5/15/2025 [Date]

/s/ Terence Ho [CFO's Signature]

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

**SKYWEALTH GROUP INC  
FINANCIAL STATEMENTS  
AS OF AND FOR THE SIX MONTHS ENDED  
MARCH 31.2025  
(UNAUDITED)**

Skywealth Group Inc

**BALANCE SHEETS**

Unaudited

	<b>March 31, 2025</b>	<b>September 30, 2024</b>
<b>Assets</b>		
<b>Current Assets</b>		
Cash	\$ -	\$ -
Prepaid expenses	630	3,150
<b>Total Current Assets</b>	<u>630</u>	<u>3,150</u>
<b>Total Assets</b>	<u><u>630</u></u>	<u><u>3,150</u></u>
<b>Liabilities and Stockholders' Deficit</b>		
<b>Current Liabilities</b>		
Accounts payable and accrued expenses	10,720	10,720
Loan payable – related party	78,605	77,105
<b>Total Current Liabilities</b>	<u>89,325</u>	<u>87,825</u>
<b>Total Liabilities</b>	<u>89,325</u>	<u>87,825</u>
<b>Commitment &amp; contingencies</b>	-	-
<b>Stockholders' Deficit</b>		
Series A Preferred Stock, \$0.001 par value; 10,000,000 shares authorized, 400,000 and 400,000 shares issued and outstanding, respectively	10,000	10,000
Common Stock, \$0.248 par value; 300,000,000 shares authorized, 225,000 and 225,000 shares issued and outstanding, respectively	55,838	55,838
Additional paid-in capital	1,814,458	1,814,458
Accumulated loss	(1,968,991)	(1,964,971)
<b>Total Stockholders' Deficit</b>	<u>(88,695)</u>	<u>(84,675)</u>
<b>Total Liabilities and Stockholders' Deficit</b>	<u>\$ 630</u>	<u>\$ 3,150</u>

See accompanying notes to unaudited financial statements

Skywealth Group Inc  
**STATEMENTS OF OPERATIONS**  
*Unaudited*

	Three Months Ended		Six Months Ended	
	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024
<b>Revenues</b>	\$ -	\$ -	\$ -	\$ -
<b>Operating expenses</b>				
Audit and accounting fees	2,520	1,250	2,520	2,500
Registration expense	1,500	2,389	1,500	4,219
Other general & administrative expense	-	-	-	-
<b>Total operating expenses</b>	<u>4,020</u>	<u>3,639</u>	<u>4,020</u>	<u>6,719</u>
<b>Loss from operations</b>	<u>4,020</u>	<u>3,639</u>	<u>4,020</u>	<u>6,719</u>
<b>Net loss before income tax</b>	<u>(4,020)</u>	<u>(3,639)</u>	<u>(4,020)</u>	<u>(6,719)</u>
Income tax expense	-	-	-	-
<b>Net loss</b>	<u>\$ (4,020)</u>	<u>\$ (3,639)</u>	<u>\$ (4,020)</u>	<u>\$ (6,719)</u>
<b>Earnings (Loss) per Share - Basic and Diluted</b>	<u>\$ (0.000)</u>	<u>\$ (0.000)</u>	<u>\$ (0.000)</u>	<u>\$ (0.000)</u>
<b>Weighted Average Shares Outstanding - Basic and Diluted</b>	<u>225,000</u>	<u>225,000</u>	<u>225,000</u>	<u>225,000</u>

*See accompanying notes to unaudited financial statements*

Skywealth Group Inc  
**STATEMENTS OF STOCKHOLDERS' DEFICIT**  
*For the Three and Six Months Ended March 31, 2025 and 2024*  
*Unaudited*

	Series A Preferred Stock		Common Stock			Accumulated loss	Total Stockholders' Deficit
	Shares	Par Value, \$0.001	Shares	Par Value, \$0.248	Additional paid-in capital		
<b>Balance, September 30, 2023</b>	10,000,000	\$ 10,000	225,000	\$ 55,838	\$ 1,814,458	\$ (1,953,183)	\$ (72,886)
Net loss						(3,080)	(3,080)
<b>Balance, December 31, 2023</b>	10,000,000	10,000	225,000	55,838	1,814,458	(1,956,263)	(75,966)
Net loss						(3,639)	(3,639)
<b>Balance, March 31, 2024</b>	10,000,000	10,000	225,000	55,838	1,814,458	(1,959,901)	(79,605)
<b>Balance, September 30, 2024</b>	10,000,000	\$ 10,000	225,000	\$ 55,838	\$ 1,814,458	\$ (1,964,971)	\$ (84,675)
Net loss						(4,020)	(4,020)
<b>Balance, December 31, 2024</b>	10,000,000	10,000	225,000	55,838	1,814,458	(1,968,991)	(88,695)
Net loss						-	-
<b>Balance, March 31, 2025</b>	10,000,000	10,000	225,000	55,838	1,814,458	(1,968,991)	(88,695)

*See accompanying notes to unaudited financial statements*

Skywealth Group Inc  
**STATEMENTS OF CASH FLOWS**  
*Unaudited*

	For the Six Months Ended	
	March 31, 2025	March 31, 2024
<b>Cash Flows from Operating Activities</b>		
<b>Net loss</b>	\$ (4,020)	\$ (6,719)
<b>Adjustment to reconcile Net loss from operations:</b>		
Depreciation & Amortization expense	-	-
<b><i>Changes in operating assets and liabilities</i></b>		
Prepaid expenses	(151)	559
Accounts payable and accrued expenses	2,520	(1,250)
Due to related parties	1,500	7,410
<b>Net Cash (Used in) Provided by Operating Activities</b>	<u>-</u>	<u>-</u>
<b>Net Increase (Decrease) in Cash</b>	-	-
<b>Cash at Beginning of Period</b>	-	-
<b>Cash at End of Period</b>	\$ <u><u>-</u></u>	\$ <u><u>-</u></u>
<b>Supplemental Cash Flow Information:</b>		
Income Taxes Paid	\$ <u><u>-</u></u>	\$ <u><u>-</u></u>
Interest Paid	\$ <u><u>-</u></u>	\$ <u><u>-</u></u>

*See accompanying notes to unaudited financial statements*

**SKYWEALTH GROUP INC**  
**NOTES TO FINANCIAL STATEMENTS**  
**(Unaudited)**

**Note 1 – Organization and basis of accounting**

The Company was incorporated in the State of Florida on April 07, 1980, under the name “Mr. Roller Boogie’s Inc.” On May 17, 1999, the name was changed to “KeyClub.net.” On October 10, 2000, the name was changed back to Tie Technologies, Inc. On February 12, 2001, the name was changed to Global Wide Web, Inc. On February 20, 2002 the name was changed from Global Wide Web, Inc back to Tie Technologies, Inc. On August 12, 2011, the name was changed from Tie Technologies Inc. to Smart Environmental Systems, Inc. On September 29, 2011 the name was changed back to Tie Technologies, Inc. On August 12, 2013, the name was again changed to Humanatare Distribution Corp.

On June 18, 2019, the second judicial District Court of Leon County Florida approved a special shareholder meeting whereby the Company elected David Lazar of Custodian Ventures, LLC as director and custodian, with proper notice having been given to the shareholders, officers and directors of Humanatare Distribution Corp, Inc. There was no opposition.

On August 02, 2019, the name was changed back to Tie Technologies, Inc. The name of the company was changed to better reflect the direction and business of our company.

On December 10, 2020, Advanced Capital Investment Group entered into a stock purchase agreement whereby they purchased 100% of the 10,000,000 shares of Series A preferred stock from David Lazar in exchange for \$150,000 in cash. As a result of the sale, and David Lazar’s resignation as acting Custodian, sole officer and director of the Company, there was a change of control of the Company. There is no family relationship or other relationship between the Seller and the Purchaser.

On February 05, 2021, the Company approved and effectuated a 1-for-250 reverse stock splits of its common stock.

On December 20, 2022, pursuant to a Share Sale and Purchase Agreement, Uonlive Corporation (the “Company”) acquired 100% of the issued and outstanding capital stock of Charming Limited, a company incorporated under the laws of British Virgin Islands for consideration totaling \$5,000.

The Company is a development stage enterprise devoting substantial efforts to establishing a new business, financial planning, raising capital, and research into products which may become part of the Company’s product portfolio. The Company has not realized significant sales through since inception. A development stage company is defined as one in which all efforts are devoted substantially to establishing a new business and, even if planned principal operations have commenced, revenues are insignificant.

**Note 2 – Summary of significant accounting policies**

*Basis of Presentation*

The accompanying financial statements are prepared on the basis of accounting principles generally accepted in the United States of America (“GAAP”).

*Principles of Consolidation*

The Company prepares its consolidated financial statements on the accrual basis of accounting. The accompanying consolidated financial statements include the accounts of the Company and its wholly owned subsidiary. All intercompany accounts, balances and transactions have been eliminated in the consolidation.

*Estimates*

The financial statements are prepared on the basis of accounting principles generally accepted in the United States of America. The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities as of March 31, 2025 and September 30, 2024, and cumulative from inception. Actual results could differ from those estimates made by management.

#### *Cash and Cash Equivalents*

For purposes of reporting within the statements of cash flows, the Company considers all cash on hand, cash accounts not subject to withdrawal restrictions or penalties, and all highly liquid debt instruments purchased with a maturity of three months or less to be cash and cash equivalents.

#### *Employee Stock-Based Compensation*

The Company accounts for stock-based compensation in accordance with ASC 718 Compensation - Stock Compensation ("ASC 718"). ASC 718 addresses all forms of share-based payment ("SBP") awards including shares issued under employee stock purchase plans and stock incentive shares. Under ASC 718 awards result in a cost that is measured at fair value on the awards' grant date, based on the estimated number of awards that are expected to vest and will result in a charge to operations.

#### *Recent Accounting Pronouncements*

In November 2024, the Financial Account Standards Board (FASB), issued Accounting Standards Update (ASU) 2024-04, Debt-Debt with Conversions and Other Option. ASU 2024-04 is intended to clarify requirements for determining whether certain settlements of convertible debt instruments, including convertible debt instruments with cash conversion features or convertible debt instruments that are not currently convertible, should be accounted for as an induced conversion. This ASU is effective for all entities for annual reporting periods beginning after December 15, 2025, and interim reporting periods within those annual reporting periods, with early adoption permitted. The Company is currently evaluating the potential impact of this guidance on its disclosures.

In November 2024, the Financial Account Standards Board (FASB), issued Accounting Standards Update (ASU) 2024-03, Income Statement—Reporting Comprehensive Income—Expense Disaggregation Disclosures. ASU 2024-03 is intended to improve disclosures about a public business entity's expense and provide more detailed information to investors about the types of expenses in commonly presented expense captions. The amendments in this ASU are effective for the Company in fiscal 2028 on a retrospective basis, with early adoption permitted. The Company is currently evaluating the potential impact of this guidance on its disclosures.

In March 2024, the United States Securities and Exchange Commission (SEC) issued Final Rulemaking Release No. 33-11275: The Enhancement and Standardization of Climate-Related Disclosures for Investors. This release is intended to improve consistency, completeness and transparency related to climate risks and events. The disclosure requirements related to this new rule will be phased in, and effective for the Company beginning in fiscal 2027 on a prospective basis. The Company is currently evaluating the potential impact of this release on its financial statements and disclosures.

In March 2024, the Financial Account Standards Board (FASB), issued Accounting Standards Update (ASU) 2024-01, Compensation—Stock Compensation (Topic 718): Scope Application of Profits Interest and Similar Awards. This ASU intends to provide an illustrative example intended to demonstrate how entities that account for profits interest and similar awards would determine whether a profits interest award should be accounted for in accordance with Topic 718. This ASU is effective for all public entities for annual reporting periods beginning after December 15, 2024, and interim reporting periods within those annual reporting periods, with early adoption permitted. The Company is currently evaluating the potential impact of this guidance on its disclosures.

In December 2023, the FASB, issued ASU 2023-09, Income Taxes (Topic 740): Improvements to Income Tax Disclosures. ASU 2023-09 is intended to enhance the transparency and decision usefulness of income tax disclosures. The amendments in this ASU are effective for the Company in fiscal 2026 on a prospective basis, with early adoption permitted. The Company is currently evaluating the potential impact of this guidance on its disclosures.

In December 2023, the FASB, issued ASU 2023-08, Intangibles—Goodwill and Other—Crypto Assets (Subtopic 350-60): Accounting for and Disclosure of Crypto Assets. ASU 2023-08 is intended to improve the accounting for certain crypto assets by requiring an entity to measure those crypto assets at fair value each reporting period with changes in fair value recognized in net income. The amendments in this ASU are effective for the Company in fiscal 2026 on a prospective basis, with early adoption permitted. The Company is currently evaluating the potential impact of this guidance on its disclosures.

### **Note 3- Going Concern**

The accompanying financial statements have been prepared assuming the continuation of the Company as a going concern. The Company has not yet established an ongoing source of revenues sufficient to cover its operating costs and is dependent on debt and equity financing to fund its operations. Management of the Company is making efforts to raise additional funding until a registration statement relating to an equity funding facility is in effect. While management of the Company believes that it will be successful in its capital formation and planned operating activities, there can be no assurance that the Company will be able to raise additional equity capital or be successful in the development and commercialization of the products it develops or initiates collaboration agreements thereon. The accompanying financial statements do not include any adjustments to reflect the possible future effects on the recoverability and classification of assets or the amounts and classification of liabilities that may result from the possible inability of the Company to continue as a going concern.

### **Note 4 – Discontinued Operations**

The Company has fully impaired all assets since the shutdown of its operations in 2008 and has recorded the effects of this impairment as part of its discontinued operations. With the absence of a substantial amount of the old records and the passage of the statute of limitations the company has recorded a discontinued operations expense in 2010 the most current year since operations shutdown.

### **Note 5 – Related party transactions**

On June 18, 2019, the second judicial District Court of Leon County Florida approved a special shareholder meeting whereby the Company elected David Lazar of Custodian Ventures, LLC as director and Chief Executive Officer, with proper notice having been given to the shareholders, officers and directors of Humanatere Distribution Corp, Inc. There was no opposition.

On December 10, 2020, Advanced Capital Investment Group entered into a stock purchase agreement whereby they purchased 100% of the 10,000,000 shares of Series A preferred stock from David Lazar in exchange for \$150,000 in cash. As a result of the sale, and David Lazar's resignation as acting Custodian, sole officer and director of the Company, there was a change of control of the Company. There is no family relationship or other relationship between the Seller and the Purchaser.

During the six months ended, March 31, 2025, Advanced Capital Investment Group advanced a total of \$1,500 for payment of accounting fees. As of March 31, 2025 and September 30, 2024, the Company had a loan payable of \$78,605 and \$77,105 to Advanced Capital Investment Group, respectively. This loan is unsecured, non-interest bearing, and has no specific terms for repayment.

### **Note 6 – Common Stock**

On February 05, 2021, the Company approved and effectuated a 1-for-250 reverse stock splits of its common stock.

As of December 31, 2024 and September 30, 2024, there were 225,000 shares of common stock issued and outstanding.

### **Note 7 – Preferred Stock**

On February 18, 2020 the Company designated 10,000,000 shares of Series A Preferred Stock, out of the 10,000,000 shares that were already authorized.

Each share of Series A Preferred Stock shall have a par value of \$0.001 per share. The Series A Preferred Stock shall vote on any matter that may from time to time be submitted to the Company's shareholders for a vote, on a 25 for one basis. If the Company effects a stock split which either increases or decreases the number of shares of Common Stock outstanding and entitled to vote, the voting rights of the Series A shall not be subject to adjustment unless specifically authorized.

Each share of Series A Preferred Stock shall be convertible into 100 shares of Common Stock ("Conversion Ratio"), at the option of a Holder, at any time and from time to time, from and after the issuance of the Series A Preferred Stock.

Subject to the rights of any existing series of Preferred Stock or to the rights of any series of Preferred Stock which may from time to time hereafter come into existence, the holders of shares of Series A Preferred Stock shall be entitled to receive dividends, out of any assets legally available therefor, upon any payment of any dividend (payable other than in Common Stock or other securities and rights convertible into or entitling the holder thereof to receive, directly or indirectly, additional shares of Common Stock of the Corporation) on the Common Stock of the Corporation, as and if declared by the Board of Directors, as if the Series A Preferred Stock had been converted into Common Stock.

In the event of any liquidation, dissolution or winding up of the Corporation, either voluntary or involuntary, subject to the rights of any existing series of Preferred Stock or to the rights of any series of Preferred Stock which may from time to time hereafter come into existence, the holders of the Series A Preferred Stock shall be entitled to receive, prior and in preference to any distribution of any of the assets of the Corporation to the holders of Common Stock by reason of their ownership thereof, an amount per share equal to the price per share actually paid to the Corporation upon the initial issuance of the Series A Preferred Stock (each, the "the Original Issue Price") for each share of Series A Preferred Stock then held by them, plus declared but unpaid dividends. Unless the Corporation can establish a different Original Issue Price in connection with a particular sale of Series A Preferred Stock, the Original issue price shall be \$0.001 per share for the Series A Preferred Stock. If, upon the occurrence of any liquidation, dissolution or winding up of the Corporation, the assets and funds thus distributed among the holders of the Series A Preferred Stock shall be insufficient to permit the payment to such holders of the full aforesaid preferential amounts, then, subject to the rights of any existing series of Preferred Stock or to the rights of any series of Preferred Stock which may from time to time hereafter come into existence, the entire assets and funds of the corporation legally available for distribution shall be distributed ratably among the holders of each series of Preferred Stock in proportion to the preferential amount each such holder is otherwise entitled to receive.

The Series A Preferred Stock shares are nonredeemable other than upon the mutual agreement of the Company and the holder of shares to be redeemed, and even in such case only to the extent permitted by this Certificate of Designation, the Corporation's Articles of Incorporation and applicable law.

Series A Preferred Stock shall be convertible, at the option of the holder thereof, at any time after the date of issuance of such share, at the office of the Corporation or any transfer agent for such stock, into such number of fully paid and nonassessable shares of Common Stock as is determined by dividing the Original Issue Price of the Series A Preferred Stock by the Series A Conversion Price applicable to such share, determined as hereafter provided, in effect on the date the certificate is surrendered for conversion.

Each share of Series A Preferred Stock shall automatically be converted into shares of Common Stock at the applicable Series A Conversion Price in effect for such share immediately upon the earlier of (i) except as provided below in Section 4(c), the Corporation's sale of its Common Stock in a public offering pursuant to a registration statement under the Securities Act of 1933, as amended; (ii) a liquidation, dissolution or winding up of the Corporation as defined in section 2(c) above but subject to any liquidation preference required by section 2(a) above; or (iii) the date specified by written consent or agreement of the holders of a majority of the then outstanding shares of Series C Preferred Stock.

On March 22, 2020, the Company issued 10,000,000 shares of the Series A preferred stock to David Lazar, Chief Executive Officer for \$10,000.

On December 10, 2020, Advanced Capital Investment Group entered into a stock purchase agreement whereby they purchased 100% of the 10,000,000 shares of Series A preferred stock from David Lazar in exchange for \$150,000 in cash. As a result of the

sale, and David Lazar's resignation as acting Custodian, sole officer and director of the Company, there was a change of control of the Company. There is no family relationship or other relationship between the Seller and the Purchaser.

As of March 31, 2025 and September 30, 2024, there were 10,000,000 shares of series A preferred stock issued and outstanding.

**Note 8 – Subsequent events**

In accordance with SFAS 165 (ASC 855-10) management has performed an evaluation of subsequent events through the date that the financial statements were available to be issued and has determined that it does not have any material subsequent events to disclose in these financial statements.