

Disclosure Statement
Pursuant to the Pink Basic Disclosure Guidelines
GrocerIQ Holdings, Inc.(f/k/a WPF Holdings, Inc.)

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info@grocerIQ.com.com
SIC Code 7900

Quarterly Report

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

Outstanding Shares

The number of shares outstanding of our Common Stock was:

279,904,022 as of June 30, 2024 (most recent fiscal year end)

292,052,812 as of March 31, 2025

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 Control¹ of the company has occurred over this reporting period:

Yes: ☐ No: ☒

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

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

¹ "Change in Control" shall mean any events resulting in:

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

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

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

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

WPF Holdings, Inc. is a Florida Corporation, which was originally formed as a New York corporation under the name Magic Communications Group, Inc. on January 16, 1997, and was then reincorporated in Delaware in November 2002. On September 24, 2007, the corporate name was changed to American Post Tension, Inc. as the result of an acquisition. On December 31, 2011, the Company acquired Crown City Pictures, Inc., a Florida corporation and changed its corporate name to Crown City Pictures, Inc. on that date as part of the acquisition. Effective November 21, 2014, the Company amended its Certificate of Incorporation to change its corporate name to World Poker Fund Holdings, Inc., as part of the acquisition of World Poker Fund, Inc., which closed in May 2015. The Company redomiciled to Florida and changed its name to WPF Holdings, Inc on September 27, 2022. In April 2023, shareholders of Vezbi, Inc., a California corporation, exchanged 87% of the outstanding common stock of Vezbi for 231,886,610 shares of common stock of WPF Holdings, Inc., representing 87% of the resulting outstanding common stock of WPF Holdings, Inc., effecting a reverse merger transaction. At the time of the acquisition, WPFH had two directors, one of whom subsequently resigned for personal reasons and the other of whom remained as a director. Subsequently, Angel Orrantia was named as the second director and CEO of the Company. Mr. Orrantia died unexpectedly in December 2024 resulting in a vacancy as a director of the Company which was then filled by the appointment of James Ponce, as a director and President. In December 2024, the Company spun off the ownership of its subsidiaries to an independent trust, WPFH Interim Trust and entered into an agreement to acquire GrocerIQ AI, Inc. That acquisition closed in February 2025 and the Company changed its corporate name to GrocerIQ Holdings, Inc. in March 2025. An application for a corporate name change, symbol change and 1:4 reverse split is pending with FINRA.

Prior to his unexpected death, Mr. Orrantia had initiated a series of transactions, described below, with the approval of the Board of Directors, each of which alone would cause a change of control of the Company and a subsequent reapplication for access to the OTC Markets Disclosure and News Service. To avoid multiple reapplications and to minimize costs, the Company filed a single change of control reapplication to cover all of the intended changes, which was approved on April 8, 2025. Currently, the Company operates as GrocerIQ Holdings, Inc., has one operating subsidiary named GrocerIQ AI, Inc., a Florida corporation, and has filed an application with FINRA for a corporate name change, symbol change and 1 for 4 reverse split, which is still pending.

The state of incorporation or registration of the issuer and of each of its predecessors (if any) during the past five years; Please also include the issuer's current standing in its state of incorporation (e.g. active, default, inactive):

The Issuer had been a Delaware corporation until September 27, 2022, when it redomiciled to Florida. It is current and active in Florida.

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

None

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

The issuer completed the acquisition of control of Vezbi, Inc. in April 2023 by the exchange of 231,886,610 shares of WPFH common stock for shares representing 86.7 percent of the outstanding stock of Vezbi. A total of 281,724,220 WPFH common shares in total would be issued for 100 percent of the 28,172,422 shares of Vezbi then outstanding at the 1 for 10 exchange rate. An additional 28,440,400 shares of WPFH common stock were issued by December 31, 2023, for 2,844,040, more shares of Vezbi representing an additional 10 percent of Vezbi, with the remaining outstanding Vezbi shares reserved and included in Shares Issuable at December 31, 2023 in the amount 2,370,024 common shares. During the first calendar quarter of 2024, the Company issued 7,708,500 common shares on acquisition of additional minority shares of Vezbi, Inc., leaving 4,661,524 shares still to be converted at March 31, 2024., valued at \$97,497,980. During the calendar quarter

ending June 30, 2024, the Company issued 2,331,880 additional shares, leaving 2,329,644 shares still issuable, at June 30, 2024. As of the date of this Report, all of the WPFH shares to be issued to Vezbi minority shareholders have been issued. As part of the acquisition of ownership of Vezbi, the acquisition agreement provided that all of the common shares of the Company to be issued to Vezbi shareholders would be issued without registration and also would be issued with a contractually agreed transfer restriction that the shares could not be traded for a period of 18 months from the date of actual issue to the Vezbi shareholders and thereafter at the rate of 10 percent of the shares held by a shareholder for each calendar quarter thereafter. This provision was included at the demand of Vezbi to insure that no Vezbi shareholder could sell a disproportionate part of their share ownership and as a result drive the trading price of the thinly traded stock down, to the detriment of all shareholders while the business and revenues of Vezbi could be grown to support more liquidity.

In February 2024, the Issuer completed the acquisition of Virtual Health Holdings, Inc., subject to the issuance of the 7,000,000 common shares of WPFH, as the consideration. In July 2024, a total of 7,000,734 common shares were issued for the VHHL acquisition, with the extra 734 shares reflecting rounding up of fractional shares. As part of the acquisition of ownership of VHHL, the acquisition agreement provided that all of the common shares of the Company to be issued to VHHL shareholders would be issued without registration and also would be issued with a contractually agreed transfer restrictions that the shares could not be traded for a period of 18 months from the date of actual issue to the VHHL shareholders and thereafter at the rate of 10 percent of the shares held by a shareholder for each calendar quarter. This provision was included as a counterpart to the similar restriction agreed to by Vezbi shareholders so that no new VHHL shareholders acquiring Company shares could sell a disproportionate part of their share ownership and as a result drive the trading price of the thinly traded stock down, to the detriment of all shareholders, while the business and revenues of Vezbi and VHHL could be grown to support more liquidity.

As part of a planned corporate reorganization of the Company and the proposed acquisition of ownership of the Company's subsidiaries, VHHL and Vezbi, by a Nasdaq listed Special Purpose Acquisition Company (SPAC), the Company undertook several steps commencing in December 2024:

1. A Term Sheet was executed in October 2024 with the target SPAC under which the SPAC would issue 100 million of its common shares, representing 92+% of the resulting shares outstanding, to the shareholders of the Company in proportion to their ownership in the Company in exchange for ownership of VHHL and Vezbi, which would become wholly owned subsidiaries of the SPAC as a result. At closing, the SPAC would be current on its SEC filings, have its common shares listed for trading on the Nasdaq stock market, would provide interim bridge funding to the operating subsidiaries and would have not less than \$10 million in working capital, among other conditions.
2. The Company then spun off VHHL and Vezbi to an interim trust for the benefit of the Company shareholder in December 2024 to then be transferred to the SPAC when the SPAC was able to complete all of the conditions to closing and meet all of the regulatory and compliance requirements. That trust, the WPFH Interim Trust, was created by the Company in December 2024 and ownership of VHHL and Vezbi was transferred to the WPFH Interim Trust, as previously announced on December 16, 2024.
3. The Term Sheet of October 2024 with the SPAC terminated automatically on December 30, 2024 by its terms after two automatic extensions; however, the Company continued to work with the SPAC toward the eventual closing of the acquisition when the SPAC was able to meet the closing conditions and regulatory requirements. In addition, the Company began exploring other alternatives to reaching a similar result, which efforts are continuing.
4. On December 17, 2024, the Company issued a press release announcing the merger of the Company and GrocerIQ, Inc. GrocerIQ, Inc. was acquired as a wholly owned subsidiary effective February 1, 2025. The Issuer has been renamed GrocerIQ Holdings, Inc. by amendment to the Articles of Incorporation filed with the Florida Secretary of State on March 13, 2025 and thereafter processed by the Florida Secretary of State, and a requested change in the trading symbol of the Company stock to GRIQ, filed with FINRA and still pending..
5. On April 8, 2025, the Board of Directors approved a 1 for 4 reverse split of its common stock subject to approval by FINRA, which also is pending.

The address(es) of the issuer's principal executive office:

1270 N. Wickham Road,
Suite 13, No 1020

Melbourne, FL 32935

The Company operates its current businesses on a virtual basis and maintains only a virtual office location address,

☒ 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

Continental Stock Transfer & Trust
1 State Street, 30th Floor
New York, NY 10004
Email: saqui@continentalstock.com
Telephone: 212 845.3299

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:	WPFH ¹		
Exact title and class of securities outstanding:	Common		
CUSIP:	98160D200 ²		
Par or stated value:	\$0.001		
Total shares authorized:	500,000,000	as of date:	9-27-2022
Total Shares outstanding:	292,052,812	as of date:	3-31-2025
Total number of shareholders of record:	1,382	as of date:	3-31-2025

¹ Requested change to GRIQ is pending for approval by FINRA

² A new CUSIP to reflect the corporate name change and reverse split has been requested of the CUSIP Service Bureau.

All additional class(es) of publicly quoted or traded securities (if any): None

Other classes of authorized or outstanding equity securities:

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). 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:	Series A Preferred		
CUSIP (if applicable):	NA		
Par or stated value:	\$0.001		
Total shares authorized:	5,000,000	as of date:	9-27-2022
Total shares outstanding (if applicable):	1,000,000	as of date:	3-31-2025 ¹
Total number of shareholders	-1-	as of date:	3-31-2025

¹ 1 million shares of Series A Preferred stock were issued in February 2025 on the acquisition of GrocerIQ, AI Inc. The terms and preferences of that preferred stock are identical to the Series A Preferred stock previously issued by the Company and redeemed in November 2023.

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.

One vote per share, no other specific rights

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

Series A Preferred is a voting stock having voting rights equal to 51% of total shares of all classes of stock entitled to vote.

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

NA

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.

NA

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.

The Series A Convertible Preferred Stock carries voting power equal to 51 percent of all classes of stock entitled to vote on any matter. The preferred is convertible into 51% of the resulting common stock, in addition to the 51% of the vote. As part of the acquisition of control of WPFH by Vezbi shareholders, in January 2023 the then preferred holder agreed to amend the preferred designation, so conversion was fixed at 350,000 common shares, or about 51% of the common stock outstanding at that time. On November 15, 2023, the preferred holder elected to convert the preferred to 350,000 shares of common and the Series A Preferred was then retired. The Series A Preferred rights and preferences were then restored to the original terms in December 2024.

A. Changes to the Number of Outstanding Shares

Indicate by check mark whether there were any changes to the number of outstanding common shares within the past two completed fiscal years:

No: ☐ Yes: x (If yes, you must complete the table below)

Shares Outstanding as of Second Most Recent Fiscal Year End:			*Right-click the rows below and select "Insert" to add rows as needed.						
Opening Balance Date <u>6-30-2022</u> Common: 69,001,938 Preferred: 1,000,000									
Date of Transaction	Transaction type (e.g., new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to. *You must disclose the control person(s) for any entities listed.	Reason for share issuance (e.g. for cash or debt conversion) -OR- Nature of Services Provided	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
<u>9/4/2023</u>	<u>New Issue</u>	<u>2,256,396</u>	<u>Common</u>	<u>\$20.00</u>	<u>No</u>	<u>Minority shareholders of Vezbi, Inc.</u>	<u>Acquisition</u>	<u>Restricted</u>	<u>4(2)</u>
<u>11/15/2023</u>	<u>New Issue</u>	<u>6,770,700</u>	<u>Common</u>	<u>\$20.00</u>	<u>No</u>	<u>Minority shareholders of Vezbi, Inc</u>	<u>Acquisition</u>	<u>Restricted</u>	<u>4(2)</u>
<u>11/15/2023</u>	<u>Retirement</u>	<u>1,000,000</u>	<u>Preferred</u>		<u>No</u>		<u>Converted to common</u>	<u>Cancelled</u>	<u>NA</u>
<u>01/31/2024</u>	<u>New Issue</u>	<u>2,639,500</u>	<u>Common</u>	<u>\$20.00</u>	<u>No</u>	<u>Minority shareholders of Vezbi, Inc</u>	<u>Acquisition</u>	<u>Restricted</u>	<u>4(2)</u>
<u>02/28/2024</u>	<u>New Issue</u>	<u>5,069,000</u>	<u>Common</u>	<u>\$20.00</u>	<u>No</u>	<u>Minority shareholders of Vezbi, Inc</u>	<u>Acquisition</u>	<u>Restricted</u>	<u>4(2)</u>
<u>03/07/2024</u>	<u>New Issue</u>	<u>250,000</u>	<u>Common</u>	<u>NA</u>	<u>No</u>	<u>Periodic Holdings (Steven Kasper)</u>	<u>Conversion of preferred</u>	<u>Unrestricted</u>	<u>NA</u>
<u>04/05/2024</u>	<u>New Issue</u>	<u>559,500</u>	<u>Common</u>	<u>\$20.00</u>	<u>No</u>	<u>Minority shareholders of Vezbi, Inc</u>	<u>Acquisition</u>	<u>Restricted</u>	<u>4(2)</u>
<u>04/15/2024</u>	<u>Cancellation</u>	<u>(245,000)</u>	<u>Common</u>	<u>NA</u>	<u>NA</u>	<u>Periodic Holdings (Steven Kasper)</u>	<u>Reversal</u>	<u>Cancelled</u>	<u>NA</u>
<u>04/15/2024</u>	<u>New Issue</u>	<u>285,000</u>	<u>Common</u>	<u>NA</u>	<u>No</u>	<u>Periodic Holdings (Steven Kasper)</u>	<u>Conversion of preferred</u>	<u>Unrestricted</u>	<u>NA</u>
<u>04/15/2024</u>	<u>New Issue</u>	<u>60,000</u>	<u>Common</u>	<u>NA</u>	<u>No</u>	<u>Periodic Holdings (Steven Kasper)</u>	<u>Conversion of preferred</u>	<u>Unrestricted</u>	<u>NA</u>
<u>06/03/2024</u>	<u>New Issue</u>	<u>1,772,380</u>	<u>Common</u>	<u>\$20.00</u>	<u>No</u>	<u>Minority shareholders of Vezbi, Inc</u>	<u>Acquisition</u>	<u>Restricted</u>	<u>4(2)</u>
<u>07/24/2024</u>	<u>New Issue</u>	<u>7,000,734</u>	<u>Common</u>	<u>\$20.00</u>	<u>No</u>	<u>Shareholders of Trust</u>	<u>Acquisition of Virtual Health Holdings, Inc.</u>	<u>Restricted</u>	<u>4(2)</u>
<u>8/15/2024</u>	<u>New Issue</u>	<u>449,350</u>	<u>Common</u>	<u>\$20.00</u>	<u>No</u>	<u>Minority shareholders of Vezbi, Inc</u>	<u>Acquisition</u>	<u>Restricted</u>	<u>4(2)</u>
<u>10/30/2024</u>	<u>New Issue</u>	<u>43,065</u>	<u>Common</u>		<u>No</u>			<u>Restricted</u>	<u>4(2)</u>
<u>12/4/2024</u>	<u>New Issue</u>	<u>175,000</u>	<u>Common</u>		<u>No</u>	<u>NextGenAI Holdings (Michael Woloshin)</u>	<u>Marketing services</u>	<u>Restricted</u>	<u>4(2)</u>

12/5/2024	New Issue	104,592	Common		No	Periodic Holdings, Inc. (Steven Kasper)		Restricted	4(2)
12/30/2024	New Issue	2,100,000	Common		No	Periodic Holdings, Inc. (Steven Kasper)		Restricted	4(2)
Shares Outstanding on Date of This Report:									
Date: 3/31/2025									
Ending Balance									
Common: 292,052,812									
Preferred: 1,000,000									

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

All of the offerings were private offerings under Section 4 or 5 of the '34 Act and were made without registration with the SEC or any state regulatory authority. The shares were issued as consideration for acquisitions from unrelated parties.

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: x Yes: (If yes, you must complete the table below)

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.)

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

4) Issuer's Business, Products and Services

The purpose of this section is to provide a clear description of the issuer's current operations.
(Please 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")

WPF Holdings, Inc. is a dynamic e-commerce and digital consultancy company that helps businesses navigate the ever-evolving digital landscape. With a team of experts in various fields such as web design, digital marketing, and e-commerce strategy, we provide a holistic approach to help businesses increase their online presence and revenue. Our goal is to empower businesses to take full advantage of the opportunities that the digital world has to offer. With the spinoff of Vezbi and Virtual Health Holdings, Inc., and the acquisition of GrocerIQ AI, Inc effective February 1, 2025, our focus is now the development of artificial intelligence guided management systems for the grocery industry.

Proposed Acquisition

In October 2024, we entered into a Term Sheet with a Special Purpose Acquisition Company (SPAC) to explore the potential acquisition of Vezbi, Inc. and Virtual Health Holdings, Inc., representing all of the current assets of the Company, in exchange for common stock of the SPAC representing control of the SPAC. The SPAC shares would be distributed proportionately to our shareholders in a tax-free reorganization transaction, as a result of which our shareholders would

hold shares in the SPAC, which will be listed for trading on Nasdaq, and also will continue to hold the shares they already held in the Issuer. Vezbi, Inc. and Virtual Health Holdings, Inc., have been spun off by the Issuer and will become wholly owned subsidiaries of the SPAC; WPFH will continue as a separate, OTC Markets company and acquired GrocerIQ, Inc. effective February 1, 2025

List any subsidiaries, parent company, or affiliated companies.

Vezbi, Inc. and the CareClix Companies under Virtual Health Holdings are no longer subsidiaries of the Issuer at December 31, 2024 having been spun off by the Issuer to the WPFH Interim Trust pending closing of the SPAC acquisition. The acquisition of GrocerIQ AI Inc. was closed on February 1, 2025 and GrocerIQ AI, Inc. is now a wholly owned subsidiary of the Issuer. The Issuer's name has been changed to GrocerIQ Holdings, Inc.

2. A description of assets acquired and the names of the purchaser and seller of such assets (if applicable).

The Issuer acquired control of GrocerIQ AI, Inc. in February 2025..

B. Describe the issuers' principal products or services.

GrocerIQ AI, Inc. was acquired in February 2025 based on an acquisition agreement executed in December 2024. GrocerIQ AI, Inc. has executed a contract with FreshGrab Markets Holdings, Inc. for \$1,000,000 to develop artificial intelligence software for the organization of grocery stores in apartment complexes. It has also signed a contract to develop artificial intelligence for Vezbi, Inc.

5) Issuer's Facilities

The goal of this section is to provide a potential investor 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, give the location of the principal plants and other property of the issuer and describe the condition of the properties. If the issuer does not have complete ownership or control of the property (for example, if others also own the property or if there is a mortgage on the property), describe the limitations on the ownership.

If the issuer leases any assets, properties or facilities, clearly describe them as above and the terms of their leases.

The Issuer has no owned properties or facilities. The Company now operates from leased virtual office space in Melbourne, Florida. All of the Company operations are on a virtual, remote telecommuting basis.

6) Officers, Directors, and Control Persons

Using the table below, please provide information, as of the period end date of this report, regarding any officers, or directors of the company, individuals or entities controlling more than 5% of any class of the issuer's securities, or any person that performs a similar function, regardless of the number of shares they own. **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 in the note section.**

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 an investor 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 shareholders.

Names of All Officers, Directors and Control Persons	Affiliation with Company (e.g. Officer Title /Director/Owner of more than 5%)	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
Chad Gordon	Director	Los Angeles, CA	2,000	common	0.00077%	
James Ponce ¹	President and Director	Denver, CO	1,000,000	common	0.34%	--
Indian River Financial Services, Inc.	Secretary	Melbourne, FL	--		--	Robert Hipple
Job Right Consulting, Inc.	Treasurer, Controller	Lynnbrook, NY	----		--	Joseph Rolston
Vezbi Family Trust	Shareholder	Pasadena, CA	223,636,610 1,000,000	Common Preferred	76.6% 100%	Zahir Herz, Trustee

¹ James Ponce became a Director and President on December 16, 2024 as a result of the unexpected death of Angel Orrantia, who was President and a Director.

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 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.

Securities Counsel (must include Counsel preparing Attorney Letters).

Name: Donald Richards, Esq
Address 1: 333 S. Grande Ave-Suite 3590
Address 2: Los Angeles, CA 90071
Phone: 714 860-2232
Email: lawlogic@yahoo.com

Name: Joseph MacLellan, Esq
Eric Sorenson, Esq
Greenspoon Marder LLP
Address 1:
Address 2: New York, NY

Accountant or Auditor

Name: Victor Mokuolu, CPA
Firm: Victor Mokuolu, CPA PLLC
Address 1: 8990 Kirby Dr., Suite 220
Address 2: Houston, TX 77054
Phone: 713 588-6622
Email: ask@VMCPAFirm.com

Investor Relations

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

All other means of Investor Communication:

Twitter: _____

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

Other Service Providers

Provide the name of any other service provider(s) **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.

None

9) Financial Statements

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

Name: Robert Hipple
Title: Consultant and Secretary
Relationship to Issuer: Contract 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: Joseph Rolston, CPA
Title: CPA, Consultant
Relationship to Issuer: Consultant, Controller and Treasurer

Describe the qualifications of the person or persons who prepared the financial statements:⁵ Experienced public company CPA.

Provide the following financial statements for the most recent fiscal year or quarter. For the initial disclosure statement (qualifying for Pink Current Information for the first time) please provide reports for the two previous fiscal years and any subsequent interim periods.

- a. Audit letter, if audited;
- b. Balance Sheet;
- c. Statement of Income;
- d. Statement of Cash Flows;
- e. Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)
- f. Financial Notes

Important Notes:

- Financial statements must be "machine readable". Do not publish images/scans of financial statements.

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.

- All financial statements for a fiscal period must be published together with the disclosure statement in one Annual or Quarterly Report.

Financial statements and related footnotes are included in this Report immediately following the signature page.

10) Issuer Certification

Principal Executive and Financial 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, James Ponce, President certify that:

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

5-20-2025 [Date]

/s/ James Ponce, President

[President's Signature]

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

Principal Accounting Officer:

I, Joseph Rolston, Controller certify that:

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

5-20-2025 [Date]

/s/ Joseph Rolston, Controller

[Controller's Signature]

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

FINANCIAL STATEMENTS FOLLOW

GROCER IQ HOLDINGS, INC.
Condensed Consolidated Balance Sheets
Unaudited

	March 31, 2025	June 30, 2024
ASSETS		
CURRENT ASSETS		
Cash and cash equivalents	\$ 54,955	\$ -
Other current assets		
Notes receivable	200,000	-
Loans receivable	1,029,544	231,887
	1,229,544	231,887
Total other current assets	1,284,499	231,887
Other assets		
Investment in subsidiaries	1,000	2,250,000
	\$ 1,285,499	\$ 2,481,887
LIABILITIES AND EQUITY		
Current Liabilities		
Accounts payable	\$ 23,159	\$ 23,159
Accrued interest	128,203	104,662
Notes payable - related party	129,139	79,139
Notes payable	842,501	-
Convertible notes payable	135,000	-
Settlement of judgement	40,000	90,000
	1,298,003	296,961
Long-term Liabilities		
Accrued interest-long term	69,840	58,461
Notes payable	444,411	444,411
	1,812,253	799,832
Shareholders' deficit		
Preferred stock \$0.001 par value, 5,000,000 shares authorized, 1,000,000 shares issued and outstanding at March 31, and June 30, 2024, respectively	1,000	-
Common stock \$0.001 par value, 500,000,000 shares authorized, 292,052,812 and 279,904,112 shares issued and outstanding at March 31, and June 30, 2024, respectively	292,053	279,904
Common stock issuable	-	914,319
Additional paid-in capital	17,025,170	15,989,418
Accumulated deficit	(17,844,977)	(15,501,586)
Total Shareholders' deficit	(526,754)	1,682,054
	\$ 1,285,499	\$ 2,481,887

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

GROCER IQ HOLDINGS, INC.
Condensed Consolidated Statements of Operations
(Unaudited)

	For the three months ended March 31, 2025	For the three months ended March 31, 2024	For the nine months ended March 31, 2025	For the nine months ended March 31, 2024
Revenues	\$ -	\$ -	\$ -	\$ -
Cost of revenues	-	-	-	-
Gross Profit	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
Operating Expenses				
General and administrative	53,920	-	58,471	-
Total Operating Expenses	<u>53,920</u>	<u>-</u>	<u>58,471</u>	<u>-</u>
Income/(Loss) from Operations	<u>(53,920)</u>	<u>-</u>	<u>(58,471)</u>	<u>-</u>
Other Income/(Expense)				
Loss on discontinued operations	-	-	2,250,000	-
Interest expense	11,640	11,640	34,920	35,181
Total Other Expense	<u>11,640</u>	<u>11,640</u>	<u>2,284,920</u>	<u>35,181</u>
Net Income (Loss)	<u>\$ (65,560)</u>	<u>\$ (11,640)</u>	<u>\$ (2,343,391)</u>	<u>\$ (35,181)</u>

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

GROCER IQ, Inc.
Condensed Consolidated Statements of Stockholders' Equity/(Deficit)
For the three months ended March 31, 2025 and 2024
(Unaudited)

	Preferred Stock		Common Stock		Common Stock	Additional	Accumulated	
	Shares	Amount	Shares	Amount	Issuable	Paid in Capital	Deficit	Total
Balance December 31, 2024	-	\$ -	292,052,812	\$ 292,053	\$ -	\$ 17,025,170	\$ (17,779,417)	\$ (462,194)
Issuance of shares for acquisition	1,000,000	1,000	-	-	-	-	-	1,000
Net loss	-	-	-	-	-	-	(65,560)	(65,560)
Balance March 31, 2025	1,000,000	\$ 1,000	292,052,812	\$ 292,053	\$ -	\$ 17,025,170	\$ (17,844,977)	\$ (526,754)

	Preferred Stock		Common Stock		Common Stock	Additional	Accumulated	
	Shares	Amount	Shares	Amount	Issuable	Paid in Capital	Deficit	Total
Balance December 31, 2023	-	\$ -	269,514,000	\$ 269,514	\$ 924,709	\$ 15,989,418	\$ (15,478,306)	\$ 1,705,335
Issuance of shares for acquisition	-	-	7,908,500	7,909	(7,909)	-	-	-
Net loss	-	-	-	-	-	-	(11,640)	(11,640)
Balance March 31, 2024	-	\$ -	277,422,500	\$ 277,423	\$ 916,800	\$ 15,989,418	\$ (15,489,946)	\$ 1,693,695

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

GROCER IQ HOLDINGS, INC.
Condensed Statements of Cash Flows
For the nine months ended March 31,
(Unaudited)

	<u>2025</u>	<u>2024</u>
Cash flow used in operations:		
Net loss	\$ (2,343,391)	\$ (35,181)
Non cash items		
Discontinued operations	2,250,000	-
Stock compensation	4,551	-
(Increase)/decrease:		
Other current assets	(997,657)	-
Increase/(decrease):		
Accrued interest	28,951	35,181
Settlement of judgement	(50,000)	-
	<u>(1,107,546)</u>	<u>-</u>
Investing activities		
Cash acquired	100,000	-
	<u>100,000</u>	<u>-</u>
Financing activities		
Proceeds from notes payable - related party	50,000	-
Proceeds from notes payable	842,501	-
Proceeds from convertible notes payable	170,000	-
	<u>1,062,501</u>	<u>-</u>
Increase/(decrease) in cash	54,955	-
Cash balance at beginning	-	-
Cash balance at end	<u>\$ 54,955</u>	<u>\$ -</u>
Supplemental disclosure of cash flow information		
Cash paid for interest	<u>\$ -</u>	<u>\$ -</u>
Supplemental disclosure of non-cash financing activities		
Conversion of convertible debt into common stock	<u>\$ 129,032</u>	<u>\$ -</u>
Common stock issued for services	<u>\$ 4,551</u>	<u>\$ -</u>
Preferred stock issued for acquisition	<u>\$ 1,000</u>	<u>\$ -</u>

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

WPF Holdings, Inc.
Notes to Consolidated Financial Statements
Quarter ended March 31, 2025
(Unaudited)

Note 1. BASIS OF PRESENTATION OF FINANCIAL STATEMENTS

In May 2024, WPF Holdings, Inc. (the “Company”) elected to change its fiscal year from December 31 to June 30, effective immediately. The financial statements filed with this Report include the results of operations of the Company and its wholly owned subsidiary, GrocerIQ AI, Inc..

During the then fiscal year ended December 31, 2023, control of the Company was acquired by six shareholders of Vezbi, Inc., a California corporation, by the exchange of ten shares of WPF Holdings, Inc. common stock for each share of Vezbi, resulting in the issue of 231,886,610, shares of WPF Holdings, Inc. to the six Vezbi shareholders, representing more than 85 percent of the resulting common stock outstanding. An additional 37,467,586 shares of WPFH common stock were issued by December 31, 2023 for additional shares of Vezbi with the remaining 11,269,824 outstanding Vezbi shares at December 31, 2023 reserved and included in Shares Issuable at December 31, 2023. During the three months ended March 31, 2024, the Company issued 7,708,500 common shares in acquisition of additional minority shares of Vezbi, Inc., leaving 3,561,324 shares still to be converted. During the quarter ended June 30, 2024 the Company issued 2,331,880 additional shares, leaving 2,549,350 shares still issuable; an additional 449,350 shares were issued in the quarter ended September 30, 2024 and the remaining 2,100,000 shares were issued by December 31, 2024.

In November 2023, the Company agreed to acquire all of the stock of Virtual Health Holdings, Inc. (VHHI). Under the terms of the agreement, modified and amended in the first calendar quarter of 2024, the Company agreed to issue 7 million common shares for the acquisition of VHHI which shares were finally issued by the Company transfer agent on July 26, 2024, in the amount of 700,000,728 shares due to rounding up and were issued proportionately to the shareholders of VHHI.

In order to comply with the terms of a proposed acquisition of VHHI and Vezbi, which was then pending, the shares of those two subsidiaries were spun off by the Issuer to the WPFH Interim Trust in December 2024 and the Issuer entered into an agreement to acquire GrocerIQ, AI, Inc. The Issuer then completed that acquisition in February 2025, changed its corporate name to GrocerIQ Holdings, Inc. and no longer has any interest in VHHI or Vezbi.

ORGANIZATION AND NATURE OF BUSINESS

WPF Holdings, Inc. prior to the reverse merger with Vezbi, Inc., was originally formed as a New York corporation under the name MagicCommunications, Inc. on January 16, 1997, and was then reincorporated in Delaware in November 2002. On September 24, 2007, the corporate name was changed to American Post Tension, Inc. as the result of an acquisition. On December 31, 2011, the Company acquired Crown City Pictures, Inc., a Florida corporation and changed its corporate name to Crown City Pictures, Inc. on that date as part of the acquisition. The Company operated under that name through January 2015, when the corporate name was changed to World Poker Fund Holdings, Inc. On October 10, 2014, the Company and the shareholders of World Poker Fund, Inc. agreed to exchange their shares in that company for stock of the Company. Under the Exchange Agreement, the outstanding preferred stock of the Company remained issued and outstanding, the current issued and outstanding common stock of the Company, after giving effect to conversions of convertible securities then outstanding, was reduced on a 1 for 150 basis, the authorized stock of the Company was set at 250 million shares of common stock and 5 million shares of preferred stock. and 1,000,000 Series A Preferred Stock remained outstanding, as of December 31, 2015. In January 2016, World Casinos & Resorts, Inc. acquired the Series A Preferred Stock and became the controlling owner of the Company. Periodic Holdings, Inc., a Delaware corporation in which the former Chairman and CEO of the Company is a principal, acquired the controlling interest in World Casinos & Resorts, Inc. during 2017. As of December 31, 2022, WPFH wrote off its earlier investments in several operating companies, retaining only its interest in LinkDate.

Vezbi, Inc. was incorporated in California on July 25, 2016, and was a development stage company from inception until late in 2022 when it completed development and began testing of its super-app technology. Henry Jan was the incorporator and primary principal of Vezbi and developer of the super app from inception until the shareholders of Vezbi acquired control

of WPF Holdings, Inc. in April 2023, when he removed himself from Vezbi for personal reasons. Vezbi was funded by Mr. Jan personally and through sales of notes and common stock by Vezbi in exempt private transactions.

On October 11, 2022, the Company entered into a Settlement Agreement and Mutual Release with Maurice Mills and Performance Systems, Ltd. to resolve all issues relating to the Company's failed acquisition of Real Deck, Incorporated by WPFH. Under the terms of the settlement, the Company agreed to issue unregistered common stock valued at \$385,477 at the closing market price on October 14, 2022, plus \$100,000 in cash in installments to discharge in full an outstanding judgment and an additional \$331,500 shares of common stock at the same price in resolution of all other claims. The settlement shares have not yet been issued and the settlement date values are included in Shares Issuable at September 30, 2024

In September 2022, the Company changed its corporate name to WPF Holdings, Inc., changed its domicile to Florida and undertook a 1 for 500 reverse split of its common stock, leaving only 138,004 common shares outstanding. The Company also wrote off as impaired its investments in Real Deck, virtual gaming assets and other assets, retaining only the LinkDate operations as of December 31, 2022. At year end December 2022, WPFH determined that all of the prior acquisitions were impaired except LinkDate and accordingly wrote off the other investments as of December 31, 2022. in anticipation of the acquisition of control of WPFH by the Vezbi shareholders.

During the then fiscal year ended December 31, 2023, control of the Company was acquired by six shareholders of Vezbi, Inc., a California corporation, by the exchange of ten shares of WPF Holdings, Inc. common stock for each share of Vezbi, resulting in the issue of 231,886,610, shares of WPF Holdings, Inc. to the six Vezbi shareholders, representing more than 85 percent of the resulting common stock outstanding of Vezbi. An additional 37,467,586 shares of WPFH common stock were issued by December 31, 2023 for additional shares of Vezbi with the remaining 12,370,024 shares issuable for the outstanding Vezbi shares at December 31, 2023 reserved and included in Shares Issuable at December 31, 2023. During the three months ended March 31, 2024, the Company issued 7,708,500 common shares in acquisition of additional minority shares of Vezbi, Inc., leaving 4,661,524 shares still to be converted, valued at \$97,497,980. During the calendar year ended 2024, all of the remaining shares were issued to the former Vezbi shareholders.

As part of the negotiations for the acquisition of WPFH shares by the Vezbi shareholders in early 2023, Periodic Holdings, Inc., the sole shareholder of the Series A convertible preferred stock representing voting control of the Company, agreed to modify the conversion terms for the preferred stock, then fixed at a conversion into 51 percent of the resulting outstanding shares of common stock of WPFH. At that time, there were approximately 144,000 common shares outstanding and a voluntary conversion of the Series A preferred shares would have required the issuance of about 149,800 common shares to the Series A holder. To induce the conversion, it was agreed that the Series A shares would convert into a fixed number of 350,000 WPFH common shares thereafter at the election of the Series A holder. In November, 2023, the Series A preferred holder elected to convert to the 350,000 common shares, of which 250,000 shares were issued to one shareholder in early 2024 and the remaining 100,000 common shares were issued to four named persons.

In December 2024, all of the shares of Vezbi, Inc. and VHHL held by the Issuer were spun off to a newly formed WPFH Interim Trust for the benefit of the shareholders pending completion of a proposed acquisition of those shares by a SPAC. Although that transaction was not closed, a substitute transaction by another SPAC is currently in discussions and is expected to closed in June or July 2025. As of December 2024, WPFH no longer held any ownership in Vezbi, Inc. and VHHL. The corporate name has been changed to GrocerIQ Holdings, Inc. as of March 2025, and a name change, symbol change and 1:4 reverse split is now pending for approval by FINRA.

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The financial statements of the Company as of December 31, 2024, include only the financial statements of WPFH and the financial statements of Vezbi, Inc and VHHL and its subsidiaries for the three months and six ended December 31, 2024 are included in this Report. In management's opinion, all adjustments (consisting only of normal recurring adjustments) considered necessary for a fair presentation to make the Company's financial statements not misleading have been included. The financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America.

Cash and Cash Equivalents

Cash includes all cash and highly liquid investments with original maturities of three months or less. The Company maintains cash in bank deposit accounts which, at times, may exceed federally insured limits. The Company has not experienced any losses on these accounts.

Property and Equipment

Property and equipment are recorded at cost less accumulated depreciation. Depreciation and amortization on property and equipment are determined using the straight-line method over the three to seven year estimated useful lives of the assets.

Impairment of Long-Lived Assets

The Company reviews our long-lived assets for impairment when events or changes in circumstances indicate that the book value of an asset may not be recoverable. The Company evaluates, at each balance sheet date, whether events and circumstances have occurred which indicate possible impairment. The Company uses an estimate of future undiscounted net cash flows of the related asset or group of assets over the estimated remaining life in measuring whether the assets are recoverable. If it is determined that an impairment loss has occurred based on expected cash flows, such loss is recognized in the statement of operations.

Accounts Receivable

Trade accounts receivable are recorded at the invoiced amount and do not bear interest. The Company extends unsecured credit to our customers in the ordinary course of business but mitigates the associated risks by performing credit checks and actively pursuing past due accounts. An allowance for doubtful accounts is established and determined based on management's assessment of known requirements, aging of receivables, payment history, the customer's current credit worthiness and the economic environment. Trade receivables are written off when deemed uncollectible. Recoveries of trade receivables previously written off are recorded as income when received.

Income Taxes

Income taxes are accounted for in accordance with the provisions of FASB ASC Topic 740-10. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases.

Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the quarters in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized as income in the period that includes the enactment date. Valuation allowances are established, when necessary, to reduce deferred tax assets to the amounts expected to be realized, but no less than quarterly. Due to the uncertainty whether the accumulated losses will be available to offset future revenues, no deferred tax asset has been reported.

The Company follows the provisions of FASB ASC 740-10-50 and has performed a comprehensive review of our uncertain tax positions in accordance with recognition and measurement standards established by the codification. In this regard, an uncertain tax position represents the Company's expected treatment of a tax position taken in a filed tax return, or expected to be taken in a tax return, that has not been reflected in measuring income tax expense for financial reporting purposes. The Company does not expect any reasonably possible material changes to the estimated amount of liability associated with an uncertain tax position. The Company's continuing policy is to recognize accrued interest and penalties related to income tax matters in income tax expense.

Related Parties

For the purposes of these financial statements, parties are considered to be related if one party has the ability, directly or indirectly, to control the party or exercise significant influence over the other party in making financial and operating decisions, or vice versa, or where the Company and the party are subject to common control or common significant influence. Related parties may be individuals or other entities. The Vezbi Family Trust owning about 76.5% of the outstanding common stock at March 31, 2025, is considered to be a related party.

Revenue Recognition

The Company recognizes revenue in accordance with FASB ASC 926-605 on revenue recognition for entertainment films. Revenue from the sale of film and television programming rights and license arrangements will be recognized only when persuasive evidence of a sale or arrangement with a customer exists, the project is complete, the contractual delivery arrangements have been satisfied, the license period has commenced if applicable, the arrangement fee is fixed or determinable, collection of the arrangement fee is reasonably assured, and other conditions as specified in the respective agreements have been met.

Revenue from production services for third parties is recognized when the production is completed and delivered. All associated production costs are deferred and charged against income when the film is delivered, and the related revenue is recognized.

Fees for other services provided to third parties are recognized as revenues when the services are performed and there is reasonable assurance over the collection of the fees. Cash received in advance of meeting the revenue recognition criteria described above is recorded as deferred revenue.

Basic and Diluted Earnings/ (Loss) Per Share

Net earnings and loss per share is computed in accordance with FASB ASC 260-10 and requires the presentation of both basic and diluted earnings per share. Basic net earnings and loss per common share is computed using the weighted average number of common shares outstanding during the period. Diluted loss per share reflects the potential dilution that could occur through the potential effect of common shares issuable upon the exercise of stock options, warrants and convertible securities. The calculation assumes: (i) the exercise of stock options and warrants based on the treasury stock method; and (ii) the conversion of convertible preferred stock only if an entity records earnings from continuing operations, as such adjustments would otherwise be anti-dilutive to earnings per share from continuing operations.

Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements and the reported revenues and expenses during the reporting periods. Actual results could differ from those estimates and those differences could be material.

Going Concern

The accompanying consolidated financial statements of the Company have been prepared on a going concern basis, which contemplates the realization of assets and satisfaction of liabilities in the normal course of business. The Company has suffered an operating loss, has operating cash outflows, and negative working capital and positive stockholders' equity. Our ability to continue as a going concern is dependent upon achieving profitable operations and generating positive cash flows. The previous level of operations may not sustain the Company's expenses and it may have to borrow additional funds to meet cash needs. These factors, among others, could affect our ability to continue as a going concern; however, pending acquisitions and business growth are expected to provide sufficient capital to meet our working capital needs for more than the next 12 months.

There can be no assurances that the Company will be able to achieve profitable operations or obtain additional funding. These factors create substantial doubt about the Company's ability to continue as a going concern. The consolidated financial statements do not include any adjustments that might result from the outcome of the uncertainty.

Other Comprehensive Income

The Company has no components of other comprehensive income and, accordingly, no Statement of Comprehensive Income has been included in the accompanying consolidated financial statements.

Recent Accounting Pronouncements

The Company has reviewed all recently issued, but not yet effective, accounting pronouncements and does not believe the future adoption of any such pronouncements may be expected to cause a material impact on our financial condition or the results of our operations.

Note 2. FAIR VALUE MEASUREMENTS

Accounting principles generally accepted in the United States define fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants at the measurement date. Additionally, the inputs used to measure fair value are prioritized based on a three-level hierarchy. This hierarchy requires entities to maximize the use of observable inputs and minimize the use of unobservable inputs. The three levels of inputs used to measure fair value are as follows:

Level 1 — Quoted prices in active markets for identical assets or liabilities.

Level 2 — Observable inputs other than quoted prices included in Level 1. We value assets and liabilities included in this level using dealer and broker quotations, bid prices, quoted prices for similar assets and liabilities in active markets, or other inputs that are observable or can be corroborated by observable market data.

Level 3 — Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities. This includes certain pricing models, discounted cash flow methodologies and similar techniques that use significant unobservable inputs.

Initial valuations of recent acquisitions have been valued based on the trading price of the stock consideration given by the Company plus any related cash consideration.

Recurring Fair Value Measurements

In accordance with accounting principles generally accepted in the United States, certain assets and liabilities are required to be recorded at fair value on a recurring basis. During the fiscal period ended March 31, 2024, no adjustments were required.

Note 3. INCOME TAXES

The Company accounts for income taxes in accordance with accounting standards for Accounting for Income Taxes which require the recognition of deferred tax assets and liabilities for both the expected impact of differences between the financial statements and tax basis of assets and liabilities, and for the expected future tax benefit to be derived from tax loss and tax credit carryforwards. Additionally, the standards require the establishment of a valuation allowance to reflect the likelihood of realization of deferred tax assets.

The following is a reconciliation of income taxes computed using the statutory Federal rate to the income tax expense reflected in the financial statements at September 30, 2024 and 2023:

Income tax provision at the federal statutory rate	34%
Income tax provision at the state statutory rate	4%
Effect of operating losses	(38%)

Under Sections 382 and 269 (the 'shell corporation' rule) of the Code following an 'ownership change,' special limitations ('Section 382 Limitations') apply to the use by a corporation of its net operating loss, or NOL, carryforwards arising before the ownership change and various other carryforwards of tax attributes (referred to collectively as the 'Applicable Tax Attributes'). It is anticipated that these Attributes will apply to the Company as a result of the acquisition of control of the Company by the Vezbi shareholders.

Note 4. OPERATING LEASES

At March 31, 2025, the Company occupied leased virtual office space in Melbourne, Florida as its principal and sole offices.

Note 5. CONVERTIBLE DEBT

None at March 31, 2025.

Note 6. SUBSEQUENT EVENTS

The Issuer has request to change the corporate name, trading symbol and to effect a 1:4 reverse split of the common stock is currently pending with FINRA.