

## **A1 GROUP, INC.**

1601 East Steek Road  
Colton, California 85254

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(415) 707-2717  
[www.AICPG.tech](http://www.AICPG.tech)  
[info@AICPG.tech](mailto:info@AICPG.tech)

3085 – Plastic Bottles  
5140 – Wholesale Groceries & Related Products

# Quarterly Report

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

### **Outstanding Shares**

The number of shares outstanding of our Common Stock was:

829,959,038 as of March 31, 2025 (*Current Reporting Period Date or More Recent Date*)

1,159,959,038 as of December 31, 2024 (*Most Recent Completed Fiscal Year End*)

### **Shell Status**

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

Yes:  No:

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

Yes:  No:

### **Change in Control**

Indicate by check mark whether a Change in 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.

A1 Group, Inc. (Nevada) is the current name of the Company from December 2014 to date of filing (hereinafter referred to as the "Company" or "AWON").

Formerly FreeButton, Inc. until December 2014

Formerly Secure Window Blinds, Inc. until October 2012

Current State and Date of Incorporation or Registration: Formed in the State Nevada on November 27, 2006  
Standing in this jurisdiction: (e.g. active, default, inactive): Good Standing

Prior Incorporation Information for the issuer and any predecessors during the past five years: Not Applicable

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:

1601 East Steel Road, Colton, California 92234

Address of the issuer's principal place of business:

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

1601 East Steel Road, Colton, California 92324 On or about July 19, 2024, the Company entered into a Share Exchange Agreement with AICPG, LLC, a Nevada corporation ("AICPG"). Pursuant to the Share Exchange Agreement, the Company issued 740,000,000 shares of Common Stock in exchange for all the outstanding membership units of AICPG. This transaction made AICPG a wholly owned subsidiary of the Company.

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:

Not Applicable

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## 2) Security Information

### Transfer Agent

Name: Empire Stock Transfer, Inc.  
Phone: 702-818-5898  
Email: info@empirestock.com  
Address: 1859 Whitney Mesa Drive, Henderson, Nevada 89014

### 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>AWON</u>
Exact title and class of securities outstanding:	<u>COMMON</u>
CUSIP:	<u>03740J107</u>
Par or stated value:	<u>\$0.001</u>
Total shares authorized:	<u>1,200,000,000</u> as of date: <u>March 31, 2025</u> <sup>1</sup>
Total shares outstanding	<u>829,959,038</u> as of date: <u>March 31, 2025</u> <sup>2</sup>
Total number of shareholders of record:	<u>111</u> as of date: <u>March 31, 2025</u>

Note:

<sup>1</sup> During the period ended March 31, 2025 (end of the 3<sup>rd</sup> Quarter), the Company amended its Articles of Incorporation to increase its authorized Common Stock to 1,200,000,000 (Par Value \$0.001).

<sup>2</sup> On or about February 28, 2025, the Company entered into a Second Amended Share Exchange Agreement related to its 2024 acquisition of AICPG, LLC (the "Amended Agreement"). Under the terms of the Amended Agreement, all parties agreed to cancel and return to treasury a total of 340,000,000 shares of Common Stock previously issued to the members of AICPG, LLC (the "Cancelled Shares"). As of the quarter ended March 31, 2025, the Cancelled Shares have not yet been cancelled by the Company's transfer or officially been returned to treasury. The Company anticipates completing this process by July 15, 2025.

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

Not Applicable

### 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>Preferred Series "A"</u>
CUSIP (if applicable):	<u>Not Applicable</u>
Par or stated value:	<u>\$0.001</u>
Total shares authorized:	<u>20,000,000</u> as of date: <u>March 31, 2025</u>
Total shares outstanding (if applicable):	<u>6,000,000</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>

Designation of Security: The Preferred Stock Series “A” is convertible into 60% of the then issued outstanding Common Stock of the Company and votes together with the Company’s Common Stock at twice the number of shares of Common Stock it would convert into upon proper exercise as the holder thereof. The Series “A” Convertible Preferred Stock does not have any rights of redemption and is not entitled to receive any dividends to be issued by the Company. On June 4, 2021, the Company filed an amended designation with the Nevada Secretary of State increasing the authorized Series “A” Convertible Preferred Stock to 20,000,000 shares of stock.

Trading symbol:	<u>Not Applicable</u>
Exact title and class of securities outstanding:	<u>Preferred Series “B”</u>
CUSIP:	<u>Not Applicable</u>
Par or stated value:	<u>\$0.001</u>
Total shares authorized:	<u>5,000,000</u> as of date: <u>March 31, 2025</u>
Total shares outstanding:	<u>1,000,000</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>

Designation of Security: The Preferred Stock Series “B” has no conversion rights into the Common Stock of the Company. The sole material right of this class of securities is the holders of the Preferred Series “B” Stock shall have voting rights (e.g., entitled to vote on any corporate matters or on matters effecting the rights of all shareholders) equivalent to sixty-seven (67%) of the then outstanding common stock of the Company inclusive of any conversion rights of other shareholders. The rights, preferences, and privileges attached to the Preferred Series “B” Stock shall be operative for a term of five (5) years calendar years or until April 30, 2026. On this date, the Preferred Series “B” Stock shall either expire and be returned to the treasury stock of the Company or the Company shall file a subsequent amendment of the voting rights to be filed with the State of Nevada. On May 10, 2021, the Company filed an initial designation with the Nevada Secretary of State authorizing the Preferred Series “B” stock.

Trading symbol:	<u>Not Applicable</u>
Exact title and class of securities outstanding:	<u>Preferred Series “C”</u>
CUSIP:	<u>Not Applicable</u>
Par or stated value:	<u>\$0.001</u>
Total shares authorized:	<u>20,000,000</u> as of date: <u>March 31, 2025</u>
Total shares outstanding:	<u>430,000</u> as of date: <u>March 31, 2025</u>
Total number of shareholders of record:	<u>3</u> as of date: <u>March 31, 2025</u>

Designation of Security: The Preferred Series “C” Stock carries neither common stock voting rights nor will the holders thereof be entitled to receive dividends of any kind from the Company. The holders of the Preferred Series “C” Stock shall be entitled to convert into the Common Stock of the Company at a conversion rate to one (1) share of the Preferred Series “C” Stock to five (5) shares of Common Stock. The conversion rate of the Preferred Series “C” Stock is not affected by a forward or reverse split of the Common Stock of the Company. The Company may not alter the rights and privileges of this class of securities (e.g., by amendment to the Company’s articles of incorporation or by the filing of an amended designation for this security) without a majority vote of the holders the then current outstanding Preferred Series “C” Stock. On May 10, 2021, the Company filed an initial designation with the Nevada Secretary of State authorizing the Preferred Series “C” stock.

Trading symbol:	<u>Not Applicable</u>
Exact title and class of securities outstanding:	<u>Preferred Series “D”</u>
CUSIP:	<u>Not Applicable</u>
Par or stated value:	<u>\$0.001</u>
Total shares authorized:	<u>15,000,000</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>9</u> as of date: <u>March 31, 2025</u>

Designation of Security: The Preferred Series “D” Stock carries neither common stock voting rights nor will the holders thereof be entitled to receive dividends of any kind from the Company. The holders of the Preferred Series “D” Stock shall be entitled to convert into the Common Stock of the Company at a conversion rate to one (1) share of the Preferred Series “D” Stock to fifteen (15) shares of Common Stock. The conversion rate of the Preferred Series “D” Stock is not affected by a forward or reverse split of the Common Stock of the Company. The Company may not alter the rights and privileges of

this class of securities (e.g., by amendment to the Company's articles of incorporation or by the filing of an amended designation for this security) without a majority vote of the holders the then current outstanding Preferred Series "D" Stock. On April 18, 2025, the Company filed an initial designation with the Nevada Secretary of State authorizing the Preferred Series "D" stock.

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

Not Applicable

**Security Description:**

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

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

The Common Stock of the Company is eligible for dividends and has full voting rights on all corporate matters, but it does not contain any rights or privileges with regards to preemptive rights.

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

The Preferred Stock Series "A" is convertible into 60% of the then issued outstanding Common Stock of the Company and votes together with the Company's Common Stock at twice the number of shares of Common Stock it would convert into upon proper exercise as the holder thereof. The Series "A" Convertible Preferred Stock does not have any rights of redemption and is not entitled to receive any dividends to be issued by the Company. On June 4, 2021, the Company filed an amended designation with the Nevada Secretary of State increasing the authorized Series "A" Convertible Preferred Stock to 20,000,000 shares of stock.

The Preferred Stock Series "B" has no conversion rights into the Common Stock of the Company. The sole material right of this class of securities is the holders of the Preferred Series "B" Stock shall have voting rights (e.g., entitled to vote on any corporate matters or on matters effecting the rights of all shareholders) equivalent to sixty-seven (67%) of the then outstanding common stock of the Company inclusive of any conversion rights of other shareholders. The rights, preferences, and privileges attached to the Preferred Series "B" Stock shall be operative for a term of five (5) years calendar years or until April 30, 2026. On this date, the Preferred Series "B": Stock shall either expire and be returned to the treasury stock of the Company or the Company shall file a subsequent amendment of the voting rights to be filed with the State of Nevada. On May 10, 2021, the Company filed an initial designation with the Nevada Secretary of State authorizing the Preferred Series "B" stock.

The Preferred Series "C" Stock carries neither common stock voting rights nor will the holders thereof be entitled to receive dividends of any kind from the Company. The holders of the Preferred Series "C" Stock shall be entitled to convert into the Common Stock of the Company at a conversion rate to one (1) share of the Preferred Series "C" Stock to five (5) shares of Common Stock. The conversion rate of the Preferred Series "C" Stock is not affected by a forward or reverse split of the Common Stock of the Company. The Company may not alter the rights and privileges of this class of securities (e.g., by amendment to the Company's articles of incorporation or by the filing of an amended designation for this security) without a majority vote of the holders the then current outstanding Preferred Series "C" Stock. On May 10, 2021, the Company filed an initial designation with the Nevada Secretary of State authorizing the Preferred Series "C" stock.

The Preferred Series "D" Stock carries neither common stock voting rights nor will the holders thereof be entitled to receive dividends of any kind from the Company. The holders of the Preferred Series "D" Stock shall be entitled to convert into the Common Stock of the Company at a conversion rate to one (1) share of the Preferred Series "D" Stock to fifteen (15) shares of Common Stock. The conversion rate of the Preferred Series "D" Stock is not affected by a forward or reverse split of the Common Stock of the Company. The Company may not alter

the rights and privileges of this class of securities (e.g., by amendment to the Company's articles of incorporation or by the filing of an amended designation for this security) without a majority vote of the holders the then current outstanding Preferred Series "D" Stock. On April 18, 2025, the Company filed an initial designation with the Nevada Secretary of State authorizing the Preferred Series "D" 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

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### 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>December 31, 2022</u>									
Common: <u>412,226,498</u>									
Preferred (Series "A"): <u>11,000,000</u>									
Preferred (Series "B"): <u>1,000,000</u>									
Preferred (Series "C"): <u>4,430,000</u>									
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>05/20/23</u>	<u>Cancellation</u>	<u>(51,470,460)</u>	<u>Common Stock</u>	<u>\$0.001</u>	<u>N/A</u>	<u>TBG Holdings Corporation (FL)</u>	<u>Cancellation to Treasury</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>06/20/23</u>	<u>Cancellation</u>	<u>(5,000,000)</u>	<u>Preferred Stock, Series "A"</u>	<u>\$0.001</u>	<u>N/A</u>	<u>TBG Holdings Corporation (FL)</u>	<u>Cancellation to Treasury</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>01/03/24</u>	<u>Cancelled per Conversion</u>	<u>(2,000,000)</u>	<u>Preferred Stock, Series "C"</u>	<u>\$0.001</u>	<u>N/A</u>	<u>Ian Dixon</u>	<u>Cancelled (Conversion to Common Stock)</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>01/03/24</u>	<u>New Issuance</u>	<u>10,000,000</u>	<u>Common Stock</u>	<u>\$0.001</u>	<u>N/A</u>	<u>Ian Dixon</u>	<u>Common Stock</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>07/29/24</u>	<u>New Issuance</u>	<u>426,240,000</u>	<u>Common Stock</u>	<u>\$0.001</u>	<u>N/A</u>	<u>Ruben Padilla</u>	<u>Common Stock</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>07/29/24</u>	<u>New Issuance</u>	<u>118,400,000</u>	<u>Common Stock</u>	<u>\$0.001</u>	<u>N/A</u>	<u>Neil Benedict</u>	<u>Common Stock</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>07/29/24</u>	<u>New Issuance</u>	<u>22,200,000</u>	<u>Common Stock</u>	<u>\$0.001</u>	<u>N/A</u>	<u>Jason Evans</u>	<u>Common Stock</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>

<u>07/29/24</u>	<u>New Issuance</u>	<u>22,200,000</u>	<u>Common Stock</u>	<u>\$0.001</u>	<u>N/A</u>	<u>Orly Coetier</u>	<u>Common Stock</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>07/29/24</u>	<u>New Issuance</u>	<u>22,200,000</u>	<u>Common Stock</u>	<u>\$0.001</u>	<u>N/A</u>	<u>Luca Nacarrato</u>	<u>Common Stock</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>07/29/24</u>	<u>New Issuance</u>	<u>25,160,000</u>	<u>Common Stock</u>	<u>\$0.001</u>	<u>N/A</u>	<u>Juan Correa</u>	<u>Common Stock</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>07/29/24</u>	<u>New Issuance</u>	<u>22,200,000</u>	<u>Common Stock</u>	<u>\$0.001</u>	<u>N/A</u>	<u>Alex Antie</u>	<u>Common Stock</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>07/29/24</u>	<u>New Issuance</u>	<u>29,600,000</u>	<u>Common Stock</u>	<u>\$0.001</u>	<u>N/A</u>	<u>Greg Wass</u>	<u>Common Stock</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>07/29/24</u>	<u>New Issuance</u>	<u>51,800,000</u>	<u>Common Stock</u>	<u>\$0.001</u>	<u>N/A</u>	<u>Robert Berzins</u>	<u>Common Stock</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>08/01/24</u>	<u>New Issuance</u>	<u>15,500,000</u>	<u>Common Stock</u>	<u>\$0.001</u>	<u>N/A</u>	<u>Joel J. Natario</u>	<u>Common Stock</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>08/01/24</u>	<u>New Issuance</u>	<u>16,084,000</u>	<u>Common Stock</u>	<u>\$0.001</u>	<u>N/A</u>	<u>Joel J. Natario</u>	<u>Common Stock</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>08/01/24</u>	<u>New Issuance</u>	<u>7,619,000</u>	<u>Common Stock</u>	<u>\$0.001</u>	<u>N/A</u>	<u>Joel J. Natario</u>	<u>Common Stock</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>08/15/24</u>	<u>Cancelled per Conversion</u>	<u>(1,000,000)</u>	<u>Preferred Stock, Series "C"</u>	<u>\$0.001</u>	<u>N/A</u>	<u>Ian Dixon</u>	<u>Cancelled (Conversion to Common Stock)</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>08/15/24</u>	<u>New Issuance</u>	<u>5,000,000</u>	<u>Common Stock</u>	<u>\$0.001</u>	<u>N/A</u>	<u>Ian Dixon</u>	<u>Common Stock</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>08/15/24</u>	<u>Cancelled per Conversion</u>	<u>(1,000,000)</u>	<u>Preferred Stock, Series "C"</u>	<u>\$0.001</u>	<u>N/A</u>	<u>Terra Norte, LLC (Ted Campbell)</u>	<u>Cancelled (Conversion to Common Stock)</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>08/15/24</u>	<u>New Issuance</u>	<u>5,000,000</u>	<u>Common Stock</u>	<u>\$0.001</u>	<u>N/A</u>	<u>Terra Norte, LLC (Ted Campbell)</u>	<u>Common Stock</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>2/25/25</u>	<u>New Issuance</u>	<u>10,000,000</u>	<u>Common Stock</u>	<u>\$0.001</u>	<u>N/A</u>	<u>Lloyd Preston Jr.</u>	<u>Cancelled Common Stock</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>02/28/25</u>	<u>Cancelled by Amended Agreement</u>	<u>(216,240,000)</u>	<u>Common Stock</u>	<u>\$0.001</u>	<u>N/A</u>	<u>Ruben Padilla</u>	<u>Cancelled Common Stock</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>02/28/25</u>	<u>Cancelled by Amended Agreement</u>	<u>(61,200,000)</u>	<u>Common Stock</u>	<u>\$0.001</u>	<u>N/A</u>	<u>Neil Benedict</u>	<u>Cancelled Common Stock</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>02/28/25</u>	<u>Cancelled by Amended Agreement</u>	<u>(10,200,000)</u>	<u>Common Stock</u>	<u>\$0.001</u>	<u>N/A</u>	<u>Jason Evans</u>	<u>Cancelled Common Stock</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>02/28/25</u>	<u>Cancelled by Amended Agreement</u>	<u>(10,200,000)</u>	<u>Common Stock</u>	<u>\$0.001</u>	<u>N/A</u>	<u>Orly Coetier</u>	<u>Cancelled Common Stock</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>02/28/25</u>	<u>Cancelled by Amended Agreement</u>	<u>(10,200,000)</u>	<u>Common Stock</u>	<u>\$0.001</u>	<u>N/A</u>	<u>Luca Nacarrato</u>	<u>Cancelled Common Stock</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>

<u>02/28/25</u>	<u>Cancelled by Amended Agreement</u>	<u>(8,160,000)</u>	<u>Common Stock</u>	<u>\$0.001</u>	<u>N/A</u>	<u>Juan Correa</u>	<u>Cancelled Common Stock</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>02/28/25</u>	<u>Cancelled by Amended Agreement</u>	<u>(10,200,000)</u>	<u>Common Stock</u>	<u>\$0.001</u>	<u>N/A</u>	<u>Alex Antie</u>	<u>Cancelled Common Stock</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>02/28/25</u>	<u>Cancelled by Amended Agreement</u>	<u>(13,600,000)</u>	<u>Common Stock</u>	<u>\$0.001</u>	<u>N/A</u>	<u>Greg Wass</u>	<u>Cancelled Common Stock</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>02/28/25</u>	<u>Issuance</u>	<u>5,760,000</u>	<u>Series "D", Preferred Stock</u>	<u>\$0.001</u>	<u>N/A</u>	<u>Ruben Padilla</u>	<u>Series "D", Preferred Stock</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>02/28/25</u>	<u>Issuance</u>	<u>1,600,000</u>	<u>Series "D", Preferred Stock</u>	<u>\$0.001</u>	<u>N/A</u>	<u>Neil Benedict</u>	<u>Series "D", Preferred Stock</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>02/28/25</u>	<u>Issuance</u>	<u>300,000</u>	<u>Series "D", Preferred Stock</u>	<u>\$0.001</u>	<u>N/A</u>	<u>Jason Evans</u>	<u>Series "D", Preferred Stock</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>02/28/25</u>	<u>Issuance</u>	<u>300,000</u>	<u>Series "D", Preferred Stock</u>	<u>\$0.001</u>	<u>N/A</u>	<u>Orly Coetier</u>	<u>Series "D", Preferred Stock</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>02/28/25</u>	<u>Issuance</u>	<u>300,000</u>	<u>Series "D", Preferred Stock</u>	<u>\$0.001</u>	<u>N/A</u>	<u>Luca Nacarrato</u>	<u>Series "D", Preferred Stock</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>02/28/25</u>	<u>Issuance</u>	<u>3,400,000</u>	<u>Series "D", Preferred Stock</u>	<u>\$0.001</u>	<u>N/A</u>	<u>Juan Correa</u>	<u>Series "D", Preferred Stock</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>02/28/25</u>	<u>Issuance</u>	<u>300,000</u>	<u>Series "D", Preferred Stock</u>	<u>\$0.001</u>	<u>N/A</u>	<u>Alex Antie</u>	<u>Series "D", Preferred Stock</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>02/28/25</u>	<u>Issuance</u>	<u>400,000</u>	<u>Series "D", Preferred Stock</u>	<u>\$0.001</u>	<u>N/A</u>	<u>Greg Wass</u>	<u>Series "D", Preferred Stock</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>02/28/25</u>	<u>Issuance</u>	<u>700,000</u>	<u>Series "D", Preferred Stock</u>	<u>\$0.001</u>	<u>N/A</u>	<u>Robert Berzins</u>	<u>Series "D", Preferred Stock</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>

Shares Outstanding on Date of This Report:

Date March 31, 2025 Ending Balance

Common: 829,959,038

Preferred (Series "A"): 6,000,000

Preferred (Series "B"): 1,000,000

Preferred (Series "C"): 430,000

Preferred (Series "D"): 10,000,000

**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: Not Applicable

## 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.)

Total Outstanding Balance:

Total Shares:

Any additional material details, including footnotes to the table are below: Not Applicable

## 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")

The Company acquired assets to become a producer of oxygen-enhanced water products intended to help improve one's health, wellness, and lifestyle. The company's products will be produced using a proprietary O4 molecule that is BPA-free and contains higher oxygen content than regular water and is packed with post-consumer recycled plastic bottles, enabling consumers to increase stamina, improve focus and promote faster recovery. Additionally, the Company plans on becoming a regional co-packer of water products for large clients.

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

AICPG, LLC, a Nevada limited liability company; Consumer Event Packaging, Inc., an Ontario limited liability company.

C. Describe the issuers' principal products or services.

The Company plans on commercially producing water bottle products for sale to big box retail stores and related type customers. Additionally, based upon the equipment acquisition announced earlier this year, we also plan on manufacturing oxygen-enhanced water products intended to help improve one's health, wellness, and lifestyle to the same customers. These products will be produced using a proprietary O4 molecule that is BPA-free and contained higher oxygen content than regular water and will be packed with post-consumer recycled plastic bottles, enabling consumers to increase stamina, improve focus and promote faster recovery.

<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.

**5) Issuer’s Facilities**

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

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

The Company has professional offices at 1601 E. Steel Road, Colton, California 92324 which is included in the cost of the commercial lease on the property. On December 14, 2024, The Company also signed a commercial lease for the production facility at 4500 Eastgate Pkwy, Mississauga, ON L4W 3W6, Canada which begins on January 1, 2025.

**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.*

<b>Individual Name</b> (First, Last) or <b>Entity Name</b> (Include names of control person(s) if a corporate entity)	<b>Position/Company</b> <b>Affiliation</b> (ex: CEO, 5% Control person)	<b>City and State</b> (Include Country if outside U.S.)	<b>Number of</b> <b>Shares</b> <b>Owned</b> (List common, preferred, warrants and options separately)	<b>Class of</b> <b>Shares</b> <b>Owned</b>	<b>Percentage of</b> <b>Class of</b> <b>Shares</b> <b>Owned</b> (undiluted)
<u>Ruben Padilla</u>	<u>President, Treasurer, Secretary, and Director</u>	<u>1601 E. Steel Road, Colton, CA 92324</u>	<u>6,000,000</u>	<u>Preferred Stock, Series “A”</u>	<u>100.00%</u>
<u>Ruben Padilla</u>	<u>President, Treasurer, Secretary, CFO, and Director</u>	<u>1601 E. Steel Road, Colton, CA 92324</u>	<u>1,000,000</u>	<u>Preferred Stock, Series “A”</u>	<u>100.00%</u>
<u>Ruben Padilla</u>	<u>President, Treasurer, Secretary, CFO, and Director</u>	<u>1601 E. Steel Road, Colton, CA 92324</u>	<u>5,760,000</u>	<u>Preferred Stock, Series “D”</u>	<u>57.60%</u>
<u>Ruben Padilla</u>	<u>President, Treasurer, Secretary, CFO, and Director</u>	<u>1601 E. Steel Road, Colton, CA 92324</u>	<u>210,000,000</u>	<u>Common Stock</u>	<u>25.30%</u>

<u>Neil Benedict</u>	<u>More than 5% of a Class</u>	<u>8417 Horizon Court, Tinley Park, IL 64087</u>	<u>57,200,000</u>	<u>Common Stock</u>	<u>6.89%</u>
<u>Marc Buklis</u>	<u>Director</u>	<u>1601 E. Steel Road, Colton, CA 92324</u>	<u>None</u>	<u>Common Stock</u>	<u>0.00%</u>
<u>Lloyd Preston Jr.</u>	<u>Director</u>	<u>14501 SW 99<sup>th</sup> Avenue, Miami, Florida 33176</u>	<u>10,000,000</u>	<u>Common Stock</u>	<u>1.20%</u>
<u>Larry Aaron</u>	<u>Director</u>	<u>1601 E. Steel Road, Colton, CA 92324</u>	<u>None</u>	<u>Common Stock</u>	<u>0.00%</u>
<u>TREC Beverages, Inc. (Robert Ritondo – Officer and Director)</u>	<u>Owner of More than 5%</u>	<u>2929 East Commercial Boulevard, PH-D, Fort Lauderdale, Florida 33308</u>	<u>166,568,157</u>	<u>Common Stock</u>	<u>13.93%</u>

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 as of the Date of this Filing

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## 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: John E. Dolkart, Jr., Esq. (Dolkart Law PC)  
Address 1: 100 Pine Street, Suite 1250  
Address 2: San Francisco, California 94111  
Phone: (415) 707-2717  
Email: john@DolkartLaw.com

### Accountant or Auditor

Name: Chang Park  
Firm: \_\_\_\_\_  
Address 1: 4275 Mercury Street, Ste 210  
Address 2: San Diego, California 92111  
Phone: (858) 722-5983  
Email: changgpark@gmail.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: Ted D. Campbell II  
Firm: \_\_\_\_\_  
Nature of Services: Consultant  
Address 1: 7129 Bocaire Drive  
Address 2: Las Vegas, Nevada 89131  
Phone: (903) 267-6100  
Email: tedcampbell@zoho.com

## 9) Disclosure & Financial Information

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

Name: John E. Dolkart, Esq.  
Title: Attorney  
Relationship to Issuer: Securities Counsel of the Issuer

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: Ted D. Campbell II  
Title: Consultant to Issuer  
Relationship to Issuer: Consultant

Describe the qualifications of the person or persons who prepared the financial statements:<sup>6</sup> Mr. Campbell is a graduate of the University of Oklahoma in 1993 with a Juris Doctorate and a Master of Business Administration and a graduate from Texas A&M University in 1989 with a B.B.A. in Corporate Finance (Graduated with Distinguished Student Status). He was a member of Phi Alpha Delta legal fraternity and was a staff member of the American Indian Law Review at the University of Oklahoma, School of Law. Mr. Campbell has over twenty-five years' experience in bookkeeping and preparation of financial statements and notes thereto.

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.

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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.

## 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, Ruben Padilla certify that:

1. I have reviewed this Disclosure Statement for A1 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.

June 23, 2025

/s/ Ruben Padilla

Chief Executive Officer

### *Principal Financial Officer:*

I, Ruben Padilla certify that:

1. I have reviewed this Disclosure Statement for A1 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.

June 23, 2025

/s/ Ruben Padilla

Chief Financial Officer

A1 GROUP, INC.  
BALANCE SHEETS (CONSOLIDATED)  
AS OF March 31, 2025 and March 31, 2024  
(Unit: US\$)

	March 31, 2025	December 31, 2024
<b>ASSETS</b>		
<b>CURRENT ASSETS</b>		
Cash	\$ 49,256	\$ 926
Prepaid expenses	4,583	4,583
Accounts Receivable	170,286	-
IP -Subsidiary	7,400,000	7,400,000
Inventory	4,000,000	4,000,000
Total Current Assets	11,624,125	11,405,509
Property, Plant and Equipment	1,131,731	-
<b>Total Assets</b>	<b>\$ 12,755,856</b>	<b>\$ 11,405,509</b>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
<b>LIABILITIES</b>		
<b>CURRENT LIABILITIES</b>		
Accounts payable and accrued expenses	\$ 24,324	\$ 24,324
Accrued officer compensation	101,000	101,000
Other Payable	4,198,830	4,000,000
Loan Payable	1,313,289	46,256
Related party loan - Ian Dixon	21,770	21,770
Total Current Liabilities	5,659,213	4,193,350
Total Liabilities	5,659,213	4,193,350
<b>STOCKHOLDERS' DEFICIT</b>		
Common Stock, \$0.001 par value 1,200,000,000 authorized, 829,959,039 and 1,159,959,039 issued and outstanding at March 31, 2025 and December 31, 2024, respectively	829,959	1,159,959
Series A preferred Stock, \$0.001 par value 20,000,000 shares authorized, 6,000,000 and 6,000,000 issued and outstanding at March 31, 2025 and December 31, 2024, respectively	6,000	6,000
Series B preferred Stock, \$0.001 par value 5,000,000 shares authorized, 1,000,000 and 1,000,000 issued and outstanding at March 31, 2025 and December 31, 2024, respectively	1,000	1,000
Series C preferred Stock, \$0.001 par value 20,000,000 shares authorized, 430,000 and 4,430,000 issued and outstanding at March 31, 2025 and December 31, 2024, respectively	430	430
Series D preferred Stock, \$0.001 par value 10,000,000 shares authorized, 10,000,000 and -0- issued and outstanding at March 31, 2025 and December 31, 2024, respectively	10,000	-
Additional paid in Capital	6,605,244	6,285,244
Accumulated deficit	(355,990)	(240,474)
Total stockholders' equity	7,096,643	7,212,159
<b>Total liabilities and stockholders' equity</b>	<b>\$ 12,755,856</b>	<b>\$ 11,405,509</b>

See accompanying notes to the financial statement

A1 GROUP, INC.  
STATEMENT OF OPERATION (CONSOLIDATED)  
For the THREE Months Ended MARCH 31, 2025 AND MARCH 31, 2024  
(Unit: US\$)

	March 31, 2025	March 31, 2024
Revenue	\$ <u>268,866</u>	\$ <u>-</u>
Operating expenses		
Cost of Goods Sold	-	-
Selling and Marketing	-	-
General and Administrative	<u>384,382</u>	<u>7,062</u>
Total Operating expenses	<u>384,382</u>	<u>7,062</u>
Net income	<u>\$ (115,516)</u>	<u>\$ (7,062)</u>
Basic and diluted income per common shares	<u>\$ (0.00)</u>	<u>\$ (0.00)</u>
Weighted average number of outstanding common shares - basic and diluted	<u>989,959,039</u>	<u>370,756,038</u>

See accompanying notes to the financial statement

A1 GROUP, INC.  
STATEMENT OF CHANGES IN STOCKHOLDERS' EQUITY (CONSOLIDATED)  
For the YEAR Ended December 31, 2024 AND DECEMBER 31, 2023  
(Unit: US\$)

	Common Stock		Series A Preferred Stock		Series B Preferred Stock		Series C Preferred Stock		Series D Preferred Stock		Additional Paid In Capital	Retained Earnings	Total
	Number	Amounts	Number	Amounts	Number	Amounts	Number	Amounts	Number	Amounts			
Ending Balance December 31, 2023	360,756,038	\$ 360,756	6,000,000	\$ 6,000	1,000,000	\$ 1,000	4,430,000	\$ 4,430	-	\$ -	(358,756)	(186,035)	(172,605)
Conversion of Series C Preferred Stock							(2,000,000)	(2,000)			2,000		-
Issuance of Common Stock	10,000,000	10,000									(10,000)		-
Net Loss												(7,062)	(7,062)
Ending Balance March 31, 2024	<u>370,756,038</u>	<u>370,756</u>	<u>6,000,000</u>	<u>6,000</u>	<u>1,000,000</u>	<u>1,000</u>	<u>2,430,000</u>	<u>2,430</u>	<u>-</u>	<u>-</u>	<u>(366,756)</u>	<u>(193,097)</u>	<u>(179,667)</u>
Ending Balance December 31, 2024	1,159,959,039	\$ 1,159,959	11,000,000	\$ 6,000	1,000,000	\$ 1,000	4,430,000	\$ 430	-	\$ -	6,285,244	(240,474)	7,212,159
Issuance of Series D Preferred Stock for cancellation of Common Stock	(340,000,000)	(340,000)							10,000,000	10,000	330,000		-
Issuance of Common Stock for services	10,000,000	10,000									(10,000)		-
Net Loss												(115,516)	(115,516)
Ending Balance March 31, 2025	<u>829,959,039</u>	<u>829,959</u>	<u>11,000,000</u>	<u>6,000</u>	<u>1,000,000</u>	<u>1,000</u>	<u>4,430,000</u>	<u>430</u>	<u>10,000,000</u>	<u>10,000</u>	<u>6,605,244</u>	<u>(355,990)</u>	<u>7,096,643</u>

See accompanying notes to the financial statement

A1 GROUP, INC.  
STATEMENT OF CASH FLOW (CONSOLIDATED)  
For the THREE Months Ended MARCH 31, 2025 AND MARCH 31, 2024  
(Unit: US\$)

	March 31, 2025	March 31, 2024
Operating activities:		
Net income	\$ (115,516)	\$ (7,062)
Adjustment to reconcile net income to net cash used in operating activities:		
Addback non-cash expenses	85,600	-
Changes in operating assets and liabilities:		
Increased receivable	170,286	-
Decreased (Increased) in prepaid expenses	-	-
Net cash used in operating activities	140,370	(7,062)
Investing activities:		
Purchase of fixed assets	-	-
Net cash used in investing activities	-	-
Financing activities:		
Increase in Bank Draft	-	-
Increase (Decrease) in Loan Payable	(92,040)	7,062
Stock Issuance	-	-
Related party loan - Ian Dixon	-	-
Net cash provided by financing activities	(92,040)	7,062
Net increase (decrease) in cash	48,330	-
Cash at beginning of the period	926	926
	\$ 49,256	\$ 926

See accompanying notes to the financial statement

A1 GROUP, INC.  
NOTES TO FINANCIAL STATEMENTS  
March 31, 2024 (Unaudited)

**NOTE 1-ORGANIZATION AND GOING CONCERN**

A1 Group, Inc. (the "Company") was incorporated on November 27, 2006, under the laws of the State of Nevada and extra-provincially registered under the laws of the Province of Ontario on February 2, 2007. The Company changed its name several times and on June 23, 2014, the Company changed its name to A1 Group, Inc.

The Company is in the process of bringing in new management as per the court order (order date: January 2, 2020) of custodianship granted to Ian Dixon; at present Ian Dixon is complying with the court order on behalf of all the other shareholders to bring the company current on the OTC Markets platform and re-establish some value for the shareholders. Currently, the Company is preparing new financial statements with disclosures for OTC markets with the intention of removing the stop sign. At this point, the company is evaluating the next step of bringing in either an existing business into the company via a merger or starting from scratch under the new management with the intention of generating revenue for the company.

On January 2, 2020, the Company recorded 412,226,498 Common shares and 5,000,000 series A Preferred shares for the par values of \$412,226 and \$5,000, respectively and the same amounts as negative additional paid-in capital.

**Going Concern**

The Company's financial statements are prepared, using the accounting principles generally accepted in the United States of America applicable to a going concern that contemplates the realization of assets and liquidation of liabilities in the normal course of business.

Currently, the Company does not have significant cash or other material assets, nor does it have operations or a source of revenue sufficient to cover its operating costs and allow it to continue as a going concern.

The Company intends to raise additional capital (besides its intended public offering) through the sale of equity securities, an offering of debt securities, or borrowings from financial institutions and possibly from related and nonrelated parties who may, in fact, lend to the Company on reasonable terms. Management believes that its actions to secure additional funding will likely provide the Company with the opportunity to continue as a going concern.

**NOTE 2-SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

**Basis of presentation**

The accompanying unaudited financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP") and include all the notes required by the GAAP for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation of the financial statements have been included.

## **Cash and cash equivalents**

For the purpose of the statements of cash flows, all highly liquid investments with an original maturity of three months or less are considered to be cash equivalents. The carrying value of these investments approximates fair value.

## **Property and Equipment Capitalization Policies**

Property and equipment is stated at cost and depreciated over estimated useful life of the asset using the straight-line method. Maintenance and repairs are charged to operations as incurred. When assets are sold, or otherwise disposed of, cost and related accumulated depreciation are removed from the accounts, and any gain or loss is included in operations.

## **Impairment of long-lived assets**

The Company continually monitors events and changes in circumstances that could indicate that carrying amounts of long-lived assets may not be recoverable. When such events or changes in circumstances are present, the Company assesses the recoverability of long-lived assets by determining whether the carrying value of such assets will be recovered through undiscounted expected future cash flows. If the total of the future cash flows is less than the carrying amount of those assets, the Company recognizes an impairment loss based on the excess of the carrying amount over the fair value of the assets. Assets to be disposed of are reported at the lower of the carrying amount or the fair value less cost to sell.

## **Revenue recognition**

The Company recognizes revenue in accordance with the Financial Accounting Standard Board (“FASB”) issued Accounting Standards Codification (“ASC”) ASC 605, Revenue Recognition. ASC 605 requires that four basic criteria are met: (1) persuasive evidence of an arrangement exists, (2) delivery of products and services has occurred, (3) the price is fixed or determinable and (4) collectability is reasonably assured. The Company will recognize revenue during the month in which products are shipped, or fees are earned.

## **Fair value of financial instruments**

Fair value measurements are determined under a three-level hierarchy for fair value measurements that prioritizes the inputs to valuation techniques used to measure fair value, distinguishing between market participant assumptions developed based on market data obtained from sources independent of the reporting entity (“observable inputs”) and the reporting entity’s own assumptions about market participant assumptions developed based on the best information available in the circumstances (“unobservable inputs”).

Fair value is the price that would be received to sell an asset or would be paid to transfer a liability (i.e., the “exit price”) in an orderly transaction between market participants at the measurement date. In determining fair value, the Company primarily uses prices and other relevant information generated by market transactions involving identical or comparable assets (“market approach”). The Company also considers the impact of a decrease in volume and level of activity for an asset or liability when compared with normal activity to identify transactions that are not orderly.

The highest priority is given to unadjusted quoted prices in active markets for identical assets (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). Securities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement.

The three hierarchy levels are defined as follows:

Level 1 - Quoted prices in active markets that is unadjusted and accessible at the measurement date for identical, unrestricted assets or liabilities;

Level 2 - Quoted prices for identical assets and liabilities in markets that are not active, quoted prices for similar assets and liabilities in active markets or financial instruments for which significant inputs are observable, either directly or indirectly;

Level 3 - Prices or valuations that require inputs that are both significant to the fair value measurement and unobservable.

Credit risk adjustments are applied to reflect the Company's own credit risk when valuing all liabilities measured at fair value. The methodology is consistent with that applied in developing counterparty credit risk adjustments but incorporates the Company's own credit risk as observed in the credit default swap market.

Financial instruments consist primarily of cash, prepaid expenses, accounts payable and accrued expenses, and notes payable. The carrying amounts of such financial instruments approximate their respective estimated fair value due to the short-term maturities and approximate market interest rates of these instruments. The estimated fair value is not necessarily indicative of the amounts the Company would realize in a current market exchange or from future earnings or cash flows.

### **Stock-based compensation**

The Company accounts for stock awards issued to non-employees in accordance with ASC 505-50, *Equity-Based Payments to Non-Employees*. The measurement date is the earlier of (1) the date at which a commitment for performance by the counterparty to earn the equity instruments is reached, or (2) the date at which the counterparty's performance is complete. Stock awards granted to non-employees are valued at their respective measurement dates based on the trading price of the Company's common stock and recognized as expenses during the period in which services are provided.

### **Earnings per share**

Earnings (loss) per share are computed in accordance with *ASC 260, Earnings per Share*. Basic earnings (loss) per share are computed by dividing net income (loss), after deducting preferred stock dividends accumulated during the period, by the weighted-average number of shares of common stock outstanding during each period. Diluted earnings per share are computed by dividing net income by the weighted-average number of shares of common stock, common stock equivalents and other potentially dilutive securities, if any, outstanding during the period.

### **Income taxes**

The Company accounts for income taxes in accordance with *ASC 740-10, Income Taxes*. Deferred tax assets and liabilities are recognized to reflect the estimated future tax effects, calculated at the tax rate expected to be in effect at the time of realization. A valuation allowance related to a deferred tax asset is recorded when it is more likely than not that some portion of the deferred tax asset will not be realized. Deferred tax assets and liabilities are adjusted for the effects of the changes in tax laws and rates of the date of enactment.

*ASC 740-10* prescribes a recognition threshold that a tax position is required to meet before being recognized in the financial statements and provides guidance on recognition, measurement, classification, interest, and penalties, accounting in interim periods, disclosure and transition issues. Interest and penalties are classified as a component of interest and other expenses.

Uncertain tax positions are measured and recorded by establishing a threshold for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. Only tax positions meeting the more-likely-than-not recognition threshold at the effective date may be recognized or continue to be recognized.

### **Use of estimates**

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

### **Recent accounting standards pronouncements or updates**

Accounting standards that have been issued or proposed by the FASB or other standards-setting bodies that do not require adoption until a future date are not expected to have a material impact on the financial statements upon adoption.

### **NOTE 3-SHARE CAPITAL**

As of March 31, 2025, the Company is authorized to issue 1,200,000,000 shares of \$0.001 par value common stock and 45,000,000 shares of its \$0.001 par value preferred stock.

#### **Common stock and Series D Preferred Stock**

During the three months ended March 31, 2025, The Company issued 10,000,000 shares of Series D Preferred Stock in exchange for the cancellation of 340,000,000 shares of Common Stock.

### **NOTE 4 - PURCHASE AGREEMENT**

In 2024, the Company acquired 100% of the outstanding shares of Consumer Event Packaging Inc for \$2.00 which for accounting purposes was consolidated as of January 1, 2025.

### **NOTE 5 - SUBSEQUENT EVENTS**

None