

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

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

Pink Current Information Tier

To qualify for the Current Information Tier:

1. **Subscribe to the OTC Disclosure & News Service:** To submit an application, visit [Gateway](#) to sign in or create a new account. Allow OTC Markets Group 2-4 weeks to process your application and provide authorized user credentials to OTCIQ.
2. **Publish Initial Disclosure:** Upload the following documents through OTCIQ:
 - Annual Report for the most recently completed fiscal year.
 - All Quarterly Reports for the Current Fiscal Year.

Annual or Quarterly Reports are composed of:

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

Qualifying Financial Statements include:

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

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

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

3. **Publish the annual Management Certification:** Companies must certify basic company information initially and annually within forty five (45) days of a company's annual report due date.
4. **Verify Profile:** Verify the Company Profile through OTCIQ. This includes the complete list of current officers, directors, and service providers; outstanding shares; a business description; contact information; and the names of all company insiders and beneficial owners of 10% or more of the outstanding units or shares of any class of any equity security of the issuer.
5. **OTC Markets Group Processing of Reports:** Allow OTC Markets Group to process the posted documents (typically three to five business days) and provide any comments. Companies will only be evaluated for Current Information once all required documentation has been submitted.
6. **Ongoing Requirements:** To qualify for Current Information on an ongoing basis, companies must:
 - Publish reports through OTCIQ on the following schedule:
 - Quarterly Report within **45 days** of the quarter end
 - Annual Report within **90 days** of the fiscal year end
 - Complete an annual Management Certification within **45 days** of the annual report due date.
 - Maintain a Verified Profile. At least once every six months, review and verify the Company Profile through OTCIQ.
 - Maintain Transfer Agent Verified share data. If your transfer agent participates in the [Transfer Agent Verified Shares Program](#), then your securities must have current share data verified by the transfer agent.
 - Maintain an Active standing in the Company's State of Incorporation.

Pink Limited Information Tier

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

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

Current Reporting of Material Corporate Events

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

Material corporate events may include:

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

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

Huntwicke Capital Group, Inc.

7 Grove Street Suite 201
Topsfield, MA 01983

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www.huntwicke.com
info@huntwicke.com
SIC: 6500

Annual Report

For the period ending 4/30/2025 (the “Reporting Period”)

Outstanding Shares

The number of shares outstanding of our Common Stock was:

4,857,296 as of April 30, 2024

4,299,727 as of April 30, 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 Control⁴ of the company has occurred during this reporting period:

Yes: No:

⁴ “Change in Control” shall mean any events resulting in:

- (i) Any “person” (as such term is used in Sections 13(d) and 14(d) of the Exchange Act) becoming the “beneficial owner” (as defined in Rule 13d-3 of the Exchange Act), directly or indirectly, of securities of the Company representing fifty percent (50%) or more of the total voting power represented by the Company’s then outstanding voting securities;
- (ii) The consummation of the sale or disposition by the Company of all or substantially all of the Company’s assets;
- (iii) A change in the composition of the Board occurring within a two (2)-year period, as a result of which fewer than a majority of the directors are directors immediately prior to such change; or
- (iv) The consummation of a merger or consolidation of the Company with any other corporation, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or its parent) at least fifty percent (50%) of the total voting power represented by the voting securities of the Company or such surviving entity or its parent outstanding immediately after such merger or consolidation.

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

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

Originally the company was incorporated on May 12, 2009, under the laws of the State of Delaware as Palmer Stock Agency Inc. The Company changed its name to Magnolia Lane Income Fund in 2013, then from Magnolia Lane Income Fund to Huntwicke Capital Group Inc. in 2016 which is the current name of the issuer.

On November 12, 2015, the Company changed domicile from the State of Delaware to the State of Nevada by filing Articles of Domestication and Articles of Incorporation. The Company is currently active in its standing with the State of Nevada.

Current State and Date of Incorporation or Registration:

On November 12, 2015, the Company changed domicile from the State of Delaware to the State of Nevada by filing Articles of Domestication and Articles of Incorporation. The Company is currently active in its standing with the State of Nevada.

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

Active

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

None

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:

7 Grove Street Suite 201 Topsfield, MA 01983

Address of the issuer's principal place of business:

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

Has the issuer or any of its predecessors been in bankruptcy, receivership, or any similar proceeding in the past five years?

No: Yes: If Yes, provide additional details below:

2) Security Information

Transfer Agent

Name: Pacific Stock Transfer
Phone: 702-361-3033
Email: info@pacificstocktransfer.com
Address: 6725 Via Austi Pkwy, Suite
300 Las Vegas, NV 89119

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>HCGI</u>	
Exact title and class of securities outstanding:	Common	
CUSIP:	<u>447311101</u>	
Par or stated value:	<u>\$0.0001</u>	
Total shares authorized:	<u>300,000,000</u>	as of date: 4/30/2025
Total shares outstanding:	<u>4,299,727</u>	as of date: 4/30/2025
Total number of shareholders of record:	<u>89</u>	as of date: 4/30/2025

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

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

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

Exact title and class of securities outstanding:	<u>Preferred</u>	
Par or stated value:	<u>\$0.0001</u>	
Total shares authorized:	<u>100,000,000</u>	as of date: 4/30/2025
Total shares outstanding:	<u>1</u>	as of date: 4/30/2025
Total number of shareholders of record:	<u>1</u>	as of date: 4/30/2025

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

Security Description:

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

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

Common stockholders have economic rights, rights to dividends, the right to sell and voting rights.

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

The preferred share has no economic rights to dividends, is not able to be transferred, converted into common or sold, etc.. It has a 2 to 1 vote multiplier to each share of common stock. Therefore, it has voting control of the company if it was voted.

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

None

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

None

3) Issuance History

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

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

A. Changes to the Number of Outstanding Shares for the two most recently completed fiscal years and any subsequent period.

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

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

Opening Balance as of 4/1/2023	Common	4,866,426							
Opening Balance as of 4/1/2023	Preferred	1							
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 (entities must have individual with voting / investment control disclosed).	Reason for share issuance (e.g. for cash or debt conversion) OR Nature of Services Provided (if applicable)	Restricted or Unrestricted as of this filing?	Exemption or Registration Type?
5/19/2023	Transfer	-5,730	Common	\$7.80	No	Cede & Co		Restricted	
5/19/2023	Transfer	3,730	Common	\$7.80	No	Cede & Co		Restricted	
5/19/2023	Transfer	2,000	Common	\$7.80	No	Butler Cabin LLC Control Person Brian Woodland		Restricted	
5/31/2023	Retired	-2,000	Common	\$7.50	No	Butler Cabin LLC Control Person Brian Woodland		Restricted	
6/1/2023	Transfer	7,317	Common	\$7.50	No	Harry Martin & Linde Martin JTWROS		Restricted	
6/1/2023	Transfer	-7,317	Common	\$7.50	No	Harry Martin & Linde Martin JTWROS		Restricted	
6/1/2023	Transfer	31,389	Common	\$7.50	No	Charles Pappalardo		Restricted	
6/1/2023	Transfer	-31,389	Common	\$7.50	No	Charles Pappalardo		Restricted	
6/12/2023	Transfer	-7,317	Common	\$7.50	No	Harry Martin & Linde Martin JTWROS		Restricted	
6/12/2023	Transfer	7,317	Common	\$7.50	No	Cede & Co		Restricted	
6/16/2023	Transfer	47,084	Common	\$7.45	No	Ellen M Gikas Trustee		Restricted	
6/16/2023	Transfer	-47,084	Common	\$7.45	No	Ellen M Gikas Trustee		Restricted	
6/26/2023	Transfer	-3,125	Common	\$7.10	No	Cede & Co		Restricted	
6/26/2023	Transfer	495	Common	\$7.10	No	Cede & Co		Restricted	
6/26/2023	Transfer	2,630	Common	\$7.10	No	Butler Cabin LLC Control Person Brian Woodland		Restricted	

7/5/2023	Retired	-2,630	Common	\$7.10	No	Butler Cabin LLC Control Person Brian Woodland	Open Market Share Repurchase	Restricted	
7/19/2023	Transfer	-53,907	Common	\$7.00	No	Brian Woodland & Anne Marie Woodland JT TEN		Restricted	
7/19/2023	Transfer	53,907	Common	\$7.00	No	Cede & Co		Restricted	
7/26/2023	Transfer	-40,907	Common	\$7.01	No	Cede & Co		Restricted	
7/26/2023	Transfer	38,407	Common	\$7.01	No	Cede & Co		Restricted	
7/26/2023	Transfer	2,500	Common	\$7.01	No	Butler Cabin LLC Control Person Brian Woodland	Open Market Purchase from Cede & Co	Restricted	
8/10/2023	Transfer	-33,034	Common	\$7.50	No	Eve Hamlin		Restricted	
8/10/2023	Transfer	33,034	Common	\$7.50	No	Eve Hamlin & Ronald T Hamlin JT Ten		Restricted	
8/8/2023	Cancellation	-2,500	Common	\$7.01	No	Butler Cabin LLC Control Person Brian Woodland	Open Market Purchase from Cede & Co	Restricted	
8/10/2023	Transfer	-7,317	Common	\$7.50	No	Cede & Co		Restricted	
8/10/2023	Transfer	5,317	Common	\$7.50	No	Cede & Co		Restricted	
8/10/2023	Transfer	2,000	Common	\$7.45	No	Butler Cabin LLC Control Person Brian Woodland		Restricted	
8/22/2023	Cancellation	-2,000	Common	\$7.45	No	Butler Cabin LLC Control Person Brian Woodland		Restricted	
9/29/2023	Transfer	-267,568	Common	\$7.80	No	Cede & Co		Restricted	
9/29/2023	Transfer	213,661	Common	\$7.80	No	Cede & Co		Restricted	
9/29/2023	Transfer	53,907	Common	\$7.80	No	Bradley A Woodland & Anne Marie Woodland JT TEN		Restricted	
10/10/2023	Retired	-128,004	Common	\$7.50	No	Bradley A Woodland & Ann Marie Woodland JT TEN		Restricted	
10/10/2023	Transfer	-6,400	Common	\$7.50	No	Bradley A Woodland & Ann Marie Woodland JT TEN		Restricted	

10/10/2023	Transfer	-2,695	Common	\$7.50	No	Brad Woodland & Anne Marie Woodland JT TEN	Restricted	
10/10/2023	Transfer	-78,473	Common	\$7.50	No	Brad Woodland & Anne Marie Woodland JT TEN	Restricted	
10/10/2023	Transfer	128,004	Common	\$7.50	No	Bradley A Woodland & Ann Marie Woodland JT TEN	Restricted	
10/10/2023	Transfer	6,400	Common	\$7.50	No	Bradley A Woodland & Ann Marie Woodland JT TEN	Restricted	
10/10/2023	Transfer	2,695	Common	\$7.50	No	Brad Woodland & Anne Marie Woodland JT TEN	Restricted	
10/10/2023	Transfer	78,473	Common	\$7.50	No	Brad Woodland & Anne Marie Woodland JT TEN	Restricted	
10/23/2023	Transfer	-128,004	Common	\$7.50	No	Bradley A Woodland & Ann Marie Woodland JT TEN	Restricted	
10/23/2023	Transfer	-6,400	Common	\$7.50	No	Bradley A Woodland & Ann Marie Woodland JT TEN	Restricted	
10/23/2023	Transfer	-2,695	Common	\$7.50	No	Brad Woodland & Anne Marie Woodland JT TEN	Restricted	
10/23/2023	Transfer	-78,473	Common	\$7.50	No	Brad Woodland & Anne Marie Woodland JT TEN	Restricted	
10/23/2023	Transfer	-53,907	Common	\$7.80	No	Bradley A Woodland & Anne Marie Woodland JT TEN	Restricted	
10/23/2023	Transfer	269,479	Common	\$7.80	No	Cede & Co	Restricted	
10/26/2023	Transfer	269,479	Common	\$7.80	No	Bradley A Woodland	Restricted	
10/26/2023	Transfer	1,819	Common	\$7.80	No	Cede & Co	Restricted	
10/26/2023	Transfer	-3,730	Common	\$7.80	No	Cede & Co	Restricted	

10/26/2023	Transfer	-213,661	Common	\$7.80	No	Cede & Co		Restricted	
10/26/2023	Transfer	-53,907	Common	\$7.80	No	Cede & Co		Restricted	
4/19/2024	Transfer	-4,878	Common	\$7.80	No	Charles Beristain		Restricted	
4/19/2024	Transfer	4,878	Common	\$7.80	No	Cede & Co		Restricted	
10/24/2024	Transfer	5,556	Common	\$7.80	No	Myles Eason		Restricted	
1/22/2025	Transfer	-47,084	Common	\$7.80	No	Ellen M Gikas		Restricted	
1/22/2025	Transfer	47,084	Common	\$7.80	No	Cede & Co		Restricted	
1/24/2025	Cancelled	-550,000	Common	\$7.80	No	Timothy Reed Collins		Restricted	
1/27/2025	Cancelled	-969,155	Common	\$7.80	No	Timothy Reed Collins		Restricted	
1/27/2025	Issued	969,155	Common	\$7.80	No	Timothy Reed Collins		Restricted	
3/28/2025	Issued	6,250	Common	\$7.80	No	Mohammed Souisse & Kathleen Hatch		Restricted	
3/28/2025	Issued	6,250	Common	\$7.80	No	Mohammed Souisse & Kathleen Hatch		Restricted	
3/28/2025	Cancelled	-12,500	Common	\$7.80	No	Mohammed Souisse & Kathleen Hatch		Restricted	
3/28/2025	Cancelled	-6,250	Common	\$7.80	No	Mohammed Souisse & Kathleen Hatch		Restricted	
4/14/2025	Issued	5,625	Common	\$7.80	No	Ryan Gwinnell & Joe Desantis		Restricted	
4/14/2025	Issued	6,875	Common	\$7.80	No	Ryan Gwinnell & Joe Desantis		Restricted	
4/14/2025	Cancelled	-12,500	Common	\$7.80	No	Ryan Gwinnell & Joe Desantis		Restricted	
4/14/2025	Cancelled	-6,875	Common	\$7.80	No	Ryan Gwinnell & Joe Desantis		Restricted	
Ending Balance at 4/30/2025	Common	4,299,727							
Ending Balance at 4/30/2025	Preferred	1							

Example: A company with a fiscal year end of December 31st 2024, in addressing this item for its Annual Report, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2023 through December 31, 2024 pursuant to the tabular format above.

Any additional material details, including footnotes to the table are below:

Note: CEDE & CO. is a financial institution that processes stocks on behalf of DTC. Butler Cabin ownership is held by Huntwicke Capital Group Inc., which is controlled by Brian Woodland.

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 ⁵	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:

None

4) Issuer's Business, Products and Services

The purpose of this section is to provide a clear description of the issuer's current operations. Ensure that these descriptions are updated on the Company's Profile on www.OTCMarkets.com.

A. Summarize the issuer's business operations (If the issuer does not have current operations, state "no operations")

The Company 1) acquires real estate in small markets with high degrees of safety to provide income streams and capital appreciation to our shareholders, 2) has financial services businesses that manage financial portfolios and assets for a fee, and clear private placement transactions for high-net-worth customers and institutional customers, 3) owns and manages a developmental soccer training program on the North Shore of Massachusetts and 4) owns and manages the Ipswich Ale Brewery and restaurant on the North Shore of Massachusetts.

⁵ 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.

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

<u>SUBSIDIARY</u>	<u>OFFICERS</u>
Essex Private Wealth Management	Brian Woodland, President Peter Mullholland, CCO and CIO
Huntwicke Securities	Brian Woodland, President
Butler Cabin, LLC	Brian Woodland, President
Grove Realty Partners, LLC	Brian Woodland, President
Aztec Soccer Inc.	Brian Woodland, President
Skillz Check Soccer Inc.	Mohammed Keita, President
Ipswich Brewery Partners	Brian Woodland, President
Mercury Brewing	Brian Woodland, President
Boulder Canyon, LLC	Brian Woodland, President

C. Describe the issuers' principal products or services.

The Company 1) acquires real estate for appreciation, diversification, current income and safety. 2) has financial services businesses that manage financial portfolios and assets for a fee, and clear private placement transactions for high net-worth customers and institutional customers and 3) owns and manages a developmental soccer training program on the North Shore of Massachusetts and owns and manages the Ipswich Ale Brewery and restaurant on North Shore of Massachusetts

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.

7 Grove St., Topsfield, MA 01983

- Description: 12,000 Square foot, Business Office, Retail and Professional Space
- Owner, lessor and property manager: Grove Realty Partners, LLC
- Mortgage Debt as of April 30, 2025: \$0
- Property Sold: 1/22/2025

2 Brewery Place, Ipswich, MA 01938

- o Description: 36,000 Square foot, Manufacturing, Office and Restaurant Space
- o Owner: Ipswich Brewery Partners, LLC o Mortgage Debt as of April 30, 2025: \$3,942,405

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

Using the table below, please provide information, as of the period end date of this report, regarding all officers and directors of the company, or any person that performs a similar function, regardless of the number of shares they own.

In addition, list all individuals or entities controlling 5% or more of any class of the issuer's securities.

If any insiders listed are corporate shareholders or entities, provide the name and address of the person(s) beneficially owning or controlling such corporate shareholders, or the name and contact information (City, State) of an individual representing the corporation or entity. Include Company Insiders who own any outstanding units or shares of any class of any equity security of the issuer.

The goal of this section is to provide investors with a clear understanding of the identity of all the persons or entities that are involved in managing, controlling or advising the operations, business development and disclosure of the issuer, as well as the identity of any significant or beneficial owners.

Individual Name (First, Last) or Entity Name (Include names of control person(s) if a corporate entity)	Position/Company Affiliation (ex: CEO, 5% Control person)	City and State (Include Country if outside U.S.)	Number of Shares Owned (List common, preferred, warrants and options separately)	Class of Shares Owned	Percentage of Class of Shares Owned (undiluted)
Brian Woodland	President, owner of more than 5%	Denver, CO	<u>1</u>	Preferred	<u>.000001%</u>
Brian Woodland	President, owner of more than 5%	Denver, CO	<u>529,649</u>	Common	<u>12.32%</u>
Fernando Garcia	Vice President of Operation	Topsfield, MA	<u>16,099</u>	Common	<u>0.37%</u>
Timothy Collins	Owner of more than 5%	Topsfield, MA	<u>1,380,513</u>	Common	<u>19.32%</u>
Brad Woodland & Anne Marie Woodland JT Ten	Owner of more than 5%	Boxford, MA	<u>529,649</u>	Common	<u>8.42%</u>
Mohammed Keita & Keisha Keita JT TEN	Officer	Tewksbury, MA	<u>25,000</u>	Common	<u>0.58%</u>
Mark L. Faucher	Owner of more than 5%	Miami, FL	<u>488,463</u>	Common	<u>11.36%</u>
Peter Mulholland	Officer	Topsfield MA	<u>15,564</u>	Common	<u>0.36%</u>
Cede & Co	Owner of more than 5%	New York, NY	<u>354,518</u>	Common	<u>10.18%</u>

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

7) Legal/Disciplinary History

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

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

None

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

None

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

None

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

None

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

None

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

None

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

None

8) Third Party Service Providers

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

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

Securities Counsel

Name: Morgan E. Petitti, Esq
Firm: Morgan E. Petitti
Address 1: 118 W. Streetsboro Street, # 317
Address 2: Hudson, OH 44236
Phone: 330-697-8548
Email: PetittiLaw@gmail.com

Accountant or Auditor

Firm: Merrimack Valley Bookkeeping Services, LLC
Dbas: Supporting Strategies - Merrimack Valley and Southern Maine
Address 1: 39 Berlys Way
Address 2: Kennebunkport ME 04046
Phone: 978-213-8338
Email: HCG@mvm.myworkplace.co

Investor Relations

Name: Fernando Garcia
Firm: Huntwicke Capital Group
Address 1: 7 Grove Street Suite 201
Address 2: Topsfield, MA 01983
Phone: 978-887-5981
Email: fgarcia@huntwicke.com

All other means of Investor Communication:

X (Twitter): None
Discord: None
LinkedIn: None
Facebook: None
[Other] N/A

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: None
Firm: N/A
Nature of Services: N/A
Address 1: N/A
Address 2: N/A

Phone: N/A
Email: N/A

9) Disclosure & Financial Information

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

Name: **Julie Reed**
Title: **Business Finance Manager**
Relationship to Issuer: **Outsourced Accountant**

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: **Julie Reed**
Title: **Business Finance Manager**
Relationship to Issuer: **Outsourced Accountant**

Describe the qualifications of the person or persons who prepared the financial statements:⁶ **Bachelors in Business and Masters in Business Administration**

Provide the following qualifying financial statements:

- Audit letter, if audited;
- Balance Sheet;
- Statement of Income;
- Statement of Cash Flows;
- Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)
- Financial Notes

Financial Statement Requirements:

- Financial statements must be published together with this disclosure statement as one document.
- Financial statements must be "machine readable". Do not publish images/scans of financial statements.
- Financial statements must be presented with comparative financials against the prior FYE or period, as applicable.
- Financial statements must be prepared in accordance with U.S. GAAP or International Financial Reporting Standards (IFRS) but are not required to be audited.

10) Issuer Certification

⁶ The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS and by persons with sufficient financial skills.

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, Brian Woodland certify that:

1. I have reviewed this Disclosure Statement for Huntwicke Capital 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.

7/21/2025

/s/Brian Woodland

Brian Woodland

President, Chief Executive Officer

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

VP of Operations:

I, Fernando Garca certify that:

1. I have reviewed this Disclosure Statement for Huntwicke Capital 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.

7/21/25

/s/ Fernando Garcia

VP of Operations

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

HUNTWICKE CAPITAL GROUP INC.
QUARTERLY AND ANNUAL REPORTS
April 30, 2025 and April 30, 2024
(UNAUDITED)

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CAUTIONARY STATEMENT ON FORWARD-LOOKING INFORMATION

This Yearly Report contains “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995, Section 27A of the Securities Act of 1933, as amended, or the Securities Act, and Section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). Forward-looking statements discuss matters that are not historical facts. Because they discuss future events or conditions, forward-looking statements may include words such as “anticipate,” “believe,” “estimate,” “intend,” “could,” “should,” “would,” “may,” “seek,” “plan,” “might,” “will,” “expect,” “anticipate,” “predict,” “project,” “forecast,” “potential,” “continue” negatives thereof or similar expressions. Forward-looking statements speak only as of the date they are made, are based on various underlying assumptions and current expectations about the future and are not guarantees. Such statements involve known and unknown risks, uncertainties and other factors that may cause our actual results, level of activity, performance or achievement to be materially different from the results of operations or plans expressed or implied by such forward-looking statements.

We cannot predict all of the risks and uncertainties. Accordingly, such information should not be regarded as representations that the results or conditions described in such statements or that our objectives and plans will be achieved, and we do not assume any responsibility for the accuracy or completeness of any of these forward-looking statements. These forward-looking statements are found at various places throughout this yearly report and include information concerning possible or assumed future results of our operations, including statements about potential acquisition or merger targets; business strategies; future cash flows; financing plans; plans and objectives of management; any other statements regarding future acquisitions, future cash needs, future operations, business plans and future financial results, and any other statements that are not historical facts.

These forward-looking statements represent our intentions, plans, expectations, assumptions and beliefs about future events and are subject to risks, uncertainties and other factors. Many of those factors are outside of our control and could cause actual results to differ materially from the results expressed or implied by those forward-looking statements. In light of these risks, uncertainties and assumptions, the events described in the forward-looking statements might not occur or might occur to a different extent or at a different time than we have described. You are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of the yearly report. All subsequent written and oral forward-looking statements concerning other matters addressed in this yearly report and attributable to us or any person acting on our behalf are expressly qualified in their entirety by the cautionary statements contained or referred to in this yearly report.

Except to the extent required by law, we undertake no obligation to update or revise any forward-looking statements, whether as a result of new information, future events, a change in events, conditions, circumstances or assumptions underlying such statements, or otherwise.

CERTAIN TERMS USED IN THIS REPORT

When this report uses the words “we,” “us,” “our,” and the “Company” refer to Huntwicke Capital Group Inc. “SEC” refers to the Securities and Exchange Commission.

Exhibit A
FINANCIAL INFORMATION
HUNTWICKE CAPITAL GROUP INC.
Consolidated Balance Sheets and Stockholders' Equity

	For the Year Ended April 30, 2025 <u>(Unaudited)</u>	For the Year Ended April 30, 2024 <u>(Unaudited)</u>
ASSETS		
Current Assets		
Cash	706,987	890,293
Accounts Receivable	1,837,491	1,911,829
Prepaid Expenses	110,116	388,027
Inventory	221,765	220,341
Due From Related Party	471,000	471,000
Total Current Assets	\$3,347,359	\$3,881,490
Tenant Escrow	-	1,489
Other Assets	1,133,266	1,038,100
Fixed Assets (net of accumulated depreciation)	4,741,146	6,667,671
Goodwill	8,662,236	8,662,236
Total Assets	\$17,884,007	\$20,250,986
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current Liabilities		
Accounts payable and accrued expenses	728,904	557,204
Equipment Loans and Credit Card	91,809	124,655
Commissions Payable	249,151	149,687
Other Loans & Short Term Liabilities	1,010,883	957,529
Deferred Revenue	516,600	591,066
Total Current Liabilities	\$2,597,347	\$2,380,141
Security Deposits	-	6,664
Lease Payable	-	25,072
Secured Lines of Credit	-	340,000
Mortgage Payable	3,942,405	4,494,596
Severance Payable	1,488,667	1,654,667
Total Liabilities	\$8,028,419	\$8,901,139
Stockholders' Equity		
Preferred stock: par value \$0.0001: 100,000 shares authorized; 1 share issued and outstanding	486	485
Common stock: par value \$0.0001; 300,000,000 shares authorized; 4,299,727 and 4,857,296 shares issued and outstanding, respectively	22,972,679	21,403,084
Additional paid-in capital	(1,156,928)	(2,324,704)
Accumulated deficit	(913,570)	(913,571)
Unearned compensation on restricted stock	(7,066,413)	(3,934,781)
Members Draw	(3,980,666)	(2,880,666)
Accumulated other comprehensive income		
Treasury Stock		
Total Stockholders' Equity	\$9,855,588	\$11,349,847
Total Liabilities and Stockholders' Equity	17,884,007	20,250,986

HUNTWICKE CAPITAL GROUP INC.
Consolidated Statements of Operations

	For the Year End April 30, 2025 <u>(Unaudited)</u>	For the Year End April 30, 2024 <u>(Unaudited)</u>
REVENUE		
Rental Revenue	532,965	629,158
Financial services	4,657,990	3,527,839
Soccer Revenue	788,966	798,728
Brewery Revenue	1,566,184	1,845,684
Other	775	(1,020)
Total Revenue	\$7,546,879	\$6,800,388
OPERATION EXPENSES		
Operating costs	2,679,078	4,574,057
Payroll	2,777,199	3,111,672
Professional fees	117,377	241,485
Commissions	3,126,883	2,293,661
Repairs and Maintenance	89,009	159,544
Depreciation and amortization	436,448	231,728
Interest Expense	327,949	395,440
Total Operating Expenses	\$9,553,942	\$11,007,587
G/L FROM OPERATIONS	(2,007,063)	(4,207,199)
OTHER INCOME (EXPENSE)		
Net gain (loss) on sale of property	185,285	2,269,626
Net gain (loss) on investments	1,824,999	0
Leased equipment interest expense	(924)	(2,768)
Other Income	10,336	18,758
Total Other Income (Expense)	\$2,019,696	\$2,285,617
NET GAIN/(LOSS)	12,633	(1,921,582)
NET G/L ATTRIBUTABLE TO NON-CONTROLLING INTEREST		
NET G/L ATTRIBUTABLE TO COMMON SHAREHOLDERS	12,633	(1,921,582)
NET G/L PER COMMON SHARE BASIC AND DILUTED		
	\$0.00	-\$0.40
Weighted average common shares outstanding - basic and diluted	4,299,727	4,857,296

HUNTWICKE CAPITAL GROUP INC.
Comprehensive Income

	For the Year Ended April 30, 2025 <u>(Unaudited)</u>	For the Year Ended April 30, 2024 <u>(Unaudited)</u>
Net Gain/(Loss)	12,633	(1,921,582)
Net Unrealized gain/(loss) on investments	-	-
Comprehensive Gain/(Loss)	<u>\$12,633</u>	<u>(\$1,921,582)</u>

HUNTWICKE CAPITAL GROUP INC.
Consolidated Statements of Cash Flows

	For the Year Ended April 30, 2025 <u>(Unaudited)</u>	For the Year Ended April 30, 2024 <u>(Unaudited)</u>
CASH FLOWS FROM OPERATING ACTIVITIES		
Net gain/loss	12,633	(1,921,582)
Adjustments to reconcile net income (loss) to net cash provided by (used in) from operating activities		
Depreciation	436,448	231,728
Net gain (loss) on sale of property	(185,285)	(2,269,626)
Net realized gain (loss) on investments	(1,824,999)	-
Changes in operating assets and liabilities		
Accounts receivable	74,339	(117,995)
Inventory	(1,424)	92,582
Prepaid expenses	277,911	(264,603)
Accounts payable and accrued expenses	171,700	(232,165)
Severance Payable	(166,000)	(161,333)
Commissions payable	99,464	149,173
Deferred revenue	(74,466)	(156,763)
Tenant escrow	1,489	9,419
Security Deposits	(5,990)	(9,559)
Net cash provided by (used in) operating activities	(\$1,184,180)	(\$4,650,726)
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase or sale of Assets	2,830,826	2,029,850
Due from related party	-	(146,204)
Net cash provided by (used in) investing activities	\$2,830,826	\$1,883,646
CASH FLOWS FROM FINANCING ACTIVITIES		
Repayments and advances from working capital loans	20,509	(74,102)
Capital contribution	(883,198)	2,256,602
Member draw	(50,000)	
Repayments on lease payable	(25,072)	(24,878)
Advance on line of credit	(340,000)	50,000
Repayments and advances from mortgage payable	(552,191)	(916,167)
Net cash provided by (used in) financing activities	(\$1,829,952)	\$1,291,455
NET CHANGE IN CASH	(\$183,306)	(\$1,475,625)
CASH AT BEGINNING OF PERIOD	\$890,293	\$2,365,918
CASH AT END OF PERIOD	\$706,987	\$890,293

HUNTWICKE CAPITAL GROUP INC.
Statement Of Changes in Stockholders' Equity
For the Year Ended April 30, 2025

Statement of changes in owner's equity - Huntwicke Capital Group	Preferred Stock	Common Stock	Treasury Stock	Additional Paid In Capital	Accumulated Deficit	Unearned Compensation on Restricted Stock	Members Draw	Total equity
Balance at								
April 30 2024	-	485	(2,880,666)	21,403,084	(2,324,704)	(913,571)	(3,934,781)	11,349,847
Comprehensive income								
Profit or loss					1,167,776			1,167,776
Other comprehensive income								
Gain on the revaluation of land and buildings								
Total comprehensive income	-	-	-	-	1,167,776	-	-	1,167,776
Transactions with owners								
Proceeds from shares issued		1	(1,100,000)					(1,099,999)
Members Draw				1,569,595	-		(3,131,632)	(1,562,037)
Total transactions with owners	-	1	(1,100,000)	1,569,595	-	-	(3,131,632)	(2,662,036)
Balance at								
April 30 2025	-	486	(3,980,666)	22,972,679	(1,156,928)	(913,571)	(7,066,413)	9,855,587

HUNTWICKE CAPITAL GROUP, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
AS OF April 30, 2025
(UNAUDITED)

NOTE 1 – ORGANIZATION

Huntwicke Capital Group Inc. (the “Company,” “We,” “Ours,” “Us”), was incorporated on May 12, 2009, under the laws of the State of Delaware. On November 12, 2015, the Company changed domicile from the State of Delaware to the State of Nevada by filing Articles of Domestication and Articles of Incorporation.

Our current Chief Executive Officer, Brian Woodland, has numerous years in the real estate acquisition, syndication and asset management business. The Company 1) acquires real estate in small markets with high degrees of safety to provide income streams to our shareholders, 2) develops, syndicates, manages and acquires property for capital appreciation and 3) has growing financial services businesses that manage financial portfolios and assets for a fee, and clear private placement transactions for high net worth customers and institutional customers and 4) manages a developmental soccer club as well as a soccer training program on the North Shore of Massachusetts.

Recent Activity:

During the quarter ended January 31, 2025, the Company sold Grove Realty Partner, LLC and received \$1,900,000 in cash and partial payment through shares, resulting in 550,000 shares being returned back to treasury. The sale took place on January 22, 2025.

During the quarter ended October 31, 2024, the Company issued restricted stock to a long tenure employee. The number of shares issued was 5,556.

During the year ended April 30, 2024, the Company bought back stock in the open market held in Butler Cabin and Huntwicke Securities. The numbers of shares purchased were 43,500 and 4,000, respectively.

NOTE 2 – SUMMARY OF ACCOUNTING POLICIES

Principles of consolidation

The accompanying consolidated financial statements represent the consolidated financial position and results of operations of the Company and include the accounts and results of operations of the Company and its subsidiaries. The accompanying consolidated financial statements include the active entity of Huntwicke Capital Group Inc. and its wholly owned subsidiaries, Grove Realty Partners, LLC, Butler Cabin, LLC from October 15, 2015, Essex Private Wealth Management, LLC, Huntwicke Securities, LLC, , Skillz Check Soccer, Inc. from August 1, 2018. Ipswich Brewery Partners and Mercury Brewing from January 31, 2019. Boulder Canyon from November 8, 2023.

Use of Estimates

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

NOTE 2 – SUMMARY OF ACCOUNTING POLICIES (continued)

Cash Equivalents

The Company considers all highly liquid investments with maturities of three months or less at the time of purchase to be cash equivalents.

Concentrations

Concentration in a geographic area:

The Company operates in the real estate industry, the financial services industry as well as managing a soccer club, and the operations are concentrated in the State of Massachusetts.

For the year ended April 30, 2025, we had two clients that represented 22% and 20% of rental revenues, respectively. For the year ended April 30, 2024, we had two clients that represented 19% and 17% of rental revenues, respectively.

Investments

The Company's investments in securities are reported at fair value, with unrealized gains and losses included in earnings. The Company will invest its cash proceeds to enhance shareholder value over the long term. The Company will use both short- and long-term investing strategies. Investments are classified as available for sale.

Accounts Receivable

Receivables from the soccer club primarily represent amounts due on the annual soccer contracts that the participants sign at the beginning of the soccer year. Payments can be made in full at the beginning of the soccer year or periodically during the soccer year. Balance of the soccer club receivables were \$26,449 and \$26,449 for April 30, 2025, and April 30, 2024 respectively. These amounts are reported in the total accounts receivable on the statement of Consolidated Balance Sheets and Stockholders' equity.

Rental Property, Net

Rental property assets are stated at cost less accumulated depreciation. Depreciation is provided on a straight-line basis over the estimated useful lives of the asset.

We capitalize replacements and improvements, such as HVAC equipment, structural replacements, windows, appliances, flooring, carpeting and renovations. Ordinary repairs and maintenance, such as unit cleaning, painting and appliance repairs, are expensed when incurred.

NOTE 2 – SUMMARY OF ACCOUNTING POLICIES (continued)

Rental Property, Net

Asset	Useful Life (In Years)
Building	30-39 Years
Land	Indefinite
Building Improvements	Various
Leased Equipment	15 Years

Impairment of Real Estate Investments

The Company assesses on a regular basis whether there are any indicators that the carrying value of rental property assets may be impaired. Potential indicators may include an increase in vacancy at a property, tenant reduction in utilization of a property, tenant financial instability and the potential sale of the property in the near future. An asset is determined to be impaired if the asset's carrying value is in excess of its estimated fair value.

Abandoned Leasehold Improvement

In the course of business, the Company capitalized leasehold improvements, depreciating the assets over their estimated useful life. The Company terminated the lease with the lessor prior to fully depreciating the leasehold improvement. In the year ended April 30, 2022, an abandonment loss was recorded in the amount \$18,043 to fully dispose of the abandoned leasehold improvement.

Accrued Revenue

Represents revenues earned by our financial services segment that have not yet been billed to the client.

Commissions payable

Represents amounts owed to registered investments advisors for commissions. As of April 30, 2025, and April 30, 2024, the Company owed \$249,151 and \$0 in commissions payable, respectively.

Deferred Revenue

Deferred revenue represents revenues collected but not earned as of April 30, 2025, and April 30, 2024. This is composed of revenue for financial services billed on a quarterly basis but not yet earned. This revenue will be earned on a monthly basis as services are performed. Deferred revenue is also composed primarily of soccer revenues that are billed at the beginning of the soccer year and recognized over the soccer season which runs January 1 to December 31. Additional soccer programs are run throughout the year which might also be paid in advance, these revenues will be earned over the period in which the program takes place. Additionally, from time to time, rental payments may be paid by tenants, but not earned yet by the Company. Such revenue is initially recorded as a deferred liability and is recognized as revenue once earned. As of April 30, 2025 and April 30, 2024, the Company had \$297,341 and \$281,519, respectively, in deferred revenue.

NOTE 2 – SUMMARY OF ACCOUNTING POLICIES (continued)

Income Taxes

The Company utilizes the asset and liability method to measure and record deferred income tax assets and liabilities. Deferred tax assets and liabilities reflect the future income tax effects of temporary differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and are measured using enacted tax rates that apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion or all of the deferred tax assets will not be realized.

The Company follows the provisions of Income Taxes Topic of the FASB Accounting Standards Codification, which provides clarification on accounting for uncertainty in income taxes recognized in an enterprise's financial statements. The guidance prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return, and also provides guidance on derecognition, classification, interest and penalties, disclosure and transition. At April 30, 2025 and April 30, 2024, no significant income tax uncertainties have been included in the Company's Balance Sheets. The Company's policy is to recognize interest and penalties on unrecognized tax benefits in income tax expense in the Statements of Operations. No interest and penalties are present for periods open.

Revenues

Securities Transactions

The Company acts as an agent in executing orders to buy or sell OTC and listed securities. It also acts as an agent to purchase private placements. The company charges a commission based on the services the company provides to customers. The services the company provides are in compliance with their approvals granted by FINRA. Customers' securities transactions are recorded on a settlement date basis. The related commission income and expenses are also recorded on the settlement date basis.

Private Placement Transactions

Customers' private placement transactions are recorded on the date escrow is closed. The related commission income and expenses are also recorded on the escrow date. The Company may also recognize a mark-up or a mark-down on transactions in which it acts as a principal. Mark-up and mark-down commissions are generally priced competitively based upon the services the Company provides to its customers and are in compliance with guidance established by FINRA.

Introduction Fee Transactions

Introduction fees are earned from introducing institutions to each other to commence a lease transaction. These transactions are conducted between the two introduced parties and the broker-dealer has no further role after introduction. These transactions are recognized when the transaction closes and the price is fixed and determinable as the broker-dealer never knows if or when a transaction might close. Commission expense is accrued on the date the income is recognized. The amounts are billed quarterly in advance based on the net asset value of assets under management and amortized over the period earned.

The Company earns fees for managing client investment portfolios through its SEC registered Advisory firm, Essex Private.

NOTE 2 – SUMMARY OF ACCOUNTING POLICIES (continued)

Property Revenue Recognition

Our commercial property leases are for varied terms ranging from month-to-month to 3 years. Rental income is recognized on a straight-line basis over the term of the lease.

Rent concessions, including free rent incurred in connection with commercial property leases, are amortized on a straight-line basis over the terms of the related leases and are charged as a reduction of rental revenue.

Soccer Revenue

Soccer revenues are earned from training provided to children and teenagers during the year. The majority of the revenues are from the club soccer program which places children on teams for a twelve-month period which runs from July 1 to June 30. Other short-term programs run during various time periods throughout the year. Revenues for the club soccer program are recognized on a straight-line basis over the term of the club contract. Revenues for the other programs are recognized over the period in which the program takes place.

Net income (loss) per common share

Net income (loss) per common share is computed pursuant to section 260-10-45 of the Financial Accounting Standards Board Accounting Standards Codification. Basic net income (loss) per common share is computed by dividing net income (loss) by the weighted average number of shares of common stock outstanding during the period. Diluted net income (loss) per common share is computed by dividing net income (loss) by the weighted average number of shares of common stock outstanding including the dilutive effect of stock awards during the period.

Segments

The Company operates in four segments, rental real estate, financial services, soccer revenues and Brewery.

	Segmented Data				
	For the Year Ended				
	April 30, 2025				
	Real Estate	Financial services	Soccer	Brewery	Total
Revenue	533,739	4,657,990	788,966	1,566,184	7,546,879
Depreciation	168,441	2,656	-	265,350	436,447
Commission expense		3,126,883			3,126,883
G/L From Operations	1,705,218	(581,567)	23,572	(1,134,590)	12,633
Segmented Assets	3,400,000	2,926	-	1,338,219	4,741,145
	For the Year Ended				
	April 30, 2024				
	Real Estate	Financial services	Soccer	Brewery	Total
Revenues	629,158	3,527,839	798,728	1,845,684	6,801,409
Depreciation	(37,154)	3,975	-	264,907	231,728
commission		2,293,661			2,293,661
G/L from operations	(1,673,958)	(906,325)	(172,322)	(1,453,493)	(4,206,098)
Segmented Assets	5,112,917	5,583	-	1,549,171	6,667,671

NOTE 3 – MORTGAGE PAYABLE

17-19 Main Street

On May 15, 2024 the Company (via Boulder Canyon, LLC) sold the property and terminated mortgage note payable on property located at 17-19 Main Street, Topsfield, Massachusetts. The remaining principal balance as of April 30, 2025, and April 30, 2024 was \$0 and \$320,634.54 respectively.

2 Brewery Place

On January 10, 2025 the Company entered into a mortgage note payable on the property located at 2 Brewery Place (Unit #2), Ipswich, Massachusetts. The note bears interest at 7.523% per annum and is due January 10, 2030. Monthly principal and interest payments totaling \$7,101.03 beginning February 10, 2025 continuing through January 10, 2050. The mortgage note is secured by the underlying property. The remaining principal balance as of April 30, 2025, and April 30, 2024 was \$946,541.14 and 0, respectively.

On January 22, 2025 the Company entered into a mortgage note payable on the property located at 2 Brewery Place (Unit #1), Ipswich, Massachusetts. The note bears interest at 6.5% per annum and is due December 21, 2034. Monthly principal and interest payments totaling \$19,210 beginning February 21, 2025 continuing through January 21, 2028 when final payment of entire outstanding principal plus all accrued and unpaid interest and fees is due. The mortgage note is secured by the underlying property. The remaining principal balance as of April 30, 2025, and April 30, 2024 was \$2,995,864.12 and \$0, respectively.

7 Grove Street

On January 22, 2025 the Company sold the property and terminated mortgage note payable on property located at 7 Grove Street Topsfield, Massachusetts. The remaining principal balance as of April 30, 2025, and April 30, 2024 was \$0 and \$1,241,188.42, respectively.

Future principal requirements on long-term debt for fiscal quarter ending after April 30, 2025 are as follows:

Mortgage Payable

	<u>Future Payout</u>
2026	47,517
2027	50,894
2028	2,941,023
2029	16,877
Thereafter	886,094
Total	<u>3,942,405</u>

NOTE 4 – LEASE PAYABLE

On March 1, 2018, the Company entered into a lease for HVAC equipment installed at 7 Grove Street, Topsfield, MA under leases classified as finance leases. The lease is for 7 years with a nominal annual rate of 6.875% and contains a purchase option of \$1.00 at the end of the lease term. Monthly lease payments of \$2,304 commenced on May 1, 2018 and continued through April 1, 2025. The leased equipment was amortized on a straight line basis over 15 years.

As of April 30, 2025, there are no lease payable commitments.

NOTE 5 – SEVERANCE PAYABLE

On February 23, 2023, the Company reached a retirement/severance agreement with Robert Martin, former President of our Mercury Brewing and Distribution Company. The firm returned and retired 377,233 shares that Mr. Martin owned in return for payments in a severance package. The retirement package is comprised of a payment stream of \$1,348,648 of principal with an interest rate of 3.86% payable over 15 years to Mr. Martin. The total payment stream will equal \$1,860,000.00 over 15 years unless the company pays off the principal earlier.

NOTE 6 – FUTURE RENTS AND TENANT CONCENTRATION

The Company's revenue is derived from property leases with varied lease terms. As of April 30, 2025, there are no future minimum rents to be received under non-cancellable leases with terms of twelve months or more.

NOTE 7 – RELATED PARTY TRANSACTIONS

As of 5/15/2024, Boulder Canyon, LLC sold off its interests in 17-19 Main St. Topsfield, MA 01983. Entries were made to apply the sale to Realized Gain/Loss of Property Sale, Mortgage Payable, and Mortgage Acquisition Costs.

As of 1/22/2025, the company sold off its interests in 7 Grove Street, Topsfield, Massachusetts. Entries were made to apply the sale to Realized Gain/Loss of Investments, Mortgage Payable, and Mortgage Acquisition Costs.

NOTE 8 – ACCOUNTING ADJUSTMENTS

There were no adjustments attributable to the year ended April 30, 2025

NOTE 9 - SUBSEQUENT EVENT

There are no subsequent events to the year ended April 30, 2025 as of the date of this filing.

NOTE 10 – MANAGEMENT NOTE

Our financial performance and balance sheet assets are compiled and carried according to GAAP accounting. Under GAAP accounting, the assets that have been acquired in our portfolio are carried under rule ASC 805. ASC 805 is more commonly referred to as "common control" accounting treatment. This means that our assets in many cases are carried at their historical cost and not their fair market value. Management believes that this may understate our asset mix values on our balance sheet quite significantly. If investors have questions regarding ASC 805 on our balance sheet, they are welcome to set up a time to discuss it with us."