

XCPCNL Business Services Corporation

Amendment to Annual Report - June 2025 - Annual Report for 06/30/2025
originally published through the OTC Disclosure & News Service on
[07/24/2025](#)

Explanatory Note:
Requested Issuer Services Revision

***This coversheet was automatically generated by OTC Markets Group based on the information provided by the Company. OTC Markets Group has not reviewed the contents of this amendment and disclaims all responsibility for the information contained herein.*

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

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

The Company was originally incorporated in the State of Delaware on May 27, 2005 as **Vital Products, Inc.** On July 12, 2017, the Company changed its name to **XCPCNL Business Services Corporation**. On October 14, 2024, as part of a Delaware holding company reorganization pursuant to Section 251(G) of the Delaware General Corporation Law, **XCPCNL Business Services Corporation merged into XCPCNL Industries, Inc.**, and **Core Solve Corp.** became the new parent holding company. As such, the current name of the issuer is **Core Solve Corp.**

Current State and Date of Incorporation or Registration: Delaware, 5/27/2005

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

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

N/A

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

None

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

- On **October 1, 2021**, the Company executed a share purchase agreement with **Colorado Distribution Group, LLC**, a Colorado limited liability company ("CDG"), to acquire all issued and outstanding shares of Preferred Stock (4,875 shares of Series A and 1,000 shares of Series B) and 31,182,000 shares of Common Stock from 1721 Belvedere Trust for \$200,000. As a result, CDG, 100% owned by Timothy Matthews, became the controlling shareholder of the Company.
- On **September 19, 2024**, the Board of Directors and a majority of shareholders approved an amendment to effect a **1-for-150 reverse stock split** and a **name change to Core Solve Corp.**, which were filed with the Delaware Secretary of State and are reflected in the Company's corporate records.
- As of the date of this disclosure, **FINRA and DTC have not yet approved** the corporate actions. As such, the **name change and reverse split are not yet reflected** on OTC Markets, in DTC's system, or on the Company's market ticker. The Company continues to work with its legal and transfer agent teams to **complete the corporate action review process with FINRA and DTC**.

Address of the issuer's principal executive office:

4182 Clemmons Road Suite 289 Clemmons, NC 27012

Address of the issuer's principal place of business:

X 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: Continental Stock Transfer & Trust Company
Phone: 212-509-4000
Email: mlloyd@continentalstock.com
Address: 1 State Street Plaza, 30th Floor, New York, NY 10004

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>XCPL</u>
Exact title and class of securities outstanding:	<u>Common Stock</u>
CUSIP:	<u>98370P 100</u>
Par or stated value:	<u>.0001</u>
Total shares authorized:	<u>2,000,000,000</u> as of date: <u>6/30/2025</u>
Total shares outstanding:	<u>1,465,213,002</u> as of date: <u>6/30/2025</u>
Total number of shareholders of record:	<u>30</u> as of date: <u>6/30/2025</u>

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

None

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:	_____
Par or stated value:	_____
Total shares authorized:	_____ as of date: _____
Total shares outstanding:	_____ as of date: _____
Total number of shareholders of record:	_____ as of date: _____

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

None

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.

N/A

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

N/A

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

N/A

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

N/A

3) Issuance History

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

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

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

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

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

Shares Outstanding <u>Opening Balance:</u> Date <u>June 30, 2025</u> Common: <u>1,465,213,002</u> Preferred: <u>Series A 5,875</u> <u>Series B 1,000</u>			*Right-click the rows below and select "Insert" to add rows as needed.						
Date of Transaction	Transaction type (e.g., new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to. ***You must disclose the control person(s) for any entities listed.	Reason for share issuance (e.g. for cash or debt conversion) - OR- Nature of Services Provided	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
2/21/2019	New Issuance	300,000	Common Stock	\$0.0625	Yes	Angelica Salazar	Consulting Services	Restricted	Exemption - Section 4(a)(2) of the Securities Act of 1933, as amended
2/21/2019	New Issuance	300,000	Common Stock	\$0.0625	Yes	Laura Martinez	Consulting Services	Restricted	Exemption - Section 4(a)(2) of the Securities Act of 1933, as amended

2/21/2019	New Issuance	150,000	Common Stock	\$0.0625	Yes	Martha Mackey	Consulting Services	Restricted	Exemption - Section 4(a)(2) of the Securities Act of 1933, as amended
2/21/2019	New Issuance	480,000	Common Stock	\$0.0625	Yes	Dr. Cheng Kuo	Debt Conversion	Restricted	Exemption - Section 4(a)(2) of the Securities Act of 1933, as amended
2/21/2019	New Issuance	1,100,000	Common Stock	\$0.0625	Yes	Troy Fulkerson	Consulting Services	Restricted	Exemption - Section 4(a)(2) of the Securities Act of 1933, as amended
10/1/2019	New Issuance	1,000	Series B Preferred Stock	\$0.01	Yes	Crayford Corporation/ Alan Howard, control person	Information Consulting Services	Restricted	Exemption - Section 4(a)(2) of the Securities Act of 1933, as amended
1/6/2020	New Issuance	2,000,000	Common Stock	\$0.03	Yes	TTSG Holdings, Inc./Terry Taylor, control person	Consulting Services	Restricted	Exemption - Section 4(a)(2) of the Securities Act of 1933, as amended
3/6/2020	New Issuance	2,000,000	Common Stock	\$0.03	Yes	Christopher Mayo	Consulting Services	Restricted	Exemption - Section 4(a)(2) of the Securities Act of 1933, as amended
8/10/2020	New Issuance	7,500,000	Common Stock	\$0.01	Yes	Marshal W. Dooley	Legal and Consulting Services	Restricted	Exemption - Section 4(a)(2) of the Securities Act of 1933, as amended
8/10/2020	New Issuance	6,000,000	Common Stock	\$0.01	Yes	Troy Fulkerson	Employee Services	Restricted	Exemption - Section 4(a)(2) of the Securities Act of 1933, as amended
8/10/2020	New Issuance	300,000	Common Stock	\$0.01	Yes	Maria A. Romero	Employee Services	Restricted	Exemption - Section 4(a)(2) of the Securities Act of 1933, as amended
8/10/2020	New Issuance	300,000	Common Stock	\$0.01	Yes	Cindy Anderson	Employee Services	Restricted	Exemption - Section 4(a)(2) of the Securities Act of 1933, as amended
10/29/2020	New Issuance	500,000	Common Stock	\$0.01	Yes	Windstream Partners, LLC (Chris Kern, control person)	Consulting Services	Restricted	Exemption - Section 4(a)(2) of the Securities Act of 1933, as amended
12/29/2021	New Issuance	8,000,000	Common Stock	\$0.008	Yes	Carpathia LLC (Joseph Canouse)	Subscription	Unrestricted	Regulation A
1/14/2022	New Issuance	8,000,000	Common Stock	\$0.008	Yes	Carpathia LLC (Steve Hicks)	Subscription	Unrestricted	Regulation A
1/16/2022	New Issuance	4,000,000	Common Stock	\$0.008	Yes	Geneva Roth Remark (Seth Cramer)	Subscription	Unrestricted	Regulation A
2/14/2022	New Issuance	10,068,000	Common Stock	\$0.008	Yes	Trillium Partners (Steve Hicks)	Subscription	Unrestricted	Regulation A
3/4/2022	New Issuance	5,643,227	Common Stock	\$0.008	Yes	Geneva Roth Remark (Seth Cramer)	Subscription	Unrestricted	Regulation A
4/4/2022	New Issuance	9,375,000	Common Stock	\$0.008	Yes	Carpathia LLC (Joseph Canouse)	Subscription	Unrestricted	Regulation A
4/5/2022	New Issuance	5,915,824	Common Stock	\$0.008	Yes	Geneva Roth Remark (Seth Cramer)	Subscription	Unrestricted	Regulation A

5/6/2022	New Issuance	7,500,000	Common Stock	.004	Yes	JanBella Group, LLC (William Alessi)	Subscription	Unrestricted	Regulation A
7/13/2022	New Issuance	14,000,000	Common Stock	.004	Yes	Trillium Partners (Steve Hicks)	Subscription	Unrestricted	Regulation A
7/22/2022	New Issuance	7,250,000	Common Stock	.004	Yes	Geneva Roth Remark (Seth Cramer)	Subscription	Unrestricted	Regulation A
7/25/2022	New Issuance	7,500,000	Common Stock	.004	Yes	JanBella Group, LLC (William Alessi)	Subscription	Unrestricted	Regulation A
7/26/2022	New Issuance	15,389,000	Common Stock	.004	Yes	Trillium Partners (Steve Hicks)	Subscription	Unrestricted	Regulation A
7/27/2022	New Issuance	14,750,000	Common Stock	.004	Yes	JP Carey Limited Partners LP (Joseph Canouse)	Subscription	Unrestricted	Regulation A
8/2/2022	New Issuance	9,900,000	Common Stock	.004	Yes	Geneva Roth Remark (Seth Cramer)	Subscription	Unrestricted	Regulation A
8/17/2022	New Issuance	15,389,000	Common Stock	.004	Yes	Trillium Partners (Steve Hicks)	Subscription	Unrestricted	Regulation A
8/17/2022	New Issuance	6,500,000	Common Stock	.004	Yes	JanBella Group, LLC (William Alessi)	Subscription	Unrestricted	Regulation A
8/25/2022	New Issuance	16,000,000	Common Stock	.004	Yes	JP Carey Limited Partners LP (Joseph Canouse)	Subscription	Unrestricted	Regulation A
8/31/2022	New Issuance	500	Series A Preferred Stock	.001	No	Xerxes Trading Holdings Limited Liability Company (Micah Brown)	Acquisition Agreement	Restricted	Exemption - Section 4(a)(2) of the Securities Act of 1933, as amended
8/31/2022	New Issuance	500	Series A Preferred Stock	.001	No	Advanced Research Machines Limited Liability Company (Micah Brown)	Acquisition Agreement	Restricted	Exemption - Section 4(a)(2) of the Securities Act of 1933, as amended
10/11/2022	New Issuance	12,000,000	Common Stock	.001	Yes	Geneva Roth Remark (Seth Cramer)	Subscription	Unrestricted	Regulation A
10/11/2022	New Issuance	12,000,000	Common Stock	.001	Yes	Ezzat Jallad	Subscription	Unrestricted	Regulation A
10/12/2022	New Issuance	12,000,000	Common Stock	.001	Yes	Ezzat Jallad	Subscription	Unrestricted	Regulation A
10/13/2022	New Issuance	14,000,000	Common Stock	.001	Yes	Geneva Roth Remark (Seth Cramer)	Subscription	Unrestricted	Regulation A
10/14/2022	New Issuance	12,285,714	Common Stock	.001	Yes	Ezzat Jallad	Subscription	Unrestricted	Regulation A
10/14/2022	New Issuance	14,000,000	Common Stock	.001	Yes	Geneva Roth Remark (Seth Cramer)	Subscription	Unrestricted	Regulation A
10/17/2022	New Issuance	16,000,000	Common Stock	.001	Yes	Geneva Roth Remark (Seth Cramer)	Subscription	Unrestricted	Regulation A
10/18/2022	New Issuance	16,000,000	Common Stock	.001	Yes	Geneva Roth Remark (Seth Cramer)	Subscription	Unrestricted	Regulation A
10/18/2022	New Issuance	16,500,000	Common Stock	.001	Yes	Geneva Roth Remark (Seth Cramer)	Subscription	Unrestricted	Regulation A

10/14/2022	New Issuance	16,071,429	Common Stock	.001	Yes	Ezzat Jallad	Subscription	Unrestricted	Regulation A
10/20/2022	New Issuance	25,000,000	Common Stock	.001	Yes	South Fork Securities (Peter Rosten)	Subscription	Unrestricted	Regulation A
10/20/2022	New Issuance	17,500,000	Common Stock	.001	Yes	Geneva Roth Remark (Seth Cramer)	Subscription	Unrestricted	Regulation A
10/20/2022	New Issuance	18,400,000	Common Stock	.001	Yes	Geneva Roth Remark (Seth Cramer)	Subscription	Unrestricted	Regulation A
10/27/2022	New Issuance	39,282,227	Common Stock	.001	Yes	JanBella Group, LLC (William Alessi)	Subscription	Unrestricted	Regulation A
12/8/2022	New Issuance	24,313,000	Common Stock	.001	Yes	Geneva Roth Remark (Seth Cramer)	Subscription	Unrestricted	Regulation A
12/9/2022	New Issuance	24,285,714	Common Stock	.001	Yes	Ezzat Jallad	Subscription	Unrestricted	Regulation A
12/12/2022	New Issuance	24,000,000	Common Stock	.001	Yes	South Fork Securities (Peter Rosten)	Subscription	Unrestricted	Regulation A
12/28/2022	New Issuance	24,000,000	Common Stock	.001	Yes	South Fork Securities (Peter Rosten)	Subscription	Unrestricted	Regulation A
1/6/2023	New Issuance	30,528,141	Common Stock	.001	Yes	Ezzat Jallad	Subscription	Unrestricted	Regulation A
1/13/2023	New Issuance	60,000,000	Common Stock	.001	Yes	Ezzat Jallad	Subscription	Unrestricted	Regulation A
1/18/2023	New Issuance	25,000,000	Common Stock	.001	Yes	South Fork Securities (Peter Rosten)	Subscription	Unrestricted	Regulation A
1/20/2023	New Issuance	79,000,000	Common Stock	.001	Yes	Ezzat Jallad	Subscription	Unrestricted	Regulation A
2/6/2023	New Issuance	80,000,000	Common Stock	.001	Yes	Ezzat Jallad	Subscription	Unrestricted	Regulation A
2/15/2023	New Issuance	175,373,316	Common Stock	.001	Yes	All Shareholders Per Stock Split	Stock Split	Restricted and Unrestricted	Exemption - Section 4(a)(2) of the Securities Act of 1933, as amended
3/27/2023	New Issuance	100,000,000	Common Stock	.001	Yes	Ezzat Jallad	Subscription	Unrestricted	Regulation A
4/20/2023	New Issuance	133,000,000	Common Stock	.001	Yes	Ezzat Jallad	Subscription	Unrestricted	Regulation A

Shares Outstanding on Date of This Report: <u>Ending Balance:</u> Date <u>6/30/2025</u> Common: <u>1,465,213,002</u> Preferred: <u>Series A</u> <u>5.875</u>
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Series B 1,000

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

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

B. Convertible Debt

The following is a complete list of the Company's Convertible Debt which includes all promissory notes, convertible notes, convertible debentures, or any other debt instruments convertible into a class of the issuer's equity securities. The table includes all issued or outstanding convertible debt at any time during the last complete fiscal year and any interim period between the last fiscal year end and the date of this Certification.

☒ Check this box to confirm the Company had no Convertible Debt issued or outstanding at any point during this period.

Date of Note Issuance	Principal Amount at Issuance (\$)	Outstanding Balance (\$) (include accrued interest)	Maturity Date	Conversion Terms (e.g., pricing mechanism for determining conversion of instrument to shares)	# Shares Converted to Date	# of Potential Shares to be Issued Upon Conversion ⁶	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g., Loan, Services, etc.)
Total Outstanding Balance:	168,500	Total Shares:						

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

(1) All previously reported debts and settlement obligations — including those owed to Alan Kau and JanBella Group, LLC — were formally extinguished as part of the holding company reorganization completed on October 14, 2024. This transaction was structured as a **triangular merger under Section 251(G) of the Delaware General Corporation Law**, which resulted in:

- The merger of XCPCNL Business Services Corporation into XCPCNL Industries, Inc.
- The creation of **Core Solve Corp.** as the successor public holding company
- **The discharge of all outstanding liabilities and legacy debt instruments** of the predecessor entity, with no assumption by Core Solve Corp.

Accordingly, there are **no outstanding promissory notes, convertible notes, or debt instruments** that may be converted into equity securities of the issuer as of March 31, 2025.

⁶ 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.

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")

As of the date of this filing, **Core Solve Corp.** is actively transitioning its operations following the completion of a **holding company reorganization and triangular merger** under Section 251(G) of the Delaware General Corporation Law, which became effective on **October 14, 2024**. Through this transaction, the predecessor entity, **XPCPNL Business Services Corporation**, merged into **XPCPNL Industries, Inc.**, and Core Solve Corp. became the new public holding company. As part of the reorganization, **all legacy liabilities and legacy contracts were extinguished**. The Company is now in a **clean operational state** with no outstanding debt or carryover obligations.

Previously:

- On **November 20, 2020**, the Company's former Chairman, President, CEO, CFO, and controlling shareholder, **Mr. Irving Boyes**, passed away from complications related to COVID-19. These roles were temporarily assumed by Gregory Boyes, the principal beneficiary of the 1721 Belvedere Trust.
- In **May and June 2021**, the Board of Directors initiated a restructuring process to **discontinue operations** related to employee staffing and leasing, which had suffered business loss due to the pandemic.
- On **October 1, 2021**, a change of control occurred through a **share purchase agreement** with **Colorado Distribution Group, LLC (CDG)**, a Colorado LLC wholly owned by **Timothy Matthews**, who is now the Company's

CEO. CDG acquired all Series A and B Preferred Shares and over 31 million shares of Common Stock. Simultaneously, all pre-existing assets and liabilities were spun out into a separate private entity.

Since that time, and reinforced through the 2024 reorganization, the Company has refocused its strategic efforts. **Core Solve Corp. is currently realigning operations to pursue opportunities in the marketing, technology, and enablement services sectors.**

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

The parent company is now **Core Solve Corp.**, formed on October 14, 2024, through a holding company reorganization under Delaware General Corporation Law Section 251(G). As a result of the merger, the issuer succeeded **XCPCNL Business Services Corporation** and does **not carry forward any of its predecessor's subsidiaries** or legacy liabilities. All former entities—such as American Trades Inc., Combined Payroll Inc., XCPCNL Maintenance LLC, etc.—were discontinued or excluded from the reorganization and are no longer operational components of the company.

C. Describe the issuers' principal products or services.

Core Solve Corp. is building a portfolio of industry-specific **AI-powered platform businesses**, with a focus on solving critical business challenges in high-growth, underserved markets. The Company's current product roadmap includes:

- **Intellivest AI** – A next-generation wealth management platform for RIAs and family offices, providing tools for alternative asset monetization, portfolio optimization, and multi-generational wealth planning.
- **Upserve AI** – A full-stack operations platform for restaurants and hospitality groups, offering AI-driven insights into inventory, labor optimization, customer experience, and marketing automation.

Each solution is powered by **Axonius AI**, our proprietary core intelligence engine capable of driving vertical-specific applications across multiple industries.

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 conducts all of its business operations from leased offices located, principally, in Dallas, Texas and Chicago, Illinois. There are no existing plans for expansion and the potential exists for the abandonment of certain geographic footprints in future periods as previously discussed.

6) All Officers, Directors, and 5% Beneficial Owners 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.

Name of Officer/Director or Control Person	Affiliation with Company (e.g. Officer Title /Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding (1)	Note
<u>Timothy Lawrence Matthews, Jr.</u>	<u>President, CEO, CFO, Chairman of the Board</u>	<u>Clemmons, NC</u>	<u>37,482,000</u> <u>4,875</u> <u>1,000</u>	<u>Common</u> <u>Series A Preferred</u> <u>Series B Preferred</u>	<u>%</u> <u>82.98%</u> <u>100%</u>	<u>Each share of Series A Preferred Stock has the right in all matters requiring shareholder approval, to 25,000 votes.</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.

Ongoing Litigation:

During the 3rd Calendar quarter of 2018, the Company's third-party lender discontinued operations and left the Company without an outlet with which to monetize its accounts receivable on a demand basis. Accordingly, the Company, in an emergency, entered into various agreements with several Merchant Cash Advance (MCA) lenders to provide liquidity within its accounts receivable portfolio.

Due to various disputes related to these arrangements, the Company was sued for collection in various Courts in New York and various judgments were granted against the Company and its various operating subsidiaries. Due to the misapplication of Law, in management's opinion, certain bank accounts of the Company and its operating subsidiaries, which are domiciled and maintained in Texas, were frozen. The Company is vigorously defending itself against these actions.

On October 27, 2018, the Company countersued various MCA lender(s) in the State of New York alleging misapplication of law, criminal usury in the first degree, and violation of Civil Practice and Rules. The Company is seeking unspecified damages in this action.

On December 16, 2018, new legislation was introduced into the U. S. Senate that would ban the use of Confessions of Judgment in commercial transactions. The ultimate passage of this legislation and the potential impact on this situation is unknown.

As a result of these actions, the Company acquired new sources of funding to monetize its accounts receivables and granted the new funding source a first lien against all the Company's receivables to minimize any potential interruption in the Company's cash flow going forward.

Management is of the opinion that the Company and its various affected operating subsidiaries does not anticipate any material adverse impact on either its operations or financial condition as a result of these actions.

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:	Eric Newlan
Address 1:	2201 Long Prairie Road, Suite 107-762
Address 2:	Flower Mound, TX 75022
Phone:	940-367-6154
Email:	eric@newlanpllc.com

Accountant or Auditor

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

Investor Relations

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

All other means of Investor Communication:

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

Other Service Providers

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

Name: _____
Firm: _____
Nature of Services: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

9) Disclosure & Financial Information

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

Name: **Timothy Matthews**
Title: **CEO**
Relationship to 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: **Timothy Matthews**
Title: **CFO**
Relationship to Issuer: _____

Describe the qualifications of the person or persons who prepared the financial statements:⁷ **Senior executive with necessary experience.**

Provide the following qualifying financial statements:

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

Financial Statement Requirements:

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

10) Issuer Certification

Principal Executive Officer:

The issuer shall include certifications by the chief executive officer and chief financial officer of the issuer (or any other persons with different titles but having the same responsibilities) in each Quarterly Report or Annual Report.

The certifications shall follow the format below:

I, Timothy Matthews certify that:

1. I have reviewed this Disclosure Statement for XCPCNL Business Services Corporation;
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.

7/24/2025 [Date]

/s/ Timothy Matthews

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

Principal Financial Officer:

I, Timothy Matthews certify that:

1. I have reviewed this Disclosure Statement for XCPCNL Business Services Corporation;

⁷ 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.

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.

7/24/25 [Date]

/s/ Timothy Matthews [CFO's Signature]

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

XCPCNL BUSINESS SERVICES CORPORATION UNAUDITED

FINANCIAL STATEMENTS

FOR THE TWELVE MONTHS ENDED

JUNE 30, 2025

		Consolidated Balance Sheet June 30, 2025 (Unaudited)		
			June 30, 2024	June 30, 2025
	<u>ASSETS</u>			
Current Assets				
Cash			\$ -	\$ 35,306.00
Accounts Receivable			\$ -	\$ -
Trade			\$ -	\$ -
Other			\$ -	\$ -
Total Current Assets			\$ -	\$ 35,306.00
Other Assets				
Notes receivable			\$ -	\$ -
Office equipment and computer software			\$ -	\$ -
Intellectual property			\$ -	\$ -
Goodwill and other			\$ 36,720.00	\$ 36,720.00
Total Other Assets			\$ 36,720.00	\$ 36,720.00
TOTAL ASSETS			\$ 36,720.00	\$ 72,026.00
<u>LIABILITIES AND STOCKHOLDERS' EQUITY</u>				
Current Liabilities				
Accrued payroll and related liabilities			\$ 960.00	
Bank overdraft				
Accounts payable				
Trade				
Affiliates				
Other current liabilities				
Loan Payable			\$ 30,000.00	\$ -
Notes payable, including accrued interest of \$-0- and \$122,385			\$ 120,000.00	\$ -
Total Current Liabilities			\$ 150,960.00	\$ -
Stockholders' Equity				
Preferred Stock - \$0.01 par value 1,000,000 shares authorized				
Series A - 100,000 shares designated 4,875 shares issued and outstanding, respectively			\$ 49	\$ 49
Series B - 100,000 shares designated 1,000 shares issued and outstanding, respectively			\$ 10	\$ 10
Common Stock - \$0.0001 par value 2,000,000,000 shares authorized 1,685,211,400 and 1,132,213,002 shares issued and outstanding, respectively			\$ 168,521	\$ 168,521
Additional Paid-In Capital			\$ 1,987,456	\$ 1,987,456
Accumulated Deficit			\$ (2,100,736)	\$ (1,915,396)
Total Stockholders' Equity			\$ (113,280)	\$ 72,060
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY			\$ 36,720	\$ 72,060

Consolidated Statement of Operations and Comprehensive Income				
Years ended June 30, 2025				
	(Unaudited)		June 30, 2024	June 30, 2025
Revenues		\$	-	163,814
Cost of Sales				
Payroll and related costs			-	-
Gross Profit			-	163,814
Operating Expenses			-	128,508
Income from Operations			-	35,306
Other Expense			-	-
Gain on negotiated debt settlement			-	-
Gain on Sale of Assets			-	-
Interest Expense			-	-
Income Before Income Taxes			-	35,306
Provision for Income Taxes				
Net Income			-	35,306
Other Comprehensive Income			-	-
Comprehensive Income		\$	-	35,306
Income per weighted-average share of common stock outstanding, computed on net income -				
basic and fully diluted	\$ 0.00	=	-	-
Weighted-average number of shares of common stock outstanding - basic and fully diluted	1,685,211,400		1,685,211,400	1,685,211,400

	Consolidated Statement of Cash Flows		
	Years ended June 30, 2025		
	(Unaudited)		
		June 30, 2024	June 30, 2025
Cash Flows from Operating Activities			
Net income (loss) for the period		-	35,306
Adjustments to reconcile net loss to net cash used in operating activities			
Depreciation and amortization			
Common stock issued for services		-	-
Gain on negotiated debt settlement			
Bad debt expense		-	-
(Increase) Decrease in			
Accounts receivable - trade and other		-	-
Increase (Decrease) in		-	-
Accrued payroll and related liabilities		-	-
Accounts payable and other accrued liabilities		-	-
Accrued interest payable		-	-
Net cash provided by operating activities		-	35,306
Cash Flows from Investing Activities			
Cash paid on note receivable		-	-
Cash received from sale of property and equipment		-	-
Net cash used in investing activities		-	-
Cash Flows from Financing Activities			
Increase in cash overdraft			
Proceeds from SBA loan		-	-
Net cash paid on advances to affiliates			
Proceeds from sale of preferred stock		-	-
Cash received from (paid on) notes payable			
Net cash provided by financing activities		-	-
Increase (Decrease) in Cash		-	35,306
Cash at beginning of period		-	-
Cash at end of period		-	35,306
Supplemental Disclosure of			
Interest and Income Taxes Paid			
Interest paid during the period	0	0	
Income taxes paid during the period	0	0	
Supplemental Disclosure of Non-Cash			
Investing and Financing Activities			

XPCPNL Business Services Corporation and Subsidiaries Consolidated Statement of Changes in Stockholders' Equity
Years ended June 30, 2025
(Unaudited)

	Preferred Stock Series A		Series B		Preferred Stock Common Stock		Additional paid-in Accumulated Capital	Accumulated Deficit	Total Stockholders' Equity
	Shares	Amount	Shares	Amount	Shares	Amount			
Balances at June 30, 2024	4,875	\$ 49	100,000	\$ 10	1,685,211,400	\$ 168,521	\$ 1,987,456	\$ (2,100,736)	\$ (113,280)
Common stock issued in connection with Services Agreement	-	-	-	-	-	-	-		
Preferred stock issued in connection with Purchase and Sale Agreement	-	-	-	-	-	-	-		
Net income for the year	-	-	-	-	-	-		\$ 35,306	\$ 35,306
Balances at June 30, 2025	4,875	\$ 49	100,000	\$ 10	1,685,211,400	\$ 168,521	\$ 1,987,456	\$ (1,915,396)	\$ 72,060

XCPCNL Business Services Corporation and Subsidiaries

Notes to Unaudited Consolidated Financial Statements

Notes to Consolidated Financial Statements
June 30, 2025
(Unaudited)

June 30, 2025

Note 1 - Description of Business

XCPCNL Business Services Corp. (the "Company" or "XCPL"), formerly Vital Products, Inc., a Delaware corporation formed on May 27, 2005, is a holding company headquartered in Dallas, Texas. On July 12, 2017, Vital Products, Inc. changed its name to XCPCNL Business Services Corp.

On November 20, 2020, Irving D. Boyes, the Company's former Chairman, President, Chief Executive Officer, Chief Financial Officer, and largest shareholder through the 1721 Belvedere Trust, died from complications of COVID-19. These positions were assumed by Gregory Boyes, Irving Boyes' son and a 60% beneficiary of the 1721 Belvedere Trust on November 23, 2020. In May and June 2021, the Board of Directors, upon the evaluation and advise of Company management, began a process to streamline and restructure the Company's operations, including discontinuing certain business operations related to employee staffing/leasing due to the significant loss of business directly linked to the COVID-19 pandemic. During the quarter ended September 30, 2021, management and the Board of Directors determined that the Company's current business operations were untenable and discontinued all employee leasing activities. During this quarter, the Company commenced winding down and liquidating all operating activities.

On October 1, 2021, the Company executed a share purchase agreement with Colorado Distribution Group, LLC, a Colorado limited liability company ("CDG"), who desired to acquire all of the issued and outstanding shares of Preferred Stock of the Company (4,875 shares of Series A and 1,000 shares of Series B) plus an additional 31,182,000 shares of Common Stock in exchange for a total cash purchase of \$200,000 (the "Purchase"), from 1721 Belvedere Trust ("Shareholder"). As a result of this transaction, CDG became the controlling shareholder of the Company. CDG is owned and controlled 100% by Timothy Matthews and the Company adopted a new business plan focused on providing marketing and sale-enablement services for a variety of clients.

The Company follows the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America and has a year-end of June 30.

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 disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Significant estimates inherent in the preparation of the accompanying consolidated financial statements include accounting for depreciation and amortization, valuation of goodwill and other intangibles, business combinations, equity transactions, and contingencies.

The consolidated financial statements include 100% of the assets, liabilities, revenues, expenses, and cash flows of the XCPCNL Business Services Corporation and its subsidiaries. All intercompany accounts and transactions have been eliminated in consolidation.

Note 2 - Summary of Significant Accounting Policies

Going concern

The accompanying financial statements have been prepared assuming the Company will continue as a going concern, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business for the twelve months following the date of these financial statements. As of June 30, 2025, the Company had \$35,306 in cash on hand and an accumulated deficit of \$(1,915,396).

Because the Company does not expect that existing operational cash flow will be sufficient to fund presently anticipated operations, this raises substantial doubt about the Company's ability to continue as a going concern. Therefore, the Company will need to raise additional funds and is currently exploring alternative sources of financing. Historically, the Company raised capital through private placements, to finance working capital needs and may attempt to raise capital through the sale of common stock or other securities and obtaining some short-term loans. The Company will be required to continue to so until its operations become profitable. Also, the Company has, in the past, paid for consulting services with its common stock to maximize working capital, and intends to continue this practice where feasible. There can be no assurances that the Company can continue to raise cash on favorable terms.
Cash and cash equivalents

The Company considers all cash on hand and in banks, certificates of deposit and other highly-liquid investments with maturities of three months or less, when purchased, to be cash and cash equivalents. As of June 30, 2025 we had \$35,306 and in cash on hand.

Revenue recognition

Revenues are accounted for in accordance with the FASB's Accounting Standards Update 2014-09, Revenue from Contracts with Customers (Topic 606).

The amount of revenue recognized reflects the consideration which the Company expects to be entitled to receive in exchange for the products and/or services. To achieve this principle, the Company applies the following five steps:

1. Identify the contract with the customer;
2. Identify the performance obligations in the contract;
3. Determine the transaction price;
4. Allocate the transaction price to performance obligations in the contract, and
5. Recognize revenue when or as the Company satisfies a performance obligation.

Income taxes

The Company files income tax returns in the United States of America and various states, as appropriate and applicable. The Company is no longer subject to U.S. federal, state and local, as applicable, income tax examinations by regulatory taxing authorities for any period prior to January 1, 2016.

The Company has adopted the provisions required by the Income Taxes topic of the FASB Accounting Standards Codification. The Codification Topic requires the recognition of potential liabilities as a result of management's acceptance of potentially uncertain positions for income tax treatment on a "more-likely-than-not" probability of an assessment upon examination by a respective taxing authority. As a result of the implementation of Codification's Income Tax Topic, the Company did not incur any liability for unrecognized tax benefits.

Income (Loss) per share

Basic earnings (loss) per share is computed by dividing the net income (loss) available to common stockholders by the weighted-average number of common shares outstanding during the respective period presented in our accompanying financial statements.

Fully diluted earnings (loss) per share is computed similar to basic income (loss) per share except that the denominator is increased to include the number of common stock equivalents (primarily outstanding options and warrants).

Common stock equivalents represent the dilutive effect of the assumed exercise of the outstanding stock options and warrants, using the treasury

stock method, at either the beginning of the respective period presented or the date of issuance, whichever is later, and only if the common stock equivalents are considered dilutive based upon the Company's net income (loss) position at the calculation date.

As of June 30, 2025 the Company does not have any outstanding items which could be deemed to be dilutive.

New and Pending Accounting Pronouncements

The Company is of the opinion that any and all other pending accounting pronouncements, either in the adoption phase or not yet required to be adopted, will not have a significant impact on the Company's financial position or results of operations.

Note 3 - Fair Value of Financial Instruments

The carrying amount of cash, accounts receivable, accounts payable and notes payable, as applicable, approximates fair value due to the short term nature of these items and/or the current interest rates payable in relation to current market conditions.

Interest rate risk is the risk that the Company's earnings are subject to fluctuations in interest rates on either investments or on debt and is fully dependent upon the volatility of these rates. The Company does not use derivative instruments to moderate its exposure to interest rate risk, if any.

Financial risk is the risk that the Company's earnings are subject to fluctuations in interest rates or foreign exchange rates and are fully dependent upon the volatility of these rates. The Company does not use derivative instruments to moderate its exposure to financial risk, if any.

Note 4 - Concentrations of Credit Risk

The Company maintains its cash balances in financial institutions subject to insurance coverage issued by the Federal Deposit Insurance Corporation (FDIC). Under FDIC rules, the Company is entitled to aggregate coverage of \$250,000 per account type per separate legal entity per financial institution. Through the period ended June 30, 2025, the Company did not maintain any deposits in various financial institutions with periodic short-term credit risk exposures in excess of statutory FDIC coverage. The Company did not incur any losses during the periods being reported on, or subsequent thereto, as a result of any unsecured bank balance.

Cash overdrafts represent bank account balances on the Company's financial records that are in a negative position as of the financial statement date. This negative position may not be reflective of the Company's actual ledger balances in each respective bank account on the financial records of the respective financial institution(s) holding the Company's deposits.

Note 5 - Notes Payable

A third-party individual is the holder of several promissory notes issued by the Company, as Vital Products, Inc., prior to the business combination transaction on May 23, 2017. During 2020, this individual filed a lawsuit in the State of California and obtained a judgment against the Company in the amount of \$424,029.19, including all accrued interest. On October 20, 2020, the Company and the individual executed a Settlement Agreement whereby the Company will pay the individual the total sum of \$180,000 to resolve and cancel the judgment. The Settlement Agreement requires an immediate payment of \$15,000 on the Settlement Date; six (6) monthly installments of \$2,000 per month commencing on November 29, 2020; and monthly installments of \$3,000 per month thereafter until the \$180,000 is paid in full. The Company is in compliance with the terms and conditions of the Settlement Agreement. The open balance on this agreement on September 30, 2023 was \$120,000.

During Fiscal 2021, the Company borrowed approximately \$169,900 from SBA licensed financial institutions for PPP loans to support operations. The ultimate repayment or forgiveness of these loans is dependent upon the ultimate actions of the SBA and the United States Congress.

During the 1st quarter of Fiscal 2021 (ended September 30, 2021), the Company borrowed an additional approximately \$370,393 from SBA licensed financial institutions under PPP and comparable programs to support operations. A large portion of these loans have been forgiven and as a result the Company has recorded \$67,648 in other income for the period ended September 30, 2022.

Note 6 - Preferred Stock

The Company's Board of Directors has designated 100,000 shares as "Series A Preferred Stock" and 100,000 shares as "Series B Preferred Stock". The Company has 4,875 shares of post-forward split shares of Series A Preferred Stock and 1,000 Series B Preferred Stock issued and outstanding on March 31, 2024 and December, 2022, respectively.

Note 7 - Common Stock Transactions

On September 1, 2021, the Company increased its authorized common shares from 250,000,000 to a total of 1,000,000,000 shares of \$0.0001 par value. As of September 30, 2022, and September 30, 2021, there were 249,586,791 shares and 83,031,740 shares outstanding

During the year ended June 30, 2022, the Company raised \$473,088 in cash from the sale of 59,877,051 shares

Note 8 – Contingencies

The Company had no commitments or contingencies as of June 30, 2022

Note 9 - Subsequent Events

Sales of Common Stock for Cash

Subsequent to September 30, 2023, the Company has sold a total of 1,052,719,592 shares for a total of \$1,604,581.29 in cash, pursuant to its Regulation A offering.

Acquisitions

In August 2022, the Company and Centiment Capital Holdings, a privately-held neurodata technology company, entered into two acquisition agreements, whereby the Company will acquire two operating subsidiaries of Centiment Capital Holdings, Advanced Research Machines LLC (ARM) and Xerxes Trading Holdings LLC (Xerxes).

ARM is the company behind the Mantis Crypto trading technology and owns Centiment.io. Xerxes is a multi-asset class trading technology and will compliment ARM's High Frequency Trading Platform. The Office for the combined enterprise will be established in Charlotte, NC at Industrious NODA.

The acquisition transactions are expected to close prior to the end of August 2022, and the Company is not aware of any impediments to closing.

Other

Management has evaluated all other activity of the Company through the issue date of the accompanying consolidated financial statements and concluded that no subsequent events have occurred that would require recognition in the accompanying consolidated financial statements or disclosure in the Notes to Consolidated Financial Statements.