

## **Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines**

### **Dear Cashmere Group Holding Company**

26 Broadway, Suite 934  
New York, NY 10004

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+1 (917) 970-1433  
<https://swifty.global/>  
[hello@swifty.global](mailto:hello@swifty.global)  
242419 109

## **Quarterly Report**

**For the period ending June 30, 2025 (the “Reporting Period”)**

### **Outstanding Shares**

The number of shares outstanding of our Common Stock was:

53,763,611 as of June 30, 2025  
53,763,611 as of March 31, 2025,  
53,763,611 as of December 31, 2024,  
53,763,611 as of September 30, 2024,

### **Shell Status**

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

Yes: ☐ No: ☒

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

Yes: ☐ No: ☒

### **Change in Control**

Indicate by check mark whether a Change in Control<sup>1</sup> of the company has occurred over this reporting period:

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<sup>1</sup> “Change in Control” shall mean any events resulting in:

- (i) Any “person” (as such term is used in Sections 13(d) and 14(d) of the Exchange Act) becoming the “beneficial owner” (as defined in Rule 13d-3 of the Exchange Act), directly or indirectly, of securities of the Company representing fifty percent (50%) or more of the total voting power represented by the Company's then outstanding voting securities;
- (ii) The consummation of the sale or disposition by the Company of all or substantially all of the Company's assets;
- (iii) A change in the composition of the Board occurring within a two (2)-year period, as a result of which fewer than a majority of the directors are directors immediately prior to such change; or

Yes: ☐ No: ☒

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

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

No predecessor companies.

Current State and Date of Incorporation or Registration: 9/30/2010

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

26 Broadway, Suite 934  
New York, NY 10004

Address of the issuer's principal place of business:

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

Office 1105, 11th Floor,  
Marina Plaza,  
Dubai, UAE

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: None

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(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.

## 2) Security Information

### **Transfer Agent**

Name: Pacific Stock Transfer  
Phone: (800) 785-7782  
Email: ipstc@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:                                  | DRCR        |                           |
| Exact title and class of securities outstanding: | Common      |                           |
| CUSIP:   | 242419109   |                           |
| Par or stated value:                             | \$ .001     |                           |
| Total shares authorized:                         | 500,000,000 | as of date: June 30, 2025 |
| Total shares outstanding:                        | 53,763,611  | as of date: June 30, 2025 |
| Total number of shareholders of record:          | 144         | as of date: June 30, 2025 |

*All additional class(es) of publicly quoted or traded securities (if any):*

### **Other classes of authorized or outstanding equity securities:**

*The goal of this section is to provide a clear understanding of the share information for its other classes of authorized or outstanding equity securities (e.g. preferred shares). Use the fields below to provide the information, as applicable, for all other authorized or outstanding equity securities.*

|   |               |                           |
|---|---------------|---------------------------|
| Exact title and class of the security:                  | Preferred - A |                           |
| CUSIP (if applicable):                                  | NA            |                           |
| Par or stated value:                                    | \$ .001       |                           |
| Total shares authorized:                                | 50,000,000    | as of date: June 30, 2025 |
| Total shares outstanding (if applicable):               | 49,999,900    | as of date: June 30, 2025 |
| Total number of shareholders of record (if applicable): | 2             | as of date: June 30, 2025 |

|   |               |                           |
|---|---------------|---------------------------|
| Exact title and class of the security:                  | Preferred - B |                           |
| CUSIP (if applicable):                                  | NA            |                           |
| Par or stated value:                                    | \$ .001       |                           |
| Total shares authorized:                                | 1,000         | as of date: June 30, 2025 |
| Total shares outstanding (if applicable):               | 0             | as of date: June 30, 2025 |
| Total number of shareholders of record (if applicable): | 0             | as of date: June 30, 2025 |

|   |               |                           |
|---|---------------|---------------------------|
| Exact title and class of the security:                  | Preferred - C |                           |
| CUSIP (if applicable):                                  | NA            |                           |
| Par or stated value:                                    | \$.001        |                           |
| Total shares authorized:                                | 2,500,000     | as of date: June 30, 2025 |
| Total shares outstanding (if applicable):               | 0             | as of date: June 30, 2025 |
| Total number of shareholders of record (if applicable): | 0             | as of date: June 30, 2025 |

### **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 equity has One vote per Share.

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

Preferred stock A is convertible at 1:100 and has super voting rights of 1:500.

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

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 as of Second Most Recent Fiscal Year End:<br><u>Opening Balance</u><br>Date <u>01/01/2023</u> Common: <u>47,786,516</u><br>Preferred: <u>49,999,900</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.<br><br>*You must disclose the control person(s) for any entities listed. | Reason for share issuance (e.g. for cash or debt conversion) - OR- Nature of Services Provided | Restricted or Unrestricted as of this filing. | Exemption or Registration Type. |
| <u>05/23/2023</u>  | <u>New Issue</u>   | <u>160,000</u>                         | <u>Common</u>  | <u>\$0.001</u>                                    | <u>Yes</u>   | <u>Andrew Chapple</u>  | <u>Compensation</u>  | <u>Restricted</u>                             | <u>144</u>                      |
| <u>05/23/2023</u>  | <u>New Issue</u>   | <u>160,000</u>                         | <u>Common</u>  | <u>\$0.001</u>                                    | <u>Yes</u>   | <u>John Bristow</u>  | <u>Compensation</u>  | <u>Restricted</u>                             | <u>144</u>                      |
| <u>05/23/2023</u>  | <u>New Issue</u>   | <u>160,000</u>                         | <u>Common</u>  | <u>\$0.001</u>                                    | <u>Yes</u>   | <u>Craig Nicholson</u>   | <u>Compensation</u>  | <u>Restricted</u>                             | <u>144</u>                      |
| <u>12/15/2023</u>  | <u>New Issue</u>   | <u>5,247,095</u>                       | <u>Common</u>  | <u>\$0.001</u>                                    | <u>Yes</u>   | <u>AES Capital Management LLC</u><br><u>Eli Safdieh</u>  | <u>Note conversion</u>   | <u>Restricted</u>                             | <u>144</u>                      |
| <u>02/26/2024</u>  | <u>New Issue</u>   | <u>100,000</u>                         | <u>Common</u>  | <u>\$0.001</u>                                    | <u>Yes</u>   | <u>Carsten Falk</u>  | <u>Consulting</u>  | <u>Restricted</u>                             | <u>144</u>                      |
| <u>05/09/2024</u>  | <u>New Issue</u>   | <u>150,000</u>                         | <u>Common</u>  | <u>\$0.001</u>                                    | <u>Yes</u>   | <u>Paul Keely</u>  | <u>Consulting</u>  | <u>Restricted</u>                             | <u>144</u>                      |
| Shares Outstanding on Date of This Report:<br><u>Ending Balance</u><br>Ending Balance:<br>Date <u>06.30.2025</u> Common: <u>53,763,611</u><br>Preferred: <u>49,999,900</u> |  |  |  |   |  |  |  |   |                                 |

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

None

## B. Promissory and Convertible Notes

Indicate by check mark whether there are any outstanding promissory, convertible notes, convertible debentures, or any other debt instruments that may be converted into a class of the issuer's equity securities:

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

| Date of Note Issuance | Outstanding Balance (\$) | Principal Amount at Issuance (\$) | Interest Accrued (\$) | Maturity Date     | Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares) | Name of Noteholder.<br><small>*You must disclose the control person(s) for any entities listed.</small> | Reason for Issuance (e.g. Loan, Services, etc.) |
|-----------------------|--------------------------|-----------------------------------|-----------------------|-------------------|--|---|---|
| <u>11/30/2021</u>     | <u>\$ 136,529.05</u>     | <u>\$175,000</u>                  | <u>\$14,000</u>       | <u>11/30/2022</u> | <u>Fixed price conversion converting at \$0.75</u>   | <u>AES Capital Management LLC</u><br><br><u>Eli Safdieh</u>   | <u>Loan</u>                                     |

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

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.  
(Please ensure that these descriptions are updated on the Company's Profile on [www.otcm Markets.com](http://www.otcm Markets.com)).

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

Dear Cashmere Group Holding Company (OTC: DRRCR) known as Swifty Global (SWIFTY) is a technology company operating out of London, New York & Dubai developing ground-breaking gambling technology solutions driving shareholder value by accelerating innovation and usability. The company offers online Sportsbook and Casino platforms, the technology itself holds GLI Licenses for numerous strategic jurisdictions around the globe, as a licensed gambling software for sale or license by the way of a SAAS model. The GLI certification is a requirement to operate in the highly regulated gambling market as it confirms that the product has been successfully tested and is certified to be compliant according to the relevant country regulations.

SWIFTY also holds UK, Irish, South African and Curacao gambling licenses, and Malta licenses pending for active gaming in those jurisdictions.

SWIFTY is creating itself as a software technology company in the global gaming and gambling sector. The company has created and is continuously enhancing its proprietary, certified, fully integrated cloud-based software suite designed for the sports betting and casino industries. This suite features cutting-edge technology, including automated Know Your Customer (KYC) processes, Anti-Money Laundering (AML) compliance, AI-driven risk analysis, and AI-based modeling tools tailored for sports betting and casino operations. The company plans to expand by licensing its technology to other businesses worldwide, using a Software as a Service (SAAS) revenue-sharing model. This strategy targets operators that are already licensed in their respective local jurisdictions, have an existing client base, and possess the necessary infrastructure to support growth. This approach aims to enable exponential growth while minimizing risks, licensing expenses, and financing needs, thereby accelerating the company's expansion trajectory. The company is also looking for strategic M&A consolidation (Roll Up) opportunities in the sector.

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

**Subsidiaries:**

- 1) Swifty Global UK Ltd
- 2) Swifty Technologies LLC FZ
- 3) Swifty Global NV

C. Describe the issuers' principal products or services.

SWIFTY offers GLI certified technology allowing users to participate in sports predictions and betting on almost all major sports globally through a range of SWIFTY's own proprietary betting and gaming software platforms.

SWIFTY offers technology that enables users to engage with sportsbook and casino offerings on a real-time basis in a user friendly, easily accessible manner. It boasts unique, proprietary vertically integrated technology that can be customized and white-labeled for use by other online gambling service providers on a SAAS model.

## **5) Issuer's Facilities**

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

In responding to this item, please clearly describe the assets, properties or facilities of the issuer, give the location of the principal plants and other property of the issuer and describe the condition of the properties. If the issuer does not have complete ownership or control of the property (for example, if others also own the property or if there is a mortgage on the property), describe the limitations on the ownership.

SWIFTY owns multiple sportsbook and casino licenses.

SWIFTY has a sports prediction technology for a mobile application.

SWIFTY has a traditional online sportsbook and casino platform that is web and mobile ready.

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

The company operates a leased office in Dubai. The lease is a monthly rolling lease. The company also has a lease for a UK office on a monthly rolling lease.

## 6) All Officers, Directors, and Control Persons

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.*

| Names of All Officers, Directors and Control Persons | Affiliation with Company (e.g. Officer Title /Director/Owner of more than 5%) | Residential Address (City / State Only) | Number of shares owned | Share type/class | Ownership Percentage of Class Outstanding | Names of control person(s) if a corporate entity |
|--|---|---|------------------------|------------------|---|--|
| <u>James Gibbons</u>                                 | <u>CEO</u>  | <u>Dubai</u>                            | <u>24,999.950</u>      | <u>Pref A</u>    | <u>50%</u>                                |  |
|  |   |   | <u>5,000,000</u>       | <u>Common</u>    | <u>9.30%</u>                              |  |
| <u>Nicolas Link</u>                                  | <u>Chairman</u>   | <u>Dubai</u>                            | <u>24,999.950</u>      | <u>Pref A</u>    | <u>50%</u>                                |  |
|  |   |   | <u>5,000,000</u>       | <u>Common</u>    | <u>9.30%</u>                              |  |
| <u>Illustrato Pictures Int Inc</u>                   | <u>5%</u>   | <u>New York, NY</u>                     | <u>10,000,000</u>      | <u>Common</u>    | <u>18.60%</u>                             | <u>Nicolas Link</u>                              |



## 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.

DRCR is currently involved in a legal dispute with a party named Elco, which claims ownership of a convertible note with a face value of \$68,000. Following a detailed review of historical records and legal opinions, DRCR maintain that this note was previously sold, subsequently converted, and settled in full. Although a provisional settlement was discussed, negotiations have reached an impasse due to Elco's demand for unrestricted shares, which DRCR is not in a position to issue. A trial date has been tentatively set for June 2025.

## 8) Third Party Service Providers

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

Securities Counsel (must include Counsel preparing Attorney Letters).

Name: Joe Lucosky  
Firm: Lucosky Brookman LLP  
Address 1: 101 Wood Avenue South  
Address 2: Woodbridge, NJ 08830  
Phone: (732) 395-4400  
Email: info@lucbro.com

Accountant or Auditor

Name: Chase Bush  
Firm: Bush & Associates CPA  
Address 1: 179 Gibson Road, Henderson,  
Address 2: NV 89014, United States of America  
Phone: (702) 703-5979  
Email: chase@bushandassociatescpas.com

Investor Relations

Name: \_\_\_\_\_  
Firm: \_\_\_\_\_  
Address 1: \_\_\_\_\_  
Address 2: \_\_\_\_\_  
Phone: \_\_\_\_\_  
Email: \_\_\_\_\_

*All other means of Investor Communication:*

X (Twitter): <https://twitter.com/SwiftyGlobal>  
Discord: \_\_\_\_\_  
LinkedIn <https://www.linkedin.com/company/swifty-global>  
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: **Mohammad Hidayathullah**  
Title: **Internal Accountant - CA**  
Relationship to Issuer: **Employee**

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: **Mohammad Hidayathullah**  
Title: **Internal Accountant - CA**  
Relationship to Issuer: **Employee**

Describe the qualifications of the person or persons who prepared the financial statements:<sup>5</sup>

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<sup>5</sup> The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS and by persons with sufficient financial skills.

Provide the following qualifying financial statements:

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

**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.

**DEAR CASHMERE GROUP HOLDING COMPANY**  
**Consolidated Financial Statements**  
**For the Quarter ended June 30, 2025 (unaudited)**

**DEAR CASHMERE GROUP HOLDING COMPANY**  
**Table of Contents**  
**For the Quarter Ended June 30, 2025, and 2024**

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**DEAR CASHMERE GROUP HOLDING COMPANY**  
**CONSOLIDATED BALANCE SHEET**  
**AS OF JUNE 30, 2025, AND DECEMBER 31, 2024**

|   | June 30, 2025<br>(unaudited) | December 31, 2024<br>(audited) |
|---|------------------------------|--------------------------------|
| <b>ASSETS</b>   |                              |                                |
| <b>Current Assets</b>   |                              |                                |
| Cash and cash equivalents   | \$ 3,769,655                 | \$ 3,122,322                   |
| Accounts receivable   | 467,535                      | 434,747                        |
| Short-term advances   | 1,031,459                    | 939,064                        |
| Contract assets   | -                            | 303,333                        |
| Other current assets  | 33,637                       | 184,728                        |
| <b>Total Current Assets</b>   | <b>5,302,286</b>             | <b>4,984,194</b>               |
| <b>Non-Current Assets</b>   |                              |                                |
| Property and equipment, net   | 14,380                       | 23,131                         |
| Intangible assets, net  | 3,864,801                    | 3,315,071                      |
| Contract assets, less current portion   | -                            | 724,624                        |
| Other non-current assets  | 117,159                      | 154,088                        |
| <b>Total Non-Current Assets</b>   | <b>3,996,340</b>             | <b>4,216,914</b>               |
| <b>Total Assets</b>   | <b>\$ 9,298,626</b>          | <b>\$ 9,201,108</b>            |
| <b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>   |                              |                                |
| <b>Current Liabilities</b>  |                              |                                |
| Convertible note payable  | \$ 136,529                   | \$ 136,529                     |
| Accounts payable  | 326,663                      | 355,209                        |
| Provisions  | 519,374                      | 477,492                        |
| Accrued payroll and bonuses   | 923,937                      | 959,121                        |
| Income taxes payable  | 6,162                        | 6,162                          |
| Client balance  | 295,397                      | 129,926                        |
| Advances from related parties   | 496,400                      | 496,400                        |
| Other current liabilities   | 279,377                      | 815,144                        |
| <b>Total Current Liabilities</b>  | <b>2,983,839</b>             | <b>3,375,984</b>               |
| Non-Current Liabilities   | -                            | -                              |
| <b>Total Liabilities</b>  | <b>2,983,839</b>             | <b>3,375,984</b>               |
| <b>Stockholders' Equity</b>   |                              |                                |
| Preferred Stock: 50,000,000 authorized, \$0.001 par value,<br>49,999,900 issued and outstanding, at<br>June 30, 2025 and December 31, 2024, respectively                    | 50,000                       | 50,000                         |
| Common Stock: 100,000,000 shares authorized, \$0.001 par<br>value, 53,763,611 and 53,763,611 issued and outstanding at<br>June 30, 2025 and December 31, 2024, respectively | 53,764                       | 53,764                         |
| Additional Paid Up Capital  | 2,414,024                    | 2,414,024                      |
| Retained Earnings   | 3,370,543                    | 3,473,666                      |
| Accumulated other comprehensive income  | 426,458                      | (166,329)                      |
| <b>Total Stockholders' Equity</b>   | <b>6,314,788</b>             | <b>5,825,124</b>               |
| <b>Total Liabilities and Stockholders' Equity</b>   | <b>\$ 9,298,626</b>          | <b>\$ 9,201,108</b>            |

See the Notes to the Consolidated Financial Statements.

**DEAR CASHMERE GROUP HOLDING COMPANY**  
**CONSOLIDATED STATEMENTS OF INCOME (unaudited)**  
**FOR THE PERIOD OF APRIL TO JUNE 30, 2025, AND 2024**

|   | <b>Three Months Ended June 30,</b> |                   |
|---|------------------------------------|-------------------|
|   | <b>2025</b>                        | <b>2024</b>       |
| <b>Revenue</b>                              |                                    |                   |
| Net Gaming Revenue                          | \$ 3,401,403                       | \$ 1,712,269      |
| Revenue from Services                       | 101,566                            | -                 |
| <b>Total Revenue</b>                        | <b>3,502,969</b>                   | <b>1,712,269</b>  |
| <b>Operating Expenses</b>                   |                                    |                   |
| Sales and marketing                         | 1,245                              | 845               |
| General and administrative                  | 3,320,395                          | 1,533,898         |
| Depreciation and amortization               | 36,400                             | 6,196             |
| <b>Total Operating Expense</b>              | <b>3,358,040</b>                   | <b>1,540,939</b>  |
| <b>Income from Operations</b>               | <b>144,929</b>                     | <b>171,330</b>    |
| <b>Other Income/(Expense)</b>               |                                    |                   |
| Interest expense                            | (97,500)                           | -                 |
| Foreign exchange loss                       | (22,754)                           | (2,121)           |
| Other income/(expense)                      | (74,304)                           | -                 |
| <b>Total Other Income/(Expense), net</b>    | <b>(194,558)</b>                   | <b>(2,121)</b>    |
| <b>Net Income before Income Taxes</b>       | <b>(49,629)</b>                    | <b>169,209</b>    |
| Provision for income taxes                  | -                                  | -                 |
| <b>Net Income</b>                           | <b>\$ -49,629</b>                  | <b>\$ 169,209</b> |
| <b>Net Income per Share:</b>                |                                    |                   |
| Basic                                       | \$ -0.00                           | \$ 0.00           |
| Diluted                                     | \$ -0.00                           | \$ 0.00           |
| <b>Weighted Average Shares Outstanding:</b> |                                    |                   |
| Basic                                       | 53,763,611                         | 53,763,611        |
| Diluted                                     | 5,057,166,838                      | 5,054,299,946     |

See the Notes to the Consolidated Financial Statements.



**DEAR CASHMERE GROUP HOLDING COMPANY**  
**CONSOLIDATED STATEMENTS OF OTHER COMPREHENSIVE INCOME (unaudited)**  
**FOR THE PERIOD OF APRIL TO JUNE 30, 2025, AND 2024**

|  | <b>Three Months Ended June 30,</b> |                   |
|--|------------------------------------|-------------------|
|  | <b>2025</b>                        | <b>2024</b>       |
| Net income                               | \$ -49,629                         | \$ 169,209        |
| Other comprehensive income /(loss):      |                                    |                   |
| Foreign currency translation adjustments | 395,503                            | 31,056            |
| <b>Comprehensive income</b>              | <b>\$ 345,874</b>                  | <b>\$ 200,265</b> |

See the Notes to the Consolidated Financial Statements.

**DEAR CASHMERE GROUP HOLDING COMPANY**  
**CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY (unaudited)**

|   | Preferred Stock |           | Common Stock |           | Additional Paid<br>in Capital | Accumulated<br>Other<br>Comprehensive<br>Income | Retained<br>Earnings | Total<br>Stockholders'<br>Equity |
|---|-----------------|-----------|--------------|-----------|-------------------------------|---|----------------------|----------------------------------|
|   | Shares          | Amount    | Shares       | Amount    |                               |   |                      |                                  |
| <b>Three Months Ended June 30, 2025</b> |                 |           |              |           |                               |   |                      |                                  |
| Balance as at March 31, 2025            | 49,999,900      | 50,000    | 53,763,611   | 53,763    | 2,414,024                     | 30,950  | 3,420,177            | 5,968,914                        |
| Foreign currency translation gain       | -               | -         | -            | -         | -                             | 395,503   | -                    | 395,503                          |
| Net income                              | -               | -         | -            | -         | -                             | -   | (49,629)             | (49,629)                         |
| Balance as of June 30, 2025             | 49,999,900      | \$ 50,000 | 53,763,611   | \$ 53,763 | \$ 2,414,024                  | \$ 426,453                                      | \$ 3,370,548         | \$ 6,314,788                     |

|   | Preferred Stock |           | Common Stock |           | Additional Paid<br>in Capital | Accumulated<br>Other<br>Comprehensive<br>Income | Retained<br>Earnings | Total<br>Stockholders'<br>Equity |
|---|-----------------|-----------|--------------|-----------|-------------------------------|---|----------------------|----------------------------------|
|   | Shares          | Amount    | Shares       | Amount    |                               |   |                      |                                  |
| <b>Three Months Ended June 30, 2024</b>           |                 |           |              |           |                               |   |                      |                                  |
| Balance as at March 31, 2024                      | 49,999,900      | \$ 50,000 | 53,613,611   | \$ 53,613 | \$ 2,394,448                  | \$ (23,421)                                     | \$ 3,329,452         | \$ 5,804,091                     |
| Common stock issued for services and compensation | -               | -         | 150,000      | 150       | 19,575                        | -   | -                    | 19,725                           |
| Foreign currency translation loss                 | -               | -         | -            | -         | -                             | (31,056)  | -                    | (31,056)                         |
| Net income  | -               | -         | -            | -         | -                             | -   | 169,206              | 169,206                          |
| Balance as of June 30, 2024                       | 49,999,900      | \$ 50,000 | 53,763,611   | \$ 53,763 | \$ 2,414,023                  | \$ (54,477)                                     | \$ 3,498,658         | \$ 5,961,966                     |

See the Notes to the Consolidated Financial Statements.

**DEAR CASHMERE GROUP HOLDING COMPANY**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS (unaudited)**

|   | <b>Six Months Ended June 30,</b> |                     |
|---|----------------------------------|---------------------|
|   | <b>2025</b>                      | <b>2024</b>         |
| <b>CASH FLOWS FROM OPERATING ACTIVITIES</b>                         |                                  |                     |
| Net Income  | \$ -103,119                      | \$ 169,209          |
| Adjustments to reconcile net cash provided by operating activities: |                                  |                     |
| Depreciation and amortization                                       | 59,180                           | 6,196               |
| Common stock issued for services and compensation                   | -                                | 5,400               |
| Changes in Assets and Liabilities, net                              |                                  |                     |
| Accounts receivable   | (32,788)                         | 6,706               |
| Contract assets   | 1,027,957                        | -                   |
| Accounts payable  | (28,546)                         | 43,665              |
| Accrued expenses  | 41,882                           | 377,003             |
| Accrued payroll and related   | (35,185)                         | 95,059              |
| Customer balances   | 165,471                          | (365,464)           |
| Other current assets  | 151,091                          | 105,419             |
| Net cash provided by operating activities                           | <b>1,245,943</b>                 | <b>443,193</b>      |
| <b>CASH FLOWS FROM INVESTING ACTIVITIES</b>                         |                                  |                     |
| Purchases property and equipment                                    | (578)                            | (598)               |
| Purchases of intangible assets                                      | (599,587)                        | (173,951)           |
| Repayments on advances to related parties, net                      | -                                | 18,034              |
| Advances to officers  | 36,929                           |                     |
| Short-term advances provided  | (92,396)                         | -                   |
| Net cash used in investing activities                               | <b>(655,630)</b>                 | <b>(156,515)</b>    |
| <b>CASH FLOWS FROM FINANCING ACTIVITIES</b>                         |                                  |                     |
| Repayments on advances from related parties, net                    | -                                | -                   |
| Repayment of borrowed funds   | (535,767)                        | -                   |
| Net cash (used in) provided by financing activities                 | <b>(535,767)</b>                 | <b>-</b>            |
| Foreign currency translation gain                                   | 592,787                          | (89,872)            |
| Net change in cash and cash equivalents                             | 647,333                          | 196,806             |
| Cash and cash equivalents, beginning of the year                    | 3,122,322                        | 1,944,904           |
| Cash and cash equivalents, end of the year                          | <b>\$ 3,769,655</b>              | <b>\$ 2,141,710</b> |
| <b>SUPPLEMENT DISCLOSURE OF CASH FLOW INFORMATION:</b>              |                                  |                     |
| Cash paid for interest  | \$ 97,500                        | \$ -                |
| Cash paid for income taxes  | \$ -                             | \$ -                |

**DEAR CASHMERE GROUP HOLDING**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (unaudited)**

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**Note 1 : Organization, Nature of Business and Principles of Consolidation**

Dear Cashmere was incorporated in Nevada on September 30, 2010, as a limited liability company.

On February 25, 2021, Dear Cashmere Group Holding Company ("Dear Cashmere") completed a reverse merger with Swifty Global ("SWIFTY"), a technology company operating out of London, New York, and Dubai developing ground-breaking gambling technology solutions driving shareholder value by accelerating innovation and usability. SWIFTY has already released its swiped based betting app called Swifty Predictions in the UK, Swifty Sportsbook, Casino platform and a wallet application. The holding Company, Dear Cashmere also known as SWIFTY, lacks independent revenue sources and primarily generates its revenue through its operating wholly owned subsidiaries, Swifty UK, Swifty Technologies LLC FZ, and Swifty NV.

SWIFTY holds UK and Curacao gambling licenses, with further licenses under partnerships in Ireland, South Africa and a pending license in Malta. The company has also received certification from GLI. The GLI certification is a requirement to operate in the highly regulated gambling market as it confirms that the product has been successfully tested and is certified to be compliant according to the relevant country regulations.

On April 1, 2022, James Gibbons, the Company's Chief Executive Officer ("CEO") and a controlling stockholder, transferred 100% of his individual shares in Swifty Global FZ LLE ("Swifty FZ") to Dear Cashmere under a Share Transfer Agreement ("STA"), thereby making Swifty FZ a wholly owned subsidiary of Dear Cashmere. Due to location-related issues in Fujairah, UAE, Swifty FZ was subsequently shut down. The CEO then established a new entity, Swifty Technologies LLE-FZ ("Swifty Technologies"), in Dubai, UAE, and transferred all operations of Swifty FZ to this entity. On January 1, 2024, the CEO transferred 100% of his individual shares in Swifty Technologies to Dear Cashmere through an STA, making Swifty Technologies a wholly owned subsidiary of Dear Cashmere.

On July 1st, 2022, James Gibbons, the Company's, CEO and a controlling stockholder transferred 100% of the shares held by him as an individual in Swifty NV to Dear Cashmere pursuant to a Share Transfer Agreement at which time Swifty NV became a wholly owned subsidiary of Dear Cashmere. When Swifty NV was transferred to Dear Cashmere it had not commenced operations.

**DEAR CASHMERE GROUP HOLDING**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (unaudited)**

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**Note 2: Basis of Preparation and Summary of significant Accounting Policies**

**Basis of Presentation**

The consolidated financial statements include the financial statements of Dear Cashmere as well-known as SWIFTY and its wholly owned subsidiaries;

Swifty Global UK Ltd.

Swifty Global NV.

Swifty Technologies LLC FZ.

The entities above are collectively referred to as the “Company”, “we”, “us”, or “our”

The accompanying consolidated financial statements have been prepared in conformity with generally accepted accounting principles in the United States (“US GAAP”). All intercompany accounts and transactions have been eliminated upon consolidation.

**Foreign Currency Transactions and Functional Currency**

The Company’s functional and reporting currency is the United States dollar (“USD”). Transactions in foreign currencies are recorded at the exchange rate prevailing on the date of the transaction. Foreign currency transaction gains and losses resulting from remeasurement are recognized in other income, net within the consolidated statements of operations. The resulting monetary assets and liabilities are translated into U.S. dollars at exchange rates prevailing on the balance sheet date. Revenue and expense components are translated to U.S. dollars at weighted-average exchange rates in effect during the period.

Comprehensive income (loss) consists of foreign currency translation adjustments related to the effect of translating the accounts and transactions of the Company’s subsidiaries whose functional currency is something other than the United States Dollar (“USD”). Swifty UK, Swifty NV and Swifty FZ’s functional currency has been determined to be the Great British Pound (“GBP”), the Euro (“EUR”), and the Emirati Dirham (“AED”), respectively. The financial statements of Swifty UK, Swifty NV, and Swifty FZ are translated into USD in accordance with ASC 830, using period-end rates of exchange for assets and liabilities, and average rates of exchange for the period for revenues, costs, and expenses and historical rates for equity. Translation adjustments resulting from the process of translating the local currency financial statements into the USD are included in determining other comprehensive income (loss). Cumulative translation gains or losses are presented in the consolidated statements of operations and comprehensive income.

**Concentration of Credit Risk**

The Company primarily transacts its business with one financial institution. The amount on deposit in that one institution may from time to time exceed the federally- insured limit of \$250,000. Any loss incurred or a lack of access to such funds above the FDIC limit could have a significant adverse impact on the Company’s financial condition, results of operations and cash flows.

**Use of Estimates**

The preparation of these consolidated financial statements in conformity with US GAAP requires the Company to make estimates and assumptions that affect the reported amounts of assets and liabilities and the related disclosure of contingent assets and liabilities at the date of these consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. The Company bases its estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances. Accordingly, actual results may differ from these estimates. Significant estimates include the useful lives of property and equipment assumptions used in assessing impairment for long-term assets, and the fair value of equity-based compensation.

**DEAR CASHMERE GROUP HOLDING**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (unaudited)**

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**Cash and Cash Equivalents**

Cash and cash equivalents consist of all cash balances and highly liquid investments with an original maturity of three months or less. Because of the short maturity of these investments, the carrying amounts approximate their fair value. The Company maintained cash and cash equivalents with various third-party payment providers and wallets.

**Accounts Receivable**

Accounts receivables are stated at cost, net of an allowance for credit losses. The Company maintains allowances for doubtful accounts for estimated losses resulting from the failure of customers to make required payments. The Company reviews the accounts receivable on a periodic basis and makes allowances where there is doubt as to the collectability of individual balances. In evaluating the collectability of individual receivable balances, the Company considers many factors, including the age of the balance, the customer's payment history, its current creditworthiness and current economic trends. As of June 30, 2025, management has determined there is no need of an allowance for credit losses.

**Contract Assets**

In accordance with ASC 340-40-25-1, the Company capitalizes the incremental contract costs incurred to acquire customer contracts which generally consist of commissions paid to agents. The customer contract agreement typically includes a contractual period of five years, with potential extensions. We capitalize the commissions paid to agents as contract costs and amortize these costs into General and administrative expenses on the straight-line basis over five years (the anticipated period of benefit). These capitalized costs are presented on the consolidated balance sheets as contract assets and are included in both current and long-term. Management has decided to write off all the capitalized costs of customer contracts as of June 30<sup>th</sup> 2025.

**Property and Equipment**

The Company states property and equipment at cost less accumulated depreciation. Expenditures for maintenance and repairs are charged to operations as incurred; additions, renewals and betterments are capitalized. When property and equipment assets are retired or otherwise disposed of, the related cost and accumulated depreciation are removed from the respective accounts, and any resulting gain or loss is recorded as an operating expense. The Company computes depreciation using the straight-line method over the estimated useful lives of the assets with no residual value of property and equipment (see Note 4).

**Intangible Assets**

Intangible assets consist of intellectual property ("IP") and software development costs associated with our proprietary platform. The capitalized IP reflects the costs we incurred to acquire the IP. The IP was acquired with shares of common stock with an estimated fair value of \$1,000,000 based on the OTC market price of our stock on the date acquired.

Costs associated with internally developed software are expensed as incurred unless they meet generally accepted accounting criteria for deferral and subsequent amortization. Software development costs incurred prior to the application development stage are expensed as incurred. For costs that are capitalized, the subsequent amortization is the straight-line method over the remaining economic life of the product, which is estimated to be ten years, and begins once software is ready for its intended use.

**DEAR CASHMERE GROUP HOLDING**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (unaudited)**

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**Impairment of Long-lived Assets**

The Company reviews the carrying value of its long-lived assets, including property equipment and finite-lived intangible assets, for impairment whenever events and circumstances indicate that the carrying value of an asset may not be recoverable from the estimate future cash flows expected to result from its use and eventual disposition. In cases where undiscounted cash flows are less than the carrying value of an asset group, an impairment loss is recognized equal to an amount by which the asset group's carrying value exceeds the fair value of assets. The factors considered by management in performing this assessment include current operating results, trends and prospects, the manner in which the property is used, and the effects of customer loss, obsolescence, demand, competition, and other economic factors. For the years ended December 31, 2024, and 2023, the Company did not record impairment charges against its long-lived assets.

**Client Balance**

Our customers maintain digital wallets on our gaming platform. Cash related to these accounts may be drawn at the customer's request. The cash residing in the digital wallets at a reporting period is after withdrawals and winnings. These balances have been classified within current liabilities and presented as client balance.

**Revenue Recognition**

The Company recognizes revenue in accordance with Accounting Standard Codification ("ASC") Topic 606, *Revenue from Contracts with Customers*, and the related amendments, which requires revenue to be recognized in a manner that depicts the transfer of goods or services to customers in amounts that reflect the consideration to which the entity expects to be entitled in exchange for those goods or services. We determine revenue recognition through the following steps:

- identification of the contract, or contracts, with a customer;
- identification of the performance obligations in the contract;
- determination of the transaction price;
- allocation of the transaction price to the performance obligations in the contract; and
- recognition of revenue when, or as, we satisfy a performance obligation.

The Company's revenue consists of its percentage of net gaming revenue ("NGR") generated through its gaming platform through users playing (i) online gambling or (ii) sportsbook betting. The Company's proprietary gaming platform processes all player payments and determines the players winnings and the Company's NGR. Therefore, the Company recognizes revenue upon the five revenue recognition criteria being met which occurs when all gaming and betting events have concluded and the amount of consideration or the transaction price to be received is known. The Company presents revenue on a net basis which represents the amount of monies retained by the Company after player payouts.

**DEAR CASHMERE GROUP HOLDING**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (unaudited)**

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**Stock Based Compensation**

The Company accounts for stock-based payments to employees and non-employees in accordance with ASC 718, "Stock Compensation" ("ASC 718"). Stock-based payments to employees and non-employees can include grants of stocks, grants of stock options and issuance of warrants that are recognized in the consolidated statement of operations based on their fair values at the date of grant. To date, we have only granted shares of common stock for services.

The Company calculates the fair value of option grants and warrant issuances utilizing the Binomial pricing model. The amount of stock-based compensation recognized during a period is based on the value of the portion of the awards that are ultimately expected to vest.

The resulting stock-based compensation expense for both employee and non-employee awards is generally recognized on a straight-line basis over the period in which the Company expects to receive the services or benefit, which is generally the vesting period.

The Company accounts for forfeitures as they occur.

**Advertising Expense**

Advertising costs are expensed in the period incurred and totaled \$1,245 and \$845, respectively, during the quarter ended June 30, 2025, and 2024, respectively, and are included in sales and marketing expenses on the consolidated statements of operations.

**Fair Value of Financial Instruments**

The Company defines fair value as the exchange price that would be received from the sale of an asset or paid to transfer a liability in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. Valuation techniques used to measure fair value must maximize the use of observable inputs and minimize the use of unobservable inputs. The authoritative guidance describes three levels of inputs that may be used to measure fair value:

- Level I—Observable inputs that reflect unadjusted quoted prices for identical assets or liabilities in active markets;
- Level II—Observable inputs other than Level I prices, such as unadjusted quoted prices for similar assets or liabilities in active markets, unadjusted quoted prices for identical or similar assets or liabilities in markets that are not active, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities; and
- Level III—Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities. These inputs are based on the Company's own assumptions used to measure assets and liabilities at fair value and require significant management judgment or estimation.

The categorization of a financial instrument within the fair value hierarchy is based upon the lowest level of input that is significant to its fair value measurement. The Company's assessment of the significance of a particular input to the fair value measurement in its entirety requires management to make judgments and consider factors specific to the assets or liabilities.

The Company did not identify any assets and liabilities that are required to be presented on the consolidated balance sheets at fair value in accordance with the relevant accounting standards. The carrying values of cash, trade payables, and short-term payables approximate their fair values due to the short maturities of these instruments.



**DEAR CASHMERE GROUP HOLDING**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (unaudited)**

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**Related Parties**

Parties are considered to be related to the Company if the parties, directly or indirectly, through one or more intermediaries, control, are controlled by, or are under common control with the Company. Related parties also include principal owners of the Company, its management, members of the immediate families of principal owners of the Company and its management and other parties with which the Company may deal with if one party controls or can significantly influence the management or operating policies of the other to an extent that one of the transacting parties might be prevented from fully pursuing its own separate interests. The Company discloses all related party transactions (see Note 9).

**Segment Reporting**

The Company operates in one reportable segment, generating net gaming revenue from its digital platforms. The Company's chief operating decision makers, the Company's chief executive officer and chief financial officer, manage the Company's operations as a whole.

**Income Taxes**

The Company uses the asset and liability method in accounting for income taxes. Under this method, deferred income tax assets and liabilities are determined based on the difference between financial reporting and tax bases of assets and liabilities and are measured using the enacted tax rates and laws that will be in effect when the differences are expected to reverse. A valuation allowance is provided to offset any net deferred tax assets for which management believes it is more likely than not that the net deferred asset will not be realized.

The Company applies the provisions of ASC Topic 740-10-25, Income Taxes – Overall – Recognition (“ASC Topic 740-10-25”) with respect to the accounting for uncertainty of income tax positions. ASC Topic 740-10-25 clarifies the accounting for uncertainty in income taxes recognized in a company's consolidated financial statements and 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. ASC Topic 740-10-25 also provides guidance on derecognition, classification, interest and penalties, accounting in interim periods, disclosure, and transition.

**Leases**

The Company accounts for leases under ASC Topic 842, *Leases*. Operating leases are included in operating lease right-of-use (“ROU”) assets and operating lease liabilities on the consolidated balance sheets. The Company leases an office and warehouse to conduct business. The Company has elected not to recognize right-of-use assets and lease liabilities for short-term leases that have a term of 12 months or less.

Operating lease ROU assets represent the right to use the leased asset for the lease term and operating lease liabilities are recognized based on the present value of the future minimum lease payments over the lease term at commencement date. As most leases do not provide an implicit rate, the Company uses an incremental borrowing rate based on the information available at the adoption date in determining the present value of future payments. Operating lease expense is recognized on a straight-line basis over the lease term and is included in general and administrative expenses in the consolidated statements of operations.

The Company does not currently have any leases that meet the criteria of ASC Topic 842.

**DEAR CASHMERE GROUP HOLDING**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (unaudited)**

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**Recent Accounting Pronouncements Adopted**

In September 2016, the FASB issued ASU 2016-13, *Financial Instruments – Credit Losses (Topic 326)*, which provides guidance on how an entity should measure credit losses on financial instruments. The ASU is effective for smaller reporting and non-public entities for fiscal years beginning after December 15, 2022, including interim periods within those fiscal years. Effective January 1, 2023, the Company adopted this ASU which did not have a material impact on its consolidated financial statements.

Other pronouncements issued by the FASB or other authoritative accounting standards groups with future effective dates are either not applicable or are not expected to be significant to the Company's financial position, results of operations or cash flows.

**Reclassification**

Certain balances from prior period were reclassified to conform to the current year's presentation. These reclassifications had no impact on net income or earnings per share.

**Note 3: Short-Term Advances**

The Company has provided advances to unrelated entities for working capital needs. These advances have no specific repayment terms and do not bear interest. As of June 30, 2025, and December 31, 2024, balances remaining outstanding on these advances totaled \$1,031,459 and \$939,064, respectively, as presented on the consolidated balance sheets within current assets.

**Note 4: Property and Equipment**

The following table presents property and equipment as of June 30, 2025, and December 31, 2024:

|                                     | Useful life<br>in years | June 30, 2025    | December 31, 2024 |
|-------------------------------------|-------------------------|------------------|-------------------|
| Computer equipment                  | 3                       | \$ 56,580        | \$ 51,953         |
| Furniture                           | 3                       | \$ 24,175        | 24,173            |
| <b>Total property and equipment</b> |                         | <b>80,756</b>    | <b>76,125</b>     |
| Less: Accumulated depreciation      |                         | (66,376)         | (52,995)          |
| <b>Property and equipment, net</b>  |                         | <b>\$ 14,380</b> | <b>\$ 23,131</b>  |

Depreciation expense for the quarter ended June 30, 2025, and 2024 was \$ \$4,714 and \$5,984, respectively.

**DEAR CASHMERE GROUP HOLDING**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (unaudited)**

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**Note 5: Intangible Assets**

Intangible assets consist of acquired IP and costs incurred to develop software for internal use.

The following table presents intangible assets as of June 30, 2025, and December 31, 2024:

|   | Useful life<br>in years | June 30, 2025       | December 31, 2024   |
|---|-------------------------|---------------------|---------------------|
| Intellectual property                                     | 10                      | \$ 1,000,000        | \$ 1,000,000        |
| Intellectual property - Software development              | 10                      | \$ 1,414,681        | \$ 960,270          |
| Intellectual property - Software development (whitelabel) | 10                      | \$ 1,657,685        | 1,497,479           |
| <b>Total intangible assets</b>                            |                         | <b>4,072,367</b>    | <b>3,457,749</b>    |
| Less: Accumulated amortization                            |                         | (207,565)           | (142,678)           |
| <b>Intangible assets, Net of amortization</b>             |                         | <b>\$ 3,864,801</b> | <b>\$ 3,315,071</b> |

Amortization expense for the quarter ended June 30, 2025, and December 31, 2024 was \$31,686 and \$16,591, respectively. As of June 30, 2025, the \$1,000,000 IP and the Whitelabel IP were not yet in use. Therefore, these assets are not yet being amortized.

**DEAR CASHMERE GROUP HOLDING**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (unaudited)**

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**Note 6: Convertible Note Payable**

The Company has promised to pay to the order of AES CAPITAL MANAGEMENT, LLC and its authorized successors and permitted assignors ("Holder"), the aggregate principal face amount of One Hundred Seventy Five Thousand Dollars (U.S. \$175,000) on November 30, 2022 ("Maturity Date") and to pay interest on the principal amount outstanding hereunder at the rate of 8% per annum commencing on November 30, 2021 ("Issuance Date"). However, as of March 31, 2025, the Holder has converted principal and interest of \$38,471 and \$14,000, respectively, into 5,247,095 shares of common stock. At the time of conversion, the fair value of the shares was \$.0636 per share or \$333,715 based on the OTC market price.

**Payment Conditions**

**1) Principal Amount**

- The holder may elect to settle the principal amount of convertible note by check or wire transfer; or
- The holder may also elect to settle the principal amount of the convertible note by conversion into shares of common stock of Dear Cashmere in following manner:

During the first 6 months the Note is in effect, the Holder of this Note is entitled, at its option, to convert all or any amount of the principal face amount of this Note then outstanding into shares of the Company's common stock (the "Common Stock") at a price ("Conversion Price") of \$0.75 per share (the "Fixed Price"). In the event, the Company does not have a registration statement qualified within the 6th monthly anniversary of the Issuance Date of the Note under which all the shares issuable upon conversion of this Note are registered, the Fixed Price shall be reduced to \$0.50 per share. In no event shall the Holder be allowed to effect a conversion if such conversion, along with all other shares of Company Common Stock beneficially owned by the Holder and its affiliates would exceed 4.99% of the outstanding shares of the Common Stock of the Company (which may be increased up to 9.9% upon 60 days' prior written notice by the Investor). The conversion discount, look back period and other terms will be adjusted on a ratchet basis if the Company offers a more favorable conversion discount, prepayment rate, interest rate, (whether through a straight discount or in combination with an original issue discount), look back period or other more favorable term to another party for any financings while this Note is in effect, including but not limited to defaults, penalties and the remedy for such defaults or penalties.

**2) Interest Amount**

Interest on any unpaid principal balance of this Note shall be paid at the rate of 8% per annum. Interest shall be paid by the Company in shares of common stock ("Interest Shares") or cash at the holder's option. The dollar amount converted into Interest Shares shall be all or a portion of the accrued interest calculated on the unpaid principal balance of this Note to the date of such notice.

**Note 7: Stockholders' Equity**

The Company is authorized to issue 50,000,000 shares of preferred stock at \$0.001 par value, as of March 31, 2025, and December 31, 2024, 49,999,900 and 50,000,000 shares were issued and outstanding, respectively. One share of preferred stock is convertible into 100 shares of common stock. Each share of preferred stock provides for 500 votes. Therefore, preferred stockholders hold super voting rights.

The Company is authorized to issue 100,000,000 shares of common stock, \$0.001 par value, as of March 31, 2025, and December 31, 2024, 53,763,611 and 53,763,611 shares were issued and outstanding, respectively.

**DEAR CASHMERE GROUP HOLDING**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (unaudited)**

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**Note 8: Earning Per Share**

Basic net income per share is computed by dividing the net income by the weighted-average number of common shares outstanding for the period. Diluted earnings per share is computed by adjusting the weighted-average number of common shares outstanding to include common stock issuable upon the conversion of convertible preferred stock and convertible notes. For periods in which the Company reports net losses, diluted net loss per share is the same as basic net loss per share because dilutive common shares are not assumed to have been issued if their effect is anti-dilutive.

|   | June 30, 2025   | June 30, 2024  |
|---|-----------------|----------------|
| <b>Basic EPS</b>  |                 |                |
| Numerator   |                 |                |
| Net income attributable to common stockholders                              | \$ -49,629      | \$ 169,209     |
| Denominator   |                 |                |
| Weighted average shares outstanding   | 53,763,611      | 53,763,611     |
| <b>Basic earnings per share</b>   | <b>\$ -0.00</b> | <b>\$ 0.00</b> |
| <b>Diluted EPS</b>  |                 |                |
| Numerator   |                 |                |
| Net income attributable to common stockholders                              | \$ -49,629      | \$ 169,209     |
| Denominator   |                 |                |
| Number of shares used for basic earnings per share                          | 53,763,611      | 53,763,611     |
| Shares of common stock issuable upon conversion of convertible note payable | 3,413,227       | 546,335        |
| Shares of common stock issuable upon conversion of preferred stock          | 4,999,990,000   | 4,999,990,000  |
| Number of shares used for diluted EPS computation                           | 5,057,166,838   | 5,054,299,946  |
| <b>Diluted earnings per share</b>   | <b>\$ -0.00</b> | <b>\$ 0.00</b> |

**Note 9: Related Party Transactions**

During the years ended June 30, 2025, and December 31, 2024, the Company had the following related party transactions:

***Other non-current assets***

During 2025 and 2024, the Company provided its CEO and CFO, who also hold all of the issued and outstanding preferred stock, and these advances have no specific repayment terms and bear no interest. As of June 30, 2025, and December 31, 2024, the balance due on the advances was \$117,159 and \$154,088, respectively, and is presented on the consolidated balance sheets as “Other non-current assets” within Non-current assets.

**DEAR CASHMERE GROUP HOLDING**  
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***Advances from Related Party***

During the year ended December 31, 2022, the Company received working capital advances from entities that our CFO holds substantial control in and is an officer and director. As of June 30, 2025, and December 31, 2024, the total advances outstanding were \$496,400 and \$496,400, respectively.

**Note 10: Contingencies**

From time to time, claims are made against the Company in the ordinary course of business, which could result in litigation. Claims and associated litigation are subject to inherent uncertainties and unfavorable outcomes could occur, such as monetary damage, fines, penalties, or injunctions prohibiting the Company from selling one or more products or engaging in other activities. The occurrence of an unfavorable outcome in any specific period could have a material adverse effect on the Company's results of operations for that period or future periods.

DRCR is currently involved in a legal dispute with a party named Elco, which claims ownership of a convertible note with a face value of \$68,000. Following a detailed review of historical records and legal opinions, DRCR maintain that this note was previously sold, subsequently converted, and settled in full. Although a provisional settlement was discussed, negotiations have reached an impasse due to Elco's demand for unrestricted shares, which DRCR is not in a position to issue. A trial date has been tentatively set for June 2025.

**Note 11: Subsequent Events**

No events have occurred subsequent to the balance sheet date and through the date of these consolidated financial statements that would require adjustment to or disclosure in the financial information referred to above.

## 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, James Gibbons certify that:

1. I have reviewed this Disclosure Statement for Unaudited Quarterly Financial Disclosure of Dear Cashmere Group Holding Company.
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.

08/14/2025 [Date]

/s/ James Gibbons [CEO's Signature]

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

*Principal Financial Officer:*

I, James Gibbons certify that:

1. I have reviewed this Disclosure Statement for Unaudited Quarterly Financial Disclosure of Dear Cashmere Group Holding Company.
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.

08/14/2025 [Date]

/s/ James Gibbons [CFO's Signature]

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