

Btab Ecommerce Group, Inc.

Angel Place Level 17
123 Pitt Street
Sydney, NSW 2000 Australia
Tel: +61 1300 253 339
Website: Btabcorp.com
Email: info@btabcorp.com
6719 – Holding Company

The Company's U.S. mailing address is:
99 Wall Street, Suite 1118
New York, NY 10005 United States

Quarterly Report

For the Period Ending: June 30, 2025 (the "Reporting Period")

The number of shares outstanding of our Common Stock was:

695,223,770 as of June 30, 2025

695,223,770 as of December 31, 2024

Indicate by check mark whether the company is a shell company (as defined in Rule 405 of the Securities Act of 1933 and Rule 12b-2 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: ☒

Indicate by check mark whether a Change in Control of the company has occurred over this reporting period:

Yes: ☐ No: ☒

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

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

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.

Current name of issuer:

Btab Ecommerce Group, Inc.

Date of change:

June 5, 2023

Predecessor entities:

American Seniors Association Holding Group, Inc

January 2010

ASF Group, Inc -

June 2008

Vision Media Technologies, Inc -

March 2004

Seafood Harvest Group, Inc -

September 2002

Legal Documents Center, Inc -

September 2000

October Project IV Corp.

September 1997

Current State and Date of Incorporation or Registration: Georgia, February 19, 2010

Standing in this jurisdiction: Active

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

None

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

None

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

Angel Place Level 17
123 Pitt Street
Sydney NSW 2000 Australia
Tel: +61 1300 253 339
Website: Btabcorp.com
Email: info@btabcorp.com

The Company's U.S. mailing address is:
99 Wall Street, Suite 1118
New York, NY 10005 United States

The address(es) of the issuer's principal place of business:

Check box 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?

Yes: ☐

No: ☒

If this issuer or any of its predecessors have been the subject of such proceedings, please provide additional details in the space below:

2) Security Information

Transfer Agent:

Name: VStock Transfer, LLC
Phone: 212-828-8436
Email: info@vstocktransfer.com
Address: 18 Lafayette Place
Woodmere, NY 11598

Publicly Quoted or Traded Securities

Trading symbol:	BBTT	
Exact title and class of securities outstanding:	Common	
CUSIP:	029578200	
Par or stated value:	\$0.001	
Total shares authorized:	950,000,000	as of date: June 30, 2025
Total shares outstanding:	695,223,770	as of date: June 30, 2025
Number of shares in the Public Float ¹ :	50,913,445	as of date: June 30, 2025
Total number of shareholders of record:	210	as of date: June 30, 2025

Other classes of authorized or outstanding equity securities:

Exact title and class of securities outstanding:	Preferred	
CUSIP:	None	
Par or stated value:	\$0.001	
Total shares authorized:	20,000,000	as of date: June 30, 2025
Total shares outstanding:	10,000,000	as of date: June 30, 2025
Number of shares in the Public Float ² :	None	as of date: June 30, 2025
Total number of shareholders of record:	1	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.

Each holder of Common Stock shall be entitled to one vote for each share of such stock standing in his name on the books of the Corporation.

Dividends may be declared and paid when and as determined by the Board of Directors after the payment or declaration or setting aside for payment for all outstanding shares of Preferred Stock entitled to receive dividends, if any.

No preemptive rights.

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

"Public Float" shall mean the total number of unrestricted shares not held directly or indirectly by an officer, director, any person who is the beneficial owner of more than 10 percent of the total shares outstanding (a "control person"), or any affiliates thereof, or any immediate family members of officers, directors and control persons.

"Public Float" shall mean the total number of unrestricted shares not held directly or indirectly by an officer, director, any person who is the beneficial owner of more than 10 percent of the total shares outstanding (a "control person"), or any affiliates thereof, or any immediate family members of officers, directors and control persons.

The Company's Board of Directors has the authority to divide any or all of the Preferred Stock into series and to fix and determine the relative rights and preferences of the shares of each series so established. The Board has not created any series of stock under such authority.

Of the 20,000,000 shares of authorized Preferred Stock, 10,000,000 shares are Series A Preferred Shares. The Series A Preferred Shares shall have all the rights and attributes of Common Stock on all matters for which shareholders' approval is required. Each Series A Preferred Share shall be equal to one hundred Common Stock shares.

Of the 20,000,000 shares of authorized Preferred Stock, 1,000,000 shares are Convertible Preferred Stock. Each share of Convertible Preferred Stock shall be convertible at the holder's option into 1,000 shares of Common Stock and 1,000 Common Stock Purchase Warrants to buy shares of Common Stock at \$0.25 per share for five years from the date of issuance. There are no Convertible Preferred Stock shares outstanding.

The Preferred Stock ranks senior to the Common Stock with respect to the payment of dividends and rights to payment on dissolution, liquidation, and winding up of the Company.

As of March 31, 2024, the Company had 10,000,000 outstanding shares of the Series A Preferred Stock, all of which are held by Mr. Binson Lau, the Company's chief executive officer, and no outstanding shares of any other Preferred Stock.

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

None.

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

None.

3) Issuance History

The goal of this section is to provide disclosure with respect to each event that resulted in any direct 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: Opening Balance Date 1/1/2023 Common: 69,522,377 Preferred: None	*Right-click the rows below and select "Insert" to add rows as needed.
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Date of Transaction	Transaction type (e.g. new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at issuance	Were the shares issued at a discount to market price at the time of issuance ? (Yes/No)	Individual/ Entity Shares were issued to (entities must have individual with voting / investment control disclosed).	Reason for share issuance (e.g. for cash or debt conversion) OR Nature of Services Provided (if applicable)	Restricted or Unrestricted as of this filing?	Exemption or Registration Type?
3/3/2023	New Issuance	291,883,841	Common	\$.01	No	Btab Group Inc. (Binson Lau)	Acquired Operating Companies	Restricted	N/A
3/3/2023	New Issuance	80,289,577	Common	\$.01	No	Btab Group Pty Ltd (Binson Lau)	Acquired Operating Companies	Restricted	N/A
3/3/2023	New Issuance	63,774,670	Common	\$.01	No	Corporate Combined Group Pty Ltd (Binson Lau)	Acquired Operating Companies	Restricted	N/A
3/3/2023	New Issuance	53,628,532	Common	\$.01	No	Tom Wang Pty Ltd (Qun Hua Wang)	Acquired Operating Companies	Restricted	N/A
3/3/2023	New Issuance	116,124,773	Common	\$.01	No	Binson Lau	Acquired Operating Companies	Restricted	N/A
3/3/2023	New Issuance	20,000,000	Common	\$.01	No	Paul Cornell	Pursuant to the Acquisition Agreement dated January 12, 2023	Restricted	N/A
3/8/2023	New Issuance	10,000,000	Series A Preferred	\$.001	No	Binson Lau	Acquired Operating Companies	Restricted	N/A
Shares Outstanding on Date of This Report: <u>Ending Balance:</u> Date: 6/30/2025 Common: 695,223,770 Preferred: 10,000,000									

Example: A company with a fiscal year end of December 31st, in addressing this item for its quarter ended September 30, 2020, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2018 through September 30, 2020 pursuant to the tabular format above.

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 (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g. Loan, Services, etc.)
12/31/2015	\$379,348	\$300,000	\$79,348	12/31/2020	Being discussed	Clay and Julie Edwards, current holdings: 2,100,000 common shares	Loan

The company and the noteholders have held discussions from time-to-time as to any conversion terms that may benefit both parties.

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).

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

We are a next-generation e-commerce company with significant social impact. We believe that every small business deserves an equal opportunity to succeed in the modern retail market, and we make it happen. We provide e-commerce and social commerce solutions to help small businesses succeed in both the online and offline space. Our long-term plan is to become the world's largest product supplier for small businesses using e-commerce technology as a distribution tool.

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

Our subsidiaries are Btab Technology Pty Ltd, Btab Ecommerce Services Pty Ltd, Lounge Innovation WA Pty Ltd, T E Wang Pty Ltd and Millennium Impex Limited. Btab Group Inc., our affiliate, has over 10 subsidiaries.

C. Describe the issuers' principal products or services.

We offer comprehensive solutions, including product supply, commerce platforms for selling and marketing, physical showrooms that allow customers to touch and feel products, goods storage, marketing management, delivery and pick-up direction, and after-sales support, including arranging exchanges and returns. We take all of these quotidian concerns off of our clients' plates, allowing them to focus on running a successful retail business. We supply products to resellers, either from our own manufacturing facility or from third-party manufacturers and wholesalers. We also connect resellers with manufacturers and wholesalers around the world, allowing them to access better deals and a greater product range through our buying power.

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. 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.

Our corporate headquarters are located in Sydney and Perth Australia, which are leased through our subsidiary Btab Ecommerce Services Pty Ltd. Both the offices have a combined space of approximately 325 sqm.

We have a furniture manufacturing facility in Western Australia. The size of the factory is approximately 4100 sqm, includes a product showroom of approximately 500 sqm. This facility also serves as a research and development center for new products. The building is leased through our subsidiary Lounge Innovation WA Pty Ltd.

We have another product showroom for home products in Western Australia, the size is approximately 1,200 sqm, leased through our subsidiary T E Wang Pty Ltd.

We have a warehouse in Western Australia, size is approximately 1,000 sqm, leased through our subsidiary T E Wang Pty Ltd.

6) 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 an investor with a clear understanding of the identity of all the persons or entities that are involved in managing, controlling or advising the operations, business development and disclosure of the issuer, as well as the identity of any significant or beneficial shareholders.

Names of All Officers, Directors and Control Persons	Affiliation with Company (e.g. Officer Title /Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Names of control person(s) if a corporate entity
Binson Lau	CEO, Director	WA, Australia	116,124,773	Common	16.7%	N/A
Ronald A. Woessner	Sr. Vice President, General Counsel	Dallas, Texas	0	Common	0	N/A
Tom Wang Pty Ltd	Owner of more than 5% of the issuer	WA, Australia	53,628,532	Common	7.71%	Qun Hua Wang
Btab Group Pty Ltd	Owner of more than 5% of the issuer	WA, Australia	90,289,577	Common	12.98%	Binson Lau, CEO
Corporate Combined Group Pty Ltd	Owner of more than 5% of the issuer	WA, Australia	63,774,670	Common	9.17%	Binson Lau, CEO
Binson Lau	CEO, Director	WA, Australia	10,000,000	Series A Preferred	100%	N/A

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.

None

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

None.

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

None.

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

None

8) Third Party Service Providers

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

Securities Counsel (must include Counsel preparing Attorney Letters).

Name: Ronald A. Woessner

Address 1: 4004 Beltline Road, Suite 210
Address 2: Addison, Texas 75001
Phone: 972-301-2937
Email: rwoessnerlaw@woessneradvisory.com

Accountant or Auditor

Name: Kreit & Chiu CPA LLP
Address 1: 733 Third Avenue, Floor 16, #1014
Address 2: New York, NY 10017
Phone: 949-326-2727

Investor Relations

Name: Barwicki Investor Relations
Address 1: 30 Wall Street, 8 Floor
Address 2: New York, NY 10005
Phone: 516-662-9461
Email: Andrew@Barwicki.com

All other means of Investor Communication:

None.

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.

None.

9) Financial Statements

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

Name: Binson Lau
Title: CEO
Relationship to Issuer: Officer

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)³:

Name: Kim Phung Nguyen
Title: Accountant
Relationship to Issuer: Employee

Describe the qualifications of the person or persons who prepared the financial statements: CPA Australia

Provide the following qualifying financial statements.

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

- 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.

Btab Ecommerce Group, Inc.

Consolidated Financial Statements
For the Interim Period Ended June 30, 2025

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BTAB ECOMMERCE GROUP, INC. AND SUBSIDIARIES**

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BTAB ECOMMERCE GROUP, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(Expressed in US Dollars)

	June 30, 2025 (unaudited)	December 31, 2024
Assets		
Current Assets		
Cash	\$ 87,124	\$ 100,485
Accounts receivable, net of allowance of \$0 and \$2,020, as of June 30, 2025 and December 31, 2024, respectively	238,179	204,156
Prepaid expense	77,541	50,594
Inventory, net	1,581,010	1,532,024
Other receivable	63,672	47,065
Deferred offering cost	1,070,072	879,847
Loan receivable, related parties	<u>1,688,394</u>	<u>1,763,832</u>
Total Current Assets	4,805,992	4,578,003
Non-Current Assets		
Right of use assets, net	1,085,476	1,195,447
Property, Plant and equipment, net	151,349	154,260
Deferred tax asset	<u>559,578</u>	<u>311,461</u>
Total Non-Current Assets	<u>1,796,403</u>	<u>1,661,168</u>
Total Assets	<u>\$ 6,602,395</u>	<u>\$ 6,239,171</u>
Liabilities and Shareholders' Deficit		
Current Liabilities		
Accounts payable and other current liabilities	\$ 1,976,881	\$ 1,535,434
Accrued expenses	368,406	333,824
Income tax payable	77,232	205,246
Lease liabilities, related party	552,806	486,337
Note payable	300,000	300,000
Loan payable, related parties, current portion	2,761,606	1,857,614
Loan payable, current portion	3,680,987	3,649,392
Accrued interest	<u>113,441</u>	<u>73,338</u>
Total Current Liabilities	<u>9,831,359</u>	<u>8,441,185</u>
Non-Current Liabilities		
Lease liabilities, related party, non-current portion	562,952	730,523
Loan payable, non-current portion	<u>38,047</u>	<u>35,784</u>
Total Non-Current Liabilities	<u>600,999</u>	<u>766,307</u>
Total Liabilities	<u>\$ 10,432,358</u>	<u>\$ 9,207,492</u>
Shareholders' Deficit		
Common stock – \$0.001 par value per share, 950,000,000 shares authorized, 695,223,770 shares issued and outstanding on June 30, 2025 and December 31, 2024, respectively	\$ 695,224	\$ 695,224
Preferred stock – \$0.001 par value per share, 20,000,000 shares authorized, 10,000,000 shares issued and outstanding on June 30, 2025 and December 31, 2024	10,000	10,000
Additional paid-in capital	1,300,749	1,300,749
Accumulated Other comprehensive loss (gain) – Foreign currency translation adjustment	(9,208)	139,584
Accumulated deficit	<u>(5,826,728)</u>	<u>(5,113,878)</u>
Total Shareholders' Deficit	<u>\$(3,829,963)</u>	<u>\$(2,968,321)</u>
Total Liabilities and Shareholders' Deficit	<u>\$ 6,602,395</u>	<u>\$ 6,239,171</u>

BTAB ECOMMERCE GROUP, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF OPERATIONS AND OTHER COMPREHENSIVE INCOME/ (LOSS) (unaudited)

(Expressed in US Dollars)

	Three Months Ended June 30, 2025	Three Months Ended June 30, 2024	Six Months Ended June 30, 2025	Six Months Ended June 30, 2024
Sales, net	\$ 1,129,351	\$ 1,318,890	\$ 2,277,545	\$ 2,907,012
Cost of sales	<u>945,124</u>	<u>1,052,300</u>	<u>1,794,746</u>	<u>2,391,880</u>
Gross Profit	<u>\$ 184,227</u>	<u>\$ 266,590</u>	<u>\$ 482,799</u>	<u>\$ 515,132</u>
Operating Expenses				
Selling and marketing expense	\$ 42,584	\$ 39,755	\$ 82,745	\$ 89,540
General and administrative expense	<u>560,502</u>	<u>628,089</u>	<u>1,162,516</u>	<u>1,129,695</u>
Loss from Operations	<u>\$ (418,859)</u>	<u>\$ (401,254)</u>	<u>\$ (762,462)</u>	<u>\$ (704,103)</u>
Other Expenses (income)				
Interest expense	\$ 103,467	\$ 106,398	\$ 215,474	\$ 189,002
(Gain) loss on foreign currency exchange	(3,851)	1,213	(4,365)	890
Other income , net	<u>(20,373)</u>	<u>(10,753)</u>	<u>(20,293)</u>	<u>(36,190)</u>
Loss Before Income Taxes	<u>\$ (498,102)</u>	<u>\$ (498,112)</u>	<u>\$ (953,278)</u>	<u>\$ (857,805)</u>
Income tax benefit	<u>(198,594)</u>	<u>-</u>	<u>(241,320)</u>	<u>(11)</u>
Net Loss	<u>\$ (299,508)</u>	<u>\$ (498,112)</u>	<u>\$ (711,958)</u>	<u>\$ (857,794)</u>
Other comprehensive loss (income) – Foreign currency translation adjustments	<u>130,594</u>	<u>67,424</u>	<u>148,792</u>	<u>(47,501)</u>
Total Comprehensive Loss	<u>\$ (430,102)</u>	<u>\$ (565,536)</u>	<u>\$ (860,750)</u>	<u>\$ (810,293)</u>
Net Loss per Common Share – Basic and Diluted	<u>(0.00043)</u>	<u>(0.00072)</u>	<u>(0.00102)</u>	<u>(0.00123)</u>
Weighted Average Common Shares Outstanding – Basic and Diluted	<u>695,223,770</u>	<u>695,223,770</u>	<u>695,223,770</u>	<u>695,223,770</u>

BTAB ECOMMERCE GROUP, INC. AND SUBSIDIARIES CONSOLIDATED
STATEMENTS OF CHANGES IN SHAREHOLDERS' DEFICIT (unaudited)

For the Three and Six Months Ended June 30, 2025 and 2024

(Expressed in United States Dollars)

	<u>Common Stock</u>		<u>Preferred Stock</u>					
	Number of Shares	Amount at \$0.001 Par	Number of Shares	Amount at \$0.001 Par	Additional Paid In Capital	Accumulated Other Comprehensi ve Income (Loss)	Accumulated Deficit	Total
Balance - January 1, 2025	695,223,770	\$ 695,224	10,000,000	\$ 10,000	\$1,300,749	\$ 139,584	\$ (5,113,878)	\$ (2,968,321)
Other comprehensive income (loss) - Foreign currency translation adjustment						(18,198)		(18,198)
Prior period adjustments							\$ (2,865)	(2,865)
Net loss							\$ (412,450)	\$ (412,450)
Balance - March 31, 2025	695,223,770	\$ 695,224	10,000,000	\$ 10,000	\$1,300,749	\$ 121,386	\$ (5,529,193)	\$ (3,401,834)
Other comprehensive income (loss) - Foreign currency translation adjustment						(130,594)		(130,594)
Prior period adjustments							\$ 1,973	\$ 1,973
Net loss							\$ (299,508)	\$ (299,508)
Balance - June 30, 2025	695,223,770	\$ 695,224	10,000,000	\$ 10,000	\$1,300,749	\$ (9,208)	\$ (5,826,728)	\$ (3,829,963)

	<u>Common Stock</u>		<u>Preferred Stock</u>					
	Number of Shares	Amount at \$0.001 Par	Number of Shares	Amount at \$0.001 Par	Additional Paid In Capital	Accumulated Other Comprehensi ve Income (Loss)	Accumulated Deficit	Total
Balance - January 1, 2024	695,223,770	\$ 695,224	10,000,000	\$ 10,000	\$1,300,749	\$ (28,970)	\$ (3,268,734)	\$ (1,291,731)
Other comprehensive income (loss) - Foreign currency translation adjustment						114,925		(114,925)
Net loss							\$ (359,682)	\$ (359,682)
Balance - March 31, 2024	695,223,770	\$ 695,224	10,000,000	\$ 10,000	\$1,300,749	\$ 85,955	\$ (3,628,416)	\$ (1,536,488)
Other comprehensive income (loss) - Foreign currency translation adjustment						(67,424)		(67,424)
Net loss							\$ (498,112)	\$ (498,112)
Balance - June 30, 2024	695,223,770	\$ 695,224	10,000,000	\$ 10,000	\$1,300,749	\$ 18,531	\$ (4,126,528)	\$ (2,102,024)

BTAB ECOMMERCE GROUP, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS (unaudited)
(Expressed in US Dollars)

For the Six Months Ended June 30,	2025	2024
Cash flows from operating activities		
Net loss	\$ (711,958)	\$ (857,794)
Adjustments to reconcile net loss to net cash provided by operating activities:		
Depreciation and amortization expense	19,405	19,837
Amortization of ROU assets	206,311	259,616
Accretion of interest for lease liability	29,545	38,493
Deferred income taxes	(209,236)	—
Changes in assets and liabilities:		
(Increase) decrease in assets:		
Accounts receivable	(22,420)	66,266
Other receivable	(18,717)	(5,600)
Deposit	—	24,578
Inventory	52,833	141,546
Prepaid expenses	(34,869)	17,636
Accounts payable and accrued liabilities	385,578	245,914
Accrued interest	<u>38,324</u>	<u>(442)</u>
Net cash used in operating activities	<u>\$ (265,204)</u>	<u>\$ (49,950)</u>
Cash flows from investing activities		
Purchase of property, plant, and equipment	<u>(12,362)</u>	<u>(29,968)</u>
Net cash used in investing activities	<u>\$ (12,362)</u>	<u>\$ (29,968)</u>
Cash flows from financing activities		
Payment of loan receivable, related party ⁽¹⁾	\$ (205,076)	\$ (563,782)
Proceeds of loan payable, related parties ⁽¹⁾	342,604	312,621
Proceeds of loan payable and note payable	<u>130,618</u>	<u>157,107</u>
Net cash provided by (used in) financing activities	<u>\$ 268,146</u>	<u>\$ (94,054)</u>
Effect of exchange rate changes on cash	(3,941)	63,900
Net change in cash	\$ (13,361)	\$ (110,072)
Cash, beginning of period	100,485	227,596
Cash, end of period	\$ 87,124	\$ 117,524
Supplemental disclosure of cash flow information:		
Cash paid for interest	\$ 98,863	\$ 116,104
Cash paid for taxes	\$ 23,003	\$ 17,237
Supplemental disclosure of non-cash investing and financing activities:		
Lease expenses offset against loan receivable	\$ 240,021	\$ 292,584
Record ROU lease liability	\$ 77,293	\$1,261,453
Capitalization of ROU asset	\$ 77,293	\$1,261,453
Salary expense offset against loan receivable	\$ 119,230	\$ 19,209
Deferred offering costs expenses	\$ —	\$ 74,344
Payment for suppliers on behalf of Company	\$ 307,521	\$ 216,488

(1) See related party transactions in Note 10

BTAB ECOMMERCE GROUP, INC. AND SUBSIDIARIES NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1 — NATURE OF BUSINESS AND ORGANIZATION

Btab Ecommerce Group, Inc. (“BEG”) consolidated financial statements is comprised of the following entities: Btab Ecommerce Services Pty, Ltd. (BES), Btab Technology Pty, Ltd. (BTEC), Lounge Innovation WA Pty, Ltd. (LI), Millenium Impex Limited (MI), TE Wang Pty Ltd (TE), and is referred to herein as “the Company”. The consolidated financial statements comprised of these entities and Btab Ecommerce Group, Inc. (BEG), collectively called “BTAB Group” or “Company”.

American Seniors Association Holding Group, Inc. (“ASA”) was incorporated on February 18, 2010, in the State of Georgia, the United States. The Company offered membership discounts on dental, eye, auto, life, home, pet, and travel insurance along with discounts through a travel and auto club. All sales generating assets were sold on September 11, 2020. During the year ended December 31, 2022, the Company had no revenue stream and was an acquisition target for operating entities seeking to be quoted on the OTC Pink Listing. On January 12, 2023, the ASA was acquired in a reverse recapitalization by the Btab Group. The Btab Group effectively took control of the Company on March 3, 2023, changed its name on March 29, 2023, to Btab Ecommerce Group, Inc. (“BEG”) and changed its quote symbol on June 5, 2023, to BBTT. ASA is now the parent and holding company in the consolidated group and has no operations that generate revenues.

Our business currently operates through two geographic regions, encompassing four reportable segments: Australia-owned manufactured furniture (LI), Australia third-party produced furniture and home goods (TE), Hong Kong food products (MI) and other (technology and e-commerce services).

BES was incorporated on January 29, 2019, in New South Wales, Australia. It operates in the realm of E-commerce, and is a dynamic player engaged in providing ecommerce management services, partnership and online marketing services through both online platforms and physical trading locations. The Company caters to a diverse customer base, ranging from individual one-time purchasers to institutional repeat clients.

BTEC was incorporated on January 30, 2019, in New South Wales, Australia. It offers ecommerce and social commerce solutions, technology services, domain name services and services for development of online marketplace.

LI was incorporated on October 28, 1992, in Western Australia, Australia. It is in the business of furniture manufacturing, wholesale, and research and development on commercial furniture design and manufacturing.

MI was incorporated on September 21, 2015, in Hong Kong, China. It operates in the wholesale food, grocery, and general goods supplies sector.

TE was incorporated on December 7, 2001, in Western Australia, Australia. It is in the business of homeware and furniture supplies.

Our business has traditionally followed seasonal trends, influenced by consumer behavior. Demand tends to peak in the fourth fiscal quarter, when there is more discretionary spending for the holiday season.

For our wholesale operations, the fourth fiscal quarter has historically seen the highest sales volume compared to other quarters. In contrast, our retail segment, which includes company-owned stores, typically experiences its highest sales volume in the second quarter.

We aim to maintain consistent production throughout the year, scheduling manufacturing to ensure steady activity. However, the second and third months generally bring lower demand across the furniture industry. As a result, we usually close our domestic plants for one week each fiscal year to conduct routine equipment maintenance.

At the end of June 30, 2025 we had about 57 full-time equivalent employees, slightly down from around 59 at the end of fiscal 2024. This decrease mainly resulted from efforts to improve efficiency by adjusting staffing levels in our Australia Operations. Of the total employees at the end of fiscal 2024, approximately 31 worked in our Wholesale segment, 9 in Retail, 6 in our support business, with the rest being corporate staff. Most of our employees are full-time.

BTAB ECOMMERCE GROUP, INC. AND SUBSIDIARIES NOTES
TO THE CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1 — NATURE OF BUSINESS AND ORGANIZATION (continued)

Currently management uses the legal entities under the other segment to operate the licenses and intellectual property provided by our affiliate company, Btab Group Inc., which currently does not charge any fees for their use.

The Company has elected a December 31 fiscal year-end.

As of the date of this filing, BEG continues to progress toward consummation of its proposed business combination (the “Business Combination”) with Integrated Wellness Acquisition Corp. (“IWAC”) pursuant to the Amended and Restated Business Combination Agreement dated August 26, 2024 (the “Business Combination Agreement”). The transaction structure contemplates a series of mergers resulting in a newly formed Delaware holding company, IWAC Holding Company Inc. (“Pubco”), becoming the publicly listed parent company of both IWAC and Btab. The Business Combination remains subject to regulatory approval, shareholder consent, and other customary closing conditions.

NOTE 2 — GOING CONCERN

The accompanying consolidated financial statements have been prepared assuming that the Company will continue as a going concern. The Company’s financial position and operating results raise substantial doubt about the Company’s ability to continue as a going concern, as reflected by the net loss of \$711,958 for the six months ended June 30, 2025, accumulated deficit of \$5,826,728 net cash used in operating activities of \$265,204 and negative working capital of \$5,025,367 on June 30, 2025.

In order to fund working capital deficiencies or finance transaction costs in connection with an intended initial business combination, our parent company, affiliate entities, or certain members of management including our officers and directors may, but are not obligated to, loan us funds as may be required. The consolidated financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern.

NOTE 3 — BASIS OF PRESENTATION AND SIGNIFICANT ACCOUNTING POLICIES

Basis of presentation

The accompanying consolidated financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America or (“U.S. GAAP”) as found in the Accounting Standards Codification (“ASC”), the Accounting Standards Update (“ASU”) of the Financial Accounting Standards Board (“FASB”) and the rules and regulations of the US Securities and Exchange Commission (the “SEC”) and are expressed in US Dollars. Significant accounting policies applicable to the Company are summarized as follows:

Principals of consolidation — reverse merger

A reverse merger that is a business combination can occur only if the accounting acquiree meets the definition of a business and should be accounted for using the acquisition method. These transactions are unique and often include asset acquisitions, capital transactions, or business combinations, or a combination of these elements.

In accordance with ASC 805 — Reverse Mergers, a reverse recapitalization is a transaction in which a shell company issues its equity interest to effect the acquisition of an operating company. A reverse acquisition is accounted for as a capital transaction equivalent to the operating company issuing its equity for the net

BTAB ECOMMERCE GROUP, INC. AND SUBSIDIARIES NOTES
TO THE CONSOLIDATED FINANCIAL STATEMENTS

NOTE 3 — BASIS OF PRESENTATION AND SIGNIFICANT ACCOUNTING POLICIES (continued)

assets of the shell company followed by a recapitalization. The shell company is not deemed a business by the SEC and therefore reverse recapitalization is not accounted for as a business combination. Therefore, there is no Goodwill.

The key distinction between a reverse acquisition and a reverse recapitalization is that in a reverse acquisition the legal acquirer/issuer (ASA) is a business and in a reverse recapitalization the legal acquirer/ issuer is a shell company. For accounting purposes, the company that is legally acquired in the reverse merger (i.e., the accounting acquirer) is considered the continuing reporting entity.

The reverse merger between the Btab Group and ASA is determined to be a reverse recapitalization in consideration that the accounting acquiror is not a legal acquiror, as the Btab Group obtained control of ASA and ASA was a Shell company and not deemed to be a business.

Reverse recapitalization requires retrospective reporting of the shares issued by the legal acquiror for the purpose of the acquisition. Amounts are consolidated for reporting purposes and shares previously outstanding by the legal acquiror are treated as issued in the year of the reverse merger. Intercompany balances and investments in the entities which acquired the public company would be eliminated for consolidation reporting and the surviving equity reported would be that of the public company.

Use of estimates

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

Foreign Currency Translation

The financial statements of the Company's foreign subsidiaries are measured using the local currency as the functional currency. Assets and liabilities of these subsidiaries are translated into U.S. dollars at the exchange rate in effect on the balance sheet date, while income and expenses are translated at the average exchange rates prevailing during the period. The resulting translation adjustments are included in a separate component of accumulated other comprehensive income (loss) within stockholders' deficit. The Company evaluates its foreign subsidiaries to determine the functional currency. Management determines the functional currency based on several factors, including the primary currency in which each entity operates, sources of revenue and expenses, and the level of integration with the Company's other operations.

Cash

For purposes of reporting within the statements of cash flows, the Company considers all cash on hand, cash accounts not subject to withdrawal restrictions or penalties, and all highly liquid debt instruments purchased with a maturity of 90 days or less to be cash.

Related party disclosures

Under ASC 850 "Related Party Transactions" an entity or person is considered to be a "related party" if it has control, significant influence or is a key member of management personnel or affiliate thereto. A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties. The Company, in accordance with ASC 850, presents disclosures about related party transactions and outstanding balances with related parties, see **Note 10**.

Accounts receivable, net

Accounts receivables are based on amounts billed to customers for services provided and goods sold and amounts due from merchant provider/s. The Company sells goods in accordance with the terms of sale

BTAB ECOMMERCE GROUP, INC. AND SUBSIDIARIES NOTES
TO THE CONSOLIDATED FINANCIAL STATEMENTS

NOTE 3 — BASIS OF PRESENTATION AND SIGNIFICANT ACCOUNTING POLICIES (continued)

stated in the respective invoices and contracts. Amounts due from merchant service providers are for payments processed and amounts pending to be deposited to the Company's account. The Company estimates an allowance for credit losses, based upon its review of outstanding receivables, historical collection information (customer-specific credit risk), and existing economic conditions.

Invoices are issued for payments to be made as agreed, yet reported accounts receivable are the net realizable value for sales generated upon specific performance (delivery of the good or performance of the service). Delinquent receivables are directly written off if management is aware of specific circumstances regarding a customer's inability or unwillingness to pay. As of June 30, 2025, the allowance for credit loss was reduced by the bad debt recoveries and bad debts written off as explained in Note 5 with no additional allowance deemed necessary.

When allowance for credit losses is estimated, the amount is allocated as a contra account to accounts receivable indirectly adjusting it to its net realizable value and a bad debt expense is incurred. When the Company deems the collections of specific amounts are less likely, they are directly written off by a direct adjustment to accounts receivable and an incurrence of bad debt expense. When an accounts receivable balance previously written off is recovered, a gain is recognized as "Recovered bad debt" and included in other income in the period recovered.

Our allowances for credit losses reflect our best estimate of losses inherent in the trade accounts receivable balance. We determine the allowance based on known troubled accounts, weighing probabilities of future conditions and expected outcomes, and other currently available evidence. Economic forecasts, including inflation trends and interest rate projections, discretionary spending, and consumer behavior were considered but were determined to have an immaterial impact on the expected credit loss as of the adoption date and for the six month period ending June 30, 2025.

Inventory, net

ASC 330 "Inventory" requires entities to measure inventory at a lower of cost or net realizable value. The net realizable value is the estimated selling price in the ordinary course of business, less reasonably predictable cost of completion, disposal, and transportation. Inventory consists primarily of foods, groceries, furniture and homewares, and are stated at the lower of cost or net realizable value. The Company's inventory uses the first-in-first-out costing method. Obsolete, damaged, or expired inventories are written off as a loss. An inventory reserve may be allocated to account for potential loss of inventory that could occur in the normal course of business.

Prepaid expense

The Company determines prepaid expenses when payments are advanced to third parties, usually vendors for services to be rendered or goods to be provided overtime or at a point in time. Portions of these advances (usually cash payments) that are allocated as the value for services or goods to be provided in the future are reported as a prepaid expense in the asset section of the consolidated balance sheet.

Deferred offering costs

Deferred offering costs consist of legal, accounting, and other third-party fees directly attributable to a planned equity offering. These costs are initially capitalized as current assets. Upon completion of the offering, the deferred costs are offset against the proceeds and recorded as a reduction to additional paid-in capital. If the offering is abandoned, the costs are expensed immediately in the period the offering is terminated.

Prior period adjustments

From time to time, the Company may identify errors related to prior periods. When such errors are determined to be immaterial to both the current period and the prior period financial statements, they are corrected in the period in which they are identified rather than restating the prior period financial statements.

BTAB ECOMMERCE GROUP, INC. AND SUBSIDIARIES NOTES
TO THE CONSOLIDATED FINANCIAL STATEMENTS

NOTE 3 — BASIS OF PRESENTATION AND SIGNIFICANT ACCOUNTING POLICIES (continued)

During the year ended December 31, 2024, the Company identified and corrected certain immaterial errors related to prior periods. These adjustments were primarily related to correcting the misstatements related to depreciation, other general and administrative expenses and liabilities that had a net impact of \$5,115. These adjustments were recorded through the opening accumulated equity (deficit) balance in the current year and did not have a material impact on the Company's financial position, results of operations, or cash flows in any of the periods presented.

During the six month period ended June 30, 2025, an adjustment was recorded through the opening accumulated equity (deficit) balance in the amount of \$892 and did not have a material impact on the Company's financial position, results of operations, or cash flows in any of the periods presented.

The Company assessed materiality based on both quantitative and qualitative factors in accordance with the guidance in Staff Accounting Bulletin No. 99, Materiality (SAB 99) and Staff Accounting Bulletin No. 108, Considering the Effects of Prior Year Misstatements When Quantifying Misstatements in Current Year Financial Statements (SAB 108).

Property, plant, and equipment

Property, plant, and equipment are recorded at cost and are depreciated/amortized using the straight- line method over the estimated useful lives of the assets which are as follows:

- Computer: 2 to 5 years
- Furniture and Fixture: 2 to 10 years
- Plant and Equipment: 2 to 14 years
- Vehicle: 4 to 8 years
- Lease Hold Improvements: 5 to 40 years

Share capital

In accordance with ASC 505 "Equity" the Company considers an equity instrument to be any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. The Company's common and preferred shares are classified as equity instruments. Incremental costs directly attributable to the issuance of new shares are recognized in equity as a reduction from the gross proceeds received from the issued shares.

Basic and diluted earnings per share

Under ASC 260 "Earnings Per Share," the Company presents basic and diluted earnings (loss) per share ("EPS") amounts on the face of the consolidated statements of operations. Basic EPS is computed by dividing income (loss) available to common stockholders (the numerator) by the weighted-average number of common shares outstanding (the denominator) during the period. Shares issued during the period and shares reacquired during the period are weighted for the portion of the period they were outstanding. The computation of diluted EPS is similar to the computation of basic EPS except that the denominator is increased to include the number of additional common shares that would have been outstanding if the dilutive potential common shares had been issued. There were no potentially dilutive securities outstanding on June 30, 2025 and December 31, 2024.

Fair value of financial instruments

In accordance with ASC 820 "Fair Value Measurement" the Company categorizes financial instruments in a 'fair value hierarchy which categorizes the inputs used in valuation techniques into three levels. The hierarchy gives the highest priority to (unadjusted) quoted prices in active markets for identical assets or liabilities and the lowest priority to unobservable inputs. The following are the three categories related to the fair value measurement of such assets or liabilities:

BTAB ECOMMERCE GROUP, INC. AND SUBSIDIARIES NOTES
TO THE CONSOLIDATED FINANCIAL STATEMENTS

NOTE 3 — BASIS OF PRESENTATION AND SIGNIFICANT ACCOUNTING POLICIES (continued)

- Level 1 inputs are quoted prices in active markets for identical assets or liabilities that the Company can access at the measurement date, it holds a position in a single asset or liability and the asset or liability is traded in an active market.
- Level 2 inputs are inputs other than quoted market prices included within Level 1 that are observable for the asset or liability, either directly or indirectly. Inputs are derived principally from or corroborated by observable market data by correlation or other means ('market-corroborated inputs').
- Level 3 inputs are unobservable for the asset or liability. An entity develops unobservable inputs using the best information available in the circumstances, which might include the entity's own data, taking into account all information about market participant assumptions that is reasonably available.

	Quoted Prices in Active Markets for	Significant Other	Significant	
	Identical Assets (Level 1)	Observable Inputs (Level 2)	Other Unobservable Inputs (Level 3)	Total as of June 30, 2025
Loan receivable	\$ —	\$ —	\$1,688,394	\$1,688,394
Loan payable	—	—	6,480,640	6,480,640
Note payable	—	—	300,000	300,000

	Quoted Prices in Active Markets for	Significant Other	Significant	
	Identical Assets (Level 1)	Observable Inputs (Level 2)	Other Unobservable Inputs (Level 3)	Total as of December 31, 2024
Loan receivable	\$ —	\$ —	\$1,763,832	\$1,763,832
Loan payable	—	—	5,542,790	5,542,790
Note payable	—	—	300,000	300,000

The carrying value of most of the Company's assets and liabilities on June 30, 2025 and December 31, 2024 are deemed to approximate fair value due to their short-term nature.

The above financial instruments are classed at level 3 of the fair value hierarchy. There are no assets or liabilities that require disclosure in level 1 or 2.

Leases

Any lease with a term of 12 months or less is considered short-term. As permitted by ASC 842, short-term leases are excluded from the ROU asset and lease liabilities on the consolidated balance sheets.

Consistent with all other operating leases, short-term lease expense is recorded on a straight-line basis over the lease term.

The Company follows ASC 842 "Leases," which requires that lessees recognize Right-Of-Use ("ROU") assets and lease liabilities calculated based on the present value of lease payments for all lease agreements with terms that are greater than twelve months. Lease contracts under ASC 842 are measured and presented in the consolidated financial statements as operating leases.

At the lease's inception, the Company determines if an arrangement is a lease and if it includes options to extend or terminate the contract if it is reasonably sure that the options will be exercised. It recognizes lease expense for lease payments on a straight-line basis over the lease term.

BTAB ECOMMERCE GROUP, INC. AND SUBSIDIARIES NOTES
TO THE CONSOLIDATED FINANCIAL STATEMENTS

NOTE 3 — BASIS OF PRESENTATION AND SIGNIFICANT ACCOUNTING POLICIES (continued)

The ROU asset and related lease liabilities recorded under ASC 842 are calculated based on the present value of the lease payments using (1) the rate implicit in the lease or (2) the lessee's incremental borrowing rate, defined as the rate of interest that a lessee would have to pay to borrow on a collateralized basis over a similar term an amount equal to the lease payments in a comparable economic environment.

Income taxes

Current income tax is recorded in accordance with the laws of the relevant tax jurisdictions. The Company applies the liability method of income taxes in accordance with ASC Topic 740, Income Taxes ("ASC 740"), which requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the consolidated financial statements. Under this method, deferred tax assets and liabilities are provided based on temporary differences arising between the tax bases of assets and liabilities and the financial statements, using enacted tax rates that will be in effect in the period in which the differences are expected to reverse.

Deferred tax assets and liabilities are recognized for the expected future tax consequences of events that have been included in the consolidated financial statements or tax returns. Under this method, deferred tax assets and liabilities are determined based on the differences between the financial reporting and tax bases of assets and liabilities using enacted tax rates in effect for the year in which the differences are expected to reverse. The deferred tax assets of the Company relate to operating loss carryforwards for federal income tax purposes. A full valuation allowance for deferred tax assets has been provided as the Company believes there is a potential the deferred tax asset will not be realized in consideration of the going concern condition and related uncertainties. Realization of deferred tax assets is dependent on the Company generating sufficient taxable income in future periods.

Uncertain tax positions

The Company applies the provisions of ASC 740, in accounting for uncertainty in income taxes. ASC 740 clarifies the accounting for uncertainty in income taxes by prescribing the recognition threshold a tax position is required to meet before being recognized in the consolidated financial statements. The Company has elected to classify interest and penalties related to an uncertain tax position (if and when required) as part of "income tax expenses" in the consolidated statements of operations and comprehensive income (loss). The Company did not have any significant unrecognized uncertain tax positions or any unrecognized liabilities as of June 30, 2025 and December 31, 2024. The Company did not have any interest or penalties associated with unrecognized tax benefit for the years ended June 30, 2025 and December 31, 2024.

The Company periodically evaluates its tax positions to determine whether it is more likely than not that such positions would be sustained upon examination by a tax authority for all open tax years, as defined by the statute of limitations, based on their technical merits. As of June 30, 2025, and December 31, 2024, the Company has not established a liability for uncertain tax positions.

Revenue recognition

The Company recognizes revenue under ASC 606 "Revenue from Contracts with Customers". The core principle of the new revenue standard is that a company should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the company expects to be entitled in exchange for those goods or services. The following five steps are applied to achieve that core principle:

- Step 1: Identify the contract with the customer
- Step 2: Identify the performance obligations in the contract
- Step 3: Determine the transaction price

**BTAB ECOMMERCE GROUP, INC. AND SUBSIDIARIES NOTES
TO THE CONSOLIDATED FINANCIAL STATEMENTS**

NOTE 3 — BASIS OF PRESENTATION AND SIGNIFICANT ACCOUNTING POLICIES (continued)

- Step 4: Allocate the transaction price to the performance obligations in the contract
- Step 5: Recognize revenue when the Company satisfies a performance obligation

The transaction price is the amount of consideration to which an entity expects to be entitled in exchange for transferring promised goods or services to a customer. The consideration promised in a contract with a customer may include fixed amounts, variable amounts, or both.

When determining the transaction price, the Company also considers the effects of all of the following:

- Variable consideration
- Constraining estimates of variable consideration
- The existence of a significant financing component in the contract
- Noncash consideration
- Consideration payable to a customer

Revenues generated in 2024 consist of sale of homeware, furniture, food grocery and general supplies. Timing of revenue recognition is at time of delivery when the title transfers to the customer in an amount that reflects the consideration the Company expects to be entitled to in exchange for those goods or services, after considering allowances for refund, price concession, discount and value added tax (“VAT”).

The transaction price is allocated to each distinct performance obligation and recognized as revenue when, or as, the performance obligation is satisfied.

The Company’s policy for revenue recognition is as follows:

BES provides service through online platforms and physical trading locations. Services: Ecommerce management, online marketing services (property listing, ads in marketplaces, banner ads in the Btab network). Revenue is recognized upon the completion of specific performance obligations defined in the customer contract. Contract terms may be in writing, non-written, verbal, or implied. Contract terms define prices, delivery timeline, specifications of performance, and settlement terms. No income was generated in 2024.

BTEC develops and sells software and digital goods and provides technology support. It develops ecommerce sites, platforms and other software applications. It sells digital goods such as domain names and provides software services such as access and use of applications and sites through subscription sales.

Revenue is recognized upon the completion of specific performance obligations or overtime, as defined in the customer contract. Contract terms may be in writing, non-written, verbal, or implied. Contract terms define prices, delivery timeline, specifications of performance, and settlement terms. No income was generated in 2024.

TE sells homeware and furniture supplies in retail and wholesale. Revenue is recognized upon the delivery or transfer of goods, which is the only specific performance obligation defined in the customer’s contract or terms of sale. Contract terms may be in writing, non-written, verbal, or implied. Contract terms define prices, delivery timeline, specifications of performance, and settlement terms. Approximately \$0.64 million in revenues were generated in the six months ended June 30, 2025.

LI manufactures and sells furniture in wholesale. Revenue is recognized upon the delivery or transfer of goods, which is the only specific performance obligation defined in the customer’s contract or terms of sale. Contract terms may be in writing, non-written, verbal, or implied and define prices, delivery timeline, specifications of performance, and settlement terms. Approximately \$1.64 million in revenues were generated in the six months ended June 30, 2025.

BTAB ECOMMERCE GROUP, INC. AND SUBSIDIARIES NOTES
TO THE CONSOLIDATED FINANCIAL STATEMENTS

NOTE 3 — BASIS OF PRESENTATION AND SIGNIFICANT ACCOUNTING POLICIES (continued)

MI sells food, grocery and general goods supplies in retail and wholesale. Revenue is recognized upon the delivery or transfer of goods, which is the only specific performance obligation defined in the customer's contract or terms of sale. Contract terms may be in writing, non-written, verbal, or implied. Contract terms define prices, delivery timeline, specifications of performance, and settlement terms. No income was generated in the six months ended June 30, 2025.

Customer contracts or arrangements do not include financing components, non-cash considerations, variable consideration or other considerations payable to customers. Revenues are reported net of sales discount, rebates, returns. Shipping income is charged to customers and earned when goods are delivered.

Foreign currency translation

The Company is exposed to foreign currency translation risk through their foreign branches and subsidiaries. The foreign branches and subsidiaries generally report their earnings in their local currencies. The assets and liabilities of the foreign branches and subsidiaries are translated from their respective local currencies to the U.S. Dollar using exchange rates at the balance sheet dates. The statements of operations for the foreign subsidiaries are translated from their respective local currencies to the U.S. Dollar using average exchange rates for the periods covered by the statements. Related translation adjustments are recorded as a component of accumulated other comprehensive income or loss. Foreign currency transaction gains or losses resulting from exchange rate fluctuations on transactions denominated in a currency other than the functional currency are included in the accompanying consolidated statements of operations.

Commitments and Contingencies

We establish an accrued liability for legal matters when those matters present loss contingencies that are both probable and reasonably estimable. As a litigation matter develops and in conjunction with any outside legal counsel handling the matter, we evaluate on an ongoing basis whether such matter presents a loss contingency that is probable and reasonably estimable. If, at the time of evaluation, the loss contingency related to a litigation matter is not both probable and reasonably estimable, the matter will continue to be monitored for further developments that would make such loss contingency both probable and reasonably estimable. Once the loss contingency related to a litigation matter is deemed to be both probable and reasonably estimable, we will establish an accrued liability with respect to such loss contingency and record a corresponding amount of litigation-related expense. We continue to monitor the matter for further developments that could affect the amount of the accrued liability that has been previously established.

Segments

Our business currently operates through two geographic regions, encompassing four reportable segments: Australia-owned manufactured furniture, Australia third-party produced furniture and home goods, Hong Kong food products and Other (technology and e-commerce services). These segments are structured to align the Company's products and service offerings based on the geographic location between Australia and Hong Kong and with how the Company's Chief Operating Decision Maker ("CODM") assesses the Company's operations. The CODM allocates resources and evaluates the financial performance of each operating segment. The Company's segments are strategic businesses that are managed separately because each one develops, manufactures and markets distinct products and services. Refer to **Note 15**, Segments Information, for further detail.

Recent accounting pronouncements

ASU 2020-06 — Debt: Debt with Conversion and Other Options (Subtopic 470-20) and Derivatives and Hedging — Contracts in Entity's Own Equity (Subtopic 815-40)

This update simplifies the accounting for convertible debt instruments and contracts in an entity's own equity, removing certain separation models and improving earnings per share (EPS) guidance. This guidance is effective for fiscal years beginning after December 15, 2023, for Smaller Reporting Companies (SRCs).

BTAB ECOMMERCE GROUP, INC. AND SUBSIDIARIES NOTES
TO THE CONSOLIDATED FINANCIAL STATEMENTS

NOTE 3 — BASIS OF PRESENTATION AND SIGNIFICANT ACCOUNTING POLICIES (continued)

The adoption of this ASU did not have a material impact on the Company's financial position or results of operations.

ASU 2022-03 "Fair Value Measurement (Topic 820): Fair Value Measurement of Equity Securities Subject to Contractual Sale Restrictions"

The FASB issued ASU 2022-03 to (1) clarify the guidance in Topic 820, Fair Value Measurement, when measuring the fair value of an equity security subject to contractual restrictions that prohibit the sale of an equity security, (2) to amend a related illustrative example, and (3) to introduce new disclosure requirements for equity related securities subject to contractual sale restrictions that are measured at fair value in accordance with Topic 820. ASU 2022-03 clarifies that a contractual restriction on the sale of an equity security is not considered part of the unit of account of the equity security and, therefore, is not considered in measuring fair value. The guidance was effective for fiscal years beginning after December 15, 2023, and interim periods within those fiscal years with early adoption permitted. The adoption of this ASU did not have a material impact to our consolidated financial statements.

ASU 2023-01 "Leases (Topic 842): Common Control Arrangements"

In March 2023, the FASB issued ASU 2023-01, Lease (Topic 842): Common Control Arrangements, which clarifies the accounting for leasehold improvements associated with leases between entities under common control (hereinafter referred to as common control lease). ASU 2023-01 requires entities to amortize leasehold improvements associated with common control lease over the useful life to the common control group (regardless of the lease term) as long as the lessee controls the use of the underlying asset through a lease, and to account for any remaining leasehold improvements as a transfer between entities under common control through an adjustment to equity when the lessee no longer controls the underlying asset. This ASU will be effective for fiscal years beginning after December 15, 2023, including interim periods within those fiscal years. Early adoption is permitted for both interim and annual financial statements that have not yet been made available for issuance. An entity may apply ASU 2023-01 either prospectively or retrospectively. The impact of the new standard on the financial statements was not significant.

ASU 2023-07 "Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures"

Issued in November 2023, this update amends the existing segment reporting guidance (ASC Topic 280) to improve reportable segment disclosure requirements, primarily through enhanced disclosures about significant segment expenses that are regularly provided to the CODM and included within each reported measure of segment profit or loss, an amount for other segment items by reportable segment and a description of its composition, the title and position of the CODM and an explanation of how the CODM uses the reported measure(s) of segment profit or loss in assessing segment performance and deciding how to allocate resources. The amendments in this update were effective for fiscal years beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024.

The Company adopted this standard on a retrospective basis within our annual report from the year ended December 31, 2023, with no material impact to our consolidated financial statements. See Note 15, "Segment Reporting," to our consolidated financial statements.

ASU 2023-09 "Income Taxes (Topic 740): Improvements to Income Tax Disclosures"

Issued in December 2023, this update enhances the disclosures required in the income tax reconciliation table and mandates additional information regarding taxes paid in the U.S. and foreign jurisdictions. This update is effective for fiscal years beginning after December 15, 2024. The impact of the new standard on the financial statements was not significant.

**BTAB ECOMMERCE GROUP, INC. AND SUBSIDIARIES NOTES
TO THE CONSOLIDATED FINANCIAL STATEMENTS**

NOTE 3 — BASIS OF PRESENTATION AND SIGNIFICANT ACCOUNTING POLICIES (continued)

ASU 2024-03, “Income Statement — Reporting Comprehensive Income — Expense Disaggregation Disclosures (Subtopic 220-40): Disaggregation of Income Statement Expenses”

In November 2024, the FASB issued ASU 2024-03, Income Statement — Reporting Comprehensive Income — Expense Disaggregation Disclosures (Subtopic 220-40): Disaggregation of Income Statement Expenses. This update aims to enhance transparency for users of financial statements by requiring public business entities to disaggregate specific expense categories. The update mandates disclosures in the notes to financial statements, detailing the composition and trends of key expense categories within major income statement captions. These enhanced disclosures are expected to help investors more effectively assess the entity’s performance, understand its cost structure, and make more accurate forecasts of future cash flow. ASU 2024-03 is effective for annual periods beginning after December 15, 2026, and interim periods beginning after December 15, 2027, with early adoption permitted. The Company is currently evaluating the potential impact of ASU 2024-03 on its financial reporting and disclosures.

ASU 2025-03 “Business Combinations (Topic 805): Identifying the Accounting Acquirer in Business Combinations Involving a Variable Interest Entity”

Issued in May 2025, this update clarifies how to determine the accounting acquirer in a business combination when a variable interest entity (VIE) is involved. The amendments require entities to apply specific guidance for identifying the accounting acquirer when power is shared among multiple unrelated parties or when no party clearly has control, reducing diversity in practice and improving consistency in accounting outcomes. The amendments in this update are effective for fiscal years beginning after December 15, 2026, including interim periods within those fiscal years. Early adoption is permitted.

ASU 2025-05 “Financial Instruments – Credit Losses (Topic 326): Practical Expedient and Policy Election for Estimating Expected Credit Losses”

Issued in July 2025, this update provides a new practical expedient and policy election for entities estimating expected credit losses on certain trade receivables and other financial assets. The amendments allow entities to elect a more streamlined approach when reasonable and supportable forecasts do not significantly affect expected credit losses, thereby reducing complexity and cost of applying the current expected credit loss (CECL) model. The amendments in this update are effective for fiscal years beginning after December 15, 2025, including interim periods within those fiscal years. Early adoption is permitted.

Other Recently Issued Accounting Pronouncements

The Company periodically reviews new accounting standards that are issued. Although some of these accounting standards may be applicable to the Company, the Company has not identified any new standards that it believes merit further discussion, and the Company expects that none would have a significant impact on its consolidated financial statements

NOTE 4 — CONCENTRATION OF CREDIT RISK AND FINANCIAL RISK MANAGEMENT

Concentration of credit risk

Financial instruments, which potentially subject the Company to credit risk, consist principally of cash and accounts receivable.

Cash is maintained with major financial institutions in the USA that are credit worthy. The Company maintains all cash in bank accounts insured up to \$250,000 by the US Federal Deposit Insurance Corporation. On June 30, 2025 and December 31, 2024, no cash balances were held in excess of federally insured limits in the USA. The Company also holds deposits on account in Hong Kong and Australia.

BTAB ECOMMERCE GROUP, INC. AND SUBSIDIARIES NOTES
TO THE CONSOLIDATED FINANCIAL STATEMENTS

NOTE 4 — CONCENTRATION OF CREDIT RISK AND FINANCIAL RISK MANAGEMENT (Continued)

Cash is maintained with major financial institutions in Hong Kong that are credit worthy. The Company maintains all cash in bank accounts insured up to HKD 500,000 (approximately USD \$64,000) by Hong Kong's Monetary Authority "Deposit Protection Scheme" ("DPS").

Cash is maintained with major financial institutions in Australia that are credit worthy. The Company maintains most cash in bank accounts insured up to AUD \$250,000 (approximately USD \$155,000) by Australian Prudential Regulation Authority' (APRA) "Federal Claims Scheme" ("FCS"). On December 31, 2024, no cash balances were held in excess of FCS insured limits in Australia.

On June 30 2025 no cash balances were held in excess of DPS insured limits in Hong Kong. As of June 30, 2025, and December 31, 2024, 100% of "Note payable" was owed to an unrelated party.

During the six months ended June 30, 2025, one customer made up 10% or more of total sales, and in aggregate 10.6% (approximately \$0.24 million) of total sales. During the period ended June 30, 2024, one customers each made up 10.6% or more of total sales, with approximately \$0.2 million.

During the six months ended June 30, 2025, two suppliers each made up 10% or more of purchases with approximately \$0.26 million or 25.9% of total purchases. During the period ended June 30, 2024, four suppliers each made up 10% or more of purchases with approximately \$0.7 million or 43.9% of total purchases.

During the six months ended June 30, 2025, two suppliers made up 10% or more of accounts payable, and in aggregate 21.2% (approximately \$0.1 million) of accounts payable and accrued liabilities. During the year ended December 31, 2024, two suppliers made up 10% or more of accounts payable, and in aggregate 46.2% (approximately \$0.5 million) of accounts payable and accrued liabilities.

On June 30, 2025 two customers made up 10% or more of accounts receivable with approximately 0.1 million or 29.6%. On December 31, 2024 one customer made up 10% or more of accounts receivable with approximately 0.1 million or 49.2%.

Financial risk management objectives and policies

The Company is exposed to various financial risks resulting from its operations. The Company's management, with the Board of Directors' oversight, manages financial risks. Material risks are reviewed, mitigated, and monitored by management and governance through business strategies from their experience and use of industry, regulatory and other professional advisors.

Financial risks

The Company's main financial risk exposure and its financial risk management policies are as follows:

- **Credit risk** — The risk of loss associated with a counter-party's inability to fulfill its payment obligations. Credit risk is limited to the carrying value amount on the balance sheet. There was \$238,179 receivable balance on June 30 , 2025, and on December 31, 2024, accounts receivable totaled \$204,156. The Company has \$1,688,394 due to it from related party loan receivables on June 30, 2025 and \$1,763,832 on December 31, 2024, these notes are subject to credit risk if related parties are unable to repay when they become due. Payments are currently being made as agreed.
- **Liquidity risk** — The risk the Company will not be able to meet its financial obligations as they fall due. The Company manages its liquidity needs by carefully monitoring the cash outflows required for day-to-day operations. The Company is constantly seeking capital from debt and equity relationships with related and unrelated parties to have access to cash as needed to sustain its operations and pay its debts as they become due.
- **Market and other risk** — The risk of uncertainty arising primarily from possible movements in its market and their impact on the future economic viability of the Company's operations and the ability of the Company to raise capital and earn income.

BTAB ECOMMERCE GROUP, INC. AND SUBSIDIARIES NOTES
TO THE CONSOLIDATED FINANCIAL STATEMENTS

NOTE 4 — CONCENTRATION OF CREDIT RISK AND FINANCIAL RISK MANAGEMENT
(continued)

These market risks are evaluated by monitoring changes in key economic indicators and market information on an on-going basis and adjusting operating budgets accordingly. There is a risk of noncompliance with regulators, as the Company is regulated by the OTC Markets and SEC and is publicly quoted.

Regulatory requirements are constantly being revised to protect the markets' interest. More stringent reporting and disclosure requirements are inevitable. To mitigate the risk of noncompliance the Company regularly consults with its SEC legal counsel, regulatory and financial reporting consultants.

NOTE 5 — ACCOUNTS RECEIVABLE, NET AND REVENUE

The Company adopted ASU 2016-13, 'Financial Instruments — Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments,' on January 1, 2023. The adoption of this standard did not have a material impact on the Company's consolidated financial statements. The Company determined that its historical loss rates and current conditions, along with reasonable and supportable forecasts, indicated that a credit loss reserve adjustment was necessary for trade receivables. As such, no adjustment to retained earnings was made upon adoption.

On June 30, 2025, and December 31, 2024 the Company had \$238,179 and \$204,156 accounts receivable balances. The following are accounts receivable balances on June 30, 2025, and December 31, 2024 by entity:

Entity	June 30, 2025	December 31, 2024
LI	\$233,081	\$194,852
MI	—	(390)
TE	5,098	11,714
BES	—	—
Allowance for credit losses	—	(2,020)
Total accounts receivables	<u>\$238,179</u>	<u>\$204,156</u>

	Six months ended June 30, 2025			
	<u>LI</u>	<u>MI</u>	<u>TE</u>	<u>Total</u>
Beginning allowance for credit losses	\$ —	\$ —	\$ 2,020	\$ 2,020
Additional credit losses	—	—	—	—
Write offs	—	—	(12,004)	(12,004)
Recoveries	—	—	9,955	9,955
Translation adjustment	—	—	29	29
Ending allowance for credit losses.....	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>

	Year ended December 31, 2024			
	<u>LI</u>	<u>MI</u>	<u>TE</u>	<u>Total</u>
Beginning allowance for credit losses	\$ —	\$ —	\$ 245,678	\$ 245,678
Additional credit losses	—	—	(84,494)	(84,494)
Write offs	—	—	(148,633)	(148,633)
Translation adjustment	—	—	(10,531)	(10,531)
Ending allowance for credit losses	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 2,020</u>	<u>\$ 2,020</u>

BTAB ECOMMERCE GROUP, INC. AND SUBSIDIARIES NOTES
TO THE CONSOLIDATED FINANCIAL STATEMENTS

NOTE 5 — ACCOUNTS RECEIVABLE, NET AND REVENUE (continued)

For the three months ended June 30, 2025, and 2024 the Company had sales of \$1,129,351 and \$1,318,890, respectively. For the six months ended June 30, 2025, and June 30, 2024 the Company had sales of \$2,277,545 and \$2,907,012, respectively. All revenues are recognized at a point in time. During the three and six months ended June 30, 2025 and 2024, sales is comprised of the following by entity:

Entity	Three months ended June 30, 2025	Three months ended June 30, 2024	Six months ended June 30, 2025	Six months ended June 30, 2024
LI	848,140	975,483	\$ 1,635,472	\$1,983,868
MI	- -	49,971	11	403,835
TE	<u>281,211</u>	<u>293,436</u>	<u>642,062</u>	<u>519,309</u>
Total Sales, net	<u>1,129,351</u>	<u>1,318,890</u>	<u>\$2,277,545</u>	<u>\$2,907,012</u>

NOTE 6 — PREPAID EXPENSES

On June 30, 2025, and December 31, 2024 the Company had \$77,541 and \$50,594 prepaid expenses. The following are prepaid expenses balances on June 30, 2025 and December 31, 2024, by entity:

As of June 30, 2025	LI	MI	TE	Total
Prepaid insurance	\$50,965	\$ —	\$7,609	\$58,574
Prepaid other trade vendors	<u>18,967</u>	<u>—</u>	<u>—</u>	<u>18,967</u>
Total Prepaid expense	<u>\$69,932</u>	<u>\$ —</u>	<u>\$7,609</u>	<u>\$77,541</u>

As of December 31, 2024	LI	MI	TE	Total
Prepaid insurance	\$ 6,728	\$ —	\$33,662	\$40,390
Prepaid other trade vendors	<u>10,204</u>	<u>—</u>	<u>—</u>	<u>10,204</u>
Total Prepaid expense	<u>\$16,932</u>	<u>\$ —</u>	<u>\$33,662</u>	<u>\$50,594</u>

NOTE 7 — INVENTORY

On June 30, 2025, and December 31, 2024 the Company had \$1,581,010 and \$1,532,024 inventory on hand. The following are inventory on hand balances by entity:

As of June 30, 2025	LI	MI	TE	Total
Raw materials	\$351,689	\$ —	\$ —	\$ 351,689
Work in progress	50,511	—	—	\$ 50,511
Finished goods	<u>280,001</u>	<u>2,308</u>	<u>1,150,062</u>	<u>\$1,432,372</u>
Total inventory	682,201	2,308	1,150,062	\$1,834,571
Less: Allowance for obsolete and slow-moving items . . .	<u>(18,024)</u>	<u>—</u>	<u>(235,537)</u>	<u>(253,561)</u>
Total Inventory, net	<u>\$664,177</u>	<u>\$2,308</u>	<u>\$ 914,525</u>	<u>\$1,581,010</u>

As of December 31, 2024	LI	MI	TE	Total
Raw materials	\$362,021	\$ —	\$ —	\$ 362,021
Work in progress	51,996	—	—	51,996
Finished goods	<u>288,229</u>	<u>2,333</u>	<u>1,127,561</u>	<u>1,418,123</u>
Total inventory	702,246	2,333	1,127,561	1,832,140
Less: Allowance for obsolete and slow-moving items . . .	<u>(16,952)</u>	<u>—</u>	<u>(283,164)</u>	<u>(300,116)</u>
Total Inventory, net	<u>\$685,294</u>	<u>\$2,333</u>	<u>\$ 844,397</u>	<u>\$1,532,024</u>

BTAB ECOMMERCE GROUP, INC. AND SUBSIDIARIES NOTES
TO THE CONSOLIDATED FINANCIAL STATEMENTS

NOTE 8 — PROPERTY, PLANT, AND EQUIPMENT

On June 30, 2025 and December 31, 2024 the Company held property, plant, and equipment in the amounts of \$151,349 and \$154,260, respectively. The following are property, plant, and equipment balances on June 30, 2025 and December 31, 2024 by type:

Description	June 30, 2025	December 31, 2024
Furniture and fittings	\$ 410,278	\$ 385,383
Plant and equipment	805,992	747,839
Motor vehicle	555,409	542,778
Description	June 30, 2025	December 31, 2024
Total property, plant, and equipment	1,771,679	1,676,000
Less: Accumulated depreciation and amortization	<u>(1,620,330)</u>	<u>(1,521,740)</u>
Property, plant, and equipment, net	<u>\$ 151,349</u>	<u>\$ 154,260</u>

Depreciation expense for the six months ended June, 2025 and the fiscal years ended December 31, 2024, was \$19,405 and \$149,191, respectively. There were no write-offs of property plant and equipment for 2024, however, there were disposals of \$72,482 and \$98,217, respectively.

BTAB ECOMMERCE GROUP, INC. AND SUBSIDIARIES NOTES
TO THE CONSOLIDATED FINANCIAL STATEMENTS

NOTE 9 — ACCOUNTS PAYABLE, OTHER CURRENT LIABILITIES AND ACCRUED EXPENSES

Accounts payable and other current liabilities include payables for vendors and creditors on account for the purchase of goods and services to each entity as well as amounts owed to the buyer of the assets (see **Note 11**) for revenue collected on their behalf. The total amount owed on June 30, 2025, and December 31, 2024, was \$1,717,693 and \$1,535,434 respectively with details as follows:

	Six months ended	Year ended December 31,
Accounts Payable and Other Current Liabilities	June 30, 2025	2024
Credit card	\$ 255,479	\$ 220,358
Customer deposit	582,194	149,987
Vendors	<u>1,139,208</u>	<u>1,165,089</u>
Total Accounts payable and other current liabilities	<u>\$1,976,881</u>	<u>\$1,535,434</u>

Accrued expenses are primarily comprised of amounts owed to the taxing authorities including the goods and services tax (“GST”), payroll related payables including pay as go withholding (“PAYG withholding”) and superannuation, as well as amounts owed to financial institutions and customers. The total amount owed on June 30, 2025 and December 31, 2024, was \$368,406 and \$333,824, respectively, with details as follows:

	Six months ended	Year ended December 31,
Accrued Expenses	June 30, 2025	2024
Accrued compensations and benefits ⁽¹⁾	\$ (13,422)	\$ 9,212
Non US GST liabilities	324,266	273,015
Vendors ⁽²⁾	<u>57,562</u>	<u>51,597</u>
Total Accrued expenses	<u>\$368,406</u>	<u>\$333,824</u>

(1) June 30, 2025 and December 31, 2024 balance includes receivable balance from ATO of \$221,313 and \$234,634 respectively, resulting in a net receivable balance for the six month period ended June 30, 2025

(2) June 30, 2025 and December 31, 2024 balance includes late tax filing penalty accrual of \$50,000

NOTE 10 — RELATED PARTY TRANSACTIONS

Related party receivables and payables

Related party receivables and payables owed are noninterest bearing and due on demand. Related parties extend funding to the Company to support operations and collect customer balances on its behalf. Amounts owed are a result of such transactions. Excluding leases (See Note 13), on June 30, 2025 and

BTAB ECOMMERCE GROUP, INC. AND SUBSIDIARIES
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

NOTE 10 — RELATED PARTY TRANSACTIONS (continued)

December 31, 2024, related party loan receivables totaled are \$1,688,394 and \$1,763,832, respectively, and related party payables totaled are \$2,761,606 and \$1,857,614, respectively.

The following tables set forth the related party transactions of our Company that occurred during the years as presented (for the portion of such period that they were considered related):

<u>Related Party — Related Company*</u>	<u>Related Party — Directors</u>
TEW Investments Pty Ltd	Mr. Qun Hua Wang
Mobilia Australia	Mr. Yu-Hua Wang
Dolce Home	Mr. A Menna
Super fund Home	Ms. Frank Menna
Drip Dry International Pty Ltd	Mr. Xiaokang Wang
Menna Holding	Mr. David Oui
Pro Hold Pty Ltd	Mr. Binson Lau
Multicorp Management Pty Ltd	Mr. Cornell
Pures Skincare Pty Ltd	
Innovation Properties Pty Ltd	
Btab Product Management Pty Ltd	
Ideal Workforce	
Property Holdings	
Anthony Meena Family Trust Frank	
Meena Family Trust Btab Corporation	
BTAB Group Pty Ltd	

* The related companies are under various common directors, listed above, of the group and its subsidiaries.

Related party receivable transactions for the six months ended June 30, 2025:

<u>Relationship</u>	<u>Loan receivable, related parties</u>	<u>Loan receivable, related parties</u>	
	<u>Director</u>	<u>company</u>	<u>Total</u>
Opening balance	\$ 306,571	\$1,457,261	\$1,763,832
Additions / drawdowns	332,151	131,071	463,222
Funds drawn from the Company	134,036	53,741	187,777
Payment of related party loans/ expenses by the Company . .	189,116	77,330	266,446
Adjustments entries.	8,999	-	8,999
Principal reduction / Repayments	(296,219)	(341,900)	(638,119)
Settlements made	(109,088)	(10,100)	(119,188)
Set off against lease rentals ⁽¹⁾	(147,434)	(205,119)	(352,553)
Payment for suppliers on behalf of the Company	(39,697)	(65,500)	(105,197)
Reclassifications ⁽²⁾	-	(61,181)	(61,181)
Transfers(Credits)	—	(874)	(874)
Foreign currency translation	8,180	92,153	100,333
Ending balance	\$ 350,683	\$1,337,711	\$1,688,394

BTAB ECOMMERCE GROUP, INC. AND SUBSIDIARIES NOTES
TO THE CONSOLIDATED FINANCIAL STATEMENTS

NOTE 10 — RELATED PARTY TRANSACTIONS (continued)

including GST

- (1) Balances in general ledger accounts that pertained to transactions with Directors were reclassified to be included in the respective Directors' receivable /payable account

Related party payable transactions for the six months ended June 30, 2025:

	Loan payable, related parties, current portion	Loan payable, related parties, current portion Related	
<u>Relationship</u>	<u>Director</u>	<u>company</u>	<u>Total</u>
Opening balance	\$1,330,264	\$ 527,350	\$1,857,614
Additions / drawdowns	512,331	367,813	880,144
Payments made on behalf of the Company	403,353	5,239	408,592
Loans obtained	108,978	362,574	471,552
Principal reduction / Repayments.	(7,408)	(44,016)	(51,424)
Funds (drawn from)/paid to the Company.	(7,408)	(33,667)	(41,075)
Payments made on behalf of related party.	-	(10,349)	(10,349)
Transfers (Debits)	11,283	-	11,283
Foreign currency translation	35,863	28,126	63,989
Ending balance	\$1,882,333	\$879,273	\$2,761,606

Related party receivable transactions for the year ended December 31, 2024:

	Loan receivable , related parties	Loan receivable , related parties Related	
<u>Relationship</u>	<u>Director</u>	<u>company</u>	<u>Total</u>
Opening balance	\$ 784,561	\$1,968,580	\$ 2,753,141
Additions / drawdowns	501,551	310,397	811,948
Receivables collected on behalf of the Company	155,740	—	155,740
Funds drawn from the Company	135,857	—	135,857
Payment of related party loans/expenses by the Company	58,130	310,397	368,527
Payment adjustment on truck purchase	87,172	—	87,172
Loan collected on behalf of the Company	64,652	—	64,652
Principal reduction / Repayments.	(723,268)	(578,330)	(1,301,598)
Settlements made	(37,745)	—	(37,745)
Set off against lease rentals ⁽¹⁾	(223,200)	(367,382)	(590,582)
Payment for suppliers on behalf of Company	(316,402)	(230,406)	(546,808)
Reclassifications ⁽²⁾	(145,921)	19,458	(126,463)
Transfers(Credits)	(202,603)	(60,731)	(263,334)
Foreign currency translation	(53,670)	(181,227)	(234,897)
Other (charged to income statement)	—	(1,428)	(1,428)
Ending balance	\$ 306,571	\$1,457,261	\$ 1,763,832

(1) including GST

BTAB ECOMMERCE GROUP, INC. AND SUBSIDIARIES NOTES
TO THE CONSOLIDATED FINANCIAL STATEMENTS

NOTE 10 — RELATED PARTY TRANSACTIONS (continued)

- (2) Balances in general ledger accounts that pertained to transactions with Directors were reclassified to be included in the respective Directors' receivable /payable account

Related party payable transactions for the year ended December 31, 2024:

<u>Relationship</u>	<u>Loan payable, related parties, current portion Director</u>	<u>Loan payable, related parties, current portion Related company</u>	<u>Total</u>
Opening balance	\$ 615,446	\$ 225,725	\$ 841,171
Additions / drawdowns	1,066,932	585,798	1,652,730
Cash received	171,403	10,100	181,503
Payments made on behalf of the Company	809,101	435,301	1,244,402
Loans obtained	86,428	140,397	226,825
Principal reduction / Repayments.	(37,109)	(47,451)	(84,560)
Funds drawn from Company.	(37,109)	—	(37,109)
Payments made on behalf of related party.	—	(47,451)	(47,451)
Transfers (Debits)	(271,237)	(215,910)	(487,147)
Foreign currency translation	(43,768)	(20,812)	(64,580)
Ending balance	\$1,330,264	\$ 527,350	\$1,857,614

NOTE 11 — SHAREHOLDERS' EQUITY (DEFICIT)

On March 3, 2023, ASA (currently known as BEG) closed a reverse acquisition agreement, originally entered into on January 12, 2023, with the "Btab Group", a group of businesses not previously affiliated with the Company, in which Btab Group effected a reverse merger and took control of ASA. Btab Group has five wholly owned subsidiaries: (1) Lounge Innovation WA Pty Ltd, (2) Btab Ecommerce Services Pty Ltd,

(3) Millennium Impex Limited, (4) TE Wang Pty Ltd and (5) Btab Technology Pty Ltd. The group is in the industry of e-commerce support services through the development of Ecommerce Platforms, Social Commerce Marketplaces, Domain Name Networks, and Online Marketing Networks and the Manufacturing and Sale of Furniture, Home Goods, Food and Supplies retail and wholesale. The Company issued 625,701,393 shares of its common stock to Btab Group and certain of its affiliates, and 10,000,000 shares of its preferred stocks to the director of Btab Group as consideration.

The Company has 950,000,000 shares of Common Stock authorized for issuance with a par value of \$0.001. 695,223,770 shares of Common Stock were issued and outstanding on June 30, 2025 and December 31, 2024.

The Company has 20,000,000 shares of Preferred Stock authorized for issuance with a par value of \$0.001. 10,000,000 shares of Series A Preferred Stock were issued and outstanding on June 30, 2025 and December 31, 2024, all of which were held by Mr. Binson Lau, the Company's CEO. On all matters for which shareholder approval is required, each Series A Preferred Share is equal to one hundred Common Stock shares. 1,000,000 of these authorized Preferred Stock are designated as Convertible Preferred Stock. Each share of Convertible Preferred Stock is convertible at the shareholders' option into 1,000 shares of Common Stock and 1,000 Common Stock Purchase Warrants to buy shares of Common Stock at \$0.25 per share for five years from the date of issuance. No Convertible Preferred Stock was issued and outstanding on June 30, 2025 and December 31, 2024.

The Preferred Stock ranks senior to the Common Stock with respect to the payment of dividends and rights to payment on dissolution, liquidation, and winding up of the Company. There are no warrants issued and outstanding on June 30, 2025 and December 31, 2024.

BTAB ECOMMERCE GROUP, INC. AND SUBSIDIARIES NOTES
TO THE CONSOLIDATED FINANCIAL STATEMENTS

NOTE 12 — INCOME TAXES

The Company is subject to income taxes by entity on income arising in or derived from the tax jurisdiction in which each entity is domiciled. The Company conducts all of its businesses through its subsidiaries and affiliated entities, principally in Hong Kong (“HK”) and Australia.

The Company’s U.S. parent company is subject to U.S. income tax rate of 21% and files U.S. federal income tax return. As of June 30, 2025 and December 31, 2024, the U.S. entity has net operating loss (“NOL”) carry forwards for income tax purposes of \$1,127,043 and \$856,144, respectively. The Company’s subsidiary LI and TE is subject to 25% corporate income tax in Australia, while the Company’s subsidiary MI is subject to 16.5% corporate income tax in HK.

Loss before income taxes consists of the following:

	For the Three Months Ended June 30, 2025	For the Three Months Ended June 30, 2024	For the Six Months Ended June 30, 2025	For the Six Months Ended June 30, 2024
United States	\$159,813	\$136,398	\$430,712	\$277,553
Foreign.	<u>338,289</u>	<u>223,295</u>	<u>522,566</u>	<u>580,252</u>
Total.	<u>\$498,102</u>	<u>\$359,693</u>	<u>\$953,278</u>	<u>\$857,805</u>

The Company did not provide any current or deferred U.S. federal income tax provision or benefit for the six months ended June 30, 2025 and the year ended December 31, 2024, as it incurred tax losses during both years. No tax returns were prepared or estimated balances were determined for 2024, and there is no change in the estimated deferred asset and valuation allowance. Net income in 2024 was minimal, fell under various foreign jurisdictions, and if the Company is subject to taxable income in the U.S., it may be permitted to offset it against net operating losses carried forward. When it is more likely than not that a tax asset cannot be realized through future income, the Company must record an allowance against any potential future tax benefit.

During the year ended December 31, 2023, the Company experienced a delay in filing certain international information returns as well as the U.S. federal income tax return for the 2023 tax year. On June 21, 2024, the Company engaged a Texas-based CPA firm to prepare its 2023 tax filings and paid a partial fee to initiate the work. However, due to circumstances beyond the control of both the Company and the CPA firm, specific operational disruptions caused by Hurricane Beryl, which impacted the Sugar Land, Texas region in July 2024, as well as staffing shortages — the firm was unable to complete the engagement.

The Company had extended its return to October 15, 2024, and the IRS subsequently extended the filing deadline to February 15, 2025, as part of its disaster relief measures for areas affected by Hurricane Beryl. Due to unforeseen disruptions affecting the initial firm’s ability to complete the engagement, the Company engaged a larger national firm, Bennett Thrasher LLP, on January 24, 2025, to complete the tax filings. Due to onboarding and data migration, the international information returns were not submitted by the IRS disaster-relief deadline. Subsequently, the Company engaged an alternative service provider to complete the filings. the U.S. federal income tax return for the 2023 tax year was successfully submitted on July 21, 2025, and the filing status has been acknowledged as accepted.

The Company intends to actively pursue penalty relief from the IRS under both the reasonable cause standard and First-Time Abatement principles. Based on the Company’s clean compliance history, timely good-faith actions, and established IRS relief guidance, management believes the likelihood of a material penalty is remote but reasonably possible and, accordingly, has an existing accrued penalty in the amount of \$50,000 on the balance sheet as of June 30, 2025.

The operational and compliance delays caused by Hurricane Beryl, along with the change in tax preparers, did not materially impact the Company’s deferred tax positions or current period tax expense.

BTAB ECOMMERCE GROUP, INC. AND SUBSIDIARIES NOTES
TO THE CONSOLIDATED FINANCIAL STATEMENTS

NOTE 12 — INCOME TAXES (continued)

Management continues to monitor the realizability of net operating losses in U.S. and foreign jurisdictions, and no new tax legislation affecting the Company's tax rate or deferred balances was enacted during the reporting periods.

With the exception of foreign jurisdictions in which subsidiaries have a history of reported earnings, the Company has provided a full valuation allowance against the net deferred tax asset, consisting of net operating loss carry forwards, because management has determined that it is more likely than not that it will not earn income sufficient to realize the deferred tax assets in the future. The Company's tax expense differs from the "expected" tax expense for Federal and State income tax purposes (computed by applying the United States Federal tax rate of 21% and the State tax rate of 5.75% to income before taxes), as follows:

Excluding the penalty, the primary components of our deferred tax assets and (liabilities) were as follows:

Assets	For the Six Months Ended June 30, 2025	For the Year ended December 31, 2024
State income tax – net operating losses, credits and other	\$ 51,196	\$ 38,890
Federal net operating losses, credits	236,679	179,790
Foreign net operating losses	559,578	311,461
Valuation allowance	<u>(287,875)</u>	<u>(218,680)</u>
Total deferred tax assets	\$559,578	\$311,461
Liabilities		
Foreign – Property, plant and equipment	\$ —	\$ —
Total deferred tax liability	<u>\$ —</u>	<u>\$ —</u>

The deferred tax assets associated with loss carry forwards and the related expiration dates are as follows:

	<u>Amount</u>	<u>Expiration</u>
U.S. Federal net operating losses	\$1,127,043	Indefinite

Income tax expense (benefit) consists of the following components:

	For the Three Months Ended June 30, 2025	For the Three Months Ended June 30, 2024	For the Six Months Ended June 30, 2025	For the Six Months Ended June 30, 2024
Federal				
Current	\$ -	\$ -	\$ -	\$ -
Deferred	(33,561)	(29,643)	(90,450)	(58,287)
State				
Current	-	-	-	-
Deferred	(7,259)	(6,412)	(19,565)	(12,608)
Foreign				
Current	84,015	88,275	128,984	142,907
Deferred	<u>(282,609)</u>	<u>(88,275)</u>	<u>(370,304)</u>	<u>(142,918)</u>
Total income tax expense	\$ (239,414)	\$ (36,055)	\$ (351,335)	\$ (70,906)
Change in allowance	<u>40,820</u>	<u>36,055</u>	<u>110,015</u>	<u>70,895</u>
Total income tax expense, net	<u>\$ (198,594)</u>	<u>\$ -</u>	<u>\$ (241,320)</u>	<u>\$ (11)</u>

**BTAB ECOMMERCE GROUP, INC. AND SUBSIDIARIES NOTES TO THE
CONSOLIDATED FINANCIAL STATEMENTS**

NOTE 12 — INCOME TAXES (continued)

Our effective tax rate differs from the U.S. federal income tax rate for the following reasons:

<u>(% of income before income taxes)</u>	For the Three Months Ended June 30, 2025		For the Three Months Ended June 30, 2024	
Statutory tax rate	\$ 104,601	21.00%	\$ 104,603	21.00%
Increase (reduction) in income taxes resulting from:				
Difference in tax rates	12,974	2.60%	13,315	2.67%
State income taxes	(7,259)	-1.46%	(6,412)	-1.29%
Change in valuation allowance	(26,301)	-5.28%	(23,231)	-4.66%
Permanent differences / discrete items	-	0.00%	-	0.00%
Effective tax rate	<u>\$ 84,015</u>	<u>16.86%</u>	<u>\$ 88,275</u>	<u>17.72%</u>

<u>(% of income before income taxes)</u>	For the Six Months Ended June 30, 2025		For the Six Months Ended June 30, 2024	
Statutory tax rate	\$ 200,188	21.00%	\$ 180,139	21.00%
Increase (reduction) in income taxes resulting from:				
Difference in tax rates	19,245	2.02%	21,054	2.45%
State income taxes	(19,565)	-2.05%	(12,608)	-1.47%
Change in valuation allowance	(70,884)	-7.44%	(45,678)	-5.33%
Permanent differences / discrete items	-	0.00%	-	0.00%
Effective tax rate	<u>\$ 128,984</u>	<u>13.53%</u>	<u>\$ 44,974</u>	<u>16.65%</u>

The annual offset of the Company's carryforward tax losses against any future taxable profits may be limited under the provisions of Internal Revenue Code Section 382 upon any change(s) in control of the Company. The Company has not taken a tax position that, if challenged, would have a material effect on the consolidated financial statements for the six months ended June 30, 2025 and the year ended December 31, 2024, as defined under ASC 740, "Income Taxes." The Company did not accrue liability for uncertain tax positions. The Company's tax returns are subject to examination by tax authorities beginning with the year ending December 31, 2021.

NOTE 13 — COMMITMENTS AND CONTINGENCIES

General litigation

From time to time, the Company may be subject to legal proceedings, claims, and liabilities that arise in the ordinary course of business. The Company is not aware of any pending litigation as of the date of this report, and therefore, in the opinion of management and based upon the advice of its outside counsels any potential liability from such matters would not be material to the Company's financial position, results of operations, and cash flows.

BES

BES historically leased offices from third parties classified as an operating lease. The lease, however, was terminated on December 8, 2023 because the CEO's private company bought the building and eliminated the monthly rent costs to Btab Ecommerce Group.

BTAB ECOMMERCE GROUP, INC. AND SUBSIDIARIES NOTES
TO THE CONSOLIDATED FINANCIAL STATEMENTS

NOTE 13 — COMMITMENTS AND CONTINGENCIES (continued)

Lease — TE

TE entered into a lease agreement on July 1, 2023, with a related party, to lease an office located at 743 Marshall Road, Malaga, WA, 6090 for \$133,655 (AUD \$203,247) per year payable in monthly installments of \$11,138 (AUD \$16,937). The lease expires on June 30, 2026. The first 12 months of lease payments were abated, all future payments after the first year of payments have an increase of 3% per year. In accordance with ASC 842, all future lease payments were discounted by the incremental borrowing rate of 7% to determine the present value of the lease at inception and the cost basis of the ROU assets. Future minimum lease payments, exclusive of common area maintenance, are as follows:

<u>Six months ended June 30,</u>	
2025	70,898
2026	<u>70,898</u>
Total future lease payment	<u>\$141,796</u>

TE entered into another lease agreement on July 1, 2023, with a related party to lease an office located at Unit 2,1 Principal Link, Malaga, WA 6090 for \$86,229 (AUD \$131,127) per year payable in monthly installments of \$7,186 (AUD \$10,927). The lease expires on June 30, 2026. The first 12 months of lease payments were abated, all future payments after the first year of payments have an increase of 3% per year. In accordance with ASC 842, all future lease payments were discounted by the incremental borrowing rate of 7% to determine the present value of the lease at inception and the cost basis of the ROU assets. Future minimum lease payments, exclusive of common area maintenance, are as follows:

<u>Six months ended June 30,</u>	
2025	45,740
2026	<u>45,740</u>
Total future lease payment	<u>\$91,480</u>

The lessor of both leases is TE Wang Family Trust, a related party under ASC 850, as it is controlled by members of the Wang family. Qun Hua Wang, a Director of TE, is a principal of the trust and also one of the lease signatories. Accordingly, this arrangement represents a common control lease as defined under ASU 2023-01. The lease was negotiated on a non-market basis and includes non-standard terms such as full first-year rent abatement and annual escalation clauses.

Management has assessed the legally enforceable terms and conditions of this lease to determine the lease classification as an operating lease and ROU asset valuation, as the Company is not eligible for the practical expedient available to private entities under ASC 842-10-15-3A. No leasehold improvements were made in connection with this lease as of June 30, 2025.

TE has various lease arrangements from third parties under lease classified as operating leases. Total rental expenses paid for the six months ended June 30, 2025 and June 30, 2024 were \$109,235 and \$113,343, respectively.

Lease — Lounge Innovation WA Pty Ltd

Lounge Innovation WA Pty Ltd entered into a lease agreement on January 1, 2024, with a related party, to lease a showroom and warehouse located at No.3 Yelland Way, Bassendean, WA, 6054 for \$355,104 (AUD \$540,000) per year payable in monthly installments of \$29,592 (AUD \$45,000). The lease expires on December 31, 2027. The first 12 months of lease payments were abated, all future payments after the first year of payments have an increase of 4% per year. In accordance with ASC 842, all future lease payments were discounted by the incremental borrowing rate of 7% to determine the present value of the lease at inception and the cost basis of the ROU assets. Future minimum lease payments, exclusive of common area maintenance, are as follows:

**BTAB ECOMMERCE GROUP, INC. AND SUBSIDIARIES NOTES
TO THE CONSOLIDATED FINANCIAL STATEMENTS**

NOTE 13 — COMMITMENTS AND CONTINGENCIES (continued)

Six Months Ended June 30,

2025	\$ 184,654
2026	\$ 384,080
2027	<u>\$ 399,444</u>
Total future lease payment	<u>\$ 968,178</u>

The lessor, Anthony Menna, is a related party under ASC 850, as he is both the landlord of the premises and a Director of Lounge Innovation WA Pty Ltd, the lessee. Accordingly, this arrangement qualifies as a common control lease as defined under ASU 2023-01.

Management has evaluated the legally enforceable terms and conditions of the lease in accordance with ASC 842 and determined it should be classified as an operating lease. As a public business entity, the Company is not eligible to apply the practical expedient available to private entities under ASC 842-10-15-3A, and therefore did not apply it. No leasehold improvements were made in connection with this lease as of June 30, 2025.

Lounge Innovation WA Pty Ltd has net off \$182,555 (AUD \$280,800) of total rental expenses for the six months ended June 30, 2025 from the loan receivable from Property Holdings WA Pty Ltd, a related company that holds the leased property, with Anthony Menna as its sole director. Additionally, the loan receivable gets reduced by a 10% GST in the amount of \$18,256 (AUD \$28,080) at interim period currency rates.

Notes payable

The Company has an unsecured note payable with an unrelated entity for \$300,000 signed on December 31, 2015, with a maturity date of December 31, 2020. The note carries an annual interest rate of 4% and a default interest rate of 10%. Interest is payable monthly. On December 31, 2020, the note fell into default and all outstanding principal and interest is due on demand. The default interest was waived for 2025 and 2024. The following are the terms and balances owed for the note payable:

Effective	Interest Rate	Default Interest Rate	Original Principal	Maturity Date	Note payable Balance as of	
					June 30, 2025	December 31 2024
12/31/2015	4%	10%	\$300,000	12/31/2020	\$300,000	\$300,000

ASA was a shell Company acquired in March 2023, that was obligated for this note payable. The accrued interest on the note payable for the period ended June 30, 2025 and December 31, 2024, was \$73,348.

BTAB ECOMMERCE GROUP, INC. AND SUBSIDIARIES NOTES
TO THE CONSOLIDATED FINANCIAL STATEMENTS

NOTE 13 — COMMITMENTS AND CONTINGENCIES (continued)

Loan Payable

LI has the following short-term borrowings due to unrelated parties through the issuance of a credit instruments or overdraft facilities:

Loan	Effective	Interest Rate	Original	Maturity Date*	Note payable Balance as of	Note payable Balance as of
			Principal		June 30, 2025	December 31, 2024
A	12/1/2023	8.12%	\$2,045,378	11/30/2026	\$1,976,632	\$1,859,071
B	12/1/2023	8.12%	160,428	2/27/2026	154,072	144,908
C	12/1/2023	8.12%	1,021,834	11/30/2026	981,371	923,004
D	12/6/2023	10.61%	338,931	11/30/2026	154,907	364,710
E	12/6/2023	10.72%	403,979	2/27/2026	324,316	304,161
F	12/8/2023	11.70%	9,467	5/8/2024	1,956	7,360
G	2/18/2022	6.48%	21,842	2/18/2025	—	1,209
H	12/9/2024	23.26%	75,072	12/9/2026	49,068	73,651
I	11/29/2024	12.40%	7,989	8/18/2025	19,983	7,102
J	<u>2/21/2025</u>	<u>8.68%</u>	<u>145,622</u>	<u>12/21/2025</u>	<u>56,729</u>	<u>—</u>
					<u>\$3,719,034</u>	<u>\$3,685,176</u>

* Maturity date represents the date on which the loan facility expires and is due for renewal. Further, loans with maturity date in 2024 and in the six months ended June 30, 2025 were renewed however the Company is awaiting renewal agreements to be provided by the Banks.

The weighted-average interest rate for the outstanding loan payable is 8.7% and 7.9% for the six months ended June 30, 2025 and the year ended December 31, 2024, respectively. The loans are subject to annual renewal and the scheme of renewal will be available until the maturity date. The accrued interest for the outstanding loan payable is \$40,093 for the six months ended June 30, 2025 and \$10 for the year ended December 31, 2024.

Related Party

Related party debt owed is noninterest bearing and due on demand. Related parties extend funding to the Company to support operations resulting in loan payables owed by the Company and collect from its customers on its behalf, resulting in related party loan receivable due to the Company. On June 30, 2025 and December 31, 2024, related party loan receivables totaled \$1,688,394 and \$1,763,832, respectively, and related party payables totaled are \$2,761,606 and \$1,857,614, respectively.

NOTE 14 — SEGMENT REPORTING

Our business currently operates through two geographic regions, encompassing four reportable segments: Australia-owned manufactured furniture, Australia third-party produced furniture and home goods, Hong Kong food products and other (technology and e-commerce services), in accordance with ASC Topic 280, Segment Reporting.

This segment reporting structure aligns with how the Chief Operating Decision Maker (CODM) assesses the Company's performance and allocates resources. The Company's Chief Executive Officer identified as the CODM, currently makes key operating decisions based on financial information and allocate resources at the consolidated company level. The CODM regularly reviews operating segments' financial

BTAB ECOMMERCE GROUP, INC. AND SUBSIDIARIES NOTES
TO THE CONSOLIDATED FINANCIAL STATEMENTS

NOTE 14 — SEGMENT REPORTING (continued)

operating results, specifically net income, to evaluate and make key operating decisions including making resource allocation decisions.

Summarized financial information for the Company's segments is shown in the following tables:

In US Dollars	Three months ended June 30,		Six months ended June 30,	
	2025	2024	2025	2024
Sales, net				
Australia-Owned Manufacture Furniture	\$ 848,140	\$ 975,483	\$ 1,635,472	\$1,983,868
Australia third-party produced furniture and home goods	281,211	293,436	642,062	519,309
Hong Kong food products	—	49,971	11	403,835
Others	—	—	—	—
Consolidated Sales, net	<u>\$ 1,129,351</u>	<u>\$ 1,318,890</u>	<u>\$ 2,277,545</u>	<u>\$ 2,907,012</u>
Cost of Sales				
Australia-Owned Manufacture Furniture	\$ 781,729	\$863,652	\$1,466,545	\$1,738,294
Australia third-party produced furniture and home goods	163,395	139,881	326,124	247,230
Hong Kong food products	—	48,767	2,077	406,356
Others	—	—	—	—
Total Cost of Sales	<u>\$ 945,124</u>	<u>\$1,052,300</u>	<u>\$ 1,794,746</u>	<u>\$2,391,880</u>
Selling and Marketing Expense				
Australia-Owned Manufacture Furniture	\$ 38,515	\$ 38,947	\$ 75,107	\$ 69,167
Australia third-party produced furniture and home goods	4,018	808	7,587	1,218
Hong Kong food products	—	—	—	—
Others	51	—	51	19,157
Total Selling and Marketing Expense	<u>\$ 42,584</u>	<u>\$ 39,755</u>	<u>\$ 82,745</u>	<u>\$ 89,542</u>
General and Administrative Expense				
Australia-Owned Manufacture Furniture	\$ 159,752	\$ 210,042	\$ 278,954	\$ 342,974
Australia third-party produced furniture and home goods	177,764	201,907	322,060	405,056
Hong Kong food products	13,749	12,674	25,053	23,562
Others	209,237	203,466	536,449	358,101
Total General and Administrative Expense	<u>\$ 560,502</u>	<u>\$ 628,089</u>	<u>\$ 1,162,516</u>	<u>\$ 1,129,693</u>
Loss from Operations				
Australia-Owned Manufacture Furniture	\$ (131,856)	\$ (137,158)	\$ (185,134)	\$ (166,567)
Australia third-party produced furniture and home goods	(63,966)	(49,160)	(13,709)	(134,195)
Hong Kong food products	(13,749)	(11,470)	(27,119)	(26,083)
Others	(209,288)	(203,466)	(536,500)	(377,258)
Total Loss from Operations	<u>\$ (418,859)</u>	<u>\$ (401,254)</u>	<u>\$ (762,462)</u>	<u>\$ (704,103)</u>

BTAB ECOMMERCE GROUP, INC. AND SUBSIDIARIES NOTES
TO THE CONSOLIDATED FINANCIAL STATEMENTS

NOTE 14 — SEGMENT REPORTING (continued)

operating results, specifically net income, to evaluate and make key operating decisions including making resource allocation decisions.

Summarized financial information for the Company's segments is shown in the following tables:

In US Dollars	2025	2024
Identifiable Assets		
Australia-Owned Manufacture Furniture	\$3,857,471	\$3,649,222
Australia third-party produced furniture and home goods	1,359,661	1,408,894
Hong Kong food products	179,946	204,036
Others	<u>1,205,317</u>	<u>977,019</u>
Consolidated Assets	<u>\$6,602,395</u>	<u>\$6,239,171</u>

During the six months ended June 30, 2025 and the year ended December 31, 2024, the Company initiated a strategic focus on evaluating new market opportunities outside of Hong Kong, resulting in a reallocation of resources and a moderation of business activities within its Hong Kong food products segment. This realignment resulted in a reallocation of resources and a reduction in direct investment and sales efforts within the Hong Kong business. The Company clarifies that operations in Hong Kong have not been abandoned, nor classified as held for sale or discontinued. Rather, the Company continues to maintain an active operational presence in the region. This measured scaling down reflects a targeted approach to optimize performance and identify higher- margin opportunities across the Company's global footprint.

No impairment charges or restructuring costs were recorded. The operational performance is reflective of the Company's recalibration of its Hong Kong footprint and the timing of new sales initiatives launched during the year.

This strategic shift was shaped in part by macroeconomic and trade-related developments. Notably, in December 2024, the Chinese government lifted its remaining restrictions on Australian agricultural imports, including meat products. These policy changes materially altered sourcing patterns and introduced heightened competition across regional supply chains, prompting the Company to reassess its product mix and sourcing strategy for the Hong Kong segment.

Looking ahead, management will continue to evaluate the performance and strategic relevance of its Hong Kong operations as part of broader geographic planning. While 2024 included a reduction in activity, the Company remains committed to assessing opportunities for sustainable growth in the region and will adjust the scope and scale of operations as necessary in response to evolving conditions.

NOTE 15 — SUBSEQUENT EVENTS

The Company has evaluated subsequent events or transactions occurring through August 18, 2025, the date on which the consolidated financial statements were available to be issued and determined that, there were no material events or transactions required to be disclosed herein

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, Binson Lau certify that:

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

August 19, 2025

/s/ BINSON LAU

Principal Financial Officer:

I, Binson Lau certify that:

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

August 19, 2025

/s/ BINSON LAU