OTC Markets

GROW CAPITAL INC.

6145 S. Rainbow Blvd, Suite 105,
Las Vegas, NV 89118

Company Telephone: (702) 830-7919
Company Website: www.growcapitalinc.com
Company Email: info@growcapital.com

Annual Report

For the year ending June 30, 2025 (the "Reporting Period")

Outstanding Shares

The number of shares outstanding of our Common Stock was:

151,515,757 as of June 30, 2025 *(Most Recent Completed Fiscal Year End)*

151,515,757 as of June 30, 2025 *(Most Recent Completed Fiscal Year End)*

Shell Status

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

Yes: ☐ No: ☒

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

Yes: ☐ No: ☒

Change in Control

Indicate by check mark whether a Change in Control[4] of the company has occurred during this reporting period:

Yes: ☐ No: ☒

[4] "Change in Control" shall mean any events resulting in:

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

OTC Markets

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

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

From October 22,1999 to April 23, 2014 - Calibrus, Inc.
From April 23, 2014 to July 29, 2014 – Fantastic Fans, Inc.*
From July 29, 2014 to August 27, 2018 – Grow Condos, Inc.
From August 27, 2018 to Present – Grow Capital, Inc.

**This name change took place with NV Secretary of State but was never approved by FINRA and the Company changed its name to Grow Condos, Inc.*

Current State and Date of Incorporation or Registration:

The current state of incorporation is the State of Nevada where the issuer has been incorporated since October 22, 1999

Standing in this jurisdiction: (e.g. active, default, inactive): The issuer is currently active in the State of Nevada.

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

Not applicable

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

None

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

None

Address of the issuer's principal executive office:
6145 S. Rainbow Blvd. Suite 105
Las Vegas, NV 89118

Address of the issuer's principal place of business:
☒ *Check if principal executive office and principal place of business are the same address:*

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

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

2) Security Information

Transfer Agent

Name: Colonial Stock Transfer Co., Inc.
Phone: (801) 355-5740
Email: issuers@colonialstock.com
Address: 7840 S. 700 E, Sandy, UT 84070

Publicly Quoted or Traded Securities:

The goal of this section is to provide a clear understanding of the share information for its publicly quoted or traded equity securities. Use the fields below to provide the information, as applicable, for all outstanding classes of securities that are publicly traded/quoted.

Trading symbol:	GRWC		
Exact title and class of securities outstanding:	Common Stock		
CUSIP:	3998 18202		
Par or stated value:	$0.001		
Total shares authorized:	500,000,000	as of date:	June 30, 2025
Total shares outstanding:	151,515,757	as of date:	June 30, 2025
Total number of shareholders of record:	227	as of date:	June 30, 2025

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

N/A

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

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

Exact title and class of the security:	Series A Preferred	
CUSIP (if applicable):	N/A	
Par or stated value:	$0.001	
Total shares authorized:	50,000,000	as of date: June 30, 2025
Total shares outstanding (if applicable):	0	as of date: June 30, 2025
Total number of shareholders of record (if applicable):	0	as of date: June 30, 2025

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

Security Description:

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

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

Each share of Common Stock shall have, for all purposes, one (1) vote per share. Subject to the preferences applicable to Preferred Stock outstanding at any time, the holders of shares of Common Stock shall be entitled to receive such dividends and other distributions in cash, property or shares of stock of the Corporation as may be declared thereon by the Board of Directors from time to time out of assets or funds of the Corporation legally available, therefore. The holders of Common Stock issued and outstanding have and possess the right to receive notice of shareholders' meetings and to vote upon the election of directors or upon any other matter as to which approval of the outstanding shares of Common Stock or approval of the common shareholders is required or requested.

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

The number of shares constituting the Series A Preferred Stock shall be One Million (1,000,000). Such number of shares may not be increased or decreased without the vote of the holder(s) of the Series A Preferred Stock. The holders of any shares of Series A Preferred Stock shall not be entitled to dividends or any distribution in the case of liquidation of the Corporation. The holders of Series A Preferred Stock shall have the right to vote 51% of the then issued and outstanding common stock or equivalent equity of the Corporation. The shares of Series A Preferred Stock shall not be convertible into any class of equity of the Corporation. The Certificate of Incorporation of the Corporation shall not be further amended in any manner which would materially alter or change the powers, preferences or special rights of the Series A Preferred Stock so as to affect them adversely without the affirmative vote of the holders of at least eighty-five percent (85%) of the outstanding shares of Series A Preferred Stock, voting together as a single class.

(1) **Describe any other material rights of common or preferred stockholders.**

The Series A Preferred Stock shall rank (i) senior to any other class or series of outstanding Preferred Shares or series of capital stock of the Corporation, (ii) prior to all of the Corporation's common stock, and (iii) prior to any other class of series of capital stock of the Corporation hereafter created ("Junior Securities") and in each case as to distributions of assets upon liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary (all such distributions being referred to collectively as "Distributions")

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.**

There have been no material modifications to the rights of holders of the Company's securities that have occurred over the reporting period covered by this report.

3) Issuance History

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

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

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

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

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

Shares Outstanding Opening Balance: Date June 30, 2023 Common: 62,795,160 Preferred: 0			*Right-click the rows below and select "Insert" to add rows as needed.						
Date of Transaction	**Transaction type (e.g., new issuance, cancellation, shares returned to treasury)**	**Number of Shares Issued (or cancelled)**	**Class of Securities**	**Value of shares issued ($/per share) at Issuance**	**Were the shares issued at a discount to market price at the time of**	**Individual/ Entity Shares were issued to. ***You must disclose the control person(s)**	**Reason for share issuance (e.g. for cash or debt conversion) -OR- Nature of Services Provided**	**Restricted or Unrestricted as of this filing.**	**Exemption or Registration Type.**

					issuance? (Yes/No)	for any entities listed.			
July 3, 2023	New Issuance	10,000,000	Common Stock	$0.025	No	Journey Home 4 Teens LLC/ Control Person Terry Kennedy	Cash	Restricted	4(a)2
July 3, 2023	New Issuance	300,000	Common Stock	$0.0022	No	Carl Sanko	Director Compensation	Restricted	4(a)2
July 3, 2023	New Issuance	300,000	Common Stock	$0.0022	No	Jonathan Bonnette	Director Compensation	Restricted	4(a)2
July 3, 2023	New Issuance	300,000	Common Stock	$0.0022	No	Terry Kennedy	Director Compensation	Restricted	4(a)2
July 3, 2023	New Issuance	300,000	Common Stock	$0.0022	No	Eric Tarno	Director Compensation	Restricted	4(a)2
September 5, 2023	New Issuance	10,000,000	Common Stock	$0.025	No	Journey Home 4 Teens LLC/ Control Person Terry Kennedy	Cash	Restricted	4(a)2
October 6, 2023	New Issuance	300,000	Common Stock	$0.0101	No	Carl Sanko	Director Compensation	Restricted	4(a)2
October 6, 2023	New Issuance	300,000	Common Stock	$0.0101	No	Jonathan Bonnette	Director Compensation	Restricted	4(a)2
October 6, 2023	New Issuance	300,000	Common Stock	$0.0101	No	Terry Kennedy	Director Compensation	Restricted	4(a)2
October 6, 2023	New Issuance	300,000	Common Stock	$0.0101	No	Eric Tarno	Director Compensation	Restricted	4(a)2
November 22, 2023	New issuance	1,066,667	Common Stock	$0.01	No	Jonathan Bonnette	Officer Compensation	Restricted	4(a)2
November 22, 2023	New issuance	900,000	Common Stock	$0.01	No	Carl Sanko	Officer Compensation	Restricted	4(a)2
January 5, 2024	New Issuance	300,000	Common Stock	$0.0002	No	Jonathan Bonnette	Director Compensation	Restricted	4(a)2
January 5, 2024	New Issuance	300,000	Common Stock	$0.0002	No	Terry Kennedy	Director Compensation	Restricted	4(a)2
January 5, 2024	New Issuance	300,000	Common Stock	$0.0002	No	Carl Sanko	Director Compensation	Restricted	4(a)2
January 5, 2024	New Issuance	300,000	Common Stock	$0.0002	No	Eric Tarno	Director Compensation	Restricted	4(a)2
February 1, 2024	New Issuance	1,066,667	Common Stock	$0.0005	No	Jonathan Bonnette	Officer Compensation	Restricted	4(a)2
February 21, 2024	New Issuance	900,000	Common Stock	$0.0005	No	Carl Sanko	Officer Compensation	Restricted	4(a)2
April 3, 2024	New Issuance	300,000	Common Stock	$0.0001	No	Carl Sanko	Director Compensation	Restricted	4(a)2

April 3, 2024	New Issuance	300,000	Common Stock	$0.0001	No	Jonathan Bonnette	Director Compensation	Restricted	4(a)2
April 3, 2024	New Issuance	300,000	Common Stock	$0.0001	No	Terry Kennedy	Director Compensation	Restricted	4(a)2
April 3, 2024	New Issuance	300,000	Common Stock	$0.0001	No	Eric Tarno	Director Compensation	Restricted	4(a)2
April 15, 2024	New Issuance	29,702,970	Common Stock	$0.0101	No	Terry Kennedy	Officer Compensation	Restricted	4(a)2
May 24, 2024	New Issuance	1,066,667	Common Stock	$0.0001	No	Jonathan Bonnette	Officer Compensation	Restricted	4(a)2
May 24, 2024	New Issuance	900,000	Common Stock	$0.0001	No	Carl Sanko	Officer Compensation	Restricted	4(a)2
May 24, 2024	New Issuance	1,600,000	Common Stock	$0.0001	No	Jonathan Bonnette	Officer Compensation	Restricted	4(a)2
May 24, 2024	New Issuance	1,350,000	Common Stock	$0.0001	No	Carl Sanko	Officer Compensation	Restricted	4(a)2
May 30, 2024	New Issuance	3,923,077	Common Stock	$0.025	No	Brock McKinley	Salary	Restricted	4(a)2
May 30, 2024	New Issuance	11,900,274	Common Stock	$0.025	No	Solaris Capital, LLC/Matt Lovelady	Loan repayment	Restricted	4(a)2
July 2, 2024	New Issuance	300,000	Common Stock	$0.025	No	James Olson	Director Compensation	Restricted	4(a)2
July 2, 2024	New Issuance	300,000	Common Stock	$0.025	No	Terry Kennedy	Director Compensation	Restricted	4(a)2
July 2, 2024	New Issuance	300,000	Common Stock	$0.025	No	Carl Sanko	Director Compensation	Restricted	4(a)2
July 2, 2024	New Issuance	300,000	Common Stock	$0.025	No	Jonathan Bonnette	Director compensation	Restricted	4(a)2
July 2, 2024	New Issuance	300,000	Common Stock	$0.025	No	Eric Tarno	Director Compensation	Restricted	4(a)2
October 1, 2024	New Issuance	142,857	Common Stock	$0.10	No	James Olson	Director Compensation	Restricted	4(a)2
October 1, 2024	New Issuance	142,857	Common Stock	$0.10	No	Terry Kennedy	Director Compensation	Restricted	4(a)2
October 1, 2024	New Issuance	142,857	Common Stock	$0.10	No	Carl Sanko	Director Compensation	Restricted	4(a)2
October 1, 2024	New Issuance	142,857	Common Stock	$0.10	No	Jonathan Bonnette	Director compensation	Restricted	4(a)2
October 1, 2024	New Issuance	142,857	Common Stock	$0.10	No	Eric Tarno	Director Compensation	Restricted	4(a)2
November 18, 2024	New Issuance	434,755	Common Stock	$0.09	No	Carl Sanko & Micol Sanko JT	Officer Compensation	Restricted	4(a)2

November 18, 2024	New Issuance	515,271	Common Stock	$0.09	No	Jonathan Bonnette	Officer Compensation	Restricted	4(a)2
December 31, 2024	New Issuance	4,000,000	Common Stock	$0.05	Yes	Todd Kading	Private Placement	Restricted	4(a)2
January 2, 2025	New Issuance	150,000	Common Stock	$0.05	Yes	James Olson	Director Compensation	Restricted	4(a)2
January 2, 2025	New Issuance	150,000	Common Stock	$0.05	Yes	Carl Sanko	Director Compensation	Restricted	4(a)2
January 2, 2025	New Issuance	150,000	Common Stock	$0.05	Yes	Jonathan Bonnette	Director Compensation	Restricted	4(a)2
January 2, 2025	New Issuance	150,000	Common Stock	$0.05	Yes	Terry Kennedy	Director Compensation	Restricted	4(a)2
January 2, 2025	New Issuance	150,000	Common Stock	$0.05	Yes	Eric Tarno	Director Compensation	Restricted	4(a)2
February 19, 2025	New Issuance	317,464	Common Stock	$0.084	Yes	Jonathan Bonnette	Officer Compensation	Restricted	4(a)2
February 19, 2025	New Issuance	267,857	Common Stock	$0.084	Yes	Carl Sanko	Officer Compensation	Restricted	4(a)2
April 3, 2025	New Issuance	33,333	Common Stock	$0.225	Yes	James Olson	Director Compensation	Restricted	4(a)2
April 3, 2025	New Issuance	33,333	Common Stock	$0.225	Yes	Carl Sanko	Director Compensation	Restricted	4(a)2
April 3, 2025	New Issuance	33,333	Common Stock	$0.225	Yes	Jonathan Bonnette	Director Compensation	Restricted	4(a)2
April 3, 2025	New Issuance	33,333	Common Stock	$0.225	Yes	Terry Kennedy	Director Compensation	Restricted	4(a)2
April 3, 2025	New Issuance	33,333	Common Stock	$0.225	Yes	Eric Tarno	Director Compensation	Restricted	4(a)2
May 19, 2025	New Issuance	190,479	Common Stock	$0.14	Yes	Jonathan Bonnette	Officer Compensation	Restricted	4(a)2
May 19, 2025	New Issuance	160,714	Common Stock	$0.14	Yes	Carl Sanko	Officer Compensation	Restricted	4(a)2
May 29, 2025	New Issuance	285,714	Common Stock	$0.14	Yes	Jonathan Bonnette	Officer Compensation	Restricted	4(a)2
May 29, 2025	New Issuance	241,071	Common Stock	$0.14	Yes	Carl Sanko	Officer Compensation	Restricted	4(a)2

Shares Outstanding on Date of This Report: Ending Balance: Date: June 30, 2025 Common: 151,515,757 Preferred: 0	

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

N/A

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

B. Convertible Debt

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

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

Date of Note Issuance	**Principal Amount at Issuance ($)**	**Outstanding Balance ($)** **(include accrued interest)**	**Maturity Date**	**Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)**	**# Shares Converted to Date**	**# of Potential Shares to be Issued Upon Conversion [5]**	**Name of Noteholder.** **(entities much have individual with voting/investment control disclosed).**	**Reason for Issuance (e.g. Loan, Services, etc.)**
November 1, 2023	Line of Credit to a maximum of 5,000,000	3,253,494	Due on Demand	The Line of Credit agreement bears interest at 8% per annum and is convertible only in the event of a default at the greater of $0.05 per share or a 20% discount to the market at the time of the notice of default.	-0-	13,556,225*	Terry Kennedy	Loan
December 12, 2024	1,000,000	1,043,836	December 31, 2025	The Note and any accrued interest at 8% per annum thereon is convertible at the election of the holder into unregistered, restricted shares of the Company's common stock at $0.05 per share.	-0-	20,876,720	Legacy III LLC/ Managing Member: Matt Loveday	Loan

February 19, 2025	Loan treaty to a maximum of $4,000,000	2,551,616	24 months from the date of deposit of each tranche of funds	The Loan Amount or any portion thereof is convertible into restricted, unregistered shares of Common Stock at a fixed rate of forty cents ($0.40) per share.	-0-	6,379,040	Exact Benefits Group LLC Managing Member: Darron Hacker	Loan
Total Outstanding Balance:		**6,848,946**		**Total Shares:**	-0-	**40,811,985**		

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

** Based on a 20% discount to the closing market price published on Yahoo finance at June 30, 2025 of $0.30 per share. Conversion price $0.24 per share.*

4) Issuer's Business, Products and Services

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

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

Grow Capital, Inc. is a fintech company focused on modernizing recordkeeping for financial, retirement, and benefits ecosystems. Through advanced technology and strategic leadership, Grow Capital is redefining how financial data is managed, reconciled, and delivered across the employer and individual markets.

The Company's wholly owned subsidiary PERA LLC acquired in August 2020, provides public employee retirement assistance and currently works with employees of school districts, colleges, universities, and other public institutions nationwide. Every state licensed representative is appointed with one or more of the institution's approved vendors.

Headquartered in Nevada and Utah, PERA connects retirement professionals and public employees who want help during school and government building closures. PERA has over 5,000 trusted advisors in its network to help public employees and has successfully set near half a million appointments for its' clients since its inception. PERA provides vetted appointments - not leads - to agents. PERA began as a way to put safety of public employees and students first - minimizing campus "walk-ons" by using an electronic scheduling program to ensure only licensed representatives with scheduled appointments visited your campus. In our current virtual world, PERA offers fully electronic appointments through their live interactive meeting platform. Their virtual meetings allow employees to receive the expert, honest and reliable financial advice they deserve on their own time. PERA's approach to the market is reflected in their significant growth over the last year. They have established a network of advisors who understand public employee's professional lives and how to make their income last a lifetime.

Pera Employee Retirements Administrators LLC ("Pera Admin"), a wholly owned subsidiary of PERA, is a third-party retirement plan administrator that specializes in designing retirement plans for the public sector, including schools, local and state government agencies, and other nonprofit organizations. Services include plan evaluation and audit, plan administration and compliance, education and engagement, fiduciary services, accurate IRS approved plan documents, online transactions and salary reduction agreements.

PERA and Pera Admin's use of technology, with its back office running Bombshell Technologies software, has been helping employees achieve their goals of getting retirement ready and kept agents in business. Serving major insurance and financial service companies, PERA intends to expand its client base in fiscal 2025. Acting as a Third-Party Administrator (TPA), Pera Admin is focused on the public sector, including schools, local and state government agencies, and other nonprofit organizations. Over the past year Pera Admin has focused efforts on school districts and church plans for 403(b) and 457 accounts generating escalating recurring service fees from vendors. With the Company's appointment-setting machine, Advisors Connect, now in full swing, Pera Admin is poised for escalating revenue growth as we expect to add complementary revenue from finalized appointments in these districts

Bombshell was formed as Bombshell Technologies, LLC on November 5, 2018 and converted into a corporation on June 24, 2019. Bombshell is a full-service design and software development company focused on developing and selling software to financial services firms and advisors and was our first acquisition as part of our strategic shift into the FinTech sector and related sectors.

Bombshell Technologies has operations in Louisiana, Nevada and Arizona, providing software to several large financial services organizations and leading the way on innovative industry-specific solutions for sales teams and management.

Bombshell Technologies is a solution-oriented company focused on software, technology and financial services business (i.e. FinTech). Our current management team consists of consultants and entrepreneurs that have combined decades of experience in this sector. Fintech is a term used to describe financial technology, an industry encompassing any kind of technology in financial services. This includes businesses and consumers and generally includes companies that provide financial services through software or other technology and ranging from mobile payment apps to cryptocurrency.

Bombshell's current software suite delivers customized back-office compliance, sophisticated multi-pay commission processing, and a unique new client application submission system, along with digital engagement marketing services centric to financial services. In addition to our software customization, licensing and subscription service contracts which generate revenue through user subscriptions as well as ongoing customization services and maintenance, we offer ad hoc services including web hosting and website development and other complementary professional services which are invoiced on an "as-provided" basis.

Bombshell earns revenue from a combination of activities including monthly user fees for access to customized back-end software, website development, and other professional services including maintenance and ongoing customization of its SAAS product offerings.

In January 2025 the Company engaged three consultants in the fields of technology development, operations and finance and strategy in order to provide support for the Company's 2025 growth initiatives including launching a new series of product offerings in the record keeping and TPA space, as well as other key industry applications. As part of this initiative, the Company concluded the acquisition of the Titan Software, the Titan Switchboard Version, and the Titan Annuity Processing Portal Version, among certain other assets (collectively "Titan") in February 2025. In combination with the Company's existing technology suite, including the Bombshell back-office commission software, the Company expects to offer an entirely new series of highly functional record keeping products by the end of calendar year 2025, as well as other customized software solutions in the healthcare and recordkeeping space.

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

Bombshell Technologies LLC a 100% wholly owned subsidiary of the Company
Pera LLC a 100% wholly owned subsidiary of the Company
Public Employee Retirement Administrators LLC (dba Pera Administrators) a 100% wholly owned subsidiary of Pera LLC

C. Describe the issuers' principal products or services.

Bombshell
Bombshell is a full-service design and software development company. Their mission is to create technology products with impact. Leveraging our team's special talents and strengths, to draw on the "best of the best" experience and expertise for each project. Bombshell currently provides custom design, software engineering and development services to clients across many industries. We offer design and software engineering expertise across platforms, rather than marketing a particular vendor's product for each client.

https://bombshelltechnologies.com/

PERA
Pera is a leading provider of exclusive appointments for the insurance industry. PERA does not sell leads - they sell vetted appointments both online and in person. PERA appointments has a proven track record of success and helping financial planning Professionals better manage their time while maximizing sales.

https://www.peraappointments.com/

Pera Admin
The new, better way to achieve third party administrator (TPA) requirements and get our workforce "retirement ready." PERA Administrators believes public money should fund public services - not fees. PERA Administrators is an industry disrupting blend. They get back to personalized service and partner that with forward-thinking uses of technology and give back.

https://www.peraadministrators.com/

5) Issuer's Facilities

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

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

The Company's executive team operates from its corporate headquarters at 6145 S. Rainbow Blvd, Suite 105, Las Vegas, NV 89118 where it has 500 square feet of office space in a facility co-owned by the Company's CEO, Mr. Terry Kennedy, who is providing the space for the use of Grow Capital free of charge. In addition, as of July 1, 2025 the Company acquired an additional 3,137 square feet of office space in Phoenix, Arizona under a lease with a remaining term of approximately 3.5 years and escalating base lease fees as follows:

2025 – $11,308.89
2026 – $11,648.15
2027 – $12,357.52
2028 – $12,728.25 (for remaining 3 months to end term)

Bombshell has staff offices located in Louisiana totaling approximately 2,200 square feet of office space. The Company pays rent of approximately $2,250 per month, and occupies the space on a month-to-month basis. In addition the Company rents shared office space in Gilbert, Arizona on a month to month basis for several locally based employees at a rate of approximately $2,088 per month, plus services and utilities.

PERA has entered into a short term five-month lease for 125 square feet of office space effective August 1, 2024, which terminated on December 31, 2024 for space located at 5440 W Sahara Ave, Unit 301, LAS VEGAS, Nevada 89146 at a cost of $500 per month. There has been a landlord change as of December 31, 2024 and PERA has negotiated to remain in the space with the incoming landlord at a rate of $545 for a period ended June 30, 2025, which was subsequently extended at the same rate.

Pera Administrators has a commercial lease agreement for approximately 950 sq ft of office space at a cost of $1400 per month, located in West Haven City, Utah. The lease agreement was entered into on October 1, 2022, for a period of one year with the right to renew at the end of the term at the rate of $1,470 per month. The lease was renewed October 1, 2023, expiring on September 30, 2024. Pera Administrators sublets two offices in the space for rental of $250 per month for each office. The lease was renewed for a term of one-year effective October 1, 2024 with a monthly rate of $1,543.50.

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

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

In addition, list all individuals or entities controlling 5% or more of any class of the issuer's securities.
If any insiders listed are corporate shareholders or entities, provide the name and address of the person(s) beneficially owning or controlling such corporate shareholders, or the name and contact information (City, State) of an individual representing the corporation or entity. Include Company Insiders who own any outstanding units or shares of any class of any equity security of the issuer.

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

Information below is based on 151,515,757 shares of common stock issued and outstanding at June 30, 2025.

Individual Name **(First, Last)** **or** **Entity Name** **(Include names of control person(s) if a corporate entity)**	**Position/Company Affiliation** **(ex: CEO, 5% Control person)**	**City and State** **(Include Country if outside U.S.)**	**Number of Shares Owned** **(List common, preferred, warrants and options separately)**	**Class of Shares Owned**	**Percentage of Class of Shares Owned** **(undiluted)**
Terry Kennedy	Director/CEO/President/Treasurer and 5% Control Person	Henderson, NV	68,152,885 of which 34,174,604 are held directly and 33,978,281[(1)] are held indirectly	Common Shares	44.98%
Eric Tarno	Director/ Manager of Pera LLC, a wholly owned subsidiary of the Issuer Manager of Public Employee Retirement Administrators LLC, a wholly owned subsidiary of Pera LLC	Henderson, NV	3,926,949 of which 3,902,471 are held directly, including 12,378 shares on deposit and 12,100 shares are held on deposit by wife Lisa Tarno	Common Shares	2.59%
Carl Sanko	Director/Secretary/5% Control Person	Palestine, TX	16,686,180 of which 14,840,694 are held directly, including 34,502 shares held on deposit and 1,845,486[(2)] are held indirectly	Common Shares	11.01%
Jonathan Bonnette	Director/Chief Technology Officer CEO of Bombshell Technologies Inc., a wholly owned subsidiary of the Issuer	Las Vegas, NV	20,886,637 of which 19,076,773 are held	Common Shares	13.79%

			directly and 1,809,864(3) are held indirectly		
Brock McKinley	President of Pera Administrators LLC	Henderson, NV	5,256,864 of which 4,776,944 are held directly and 479,420(4) are held indirectly	Common Shares	3.47%
James Olson	Director/Chairman of the Board	St Petersburg, FL	2,557,162 held directly	Common Shares	1.69%
Joel Bonnette	President, Secretary, Director of Bombshell Technologies Inc., a wholly owned subsidiary of the Issuer	Denham Springs, LA	1,402,489 of which 35,715 are held directly and 1,367,134(5) are held indirectly	Common Shares	<1%
Solaris Capital LLC/ Jenni Lovelady and Matt Lovelady	5% control person	Alpine, UT	15,160,092 held directly, including 11,163 shares held on deposit	Common Shares	10.01%

(1) 29,170,701 held through Journey Home 4 Teens LLC, 1,809,864 held through Zeake LLC, 1,134,819 held through Racing 123 LLC, 567,910 held through King Ship LLC, 909,387 held through AYG LLC, 62,500 held through Off the Wall LLC, 233,955 held through Virtual Marketing Associates LLC, 18,145 held through Appreciation LLC, 70,000 held through Appreciation Rewards LLC
(2) 651,544 held through Carl Sanko and Micol Sanko JT, 791,750 held through MCRL Holdings LLC, 402,192 held through Zeake LLC
(3) 1,809,864 held through Zeake LLC
(4) 479,420 held through Brock McKinley LLC
(5) 675,433 held through Ambiguous Holdings LLC, 691,701 held through Strategery LLC

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

7) Legal/Disciplinary History

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

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

None

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

The State of Indiana initiated litigation on January 14, 2022 against PERA LLC alleging that PERA violated the Indiana Deceptive Consumer Sales Act through solicitation emails PERA sent to public employees to schedule appointments with independent advisors. PERA denied all allegations asserted against it. The litigation was amicably resolved on September 7, 2022, pursuant to a Consent Judgment.

On May 9, 2023, the State of Wisconsin, Office of the Commissioner of Insurance ("OCI") issued a notice of hearing in the matter of Terry J. Kennedy, due to failure to disclose FINRA bar in the initial application for Wisconsin insurance licensing submitted in May 2020. This error was subsequently corrected in the renewal licensing application on August 30, 2022. Mr. Kennedy has engaged in discussions with OCI concerning this matter and has agreed to voluntarily surrender his Wisconsin insurance license, with the ability to re-apply in Wisconsin after two years pursuant to a stipulation and order ("CT Stipulation and Order"). Any future proceedings in this case have been dismissed pursuant to the CT Stipulation and Order.

The State of Connecticut, Insurance Department ("CID") issue a notice of hearing in the matter of Terry J. Kennedy, due to failure to disclose (i) the FINRA bar in the initial and renewal application for Connecticut insurance licensing submitted on May 12, 2020 and June 3, 2021 respectively, (ii) he was named as a party in an administrative proceeding by OCI (described above) in the renewal application dated August 30, 2023 and (iii) the CT Stipulation and Order within 30 days of the final disposition. Mr. Kennedy has engaged in discussions with CID concerning this matter and shall be subject to probation for a period of 12-months during which period a semi-annual report of all policies sold in the State of Connecticut will be submitted to CID for review pursuant to a stipulation and consent order ("CT Stipulation and Order").

Terry Kennedy received an information request from FINRA in 2009 regarding a dispute brought through the arbitration department of FINRA against him and another broker-dealer regarding a real estate deal. Mr. Kennedy was in the middle of moving homes and did not receive the letter until later. He had also since already filed his Form U5 Uniform Termination Notice for Securities Registration. Mr. Kennedy did not respond to the inquiry from FINRA, and was subsequently suspended and then barred for failure to respond to FINRA request for information under Rule 9552(H). The arbitration has been settled.

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;

On April 6, 2023, the State of New York Workers' Compensation Board Bureau of Compliance ("NYWCB") filed a request for judgement of $2000 against Public Employee Retirement Administrators LLC ("Pera Administrators") for failure to carry required workers compensation insurance for the period from August 17, 2021, to September 29, 2021. The judgment was granted on April 12, 2023. Further, NYWCB has assessed further penalties for failure to carry mandatory disability benefits and workers compensation insurance for the periods from 2021 to 2024. As at the date of this report, the amounts due to NYWCB in relation to this matter is $37,623. The Company has worked with the insurer, and it has been determined coverage was in fact, in place during the period noted by NYWCB. However, the Company in researching this matter, determined that the payroll provider had filed inaccurate payroll reports for subsequent periods which relate to the penalties. The Company is working with the payroll provider and is waiting for the payroll provider to file amended payroll reports for the periods reported in error. The Company has had numerous conversations with NYWCB in this regard and expects to be able to file all information with them, including the amended payroll reports (which the NYWCB has requested be filed in one submission). During the quarter ended December 31, 2024, the NYWCB dismissed the judgment and reversed all amounts related to the workers compensation leaving an amount of approx. $1,500 to be resolved in regard to workers disability insurance which is expected to be resolved during the quarter ended June 30, 2025.

On January 22, 2008, Carl Sanko was denied the ability to appear or practice as an accountant before the SEC as part of an administrative proceeding for at least one year, after concluding that he had not fulfilled his Public Company Accounting Oversight Board requirements prior to preparing an audit for a public company. Mr. Sanko has chosen not to pursue reinstatement.

In July 2024, PERA received a request from the Attorney General of California ("AG") to supplement previous discovery responses provided approximately one year prior in a matter whereunder the AG alleges Pera LLC committed certain CAN-SPAM and California statute violations. The AG is seeking further clarification on these previously submitted responses. PERA and the AG entered into a tolling agreement in September 2021. The tolling agreement extends the time allowed for the AG to file a claim and extends the statute of limitations. PERA will continue to provide responses to the AG until such time as their investigation concludes or a claim is filed. On May 12, 2021, the State of California issued an investigative subpoena and interrogatories on PERA, LLC, seeking information about PERA's business and its communications with certain individuals in California. Since that date, PERA has cooperated fully in the investigation. PERA has made numerous productions of documents and has responded to written questions. The Company expects to enter into additional discussions with the AG in May 2025. The Company entered into additional discussions in order to negotiate a settlement in May 2025, which discussions and document productions are ongoing.

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

YES, please refer to #2 and #3 for details.

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.

YES, please refer to #2 and #3 for details.

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. Refer to A above.

8) Third Party Service Providers

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

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

Securities Counsel.

Name:	Seyfarth Shaw LLP
Address 1:	700 Milam Street, Suite 1400
Address 2:	Houston, TX 77002-281
Phone:	(713) 225-2300
Email:	mcoffin@seyfarth.com

Accountant or Auditor

Name:	Li Shen, CPA
Firm:	The Accounting Connection
Address 1:	145-251 Midpark Blvd. SE
Address 2:	Calgary, Alberta T2X 1S3, Canada
Phone:	403-693-8004

Email: support@theaccountingconnection.com

Investor Relations

None

All other means of Investor Communication:

X(Twitter): -
Discord: -
LinkedIn -
Facebook: -
[Other] https://www.growcapitalinc.com/

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

Name: Jacqueline Danforth
Firm: The Ideal Connection
Nature of Services: Compliance Consulting Services
Address 1: 30 North Gould, Suite 5953
Address 2: Sheridan, WY 82801
Phone: 646-831-6244
Email: jd@theidealconnection.com

9) Disclosure & Financial Information

A. This Disclosure Statement was prepared by:

Name: Jacqueline Danforth
Title: Independent Service Provider
Relationship to Issuer: Consultant

The information used in the preparation of this Disclosure Statement was provided to the preparer by management

B. The following financial statements were prepared in accordance with:

☐ IFRS
☒ U.S. GAAP

C. The following financial statements were prepared by (name of individual):

Name: **Li Shen, CPA**
Title: **Accountant**
Relationship to Issuer: **N/A**

Describe the qualifications of the person or persons who prepared the financial statements:[6]

Ms. Shen is a CPA (Chartered Professional Accountant).

We have provided the following qualifying financial statements for the fiscal years ended June 30, 2025 and 2024:

- Condensed Consolidated Balance Sheet;
- Condensed Consolidated Statement of Income;
- Condensed Consolidated Statement of Cash Flows;
- Condensed Consolidated Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)
- Financial Notes to Condensed Consolidated Financial Statements

10) Issuer Certification

Principal Executive Officer and Principal Financial Officer

I, Terry Kennedy certify that:

1. I have reviewed this Annual Disclosure Statement for Grow Capital 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.

Date: October 14, 2025
/s/ Terry Kennedy
CEO, CFO and Treasurer
Principal Executive Officer
and Principal Financial Officer

GROW CAPITAL, INC. AND SUBSIDIARIES
TABLE OF CONTENTS
UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
FOR THE FISCAL YEARS ENDED
JUNE 30, 2025 AND 2024

GROW CAPITAL, INC.
AND SUBSIDIARIES
Condensed Consolidated Balance Sheets
(Unaudited)

	June 30, 2025	June 30, 2024
ASSETS		
CURRENT ASSETS:		
Cash	$ 147,670	$ 49,731
Accounts receivable, net of allowance	416,845	56,082
Receivables, related parties, net of allowance	334,298	408,394
Prepaid expenses and other current assets	57,765	76,933
Total current assets	956,578	591,140
Intangible assets	4,613,903	200
Deposits	4,500	4,000
TOTAL ASSETS	$ 5,574,981	$ 595,340
LIABILITIES AND STOCKHOLDERS' DEFICIT		
CURRENT LIABILITIES:		
Accounts payable and accrued liabilities	$ 938,805	$ 515,443
Accounts payable, related parties	484,515	390,960
Unearned revenue	300,000	-
Unearned revenue, related parties	135,982	142,907
Deferred income tax liability	31,800	31,800
Line of credit, related party	3,253,494	814,450
Convertible note – related party	1,000,000	-
Liability for unissued stock	307,500	-
Other current liabilities	76,439	74,913
Total current liabilities	6,528,535	1,970,473
Other liabilities, net of current portion		76,439
Unearned revenue, net of current portion	300,000	-
Convertible note	2,500,000	-
Note payable	250,000	250,000
TOTAL LIABILITIES	9,578,535	2,296,912
Commitments and contingencies	-	-
STOCKHOLDERS' DEFICIT		
Preferred stock, $0.001 par value, 50,000,000 shares authorized, none issued and outstanding	$ -	$ -
Common stock, $0.001 par value, 500,000,000 shares authorized, 151,515,757 and 141,971,482 issued, issuable and outstanding at June 30, 2025 and June 30, 2024, respectively	151,516	141,971
Treasury stock	(140,600)	(140,600)
Additional paid-in capital	56,918,989	55,615,904
Accumulated deficit	(60,933,459)	(57,318,847)
Total stockholders' deficit	(4,003,554)	(1,701,572)
TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT	$ 5,574,981	$ 595,340

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

GROW CAPITAL, INC.
AND SUBSIDIARIES
Condensed Consolidated Statements of Operations
(Unaudited)

	Twelve Months Ended June 30,	
	2025	**2024**
Revenue	$ 2,191,598	$ 1,711,601
Revenue, related parties	822,189	946,778
Total revenues	3,013,787	2,658,379
Cost of sales, nonrelated parties	2,456,820	2,067,907
Cost of sales, related parties	120,231	160,981
Total cost of sales	2,577,051	2,228,888
Gross profit	436,736	429,491
Operating expenses		
General and administrative	2,191,087	793,433
General and administrative, related parties	984,069	464,484
Research and development	54,753	-
Professional fees	560,343	411,000
Total operating expenses	3,790,252	1,668,917
Loss from operations	(3,353,516)	(1,239,426)
Other income (expense):		
Interest expenses	(261,096)	(88,903)
Total other income (expense), net	(261,096)	(88,903)
Net loss	(3,614,612)	(1,328,329)
Basic and diluted net loss per share	$ (0.02)	$ (0.01)
Basic and diluted weighted average common shares outstanding	147,297,174	93,832,364

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

GROW CAPITAL, INC.
AND SUBSIDIARIES
Condensed Consolidated Statements of Changes in Stockholders Equity (Deficit)
(Unaudited)

	Preferred Shares		Common Stock		Treasury	Additional Paid-in	Accumulated	Total Shareholders Equity
	Shares	Amount	Shares	Amount	Stock	Capital	Deficit	(Deficit)
Balance, June 30, 2023	-	$ -	**62,795,160**	**$ 62,795**	**$ (140,600)**	**$ 54,463,231**	**$ (55,990,518)**	**$ (1,605,092)**
Private placements	-	-	20,000,000	20,000	-	480,000	-	500,000
Shares issued per conversion of accounts payable into stock	-	-	3,923,077	3,923	-	94,154	-	98,077
Shares issued per conversion of note payable and related interest payable into stock	-	-	11,900,274	11,900	-	285,607	-	297,507
Shares issued for services	-	-	29,702,970	29,703	-	270,297	-	300,000
Shares issued to Officers, Directors and employees for compensation	-	-	13,650,001	13,650	-	22,615	-	36,265
Loss for the period	-	-	-	-	-	-	(1,328,329)	(1,328,329)
Balance, June 30, 2024	-	$ -	**141,971,482**	**$ 141,971**	**$ (140,600)**	**$ 55,615,904**	**$ (57,318,847)**	**$ (1,701,572)**
Private placements	-	-	4,000,000	4,000	-	196,000	-	200,000
Shares issued to Officers, Directors and employees for compensation	-	-	5,544,275	5,545	-	1,107,085	-	1,112,630
Loss for the period	-	-	-	-	-	-	(3,614,612)	(3,614,612)
Balance, June 30, 2025	-	$ -	**151,515,757**	**$ 151,516**	**$ (140,600)**	**$ 56,918,989**	**$ (60,933,459)**	**$ (4,003,554)**

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

GROW CAPITAL, INC.
AND SUBSIDIARIES
Condensed Consolidated Statements of Cash Flows
(Unaudited)

	For the Twelve Months Ended June 30, 2025	For the Twelve Months Ended June 30, 2024
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net loss	$ (3,614,612)	$ (1,328,329)
Adjustments to reconcile net loss to net cash used in operating activities:		
Stock based compensation	1,112,630	36,265
Unissued stock issued for services	307,500	120,000
Provision, allowance for doubtful accounts receivable	(53,367)	89,061
Non-cash interest	16,000	16,000
Changes in operating assets and liabilities:		
Prepaid expenses and other assets	19,168	(21,670)
Accounts receivable	(307,396)	(60,636)
Receivable, related party	74,096	(25,912)
Accounts payable and accrued liabilities	423,362	57,916
Account payable, related parties	93,555	216,301
Unearned revenue	600,000	(557)
Unearned revenue, related parties	(6,925)	293,815
Other current liabilities	(90,913)	(82,295)
Security deposit	(500)	-
Net cash (used in) in operating activities	(1,427,402)	(690,041)
CASH FLOWS FROM INVESTING ACTIVITIES:		
Payments for software customization	(1,103,808)	-
Payments for purchase of software assets	(3,509,895)	-
Net cash (used in) provided by investing activities	(4,613,703)	-
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds from line of credit, related party	2,310,851	386,716
Accrued interest under line of credit, related party	128,193	33,062
Proceeds from convertible note, related party	1,000,000	-
Proceeds from convertible note	2,500,000	-
Proceeds from private placement	200,000	250,000
Net cash provided by financing activities	6,139,044	669,778
Net increase (decrease) in cash	97,939	(20,263)
Cash at beginning of year	49,731	69,994
Cash at end of year	$ 147,670	$ 49,731
Supplemental Disclosure of Cash Flow Information:		
Cash paid for income taxes	$ -	$ -
Cash paid for interest	$ -	$ 2,362
Non-cash Investing and Financing Activities:		
Stock issued to settle advances, related parties	$ -	$ 250,000
Deferred revenue, related party reclassify to line of credit, related party	$ -	$ 384,672

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

GROW CAPITAL, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

Note 1 – Organization and Description of Business

Grow Capital, Inc. (the "Company," "we," or "us") (f/k/a Grow Condos, Inc.) was incorporated on October 21, 1999, in the State of Nevada.

Our wholly owned subsidiary Bombshell Technologies, Inc. ("Bombshell"), was formed as Bombshell Technologies, LLC on November 5, 2018, and converted into a C corporation on June 24, 2019. We acquired Bombshell on July 23, 2019. Bombshell is a full-service design and software development company focused on developing and selling software to financial services firms and advisors and was the first acquisition as part of our strategic shift into the financial technology ("FinTech") sector and related sectors.

In 2018, the Company adopted a business plan focused on shifting the Company's strategy away from its prior operating activities and into FinTech and related sectors. A core component of our operating plan since fiscal 2018 has been the acquisition of FinTech companies, development of and customization of software to drive revenue growth.

Keeping with management's determination to acquire complementary revenue generating operations, the Company acquired a second subsidiary in August 2020, PERA LLC, which provides public employee retirement assistance services and currently works with employees of school districts, colleges, universities, and other public institutions nationwide. Subsequently the Company incorporated Pera Employee Retirement Administrators LLC ("Pera Admin"), a wholly owned subsidiary of PERA LLC, which operates as a third-party retirement plan administrator that specializes in designing retirement plans for the public sector, including schools, local and state government agencies, and other nonprofit organizations. Services include plan evaluation and audit, plan administration and compliance, education and engagement, fiduciary services, accurate IRS approved plan documents, online transactions and salary reduction agreements. During fiscal 2024 the Company determined to focus substantially on modernizing recordkeeping for financial, retirement, and benefits ecosystems to complement our operating divisions.

The Company entered into an Asset Purchase Agreement (the "Purchase Agreement") dated December 13, 2024 by and among the Company ("Buyer"), FPS Services LLC ("FPS") and Financial Processing Solutions Group, LLC ("Parent" and together with FPS, "Seller Parties"), pursuant to which, among other things, Seller Parties agreed to convey and sell to Buyer all of Seller Parties' right, title, and interest in and to the Titan Software, the Titan Switchboard Version, the Titan Annuity Processing Portal Version and the other Purchased Assets (collectively "Titan") (subject to the Retained Rights and the License Agreement (each as defined in the Purchase Agreement) for consideration of an aggregate purchase price for the Purchased Assets of Three Million Five Hundred Thousand U.S. Dollars (U.S. $3,500,000) (the "Purchase Price"). On February 20, 2025, the closing of the transaction was consummated, and the Company immediately began customization of the acquired commercial Titan software for immediate application in identified markets.

In August 2024, the Company relocated is head office to 6145 S. Rainbow Blvd, Suite 105, Las Vegas, NV 89118. Office space of approximately 500 square feet is provided free of charge by our CEO, Mr. Terry Kennedy.

Going Concern

During the fiscal years ended June 30, 2025, and 2024, the Company reported a net loss of $3,614,612 and $1,328,329 respectively. The Company had a working capital deficit of $5,571,957 with approximately $147,670 of cash on hand as of June 30, 2025. Cash used in operations totaled $1,427,402 during the fiscal year ended June 30, 2025. The Company continues to work actively to increase its customer/client base in order to achieve net profitability as soon as possible. In addition, the Company has focused efforts using both in house and contracted technical support, to customize commercial software Titan for both in-house and third party client applications. The Company expects the initial versions of the Titan software products to launch in the final quarter of 2025. For any operational shortfalls, the Company relies on sales of our unregistered common stock, convertible debt, loans, an existing loan treaty, advances and a line of credit with our CEO, until such time as we achieve profitable operations. If the Company fails to generate positive cash flow or obtain additional financing, when required and on acceptable terms, the Company may have to modify, delay, or abandon some or all of its business and expansion plans, and potentially cease operations altogether. Consequently, the aforementioned items raise substantial doubt about the Company's ability to continue as a going concern within one year after the date that the financial statements are issued. The accompanying condensed consolidated financial statements do not include any adjustments that might be necessary should we be unable to continue as a going concern.

Note 2 – Summary of Significant Accounting Policies

Basis of Presentation

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP"). The unaudited condensed consolidated financial statements included herein are unaudited. Such financial statements, in the opinion of management, contain all adjustments necessary to present fairly the financial position and results of operations as of and for the periods indicated.

Consolidation

The accompanying unaudited condensed consolidated financial statements include the accounts of Grow Capital Inc. and its wholly owned subsidiaries, Bombshell Technologies Inc., PERA LLC, and PERA Administrators LLC. All material intercompany accounts, transactions, and profits have been eliminated in consolidation.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Significant items subject to estimates and assumptions include timing of recognition of commission revenue on insurance policy renewals and expenses related thereto, along with costs associated with policy acquisition and our allowance for doubtful accounts. Actual results could differ from those estimates.

Cash and Cash Equivalents

For financial accounting purposes, cash and cash equivalents are considered to be all highly liquid investments with a maturity of three (3) months or less at the time of purchase.

Concentration of Credit Risk

Financial instruments that potentially subject the Company to concentration of credit risk consist principally of cash deposits. Accounts at each institution are insured by the Federal Deposit Insurance Corporation ("FDIC") up to $250,000. At June 30, 2025 and June 30, 2024, the Company had no amounts in excess of the FDIC insured limit.

Accounts Receivable and Allowance for Doubtful Accounts

The Company determines the allowance for doubtful accounts by considering a number of factors, including the length of time the accounts receivable is beyond the contractual payment terms, previous loss history, and the customer's current ability to pay its obligations. When the Company becomes aware of a specific customer's inability to meet its financial obligations to the Company, the Company records a charge to the allowance to reduce the customer's related accounts. At June 30, 2025 the allowance for doubtful accounts totaled approximately $276,016 (June 30, 2024 - $329,383).

Share-based compensation

The Company records stock-based compensation in accordance with ASC 718, *Compensation - Stock Compensation.* The Company measures the cost of employee services received in exchange for an award of equity instruments based on the grant date fair value of the award. Unregistered stock awards are measured based on the fair market values of the underlying stock on the dates of grant. For service type awards, share-based compensation expense is recognized on a straight-line basis over the period during which the employee is required to provide service in exchange for the entire award. For awards that vest or begin vesting upon achievement of a performance condition, the Company estimates the likelihood of satisfaction of the performance condition and recognizes compensation expense when achievement of the performance condition is deemed probable using an accelerated attribution model.

Intangible Assets

The Company's intangible assets consist of the purchase price paid for the Titan Software, the Titan Switchboard Version, the Titan Annuity Processing Portal Version and the other Purchased Assets.

The Company recognizes assets for customer relationships, developed technology, post-technological feasibility software development costs, patents and finite-lived trade names.

Finite-lived intangible assets are carried at acquisition cost less accumulated amortization. Such amortization is recorded on a straight-line basis over the estimated useful lives of the respective assets, generally from 3 to 8 years. Amortization for developed technology is recognized in cost of revenue. Amortization for customer relationships and trade names is recognized in sales and marketing expenses.

The Company is required to make subjective assessments as to the useful lives of its depreciable assets. The Company considers the period of future benefit of each respective asset to determine the appropriate useful life of the assets.

Software Research and Development Expenditures

Software development expenditures consist primarily of costs associated with the on-going modifications to our acquired Titan software to allow the Company to expand its core record keeping functionality and product make up. Expenditures relating to research and development incurred pre-technological feasibility are expensed as incurred. Post technological feasibility expenditures are capitalized as incurred until commercial launch.

Impairment of long-lived assets

The Company monitors its long-lived assets and finite-lived intangibles for indicators of impairment. If such indicators are present, the Company assesses the recoverability of affected assets by determining whether the carrying value of such assets is less than the sum of the undiscounted future cash flows of the assets. If such assets are found not to be recoverable, the Company measures the amount of such impairment by comparing the carrying value of the assets to the fair value of the assets, with the fair value generally determined based on the present value of the expected future cash flows associated with the assets.

Leases

In February 2016, the Financial Accounting Standards Board ("FASB") issued ASU No. 2016-02 – Topic 842 Leases. ASU 2016-02 requires that most leases be recognized on the financial statements, specifically the recognition of right-to-use assets and related lease liabilities, and enhanced disclosures about leasing arrangements. ASU 2016-02 is effective for fiscal years beginning after December 15, 2018, including interim periods within those fiscal years. The standard requires using the modified retrospective transition method and apply ASU 2016-02 either at (i) latter of the earliest comparative period presented in the financial statements or commencement date of the lease, or (ii) the beginning of the period of adoption. The Company has elected to apply the standard at the beginning period of adoption, July 1, 2019, which resulted in no cumulative adjustment to retained earnings. On July 30, 2018, the FASB issued ASU 2018-11 to provide entities with relief from the costs of implementing certain aspects of the new leasing standard, ASU 2016-02 (codified as ASC 842). Specifically, under the amendments in ASU 2018-11: (i) Entities may elect not to recast the comparative periods presented when transitioning to ASC 842 (Issue 1), and (ii) Lessors may elect not to separate lease and non-lease components when certain conditions are met (Issue 2).

The Company elected to apply the short-term scope exception for leases with terms of 12 months or less at the inception of the lease and will continue to recognize rent expense on a straight-line basis.

Revenue Recognition under ASC 606

The Company has adopted accounting standard, ASC 606 "Revenue from Contracts with Customers" and all related amendments to the new accounting standard to contracts.

Revenues from contracts with customers are recognized when control of promised goods and services is transferred to customers in an amount that reflects the consideration the Company expects to be entitled to in exchange for those goods or services.

The Company recognizes revenue using the five-step model as prescribed by ASC 606:

1) Identification of the contract, or contracts, with a customer;
2) Identification of the performance obligations in the contract;
3) Determination of the transaction price;
4) Allocation of the transaction price to the performance obligations in the contract; and
5) Recognition of revenue when or as, the Company satisfies a performance obligation.

When a contract with a customer or an agent is signed, the Company assesses whether collection of the fees under the arrangement is probable. The Company estimates the amount to reserve for uncollectible amounts at the end of each reporting period based on the aging of the contract balance, current and historical customer trends, and communications with its customers. These reserves are recorded against the related accounts receivable.

The transaction price is the consideration that the Company expects to receive from its customers and agents in exchange for its products or services. In determining the allocation of the transaction price, the Company identifies performance obligations in contracts with customers, which may include subscriptions to software and services, support, professional services and customization. In the case of the Company's software contracts and support services prices are predetermined based on the specific terms of the contract either in flat fee customization/license fee charges or as hourly support and/or software customization charges. Charges relative to license fees are amortized over the term of the license. Charges relative to customization of the software are charged over the term of the scope of work on a percentage of completion basis. Charges relative to support and ongoing services and professional fees are charged when incurred and control has been transferred, or the work has been completed. Income earned through the sale of appointments to agents by PERA LLC are recognized on the date of the service appointment.

License fees and customization of software

License and implementation fees are charged as flat fees which are amortized over the term of the contract. For contracts with elements related to customized software solutions and certain buildouts or software systems that require significant modification or customization, the Company will recognize revenue using the percentage-of-completion method. In using the percentage-of-completion method, revenues are generally recorded based on completion of milestones under a scope of work or based on total estimated cost of work and percentage completion as at the balance sheet date.

Software Revenue

The Company generates software revenue monthly on a single fee per subscribed user basis. The Company recognizes software revenue monthly on a per user for each user that is able to deploy software and provided all revenue recognition criteria have been met. If the revenue recognition criteria have not been met, the revenue is deferred or not recognized.

Customization, support and maintenance

Revenue from the Company's customization of software to meet a particular client's needs is recognized on a percentage of completion basis over the term of the customization work and until control of the goods or services is transferred to the customer or such date the customer agrees the scope of work has been completed and the intended functionality of the software is complete and able to perform the desired service. Support and maintenance revenue is generated from recurring monthly support and is invoiced monthly based on hourly fees at predetermined rates based on each customer contract.

The Customer is credited a certain number of services hours monthly based on the numbers of users actively subscribed to the software which amounts offset any monthly user fees.

Support and maintenance services include e-mail and telephone support, unspecified rights to software fixes and product updates and upgrades and enhancements available on a when-and-if available basis.

Professional services and other

Professional services and other revenue is generated through services including onsite training, product implementation and other similar services. Professional services are generally flat fee services based on a number of hours or scope of work for each specific service. Depending on the services to be provided, revenue from professional services and other is generally recognized at the time of delivery when the services have been completed and control has been transferred.

Income from agent appointments

Income generated by booking appointments for insurance agents is earned on the date on which the appointment takes place. Appointment fees which are collected in advance of appointments are recorded as unearned revenue.

Unearned Revenue

Unearned revenue represents billings or payments received in advance of revenue recognition and is recognized upon transfer of control. Balances consist primarily of appointment fees collected from member agents where the client appointment has not yet occurred, license fees being amortized over the term of customer service contracts and customization services which have not yet been concluded and are being deferred using the percentage-of-completion method.

Fair Value of Financial Instruments

The Company follows the fair value measurement rules, which provides guidance on the use of fair value in accounting and disclosure for assets and liabilities when such accounting and disclosure is called for by other accounting literature. These rules establish a fair value hierarchy for inputs to be used to measure fair value of financial assets and liabilities. This hierarchy prioritizes the inputs to valuation techniques used to measure fair value into three levels: Level 1 (highest priority), Level 2, and Level 3 (lowest priority).

Level 1—Unadjusted quoted prices in active markets for identical assets or liabilities that the Company has the ability to access at the balance sheet date.

Level 2—Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly. Level 2 inputs include quoted prices for similar assets and liabilities in active markets, quoted prices for identical or similar assets or liabilities in markets that are not active, inputs other than quoted prices that are observable for the asset or liability (i.e., interest rates, yield curves, etc.), and inputs that are derived principally from or corroborated by observable market data by correlation or other means (market corroborated inputs).

Level 3—Inputs are unobservable and reflect the Company's assumptions as to what market participants would use in pricing the asset or liability. The Company develops these inputs based on the best information available.

The carrying amount of receivables and accounts payable and accrued expenses approximates fair value due to the short-term nature of those instruments.

The estimated fair values for financial instruments are determined at discrete points in time based on relevant market information. These estimates involve uncertainties and cannot be determined with precision. The carrying amounts of lease receivables, accounts payable, and accrued liabilities approximate fair value given their short-term nature or effective interest rates, which constitutes level three inputs.

Income taxes

Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and net operating loss and credit carry forwards. Deferred tax assets and liabilities are measured at rates expected to apply to taxable income in the years in which those temporary differences and carry forwards are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in the statement of operations in the period that includes the enactment date. A valuation allowance is recorded when it is not more likely than not that all or a portion of the net deferred tax assets will be realized.

Net (loss) income per share

Basic earnings per share is computed by dividing income available to common shareholders by the weighted average number of shares of Common Stock outstanding for the period and contains no dilutive securities. Diluted earnings per share reflect the potential dilution of securities that could share in the earnings of an entity.

All dilutive common stock equivalents are reflected in our earnings (loss) per share calculations. Anti-dilutive common stock equivalents are not included in our earnings (loss) per share calculations.

Recently Adopted Accounting Pronouncements

In November 2023, the FASB issued ASU 2023-07, *Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures*. The amendments in this update require enhanced disclosures about significant expenses on an annual and interim basis for all public entities. 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 adoption of this new guidance did not have a significant impact on our financial statements.

Recently Issued Accounting Pronouncements Pending Adoption

In December 2023, the FASB issued ASU 2023-09, Income Taxes (Topic 740): *Improvements to Tax Disclosures*, which requires disaggregated information about an entity's income tax rate reconciliation as well as information regarding cash taxes paid both in the United States and foreign jurisdictions. The amendments should be applied prospectively, with retrospective application permitted. The amendments are effective for annual periods beginning after December 15, 2024 with early adoption permitted. The Company is currently evaluating the impacts of adopting this guidance on its financial statement disclosures.

In November 2024, the FASB issued ASU 2024-03, Income Statement (Topic 220): *Disaggregation of Income Statement Expenses*, to require additional disclosures of certain amounts included in the expense captions presented on the Statement of Operations as well as disclosures about selling expenses. In January 2025, the FASB issued ASU 2025-01 to clarify the effective date of ASU 2024-03. The ASU is effective on a prospective basis, with the option for retrospective application, for annual periods beginning after December 15, 2026 and interim reporting periods beginning after December 15, 2027, and early adoption is permitted. The Company is currently evaluating the impacts of adopting this guidance on its financial statement disclosures.

Note 3 – Acquisition of Intangible Assets

On December 12, 2024, the Company's Board of Directors approved the entry into an Asset Purchase Agreement (the "Purchase Agreement") dated December 13, 2024 by and among the Company, FPS Services LLC ("FPS") and Financial Processing Solutions Group, LLC ("Parent" and together with FPS, "Seller Parties"), pursuant to which, among other things, Seller Parties will sell, convey and assign to Buyer, and Buyer will purchase, accept and assume from Seller Parties, all of Seller Parties' right, title, and interest in and to the Titan Software, the Titan Switchboard Version, the Titan Annuity Processing Portal Version and the other Purchased Assets (Collectively "Titan") (subject to the Retained Rights and the License Agreement (each as defined in the Purchase Agreement) for consideration of an aggregate purchase price for the Purchased Assets of Three Million Five Hundred Thousand U.S. Dollars (U.S. $3,500,000) (the "Purchase Price") which shall be payable at Closing as follows: (i) a seller credit in the amount of One Million U.S. Dollars (U.S. $1,000,000) (the "Closing Credit") granted by Seller Parties to Buyer, and (ii) the balance of Two Million Five Hundred Thousand U. S. Dollars (U.S. $2,500,000) (the "Balance Purchase Price") remitted in cash at Closing by wire transfer of immediately available funds to an account designated in writing by Seller Parties. Buyer shall have no entitlement to the Closing Credit unless the Closing actually occurs.

On December 13, 2024, the Company paid Seller Parties the sum of $1,000,000, and on February 20, 2025, the Company paid Seller Parties the balance owing of $2,500,000.

As a part of the agreement costs, the Company paid $9,859 for certain information technology services in respect of the acquisition of Titan.

The Company has recorded the acquired assets on the Company's balance sheets as Intangible Assets at fair market value of cash paid. The Company has determined there is no impairment to the acquired assets as of report date and will commence amortization of the commercial software assets over a term of three (3) years once Titan is put in use.

Note 4 – Intangible Assets

The following table provides additional information regarding the Company's intangible assets:

	June 30, 2025	June 30, 2024
Purchased assets – Titan	$ 3,509,895	$ -
Purchased intellectual property	200	200
Capitalized software development expenditures on Titan	1,027,245	-
Capitalized software development expenditures for others	76,563	-
Total intangible assets	4,613,903	200
Less: accumulated amortization	-	-
	$ 4,613,903	$ 200

The Company capitalizes ongoing improvements as intangible assets up to the point of commercial launch of each customized software application, at which point the costs incurred will be transferred to the total capitalized costs of the Titan Software and other unique software developments, and amortized over expected useful life.

Note 5 – Prepaid Expenses and Other Current Assets

Prepaid expenses and other current assets at June 30, 2025 and 2024 consist of the following:

	June 30, 2025	June 30, 2024
Professional fees	$ 25,500	$ 48,107
Other expenses	32,265	28,826
Total	$ 57,765	$ 76,933

Note 6 – Accounts Payable and Accrued Liabilities

Accounts payable and accrued liabilities at June 30, 2025 and 2024 consist of the following:

	June 30, 2025	June 30, 2024
Accounts payable	$ 677,588	$ 249,787
Payroll liabilities	59,481	96,019
Accrued professional fees	36,257	119,610
Accrued interest payable	165,479	50,027
	$ 938,805	$ 515,443

Note 7 – Operating Leases

We presently have no rental or lease agreements with a term of 12 months or more. Certain of our office space for operations of the Company, Bombshell and subsidiary Pera LLC is provided free of charge by our CEO, Terry Kennedy. Additional office space as needed is subject to short term rental agreements or month to month occupancy.

Note 8 – Notes Payable

On December 30, 2021, the Company borrowed $250,000 from a third party {"Lender 1"). On December 31, 2021, the Company borrowed $250,000 from a second third party ("Lender 2"). These loans accrue interest at 8% per annum with principal and accrued interest fully due and payable in three years. In addition, the Company issued total of 5,000,000 unregistered restricted common stock to lenders as a loan bonus upon entry into the agreements.

The Company and Lender 1 agreed to settle the total outstanding principal and accrued interest payable of $47,507 in full as of May 15, 2024 by way of issuance of 11,900,274 shares at $0.025 per share. The amount owing to Lender 2 was agreed to convert to a note due on demand upon expiry in December 2024 and remains outstanding.

As per the terms of the agreements, the Company accrued interest expenses of $20,000 and $37,479 in each of the fiscal years ended June 30, 2025 and 2024, respectively in respect to the aforementioned notes.

Interest payable included in accounts payable and accrued liabilities and the principal outstanding as at June 30, 2025 and June 30, 2024 as follows:

	June 30, 2025	June 30, 2024
Principal	$ 250,000	$ 250,000
Interest payable	70,027	50,027
Total	$ 320,027	$ 300,027

Note 9 – Convertible Note

<u>Loan Treaty Agreement</u>

On February 19, 2025, the Company entered into a Loan Treaty Agreement ("Treaty Agreement") with Exact Benefits Group, LLC ("Exact") whereby the lender agreed to provide a loan in the amount of up to $4,000,000 to the Company in tranches over a period of nine months, as set out below:

Tranche 1 - $1,500,000, concurrent with the execution of this Treaty; (received on February 19, 2025)
Tranche 2 - $1,000,000, 3 months following the execution of this Treaty;(received on May 23, 2025)
Tranche 3 - $1,000,000 6 months following the execution of this Treaty;
Tranche 4 – $500,000 9 months following the execution of this Treaty;

Each amount deposited and evidenced by Convertible Promissory Note and Securities Purchase Agreement shall have a term of 24 months for repayment from the date such funds were deposited to the corporate bank and shall bear an interest rate of 8% per annum. The Loan Amount or any portion thereof is convertible into restricted, unregistered shares of the Common Stock of the Company at a fixed rate of forty cents ($0.40) per share.

On February 19, 2025 and on May 23, 2025, the Company received $1,500,000 and $1,000,000, respectively, under this loan treaty. As per the terms of the agreements, the Company accrued interest expenses of $51,616 for the fiscal year ended June 30, 2025 in respect to the aforementioned Treaty Agreement.

Interest payable included in accounts payable and accrued liabilities and the principal outstanding as at June 30, 2025 and 2024 is as follows:

	June 30, 2025	June 30, 2024
Principal	$ 2,500,000	$ -
Interest payable	51,616	-
Total	$ 2,551,616	$ -

The managing member of Exact is Mr. Darron Hacker. Each of Mr. Terry Kennedy, CEO and Mr. Matt Lovelady, an affiliate of the Company, are minority members of Exact and control a cumulative 24% of Exact's outstanding membership units.

Note 10 – Convertible Note – related party

On December 12, 2024, the Company entered into a Note Purchase Agreement with Legacy III LLC ("Legacy") whereby Legacy has funded the principal amount of $1,000,000 to the Company, secured by way of a Convertible Promissory Note ("CPN"). The CPN carries an interest rate of 8% per annum and is payable on the maturity date of December 31, 2025 ("Maturity Date"), along with the principal. The CPN is convertible, at the sole option of Legacy, at any time commencing five (5) days after the date of the Note and up to and including the Maturity Date. Legacy has the right to convert all or any portion of the Principal Amount of the Note, along with accrued and unpaid interest, into shares of common stock of the Company, par value $0.001 per share ("Common Stock"), at a conversion price (the "Conversion Price") for each share of Common Stock equal to five cents ($0.05) per share. The Company shall have the limited right, with Legacy's written consent, to redeem any unconverted portion of the Note at any time prior to conversion, or prior to the Maturity Date, at a price equal to the then outstanding principal amount of this Note, plus all interest due on this Note at such time.

The managing member of Legacy is Mr. Matt Lovelady, an affiliate of the Company. Mr. Lovelady and the Company's CEO and controlling shareholder, Mr. Terry Kennedy, are both members of Legacy and control approximately 2/3 of Legacy's outstanding membership units.

As per the terms of the agreements, the Company accrued interest expenses of $43,836 for the fiscal year ended June 30, 2025 in respect to the aforementioned note.

Interest payable included in accounts payable and accrued liabilities and the principal outstanding as at June 30, 2025 and June 30, 2024 is set out below:

	June 30, 2025	June 30, 2024
Principal	$ 1,000,000	$ -
Interest payable	43,836	-
Total	$ 1,043,836	$ -

Note 11 – Capital Stock

The Company has authorized shares 500,000,000 shares of Common Stock and 50,000,000 shares of Preferred Stock, respectively.

Common Stock

There were 151,515,757 and 141,971,482 shares issued and outstanding at June 30, 2025 and June 30, 2024, respectively.

During the year ended June 30, 2025, the Company issued a total of 5,544,275 shares of unregistered, restricted common stock to directors and officers as part of their respective executive and/or board compensation packages. The Company valued those issuances at the closing price of the Company's stock as traded on the OTCMarkets on the date of grant and recorded stock-based compensation of $1,112,630. (Ref: Note 12 – Related Parties)

During the year ended June 30, 2025, the Company issued 4,000,000 shares of unregistered, restricted common stock in respect to a private placement for total gross proceeds of $200,000.

During the year ended June 30, 2024, the Company issued a total of 13,650,001 shares of unregistered, restricted common stock to officers and directors as part of their respective executive and/or board compensation packages. The Company valued those issuances at the closing price of the Company's stock as traded on the OTCMarkets on the date of grant and recorded stock-based compensation of $36,265. (Ref: Note 12 – Related Parties)

During the year ended June 30, 2024, the Company issued 29,702,970 shares of unregistered, restricted common stock as compensation to our CEO, Terry Kennedy with respect to services provided and included in the Company's balance sheets as liability for unissued shares. (Ref: Note 12 – Related Parties)

During the year ended June 30, 2024, the Company settled certain outstanding salary amounts payable owing for calendar year 2023 to Brock McKinley, President of Pera Administrators by issuance of 3,923,077 shares of unregistered, restricted common stock at $0.025 per share. (Ref: Note 12 – Related Parties)

During the year ended June 30, 2024, the Company and the holder of $250,000 in principal debt agreed to settle the total outstanding debt and accrued interest of $47,507 in full as of May 15, 2024 by way of issuance of 11,900,274 shares at $0.025 per share. (Ref: Note 8 – Notes Payable)

During the year ended June 30, 2024, the Company issued 20,000,000 shares of unregistered, restricted Common Stock in respect of private placements for total gross proceeds of $500,000.

Preferred Stock

The Company has not yet determined any designation for it authorized preferred stock, which designation may be determined by the Board of Directors of the Company. There are currently no shares of the 50,000,000 authorized shares of preferred stock designated or issued.

Equity Incentive Plans

In December 2015, the Company adopted the 2015 Equity Incentive Plan (the "Incentive Plan") with a term of 10 years. The Incentive Plan allows for the issuance up to a maximum of 100,000 shares of Common Stock, options exercisable into Common Stock of the Company or stock purchase rights exercisable into shares of Common Stock of the Company. The Incentive Plan is administered by the Board unless a separate delegation to an administrator is made by the Board. Options granted under the Incentive Plan carry a maximum term of 10 years, except to a grantee who is also a 10% beneficial owner at the time of grant, in which case the maximum term is 5 years. In addition, exercise prices of options granted must be within a certain percentage of the closing price on date of grant depending on the level of beneficial ownership of Common Stock of the Company by the grantee. All vesting conditions are set by the Board or a designated administrator. Presently three are no shares outstanding under the Incentive Plan.

In December 2015, the Company adopted the 2015 Stock Plan (the "Stock Plan"). As a condition of adoption of the Stock Plan, the Company filed a registration statement on Form S-8 in December 2015 to register the shares issued under the Stock Plan. The Stock Plan allows for the issuance of up to a maximum of 100,000 shares of Common Stock of the Company. The Stock Plan is administered by the Board unless a separate delegation to an administrator is made by the Board. The Stock Plan shall continue in effect until it is terminated by the Board or all shares are issued pursuant to the Stock Plan. The Company has not granted any shares under the Stock Plan.

Options: There are no options outstanding at June 30, 2025 and June 30, 2024.

Note 12 – Related Party Transactions

Revenue and Accounts Receivable

The following table summarizes the revenue from the Company's related parties:

	Twelve Months Ended June 30, 2025		Twelve Months Ended June 30, 2024	
Appreciation Financial LLC (1) in Bombshell	$	453,539	$	417,592
Appreciation Financial LLC (1) in Pera		142,035		365,478
Others		226,615		163,708
Grand Total	$	822,189	$	946,778

(1) The Company had a significant concentration of revenue from these related party customers totaling 72% and 83% of gross related party revenue in the fiscal years ended June 30, 2025, and 2024, respectively. Related entities are controlled by over 5% shareholders of the Company and/or officer/directors of the Company.

The following table summarizes the accounts receivable from the Company's related parties:

	June 30, 2025		June 30, 2024	
Appreciation Financial LLC (1) in Bombshell	$	62,846	$	32,450
Appreciation Financial LLC (1) in Grow Capital		271,452		286,837
Others in Bombshell, net of allowance $211,533 and $0		-		89,107
Grand Total	$	334,298	$	408,394

(1) The Company had a significant concentration of accounts receivable from these related party customers totaling 100% and 78% as at June 30, 2025 and June 30, 2024, respectively. Related entities are controlled by over 5% shareholders of the Company and/or officer/directors of the Company.

Costs of Goods, Commissions Fees and management fees

The following table summarizes the Costs of Sales – related parties:

	Twelve Months Ended June 30, 2025		Twelve Months Ended June 30, 2024	
Strategery, LLC (1) under Bombshell	$	115,122	$	116,133
Bombshell Software, LLC (1) under Bombshell		5,009		40,812
Wingbrook Partners, LLC (1) under Pera		100		4,036
Grand Total	$	120,231	$	160,981

(1) Related entities are controlled by over 5% shareholders of the Company and/or officer/directors of the Company.

The following table summarizes expense related to commission fees and management fees included as General and administrative – related parties:

	Twelve Months Ended June 30, 2025	Twelve Months Ended June 30, 2024
Commission Fee:		
Zeake, LLC (1) under Bombshell	$ 167,337	$ 165,606
Strategery, LLC (1) under Pera and Bombshell	35,410	-
Subtotal for commission fees	202,747	165,606
Management fees (2)	568,765	298,878
Grand Total	$ 984,069	$ 464,484

(1) Related entities are controlled by over 5% shareholders of the Company and/or officer/directors of the Company.
(2) Management fees include fees paid to officers of the Company and its subsidiaries, including those parties performing C-Suite level services for the Company.

The following table summarizes accounts payable to the Company's related parties:

	June 30, 2025	June 30, 2024
Zeake, LLC (1)	$ 163,844	$ 138,709
Bombshell Software, LLC (1)	-	6,190
Terry Kennedy, CEO	320,671	196,061
Grand Total	$ 484,515	$ 340,960

(1) Related entities are controlled by over 5% shareholders of the Company and/or officer/directors of the Company.

<u>Stock-based Compensation included as General and administrative expenses:</u>

The following table summarizes stock-based compensation included as General and administrative expenses for directors and officers of the Company:

	Twelve Months Ended June 30, 2025	Twelve Months Ended June 30, 2024
Carl Sanko, Secretary and Director	$ 371,995	13,457
Eric Tarno, President of PERA LLC and Director	106,489	3,780
James Olson, Director and Chairman of the Board	106,489	-
Jonathan Bonnette, CTO, and CEO of Bombshell	421,168	15,247
Terry Kennedy, CEO, CFO, President and Director	106,489	3,781
Grand Total	$ 1,112,630	$ 36,265

<u>Shares issued as compensation for services as a member of the board of directors:</u>

For the period from January 1, 2023 through September 30, 2024 the Company's board of directors each received compensation of $7,500 per quarter, issuable in shares of common stock the higher of $0.025 per share or a 30% discount to the average of the 3 lowest prices over the last 10 trading days as posted by OTCMarkets prior to the beginning of the quarter for which services are to be rendered. The Company valued the number shares issued for directors' fees at fair market value (closing price of the Company's common stock) as of the date of each issuance. During the period from April 1, 2023 through June 30, 2024 the Company's Chairman waived all director's compensation, and resumed quarterly payments effective July 1, 2024.

Effective October 1, 2024 and forward, directors' compensation of $7,500 per director per quarter was agreed to be issued in shares of common stock at the higher of a 30% discount to the average of the 3 lowest prices over the last 10 trading days as posted by OTCMarkets prior to the beginning of the quarter for which services are to be rendered, or $0.05 per share.

Shares issued for officer services

Jonathan Bonette, CTO and Director

In May 2024, Mr. Bonnette entered into a services agreement with the Company upon expiry of his prior service agreement under the same terms and conditions, whereunder he receives consideration in the form of unregistered, restricted common shares based on accrued compensation of $120,000 per annum whereby 1/3 of the fees are payable as of the date of agreement, with the remaining fees paid in equal quarterly instalments. The number of shares issued for the accrued compensation is based on the dollar value of the accrued fees settled by shares of the Company's common stock at a 30% discount to the average of the 3 lowest prices over the last 10 trading days as posted by OTCMarkets prior to the beginning of the quarter for which services are to be rendered, but not less than $0.025 per share. The Company issued 1,600,000 shares in May 2024 with respect to the initial 1/3 fees payable, a further 515,271 shares in November 2024, an additional 317,464 shares in February 2025, and a further 190,479 shares in May 2025 with respect to the required quarterly installments.

In May 2025, Mr. Bonnette entered into a services agreement with the Company upon expiry of his prior service agreement under the same terms and conditions, whereunder he receives consideration in the form of unregistered, restricted common shares based on accrued compensation of $120,000 per annum whereby 1/3 of the fees are payable as of the date of agreement, with the remaining fees paid in equal quarterly instalments. The number of shares issued for the accrued compensation is based on the dollar value of the accrued fees settled by shares of the Company's common stock at a 30% discount to the average of the 3 lowest prices over the last 10 trading days as posted by OTCMarkets prior to the beginning of the quarter for which services are to be rendered, but not less than $0.05 per share. The Company issued 285,714 shares in May 2025 with respect to the initial 1/3 fees payable.

Carl Sanko, Secretary and Director

In May 2024, Mr. Carl Sanko entered into a services agreement with the Company upon expiry of his prior service agreement under the same terms and conditions, whereunder he receives consideration in the form of unregistered, restricted common shares based on accrued compensation of $101,250 per annum whereby 1/3 of the fees are payable as of the date of agreement, with the remaining fees paid in equal quarterly instalments. The number of shares issued for the accrued compensation is based on the dollar value of the accrued fees settled by shares of the Company's common stock at a 30% discount to the average of the 3 lowest prices over the last 10 trading days as posted by OTCMarkets prior to the beginning of the quarter for which services are to be rendered, but not less than $0.025 per share. The Company issued 1,350,000 shares in May 2024 with respect to the initial 1/3 fees payable, a further 434,755 shares in November 2024, an additional 267,857 shares in February 2025 and an additional 160,714 shares in May 2025 with respect to the required quarterly installments.

In May 2025, Mr. Carl Sanko entered into a services agreement with the Company upon expiry of his prior service agreement under the same terms and conditions, whereunder he receives consideration in the form of unregistered, restricted common shares based on accrued compensation of $101,250 per annum whereby 1/3 of the fees are payable as of the date of agreement, with the remaining fees paid in equal quarterly instalments. The number of shares issued for the accrued compensation is based on the dollar value of the accrued fees settled by shares of the Company's common stock at a 30% discount to the average of the 3 lowest prices over the last 10 trading days as posted by OTCMarkets prior to the beginning of the quarter for which services are to be rendered, but not less than $0.05 per share. The Company issued 241,071 shares in May 2025 with respect to the initial 1/3 fees payable.

Terry Kennedy, CEO, Acting CFO, President and Director

In November 2023, the Company's board of directors completed a review of services provided and relative compensation issued to Mr. Terry Kennedy, President and CEO, under a 2021 Compensation Contract for services through September 2022, and determined the compensation previously provided to be unbalanced in consideration of the services received. In November 2023 the Board of Directors authorized compensation of Mr. Kennedy for services provided through fiscal year ended June 30, 2024 in the amount of $120,000, for the period October 1, 2022 through June 30, 2023 of $90,000 as well as additional compensation in the form of a bonus of $90,000 for previously undercompensated services for the period ended September 30, 2022. Cumulative compensation of $300,000 was settled by the issuance of shares of unregistered, restricted common stock at a fair market value as of October 31, 2023, of $0.0101 per share for a total of 29,702,970 unregistered, restricted common shares. All accrued and unissued shares had been issued as of June 30, 2024.

In November 2024 the Board of Directors authorized compensation for Mr. Kennedy for CEO services provided through the fiscal year ended June 30, 2025, in the amount of $120,000. Cumulative accrued compensation of $120,000 will be settled by the issuance of shares of unregistered, restricted common stock at a fair market value on issue date and is included on the Company's balance sheets as a liability for unissued stock.

Mr. Kennedy also accrues fees for services provided to Pera LLC. During the fiscal years ended June 30, 2025 and 2024, Mr. Kennedy accrued $125,000 and $127,404, respectively.

Other compensation – Officer of subsidiary, Pera Administrators

On June 29, 2023, the Company issued Mr. Brock McKinley, President of subsidiary Pera Administrators, a total of 818,252 shares for services previously rendered through December 31, 2022, and valued at $123,938. The Company agreed to settle certain outstanding salary amounts payable owing for calendar year 2023 to McKinley by issuance of 3,923,077 unregistered, restricted common shares at $0.025 per share. During the six months ended June 30, 2024, the Company accrued $50,000 for estimated unpaid fees in accounts payable, related parties.

In October 2024, Mr. McKinley entered into a formal employment agreement with the Company at a rate of $2,500 per week and the Company agreed to provide total compensation to Mr. McKinley for the calendar year 2024 of $175,000, of which Mr. McKinley was paid cash of $35,000 and agreed to receive shares of common stock at $0.05 per share for the unpaid balance at December 31, 2024 of $140,000.

During the six months ended June 30, 2025, Mr. McKinley was paid cash of $65,000 in respect to the aforementioned employment contract and accrued fees payable in stock of $22,500.

As of June 30, 2025, $162,500 in accrued unpaid compensation for years ended 2024 and 2025 is included on the Company's balance sheets as a liability for unissued stock.

Line of Credit agreement – Terry Kennedy

In November 2023, the Company entered into a Line of Credit (the "LOC") agreement with its CEO Terry Kennedy for up to $5,000,000 in installments, all of such amounts advanced to be evidenced by promissory note and due on demand, bearing interest at a rate of eight (8%) percent per annum. In addition, it is agreed that provisions of the LOC shall include that any such amounts due and payable upon written demand shall be convertible into unregistered, restricted shares of the Company's common stock at the election of the Lender, only in an event of default as set out in the LOC, with such conversion to shares of common stock at the greater of $0.05 per share or a twenty percent (20%) discount to the market price of the Company's common stock as posted on OTCMarkets upon date of notification of an event of default. Upon entry into the LOC agreement Mr. Kennedy and the Company agreed to allocate outstanding proceeds from prior on demand advances to the LOC in the total amount of $571,660. Through June 30, 2024, Mr. Kennedy advanced a further $209,728 under the agreement for a total principal balance outstanding of $781,388. During the twelve months ended June 30, 2025, Mr. Kennedy advanced a further $2,310,851 under the agreement for a total principal balance outstanding of $3,092,239. The Company has accrued interest to date totaling $86,367 ($33,062 – June 30, 2024).

Interest payable included in line of credit, related party and the principal outstanding as at June 30, 2025 and June 30, 2024 as follows:

	June 30, 2025	June 30, 2024
Principal	$ 3,092,239	$ 781,388
Interest payable	161,255	33,062
Line of credit, related party	$ 3,253,494	$ 814,450

Note 13 – Segment Reporting

Operating segments are comprised of the components of an entity in which separate information is available for evaluation by the Company's chief operating decision maker, or group of decision makers, in determining how to allocate resources in evaluating performance. The Company's operations are classified into four reportable segments that provide different products or services. Separate management of each segment is required because each business unit is subject to different marketing, operational, and growth and technology development strategies.

The Company's chief operating decision maker ("CODM") is its Chief Executive Officer. The CODM evaluates the performance of the single operating segment based on the Company's net income (loss) as reported in the Statements of Operations and allocates resources based on ongoing software development budgets, various operating parameters and expected marketing costs to engage consumers. The Company's segment assets, including intangible assets, are reported on the Balance Sheets.

The CODM reviews performance of each segment using reports prepared by the Company's management teams based on sales, on gross profit, operating profit, and net earnings. Operating profit is reviewed to monitor the operating and administrative expenses of the Company. Profitability is important to the Company's ability to grow and expand operations and strategic initiatives.

The Company does not have any operations or sources of revenue outside of the United States. The CODM also considers the viability of any customers which comprise more than 10% of current gross revenues. Accordingly, the CODM also considers operating expenses, and other income (expenses) of each operating segment and considers our current and total assets as recorded on the balance sheet. There are no additional expense or asset information that are supplemental to those disclosed below in these condensed consolidated financial statements that are regularly provided to the CODM.

Bombshell Technologies and Corporate

The Fintech segment operated by Bombshell Technologies based in Nevada, Arizona and Louisiana derives its income from proprietary software which delivers customized back-office services and compliance, sophisticated multi-pay commission processing, and a unique new client application submission system, along with digital engagement marketing services centric to financial services. The Company is also currently modifying recently acquired software assets for commercial applications and expects to commence operating these new software offerings in late 2025, at which time the Company's reportable segment information will be evaluated for additional reporting information.

PERA and subsidiary

Our electronic appointment scheduling operations provides leads for insurance agents to connect retirement professionals and public employees to trusted insurance advisors. Our subsidiary offers TPA services to various customers for agreed fees charged on a per account basis.

There are inter-segment sales between each of our operating division. The costs associated with management overhead for Grow Capital are dedicated to our key operating segment in the FinTech industry, Bombshell Technologies and all corporate overhead has been included in this segment disclosure as a result.

	As of June 30, 2025	As of June 30, 2024
Assets by segment		
Bombshell Technologies and corporate	$ 5,446,840	$ 538,938
PERA	128,141	56,402
Total assets	$ 5,574,981	$ 595,340

Loss by segment	Twelve Months Ended June 30,	
Revenue by Segment	2025	2024
Bombshell Technologies and corporate	$ 2,319,960	$ 1,654,747
PERA	693,827	1,003,632
Total revenue	$ 3,013,787	$ 2,658,379
Segment profit (loss)		
Bombshell Technologies and corporate	$ (2,115,279)	$ (550,608)
PERA	(1,499,333)	(777,721)
Total segment profit (loss)	$ (3,614,612)	$ (1,328,329)

Note 14 – Commitments and Contingencies

On December 13, 2019, Trendsic Corporation, Inc. ("Trendsic"), a related party entity which is 49% controlled by Joel A. Bonnette (former CEO of our wholly owned subsidiary Bombshell Technologies, Inc.) filed a lawsuit in the 19th Judicial District Court in East Baton Rouge Parish, Louisiana against Joel A. Bonnette, Jared Bonnette, Bombshell Software, LLC and Bombshell Technologies, Inc. Trendsic disputed the ownership of certain intellectual property of Bombshell Technologies, Inc. and alleged misappropriation of trade secrets of Trendsic. The Company and Trendsic entered into a settlement agreement in July 2021 whereunder Bombshell agreed to a lump settlement of $636,407 payable by way of a one-time payment of $186,407 (paid July 2021) and the remining balance of $450,000 including interest at a rate of 0.34% per annum to be paid over 60 months in equal installments of $7,696. The remaining balance at June 30, 2025 and June 30, 2024 totaled $75,845 and $150,757, respectively.

In July 2024, PERA received a request from the Attorney General of California ("AG") to supplement previous discovery responses provided approximately one year prior in a matter whereunder the AG alleges Pera LLC committed certain CAN-SPAM and California statute violations. The AG is seeking further clarification on these previously submitted responses. PERA and the AG entered into a tolling agreement in September 2021. The tolling agreement extends the time allowed for the AG to file a claim and extends the statute of limitations. PERA will continue to provide responses to the AG until such time as their investigation concludes or a claim is filed. On May 12, 2021, the State of California issued an investigative subpoena and interrogatories on PERA, LLC, seeking information about PERA's business and its communications with certain individuals in California. Since that date, PERA has cooperated fully in the investigation. PERA has made numerous productions of documents and has responded to written questions. The Company entered into additional discussions in order to negotiate a settlement in May 2025, which discussions and document productions are ongoing.

On the basis of current information, the availability of legal advice, and in management's opinion, the Company is not currently involved in any legal proceedings which, individually or in the aggregate, would have a material adverse effect on its financial condition, operations and/or cash flows.

Note 15 – Unearned Revenue

On February 19, 2025, the Company, 100% owned subsidiary Bombshell and Exact entered into a Software License Purchase Agreement (the "Agreement") whereunder Exact acquired a single copy license (the "License") of the Bombshell back-office commission system for a purchase price of One Million ($1,000,000) Dollars. Concurrently, Exact and subsidiary Exact Benefits Solutions, LLC, the Corporation and Bombshell entered into an addendum to a certain Service and License Agreement (the "Service Agreement") originally entered into on August 29, 2023, amending certain provisions of the original Service Agreement. The License granted is a perpetual, non-transferable, exclusive license for the use of the Bombshell back-office commission system by Exact and certain approved users, as defined in the Agreement, and provides that Bombshell will undertake applicable installation, ongoing customization, servicing, maintenance, and upgrades of the License with no additional cost to Exact up to an Annual Cap, as defined in the Agreement.

In the addendum, Exact assumed the Service Agreement originally entered into with Exact Benefits Solutions LLC, and agreed Exact may submit development requests for modifications, enhancements, or additional services to the System. However, Bombshell and/or Grow Capital will only be required to fulfill such requests if the cumulative development costs do not exceed the agreed costs referred to as the Annual Cap as follows:

(a) $400,000 in modifications, enhancements or services to the System withing one year from the date of this Addendum;
(b) $300,000 in in modifications, enhancements or services to the System within the second year commencing from first anniversary of the date of this Addendum;
(c) $200,000 in in modifications, enhancements or services to the System within the third year commencing from second anniversary of the date of this Addendum;
(d) $100,000 in in modifications, enhancements or services to the System within the fourth year commencing from third anniversary of the date of this Addendum;

unless additional payments are made by Exact to cover the requested scope of work at industry standard rates as provided by Bombshell.

On February 19, 2025, the Company received $1,000,000 in respect to the aforementioned Software License Purchase Agreement and Service Agreement and recorded the deposit as unearned revenue. The Company will record revenue with respect to this deposit in future based on services provided under the terms of the Service Agreement.

Note 16 - Subsequent Events

On July 1, 2025, the Company issued a further 297,030 shares of unregistered, restricted common stock as directors' compensation (ref: Note 12 above) all of which shares were valued at fair market value on the date of issuance.

Effective July 1, 2025 the Company assumed a lease from a related party for certain office space in Phoenix, Arizona for its locally based staff servicing the Company and its operating subsidiaries.

Effective October 6, 2025, the Company issued a further 271,495 shares of unregistered, restricted common stock as directors' compensation (ref: Note 12 above) all of which shares were valued at fair market value on the date of issuance.

The Company has evaluated subsequent events from the balance sheet date through June 30, 2025, and determined that there are no additional subsequent events to disclose.