# GIFA INC

Hamitkoy Junction
Lefkosa, Northern Cyprus
Mersin 10, Turkey 99010

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www.gifainc
info@gifainc.net

# Quarterly Report

**For the period ending** September 30,2026**(the "Reporting Period")**

## Outstanding Shares

The number of shares outstanding of our Common Stock was:

118,930,434 as of September 30,2026*(Current Reporting Period Date or More Recent Date)*

117,071,934 as of December 31,2025 *(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[5] of the company has occurred during this reporting period:
Yes: ☐ No: ☒

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

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

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

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

Firefish, Inc. April 29, 2008
GIFA, Inc., as of October 17, 2017

Current State and Date of Incorporation or Registration: Nevada, April 29, 2008
Standing in this jurisdiction: (e.g. active, default, inactive): Active

Prior Incorporation Information for the issuer and any predecessors during the past five years:
We were originally incorporated in the State of Nevada on April 29, 2008 under the name Firefish, Inc. On October 17, 2017 the Company amended its Articles of Incorporation to change the Company's name from Firefish, Inc. to GIFA, Inc.

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

None

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

None

Address of the issuer's principal executive office:

Dr. Fazil Kucuk Boulevard
Hamitkoy Junction
Lefkosa, Northern Cyprus
Mersin 10, Turkey 99010

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

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

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

## 2) Security Information

***Transfer Agent***

Name: Pacific Stock Transfer Co.
Phone: (800) 785-7782
Email: info@pacificstocktransfer.com
Address: 6725 Via Austi Parkway, Suite 300, Las Vegas, Nevada 89119

***Publicly Quoted or Traded Securities:***

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

| | | |
|---|---|---|
| Trading symbol: | GIFX | |
| Exact title and class of securities outstanding: | Common Stock | |
| CUSIP: | 31816P 103 | |
| Par or stated value: | $0.001 | |
| Total shares authorized: | 500,000,000 | as of date: September 30,2026 |
| Total shares outstanding: | 118,930,434 | as of date: September 30,2026 |
| Total number of shareholders of record: | 55 | as of date: September 30,2026 |

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

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

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

| | |
|---|---|
| Exact title and class of the security: | Series A Preferred Stock |
| Par or stated value: | $0.001 per share |
| Total shares authorized: | 1,000,000 as of date: April 19, 2022 |
| Total shares outstanding: | 1,000,000 as of date: April 19, 2022 |
| Total number of shareholders of record: | 1 as of date: April 19, 2022 |

*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.**

***Voting*.** The holders of our common stock are entitled to one vote for each outstanding share of common stock owned by that stockholder on every matter properly submitted to the stockholders for their vote. Stockholders are not entitled to vote cumulatively for the election of directors. Except for the election of directors, which are elected by a plurality vote, a majority vote of common stockholders is generally required to take action under our certificate of incorporation and bylaws, as amended.

***Conversion, Redemption and Preemptive Rights***. Holders of our common stock have no conversion, redemption, preemptive, subscription or similar rights.

***Dividend Rights***. Holders of our common stock shall be entitled to receive such cash dividends as may be declared thereon by our board of directors from time to time out of assets of funds of our company legally available for the payment of dividends

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

***Dividend Rights***. The Series A Preferred Stock shall be entitled to receive cash dividends from funds legally available on a pro rata basis at and with any dividends that may be paid to the holders of the Corporation's Common Stock.

***Voting*.** Except as otherwise provided by law, each share of Series A Preferred Stock shall be entitled, on all matters on which any of the shareholders are required or permitted to vote, to one thousand (1,000) votes per share. And except as provided expressly herein or as required by law, the holders of the Series A Preferred Stock shall vote together with the Common Stock shareholders and not as a separate class. So long as any shares of the Series A Preferred Stock remain outstanding, the Corporation shall not, without first obtaining the approval (by vote or written consent) of the holders of at least a majority of the total number of shares of the Series A Preferred Stock then outstanding voting separately as a class, alter or change, in any material respect, the rights, preferences or privileges or the restrictions of the shares of the Series A Preferred Stock whether by amendment of the Corporation's Certificate of Designation of Preferences or otherwise. At any meeting at which the holders of the Series A Preferred Stock are entitled to vote as a class pursuant to this provision, the holders of a majority of all outstanding shares of Series A Preferred Stock, present in person or represented by proxy, shall be necessary to constitute a quorum.

***Conversion, Redemption and Preemptive Rights***. The Shares of Series A Preferred Stock may be converted into such number of shares of the Corporation's Common Stock as shall be equal to approximately Ninety-Two Percent (92.00%) of the Corporation's then outstanding shares of the Corporation's Common Stock immediately preceding the date of said conversion but after deducting five hundred (500) shares of the Company's Common Stock from that amount.

***Liquidation Rights*.** In the event of any consolidation or merger of the Corporation which is in the nature of the winding up of the Corporation's business or sale of all or substantially all of the Corporation's assets (a "Liquidation"), each holder of record of shares of Series A Preferred Stock shall be entitled to be paid in cash in respect of each such share an amount equal to and at the same time as any amount that may be paid to the holders of the Company's Common Stock with any such amount equal, on a per share basis, to the amount paid per share to the holders of the Corporation's Common Stock.

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

None, other than listed above.

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

N/A

## 3) Issuance History

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

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

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

Indicate by check mark whether there were any changes to the number of outstanding shares within the past two completed fiscal years:
No: ☐ Yes: ☐x(If yes, you must complete the table below)

| Shares Outstanding as of Second Most Recent Fiscal Year End:<br>Opening Balance<br>Date December 31, 2021<br>Common: 160,931,844<br>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 issuance? (Yes/No)** | **Individual/ Entity Shares were issued to.**<br>***You must disclose the control person(s) for any entities listed.** | **Reason for share issuance (e.g. for cash or debt conversion) -OR- Nature of Services Provided** | **Restricted or Unrestricted as of this filing.** | **Exemption or Registration Type.** |
| April 18, 2022 | New Issuance | 1,000,000 | common | $.10 | No | Rustem Yucelen | Private Placement | Restricted | 4(a)(2) |
| April 18, 2022 | New Issuance | 1,000,000 | common | $.10 | No | Rustem Yucelen | Private Placement | Restricted | 4(a)(2) |
| April 18, 2022 | New Issuance | 1,000,000 | common | $.10 | No | Rustem Yucelen | Private Placement | Restricted | 4(a)(2) |
| April 19, 2022 | New Issuance | 1,000,000 | Preferred | $.10 | No | Yusuf Kisa | Services provided to the company as CEO | Restricted | 4(a)(2) |
| April 20, 2022 | New Issuance | 1,000,000 | common | $.10 | No | Serhan Velettin | Private Placement | Restricted | 4(a)(2) |
| April 20, 2022 | New Issuance | 250,000 | common | $.10 | No | Ozgur Gur | Private Placement | Restricted | 4(a)(2) |

| | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|
| April 20, 2022 | New Issuance | 250,000 | common | $.10 | No | Serhat Sahin | Private Placement | Restricted | 4(a)(2) |
| April 26, 2022 | New Issuance | 250,000 | common | $.001 | No | Ali Sabanci | Private Placement | Restricted | 4(a)(2) |
| April 26, 2022 | New Issuance | 250,000 | common | $.012 | No | Aranit Jashari | Private Placement | Restricted | 4(a)(2) |
| April 26, 2022 | New Issuance | 250,000 | common | $.012 | No | Meliz Sabanci | Private Placement | Restricted | 4(a)(2) |
| May 12, 2022 | Cancellation | 2,000,000 | common | $.001 | No | Gulgun Yesilada | Private Placement | Restricted | 4(a)(2) |
| May 12, 2022 | Cancellation | 1,000,000 | common | $.001 | No | Buke Yeshilada- | Private Placement | Restricted | 4(a)(2) |
| May 12, 2022 | Cancellation | 1,000,000 | common | $.001 | No | Burce Yeshilada | Private Placement | Restricted | 4(a)(2) |
| May 12, 2022 | Cancellation | 1,000,000 | common | $.001 | No | Salahi Ulubay | Private Placement | Restricted | 4(a)(2) |
| May 12, 2022 | Cancellation | 1,000,000 | common | $.001 | No | Meltem Guven | Private Placement | Restricted | 4(a)(2) |
| May 12, 2022 | Cancellation | 1,000,000 | common | $.001 | No | Mehmet Ali Oze | Private Placement | Restricted | 4(a)(2) |
| May 12, 2022 | Cancellation | 1,000,000 | common | $.001 | No | Omer Okan Demir | Private Placement | Restricted | 4(a)(2) |
| May 12, 2022 | Cancellation | 1,000,000 | common | $.001 | No | Servet Asci | Private Placement | Restricted | 4(a)(2) |
| June 16, 2022 | New Issuance | 500,000 | common | $.012 | No | Ali Sabanci | Private Placement | Restricted | 4(a)(2) |
| June 22, 2022 | New Issuance | 100,000 | common | $.012 | No | Aranit Jashari | Private Placement | Restricted | 4(a)(2) |
| June 22, 2022 | New Issuance | 200,000 | common | $.0111 | No | Savas Arifoglu | Private Placement | Restricted | 4(a)(2) |
| June 23, 2022 | New Issuance | 500,000 | common | $.10 | No | Ali Sabanci | Private Placement | Restricted | 4(a)(2) |
| June 24, 2022 | New Issuance | 200,000 | common | $.0111 | No | Ece Unsal Soyer | Private Placement | Restricted | 4(a)(2) |
| July 1, 2022 | New Issuance | 90,090 | common | $.0111 | No | Zehranur Cici | Private Placement | Restricted | 4(a)(2) |
| July 13, 2022 | New Issuance | 5,000,000 | common | $.0111 | No | Ali Yucel Pehlivan | Private Placement | Restricted | 4(a)(2) |
| July 14, 2022 | New Issuance | 100,000 | common | $.0111 | No | Volkan Aslanbaba | Private Placement | Restricted | 4(a)(2) |

| | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|
| July 14, 2022 | New Issuance | 100,000 | common | $.0111 | No | Dervis Eksici | Private Placement | Restricted | 4(a)(2) |
| July 21, 2022 | New Issuance | 100,000 | common | $.0111 | No | Hakki Daghan Elvin | Private Placement | Restricted | 4(a)(2) |
| August 22, 2022 | New Issuance | 1,000,000 | common | $.04 | No | Cenk Vural Kose | Private Placement | Restricted | 4(a)(2) |
| October 19, 2022 | New Issuance | 1,000,000 | common | $.04 | No | Turgay Ersalici | Private Placement | Restricted | 4(a)(2) |
| July 27,2026 | New Issuance | 40,000 | Common | $.02 | No | Ugur Demirel | Private Placement | Restricted | 4(a)(2) |
| August 3,2026 | New Issuance | 88,500 | Common | $.02 | No | Ugur Demirel | Private Placement | Restricted | 4(a)(2) |
| August 17,2026 | New Issuance | 30,000 | Common | $.02 | No | Eren Demirel | Private Placement | Restricted | 4(a)(2) |
| August 20, 2026 | New Issuance | 50,000 | Common | $.015 | No | Emine Demirel | Private Placement | Restricted | 4(a)(2) |
| September 2, 2026 | New Issuance | 50,000 | Common | $.025 | No | Ugur Demirel | Private Placement | Restricted | 4(a)(2) |
| September 18, 2026 | New Issuance | 50,000 | Common | $.025 | No | Ugur Demirel | Private Placement | Restricted | 4(a)(2) |
| September 28, 2026 | New Issuance | 1,500,000 | Common | $.02 | No | Sabri Yildirim | Private Placement | Restricted | 4(a)(2) |
| September 28, 2026 | New Issuance | 50,000 | Common | $.02 | No | Emine Demirel | Private Placement | Restricted | 4(a)(2) |
| Shares Outstanding on Date of This Report:<br>Ending Balance<br>Ending Balance:<br>Date September 30,2026<br>Common: 118,930,434<br>Preferred: 1,000,000 | | | | | | | | | |

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

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

For the period ended 09/30/2026, the issued and outstanding common shares for shareholders other than the Company is 118,930,434 while the treasury common shares totaled 43,859,910

**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 ($) | Outstanding Balance ($)<br><br>(include accrued interest) | Maturity Date | Conversion Terms (e.g., pricing mechanism for determining conversion of instrument to shares) | # Shares Converted to Date | # of Potential Shares to be Issued Upon Conversion[6] | Name of Noteholder (entities must have individual with voting / investment control disclosed). | Reason for Issuance (e.g., Loan, Services, etc.) |
|---|---|---|---|---|---|---|---|---|
| | | | | | | | | |

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

____

## 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")

GIFA, Inc. was incorporated in the State of Nevada on April 29, 2008 under the name "Firefish, Inc." Beginning in September 2017, the Company underwent a series of transactions that resulted in a change of control and a corporate reorganization of the Company. On December 31, 2018, the Company concluded these series of reorganizational transactions by divesting control a previous wholly-owned subsidiary of the Company (FireFish Networks Private Limited) and acquiring 100% of Gifa Holding Limited, a company organized under the laws of the Turkish Republic of Northern Cyprus.

***Gifa, Inc. Business Post-Change of Control and Reorganization (Principal Products and Services)***

After the acquisition of GIFA Holding Limited ("GIFA Holding"), the business of the Company became the business of GIFA Holding. (Unless context indicated otherwise, references to "we", "us", "our", or "the Company" or "GIFA" below refer to GIFA Holding and the Company on a consolidated basis.)

GIFA Holding aims to be a pioneering firm working alongside and in collaboration with variety of international corporations across the globe. It seeks to be a major financing broker & international trading company providing financial & banking services to clients across different continents.

The Company (through GIFA Holding) works with clients to develop sustainable business strategies and to deliver innovative concepts and solutions along the entire value supply demand chain by aiming to improve our clients' performance and market position, from strategy to measurable results.

[6] The total number of shares that can be issued upon full conversion of the Outstanding Balance. The number should not factor any "blockers" or limitations on the percentage of outstanding shares that can be owned by the Noteholder at a particular time. For purposes of this calculation, please use the current market pricing (e.g. most recent closing price, bid, etc.) of the security if conversion is based on a variable market rate.

The Company is eager to accommodate and facilitate all types of supply and demands requirements, from source (any global locations) to clients, including raw and refined materials, goods and services.

GIFA Inc. (through GIFA Holding) offers a range of comprehensive products and services including, but not limited to, the following:

i. Financial services and consultancy, brokerage, business loans, project funding, crowdfunding advice and consultancy to private clients (individual and corporate clients).
ii. Personal and professional business development and investment advice to private clients.
iii. End-to-End Supply and Demand Chain Management – controlling and coordinating supply of

materials to a wide range of entities that are globally involved in producing and delivering goods and services. GIFA Holding facilitates the supply and delivery of raw materials, finished products, goods, equipment and services shipping and delivery for manufacturers of gas and industrial equipment (i.e. PIPE - Generator – PUMP – Turbine – Valves – Fitting & Flange), manufacturers of agricultural equipment, industrial chemical producers, as well as many other types of businesses.

iv. Travel & Tourism & Cargo - wide spectrum of activities and services in Transport, Travel, and Tourism, ranging from cargo transportation and logistics to shipping and chartering and from airline representation to corporate and leisure travel.
v. Media (News and Marketing) - ownership under GIFA Holding of;
    1. Yeni Bakis Newspaper
    2. Yeni Bakis WebTV
vi. Grandex Finance Ltd (acquired by GIFA Holding Ltd.)
    1. Offers consultancy, one-to-one advice, assistance and support to local businesses as well as opportunity to access international finance.
    2. Provides local businesses and individuals small loans

The Company is currently operating and providing services to its' clients from the headquarters of GIFA Holding (Dr Fazil Kucuk Boulevard, Hamitkoy Junction, Lefkosa, Northern Cyprus, 99040). Much of our income and profits are derived from charging commissions on transactions of our clients that we have facilitated through our broad range of services. Our Company takes pride in simplification, harmonization and automation of all international trade procedures, particularly import and export procedures, transit requirements and procedures which are applied at all stages of all import and export transactions.

Along with receiving much recognition for our work in business, supporting small as well as medium to large businesses, we are renowned for having a strong moral compass, strong commitment to corporate social responsibility programs, giving back to the community and taking an environmental corporate social responsibility to reduce any damaging effects on the environment from business' processes.

Over the years, we have built close working relationship with prominent names in politics and media, and has been commended on its generous donations made to charities, fundraising events, sponsorship of athletes, civil society organizations and such activities and events.

GIFA is underpinned by has strong business ethics initiatives such as “Fair Trade” to ensure that a larger share of the final price of products GIFA is involved with provides fair returns to its producers, including farmers.

We pride ourselves in building customer relationships based on trust, respect, transparency and fairness.

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

Gifa, Inc. has one direct, wholly-owned subsidiary, which is GIFA Holding Limited. In addition, GIFA Holding Limited has a number of all majority-owned and controlled subsidiaries of the Company.

Gifa Holding Limited's consolidated subsidiaries, each of which is located in Turkish Republic of Northern Cyprus ("TRNC"), are:

- *Grandex Finance Ltd.:* Offers consultancy, one-to-one advice, assistance and support to local businesses as well as opportunity to access international finance.
- *Gifa Consulting Limited*: The principal business activity of this company is to assist its clients in the preparation of their business plans in support of their financing applications.
- *Gifaland Theme Park Limited*: The objective of this company is to construct and manage a theme park. Currently the company is completing the construction of the Group's headquarters.
- *Gifa Retirement Homes Limited*: This company is currently involved in two major projects: (i) A complex aimed at constructing and managing a complex with medical facilities for advanced aged living (ii) A children's hospital (pediatrics)
- *Gifa Nektar Import & Export Limited*: This Company is currently negotiating with a manufacturer of citrus fruit juice producer with the intent of exporting the products.
- *Grandex Finance Ltd*. as its wholly-owned subsidiary.
- *Yeni Bakıs Ltd. was incorporated in TRNC on October 6, 2014 for the purpose of producing the "Yeni Bakıs" daily newspaper.*
- *Gifa Air Ltd. was incorporated in TRNC on December 15, 2014 for the purpose of providing travel agency*
- *services.*
- *Gifa Green Island Finance Ltd. is a dormant entity.*

C. Describe the issuers' principal products or services.

See Above.

**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.

Our principal office is located at Dr Fazil Kucuk Boulevard, Hamitkoy Junction, Lefkosa, Northern Cyprus, Mersin 10, Turkey 99010. This location serves as our principal headquarters owned by GIFA Holding and our primary operations are conducted from this location.

On October 14, 2022, the Company, paid off the total outstanding loan balance of $2,555,876 USD against its headquarters. Concurrently, Turgay Ersalıcı Real Estate Investment Company ("TEREIC") made an offer to purchase the property from GIFA Holding Ltd for a price value of $10,867,000 USD, which was accepted by unanimous written consent of the Board of Directors. As of September 30, 2024, property valued at $ 10,867,000 has been acquired. The closing of the sale of the property to TEREIC has been completed by September 30, 2024.

Our agreement with TEREIC stipulates that we will occupy this office without incurring any rent charges until August 31,2025.

## 6) All Officers, Directors, and 5% Beneficial Owners of the Company

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

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

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

| **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) |
|---|---|---|---|---|---|
| Yusuf Kisa | CEO, Sole Director, President, Principal Financial Officer | Dr Fazil Kucuk Boulevard Hamitkoy Junction Lefkosa, Northern Cyprus Mersin 10, Turkey 99010 | 1,000,000 | Preferred Stock | 100% |
| Aygun Antas | Secretary | Dr Fazil Kucuk Boulevard Hamitkoy Junction Lefkosa, Northern Cyprus Mersin 10, Turkey 99010 | 40,000,000 | Common | 33.633% |

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);

N/A

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;

N/A

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;

N/A

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

N/A

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.

N/A

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.

N/A

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.

N/A

## 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

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Investor Relations

N/A

*All other means of Investor Communication:*

N/A

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

N/A

**9) Disclosure & Financial Information**

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

| | |
|---|---|
| Name: | **Yusuf Kisa** |
| Title: | **President/CEO** |
| Relationship to Issuer: | **Director and Principal Financial Officer** |

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

☐ IFRS
☒ U.S. GAAP

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

Name: **Doeren Mayhew Assurance**
Title: **CPA**
Relationship to Issuer: **Outside Accounting Firm**
Describe the qualifications of the person or persons who prepared the financial statements:
**Certified Public Accounting Firm for Corporations**

Provide the following qualifying financial statements:

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

**Financial Statement Requirements**:

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

**10) Issuer Certification**

*Principal Executive Officer:*

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

The certifications shall follow the format below:

I, Yusuf Kisa certify that:

1. I have reviewed this Disclosure Statement for GIFA, 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.

November 14,2026 [Date]

*/s/ Yusuf Kisa* [CEO's Signature]

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

*Principal Financial Officer:*

I, Yusuf Kisa certify that:

1. I have reviewed this Disclosure Statement for GIFA, 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.

November 14,2026 [Date]

*/s/ Yusuf Kisa* [ [CFO's Signature]

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

# GIFA, INC.

## CONSOLIDATED FINANCIAL STATEMENTS

FOR THE THREE AND NINE MONTHS
ENDED SEPTEMBER 30, 2026 AND 2025

DoerenMayhew
ASSURANCE

# GIFA, INC.

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# GIFA, INC.

## CONSOLIDATED BALANCE SHEETS
## AS OF,

| **Assets** | September 30, 2026 | December 31, 2025 |
|---|---|---|
| Current assets | | |
| Cash and cash equivalents | $ 2,102,411 | $ 1,894,497 |
| Designated use cash | 750,000 | 750,000 |
| Value added tax recoverable | 401,514 | 398,772 |
| Total current assets | 3,253,925 | 3,043,269 |
| **Non-Current Assets** | | |
| Property, plant and equipment, net | 21,615,998 | 20,101,439 |
| Receivables from related entities | 1,365,147 | 1,303,118 |
| Receivables from shareholders | 2,029,002 | 2,029,002 |
| Total non-current assets | 25,010,147 | 23,433,559 |
| Total assets | $ 28,264,072 | $ 26,476,828 |
| **Liabilities and Stockholders' Equity** | | |
| Current liabilities | | |
| Accounts payable and other liabilities | $ 126,695 | $ 169,723 |
| Non-current liabilities | | |
| Payables to related entity | 86,890 | 260,988 |
| Total liabilities | 213,585 | 430,711 |
| Stockholders' equity | | |
| Gifa, Inc. stockholders' equity | | |
| Common stock $.001 par value - 162,790,344 and 160,931,844 shares issued, 118,930,434 and 117,071,934 shares outstanding | 118,930 | 117,071 |
| Series A preferred stock $.001 par value - 1,000,000 shares issued and outstanding | 1,000 | 1,000 |
| Treasury shares $.001 par value - 43,859,910 shares | (43,860) | (43,860) |
| Accumulated other comprehensive loss | (1,825,424) | (1,825,424) |
| Additional paid-in-capital | 11,693,225 | 11,657,663 |
| Retained earnings | 18,106,616 | 16,139,667 |
| Total stockholders' equity | 28,050,487 | 26,046,117 |
| Total liabilities and stockholders' equity | $ 28,264,072 | $ 26,476,828 |

We do not provide any assurance on these consolidated financial statements.

# GIFA, INC.

## CONSOLIDATED STATEMENTS OF INCOME

| | For the Nine Months Ended September 30, 2026 | For the Three Months Ended September 30, 2026 | For the Nine Months Ended September 30, 2025 | For the Three Months Ended September 30, 2025 |
|---|---|---|---|---|
| Revenue | | | | |
| Income from third parties | $ 4,006,561 | $ 1,365,147 | $ 3,861,279 | $ 1,300,511 |
| Cost of revenue | | | | |
| Cost of services | 905,165 | 312,037 | 755,199 | 294,962 |
| Gross profit | 3,101,396 | 1,053,110 | 3,106,080 | 1,005,549 |
| Expenses | | | | |
| General and administrative expenses | 1,128,845 | 398,216 | 946,138 | 341,468 |
| Depreciation and amortization expenses | 120,359 | 41,880 | 98,065 | 34,982 |
| Advertising expenses | 101,478 | 39,328 | 59,966 | 28,730 |
| Total expenses | 1,350,682 | 479,424 | 1,104,169 | 405,180 |
| Operating income | 1,750,714 | 573,686 | 2,001,911 | 600,369 |
| Other income | 216,235 | 43,329 | 376,311 | 107,472 |
| Net Income | $ 1,966,949 | $ 617,015 | $ 2,378,222 | $ 707,841 |
| Net income per share basic and diluted | | | | |
| Net income attributable to stockholders per share | | | | |
| Basic | $ 0.017 | $ 0.005 | $ 0.020 | $ 0.006 |
| Diluted | $ 0.009 | $ 0.003 | $ 0.011 | $ 0.003 |
| Weighted average shares outstanding | | | | |
| Basic | 117,304,383 | 117,761,700 | 117,071,934 | 117,071,934 |
| Diluted | 225,223,955 | 226,102,004 | 224,777,653 | 224,777,653 |

We do not provide any assurance on these consolidated financial statements.

# GIFA, INC.

## CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME AND STATEMENTS OF STOCKHOLDERS' EQUITY

| | Common Stock Shares | Common Stock Amount | Treasury Stock Shares | Treasury Stock Amount | Series A Preferred Shares | Series A Preferred Amount | Additional Paid-in-capital | Accumulated Other Comprehensive Loss | Retained Earnings | Total Stockholders' Equity |
|---|---|---|---|---|---|---|---|---|---|---|
| Balance at January 1, 2026 | 117,071,934 | $ 117,071 | 43,859,910 | $ (43,860) | 1,000,000 | $ 1,000 | $ 11,657,663 | $ (1,825,424) | $ 16,139,667 | $ 26,046,117 |
| Net income | - | - | - | - | - | - | - | - | 683,636 | 683,636 |
| Balance at March 31, 2026 | 117,071,934 | 117,071 | 43,859,910 | (43,860) | 1,000,000 | 1,000 | 11,657,663 | (1,825,424) | 16,823,303 | 26,729,753 |
| Net income | - | - | - | - | - | - | - | - | 666,298 | 666,298 |
| Balance at June 30, 2026 | 117,071,934 | 117,071 | 43,859,910 | (43,860) | 1,000,000 | 1,000 | 11,657,663 | (1,825,424) | 17,489,601 | 27,396,051 |
| Issuance of common stock | 1,858,500 | 1,859 | - | - | - | - | 35,562 | - | - | 37,421 |
| Net income | - | - | - | - | - | - | - | - | 617,015 | 617,015 |
| Balance at September 30, 2026 | 118,930,434 | $ 118,930 | 43,859,910 | $ (43,860) | 1,000,000 | $ 1,000 | $ 11,693,225 | $ (1,825,424) | $ 18,106,616 | $ 28,050,487 |

| | Common Stock Shares | Common Stock Amount | Treasury Stock Shares | Treasury Stock Amount | Series A Preferred Shares | Series A Preferred Amount | Additional Paid-in-capital | Accumulated Other Comprehensive Loss | Retained Earnings | Total Stockholders' Equity |
|---|---|---|---|---|---|---|---|---|---|---|
| Balance at January 1, 2025 | 117,071,934 | $ 117,071 | 43,859,910 | $ (43,860) | 1,000,000 | $ 1,000 | $ 11,657,663 | $ (1,825,424) | $ 13,051,739 | $ 22,958,189 |
| Net income | - | - | - | - | - | - | - | - | 807,359 | 807,359 |
| Balance at March 31, 2025 | 117,071,934 | 117,071 | 43,859,910 | (43,860) | 1,000,000 | 1,000 | 11,657,663 | (1,825,424) | 13,859,098 | 23,765,548 |
| Net income | - | - | - | - | - | - | - | - | 863,022 | 863,022 |
| Balance at June 30, 2025 | 117,071,934 | 117,071 | 43,859,910 | (43,860) | 1,000,000 | 1,000 | 11,657,663 | (1,825,424) | 14,722,120 | 24,628,570 |
| Net income | - | - | - | - | - | - | - | - | 707,841 | 707,841 |
| Balance at September 30, 2025 | 117,071,934 | $ 117,071 | 43,859,910 | $ (43,860) | 1,000,000 | $ 1,000 | $ 11,657,663 | $ (1,825,424) | $ 15,429,961 | $ 25,336,411 |

We do not provide any assurance on these consolidated financial statements.

# GIFA, INC.

## CONSOLIDATED STATEMENTS OF CASH FLOWS
## FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2026 AND SEPTEMBER 30, 2025

| | September 30, 2026 | September 30, 2025 |
|---|---|---|
| Cash flows from operating activities | | |
| Net income | $ 1,966,949 | $ 2,378,222 |
| Adjustments | | |
| Depreciation and amortization | 120,359 | 98,065 |
| Increase in assets | | |
| Value added tax recoverable | (2,742) | (43,990) |
| Decrease in liabilities | | |
| Accounts payable and other liabilities | (43,028) | (12,678) |
| Net cash provided by operating activities | 2,041,538 | 2,419,619 |
| Cash flows used in investing activities | | |
| Purchases of property, plant and equipment | (1,634,918) | (2,116,797) |
| Net cash used in investing activities | (1,634,918) | (2,116,797) |
| Cash flows from financing activities | | |
| Proceeds from issuance of common stock | 37,421 | - |
| (Increase)/decrease in receivables from related entities | (62,029) | 76,731 |
| Decrease in payables from related entities | (174,098) | (222,133) |
| Net cash used in financing activities | (198,706) | (145,402) |
| Net increase in cash and cash equivalents | 207,914 | 157,420 |
| Cash and cash equivalents - beginning | 1,894,497 | 1,523,529 |
| Cash and cash equivalents - ending | $ 2,102,411 | $ 1,680,949 |

We do not provide any assurance on these consolidated financial statements.

## Note 1 – Background

Gifa, Inc. (SYMBOL: "GIFX") is a Nevada corporation incorporated on April 29, 2008 (the "Company"). On September 30, 2018, Gifa, Inc. acquired nearly all of the outstanding capital stock of Gifa Holding Limited, a limited liability company registered in the Turkish Republic of Northern Cyprus. The acquisition was accomplished via the Company's issuance of certain shares of its newly designated Series A Voting Preferred Stock in exchange for nearly all of the outstanding common stock of Gifa Holding Limited in a tax-free acquisition. As a result of the acquisition, Gifa Holding Limited became the operating entity of the Company, and the business of Gifa Holding Limited became the business of the Company going forward.

Gifa Holding Limited, together with its consolidated subsidiaries, is a diversified organization engaged in a wide variety of business activities and intends to provide various types of products and services on a global basis.

Gifa Holding Limited is a Turkish Republic of Northern Cyprus ("TRNC") limited liability company in accordance with the Companies Law Cap 113 of the TRNC. Gifa Holding Limited was originally established as a limited liability company on April 24, 2014 under registration number MS 016778 and the name Gifa Trading Limited. However, as Gifa Holding Limited commenced acquiring subsidiaries, on June 4, 2014, it obtained a special approval from the Council of Ministers and changed its name to Gifa Holding Limited to more accurately reflect its business objectives.

Gifa Holding Limited and its subsidiaries' main operations are in the Middle East and are subject to the legislative requirements of the state and regional authorities, where necessary.

Gifa Holding Limited's consolidated subsidiaries, each of which is located in TRNC, are:

- Gifa Consulting Limited: The principal business activity of this company is to assist its clients in the preparation of their business plans in support of their financing applications.

- Gifaland Theme Park Limited: The objective of this company is to construct and manage a theme park.

- Gifa Retirement Homes Limited: This company is currently involved in two major projects: (i) A complex aimed at constructing and managing a complex with medical facilities for advanced aged living (ii) A children's hospital (pediatrics).

- Gifa Nektar Import & Export Limited: This company is currently negotiating with a manufacturer of citrus fruit juice producer with the intent of exporting the products.

- Grandex Consulting Ltd. ("Grandex") (formerly known as Grandex Finance Ltd.) is a 99% subsidiary of Gifa Holding Ltd. Accordingly, Gifa Holding holds 1,980 shares of the 2,000 issued share capital of Grandex. Accordingly, Grandex is a subsidiary of Gifa, Inc. Grandex had no net income for the years ended December 31, 2025 and 2024.

- Yeni Bakis Ltd. was incorporated in TRNC on November 4, 2014 for the purpose of producing the "Yeni Bakis" daily newspaper.

- Gifa Air Ltd. was incorporated in TRNC on December 15, 2014 for the purpose of providing travel agency services.

- Senilk Ltd.: Business acquisition made during the 4th quarter of 2022. The principal business activity of this company is to own, operate and rent income generating real estate. Senilk Ltd. was acquired as part of Gifa, Inc.'s diversification strategy.

In these Notes to the Consolidated Financial Statements of Gifa, Inc., unless the context indicates otherwise, the terms "we," "our," "ours," "us," or "the Company" refer to each of Gifa, Inc., Gifa Holding Limited, and each of the subsidiaries of Gifa Holding Limited on a consolidated basis.

**Note 2 – Basis of Consolidated Financial Statements Preparation**

Basis of Presentation

The Company maintains its accounting records in accordance with the legislative requirements of the TRNC. The accompanying consolidated financial statements have been prepared from those accounting records and adjusted as necessary to comply, in all material respects, with the requirements of accounting principles generally accepted in the United States of America ("US GAAP").

Functional and Reporting Currency

In accordance with the laws of the TRNC, the accounting records of the Company and each of its subsidiary companies, and their statutory consolidated financial statements for its Stockholders are prepared, in Turkish Lira.

Functional currency of the Company and its subsidiaries is considered to be the Turkish Lira. The Company typically calculates exchange rate variances on an annual basis. The accompanying consolidated financial statements have been prepared using the US dollar as the Company's reporting currency, utilizing prior year-end exchange rates for assets and liabilities, corresponding period yearly average exchange rates for consolidated statement of income accounts and historic rates for equity accounts in accordance with the relevant provisions of Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 830, *Foreign currency matters*. The Company has determined that no significant change to the consolidated income statement or accumulated other comprehensive income would be posted for the nine months ended September 30, 2026 and 2025 had such calculation been made.

These consolidated financial statements include all majority-owned and controlled subsidiaries of the Company. All significant intercompany accounts and transactions have been eliminated.

**Note 3 – Significant Accounting Policies**

The following significant accounting policies have been applied in the preparation of the consolidated financial statements. These accounting policies have been consistently applied by the Company from one reporting period to another with the exception of newly adopted accounting pronouncements.

Use of Estimates

The preparation of consolidated financial statements in accordance with US GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of the consolidated financial statements, and revenue and expenses during the periods reported.

Estimates are used when accounting for certain items such as allowances for doubtful accounts; employee compensation programs; depreciation and amortization lives; asset retirement obligations; legal and tax contingencies; inventory values; valuations of investments, and determining when investment impairments are other than temporary; goodwill; assets and liabilities assumed in a purchase business combinations and deferred tax assets, including valuation allowances. Estimates are based on historical experience, where applicable and other assumptions that management believes are reasonable under the circumstances. Actual results may differ from those estimates under different assumptions or conditions.

Cash and Cash Equivalents

Cash and cash equivalents comprise cash balances, cash on current accounts with banks, bank deposits and other highly liquid short-term investments with original maturities of less than three months.

Accounts Receivable and Loans Issued

Receivables and loans issued are stated at cost less an allowance for credit loss. Management quantifies this based on current information regarding the customers' and borrowers' ability to repay their obligations as well as future economic outlook. Amounts previously written off which are subsequently collected are recognized as income. As of September 30, 2026 and December 31, 2025 there was no allowance for credit loss.

Value Added Tax (VAT)

Output value added tax related to sales of goods (work performance, services provision) is payable to the tax authorities upon delivery of the goods (work, services) or property rights to customers. Input VAT on goods and services purchased (received) is generally recoverable against output VAT. VAT related to sales/purchases and services provision/ receipts which have not been settled at the balance sheet date (VAT deferred) is recognized in the balance sheet on a gross basis and disclosed separately within current assets and current liabilities.

Where a credit loss provision has been made, a loss is recorded for the gross amount of the debt, including VAT. As of September 30, 2026 and December 31, 2025 there was no allowance for credit losses.

Property, Plant and Equipment, Net

*Owned Assets*

Items of property, plant and equipment are stated at acquisition cost less accumulated depreciation and adjustments for impairment losses. The cost of self-constructed assets includes the cost of materials, direct labor and an appropriate portion of production overheads directly related to construction of assets. Property, plant and equipment also include assets under construction and plant and equipment awaiting installation.

Where an item of property, plant and equipment comprises major components having different useful lives, they are accounted for as separate items of property, plant and equipment.

*Subsequent Expenditures*

Expenditures incurred to replace a component of an item of property, plant and equipment that is accounted for separately are capitalized with the carrying amount of the component subject to depreciation. Other subsequent expenditures are capitalized only when they increase the future economic benefits embodied in an item of property, plant and equipment. All other expenditures are recognized as expenses in the consolidated statement of income as incurred.

*Capitalized Interest*

Interest costs are capitalized against qualifying assets as part of property, plant and equipment. Such interest costs are capitalized over the period during which the asset is being acquired or constructed and borrowings have been incurred. Capitalization ceases when construction is interrupted for an extended period or when the asset is substantially complete. Further interest costs are charged to the statement of income.

Where funds are borrowed specifically for the purpose of acquiring or constructing a qualifying asset, the amount of interest costs eligible for capitalization on that asset is the actual interest cost incurred on the borrowing during the period.

Where funds are made available from general borrowings and used for the purpose of acquiring or constructing qualifying assets, the amount of interest costs eligible for capitalization is determined by applying a capitalization rate to the expenditures on these assets.

*Depreciation and Amortization*

Depreciation is charged on a straight-line basis over the estimated remaining useful lives of the individual assets. Plant and equipment under financing leases and subsequent capitalized expenses are depreciated on a straight-line basis over the estimated remaining useful lives of the individual assets. Depreciation commences from the time an asset is put into operation. Depreciation is not charged on assets to be disposed of and land. For ease of reporting the Company has decided to calculate depreciation expense on a quarterly basis. The range of the estimated useful lives, in years, is as follows:

| | |
|---|---|
| Fixtures, fittings, and equipment | 5 - 10 |
| Computers | 3 - 5 |
| Improvements | 10 - 15 |

Impairment of Long-Lived Assets

The Company performs tests for impairment of assets where an impairment trigger has been identified. In accordance with the requirements of US GAAP, management first compares the carrying amount with the undiscounted cash flows. If the carrying amount is lower than the undiscounted cash flows, no impairment loss is recognized. If the carrying amount is higher than the undiscounted cash flows, an impairment loss is measured as the difference between the carrying amount and fair value.

For the purposes of impairment testing, a long-lived asset or asset group represents the lowest level for which management can separately identify cash flows that are largely independent of the cash flows of other assets and liabilities. Management combines the assets of different entities which operate together performing different stages of the production of finished goods. As of September 30, 2026 and December 31, 2025, the Company has determined that there is no impairment of long-lived assets.

Social Insurance and Provident Fund Benefits

The Company follows the Social Insurance and Provident Fund legislations of the TRNC where the Company operates. Contributions to the TRNC Social Insurance Scheme by the employer are calculated as a percentage of current gross salaries and to the provident Fund at 5% of the gross salaries. Such contributions are expensed as incurred.

Borrowing Activities

The Company's general-purpose funding is principally obtained from short-term and long-term borrowings. Borrowings are carried at the principal amount borrowed, not of unamortized discounts or premiums.

Commitments and Contingencies

Contingent liabilities, arising from claims, assessments, litigation, fines, penalties and other sources are recorded when it is probable that a liability can be assessed and the amount of the assessment and/or remediation can be reasonably estimated.

Income Tax

Income taxes are accounted for under the asset and liability method. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to temporary differences between the consolidated financial statement carrying amounts of existing assets and liabilities and their respective tax bases and operating loss and tax credit carry-forwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to be applied to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period when a different tax rate is enacted.

Pursuant to the provisions of FASB ASC 740, *Income Taxes*, the Company provides valuation allowances for deferred tax assets for which it does not consider realization of such assets to be more likely than not. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income during the periods in which those temporary differences become deductible. Management considers the historical taxable income generation, projected future taxable income, the reversal of existing deferred tax liabilities and tax planning strategies in making this assessment.

The Company does not calculate deferred taxes in respect of temporary differences associated with investments in subsidiaries and associates.

The Company accounts for uncertain tax positions and reflects liabilities for unrecognized income tax benefits together with corresponding interest and penalties in the consolidated statement of income as income tax expense. As of September 30, 2026 and December 31, 2025, there were no significant deferred tax assets or liabilities.

Preferred Stock

The Company applies the accounting standards for distinguishing liabilities from equity when determining the classification and measurement of its preferred stock. Preferred shares subject to mandatory redemption are classified as liability instruments and are measured at fair value. Conditionally redeemable preferred shares (including preferred shares that feature redemption rights that are either within the control of the holder or subject to redemption upon the occurrence of uncertain events not solely within the Company's control) are classified as temporary equity. At all other times, preferred shares are classified as stockholders' equity.

Dividends

Dividends are recognized as a liability in the period in which they are declared.

Revenue Recognition

Revenue is recognized in accordance with the FASB ASC 606, *Revenue from Contracts with Customers*. The sale of goods and services rendered are recognized in the consolidated statement of income when control of the performance obligations is transferred to the customer.

In determining the appropriate amount of revenue to be recognized as it fulfills its obligations under its agreements, the Company performs the following steps in accordance with FASB ASC 606 (i) identification of the promised goods or services in the contract; (ii) determination of whether the promised goods or services are performance obligations including whether they are distinct in the context of the contract; (iii) measurement of the transaction price, including the constraint on variable consideration; (iv) allocation of the transaction price to the performance obligations based on estimated selling prices; and (v) recognition of revenue when (or as) the Company satisfies each performance obligation.

Interest Income

Interest income is recognized in the consolidated statement of income as it is earned.

Interest Expense

All interest and other costs incurred in connection with borrowings are expensed as incurred as part of interest expense, except for interest which is incurred on construction projects and capitalized.

Non-Cash Transactions

Non-cash settlements represent offset transactions between customers and suppliers when exchange equivalents are defined and goods are shipped between the parties without exchange of cash. The related sales and purchases are recorded in the same manner as cash transactions. The fair market value for such transactions is based on the value of similar transactions in which monetary consideration is exchanged with a third party. Purchases of property, plant and equipment under financing lease arrangements are also recognized as non-cash transactions. There were no non-cash transactions for the nine months ended September 30, 2026 and the year ended December 31, 2025.

Segment Reporting

According to FASB ASC 280, *Segment reporting*, segment reporting follows the internal organizational and reporting structure of the Company. The Company's organization comprises four reportable segments.

**Note 4 – Cash and Cash Equivalents**

| | September 30, 2026 | December 31, 2025 |
|---|---|---|
| Cash Reserves | $ 403,179 | $ 403,286 |
| Cash - Turkish Lira | 43,367 | 48,329 |
| Cash - Euro | 380,293 | 374,180 |
| Cash - Sterling | 592,436 | 536,120 |
| Cash - USD | 566,666 | 460,181 |
| Deposits - Turkish Lira | 24,480 | 22,300 |
| Deposits - Sterling | 2,340 | 1,016 |
| Deposits - Euro | 2,930 | 2,020 |
| Deposits - US Dollars | 86,720 | 47,065 |
| | $ 2,102,411 | $ 1,894,497 |

**Note 5 – Value Added Tax**

Value Added Tax ("VAT") represents excess of input tax (tax on acquisition of assets and expenses) over output tax (tax on income). General rate of VAT in TRNC is 10%, however, on fee income and most expenses the rate is 16%. Corporate tax was not computed for an interim period.

**Note 6 – Property, Plant and Equipment, Net**

| | September 30, 2026 | December 31, 2025 |
|---|---|---|
| Property, office equipment and computers | $ 22,284,188 | $ 20,758,744 |
| Accumulated depreciation | (668,190) | (657,305) |
| | $ 21,615,998 | $ 20,101,439 |

During the nine months ended September 30, 2026, the Company recorded depreciation and amortization expense in the amount of $120,359.

## Note 7 – Accounts Payable and Other Liabilities

| | September 30, 2026 | December 31, 2025 |
|---|---|---|
| Trade accounts payable | $ 108,380 | $ 143,924 |
| Social security contributions | 18,315 | 25,799 |
| | $ 126,695 | $ 169,723 |

## Note 8 – Corporation Tax

In TRNC the corporate profit tax rate is 10%. In addition to the Corporation Tax liability, corporations that are specified under the Corporations Tax Law have to withhold income tax at source at a standard rate of 15% on the net chargeable income after corporation tax is deducted. The effective composite tax rate becomes 23.5%.

## Note 9 – Commitments and Contingencies

Litigation

The Company, in the ordinary course of business, is not subject to, or party to, any pending or threatened legal action.

Environmental Matters

The Company periodically evaluates its obligations under environmental regulation. As obligations are determined, they are recognized immediately.

## Note 10 – Stockholders' Equity

Common Stock

During the three months ended September 30, 2026, the Company issued 1,858,500 shares of common stock for aggregate proceeds of $37,421. The shares were issued for cash at prices ranging from $0.015 to $0.025 per share.

The Company had 162,790,344 shares issued and 118,930,434 shares outstanding as of September 30, 2026. The Company had 160,931,844 shares issued and 117,071,934 shares outstanding as of December 31, 2025.

Series A Preferred Stock

The Company has a class of Preferred Stock designated as Series A Preferred Stock (the "Series A Preferred"). The rights of the Series A Preferred are set forth in the Certificate of Designation of Rights, Preferences and Privileges of Series A Preferred Stock (the "Series A Certificate of Designation"). A total of 1,000,000 shares of Series A Preferred are authorized for issuance under the Certificate of Designation. The shares of Series A Preferred have a stated value of $0.001 per share. The Shares of Series A Preferred Stock may be converted into such number of shares of the Corporation's Common Stock as shall be equal to approximately Ninety-Two Percent (92.00%) of the Corporation's then outstanding shares of the Corporation's Common Stock immediately preceding the date of said conversion but after deducting five hundred (500) shares of the Company's Common Stock from that amount.

Holders of the Series A Preferred are entitled to dividends on an as-if-converted basis in the same form as any dividends actually paid on shares of common stock.

Except as otherwise provided by law, each share of Series A Preferred Stock shall be entitled, on all matters on which any of the shareholders are required or permitted to vote, to one thousand (1,000) votes per share.

As of September 30, 2026, no shares of Series A Preferred Stock have been converted into shares of common stock.

Dividends

Dividends are paid on common stock at the recommendation of the Board of Directors and approval at a General Stockholders' Meeting. Profits available for distribution to stockholders in respect of any reporting period are determined by reference to the statutory consolidated financial statements of the Company.

As the Company is in its development stage, no dividends were declared for the nine months ended September 30, 2026 and 2025.

**Note 11 – Earnings Per Share**

| | For the Nine Months Ended September 30, 2026 | For the Nine Months Ended September 30, 2025 |
|---|---|---|
| Weighted average number of shares | | |
| - Basic | 117,304,383 | 117,071,934 |
| - Diluted | 225,223,955 | 224,777,653 |
| Net income (period ended) | $ 1,966,949 | $ 2,378,222 |
| Net earnings per share | | |
| - Basic | $ 0.017 | $ 0.020 |
| - Diluted | $ 0.009 | $ 0.011 |

Basic net earnings per share of common stock is calculated by dividing net income by the weighted average number of shares of common stock outstanding during the reporting period.

## Note 12 – Financial Instruments

The fair value of financial instruments is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants.

The Company's management believes that the carrying values of cash, trade and other receivables, trade and other payables and short-term loans approximate to a reasonable estimate of their fair value due to their short-term maturities.

## Note 13 – Risks and Uncertainties

TRNC's economy continues to display characteristics of a small island economy. These characteristics include exceptionally high inflation. The legal, tax and regulatory frameworks continue to develop and are subject to varying interpretations.

The future economic direction of the TRNC is largely dependent upon the effectiveness of economic, financial, and monetary measures undertaken by the Government, together with tax, legal, regulatory and political developments. Management believes it is taking all the necessary measures to support the sustainability and growth of the Company's business with an interest of evaluating new lines of business.

Operating Environment of the Company

The political and economic turmoil witnessed in the region, including the developments in the Middle East and Africa from which the Company's income is substantially from, as well as global impacts, may prove to have a negative impact for the foreseeable future. Although the TRNC remains an unrecognized de-facto state, the global economic downturn is expected to have a negative impact on the economy of the TRNC. At the moment, despite global and regional concerns, the TRNC economy continues to attract foreign investment in tourism, university sectors and the 3rd age tourism in particular with an increasing amount of foreign workers arriving into the island under work permits. These and other events may have a significant impact on the Company's operations and financial position, the effect of which is difficult to predict.

The major financial risks inherent to the Company's operations are those related to market risk, credit risk and liquidity risk. The objectives of the financial risk management function are to establish risk limits, and then ensure that exposure to risks stays within acceptable limits.

Other Identified Risks

a) Market risk

Market risk is the risk that the fair value of future cashflows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises of three types of risk: interest rate risk, foreign currency risk and commodity price risk

*(i)* Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The risk of changes in market interest rates relates primarily to long-term debt obligations with floating interest rates. However, for the nine months ended September 30, 2026 and the year ended December 31, 2025, the Company has no long-term debt obligations.

*(ii)* Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates.

The operations of the Company in TRNC is in Turkish Lira and its fee income from Middle East operations in Euros are exposed to currency risks when reporting currency in US Dollars.

*(iii)* Commodity price risk

Commodity price risk is a risk arising from possible shortage of raw materials or changes in price of raw materials and metal products, and their impact on the Company's future performance and the Company's operational results.

For the nine months ended September 30, 2026 and the year ended December 31, 2025 the Company had no production activities.

b) Credit risk

Credit risk is the risk when counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss.

The Company is exposed to credit risk from its operating activities (primarily for trade receivables) and from its financing activities, including deposits with banks and financial institutions, foreign exchange transactions and other financial instruments. Customer credit risk is managed by each business unit subject to the Company's established policy, procedures and control relating to customer credit risk management.

The Company structures the levels of credit risk it undertakes by assessing the degree of risk for each counterparty or groups of parties. Such risks are monitored on an ongoing basis and are subject to a quarterly, or more frequent, review.

The Company's management reviews aging analysis of outstanding trade receivables and follows up on past due balances.

c) Liquidity risk

Liquidity risk is the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities. The Company is exposed to daily calls on its available cash resources.

The Company monitors its risk to a shortage of funds using a regular cash flow forecast. The Company's objective is to maintain a balance between continuity of funding and flexibility through the use of bank overdrafts. To provide for sufficient cash balances required for settlement of its obligations in time the Company uses cash flow forecasting instruments.

**Note 14 – Related Party Transactions**

Related parties relationships are determined with reference to FASB ASC 850, *Related Party Disclosure*s. Balances as of September 30, 2026 and December 31, 2025 with related parties of the Company consist of the following:

a) Sales to and purchases from related parties

*(i) Income*

There was no income from related parties for the nine months ended September 30, 2026 and 2025.

*(ii) Advances*

There were no advances given to related parties as of September 30, 2026 and December 31, 2025.

Advances received from related parties were $86,890 and $260,988 as of September 30, 2026 and December 31, 2025, respectively.

b) Financial transactions

*(i)* Loans provided to certain subsidiaries of the Company by the stockholder and accounted for under non-current assets, amounted to $2,029,002 as of September 30, 2026 and December 31, 2025, respectively.

*(ii)* Receivables from related parties accounted for under non-current assets amounted to $1,365,147 and $1,303,118 as of September 30, 2026 and December 31, 2025, respectively.

**Note 15 – Events of Note**

As part of the Company diversifying its business activities, particular focus is being given to consolidating and developing the Company’s position in areas such as the pharmaceutical sector, the 3rd Age Tourism (Retirement Sectors) sector as well as acquisition of existing or developing sites for petrol stations, focusing on offering innovation and incubation opportunities for young graduates and entrepreneurs.

The Company set aside $750,000 USD to finance the process of pursuing a listing on Nasdaq, including paying for the necessary fee structure. This amount has been recorded as Designated use cash on the accompanying balance sheet as of September 30, 2026 and December 31, 2025.

## Note 16 – Subsequent Events

Management has evaluated subsequent events through the date of the consolidated financial statements, the date that the consolidated financial statements were available to be issued, and has determined that no material transactions have occurred that would warrant disclosure in the consolidated financial statements.