

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines



MCAP Inc.

390 N. Orange Avenue, 28th Floor

Orlando, FL 32801

(407) 205-1860

www.mcaptech.com

info@mcaptech.com

SIC Code:7371

Annual Report

For the Period Ending: December 31, 2022
(the "Reporting Period")

As of December 31, 2022, the number of shares outstanding of our Common Stock was: 23,239,938.

As of September 30, 2022, the number of shares outstanding of our Common Stock was: 23,239,938.

As of June 30, 2022, the number of shares outstanding of our Common Stock was: 23,239,938.

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

Yes: ☐ No: ☒

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

Yes: ☐ No: ☒

Indicate by check mark whether a Change in Control¹ of the company has occurred over this reporting period:

Yes: ☐ No: ☒

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

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

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

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

Current Name of Issuer: MCAP Inc. ("MCAP")

Name Used by Predecessor Entity: MetaCap Inc.

Date of Name Change: February 18, 2022

Name(s) Used by Predecessor Entity: (i) Mango Capital Inc. until October 4, 2021; (ii) MangoSoft, Inc. until January 25, 2011 (iii) First American Clock Co. ("First American") incorporated under the laws of the State of Nevada on May 17, 1995.

The state of incorporation or registration of the issuer and of each of its predecessors (if any) during the past five years; Please also include the issuer's current standing in its state of incorporation (e.g., active, default, inactive):

Incorporated and registered in the State of Nevada- Current Standing Active

Describe any trading suspension orders issued by the SEC concerning the issuer or its predecessors since inception: None.

List any stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization either currently anticipated or that occurred within the past 12 months: None.

The address(es) of the issuer's principal executive office: 390 N. Orange Avenue, 28th Floor Orlando, FL 32801

The address(es) of the issuer's principal place of business: 390 N. Orange Avenue, 28th Floor Orlando, FL 32801

Check box if principal executive office and principal place of business are the same address: ☒

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

Yes: ☐

No: ☒

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

Not Applicable

2) Security Information

Trading symbol: MCAP

Exact title and class of securities outstanding: Common Stock of MCAP

CUSIP: 562694208
Par or stated value: \$0.001
Total shares authorized: 250,000,000 as of date: December 31, 2022
Total shares outstanding: 23,239,938 as of date: December 31, 2022
Number of shares in the Public Float²: 10,155,870 as of date: December 31, 2022
Total number of shareholders of record: 502 as of date: December 31, 2022

All additional class(es) of publicly traded securities (if any): None

Trading symbol: _____
Exact title and class of securities outstanding: _____
CUSIP: _____
Par or stated value: _____
Total shares authorized: _____ as of date: _____
Total shares outstanding: _____ as of date: _____

Transfer Agent

Name: Computershare Investor Services
Phone: (201) 680-4236
Email: Marleen.Grandeson-Mills@computershare.com
Address: 480 Washington Boulevard, 26th Floor, Jersey City, NJ 07310

Is the Transfer Agent registered under the Exchange Act?³ Yes: ☒ No: ☐

² "Public Float" shall mean the total number of unrestricted shares not held directly or indirectly by an officer, director, any person who is the beneficial owner of more than 10 percent of the total shares outstanding (a "control person"), or any affiliates thereof, or any immediate family members of officers, directors and control persons.

³ To be included in the Pink Current Information tier, the transfer agent must be registered under the Exchange Act.

3) Issuance History

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

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

A. Changes to the Number of Outstanding Shares

Check this box to indicate there were no changes to the number of outstanding shares within the past two completed fiscal years and any subsequent periods: ☐

Shares Outstanding as of Second Most Recent Fiscal Year End: <u>Opening Balance</u>			*Right-click the rows below and select "Insert" to add rows as needed.						
Date: <u>Dec 31, 2022</u> Common: 23,239,938 Preferred: N/A									
Date of Transaction	Transaction type (e.g. new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to (entities must have individual with voting / investment control disclosed).	Reason for share issuance (e.g. for cash or debt conversion) -OR- Nature of Services Provided	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
3/31/21	<u>New Issuance</u>	500,000	<u>Common</u>	<u>\$0.01</u>	<u>No</u>	Charles K. Montecino	Accounting	<u>Unrestricted</u>	<u>Exempt</u>
3/31/21	<u>New Issuance</u>	200,000	<u>Common</u>	<u>\$0.01</u>	<u>No</u>	Lex Latkovski	Consulting	<u>Unrestricted</u>	<u>Exempt</u>
3/31/21	<u>New Issuance</u>	100,000	<u>Common</u>	<u>\$0.01</u>	<u>No</u>	Marissa Josephick	Consulting	<u>Unrestricted</u>	<u>Exempt</u>
3/31/21	<u>New Issuance</u>	50,000	<u>Common</u>	<u>\$0.01</u>	<u>No</u>	James Josephick	Consulting	<u>Unrestricted</u>	<u>Exempt</u>
3/31/21	<u>New Issuance</u>	50,000	<u>Common</u>	<u>\$0.01</u>	<u>No</u>	Benjamin Josephick	Consulting	<u>Unrestricted</u>	<u>Exempt</u>
3/31/21	<u>New Issuance</u>	50,000	<u>Common</u>	<u>\$0.01</u>	<u>No</u>	Beckham Josephick	Consulting	<u>Unrestricted</u>	<u>Exempt</u>
3/31/21	<u>New Issuance</u>	100,000	<u>Common</u>	<u>\$0.01</u>	<u>No</u>	Peter J. Bradian	Consulting	<u>Unrestricted</u>	<u>Exempt</u>
3/31/21	<u>New Issuance</u>	200,000	<u>Common</u>	<u>\$0.01</u>	<u>No</u>	Gianna McMaster	Consulting	<u>Unrestricted</u>	<u>Exempt</u>
3/31/21	<u>New Issuance</u>	500,000	<u>Common</u>	<u>\$0.01</u>	<u>No</u>	Marcella Brean	Consulting	<u>Unrestricted</u>	<u>Exempt</u>
3/31/21	<u>New Issuance</u>	50,000	<u>Common</u>	<u>\$0.01</u>	<u>No</u>	Megan Ragonese	Consulting	<u>Unrestricted</u>	<u>Exempt</u>
3/31/21	<u>New Issuance</u>	350,000	<u>Common</u>	<u>\$0.01</u>	<u>No</u>	John Jacobs	Consulting	<u>Unrestricted</u>	<u>Exempt</u>
3/31/21	<u>New Issuance</u>	250,000	<u>Common</u>	<u>\$0.01</u>	<u>No</u>	Brooke Pagano	Consulting	<u>Unrestricted</u>	<u>Exempt</u>
3/31/21	<u>New Issuance</u>	500,000	<u>Common</u>	<u>\$0.01</u>	<u>No</u>	Charles K. Montecino	Accounting	<u>Unrestricted</u>	<u>Exempt</u>
5/6/2021	<u>Cancellation</u>	-1,000,000	<u>Common</u>	<u>\$0.01</u>	<u>No</u>	Peter J. Bradian	Consulting	<u>Unrestricted</u>	<u>Exempt</u>
5/6/2021	<u>New Issuance</u>	100,000	<u>Common</u>	<u>\$0.01</u>	<u>No</u>	Gianna McMaster	Consulting	<u>Unrestricted</u>	<u>Exempt</u>
5/6/2021	<u>New Issuance</u>	100,000	<u>Common</u>	<u>\$0.01</u>	<u>No</u>	Megan Ragonese	Consulting	<u>Unrestricted</u>	<u>Exempt</u>

5/6/2021	<u>New Issuance</u>	100,000	<u>Common</u>	<u>\$0.01</u>	<u>No</u>	Brooke Pagano	Consulting	<u>Unrestricted</u>	<u>Exempt</u>
8/6/2021	<u>New Issuance</u>	1,000,000	<u>Common</u>	<u>\$0.01</u>	<u>No</u>	Peter J. Bradian	Consulting	<u>Unrestricted</u>	<u>Exempt</u>
8/6/2021	<u>New Issuance</u>	25,000	<u>Common</u>	<u>\$0.01</u>	<u>No</u>	Gianna McMaster	Consulting	<u>Unrestricted</u>	<u>Exempt</u>
8/6/2021	<u>New Issuance</u>	100,000	<u>Common</u>	<u>\$0.01</u>	<u>No</u>	Megan Ragonese	Consulting	<u>Unrestricted</u>	<u>Exempt</u>
8/6/2021	<u>New Issuance</u>	25,000	<u>Common</u>	<u>\$0.01</u>	<u>No</u>	Brooke Pagano	Consulting	<u>Unrestricted</u>	<u>Exempt</u>
8/6/2021	<u>New Issuance</u>	80,000	<u>Common</u>	<u>\$0.01</u>	<u>No</u>	Diane Bowers	Consulting	<u>Unrestricted</u>	<u>Exempt</u>
8/6/2021	<u>New Issuance</u>	10,000	<u>Common</u>	<u>\$0.01</u>	<u>No</u>	Kimberly Yerkey	Consulting	<u>Unrestricted</u>	<u>Exempt</u>
8/6/2021	<u>New Issuance</u>	10,000	<u>Common</u>	<u>\$0.01</u>	<u>No</u>	Roger Yerkey	Consulting	<u>Unrestricted</u>	<u>Exempt</u>
8/6/2021	<u>New Issuance</u>	10,000	<u>Common</u>	<u>\$0.01</u>	<u>No</u>	Justin Wilcox	Consulting	<u>Unrestricted</u>	<u>Exempt</u>
8/6/2021	<u>New Issuance</u>	10,000	<u>Common</u>	<u>\$0.01</u>	<u>No</u>	Daniel Wilcox	Consulting	<u>Unrestricted</u>	<u>Exempt</u>
8/6/2021	<u>New Issuance</u>	10,000	<u>Common</u>	<u>\$0.01</u>	<u>No</u>	Brittany Bowers	Consulting	<u>Unrestricted</u>	<u>Exempt</u>
8/6/2021	<u>New Issuance</u>	10,000	<u>Common</u>	<u>\$0.01</u>	<u>No</u>	Thomas Bowers, Jr.	Consulting	<u>Unrestricted</u>	<u>Exempt</u>
8/6/2021	<u>New Issuance</u>	10,000	<u>Common</u>	<u>\$0.01</u>	<u>No</u>	Kelsey Thompson	Consulting	<u>Unrestricted</u>	<u>Exempt</u>
8/6/2021	<u>New Issuance</u>	10,000	<u>Common</u>	<u>\$0.01</u>	<u>No</u>	Willow Elise Bowers	Consulting	<u>Unrestricted</u>	<u>Exempt</u>
8/6/2021	<u>New Issuance</u>	10,000	<u>Common</u>	<u>\$0.01</u>	<u>No</u>	Eric Crumb	Consulting	<u>Unrestricted</u>	<u>Exempt</u>
8/6/2021	<u>New Issuance</u>	10,000	<u>Common</u>	<u>\$0.01</u>	<u>No</u>	Jennifer Crumb	Consulting	<u>Unrestricted</u>	<u>Exempt</u>
8/6/2021	<u>New Issuance</u>	10,000	<u>Common</u>	<u>\$0.01</u>	<u>No</u>	Celeste Crumb	Consulting	<u>Unrestricted</u>	<u>Exempt</u>
8/6/2021	<u>New Issuance</u>	10,000	<u>Common</u>	<u>\$0.01</u>	<u>No</u>	Noah Crumb	Consulting	<u>Unrestricted</u>	<u>Exempt</u>
8/6/2021	<u>New Issuance</u>	10,000	<u>Common</u>	<u>\$0.01</u>	<u>No</u>	Lilah Crumb	Consulting	<u>Unrestricted</u>	<u>Exempt</u>
8/6/2021	<u>New Issuance</u>	200,000	<u>Common</u>	<u>\$0.01</u>	<u>No</u>	Marcella Brean	Consulting	<u>Unrestricted</u>	<u>Exempt</u>
8/6/2021	<u>New Issuance</u>	150,000	<u>Common</u>	<u>\$0.01</u>	<u>No</u>	Sarah Boldin	Consulting	<u>Unrestricted</u>	<u>Exempt</u>
8/6/2021	<u>New Issuance</u>	150,000	<u>Common</u>	<u>\$0.01</u>	<u>No</u>	Daniel H. Brean	Consulting	<u>Unrestricted</u>	<u>Exempt</u>
8/6/2021	<u>New Issuance</u>	25,000	<u>Common</u>	<u>\$0.01</u>	<u>No</u>	Shaye Marie Atwood	Consulting	<u>Unrestricted</u>	<u>Exempt</u>
8/6/2021	<u>New Issuance</u>	25,000	<u>Common</u>	<u>\$0.01</u>	<u>No</u>	Ella Blair Atwood	Consulting	<u>Unrestricted</u>	<u>Exempt</u>
11/05/2021	<u>New Issuance</u>	22,000	<u>Common</u>	<u>\$3.56</u>	<u>No</u>	MCAP LLC	Acquisition	<u>Unrestricted</u>	<u>Exempt</u>
11/05/2021	<u>New Issuance</u>	4,836,400	<u>Common</u>	<u>\$3.56</u>	<u>No</u>	David Menn	Acquisition	<u>Unrestricted</u>	<u>Exempt</u>
11/05/2021	<u>New Issuance</u>	2,712,000	<u>Common</u>	<u>\$3.56</u>	<u>No</u>	Edward Barry	Acquisition	<u>Unrestricted</u>	<u>Exempt</u>
11/05/2021	<u>New Issuance</u>	2,712,000	<u>Common</u>	<u>\$3.56</u>	<u>No</u>	Brian Garrow	Acquisition	<u>Unrestricted</u>	<u>Exempt</u>
11/05/2021	<u>New Issuance</u>	2,712,000	<u>Common</u>	<u>\$3.56</u>	<u>No</u>	Erik Knudsen	Acquisition	<u>Unrestricted</u>	<u>Exempt</u>

11/05/2021	<u>New Issuance</u>	2,712,000	<u>Common</u>	<u>\$3.56</u>	<u>No</u>	William Dennis	Acquisition	<u>Unrestricted</u>	<u>Exempt</u>
11/05/2021	<u>New Issuance</u>	1,588,780	<u>Common</u>	<u>\$3.56</u>	<u>No</u>	Michael Franzese	Acquisition	<u>Unrestricted</u>	<u>Exempt</u>
11/05/2021	<u>New Issuance</u>	1,588,780	<u>Common</u>	<u>\$3.56</u>	<u>No</u>	Keith Cheshire	Acquisition	<u>Unrestricted</u>	<u>Exempt</u>
11/05/2021	<u>New Issuance</u>	1,414,760	<u>Common</u>	<u>\$3.56</u>	<u>No</u>	James Smyth	Acquisition	<u>Unrestricted</u>	<u>Exempt</u>
11/05/2021	<u>New Issuance</u>	1,136,780	<u>Common</u>	<u>\$3.56</u>	<u>No</u>	Andrew Schulman	Acquisition	<u>Unrestricted</u>	<u>Exempt</u>
11/05/2021	<u>New Issuance</u>	1,136,780	<u>Common</u>	<u>\$3.56</u>	<u>No</u>	David Lewin	Acquisition	<u>Unrestricted</u>	<u>Exempt</u>
11/05/2021	<u>New Issuance</u>	27,720	<u>Common</u>	<u>\$3.56</u>	<u>No</u>	Michael Lau	Acquisition	<u>Unrestricted</u>	<u>Exempt</u>
Shares Outstanding on Date of This Report <u>Ending Balance:</u> Date: <u>12/31/2022</u> Common: 23,239,938 Preferred: 0									

Example: A company with a fiscal year end of December 31st, in addressing this item for its current quarter ended, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2021, through the current quarter, pursuant to the tabular format above.

B. Debt Securities, Including Promissory and Convertible Notes Use the chart and additional space below to list and describe all outstanding promissory notes, convertible notes, convertible debentures, or any other debt instruments that may be converted into a class of the issuer's equity securities.

Check this box if there are no outstanding promissory, convertible notes or debt arrangements: ☒

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$) (Note1)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares) (Note 2)	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g. Loan, Services, etc.)
1/1/2019	1,000,000	1,000,000	0	1/1/2024	None- Fixed Rate Note	William Young Trust	General Corporate
1/1/2019	1,000,000	1,000,000	0	1/1/2024	None- Fixed Rate Note	David Menn*	General Corporate
1/1/2019	750,000	750,000	0	1/1/2024	None- Fixed Rate Note	Baader Bank	General Corporate
1/1/2019	500,000	500,000	0	1/1/2024	None- Fixed Rate Note	Zolessi Trust	General Corporate
1/1/2019	500,000	500,000	0	1/1/2024	None- Fixed Rate Note	Lynn Knudsen	General Corporate
1/1/2019	400,000	400,000	0	1/1/2024	None- Fixed Rate Note	Brian Garrow	General Corporate
1/1/2019	250,000	250,000	0	1/1/2024	None- Fixed Rate Note	Anne Canning	General Corporate
1/1/2019	100,000	100,000	0	1/1/2024	None- Fixed Rate Note	Keith Cheshire*	General Corporate
1/1/2019	50,000	50,000	0	1/1/2024	None- Fixed Rate Note	Edward Barry*	General Corporate
1/1/2019	50,000	50,000	0	1/1/2024	None- Fixed Rate Note	Greg Knudsen	General Corporate
1/1/2019	50,000	50,000	0	1/1/2024	None- Fixed Rate Note	Laura Wolf	General Corporate
1/1/2019	25,000	25,000	0	1/1/2024	None- Fixed Rate Note	David Lewin	General Corporate

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

Note 1: Interest Payments made December 31, 2022

Note 2: Fixed Rate Debt- non-convertible

Note 3: * Company Officer

4) Financial Statements

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

- ☒ U.S. GAAP
☐ IFRS

B. The financial statements for this reporting period were prepared by (name of individual)⁴:

Name: Greg Mullen
Title: CFO
Relationship to Issuer: Company CFO

Provide the financial statements described below for the most recent fiscal year or quarter. For the initial disclosure statement (qualifying for Pink Current Information for the first time) please provide reports for the two previous fiscal years and any subsequent interim periods.

- C. Balance Sheet;
- D. Statement of Income;
- E. Statement of Cash Flows;
- F. Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)
- G. Financial notes; and
- H. Audit letter, if audited

You may either (i) attach/append the financial statements to this disclosure statement or (ii) file the financial statements through OTCIQ as a separate report using the appropriate report name for the applicable period end. ("Annual Report," "Quarterly Report" or "Interim Report").

If you choose to publish the financial statements in a separate report as described above, you must state in the accompanying disclosure statement that such financial statements are incorporated by reference. You may reference the document(s) containing the required financial statements by indicating the document name, period end date, and the date that it was posted to OTCIQ in the field below. Financial Statements must be compiled in one document.

Financial statements are incorporated by reference.

Financial statement information is considered current until the due date for the subsequent report (as set forth in the qualifications section above). To remain qualified for Current Information, a company must post its Annual Report within 90 days from its fiscal year-end date and Quarterly Reports within 45 days of each fiscal quarter-end date.

5) Issuer's Business, Products and Services

The purpose of this section is to provide a clear description of the issuer's current operations. In answering this item, please include the following:

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

MCAP operates financial technology companies that focus on the rapidly changing and digitalization of the global financial markets. The Company targets opportunities that will provide efficiencies within the existing financial services industry. The Company also considers business acquisitions or partnerships that increase shareholder value.

Please list any subsidiaries, parents, or affiliated companies.

The Company currently has three wholly owned operating subsidiaries, MCAP Technologies LLC, MBIT LLC and MCAP LLC.

B. Describe the issuers' principal products or services.

Electronic Securities Market Making, Computer Software, Digital Assets and Financial Technology.

⁴ The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS by persons with sufficient financial skills.

6) Issuer's Facilities

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

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

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

The Company's principal place of business and the principal executive offices are located at 390 N. Orange Avenue, 28th Floor, Orlando, FL 32801. The Company has additional offices located at: 1633 Broadway, 28th Floor, New York, NY 10019; 427 Bedford Road, Pleasantville, NY 10570; and Basildon House 7-11 Moorgate London, UK EC2R 6AF. All space is leased with terms ranging from one (1) to ten (10) years.

7) Company Insiders (Officers, Directors, and Control Persons)

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

Using the tabular format below, please provide information, as of the period end date of this report, regarding any person or entity owning 5% or more of any class of the issuer's securities, as well as any officer, and any director of the company, or any person that performs a similar function, regardless of the number of shares they own. **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 in the note section.**

Name of Officer/Director or Control Person	Affiliation with Company (e.g., Officer Title /Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Note
David Menn	CEO & Board Member	Chappaqua, NY	4,836,400	Common	20.8%	
Edward Barry	Managing Director & Board Member	Winter Park, FL	2,712,000	Common	11.7%	
Brian Garrow	Managing Director	Winter Park, FL	2,712,000	Common	11.7%	
Erik Knudsen	Managing Director	Maitland, FL	2,712,000	Common	11.7%	
William Dennis	President & Board Member	Orlando, FL	2,712,000	Common	11.7%	
Michael Franzese	Managing Director & Board Member	N. White Plains, NY	1,588,780	Common	6.8%	
Keith Cheshire	Managing Director	Winter Springs, FL	1,588,780	Common	6.8%	
James Smyth	Managing Director	Manhasset, NY	1,414,760	Common	6.1%	

Note 1:

Note 2:

Note 3:

8) Legal/Disciplinary History

A. Please identify whether any of the persons or entities listed above have, in the past 10 years, been the subject of:

1. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);

No

2. 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, or banking activities;

No

3. A finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated; or

No

4. The entry 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.

No

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 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

9) Third Party Providers

Please provide the name, address, telephone number and email address of each of the following outside providers:

Securities Counsel

Name: Wolfgang Heimerl, Esq.
Firm: Heimerl Law Firm
Address 1: 32 Dumont Road, P.O. Box 9640
Address 2: Far Hills, NJ 07931
Phone: (908) 470-0200
Email: wolfgang@heimerllawfirm.com

General Outside Counsel

Name: David Schrader, Esq.
Firm: Paykin, Krieg, & Adams LLP
Address 1: 155 East 44th Street, 6th Floor
Address 2: 10 Grand Central, New York, NY 10017
Phone: (212) 725-4423
Email: dschrader@pka-law.com

Accountant or Auditor

Name: Derek Webb, CPA
Firm: Liggett & Webb, P.A.
Address 1: 1901 S. Congress Avenue, Suite 110
Address 2: Boynton Beach, FL 33426
Phone: (561) 752-1721
Email: info@lvwcap.com

Firm: Assurance Dimensions
Address 1: 4920 W Cypress Street #102
Address 2: Tampa, FL 33607
Phone: (813) 443-5048
Email: maryrose.aw@aduscpa.com

Investor Relations:

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

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) or consultant(s) or provided assistance or services to the issuer during the reporting period.

Name: Donovan Billings CPA
Firm: DTB Tax
Nature of Services: Accounting & Tax Services
Address 1: 39 Main Street
Address 2: Salem, NH 03079
Phone: (603) 635-9308
Email: donovan@dtbtax.com

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, David Menn, certify that:

1. I have reviewed this Quarterly Disclosure Statement of MCAP 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: February 16, 2023

Signature: "/s/ [David Menn]"

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

Principal Financial Officer:

I, Gregory Mullen, certify that:

1. I have reviewed this Quarterly Disclosure Statement of MCAP 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: February 16, 2023

Signature: "/s/ [Gregory Mullen]"

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



MCAP Inc.
Consolidated Balance Sheet
As of December 31, 2022

ASSETS

Cash and Equivalents	24,137,906
Securities Sold and Not Yet Settled	184,701,004
Securities Owned and other Marketable Instruments	1,216,684,326
Prepaid Expenses and Other Current Assets	4,562,431
Fixed Assets, net	411,478
TOTAL	1,430,497,145

LIABILITIES:

Securities Sold Short	1,376,310,880
Notes Payable	6,500,000
Accounts Payable and Accrued Liabilities	16,042,289
Securities Purchased not yet Settled	11,825,557
TOTAL	1,410,678,726

Stockholders' Equity	19,818,419
Total Liabilities and Members' Equity	1,430,497,145



MCAP Inc.
Consolidated Income Statement

<u>Operating Revenues</u>	Q4 2022	YTD 2022
Principal Transactions & Execution Services	22,727,483	73,049,596
Advisory Fees	15,000	575,000
Interest and Dividends	14,163,206	28,665,335
Market Data Sales	24,000	44,000
Other	154,562	215,104
TOTAL	37,084,251	102,549,035

<u>Operating Expenses</u>		
Compensation and Benefits	8,064,317	25,235,284
Clearing, Execution and related expenses	6,878,228	23,804,277
Communication and Market Data	777,040	2,648,145
Occupancy	212,365	636,049
Professional Fees	198,796	617,981
Travel and Entertainment	121,860	310,908
Regulatory Fees	215,546	850,927
Margin Interest	926,459	2,386,762
Interest and Dividends	14,129,401	31,362,419
Depreciation and Amortization	21,239	75,160
Other	315,238	716,207
TOTAL	31,860,489	88,644,119

Net Income before Taxes	5,223,762	13,904,916
EBITDA	5,407,501	14,630,076
Income Taxes	1,351,137	3,521,476
Net Income	3,872,625	10,383,440

<u>Earnings Per Share</u>		
Basic	0.17	0.45
Diluted	0.17	0.45
Outstanding Shares - Fully Diluted	23,239,938	23,239,938



MCAP Inc.
Consolidated Statement of Change in Stockholders Equity
As of December 31, 2022

Balance at September 30, 2022	15,945,794
Capital Contributions	0
Capital Withdrawals	0
Net Income October - December 2022	3,872,625
Equity Beg. Balance adjustment	
Dividends Paid	0
Balance at December 31, 2022	19,818,419



MCAP Inc.
Consolidated Statement of Cash Flows
October 1 - December 31, 2022

Cash Flows from Operating Activities

Net Income	3,872,625
Adjustments to Reconcile Net Income to	
Net Cash Used in Operating Activities:	
Depreciation and Amortization	21,240
Amortization of Right-of-Use Asset	43,804
Changes in Operating Assets and Liabilities:	
Securities Owned and Other Marketable Instruments	(216,125,860)
Securities Sold Not Yet Settled	6,813,976
Due from Clearing Organization	(130,649,618)
Securities Purchased Not Yet Settled	0
Prepaid Expenses and Other Assets	(4,010,049)
Accounts Payable and Accrued Liabilities	386,038
Securities Sold Short	344,250,185
Net Cash Provided by Operating Activities	<u>4,602,341</u>

INVESTING ACTIVITIES

Equity Investment write-off	<u>0</u>
Net cash provided by investing activities	0

Cash Flows from Investing Activities:

Purchases of Fixed Assets	<u>(83,115)</u>
Net Cash Used in Investing Activities	<u>(83,115)</u>

Cash Flows from Financing Activities:

Operating Lease Liability	3,725,966
Capital Withdrawals	<u>0</u>
Net Cash Used in Financing Activities	<u>3,725,966</u>

Net Increase/(Decrease) in Cash **8,245,192**

Cash at 09/30/22 **15,892,714**

Cash at 12/31/22 **24,137,906**



MCAP INC. AND SUBSIDIARIES NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. Nature of Business and Operations

MCAP Inc. (hereinafter “the “Company” or “MCAP”).

On February 17, 2011, the Company’s stock symbol changed from MGOF to MCAP.

The Company had previously operated as a real estate holding company specializing in acquiring undervalued American land and complimentary operating businesses in promising markets. Prior to September 30, 2021, MCAP had completed the acquisition of 1,359 real estate properties in Colorado, Arkansas, Arizona, Texas, New Mexico, Nevada and Oklahoma. MCAP had acquired promising real property efficiently utilizing Company shares as currency and has opportunistically sold properties for cash and/or notes. With rare exception, the properties consisted of vacant land.

The Company had two non-operating subsidiaries, MangoSoft Intellectual Property, Inc. and MangoSoft Corporation. There have been no business operations in either subsidiary since 2014, and as such they have no impact on the Company’s financial statement presentation herein. The Company filed Certificates of Dissolution for each of these non-operating entities so as to not incur continued financial and regulatory compliance costs to keep these entities in existence. The entities were dissolved in Delaware on November 9, 2021.

On June 12, 2020, the US Small Business Administration (SBA) authorized (under Section 7(b) of the Small Business Act, as amended) a Loan (SBA Loan #2709967900) to the Company in the amount of forty-nine thousand and 00/100 Dollars (\$49,000.00). The loan terms require monthly payments to begin twelve months from the date of the promissory Note over a period of 30 years at an annual interest rate of 3.75%. The Note was paid in full in Q1 2022.

On March 8, 2021, MCAP announced that the Board of Directors decided to seek a merger partner; that MCAP believes that a combination with an existing operating business is in the best interests of MCAP shareholders; and that MCAP will be opportunistic with regard to the merger partner’s industry, so long as the integration generates value for its shareholders.

On September 8, 2021, MCAP filed Federal and state consolidated tax returns for the years 2015, 2016, 2017, 2018, 2019 and 2020. The 2015 tax returns included the final returns for the two non-operating subsidiaries, MangoSoft Intellectual Property, Inc. and MangoSoft Corporation, each of which are being dissolved by the filing of final tax returns and Certificates of Dissolution. There have been no business operations in either subsidiary since 2014 and as such they have no impact on the Company’s financial statement presentation herein.

On September 16, 2021, Unsecured Convertible Promissory Notes were issued to eleven separate accredited investors in exchange for a total of \$150,000. Accredited investors received a total of 50,000 Units, each Unit convertible into 200 Company Common Shares (a total of 10,000,000 common shares to be adjusted for any reverse stock splits and recapitalizations). The maturity date is January 1, 2023. The Note bears an annual interest rate of 5% for the first 18 months and 8% thereafter. As of September 30, 2021, there were no stock conversions, and the accrued balances of the notes was \$150,288.50.

On September 30, 2021, the Company completed the sale of all of its assets in exchange for cash and assumption of all liabilities of the Company, with the exception of an SBA Loan with an outstanding principal balance of \$52,319 and the Unsecured Convertible Promissory Note with a balance of \$150,288.50.

As of September 30, 2021, the Company had 250,000,000 common shares authorized and had 125,892,957 shares issued and outstanding.

Effective as of October 5, 2021, pursuant to SEC regulations, the Company’s name was changed to MCAP Inc. (hereinafter “the “Company” or “MCAP” or “MCAP”).

On October 4, 2021, the Company changed its name to MCAP Inc. The Company’s stock symbol remains MCAP.

On October 19, 2021, the Company entered into a Limited Liability Company Membership Interest Purchase Agreement for the purchase of one hundred percent (100%) of the limited liability company membership interests of MCAP Technologies LLC, a limited liability company organized and existing under the laws of the State of Delaware.

On October 19, 2021, the Company submitted a FINRA Notification covering the pending acquisition; name change to MCAP Inc. and its pending reverse stock split. The Company received approval from FINRA to proceed on November 9, 2021.

Effective November 9, 2021, the Company implemented a reverse split, issuing one share of MCAP Inc. stock for every 200 shares of the Company's stock. No fractional shares were issued. If the reverse stock split calculation resulted in the issuance of fractional share to a shareholder, the issuance for such shareholder was rounded up to the next whole share. Shares held in "street name" through a broker, bank or other nominee were treated identically as shares held by registered holders.

Effective November 10, 2021, the Company completed its acquisition of MCAP Technologies LLC and its two subsidiaries, MCAP LLC and MBIT LLC. MTEC equity holders became the majority shareholders of the combined company. Following the acquisition, the Company had approximately 23.2 million fully diluted shares outstanding. The combined company has three subsidiaries: MCAP Technologies LLC, MBIT LLC and MCAP LLC. MCAP Technologies LLC is a financial technology company that develops software utilized in various financial markets. MBIT LLC is a digital asset company focused on crypto-currency, DeFi protocols and blockchain integration in the global financial markets. MCAP LLC is an SEC-registered and FINRA member broker-dealer focused on electronic securities market making. MCAP LLC connects institutional investors, broker-dealers and companies to the global equity and fixed income markets. MCAP acts as a principal and utilizes proprietary technology to provide executable prices on various platforms, exchanges and market centers to improve market liquidity, to increase execution speed and to foster greater transparency. MCAP Technologies also provides institutional customers with customized trading solutions and unique global market access.

On January 3, 2022, the Unsecured Convertible Promissory Notes were exercised and are no longer outstanding.

On March 23, 2022, the Company received name change approval to MCAP Inc. from FINRA. The Company's stock symbol remains MCAP.

The current focus of MCAP Inc. is on technology-enhanced financial services. MCAP's underlying theme is the development of businesses that address the rapidly changing landscape of the global financial markets. The Company targets opportunities driven by digital financial technologies.

2. Summary of Significant Accounting Policies

Principles of Consolidation - The consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries after the elimination of all significant intercompany balances.

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 balance sheet dates. Actual results could differ from those estimates.

Cash and Equivalents - Cash and equivalents include cash on hand and cash deposited with banks.

Fair Value of Financial Instruments - FASB ASC 820 defines fair value, establishes a framework for measuring fair value, and establishes a fair value hierarchy which prioritizes the inputs to valuation techniques. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. A fair value measurement assumes that the transaction to sell the asset or transfer the liability occurs in the principal market for the asset or liability or, in the absence of a principal market, the most advantageous market. Valuation techniques that are consistent with the market, income or cost approach, as specified by FASB ASC 820, are used to measure fair value. The fair value hierarchy prioritizes the inputs to valuation techniques used to measure fair value into three broad levels. The financial instruments of the Company are reported in the statement of financial condition at fair values, or at carrying amounts that approximate fair values because of the short maturity of the instruments, except long-term notes payable, and subordinated borrowings, if any.

Net Capital Requirement - The Company's wholly owned subsidiary MCAP LLC is a registered broker-dealer and a market maker, and accordingly, is subject to the Securities and Exchange Commission Uniform Net Capital Rule (15c3-1), which requires the maintenance of a minimum net capital of 6-2/3% of aggregate indebtedness, as defined, or the minimum dollar amount of net capital required as a market maker, as defined, whichever is greater.

The clearing and depository operations for counterparties' securities transactions are provided by three clearing firms pursuant to fully disclosed clearing agreements with BofA Securities Inc. ("BofA", formerly Merrill Lynch Broadcort), Industrial and Commercial Bank of China Financial Services LLC ("ICBC"), and Mirae Asset Securities (USA), Inc. ("Mirae").

The Company has agreed to indemnify its clearing firms for losses that the clearing firms may sustain from counterparty accounts introduced by the Company. At December 31, 2021, there were no losses sustained in these counterparty

accounts. All activity is conducted on a DVP (Delivery vs. Payment) basis and, as such, no securities were owned by such counterparties at the Company's clearing firms.

Intangible Assets - Intangible assets consist of customer, vendor and independent contractor relationships, and service marks.

Revenue Recognition:

The Company adopted Accounting Standards Update ("ASU") 2014-09, *Revenue from Contracts with Customers* (Topic 606) as of January 1, 2018. Revenues from Proprietary Trading are outside of the scope of this pronouncement, therefore the adoption of this Standard did not have a material impact of the Firm's Statement of Operations, as it was limited to Agency (Fee) Income.

Principal Transactions on Securities Owned

Proprietary securities transactions in regular-way trades are recorded on the trade date, as if they had settled. Revenue arising from all securities transactions entered into for the account of the Company is recorded on a trade date basis.

Dividend Income and Dividend Expense are recorded on a settlement date basis.

Amounts receivable and payable for securities transactions that have not reached their contractual settlement date are recorded net, respective of each clearing firm, on the statement of financial condition. Securities are recorded at fair value in accordance with FASB ASC 820, Fair Value Measurement.

Technology, Execution Services, Data and Advisory Fee Income

Amounts include application software usage fees, data and advisory fees earned from providing commercial customers with services. Fees are recognized when the services have been performed.

Installment Sales - Land sold to purchasers under Company financing arrangements pay a down payment followed by monthly payments at specified interest rates and terms. Under such arrangements, the Company and the purchaser/borrower enter into a Contract for Deed ("CFD") that includes a promissory note, where the Company retains legal ownership to the property until all required payments have been received, when the ownership to the property is conveyed to the purchaser. As part of the November 10, 2021, acquisition, the Company divested itself of the CFDs which are no longer an asset of the Company.

Cost of Sales - Cost of sales consist of the (1) expenses incurred to pay third party commissioned selling entities, a negotiated percentage of sales, typically 20% of sales proceeds collected, and (2) cost of land sold as determined using first in, first out land inventory cost.

Cash and Equivalents - The Company considers all money market accounts, time deposits and certificate of deposits purchased with original maturities of three months or less to be cash equivalents.

Property and Equipment - Property and equipment are recorded at cost. Depreciation is provided on the straight-line method over the shorter of the estimated useful lives of the assets or the life of the lease.

Registered Agent Fees - The Company utilizes Computershare Investor Services as its transfer agent and expenses fees when due.

Interest Expense - The Company pays quarterly interest payments on unsecured notes pursuant to the terms of the MCAP Technologies Note due January 1, 2024. There were no payments required under the SBA loan; however, interest has been accrued.

Stock-Based Compensation - Some service providers have been compensated through issuance of Company stock. Those services are valued at \$0.01 per share of stock issued.

Net Loss Per Common Share - Basic net loss per common share is computed by dividing net loss applicable to common stockholders by the weighted average number of common shares outstanding during the period.

Diluted net loss per common share is computed by dividing net loss applicable to common stockholders by the weighted average number of shares issued and that could have been issued pursuant to the terms of the Unsecured Convertible Promissory Note. The Company has no stock option program so there can be no potential dilution resulting from the exercise of common stock options.

Net Gain Per Common Share - Basic net gain per common share is computed by dividing net gain applicable to common stockholders by the weighted average number of common shares outstanding during the period.

Diluted net gain per common share is computed by dividing net gain applicable to common stockholders by the weighted average number of shares issued and that could have been issued pursuant to the terms of the Unsecured Convertible Promissory Note. The Company has no stock option program so there can be no potential dilution resulting from the exercise of common stock options.

3. Income Taxes

ASC 740-10, Income Taxes prescribes a more-likely-than-not threshold of financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. This interpretation also provides guidance on de-recognition of income tax assets and liabilities, classification of current and deferred tax assets and liabilities, accounting for interest and penalties associated with tax positions, accounting for income taxes in interim periods and income tax disclosures. The Company has not had any uncertain tax positions requiring derecognition.

The Company is required to file its tax returns in the U.S. federal jurisdiction and in the states of Nevada (the Company's State of formation), New York and Florida. It is the Company's policy not to recognize interest or penalties for late filing unless and until imposed by a taxing authority. For the year ended December 31, 2022, no interest or penalties were recognized.

The 2015 tax returns included the final returns for the two non-operating subsidiaries, MangoSoft Intellectual Property, Inc. and MangoSoft Corporation, each of which have been dissolved by the filing of final tax returns and Certificates of Dissolution. There have been no business operations in either subsidiary since 2014 and as such they have no impact on the Company's financial statement presentation herein.

The Company may have federal and state tax net operating loss carryforwards available for future periods but has not accounted for any such carryforwards.

On September 8, 2021, MCAP filed Federal and state consolidated tax returns for the years 2015, 2016, 2017, 2018, 2019 and 2020. The tax returns showed no income taxes to be owed since net operating losses were incurred in all periods.

4. Stockholders' Equity

On July 12, 2020, the Company issued 3,000,000 shares of common stock for the acquisition of land and 800,000 shares of common stock in exchange for services rendered to the Company.

On March 13, 2021, the Company issued 1,900,000 shares of common stock (net of a 1,000,000 subsequent share cancellation on May 6, 2021) in exchange for services rendered to the Company.

On May 6, 2021, the Company issued 300,000 shares of common stock in exchange for services rendered to the Company.

On August 6, 2021, the Company issued 1,910,000 shares of common stock in exchange for services rendered to the Company. In November of 2021, the Company issued 12,600,000 shares of common stock for the acquisition of the membership interests in MCAP Technologies LLC.

5. Commitments and Contingencies

During this reporting period, the Company has not been subject to legal proceedings and claims that arise in the ordinary course of business including liabilities associated with land ownership such as environmental issues. The Company believes that should any such matters arise, they will not have a material adverse impact on the Company's financial position, results of operations or its cash flows.

6. Related Party Transactions

On May 29, 2018, the Company and Land Ho, Inc. entered into a land sale contract where Land Ho transferred ownership of a 640-acre section in Churchill County, Nevada in exchange for cash, shares of MCAP stock with the bulk of the purchase price secured by a promissory installment note with a term of 48 months requiring monthly payments of \$3,940.42. All required payments by the Company have been made on time. This land was sold and the mortgage assumed as of September 30, 2021.

The Company from time to time grants forgivable loans to certain key employees. These loans have maturities of up to 5 years and are amortized monthly. In 2019, MCAP Technologies LLC issued \$6.5mm Unsecured Notes maturing January 1, 2024. Certain officers of the company invested in the Notes, detailed in Section 3 of this disclosure statement.

7. Investments

In December 2021, the Company launched MBIT LLC. MBIT is in the development stage and focuses on digital assets, crypto currencies and the development of technologies utilized for blockchain transaction execution and settlements.

8. Operating Leases

The Company maintains offices located in New York, NY, Pleasantville, NY, and Orlando, FL. The New York lease terminates in January 2023, and the Orlando lease terminates in June 2025. In 2020, the company entered into a lease for office space in Pleasantville, NY, commencing in April 2020, and terminating in June 2025. Associated with the adoption of ASC 842, the Company has elected to use a discount rate representing the average rate of its Margin Loan rates among its Clearing Firms, in the calculation of the Present value of the remaining operating lease payments.

The Company adopted ASC 842 regarding its Operating Leases, effective January 1, 2019. It replaced the previous standard, ASC 840. The new standard now requires Balance Sheet disclosure, rather than Off-Balance sheet (footnote) disclosure of certain Operating and Capitalized leases with terms of greater than one year. Under the new standard, lessees are required to recognize a Right-of-Use asset, and an Operating Lease Liability on the Statement of Financial Condition.

9. Subsequent Events

MCAP Technologies LLC began selling live and streaming securities pricing data to third parties in Q3 2022. During Q1 2023, MCAP Inc. acquired QwickBonds bond trading platform (www.QwickBonds.com). QwickBonds is an electronic bond trading platform offered to and used by institutional investors, community banks and credit unions for the purchase and sale of various fixed income securities.