

Tian'an Pharmaceutical Co Limited

50 West Liberty Street, Suite 880
Reno, NV 89501

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info@newclimategroup.com

SIC Code: 7389

Annual Report
For the Year Ending: December 31, 2024
(the “Reporting Period”)

Outstanding Shares

The number of shares outstanding of our Common Stock was:

800,000,000 as of December 31, 2024

800,000,000 as of December 31, 2023

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: ☒ (Double-click and select “Default Value” to check)

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 of the company has occurred over this reporting period:

Yes: ☐ No: ☒

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

Tian'an Pharmaceutical Co. Limited

Incorporated in the state of Nevada on August 25, 2005. Current standing: active

Trading suspension orders issued by the SEC concerning the issuer or its predecessors since inception: N/A

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

The address(es) of the issuer's principal executive office: 50 West Liberty Street, Suite 880, Reno, NV 89501.

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

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

Has the issuer or any of its predecessors been in bankruptcy, receivership, or any similar proceeding in the past 5 years?

Yes: ☐ No: ☒

2) Security Information

Transfer Agent

Name: Nevada Agency & Transfer Services
50 West Liberty St. Suite 880
Reno, Nevada 89501
Phone: 775-322-0626
Email: info@natco.com

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

Publicly Quoted Or Traded Securities:

Trading symbol: TNPH
Exact title and class of securities outstanding: Common Stock
CUSIP: 8863V103
Par or stated value: US\$0.001
Total shares authorized: 900,000,000 as of date: December 31, 2024
Total shares outstanding: 800,000,000 as of date: December 31, 2024
Total number of shareholders of record 2,410 as of date: December 31, 2024

Security Description

Each share of Common Stock is entitled to one vote. Shareholders do not have any pre-emptive rights. Dividends, if any, are declared by the Board of Directors. The Board of Directors has the power to issue stock on whatever terms they deem appropriate in their sole judgement without recourse to shareholders. The Board has the power to put restrictions on the transferability and registration of the stock.

There have been no material modifications to the rights of Common Stock holders during the reporting period.

3) Issuance History

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: ☐

Number of shares outstanding as of <u>1/1/2023</u>	<u>Opening Balance:</u> Common: <u>81,725,010</u> Preferred: <u>47,884,878</u>		*Right-click the rows below and select "Insert" to add rows as needed.						
Date of Transaction	Transaction type (e.g. new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at time of issuance? (Yes/No)	Individual/entity shares were issued to (entities must have individual with voting / investment control disclosed).	Reason for share issuance (eg. for cash or debt conversion) OR Nature of Services Provided (if applicable)	Restricted or Unrestricted as of this filing?	Exemption or Registration Type?
8/16/2023	Convert Pref to Common	(26,510,689) 397,700,100	Pref Common	US\$0.001	No	Multiple non control	Convert Pref to Common	Restricted	3(a)(9)
8/17/2023	Convert Pref to Common	(9,747,052) 146,220,400	Pref Common	US\$0.001	No	Multiple non control	Convert Pref to Common	Restricted	3(a)(9)
8/18/2023	Convert Pref to Common	(11,622,470) 174,354,490	Pref Common	US\$0.001	No	Multiple non control	Convert Pref to Common	Restricted	3(a)(9)
Shares outstanding on <u>Dec 31, 2024</u> :	<u>Ending Balance:</u> Common: <u>800,000,000</u> Preferred: <u>0</u>								

B. Debt Securities, Including Promissory and Convertible Notes

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

4) Issuer's Business, Products and Services

A. Summarize the issuer's business operations.

The Company provides business advice and consulting, focused on cross border and international trade, and makes investments in and builds businesses in a range of sectors, including e-commerce, health and wellness, food and agriculture, education, housing and consumer sectors.

B. List any subsidiaries, parents, or affiliated companies.

The Company has a 100% stake in Hong Kong incorporated JiuDu International Group Ltd ("Jiudu HK"). On December 31, 2022 Jiudu HK took an effective 75% holding in Jiudu (Hainan) Health Industry Group Co., Ltd ("Jiudu Hainan"), incorporated in Hainan, China. Jiudu Hainan is 25% owned by Guangxi Jiudu Biotechnology Group Co., Ltd.

C. Describe the issuers' principal products or services

The Company advises, invests in and builds businesses in the e-commerce, health and wellness, agriculture and food, education, housing and consumer sectors.

5) Issuer's Facilities

The Company has a policy of being asset light. It operates out of the offices of its' partners and remotely. It does not have its own physical facilities nor fixed assets. In China it operates out of facilities provided by business partners.

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

As at December 31, 2024:

Name of Officer/Director and Control Person	Affiliation with Company (e.g. Officer/Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Note
Simon Littlewood	Director	Reno, Nevada	106,005,000	Common Stock	13.3%	(a)
Ping Shun Ngan	President	Hong Kong, China	30,550,000	Common Stock	3.8%	
Biao Su	Shareholder	Guilin, Guangxi Province, China	33,779,500	Common Stock	4.2%	(c)
JiuDu Tianan TNPH Holdings Int'l Group Co. Ltd	Shareholder	Hong Kong, China	31,730,000	Common Stock	33.7%	(b)

(a) Shares are held by companies controlled by S Littlewood and his associates.

(b) Mr Ping Shun Ngan is a 70% shareholder, control person, and the sole director. Registered address Rm A, 12/F, 300 Lockhart Rd, Hong Kong

(c) Director of Jiudu (Hainan) Health Industry Group Co., Ltd and Guangxi Jiudu Biotechnology Group Co., Ltd.

7) Legal/Disciplinary History

A. Identify whether any of the persons or entities listed above in Section 6 have in the past 10 years been the subject of:

1. An indictment or conviction in a criminal proceeding or plea agreement or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);
N/A
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, financial or investment related or banking activities;
N/A
3. 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, 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. 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.
N/A
6. A US 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 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

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

Securities Counsel

Name:

Firm:

Address 1:

Address 2:

Phone:

Email:

Accountant or Auditor

None

Investor Communication

info@newclimategroup.com

9) Disclosure & Financial Information

A. This Disclosure Statement was prepared by:

Name: Simon Littlewood

Title: Director

Relationship to Issuer: Director

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

☒ U.S. GAAP ☐ IFRS

C. The following financial statements were prepared by:

Name: Simon Littlewood

Title: Director

Relationship to Issuer: Director

Qualifications of the preparer of the financial statements: UK qualified accountant

TIAN'AN PHARMACEUTICAL CO. LTD.
CONSOLIDATED BALANCE SHEETS
(Unaudited)

	December 31, 2024	December 31, 2023
ASSETS		
LONG TERM ASSETS:		
Fixed Assets	-	1,567
CURRENT ASSETS:		
Cash	143	2,577
Debtors	5,566	337,496
Stock	-	17,951
Total current assets	<u>5,709</u>	<u>358,024</u>
TOTAL ASSETS	<u>5,709</u>	<u>359,591</u>
LIABILITIES AND STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES:		
Accounts payable, other creditors and accrued liabilities	29,500	368,053
Related party payable	61,859	56,947
Total current liabilities	<u>91,359</u>	<u>425,000</u>
Commitments and Contingencies		
STOCKHOLDERS' EQUITY		
Preferred Stock, par value \$0.001 per share; 50,000,000 shares authorized; 0 issued and outstanding Dec 31, 2024 and Dec. 31, 2023)	-	-
Common stock, par value \$0.001 per share; 900,000,000 shares authorized; 800,000,000 shares issued and outstanding as of Dec 31, 2024 (81,725,010 Dec. 31, 2023)	800,000	800,000
Additional paid in capital	6,715,772	6,715,772
Capital reserve	-	13,734
Minority interest	-	5,095
Retained earnings	(7,601,422)	(7,600,010)
Total stockholders' equity	<u>(85,650)</u>	<u>(65,409)</u>
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	<u>5,709</u>	<u>\$ 359,591</u>

TIAN'AN PHARMACEUTICAL CO. LTD.
STATEMENTS OF CONSOLIDATED INCOME & OPERATIONS
(Unaudited)

	For The Year Ended December 31, \$ 2024	\$ 2023
OPERATING EXPENSES:		
Administration expenses	18,412	29,766
Operating (Loss)/Profit	(18,412)	(29,766)
Other (expense)/income	17,000	-
Interest received	-	-
Loss Before tax	(1,412)	(29,766)
Taxation	-	-
Profit After Tax	(1,412)	(29,766)
Minority Interest	-	-
NET INCOME (LOSS)	<u>(1,412)</u>	<u>(29,766)</u>
Net profit (loss) per common share – basic and diluted	<u>\$ 0.00</u>	<u>\$ 0.00</u>
Weighted average common shares outstanding – basic and diluted	<u>800,000,000</u>	<u>348,118,207</u>

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

TIAN'AN PHARMACEUTICAL CO. LTD.
STATEMENTS OF CASH FLOWS
FOR THE PERIOD (Unaudited)

	For The Year Ended Dec. 30,	
	<u>2024</u>	<u>2023</u>
OPERATING ACTIVITIES:		
Operating profit/(loss)	\$ (1,412)	(29,766)
Adjustments to reconcile net loss to net cash (used in) operating activities:		
Changes in assets and liabilities		
Accounts receivable	(766)	469
Accounts payable and accrued expenses	(1,000)	(14,003)
NET CASH PROVIDED BY OPERATING ACTIVITIES	<u>(3,178)</u>	<u>(15,294)</u>
FINANCING & INVESTING ACTIVITIES		
Issue of shares	-	146,600
Loans from related parties	3,013	(133,150)
NET CASH PROVIDED BY FINANCING ACTIVITIES	<u>3,013</u>	<u>13,450</u>
NET (DECREASE)/INCREASE IN CASH	(165)	(1,844)
CASH – BEGINNING OF PERIOD	308	2,152
CASH – END OF PERIOD	<u>143</u>	<u>308</u>
Change during period	\$ <u>(165)</u>	<u>(1,844)</u>

TIAN'AN PHARMACEUTICAL CO. LTD.
STATEMENT OF CHANGES IN STOCKHOLDERS' EQUITY
(Un-audited)

	Common Stock		Preferred Stock		Additional Paid In	Retained	Total
	Shares	Amount	Shares	Amount	Capital	Earnings	
At Dec. 31, 2022	81,725,010	\$81,725	47,884,878	47,885	7,239,562	(7,570,244)	(201,072)
Loss for period						(3,773)	(3,773)
At Mar. 31, 2023	81,725,010	\$81,725	47,884,878	47,885	7,239,562	(7,574,017)	(204,845)
Loss for period						(1,664)	(1,664)
At 30 Jun 2023	81,725,010	\$81,725	47,884,878	47,885	7,239,562	(7,575,681)	(206,509)
Convert shares	718,274,990	\$718,275	(47,884,878)	(47,885)	(670,390)		-
Loss for period						(19,452)	(19,452)
At Sep 30, 2023	800,000,000	\$800,000	-	-	6,569,172	(7,595,133)	(225,961)
Creditor w/off					146,600		146,600
Loss for period						(4,877)	(4,877)
At Dec 31, 2023	800,000,000	\$800,000	-	-	6, 715,772	(7,600,010)	(84,238)
Capital reserve & minority interest						2,343	2,343
Loss for period						(5.828)	(5.828)
At Mar 31, 2024	800,000,000	\$800,000			6,715,772	(7,603,495)	(87,723)
Loss for period						(2,985)	(2,985)
At Jun 30, 2024	800,000,000	\$800,000			6,715,772	(7,606,512)	(90,740)
Loss for period						(3,179)	(3,179)
At Sep 30, 2024	800,000,000	\$800,000			6,715,772	(7,609,691)	(93,919)
Loss for period						8,269	8,269
At Dec 31, 2024	<u>800,000,000</u>	<u>\$800,000</u>	<u>-</u>	<u>-</u>	<u>6,715,772</u>	<u>(7,601,422)</u>	<u>(85,650)</u>

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

TIAN'AN PHARMACEUTICAL CO. LTD.
NOTES TO FINANCIAL STATEMENTS
FOR THE YEAR TO DECEMBER 31, 2024 AND 2023

Note 1 – Organization and basis of accounting

Basis of Presentation and Organization

Tian'an Pharmaceutical Co Ltd. (the "**Company**") was established in Nevada in August 2005. The Company invests, advises and builds businesses in the e-commerce, health and wellness, education, food and agriculture, tourism and consumer sectors.

On November 07, 2018, the eighth judicial District Court of Nevada appointed Custodian Ventures, LLC as custodian for the Company. On November 12, 2018, the Company issued 36,000,000 shares of common stock to Custodian Ventures, LLC at par for shares valued at \$36,000 in exchange for settlement of a portion of a related party loan for amounts advanced to the Company in the amount of \$16,300, in addition to a demand note issued to the Company in the amount \$19,700. On November 14, 2018, the Company issued 5,000,000 shares of series A preferred stock to Custodian Ventures, LLC at par for shares valued at \$5,000 in exchange for settlement of a portion of the related party loan in the amount of \$5,000.

On February 01, 2019, Custodian Ventures LLC (the "Seller"), entered into a Stock Purchase Agreement (the "**Stock Purchase Agreement**") pursuant to which the Seller agreed to sell to Springview Inc and Infra AG (together, the "**Purchaser**"), the 36,000,000 common shares and the 5,000,000 preferred shares of the Company (together, the "**Shares**") owned by the Seller, for a total purchase price of \$180,000. As a result of the sale, and David Lazar's resignation as sole officer and director of the Company, there was a change of control of the Company. There is no family relationship or other relationship between the Seller and the Purchaser. On February 5, 2020 the Company issued 45 million preferred shares at par for US\$45,000 to Infra AG and Simon Littlewood in partial settlement of amounts owed.

The Company's Hong Kong incorporated subsidiary, Jiudu International Group Co Ltd ("**Jiudu HK**") entered into an agreement to acquire a 75% interest in Jiudu (Hainan) Health Industry Group Co., Ltd ("**Jiudu Hainan**"), a holding company set up in Hainan, a free trade port with various incentives for foreign and local businesses, as a Sino-foreign company under Chinese law to enable Jiudu HK to make investments into Chinese businesses. Documents for the approval by the Chinese authorities of Jiudu HK's ownership of Jiudu Hainan were delayed by covid related issues in China, but under the agreement Jiudu HK took management control of Jiudu Hainan effective December 31, 2022. Jiudu Hainan acquired a 75% interest in Guangxi Guizu Sugar Industry Company Limited ("**GSIC**"), a business focused on the health sector incorporated in Guangxi Province, China, effective September 12, 2023. The business was not successful and was sold back to management for minimal consideration.

The accompanying financial statements are prepared on the basis of accounting principles generally accepted in the United States of America ("GAAP"). The Company is a development stage enterprise devoting substantial efforts to establishing a new business, financial planning, raising capital, and research into products which may become part of the Company's product portfolio. The Company has not realized significant sales. A development stage company is defined as one in which all efforts are devoted substantially to establishing a new business and, even if planned principal operations have commenced, revenues are insignificant.

The accompanying financial statements have been prepared assuming the continuation of the Company as a going concern. The Company has not yet established an ongoing source of revenues sufficient to cover its operating costs and is dependent on debt and equity financing to fund its operations. Management of the Company is making efforts to raise additional funding until a registration statement relating to an equity funding facility is in effect. While management of the Company hopes that it will be successful in its capital formation and planned operating activities, there can be no assurance that the Company will be able to raise additional equity capital or be successful in the development and commercialization of the products it develops or initiates collaboration agreements thereon. The accompanying financial statements do not include any adjustments to reflect the possible future effects on the recoverability and classification of assets or the amounts and classification of liabilities that may result from the possible inability of the Company to continue as a going concern.

Note 2 – Summary of significant accounting policies

Principles of Consolidation

The financial statements include the accounts of the Company and the direct and indirect subsidiaries under the control of the Company.

Jiudu Hainan qualifies as a Variable Interest Entity ("VIE") under the control of Jiudu HK. Previous businesses disposed of or closed down or ceasing to be under the control of the Company during the year are not included in the consolidation.

Cash and Cash Equivalents

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

Fair Value of Assets and Liabilities

The recorded amounts for cash and cash equivalents, other current assets, accounts receivable, accounts payable and other current liabilities approximate fair value due to the short-term nature of these assets and liabilities.

Goodwill

Goodwill is accounted for in accordance with US GAAP, which requires that goodwill be reviewed for impairment at least annually or whenever events or changes in circumstances indicate that the carrying amount may not be recoverable.

Income Taxes

The Company accounts for income taxes pursuant to FASB ASC Topic 740, *Income Taxes*. Under FASB ASC Topic 740, deferred tax assets and liabilities are determined based on temporary differences between the bases of certain assets and liabilities for income tax and financial reporting purposes. The deferred tax assets and liabilities are classified according to the financial statement classification of the assets and liabilities generating the differences.

The Company maintains a valuation allowance with respect to deferred tax assets. The Company establishes a valuation allowance based upon the potential likelihood of realizing the deferred tax asset and taking into consideration the Company's financial position and results of operations for the current period. Future realization of the deferred tax benefit depends on the existence of sufficient taxable income within the carry-forward period under the Federal tax laws.

Changes in circumstances, such as the Company generating taxable income, could cause a change in judgment about the reliability of the related deferred tax asset. Any change in the valuation allowance will be included in income in the year of the change in estimate.

Employee Stock-Based Compensation

The Company accounts for stock-based compensation in accordance with ASC 718 Compensation - Stock Compensation ("ASC 718"). ASC 718 addresses all forms of share-based payment ("SBP") awards including shares issued under employee stock purchase plans and stock incentive shares. Under ASC 718 awards result in a cost that is measured at fair value on the awards' grant date, based on the estimated number of awards that are expected to vest and will result in a charge to operations.

Estimates

The financial statements are prepared on the basis of accounting principles generally accepted in the United States of America. The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities as of the reporting period and December 31, 2023, and expenses for the year ended December 31, 2024 and 2023, and cumulative from inception. Actual results could differ from those estimates made by management.

Country and Geopolitical Risk

The Company's main assets are in Hong Kong SAR and the People's Republic of China ("China"). The legal protections afforded to shareholders and investors in China differ from those in the United States. As a non-Chinese company, the Company is subject to the risk that regulations may change, be interpreted differently, or it may be treated adversely if relations between China and the US deteriorate which could limit its ability to exercise control over its assets and investments, and could lead to the complete write-off of its assets and investments in China. The Company has limited ability to control this risk, but continuously reviews the carrying value of its investments in China.

Subsequent Event

The Company evaluated subsequent events through the date when financial statements are issued for disclosure consideration.

Recent Accounting Pronouncements

The Company believes it has implemented all new accounting pronouncements that are in effect and that may impact its financial statements and does not believe that there are any other new accounting pronouncements that have been issued that might have a material impact on its financial position or results of operations.

Note 3 – Related party transaction

On February 01, 2019, Custodian Ventures LLC (the “Seller”), entered into a Stock Purchase Agreement (the “Stock Purchase Agreement”) pursuant to which the Seller agreed to sell to Springview Inc and Infra AG (together, the “Purchaser”), the 36,000,000 common shares and the 5,000,000 preferred shares of the Company (together, the “Shares”) owned by the Seller, for a total purchase price of \$180,000. As a result of the sale, and David Lazar’s resignation as sole officer and director of the Company, there was a change of control of the Company. There is no family relationship or other relationship between the Seller and the Purchaser.

As of December 31, 2024 a total of \$61,859 (Dec 31, 2023: \$53,846) remained outstanding to companies associated with Simon Littlewood. These loans were unsecured, non-interest bearing, and had no specific terms for repayment.

Note 4 – Stockholders Equity

Common Stock

The Common Stock in issue was increased to 800 million shares via the conversion of Preferred Stock during August 2023.

Preferred Stock

On November 13, 2018 the Company created 5,000,000 shares of Series A Preferred Stock, out of the 20,000,000 shares that were already authorized. On November 14, 2018, the Company issued 5,000,000 shares of series A Preferred stock to Custodian Ventures, LLC at par for shares valued at \$5,000 in exchange for settlement of a portion of the related party loan in the amount of \$5,000.

On February 5, 2020 the Company issued 45,000,000 preferred shares at par to companies associated with the President and to the President in satisfaction of part of the debts owed to them.

On May 29, 2022 1,101,890 Preference Stock were converted, resulting in the issue of 16,530,000 common stock. On June 2, 2022 1,013,232 Preference Shares were converted, resulting in the issue of 15,200,000 common stock.

The outstanding issued Preference Stock was converted into Common Stock during August 2023.

10) Issuer Certification

Principal Executive Officer:

I, Simon Littlewood certify that:

1. I have reviewed this Disclosure Statement of Tian'an Pharmaceutical Co Ltd;
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.

March 30, 2025

Simon Littlewood, Director

Principal Financial Officer

I, Simon Littlewood certify that:

1. I have reviewed this Disclosure Statement of Tian'an Pharmaceutical Co Ltd;
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.

March 30, 2025

Simon Littlewood, Chief Financial Officer