

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

Core Solve Corp fka XCPCNL Business Services Corporation

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Clemmons, NC 27012

336.473.1366

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SIC Code: 7361

Quarterly Report

For the Period Ending: December 31, 2024
(the "Reporting Period")

As of December 31, 2024, the number of shares outstanding of our Common Stock was: 1,465,213,002

As of September 30, 2024, the number of shares outstanding of our Common Stock was: 1,465,213,002.

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.

The Company was originally incorporated in the State of Delaware on May 27, 2005 as **Vital Products, Inc.** On July 12, 2017, the Company changed its name to **XCPCNL Business Services Corporation**. On October 14, 2024, as part of a Delaware holding company reorganization pursuant to Section 251(G) of the Delaware General Corporation Law, **XCPCNL Business Services Corporation merged into XCPCNL Industries, Inc.**, and **Core Solve Corp.** became the new parent holding company. As such, the current name of the issuer is **Core Solve Corp.**

Delaware – Active and Good Standing.

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:

- On **October 14, 2024**, the Company completed a **holding company reorganization**, in which XCPCNL Business Services Corporation merged into XCPCNL Industries, Inc., and Core Solve Corp. became the publicly traded holding company. Shareholders of XCPCNL Business Services Corp. received one share of Core Solve Corp. for each share previously held.
- On **November 6, 2024**, the Company effected a **1-for-150 reverse stock split** of its issued and outstanding Common Stock. No fractional shares were issued, and any fractional interests were rounded up to the nearest whole share.
- On **December 20, 2024**, the Company received a new CUSIP number: **218938108**.

Additionally, on **October 1, 2021**, the Company executed a share purchase agreement with **Colorado Distribution Group, LLC**, a Colorado limited liability company ("CDG"), to acquire all issued and outstanding shares of Preferred Stock (4,875 shares of Series A and 1,000 shares of Series B) and 31,182,000 shares of Common Stock from 1721 Belvedere Trust for \$200,000. As a result, CDG, 100% owned by Timothy Matthews, became the controlling shareholder of the Company.

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

4182 Clemmons Road Suite 289 Clemmons, NC 27012

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

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

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

Yes: No:

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

N/A

2) Security Information

Trading symbol: XCPL
Exact title and class of securities outstanding: Common Stock
CUSIP: 98370P 100
Par or stated value: \$0.0001
Total shares authorized: 2,000,000,000 as of date: 12/31/2024
Total shares outstanding: 1,465,213,002 as of date: 12/31/2024

Number of shares in the Public Float²: 1,271,310,176 as of date: 12/31/2024
Total number of shareholders of record: 30 as of date: 12/31/2024

Transfer Agent

Name: Continental Stock Transfer & Trust Company
Phone: 212-509-4000
Email: mlloyd@continentalstock.com
Address: 1 State Street Plaza, 30th Floor, New York, NY 10004

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

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:

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.

Number of Shares outstanding as of June 30, 2019		<u>Opening Balance:</u> Common: 62,092,740 Preferred: Series A: 4,875 Series B: 0							
Date of Transaction	Transaction type (e.g. new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to (entities must have individual with voting / investment control disclosed).	Reason for share issuance (e.g. for cash or debt conversion) OR Nature of Services Provided (if applicable)	Restricted or Unrestricted as of this filing?	Exemption or Registration Type?
2/21/2019	New Issuance	300,000	Common Stock	\$0.0625	Yes	Angelica Salazar	Consulting Services	Restricted	Exemption - Section 4(a)(2) of the Securities Act of 1933, as amended
2/21/2019	New Issuance	300,000	Common Stock	\$0.0625	Yes	Laura Martinez	Consulting Services	Restricted	Exemption - Section 4(a)(2) of the Securities Act of 1933, as amended
2/21/2019	New Issuance	150,000	Common Stock	\$0.0625	Yes	Martha Mackey	Consulting Services	Restricted	Exemption - Section 4(a)(2) of the Securities Act of 1933, as amended
2/21/2019	New Issuance	480,000	Common Stock	\$0.0625	Yes	Dr. Cheng Kuo	Debt Conversion	Restricted	Exemption - Section 4(a)(2) of the Securities Act of 1933, as amended
2/21/2019	New Issuance	1,100,000	Common Stock	\$0.0625	Yes	Troy Fulkerson	Consulting Services	Restricted	Exemption - Section 4(a)(2) of the Securities Act of 1933, as amended
10/1/2019	New Issuance	1,000	Series B Preferred Stock	\$0.01	Yes	Crayford Corporation/ Alan Howard, control person	Information Consulting Services	Restricted	Exemption - Section 4(a)(2) of the Securities Act of 1933, as amended
1/6/2020	New Issuance	2,000,000	Common Stock	\$0.03	Yes	TTSG Holdings, Inc./Terry Taylor, control person	Consulting Services	Restricted	Exemption - Section 4(a)(2) of the Securities Act of 1933, as amended

3/6/2020	New Issuance	2,000,000	Common Stock	\$0.03	Yes	Christopher Mayo	Consulting Services	Restricted	Exemption - Section 4(a)(2) of the Securities Act of 1933, as amended
8/10/2020	New Issuance	7,500,000	Common Stock	\$0.01	Yes	Marshal W. Dooley	Legal and Consulting Services	Restricted	Exemption - Section 4(a)(2) of the Securities Act of 1933, as amended
8/10/2020	New Issuance	6,000,000	Common Stock	\$0.01	Yes	Troy Fulkerson	Employee Services	Restricted	Exemption - Section 4(a)(2) of the Securities Act of 1933, as amended
8/10/2020	New Issuance	300,000	Common Stock	\$0.01	Yes	Maria A. Romero	Employee Services	Restricted	Exemption - Section 4(a)(2) of the Securities Act of 1933, as amended
8/10/2020	New Issuance	300,000	Common Stock	\$0.01	Yes	Cindy Anderson	Employee Services	Restricted	Exemption - Section 4(a)(2) of the Securities Act of 1933, as amended
10/29/2020	New Issuance	500,000	Common Stock	\$0.01	Yes	Windstream Partners, LLC (Chris Kern, control person)	Consulting Services	Restricted	Exemption - Section 4(a)(2) of the Securities Act of 1933, as amended
12/29/2021	New Issuance	8,000,000	Common Stock	\$0.008	Yes	Carpathia LLC (Joseph Canouse)	Subscription	Unrestricted	Regulation A
1/14/2022	New Issuance	8,000,000	Common Stock	\$0.008	Yes	Carpathia LLC (Steve Hicks)	Subscription	Unrestricted	Regulation A
1/16/2022	New Issuance	4,000,000	Common Stock	\$0.008	Yes	Geneva Roth Remark (Seth Cramer)	Subscription	Unrestricted	Regulation A
2/14/2022	New Issuance	10,068,000	Common Stock	\$0.008	Yes	Trillium Partners (Steve Hicks)	Subscription	Unrestricted	Regulation A
3/4/2022	New Issuance	5,643,227	Common Stock	\$0.008	Yes	Geneva Roth Remark (Seth Cramer)	Subscription	Unrestricted	Regulation A
4/4/2022	New Issuance	9,375,000	Common Stock	\$0.008	Yes	Carpathia LLC (Joseph Canouse)	Subscription	Unrestricted	Regulation A
4/5/2022	New Issuance	5,915,824	Common Stock	\$0.008	Yes	Geneva Roth Remark (Seth Cramer)	Subscription	Unrestricted	Regulation A

5/6/2022	New Issuance	7,500,000	Common Stock	\$0.004	Yes	JanBella Group, LLC (William Alessi)	Subscription	Unrestricted	Regulation A
7/13/2022	New Issuance	14,000,000	Common Stock	\$0.004	Yes	Trillium Partners (Steve Hicks)	Subscription	Unrestricted	Regulation A
7/22/2022	New Issuance	7,250,000	Common Stock	\$0.004	Yes	Geneva Roth Remark (Seth Cramer)	Subscription	Unrestricted	Regulation A
7/25/2022	New Issuance	7,500,000	Common Stock	\$0.004	Yes	JanBella Group, LLC (William Alessi)	Subscription	Unrestricted	Regulation A
7/26/2022	New Issuance	15,389,000	Common Stock	\$0.004	Yes	Trillium Partners (Steve Hicks)	Subscription	Unrestricted	Regulation A
7/27/2022	New Issuance	14,750,000	Common Stock	\$0.004	Yes	JP Carey Limited Partners LP (Joseph Canouse)	Subscription	Unrestricted	Regulation A
8/2/2022	New Issuance	9,900,000	Common Stock	\$0.004	Yes	Geneva Roth Remark (Seth Cramer)	Subscription	Unrestricted	Regulation A
8/17/2022	New Issuance	15,389,000	Common Stock	\$0.004	Yes	Trillium Partners (Steve Hicks)	Subscription	Unrestricted	Regulation A
8/17/2022	New Issuance	6,500,000	Common Stock	\$0.004	Yes	JanBella Group, LLC (William Alessi)	Subscription	Unrestricted	Regulation A
8/25/2022	New Issuance	16,000,000	Common Stock	\$0.004	Yes	JP Carey Limited Partners LP (Joseph Canouse)	Subscription	Unrestricted	Regulation A
8/31/2022	New Issuance	500	Series A Preferred Stock		No	Xerxes Trading Holdings Limited Liability Company (Micah Brown)	Acquisition Agreement	Restricted	Exemption - Section 4(a)(2) of the Securities Act of 1933, as amended
8/31/2022	New Issuance	500	Series A Preferred Stock		No	Advanced Research Machines Limited Liability Company (Micah Brown)	Acquisition Agreement	Restricted	Exemption - Section 4(a)(2) of the Securities Act of 1933, as amended
10/11/2022	New Issuance	12,000,000	Common Stock	\$0.001	Yes	Geneva Roth Remark (Seth Cramer)	Subscription	Unrestricted	Regulation A
10/11/2022	New Issuance	12,000,000	Common Stock	\$0.001	Yes	Ezzat Jallad	Subscription	Unrestricted	Regulation A
10/12/2022	New Issuance	12,000,000	Common Stock	\$0.001	Yes	Ezzat Jallad	Subscription	Unrestricted	Regulation A

10/13/2022	New Issuance	14,000,000	Common Stock	\$0.001	Yes	Geneva Roth Remark (Seth Cramer)	Subscription	Unrestricted	Regulation A
10/14/2022	New Issuance	12,285,714	Common Stock	\$0.001	Yes	Ezzat Jallad	Subscription	Unrestricted	Regulation A
10/14/2022	New Issuance	14,000,000	Common Stock	\$0.001	Yes	Geneva Roth Remark (Seth Cramer)	Subscription	Unrestricted	Regulation A
10/17/2022	New Issuance	16,000,000	Common Stock	\$0.001	Yes	Geneva Roth Remark (Seth Cramer)	Subscription	Unrestricted	Regulation A
10/18/2022	New Issuance	16,000,000	Common Stock	\$0.001	Yes	Geneva Roth Remark (Seth Cramer)	Subscription	Unrestricted	Regulation A
10/18/2022	New Issuance	16,500,000	Common Stock	\$0.001	Yes	Geneva Roth Remark (Seth Cramer)	Subscription	Unrestricted	Regulation A
10/14/2022	New Issuance	16,071,429	Common Stock	\$0.001	Yes	Ezzat Jallad	Subscription	Unrestricted	Regulation A
10/20/2022	New Issuance	25,000,000	Common Stock	\$0.001	Yes	South Fork Securities(Peter Rosten)	Subscription	Unrestricted	Regulation A
10/20/2022	New Issuance	17,500,000	Common Stock	\$0.001	Yes	Geneva Roth Remark (Seth Cramer)	Subscription	Unrestricted	Regulation A
10/20/2022	New Issuance	18,400,000	Common Stock	\$0.001	Yes	Geneva Roth Remark (Seth Cramer)	Subscription	Unrestricted	Regulation A
10/27/2022	New Issuance	39,282,227	Common Stock	\$0.001	Yes	JanBella Group, LLC (William Alessi)	Subscription	Unrestricted	Regulation A
12/08/2022	New Issuance	24,313,000	Common Stock	\$0.001	Yes	Geneva Roth Remark (Seth Cramer)	Subscription	Unrestricted	Regulation A
12/09/2022	New Issuance	24,285,714	Common Stock	\$0.001	Yes	Ezzat Jallad	Subscription	Unrestricted	Regulation A
12/12/2022	New Issuance	24,000,000	Common Stock	\$0.001	Yes	South Fork Securities(Peter Rosten)	Subscription	Unrestricted	Regulation A
12/28/2022	New Issuance	24,000,000	Common Stock	\$0.001	Yes	South Fork Securities(Peter Rosten)	Subscription	Unrestricted	Regulation A

1/06/2023	New Issuance	30,528,141	Common Stock	\$0.001	Yes	Ezzat Jallad	Subscription	Unrestricted	Regulation A
1/13/2023	New Issuance	60,000,000	Common Stock	\$0.001	Yes	Ezzat Jallad	Subscription	Unrestricted	Regulation A
1/18/2023	New Issuance	25,000,000	Common Stock	\$0.001	Yes	South Fork Securities(Peter Rosten)	Subscription	Unrestricted	Regulation A
1/20/2023	New Issuance	79,000,000	Common Stock	\$0.001	Yes	Ezzat Jallad	Subscription	Unrestricted	Regulation A
2/06/2023	New Issuance	80,000,000	Common Stock	\$0.001	Yes	Ezzat Jallad	Subscription	Unrestricted	Regulation A
2/15/2023	New Issuance	175,370,336	Common Stock	\$0.0005	No	All Shareholders per Stock Split	Stock Split	Restricted and Unrestricted	Exemption - Section 4(a)(2) of the Securities Act of 1933, as amended
3/27/2023	New Issuance	100,000,000	Common Stock	\$0.0004	Yes	Ezzat Jallad	Subscription	Unrestricted	Regulation A
4/20/2023	New Issuance	133,000,000	Common Stock	\$0.001	Yes	Ezzat Jallad	Subscription	Unrestricted	Regulation A

Shares Outstanding as of December 31, 2024	<u>Ending Balance:</u> Common: 1,465,213,002 Preferred: Series A: 5,875 Series B: 1,000	
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Example: A company with a fiscal year end of June 30th, in addressing this item for its quarter ended December 31, 2024 would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2019 through December 31, 2024 pursuant to the tabular format above.

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

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

(1) All previously reported debts and settlement obligations — including those owed to Alan Kau and JanBella Group, LLC — were formally extinguished as part of the holding company reorganization completed on October 14, 2024. This transaction was structured as a **triangular merger under Section 251(G) of the Delaware General Corporation Law**, which resulted in:

- The merger of XCPCNL Business Services Corporation into XCPCNL Industries, Inc.
- The creation of **Core Solve Corp.** as the successor public holding company
- **The discharge of all outstanding liabilities and legacy debt instruments** of the predecessor entity, with no assumption by Core Solve Corp.

Accordingly, there are **no outstanding promissory notes, convertible notes, or debt instruments** that may be converted into equity securities of the issuer as of December 31, 2024.

As part of the Delaware Section 251(G) triangular merger completed on October 14, 2024, all debt instruments and convertible notes issued by predecessor entity XCPCNL Business Services Corporation were extinguished and not assumed by the surviving or parent entities. The Company has no outstanding convertible notes or related liabilities as of the date of this report.

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:

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.

Name: Timothy Lawrence Matthews, Jr.
Title: CEO, President, CFO, Chairman of the Board
Relationship to Issuer: Chairman, President, Chief Executive Officer and Chief Financial Officer

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.

Attached to this report.

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.

4) 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")

As of the date of this filing, **Core Solve Corp.** is actively transitioning its operations following the completion of a **holding company reorganization and triangular merger** under Section 251(G) of the Delaware General Corporation Law, which became effective on **October 14, 2024**. Through this transaction, the predecessor entity, **XCPCNL Business Services Corporation**, merged into **XCPCNL Industries, Inc.**, and Core Solve Corp. became the new public holding company. As part of the reorganization, **all legacy liabilities and legacy contracts were extinguished**. The Company is now in a **clean operational state** with no outstanding debt or carryover obligations.

Previously:

- On **November 20, 2020**, the Company's former Chairman, President, CEO, CFO, and controlling shareholder, **Mr. Irving Boyes**, passed away from complications related to COVID-19. These roles were temporarily assumed by Gregory Boyes, the principal beneficiary of the 1721 Belvedere Trust.
- In **May and June 2021**, the Board of Directors initiated a restructuring process to **discontinue operations** related to employee staffing and leasing, which had suffered business loss due to the pandemic.
- On **October 1, 2021**, a change of control occurred through a **share purchase agreement** with **Colorado Distribution Group, LLC (CDG)**, a Colorado LLC wholly owned by **Timothy Matthews**, who is now the Company's

CEO. CDG acquired all Series A and B Preferred Shares and over 31 million shares of Common Stock. Simultaneously, all pre-existing assets and liabilities were spun out into a separate private entity.

Since that time, and reinforced through the 2024 reorganization, the Company has refocused its strategic efforts. **Core Solve Corp. is currently realigning operations to pursue opportunities in the marketing, technology, and enablement services sectors.**

The Company is not presently generating revenue but is preparing its infrastructure and pursuing new business development opportunities in line with its post-merger strategy.

B. Please list any subsidiaries, parents, or affiliated companies.

The parent company is now **Core Solve Corp.**, formed on October 14, 2024, through a holding company reorganization under Delaware General Corporation Law Section 251(G). As a result of the merger, the issuer succeeded **XCPCNL Business Services Corporation** and does **not carry forward any of its predecessor's subsidiaries** or legacy liabilities. All former entities—such as American Trades Inc., Combined Payroll Inc., XCPCNL Maintenance LLC, etc.—were discontinued or excluded from the reorganization and are no longer operational components of the company.

C. Describe the issuers' principal products or services.

Core Solve Corp. is building a portfolio of industry-specific **AI-powered platform businesses**, with a focus on solving critical business challenges in high-growth, underserved markets. The Company's current product roadmap includes:

- **Intellivest AI** – A next-generation wealth management platform for RIAs and family offices, providing tools for alternative asset monetization, portfolio optimization, and multi-generational wealth planning.
- **Upserve AI** – A full-stack operations platform for restaurants and hospitality groups, offering AI-driven insights into inventory, labor optimization, customer experience, and marketing automation.

Each solution is powered by **Axonius AI**, our proprietary core intelligence engine capable of driving vertical-specific applications across multiple industries.

5) Issuer's Facilities

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

In responding to this item, please clearly describe the assets, properties or facilities of the issuer, 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 does **not currently lease or own** any offices, facilities, or properties. All business operations are conducted remotely by management and development teams located across the United States.

There are **no existing leases, office agreements, or planned physical expansions** as of the date of this filing. The Company's strategy is to remain asset-light and cloud-native, leveraging remote collaboration and virtual infrastructure to support the development and deployment of its AI platform businesses.

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

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

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 (1)	Note
<u>Timothy Lawrence Matthews, Jr.</u>	<u>President, CEO, CFO, Chairman of the Board</u>	<u>Clemmons, NC</u>	<u>37,482,000</u>	<u>Common</u>	<u>%</u>	<u>Each share of Series A Preferred Stock has the right, in all matters requiring shareholder approval, to 25,000 votes.</u>
			<u>4,875</u>	<u>Series A Preferred</u>	<u>82.98%</u>	
			<u>1,000</u>	<u>Series B Preferred</u>	<u>100%</u>	

(1) Based on 1,465,213,002 shares outstanding at February 18, 2025.

7) 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);

None.

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;

None.

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

None.

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.

None.

B. Describe briefly any material pending legal proceedings, other than ordinary routine litigation incidental to the business, to which the issuer or any of its subsidiaries is a party 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.

Ongoing Litigation:

During the 3rd Calendar quarter of 2018, the Company's third-party lender discontinued operations and left the Company without an outlet with which to monetize its accounts receivable on a demand basis. Accordingly, the Company, in an emergency, entered into various agreements with several Merchant Cash Advance (MCA) lenders to provide liquidity within its accounts receivable portfolio.

Due to various disputes related to these arrangements, the Company was sued for collection in various Courts in New York and various judgments were granted against the Company and its various operating subsidiaries. Due to the misapplication of Law, in management's opinion, certain bank accounts of the Company and its operating subsidiaries, which are domiciled and maintained in Texas, were frozen. The Company is vigorously defending itself against these actions.

On October 27, 2018, the Company countersued various MCA lender(s) in the State of New York alleging misapplication of law, criminal usury in the first degree, and violation of Civil Practice and Rules. The Company is seeking unspecified damages in this action.

On December 16, 2018, new legislation was introduced into the U. S. Senate that would ban the use of Confessions of Judgment in commercial transactions. The ultimate passage of this legislation and the potential impact on this situation is unknown.

As a result of these actions, the Company acquired new sources of funding to monetize its accounts receivables and granted the new funding source a first lien against all the Company's receivables to minimize any potential interruption in the Company's cash flow going forward.

Management is of the opinion that the Company and its various affected operating subsidiaries does not anticipate any material adverse impact on either its operations or financial condition as a result of these actions.

8) Third Party Providers

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

Securities Counsel

Name:	Eric Newlan
Firm:	Newlan Law Firm, PLLC
Address 1:	2201 Long Prairie Road, Suite 107-762
Address 2:	Flower Mound, Texas 75022
Phone:	940-367-6154
Email:	eric@newlanpllc.com

Accountant or Auditor

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

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: _____
Firm: _____
Nature of Services: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

[ISSUER CERTIFICATION FOLLOWS]

9) 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, Timothy Matthews certify that:

1. I have reviewed this Quarterly Disclosure Statement of XCPCNL Business Services Corporation, for the period ended December 31, 2024;
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.

12/31/24

/s/ Timothy Matthews

Timothy Matthews

Chief Executive Officer

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

Principal Financial Officer:

I, Timothy Matthews certify that:

1. I have reviewed this Quarterly Disclosure Statement of XCPCNL Business Services Corporation, for the period ended December 31, 2024;
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.

12/31/2024

/s/ Timothy Matthews

Timothy Matthews

Chief Financial Officer

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

XCPCNL BUSINESS SERVICES CORPORATION
UNAUDITED FINANCIAL STATEMENTS
FOR THE THREE MONTHS ENDED
DECEMBER 31, 2024

		Consolidated Balance Sheet December 31, 2024 (Unaudited)		
			September 30, 2024	December 31, 2024
<u>ASSETS</u>				
Current Assets				
Cash			\$ -	\$ -
Accounts Receivable			\$ -	\$ -
Trade			\$ -	\$ -
Other			\$ -	\$ -
Total Current Assets			\$ -	\$ -
Other Assets				
Notes receivable			\$ -	\$ -
Office equipment and computer software			\$ -	\$ -
Intellectual property			\$ -	\$ -
Goodwill and other			\$ 36,720.00	\$ 36,720.00
Total Other Assets			\$ 36,720.00	\$ 36,720.00
TOTAL ASSETS			\$ 36,720.00	\$ 36,720.00
<u>LIABILITIES AND STOCKHOLDERS' EQUITY</u>				
Current Liabilities				
Accrued payroll and related liabilities			\$ 960.00	\$ 960.00
Bank overdraft				
Accounts payable				
Trade				
Affiliates				
Other current liabilities				
Loan Payable			\$ 30,000.00	\$ 30,000.00
Notes payable, including accrued interest of \$-0- and \$122,385			\$ 120,000.00	\$ 120,000.00
Total Current Liabilities			\$ 150,960.00	\$ 150,960.00
Stockholders' Equity				
Preferred Stock - \$0.01 par value 1,000,000 shares authorized				
Series A - 100,000 shares designated 4,875 shares issued and outstanding, respectively			\$ 49	\$ 49
Series B - 100,000 shares designated 1,000 shares issued and outstanding, respectively			\$ 10	\$ 10
Common Stock - \$0.0001 par value 2,000,000,000 shares authorized 1,685,211,400 and 1,132,213,002 shares issued and outstanding, respectively			\$ 168,521	\$ 168,521
Additional Paid-In Capital			\$ 1,987,456	\$ 1,987,456
Accumulated Deficit			\$ (2,100,736)	\$ (2,100,736)
Total Stockholders' Equity			\$ (113,280)	\$ (113,280)
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY			\$ 36,720	\$ 36,720

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

Consolidated Statement of Operations and Comprehensive Income				
Years ended December 31, 2024				
	(Unaudited)		September 30, 2024	December 31, 2024
Revenues		\$	-	-
Cost of Sales				
Payroll and related costs			-	-
Gross Profit			-	-
Operating Expenses			-	-
Income from Operations			-	-
Other Expense			-	-
Gain on negotiated debt settlement				
Gain on Sale of Assets			-	-
Interest Expense			-	-
Income Before Income Taxes			-	-
Provision for Income Taxes				
Net Income			-	-
Other Comprehensive Income			-	-
Comprehensive Income		\$	-	-
Income per weighted-average share of common stock outstanding, computed on net income - basic and fully diluted	\$ 0.00		-	-
Weighted-average number of shares of common stock outstanding - basic and fully diluted	1,685,211,400		1,685,211,400	1,685,211,400

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

XCPCNL Business Services Corporation and Subsidiaries Consolidated Statement of Changes in Stockholders' Equity
Years ended December 31, 2024
(Unaudited)

	Preferred Stock Series A		Preferred Stock Series B		Common Stock		Additional paid-in Accumulated Capital
	Shares	Amount	Shares	Amount	Shares	Amount	
Balances at September 30, 2024	4,875	\$ 49	100,000	\$ 10	1,685,211,400	\$ 168,521	\$ 1,987,456
Common stock issued in connection with Services Agreement	-	-	-	-	-	-	-
Preferred stock issued in connection with Purchase and Sale Agreement	-	-	-	-	-	-	-
Net income for the year	-	-	-	-	-	-	-
Balances at December 31, 2024	4,875	49	100,000	\$ 10	1,685,211,400	\$ 168,521	\$ 1,987,456
Common stock issued for services	-	-	-	-	-	-	-
Net loss for the year ended December 31, 2024	-	-	-	-	-	-	-
Balances at December 31, 2024	4,875	\$ 49	100,000	\$ 10	1,685,211,400	\$ 168,521	\$ 1,987,456

	Consolidated Statement of Cash Flows			
	Years ended December 31, 2024			
	(Unaudited)			
		September 30, 2024	December 31, 2024	
Cash Flows from Operating Activities				
Net income (loss) for the period		-	-	
Adjustments to reconcile net loss to net cash used in operating activities				
Depreciation and amortization				
Common stock issued for services		-	-	
Gain on negotiated debt settlement				
Bad debt expense		-	-	
(Increase) Decrease in				
Accounts receivable - trade and other		-	-	
Increase (Decrease) in		-	-	
Accrued payroll and related liabilities		-	-	
Accounts payable and other accrued liabilities		-	-	
Accrued interest payable		-	-	
Net cash provided by operating activities		-	-	
Cash Flows from Investing Activities				
Cash paid on note receivable		-	-	
Cash received from sale of property and equipment		-	-	
Net cash used in investing activities		-	-	
Cash Flows from Financing Activities				
Increase in cash overdraft				
Proceeds from SBA loan		-	-	
Net cash paid on advances to affiliates				
Proceeds from sale of preferred stock		-	-	
Cash received from (paid on) notes payable				
Net cash provided by financing activities		-	-	
Increase (Decrease) in Cash		-	-	
Cash at beginning of period		-	-	
Cash at end of period		-	-	
Supplemental Disclosure of				
Interest and Income Taxes Paid				
Interest paid during the period		0	0	
Income taxes paid during the period		0	0	
Supplemental Disclosure of Non-Cash				
Investing and Financing Activities				

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

**XCPCNL Business Services
Corporation and
Subsidiaries Notes to
Unaudited Consolidated
Financial Statements**

Notes to Consolidated Financial Statements
December 31, 2024
(Unaudited)

December 31, 2024

Note 1 - Description of Business

Core Solve Corp. (the "Company" or "Core Solve") is a Delaware corporation formed on **September 10, 2024**, through a **triangular holding company reorganization** under Section 251(G) of the Delaware General Corporation Law. The Company became the public successor to XPCPNL Business Services Corp. ("XPCPNL" or "Predecessor"), which was originally incorporated on **May 27, 2005**, as Vital Products, Inc. Vital Products, Inc. changed its name to XPCPNL Business Services Corp. on **July 12, 2017**.

As a result of the reorganization completed on **October 14, 2024**, XPCPNL Business Services Corp. merged into XPCPNL Industries, Inc., and Core Solve Corp. became the **new publicly traded holding company**. All assets, liabilities, and operating subsidiaries of the predecessor company were excluded from the reorganization. **No subsidiaries, contracts, or debt obligations were carried forward** into Core Solve Corp. The Company currently has **no legacy obligations** or operations related to the Predecessor.

Previously, on **November 20, 2020**, Mr. Irving D. Boyes, the former Chairman, President, CEO, CFO, and controlling shareholder through the 1721 Belvedere Trust, passed away due to COVID-19 complications. These roles were assumed by Gregory Boyes on **November 23, 2020**. In mid-2021, the Company began a strategic wind-down of its employee leasing business due to pandemic-driven losses. By **September 30, 2021**, the Predecessor had discontinued all such operations.

On **October 1, 2021**, **Colorado Distribution Group, LLC** ("CDG"), wholly owned by **Timothy Matthews**, acquired all of the Predecessor's Preferred Stock and 31,182,000 shares of Common Stock for \$200,000. Upon the closing of this transaction, the Company adopted a new business plan focused on marketing and sale-enablement services.

The Company follows the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP") and has adopted a **December 31** fiscal year-end to reflect its new post-merger reporting basis.

Preparation of these financial statements requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, and disclosures of contingent assets and liabilities at the financial statement date, as well as reported revenues and expenses during the reporting period. Actual results may differ from those estimates. Significant estimates include, but are not limited to, stock-based compensation, equity transactions, and the valuation of future contingent liabilities.

Due to the legal structure of the reorganization and discontinuation of all Predecessor operations, the consolidated financial statements reflect only the assets and activity of **Core Solve Corp.** going forward. There are no intercompany accounts or legacy subsidiaries included in consolidation.

Note 2 - Summary of Significant Accounting Policies

Going concern

The accompanying financial statements have been prepared assuming the Company will continue as a going concern, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business for the twelve months following the date of these financial statements. As of December 31, 2024, the Company had \$0 in cash on hand and an accumulated deficit of \$(2,128,875).

Because the Company does not expect that existing operational cash flow will be sufficient to fund presently anticipated operations, this raises substantial doubt about the Company's ability to continue as a going concern. Therefore, the Company will need to raise additional funds and is currently exploring alternative sources of financing. Historically, the Company raised capital through private placements, to finance working capital needs and may attempt to raise capital through the sale of common stock or other securities and obtaining some short-term loans. The Company will be required to continue to so until its operations become profitable. Also, the Company has, in the past, paid for consulting services with its common stock to maximize working capital, and intends to continue this practice where feasible. There can be no assurances that the Company can continue to raise cash on favorable terms.

Cash and cash equivalents

The Company considers all cash on hand and in banks, certificates of deposit and other highly-liquid investments with maturities of three months or less, when purchased, to be cash and cash equivalents. As of December 31, 2024 we had \$0 and in cash on hand.

Revenue recognition

Revenues are accounted for in accordance with the FASB's Accounting Standards Update 2014-09, Revenue from Contracts with Customers (Topic 606).

The amount of revenue recognized reflects the consideration which the Company expects to be entitled to receive in exchange for the products and/or services. To achieve this principle, the Company applies the following five steps:

1. Identify the contract with the customer;
2. Identify the performance obligations in the contract;
3. Determine the transaction price;
4. Allocate the transaction price to performance obligations in the contract, and
5. Recognize revenue when or as the Company satisfies a performance obligation.

Income taxes

The Company files income tax returns in the United States of America and various states, as appropriate and applicable. The Company is no longer subject to U.S. federal, state and local, as applicable, income tax examinations by regulatory taxing authorities for any period prior to January 1, 2016.

The Company has adopted the provisions required by the Income Taxes topic of the FASB Accounting Standards Codification. The Codification Topic requires the recognition of potential liabilities as a result of management's acceptance of potentially uncertain positions for income tax treatment on a "more-likely-than-not" probability of an assessment upon examination by a respective taxing authority. As a result of the implementation of Codification's Income Tax Topic, the Company did not incur any liability for unrecognized tax benefits.

Income (Loss) per share

Basic earnings (loss) per share is computed by dividing the net income (loss) available to common stockholders by the weighted-average number of common shares outstanding during the respective period presented in our accompanying financial statements.

Fully diluted earnings (loss) per share is computed similar to basic income (loss) per share except that the denominator is increased to include the number of common stock equivalents (primarily outstanding options and warrants).

Common stock equivalents represent the dilutive effect of the assumed exercise of the outstanding stock options and warrants, using the treasury stock method, at either the beginning of the respective period presented or the date of issuance, whichever is later, and only if the common stock equivalents are considered dilutive based upon the Company's net income (loss) position at the calculation date.

As of December 31, 2024 the Company does not have any outstanding items which could be deemed to be dilutive.

New and Pending Accounting Pronouncements

The Company is of the opinion that any and all other pending accounting pronouncements, either in the adoption phase or not yet required to be adopted, will not have a significant impact on the Company's financial position or results of operations.

Note 3 - Fair Value of Financial Instruments

The carrying amount of cash, accounts receivable, accounts payable and notes payable, as applicable, approximates fair value due to the short term nature of these items and/or the current interest rates payable in relation to current market conditions.

Interest rate risk is the risk that the Company's earnings are subject to fluctuations in interest rates on either investments or on debt and is fully dependent upon the volatility of these rates. The Company does not use derivative instruments to moderate its exposure to interest rate risk, if any.

Financial risk is the risk that the Company's earnings are subject to fluctuations in interest rates or foreign exchange rates and are fully dependent upon the volatility of these rates. The Company does not use derivative instruments to moderate its exposure to financial risk, if any.

Note 4 - Concentrations of Credit Risk

The Company maintains its cash balances in financial institutions subject to insurance coverage issued by the Federal Deposit Insurance Corporation (FDIC). Under FDIC rules, the Company is entitled to aggregate coverage of \$250,000 per account type per separate legal entity per financial institution. Through the period ended December 31, 2024, the Company did not maintain any deposits in various financial institutions with periodic short-term credit risk exposures in excess of statutory FDIC coverage. The Company did not incur any losses during the periods being reported on, or subsequent

thereto, as a result of any unsecured bank balance.
Cash overdrafts represent bank account balances on the Company's financial records that are in a negative position as of the financial statement date. This negative position may not be reflective of the Company's actual ledger balances in each respective bank account on the financial records of the respective financial institution(s) holding the Company's deposits.

Note 5 - Notes Payable

A third-party individual is the holder of several promissory notes issued by the Company, as Vital Products, Inc., prior to the business combination transaction on May 23, 2017. During 2020, this individual filed a lawsuit in the State of California and obtained a judgment against the Company in the amount of \$424,029.19, including all accrued interest. On October 20, 2020, the Company and the individual executed a Settlement Agreement whereby the Company will pay the individual the total sum of \$180,000 to resolve and cancel the judgment. The Settlement Agreement requires an immediate payment of \$15,000 on the Settlement Date; six (6) monthly installments of \$2,000 per month commencing on November 29, 2020; and monthly installments of \$3,000 per month thereafter until the \$180,000 is paid in full. The Company is in compliance with the terms and conditions of the Settlement Agreement. The open balance on this agreement on September 30, 2023 was \$120,000.

During Fiscal 2021, the Company borrowed approximately \$169,900 from SBA licensed financial institutions for PPP loans to support operations. The ultimate repayment or forgiveness of these loans is dependent upon the ultimate actions of the SBA and the United States Congress.

During the 1st quarter of Fiscal 2021 (ended September 30, 2021), the Company borrowed an additional approximately \$370,393 from SBA licensed financial institutions under PPP and comparable programs to support operations. A large portion of these loans have been forgiven and as a result the Company has recorded \$67,648 in other income for the period ended September 30, 2022.

Note 6 - Preferred Stock

The Company's Board of Directors has designated 100,000 shares as "Series A Preferred Stock" and 100,000 shares as "Series B Preferred Stock". The Company has 4,875 shares of post-forward split shares of Series A Preferred Stock and 1,000 Series B Preferred Stock issued and outstanding on March 31, 2024 and December, 2022, respectively.

Note 7 - Common Stock Transactions

On September 1, 2021, the Company increased its authorized common shares from 250,000,000 to a total of 1,000,000,000 shares of \$0.0001 par value. As of September 30, 2022, and September 30, 2021, there were 249,586,791 shares and 83,031,740 shares outstanding

During the year ended June 30, 2022, the Company raised \$473,088 in cash from the sale of 59,877,051 shares

Note 8 – Contingencies

The Company had no commitments or contingencies as of June 30, 2022

Note 9 - Subsequent Events

Sales of Common Stock for Cash

Subsequent to September 30, 2023, the Company has sold a total of 1,052,719,592 shares for a total of \$1,604,581.29 in cash, pursuant to its Regulation A offering.

Acquisitions

In August 2022, the Company and Centiment Capital Holdings, a privately-held neurodata technology company, entered into two acquisition agreements, whereby the Company will acquire two operating subsidiaries of Centiment Capital Holdings, Advanced Research Machines LLC (ARM) and Xerxes Trading Holdings LLC (Xerxes).

ARM is the company behind the Mantis Crypto trading technology and owns Centiment.io. Xerxes is a multi-asset class trading technology and will compliment ARM's High Frequency Trading Platform. The Office for the combined enterprise will be established in Charlotte, NC at Industrious NODA.

The acquisition transactions are expected to close prior to the end of August 2022, and the Company is not aware of any impediments to closing.

Other

Management has evaluated all other activity of the Company through the issue date of the accompanying consolidated financial statements and concluded that no subsequent events have occurred that would require recognition in the accompanying consolidated financial statements or disclosure in the Notes to Consolidated Financial Statements.