

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

GAINCLIENTS INC.

6245 E BROADWAY BLVD. #400

Tucson, AZ 85711

206-229-5515

<https://www.thegainclientsway.com>

Quarterly Report

For the Period Ending: 3/31/2022

(the "Reporting Period")

As of 03/31/22, the number of shares outstanding of our Common Stock was: 345,519,459

As of 12/31/2021, the number of shares outstanding of our Common Stock was: 345,519,459

As of 12/31/2021, the number of shares outstanding of our Common Stock was: 345,519,459

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) 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 Issuer Name: GAINCLIENTS, INC.

GainClients, Inc. (the "Company") was incorporated under the laws of the State of Florida on January 3, 2001 as e-Video Network, Inc. e-Video changed its name to Foster Community, Inc. in March of 2003 and subsequently changed its name to GainClients, Inc.

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.

The active state of incorporation or registration of the issuer is Florida and it has been since inception.

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:

P.O. BOX 7739 E BROADWAY BLVD. #225
TUCSON AZ 85710

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: ☒

REMOTE.

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:

NONE.

2) Security Information

Trading Symbol: GCLT

CUSIP: 36268P105

No Par Value

Total Preferred Stock Authorized:
10,000,000

<u>For the Year Ending December 31, 2021</u>	<u>Common</u>	<u>Designated Preferred Series A</u>	<u>Designated Preferred Series B</u>
i. Number of Shares Designated	500,000,000	6,000,000	0
ii. Number of Shares Issued & Outstanding	345,519,459	1,600,000	0
iii. Number of Free-trading Shares	143,570,148	0	0

v. Total number of shareholders	664	1	0
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Number of shares in the Public Float²: 130,148,489 as of date: 03/31/22

Total number of shareholders of record: 666 as of date: 03/31/22

All additional class(es) of publicly traded securities (if any):

NONE.

Transfer Agent

Name: AST Relationship Management

6201 15th Avenue | Brooklyn, NY 11219

T: 718.921.8300 ext. 6449 C: 347.977.3874 F: 718.765.8782

E: vcirone@astfinancial.com astfinancial.com

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: ☐

Shares Outstanding as of Second Most Recent Fiscal Year End: 2017

Opening Balance

Date 12/31/2018 Common: 313,107,692 Preferred: 1,600,000

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.

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.
01/25/2019	<u>New Issuance</u>	2,000,000	<u>Common</u>	\$0.005	<u>No</u>	Gregory Seifert	<u>Contractor compensation for services</u>	<u>Restricted 12 mos.</u>	<u>Consulting Agreement dated 01/25/2019</u>
08/21/2019	<u>New Issuance</u>	3,571,429	<u>Common</u>	\$0.0021	<u>No</u>	Edward Laine	<u>Contractor compensation for services</u>	<u>Restricted 12 mos.</u>	<u>Consulting Agreement dated 07/04/2019</u>
03/11/2020	<u>New Issuance</u>	1,785,715	<u>Common</u>	\$0.0021	<u>No</u>	Edward Laine	<u>Contractor compensation for services</u>	<u>Restricted 12 mos.</u>	<u>Consulting Agreement dated 07/04/2019</u>
<u>03/18/2020</u>	<u>New Issuance</u>	<u>606,061</u>	<u>Common</u>	<u>\$0.0028</u>	<u>No</u>	<u>Edward Laine</u>	<u>Contractor compensation for services</u>	<u>Restricted 12 mos.</u>	<u>Consulting Agreement dated 07/04/2019</u>
<u>05/8/2020</u>	<u>New Issuance</u>	<u>108,225</u>	<u>Common</u>	<u>\$0.0028</u>	<u>No</u>	<u>Edward Laine</u>	<u>Contractor compensation for services</u>	<u>Restricted 12 mos.</u>	<u>Consulting Agreement dated 07/04/2019</u>
<u>08/17/2020</u>	<u>New Issuance</u>	<u>1,621,622</u>	<u>Common</u>	<u>\$0.0037</u>	<u>No</u>	<u>Edward Laine</u>	<u>Contractor Compensation for services.</u>	<u>Restricted 12 mos.</u>	<u>Consulting Agreement dated 07/04/2019</u>
<u>09/15/2020</u>	<u>New Issuance</u>	<u>1,081,082</u>	<u>Common</u>	<u>\$0.0037</u>	<u>No</u>	<u>Edward Laine</u>	<u>Contractor Compensation for services.</u>	<u>Restricted 12 mos.</u>	<u>Consulting Agreement dated 07/04/2019</u>
<u>10/20/2020</u>	<u>New Issuance</u>	<u>153,846</u>	<u>Common</u>	<u>\$0.013</u>	<u>No</u>	<u>Edward Laine</u>	<u>Contractor Compensation for services.</u>	<u>Restricted 12 mos.</u>	<u>Consulting Agreement dated 07/04/2019</u>
<u>10/21/2020</u>	<u>New Issuance</u>	<u>250,000</u>	<u>Common</u>	<u>\$0.013</u>	<u>No</u>	<u>Gregory Peltier</u>	<u>Contractor Compensation for services.</u>	<u>Restricted 12 mos.</u>	<u>Consulting Agreement dated 10/20/2020</u>

<u>11/11/2020</u>	<u>New Issuance</u>	<u>500,000</u>	<u>Common</u>	<u>\$0.009</u>	<u>No</u>	<u>Patricia J Freeman</u>	<u>Contractor Compensation for services</u>	<u>Restricted 12 mos.</u>	<u>Contractor Agmt. Dated 11/11/20</u>
<u>11/12/2020</u>	<u>New Issuance</u>	<u>2,000,000</u>	<u>Common</u>	<u>\$0.009</u>	<u>Yes</u>	<u>James Swafford</u>	<u>Contractor Compensation for services.</u>	<u>Restricted 12 mos.</u>	<u>Contractor Agmt. Dated 11/11/20</u>
<u>11/12/2020</u>	<u>New Issuance</u>	<u>1,526,718</u>	<u>Common</u>	<u>\$0.0131</u>	<u>No</u>	<u>Edward J Laine</u>	<u>Contractor Compensation for services.</u>	<u>Restricted 12 mos.</u>	<u>Consulting Agreement dated 07/04/2019</u>
<u>11/26/2020</u>	<u>New Issuance</u>	<u>235,294</u>	<u>Common</u>	<u>\$0.0085</u>	<u>Np</u>	<u>Edward J Laine</u>	<u>Contractor Compensation for services.</u>	<u>Restricted 12 mos.</u>	<u>Consulting Agreement dated 07/04/2019</u>
<u>12/8/2020</u>	<u>New Issuance</u>	<u>235,294</u>	<u>Common</u>	<u>\$0.0085</u>	<u>Np</u>	<u>Edward J Laine</u>	<u>Contractor Compensation for services.</u>	<u>Restricted 12 mos.</u>	<u>Consulting Agreement dated 07/04/2019</u>
<u>12/18/2020</u>	<u>New issuance</u>	<u>166,667</u>	<u>Common</u>	<u>\$0.012</u>	<u>No</u>	<u>Edward J Laine</u>	<u>Contractor Compensation for services.</u>	<u>Restricted 12 mos.</u>	<u>Consulting Agreement dated 07/04/2019</u>
<u>12/22/2020</u>	<u>New Issuance</u>	<u>10,000,000</u>	<u>Common</u>	<u>\$0.001</u>	<u>No</u>	<u>Mark Spurbek</u>	<u>Contractor Compensation for services.</u>	<u>Restricted 12 mos.</u>	<u>Consulting Agreement dated 12/22/2020</u>
<u>12/30/2020</u>	<u>New Issuance</u>	<u>222,222</u>	<u>Common</u>	<u>\$0.009</u>	<u>No</u>	<u>Edward Laine</u>	<u>Contractor Compensation for services.</u>	<u>Restricted 12 mos.</u>	<u>Consulting Agreement dated 07/04/2019</u>
<u>04/19/2021</u>	<u>New Issuance</u>	<u>121,951</u>	<u>Common</u>	<u>\$0.0164</u>	<u>No</u>	<u>Edward Laine</u>	<u>Contractor compensation for services</u>	<u>Restricted 12 mos.</u>	<u>Consulting Agreement dated 07/04/2019</u>
<u>10/21/21</u>	<u>New Issuance</u>	<u>5,000,000</u>	<u>Common</u>	<u>\$0.0164</u>	<u>No</u>	<u>James Killoran</u>	<u>Contractor compensation for services</u>	<u>Restricted 12 mos.</u>	
<u>10/20/21</u>	<u>New Issuance</u>	<u>192,308</u>	<u>Common</u>	<u>\$0.0164</u>	<u>No</u>	<u>Edward Laine</u>	<u>Contractor compensation for services</u>	<u>Restricted 12 mos.</u>	<u>Consulting Agreement dated 07/04/2019</u>

12/08/21	<u>New Issuance</u>	1,000,000	<u>Common</u>	\$0.0164	<u>No</u>	TRACEY COMA	<u>Contractor compensation for services</u>	<u>Restricted 12 mos.</u>	
12/13/21	<u>New Issuance</u>	1,000,000	<u>Common</u>	\$0.0164	<u>No</u>	ROBERT TURAK	<u>Contractor compensation for services</u>	<u>Restricted 12 mos.</u>	
01/21/22	<u>New Issuance</u>	333,333	<u>Common</u>	\$0.0164	<u>No</u>	Edward Laine	<u>Contractor compensation for services</u>	<u>Restricted 12 mos.</u>	<u>Consulting Agreement dated 07/04/2019</u>
01/21/22	<u>New Issuance</u>	700,000	<u>Common</u>	\$0.0164	<u>No</u>	Edward Laine	<u>Contractor compensation for services</u>	<u>Restricted 12 mos.</u>	<u>Consulting Agreement dated 07/04/2019</u>
<p>Shares Outstanding on Date of This Report:</p> <p><u>Ending Balance</u> <u>Ending Balance</u>:</p> <p>Date <u>12/31/2021</u> Common: <u>345,519,459</u> Preferred: <u>1,600,000</u></p>									

Example: A company with a fiscal year end of December 31st, in addressing this item for its quarter ended September 30, 2020, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2018 through September 30, 2020 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: ☐

Date of Note Issuance	Outstanding Principal Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued as of 06/30/2021	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder (entities must have individual with voting/investment control disclosed).	Reason for Issuance (e.g. Loan, Services, etc.)
4/15/2004	\$ 18,000	\$ 18,000		4/15/2007	\$ 0.25	Peter Holmes	<u>Loan</u>

7/15/2006	\$ 97,500	\$ 97,500		8/1/2008	\$ 0.10	PermaCorp Peter Holmes	Loan
12/1/2008	\$ 29,000	\$ 29,000		12/1/2010	\$ 0.25	Nancy Work	Loan
12/8/2008	\$ 24,000	\$ 24,000		12/8/2010	\$ 0.15	Greg Stutz	Loan
6/12/2009	\$ 50,000	\$ 50,000				Olga Lane	Promissory Note
6/12/2009	\$ 25,000	\$ 25,000				JP Industries Julius Parker	Loan
1/14/2010	\$ 75,000	\$ 75,000				Olga Lane	Promissory Note
1/14/2010	\$ 25,000	\$ 25,000				JP Industries Julius Parker	Loan
3/2/2011	\$ 100,000	\$ 100,000		3/2/2012	\$ 0.10	Matt Horn	Loan
5/4/2011	\$ 50,000	\$ 50,000		3/15/2012	\$ 0.25	Tom Morgan	Loan
6/2/2011	\$ 10,000	\$ 10,000		9/2/2011	\$ 0.15	Matt Horn	Loan
8/29/2011	\$ 30,000	\$ 30,000		9/12/2013	\$ 0.15	David Montijo	Loan
10/28/2011	\$ 25,000	\$ 25,000		10/28/2013	\$ 0.15	David Casti	Loan
6/24/2014	\$ 65,000	\$ 65,000		8/15/2015	\$ 0.10	Stan Spackeen	Loan
2/6/2015	\$ 25,000	\$ 25,000		2/6/2016	\$ 0.10	Stan Spackeen	Loan
6/30/2015	\$ 50,000	\$ 50,000		9/30/2015	\$ 0.25	David Montijo	Loan
2/14/2017	\$ 50,000	\$ 50,000		2/14/2018	\$ 0.15	Conquest Holdings Dale Butcher	Loan
8/1/2017	\$ 25,000	\$ 25,000		2/18/2018	\$ 0.05	Berwick Insurance James Berwick	Loan

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

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: Caren Currier

Title: Consultant

Relationship to Issuer: Consultant

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 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")

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.

GainClients, Inc. is a software service provider to the real estate industry. Its primary products are The GCard and the Daily Opportunity Service. The GCard is a web and mobile real estate networking service that connects professionals (real estate agents, loan officers, title agents) and consumers where home search behavior is tracked and reported. The Daily Opportunity Service is a new purchase money solution for lending and title organizations. These services can be used together or separately providing flexibility and customized solutions.

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

None

C. Describe the issuers' principal products or services.

GainClients, Inc. is a software service provider to the real estate industry. Its primary products are The GCard and the Daily Opportunity Service. The GCard is a web and mobile real estate networking service that connects professionals (real estate agents, loan officers, title agents) and consumers where home search behavior is tracked and reported. The Daily Opportunity Service is a new purchase money solution for lending and title organizations. These services can be used together or separately providing flexibility and customized solutions.

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.

None

7) 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)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Note

	/Director/Owner of more than 5%)					
<u>RAYMOND DESMOND</u>	<u>Officer/5%</u>	<u>Tucson, AZ</u>	<u>37,193,372</u>	<u>Common</u>	<u>10.764%</u>	
<u>Ed Laine</u>	<u>Officer</u>	<u>Tucson, AZ</u>	<u>12,426,473</u>	<u>Common</u>	<u>3.59%</u>	

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);

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.

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: Eric Littman
Firm: Eric P. Littman, Attorney At Law
Address 1: 6050 Rolling Road Drive
Address 2: Miami, FL 33156
Phone: (305) 663-3333
Email:

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:

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, Ed Laine certify that:

1. I have reviewed this Quarterly report of GainClients, 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.

April 19, 2022 [Date]

/s/Ed Laine [CEO's Signature]

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

Principal Financial Officer:

I, Ed Laine certify that:

1. I have reviewed this Quarterly report of GainClients, 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.

April 19, 2022 [Date]

/s/Ed Laine [CFO's Signature]

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

GainClients, Inc.
Balance Sheet Prev Year Comparison
As of March 31, 2022

	Mar 31, 22	Mar 31, 21
ASSETS		
Current Assets		
Checking/Savings	29,032.67	6,386.28
Accounts Receivable	9,669.70	6,669.70
Other Current Assets		
1330 · PREPAID EXPENSES	9,809.85	9,809.85
Total Other Current Assets	9,809.85	9,809.85
Total Current Assets	48,512.22	22,865.83
Fixed Assets	552,087.36	552,087.36
Other Assets		
1333 · DEBENTURE RECEIVABLE	40,000.00	40,000.00
Total Other Assets	40,000.00	40,000.00
TOTAL ASSETS	640,599.58	614,953.19
LIABILITIES & EQUITY		
Liabilities		
Current Liabilities		
Accounts Payable	5,324.61	3,104.61
Credit Cards	87,217.94	87,217.94
Other Current Liabilities	1,460,495.14	1,360,005.14
Total Current Liabilities	1,553,037.69	1,450,327.69
Long Term Liabilities	4,588,891.27	4,638,891.27
Total Liabilities	6,141,928.96	6,089,218.96
Equity		
Additional Paid in Capital	20,500.00	0.00
3002 · Preferred Stock Series A	3,200,000.00	3,200,000.00
3010 · Common Stock	7,021,354.15	7,021,354.15
3030 · Employee Stock Options	35,110.58	35,110.58
3200 · Retained Earnings	-15,769,123.11	-15,690,208.22
Net Income	-9,171.00	-40,522.28
Total Equity	-5,501,329.38	-5,474,265.77
TOTAL LIABILITIES & EQUITY	640,599.58	614,953.19

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Accrual Basis

GainClients, Inc.
Profit & Loss Prev Year Comparison
January through March 2022

	Jan - Mar 22	Jan - Mar 21
Ordinary Income/Expense		
Income	20,551.03	-1,491.00
Cost of Goods Sold	4,735.52	4,287.66
Gross Profit	15,815.51	-5,778.66
Expense		
Amazon Digital Svcs	8,298.99	0.00
6000 · EXPENSES		
6001 · Public Company Expense	3,658.75	4,383.50
6002 · Automobile Expense	0.00	27.34
6003 · Computer and Internet Expenses	131.99	0.00
6004 · Bank Service Charges	85.00	39.95
6007 · Dues and Subscriptions	750.00	592.30
6008 · Licenses	0.00	2,051.17
6009 · Amazon Web Services	0.00	8,371.09
6010 · Interest Expense	0.00	7,749.96
6011 · Late Penalty/Fee	0.00	300.00
6012 · Meals and Entertainment	0.00	153.97
6013 · Office Supplies	0.00	189.86
6014 · Professional Fees	7,621.00	0.00
6017 · Donation-Promotion	0.00	-118.56
6021 · Postage	17.40	68.79
6027 · Consultant Services	0.00	5,984.72
6028 · Financial Transmission Network	4,423.38	2,670.00
6056 · Office 365 Email Accounts-Month	0.00	179.16
6085 · Offsite Storage	0.00	156.72
6330 · Insurance Expense	0.00	101.39
6810 · Telephone Expense	0.00	6.48
Total 6000 · EXPENSES	16,687.52	32,907.84
6023 · GoDaddy Outlook Email Accts	0.00	85.78
6050 · Marketing	0.00	1,750.00
Total Expense	24,986.51	34,743.62
Net Ordinary Income	-9,171.00	-40,522.28
Net Income	-9,171.00	-40,522.28

GainClients, Inc.
Statement of Cash Flows
January through March 2022

	<u>Jan - Mar 22</u>
OPERATING ACTIVITIES	
Net Income	-9,171.00
Adjustments to reconcile Net Income to net cash provided by operations:	
2000 · Accounts Payable	750.00
Desmond Loan	50,000.00
2400 · PAYROLL LIABILITIES:2400-1 · Federal Taxes 941/944	-1,500.00
Net cash provided by Operating Activities	40,079.00
FINANCING ACTIVITIES	-50,000.00
Net cash increase for period	-9,921.00
Cash at beginning of period	38,953.67
Cash at end of period	<u><u>29,032.67</u></u>

Gain Clients
Statements of Shareholders' Equity (Deficit)

	Preferred Shares	Amount	Common Stock Shares	Amount	Employee Stock Options	Adj to Equity	Additional Paid in Capital	Accumulated Deficit	Total
Balance at December 31, 2017	1,600,000	\$ 3,200,000	314,254,293	\$6,973,804	\$49,865			\$(14,361,220)	\$ (4,137,551)
Net Loss				\$47,550	\$6,705			\$ (642,863)	\$ (588,608)
Balance at December 31, 2018	1,600,000	3,200,000	314,254,293	\$7,021,354	\$56,570			\$(15,004,083)	\$ (4,726,159)
Net Loss			2,000,000		\$(6,705)			\$ (55,836)	\$ (62,541)
Balance at March 31, 2019	1,600,000	3,200,000	316,254,293	\$7,021,354	\$49,865			\$(15,059,919)	\$ (4,788,700)
Net Loss					\$(4,086)			\$ (45,328)	\$ (49,414)
Balance at June 30, 2019	1,600,000	3,200,000	316,254,293	7,021,354	45,779			(15,105,247)	\$ (4,838,114)
Net Loss			3,571,429		\$(3,086)			\$ (59,666)	\$ (62,752)
Balance at September 30, 2019	1,600,000	3,200,000	319,825,722	7,021,354	42,693			(15,164,913)	\$ (4,900,866)
Net Loss					\$ (1,303)			\$ (347,350)	\$ (348,653)
Balance at December 31, 2019	1,600,000	3,200,000	319,825,722	\$7,021,354	\$41,390			\$(15,512,263)	\$ (5,249,519)
Net Loss			1,785,715		\$ (1,429)	\$ 67,091		\$ (39,566)	\$ 26,096
Balance at March 31, 2020	1,600,000	3,200,000	321,611,437	\$7,021,354	\$39,961	\$67,091		\$(15,551,829)	\$ (5,223,423)
Net Loss			108,225			\$(210,321)		\$ (43,455)	\$ (43,455)
Balance at June 30, 2020	1,600,000	3,200,000	321,719,662	\$7,021,354	\$39,961	\$(143,230)		\$(15,595,284)	\$ (5,477,199)
Net Loss			2,162,164					\$ (250)	\$ (250)
Balance at September 30, 2020	1,600,000	3,200,000	323,881,826	7,021,354	39,961	\$(143,230)		(15,595,534)	\$ (5,477,449)
Net Loss			13,290,041		\$ (4,850)	\$ 172,257		\$ (123,701)	\$ (128,551)
Balance at December 31, 2020	1,600,000	3,200,000	337,171,867	\$7,021,354	\$35,111	\$29,027		\$(15,719,235)	\$ (5,433,743)
Net Loss								\$ (40,522)	\$ (40,522)
Balance at March 31, 2021	1,600,000	3,200,000	337,171,867	\$7,021,354	\$35,111	\$29,027		\$(15,759,757)	\$ (5,474,265)
Net Loss			121,951					\$ (2,933)	\$ (2,933)
Balance at June 30, 2021	1,600,000	3,200,000	337,293,818	\$7,021,354	\$35,111	\$29,027		\$(15,762,690)	\$ (5,477,198)
Net Loss							\$500	\$ (750)	\$ (250)
Balance at September 30, 2021	1,600,000	3,200,000	337,293,818	\$7,021,354	\$35,111	\$29,027	\$500	\$(15,763,440)	\$ (5,477,448)
Net Loss			8,225,641			\$(40)	\$20,000	\$ (34,670)	\$ (14,710)
Balance at December 31, 2021	1,600,000	3,200,000	345,519,459	\$7,021,354	\$35,111	\$28,987	\$20,500	\$(15,798,110)	\$ (5,492,158)
Net Loss								\$ (9,171)	\$ (9,171)
Balance at March 31, 2022	1,600,000	3,200,000	345,519,459	\$7,021,354	\$35,111	\$28,987	\$20,500	\$(15,807,281)	\$ (5,501,329)

GAINCLIENTS, INC.
Notes to Unaudited Financial Statements
March 31, 2022

NOTE 1 - ORGANIZATION AND NATURE OF BUSINESS

GainClients, Inc. (the "Company") was incorporated under the laws of the State of Florida on January 3, 2001 as eVideo Network, Inc. e-Video changed its name to Foster Community, Inc. in March of 2003 and subsequently changed its name to GainClients, Inc.

GainClients, Inc. is a software service provider to the real estate industry. Its primary products are The GCard and the Daily Opportunity Service. The GCard is a web and mobile real estate networking service that connects professionals (Real estate agents, loan officers, title agents) and consumers where home search behavior is tracked and reported. The Daily Opportunity Service is a new purchase money solution for lending and title organizations. These services can be used together or separately providing flexibility and customized solutions.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

These financial statements have been prepared in conformity with accounting principles generally accepted in the United States ("GAAP").

Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make certain estimates and assumptions that affect the reported amounts of assets and liabilities and the related disclosures at the date of the financial statements, as well as the reported amounts of revenue and expenses during the periods presented. Estimates are used for the allowance for doubtful accounts, acquired software and website development costs, recoverability of intangible assets with definite lives and other long-lived assets, valuation of deferred tax assets, and for share-based compensation. These assumptions may prove incorrect as facts change in the future. Actual results may differ materially from these estimates under different assumptions or conditions.

Concentrations of Credit Risk

Financial instruments that potentially subject the Company to significant concentration of credit risk consist of its cash and accounts receivable. As of March 31, 2022 and March 31, 2021, the Company held all of its cash in deposit accounts with its financial institutions, which management assesses to be of high credit quality, in order to limit exposure of potential risk.

Credit risk with respect to accounts receivable is dispersed due to the large number of customers. In addition, the Company's credit risk on accounts receivable is largely mitigated by the short payment terms that it offers. Collateral is not required for accounts receivable. The Company maintains an allowance for doubtful accounts such that receivables are stated at net realizable value.

Accounts Receivable

Accounts receivable are uncollateralized customer obligations which generally require payment within the terms determined by management. Accounts receivable are stated at the invoice amount. Payments of accounts receivable are applied to the specific invoices identified on the customer's remittance advice or, if unspecified, to the earliest unpaid invoices.

Allowance for Doubtful Accounts

Accounts receivable are generally due within 30 days and are recorded net of the allowance for doubtful accounts. The Company considers accounts outstanding longer than the contractual terms past due. Management reviews accounts receivable on a regular basis and estimates an amount of losses for uncollectible accounts based on our historical collections experience, age of the receivable, knowledge of the customer.

Based on the management's reviews, the amount of uncollectible accounts receivable at March 31, 2022 and March 31, 2021 is considered negligible; thus, no valuation allowance has been recognized.

Revenue Recognition

The Company recognizes revenue in accordance with the provisions of Accounting Standards Codification ("ASC") 605, "Revenue Recognition", which states that revenue is realized when (i) persuasive evidence of an arrangement exists, (ii) delivery has occurred or services have been rendered to the customer, (iii) the fee is fixed or determinable, and (iv) collectability is reasonably assured. The Company considers a signed agreement, a binding insertion order or other similar documentation reflecting the terms and conditions under which products or services will be provided to be persuasive evidence of an arrangement. Collectability is assessed based on a number of factors, including payment history and the creditworthiness of a customer. The Company generates revenue from the sale of data subscriptions to businesses and professionals mainly associated with the real estate and mortgage industries.

Cost of Revenue

Cost of revenue consists of expenses related to operating the Company's mobile applications and websites, including Multiple Listing Service data and other home and neighborhood related data.

Fair Value of Financial Instruments

Financial instruments include cash, accounts receivable, prepayments and other receivables, accounts payable and accrued expenses and other payables. The carrying amounts of cash, accounts receivable, prepayments and other receivables, short-term loans, accounts payable and accrued expenses approximate their fair value due to the short term maturities of these instruments.

The Company adopted ASC 820, Fair Value Measurements and Disclosures as of January 1, 2009 for all financial assets and liabilities and nonfinancial assets and liabilities that are recognized or disclosed at fair value in the financial statements on a recurring basis.

ASC 820 defines fair value as the price that would be received from selling an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. When determining the fair value measurements for assets and liabilities required or permitted to be recorded at fair value, the Company considers the principal or most advantageous market in which it would transact and it considers assumptions that market participants would use when pricing the asset or liability. ASC 820 establishes a fair value hierarchy that requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. A financial instrument's categorization within the fair value hierarchy is based upon the lowest level of input that is significant to the fair value measurement. ASC 820 establishes three levels of inputs that may be used to measure fair value.

Income Taxes

The Company accounts for income taxes according to ASC 740 "Income Taxes" which requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of temporary differences between the financial statement and tax bases of assets and liabilities at the applicable enacted tax rates. A valuation allowance is

established when necessary to reduce deferred tax assets to the amount expected to be realized. Income tax expense is the tax payable or refundable for the period, plus or minus the change during the period in deferred tax assets and liabilities.

The Company follows the provision of ASC 740-1 “Accounting for Uncertainty in Income Taxes” (“ASC 740-10”) effective of 2007. ASC 740-10 prescribes a recognition threshold and a measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. Benefits from tax positions should be recognized in the financial statements only when it is more likely than not that the tax position will be sustained upon examination by appropriate taxing authority that would have full knowledge of all relevant information. A tax position that meets the more likely than not recognition threshold is measured at the largest amount of benefit that is greater than fifty percent likely of being realized upon ultimate settlement. Tax positions that previously failed to meet the more likely than not recognition threshold should be recognized in the first subsequent financial reporting period in which that threshold is met. Previously recognized tax positions that no longer meet the more likely than not recognition threshold should be derecognized in the first subsequent financial reporting period in which that threshold is no longer met. ASC 740-10 also provides guidance on the accounting for and disclosure of unrecognized tax benefits, interest and penalties. The Company has not been subject to U.S. federal income tax examination by neither tax authorities nor state authorities since its inception in 2001.

Cash and Cash Equivalents

For purposes of the Statement of Cash Flows, the Company considers all cash accounts, which are not subject to withdrawal restrictions or penalties to be cash equivalents.

NOTE 3 - INCOME TAXES

The company is subject to federal and state income taxes in the United States. The Company has provided a full valuation allowance against its net deferred tax assets as of March 31, 2022 because, based on the weight of available evidence, it is more likely than not that some or all of the deferred tax assets will not be realized. Therefore, no tax liability or expense has been recorded in the financial statements. The Company has not filed its income tax returns as of the date of this report.

NOTE 4 – COMMITMENT AND CONTINGENCY

The Company is subject to various legal proceedings from time to time as part of its business. When the Company is aware of such legal proceedings, it assesses the likelihood of any loss or exposure. If it is probable that a loss will result and the amount of loss can be reasonably estimated, the Company will record a liability for the loss. If the loss is not probable or the amount of the loss cannot be reasonably estimated, the Company discloses the contingencies if the likelihood of a potential loss is reasonably possible and the amount involved could be material. As of March 31, 2022, the Company does not have any pending legal proceedings.

NOTE 5 – RELATED PARTY TRANSACTIONS

None.

NOTE 6 – SUBSEQUENT EVENTS

None.