

# Labwire, Inc.

## SUPPLEMENTAL INFORMATION

**MARCH 08, 2023**

Labwire, Inc. (the “Company”) was previously a shell company. The Company’s status as a shell company has changed. Effective December 15, 2022, the Company ceased to be a shell company under the SEC’s definition.

A shell company is defined as follows: Rule 12b-2 of the Securities Exchange Act of 1934 defines a shell company as a company that has:

- (A) no or nominal operations; and,
- (B) either, (1) no or nominal assets; (2) assets consisting solely of cash and cash equivalents; or, (3) assets consisting of any amount of cash and cash equivalents and nominal other assets.

The Company believes that it is no longer a shell company because on December 15, 2022, the Company launched the implementation of its business plan of action. On December 15, 2022, the Company changed its business purpose from drug testing and background investigations to become a holding company for grocery stores and \$0.99 store chains. Subsequently, on February 17, 2023, following extensive search, due diligence and compliance reviews, the Company acquired Cessil Company an Arizona based operator of several 99 Cents stores. This acquisition of Cessil Company, which will henceforth be accounted for a subsidiary, accentuated the Company’s operationalized business plan.

Furthermore, the SEC, in Release No. 33-8869 (the “Release”), defines a “shell company” to mean a registrant, other than an asset-backed issuer, that has:

- (A) No or nominal operations; and
- (B) Either:
  - (1) No or nominal assets;
  - (2) Assets consisting solely of cash and cash equivalents; or
  - (3) Assets consisting of any amount of cash and cash equivalents and nominal other assets; or

This does not include a development stage company pursuing an actual business, a business combination related shell company, as defined in Rule 405, or an asset-backed issuer, as defined in Item 1101(b) of Regulation S-K [AB].

Subsequent to the its Charter with the State of Nevada, the Company’s business was reborn on May 5, 2021. The Company is currently be classified a development stage company or something close (quasi). A development stage company was defined as an

entity devoting substantially all of its efforts in establishing a new business for which either (a) operations have not commenced or (b) the operations have commenced, but there is no significant revenue yet being generated. Historically, the Company used to operate a business model focused on the acquisition and development of mineral property interests in United States and internationally. However, the Company abandoned its business in 2017, failed to meet the required registration requirements with the Nevada Secretary of State, failed to pay its annual franchise tax from 2009 to 2021 which resulted in its Nevada charter being permanently revoked. Current management took control after a court-appointed custodian had revived the Company in 2021, giving the Company a fresh start. Since acquiring control in 2021, current management has been developing a new business plan for the Company including (a) hiring employees, (b) evaluating trademarks, patents, and other intellectual properties, and (c) incurring material operating expenses such as research and development expenses. All the investigations and planning were satisfactorily completed and the Company commenced implementation of the business plan on December 15, 2022.

Based on our new business plan, the we are considered a development stage company. Even in the event that we were not considered a development stage company, we would still not be considered a shell. The definition above uses the word “and” after (A) above, a company must have “no or nominal operations” before the analysis even gets to “no or nominal assets” and the other items in (2). **In other words, if a company can prove it has more than nominal operations, it cannot be considered a shell company as defined in the Release.** The absence of immediate revenue does not in any way negate the company’s position since most company in the early stages of development do not generate revenues upon start, but very later in their development stage.

In the Release, several comments were concerned that the definition of a shell company set forth above would capture virtually every company during its start-up phase and that the definition was therefore too broad. The SEC specifically addressed this situation in footnote 172 to the Release by saying, in applicable part:

Contrary to commenters’ concerns, Rule 144(i)(1)(i) is not intended to capture a “startup company,” or in other words, a company with a limited operating history, in the definition of a ... shell company, as *we believe that such a company does not meet the condition of having “no or nominal operations.”*

One can do an analysis of a startup company’s business activities during its “limited operating history” to determine whether the company has engaged in activities that are, at a minimum, sufficient to manifest a strong commitment to developing a legitimate business. These activities include, but are not limited to, the following:

1. entering into agreements with customers, vendors, manufacturers, etc.;
2. filing patent, trademark, and copyright applications with respect to the company’s intellectual property;
3. executing license or sublicense agreements with respect to the company’s intellectual property;

4. entering into product development agreements or similar agreements for the development of a product or service;
5. hiring employees; and
6. incurring material operating expenses such as research and development expenses;

We believe the Company is a bona-fide development stage company (DSC) or a quasi DSC pursuing an actual business as set forth in the Company's Business Plan. The Company is pursuing contracts with multiple vendors, commercial real-estate landlords, and grocery-store operators for possible partnership, acquisition or joint-venture.

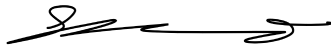
Labwire Inc. presently operates from the corporate office located at 6015 N 43rd Ave, Phoenix, AZ 85019. We actively evaluating proposal for making other acquisitions of hospital operations as time and resources permits.

### **Certification**

I, Shin Hwang, hereby certifies the following:

- 1) I have reviewed this Supplemental Information Disclosure Statement of Labwire, Inc.
- 2) Based on my knowledge, this Supplemental Information Disclosure Statement does not contain any untrue statement of a material fact or omit 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 information covered by this Supplemental Information Disclosure Statement.
- 3) Based on my knowledge, the financial information included or incorporated by reference in this Supplemental Information 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 Supplemental Information Disclosure Statement.

DATED: March 8, 2023



Shin Hwang  
President  
Chief Executive Officer