

**DISCLOSURE STATEMENT PURSUANT TO THE PINK
BASIC DISCLOSURE GUIDELINES**

ECGI HOLDINGS INC.

A Nevada Corporation
("Company")

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Los Angeles, CA 90017
323.968.2030

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SIC Code: 2833

**Quarterly REPORT
FOR THE PERIOD ENDING February 28, 2023**
("Reporting Period")

As of the Current Reporting Period Date (February 28, 2023) and the date hereof, the number of shares outstanding of our Common Stock was:

23,130,278

As of the Current Reporting Period (February 28, 2023) and the date hereof, the number of shares outstanding of our Preferred Stock was:

0

As of the date of the prior Reporting Period (August 31, 2022), the number of shares outstanding of our Common Stock was:

21,255,278

As of the date of the prior Reporting Period (August 31, 2022), the number of shares outstanding of our Preferred Stock was:

0

As of Most Recent Completed Fiscal Year End Date (August 31, 2022), the number of shares outstanding of our Common Stock was:

21,255,278

As of Most Recent Completed Fiscal Year End Date (August 31, 2022), the number of shares outstanding of our Preferred Stock was:

0

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: **X**

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

Yes: ☐

No: **X**

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

Yes: ☐

No: **X**

ECGI HOLDINGS INC.

Information required for compliance with the provisions of the OTC Markets Group Inc.'s Pink Basic Disclosure Guidelines

To provide more meaningful and useful information, this Quarterly Report Disclosure Statement may contain certain “forward-looking statements” [as such term is defined in Section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”)]. These statements may reflect our current expectations regarding our possible future results of operations, performance, and achievements.

Wherever possible, the ECGI Holdings Inc. (the “Company”) has tried to identify these forward-looking statements by using words such as “anticipate,” “believe,” “estimate,” “expect,” “plan,” “intend,” and similar expressions. These statements reflect our current beliefs and are based on information currently available to us. Accordingly, these statements are subject to certain risks, uncertainties, and contingencies, which could cause our actual results, performance, or achievements to differ materially from those expressed in, or implied by, such statements.

The Company cannot predict all of the risks and uncertainties. Accordingly, to the extent included, such information should not be regarded as representations that the results or conditions described in such statements or that our objectives and plans will be achieved, and the Company does not assume any responsibility for the accuracy or completeness of any of these forward-looking statements. These forward-looking statements are found at various places throughout this Report and include information concerning possible or assumed future results of our operations, including statements about potential acquisition or merger targets; business strategies; future cash flows; financing plans; plans and objectives of management, any other statements regarding future acquisitions, future cash needs, future operations, business plans and future financial results, and any other statements that are not historical facts.

The public market should be informed that the coronavirus (COVID-19) has been spreading rapidly around the world since December 2019 and has negatively affected the stock market and investor sentiment. The perceived value of the Company and the price of our Common Stock may be disproportionately affected as investors favor and seek less volatile or traditional companies (or assume more risks) during the times of market uncertainty and instability.

Federal securities laws, such as Rules 10b-5 and 15c2-11 of the Exchange Act as well as Rule 144 of the Securities Act of 1933 (“Securities Act”), and state Blue Sky laws, require issuers to provide *adequate current information* to the public markets. On September 16, 2020, the Securities and Exchange Commission adopted amendments to Rule 15c2-11, an important component of the over-the-counter market regulatory structure which governs the public quoting of securities traded. The Rule recognizes OTC Markets Group Inc.’s Pink Basic Disclosure Guidelines as a standard for providing current public disclosure information. Under the Rule, securities on the OTC Market

Group Inc.'s OTCQB, OTCQB and the Pink Current market designation can continue to be the subject of public broker-dealer quotations. The Rule also restricts public quoting in companies that do not provide current public disclosure information and under certain other circumstances. This Disclosure Statement was prepared in view for compliance with these laws and the rules and regulations promulgated thereunder. Further, the Disclosure Statement was designed to encompass the "Catch All" information required in Rule 15c2-11.

The safe harbor provisions of the Exchange Act may not apply to a Company that issues penny stock. (The term "penny stock" generally refers to a security issued by a very small company that trades at less than \$5 per share.) Actual results may differ materially from those indicated by such forward-looking statements because of various important factors. The Company does not assume any obligation to update any forward-looking statements to reflect events or circumstances after the date of this Disclosure Statement except as required by applicable law.

ECGI HOLDINGS INC.

Item 1. Name of the issuer and its predecessor (if any).

A. The current name of the issuer, any names used by predecessor entities, along with the dates of the name changes, are as follows:

ECGI HOLDINGS INC.

[formerly Sunrise Mining Corporation from
October 25, 2005 until March 27, 2008.]

[formerly Sunrise Holdings Limited from
March 27, 2008 to November 7, 2014.]

[formerly Event Cardio Group, Inc. from
March 28, 2008 until August 15, 2019.]

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

The date of incorporation in Nevada is October 25, 2005 and all name change events are set forth above. At all times, the Company has been a Nevada corporation (there have been no changes in state of incorporation since inception). The Company is an active corporation, validly existing and in good standing under the laws of the State of Nevada, with a valid and existing Nevada State Business License and is current with its quarterly report filings.

Except for the name changes set forth in A above, the Company has used no other names in the past five years.

C. Describe any trading suspension orders issued by the SEC concerning the issuer or its predecessors since inception:

None

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

The Company does not anticipate any further stock split, reverse stock split, stock dividend, or recapitalization.

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

626 Wilshire Blvd
Suite 410
Los Angeles, CA 90017

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

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

Yes: **X** No:

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

On January 26, 2017, EFIL Sub of ECG, Inc. filed a Chapter 7 Bankruptcy Petition. EFIL had no assets, liabilities, and/or business operations during the period ended February 28, 2017 and thereafter. The bankruptcy case was filed in the U.S. Bankruptcy Court for the Southern District of New York under case no. 17-10154-mg. The bankruptcy case was closed and EFIL discharged on July 5, 2018.

Item 2. Shares Outstanding

Exact Title and Class of Securities Outstanding:

The Company has a class of Common Stock outstanding as of February 28, 2023:

Trading Symbol:	ECGI
Title and Class:	Common Stock
CUSIP No:	26835R106
Par Value:	\$.001

Common Stock as at	February 28, 2023	August 31, 2022
Par or Stated Value:	\$.001	\$.001
Total Shares Authorized:	310,000,000	310,000,000
Number of Shares in Public Float:	4,777,842	2,877,842
Total Shares Outstanding:	23,130,278	21,255,278

The Company has a class of shares of Preferred Stock authorized and none currently have been issued or are outstanding:

Preferred Stock as at	February 28, 2023	August 31, 2022
Par or Stated Value:	\$.001	\$.001
Number of Shares in Public Float:	0	0
Total Shares Authorized:	10,000,000	10,000,000
Outstanding:	0	0

Number of shares in the Public Float ¹ :	4,777,842	as of date: February 28, 2023
Total number of shareholders of record:	167	as of date: February 28, 2023

Transfer Agent:

Pacific Stock Transfer Company
6725 Via Austi Parkway
Suite 300
Las Vegas, NV 89119

¹ "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.

800.785.7782
<http://pacificstocktransfer.com/>

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

Item 3. Issuance History.

A. Changes to the Number of Outstanding Shares

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

Shares Outstanding as of August 31, 2018									
Opening Balance Date August 31, 2018 Common: 12,226,467 Preferred: 5,000,000									
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.
August 15, 2019	New	5,000,000	Common	\$0.001 per share	No	Silicon Beach LLC	Conversion of preferred stock	Restricted	4(2)
August 15, 2019	New	(5,000,000)	Preferred	\$0.001 per share	No	Silicon Beach LLC	Conversion of preferred stock	Restricted	4(2)
April 8, 2021	New	13,000	Common	\$0.80	No	Deepak Panjwani	Consulting service	Restricted	4(2)
May 31, 2021	New	142,857	Common	\$0.595	Yes	Benjamin Widjaja	Consulting service	Restricted	4(2)
May 31, 2021	New	142,857	Common	\$0.595	Yes	Tony Thai	Consulting service	Restricted	4(2)
May 6, 2021	New	1,700,000	Common	\$0.001 per share	Yes	EROP Enterprise, LLC (9)	Debt settlement	Unrestricted	4(2)

November 1, 2021	New	1,826,393	Common	\$0.19	No	Danny Wong	Consulting service	Restricted	4(2)
June 15, 2022	New	203,704	Common	\$0.27	No	John Bentivoglio	Debt Settlement	Restricted	4(2)
September 30, 2022	New	625,000	Common	\$0.04	No	Vuvu venture Inc	Subscription agreement	Restricted	4(2)
January 19, 2023	New	1,250,000	Common	\$0.04	No	SBQ Ventures LLC	Subscription agreement	Restricted	4(2)
Shares Outstanding on Date of This Report: Ending Balance: Date February 28, 2023 Common: 23,130,278 Preferred: 0									

B. Debt Securities, Including Promissory and Convertible Notes.

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance	Interest Accrued	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder	Reason for Issuance (e.g. Loan, Services, etc.)
April 27, 2015	\$326,959	\$500,000	\$101,959	Demand	(3)	MedPacAsia Pacific PTY (4)	Acquisition of licenses and assets
May 20, 2019	\$ 23,473 (1)	\$0	\$3,473	Demand	Not Convertible Debt	Silicon Beach LLC (2)	Revolving Credit for Working Capital
January 20, 2021	\$804,000	\$804,000	\$0	10/1/2022	Not Convertible Debt	Ronald L. Bee and Lydia E. Bee (5)	Acquisition of real property in Lake County, California
January 20, 2021	\$0	\$175,000	\$0	Demand	Not Convertible Debt	David H Tuttle and Melodye R Tuttle (6)	Acquisition of real property in Lake County, California
January 20, 2021	\$0	\$50,000	\$0	Demand	Not Convertible Debt	LMK Capital LLC (8)	Acquisition of real property in Lake County, California
January 20, 2021	\$0	\$3,500,000	\$0	Demand	Not Convertible Debt	Northern California Holdings, Inc, (7)	Acquisition of real property in Lake County, California
March 16, 2021	\$6,421,760	\$6,448,333	\$0	Demand	Not Convertible Debt	EROP Enterprise, LLC (9)	Debt settlement according Section 3(a)(10)

March 25, 2021	\$33,413	\$28,600	\$4,813	March 21, 2023	Convertible note	Wayne Wong (10)	Loan
May 19, 2021	\$494,240	\$428,572	\$65,668	May 18, 2023	Convertible note	Kevin Dang(11)	Loan
October 28, 2021	\$114,197	\$102,960	\$11,237	October 28, 2022	Convertible note	K&J Funding (12)	Loan
May 10, 2022	\$221,685	\$210,000	\$11,685	May 10, 2023	Convertible note	Vuvu venture Inc (13)	Loan

(1) Includes accrued interest as of February 28, 2023

(2) On May 20, 2019, the Company issued a Revolving Promissory Note to Silicon Beach LLC whereby the Company can borrow up to a maximum of thirty-five thousand USD (\$35,000) at an annual rate of interest equal to five percent (5%). As of February 28, 2021, the Company had borrowed \$20,000 of principal in relation to this Revolving Promissory Note and had recorded \$1,630 of accrued and unpaid interest. As of August 31, 2020, the Company had borrowed \$19,500 of principal in relation to this Revolving Promissory Note and had recorded \$850 of accrued and unpaid interest. Silicon Beach LLC is owned and controlled by Adam D. Sexton, the former major shareholder and president of the Company before the change of control on October 26, 2020.

(3) See Note 5 to Financial Statements. On January 20, 2020, the Company was informed that the Company's 8% Secured Demand Note had been assigned by the holder to National Cardio Group, Inc. in 2016 and that the obligation was a liability of that company. At all times relevant, the Company believes that this obligation is now deemed to be a direct obligation of that company and the obligation may be an off-balance sheet entry. The Company believes that reporting requirements and generally accepted accounting principles require the disclosing of any off-balance sheet liability in the notes to the financial statements if it becomes an off-balance sheet entry.

(4) MedPac Ltd Asia Pacific Pty is a limited by shares Australian proprietary company located in the state of New South Wales, Australia. The Company believes that Ian Kellaway is the controlling director and that MedPac Asia Pacific Pty Ltd and ECGinc Holdings LLC have overlapping equity ownership, to include, but not limited to, a Gary Blom (a former officer and director of the Company) who may be or is an officer, director and interest holder, or any one or more positions in MedPac Ltd Asia Pacific Pty Ltd and ECGinc Holdings LLC.

(5) On January 20, 2021, the Company acquired Mount Fire 29 Corp, a subsidiary of Northern California Holdings, Inc. for a property located in Lower Lake, CA 95457 within the inclusion zone suitable for cannabis cultivation. The loan of

\$804,000 therefore became part of the Company's liability after the acquisition. The loan is matured on October 1, 2022 with an interest of 8.5%, payable in 24 installments of \$5,695 each, beginning on November 1, 2020.

(6) On January 20, 2021, the Company acquired Mount Fire 29 Corp, a subsidiary of Northern California Holdings, Inc. for a property located in Lower Lake, CA 95457 within the inclusion zone suitable for cannabis cultivation. The loan of \$175,000 was lended from David H Tuttle and Melodye R Tuttle therefore this loan became part of the Company's liability after the acquisition. The loan and balloon payment is matured on December 1, 2020 at 7% interest. LMK Capital LLC paid \$50,000 on behalf of the Company so the \$175,000 was reduced to \$125,000. On May 27, the Company made final payment to pay off the remaining balance of \$125,000. As of February 28, 2023, the balance is \$0.

(7) On January 20, 2021, the Company acquired Mount Fire 29 Corp, a subsidiary of Northern California Holdings, Inc. for a property located in Lower Lake, CA 95457 within the inclusion zone suitable for cannabis cultivation. The Company will pay Northern \$250,000 in cash within 10 days; \$350,000 in cash within 20 days, and \$2,900,000 in cash within 90 days. As of May 31, 2021, the Balance was settled by the Company's common stock upon Section 3(a)10 of the Securities Act of 1933, which by the court order on May 4, 2021.

(8) On January 20, 2021, the Company acquired Mount Fire 29 Corp, a subsidiary of Northern California Holdings, Inc. for a property located in Lower Lake, CA 95457 within the inclusion zone suitable for cannabis cultivation. LMK Capital LLC paid \$50,000 on behalf of the Company to David H Tuttle and Melodye R Tuttle for the \$175,000 on (6). LMK Capital LLC is owned and controlled by Jimmy Chan. On May 27, 2021, the Company paid off this balance.

(9) On March 16, 2021, the Company entered into a settlement agreement with EROP Enterprises, LLC, a Florida limited liability corporation owned by Vince Sbarra a non-related party to the Company for a debt claim purchased from Northern California Holdings, Inc. for the amount of \$3,500,000. In full settlement of the claim, the Company shall issue and deliver to EROP, in one or more tranches as necessary of the Company's common stock pursuant to Section 3(a)(10) of the Securities Act, until EROP's total gross sales of such common stock equal \$6,488,333. In the event that the Company fails to issue any portion of the settlement shares to EROP within three business days of a request by EROP for the issuance of such portion of the settlement shares, the Company shall be responsible for payment of a penalty of \$1,000 per day, payable to EROP, until the Company issues and delivers such applicable portion of the settlement shares.

(10) On March 25, 2021, the Company issued a ten percent (10%) convertible note (the "10% Convertible Note") in the original principal amount of \$28,600 and original issue discount of \$8,600 per the terms of the 10% Convertible Note, the maturity date March 25, 2022, the annual rate of interest is ten percent (10%), and the

principal and accrued interest could be converted, at the sole discretion of the note holder, into shares of the Company's common stock at 60% of the offering price for the common stock pursuant to Regulation A under the Securities Act of 1933. The original \$8,600 original issued discounts and the beneficial conversion features were recorded as debt discounts and amortized over the term of the note. Therefore, the total debt discount at the inception date of the convertible note was \$28,600. As of February 28, 2023, the outstanding balance of the loan is \$34,128 which including \$5,528 of interest accrual. As of February 28, 2023, the total debt discount has been amortized.

(11) On May 19, 2021, the Company issued a ten percent (10%) convertible note payable (the "10% Convertible Note") in the original principal amount of \$428,572 and original issue discount of \$128,572. Per the terms of the 10% Convertible Note, the maturity date May 19, 2022, the annual rate of interest is ten percent (10%), and the principal and accrued interest could be converted, at the sole discretion of the note holders (the "Holders"), into shares of the Company's common stock at 60% of the offering price for the common stock pursuant to Regulation A under the Securities Act of 1933. The original \$128,572 original issued discounts and the beneficial conversion features were recorded as debt discounts and amortized over the term of the note. Therefore, the total debt discount at the inception date of the convertible note was \$428,572. As of February 28, 2023, the outstanding balance of the loan is \$504,955 which including \$76,383 of interest accrual. As of February 28, 2023, the total debt discount has been amortized.

(12) On October 28, 2021, the Company issued a ten percent (10%) convertible note payable (the "10% Convertible Note") in the original principal amount of \$102,960 and original issued discount of \$30,960. Per the term of the 10% Convertible Note, the maturity date October 28, 2021, the annual rate of interest is ten percent (10%), and the principal and accrued interest could be converted, at the sole discretion of the note holders (the "Holders"), into shares of the Company's common stock at 60% of the offering price for the common stock pursuant to Regulation A under the Security Act of 1933. The original \$30,960 original issued discounts and the beneficial conversion features were recorded as debt discounts and amortized over the term of the note. Therefore, the total debt discount at the inception date of the convertible note was \$102,960. As of February 28, 2023, the outstanding balance of the loan is \$116,771 which including \$13,811 of interest accrual. As of February 28, 2023, the total debt discount has been amortized. As of February 28, 2023 the loan is in default.

(13) On May 10, 2022, the Company issued a ten percent (10%) convertible note payable (the "10% Convertible Note") in the original principal amount of \$210,000 and original issue discount of \$60,000. Per the term of the 10% Convertible Note, the maturity date May 10, 2022, the annual rate of interest is ten percent (10%), and the principal and accrued interest could be converted, at the sole discretion of the note holders (the "Holders"), into shares of the Company's common stock at 60% of the offering price for the common stock pursuant to Regulation A under the Security Act of 1933. The original \$30,960 original issued discounts and the beneficial conversion features were recorded as debt discounts and amortized over the term of the note.

Therefore, the total debt discount at the inception date of the convertible note was \$102,960. As of February 28, 2023, the outstanding balance of the loan is \$226,935 which including \$16,935 of interest accrual. As of February 28, 2023, \$169,151 out of \$210,000 total debt discount has been amortized.

Other:

The trading status of the shares (securities):

Restricted securities are securities acquired in an unregistered private sale from the issuer or from an affiliate of such an issuer.

Control securities are those held by an affiliate of the issuing company. An affiliate is a person such as a director or large shareholder in the relationship of control of or with the issuer. Control means the power to direct the management and policies of the company in question, whether through the ownership of voting securities, by contract, or otherwise. If the investor buys securities from a controlling person or “affiliate,” he or she takes restricted securities, even if they were not restricted in the affiliate’s hands. All stock acquired by an affiliate in the open market becomes subject to Rule 144 as “control securities.”

Item 4. Financial Statements.

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

- ☒ U.S. GAAP
☐ IFRS

B. The financial statements supplied pursuant to this item have been prepared by Danny Wong, Chief Executive Officer and Acting Chief Financial Officer.

ECGI Holdings Inc.
(fka Event Cardio Group, Inc.)
Consolidated Balance Sheets
(Unaudited)

ECGI Holdings Inc.
(fka Event Cardio Group, Inc.)
Consolidated Balance Sheets
(Unaudited)

	As of February 28, 2023	As of August 31, 2022
Assets		
Current assets:		
Cash	\$ 783	\$ 15,016
Prepaid expenses	1,750	1,750
Total current assets	2,533	16,766
Property and equipment	4,479,000	4,479,000
Loan to SWC Group(Endless)	41,946	40,359
Deposits	26,285	26,285
Total assets	<u>\$ 4,549,764</u>	<u>\$ 4,562,410</u>
Liabilities and Stockholders' Deficit		
Current liabilities:		
Accrued liabilities	\$ 23,712	\$ 23,713
Credit card payables	\$ 46,186	\$ 52,763
Convertible note payable and accrued interest	\$ 1,168,899	\$ 1,000,319
Settlement payable	\$ 6,421,759	\$ 6,421,759
Note payable and accrued interest, current portion	\$ -	\$ -
Due to related party	\$ 95,350	\$ 95,350
Derivative liability	\$ 400	\$ 15,915
Total current liabilities	\$ 7,756,306	\$ 7,609,819
Non-current liabilities:		
Non-current portion of note payable and accrued interest	\$ 23,732	\$ 23,211
Long term debt	\$ 804,000	\$ 804,000
Total liabilities	\$ 8,584,038	\$ 8,437,030
Stockholders' deficit:		
Common stock; \$0.001 par value; 310,000,000 shares authorized; 23,130,278 and 21,255,278 shares issued and outstanding, respectively	\$ 23,130	\$ 21,255
Additional paid-in capital	\$ 7,266,635	\$ 7,193,510
Subscription receivable		\$ -
Accumulated deficit	\$ (11,324,039)	\$ (11,089,385)
Total stockholders' deficit	\$ (4,034,274)	\$ (3,874,620)
Total liabilities and stockholders' deficit	<u>\$ 4,549,764</u>	<u>\$ 4,562,410</u>

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

ECGI Holdings Inc.
(fka Event Cardio Group, Inc.)
Consolidated Statements of Operations
(Unaudited)

	For the Three Months Ended		For the Six Months Ended	
	February 28, 2023	February 28, 2022	February 28, 2023	February 28, 2022
Revenue	\$ -	\$ -	\$ -	\$ -
Operating expenses				
General and administrative	48,060	146,625	82,655	688,146
Total operating expenses	48,060	146,625	82,655	688,146
Loss from operations	(48,060)	(146,625)	(82,655)	(688,146)
Other expense (income):				
Interest expense, net	23,223	20,345	46,441	38,903
Amortization of debt discounts	51,781	-	121,073	-
Investment income/loss	-	3,345	-	8,617
Debt extinguishment loss	-	-	-	-
Change in fair value of derivative	(4,750)	22,062	(15,515)	(6,318)
Total other expense (income), net	70,254	45,752	151,999	41,202
Loss before provision for income taxes	(118,314)	(192,377)	(234,654)	(729,348)
Provision for income taxes	-	-	-	-
Net loss	(118,314)	(192,377)	(234,654)	(729,348)
Net loss per share of common stock:				
Basic and diluted	(0.01)	(0.09)	(0.01)	(0.04)
Weighted average shares outstanding:				
Basic and diluted	22,449,722	2,043,630	22,073,648	20,432,630

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

ECGI Holdings Inc.
(fka Event Cardio Group, Inc.)
Consolidated Statement of Stockholders' Deficit
(Unaudited)

	Preferred Stock		Common Stock		Additional Paid-In Capital	Subscription Receivable	Accumulated Deficit	Total
	Shares	Amount	Shares	Amount				
Balance at August 31, 2021	-	\$ -	19,225,181	\$ 19,225	\$6,568,491	\$ -	\$ (9,996,477)	\$ (3,408,761)
Share issued for services			1826393	\$ 1,826	\$ 345,188	\$ -	\$ -	\$ 347,014
Debt settlement	-	-	-	-	11,293.00	-	-	\$ 11,293
Beneficial conversion features of convertib	-	-	-	-	72,000.00	-	-	\$ 72,000
Net loss	-	-	-	-	-	-	(729,348)	\$ (729,348)
Balance at February 28, 2022	-	\$ -	21,051,574	\$ 21,051	\$6,996,972	\$ -	\$ (10,725,825)	\$ (3,707,802)
Balance at August 31, 2022	-	\$ -	21,255,278	\$ 21,255	\$7,193,510	\$ -	\$ (11,089,385)	\$ (3,874,620)
Shares issue in exchange for Cash	-	-	625,000	625	24,375	-	-	25,000
Net loss	-	-	-	-	-	-	(116,340)	(116,340)
Balance at November 30, 2022	-	\$ -	21,880,278	\$ 21,880	\$7,217,885	\$ -	\$ (11,205,725)	\$ (3,965,960)
Shares issue in exchange for Cash	-	-	1,250,000	1,250	48,750	-	-	50,000
Net loss	-	-	-	-	-	-	(118,314)	(118,314)
Balance at February 28, 2023	-	\$ -	23,130,278	\$ 23,130	\$7,266,635	\$ -	\$ (11,324,039)	\$ (4,034,274)

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

ECGI Holdings Inc.
(fka Event Cardio Group, Inc.)
Consolidated Statements of Cash Flows

	For the Six Months Ended	
	February 28, 2023	February 28, 2022
Cash flows from operating activities:		
Net loss	\$ (234,654)	\$ (729,348)
Adjustments to reconcile net loss to net cash used in operating activities:		
Change in fair value of derivative	(15,515)	(6,318)
Amortization of debt discount	121,073	261,404
Receivable from SWC Group(Endless)	(1,587)	-
Stock issuance for services	-	347,014
Loss on extinguishment of debt	-	-
Accrued interest on convertible note payable	47,507	35,373
Accrued interest on note payable to related party	521	521
Changes in assets and liabilities:		
(Increase) decrease in prepaid expenses	-	1,334
Increase in accrued liabilities		
Increase (decrease) in accrued liabilities and credit card payable	(6,578)	14,204
Net cash used in operating activities	\$ (89,233)	\$ (75,817)
Cash flows from financing activities:		
Proceeds from convertible note issued	-	72,000
Proceeds from Subscription agreement issued	75,000	
Proceeds from note payable issued to a related party	-	-
Net cash provided by financing activities	75,000	72,000
Net increase (decrease) in cash	(14,233)	(3,817)
Cash, beginning of period	15,016	4,189
Cash, end of period	\$ 783	\$ 372

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

ECGI Holdings Inc.
(fka Event Cardio Group Inc.)
Notes to Unaudited Consolidated Financial Statements

Note 1. Description of Business

Name Change

On August 15, 2019, the Company changed its name from Event Cardio Group Inc. to ECGI Holdings Inc (the “Company”).

Reverse Stock Split

On August 15, 2019, the Company effected a one for twenty (1 for 20) reverse stock split, whereby each stockholder of record received one (1) share of the Company’s common stock for every twenty (20) shares held. Immediately preceding the reverse stock split, the Company had 244,520,999 shares of its common stock issued and outstanding. Upon completion of the reverse stock split, the Company had 12,226,475 shares of its common stock issued and outstanding.

In conjunction with the reverse stock split, the Holder of the Company’s Series A preferred stock converted all of their preferred stock into 5,000,000 shares (adjusted for the 1 for 20 reverse stock split) of the Company’s common stock. Immediately after the completion of both the reverse stock split and the conversion of all of the Company’s issued and outstanding Series A preferred stock into shares of the Company’s common stock, the Company had 19,225,181 shares of its common stock issued and outstanding.

Neither the number of authorized shares of common stock, which remains 300,000,000, nor the per share par value of \$0.001 were affected by the reverse stock split.

The accompanying financial statements have been retroactively adjusted to reflect the results of the reverse stock split effected on August 15, 2019.

Change in Control

On or about January 25, 2018, the Company entered into a Stock Purchase Agreement with Green Key Partners for the acquisition of 5,000,000 shares of Series A Preferred Stock and 5,000,000 shares of Common Stock (adjusted for the 1 for 20 reverse stock split) for cash proceeds of \$55,000 in the aggregate. On July 13, 2018, the Company closed the Stock Purchase Agreement and agreed that the \$55,000 cash proceeds were to be delivered to the law firm of Mandelbaum Saltsburg in cancellation of Company indebtedness.

Upon the closure of the Stock Purchase Agreement, Silicon Beach LLC was the record owner of both the 5,000,000 shares of preferred stock and the 5,000,000 shares of common stock. The 5,000,000 shares of common stock represent approximately 41% of the 12,226,475 shares of common stock issued and outstanding, while the 5,000,000 shares of preferred stock represent 100% of the preferred stock that was issued and outstanding.

Each share of preferred stock was designated as Series A preferred stock and was convertible into one (1) share (adjusted for the 1 for 20 reverse stock split) of the Company’s common stock, giving Silicon Beach LLC control

of 10,000,000 shares of the Company's common stock should they choose to convert their 5,000,000 shares of preferred stock into 5,000,000 shares of the Company's common stock. Under such a scenario, Silicon Beach LLC would control approximately 58% of the resulting 17,226,467 shares of common stock that would be issued and outstanding.

Each share of Series A preferred stock entitled Silicon Beach LLC to two (2) votes per share (adjusted for the 1 for 20 reverse stock split). Prior to the conversion of all of their Series A preferred stock into shares of the Company's common stock on August 15, 2019, Silicon Beach LLC had voting power on 15,000,000 shares, in the aggregate, which consisted of the 5,000,000 votes related to their shares of the Company's common stock and the 10,000,000 votes related to their shares of the Company's preferred stock. The 15,000,000 votes represented approximately 67% of the voting power.

On August 15, 2019, Silicon Beach LLC converted all of their Series A preferred stock into 5,000,000 shares (adjusted for the 1 for 20 reverse stock split) of the Company's common stock. Immediately after the conversion, Silicon Beach LLC owned 10,000,000 shares of the Company's common stock, which represents approximately 58% of the 17,226,467 shares of common stock that are issued and outstanding.

On October 26, 2020, pursuant to an amended contingent Share Purchase Agreement, William Chung ("Chung") obtained majority control of the ECGI Holdings, Inc. from Silicon Beach, LLC by purchased 10,000,000 Common Shares to Chung. Effective as of November 4, 2020, William Chung, was selected to be a director and Chairman of the Board of Directors of this Corporation, to serve until the next annual meeting of the shareholders of the corporation and until his successor or successors are elected and qualified, or until his earlier resignation or removal, or the office is declared vacant in a manner provided for in the By Laws.

On October 28, 2022 (the "Closing Date"), Danny Wong ("Wong") obtained control of ECGI Holdings, Inc. (the "Company") from William Chung.

As of October 28, 2022, Danny Wong, shall be and he hereby is selected to be a director and Chairman of the Board of Directors of this Corporation, to serve until the next annual meeting of the shareholders of the corporation and until his successor or successors are elected and qualified, or until his earlier resignation or removal, or the office is declared vacant in a manner provided for in the By-Laws.

Danny Wong be, and he hereby is, chosen and appointed to fill the position as President and Chief Executive Officer of the Company to hold office until his resignation or removal or until her successor has been duly elected and qualified.

Sale of Subsidiary to a Related Party

As of July 18, 2018, the Company was informed and relied upon that information that all of the assets and substantially all of the liabilities of the Company were held in the name of, or were then obligations of, National Cardio Group, Inc. ("NCI"), a wholly-owned subsidiary of the Company.

On July 18, 2018, the Company entered into a series of agreements wherein it assigned all of its right, title and interest of NCI to ECGinc Holding LLC in exchange for the assumption of the Company's 8% Secured Demand Note in the original principal amount of \$425,000 and the indemnification of the Company (and each officer, director and agent) from and against any loss, liability, claim, damage, or expense to which it or they may become

subject as a result of the failure of ECGinc Holding LLC to pay the indebtedness related to the 8% Secured Demand Note and certain litigation. After the closing, the Company had no business operations and no assets.

On August 30, 2018, the Company assigned all of its right, title and interest in the remaining assets, if any, subject to liabilities, other than the Company's 8% Secured Demand Note in the original principal amount of \$425,000 to Western Sakkara Group LLC, a Delaware Limited Liability Company.

Shell Company Status

After the transactions of July 18, 2018, the Company can be defined as a "shell company" as defined in Rules 405 of the Securities Act of 1933 and 12b-2 of the Exchange Act of 1934 whose sole purpose is to locate and consummate a merger or acquisition with a private entity. The Company's officer and director has not engaged in any preliminary discussions with any representative of any other company regarding the possibility of an acquisition or merger or business combination.

Company Overview

Event Cardio Group Inc. ("the Company") was incorporated under the name Sunrise Mining Corporation on October 25, 2005 under the laws of Nevada and changed its name to Sunrise Holdings Limited on March 27, 2008. On November 7, 2014, it changed its name to Event Cardio Group Inc. On August 15, 2019, the Company changed its name from Event Cardio Group Inc. to ECGI Holdings Inc.

From December 2008, when the Company discontinued mining exploration, until June 2014, the business activity of the Company was to acquire a new business.

On June 9, 2014, 2340960 Ontario Inc. ("ECG") acquired 70,631 shares of the Company's common stock and 10,000,000 shares of the Company's Series A preferred stock constituting approximately 97% of the cumulative voting power of the Company's capital stock on that date.

On September 8, 2014, the Company entered into a share exchange agreement with Event Cardio Canada Inc.'s (formerly known as 2340960 Ontario Inc.) shareholders (The John Bentivoglio Family Trust) whereby the Company acquired all of the issued and outstanding common shares of Event Cardio Canada Inc. in exchange for 3,975,000 common shares of the Company. Upon completion of this transaction, the shareholders of Event Cardio Canada Inc. held approximately 93.6% of voting control of the Company. As of November 14, 2014, the Trust exchanged all of the shares of ECG capital stock that it owned for 1,490,625 newly issued restricted shares of the Company's common stock. Subsequent to the Share Exchange, ECG became the wholly owned subsidiary of the Company.

The Company was developing a cardiac monitoring device based on a wireless and leadless advanced cardiac monitor. Upon completion of the development, the purpose of the device was to collect medical data and transmit it to physicians for diagnostic evaluation. The Company also had a license agreement to distribute a patented product in the use of breast disease detection.

On October 24, 2014, through Event Cardio Canada Inc, the Company entered into a "License Agreement with Life Medical Technologies, Inc. ("Life Medical") under which it was granted the exclusive right to distribute Life Medical's "BreastCare DTS™" in the United States and certain other territories. The BreastCare DTS™ product

is a patented, non-invasive device which has been cleared by the FDA as an adjunct to mammography and other established procedures for the detection of breast disease, including breast cancer. The Company was required to pay Life Medical royalties of 5% on net sales, as defined in the License Agreement, and minimum annual royalties of \$100,000 in 2015 and \$200,000 each year thereafter. The License Agreement recognizes that in order to protect its interests, the Company may have to spend monies dealing with creditors of and other claimants against Life Medical. Although it had no obligation to consummate arrangements with such creditors, it may reduce any amounts it pays to Life Medical's creditors from future amounts payable to Life Medical. Life Medical was a listed creditor, with others, in EFIL Sub of ECG, Inc. ("EFIL") Chapter 7 Bankruptcy, Southern District of New York, Bankruptcy Petition 17-10154-mg, filed on January 26, 2017.

In connection with the October 24, 2014 transaction, the Company changed its fiscal year end from September 30th to August 31st.

On June 24, 2016, the Company entered into, and consummated a share exchange with the John Bentivoglis Family Trust and the Frank Sgro Family (2010) Trust, the shareholders of 2375757 Ontario Inc., pursuant to which it acquired all of the outstanding shares of 2375757 Ontario Inc. for a total of 140,625 shares of the Company's common stock. 2375757 Ontario Inc. had previously acquired from John Bentivoglis, the Chairman and Chief Executive Officer of the Company, rights granted to it in 2014 to market and distribute the Company's wireless cardiac monitoring device in Canada. Coupled with the acquisition of the rights granted to Nicholas Bozza, 2375757 Ontario Inc had re-acquired all of the rights to market and distribute the Company's wireless cardiac monitoring device in Canada.

On June 30, 2016, the Company completed the acquisition of Ambumed, Inc. for a total consideration of approximately \$1.3 million. Ambumed, Inc. was doing business under the trade name of National Cardiac Monitoring Center. Ambumed, Inc. was formed for the purpose of providing a range of cardiac monitoring services and support for physicians, hospitals, scanning services and home health care agencies and patients and sold cardiac monitoring equipment and provided 24-hour monitoring services to customers, principally in the Mid-Atlantic region.

The Company has summarized the above information and the material terms and conditions of the above agreements and transactions. For further information on those prior to November 25, 2015, reference is made to the Company filings with the Securities and Exchange Commission ("SEC") which may be inspected and copied at their principal office. The SEC maintains a website at <http://sec.gov> that contains reports, proxy and other information regarding the Company or for any registrant that files reports electronically.

On January 20, 2021, the Company entered into a purchase agreement with Northern California Holdings, Inc, ("Northern") for a real property located in Lake County, California owned by its subsidiary, Mount Fire 29 Corp for \$3,500,000. The Company will pay Northern \$250,000 in cash within 10 days; \$350,000 in cash within 20 days, and \$2,900,000 in cash within 90 days. The Company has not paid any of the amounts according to the purchase agreement. On May 4, 2021, the court ordered the Company to deliver its common shares pursuant to Section 3(a)(10) of the Securities Act of 1933 to EROP Enterprises LLC, who acquired the debt owed by the Company, and in full settlement of the claims until EROP's gross sales of the Company's stock equal to \$6,448,333.

In January 2021, the Company incorporated a new subsidiary, Nug Avenue, Inc. (“NUG”) to focus in providing services pertaining to the licensed and regulated delivery of cannabis out of Lynwood, California, serving primarily the greater Los Angeles Metropolitan area (the “Lynwood Operations”).

On February 1, 2021, NUG entered into a management service agreement with Magnolia Extracts, LLC (“Magnolia”) and last for 12 months. Magnolia owns a regulatory permit issued by the City of Lynwood authorizing commercial retailer non-storefront operations. NUG will operate under the regulatory permit by paying Magnolia the following:

- 1) For each month of operations during the term, the lease for the Premises of \$10,000 per month will be paid by NUG
- 2) NUG will pay a refundable security deposit of \$20,000. If contract is terminated in the first 180 days then Magnolia may deduct the security deposit of \$12,000
- 3) NUG will charge Magnolia 65% of the total proceeds as service income
- 4) License fee:
 - a. NUG shall pay Magnolia 2% of net sales receipt during the 90 day period from the commencement of operations;
 - b. 3% of monthly net sales receipts for all gross receipt amount between \$600,000 and \$750,000 after 90 day period so long as such payment plus the base monthly fee shall not exceed 40% of the net monthly profit;
 - c. 3.5% of monthly net sales receipts for all gross receipt amount above \$750,000 after 90 day period so long as such payment plus the base monthly fee shall not exceed 40% of the net monthly profit
 - d. 0.25% of gross receipts shall be paid to Magnolia on the fourth month after the commencement of operations

On February 8, 2021, NUG entered into a Common Share Purchase Agreement (the “NUG Agreement”) with Sugar Rush, Inc., a Nevada corporation (“Sugar Rush”). Pursuant to the Agreement, NUG and Sugar Rush agreed that Sugar Rush will receive 70% of the revenues and profits generated from the Lynwood Operations. Under the terms of the Agreement, Sugar Rush agreed to make periodic payments of \$560,000 over a twelve (12) month period to invest in the Lynwood Operations. The Company also agreed to make a periodic payment of \$240,000. The Company will record the 30% of ownership in NUG under equity investment method. As of February 28, 2023, Sugar Rush and the Company invested \$461,088 and \$252,457 into NUG, respectively.

On April 8, 2021, the Company’s board of directors ratified and confirmed the Settlement Agreement by unanimous consent and authorized its executive officers of the Company to enter into the Settlement Agreement, which the board of directors determined to be in the best interests of the corporation.

On April 16, 2021, the board of directors of ECGI Holdings, Inc confirmed by unanimous consent participation in a court hearing regarding a proposed settlement resolving a suit filed against the Company, referenced here in as Polk County Florida (case number: 21-CA-000888) styled EROP Enterprises, LLC, a Florida limited liability company, Plaintiff, vs. ECGI Holdings Inc., a Nevada corporation, Defendant (the “Lawsuit”).

The Lawsuit relates to debts owed by the Company, totaling \$3,869,000 which are in default and were acquired by EROP Enterprises LLC (“EROP”), the defendant in the suit.

The Parties entered into an agreement (the “Settlement Agreement”) in which the Company and EROP agreed to seek a judgment by the Polk County Court authorizing the parties to enter into a Section 3(a)(10) settlement resolution in the principal amount of (\$6,448,333) six million four hundred forty-eight thousand three hundred thirty-three dollars (the “Settlement Agreement”).

The Company has agreed to the Settlement Agreement and believes it is sufficiently fair. ECGI’s board of directors has considered the Settlement Agreement and has resolved that its terms and conditions are fair to, and in the best interests of, ECGI and its stockholders. The terms and conditions of the Settlement Agreement were, are, and will be fair to and in the best interests of all of the parties.

Pursuant to the Settlement Agreement, the parties filed a *Motion for Fairness Determination and Order Approving Settlement and Dismissing Case* with the Circuit Court of the Tenth Judicial Circuit, in and for Polk County, Florida Civil Division.

In ratifying the Settlement Agreement, the Company, upon the Polk County Court’s order, agrees to issue to EROP shares of the Company’s common stock until EROP’s total gross sales of such common stock equal \$6,448,333. In full settlement of the Lawsuit and that when issued hereto, the settlement shares shall be freely tradable without legend or restriction pursuant to Section 3(a)(10) of the Securities Act of 1933 and shall be validly issued, fully paid and non-assessable shares.

In January 2023, the Company signed a non-binding Letter of Intent (the “LOI”) between East West Pharma Group, Inc., a Wyoming corporation (“EWPG”) and ECGI Holdings, Inc., a Nevada corporation (“ECGI”) relative to the purchase and acquisition of all talent, intellectual properties and business operation.

Going Concern

These consolidated financial statements have been prepared on a going concern basis, which implies that the Company will continue to realize its assets and discharge its liabilities in the normal course of business. As of February 28, 2023, the Company had assets totaling \$4,549,764, liabilities totaling \$8,584,038 and a working capital deficit of \$7,753,773. The Company does not have a history of generating revenue and has an accumulated deficit of \$11,324,039 as of February 28, 2023. The continuation of the Company as a going concern is dependent upon (i) its ability to identify future investment opportunities, (ii) its ability to obtain any necessary debt and/or equity financing, and (iii) its ability to generate profits from the Company’s future operations. These factors raise substantial doubt regarding the Company’s ability to continue as a going concern. These financial statements do not include any adjustments to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

Note 2. Basis of Presentation and Summary of Significant Accounting Policies

Basis of Presentation

The unaudited consolidated financial statements have been prepared in accordance with GAAP and include the accounts for the Company and its wholly owned subsidiaries, EFIL Sub of ECG, Inc. (“EFIL”) that had filed a Chapter 7 Bankruptcy on January 26, 2017. EFIL had no assets, liabilities, and/or business operations during the three and six

months ended February 28, 2023 and 2022 Any inter-company transactions and balances have been eliminated upon consolidation.

The unaudited consolidated financial statements have been prepared on the same basis as audited consolidated financial statements and, in the opinion of management, reflect all adjustments of a normal recurring nature considered necessary to present fairly the Company's financial position as of February 28, 2023 and August 31, 2022, results of its operations for the three and six months ended February 28, 2023 and 2022, and cash flows for the six months ended February 28, 2023 and 2021. The interim results are not necessarily indicative of the results for any future interim period or fiscal year. Certain prior period amounts may have been reclassified to conform to current period presentation. These classifications, if any, have no effect on the previously reported net loss or loss per share.

The accompanying unaudited consolidated financial statements and related financial information should be read in conjunction with the last annual consolidated financial statements and the related notes thereto for the year ended August 31, 2022 included in the Company's quarterly report filed with the OTC Markets on January 6, 2023.

Use of Estimates

The preparation of consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities, and reported amounts of expenses in the financial statements and accompanying notes. Actual results could differ from those estimates. Key estimates generally included in the financial statements include the valuation of deferred income tax assets, equity instruments, stock-based compensation and useful life of property and equipment.

Cash and Cash Equivalents

The Company considers all highly liquid investments purchased with an original maturity of three months or less to be cash equivalents. On February 28, 2023, the Company's cash balance was \$783. The Company's cash balance at August 31, 2022 was \$15,016. The Company maintains cash balances at financial institutions insured up to \$250,000 thousand by the Federal Deposit Insurance Corporation.

Earnings (Loss) Per Share

The Company computes net loss per share in accordance with *ASC 260, Earnings Per Share*, which requires presentation of both basic and diluted earnings per share (EPS) on the face of the income statement. Basic EPS is computed by dividing net loss available to common shareholders (numerator) by the weighted average number of shares outstanding (denominator) during the period. Diluted EPS gives effect to all dilutive potential common shares outstanding during the period using the treasury stock method and convertible preferred stock using the if-converted method. In computing Diluted EPS, the average stock price for the period is used in determining the number of shares assumed to be purchased from the exercise of stock options or warrants. Diluted EPS excludes all dilutive potential shares if their effect is anti-dilutive.

For the three and six months ended February 28, 2023 and 2022, there were no dilutive instruments as their effect would have been anti-dilutive given that the Company had net losses during these periods.

Fair Value of Financial Instruments

ASC 820 Fair Value Measurements and Disclosures defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. ASC 820 also establishes a fair value hierarchy that distinguishes between (1) market participant assumptions developed based on market data obtained from independent sources (observable inputs) and (2) an entity's own assumptions about market participant assumptions developed based on the best information available in the circumstances (unobservable inputs). The fair value hierarchy consists of three broad levels, which gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3).

The three levels of the fair value hierarchy are described below:

Level 1 - Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities.

Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly, including quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in markets that are not active; inputs other than quoted prices that are observable for the asset or liability (e.g., interest rates); and inputs that are derived principally from or corroborated by observable market data by correlation or other means.

Level 3 - Inputs that are both significant to the fair value measurement and unobservable.

The carrying value of certain on-balance-sheet financial instruments approximated their fair values due to the short-term nature of these instruments. These financial instruments included cash and cash equivalents, prepaid expenses, and accrued liabilities. The fair value of the Company's notes payable was estimated based on current rates that would be available for debt of similar terms which is not significantly different from their stated value.

Related Parties

The Company follows *ASC 850, Related Party Disclosures*, for the identification of related parties and disclosure of related party transactions.

Recently Issued Accounting Pronouncements

From time to time, new accounting pronouncements are issued by the Financial Accounting Standards Board, or FASB, or other standard setting bodies and adopted by us as of the specified effective date. Unless otherwise discussed, the impact of recently issued standards that are not yet effective will not have a material impact on the Company's financial position or results of operations upon adoption.

The Company has considered all other recently issued accounting pronouncements and does not believe the adoption of such pronouncements will have a material impact on its consolidated financial statements.

Note 3. Property and equipment

On January 20, 2021, the Company entered into a purchase agreement with Northern California Holdings, Inc, (“Northern”) for a real property located in Lake County, California owned by its subsidiary, Mount Fire 29 Corp for \$3,500,000. The Company will pay Northern \$250,000 in cash within 10 days; \$350,000 in cash within 20 days, and \$2,900,000 in cash within 90 days. The Company has not paid any of the amounts according to the purchase agreement. On May 4, 2021, the court ordered the Company to deliver its common shares pursuant to Section 3(a)(10) of the Securities Act of 1933 to EROP Enterprises LLC, who acquired the debt owed by the Company, and in full settlement of the claims until EROP’s gross sales of the Company’s stock equal to \$6,448,333.

Note 4. Loan Receivable

On July 21, 2022, the company entered into a Loan agreement with Endless Consciousness Corp for the principal amount of \$40,000 with an interest rate of 8% and will mature in 1 year. As of February 28, 2023, the amount owed to the company is in the amount of \$41,946, which comprise of the principal of \$40,000 and \$1,946 earned from interest.

Note 5. Convertible Note

On April 27, 2015 (the “Original Issue Date”), the Company issued an eight percent (8%) convertible note payable (the “8% Convertible Note”) in the original principal amount of \$500,000. Per the terms of the 8% Convertible Note, the maturity date was January 31, 2018, the annual rate of interest was eight percent (8%), and the principal and accrued interest could be converted, at the sole discretion of the note holders (the “Holders”), into shares of the Company’s common stock at a per share conversion price of \$3.00 (adjusted for the 1 for 20 reverse stock split – see Note 1. Description of Business).

Interest on the note is calculated on the basis of a 360-day year, consisting of twelve (12) thirty (30) calendar day periods, and accrues daily on the outstanding principal balance commencing on the Original Issue Date until payment in full of the principal sum. Accrued interest is payable annually on January 31 of each year beginning January 1, 2016, on each Conversion Date (as to that principal amount then being converted), on each Optional Redemption Date (as to that principal amount then being converted), and on the Maturity Date.

The Company, at its option, may prepay all (but not less than all) of the principal amount of this 8% Convertible Note, together with any interest accrued thereon to the date of redemption (the “Redemption Date”) upon ten (10) days prior written notice to the Holders (the “Notice of Redemption”), provided, however, the Holder may elect to convert the outstanding principal amount of this 8% Convertible Note prior to actual payment in cash for such redemption. Should the Holders choose not to convert this 8% Convertible Note, and the volume weighted average price (“VWAP”) for the ten (10) trading days immediately preceding the date of the Notice of Redemption is less than \$3.00 (adjusted for the 1 for 20 reverse stock split – see Note 1. Description of Business), the Company shall issue to Holders of this 8% Convertible Note on the Redemption Date warrants to purchase that number of shares of its common stock equal to one percent (1%) of the total number of shares of the Company’s common stock outstanding on the Redemption Date (the “Total Warrant Shares”). The warrants will be exercisable on or before the third anniversary of the Redemption Date at an exercise price of \$3.00 per share (adjusted for the 1 for 20

reverse stock split – see Note 1. Description of Business) and provide for the exercise of the Warrants on a cashless basis.

Per the terms of the 8% Convertible Note, any of the following events will constitute a default (“Event of Default”) by the Company:

- i. Any default in the payment of (A) the principal amount of any Note or (B) interest and other amounts owing to a Holder on any Note, as and when the same shall become due and payable which default, solely in the case of an interest payment or other default under clause (B) is not cured within five (5) Trading Days;
- ii. The Company shall fail to observe or perform any other covenant or agreement contained in the Notes which failure is not cured, if possible, to cure, within the earlier to occur of (A) five (5) Trading Days after notice of such failure sent by the Holder or by any other Holder and (B) ten (10) Trading Days after the Company has become aware of such failure;
- iii. Any representation or warranty made in this Note or the Purchase Agreement, any written statement pursuant hereto or thereto or any other report, financial statement, or certificate made or delivered to the Holder or any other Holder shall be untrue or incorrect in any material respect as of the date when made or deemed made; or
- iv. The Company shall be subject to a Bankruptcy Event.

Should any Event of Default occur and is continuing without being waived by the Holder or cured by the Company, the terms of the 8% Convertible Note state that the outstanding principal amount plus accrued but unpaid interest, and other amounts owing in respect thereof through the date of acceleration, shall become, at the Holder’s election, immediately due and payable in cash (the “Default Amount”).

As of January 31, 2018, this note was in default as the outstanding principal and related accrued and unpaid interest were due and payable to the Holder as of said date, which represented the maturity date. The Company has not received a notice of default from the Holder.

As of February 28, 2023 and August 31, 2022, the outstanding principal and accrued interest are \$326,959 and \$317,959, respectively.

On March 25, 2021, the Company issued a ten percent (10%) convertible note (the “10% Convertible Note”) in the original principal amount of \$28,600 and original issue discount of \$8,600 per the terms of the 10% Convertible Note, the maturity date March 25, 2022, the annual rate of interest is ten percent (10%), and the principal and accrued interest could be converted, at the sole discretion of the note holder, into shares of the Company’s common stock at 60% of the offering price for the common stock pursuant to Regulation A under the Securities Act of 1933. The original \$8,600 original issued discounts and the beneficial conversion features were recorded as debt discounts and amortized over the term of the note. Therefore, the total debt discount at the inception date of the convertible note was \$28,600. As of February 28, 2023, the outstanding balance of the loan is \$34,128 which including \$5,528 of interest accrual. As of February 28, 2023, the total debt discount has been amortized. As of February 28, 2023, the loans maturity date has been extended to March 21, 2023.

On May 19, 2021, the Company issued a ten percent (10%) convertible note payable (the “10% Convertible Note”) in the original principal amount of \$428,572 and original issue discount of \$128,572. Per the terms of the 10% Convertible Note, the maturity date May 19, 2022, the annual rate of interest is ten percent (10%), and the principal and accrued interest could be converted, at the sole discretion of the note holders (the “Holders”), into shares of the Company’s common stock at 60% of the offering price for the common stock pursuant to Regulation A under the Securities Act of 1933. The original \$128,572 original issued discounts and the beneficial conversion features were recorded as debt discounts and amortized over the term of the note. Therefore, the total debt discount at the inception date of the convertible note was \$428,572. As of February 28, 2023, the outstanding balance of the loan is \$504,955 which including \$76,383 of interest accrual. As of February 28, 2023, the total debt discount has been amortized. As of August 31, 2022, the loans maturity date has been extended to May 19, 2023.

On October 28, 2021, the Company issued a ten percent (10%) convertible note payable (the “10% Convertible Note”) in the original principal amount of \$102,960 and original issue discount of \$30,960. Per the term of the 10% Convertible Note, the maturity date October 28, 2021, the annual rate of interest is ten percent (10%), and the principal and accrued interest could be converted, at the sole discretion of the note holders (the “Holders”), into shares of the Company’s common stock at 60% of the offering price for the common stock pursuant to Regulation A under the Security Act of 1933. The original \$30,960 original issued discounts and the beneficial conversion features were recorded as debt discounts and amortized over the term of the note. Therefore, the total debt discount at the inception date of the convertible note was \$102,960. As of February 28, 2023, the outstanding balance of the loan is \$114,197 which including \$11,237 of interest accrual. As of February 28, 2023, the entire \$102,960 debt discount has been amortized. As of February 28, 2023 the loan is in default.

On May 10, 2022, the Company issued a ten percent (10%) convertible note payable (the “10% Convertible Note”) in the original principal amount of \$210,000 and original issue discount of \$60,000. Per the term of the 10% Convertible Note, the maturity date May 10, 2023, the annual rate of interest is ten percent (10%), and the principal and accrued interest could be converted, at the sole discretion of the note holders (the “Holders”), into shares of the Company’s common stock at 60% of the offering price for the common stock pursuant to Regulation A under the Security Act of 1933. The original \$60,000 original issued discounts and the beneficial conversion features were recorded as debt discounts and amortized over the term of the note. Therefore, the total debt discount at the inception date of the convertible note was \$210,000. As of February 28, 2023, the outstanding balance of the loan is \$226,935 which including \$16,935 of interest accrual. As of February 28, 2023, \$169,151 out of \$210,000 total debt discount has been amortized.

			Debt Discount as	Debt Discount as of February 28,	
Convertible Note Holder	Start Date	End Date	of Issuance	Amortization	2023
8% Convertible Note	4/27/2015	Default	-		-
Wayne Wong	3/26/2021	Default	-		-
Kevin Dang	5/19/2021	Default	-		-
K&J Funding	10/28/2021	Default	-		-
Vuvu Venture Inc	5/10/2022	5/10/2023	(210,000.00)	169,151	(92,630)

(92,630)
995,132
190,862
1,093,364

Note 6. Note Payable – Related Party

On May 20, 2019, the Company issued a Revolving Promissory Note (the “Revolving Promissory Note”) to Silicon Beach LLC, an entity owned and controlled by Adam D. Sexton, the former Company’s Chief Executive Officer and a director. Per the terms of the Revolving Promissory Note, the maximum revolving credit commitment (the “Revolving Credit Commitment”) is thirty-five thousand dollars (\$35,000.00) and accrues interest at the rate of five percent (5%) per annum. During the term of the Revolving Promissory Note (the “Revolving Credit Commitment Period”), the Company may use the Revolving Credit Commitment by borrowing, prepaying any advances in whole or in part, and re-borrowing, all in accordance with the terms and conditions set forth in the Revolving Promissory Note. Interest on the Notes shall accrue from the date of any advance(s) on any principal amount withdrawn, and on accrued and unpaid interest thereon, at the rate of five percent (5%) per annum. The Revolving Credit Commitment Period on the Revolving Promissory Note commenced on May 20, 2019 and expires on May 19, 2020 (the “Expiration Date”). All outstanding and unpaid principal, and all outstanding and accrued unpaid interest, is due and payable on and as of the Expiration Date. The Company may, at its sole discretion, prepay all or any portion of the accrued and unpaid interest on this Note and any outstanding principal amount of these Notes prior to the Expiration Date.

In the event of default, with default constituting (i) default by the Company in any payment on these Notes after any such payment becomes due and payable, (ii) breach by the Company of any material provisions of any agreement between the Company and the Holder, and/or (iii) the Company filing a voluntary petition in bankruptcy or any petition or answer seeking for itself any reorganization, readjustment, arrangement, composition or similar relief that is not discharged or dismissed within sixty (60) days, the unpaid outstanding principal balance of these Notes shall bear interest at the rate of fifteen percent (15%) per annum. Furthermore, in the event that these Notes are placed in the hands of any attorney for collection, or any suit or proceeding is brought for the recovery or protection of the indebtedness, the Company will be obligated to pay all reasonable costs and expenses incurred by Holder, including reasonable attorneys’ fees.

On April 1, 2020, the Company and Silicon Beach LLC entered into an Obligation Extension Agreement (“Extension Agreement”) whereby the maturity date was extended from May 19, 2020 to September 1, 2021. The Company did not pay Silicon Beach LLC any consideration to extend the maturity date, and no other changes were made to the original terms of the Revolving Promissory Note. The Company relied upon *ASC 470-50, Modifications and Extinguishments*, to determine any potential gain or loss to record regarding the modification of the original terms of this note. The Company determined there was no gain or loss to record in relation to this debt modification, as there was zero difference between the reacquisition price and the net carrying amount of the debt that was extinguished.

The following summarizes the Company’s principal borrowings in relation to the Revolving Promissory Note as of February 28, 2023:

Date Principal Borrowed	Amount of Principal Borrowed
May 20, 2019	\$ 10,000
June 19, 2019	5,000
November 15, 2019	1,000
January 8, 2020	1,000
February 10, 2020	1,000
April 23, 2020	1,500
August 7, 2020	500
Total principal borrowed	<u>\$ 20,000</u>

The Company recorded \$1,051 and \$1,051 of interest expense related to the Revolving Promissory Note during the quarter ended February 28, 2023 and 2022 respectively.

The following summarizes the Revolving Promissory Note as of February 28, 2023 and 2022:

	As of February 28, 2023	As of August 31, 2022
Outstanding principal	\$ 20,000	\$ 20,000
Accrued and unpaid interest	3,732	3,211
Total principal and accrued and unpaid interest	<u>\$ 23,732</u>	<u>\$ 23,211</u>

Note 7. Derivative Liability

The Company evaluates all of its financial instruments in accordance with *ASC 815, Derivatives and Hedging* to determine if such instruments are derivatives or contain features that qualify as embedded derivatives. For derivative financial instruments that are accounted for as liabilities, the derivative instrument is initially recorded at its fair value and is then re-measured at each reporting date, with changes in the fair value reported in the consolidated statements of operations. For stock-based derivative financial instruments, the Company uses a weighted average Black-Scholes-Merton option pricing model to value the derivative instruments at inception and on subsequent valuation dates. The classification of derivative instruments, including whether such instruments should be recorded as liabilities or as equity, is evaluated at the end of each reporting period. Derivative instrument liabilities are classified on the balance sheet as current or non-current based on whether or not net-cash settlement of the derivative instrument could be required within twelve months of the balance sheet date.

Based upon the Company's analysis of *ASC 815*, the Company determined that its 8% convertible note payable (see Note 8. - 8% Convertible Note) issued April 27, 2015 contained features that qualify as embedded derivatives. In specific, the requirement that the Company must, should the volume weighted average price (VWAP) be less than \$3.00 (adjusted for the 1 for 20 reverse stock split – see Note 1. Description of Business) for the ten (10) trading days immediately preceding the date of the Notice of Redemption, issue warrants to the note holder to purchase shares of its common stock equal to one percent (1%) of the total number of shares of the Company's common stock outstanding on the Redemption Date, was deemed an embedded derivative that required bifurcation. Accordingly,

the Company recorded this derivative financial instrument as a liability on its balance sheet on the date of issuance and then re-measured its fair value on each reporting date, with the resulting change in fair value being recorded in the Company's statements of operations.

During the period ended February 28, 2023 and August 31, 2022, the Company estimated the fair value of the derivative liability using a weighted average Black-Scholes-Merton option pricing model with the following range of assumptions:

	February 28, 2023	August 30, 2022
Fair value of the Company's common stock	\$ 0.02	\$ 0.13
Per share conversion price	\$ 3.0	\$ 2.93
Term of the note (years)	1.0	1.0
Risk-free interest rate	5.02%	0.92%
Expected volatility	247%	361%
Dividend yield	-	-

As of February 28, 2023 and 2022, the Company had a derivative liability recorded on its balance sheet. The derivative liability has been categorized as a Level 3 financial liability whose fair value is re-measured on a recurring basis. As of February 28, 2023, the Company estimated the fair value of its derivative liability to be \$398, which represents a decrease of \$(4,750) estimated fair value as of February 28, 2022.

The following is a summary of the estimated fair value of the Company's derivative liability:

Financial Instruments	Level 1	Level 2	Level 3	Carrying Amount
Liabilities:				
Derivative liability at August 31, 2018	\$ -	\$ 16,860	\$ -	\$ 16,860
Loss in fair value of derivative	\$ -	\$ (14,146)	\$ -	\$ (14,146)
Derivative liability at August 31, 2019	\$ -	\$ 31,006	\$ -	\$ 31,006
Loss in fair value of derivative	\$ -	\$ (3,533)	\$ -	\$ (3,533)
Derivative liability at August 31, 2020	\$ -	\$ 34,539	\$ -	\$ 34,539
Loss in fair value of derivative	\$ -	\$ 28,387	\$ -	\$ 28,387
Derivative liability at November 30, 2020	\$ -	\$ 62,926	\$ -	\$ 62,926
Loss in fair value of derivative	\$ -	\$ 102,793	\$ -	\$ 102,793
Derivative liability at February 28, 2021	\$ -	\$ 165,719	\$ -	\$ 165,719
Loss in fair value of derivative	\$ -	\$ (49,109)	\$ -	\$ (49,109)
Derivative liability at May 31, 2021	\$ -	\$ 116,609	\$ -	\$ 116,609
Loss in fair value of derivative	\$ -	\$ (58,594)	\$ -	\$ (58,594)
Derivative liability at August 31, 2021	\$ -	\$ 58,016	\$ -	\$ 58,016

Loss in fair value of derivative	\$ -	\$ (28,380)	\$ -	\$ (28,380)
Derivative liability at November 30, 2021	\$ -	\$ 29,636	\$ -	\$ 29,636
Loss in fair value of derivative	\$ -	\$ 22,062	\$ -	\$ 22,062
Derivative liability at February 28, 2022	\$ -	\$ 51,696	\$ -	\$ 51,696
Loss in fair value of derivative	\$ -	\$ (23,424)	\$ -	\$ (23,424)
Derivative liability at May 31, 2022	\$ -	\$ 28,272	\$ -	\$ 28,272
Loss in fair value of derivative	\$ -	\$ (12,359)	\$ -	\$ (12,359)
Derivative liability at August 31, 2022	\$ -	\$ 15,913	\$ -	\$ 15,913
Loss in fair value of derivative	\$ -	\$ (10,765)	\$ -	\$ (10,765)
Derivative liability at November 30, 2022	\$ -	\$ 5,148	\$ -	\$ 5,148
Loss in fair value of derivative	\$ -	\$ (4,750)	\$ -	\$ (4,750)
Derivative liability at February 28, 2023	\$ -	\$ 398	\$ -	\$ 398

Note 8. Long term debt

On January 20, 2021, the Company acquired Mount Fire 29 Corp, a subsidiary of Northern California Holdings, Inc. for a property located in Lower Lake, CA 95457 within the inclusion zone suitable for cannabis cultivation. The loan of \$804,000 therefore became part of the Company's liability after the acquisition. The loan is matured on October 1, 2022 with an interest of 8.5%, payable in 24 installments of \$5,695 each, beginning on November 1, 2020. The balance as of August 31, 2021 was \$804,000. LMK Capital LLC paid the first four installments of \$22,780 on behalf of the Company as of August 31, 2021. As of February 28, 2023, the amount paid by LMK Capital LLC has been reimbursed by the Company.

On January 20, 2021, the Company acquired Mount Fire 29 Corp, a subsidiary of Northern California Holdings, Inc. for a property located in Lower Lake, CA 95457 within the inclusion zone suitable for cannabis cultivation. The loan of \$175,000 therefore became part of the Company's liability after the acquisition. The loan and balloon payment is matured on December 1, 2020 at 7% interest. LMK Capital LLC paid \$50,000 on behalf of the Company so the \$175,000 was reduced to \$125,000. On May 27, 2021, the Company made additional payment and paid off the remaining balance.

On January 20, 2021, the Company entered into a purchase agreement with Northern California Holdings, Inc, ("Northern") for a real property located in Lake County, California owned by its subsidiary, Mount Fire 29 Corp for \$3,500,000. The Company will pay Northern \$250,000 in cash within 10 days; \$350,000 in cash within 20 days, and \$2,900,000 in cash within 90 days. The Company has not paid any of the amounts according to the purchase agreement. On May 4, 2021, the court ordered the Company to deliver its common shares pursuant to Section 3(a)(10) of the Securities Act of 1933 to EROP Enterprises LLC, who acquired the debt owed by the Company, and in full settlement of the claims until EROP's gross sales of the Company's stock equal to \$6,448,333. As of February 28, 2023, the gross sales of the Company's stock amount \$26,573. The Settlement payable reduced to 6,421,760 as of February 28, 2023.

Note 9. Stockholders' Deficit

Preferred Stock

The Company is authorized to issue 10,000,000 shares of preferred stock with a par value of \$0.001 per share. As of August 31, 2018, the Company had 5,000,000 shares of Series A preferred stock issued and outstanding to Silicon Beach LLC, a related party.

This series of preferred stock had been designated as the Company's Series A Convertible Preferred Stock (the "Series A Preferred Stock"). Each share of Series A Preferred Stock had a par value of \$0.001 per share and the Holders of shares of Series A Preferred Stock were entitled to dividends declared and paid on shares of common stock in an amount per share equal to the amount they would be entitled to receive as holders of common stock if all outstanding shares of Series A Preferred Stock had been converted into Common Stock. Holders of Series A Preferred Stock could vote together with holders of common stock as a single class, with each share of Series A Preferred Stock having two (2) (adjusted for the 1 for 20 reverse stock split) votes per share on all matters as to which stockholders are entitled to vote, including the election of directors, except with respect to matters for which a class vote is required by law. Each share of Series A Preferred Stock was convertible, at the option of the holder, into one (1) (adjusted for the 1 for 20 reverse stock split) share of common stock. This description is subject to the terms and conditions contained in the filed documents with the Secretary of State of Nevada.

On August 15, 2019, Silicon Beach LLC converted all of its Series A preferred stock into 5,000,000 shares of the Company's common stock. As of February 28, 2023 and 2022, the Company did not have any shares of Series A preferred stock issued and outstanding.

No shares of preferred stock were issued by the Company during the periods ended February 28, 2023 and 2022.

Common Stock

Reverse Stock Split

On August 15, 2019, the Company effected a one for twenty (1 for 20) reverse stock split, whereby each stockholder of record received one (1) share of the Company's common stock for every twenty (20) shares held. Immediately preceding the reverse stock split, the Company had 244,520,999 shares of its common stock issued and outstanding. Upon completion of the reverse stock split, the Company had 12,226,475 shares of its common stock issued and outstanding.

In conjunction with the reverse stock split, Silicon Beach LLC converted all of its preferred stock into 5,000,000 shares (adjusted for the 1 for 20 reverse stock split) of the Company's common stock. Immediately after the completion of both the reverse stock split and the conversion of all of the Company's issued and outstanding Series A preferred stock into shares of the Company's common stock, the Company had 17,226,467 shares of its common stock issued and outstanding.

Neither the number of authorized shares of common stock, which remains 310,000,000, nor the per share par value of \$0.001 was affected by the reverse stock split.

The accompanying financial statements have been retroactively adjusted to reflect the results of the reverse stock split.

Common Stock Issued and Outstanding

The Company is authorized to issue 310,000,000 shares of its common stock with a par value of \$0.001 per share. As of February 28, 2023 and 2022, the Company had 23,130,278 and 21,255,278 shares of common stock issued and outstanding, respectively.

On March 31, 2021, the Company increased the authorized common stock from 300,000,000 to 310,000,000 shares at \$0.001 par value.

Common Stock Issuances

On March 16, 2021, the Company entered into a debt settlement agreement to settle the debt for Mount Fire 29 Corp balance of \$3,500,000, Day Break Communications, LLC outstanding balance of \$150,000, and World Equity Group, Inc of \$219,000. The Company has not paid any of the amounts according to the purchase agreement. On May 4, 2021, the court ordered the Company to deliver its common shares pursuant to Section 3(a)(10) of the Securities Act of 1933 to EROP Enterprises LLC, who acquired the debt owed by the Company, and in full settlement of the claims until EROP's gross sales of the Company's stock equal to \$6,448,333.

On April 8, 2021, the Company issued 13,000 shares of its common stock to Deepak Panjwani as an upfront bonus for signing a director contract. The issuance has been recorded as stock compensation of \$10,467 at fair value of \$0.78. 3,250 shares of common stock shall be vested every quarter served as director for the term of the employment agreement.

On May 31, 2021, the Company issued 142,857 shares of its common stock each to Benjamin Widjaja and Tony Thai in exchange with their accounting consultant services. The share has been recorded as stock compensation at fair value of \$170,000 for the year ended August 31, 2021.

On September 27, 2022, the company entered in to a Subscription agreement where the company issued 625,000 shares of its common stock to an investor at \$.04 per share. The agreement is valued at \$25,000.

On January 19, 2023, the company entered in to a Subscription agreement where the company issued 1,250,000 shares of its common stock to an investor at \$.04 per share or \$50,000.

Options

During the year ended August 31, 2022 and six months ended February 28, 2023 the Company did not grant any stock options. As of February 28, 2023, the Company did not have any stock options outstanding.

Warrants

As of February 28, 2023, the Company did not have any warrants issued and/or outstanding.

Analysis of Common Stock Issuable Upon Conversion

The following table details the total number of shares of the Company's common stock that would be issued and outstanding if (i) all convertible debt and related accrued and unpaid interest and (ii) warrants related to the 8% convertible note's volume weighted average price (VWAP) stipulation were converted into shares of the Company's common stock as of February 28, 2023:

	As of February 28, 2023
Shares issued and outstanding as of February 28, 2023	23,130,278
Shares issuable upon conversion of 8% convertible note principal and accrued interest	108,986
Shares issuable upon conversion of 10% convertible note principal and accrued interest	81,288,115
Shares issuable related to 8% convertible note's volume weighted average price (VWAP) stipulation	172,261
Total number of potentially issuable shares of common stock	104,699,639
Total number of shares of common stock authorized	310,000,000
Total number of shares of common stock available for issuance at February 28, 2023	205,300,361

Note 10. Commitments

As of this filing, there are no material commitments that have not been disclosed in this filing.

Note 11. Subsequent Events

B. The financial statements for this Reporting Period were prepared by:

Name:	Danny Wong
Title:	Chief Executive Officer and Acting Chief Financial Officer
Qualifications:	See Item 7 below. Mr. Chung was the head processor of a major mortgage bank.
Relationship to Issuer:	Officer, director, beneficial owner of shares of the Company.

On May 20, 2019, the Company issued a Revolving Promissory Note to Silicon Beach LLC whereby the Company can borrow up to a maximum of thirty-five thousand USD (\$35,000) at an annual rate of interest equal to five percent (5%). There has been no financial accommodations provided to the Company under the Revolving Promissory Note.

On August 15, 2019, there was a reverse stock split of the Company's stock on a 1 for 20 share basis that resulted in (i) the number of authorized shares of Common Stock remaining at 300,000,000 shares and the number of authorized shares of Preferred Stock remaining at

10,000,000 shares and (ii) the reduction of the number of outstanding and issued shares of Common Stock. As a result of the reverse stock split each stockholder of record received one (1) share of the Company's Common Stock for every twenty (20) shares held. Immediately preceding the reverse stock split, the Company had 244,520,999 shares of its Common Stock issued and outstanding. Upon completion of the reverse stock split, the Company had 12,226,050 shares of its Common Stock issued and outstanding.

In conjunction with the reverse stock split, Silicon Beach LLC, the holder of the Company's Series A Preferred Stock converted all of its Preferred stock into 5,000,000 shares (as adjusted for the 1 for 20 reverse stock split) of the Company's Common Stock.

Immediately after the completion of both the reverse stock split and the conversion of all of the Company's issued and outstanding Series A Preferred Stock into shares of the Company's Common Stock, the Company had 17,226,050 shares of its Common Stock issued and outstanding. As of August 15, 2019 and as of the date hereof, Silicon Beach LLC owned and controlled 10,000,000 shares of the Company's Common Stock, which represents approximately 58% of the 17,226,467 shares of Common Stock issued and outstanding.

On October 6, 2020, William Chung purchased all the 10,000,000 common shares from Silicon Beach LLC, the former largest shareholder in the Company and resulting in a change of control.

C. Quasi-Reorganization (Accounting).

Subject to a determination under Nevada law and conformity with generally accepted accounting principles, or either, the Company may effectuate a quasi-reorganization. In a quasi-reorganization, the total deficit or most of the deficit is then written off against paid-in capital balances, providing the Company with a new capital structure. The Company had experienced significant net losses after formation and during operations. The Company may be able to eliminate the deficit through a restatement of its invested capital balances, i.e., the total deficit or most of the deficit is then written off against paid-in capital balances, giving the Company a revised capital structure. The Company believes that all or a substantial amount of the accumulated deficit will be eliminated. Performance of the Company from the reorganization date and quasi reorganization date, or such earlier date of the quasi-reorganization, forward can then be measured and reported without having the prior history and negative results reflecting unfavorably on the Company. The Company believes that the financial statements or notes to financial statements will reflect the retained earnings dated as at the time of account readjustment(s) and will provide the Company with a "fresh start" in earnings, accumulations or losses.

Item 5. Issuer's Business, Products and Services.

A. Description of the Issuer's Business Operations:

ECGI Holdings Inc. (the “Company”) was incorporated under the name Sunrise Holdings Limited on October 26, 2005 under the laws of Nevada. On August 15, 2019, the Company changed its name from Event Cardio Group Inc. to ECGI Holdings Inc.

As of July 18, 2018, the Company was informed and relied upon that information that all of the assets and substantially all of the liabilities of the Company were held in the name of or obligations of National Cardio Group, Inc., a subsidiary of the Company. EFIL had previously filed a Chapter 7 Bankruptcy in United States District Court for the Southern District of New York.

On July 18, 2018, the Company entered into a series of agreements wherein it assigned all of its right, title and interest of National Cardio Group, Inc. to ECGinc Holding LLC in exchange for the assumption of the Company’s 8% Secured Demand Note in the principal amount of \$425,000 and agreed to indemnify and hold the Company (and each officer, director and agent) harmless from and against any loss, liability, claim, damage, or expense (including, but not limited to, any and all expense whatsoever reasonably incurred in investigating, preparing, or defending against any litigation, commenced or threatened, or any claim whatsoever)), to which it or they may become subject as a result of the failure to pay the \$425,00 indebtedness. In addition, ECGinc Holdings LLC agreed to indemnify the Company and Green Keys Partners LLC on any losses, etc. See Item 8 B below for information of the litigation. The transactions have been secured by ECGinc Holdings, LLC pledging the National Cardio Group, Inc. stock as security for the indemnifications.

On January 20, 2020, the Company was informed that the Company’s 8% Secured Demand Note had been assigned to National Cardio Group, Inc. in 2016 and that the obligation was a liability of the Company. Accordingly, this obligation is no longer deemed to be a direct obligation of the Company and is not recorded on the Company’s balance sheet. The Company believes that SEC requirements and generally accepted accounting principles require the disclosing of this off-balance sheet liability in the notes to the financial statements.

On January 20, 2021, the Company entered into a purchase agreement with Northern California Holdings, Inc, (“Northern”) for a real property located in Lake County, California owned by its subsidiary, Mount Fire 29 Corp for \$3,500,000. The Company will pay Northern \$250,000 in cash within 10 days; \$350,000 in cash within 20 days, and \$2,900,000 in cash within 90 days. The Company has not paid any of the amounts according to the Northern purchase agreement. On May 4, 2021, the court ordered the Company to deliver its common shares pursuant to Section 3(a)(10) of the Securities Act of 1933 until Northern’s total gross sales of the Company’s stock equal to \$6,448,333 in full settlement of the claims. For the quarter ended May 31, 2021 with, the Company issued 1,700,000 shares of its common stock. The issuance was upon Section 3(a)(10) of the Securities Act of 1933, which by the court order on May 4, 2021 as an escrow shares. None of the escrow shares has been sold to settle the total balance of \$6,448,333.

In January 2021, the Company incorporated a new subsidiary, Nug Avenue, Inc. (“NUG”) to focus in providing services pertaining to the licensed and regulated delivery of cannabis out of

Lynwood, California, serving primarily the greater Los Angeles Metropolitan area (the “Lynwood Operations”).

On February 8, 2021, NUG entered into a Common Share Purchase Agreement (the “NUG Agreement”) with Sugar Rush, Inc., a Nevada corporation (“Sugar Rush”). Pursuant to the Agreement, NUG and Sugar Rush agreed that Sugar Rush will receive 70% of the revenues and profits generated from the Lynwood Operations. Under the terms of the Agreement, Sugar Rush agreed to make periodic payments of \$560,000 over a twelve (12) month period to invest in the Lynwood Operations. The Company also agreed to make a periodic payment of \$240,000. The Company will record the 30% of ownership in NUG under equity investment method.

While the Company has summarized the material terms and conditions of the above agreements and transactions, for further information, reference is made to our filings with the Securities and Exchange Commission which may be inspected and copied at the principal office of the SEC, 100 F Street NE, Washington, DC 20549. Copies are available at the prescribed rates. Also, the SEC maintains a website at <http://sec.gov> that contains reports, proxy and other information regarding the Company or for any registrant that files reports electronically.

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

National Cardio Group, Inc., a subsidiary of the Company
Mount Fire 29 Corp., a subsidiary of the Company
ECGI has 30% investment in NUG Ave

C. The issuer’s principal products or services, and their markets, is described in A above.

Item 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.

A. 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.

Our executive offices are located at:

626 Wilshire Blvd, Suite 410
Los Angeles, CA 90017
323.968.2030

Our corporate office in Nevada is located at:

50 West Liberty Street
Suite 880

Reno, CA 89501
775.210.0311

The executive office location is provided at no cost to the Company by a shareholder, on a month-to-month basis. The corporate office is that of our resident agent in the State of Nevada.

On January 20, 2021, the Company acquired Mount Fire 29 Corp, a subsidiary of Northern California Holdings, Inc. for a property located in Lower Lake, CA 95457 within the inclusion zone suitable for cannabis cultivation. See Notes to Financial Statements.

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

A. Officers, Directors, and Control Persons.

Name of Officer/Director and Control Person	Affiliation with Company (e.g. Officer/Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Note
Joseph Bentivoglio ⁽¹⁾⁽²⁾	Owner of more than 5%	Thornhill, ON, Canada L3T247	1,315,625	Common	11%	
Frank Sgro	Owner of more than 5%	Thornhill, ON, Canada L3T247	993,775	Common	8%	(1)(2)
William Chung ⁽³⁾	Owner of more than 5% & Director	Los Angeles, CA 90035	10,000,000	Common	58%	See D. and E below
Danny Wong	Owner of more than 5%	Roswell, GA 30076	1,826,393	Common	9.5%	(4)

⁽¹⁾Represents shares beneficially owned by a family trust of which Joseph Bentivoglio is the beneficial owner as a co-trustee and as a result could be deemed to have shared voting and dispositive power and be the beneficial owner of the shares owned by the family trust.

⁽²⁾Represents shares beneficially owned the listed trust are held of record by John Bentivoglio, Nick Bozza or Frank Sgro, as a nominee for the trust of which Mr. Bentivoglio is a trustee.

⁽³⁾William Chung – On October 6, 2020, William Chung purchased all the 10,000,000 common shares from Silicon Beach LLC, the former largest shareholder in the Company and results in a change of control.

(4) Danny Wong – On November 1, 2021, the Company into a consulting agreement with Danny Wong, whereas Danny served as a CFO of the Company for the period of one year. In exchange, the Company will grant an initial 1,826,393 shares of restricted common stock to him and shall become fully vested on the day of the consulting agreement. On November 1, 2021 the 1,826,393 shares were issued to Danny Wong.

A. Beneficial Ownership:

Beneficial ownership is determined in accordance with the rules of the SEC and generally includes voting or investment power with respect to securities. Unless otherwise indicated below, to our knowledge, the persons and entities named in the table have sole voting and sole investment power with respect to all shares beneficially owned, subject to community property laws where applicable. Shares of the Company's Common Stock subject to options or warrants that are currently exercisable or exercisable within 60 days of the Record Date are deemed to be outstanding and to be beneficially owned by the person holding the options or warrants for the purpose of computing the percentage ownership of that person but are not treated as outstanding for the purpose of computing the percentage ownership of any other person. Applicable percentage voting power is based on shares of Common Stock outstanding as of the date hereof and does not take into account the reduction in percentage ownership on a fully diluted basis.

- B. The Company has only one officer and director: Danny Wong. There are no other persons or entities that are involved in the managing, controlling or advising of the operations, business development and disclosures of the Company.
- C. Provide the full names, business addresses, employment histories (for the past 5 years), positions held, responsibilities and employment dates, board memberships, other affiliations, compensation and number of securities (specify each class) beneficially owned by each person as of the date hereof. Information about the sole executive officer and director as of February 28, 2023 and the date hereof is as follows:

<u>Name</u>	<u>Position</u>	<u>Shares of stock</u>
Danny Wong	President and Chief Executive Officer, Acting Chief	1,826,393 Common Stock

Financial Officer and Director.
Acting Treasurer and Secretary

The person responsible for the preparation and compilation of the financial statements contained in the Information is Danny Wong .

On November 1, 2022, William Chung resigned as CEO of the Company and on November 1, 2022, Danny Wong has been assigned as CEO of the Company to replace Mr. Chung. Mr. Danny Wong is not currently compensated by the Company.

C. Indemnification.

The Nevada Revised Statutes and our Articles of Incorporation, as amended, allow us to indemnify the Company's officers and directors from certain liabilities. Our Bylaws provide that to the fullest extent permitted by the laws of the State of Nevada (currently set forth in NRS 78.751), as the same now exists or may hereafter be amended or supplemented, the Company shall indemnify the directors and officers, including payment of expenses as they are incurred and in advance of the final disposition of any action, suit, or proceeding. Employees, agents, and other persons may be similarly indemnified by the Company, including advancement of expenses, in such case or cases and to the extent set forth in a resolution or resolutions adopted by the Board of Directors.

Neither the Bylaws nor the Articles of Incorporation include any specific indemnification provisions for the officer or director against liability under the Securities Act. Additionally, insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Company pursuant to the foregoing provisions, or otherwise, the Company has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable.

Item 8. Legal/Disciplinary History.

A. Please identify whether any of the foregoing persons have in the last ten 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 of the foregoing persons have been the subject of a conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding.

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 a person's involvement in any type of business, securities, commodities, or banking activities.

None of the foregoing persons have been the subject of any order, judgment, or decree, that permanently or temporarily enjoined, barred, suspended or otherwise limited such a person's involvement in any type of business, securities, commodities, or banking activities

3. A finding or judgment by a court of competent jurisdiction (in a civil action), the SEC, the CFTC, 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.

None of the foregoing persons have been the subject of any finding or judgment by a court of competent jurisdiction (in a civil action), the SEC the CFTC, or a state securities regulator of a violation of federal or state securities or commodities law.

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 of the foregoing persons have been the subject of any 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.

B. Other than the litigation against the Company described below, there are no pending legal proceedings incidental to the business, to which the Company or any of its subsidiaries is a party or of which any of their property is the subject. Further, the Company is unaware of any proceedings known to be contemplated by governmental authorities.

I. *Bentivoglio vs. EFILSub of ECG, Inc.* filed March 6, 2018, in the United States District Court for the Southern District of New York, Civil Case No. 1:18-cv02040-PKC. Plaintiff alleged that EFIL, as the alter ego of the Company: (i) fraudulently filed information returns (1099-Misc) with the Internal Revenue Service overstating Bentivoglio's income; (ii) breached its Consulting Agreement with Plaintiff; and, (iii) was unjustly enriched. Plaintiff sought money damages including interest and attorneys' fees.

Previously, on January 26, 2017, EFIL Sub of ECG, Inc. filed a Chapter 7 Bankruptcy Petition. EFIL had no assets, liabilities, and/or business operations during the period ended February 28, 2017 and thereafter. The bankruptcy case was filed in the U.S. Bankruptcy Court for the Southern District of New York under case no. 17-10154-mg. The bankruptcy case was closed and EFIL discharged on July 5, 2018. EFIL listed Plaintiff's claim as a liability in its Ch. 7 petition.

On August 8, 2020 Benetivoglio filed a Motion for Summary Judgement against the Company which was granted on February 24, 2021. The Court judgment against the Company included damages in the amount of \$468,083,47, with prejudgment interest of

\$88,893,96, for a total of \$556,977.43. The Company filed the Notice of Appeal on or about March 22, 2021. The appeal is pending.

II. EROP Enterprises, LLC, a Florida limited liability company vs. ECGI Holdings Inc., filed April 16, 2021, in the Polk County Florida district court under case number 21-CA-000888. Plaintiff alleged unpaid debts due in the amount of \$3,869,000. The Company and related parties entered into a Section 3(a)(10) settlement resolution in the principal amount of \$6,448,333. In ratifying the Settlement Agreement, the Company, upon the Polk County Court's order, agreed to issue to a plaintiff shares of the Company's common stock until its total gross sales of such common stock equal \$6,448,333.

Item 9. Third Party Providers.

Set forth below are the name, address, telephone number, and email address of each of the following outside providers that advise the Company on matters relating to operations, business development and disclosure:

Securities Counsel:

Ronald J. Stauber, Esq.
Stauber Law Offices
9420 Wilshire Boulevard
2nd Floor
Beverly Hills, CA 90212
310.556.0080
ronstauber@stauber.com

Christopher H. Dieterich, Esq.
Dieterich & Associates
11835 W. Olympic Blvd. Suite 1235E
Los Angeles, CA 90064 310.312.6888
venturelaw@gmail.com

Accountant or Auditor:

Financials prepared by Management.

Investor Relations Consultant:

None.

Advisors:

None

Any other advisor(s) that assisted, advised, prepared or provided information with respect to this disclosure documentation.

None.

Item 10. Issuer Certification.

I, Danny Wong, Chief Executive Officer of ECGI Holdings Inc., hereby certifies that:

1. I have reviewed this Quarterly Report of February 28, 2023.
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 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, and for, the periods presented in this Issuer's Informational Disclosure Statement.

Date: April 19, 2023

/s/ Danny Wong

Danny Wong (Chief
Executive Officer)

I, Danny Wong, Chief Executive Officer of ECGI Holdings Inc., hereby certifies that:

1. I have reviewed this Quarterly Report of February 28, 2023.
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 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, and for, the periods presented in this Issuer's Informational Disclosure Statement.

Date: April 19, 2023

/s/ Danny Wong

Danny Wong (Chief Executive Officer)