

# Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

## Labwire, Inc.

<https://www.labwire.co>  
6015 N 43rd Ave Phoenix, AZ 85019  
(928) 719-7747  
labwireinvestors@gmail.com  
SIC Code: 5411

### Quarterly Report

For the Period Ending: 3/31/2023  
(the "Reporting Period")

### Outstanding Shares

The number of shares outstanding of our Common Stock was:

179,199,001 as of 3/31/2023  
44,199,001 as of 12/31/2022

### Shell Status

Indicate by check mark whether the company is a shell company (as defined in Rule 405 of the Securities Act of 1933, Rule 12b-2 of the Exchange Act of 1934 and Rule 15c2-11 of the Exchange Act of 1934):

Yes: ☐ No: ☒

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

Yes: ☒ No: ☐

### Change in Control

Indicate by check mark whether a Change in Control<sup>1</sup> of the company has occurred over this reporting period:

Yes: ☒ No: ☐

<sup>1</sup> "Change in Control" shall mean any events resulting in:

- (i) Any "person" (as such term is used in Sections 13(d) and 14(d) of the Exchange Act) becoming the "beneficial owner" (as defined in Rule 13d-3 of the Exchange Act), directly or indirectly, of securities of the Company representing fifty percent (50%) or more of the total voting power represented by the Company's then outstanding voting securities;
- (ii) The consummation of the sale or disposition by the Company of all or substantially all of the Company's assets;
- (iii) A change in the composition of the Board occurring within a two (2)-year period, as a result of which fewer than a majority of the directors are directors immediately prior to such change; or
- (iv) The consummation of a merger or consolidation of the Company with any other corporation, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or its parent) at least fifty percent (50%) of the total voting power represented by the voting securities of the Company or such surviving entity or its parent outstanding immediately after such merger or consolidation.

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

**In answering this item, provide the current name of the issuer any names used by predecessor entities, along with the dates of the name changes.**

The name of issuer is Labwire, Inc.

**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 issuer was incorporated on October 22, 1999 in the State of Nevada.  
The issuer is incorporated in the State of Nevada in good standing and "Active".

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

N/A

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

On February 17, 2023, following extensive search, due diligence and compliance reviews, the Company acquired Cessil Company an Arizona based operator of several 99 Cents stores. This acquisition of Cessil Company, which will henceforth be accounted for a subsidiary, accentuated the Company's operationalized business plan.

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

Labwire, Inc.  
<https://www.labwire.co>  
6015 N 43rd Ave  
Phoenix, AZ 85019  
(928) 719-7747  
[labwireinvestors@gmail.com](mailto:labwireinvestors@gmail.com)

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

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

Labwire, Inc.  
<https://www.labwire.co>  
6015 N 43rd Ave  
Phoenix, AZ 85019  
(928) 719-7747  
[labwireinvestors@gmail.com](mailto:labwireinvestors@gmail.com)

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

Yes: ☒ No: ☐

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

On November 30, 2020, International Venture Society, LLC, a shareholder of the Company, served a demand to the Company, at last address of record, to comply with the Nevada Secretary of State statues N.R.S. 78.710 and N.R.S. 78.150. On December 22, 2020, a petition was filed against the Company in the District Court of Clark County, Nevada, entitled "In the Matter of Labwire, Inc., a Nevada corporation" under case number A-20-826821-C by International Venture Society, LLC, along with an Application for Appointment of Custodian, after several attempts to locate prior management and reinstate the Company's Nevada charter, which had been revoked.

On February 23, 2021, the District Court of Clark County, Nevada entered an Order Granting Application for Appointment of International Venture Society, LLC (the “Order”), as Custodian of the Company. Pursuant to the Order, the International Venture Society, LLC (the “Custodian”) has the authority to take any actions on behalf of the Company, that are reasonable, prudent or for the benefit of pursuant to, including, but not limited to, issuing shares of stock and issuing new classes of stock, as well as entering in contracts on behalf of the Company. In addition, the Custodian, pursuant to the Order, is required to meet the requirements under the Nevada charter.

## 2) Security Information

Trading symbol: LBWR  
 Exact title and class of securities outstanding: Common Stock  
 CUSIP: 50545W106  
 Par or stated value: 0.001

Total shares authorized:	199,000,000 as of date: 3/31/2023
Total shares outstanding:	44,199,001 as of date: 3/31/2023
Number of shares in the Public Float:	31,873,763 as of date: 3/31/2023
Total number of shareholders of record:	49 as of date: 3/31/2023

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

Trading symbol: N/A  
 Exact title and class of securities outstanding: Series A Convertible Super Preferred Stock  
 CUSIP: N/A  
 Par or stated value: 0.001

Total shares authorized:	1,000,000	as of date: 3/31/2023
Total shares outstanding:	15	as of date: 3/31/2023

### Transfer Agent

Name: Pacific Stock Transfer Company.  
 Phone: 702-581-8475  
 Email: [Paul@pacificstocktransfer.com](mailto:Paul@pacificstocktransfer.com)  
 Address: 6725 Via Austi Parkway, Suite 300, Las Vegas, NV. 89119

### Publicly Quoted or Traded Securities:

*The goal of this section is to provide a clear understanding of the share information for its publicly quoted or traded equity securities. Use the fields below to provide the information, as applicable, for all outstanding classes of securities that are publicly traded/quoted.*

Trading symbol:	LBWR
Exact title and class of securities outstanding:	Common Stock
CUSIP:	50545W106
Par or stated value:	0.001
Total shares authorized:	199,000,000 as of date: 12/31/22
Total shares outstanding:	44,199,001 as of date: 12/31/22
Total number of shareholders of record:	49 as of date: 12/31/22

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

Trading symbol:	N/A
Exact title and class of securities outstanding:	N/A
CUSIP:	N/A
Par or stated value:	N/A

Total shares authorized:	N/A	as of date:
Total shares outstanding:	N/A	as of date:
Total number of shareholders of record:	N/A	as of date:

*Other classes of authorized or outstanding equity securities:*

*The goal of this section is to provide a clear understanding of the share information for its other classes of authorized or outstanding equity securities (e.g. preferred shares). Use the fields below to provide the information, as applicable, for all other authorized or outstanding equity securities.*

Exact title and class of securities outstanding:	Series A Convertible Preferred Stock	
CUSIP:	N/A	
Par or stated value:	0.001	
Total shares authorized:	1,000,000	as of date: 3/31/23
Total shares outstanding:	15	as of date: 3/31/23
Total number of shareholders of record:	1	as of date: 3/31/23

#### *Security Description:*

*The goal of this section is to provide a clear understanding of the material rights and privileges of the securities issued by the company. Please provide the below information for each class of the company's equity securities, as applicable:*

1. For common equity, describe any dividend, voting and preemption rights.

Each share of common stock has the right to cast one vote.

2. For preferred stock, describe the dividend, voting, conversion, and liquidation rights as well as redemption or sinking fund provisions.

Series A Convertible Preferred Stock has 60% voting rights on a fully-dilutive basis and each preferred share converts into 200,000,000 common shares.

3. Describe any other material rights of common or preferred stockholders.

None

4. Describe any material modifications to the rights of holders of the company's securities that have occurred over the reporting period covered by this report.

None

### **3) Issuance History**

The goal of this section is to provide disclosure with respect to each event that resulted in any changes to the total shares outstanding of any class of the issuer's securities in the past two completed fiscal years and any subsequent interim period

Disclosure under this item shall include, in chronological order, all offerings and issuances of securities, including debt convertible into equity securities, whether private or public, and all shares, or any other securities or options to acquire such securities, issued for services. Using the tabular format below, please describe these events.

#### **A. Changes to the Number of Outstanding Shares**

Indicate by check mark whether there were any changes to the number of outstanding shares within the past two completed fiscal years:

No: ☐ Yes: ☒ (If yes, you must complete the table below)

Shares Outstanding as of Second Most Recent Fiscal Year End: Opening Balance Date 12/31/2022  Common: 44,199,001 Preferred: 15			*Right-click the rows below and select "Insert" to add rows as needed.						
Date of Transaction	Transaction type (e.g., new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or canceled)	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.  *You must disclose the control person(s) for any entities listed.	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.
5/2/2021	New Issuance	15	Series A Preferred	\$4,133	No	Alpharidge Capital, LLC. (i)	Operating Capital	Restricted	None
4/29/2022	Cancellation	(111,000,000)	Common	N/A	N/A	Labwire Inc	N/A	Restricted	N/A
1/3/2023	New Issuance	10,000,000	Common	\$0.0022754	Yes	Alpharidge Capital, LLC. (i)	Debt Conversion	Restricted	Rule 144
1/31/2023	Cancellation	(15)	Series A Preferred	N/A	N/A	Alpharidge Capital, LLC. (i)	N/A	Restricted	N/A
1/31/2023	New Issuance	15	Series A Preferred	\$31,667	No	Imperium Partners, LLC (ii)	Acquisition	Restricted	Rule 144
2/17/2023	New Issuance	80,000,000	Common	\$0.0125	No	Jong Chung	Acquisition	Restricted	Rule 144
2/17/2023	New Issuance	45,000,000	Common	\$0.0125	No	Imperium Partners, LLC (ii)	Acquisition	Restricted	Rule 144
Shares Outstanding on Date of This Report: Ending Balance: Date 3/31/2023  Common: 179,199,001 Preferred: 15									

*Example:* A company with a fiscal year end of December 31<sup>st</sup>, in addressing this item for its Annual Report, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2021 through December 31, 2022 pursuant to the tabular format above.

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

- (i) Alpharidge Capital, LLC. (Frank I Igwealor)
- (ii) Imperium Partners, LLC (Shin Hwang)

## B. Promissory and Convertible Notes

Indicate by check mark whether there are any outstanding promissory, convertible notes, convertible debentures, or any other debt instruments that may be converted into a class of the issuer's equity securities:

No: ☐ Yes: ☒ (If yes, you must complete the table below)

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.  *You must disclose the control person(s) for any entities listed.	Reason for Issuance (e.g. Loan, Services, etc.)
1/31/2023	450,000	450,000	N/A	2/1/2025	75% of the 25-days Volume-Weighted-Average of market closing price for the Common Stock	Alpharidge Capital (i)	Acquisition

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

- (i) Alpharidge Capital, LLC. (Frank I Igwealor)

#### 4) Issuer's Business, Products and Services

The purpose of this section is to provide a clear description of the issuer's current operations. In answering this item, please include the following:

- A. Summarize the issuer's business operations (If the issuer does not have current operations, state "no operations")

Cessil Company owns and operates a chain of \$0.99 stores in Arizona, USA.

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

Cessil Company

- C. Describe the issuers' principal products or services.

Cessil Company owns and operates a chain of \$0.99 stores in Arizona, USA.

#### 5) Issuer's Facilities

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

In responding to this item, please clearly describe the assets, properties or facilities of the issuer, give the location of the principal plants and other property of the issuer and describe the condition of the properties. If the issuer does not have complete ownership or control of the property (for example, if others also own the property or if there is a mortgage on the property), describe the limitations on the ownership.

If the issuer leases any assets, properties or facilities, clearly describe them as above and the terms of their leases.

Cessil Company operates out of its stores located at 6015 N 43rd Ave Phoenix, AZ 85019.

#### 6) Officers, Directors, and Control Persons

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

Using the table below, please provide information, as of the period end date of this report, regarding any officers, or directors of the company, individuals or entities controlling more than 5% of any class of the issuer's securities, or any person that performs a similar

function, regardless of the number of shares they own. If any insiders listed are corporate shareholders or entities, provide the name and address of the person(s) beneficially owning or controlling such corporate shareholders, or the name and contact information (City, State) of an individual representing the corporation or entity in the note section.

Include Company Insiders who own any outstanding units or shares of any class of any equity security of the issuer.

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

Names of All Officers, Directors and Control Persons	Affiliation with Company (e.g. Officer Title /Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Names of control person(s) if a corporate entity
Shin Hwang	President, CEO, Treasurer, Secretary, Director	Scottsdale, AZ	45,000,000	Common	25%	Rule 144
Shin Hwang	President, CEO, Treasurer, Secretary, Director	Scottsdale, AZ	15	Preferred	100%	Rule 144
Jong Jin Chung	Owner of more than 5%	Phoenix AZ	80,000,000	Common	45%	Rule 144
Frank I Igwealor	Owner of more than 5%	Torrance, CA	10,000,000	Common	6%	Rule 144

## 7) Legal/Disciplinary History

A. identify whether any of the persons or entities listed above have, in the past 10 years, been the subject of:

1. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);  
  
No
2. The entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities;  
  
No
3. A finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated; or  
  
No
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.  
  
No

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

agency in which the proceedings are pending, the date instituted, the principal parties thereto, a description of the factual basis alleged to underlie the proceeding and the relief sought. Include similar information as to any such proceedings known to be contemplated by governmental authorities.

N/A

## 8) Third Party Service Providers

Provide the name, address, telephone number and email address of each of the following outside providers. You may add additional space as needed.

Securities Counsel (must include Counsel preparing Attorney Letters).

Name: Udo Ekekeulu, Esq.  
Address 1: Alpha Advocate Law Group PC  
Address 2: 11432 South Street, #373, Cerritos, CA 90703,  
Phone: 310-866-6018  
Email: alphaadvocatelaw@gmail.com

Accountant or Auditor

Name: Nael Braham, CPA  
Firm: Labwire, Inc  
Address 1: 6015 N 43rd Ave, Phoenix, AZ 85019  
Address 2:  
Phone: (928) 719-7747  
Email: labwireinvestors@gmail.com

Investor Relations

Name: N/A  
Firm: N/A  
Address 1: N/A  
Address 2: N/A  
Phone: N/A  
Email: N/A

*All other means of Investor Communication:*

Twitter: <https://twitter.com/labwireinc>  
Discord:  
LinkedIn: <https://www.linkedin.com/company/labwire-inc/>  
Facebook: <https://www.facebook.com/labwireinc/>  
[Other]

## Other Service Providers

Provide the name of any other service provider(s) that assisted, advised, prepared, or provided information with respect to this disclosure statement. This includes counsel, broker-dealer(s), advisor(s), consultant(s) or any entity/individual that provided assistance or services to the issuer during the reporting period.

Name: N/A  
Firm: N/A  
Nature of Services: N/A  
Address 1: N/A  
Address 2: N/A  
Phone: N/A  
Email: N/A



**9) Financial Statements**

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

- ☐ IFRS  
☒ U.S. GAAP

B. The financial statements for this reporting period were prepared by (name of individual)<sup>2</sup>:

Name: Nael Braham, CPA  
Title: Accountant  
Relationship to Issuer: Consultant

Describe the qualifications of the person or persons who prepared the financial statements:

Nael Braham is a licensed US CPA with 11+ years of experience in US GAAP/IFRS financial reporting, consolidation, financial statements preparation and auditing – earned in public accountancy within a Big 4 and listed US companies. Previously, he was an auditor staff/manager at Ernst & Young.

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<sup>2</sup> The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS by persons with sufficient financial skills.

Provide the following financial statements for the most recent fiscal year or quarter. For the initial disclosure statement (qualifying for Pink Current Information for the first time) please provide reports for the two previous fiscal years and any subsequent interim periods.

- a. Audit letter, if audited;
- b. Balance Sheet;
- c. Statement of Income;
- d. Statement of Cash Flows;
- e. Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)
- f. Financial Notes

## 10) Issuer Certification

*Principal Executive Officer:*

The issuer shall include certifications by the chief executive officer and chief financial officer of the issuer (or any other persons with different titles but having the same responsibilities) in each Quarterly Report or Annual Report.

The certifications shall follow the format below:

I, Shin Hwang certify that:

1. I have reviewed this Disclosure Statement for Labwire, Inc.;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

05/01/2023

/S/ Shin Hwang  
CEO's Signature

*Principal Financial Officer:*

I, Shin Hwang, certify that:

1. I have reviewed this Disclosure Statement for Labwire, Inc.;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under

which such statements were made, not misleading with respect to the period covered by this disclosure statement; and

3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

05/01/2023

/S/ Shin Hwang

CFO's Signature

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**Labwire, Inc.**  
**CONSOLIDATED BALANCE SHEETS**  
**(UNAUDITED)**

	Consolidated	
	March 31,	December 31,
	2023	2022*
<b>ASSETS</b>		
<b>Current Assets</b>		
Cash	\$105,234	-
Other assets	-	-
Inventory	278,847	-
	<b>384,080</b>	<b>-</b>
<b>Fixed Assets</b>	2,474	-
<b>Investments in subsidiaries</b>	-	-
<b>Goodwill</b>	750,895	-
<b>TOTAL ASSETS</b>	<b>\$1,137,449</b>	<b>-</b>
	March 31,	
	2023	2022*
<b>LIABILITIES &amp; EQUITY</b>		
<b>Liabilities</b>		
Current Liabilities		
Other Payable	\$81,274	\$22,754
<b>Total Current Liabilities</b>	<b>81,274</b>	<b>22,754</b>
Non Current Liabilities		
Loans	100,000	
<b>Total Long-Term Liabilities</b>	<b>100,000</b>	<b>-</b>
<b>Total Liabilities</b>	<b>181,274</b>	<b>22,754</b>
Common Stock	179,199	44,199
Additional Paid-in	2,231,928	781,674
Accumulated Deficits	(826,107)	(825,873)
Profit (Loss) of the year	(628,845)	(22,754)
<b>Total Equity</b>	<b>956,175</b>	<b>(22,754)</b>
<b>TOTAL LIABILITIES &amp; EQUITY</b>	<b>\$1,137,449</b>	<b>-</b>

(\*) Cessil Company is acquired and consolidated as from January 1, 2023.

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

**F-2**

**Labwire, Inc.**  
**CONSOLIDATED STATEMENTS OF OPERATIONS**  
**(UNAUDITED)**

	<b>Consolidated</b>	
	<b>March 31,</b>	
	<b>2023</b>	<b>2022*</b>
<b>Ordinary Income/Expense</b>		
<b>Revenue</b>		
Sales	\$429,912	-
Cost of Goods Sold	(292,640)	-
<b>Gross Profit</b>	<b>137,272</b>	<b>-</b>
<b>Operating Expenses</b>		
Auto Expense	(3,096)	(697)
Bank Charges	(10,217)	-
Dues & Subscriptions	(7,697)	-
Employee compensation and benefits	(93,805)	-
Insurance - General	(2,733)	-
Legal & Accounting	(31,543)	-
Other	(12,518)	(120)
Rent	(59,182)	-
Repairs & Maintenance	-	(150)
Sales Tax	(30,955)	-
Utilities	(1,840)	(96)
Office Expense	(948)	(753)
Acquisition costs	(562,500)	-
<b>Total operating expenses</b>	<b>(817,034)</b>	<b>(1,816)</b>
Operating Loss	<b>(679,762)</b>	<b>(1,816)</b>
Other Income	50,917	
<b>Total Other Income (Expense)</b>	<b>50,917</b>	<b>-</b>
<b>NET COMPREHENSIVE LOSS</b>	<b>(\$628,845)</b>	<b>(\$1,816)</b>
<b>BASIC AND DILUTED LOSS PER SHARE:</b>		
Net loss per common share basic and diluted	(\$0.00351)	(\$0.00001)
<b>WEIGHTED AVERAGE COMMON SHARES OUTSTANDING:</b>		
Basic	179,199,001	155,199,001

(\*) Cessil Company is acquired and consolidated as from January 1, 2023.

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

**F-3**

**Labwire, Inc.**  
**CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' DEFICIT**  
**(UNAUDITED)**

	Preferred Stock		Common Stock		Additional Paid-in Capital	Accumulate d Deficit	Loss of the year	
	# of Shares	Amount	# of Shares	Amount				TOTAL
<b>Balance - December 31, 2021</b>	<b>15</b>	<b>-</b>	<b>155,199,001</b>	<b>155,199</b>	<b>670,674</b>	<b>(825,873)</b>	<b>-</b>	<b>-</b>
Issuance of Shares	-	-	(111,000,000)	(111,000)	111,000			-
Net Income (Loss) - December 31, 2022	-	-					(22,754)	(22,754)
<b>Balance - December 31, 2022</b>	<b>15</b>	<b>-</b>	<b>44,199,001</b>	<b>44,199</b>	<b>781,674</b>	<b>(825,873)</b>	<b>(22,754)</b>	<b>(22,754)</b>
Issuance of Shares	-	-	135,000,000	135,000	1,450,254	-	-	1,585,254
Net Income (Loss) - March 31, 2023	-	-	-	-	-		(628,845)	(628,845)
Accumulated Deficit changes	-	-	-	-	-	(234)	22,754	22,520
<b>Balance - March 31, 2023</b>	<b>15</b>	<b>-</b>	<b>179,199,001</b>	<b>179,199</b>	<b>2,231,928</b>	<b>(826,107)</b>	<b>(628,845)</b>	<b>956,175</b>

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

**F-4**

**Labwire, Inc.**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**(UNAUDITED)**

**For the 3 months Ended March 31,**

	<b>2023</b>	<b>2022</b>
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**Cash Flows from Operating Activities:**

Net income(loss)	(\$628,845)	(\$1,816)
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***Adjustments to Reconcile Net Income:***

To exclude subsidiary's net income for the period	(797)	
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Non cash acquisition costs (financed through shares)	562,500	
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***Changes in:***

Other Assets	-	-
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Other Payables	-	1,816
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**Net Cash Provided by (Used in) Operating Activities**

	<b>(67,142)</b>	<b>-</b>
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**Cash Flows from Investing Activities:**

Purchases of property and equipment	-	-
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**Net Cash Provided by (Used in) Investing Activities**

	-	-
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**Cash Flows from Financing Activities:**

Cash from long-term debt

Labwire owner's funding for the period	67,142	
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**Net Cash Provided by (Used in) Financing Activities**

	<b>67,142</b>	<b>-</b>
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**Net Change in Cash**

Cash and Cash Equivalents - Beginning of Period	-	-
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Cash acquired in a business combination	105,234	
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**Cash and Cash Equivalents - End of Period**

	<b>\$105,234</b>	<b>-</b>
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The accompanying notes are an integral part of these financial statements.

**F-5**



## Labwire, Inc.

### NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

March 31, 2023 (Unaudited)

#### NOTE 1 – ORGANIZATION AND NATURE OF OPERATIONS

Labwire, Inc. (the “Company”, “we”, “us” or “our”), a Nevada corporation, has a fiscal year end of December 31 and is listed on the OTC Pink Markets under the trading symbol LBWR. The Company had abandoned its business and failed to take steps to dissolve, liquidate and distribute its assets. It had also failed to meet the required reporting requirements with the Nevada Secretary of State, hold an annual meeting of stockholders and pay its annual franchise tax from 2009 to 2021 which resulted in its Nevada charter being revoked. The Company also failed to provide adequate current public information as defined in Rule 144, promulgated under the Securities Act of 1933, and was thus subject to revocation by the Securities and Exchange Commission pursuant to Section 12(k) of the Exchange Act. On December 22, 2020, a shareholder filed a petition for custodianship with the District Court, Clark County, Nevada and was appointed as the custodian of the Company on February 23, 2021. The Company’s Nevada charter was reinstated on May 5, 2021, and all required reports were filed with the State of Nevada soon after. The Company remains active as of the date of this report and is currently taking steps to provide adequate current public information to meet the requirements under the Securities Act of 1933. The custodian was not able to recover any of the Company’s accounting records from previous management but was able to get the shareholder information hence the Company’s outstanding common shares were reflected in the equity section of the accompanying unaudited financial statements for fiscal Period Ended 2019 and 2018, and for the quarters ending September 30 and September 30, 2021.

The Company was incorporated in Nevada on October 8, 2004 as Labwire, Inc. (referred to herein as "the Company"). The Company was established as an employee screening company specializing in drug testing and background investigations.

The company incurred operating losses in 2008 and other previous years resulting in accumulated deficit of \$837,403 as at December 31, 2008. By December 10, 2009, the Company filed Form 15-12G with the SEC to terminate its reporting obligations under the 1934 Act. After their reports of July 7, 2010, the Company stopped all forms of making public report of its operation and financial results.

On November 30, 2020, International Venture Society, LLC, a shareholder of the Company, served a demand to the Company, at last address of record, to comply with the Nevada Secretary of State statutes N.R.S. 78.710 and N.R.S.78.150. On December 22, 2020, a petition was filed against the Company in the District Court of Clark County, Nevada, entitled “In the Matter of Labwire, Inc., a Nevada corporation” under case number A-20-826821-C by International Venture Society, LLC, along with an Application for Appointment of Custodian, after several attempts to locate prior management and reinstate the Company’s Nevada charter, which had been revoked.

On February 23, 2021, the District Court of Clark County, Nevada entered an Order Granting Application for Appointment of International Venture Society, LLC (the “Order”), as Custodian of the Company. Pursuant to the Order, the International Venture Society, LLC (the “Custodian”) has the authority to take any actions on behalf of the Company, that are reasonable, prudent or for the benefit of pursuant to, including, but not limited to, issuing shares of stock and issuing new classes of stock, as well as entering in contracts on behalf of the Company. In addition, the Custodian, pursuant to the Order, is required to meet the requirements under the Nevada charter.

On May 2, 2021, pursuant to a Securities Purchase Agreement (SPA) the Custodian granted to Alpharidge Capital, LLC., 15 Series A preferred shares (convertible at 1 into 200,000,000 common shares and voting rights of 60% of all votes) in exchange for \$50,000 and additional \$12,000 to co-fund the reinstatement of the Company with the State of Nevada. Goldstein Franklin also undertook to make all reasonable efforts to provide adequate current public information to meet the requirements under the Securities Act of 1933.

On May 2, 2021, the Custodian appointed Robert E. Altermatt, who is associated to Alpharidge Capital, LLC., as the Company’s sole officer, secretary, treasurer and director.

The purchaser of the 15 Series A preferred shares has control of the Company through 60% voting rights over all classes of stock and the 15 Series A preferred shares are convertible into 3,000,000,000 (15 Series A preferred shares multiplied by 200,000,000) shares of the Company’s common stock. However, the court appointed control still remains with the Custodian until the Custodian files a petition with the District Court of Clark County, Nevada to relinquish custodianship and control of the Company.

On May 5, 2021, the Company filed a Certificate of Revival with the Secretary State of the State of Nevada, which reinstated the Company's charter and appointed a new Resident Agent in Nevada.

On March 16, 2022, the Company obtained a court summary judgment to cancel 120,000,000 shares of the Company's issued and outstanding common stock. To facilitate the cancellation, the Company negotiated to reissue 9,000,000 to some of those whose shares were cancelled. The canceled shares were believed to be improperly issued by the previous management of the company.

On January 31, 2023, Alpharidge Capital sold Fifteen (15) or 100% of Special 2021 Series A Preferred Stock issued and outstanding to Shin Hwang, Sole owner at Imperium Partners LLC.

On February 16, 2023, LBWR purchased 100% interest in the Cessil Company, an operator of \$0.99 store chain in Arizona.

## **NOTE 2 – BASIS OF PRESENTATION AND GOING CONCERN**

### **Basis of Presentation**

The financial statements have been prepared in accordance with U.S. generally accepted accounting principles (GAAP).

### **Basis of Accounting**

The accompanying consolidated financial statements have been prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States. All intercompany transactions have been eliminated.

### **Business Combination**

During Q1 2023, the Company has finalized the acquisition of 100% of Cessil Company which has been accounted for under the purchase method of accounting as outlined in Financial Accounting Standards Board Accounting Standards Codification ("ASC") 805, Business Combinations, with the Company considered the acquiring company. Ce

Under the purchase method of accounting, the purchase price is allocated to the assets acquired and liabilities assumed based on their estimated fair values.

The purchase price allocation and valuation are based on preliminary estimates, subject to final adjustments and provided for informational purposes only.

Cessil Company does not issue a capital stock as of the closing date, and it consists of member ownership under sole proprietorship.

Based upon information available at the time of the acquisition, the aggregate purchase price is estimated to be \$1,000,000 as follows (in Dollars):

Labwire stock issued to Cessil's owner (80,000,000 x \$0.0125)	1,000,000
<b>Total purchase price</b>	<b>1,000,000</b>

The preliminary allocation of the purchase price is summarized below (in Dollars):

Fair value of assets	402,129
Liabilities assumed	(153,024)
Net assets acquired	249,105
Goodwill	750,895
<b>Purchase price</b>	<b>1,000,000</b>

At the time of the acquisition, the excess of the aggregate purchase price over the estimated fair value of the tangible and intangible assets and liabilities in the amount of approximately \$750,895 was classified as goodwill.

### **Going Concern**

The accompanying consolidated financial statements have been prepared assuming that the Company will continue as a going concern, which contemplates the realization of assets and the liquidation of liabilities in the normal course of business. The Company currently has no operations with an accumulated deficit of \$826,107 as of March 31, 2023. The Company intends to commence operations as set out below and raise the necessary funds to carry out the aforementioned strategies. The Company cannot be certain that it will be successful in these strategies even with the required funding. These factors, among others, raise substantial doubt about the Company's ability to continue as a going concern. The accompanying consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty.

### **NOTE 3 - SIGNIFICANT ACCOUNTING POLICIES**

#### **Use of Estimates**

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements, and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

#### **Cash and Cash Equivalents**

For purposes of the statement of cash flows, cash equivalents include demand deposits, money market funds, and all highly liquid debt instruments with original maturities of three months or less.

#### **Financial Instruments**

The FASB issued ASC 820-10, Fair Value Measurements and Disclosures, for financial assets and liabilities. ASC 820-10 provides a framework for measuring fair value and requires expanded disclosures regarding fair value measurements. ASC 820-10 defines fair value as the price that would be received for an asset or the exit price that would be paid to transfer a liability in the principal or most advantageous market in an orderly transaction between market participants on the measurement date. ASC 820-10 also establishes a fair value hierarchy which requires an entity to maximize the use of observable inputs, where available. The following summarizes the three levels of inputs required by the standard that the Company uses to measure fair value:

- Level 1: Quoted prices in active markets for identical assets or liabilities
- Level 2: Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the related assets or liabilities.
- Level 3: Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

#### **Concentrations and Credit Risks**

The Company's financial instruments that are exposed to concentrations and credit risk primarily consist of its cash, sales and accounts receivable. The Company places its cash and cash equivalents with financial institutions of high credit worthiness. At times, its cash and cash equivalents with a particular financial institution may exceed any applicable government insurance limits. The Company's management plans to assess the financial strength and credit worthiness of any parties to which it extends funds, and as such, it believes that any associated credit risk exposures are limited.

#### **Foreign Currency Translation**

The accounts of the Company are accounted for in accordance with the ASC 830-30, "Foreign Currency Translations". The financial statements of the Company are translated into US dollars as follows: assets and liabilities at year-end exchange rates; income, expenses and cash flows at average exchange rates; and shareholders' equity at historical exchange rates.

Monetary assets and liabilities, and the related revenue, expense, gain and loss accounts, of the Company are re-measured at year-end exchange rates. Non-monetary assets and liabilities, and the related revenue, expense, gain and loss accounts are re-measured at historical rates. Adjustments which result from the re-measurement of the assets and liabilities of the Company are

included in net income.

### **Share-Based Compensation**

ASC 718, Compensation – Stock Compensation, prescribes accounting and reporting standards for all share-based payment transactions in which employee services are acquired. Transactions include incurring liabilities, or issuing or offering to issue shares, options, and other equity instruments such as employee stock ownership plans and stock appreciation rights. Share-based payments to employees, including grants of employee stock options, are recognized as compensation expense in the financial statements based on their fair values. That expense is recognized in the period of grant.

The Company accounts for stock-based compensation issued to non-employees and consultants in accordance with the provisions of ASC 505-50, Equity – Based Payments to Non-Employees. Measurement of share-based payment transactions with non-employees is based on the fair value of whichever is more reliably measurable: (a) the goods or services received; or (b) the equity instruments issued. The fair value of the share-based payment transaction is determined at the earlier of performance commitment date or performance completion date.

As of March 31, 2023 and 2022 respectively, there was \$0.00 of unrecognized expense related to non-vested stock-based compensation arrangements granted. There have been no options granted during the three months ended March 31, 2023 and 2022, respectively.

### **Income Taxes**

The Company accounts for income taxes under ASC 740, Income Taxes. Under the asset and liability method of ASC 740, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statements carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period the enactment occurs. A valuation allowance is provided for certain deferred tax assets if it is more likely than not that the Company will not realize tax assets through future operations. Deferred tax assets or liabilities were offset by a 100% valuation allowance, therefore there has been no recognized benefit as of December 31, 2022 and 2021, respectively. Further it is unlikely with the change of control that the Company will have the ability to realize any future tax benefits that may exist.

### **Commitments and Contingencies**

The Company follows ASC 450-20, Loss Contingencies, to report accounting for contingencies. Liabilities for loss contingencies arising from claims, assessments, litigation, fines and penalties and other sources are recorded when it is probable that a liability has been incurred and the amount of the assessment can be reasonably estimated.

### **Earnings Per Share**

Net income (loss) per share is calculated in accordance with ASC 260, Earnings Per Share. The weighted-average number of common shares outstanding during each period is used to compute basic earnings or loss per share. Diluted earnings or loss per share is computed using the weighted average number of shares and diluted potential common shares outstanding. Dilutive potential common shares are additional common shares assumed to be exercised.

Basic net income (loss) per common share is based on the weighted average number of shares of common stock outstanding at March 31, 2023 and 2022. Due to net operating loss, there is no presentation of diluted earnings per share, as it would be anti-dilutive.

### **Forgiveness of Indebtedness**

The Company follows the guidance of AS 470.10 related to debt forgiveness and extinguishment. Debts of the Company are considered extinguished when the statute of limitations in the applicable jurisdiction expires or when terminated by judicial authority such as the granting of a declaratory judgment. Debts to related parties or shareholders are treated as capital transactions when forgiven or extinguished and credited to additional paid-in capital. Debts to non-related parties are treated as other income when forgiven or extinguished.

### **Recent Accounting Pronouncements**

**New US GAAP accounting pronouncements adopted.**

During 2023, there were no new US GAAP accounting pronouncements that were adopted which have a material impact on our Consolidated Financial Statements.

**New US GAAP accounting pronouncements issued but not adopted.**

For the period ended March 31, 2023, there are no new US GAAP accounting pronouncements issued which have not yet been adopted and are expected to have a material impact on our Consolidated Financial Statements.

**NOTE 4 - INCOME TAXES**

Income taxes are provided based upon the liability method. Under this approach, deferred income taxes are recorded to reflect the tax consequences in future years of differences between the tax basis of assets and liabilities and their financial reporting amounts at each year-end. A valuation allowance is recorded against deferred tax assets if management does not believe the Company has met the “more likely than not” standard imposed by accounting standards to allow recognition of such an asset.

<u>Description</u>	<u>March 31, 2023</u>	<u>March 31, 2022</u>
Net operating loss carry forward	826,107	827,689
Valuation allowance	(826,107)	(827,689)
<b>TOTAL</b>	<b>-</b>	<b>-</b>

As of March 31, 2023, the Company expected no net deferred tax assets to be recognized, resulting from net operating loss carry forwards. Deferred tax assets were offset by a corresponding allowance of 100%.

The Company experienced a change in control during the year, and therefore no more than an insignificant portion of this net operating allowance will ever be used against future taxable income.

**NOTE 5 – CASH AND CASH EQUIVALENTS**

The following table lists the components of cash and cash equivalents as of March 31, 2023 and December 31, 2022:

<u>Description</u>	<u>As of</u>	
	<u>March 31, 2023</u>	<u>December 31, 2022</u>
Cash on Hand	39,146	0
Cash in Checking-Chase (0345)	273	0
Cash in Savings (8259)	52,041	0
Cash in Checking-Chase (6331)	13,061	0
Cash in Checking-Chase (4328)	713	0
<b>TOTAL Cash</b>	<b>105,234</b>	<b>-</b>

**NOTE 6 – INVENTORY**

Merchandise inventories at our distribution centers are stated at the lower of cost or net realizable value, determined on a cost basis.

**NOTE 7 – FIXED ASSETS**

The following table lists the components of fixed assets as of March 31, 2023 and December 31, 2022:

<u>Description</u>	As of	
	March 31, 2023	December 31, 2022
Furniture & Fixtures	4,302	-
Machinery & Equipment	12,988	-
Accumulated Depreciation	(14,816)	-
<b>TOTAL Fixed Assets</b>	<b>2,474</b>	<b>-</b>

#### NOTE 8 – OTHER PAYABLES

The following table lists the components of the other payables as of March 31, 2023 and December 31, 2022:

<u>Description</u>	As of	
	March 31, 2023	December 31, 2022
CC Payable-Citi 5896(Ph)	1,703	-
CC Payable-Citi 1837(GI)	8,698	-
CC Payable-Amex Amazon 61000	3,731	-
Payable to related parties	67,142	-
<b>TOTAL Other Payables</b>	<b>81,274</b>	<b>-</b>

#### NOTE 9 – LONG TERM LIABILITIES

The following table lists the components of the long-term liabilities as of March 31, 2023 and December 31, 2022:

<u>Description</u>	As of	
	March 31, 2023	December 31, 2022
N/P-Small Business	-	-
N/P-SBA Disaster Loan	100,000	-
<b>TOTAL Long-Term Liabilities</b>	<b>100,000</b>	<b>-</b>

#### NOTE 10 – NOTES PAYABLE – RELATED PARTIES

Other payables included \$ 67,142 towards a related party.

Other than the above balance, there were no related party transactions during the Period.

#### NOTE 11 – CONVERTIBLE NOTES PAYABLE

The following notes payable are convertible:

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. *You must disclose the control person(s) for any entities listed.	Reason for Issuance (e.g. Loan, Services, etc.)

<u>1/31/2023</u>	<u>450,000</u>	<u>450,000</u>	<u>N/A</u>	<u>2/1/2025</u>	75% of the 25-days Volume- Weighted- Average of market closing price for the Common Stock	<u>Alpharidge Capital, LLC Controlled by Frank I Igwealor</u>	<u>Acquisition</u>
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## NOTE 12 - COMMITMENTS AND CONTINGENCIES

### Risks and Uncertainties

The Company's operations are subject to significant risks and uncertainties including financial, operational and regulatory risks, including the potential risk of business failure.

The Company has entered into no contracts during the Period.

### Legal and other matters

In the normal course of business, the Company may become a party to litigation matters involving claims against the Company. The Company's management is unaware of any pending or threatened assertions and there are no current matters that would have a material effect on the Company's financial position or results of operations.

## NOTE 13 - SUBSEQUENT EVENTS

Management has evaluated subsequent events through the date of filing the consolidated financial statements with OTC Markets, the date the consolidated financial statements were available to be issued. Management is not aware of any significant events that occurred subsequent to the balance sheet date that would have a material effect on the consolidated financial statements thereby requiring adjustment or disclosures.