

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

Caduceus Software Systems Corp.

4401 Eucalyptus Ave Suite 100, Chino, CA 91710

+1 909-366-2028

mclovinscorp.co

info@caduceuscorp.co

2047

Quarterly Report

For the period ending June 30, 2023 (the "Reporting Period")

Outstanding Shares

The number of shares outstanding of our Common Stock was:

585,400,000 as of As of June 30, 2023

585,400,000 as of As of March 31, 2023

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 Control¹ of the company has occurred over this reporting period:

Yes: ☒ No: ☐

On June 9th, 2023, David Ji was appointed President, Director, and Chief Executive Officer. Also, Rick Hupe was appointed independent director in the same period.

¹ "Change in Control" shall mean any events resulting in:

(i) Any "person" (as such term is used in Sections 13(d) and 14(d) of the Exchange Act) becoming the "beneficial owner" (as defined in Rule 13d-3 of the Exchange Act), directly or indirectly, of securities of the Company representing fifty percent (50%) or more of the total voting power represented by the Company's then outstanding voting securities;

(ii) The consummation of the sale or disposition by the Company of all or substantially all of the Company's assets;

(iii) A change in the composition of the Board occurring within a two (2)-year period, as a result of which fewer than a majority of the directors are directors immediately prior to such change; or

(iv) The consummation of a merger or consolidation of the Company with any other corporation, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or its parent) at least fifty percent (50%) of the total voting power represented by the voting securities of the Company or such surviving entity or its parent outstanding immediately after such merger or consolidation.

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

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

Caduceus Software Systems Corp.

Formerly Bosco Holdings, Inc. until 3-2011

Formerly Bosco Flooring, Inc. until 4-2008

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 Company was incorporated on December 13, 2006 under the laws of the state of Nevada. The Company was redomiciled to the State of Wyoming on July 6, 2018. - Active

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

None

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

Caduceus Software Systems Corp is a Wyoming-based holding company with its wholly owned subsidiary McLovin's Pet, a Pet Food and Pet Care company which was acquired on August 8th, 2021.

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

4401 Eucalyptus Ave, Suite 100, Chino, CA 91710 USA

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:*

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

No: ☒ Yes: ☐ If Yes, provide additional details below:

2) Security Information

Transfer Agent

Name: Securities Transfer Corporation

Phone: +1 (469) 633-0101

Email: sevans@stctransfer.com

Address: 2901 N. Dallas Parkway, Suite 380, Plano, TX, 75093

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:	<u>CSOC</u>
Exact title and class of securities outstanding:	<u>Common Stock</u>
CUSIP:	<u>12763A109</u>
Par or stated value:	<u>0.001</u>
Total shares authorized:	<u>5,000,000,000</u> as of date: <u>June 30, 2023</u>
Total shares outstanding:	<u>585,400,000</u> as of date: <u>June 30, 2023</u>
Total number of shareholders of record:	<u>11</u> as of date: <u>June 30, 2023</u>

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 the security:	<u>Serie A Preferred Stock</u>
CUSIP (if applicable):	
Par or stated value:	<u>0.001</u>
Total shares authorized:	<u>40,000,000</u> as of date: <u>June 30, 2023</u>
Total shares outstanding (if applicable):	<u>0</u> as of date: <u>June 30, 2023</u>
Total number of shareholders of record (if applicable):	<u>0</u> as of date: <u>June 30, 2023</u>

Exact title and class of the security:	<u>Serie B Preferred Stock</u>
CUSIP (if applicable):	
Par or stated value:	<u>0.001</u>
Total shares authorized:	<u>110,000,000</u> as of date: <u>June 30, 2023</u>
Total shares outstanding (if applicable):	<u>17,562,000</u> as of date: <u>June 30, 2023</u>
Total number of shareholders of record (if applicable):	<u>2</u> as of date: <u>June 30, 2023</u>

Exact title and class of the security:	<u>Warrant</u>
Par or stated value:	<u>0.001</u>
Total shares authorized:	<u>5,404,488</u> as of date: <u>June 30, 2023</u>
Total shares outstanding (if applicable):	<u>0</u> as of date: <u>June 30, 2023</u>
Total number of shareholders of record (if applicable):	<u>0</u> as of date: <u>June 30, 2023</u>

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.**

Common Stock: One vote per share. No other rights or privileges.

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

Series A Preferred Stock:

In the event of any liquidation, dissolution or winding up of the Corporation, either voluntary or involuntary, the holders of shares of Series A Preferred Stock then outstanding shall be entitled to be paid out of the consideration payable to shareholders in such event, as applicable, before any payment shall be made to the holders of Common Stock by reason of their ownership thereof, an amount per share equal to the greater of (i) \$0.25805, or (ii) such amount per share as would have been payable had all shares of Series A Preferred Stock been converted into Common Stock pursuant to conversion immediately prior to such liquidation, dissolution, winding up. The Series A Preferred Stock does not have any redemption rights and will not be entitled to dividends. The Conversion Rate shall initially be 100, and each share of Series A Preferred Stock shall initially be convertible into 100 shares of Common Stock. Each share of Series A Preferred Stock will carry a number of votes equal to the amount of shares of Common Stock that such share of Series A Preferred Stock is convertible into, until such time as the shares are converted.

Series B Preferred Stock

In the event of any liquidation, dissolution or winding up of the Corporation, either voluntary or involuntary, the holders of shares of Series B Preferred Stock then outstanding shall be entitled to be paid out of the consideration payable to shareholders in such event, as applicable, before any payment shall be made to the holders of Common Stock by reason of their ownership thereof, an amount per share equal to the greater of (i) \$0.081, or (ii) such amount per share as would have been payable had all shares of Series B Preferred Stock been converted into Common Stock pursuant to conversion immediately prior to such liquidation, dissolution, winding up. The Series B Preferred Stock does not have any redemption rights and will not be entitled to dividends. At the option of the holder of Series B Preferred Stock, each share of Series B Preferred Stock is convertible into (100) shares of the Corporation's Common Stock (the "Conversion Rate") at such time as the holder of Series B Preferred Stock provides the Corporation with a Notice of Conversion. Each share of Series B Preferred Stock will carry a number of votes equal to the amount of shares of Common Stock that such share of Series B Preferred Stock is convertible into, until such time as the shares are converted.

Warrants

The Warrant give the right to the holder to convert each warrant into one Series A Preferred Stock ("Series A Preferred Stock") of the Company. "Exercise Period" means the date on which the Company delivers the financial statements ending December 31st, 2024 of McLovin's Pet to the Holder until the date ten (10) days after delivery of such financial statements. "Triggering Event" means McLovin's total revenue for McLovin's fiscal year of December 31, 2024 is less than \$22,000,000. "Warrant Shares" means (i) 2,702,244 shares of Series A Preferred Stock if McLovin's total revenue for the fiscal year of December 31, 2024 is between \$21,999,999 and \$16,500,000 and (ii) 5,404,488 shares of Series A Preferred Stock if McLovin's total revenue for the fiscal year of December 31, 2024 is less than \$16,499,999.

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

The Series A Preferred Stock: Anti-Dilution Protection. In the event the Corporation issues any further Common Stock, Preferred Stock of any class, options, warrants, or any securities exchangeable or convertible into Common Stock of the Corporation ("Additional Shares"), from the period when the first share of Series A Preferred Stock is issued through February 1, 2025.

The Series A Preferred Stock terms, conditions, designations, dividend rights, voting powers, rights on liquidation and other preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions thereof will follow identically to those of the Series B Preferred Stock, except of that the Anti-Dilution and Miscellaneous Provisions thereof will be determined as provided herein.

Miscellaneous Provision. Any of the rights, powers, preferences and other terms of the Series A Preferred Stock set forth herein may be waived or amended on behalf of all holders of Series A Preferred Stock by the affirmative written consent or vote of the holders of more than 80% the shares of Series A Preferred Stock then outstanding, unless it is in respect of the Mirror Preferred Stock clause

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

In the event of any liquidation, dissolution or winding up of the Corporation, either voluntary or involuntary, the holders of shares of Series B Preferred Stock then outstanding shall be entitled to be paid out of the consideration payable to shareholders in such event, as applicable, before any payment shall be made to the holders of Common Stock by reason of their ownership thereof, an amount per share equal to the greater of (i) \$0.081, or (ii) such amount per share as would have been payable had all shares of Series B Preferred Stock been converted into Common Stock pursuant to conversion immediately prior to such liquidation, dissolution, winding up

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: <u>Opening Balance</u> Date <u>March 31, 2021</u> Common: <u>2,339,600,000</u> Preferred A: <u>0</u> Preferred B: <u>0</u>			*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 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. *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.
<u>3/31/2021</u>	<u>New issuance</u>	<u>1,500,000,000</u>	<u>Common</u>	<u>\$0.001</u>	<u>yes</u>	<u>2600721 Ontario Inc/ Eric Schindermann</u>	<u>M&A</u>	<u>Restricted</u>	<u>144</u>
<u>6/26/2021</u>	<u>Cancellation</u>	<u>(1,500,000,000)</u>	<u>Common</u>	<u>0.001</u>	<u>n/a</u>	<u>2600721 Ontario Inc/ Eric Schindermann</u>	<u>n/a</u>	<u>n/a</u>	<u>n/a</u>
<u>6/17/2021</u>	<u>Cancellation</u>	<u>(108,000,000)</u>	<u>Common</u>	<u>0.001</u>	<u>n/a</u>	<u>2600721 Ontario Inc/ Eric Schindermann</u>	<u>n/a</u>	<u>n/a</u>	<u>n/a</u>
<u>7/22/2021</u>	<u>Cancellation</u>	<u>(120,000,000)</u>	<u>Common</u>	<u>0.001</u>	<u>n/a</u>	<u>Anna Tang</u>	<u>n/a</u>	<u>n/a</u>	<u>n/a</u>
<u>7/22/2021</u>	<u>Cancellation</u>	<u>(26,200,000)</u>	<u>Common</u>	<u>0.001</u>	<u>n/a</u>	<u>Ankyro Solutions / Richard Tang</u>	<u>n/a</u>	<u>n/a</u>	<u>n/a</u>
<u>08/08/2021</u>	<u>New Issuance</u>	<u>16,391,200</u>	<u>Preferred B</u>	<u>0.001</u>	<u>n/a</u>	<u>Apex Digital / David Ji</u>	<u>McLovin's Pet Acquisition</u>	<u>Restricted</u>	<u>144</u>
<u>08/08/2021</u>	<u>New Issuance</u>	<u>1,170,800</u>	<u>Preferred B</u>	<u>0.001</u>	<u>n/a</u>	<u>Alexander Chen</u>	<u>Compensation</u>	<u>Restricted</u>	<u>144</u>
<u>10/01/2021</u>	<u>Cancellation</u>	<u>(1,170,800)</u>	<u>Preferred B</u>	<u>0.001</u>	<u>n/a</u>	<u>Alexander Chen</u>	<u>n/a</u>	<u>n/a</u>	<u>n/a</u>
<u>10/01/2021</u>	<u>New Issuance</u>	<u>1,170,800</u>	<u>Preferred B</u>	<u>0.001</u>	<u>n/a</u>	<u>Sound Hue Inc. / Alexander Chen</u>	<u>Compensation</u>	<u>Restricted</u>	<u>144</u>
Shares Outstanding on Date of This Report: <u>Ending Balance</u> <u>Ending Balance</u> Date <u>June 30, 2023</u> Common: <u>585,400,000</u> Preferred A: <u>0</u> Preferred B: <u>17,562,000</u>									

Example: A company with a fiscal year end of December 31st, 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.

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. <small>*You must disclose the control person(s) for any entities listed.</small>	Reason for Issuance (e.g. Loan, Services, etc.)
<u>10-12-2021</u>	<u>1,000,000</u>	<u>1,000,000</u>	<u>0</u>	<u>10-24-2023</u>	<u>see note (1&2) below</u>	<u>Srax Inc / Christopher Miglino</u>	<u>Advertising Services</u>

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

- (1) The Convertible Debenture bears no interest and is ruled by the following conversion: the lesser of (i) \$0.1000 and (ii) 85% of the lesser of (a) the five (5) day VWAP commencing on the Trading Day immediately preceding the Conversion Date and (b) the VWAP on the Conversion Date
- (2) In the event of delay for delivery of Conversion Shares, the Company shall pay to the Holder, in cash, as liquidated damages and not as a penalty, for each \$1,000 of the Outstanding Balance amount being converted, \$10 per Trading Day (increasing to \$20 per Trading Day on the fifth (5th) Trading Day after such liquidated damages begin to accrue) for each Trading Day after such Share Delivery Date until such Conversion Shares are delivered or Holder rescinds such conversion.

4) Issuer's Business, Products and Services

The purpose of this section is to provide a clear description of the issuer's current operations.
(Please ensure that these descriptions are updated on the Company's Profile on www.otcm Markets.com).

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

Caduceus Software Systems Corp is a Wyoming-based holding company with is wholly owned subsidiary McLovin's Pet, which manufacture and distribute pet food and accessories.

B. List any subsidiaries, parent company, or affiliated companies.

McLovin's Pet is the subsidiary of Caduceus Software Systems Corp.

C. Describe the issuers' principal products or services.

McLovin's Pet, is a California company specialized in the manufacturing and distribution of quality pet foods. McLovin's Pet products are developed using responsible sourcing and quality is a key part of every single part of our manufacturing process. McLovin's carries a product lineup across 2 different categories. One for pet food and the other for pet supplies, with over 50 SKUs of food products and pet supplies.

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.

Management owns the property 4401 Eucalyptus Ave. Chino, CA, as well as all machineries and equipment in both Chino and Corona facilities where principal plant is located at 341 N. Delilah Ave. Corona, CA. Management currently offers the warehouse and offices (10,982 sq. Ft.) at no cost. The Company has no lease nor own any properties.

6) Officers, Directors, and Control Persons

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 issuers 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
Sound Hue	Owner of more than 5%	Chino Hills, CA	1,170,800	Preferred B	7%	Alexander Chen
Apex Digital	Owner of more than 5%	Los Angeles / CA	16,391,200	Preferred B	93%	David Ji
David Ji	CEO and Director	Los Angeles / CA	nil	n/a	n/a	n/a
Rick Hupe	Director	Canyon Lake, CA	nil	n/a	n/a	n/a
2600721 Ontario	Owner of more than 5%	Toronto, ON	363,000,000	Common	62%	Eric Schindermann

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);

None

2. The entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities;

None

3. A finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated; or

None

4. The entry of an order by a self-regulatory organization that permanently or temporarily barred, suspended, or otherwise limited such person's involvement in any type of business or securities activities.

None

- B. Describe briefly any material pending legal proceedings, other than ordinary routine litigation incidental to the business, to which the issuer or any of its subsidiaries is a party or of which any of their property is the subject. Include the name of the court or agency in which the proceedings are pending, the date instituted, the principal parties thereto, a description of the factual basis alleged to underlie the proceeding and the relief sought. Include similar information as to any such proceedings known to be contemplated by governmental authorities.

None

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: Stephen Joseph Laskero
Firm: The Law Office of Stephen Joseph Laskero
Address 1: 3451 Via Montebello, Suite 192-409
Address 2: Carlsbad, CA, 92009
Phone: 760-4526778
Email: stephenlaw7@ymail.com

All other means of Investor Communication:

Twitter: @caduceuscorp
Discord: _____
LinkedIn: _____
Facebook: _____
[Other] _____

9) Financial Statements

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

- ☐ IFRS
☒ U.S. GAAP

B. The following financial statements were prepared by (name of individual)²:

Name: Elaine Lee
Title: Accountant
Relationship to Issuer: Employee

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

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

Important Notes:

- Financial statements must be “machine readable”. Do not publish images/scans of financial statements.
- All financial statements for a fiscal period must be published together with the disclosure statement in one Annual or Quarterly Report.

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

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, David Ji certify that:

1. I have reviewed this Disclosure Statement for Caduceus Software Systems Corp;
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.

08-14-2023 [Date]

David Ji [CEO's Signature]

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

Principal Financial Officer:

I, David Ji certify that:

1. I have reviewed this Disclosure Statement for Caduceus Software Systems Corp;
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.

08-14-2023 [Date]

David Ji [CFO's Signature]

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

Caduceus Software Systems Corp
Quarterly Report
For the Period Ended June 30, 2023
(unaudited)

Balance Sheets as of June 30, 2023 and March 31, 2023	13
Statements of Operations as of June 30, 2023 and June 30, 2022	14
Statements of Cash Flows as of June 30, 2023 and March 31, 2023	15
Statements of Stockholders Deficit as of June 30, 2023 and March 31, 2023	16
Notes to the Financial Statements	17-20

CADUCEUS SOFTWARE SYSTEMS CORP
CONSOLIDATED BALANCE SHEETS
(UNAUDITED)

	June 30, 2023	March 31, 2023
Current Assets		
Cash	60,121	52,831
Prepaid Expenses & Deposits	135,782	126,133
Accounts Receivable	284,431	598,549
Inventory	2,272,609	1,923,460
Total Current Assets	2,752,942	2,700,973
Non-Current Assets		
Fixed Assets		
Acc. Amortization - Website	(809)	(486)
Acc. Depreciation (Furniture, Fixtures & Equipment)	(1,652)	(1,417)
Accumulated Amortization (Computer Equipment)	(2,407)	(2,050)
Computer Equipment	7,198	7,198
Furniture, Fixture & Equipment	5,458	5,458
Website	3,883	3,883
Total Fixed Assets	11,672	12,587
Intangibles Assets		
Packaging & Design (Net of Amortization)	11,433	12,404
Goodwill	12,604,759	12,604,759
Trademarks	7,350	7,350
Total Intangibles Assets	12,623,542	12,624,513
Total Non-Current Assets	12,635,213	12,637,099
Total Assets	15,388,156	15,338,072
Current Liabilities		
Accounts Payable	2,507,611	1,919,891
Credit Cards	16,565	14,799
Sales Tax	138	62
Accrued Salary Expenses & 401k	(1,869)	(2,158)
Accrued expenses - related party	-	-
Accrued Expenses	45,389	21,648
Loan from related party	-	-
Total Current Liabilities	2,567,834	1,954,241
Non-Current Liabilities		
Loans Payable	48,815	5,603,918
Convertible promissory notes	1,462,310	1,180,830
Total Non-Current Liabilities	1,511,125	6,784,748
Total Liabilities	4,078,959	8,738,989
Equity		
Common Stock, \$0.001 par value, 5,000,000,000 shares authorized; 585,400,000 and 585,400,000 shares issued and outstanding, respectively	585,400	585,400
Series A preferred stock, \$0.001 par value, 40,000,000 shares authorized; no shares issued	-	-
Series B preferred stock, \$0.001 par value, 110,000,000 shares authorized; 17,562,000 issued and 17,562,000 respectively	17,562	17,562
Warrants, \$0.001 par value, 5,404,488 warrants authorized; no warrants issued	-	-
Unissued Preferred A Stock	20,000	-
Unissued Preferred B stock	46,659	-
Paid in Capital	24,502,796	21,905,003
Retained Earnings	(13,863,220)	(15,908,881)
Total Equity	11,309,196	6,599,083
Total Liabilities + Equity	15,388,156	15,338,072

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

CADUCEUS SOFTWARE SYSTEMS CORP
CONSOLIDATED STATEMENTS OF OPERATIONS
(UNAUDITED)

	June 30, 2023	June 30, 2022
Revenue	1,179,226	813,178
Cost of Sales	1,106,665	700,751
Gross Profit	72,561	112,427
Expenses		
Salaries, Wages & Employment expenses	338,424	268,009
Interest	119,108	66,031
Maintenance	3,438	3,486
Professional Fees	91,372	183,991
Rent & Utilities	7,240	27,411
Advertising & Marketing	27,338	421,145
Dues & Subscriptions	12,362	10,073
Office expenses	1,342	5,433
Taxes	-	800
Bank Fees	1,031	609
Amortization & Depreciation	1,886	1,565
Phone & Internet expenses	5,716	3,115
Accounting fees	1,527	-
Auto and Truck Expenses	1,227	432
Insurance Expense	28,335	15,897
Lab Testing Fee	141	5,715
Warehouse Supplies	1,004	3,020
Penalties	281,480	-
Total Expenses	922,971	1,016,732
Operating Profit	(850,410)	(904,306)
Other Income		
Gain on Settlement	2,902,363	-
Other Income	-	14,184
Total Other Income	2,902,363	14,184
Other Expenses		
Loss on Settlement	8,500	-
Total Other Expenses	8,500	-
Other Profit	2,893,863	14,184
Net Profit	2,043,453	(890,121)

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

CADUCEUS SOFTWARE SYSTEMS CORP
CONSOLIDATED STATEMENTS OF CASHFLOWS
(UNAUDITED)

	June 30, 2023	March 31, 2023
Total Net Income	2,043,453	(706,389)
Operating Activities		
Accounts Payable	587,720	1,320,379
Prepaid Expenses	(9,649)	(21,939)
Accounts Receivable	316,326	(247,457)
Accrued Salary Expenses & 401K	288	63
Credit Cards	1,767	1,431
Sales Tax Payable	77	(155)
Accrued Expenses - Related Party	-	-
Inventory	(349,149)	(559,836)
Accrued Expenses	23,741	(14,577)
Total Operating Activities	571,121	477,909
Net Cash	2,614,574	(228,479)
Investing Activities		
Amortization & Depreciation	1,886	1,863
Fixed Assets	-	-
Intangible Assets	-	-
Total Investing Activities	1,886	1,863
Financing Activities		
Loans Payable	(5,555,103)	68,247
Notes Payable	-	-
Convertible Promissory Notes	281,480	180,830
Retained Earnings	-	-
Additional Paid In Capital	2,597,793	-
Common Stock	-	-
Preferred B	-	-
Unissued Preferred A Stock	20,000	-
Unissued Preferred B stock	46,659	-
Total Financing Activities	(2,609,171)	249,077
Net Cash Total	7,289	22,461
Cash at Start of Period	52,831	30,370
Cash at End of Period	60,121	52,831

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

CADUCEUS SOFTWARE SYSTEMS CORP
STATEMENTS OF STOCKHOLDERS' EQUITY
(Unaudited)

	Common Stock		Preferred B		Preferred A		Additional	Accumulated	Total
	Shares	Amount	Shares	Amount	Shares	Amount	Paid-In Capital	Deficit	Stockholders' Equity
Balance, December 31, 2022	585,400,000	\$ 585,400	\$ 17,562,000	\$ 17,562		\$ -	\$ 21,905,003	\$ (15,202,493)	\$ 7,305,472
Net Gain (Loss)		\$ -		\$ -		\$ -	\$ -	\$ (704,180)	\$ (704,180)
Balance, March 31, 2023	585,400,000	\$ 585,400	\$ 17,562,000	\$ 17,562		\$ -	\$ 21,905,003	\$ (15,906,673)	\$ 6,601,291

	Common Stock		Preferred B		Preferred A		Additional	Accumulated	Total
	Shares	Amount	Shares	Amount	Shares	Amount	Paid-In Capital	Deficit	Stockholders' Equity
Balance, March 31, 2023	585,400,000	\$ 585,400	17,562,000	\$ 17,562			\$ 21,905,003	\$ (15,906,673)	\$ 6,601,291
Shares Issued (Cancelled)	-	\$ -	46,658,800	\$ 46,659	20,000,000	\$ 20,000	\$ 2,597,793	\$ -	\$ 2,664,452
Net gain							\$ -	\$ 2,043,453	\$ 2,043,453
Balance, June 30, 2023	585,400,000	\$ 585,400	64,220,800	\$ 64,221	20,000,000	\$ 20,000	\$ 24,502,796	\$ (13,863,220)	\$ 11,309,197

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

CADUCEUS SOFTWARE SYSTEMS CORP.

Notes to the Financial Statements June 30, 2023

(Unaudited)

NOTE 1 - NATURE OF OPERATIONS

Caduceus Software Systems Corp is a Wyoming-based holding company with its wholly owned subsidiary McLovin's Pet, a Pet Food and Pet Care company. The global pet care market size was valued at USD 235.32 billion in 2022. The market growth is projected to grow from USD 246.66 billion in 2023 to USD 368.88 billion by 2030, exhibiting a CAGR of 5.92% during the forecast period. In 2023, a total of \$143.6 billion in sales is projected in the U.S. alone with Pet Food & Treats representing \$62.7 billion in sales.

McLovin's Pet is a California company specialized in the manufacturing and distribution of quality pet foods products and supplies. Our products are developed using responsible sourcing and quality is a key part of every single part of our manufacturing process. McLovin's carries a product lineup across 2 different categories. One for pet food and the other for pet supplies, with over 50 SKUs of food products and pet supplies in the portfolio and counting.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The accompanying unaudited financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP").

In the opinion of management, all adjustments necessary to present fairly the financial position as of June 30th, 2023, and the results of operations and cash flows presented herein have been included in the annual financial statements. All such adjustments are of a normal and recurring nature. Annual results are not necessarily indicative of results of operations for the following year.

Consolidation

The consolidated financial statements include the accounts of the Company and its subsidiary. Inter-company transactions, such as sales, cost of sales, due to/due from balances, investment in subsidiary, and subsidiary's capitalization have been eliminated.

Cash and Cash Equivalents

For purposes of Statements of Cash Flows, the Company considers all highly liquid debt instruments purchased with a maturity date of three months or less to be cash equivalents.

Revenue Recognition

The Company recognizes revenue when there is persuasive evidence of an arrangement, delivery has occurred, the fee is determinable, collectability is reasonably assured and there are no significant remaining performance obligations.

Accounts Receivable

Trade receivables are recognized and carried at the original invoice amount less allowance for any uncollectible amounts. An allowance for doubtful accounts is made when collection of the full amount is no longer probable. Pursuant to the Company's accounting policies, the allowance for doubtful accounts is determined by applying a rate determined on a case by case on outstanding trade receivables. In addition, the Company uses a specific review process to determine if any additional allowances for doubtful accounts are required. Bad debts are charged against the allowance when outstanding trade receivables have been determined to be uncollectible.

Use of Estimates

The preparation of financial statements in conformity with 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 financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results may differ from those estimates.

Inventory

Inventory, consisting of raw materials, work in progress, and finished products, is stated at the lower of cost or market value. Finished products are comprised of direct materials, direct labor, and an appropriate proportion of overhead.

Furniture and Equipment

Furniture and equipment are carried at cost less accumulated depreciation. Depreciation is provided over their estimated useful lives, using the straight-line method. Estimated useful lives of the property, plant and equipment are as follows:

Machinery and Equipment 10 years

Furniture and Fixtures 7 years

Computer Equipment 5 years

Intangible Assets

Intangible assets are stated at cost less accumulated amortization. Amortization is provided over the respective useful lives, using the straight-line method. Estimated useful lives of intangibles are as follows:

Design Packaging 5 years

Impairment of Goodwill

Goodwill is reviewed for impairment in accordance with ASC Topic 350-20. Goodwill of an entity shall be tested for impairment if an event occurs or circumstances change that indicate that the fair value of the entity may be below its carrying amount (a triggering event). A goodwill triggering event evaluation shall be performed only as of the end of each reporting period. If an entity determines that there are no triggering events, then further testing is unnecessary.

Cost of Sales

The Company's cost of sales is comprised of raw materials, inbound and outbound freight, customs and brokerage duties, packaging, purchasing and receiving costs.

Selling Expenses

Selling expenses are comprised of client entertainment, commissions, discounts, allowances and travel and lodging expenses.

Advertising Expenses

All advertising costs are expensed as incurred.

Shipping and Handling Expenses

Shipping and handling costs represent costs associated with shipping products to customers and handling finished goods. Shipping and handling costs billed to customers are recognized as revenue and shipping and handling costs incurred by the Company are included in cost of sales.

Other Income

Other income which is the portion of an organization's income that is derived from activities not related to its core business operations. It can include dividend income, profits or losses from investments, interest income as well as gains or losses incurred by foreign exchange and asset write-downs.

Recent accounting pronouncements

The Company has implemented all new accounting pronouncements that are in effect. These pronouncements did not have any material impact on the financial statements unless otherwise disclosed, and the Company does not believe that there are any other new accounting pronouncements that have been issued that might have a material impact on its financial position or results of operations. The Company is also evaluating the potential impact of new standards that have been issued but are not yet effective.

NOTE 3 - GOING CONCERN

The accompanying unaudited financial statements have been prepared assuming that the Company will continue as a going concern. For the quarterly ended June 30th, 2023, the Company had revenues of \$1,179,226, and an operating loss of \$850,410, and net profit of \$2,043,453 resulting from a gain on settlement and other income of \$2,893,863. The Company has a total stockholder's equity of \$11,309,197. In view of these matters, the Company's ability to continue as a going concern is dependent upon the continued financial support from its management, its ability to identify future investment opportunities and obtain the necessary debt or equity financing, and its ability to grow operations and to achieve a level of profitability. The Company intends on financing its future development activities and its working capital needs largely from the sale of public equity securities and debt financing. However, there can be no assurance that these arrangements will be sufficient to fund its ongoing capital expenditures, working capital, and other cash requirements. These factors raise substantial doubt regarding the Company's ability to continue as a going concern. The unaudited financial statements of the Company do not include any adjustments relating to the recoverability and classification of recorded assets, or the amounts and classifications of liabilities that might be necessary should the Company be unable to continue as a going concern.

NOTE 4 - LOANS PAYABLE

As of the quarterly period ending June 30th, 2023, the Company owed 2600721 ONTARIO \$45,000 in principal and 2,804 in accrued interest.

On June 7th, 2023, the Company and Raxus Prime Venture Pte. Ltd. entered into a settlement agreement against the 5,161,000 and 445,815 accrued interest. The terms of the settlement are: write-off of \$2,496,548 in principal, \$2,664,452 in exchange of 20 million Preferred A shares, and for the 445,815 accrued interest, write-off of \$405,815 and \$40,000 payment in cash. In addition, the debtholder would receive additional 5,404,488 warrants, within the event that McLovins Pet (subsidiary) total revenue for the fiscal year ending of December 31, 2024 is less than \$22,000,000. In addition, Apex Digital would have to follow the following performance incentive: a) If McLovins Pet generates revenue less than \$22,000,000 and more than \$16,500,000 in the fiscal year ending December 31, 2024, then the Corporation shall automatically repurchase 2,702,244 Adjustment Shares for the price of \$1.00; (b) If McLovin Pet generates revenue less than \$16,500,000 in the fiscal year ending December 31, 2024, then the Corporation shall automatically repurchase 5,404,488 Adjustment Shares for the price of \$1.00.

NOTE 5 - RELATED PARTY TRANSACTIONS

On August 9th, 2021, the Company completed its acquisition of McLovin's Pet, a California based corporation active in the pet food and pet care industry. The transaction included the issuance 16,391,200 Preferred B shares to APEX Digital as consideration for the acquisition. On June 7th, 2023, the Company and APEX Digital entered into an addendum to the purchase agreement and in result to the adjustment of the issuance of 46,658,800 preferred B Stock.

NOTE 6 – COMMON STOCK, PREFERRED STOCK AND WARRANTS

In the quarterly period ending June 30th, 2023, the Company amended its Articles of Incorporation to increasing its authorized for the Preferred stock to 150,000,000, par value 0.001, respectively 40,000,000 Preferred A and 110,000,000 Preferred B, as well as the designation of new Series A Preferred stock, par value 0.001. In addition, the Company also created new class of stock, Warrants with to right to purchase Preferred A stock with an authorized of 5,404,488 warrants. *(See section 2 of disclosure Statement for Security Description)*

NOTE 7 – CONVERTIBLE DEBENTURES / PROMISSORY NOTES

On October 12th, 2021, the Company entered into an ongoing one-year advertising service contract with SRAX valued at 1,000,000 USD. *(See section 3b of disclosure Statement for terms)*. For the period ending on June 30th, 2023, the Company has incurred penalties of 462,310 for conversion delays.

NOTE 8 - SUBSEQUENT EVENTS

Management has evaluated subsequent events pursuant to the requirements of ASC Topic 855, from the Balance Sheet date through the date the Financial Statements were issued, and has determined that there aren't any material subsequent events.