

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

A1 Group, Inc.

6361 Homestead Road
Pahrump, Nevada 89048

(702) 888-5825
www.AwonGlobal.com
awonglobal@zohomail.com

6770 – Blank Check

Annual Report

For the period ending December 31, 2022 (the “Reporting Period”)

Amended September 7, 2023

Outstanding Shares

The number of shares outstanding of our Common Stock was:

412,226,498 as of December 31, 2022

412,226,498 as of December 31, 2021

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: ☐

Note: On December 1, 2022, the Company accepted the resignation of Ian N. Dixon as the sole officer and director of the Company and named Michael J. Dixon as the new sole officer and director of the Company. Additionally, on or about May 27, 2023, the Company accepted the resignation of the sole officer and director of the Company, Michael Dixon. On same

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.

said such date, the Company named Lloyd Preston Jr. as the President, Secretary, Treasurer, and Director. On or about May 30, 2023, the Company filed an amended list of officers and directors with the Nevada Secretary of State (Corporation Division) to effectuate this change of control.

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

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

Current name is A1 Group, Inc. (Nevada) from December 2014 to date of filing (hereinafter referred to as the "Company" or "AWON").

Formerly FreeButton, Inc. until December 2014

Formerly Secure Window Blinds, Inc. until October 2012

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):

Formed in the State of Nevada on November 27, 2006

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

None

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

None

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

6361 Homestead Road, Pahrump, Nevada 89048

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:*

6361 Homestead Road, Pahrump, Nevada 89048

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:

On December 3, 2019 upon the application of Ian Dixon, the Eighth District Judicial Court of Nevada appointed Dixon custodian of A1 Group, Inc. Dixon has performed custodial services since this time including without limitation, the revival of the company with the state of Nevada, resolution of outstanding invoices with the transfer agent, issuance of series a, b, and c preferred shares, holding a shareholders meeting on July 12, 2021 and applying to OTC Markets Group, Inc. to post financial statements from December 31, 2022 through June 30, 2021. As of the date of this filing, the receivership has been closed and the change in control of the Company was approved.

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2) Security Information

Transfer Agent

Name: Empire Stock Transfer, Inc.
Phone: 702-818-5898
Email: info@empirestock.com
Address: 1859 Whitney Mesa Drive, Henderson, Nevada 89014

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>AWON</u>
Exact title and class of securities outstanding:	<u>Common</u>
CUSIP:	<u>03740J107</u>
Par or stated value:	<u>\$0.001</u>
Total shares authorized:	<u>750,000,000</u> as of date: <u>December 31, 2022</u>
Total shares outstanding:	<u>412,226,498</u> as of date: <u>December 31, 2022</u>
Number of shares in the Public Float ² :	<u>113,911,484</u> as of date: <u>December 31, 2022</u>
Total number of shareholders of record:	<u>111</u> as of date: <u>December 31, 2022</u>

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

Trading symbol:	_____
Exact title and class of securities outstanding:	_____
CUSIP:	_____
Par or stated value:	_____
Total shares authorized:	_____ as of date: _____
Total shares outstanding:	_____ as of date: _____
Total number of shareholders of record:	_____ 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.

Trading symbol:	<u>Not Applicable</u>
Exact title and class of securities outstanding:	<u>Preferred Series "A"</u>
CUSIP:	<u>Not Applicable</u>
Par or stated value:	<u>\$0.001</u>
Total shares authorized:	<u>20,000,000</u> as of date: <u>December 31, 2022</u>
Total shares outstanding:	<u>11,000,000</u> as of date: <u>December 31, 2022</u>
Total number of shareholders of record:	<u>2</u> as of date: <u>December 31, 2022</u>

Designation of Security: The Preferred Stock Series "A" is convertible into 60% of the then issued outstanding Common Stock of the Company and votes together with the Company's Common Stock at twice the number of shares of Common Stock it would convert into upon proper exercise as the holder thereof. The Series "A" Convertible Preferred Stock does not have any rights of redemption and is not entitled to receive any dividends to be issued by the Company. On June 4, 2021,

² "Public Float" shall mean the total number of unrestricted shares not held directly or indirectly by an officer, director, any person who is the beneficial owner of more than 10 percent of the total shares outstanding (a "control person"), or any affiliates thereof, or any immediate family members of officers, directors and control persons.

the Company filed an amended designation with the Nevada Secretary of State increasing the authorized Series "A" Convertible Preferred Stock to 20,000,000 shares of stock.

Trading symbol:	<u>Not Applicable</u>
Exact title and class of securities outstanding:	<u>Preferred Series "B"</u>
CUSIP:	<u>Not Applicable</u>
Par or stated value:	<u>\$0.001</u>
Total shares authorized:	<u>5,000,000</u> as of date: <u>December 31, 2022</u>
Total shares outstanding:	<u>1,000,000</u> as of date: <u>December 31, 2022</u>
Total number of shareholders of record:	<u>1</u> as of date: <u>December 31, 2022</u>

Designation of Security: The Preferred Stock Series "B" has no conversion rights into the Common Stock of the Company. The sole material right of this class of securities is the holders of the Preferred Series "B" Stock shall have voting rights (e.g., entitled to vote on any corporate matters or on matters effecting the rights of all shareholders) equivalent to sixty-seven (67%) of the then outstanding common stock of the Company inclusive of any conversion rights of other shareholders. The rights, preferences, and privileges attached to the Preferred Series "B" Stock shall be operative for a term of five (5) years calendar years or until April 30, 2026. On this date, the Preferred Series "B" Stock shall either expire and be returned to the treasury stock of the Company or the Company shall file a subsequent amendment of the voting rights to be filed with the State of Nevada. On May 10, 2021, the Company filed an initial designation with the Nevada Secretary of State authorizing the Preferred Series "B" stock.

Trading symbol:	<u>Not Applicable</u>
Exact title and class of securities outstanding:	<u>Preferred Series "C"</u>
CUSIP:	<u>Not Applicable</u>
Par or stated value:	<u>\$0.001</u>
Total shares authorized:	<u>20,000,000</u> as of date: <u>December 31, 2022</u>
Total shares outstanding:	<u>4,430,000</u> as of date: <u>December 31, 2022</u>
Total number of shareholders of record:	<u>5</u> as of date: <u>December 31, 2022</u>

Designation of Security: The Preferred Series "C" Stock carries neither common stock voting rights nor will the holders thereof be entitled to receive dividends of any kind from the Company. The holders of the Preferred Series "C" Stock shall be entitled to convert into the Common Stock of the Company at a conversion rate to one (1) share of the Preferred Series "C" Stock to five (5) shares of Common Stock. The conversion rate of the Preferred Series "C" Stock is not affected by a forward or reverse split of the Common Stock of the Company. The Company may not alter the rights and privileges of this class of securities (e.g., by amendment to the Company's articles of incorporation or by the filing of an amended designation for this security) without a majority vote of the holders the then current outstanding Preferred Series "C" Stock. On May 10, 2021, the Company filed an initial designation with the Nevada Secretary of State authorizing the Preferred Series "C" stock.

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.

The Common Stock of the Company is eligible for dividends and has full voting rights on all corporate matters, but it does not contain any rights or privileges with regards to preemptive rights.

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

The Preferred Stock Series "A" is convertible into 60% of the then issued outstanding Common Stock of the Company and votes together with the Company's Common Stock at twice the number of shares of Common Stock it would convert into upon proper exercise as the holder thereof. The Series "A" Convertible Preferred Stock does not have any rights of redemption and is not entitled to receive any dividends to be issued by the Company. On June 4, 2021, the Company filed an amended designation with the Nevada Secretary of State increasing the authorized Series "A" Convertible Preferred Stock to 20,000,000 shares of stock.

The Preferred Stock Series "B" has no conversion rights into the Common Stock of the Company. The sole material right of this class of securities is the holders of the Preferred Series "B" Stock shall have voting rights (e.g., entitled to vote on any corporate matters or on matters effecting the rights of all shareholders) equivalent to sixty-seven (67%) of the then outstanding common stock of the Company inclusive of any conversion rights of other shareholders. The rights, preferences, and privileges attached to the Preferred Series "B" Stock shall be operative for a term of five (5) years calendar years or until April 30, 2026. On this date, the Preferred Series "B" Stock shall either expire and be returned to the treasury stock of the Company or the Company shall file a subsequent amendment of the voting rights to be filed with the State of Nevada. On May 10, 2021, the Company filed an initial designation with the Nevada Secretary of State authorizing the Preferred Series "B" stock.

The Preferred Series "C" Stock carries neither common stock voting rights nor will the holders thereof be entitled to receive dividends of any kind from the Company. The holders of the Preferred Series "C" Stock shall be entitled to convert into the Common Stock of the Company at a conversion rate to one (1) share of the Preferred Series "C" Stock to five (5) shares of Common Stock. The conversion rate of the Preferred Series "C" Stock is not affected by a forward or reverse split of the Common Stock of the Company. The Company may not alter the rights and privileges of this class of securities (e.g., by amendment to the Company's articles of incorporation or by the filing of an amended designation for this security) without a majority vote of the holders the then current outstanding Preferred Series "C" Stock. On May 10, 2021, the Company filed an initial designation with the Nevada Secretary of State authorizing the Preferred Series "C" stock.

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

None

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.

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)

<p>Shares Outstanding as of Second Most Recent Fiscal Year End: <u>Opening Balance</u></p> <p>Date <u>December 31, 2020</u></p> <p>Common: <u>412,226,498</u></p> <p>Preferred "A": <u>5,000,000</u></p> <p>Preferred "B": <u>None</u></p> <p>Preferred "C": <u>None</u></p>	<p>*Right-click the rows below and select "Insert" to add rows as needed.</p>
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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>5/21/21</u>	<u>New Issuance</u>	<u>1,000,000</u>	<u>Preferred Series "B"</u>	<u>\$0.001</u>	<u>No</u>	<u>Ian N. Dixon</u>	<u>Cash</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>7/14/21</u>	<u>New Issuance</u>	<u>3,000,000</u>	<u>Preferred Series "C"</u>	<u>\$0.001</u>	<u>No</u>	<u>Ian N. Dixon</u>	<u>Cash</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>8/11/21</u>	<u>New Issuance</u>	<u>6,000,000</u>	<u>Preferred Series "A"</u>	<u>\$0.001</u>	<u>No</u>	<u>Ian N. Dixon</u>	<u>Cash</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>9/23/21</u>	<u>New Issuance</u>	<u>1,000,000</u>	<u>Preferred Series "C:"</u>	<u>\$0.001</u>	<u>No</u>	<u>Terra Norte, LLC (Ted D. Campbell II)</u>	<u>Cash</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>8/23/21</u>	<u>New Issuance</u>	<u>90,000</u>	<u>Preferred Series "C:"</u>	<u>\$0.01</u>	<u>Yes</u>	<u>Robert Trager</u>	<u>Services</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>9/2/21</u>	<u>New Issuance</u>	<u>70,000</u>	<u>Preferred Series "C:"</u>	<u>\$0.01</u>	<u>No</u>	<u>Wade Azer</u>	<u>Services</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>9/2/21</u>	<u>New Issuance</u>	<u>90,000</u>	<u>Preferred Series "C:"</u>	<u>\$0.01</u>	<u>Yes</u>	<u>Steve Olivio</u>	<u>Services</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>12/31/21</u>	<u>New Issuance</u>	<u>60,000</u>	<u>Preferred Series "C:"</u>	<u>\$0.01</u>	<u>Yes</u>	<u>Robert Trager</u>	<u>Services</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>12/31/21</u>	<u>New Issuance</u>	<u>60,000</u>	<u>Preferred Series "C:"</u>	<u>\$0.01</u>	<u>No</u>	<u>Wade Azer</u>	<u>Services</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>12/31/21</u>	<u>New Issuance</u>	<u>60,000</u>	<u>Preferred Series "C:"</u>	<u>\$0.01</u>	<u>No</u>	<u>Steve Olivio</u>	<u>Services</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
Shares Outstanding on Date of This Report: <u>Ending Balance</u> Date <u>December 31, 2022</u> Common: <u>412,226,498</u> Preferred A: <u>11,000,000</u> Preferred B: <u>1,000,000</u> Preferred C: <u>4,430,000</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.

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

Not Applicable

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.)
—	—	—	—	—	—	—	—

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

Not Applicable

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.otcmarkets.com).

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

The Company has finalized the "Change of Control" to new management. The Company has no specific business plan or purpose, and our business plan is to engage in a merger or acquisition with an unidentified company or companies, other entity, or person.

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

None

C. Describe the issuers' principal products or services.

None – Blank Check Issuer as of the period ended December 31, 2022, of this filing.

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.

The Company is currently utilizing an approximately 450 square foot converted garage office space at address listed above. The Company has a month-to-month verbal lease with Michael Dixon (Sole Officer and Director) for the use of this space for \$250 USD per month.

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 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
<u>Michael Dixon</u>	<u>President, Treasurer, Secretary, CFO, and Director (Resigned May 27, 2023)</u>	<u>6361 Homestead Road, Pahrump, Nevada 89048</u>	<u>None</u>	<u>None</u>	<u>None</u>	<u>Not Applicable</u>
<u>Lloyd Preston Jr.</u>	<u>President, Treasurer, Secretary, CFO, and Director</u>	<u>15169 North Scottsdale Road, Scottsdale, AZ 85254</u>	<u>None</u>	<u>None</u>	<u>None</u>	<u>Not Applicable</u>
<u>Sean Lenehan</u>	<u>Independent Director</u>	<u>1305 Bridgewood Drive, Boca Raton, FL 33434</u>	<u>None</u>	<u>None</u>	<u>None</u>	<u>Not Applicable</u>
<u>John F. Arminio</u>	<u>Independent Director</u>	<u>1077 Pleasantville Road Unit 305, Briarcliff Manor, NY 10510</u>	<u>None</u>	<u>None</u>	<u>None</u>	<u>Not Applicable</u>
<u>TBG Holdings Corporation (Timothy Hart – Officer and Director)</u>	<u>Owner of More than 5%</u>	<u>2929 East Commercial Boulevard, PH-D, Fort Lauderdale, Florida 33308</u>	<u>5,000,000</u>	<u>Preferred Series “A”</u>	<u>46.55%</u>	<u>None</u>
<u>Harrison Holdings, LLC (John H. Marino Jr. – Managing Member)</u>	<u>Owner of More than 5%</u>	<u>3407 Gilden Drive, Alexandria, Virginia 22305</u>	<u>30,350,000</u>	<u>Common Stock</u>	<u>7.36%</u>	<u>None</u>
<u>TBG Holdings Corporation (Timothy Hart – Officer and Director)</u>	<u>Owner of More than 5%</u>	<u>2929 East Commercial Boulevard, PH-D, Fort Lauderdale, Florida 33308</u>	<u>51,470,000</u>	<u>Common Stock</u>	<u>12.49%</u>	<u>None</u>
<u>TREC Beverages, Inc.</u>	<u>Owner of More than 5%</u>	<u>2929 East Commercial</u>	<u>166,568,157</u>	<u>Common Stock</u>	<u>40.41%</u>	<u>None</u>

<u>(Robert Ritondo – Officer and Director)</u>		<u>Boulevard, PH-D, Fort Lauderdale, Florida 33308</u>				
<u>Ian N. Dixon</u>	<u>Owner of More than 5%</u>	<u>6361 Homestead Road, Pahrump, Nevada 89048</u>	<u>6,000,000</u>	<u>Preferred Stock, Series “A”</u>	<u>54.45%</u>	<u>None</u>
<u>Ian N. Dixon</u>	<u>Owner of More than 5%</u>	<u>6361 Homestead Road, Pahrump, Nevada 89048</u>	<u>1,000,000</u>	<u>Preferred Stock, Series “B”</u>	<u>100.00%</u>	<u>Class votes equivalent to sixty-seven percent (67%) of the then outstanding common stock of the Company</u>
<u>Ian N. Dixon</u>	<u>Owner of More than 5%</u>	<u>6361 Homestead Road, Pahrump, Nevada 89048</u>	<u>3,000,000</u>	<u>Preferred Stock, Series “C”</u>	<u>69.12%</u>	<u>None</u>
<u>Terra Norte, LLC (Ted Campbell – Managing Member)</u>	<u>Owner of More than 5%</u>	<u>7129 Bocaire Drive, Las Vegas, Nevada 89131</u>	<u>1,000,000</u>	<u>Preferred Stock, Series “C”</u>	<u>23.04%</u>	<u>None</u>

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;

Timothy Hart and TBG Holdings, Corp. are the subject of an SEC administrative and civil inquiry in the state of Florida pending in United States District Court for the Southern District of Florida. This matter relates to activities in connection with an unrelated public company “MediXall” that appear to have no tangible connection to the Company. According to SEC litigation releases the matter appears to have settled (Link: <https://www.sec.gov/litigation/litreleases/2022/lr25504.htm>).

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

Timothy Hart and TBG Holdings, Corp. are the subject of an SEC administrative and civil inquiry in the state of Florida pending in United States District Court for the Southern District of Florida. This matter relates to activities in connection with an unrelated public company “MediXall” that appear to have no tangible connection to the Company. According to SEC litigation releases the matter appears to have settled (Link: <https://www.sec.gov/litigation/litreleases/2022/lr25504.htm>).

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.

Not Applicable

- 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 as of the Date of this Filing.

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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: John E. Dolkart Jr., Esq
Address 1: 100 Pine Street, Suite 1250
Address 2: San Francisco, California 94111
Phone: (415) 707-2717
Email: john@dolkartlaw.com

Accountant or Auditor

Name: Chang Park, CPA
Firm: PLS, CPA
Address 1: 4725 Mercury Street, Suite 210
Address 2: San Diego, California 92111
Phone: (858) 722-5953
Email: changgpark@gmail.com

Investor Relations

Name: _____
Firm: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

All other means of Investor Communication:

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

Other Service Providers

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

Name: Ted Campbell
Firm: _____
Nature of Services: OTC Compliance – Independent Consultant
Address 1: 7129 Bocaire Drive
Address 2: Las Vegas, Nevada 89131
Phone: (903) 267-6100
Email: tedcampbell@zoho.com

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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)³:

Name: Chang G. Park
Title: Accountant/Bookkeeper
Relationship to Issuer: Accounting Consultant

Describe the qualifications of the person or persons who prepared the financial statements: Dr. Chang G. Park is a financial executive with broad experience in all aspects of accounting, auditing, insurance, and financial management. Dr. Park has taught finance and accounting for local colleges. Dr. Park specializes in small public company auditing. He is a graduate of Kent State University in 1997 with a Ph.D. in Finance and a MBA in Accounting from Murray State University in 1987. Dr. Park is licensed as a CPA with the California Board of Accountancy.

NOTE: The fiscal year ended December 31, 2022, financial statements and notes thereto were audited by Michael Gillespie, CPA, MS Tax (MICHAEL GILLESPIE & ASSOCIATES, PLLC - PCAOB ID: 6108).

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

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³ 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, Lloyd Preston Jr. certify that:

1. I have reviewed this Amended Annual Disclosure Statement (FYE ended December 31, 2022) for A1 Group, 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.

September 7, 2023

/s/ Lloyd Preston Jr.
Principal Financial Officer

I, Lloyd Preston Jr. certify that:

1. I have reviewed this Amended Annual Disclosure Statement (FYE ended December 31, 2022) for A1 Group, 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.

September 7, 2023

/s/ Lloyd Preston Jr.
Chief Financial Officer

MICHAEL GILLESPIE & ASSOCIATES, PLLC
CERTIFIED PUBLIC ACCOUNTANTS
206.353.5736

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors & Shareholders:
A1 Group, Inc.

Opinion on the Financial Statements

We have audited the accompanying balance sheets of A1 Group, Inc. as of December 31, 2022 and 2021 and the related statements of operations, changes in stockholders' (deficit) and cash flows for the years then ended, and the related notes (collectively referred to as "financial statements"). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2022 and 2021 and the results of its operations and its cash flows for the periods then ended, in conformity with accounting principles generally accepted in the United States of America.

Going Concern

The accompanying financial statements have been prepared assuming the Company will continue as a going concern. As discussed in Note 1 to the financial statements, although the Company has limited operations it has yet to attain profitability. This raises substantial doubt about its ability to continue as a going concern. Management's plan in regard to these matters is also described in Note 1. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

Basis for Opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audit. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audit, we are required to obtain an understanding of internal control over financial reporting, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion.

Our audit included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audit also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audit provides a reasonable basis for our opinion.

/S/ MICHAEL GILLESPIE & ASSOCIATES, PLLC

We have served as the Company's auditor since 2023.

PCAOB ID: 6108

Vancouver, Washington

April 20, 2023

A1 GROUP, INC.
BALANCE SHEETS
AS OF DECEMBER 31, 2022 AND 2021

		(Unit: US\$)	
		December 31,	
		2022	2021
ASSETS			
CURRENT ASSETS			
Cash		\$ 190	\$ 362
Prepaid expenses		2,083	3,667
Total Current Assets		<u>2,273</u>	<u>4,029</u>
Total Assets		<u><u>\$ 2,273</u></u>	<u><u>\$ 4,029</u></u>
LIABILITIES AND STOCKHOLDERS' EQUITY			
LIABILITIES			
CURRENT LIABILITIES			
Accounts payable and accrued expenses		\$ 19,150	\$ 16,150
Accrued officer compensation		86,000	26,000
Related party loan -Ian Dixon		<u>21,770</u>	<u>17,270</u>
Total Current Liabilities		<u>126,920</u>	<u>59,420</u>
Total Liabilities		<u>126,920</u>	<u>59,420</u>
STOCKHOLDERS' DEFICIT			
Common Stock, \$0.001 par value 750,000,000 authorized:			
412,226,498 issued and outstanding			
at December 31, 2022 and 2021, respectively		412,226	412,226
Series A preferred Stock, \$0.001 par value 20,000,000 shares authorized 11,000,000 and			
11,000,000 issued and outstanding at December 31, 2022 and 2021, respectively		11,000	11,000
Series B preferred Stock, \$0.001 par value 5,000,000 shares authorized 1,000,000 and			
1,000,000 issued and outstanding at December 31, 2022 and 2021, respectively		1,000	1,000
Series C preferred Stock, \$0.001 par value 20,000,000 shares authorized. 4,430,000 and			
4,430,000 issued and outstanding at December 31, 2022 and 2021, respectively		4,430	4,430
Additional paid in Capital		(415,226)	(415,226)
Accumulated deficit		<u>(138,077)</u>	<u>(68,821)</u>
Total stockholders' equity		<u>(124,647)</u>	<u>(55,391)</u>
Total liabilities and stockholders' equity		<u><u>\$ 2,273</u></u>	<u><u>\$ 4,029</u></u>

See accompanying notes to the financial statement

A1 GROUP, INC.
STATEMENT OF OPERATION
FOR THE YEARS ENDED DECEMBER 31, 2022 AND 2021

	(Unit: US\$)	
	December 31,	
	2022	2021
Revenue	\$ -	\$ -
Operating expenses		
Officer compensation	60,000	35,430
Filing fee	3,917	11,275
Stock transfer fee	51	378
Professional fees	5,000	18,650
Office expenses	-	2,858
Others	288	230
	69,256	68,821
Net income	\$ (69,256)	\$ (68,821)
Basic and diluted income per common shares	\$ (0.00)	\$ (0.00)
Weighted average number of outstanding common shares-basic and diluted	412,226,498	412,226,498

See accompanying notes to the financial statement

A1 GROUP, INC.
STATEMENT OF CHANGES IN STOCKHOLDERS' EQUITY
FOR THE YEARS ENDED DECEMBER 31, 2022 AND 2021

	Common stocks		Series A Preferred stock		Series B Preferred stock		Series C Preferred stock		Additional paid in	Retained earnings	(Unit: US\$) Total
	Numbers	Amounts	Numbers	Amounts	Numbers	Amounts	Numbers	Amounts	Capital		
Ending balance-December 31, 2020	412,226,498	412,226	5,000,000	5,000	-	-	-	-	(417,226)	-	-
Series B Preferred stock issuance					1,000,000	1,000					1,000
Series A Preferred stock issuance			6,000,000	6,000					2,000		8,000
Series C Preferred stock issuance							4,430,000	4,430			4,430
Net loss for the year										(68,821)	(68,821)
Ending balance-December 31, 2021	412,226,498	\$ 412,226	11,000,000	\$ 11,000	1,000,000	\$ 1,000	4,430,000	\$ 4,430	\$ (415,226)	\$ (68,821)	\$ (55,391)
Net loss for the year										(69,256)	(69,256)
Ending balance-December 31, 2022	412,226,498	\$ 412,226	11,000,000	\$ 11,000	1,000,000	\$ 1,000	4,430,000	\$ 4,430	\$ (415,226)	\$ (138,077)	\$ (124,647)
See accompanying notes to the financial statement											

A1 GROUP, INC.
STATEMENT OF CASH FLOW
FOR THE YEARS ENDED DECEMBER 31, 2022 AND 2021

	(Unit: US\$)	
	December 31,	
	<u>2022</u>	<u>2021</u>
Operating activities:		
Net income	\$ (69,256)	\$ (68,821)
Adjustment to reconcile net income to net cash used in operating activities:	-	-
Changes in operating assets and liabilities:		
Increased subscription receivable	-	-
Increased in prepaid expenses	1,584	(3,667)
Increased accounts payable and accrued expenses	3,000	16,150
Increased accrued officer compensation	60,000	26,000
Net cash used in operating activities	<u>(4,672)</u>	<u>(30,338)</u>
Investing activities:		
Purchase of fixed assets	-	-
Net cash used in investing activities	<u>-</u>	<u>-</u>
Financing activities:		
Stock issuance	-	13,430
Related party loan - Ian Dixon	4,500	17,270
Net cash provided by financing activities	<u>4,500</u>	<u>30,700</u>
Net increase (decrease) in cash	(172)	362
Cash at beginning of the period	362	-
Cash at end of the period	<u>\$ 190</u>	<u>\$ 362</u>

See accompanying notes to the financial statement

A1 GROUP, INC.
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2022

NOTE 1-ORGANIZATION AND GOING CONCERN

A1 Group, Inc. (the “Company”) was incorporated on November 27, 2006, under the laws of the State of Nevada and extra-provincially registered under the laws of the Province of Ontario on February 2, 2007. The Company changed its name several times and on June 23, 2014, the Company changed its name to A1 Group, Inc.

The Company is in the process of bringing in new management as per the court order (order date: January 2, 2020) of custodianship granted to Ian Dixon; at present Ian Dixon is complying with the court order on behalf of all the other shareholders to bring the company current on the OTC Markets platform and re-establish some value for the shareholders. Currently, the Company is preparing new financial statements with disclosures for OTC markets with the intention of removing the stop sign. At this point, the company is evaluating the next step of bringing in either an existing business into the company via a merger or starting from scratch under the new management with the intention of generating revenue for the company.

On January 2, 2020, the Company recorded 412,226,498 Common shares and 5,000,000 series A Preferred shares for the par values of \$412,226 and \$5,000, respectively and the same amounts as negative additional paid-in capital.

Going Concern

The Company's financial statements are prepared, using the accounting principles generally accepted in the United States of America applicable to a going concern that contemplates the realization of assets and liquidation of liabilities in the normal course of business.

Currently, the Company does not have significant cash or other material assets, nor does it have operations or a source of revenue sufficient to cover its operating costs and allow it to continue as a going concern.

The Company intends to raise additional capital (besides its intended public offering) through the sale of equity securities, an offering of debt securities, or borrowings from financial institutions and possibly from related and nonrelated parties who may, in fact, lend to the Company on reasonable terms. Management believes that its actions to secure additional funding will likely provide the Company the opportunity to continue as a going concern.

A1 GROUP, INC.
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2022

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 ("GAAP"), and include all the notes required by the GAAP for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation of the financial statements have been included.

Cash and cash equivalents

For the purpose of the statements of cash flows, all highly liquid investments with an original maturity of three months or less are considered to be cash equivalents. The carrying value of these investments approximates fair value.

Property and Equipment Capitalization Policies

Property and equipment is stated at cost and depreciated over estimated useful life of the asset using the straight-line method. Maintenance and repairs are charged to operations as incurred. When assets are sold, or otherwise disposed of, cost and related accumulated depreciation are removed from the accounts and any gain or loss is included in operations.

Impairment of long-lived assets

The Company continually monitors events and changes in circumstances that could indicate that carrying amounts of long-lived assets may not be recoverable. When such events or changes in circumstances are present, the Company assesses the recoverability of long-lived assets by determining whether the carrying value of such assets will be recovered through undiscounted expected future cash flows. If the total of the future cash flows is less than the carrying amount of those assets, the Company recognizes an impairment loss based on the excess of the carrying amount over the fair value of the assets. Assets to be disposed of are reported at the lower of the carrying amount or the fair value less costs to sell.

Revenue recognition

The Company recognizes revenue in accordance with the Financial Accounting Standard Board ("FASB") issued Accounting Standards Codification ("ASC") ASC 605, Revenue Recognition. ASC 605 requires that four basic criteria are met: (1) persuasive evidence of an arrangement exists, (2) delivery of products and services has occurred, (3) the price is fixed or determinable and (4) collectability is reasonably assured. The Company will recognize revenue during the month in which products are shipped or fees are earned.

A1 GROUP, INC.
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2022

NOTE 2-SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES-continued

Fair value of financial instruments

Fair value measurements are determined under a three-level hierarchy for fair value measurements that prioritizes the inputs to valuation techniques used to measure fair value, distinguishing between market participant assumptions developed based on market data obtained from sources independent of the reporting entity (“observable inputs”) and the reporting entity’s own assumptions about market participant assumptions developed based on the best information available in the circumstances (“unobservable inputs”).

Fair value is the price that would be received to sell an asset or would be paid to transfer a liability (i.e., the “exit price”) in an orderly transaction between market participants at the measurement date. In determining fair value, the Company primarily uses prices and other relevant information generated by market transactions involving identical or comparable assets (“market approach”). The Company also considers the impact of a decrease in volume and level of activity for an asset or liability when compared with normal activity to identify transactions that are not orderly.

The highest priority is given to unadjusted quoted prices in active markets for identical assets (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). Securities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement.

The three hierarchy levels are defined as follows:

Level 1 - Quoted prices in active markets that is unadjusted and accessible at the measurement date for identical, unrestricted assets or liabilities;

Level 2 - Quoted prices for identical assets and liabilities in markets that are not active, quoted prices for similar assets and liabilities in active markets or financial instruments for which significant inputs are observable, either directly or indirectly;

Level 3 - Prices or valuations that require inputs that are both significant to the fair value measurement and unobservable.

Credit risk adjustments are applied to reflect the Company’s own credit risk when valuing all liabilities measured at fair value. The methodology is consistent with that applied in developing counterparty credit risk adjustments but incorporates the Company’s own credit risk as observed in the credit default swap market.

Financial instruments consist primarily of cash, prepaid expense, accounts payable and accrued expenses, and notes payable. The carrying amounts of such financial instruments approximate their respective estimated fair value due to the short-term maturities and approximate market interest rates of these instruments. The estimated fair value is not necessarily indicative of the amounts the Company would realize in a current market exchange or from future earnings or cash flows.

A1 GROUP, INC.
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2022

NOTE 2-SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES-continued

Stock-based compensation

The Company accounts for stock awards issued to non-employees in accordance with ASC 505-50, *Equity-Based Payments to Non-Employees*. The measurement date is the earlier of (1) the date at which a commitment for performance by the counterparty to earn the equity instruments is reached, or (2) the date at which the counterparty's performance is complete. Stock awards granted to non-employees are valued at their respective measurement dates based on the trading price of the Company's common stock and recognized as expenses during the period in which services are provided.

Earnings per share

Earnings (loss) per share are computed in accordance with ASC 260, *Earnings per Share*. Basic earnings (loss) per share are computed by dividing net income (loss), after deducting preferred stock dividends accumulated during the period, by the weighted-average number of shares of common stock outstanding during each period. Diluted earnings per share are computed by dividing net income by the weighted-average number of shares of common stock, common stock equivalents and other potentially dilutive securities if any, outstanding during the period.

Income taxes

The Company accounts for income taxes in accordance with ASC 740-10, *Income Taxes*. Deferred tax assets and liabilities are recognized to reflect the estimated future tax effects, calculated at the tax rate expected to be in effect at the time of realization. A valuation allowance related to a deferred tax asset is recorded when it is more likely than not that some portion of the deferred tax asset will not be realized. Deferred tax assets and liabilities are adjusted for the effects of the changes in tax laws and rates of the date of enactment.

ASC 740-10 prescribes a recognition threshold that a tax position is required to meet before being recognized in the financial statements and provides guidance on recognition, measurement, classification, interest, and penalties, accounting in interim periods, disclosure and transition issues. Interest and penalties are classified as a component of interest and other expenses.

Uncertain tax positions are measured and recorded by establishing a threshold for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. Only tax positions meeting the more-likely-than-not recognition threshold at the effective date may be recognized or continue to be recognized.

Use of estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amount of revenues and expenses during the reported period. Actual results could differ from those estimates.

Recent accounting standards pronouncements or updates

Accounting standards that have been issued or proposed by the FASB or other standards-setting bodies that do not require adoption until a future date are not expected to have a material impact on the financial statements upon adoption.

A1 GROUP, INC.
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2022

NOTE 3-SHARE CAPITAL

The Company is authorized to issue 750,000,000 shares of \$0.001 par value common stock and 45,000,000 shares of its \$0.001 par value preferred stock.

Common stock

During the year ended December 31, 2022, the Company has not issued any new common stock. As of December 31, 2022, there were 412,226,498 shares of common stock issued and outstanding.

Preferred stock

- **Series A Convertible Preferred Stock**

The company is authorized to issue 20,000,000 Series A Convertible Preferred Stock of \$0.001 par value. The holders of Series A Convertible Preferred Stock are, at any time, able to convert to one common shares of Common Stock. The Shares of Series A Convertible Preferred Stock shall vote together with the Company's Common Stock, except as otherwise required by law. The number of votes for the Series A Convertible Preferred Stock shall be twice the number as the amount of shares of Common Stock that would be issued upon conversion of the Series A Convertible Preferred Stock pursuant to the conversion formula. On August 11, 2021, the Company issued 6,000,000 shares of Series A Convertible Preferred Stock for \$6,000 to Ian Dixon. As of December 31, 2022, there were 11,000,000 shares of Series A Convertible Preferred Stock issued and outstanding.

- **Series B Preferred Stock**

On April 27, 2021, the directors of the company approved 5,000,000 Series B Preferred Stock of \$0.001 par value. The holders of shares of Series B Preferred Stock have voting rights equivalent to sixty- seven percent (67%) of the then outstanding common shares inclusive of any conversion rights of other shareholders. Series B Preferred Stock shall be operative for a term of five calendar years or until April 30, 2026. At such time the Series B Preferred Stock shall either expire and be returned to the treasury of the Company, or the Company shall file a subsequent amendment of the voting rights to be filed with the State of Nevada.

The Company issued 1,000,000 shares of Series B Preferred Stock for \$1,000 to Ian Dixon on May 21, 2021. The Company received \$1,000 on September 9, 2021.

As of December 31, 2022, there were 1,000,000 shares of Series B Convertible Preferred Stock issued and outstanding.

- **Series C Preferred Stock**

On April 27, 2021, the directors of the company approved 20,000,000 Series C Preferred Stock of \$0.001 par value. The holders of shares of Series C Preferred Stock do not have any common stock voting rights. Each share of Series C Preferred Stock issued and outstanding may, at the option of the holder, be converted at any time into five (5) fully paid and non-assessable shares of Common Stock. The Series C Preferred Stock shall not be affected by a reverse or forward subdivision of the outstanding Common Stock of the Company.

The Company issued 3,000,000 shares of Series C Preferred Stock for \$3,000 to Ian Dixon on July 14, 2021. The Company received \$3,000 in September 9, 2021. The Company issued 1,000,000 shares of Series C Preferred Stock for \$3,000 on September 22, 2021 and received \$3,000 in October 2021.

A1 GROUP, INC.
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2022

NOTE 3-SHARE CAPITAL – continued

The Company entered three employment agreements and issued 100,000 shares of Series C Preferred Stock for \$100 during the third quarter, 2021. The Company will issue 20,000 shares of Series C Preferred Stock to each of three employees per month. The Company has not issued 180,000 shares of Series C Preferred Stock for \$180 to three employees for the fourth quarter, 2021. Also, the Company has not issued 150,000 shares of Series C Preferred Stock to three employees for bonus of \$150 during the 4th quarter, 2021. The Company cancelled these employment agreements on December 31, 2021

As of December 31, 2022, there were 4,430,000 shares of Series C Preferred Stock outstanding and 4,000,000 shares of Series C Preferred Stock issued but the certificates of 430,000 shares of Series C Preferred Stock were not issued.

NOTE 4-RELATED PARTY TRANSACTION

On May 26, 2021, the Company entered an Employment Agreement with Ian N. Dixon, the President and Chief Executive Officer. On July 21, 2021, the Company amended the Employment Agreement. The term of employment will continue for two years from July 1, 2021. Mr. Dixon will be paid a base salary of \$5,000 per month. If the Company cannot pay salary, it will be deferred until the Company can pay. As of December 31, 2022, the Company has unpaid salary of \$86,000 (\$26,000 as of December 31, 2021). Mr. Dixon may choose to convert unpaid salary into Class C Preferred Stock of the Company at \$0.01 per share.

As of December 31, 2022, Mr. Dixon paid corporate expenses of \$21,770 (\$17,270 as of December 31, 2021) on behalf of the Company.

NOTE 5-SUBSEQUENT EVENTS

The Company evaluated all events through April 20, 2023 the date the financial statements were made available to be issued. The Company determined that it has no reportable events except the below.

As of April 10, 2023, these were a total of four non-related party loans from Joel Natario. At the current time the Company has not prepared a loan document for Mr. Natario. As such, the loans totaling \$16,500 is a short-term loan with a 12-month term with no interest.

On or about March 28, 2023, the Company entered into an asset purchase agreement with Tony Antillon, a California resident, whereby it acquired all manufacturing equipment, other fixtures, finished goods inventory, and intangible assets of a pH balanced with electrolytes and boosted with oxygen water products manufacturer (the “Assets”). The purchase price for the Assets is \$4,000,000 USD which shall be paid as 10% of all total revenues derived from the sales derived from the Assets at the end of each calendar quarter end.