Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

TOCCA Life Holdings, Inc.

2180 North Park Avenue
Unit 200
Winter Park, Florida, 32789

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www.beclimbing.com
toccalifeholdings@gmail.com
SIC 7999

Quarterly Report

For the period three months ended November 30, 2023 (the "Reporting Period")

Outstanding Shares
The number of shares outstanding of our Common Stock was:

103,653,125 as of November 30, 2023

91,653,125 as of August 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 Control[4] of the company has occurred during this reporting period:

Yes: ☐ No: ☒

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[4] "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)

<u>In answering this item, provide the current name of the issuer and names used by predecessor entities, along with the dates of the name changes.</u>

On June 23, 2021, G. Reed Petersen was appointed custodian of the corporation by the Nevada Eighth District Court, pursuant to NRS 78.347, in case number A-21-832258-P.

Following his appointment as director of the corporation, Mr. Petersen executed board resolutions authorizing the issuance of Series A Convertible Preferred Stock to Mr. Petersen, and the corporation's reorganization, including the redomicile to Oklahoma, the effectuation of a holding company reorganization, and the redomicile back to Nevada under the name Teliford, Inc.

On July 6, 2021, TOCCA Life holdings filed a Custodian Amendment reporting the appointment of Mr. Petersen as a court-appointed custodian. On July 6, 2021, TOCCA Life Holdings filed a Certificate of Designation to authorize the issuance of up to 1,000,000 shares of Series A Convertible Preferred Stock, each share of which is convertible into 10,000 shares of Common Stock and which has the voting rights per share equal to 100,000 shares of common Stock. The Preferred Stock was then issued to Mr. Petersen.

Following the issuance of the Series A Convertible Preferred Stock to Mr. Petersen, Mr. Petersen voted his shares to approve the corporate reorganization set forth in the June 23, 2021 board resolutions. TOCCA Life Holdings, Inc. then formed three Oklahoma subsidiaries: Tocca Life Interim, Inc. ("Interim") as a wholly-owned subsidiary; Teliford, Inc. ("Teliford"), as a wholly-owned subsidiary of Interim, and Tocca Life Merger, Inc. ("Merger") as a wholly-owned subsidiary of Teliford. Tocca Life Holdings, Inc. then redomiciled in Oklahoma via merger into Interim. This was accomplished in accordance with an Agreement of Merger. Pursuant to the Agreement of Merger, each 1,000 shares of Tocca Life Holdings was converted into 1 share of Tocca Interim Common Stock (approximately 100,620 shares in the aggregate), and the Tocca Life Holdings preferred stock was converted into 10,000,000 new shares of Interim Common Stock with the right to exchange those shares into a class of preferred shares convertible into a like number of shares of Common Stock but with ten votes per share. This merger was completed by the filing of Articles of Merger with the Nevada Secretary of State and a Certificate of Merger with the Oklahoma Secretary of State.

Following the holding company reorganization, Teliford filed an amendment to its Certificate of Incorporation on July 29, 2021 to provide for the issuance of Series A Convertible Preferred Stock, and enabling Mr. Petersen to exchange his 10,000,000 shares of Teliford Common Stock for 1,000,000 shares of Teliford Series A Convertible Preferred Stock. Teliford then formed a new Nevada corporation on August 10, 2020, under the name Teliford, with substantially the same provisions in its articles of Incorporation as the parent Oklahoma corporation. The Oklahoma parent then redomiciled in Nevada in accordance with an Agreement of Merger as effectuated with filings in Nevada and Oklahoma.

Pursuant to this final transaction, on August 10, 2021 the name of the Nevada corporation was changed to "Teliford, Inc.," the 1-for-1000 reverse stock split effected by the redomicile into Oklahoma was unwound, resulting in there being once again 100,019,840 outstanding shares of Common Stock, and 1,000,000 shares of Series A Convertible Preferred Stock owned by Mr. Petersen. Also, on August 10, 2021, the Company changed its year end to 8/31. The remaining subsidiary, Merger, was disposed of to an unaffiliated party.

On August 10, 2021, Mr. Petersen agreed to sell 500,000 shares of the Preferred to each of Real Transition Capital, LLC and Altus Advisors, LLC, and the corporation sold 4.5 million new shares of common stock to 4 persons, including Mr. Petersen, for par value.

On February 17, 2022, the Company filed an amendment to the articles of incorporation with the state of Nevada, changing its name from Teliford, Inc. to TOCCA Life Holdings, Inc.

On January 25, 2023, certain shareholders of the Company entered into stock purchase agreements transferring 100% the Series A Preferred Shares and Series B Preferred Shares as well as a total of 6.2% of the issued and outstanding common stock to the now current shareholders of the aforementioned Series A Preferred, Series B Preferred and Common stock as noted in Section 3A and Section 6 of this Disclosure Statement.

Current State and Date of Incorporation or Registration: Nevada
Standing in this jurisdiction: (e.g. active, default, inactive): Active

Prior Incorporation Information for the issuer and any predecessors during the past five years:

The corporate history is provided in the previous section.

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

Not aware of any trading suspension orders.

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

On June 23, 2021, an investor (the "Investor") was appointed custodian of the corporation by the Nevada Eighth District Court. Through a series of mergers, spin-offs and creation of a Series A preferred stock granting 51% voting rights, the Investor sold the reorganized corporation, Teliford, Inc., on August 10, 2021 to a third party. Further details are noted in a previous section.

Further, on January 25, 2023, the holders of the Series A Preferred Stock and Series B Preferred Stock, sold their shares to the current President and CEO and another Director of the Company in a stock purchase agreement, resulting in a change of control.

Address of the issuer's principal executive office:

2180 North Park Avenue
Suite 200
Winter Park, Florida, 32789

Address 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: Pacific Stock Transfer Company
Phone: (702) 361-3033
Email: paul@pacificstocktransfer.com
Address: 6725 Via Austi Parkway, Suite 300, Las Vegas, Nevada, 89119

Publicly Quoted or Traded Securities:

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

Trading symbol:	TLIF		
Exact title and class of securities outstanding:	Common Stock		
CUSIP:	888847101		
Par or stated value:	$0.001		
Total shares authorized:	3,000,000,000	as of date:	November 30, 2023
Total shares outstanding:	91,653,125	as of date:	November 30, 2023
Total number of shareholders of record:	344	as of date:	November 30, 2023

Other classes of authorized or outstanding equity securities that do not have a trading symbol:

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 that do not have a trading symbol). 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:	Series A Preferred Stock		
Par or stated value:	$0.001		
Total shares authorized:	1,000	as of date:	November 30, 2023
Total shares outstanding (if applicable):	1,000	as of date:	November 30, 2023
Total number of shareholders of record:	2	as of date:	November 30, 2023

Exact title and class of the security:	Series B Preferred Stock		
Par or stated value:	$0.001		
Total shares authorized:	10,000	as of date:	November 30, 2023
Total shares outstanding (if applicable):	10,000	as of date:	November 30, 2023
Total number of shareholders of record:	2	as of date:	November 30, 2023

Security Description:

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

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

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

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

   Series A Preferred: each share of the Series A Preferred Stock allows the holder 1,000,000 votes per share of Series A Preferred. The Series A Preferred Stock has no conversion feature or provision.

   Series B Preferred: each share of the Series B Preferred Stock has a face value of $100 and allows the shareholders to convert into shares of common stock at a price of $0.008 per share.

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 for the two most recently completed fiscal years and any subsequent period.

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 Opening Balance: Date 08/31/2021 Common: 104,519,840 Preferred: 0			*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.**
9/1/21	New Issuance	10,000,000	Common	$0.001	Yes	Jay Van Sickle	Services	Restricted	
4/21/22	New Issuance	2,856,000[5]	Common	$0.001	No	Altus Advisors, LLC – Bryan Kessinger	Services	Restricted	
4/21/22	New Issuance	2,856,000[6]	Common	$0.001	No	Real Transition Capital, LLC – Andrew Van Noy	Services	Restricted	
4/21/22	New Issuance	2,856,000	Common	$0.001	No	Synnestvedt, LLC – Benjamin Oates	Services	Restricted	
3/23/22	New Issuance	500[1]	Preferred – Series A	$.001	Yes	Altus Advisors, LLC – Bryan Kessinger	Services	Restricted	

3/23/22	New Issuance	500[2]	Preferred – Series A	$.001	Yes	Real Transition Capital, LLC – Andrew Van Noy	Services	Restricted	
3/23/22	New Issuance	5,000[3]	Preferred – Series B	$.001	Yes	Altus Advisors, LLC – Bryan Kessinger	Services	Restricted	
3/23/22	New Issuance	5,000[4]	Preferred – Series B	$.001	Yes	Real Transition Capital, LLC – Andrew Van Noy	Services	Restricted	
6/27/22	New Issuance	1,023,384[7]	Common	$0.001	No	Altus Advisors, LLC – Bryan Kessinger	Services	Restricted	
6/27/22	New Issuance	1,023,384[8]	Common	$0.001	No	Real Transition Capital, LLC – Andrew Van Noy	Services	Restricted	
6/27/22	New Issuance	1,023,384	Common	$0.001	No	Synnestvedt, LLC – Benjamin Oates	Services	Restricted	
6/9/23	Cancellation	(8,010,000)[9]	Common	$0.001	Yes	Emma Heffernan	Cancellation through court order	n/a	n/a
6/9/23	Cancellation	(7,000,000)[9]	Common	$0.001	Yes	Robert Duncan	Cancellation through court order	n/a	n/a
6/9/23	Cancellation	(7,000,000)[9]	Common	$0.001	Yes	Patrick Murphy	Cancellation through court order	n/a	n/a
6/9/23	Cancellation	(5,500,000)[9]	Common	$0.001	Yes	International Monetary – unknown control person	Cancellation through court order	n/a	n/a
6/9/23	Cancellation	(3,986,550)[9]	Common	$0.001	Yes	Ian Harris	Cancellation through court order	n/a	n/a
6/9/23	Cancellation	(2,008,317)[9]	Common	$0.001	Yes	Steven Sherlip	Cancellation through court order	n/a	n/a
6/9/23	Cancellation	(1,000,000)[9]	Common	$0.001	Yes	Anthony Fabrizo, Jr.	Cancellation through court order	n/a	n/a
11/7/23	Issuance	6,000,000	Common	$0.001	Yes	Wong Hang Nga	Subscription Agreement	Unrestricted	Reg A
11/20/23	Issuance	6,000,000	Common	$0.001	Yes	Miguel Santana	Subscription Agreement	Unrestricted	Reg A
Shares Outstanding on Date of This Report: Date 11/30/2023 Ending Balances Common: 103,653,125 Preferred: 11,000									

Example: A company with a fiscal year end of December 31st 2023, 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, 2022 through December 31, 2023 pursuant to the tabular format above.

******Control persons for any entities in the table above must be disclosed in the table or in a footnote here.***

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

Note 1: The 500 shares of Series A Preferred issued to Altus Advisors, LLC, were subsequently transferred to Stephen W. Carnes, the Company's current CEO/President/Secretary pursuant to the agreements resulting in the change of control of the Company on January 25, 2023.

Note 2: The 500 shares of Series A Preferred issued to Real Transition Capital, LLC, were subsequently transferred to Leonard Greene, a Director of the Company pursuant to the agreements resulting in the change of control of the Company on January 25, 2023.

Note 3: The 5,000 shares of Series B Preferred issued to Altus Advisors, LLC, were subsequently transferred to Stephen W. Carnes, the Company's current CEO/President/Secretary pursuant to the agreements resulting in the change of control of the Company on January 25, 2023.

Note 4: The 5,000 shares of Series B Preferred issued to Real Transition Capital, LLC, were subsequently transferred to Leonard Greene, a Director of the Company pursuant to the agreements resulting in the change of control of the Company on January 25, 2023.

Note 5: The 2,856,000 shares of Common Stock issued to Altus Advisors, LLC, were subsequently transferred to Stephen W. Carnes, the Company's current CEO/President/Secretary pursuant to the agreements resulting in the change of control of the Company on January 25, 2023.

Note 6: The 2,856,000 shares of Common Stock issued to Real Transition Capital, LLC, were subsequently transferred to Leonard Greene, a Director of the Company pursuant to the agreements resulting in the change of control of the Company on January 25, 2023.

Note 7: The 1,023,384 shares of Common Stock issued to Altus Advisors, LLC, were subsequently transferred to Stephen W. Carnes, the Company's current CEO/President/Secretary pursuant to the agreements resulting in the change of control of the Company on January 25, 2023.

Note 8: The 1,023,384 shares of Common Stock issued to Real Transition Capital, LLC, were subsequently transferred to Leonard Greene, a Director of the Company pursuant to the agreements resulting in the change of control of the Company on January 25, 2023.

Note 9: On June 9, 2023, the judge in Hamilton Superior Court, ruled that the Motion for Entry of Default Judgement was granted. The Company had filed suit for declaratory relief, seeking an order declaring as void a total of 34,504,867 shares of common stock of the Company held by Emma Heffernan (8,010,000), Robert Duncan (7,000,000), Patrick Murphy (7,000,000), International Monetary (5,500,000), Ian Harris (3,986,550), Steven Sherlip (2,008,317), and Anthony Fabrizo Jr. (1,000,000) (collectively the "Defendants") as these shares were not properly acquired through any consideration, but that they were issued as a result of accounting errors and/or otherwise issued improperly. The lawsuit was filed pursuant to Indiana Rule of Trial Procedure 4.4(1) and the venue lies in Hamilton County per Indiana Rule of Trial Procedure 75(1) and (5).

B. Promissory and Convertible Notes

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

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

Date of Note Issuance	**Outstanding Balance ($)**	**Principal Amount at Issuance ($)**	**Interest Accrued ($)**	**Maturity Date**	**Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)**	**Name of Noteholder.** ***** You must disclose the control person(s) for any entities listed.**	**Reason for Issuance (e.g. Loan, Services, etc.)**
9/3/21	0*	10,000	0*	9/3/22	Not convertible	Altus Advisors, LLC – Bryan Kessinger	To cover operating expenses
11/8/21	0*	10,000	0*	11/8/22	Not convertible	Altus Advisors, LLC – Bryan Kessinger	To cover operating expenses
4/20/22	0*	10,000	0*	4/20/23	Not convertible	Altus Advisors, LLC – Bryan Kessinger	To cover operating expenses

12/20/22	0*	10,000	0*	12/20/23	Not convertible	Altus Advisors, LLC – Bryan Kessinger	To cover operating expenses
2/28/2023	$2,000,000	$2,000,000	$80,000	2/28/27	Not convertible	Stephen Carnes	Acquisition of Be Climbing, Inc.
2/28/2023	$2,000,000	$2,000,000	$80,000	2/28/27	Not convertible	Leonard and Elizabeth Green Family Trust	Acquisition of Be Climbing, Inc.

******Control persons for any entities in the table above must be disclosed in the table or in a footnote here.***

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

* Pursuant to the agreements resulting in the change of control of the Company on January 25, 2023, the Noteholder was paid $3,956, and has forgiven the balance of the indebtedness (principal and accrued interest) by the Company.

4) Issuer's Business, Products and Services

The purpose of this section is to provide a clear description of the issuer's current operations.
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")

Change in Shell Status to a Non-Shell Company

On February 28, 2023, the Company engaged in a reverse merger with Be Climbing. Directly prior to the reverse merger, TOCCA Life was a Shell Company. As a result of the reverse merger the Company has changed its status and is no longer a Shell Company. Immediately following the reverse merger with Be Climbing, TOCCA Life was no longer a Shell Company as defined in Rule 12b-2 under the Securities Exchange Act of 1934 as amended (the "Exchange Act"). The effective date of the change in Shell Company status was February 28, 2023.

The Company is no longer a Shell Company since through the merger with Be Climbing the Company now has substantial operations and assets as well as a defined and sustainable business plan. Be Climbing raised $2,976,000 (USD) in a Reg D. offering in 2021 as filed with the Securities and Exchange Commission. Be Climbing owns 7 acres in Central Florida and has submitted applications and pending all regulatory approvals will begin construction of a rock climbing gym on the property in addition to actively pursuing additional locations and investments in rock climbing facilities. Additionally, Be Climbing owns and manages one (1) additional income producing rental property, which is an assets of Be Climbing and is generating revenues. It is for the aforementioned reasons that the Company is no longer a Shell Company as defined by Rule 12b-2 under the Exchange Act.

Additional Acquisition

On March 31, 2023, the Be Climbing, the Company's wholly-owned subsidiary, acquired 100% of the outstanding shares and all of the assets of Aiguille Rock Climbing Center ("Aiguille"), Inc. located in Longwood, Florida.

Aiguille is considered a pillar in the rock climbing community, has been serving the Central Florida climbing community since 1997. Aiguille is a thriving climbing center offering 10,000 square feet of climbing area with bouldering, top rope, and auto-belay features within the gym. Aiguille has offerings for a wide range of climbing experience, from new climber to seasoned veteran. The acquisition of Aiguille is highly complementary to the Company's goals and is directly in line with the business plan of Be Climbing, and as a result the Company is poised for growth and expansion within the industry.

Plan of Operations

Be Climbing immediately began to implement its plans once it secured its initial funding with efforts underway to secure the total amount of capital required in short order. Once the remaining capital is secured, the plans to finalize the facility and develop recognition in the market will begin. Be Climbing has already a 7-acre property in Central Florida on which to the initial rock climbing facility will be located, and has begun investing in some initial capital expenditures related to the infrastructure required for this facility.

Some key market dynamics drive Be Climbing's interest in this market and present significant opportunities for the Company:

- Across the US, indoor climbing gyms have become a popular location for adults and children to exercise and socialize. One of the key attributes of a climbing gym is that a person does not need to have previous climbing experience in order to be a customer. This allows climbing gyms to draw customers from nearly every demographic.
- Many climbing gyms feature yoga classes and the familiar banks of ellipticals, treadmills, free weights and more. For users of these facilities, it means a climbing workout one day and an offsetting yoga class the next, but all under the same membership.
- The U.S. is one of the world's fastest-growing, most resilient fitness markets in the world. It generates the highest amount of revenue in the industry and shows no signs of slowing. The fitness training programs and growing consumer awareness regarding the health benefits associated with yoga and palate fitness activities are expected to remain key driving factors for the market.
- The indoor rock climbing industry is exploding with growth after the sport made its first debut in the 2020 Tokyo Olympic Games, which took place in 2021 due to the pandemic. Rock Climbing has now officially been added as an Olympic sport and will be part of the program in both the upcoming Paris 2024 and Los Angeles 2028 Olympic Games.

General health consciousness, interest in a wide variety of fitness-related activities (yoga, cross training, functional fitness, etc.) are key drivers for growth in our market segment. The market demographics in the Orlando vicinity as well as the opportunity to make Be Climbing a "destination attraction" are key to the success of the Be Climbing strategy.

Ancillary Operations: The Company also invests in real-estate properties in the Orlando market. The residential properties are typically mid-market properties, and the Company rehabs the residential properties, and then markets them for rent. Currently, the Company owns one real-estate asset.

B. <u>List any subsidiaries, parent company, or affiliated companies.</u>

Be Climbing & Aiguille Rock Climbing Center – see above description of business plan and operations.

C. <u>Describe the issuers' principal products or services.</u>

Be Climbing & Aiguille Rock Climbing Center – see above description of business plan and operations.

5) Issuer's Facilities

The goal of this section is to provide investors 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.

<u>In responding to this item, please clearly describe the assets, properties or facilities of the issuer. Describe the location of office space, data centers, principal plants, and other property of the issuer and describe the condition of the properties. Specify if the assets, properties, or facilities are owned or leased and the terms of their leases. If the issuer does not have complete ownership or control of the property, describe the limitations on the ownership.</u>

The Company occupies 700 square feet of office space at 2180 Park Avenue North, Unit 200, Winter Park, Florida which is a location occupied by various businesses associated with the President and CEO of the Company and serves as the Company's headquarter offices. The Company does not currently have a lease agreement in place for this location.

Be Climbing also owns the following properties:

- A 7-acre parcel of land located in Apopka, Florida slated for the development of an indoor climbing center.
- One residential property located in Winter Park, Florida – currently occupied and generating revenue.

Aiguille Rock Climbing Center:

* Leases a 10,000 square foot facility in Longwood, Florida.
* Lease is a 5-year term that commenced in June 2023.

6) All Officers, Directors, and Control Persons of the Company

Using the table below, please provide information, as of the period end date of this report, regarding all officers and directors of the company, or any person that performs a similar function, regardless of the number of shares they own.

In addition, list all individuals or entities controlling 5% or more of any class of the issuer's securities.
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. 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 investors 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 owners.

Names of All Officers, Directors, and Control Persons	**Affiliation with Company (e.g. Officer Title /Director/Owner of 5% or more)**	**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**
Stephen W. Carnes	CEO, President, Secretary	Orlando, FL	3,879,384	Common	3.7%	-
Stephen W. Carnes	CEO, President, Secretary	Orlando, FL	500	Preferred A	50%	-
Stephen W. Carnes	CEO, President, Secretary	Orlando, FL	5,000	Preferred B	50%	-
Leonard and Elizabeth Greene Family Trust	Leonard Greene, Director	Clovis, CA	3,879,384	Common	3.7%	Leonard Greene
Leonard and Elizabeth Greene Family Trust	Leonard Greene, Director	Clovis, CA	500	Preferred A	50%	Leonard Greene
Leonard and Elizabeth Greene Family Trust	Leonard Greene, Director	Clovis, CA	5,000	Preferred B	50%	Leonard Greene

Confirm that the information in this table matches your public company profile on www.OTCMarkets.com. If any updates are needed to your public company profile, log in to www.OTCIQ.com to update your company profile.

7) Legal/Disciplinary History

A. Identify and provide a brief explanation as to whether any of the persons or entities listed above in Section 6 have, **in the past 10 years**:

1. Been the subject of an indictment or conviction in a criminal proceeding or plea agreement or named as a defendant in a pending criminal proceeding (excluding minor traffic violations);

   None noted

2. Been the subject of 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, financial- or investment-related, insurance or banking activities;

   None noted

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

   None noted

4. Named as a defendant or a respondent in a regulatory complaint or proceeding that could result in a "yes" answer to part 3 above; or

   None noted

5. Been the subject 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 noted

6. Been the subject of a U.S Postal Service false representation order, or a temporary restraining order, or preliminary injunction with respect to conduct alleged to have violated the false representation statute that applies to U.S mail.

   None noted

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 to 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.

On June 9, 2023, the judge in Hamilton Superior Court, ruled that the Motion for Entry of Default Judgement was granted. On February 19, 2023, the Company had filed suit for declaratory relief, seeking an order declaring as void a total of 34,504,867 shares of common stock of the Company held by Emma Heffernan (8,010,000), Robert Duncan (7,000,000), Patrick Murphy (7,000,000), International Monetary (5,500,000), Ian Harris (3,986,550), Steven Sherlip (2,008,317), and Anthony Fabrizo Jr. (1,000,000) (collectively the "Defendants") as these shares were not properly acquired through any consideration, but that they were issued as a result of accounting errors and/or otherwise issued improperly. The lawsuit was filed pursuant to Indiana Rule of Trial Procedure 4.4(1) and the venue lies in Hamilton County per Indiana Rule of Trial Procedure 75(1) and (5).

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.

Confirm that the information in this table matches your public company profile on www.OTCMarkets.com. If any updates are needed to your public company profile, update your company profile.

Securities Counsel (must include Counsel preparing Attorney Letters).

Name: Eric Newlan
Firm: Newlan Law Firm, PLLC
Address 1: 2201 Long Prairie Road – Suite 107-762
Address 2: Flower Mound, Texas 75022
Phone: 940-367-6154
Email: eric@newlanpllc.com

Accountant or Auditor

Name: n/a
Firm: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

Investor Relations

Name: n/a
Firm: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

All other means of Investor Communication:

X (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:	Peter Hellwig
Firm:	H-Squared Ventures, LLC
Nature of Services:	Consultant and Financial Report Preparation
Address 1:	803 Clay Street
Address 2:	Fleming Island, FL 32003
Phone:	(904) 509-4227
Email:	peter@h-squared.net

9) Disclosure & Financial Information

A. This Disclosure Statement was prepared by (name of individual):

Name:	H-Squared Ventures, LLC/Peter Hellwig
Title:	Managing Partner
Relationship to Issuer:	Consultant

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

☐ IFRS
☒ U.S. GAAP

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

Name:	H-Squared Ventures, LLC/Peter Hellwig
Title:	Managing Partner
Relationship to Issuer:	Consultant

Describe the qualifications of the person or persons who prepared the financial statements:[5]

Mr. Hellwig has served as the CFO (both internally and on a consultancy basis to numerous private and public entities (both alternative reporting and fully reporting/QB companies) since 1995. He is a seasoned professional with intricate knowledge of the financial reporting requirements, compliance and financial report preparation in the public and private sectors.

Provide the following qualifying financial statements:

- Audit letter, if audited;
- Balance Sheet;
- Statement of Income;
- Statement of Cash Flows;
- Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)
- Financial Notes

Financial Statement Requirements:

- Financial statements must be published together with this disclosure statement as one document.
- Financial statements must be "machine readable". Do not publish images/scans of financial statements.

[5] 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.

- Financial statements must be presented with comparative financials against the prior FYE or period, as applicable.
- Financial statements must be prepared in accordance with U.S. GAAP or International Financial Reporting Standards (IFRS) but are not required to be audited.

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, Stephen W. Carnes certify that:

1. I have reviewed this Disclosure Statement for TOCCA Life Holdings, 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.

January 15, 2024

/s/ Stephen W. Carnes
[CEO's Signature]

Principal Financial Officer:

I, Stephen W. Carnes certify that:

1. I have reviewed this Disclosure Statement for TOCCA Life Holdings, 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.

January 15, 2024

/s/ Stephen W. Carnes
[CFO's Signature]

TOCCA LIFE HOLDINGS, INC.
CONSOLIDATED FINANCIAL STATEMENTS
NOVEMBER 30, 2023 and 2022

TOCCA LIFE HOLDINGS, INC.
CONSOLIDATED BALANCE SHEETS
(Unaudited)

	November 30, 2023	August 31, 2023
ASSETS		
Current Assets		
Cash	$ 307,475	$ 494,757
Deposits	9,390	9,390
Inventory	164,017	152,214
Undeposited funds	7,173	3,511
Prepaid expenses	34,382	34,511
Total Current Assets	522,437	694,383
Real estate, net	226,336	228,663
Note receivable – related party	50,000	–
Commercial property	727,534	727,534
Equipment, net	381,033	361,468
Intangible asset	173,841	173,841
Total Assets	$ 2,081,181	$ 2,185,889
LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)		
Current Liabilities		
Accounts payable	$ 14,431	$ 13,436
Deposits and gift cards	12,681	12,681
Accrued interest	240,000	160,000
Total Current Liabilities	267,112	186,117
Notes payable – related parties	4,000,000	4,000,000
Total Liabilities	4,267,112	4,186,117
Stockholders' Equity (Deficiency)		
Series A Preferred Stock, $0.001 par value; 1,000 shares authorized, 1,000 issued and outstanding at November 30, 2023, and August 31, 2023, respectively	1	1
Series B Preferred Stock, $0.001 par value; 10,000 shares authorized, 10,000 issued and outstanding at November 30, 2023, and August 31, 2023, respectively	10	10
Common stock, $0.001 par value; 3,000,000,000 shares authorized, 103,653,125 and 91,653,125 issued and outstanding, at November 30, 2023, and August 31, 2023, respectively	103,653	91,653
Additional paid-in capital	3,613,667	3,585,667
Accumulated deficit	(5,903,262)	(5,677,559)
Total Stockholders' Equity (Deficit)	(2,185,931)	(2,000,228)
Total Liabilities and Stockholders' Equity (Deficit)	$ 2,081,181	$ 2,185,889

See accompanying notes to consolidated financial statements

TOCCA LIFE HOLDINGS, INC.
CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited)

	For the three months ended November 30, 2023	For the three months ended November 30, 2022
Revenue		
Climbing Gym Revenue		
Membership	$ 113,709	$ –
Admission	35,286	–
Proshop	10,745	–
Snackbar	7,976	–
Rental gear	4,732	–
Events & meetings	568	–
Youth programs	2,074	–
Instruction	945	–
Competitions	6,490	–
Other	869	–
	183,394	–
Residential real-estate		
Rental	5,100	–
Total Revenue	188,494	
Cost of Revenue		
Proshop and snackbar	12,216	–
Gross Profit	176,278	–
Operating Expenses		
General and administrative	105,356	5,909
Payroll and professional services	199,585	–
Depreciation	6,089	–
Selling, marketing and advertising	11,087	–
Total Operating Expenses	322,117	5,909
Profit (Loss) from Operations	(145,839)	(5,909)
Other Income (Expense)		
Interest income	136	–
Interest expense	(80,000)	(374)
Total Other Income (Expense)	(79,864)	(374)
Net Loss Before provision for Income Taxes	(225,703)	(6,283)
Provision for Income Taxes	–	–
NET PROFIT (LOSS)	$ (225,703)	$ (6,283)
Net Profit (Loss) Per Share: Basic and Diluted	$ (0.00)	$ (0.00)
Weighted Average Number of Shares Outstanding: Basic and Diluted	93,853,125	126,157,992

See accompanying notes to consolidated financial statements

TOCCA LIFE HOLDINGS, INC.
CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY (DEFICIT)
(Unaudited)

For the Three Months Ended November 30, 2023 and 2022

	Series A Preferred		Series B Preferred		Common Stock		Additional Paid-In Capital	Accumulated Deficit	Total Stockholders' Equity/
	Shares	Amount ($)	Shares	Amount ($)	Shares	Amount ($)	($)	($)	(Deficit) ($)
Balance August 31, 2022	1,000	1	10,000	10	126,157,992	126,158	65,303	(218,012)	(26,540)
Net loss	–	–	–	–	–	–	–	(6,283)	(6,283)
Balance November 30, 2022	1,000	1	10,000	10	126,157,992	126,158	65,303	(224,295)	(32,823)

	Series A Preferred		Series B Preferred		Common Stock		Additional Paid-In Capital	Accumulated Deficit	Total Stockholders' Equity/
	Shares	Amount ($)	Shares	Amount ($)	Shares	Amount ($)	($)	($)	(Deficit) ($)
Balance August 31, 2023	1,000	10	10,000	1	91,653,125	91,653	3,585,667	(5,677,559)	(2,000,228)
Issuance of Reg A shares	–	–	–	–	12,000,000	12,000	28,000	–	40,000
Net profit	–	–	–	–	–	–	–	(225,703)	(225,703)
Balance November 30, 2023	1,000	10	10,000	1	91,653,125	103,653	3,613,667	(5,903,262)	(2,185,931)

See accompanying notes to consolidated financial statements

TOCCA LIFE HOLDINGS, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

	For the Three Months Ended November 30, 2023	2022
Cash Flows From Operating Activities:		
Net Profit	$ (225,703)	$ (6,283)
Adjustments to reconcile net loss to net cash used in operations		
Depreciation	2,328	–
Changes in operating assets and liabilities:		
Accounts payable	996	–
Inventory	(11,803)	–
Prepaid expenses	129	–
Accrued expenses	–	2,204
Accrued interest	80,000	–
Net Cash Provided by (Used In) Operating Activities	(154,053)	(4,079)
Cash Flows From Investing Activities:		
Purchase of equipment	(19,567)	–
Net Cash Provided by (Used in) Investing Activities	(19,567)	–
Cash Flows From Financing Activities:		
Issuance of notes receivable – related party	(50,000)	–
Proceeds from sales of (Reg A) common share	40,000	–
Net Cash Provided by (Used in) Financing Activities	(10,000)	–
Net Increase (Decrease) in Cash	(183,620)	(4,079)
Cash at Beginning of Period	498,268	5,327
Cash at End of Period	$ 314,648	$ 1,248
Supplemental disclosure of cash flow information:		
Cash paid for interest	$ –	$ –
Cash paid for taxes	$ 12,396	$ –

See accompanying notes to consolidated financial statements

TOCCA LIFE HOLDINGS, INC.
NOTES TO THE CONSOLIDATED UNAUDITED FINANCIAL STATEMENTS
November 30, 2023

NOTE 1 - ORGANIZATION AND LINE OF BUSINESS

TOCCA Life Holdings, Inc. ("we", "us", "our", "TOCCA Life", or the "Company") is a Nevada corporation formerly known as Teliford, Inc., T-Bay Holdings, Inc., and Golden Quest, Inc. In approximately 2015, the Company ceased operations and was designated as a shell company until 2021. On June 23, 2021, in efforts to revive the Company, G. Reed Petersen was appointed custodian of the corporation by the Nevada Eighth District Court, pursuant to NRS 78.347, in case number A-21-832258-P.

Following his appointment as director of the corporation, Mr. Petersen executed board resolutions authorizing the issuance of Series A Convertible Preferred Stock to Mr. Petersen, and the corporation's reorganization, including the redomicile to Oklahoma, the effectuation of a holding company reorganization, and the redomicile back to Nevada under the name Teliford, Inc.

Following the holding company reorganization, Teliford filed an amendment to its Certificate of Incorporation on July 29, 2021 to provide for the issuance of Series A Convertible Preferred Stock, and enabling Mr. Petersen to exchange his 10,000,000 shares of Teliford Common Stock for 1,000,000 shares of Teliford Series A Convertible Preferred Stock. Teliford then formed a new Nevada corporation on August 10, 2020, under the name Teliford, with substantially the same provisions in its articles of Incorporation as the parent Oklahoma corporation. The Oklahoma parent then redomiciled in Nevada in accordance with an Agreement of Merger as effectuated with filings in Nevada and Oklahoma.

Pursuant to this final transaction, on August 10, 2021 the name of the Nevada corporation was changed to "Teliford, Inc.," the 1-for-1000 reverse stock split effected by the redomicile into Oklahoma was unwound, resulting in there being once again 100,019,840 outstanding shares of Common Stock, and 1,000,000 shares of Series A Convertible Preferred Stock owned by Mr. Petersen. Also, on August 10, 2021, the Company changed its year end to 8/31. The remaining subsidiary was disposed of to an unaffiliated party.

On August 10, 2021, Mr. Petersen agreed to sell 500,000 shares of the Preferred to each of Real Transition Capital, LLC and Altus Advisors, LLC, and the corporation sold 4.5 million new shares of common stock to 4 persons, including Mr. Petersen, for par value.

On February 17, 2022, the Company filed an amendment to the articles of incorporation with the state of Nevada, changing its name from Teliford, Inc. to TOCCA Life Holdings, Inc.

On January 25, 2023, certain shareholders of the Company entered into stock purchase agreements transferring 100% the Series A Preferred Shares and Series B Preferred Shares as well as a total of 6.2% of the issued and outstanding common stock to the now current shareholders of the aforementioned Series A Preferred, Series B Preferred and Common stock as noted in Section 3A and Section 6 of this Disclosure Statement.

Change in Shell Status to a Non-Shell Company

On February 28, 2023, the Company engaged in a reverse merger with Be Climbing. Directly prior to the reverse merger, TOCCA Life was a Shell Company. As a result of the reverse merger the Company has changed its status and is no longer a Shell Company. Immediately following the reverse merger with Be Climbing, TOCCA Life was no longer a Shell Company as defined in Rule 12b-2 under the Securities Exchange Act of 1934 as amended (the "Exchange Act"). The effective date of the change in Shell Company status was February 28, 2023.

The Company is no longer a Shell Company since through the merger with Be Climbing the Company now has substantial operations and assets as well as a defined and sustainable business plan. Be Climbing raised $2,976,000 (USD) in a Reg D. offering in 2021 as filed with the Securities and Exchange Commission. Be Climbing owns 7 acres in Central Florida and has submitted applications and pending all regulatory approvals will begin construction of a rock climbing gym on the property in addition to actively pursuing additional locations and investments in rock climbing facilities. Additionally, Be Climbing owns and manages one (1) additional income producing rental property, which is an assets of Be Climbing and is generating revenues. It is for the aforementioned reasons that the Company is no longer a Shell Company as defined by Rule 12b-2 under the Exchange Act.

Additional Acquisition

On May 31, 2023, the Be Climbing, the Company's wholly-owned subsidiary, acquired 100% of the outstanding shares and all of the assets of Aiguille Rock Climbing Center ("Aiguille"), Inc. located in Longwood, Florida.

Aiguille is considered a pillar in the rock climbing community, has been serving the Central Florida climbing community since 1997. Aiguille is a thriving climbing center offering 10,000 square feet of climbing area with bouldering, top rope, and auto-belay features within the gym. Aiguille has offerings for a wide range of climbing experience, from new climber to seasoned veteran. The acquisition of Aiguille is highly complementary to the Company's goals and is directly in line with the business plan of Be Climbing, and as a result the Company is poised for growth and expansion within the industry.

NOTE 2 – GOING CONCERN

The accompanying consolidated financial statements have been prepared on a going concern basis of accounting, which contemplates continuity of operations, realization of assets and liabilities and commitments in the normal course of business. The accompanying financial statements do not reflect any adjustments that might result if the Company is unable to continue as a going concern. As of November 30, 2023, the Company has acquired banking assets and real-estate assets (in Be Climbing) and the continuing operations with revenue of an already profitable business (Aiguille Rock Climbing Center) and has a definitive business plan going forward. The Company generated revenue of $188,494 for the three months ended November 30, 2023, and $369,929 for the fiscal year ended August 31, 2023, and had a net loss of $225,703 for the three months ended November 30, 2023 and a net loss of $786,146 for the fiscal year ended August 31, 2023. The Company has an accumulated deficit of $5,903,262 and working capital of $255,325 at August 31, 2023. The Company's management plans to generate additional working capital through building its climbing center operations and new growth and profitability in recently acquired similar business.

NOTE 3 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The Company's financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP").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 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 could differ from those estimates. Management further acknowledges that it is solely responsible for adopting sound accounting practices, establishing and maintaining a system of internal accounting control and preventing and detecting fraud. The Company's system of internal accounting control is designed to assure, among other items, that (1) recorded transactions are valid; (2) valid transactions are recorded; and (3) transactions are recorded in the proper period in a timely manner to produce financial statements which present fairly the financial condition, results of operations and cash flows of the Company for the respective periods being presented.

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 the financial statements and the reported amount of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Principals of Consolidation

The consolidated financial statements have been prepared in accordance with U.S. generally accepted accounting principles (GAAP). The consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries. All intercompany balances and transactions have been eliminated.

Cash and Cash Equivalents

The Company accounts for cash and cash equivalents under FASB ASC 305, "*Cash and Cash Equivalents*", and considers all highly liquid investments with an original maturity of three months or less to be cash equivalents.

Convertible Instruments

The Company evaluates and accounts for conversion options embedded in convertible instruments in accordance with ASC 815 "Derivatives and Hedging Activities".

Applicable GAAP requires companies to bifurcate conversion options from their host instruments and account for them as free standing derivative financial instruments according to certain criteria. The criteria include circumstances in which (a) the economic characteristics and risks of the embedded derivative instrument are not clearly and closely related to the economic characteristics and risks of the host contract, (b) the hybrid instrument that embodies both the embedded derivative instrument and the host contract is not re-measured at fair value under other GAAP with changes in fair value reported in earnings as they occur and (c) a separate instrument with the same terms as the embedded derivative instrument would be considered a derivative instrument.

The Company accounts for convertible instruments (when it has been determined that the embedded conversion options should not be bifurcated from their host instruments) as follows: The Company records when necessary, discounts to convertible notes for the intrinsic value of conversion options embedded in debt instruments based upon the differences between the fair value of the underlying common stock at the commitment date of the note transaction and the effective conversion price embedded in the note. Debt discounts under these arrangements are amortized over the term of the related debt to their stated date of redemption.

Deferred Income Taxes and Valuation Allowance

The Company accounts for income taxes under ASC 740 Income Taxes. Under the asset and liability method of ASC 740, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statements carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period the enactment occurs. A valuation allowance is provided for certain deferred tax assets if it is more likely than not that the Company will not realize tax assets through future operations. No deferred tax assets or liabilities were recognized at November 30, 2023.

Financial Instruments

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

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

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

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

Fair value estimates discussed herein are based upon certain market assumptions and pertinent information available to management as of November 30, 2023. The respective carrying value of certain on-balance-sheet financial instruments approximated their fair values due to the short-term nature of these instruments.

The Company does not have any assets or liabilities measured at fair value on a recurring basis.

Long-lived Assets

Long-lived assets such as property, equipment and identifiable intangibles are reviewed for impairment whenever facts and circumstances indicate that the carrying value may not be recoverable. When required impairment losses on assets to be held and used are recognized based on the fair value of the asset. The fair value is determined based on estimates of future cash flows, market value of similar assets, if available, or independent appraisals, if required. If the carrying amount of the long-lived asset is not recoverable from its undiscounted cash flows, an impairment loss is recognized for the difference between the carrying amount and fair value of the asset. When fair values are not available, the Company estimates fair value using the expected future cash flows discounted at a rate commensurate with the risk associated with the recovery of the assets. At November 30, 2023, we did not recognize any impairment losses for any periods presented.

Property and Equipment

The Company follows ASC 360, *Property, Plant, and Equipment,* for its fixed assets. Equipment is stated at cost less accumulated depreciation. Depreciation is calculated on a straight-line basis over the estimated useful lives of the assets (3 to 7 years for equipment and 25 years for real-estate owned). Currently the Company has one residential real-estate property that may be depreciated, as well as various equipment purchases and installations within the rock climbing gym that are being depreciated. Depreciation expense for the three months ended November 30, 2023, and the year ended August 31, 2023, was $6,089 and $5,424, respectively.

Related Parties

The Company follows ASC 850, *"Related Party Disclosures,"* for the identification of related parties and disclosure of related party transactions. The Company leases office space from an entity that is controlled by the CEO and a Director of the Company.

Stock-Based Compensation

FASB ASC 718 *"Compensation – Stock Compensation,"* prescribes accounting and reporting standards for all stock-based payments award to employees, including employee stock options, restricted stock, employee stock purchase plans and stock appreciation rights, may be classified as either equity or liabilities. The Company determines if a present obligation to settle the share-based payment transaction in cash or other assets exists. A present obligation to settle in cash or other assets exists if: (a) the option to settle by issuing equity instruments lacks commercial substance or (b) the present obligation is implied because of an entity's past practices or stated policies. If a present obligation exists, the transaction should be recognized as a liability; otherwise, the transaction should be recognized as equity.

The Company accounts for stock-based compensation issued to non-employees and consultants in accordance with the provisions of FASB ASC 505-50 "*Equity – Based Payments to Non-Employees*." Measurement of share-based payment transactions with non-employees is based on the fair value of whichever is more reliably measurable: (a) the goods or services received; or (b) the equity instruments issued. The fair value of the share-based payment transaction is determined at the earlier of performance commitment date or performance completion date. As of November 30, 2023, the Company did not have any stock-based transactions.

Earnings (loss) per share

Basic income (loss) per share is computed by dividing net income (loss) attributable to common stockholders by the weighted average common shares outstanding for the period. Diluted income (loss) per share is computed giving effect to all potentially dilutive common shares. Potentially dilutive common shares may consist of incremental shares issuable upon the exercise of stock options and warrants and upon the conversion of notes. In periods in which a net loss has been incurred, all potentially dilutive common shares are considered anti-dilutive and thus are excluded from the calculation.

Leases

In February 2016, the FASB issued ASU 2016-02, "Leases" Topic 842, which amends the guidance in former ASC Topic 840, Leases ("ASC 840"). The new standard increases transparency and comparability most significantly by requiring the recognition by lessees of right-of-use ("ROU") assets and lease liabilities on the balance sheet for all leases longer than 12 months. Under the standard, disclosures are required to meet the objective of enabling users of financial statements to assess the amount, timing, and uncertainty of cash flows arising from leases. For lessees, leases will be classified as finance or operating, with classification affecting the pattern and classification of expense recognition in the income statement, over the expected term on a straight-line basis. Operating leases are recognized on the balance sheet as right-of-use assets, current operating lease liabilities and non-current operating lease liabilities. We determine if an arrangement is a lease at inception. Operating leases are included in operating lease right-of-use ("ROU") assets and operating lease liabilities on our consolidated balance sheets. Finance leases are included in property and equipment, current liabilities, and long-term liabilities on our consolidated balance sheets. At November 30, 2023, the Company has a 5-year lease in place for its climbing center facility with the existing landlord. Going forward, the Company will recognize and record the appropriate right of use asset and lease liabilities.

Recently Issued Accounting Pronouncements

We have reviewed the FASB issued Accounting Standards Update ("ASU") accounting pronouncements and interpretations thereof that have effectiveness dates during the periods reported and in future periods. The Company has carefully considered the new pronouncements that alter previous generally accepted accounting principles and does not believe that any new or modified principles will have a material impact on the corporation's reported financial position or operations in the near term. The applicability of any standard is subject to the formal review of our financial management and certain standards are under consideration.

NOTE 4 – REVENUE RECOGNITION

Although the Company currently does not have any revenue, when revenue recognition resumes, the Company will record the transactions in accordance with ASU 2014-09 Revenue from Contracts with Customers and all subsequent amendments to the ASU (collectively, "ASC 606"). In accordance with ASC 606, revenues are recognized when control of the promised goods or services is transferred to our customers, in an amount that reflects the consideration we expect to be entitled to in exchange for those goods or services.

Our operations generate revenues in nine primary manners:

1. Membership – monthly recurring membership fees typically billed automatically.
2. Admission – drop-in revenue from non-members.
3. Pro Shop – miscellaneous merchandise available for purchase (i.e., hats/caps, t-shirts, etc.).
4. Snack Bar – purchase of snacks, water, drinks, and other consumables.
5. Rental Gear – rental of equipment necessary for indoor climbing.
6. Events & Meetings – purchase of time for renting out part of our facility for corporate events, birthday parties, etc.
7. Youth Programs – group programs for youth groups.
8. Instruction – provisioning of climbing instruction
9. Competitions – collection of entry fees for hosted climbing competitions
10. Rental Income – monthly rental income from residential property.

NOTE 5 – LIQUIDITY AND OPERATIONS

Results of operations

For the three months ended November 30, 2023, we generated total revenue of $188,494 of which $183,394 was generated by the climbing gym operations. Approximately 81% of the revenue generated from this operation is comprised of recuring monthly memberships ($113,709) and non-recurring daily admission fees ($35,286). In addition, we had revenue from the various other aspects of the gym operations to include the sales by the pro-shop and the snack bar, as well as from rental of climbing gear, youth programs, special events/meetings, instruction and hosting climbing competitions. In addition, our residential real-estate generated $5,100 in revenue.

For the three months ended November 30, 2023, our cost of revenue was $12,216, comprised of cost of goods sold for our pro-shop and snack bar sales. As a result, our gross profit for the three months ended November 30, 2023, was $176,278.

For the the three months ended November 30, 2023, we incurred total operating expenses of $322,117 which were comprised of primarily payroll and professional services ($199,585), and general and administrative expenses ($105,356), and we had interest expenses of $80,000 on our notes payable. As a result, we had a net loss of $225,703 for the three months ended November 30, 2023.

Liquidity and Capital Resources

For the three months ended November 30, 2023, we had a net loss of $225,703. For the three months ended November 30, 2023, we had an increase in depreciation of $2,328, an increase in accounts payable of $996, an increase in inventory of $11,803, an decrease in prepaid expenses of $129, and an increase accrued interest of $80,000. As a result, we had net cash used in operating activities of $154,053 for the three months ended November 30, 2023.

Investing Activities

For the three months ended November 30, 2023, purchase additional equipment for $19,567. As a result, we had net cash used in investing activities of $19,567.

Financing Activities

For the three months ended November 30, 2023, we had note receivables due to us from a related party of $50,000, and had proceeds from the sale of our common stock (total of 12 million shares via Reg A) of $40,000. As a result we had net cash used in investing activities of $10,000.

NOTE 6 – REVERSE MERGER AND INTANGIBLE ASSETS

On February 28, 2023, the Company engaged in a reverse merger with Be Climbing, Inc. (“BCI”) integrating 100% of the assets of BCI, a company engage in the development of rock climbing centers, the first of which is to be built in Orlando, Florida. In addition the Company now owns one residential real estate property (two were originally owned by BCI at the time of the reverse merger, one of which was sold during the third quarter) that is already revenue generating, as well as a 7-acres commercial property which is slated for the development of an indoor rock climbing facility, in addition the Company received the cash assets of BCI in excess of $1.2 million. As part of the transaction, the Company issued two notes payables, to the two principles of BCI and warrants on the Company’s common stock (see Note 8 below) to the remaining shareholder of BCI. The note payables to related parties were for $2 million each, totaling $4 million, and a total of 50 million warrants to acquire the Company’s common stock.

NOTE 7 – ACQUISITION OF NEW BUSINESS

On March 31, 2023, BCI, the Company’s wholly-owned subsidiary, acquired 100% of the outstanding shares and all of the assets of Aiguille Rock Climbing Center (“Aiguille”), Inc. located in Longwood, Florida. As of April 1, 2023, the Aiguille financials are consolidated into the financials of the Company as a wholly-owned subsidiary of BCI.

NOTE 8 – NOTE RECEIVABLE – RELATED PARTIES

On November 2, 2023, the Company provided $50,000 on a note receivable to a corporate entity controlled by a related party. The note bears zero interest and does not have a fixed maturity date and will be paid back to the Company when the entity is financially able to make payment.

NOTE 9 – NOTES PAYABLE – RELATED PARTIES

On February 28, 2023, the Company issued a note payable to an officer of the Company, also a principle in BCI for $2,000,000 as consideration for the acquisition of his shares in BCI. The note has a maturity date of February 28, 2027 and accrues interest payable at 8% per annum calculated on a monthly basis. For the three months ended November 30, 2023, the interest expense was $40,000 and at November 30, 2023 the total accrued interest was $120,000 in accrued interest.

On February 28, 2023, the Company issued another note payable to an additional officer of the Company, the second principle in BCI for $2,000,000 as consideration for the acquisition of his shares in BCI. The note has a maturity date of February 28, 2027 accrues interest payable at 8% per annum calculated on a monthly basis. For the three months ended November 30, 2023, the interest expense was $40,000 and at November 30, 2023 the total accrued interest was $120,000 in accrued interest.

NOTE 10 – SHAREHOLDERS’ EQUITY

Common Stock

The Company has 3,000,000,000 authorized common shares with a par value of $0.001 per share. Each common share entitles the holder to one vote, in person or proxy, on any matter on which action of the stockholders of the Company is sought.

On June 9, 2023, the judge in Hamilton Superior Court, ruled that the Motion for Entry of Default Judgement was granted. The Company had filed suit for declaratory relief, seeking an order declaring as void a total of 34,504,867 shares of common stock of the Company held by Emma Heffernan (8,010,000), Robert Duncan (7,000,000), Patrick Murphy (7,000,000), International Monetary (5,500,000), Ian Harris (3,986,550), Steven Sherlip (2,008,317), and Anthony Fabrizo Jr. (1,000,000) (collectively the “Defendants”) as these shares were not properly acquired through any consideration, but that they were issued as a result of accounting errors and/or otherwise issued improperly. The lawsuit was filed pursuant to Indiana Rule of Trial Procedure 4.4(1) and the venue lies in Hamilton County per Indiana Rule of Trial Procedure 75(1) and (5).

On November 7, 2023, the Company sold 2,000,000 “units” for $20,000 on a subscription agreement associated with the Company’s Reg A offering. Each “unit” is represented by 3 shares of the Company’s common stock and 2 warrants to purchase one-quarter share each of common stock exercisable at $0.025 per Warrant, pursuant to Tier 1 of Regulation A promulgated under the Securities Act. As a result, the company issued 6,000,000 shares of its common stock and warrants for an additional 1,000,000 shares of the Company’s common stock.

On November 20, 2023, the Company sold 2,000,000 “units” for $20,000 on a subscription agreement associated with the Company’s Reg A offering. Each “unit” is represented by 3 shares of the Company’s common stock and 2 warrants to purchase one-quarter share each of common stock exercisable at $0.025 per Warrant, pursuant to Tier 1 of Regulation A promulgated under the Securities Act. As a result, the company issued 6,000,000 shares of its common stock and warrants for an additional 1,000,000 shares of the Company’s common stock.

At November 30, 2023, there were 103,653,125 shares of common stock issued and outstanding.

Preferred Stock

The Company is authorized to a total of 100,000,000 shares of preferred stock.

The rights, preferences and privileges of the holders of the preferred stock will be determined by the Board of Directors prior to issuance of such shares. The conversion of certain outstanding preferred stock could have a significant impact on our common stockholders.

On July 6, 2021, the Custodian created 1,000,000 shares of Series A Preferred stock, which allows the holder to convert to common stock at a rate of 10,000 shares of common per share of preferred, and vote at a rate of 100,000 shares of common per share of preferred. On August 10, 2021, the Custodian sold 1,000,000 shares of Series A Preferred stock to two investors. On March 23, 2022, the Board of Directors of the Company approved the amendment of the Series A Preferred Certificate of Designation, reducing the shares authorized and outstanding from 1,000,000 to 1,000 and increased the number of votes from 100,000 votes per share of Series A Preferred to 1,000,000 votes per share of Series A Preferred. The amendment also removed the conversion feature of the Series A Preferred stock.

On March 23, 2022, the holders of 1,000 shares of Series A Preferred stock agreed to exchange their shares of Series A Preferred stock for 1,000 shares of the amended Series A Preferred stock plus 10,000 shares of newly established Series B Preferred stock. Each share of the newly created Series B Preferred stock has a face value of $100 and allows the shareholders to convert into shares of common stock at a price of $0.008 per share.

At November 30, 2023 there were 1,000 shares of Series A Preferred Stock issued and outstanding.

At November 30, 2023 there were 10,000 shares of Series B Preferred Stock issued and outstanding.

Warrants

On February 28, 2023, the Board of Directs, with the approval of the majority of the shareholders, adopted and approved the “2023 Warrant Plan” to be effective on February 28, 2023. The 2023 Warrant Plan allows for a maximum aggregate of 100,000,000 shares of common shares to be reserved and available for issuance pursuant to the plan. The warrants expire six (6) years after they are issued to the holder of the warrants.

On February 28, 2023, the Company issued 50,000,000 warrants to a certain shareholder of BCI in exchange for that shareholder’s 297,000 shares of Class A Common Stock in BCI.

On November 7, 2023, the Company issued a total of 4,000,000 warrants to a shareholder as part of the aforementioned subscription agreements. Each warrant allows for the purchase of one-quarter share of the Company’s common stock exercisable at $0.025.

On November 20, 2023, the Company issued a total of 4,000,000 warrants to a shareholder as part of the aforementioned subscription agreements. Each warrant allows for the purchase of one-quarter share of the Company’s common stock exercisable at $0.025.

The following table shows the Company's warrant that are outstanding:

Issue Date	Expiration Date	Number of Warrants	Common Shares Eligibility*	Exercise Price	Remaining Life (in Years)
2/28/2023	2/28/2029	50,000,000	50,000,000	TBD	5.25
11/7/2023	11/7/2029	4,000,000	1,000,000	$0.025	5.94
11/20/2023	11/20/2029	4,000,000	1,000,000	$0.025	5.98
		58,000,000	52,000,000		

* The Holder of any warrants may not exercise any portion of the warrants if such exercise will cause it to own more than 4.99 percent of the Company's issued and outstanding common stock

NOTE 11 – LEGAL MATTERS

On June 9, 2023, the judge in Hamilton Superior Court, ruled that the Motion for Entry of Default Judgement was granted. The Company had filed suit for declaratory relief, seeking an order declaring as void a total of 34,504,867 shares of common stock of the Company held by Emma Heffernan (8,010,000), Robert Duncan (7,000,000), Patrick Murphy (7,000,000), International Monetary (5,500,000), Ian Harris (3,986,550), Steven Sherlip (2,008,317), and Anthony Fabrizo Jr. (1,000,000) (collectively the "Defendants") as these shares were not properly acquired through any consideration, but that they were issued as a result of accounting errors and/or otherwise issued improperly. The lawsuit was filed pursuant to Indiana Rule of Trial Procedure 4.4(1) and the venue lies in Hamilton County per Indiana Rule of Trial Procedure 75(1) and (5).

NOTE 12 – SUBSEQUENT EVENTS

Management has evaluated subsequent events through the date these financial statements were available to be issued. Based on our evaluation the there have been no material events have occurred that require further disclosure.