

Skywealth Group Inc

2/F Connaught Harbourfront House
No. 35-36 Connaught Road West
Hong Kong, China 0000

+85293088120
timothylam@outlook.com

Quarterly Report
For the Period Ending: December 31, 2023
(the “Reporting Period”)

Outstanding Shares

The number of shares outstanding of our Common Stock was:

225,000 as of December 31, 2023

225,000 as of September 30, 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 and Rule 12b-2 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 of the company has occurred over this reporting period:

Yes: ☐ No: ☒

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

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

The Company was incorporated in the State of Florida on April 07, 1980, under the name “Mr. Roller Boogie’s Inc.”

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.

Name of Issuer (and its predecessors)	Date of Name Change
Skywealth Group Inc. herein referred to as "SKWG" or the "Company"	February 1, 2021
TIE Technologies, Inc.	August 12, 2019
Humanatare Distribution Corp	August 13, 2012
TIE Technologies, Inc.	September 29, 2011
Smart Environmental Systems, Inc.	August 12, 2011
TIE TECHNOLOGIES, INC.	February 20, 2002
Global Wide Web, Inc.	February 12, 2001
TIE Technologies, Inc.	October 9, 2000
Keyclub.net, Inc	May 17, 1999

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):

Incorporated in Florida, Active

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

None

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

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

2/F Connaught Harbourfront House
No. 35-36 Connaught Road West
Hong Kong 00000

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

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

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

Yes: ☐ No: ☒

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

N/A

2) Security Information

Transfer Agent

Name: Signature Stock Transfer, LLC
Phone: +1 (972) 612-4120
Email: jason@signaturestocktransfer.com
Address: 14673 Midway Road, suite 220
Address 2: Addison, TX 75001

Publicly Quoted or Traded Securities:

Trading symbol: SKWG
Exact title and class of securities outstanding: Common Stock ("Common Stock")
CUSIP: 886501204
Par or stated value: \$0.001

Total shares authorized: 300,000,000 as of date: February 11, 2024
Total shares outstanding: 225,000 as of date: December 31, 2023
Number of shares in the public float: 25,363 as of date: February 11, 2024
Total number of shareholders of record: 299 as of date: February 11, 2024

All Additional class of publicly traded securities (if any):

Trading symbol: N/A
Exact title and class of securities outstanding: N/A
CUSIP: N/A
Par or stated value: N/A
Total shares authorized: N/A as of date:
Total shares outstanding: N/A as of date:

Other classes of authorized or outstanding equity securities:

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

Exact title and class of the security: _____
Exact title and class of securities outstanding: Preferred Stock ("Preferred Stock")
CUSIP: N/A
Par or stated value: N/A
Total shares authorized: N/A as of date:
Total shares outstanding: N/A as of date:

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.**

None

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

The Special 2021 Series A Preferred has 60% voting rights over all classes of stock and is convertible into 1,000,000,000 shares of the Company's common stock.

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

No Additional

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

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

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

Number of Shares outstanding as of <u>09/30/2021</u>	<u>Opening Balance:</u> Common: 225,000* Preferred: 10,000,000		*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 (entities must have individual with voting / investment control disclosed).	Reason for share issuance (e.g. for cash or debt conversion) OR Nature of Services Provided (if applicable)	Restricted or Unrestricted as of this filing?	Exemption or Registration Type?
Shares Outstanding on <u>12/31/2023:</u>	<u>Ending Balance:</u> Common: 225,000 Preferred: <u>10,000,000</u>								

* On February 05, 2021, the Company approved and effectuated a 1 for 250 reverse stock split of its common stock.

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: X 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	Reason for Issuance (e.g. Loan, Services, etc.)

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

N/A

4) Issuer's Business, Products and Services

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

Skywealth Group, Inc. is a holding company and its operations are conducted through its subsidiary Charming Limited. Charming Limited is a consulting company..

B. List any subsidiaries, parents, or affiliated companies.

Subsidiary Name	Domicile	Address	Officer/Director	% Owned	Owned By
Charming Limited	BVI	2/F Connaught Harbourfront House No. 35-36 Connaught Road West Hong Kong	Terence Ho	100	Skywealth Group, Inc

C. Describe the issuers' principal products or services

Charming Limited is a consulting company and provides managerial consulting services to Hong Kong companies.

5) Issuers facilities

Skywealth Group, Inc. has no operating facility.

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 that 5% of any class of the issuers securities, or any person that performs a similar function, regardless of the number of shares they own. **If any insiders listed are corporate shareholders or entities, provide the name and address of the person(s) beneficially owning or controlling such corporate shareholders, or the name and contact information (City, State) of an individual representing the corporation or entity in the note section.**

Name of Officer/Director and Control Person	Affiliation with Company (e.g. Officer/Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Note
Edward Andercheck	Former Chief Executive/ Owner of more than 5%	Franklin, TN 37069	51,639	Common Stock	22.95%	
Jerry Wolff	Former Director	New York, NY 10168	11,258	Common Stock	5.00%	

Terence Ho	Chief Executive Officer	Hong Kong China	10,000,000	Series A Preferred Stock	100.00%	

7) Legal/Disciplinary History

A. Criminal and legal proceedings of Officers, Directors and Control Persons.

B. 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);

No

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;

No

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;

No

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

N/A

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.

No

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.

No

C. 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.

On June 18, 2019, the Second Judicial District Court of Leon County Florida approved a special shareholders meeting whereby the Company elected David Lazar of Custodian Ventures, LLC as director and custodian, with proper notice having been given to the shareholders, officers and directors of Humanatere Distribution Corp, Inc. There was no opposition.

8) Third Party Providers

Please provide the name, address, telephone number and email address of each of the following outside providers:

Securities Counsel

Name: Matthew McMurdo
Firm: McMurdo Law Group, LLC
Address 1: 1185 Avenue of Americas, 3rd Floor
Address 2: New York, NY 10036
Phone: (917) 318-2865
Email: matt@nannaronelaw.com

Accountant:

Name: Mario A. Beckles
Firm: Beckles & Co
Address 1: 400 Columbia. Suite 101
Address 2: West Palm Beach, FL 33049
Phone: 561-689-4093

Investor Relations Consultant: N/A

X (Twitter): N/A
Discord: N/A
LinkedIn N/A
Facebook: N/A
[Other] N/A

Other Service Providers: N/A

9) Disclosure & Financial Information

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

Name: Mario A. Beckles
Title: Outside CPA, August 14, 2019 to present
Relationship to Issuer: Independent, no relationship

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

☐ IFRS
☒ U.S. GAAP

C. The financial statements for this reporting period were prepared by (name of individual):

Name: Mario A. Beckles
Title: Outside CPA, August 14, 2019 to present
Relationship to Issuer: Independent, no relationship

The unaudited Consolidated Balance Sheet as of December 31, 2023 and September 30, 2023, unaudited Consolidated Statement of Stockholder Deficit for three months ended December 31, 2023 and 2022, Consolidated Statement of Operations for the three months ended December 31, 2023 and 2022, and Consolidated Statement of Cashflows for the three months ended December 31, 2023 and 2022, are included at the end of this report.

10) Issuer Certification

Principal Executive Officer:

I, Mr. Terence Ho certify that:

1. I have reviewed this Disclosure statement of Skywealth 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 consolidated 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.

Date: February 13, 2024

Signature: /s/ Terence Ho

Principal Financial Officer:

I, Mr. Terence Ho certify that:

1. I have reviewed this Disclosure statement of Skywealth 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 consolidated 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.

Date: February 13, 2024

Signature: /s/ Terence Ho

SKYWEALTH GROUP INC.
CONSOLIDATED BALANCE SHEETS
(Unaudited)

	December 31, 2023	September 30, 2023
	<u> </u>	<u> </u>
ASSETS		
CURRENT ASSETS:		
Prepaid expense	\$ 1,169	\$ 2,999
TOTAL ASSETS	<u>\$ 1,169</u>	<u>\$ 2,999</u>
LIABILITIES AND STOCKHOLDERS' DEFICIT		
CURRENT LIABILITIES:		
Accrued expenses	8,720	9,970
Loan Payable – related party	<u>68,415</u>	<u>65,915</u>
Total current liabilities	<u>77,135</u>	<u>75,885</u>
Commitments and Contingencies	-	-
STOCKHOLDERS' DEFICIT		
Series A Preferred stock, par value \$0.001 per share: 10,000,000 shares issued and outstanding as of December 31, 2023 and September 30, 2023	10,000	10,000
Common stock, par value \$0.248 per share; 300,000,000 shares authorized; 225,000 shares issued and outstanding as of December 31, 2023 and September 30, 2023, respectively	55,838	55,838
Additional paid in capital	1,814,458	1,814,458
Accumulated Deficit	<u>(1,956,262)</u>	<u>(1,953,182)</u>
Total stockholders' deficit	<u>(75,966)</u>	<u>(72,886)</u>
TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT	<u>\$ 1,169</u>	<u>\$ 2,999</u>

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

SKYWEALTH GROUP INC.
CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited)

	For the fiscal year ended September 30,	
	2023	2022
	\$ —	\$ —
Operating expenses		
General and administrative	1,830	7,174
Audit and accounting fees	1,250	5,250
	-	-
Total operating expense	3,080	12,424
Net loss	\$ (3,080)	\$ (12,424)
Net loss per common share – basic and diluted	\$ (0.01)	\$ (0.08)
Weighted average common shares outstanding – basic and diluted	225,000	225,000

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

SKYWEALTH GROUP INC.
CONSOLIDATED STATEMENT OF STOCKHOLDERS' DEFICIT
FOR THE THREE MONTHS ENDED DECEMBER 31, 2023 AND DECEMBER 31, 2022
(Unaudited)

	Preferred		Common Stock		Capital	Accumulated	Total
	Stock: Shares	Value	Number of Shares	Par Value	Deficiency	Deficit	Stockholders' Deficit
Balance - September 30, 2023	10,000,000	\$ 10,000	225,000	\$ 55,838.32	\$ 1,814,458	\$ (1,953,183)	\$ (72,886)
							-
Net loss			-	-	-	(3,080)	(3,080)
Balance - December 31, 2023	<u>10,000,000</u>	<u>\$ 10,000</u>	<u>225,000</u>	<u>\$ 55,838</u>	<u>\$ 1,814,458</u>	<u>\$ (1,956,263)</u>	<u>\$ (75,966)</u>

	Preferred		Common Stock		Capital	Accumulated	Total
	Stock: Shares	Value	Number of Shares	Par Value	Deficiency	Deficit	Stockholders' Deficit
Balance - September 30, 2022	10,000,000	\$ 10,000	225,000	\$ 55,838	\$ 1,814,458	\$ (1,940,442)	\$ (60,146)
							-
Net loss			-	-	-	(2,800)	(2,800)
Balance - December 31, 2022	<u>10,000,000</u>	<u>\$ 10,000</u>	<u>225,000</u>	<u>\$ 55,838</u>	<u>\$ 1,814,458</u>	<u>\$ (1,943,242)</u>	<u>\$ (62,946)</u>

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

SKYWEALTH GROUP INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE PERIOD
(Unaudited)

	For the Three Months Ended December 31,	
	2023	2022
OPERATING ACTIVITIES:		
Net loss	\$ (3,080)	\$ (12,740)
Adjustments to reconcile net loss to net cash (used in) operating activities:		
Changes in assets and liabilities		
Prepaid expense	1,830	(80)
Accounts payable and accrued expenses	(1,250)	3,470
Loan payable – related party	2,500	9,350
NET CASH USED IN OPERATING ACTIVITIES	-	-
NET CHANGE IN CASH	-	-
CASH – BEGINNING OF PERIOD	-	-
CASH – END OF PERIOD	\$ -	\$ -
SUPPLEMENTAL DISCLOSURE OF CASH FLOWS INFORMATION:		
Cash paid during the periods for:		
Interest	-	-
Taxes	-	-
NON CASH INVESTING AND FINANING ACTIVITIES:		
Payments on related party debt	-	-
Proceeds from issuance of preferred stock	-	-

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

SKYWEALTH GROUP INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
FOR THE THREE MONTHS ENDED DECEMBER 31, 2023 AND THE FISCAL YEAR ENDED
SEPTEMBER 30, 2022
(Unaudited)

Note 1 – Organization and basis of accounting

Principles of Consolidation

The Company prepares its consolidated financial statements on the accrual basis of accounting. The accompanying consolidated financial statements include the accounts of the Company and its wholly owned subsidiary. All intercompany accounts, balances and transactions have been eliminated in the consolidation.

Basis of Presentation and Organization

The Company was incorporated in the State of Florida on April 07, 1980, under the name “Mr. Roller Boogie’s Inc.” On May 17, 1999, the name was changed to “KeyClub.net.” On October 10, 2000, the name was changed back to Tie Technologies, Inc. On February 12, 2001, the name was changed to Global Wide Web, Inc.. On February 20, 2002 the name was changed from Global Wide Web, Inc back to Tie Technologies, Inc. On August 12, 2011, the name was changed from Tie Technologies Inc. to Smart Environmental Systems, Inc. On September 29, 2011 the name was changed back to Tie Technologies, Inc. On August 12, 2013, the name was again changed to Humanatere Distribution Corp.

On June 18, 2019, the second judicial District Court of Leon County Florida approved a special shareholders meeting whereby the Company elected David Lazar of Custodian Ventures, LLC as director and custodian, with proper notice having been given to the shareholders, officers and directors of Humanatere Distribution Corp, Inc. There was no opposition.

On August 02, 2019, the name was changed back to Tie Technologies, Inc. The name of the company was changed to better reflect the direction and business of our company.

On December 10, 2020, Advanced Capital Investment Group entered into a stock purchase agreement whereby they purchased 100% of the 10,000,000 shares of Series A preferred stock from David Lazar in exchange for \$150,000 in cash. As a result of the sale, and David Lazar’s resignation as acting Custodian, sole officer and director of the Company, there was a change of control of the Company. There is no family relationship or other relationship between the Seller and the Purchaser.

On February 05, 2021, the Company approved and effectuated a 1 for 250 reverse stock split of its common stock.

On December 20, 2022, pursuant to a Share Sale and Purchase Agreement, Uonlive Corporation (the “Company”) acquired 100% of the issued and outstanding capital stock of Charming Limited, a company incorporated under the laws of British Virgin Islands for consideration totaling \$5,000.

The accompanying financial statements are prepared on the basis of accounting principles generally accepted in the United States of America (“GAAP”). The Company is a development stage enterprise devoting substantial efforts to establishing a new business, financial planning, raising capital, and research into products which may become part of the Company’s product portfolio. The Company has not realized significant sales through since inception. A development stage company is defined as one in which all efforts are devoted substantially to establishing a new business and, even if planned principal operations have commenced, revenues are insignificant.

The accompanying financial statements have been prepared assuming the continuation of the Company as a going concern. The Company has not yet established an ongoing source of revenues sufficient to cover its operating costs and is dependent on debt and equity financing to fund its operations. Management of the Company is making efforts to raise additional funding until a registration statement relating to an equity funding facility is in effect. While management of the Company believes that it will be successful in its capital formation and planned operating activities, there can be no assurance that the Company will be able to raise additional equity capital, or be successful in the development and commercialization of the products it develops or initiates collaboration agreements thereon. The accompanying financial statements do not include any adjustments to reflect the possible future effects on the recoverability and classification of assets or the amounts and classification of liabilities that may result from the possible inability of the Company to continue as a going concern.

Note 2 – Summary of significant accounting policies

Cash and Cash Equivalents

For purposes of reporting within the statements of cash flows, the Company considers all cash on hand, cash accounts not subject to withdrawal restrictions or penalties, and all highly liquid debt instruments purchased with a maturity of three months or less to be cash and cash equivalents.

Employee Stock-Based Compensation

The Company accounts for stock-based compensation in accordance with ASC 718 Compensation - Stock Compensation ("ASC 718"). ASC 718 addresses all forms of share-based payment ("SBP") awards including shares issued under employee stock purchase plans and stock incentive shares. Under ASC 718 awards result in a cost that is measured at fair value on the awards' grant date, based on the estimated number of awards that are expected to vest and will result in a charge to operations.

Estimates

The financial statements are prepared on the basis of accounting principles generally accepted in the United States of America. 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 as of September 30, 2023 and September 30, 2022, and expenses for the fiscal years ended September 30, 2023 and 2022, and cumulative from inception. Actual results could differ from those estimates made by management.

Subsequent Event

The Company evaluated subsequent events through the date when financial statements are issued for disclosure consideration.

Recent Accounting Pronouncements

In February 2016, the FASB issued an accounting standards update for leases. The ASU introduces a lessee model that brings most leases on the balance sheet. The new standard also aligns many of the underlying principles of the new lessor model with those in the current accounting guidance as well as the FASB's new revenue recognition standard. However, the ASU eliminates the use of bright-line tests in determining lease classification as required in the current guidance. The ASU also requires additional qualitative disclosures along with specific quantitative disclosures to better enable users of financial statements to assess the amount, timing, and uncertainty of cash flows arising from leases. The pronouncement is effective for annual reporting periods beginning after December 15, 2019, and interim periods within fiscal years beginning after December 15, 2020, for nonpublic entities using a modified retrospective approach. Early adoption is permitted. The Company is still evaluating the impact that the new accounting guidance will have on its consolidated financial statements and related disclosures and has not yet determined the method by which it will adopt the standard.

Note 3- Going Concern

The accompanying financial statements have been prepared assuming the continuation of the Company as a going concern. The Company has not yet established an ongoing source of revenues sufficient to cover its operating costs and is dependent on debt and equity financing to fund its operations. Management of the Company is making efforts to raise additional funding until a registration statement relating to an equity funding facility is in effect. While management of the Company believes that it will be successful in its capital formation and planned operating activities, there can be no assurance that the Company will be able to raise additional equity capital or be successful in the development and commercialization of the products it develops or initiates collaboration agreements thereon. The accompanying financial statements do not include any adjustments to reflect the possible future effects on the recoverability and classification of assets or the amounts and classification of liabilities that may result from the possible inability of the Company to continue as a going concern.

Note 4 – Discontinued Operations

The Company has fully impaired all assets since the shutdown of its operations in 2008 and has recorded the effects of this impairment as part of its discontinued operations. With the absence of a substantial amount of the old records and the passage of the statute of limitations the company has recorded a discontinued operations expense in 2010 the most current year since operations shutdown based on the accumulated records obtained to date through December 31, 2023 and the fiscal year ended September 30, 2023.

Note 5 – Related party transaction

On June 18, 2019, the second judicial District Court of Leon County Florida approved a special shareholders meeting whereby the Company elected David Lazar of Custodian Ventures, LLC as director and Chief Executive Officer, with proper notice having been given to the shareholders, officers and directors of Humanatere Distribution Corp, Inc. There was no opposition.

On December 10, 2020, Advanced Capital Investment Group entered into a stock purchase agreement whereby they purchased 100% of the 10,000,000 shares of Series A preferred stock from David Lazar in exchange for \$150,000 in cash. As a result of the sale, and David Lazar's resignation as acting Custodian, sole officer and director of the Company, there was a change of control of the Company. There is no family relationship or other relationship between the Seller and the Purchaser.

During the three months ended December 31, 2023, Advanced Capital Investment Group advanced a total of \$2,500 for payment of accounting and registration fees. As of December 31, 2023 and September 30, 2023, the company had a loan payable of \$68,415 and \$65,915 to Advanced Capital Investment Group, respectively. This loan is unsecured, non-interest bearing, and has no specific terms for repayment.

Note 6 – Common Stock

On February 05, 2021, the Company approved and effectuated a 1 for 250 reverse stock split of its common stock.

As of December 31, 2023 and September 30, 2023, 225,000 shares of common stock remain outstanding.

Note 7 – Preferred Stock

On February 18, 2020 the Company created 10,000,000 shares of Series A Preferred Stock, out of the 10,000,000 shares that were already authorized. On March 22, 2020, the Company issued 10,000,000 shares of the Series A preferred stock to David Lazar, Chief Executive Officer for \$10,000.

On December 10, 2020, Advanced Capital Investment Group entered into a stock purchase agreement whereby they purchased 100% of the 10,000,000 shares of Series A preferred stock from David Lazar in exchange for \$150,000 in cash. As a result of the sale, and David Lazar's resignation as acting Custodian, sole officer and director of the Company, there was a change of control of the Company. There is no family relationship or other relationship between the Seller and the Purchaser.

The following is a description of the material rights of our Series A Preferred Stock:

Each share of Series A Preferred Stock shall have a par value of \$0.001 per share. The Series A Preferred Stock shall vote on any matter that may from time to time be submitted to the Company's shareholders for a vote, on a 25 for one basis. If the Company effects a stock split which either increases or decreases the number of shares of Common Stock outstanding and entitled to vote, the voting rights of the Series A shall not be subject to adjustment unless specifically authorized.

Each share of Series A Preferred Stock shall be convertible into 100 shares of Common Stock ("Conversion Ratio"), at the option of a Holder, at any time and from time to time, from and after the issuance of the Series A Preferred Stock.

Subject to the rights of any existing series of Preferred Stock or to the rights of any series of Preferred Stock which may from time to time hereafter come into existence, the holders of shares of Series A Preferred Stock shall be entitled to receive dividends, out of any assets legally available therefor, upon any payment of any dividend (payable other than in Common Stock or other securities and rights convertible into or entitling the holder thereof to receive, directly or indirectly, additional shares of Common Stock of the Corporation) on the Common Stock of the Corporation, as and if declared by the Board of Directors, as if the Series A Preferred Stock had been converted into Common Stock.

In the event of any liquidation, dissolution or winding up of the Corporation, either voluntary or involuntary, subject to the rights of any existing series of Preferred Stock or to the rights of any series of Preferred Stock which may from time to time hereafter come into existence, the holders of the Series A Preferred Stock shall be entitled to receive, prior and in preference to any distribution of any of

the assets of the Corporation to the holders of Common Stock by reason of their ownership thereof, an amount per share equal to the price per share actually paid to the Corporation upon the initial issuance of the Series A Preferred Stock (each, the “the Original Issue Price”) for each share of Series A Preferred Stock then held by them, plus declared but unpaid dividends. Unless the Corporation can establish a different Original Issue Price in connection with a particular sale of Series A Preferred Stock, the Original issue price shall be \$0.001 per share for the Series A Preferred Stock. If, upon the occurrence of any liquidation, dissolution or winding up of the Corporation, the assets and funds thus distributed among the holders of the Series A Preferred Stock shall be insufficient to permit the payment to such holders of the full aforesaid preferential amounts, then, subject to the rights of any existing series of Preferred Stock or to the rights of any series of Preferred Stock which may from time to time hereafter come into existence, the entire assets and funds of the corporation legally available for distribution shall be distributed ratably among the holders of the each series of Preferred Stock in proportion to the preferential amount each such holder is otherwise entitled to receive.

The Series A Preferred Stock shares are nonredeemable other than upon the mutual agreement of the Company and the holder of shares to be redeemed, and even in such case only to the extent permitted by this Certificate of Designation, the Corporation’s Articles of Incorporation and applicable law.

Series A Preferred Stock shall be convertible, at the option of the holder thereof, at any time after the date of issuance of such share, at the office of the Corporation or any transfer agent for such stock, into such number of fully paid and nonassessable shares of Common Stock as is determined by dividing the Original Issue Price of the Series A Preferred Stock by the Series A Conversion Price applicable to such share, determined as hereafter provided, in effect on the date the certificate is surrendered for conversion.

Each share of Series A Preferred Stock shall automatically be converted into shares of Common Stock at the applicable Series A Conversion Price in effect for such share immediately upon the earlier of (i) except as provided below in Section 4(c), the Corporation’s sale of its Common Stock in a public offering pursuant to a registration statement under the Securities Act of 1933, as amended; (ii) a liquidation, dissolution or winding up of the Corporation as defined in section 2(c) above but subject to any liquidation preference required by section 2(a) above; or (iii) the date specified by written consent or agreement of the holders of a majority of the then outstanding shares of Series C Preferred Stock.

As of December 31, 2023 and September 30, 2023, 10,000,000 shares of series A preferred stock remain outstanding.

Note 8 – Subsequent events

In accordance with SFAS 165 (ASC 855-10) management has performed an evaluation of subsequent events through the date that the financial statements were available to be issued, February 11, 2024, and has determined that it does not have any material subsequent events to disclose in these financial statements.