

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

CVF Technologies Corp.

**500 Calle Modesta, LC-3
San Juan, PR 00924**

787-523-8040

**www.cvftechnologiescorp.com
legal(at)cvftechnologiescorp.com**

SIC CODE: 7389 (Business Services)

**ANNUAL REPORT
for the period ending December 31, 2023(the “Reporting Period”)**

The number of shares outstanding of our Common Stock was:

40,880,610 as of April 20, 2024

40,880,610 as of December 31, 2023

40,880,610 as of December 31, 2022

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: X**

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

Yes: ☐ **No: X**

Change in Control:

Indicate by check mark whether a Change in Control¹ of the company has occurred over this reporting period:

Yes: ☐ No: **X**

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

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

CVF Technologies Corp. (current)
500 Calle Modesta LC3
San Juan PR 00924

CVF Corp. (until September 1998)
Western Growth Corp. (until September 1995)

Current State and Date of Incorporation or Registration: **Nevada December 22, 1993**

Standing in this jurisdiction: **Active**

Prior Incorporation Information for the issuer and any predecessors during the past five years: **None.**

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:

No stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization is either currently anticipated or occurred within the past 12 months. The Company will provide advanced notification of any such occurrence.

The address of the issuer's principal executive office:

% Officenter Corp., 500 Calle Modesta, #LC-3, San Juan, PR 00924

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

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

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

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

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

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

(X) Check if principal executive office and principal place of business are the same address: X

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

Yes: ☐ No: X

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

2) Security Information

Transfer Agent

Name: Colonial Stock Transfer
Address: 66 Exchange Place #100
Salt Lake City, UT 84111
Phone: 801-355-5740
Internet: www.colonialstock.com

Is the Transfer Agent registered under the Exchange Act?² Yes: X No: ☐

Publicly Quoted or Traded Securities:

Trading symbol:	<u>CNVT</u>
Exact title and class of securities outstanding:	Common Stock
CUSIP:	12660F102
Par or stated value:	\$.001

Total shares authorized:	990,000,000 Common Shares as of April 20, 2024
	10,000,000 Preferred Shares as of April 20, 2024
Total shares outstanding:	40,880,610 Common Shares as of April 20, 2024
Number of shares in the Public Float ³ :	10,226,174 as of April 20, 2024
Total number of shareholders of record:	323 shareholders of record as of December 31, 2023

Other classes of authorized or outstanding equity securities

0 (zero) Preferred Shares as of December 31, 2023

² To be included in the Pink Current Information tier, the transfer agent must be registered under the Exchange Act.

³ "Public Float" shall mean the total number of unrestricted shares not held directly or indirectly by an officer, director, any person who is the beneficial owner of more than 10 percent of the total shares outstanding (a "control person"), or any affiliates thereof, or any immediate family members of officers, directors and control persons.

Please provide the above-referenced information for all other publicly quoted or traded securities of the issuer.

None.

Security Description:

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

Each common share receives an equal right to dividends, voting and preemption rights.

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

While preferred stock has been authorized, no shares have been issued. In the event the Company authorizes the actual issuance of new preferred shares, it would set the terms at that time and notify its shareholders.

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 direct changes to the total shares outstanding of any class of the issuer's securities in the past two completed fiscal years and any subsequent interim period.

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

A. Changes to the Number of Outstanding Shares

Indicate by check mark whether there were any changes to the number of outstanding shares within the past two completed fiscal years: **(X) No. There were no changes to the number of outstanding shares within the past two completed fiscal years.**

Shares Outstanding as of Second Most Recent Fiscal Year End: December 31, 2022 40,880,610 Common 0 Preferred									
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	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
_____	_____	_____	_____	_____	_____	_____	_____	_____	_____
Shares Outstanding on Date of This Report, April 20, 2024 40,880,610 Common 0 Preferred									

B. Promissory and Convertible Notes

Use the chart and additional space below to list and describe all outstanding promissory notes, convertible notes, convertible debentures, or any other debt instruments that may be converted into a class of the issuer's equity securities.

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 (entities must have individuals with voting / investment control disclosed).	Reason for Issuance (e.g. Loan, Services, etc.)
_____	_____	_____	_____	_____	_____	_____	_____

4) Issuer's Business, Products and Services

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

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

The Company engages in travel management, business consulting and business development services. In addition, it provided corporate staffing, mail receiving, virtual office. package mailing, and business development services in Puerto Rico. The Company also provides reservation services for hotels and tourism businesses.

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

**Travel Corporacion (Puerto Rico)
Officenter Corp. (Puerto Rico)**

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

Mail box rental, mail forwarding services, packaging services, virtual office services, inbound telemarketing, travel and tourism reservation services.

5. Issuer's Facilities

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

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

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

Through our subsidiary, Officenter Corp., we own approximately 1150 square space of retail space on the ground floor of Condo Bello Horizonte, with two separate entrances. In addition, we own approximately .0063% of the communal areas of Condo Bello Horizonte. While we own the retail space, we are subject to the regulations of Condo Bello Horizonte and are required to pay approximately \$200 per month for maintenance fees. Our retail space is presently being remodeled before we accept walk-in clients.

6) Company Insiders (Officers, Directors, and Control Persons)

Using the table below, please provide information, as of the period end date of this report, regarding any officers, or directors of the company, individuals or entities controlling more than 5% of any class of the issuers securities, or any person that performs a similar function, regardless of the number of shares they own. If any insiders listed are corporate shareholders or entities, provide the name and address of the person(s) beneficially owning or controlling such corporate shareholders, or the name and contact information (City, State) of an individual representing the corporation or entity in the note section.

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

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

Names of All Officers, Directors and Control Persons	Affiliation with Company (e.g. Officer Title /Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Names of control person(s) if a corporate entity
Pat Zhen	Officer	503 Calle Modesta, Suite 303, San Juan PR 00924	0 (beneficial owner of CVF Technologies Holdings Corp.			
CVF Technologies Holding Corp., a Colorado corporation	Owner of more than 5%	500 Calle Modesta, Suite LC-3, San Juan PR 00924	25,000,000	common	60%	Presently, our officer, Pat Zhen, owns and controls the majority of CVF Technologies Holding Corp.
Manuel Valles	Prior Officer		0			Prior to March 21, 2021, and through all times material to this report prior to March

						1, 2021, Manuel Valles was the officer.
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7) Legal/Disciplinary History

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

1. 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: **No.**
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 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.**

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

None.

8) Third Party Providers

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

Securities Counsel

Name: **none**

Accountant or Auditor

Name: **none**

Investor Relations

Name: **none.**

Other Service Providers

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

Name: **none.**

9) **Disclosure & Financial Information**

A. This Disclosure Statement was prepared by:

Name: **Pat Zhen**
Title: **President and Chief Financial Officer**
Relationship to Issuer: **Officer**

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

☐ IFRS

☒ U.S. GAAP

A. The financial statements for this reporting period were prepared by (name of individual)⁴:

Name: **Pat Zhen**

Title: **President and Chief Financial Officer**

Relationship to Issuer: **Officer**

Describe the qualifications of the person or persons who prepared the financial statements: **1. Basic accounting course. 2. Two college level accounting courses.**

Provide the following qualifying financial statements:

Audit letter, if audited: **n/a**

(x) Balance Sheet;

(x) Statement of Income;

(x) Statement of Cash Flows;

(x) Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)

(x) Financial Notes

⁴ The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS by persons with sufficient financial skills.

UNAUDITED CONSOLIDATED BALANCE SHEET
CVF TECHNOLOGIES CORP.
ANNUAL REPORT FOR THE YEARS ENDED
DECEMBER 31, 2023, DECEMBER 31, 2022, and DECEMBER 31, 2021

Expressed in Thousands of United States Dollars

		Year Ended 12-31-2021	Year Ended 12-31-2022	Year Ended 12-31-2023
Assets				
Non-Current Assets				
Officenter Storefront	1	58	58	58
Current Assets				
20,574 Shares of Bio Rem Common Stock The Company located 20,574 shares of Bio Rem Common Stock from a historical acquisition. The Company places no present value on this stock because it is unclear whether it can be realistically liquidated, it is held by a foreign entity, and the Company will need to acquire a foreign broker to attempt to liquidate this asset.			0	0
Cash at bank and in hand		56	176	376
Indefinite Lived Intangible Assets	2	14	14	14
Raw Materials	3	40	40	40
Total Assets		168	288	488
Liabilities and Stockholders Equity				
Non Current Liabilities				
Long Term Loans		188	188	188
Other payables				
Trade payables			110	310
Stockholders Equity		(20)	(10)	0
Total Stockholders Equity & Liabilities		168	178	488

UNAUDITED CONSOLIDATED STATEMENT OF INCOME
CVF TECHNOLOGIES CORP.
ANNUAL REPORT FOR THE YEARS ENDED
DECEMBER 31, 2023 with DECEMBER 31, 2022 and DECEMBER 31, 2021

Expressed in Thousands of United States Dollars.

INCOME STATEMENT			Year Ended	Year Ended	Year Ended
	fn		12-31-2021	12-31-2022	12-31-2023
Revenue					
Sales			2	120	200
Cost of Sales				110	200
Rent	4		3	0	0
Bank Merchant Fees			0	0	0
Travel Expenses				0	0
Postal Supplies				0	0
Profit or Loss for the Period			(1)	10	0

UNAUDITED CONSOLIDATED STATEMENT OF CASH FLOWS
CVF TECHNOLOGIES CORP.
ANNUAL REPORT FOR THE YEARS ENDED
DECEMBER 31, 2023 with DECEMBER 31, 2022 and DECEMBER 31, 2021

Expressed in Thousands of United States Dollars

Cash Flows					
			Year Ended	Year Ended	Year Ended
	fn		12-31-2021	12-31-2022	12-31-2023
Net Earnings			1	10	0
Interest Payable	5		0	0	0
Increase in Accounts Payable			0	110	200
Purchase Indefinite Lived Intangible Assets	2		0	0	0
NET CASH FLOW FROM OPERATING ACTIVITIES			1	120	200
NET CASH FLOW FROM INVESTMENT ACTIVITIES			0	0	0
Proceeds from Loan			0	0	0
Repayment of Loans			0	0	0
NET CASH FLOW FROM FINANCING ACTIVITIES			0	0	0
Opening Cash Balance			55	56	176
Cash and cash equivalent at end of period			56	176	200
NET CHANGE IN CASH AND CASH EQUIVALENT			1	120	376

UNAUDITED CONSOLIDATED STATEMENT OF CHANGES TO SHAREHOLDER EQUITY FOR CVF
TECHNOLOGIES CORP.
ANNUAL REPORT FOR THE YEARS ENDED
DECEMBER 31, 2023 with DECEMBER 31, 2022

Expressed in Thousands of United States Dollars
Except Number of Shares of Stock, Expressed in Actual Numbers

Changes in Shareholder Equity					
Expressed in Thousands			Year Ending 12-31-2022		
	Common Stock	(Accumulated Deficit)			Change
Beginning balance	40,880,610	(21)			
Issuance of stock					
Net income (net loss)		10			10
Ending balance	40,880,610	(11)			
Statement of change in equity			Year Ending 12-31-2023		
	Common Stock	(Accumulated Deficit)			Change
Beginning balance	40,880,610	(11)			
Issuance of stock					
Net income (net loss)		0			0
Ending balance	40,880,610	(11)			

NOTES TO THE FINANCIAL STATEMENTS
CVF TECHNOLOGIES CORP.

- (1) We value the property based on the actual cash purchase price.
- (2) Our Indefinite Lived Intangible Assets refer to payments we received from customers paid in Bitcoin. We have not revalued our Bitcoin assets as it continues to trade above the levels we acquired it at. We noted the transaction as a sale for cash at the price of Bitcoin for the date of the transaction. We then noted the purchase price of the Bitcoin as the cost of the Indefinite Lived Intangible Asset. We keep the Bitcoin on our financial statements at the cost on the date of the purchase. To be clear, we presently own approximately .851 or 85/100ths of a Bitcoin. We obtained .14 Bitcoin on December 10, 2019, when a Bitcoin was valued at \$6,867.08. We obtained .25228 Bitcoin on December 16, 2020, when a Bitcoin was valued at \$23,568.20. We obtained .22638 and .08764 Bitcoin on December 17, 2020, when a Bitcoin was valued at \$23,192.60. We liquidated .000556 Bitcoin on June 28, 2021, due to an error and received no consideration. Therefore, we valued the loss using a “first in, first out” theory and valued the loss using the cost of \$6,867.08 Bitcoin, or about \$4.63. As intangible assets, Digital Assets are initially measured at cost. Since there is no limit on the useful life of the Company’s Ether and Bitcoin, they are classified as indefinite-lived intangible assets. Indefinite-lived intangible assets are not subject to amortization. Instead they are tested for impairment on an annual basis and more frequently if events or circumstances change that indicate that it’s more likely than not that the asset is impaired. As a result of the aforementioned, the Company will only recognize decreases in the value of its Ether and Bitcoin, and any increase in value will be recognized upon disposition. Ether and Bitcoin are traded on exchanges in which there are observable prices in an active market, the Company views a decline in the quoted price below the cost to be an impairment indicator. The quoted price and observable prices, for Ether and Bitcoin, are determined by the Company using a principal market analysis in accordance with ASC 820, *Fair Value Measurement*. When the Company evaluates its Ether and Bitcoin for impairment under ASC 350, *Intangible – Goodwill and Other*, each acquisition of Ether and Bitcoin is considered a separate unit of account. The Company tracks the cost of each unit of Ether and Bitcoin when received or purchased, when performing impairment testing and upon disposition either through sale or exchanged for goods or services. Realized gain (loss) on sale of Digital Assets is included in other income (expense) in the consolidated statements of operations, while impairment of Digital Assets is included in operating expenses because of the nature of the assets. The prices of digital assets have been in the past and may continue to be highly volatile, including as a result of various associated risks and uncertainties. For example, the prevalence of such assets is a relatively recent trend, and their long-term adoption by investors, consumers and businesses is unpredictable. Moreover, their lack of a physical form, their reliance on technology for their creation, existence and transactional validation and their decentralization may subject their integrity to the threat of malicious attacks and technological obsolescence. Finally, the extent to which securities laws or other regulations apply or may apply in the future to such assets is unclear and may change in the future. If we hold digital assets and their values decrease relative to our purchase prices, our financial condition may be harmed. Moreover, digital assets are currently considered indefinite-lived intangible assets under applicable accounting rules, meaning that any decrease in their fair values below our carrying values for such assets at any time subsequent to their acquisition will require us to recognize impairment charges, whereas we may make

no upward revisions for any market price increases until a sale, which may adversely affect our operating results in any period in which such impairment occurs. Moreover, there is no guarantee that future changes in GAAP will not require us to change the way we account for digital assets held by us. Finally, as intangible assets without centralized issuers or governing bodies, digital assets have been, and may in the future be, subject to security breaches, cyberattacks or other malicious activities, as well as human errors or computer malfunctions that may result in the loss or destruction of private keys needed to access such assets. While we intend to take all reasonable measures to secure any digital assets, if such threats are realized or the measures or controls we create or implement to secure our digital assets fail, it could result in a partial or total misappropriation or loss of our digital assets, and our financial condition and operating results may be harmed.

- (3) The “raw materials” refer to 1000 grams of 24 karat gold purchased when the fair market value of gold was \$1237 per ounce. We have not adjusted the valuation of the metal.
- (4) We no longer pay for office space because our subsidiary owns the offices at 500 Calle Modesta, LC 3, San Juan, Puerto Rico..
- (5) We have received a two year interest deferment on our loans. Our loans will begin to accrue interest at the rate of 7% if not paid by June 30, 2024..
- (6) Our ability to continue as a “going concern” is dependent on many factors, including, among other things, our ability to comply with the covenants in our existing debt agreements, our ability to cure any defaults that occur under our debt agreements or to obtain waivers or forbearances with respect to any such defaults, and our ability to pay, retire, amend, replace or refinance our indebtedness as defaults occur or as interest and principal payments come due. We cannot provide any assurances that we will be able to comply with the covenants in our debt agreements or to make satisfactory alternative arrangements in the event we cannot do so. If we are unable to cure any such defaults, or obtain a forbearance, a waiver or replacement financing, and those lenders, or other parties entitled to do so, accelerate the payment of such indebtedness, we may consider or pursue various forms of negotiated restructurings of our debt obligations and/or asset sales under court supervision pursuant to a voluntary bankruptcy filing under Chapter 11 of the U.S. Bankruptcy Code or the Canadian Bankruptcy and Insolvency.
- (7) We anticipate that we may be required to take on additional debt, loans, and possibly stock offerings to remodel our newly purchased storefront and make it ready to act as a full virtual office, mailbox service, postal and package center. Moreover, we will need additional capital to expand operations into other areas.
- (8) The Company may have assets that are not reflected on these balance sheets. Specifically, the Company located an abandoned brokerage account that turned over to a state abandoned property department. We are working to obtain the assets from the state, but do not know if the account holds any current value. In addition, we are reviewing prior SEC filings to determine if other assets exist or whether debts are owed to the Company.

- (9) The publicly traded stock price of our share appears to be overpriced based on our assets and business. Considering this, investors purchasing the stock on the open market at the current price levels probably will result in the eventual loss of money. Our stock is highly speculative, not fully liquid, and subject to price manipulation. We strongly suggest that only professional investors engage in the trading of our stock and do so after considering the risks.

- (10) Newly enacted regulations may cause investors to be unable to purchase or sell our securities. Specifically, the Securities and Exchange Commission enacted regulations that restrict the quotation of our Company's stock unless certain disclosures and reports are made on time. The Company may not be able to comply with the requirement to file prompt disclosures despite its best efforts.
- (11) During 2022, we ceased utilizing a mathematical "mining process" to acquire certain portions of bitcoin.

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, **Pat Zhen**, certify that:

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

April 20, 2024

/s/ Pat Zhen, President

Principal Financial Officer:

I, Pat Zhen, certify that:

1. I have reviewed this Disclosure Statement and Annual Financial Statements for the Years Ending December 31, 2023 and December 31, 2022.

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.

April 20, 2024

/s/ Pat Zhen, Chief Financial Officer

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