

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

CGROWTH CAPITAL INC

1199 Union Ave
Bremerton, WA 98312
360-536-4500
<http://www.CGrowthCapital.com>
info@cgrowthcapital.com
SIC Code: 1000

Quarterly Report **For the Period Ending: March 31, 2022** (the "Reporting Period")

As of March 31, 2022, the number of shares outstanding of our Common Stock was:

491,102,895

As of December 31, 2021, the number of shares outstanding of our Common Stock was:

491,102,895

As of December 31, 2021, the number of shares outstanding of our Common Stock was:

491,102,895

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: ☒

Indicate by check mark whether a Change in Control⁵ of the company has occurred over this reporting period:

Yes: ☐ No: ☒

⁵ "Change in Control" shall mean any events resulting in:

- (i) Any "person" (as such term is used in Sections 13(d) and 14(d) of the Exchange Act) becoming the "beneficial owner" (as defined in Rule 13d-3 of the Exchange Act), directly or indirectly, of securities of the Company representing fifty percent (50%) or more of the total voting power represented by the Company's then outstanding voting securities;
- (ii) The consummation of the sale or disposition by the Company of all or substantially all of the Company's assets;
- (iii) A change in the composition of the Board occurring within a two (2)-year period, as a result of which fewer than a majority of the directors are directors immediately prior to such change; or
- (iv) The consummation of a merger or consolidation of the Company with any other corporation, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or its parent) at least fifty percent (50%) of the total voting power represented by the voting securities of the Company or such surviving entity or its parent outstanding immediately after such merger or consolidation.

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

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

CGrowth Capital, Inc. (effective February 2010); Formerly Anchor Pacific Underwriters, Inc.

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):

October 30, 1986; Delaware; 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:

None.

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

1199 Union Ave, Bremerton, WA 98312

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 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

Trading symbol:	<u>CGRA</u>
Exact title and class of securities outstanding:	<u>Common Stock</u>
CUSIP:	<u>15722A102</u>
Par or stated value:	<u>.001</u>

Total shares authorized:	<u>500,000,000</u>	as of date: <u>03/31/2022</u>
Total shares outstanding:	<u>491,102,895</u>	as of date: <u>03/31/2022</u>

Number of shares in the Public Float⁶: 325,977,684 as of date: 03/31/2022
Total number of shareholders of record: 1,160 as of date: 03/31/2022

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

Trading symbol: N/A
Exact title and class of securities outstanding: Preferred Stock
CUSIP: N/A
Par or stated value: .001
Total shares authorized: 20,000,000 as of date: 03/31/2022
Total shares outstanding: 1,395,123 as of date: 03/31/2022

Transfer Agent

Name: Pacific Stock Transfer Company
Phone: 702-361-3033
Email: Available at www.PacificStockTransfer.com
Address: 6725 Via Austi Parkway Ste 300, Las Vegas, NV 89119

Is the Transfer Agent registered under the Exchange Act?⁷ Yes: ☒ No: ☐

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

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: ☐

Shares Outstanding as of Second Most Recent Fiscal Year End: <div>Opening Balance</div>			*Right-click the rows below and select "Insert" to add rows as needed.						
Date 12/31/2019 Common: 448,115,959 Preferred: 595,051									
Date of Transaction	Transaction type (e.g. new issuance, cancellation, shares	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per	Were the shares issued at a discount to market price at	Individual/ Entity Shares were issued to (entities must have individual with voting /	Reason for share issuance (e.g. for cash or debt conversion) -OR- Nature of	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.

⁶ "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.

⁷ To be included in the Pink Current Information tier, the transfer agent must be registered under the Exchange Act.

	returned to treasury)			share) at Issuance	the time of issuance? (Yes/No)	investment control disclosed).	Services Provided		
<u>09/23/2020</u>	<u>New Issue</u>	<u>21,000,000</u>	<u>Common</u>	<u>\$.0024</u>	<u>yes</u>	<u>Universal Consulting/ Kenneth Radcliffe</u>	<u>Debt/interest /settlement</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>03/10/2021</u>	<u>New Issue</u>	<u>15,479,876</u>	<u>Common</u>	<u>\$.0038</u>	<u>Yes</u>	<u>Robert Klotz</u>	<u>Debt</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>03/31/2021</u>	<u>Shares returned to Treasury</u>	<u>(10,698,632)</u>	<u>Common</u>	<u>\$.0025</u>	<u>N/A</u>		<u>Return Shares to Treasury</u>	<u>Restricted</u>	<u>N/A</u>
<u>05/13/2021</u>	<u>Shares returned to Treasury</u>	<u>(6,444,308)</u>	<u>Common</u>	<u>\$.0106</u>	<u>N/A</u>		<u>Return Shares to Treasury</u>	<u>Restricted</u>	<u>N/A</u>
<u>05/13/2021</u>	<u>New Issue</u>	<u>23,650,000</u>	<u>Common</u>	<u>\$.0021</u>	<u>Yes</u>	<u>Robert Klotz</u>	<u>Debt</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>12/4/2021</u>	<u>Shares returned to Treasury</u>	<u>(40,000.000)</u>	<u>Common</u>	<u>\$.001</u>	<u>N/A</u>	<u>Keystone Financial Management /Wm Wight</u>	<u>Return Shares to Treasury</u>	<u>Restricted</u>	<u>N/A</u>
<u>12/04/2021</u>	<u>New Issue</u>	<u>800,000</u>	<u>Preferred</u>	<u>\$.001</u>	<u>No</u>	<u>Keystone Financial Management /Wm Wright</u>	<u>Receive for Return of Common</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>12/15/2021</u>	<u>New Issue</u>	<u>20,000,000</u>	<u>Common</u>	<u>\$.0025</u>	<u>Yes</u>	<u>Robert Klotz</u>	<u>Debt</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>12/30/2021</u>	<u>New Issue</u>	<u>20,000,000</u>	<u>Common</u>	<u>\$.0025</u>	<u>Yes</u>	<u>Robert Klotz</u>	<u>Debt</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>02/07/2022</u>	<u>Shares returned to Treasury</u>	<u>(20,000.000)</u>	<u>Common</u>	<u>\$.001</u>	<u>N/A</u>	<u>Keystone Financial Management /Wm Wight</u>	<u>Return Shares to Treasury</u>	<u>Restricted</u>	<u>N/A</u>
<u>02/07/2022</u>	<u>New Issue</u>	<u>400,000</u>	<u>Preferred</u>	<u>\$.001</u>	<u>No</u>	<u>Keystone Financial Management /Wm Wright</u>	<u>Receive for Return of Common</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>02/08/2022</u>	<u>New Issue</u>	<u>20,000,000</u>	<u>Common</u>	<u>\$.0025</u>	<u>Yes</u>	<u>Robert Klotz</u>	<u>Debt</u>	<u>Restricted</u>	<u>Rule 144</u>

Shares Outstanding on Date of This Report:									
	Ending	Balance							
<u>Ending Balance:</u>									
Date <u>03/31/2022</u>	Common: <u>491,102,895</u>								
	Preferred: <u>1,795,051</u>								

Example: A company with a fiscal year end of December 31st, in addressing this item for its quarter ended June 30, 2021, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2019 through June 30, 2021 pursuant to the tabular format above.

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

B. Debt Securities, Including 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.

Check this box if there are no outstanding promissory, convertible notes or debt arrangements: ☐

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 individual with voting / investment control disclosed).	Reason for Issuance (e.g. Loan, Services, etc.)
<u>12/31/2019</u>	<u>479,536</u>	<u>688,360</u>	<u>N/A</u>	<u>12/30/2020</u>	<u>Mutually agreeable terms between the parties</u>	<u>Platinum Pyramid Ltd / Bentley Jarrard Thwaite</u>	<u>Services and loan advances</u>
_____	_____	_____	_____	_____	_____	_____	_____

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

4) Financial Statements

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

- ☒ U.S. GAAP
☐ IFRS

B. The financial statements for this reporting period were prepared by (name of individual)⁸:

⁸ The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS by persons with sufficient financial skills.

Name: Joshua Ott
Title: Accountant
Relationship to Issuer: Contractor

Provide the financial statements described below for the most recent fiscal year or quarter. For the initial disclosure statement (qualifying for Pink Current Information for the first time) please provide reports for the two previous fiscal years and any subsequent interim periods.

- C. Balance Sheet;
- D. Statement of Income;
- E. Statement of Cash Flows;
- F. Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)
- G. Financial notes; and
- H. Audit letter, if audited

You may either (i) attach/append the financial statements to this disclosure statement or (ii) file the financial statements through OTCIQ as a separate report using the appropriate report name for the applicable period end. ("Annual Report," "Quarterly Report" or "Interim Report").

If you choose to publish the financial statements in a separate report as described above, you must state in the accompanying disclosure statement that such financial statements are incorporated by reference. You may reference the document(s) containing the required financial statements by indicating the document name, period end date, and the date that it was posted to OTCIQ in the field below. Financial Statements must be compiled in one document.

Financial statement information is considered current until the due date for the subsequent report (as set forth in the qualifications section above). To remain qualified for Current Information, a company must post its Annual Report within 90 days from its fiscal year-end date and Quarterly Reports within 45 days of each fiscal quarter-end date.

5) 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 operates as a holding company for alternative and undervalued assets. Corporate decisions, operations, management, and control is facilitated through the parent Company. The Company operates the following subsidiaries and sectors:

- Powder River Resources, Inc.: Oil and gas: Operates an over 3,000-acre oil and gas field in Wyoming.
- Chewelah Properties, LLC: Real Estate: Operates a 47-acre warehouse facility in Stevens County, Washington.
- Deer Trail Mines, LLC: Minerals and Mining: Non-active company overseeing a mining operation with a 40-acre parcel and 1,000 acres adjoining leases containing silver, gold, and other precious metals.
- CGrowth Capital Bond, Ltd: Financial: Issuer of bonds in the United Kingdom for the purpose of making loans to companies contained in its offering.
- CG Capital, Inc.: Financial / Business Investment: Established to facility investment into domestic opportunities. Operates as funding is available.
- Nutrillife Health and Wellness, Inc.: Consumer products: Established to facilitate transactions within the CBD and Hemp markets. Currently awaiting funding.

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

See business operations summary above.

C. Describe the issuers' principal products or services.

The Company provides support and processing applications for itself and landowners specific to the exploration, mining, and processing of precious metal ores and mineral, as well as other commodities, such as oil and gas. The Company's business solutions are designed to assist landowners with monetizing undervalued assets by bringing commodities such as gold, silver, minerals, and oil and gas to market.

6) 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.

CGrowth Capital's main headquarters is located at: 1199 Union Ave, Bremerton, WA 98312. The Company leases, on a month to month basis, a portion of approximately 750 square feet of office space that it shares with its major shareholder, KFM. The Company pays KFM \$500 per month for its share of the rent and office expenses. The Company owns over 3,000 acres of Wyoming oil leases located in the Powder River Basin. The Company also owns portions of active wells with current production along with the associated fixtures, pumps, vehicles, and tanks for the current field operations. The underlying land is owned by the Bureau of Land Management and other private parties and is operated by a third party. The Company owns 47 acres of industrial property in Chewelah, Washington. The property includes 17 acres of open space, ~90,000 sq ft of warehouse space, and various other attributes common to industrial property. In April 2016, the Company's wholly owned subsidiary Chewelah Properties, LLC, received its OTC Markets Group Inc. OTC Pink Basic Disclosure Guidelines (v3 February 2021) Page 7 of 10 Determination of Non-Significance ("DNS") regarding its SEPA submittal from Stevens County Land Services division to allow the industrial facility to transition from a mineral processing site to an F-1 manufacturing facility.

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

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

Using the tabular format below, please provide information, as of the period end date of this report, regarding any person or entity owning 5% or more of any class of the issuer's securities, as well as any officer, and any director of the company, 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 or Control Person	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	Note
<u>William M Wright</u>	<u>CEO/Director</u>	<u>Bremerton, WA</u>	47,027,800	<u>Common Stock</u>	<u>9.6%</u>	<u>Shares are held by Keystone Financial Management which is controlled by William Wright</u>
<u>William M Wright</u>	<u>CEO/Director</u>	<u>Bremerton, WA</u>	<u>1,200,000</u>	<u>Series C Preferred</u>	<u>100%</u>	<u>Shares are held by Keystone Financial Management which is controlled by William Wright</u>
<u>William M Wright</u>	<u>CEO/Director</u>	<u>Bremerton, WA</u>	<u>51</u>	<u>Series B Preferred</u>	<u>100%</u>	<u>Shares are held by Keystone Financial Management which is controlled by William Wright</u> <u>Series B Preferred are super voting shares</u>

8) Legal/Disciplinary History

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

1. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);

None.

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

None.

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

None.

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

None.

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

None.

9) Third Party Providers

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

Securities Counsel

Name: Peter Berkman
Firm: Peter Berkman, Attorney at Law, PLLC
Address 1: 5230 Land of Lakes Blvd, Ste 431
Address 2: Land of Lakes, FL 34639
Phone: 813-600-2971
Email: peter@peterberkmanlaw.com

Accountant or Auditor

Name: Ben Borgers
Firm: BF Borgers CPA PC
Address 1: 5400 West Cedar Avenue
Address 2: Lakewood, CO 80226
Phone: 303-953-1454
Email: contact@bfbcpa.us

Investor Relations

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

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) or consultant(s) or provided assistance or services to the issuer during the reporting period.

Name: Joshua Ott
Firm: J Ott Financial
Nature of Services: Accounting
Address 1: 520 South Sheridan Ave
Address 2: Tacoma, WA 98405
Phone: 253-569-0362
Email: Joshua@JOttFinancial.com

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, William Wright certify that:

1. I have reviewed this Quarterly Disclosure Statement of CGrowth Capital, 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.

05/13/2022 [Date]

/s/ WILLIAM WRIGHT [CEO's Signature]

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

Principal Financial Officer:

I, William Wright certify that:

1. I have reviewed this Quarterly Disclosure Statement of CGrowth Capital, 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.

05/13/2022 [Date]

/s/ WILLIAM WRIGHT [CFO's Signature]

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

**CGROWTH CAPITAL, INC.
AND ITS SUBSIDIARIES
UNAUDITED CONSOLIDATED BALANCE SHEETS**

ASSETS	March 31, 2022	December 31, 2021
CURRENT ASSETS:		
Cash and cash equivalents	\$ 2,221	\$ 8,184
Accounts receivable	937,244	904,134
Interest receivable	3,511,880	3,298,586
Non-depreciable current assets, net	80,025	80,025
Well bond deposits	57,000	57,000
Total Current Assets	<u>\$4,588,370</u>	<u>\$ 4,347,929</u>
FIXED ASSETS:		
Property and equipment, net	7,475,367	7,513,370
Bond assets, net	7,176,282	7,176,282
Total Fixed Assets	<u>\$14,651,649</u>	<u>\$14,689,652</u>
OTHER ASSETS:		
Bond origination fees, net (10-year)	4,905,515	4,855,515
Investments	34,000	34,000
TOTAL ASSETS	<u><u>\$ 24,179,534</u></u>	<u><u>\$ 23,927,096</u></u>
LIABILITIES AND STOCKHOLDERS' DEFICIT		
CURRENT LIABILITIES:		
Accounts payable	\$ 2,161,762	\$ 2,078,655
Assumed liabilities	503,685	503,685
Notes payable and accrued interest	761,592	716,326
Loans payable, current portion	7,776	7,776
Total Current Liabilities	<u>3,434,815</u>	<u>3,306,442</u>
LONG TERM LIABILITIES, loans payable		
Loans payable – Chewelah	535,355	536,942
Bond liabilities	14,800,404	14,621,888
Total Long Term Liabilities	<u>15,335,759</u>	<u>15,158,830</u>
TOTAL LIABILITIES	<u>18,770,574</u>	<u>18,465,272</u>
STOCKHOLDERS' DEFICIT:		
Preferred stock, \$0.001 par value, 20,000,000 shares authorized, 1,795,123, and 1,395,1230 shares issued and outstanding, respectively	1,795	1,395
Common srtock, \$0.001 par value, 491,102,895 and 491,102,895 shares issued and outstanding, respectively	491,103	491,103
Additional paid in capital	8,057,074	7,877,074

Retained (Deficit)	(3,141,012)	(2,907,748)
Total Stockholders' Equity (Deficit)	<u>5,408,960</u>	<u>5,461,824</u>
TOTAL LIABILITIES AND STOCKHOLDERS'		
EQUITY (DEFICIT)	<u>\$ 24,179,534</u>	<u>\$ 23,927,096</u>

The accompanying notes are an integral part of these financial statements

**CGROWTH CAPITAL, INC.
AND ITS SUBSIDIARIES
UNAUDITED CONSOLIDATED
STATEMENT OF OPERATIONS**

	Three Months Ended March 31, 2022	Three Months Ended March 31, 2021
REVENUES:		
Markup	\$ 54,252	50,922
Total Revenues	54,252	50,922
COST OF GOODS SOLD	9,905	9,905
GROSS PROFIT	44,347	41,017
OPERATING EXPENSES:		
Administrative fees	30,000	30,000
Consulting Expense	-	5,716
Depreciation Expense	38,003	48,561
Management fees	45,000	45,000
Professional fees	34,458	128,844
Travel, meals, and entertainment	-	52
Other general and administrative	8,542	17,754
Total Operating Expenses	156,003	275,926
INCOME (LOSS) FROM OPERATIONS	(111,656)	(234,909)
OTHER INCOME (EXPENSE)		
Gain on stock surrender	19,600	53,493
Loss on issuance of shares	(150,000)	(58,824)
Interest earned	213,294	193,234
Interest expense	(204,754)	(183,027)
Total Other Income (Expense)	(121,860)	4,876
NET INCOME (LOSS) BEFORE INCOME TAX PROVISION	(233,516)	(230,033)
PROVISION FOR INCOME TAXES	-	-
CONSOLIDATED NET INCOME (LOSS)	\$ (233,516)	\$ (230,033)
WEIGHTED AVERAGE SHARES OUTSTANDING	491,102,959	448,115,094
BASIC AND DILUTED INCOME (LOSS) PER SHARE	\$ (0.00)	\$ (0.00)

The accompanying notes are an integral part of these financial statements

**CGROWTH CAPITAL, INC.
AND ITS SUBSIDIARIES
CONSOLIDATED STATEMENTS OF
CASH FLOWS (UNAUDITED)**

	Three Months Ended March 31, 2022	Twelve Months Ended December 31, 2021
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net gain (loss)	\$ (233,516)	\$ (1,040,430)
Adjustments to reconcile net gain (loss) to net cash provided by (used in) operating activities:		
Depreciation	38,003	167,496
Net (increase) decrease in operating assets:		
Accounts receivable	(33,110)	(108,255)
Bond origination fees, net	(50,000)	(208,824)
Interest receivable	(213,294)	(802,405)
Net increase (decrease) in operating liabilities:		
Accounts payable	83,107	382,965
Interest payable	45,266	385,117
Net Cash (Used in) Operating Activities	<u>(363,544)</u>	<u>(1,224,334)</u>
CASH FLOWS FROM INVESTING ACTIVITIES:		
Funds received from sale of assets	-	-
Net Cash (Used in) Investing Activities	<u>-</u>	<u>-</u>
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds from notes, net	(1,587)	(6,803)
Proceeds from Bond offering/interest net	178,516	671,572
Proceeds of capital stock issuance	180,000	541,069
Common Stock	-	21,987
Preferred Stock	400	800
Net Cash Provided by Financing Activities	<u>357,329</u>	<u>1,228,625</u>
NET INCREASE (DECREASE) IN CASH	<u>(6,215)</u>	<u>4,291</u>
CASH AT BEGINNING OF PERIOD	8,436	3,894
CASH AT END OF PERIOD	<u><u>\$ 2,221</u></u>	<u><u>\$ 8,184</u></u>

**SUPPLEMENTAL DISCLOSURES OF CASH FLOW
INFORMATION:**

Cash paid during the period for:

Interest	\$ -	\$ 16,706.00
Income taxes	\$ -	\$ -

NON-CASH INVESTING AND FINANCING ACTIVITIES:

Issuance of preferred stock for acquisitions	\$	-	\$	-
Issuance of commons stock for acquisitions	\$	-	\$	-
Issuance of preferred stock for equipment purchases	\$	-	\$	-
Issuance of common stock for debt retirement	\$	-	\$	289,959

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

CGROWTH CAPITAL, INC.
Consolidated Statements of Changes in Stockholders' Equity (Deficit)
(unaudited)
For the Years Ended December 31, 2021 and 2020
and Quarter Ended March 31, 2022

	Common Stock Shares	Amount	Preferred Stock Shares	Amount	Paid-in Capital	Accumulated Deficit	Total
Balance, December 31, 2019	<u>448,115,959</u>	<u>\$ 448,116</u>	<u>595,051</u>	<u>\$ 595</u>	<u>\$ 7,289,805</u>	<u>\$ (1,424,151)</u>	<u>\$ 6,314,366</u>
Common shares issued for debt	21,000,000	\$ 21,000	-	\$ -	\$ 46,200	\$ -	\$ 67,200
Net gain (loss)	<u>-</u>	<u>\$ -</u>	<u>-</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ (443,168)</u>	<u>\$ (443,168)</u>
Balance, December 31, 2020	<u>469,115,959</u>	<u>\$ 469,116</u>	<u>595,051</u>	<u>\$ 595</u>	<u>\$ 7,336,005</u>	<u>\$ (1,867,319)</u>	<u>\$ 5,938,397</u>
Common shares issued for debt	15,479,876	\$ 15,480	-	\$ -	\$ 102,167	\$ -	\$ 117,647
Common shares returned to Treasury	(10,698,632)	\$ (10,699)	-	\$ -	\$ (42,795)	\$ -	\$ (53,493)
Net gain (loss)	<u>-</u>	<u>\$ -</u>	<u>-</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ (230,033)</u>	<u>\$ (230,033)</u>
Balance, March 31, 2021	<u>473,897,203</u>	<u>\$ 473,897</u>	<u>595,051</u>	<u>\$ 595</u>	<u>\$ 7,395,378</u>	<u>\$ (2,097,351)</u>	<u>\$ 5,772,519</u>
Common shares issued for debt	23,650,000	\$ 23,650	-	\$ -	\$ 165,550	\$ -	\$ 189,200
Common shares returned to Treasury	(6,444,308)	\$ (6,444)	-	\$ -	\$ (61,854)	\$ -	\$ (68,298)
Net gain (loss)	<u>-</u>	<u>\$ -</u>	<u>-</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ (276,080)</u>	<u>\$ (276,080)</u>
Balance, June 30, 2021	<u>491,102,895</u>	<u>\$ 491,103</u>	<u>595,051</u>	<u>\$ 595</u>	<u>\$ 7,499,074</u>	<u>\$ (2,373,431)</u>	<u>\$ 5,617,341</u>
Net gain (loss)	<u>-</u>	<u>\$ -</u>	<u>-</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ (145,904)</u>	<u>\$ (145,904)</u>
Balance, September 30, 2021	<u>491,102,895</u>	<u>\$ 491,103</u>	<u>595,051</u>	<u>\$ 595</u>	<u>\$ 7,499,074</u>	<u>\$ (2,519,336)</u>	<u>\$ 5,471,437</u>
Common shares issued for debt	40,000,000	\$ 40,000	-	\$ -	\$ 378,000	\$ -	\$ 418,000
Common shares exchanged for Preferred	(40,000,000)	\$ (40,000)	800,000	\$ 800	\$ -	\$ -	\$ (39,200)
Net gain (loss)	<u>-</u>	<u>\$ -</u>	<u>-</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ (388,412)</u>	<u>\$ (388,412)</u>
Balance, December 31, 2021	<u>491,102,895</u>	<u>\$ 491,103</u>	<u>1,395,051</u>	<u>\$ 1,395</u>	<u>\$ 7,877,074</u>	<u>\$ (2,907,748)</u>	<u>\$ 5,461,824</u>
Adjust. from prior period	-	-	-	-	-	252	252
Common shares issued for debt	20,000,000	\$ 20,000	-	\$ -	\$ 180,000	\$ -	\$ 200,000
Common shares exchanged for Preferred	(20,000,000)	\$ (20,000)	400,000	\$ 400	\$ -	\$ -	\$ (19,600)
Net gain (loss)	<u>-</u>	<u>\$ -</u>	<u>-</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ (233,516)</u>	<u>\$ (233,516)</u>
Balance, March 31, 2022	<u>491,102,895</u>	<u>\$ 491,103</u>	<u>1,795,051</u>	<u>\$ 1,795</u>	<u>\$ 8,057,074</u>	<u>\$ (3,141,012)</u>	<u>\$ 5,408,960</u>

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

Notes to Financial Statements

CGROWTH CAPITAL, INC. AND ITS SUBSIDIARIES NOTES TO FINANCIAL STATEMENTS (unaudited)

NOTE 1 – Summary of Significant Accounting Policies

Basis of Presentation

The accompanying un-audited interim financial statements include all information and footnotes required by accounting principles generally accepted in the United States of America (“GAAP”) for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation of financial position and the results of operations for the periods presented have been included. Operating results for the periods are not necessarily indicative of the results that may be expected for future years. All transactions are denominated in US dollars.

Management’s Estimates and Assumptions

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities as of the date of the financial statements. Management considers CGrowth Capital’s most significant accounting estimates to include valuation assumptions for share-based payments, allowance for doubtful accounts receivable, inventory reserves, accrual for reserves, the carrying value of long-lived assets, income tax valuation allowances and capitalization of labor and overhead to inventory for work in progress. Actual results could differ significantly from those estimates.

Fair Value of Financial Instruments

The fair value of financial instruments approximates their carrying values at period end dates due to their short maturities. These financial instruments consist of cash and cash equivalents, accounts receivable and accounts payable.

Cash and Cash Equivalents

The Company considers all highly liquid investments purchased with an initial maturity of 90 days or less to be cash equivalents.

Accounts Receivable and Allowance for Doubtful Accounts

The Company recognizes an allowance for losses on accounts receivable based on an analysis of historical bad debt experience, current receivables aging, and expected future write-offs, as well as an assessment of specific identifiable customer accounts considered at risk or uncollectible. As of March 31, 2022, management has determined

all receivable balances to be fully collectible and accordingly, no allowance was recognized at such time. Accounts receivable are non-interest bearing and are generally unsecured.

Inventories

Inventories are stated at the lower of cost or market with cost being determined on the first-in, first-out method. Work in progress and finished goods inventory includes an allocation for capitalized labor and overhead. The Company routinely evaluates the carrying value of inventories and provides reserves when appropriate to reduce inventories to the lower of cost or market to reflect estimated net realizable value. As of March 31, 2022, no inventory existed for the Company and, accordingly, no reserve has been recognized March 31, 2022.

Fair Value Measurement (Topic ASC 820)

The Topic defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

A reporting entity shall measure the fair value of an asset or a liability using the assumptions that market participants would use in pricing the asset or liability, assuming that market participants act in their economic best interest. In developing those assumptions, the reporting entity need not identify specific market participants. Rather, the reporting entity shall identify characteristics that distinguish market participants generally, considering factors specific to all of the following:

- a. The asset or liability
- b. The principal (or most advantageous) market for the asset or liability
- c. Market participants with whom the reporting entity would enter into a transaction in that market.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction in the principal (or most advantageous) market at the measurement date under current market conditions (that is, an exit price) regardless of whether that price is directly observable or estimated using another valuation technique.

Highest and best use is determined from the perspective of market participants, even if the reporting entity intends a different use. However, a reporting entity's current use of a nonfinancial asset is presumed to be its highest and best use unless market or other factors suggest that a different use by market participants would maximize the value of the asset.

The Company has acquired assets (minerals, gravel, and decorative rock) through the acquisition of leases and property purchases over the course of the twenty-four months ended December 31, 2015. As the Company is able to properly identify and quantify the material acquired, adjustments are made to the Other Assets category of the balance sheet to reflect the change in previously unrealized assets. Specific categories include Non-Depreciable Current Assets (for items to be disposed of within 12 months) and Non-Depreciable Non-Current Assets (for items identified to be held for more than 12 months). In determining the fair value of the assets, the Company has applied Topic ASC 820 to those assets previously excavated and/or bagged for resale, but does not include any in ground reserves. Total Non-Depreciable Current Assets and Non-Depreciable Non-Current Assets for the three month period ended March 31, 2022 and 2021, is \$80,025 and \$0, and \$80,025 and \$0, respectively.

Property and Equipment

Property and equipment are carried at depreciated cost. Gains or losses related to retirements or disposition of fixed assets are recognized in operations in the period incurred. Costs of normal repairs and maintenance are charged to expense as incurred, while betterments or renewals are capitalized. Depreciation commences at the time the assets are placed in service. Depreciation is provided using the straight-line method over the estimated economic lives of the assets or for leasehold improvements, over the shorter of the estimated useful life or the lease term, which are summarized as follows:

Computer equipment.....	3 – 5 years
Furniture and equipment.....	5 – 7 years
Leasehold improvements.....	7 years

As of March 31, 2022, the Company had accounted for depreciation on all of its current property and equipment. Net depreciation for the three months ended March 31, 2022 was \$38,003.

Revenue Recognition, Deferred Revenue and Change in Accounting Principle

Net revenues include sales services. Services include consulting work performed by the Company. The Company recognizes revenue for these services when it is realized or realizable and earned. Revenue is considered realized and earned when: (i) persuasive evidence of an arrangement exists; (ii) delivery has occurred and/or services have been rendered; (iii) the price is fixed and determinable; and (iv) collection of the resulting receivable is reasonably assured.

Financial Instruments and Concentrations of Credit Risk

We believe the book value of our current assets and liabilities approximate their fair values due to their short term nature.

Financial instruments that potentially subject us to significant concentrations of credit risk consist principally of cash. With respect to cash, during the three month period ended March 31, 2022, we maintained all of our cash in deposit accounts with four financial institutions, which deposit accounts at times may exceed federally insured limits. We have not experienced any losses in such account.

Income Taxes

We compute income taxes in accordance with Financial Accounting Standards Statement No. 109 "Accounting for Income Taxes" ("SFAS 109"). Under SFAS 109, deferred taxes are recognized for the tax consequences of temporary differences by applying enacted statutory rates applicable to future years to differences between the tax bases of assets and liabilities and their financial statement carrying amounts. Also, the effect on deferred taxes of a change in tax rates is recognized in income in the period that included the enactment date.

Net Income (Loss) per Common Share

The net income per common share is computed by dividing net income by the weighted average of common shares outstanding.

Accounting Pronouncements

We do not expect that the adoption of any recent accounting pronouncements will have a material impact on our financial statements.

NOTE 2 – Going Concern

The accompanying financial statements have been prepared on a going concern basis, which assumes the Company will be able to meet its obligations and continue its operations for at least the next twelve months. Such assumption contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. The Company incurred a net loss of \$(233,516) for the fiscal quarter ended March 31, 2022 and had an accumulated deficit of \$(3,141,012) as of March 31, 2022. The Company anticipates a current annual working capital deficit of approximately \$500,000.

As of the fiscal quarter ended March 31, 2022, the Company, through its wholly owned subsidiary CGrowth Capital Bond, Ltd., received net subscriptions after accounting adjustments of its £45,000,000.00 British Pounds Sterling (“GBP”) bond offering in excess of £9,688,367.00 GBP. The Company’s subsidiary has successfully completed and received the subscriptions and is working towards fulfillment of the remainder of the bond offering. Funding from the bond subscriptions are being used to finance four (4) bond projects, including the Company’s Powder River basin oil and gas projects in Wyoming and the Company’s newly formed CG Capital, Inc., established to make strategic investments and loans into alternative asset investments. An audit of CGrowth Capital Bond, Ltd. by Chartered Accountants located in the United Kingdom for the fiscal year ended December 31, 2017 has been previously filed as a supplement to the Company’s annual filing.

The Company’s continuation as a going concern is dependent upon its ability to generate sufficient cash flow from sales to meet its obligations on a timely basis, to obtain additional financing as may be required, and ultimately to attain profitability. Potential sources of cash include new contracts, external debt, the sale of shares of Company’s stock or alternative methods such as mergers or sale transactions. No assurances can be given, however, that the Company will be able to obtain any of these potential sources of cash. Furthermore, the Company may be unable to raise additional capital on commercially acceptable terms, if at all, and if the Company raises capital through additional equity financings, existing shareholders may have their ownership interests diluted.

NOTE 3 – Related Party Transactions

Administrative fees – During the three months ended March 31, 2022, the Company accrued or paid administrative fees to a majority shareholder company closely held by our current CEO in the amount of \$30,000.

Management fees – During the three months ended March 31, 2022, the Company accrued or paid management fees to a company closely held by our current CEO in the amount of \$45,000.

Rent expense – During the three months ended March 31, 2022, the Company accrued or paid office rent and expenses to a majority shareholder company closely held by our current CEO in the amount of \$3,775.

Notes payable – During the three months ended March 31, 2022, a majority shareholder company closely held by the current CEO of the Company, loaned the Company an additional \$37,389 in cash and accrued interest. The balance of the loan, which is due on demand and carries an interest rate of 6%, is \$723,619.

NOTE 4 – Notes and Loans Payable

At quarter ended March 31, 2022, the Company had notes payable, loans payable, assumed debts, and accrued interest in the amount of \$3,434,815. The notes included notes payable to three unaffiliated parties in the amount of \$11,614, which are not secured by collateral of the Company, carries accrued interest of 6% and is due on demand by the holders. Another note payable is to an affiliated company of our Chief Executive Officer in the amount of \$723,619, is not secured by collateral of the company, carries accrued interest of 6%, and is due on demand by the holder. Assumed debts are associated with our West Salt Creek purchase totaling \$503,685 and are not secured by collateral of the company. A final note, in the amount of \$543,131, is related to the purchase of our Chewelah, Washington facility and is 12.5% interest loan secured by our 47-acre industrial site. The Chewelah facility is current in its payments and is in the process of renovation and upgrades.

NOTE 5 – Property and Equipment

During the three months ended March 31, 2022 and 2020, the Company sold \$0 and \$0 respectively, of operations equipment.

NOTE 6 – Non-Depreciable Current Assets and Non-Depreciable Non-Current Assets

Total Non-Depreciable Current Assets and Non-Depreciable Non-Current Assets for the fiscal quarter ended March 31, 2022 is \$80,030 and \$0, respectively. The Fair Value Measurements are calculated as follows:

Non-Depreciable Current Assets

Item (Location)	Dolomite: 10 mesh minus (L-Bar Yard)	Dolomite: 3/8 minus (L-Bar Yard)	Decorative Rock: Bagged and pallet (L-Bar Yard)
Quantity (Tons)	1,000	1,500	700
Market Price Per	\$ 54.00	\$ 38.00	\$ 90.00
Gross Value	\$ 54,000	\$ 57,000	\$ 63,000
Less:			
Allowances	-	-	(12,600)
Royalty	-	-	(350)
Other / Used	(39,000)	(42,025)	-
Net Value	\$ 15,000	\$ 14,975	\$ 50,050
Total Non-Depreciable Current Assets			\$ 80,025

Non-Depreciable Non-Current Assets

None.

NOTE 7 – Bond Liabilities

During the fiscal year ended December 31, 2018 the Company's subsidiary, CGrowth Capital Bond, Ltd. made adjustments to its bond ledger and liabilities after certain Bondholders defaulted on payments for issued bonds.

NOTE 8 – Stockholders' Equity

During the quarter ended March 31, 2022, the Company returned 20,000,000 common shares to treasury.

During the quarter ended March 31, 2022, the Company issued 20,000,000 common shares for the retirement of debt.

During the quarter ended March 31, 2022, the Company issued 400,000 preferred shares in exchange for the return of common shares.

NOTE 9 – Contingencies

None.

NOTE 10 – Segments

The Company determined that it does not operate in any material, separately reportable operating segments as of March 31, 2022.

NOTE 11 – Subsequent Events

Management has evaluated subsequent events pursuant to the requirements of ASC Topic 855 and has determined that other than listed below, no material subsequent events exist.

On May 12, 2022, the Company announced that it has executed an agreement with a Minerals Company to acquire 100% of the targeted project (the "Acquisition") via a Share Exchange Agreement. Upon completion of the contract conditions, the acquisition would mean a wholly owned subsidiary company and a change in control with new management from the Acquisition taking over CGrowth Capital Inc. The Company and Acquisition are under a strict non-disclosure agreement, along with additional non-disclosure contracts with other related parties of specifics until all conditions have been met.

Under the Agreement, the Acquisition must complete its two (2) year audit in anticipation of uplisting as a fully reporting audited company. The Company's near-term goals include further advancing to a listing on a senior exchange and a series of debt/equity financings to develop its assets and acquire additional holdings.

The Company is required to make the transition without debt and further liabilities and will begin the process of divesting debts and assets as required. The Company anticipates restructuring of its equity prior to a closing and uplisting. Due to the nature of the anticipated acquisition, its go forward plan, and the restrictions prior to closing, the Company will cease further acquisition and growth strategies during the lead up to closing.

Additional information will be released jointly by the Company and Acquisition from time to time as benchmarks are reached by both the Company and Acquisition as both move towards a closing anticipated to take 60 to 120 days.