

**Disclosure Statement Pursuant to the**  
**Pink Basic Disclosure Guidelines**

**HPN HOLDINGS, INC.**  
**an Oklahoma Corporation**  
**14749 Crystal Tree Dr.**  
**Orland Pak, IL 60640**

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**(815) 370-8318**  
**Email:**  
**One7llc@gmail.com**  
**SIC Code 9995**

**Quarterly Report**

For the period ending February 29, 2024 (the “Reporting Period”)

**Outstanding Shares**

The number of shares outstanding of our Common Stock was:

6,976,255 as of 2/29/2024

30,076,255 as of 11/30/2023

**Shell Status**

Indicate by check mark whether the company is a shell company (as defined in Rule 405 of the Securities Act of 1933, Rule 12b-2 of the Exchange Act of 1934 and Rule 15c2-11 of the Exchange Act of 1934):

Yes: ☐ No: ☒

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

Yes: ☐ No: ☒

**Change in Control**

Indicate by check mark whether a Change in Control<sup>1</sup> of the company has occurred over this reporting period:

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<sup>1</sup> “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.

Yes: ☒ No: ☐

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

Predecessor Entities: As of February 8, 2016, the Company's predecessor issuer was Boounce.com, Inc., a former Oklahoma company. Prior to October 23, 2008, Boounce.com, Inc.'s predecessor issuer was Clovis Group, Inc., a Delaware company. Prior to March 4, 2008, Clovis Group, Inc.'s predecessor issuer was Master Glazier's Karate International, Inc., a Delaware company.

History Past Five Years: On February 8, 2016, the Company was incorporated as HPN Holdings, Inc. in the State of Oklahoma. On May 7<sup>th</sup>, 2020, HPN Holdings, Inc., by corporate action, amended its Certificate of Incorporation, changing the name of the Company to Newpoint Financial Corp. On June 28<sup>th</sup>, 2021, Newpoint Financial Corp., by corporate action, amended its Certificate of Incorporation, returning the name of the Company to HPN Holdings, Inc. The Company is currently in good standing with the State of Oklahoma.

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:

14749 Crystal Tree Dr.  
Orland Park, Illinois 60640

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:*

14749 Crystal Tree Dr.  
Orland Park, Illinois 60640

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

No: ☒ Yes: ☐ If Yes, provide additional details below:

**2) Security Information**

**Transfer Agent**

Name: Pacific Stock Transfer Company  
Phone: (702) 361-3033  
Email: info@pacificstocktransfer.com  
Address: Via Austi Pkwy, Suite 300.  
Las Vegas, NV 89119

**Publicly Quoted or Traded Securities:**

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

Trading symbol:	<u>KICK</u>	
Exact title and class of securities outstanding:	<u>Common</u>	
CUSIP:	<u>40444Q 102</u>	
Par or stated value:	<u>\$0.0001</u>	
Total shares authorized:	<u>500,000,000</u>	as of date: <u>February 29, 2024</u>
Total shares outstanding:	<u>6,976,255</u>	as of date: <u>February 29, 2024</u>
Total number of shareholders of record:	<u>43</u>	as of date: <u>February 29, 2024</u>

**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 securities outstanding:	<u>Preferred Stock</u>	
Par or stated value:	<u>\$0.0001</u>	
Total shares authorized:	<u>100,000,000</u>	as of date: <u>February 29, 2024</u>
Total shares outstanding:	<u>0</u>	as of date: <u>February 29, 2024</u>
Total number of shareholders of record:	<u>0</u>	as of date: <u>February 29, 2024</u>

**Security Description:**

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

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

Each on share of Common Stock is entitled to one vote per share and holds no dividend rights.

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

Certificate of Designation: On February 8, 2016, HPN Holdings, Inc. filed a Certificate of Designation of Preferences, Rights and Limitations of Series "A" Preferred Stock designating Fifteen Million (15,000,000) shares of Preferred Stock as Series "A" Convertible Preferred Stock. The Certificate of Designation of Series "A" Convertible Preferred Stock contains special voting rights of Two (2) votes per preferred share held, as well as conversion rights of one common share for each preferred share to any holder. On June 28, 2021 the Certificate of Incorporation was amended to increase the number of authorized shares of Preferred Stock to 100,000,000 shares.

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

N/A

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.**

N/A

**3) Issuance History**

The goal of this section is to provide disclosure with respect to each event that resulted in any changes to the total shares outstanding of any class of the issuer's securities **in the past two completed fiscal years and any subsequent interim period**.

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

## A. Changes to the Number of Outstanding Shares

Indicate by check mark whether there were any changes to the number of outstanding shares within the past two completed fiscal years:

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

Shares Outstanding as of Second Most Recent Fiscal Year End: <div>Opening Balance</div> Date <u>11/30/2023</u> Common: <u>30,076,255</u> Preferred: 0			*Right-click the rows below and select "Insert" to add rows as needed.						
Date of Transaction	Transaction type (e.g., new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to.  *You must disclose the control person(s) for any entities listed.	Reason for share issuance (e.g. for cash or debt conversion) - OR- Nature of Services Provided	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
<u>2/3/24</u>	<u>Cancellation</u>	<u>(30,000,000)</u>	<u>Common</u>	<u>\$0.0001</u>	<u>No</u>	<u>John Heskett</u>	<u>Public Entity Sale</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>1/22/24</u>	<u>New Issuance</u>	<u>1,000,000</u>	<u>Common</u>	<u>\$0.0001</u>	<u>No</u>	<u>Douglas Stukel</u>	<u>Stock Purchase Agreement (1)</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>1/22/24</u>	<u>New Issuance</u>	<u>1,000,000</u>	<u>Common</u>	<u>\$0.0001</u>	<u>No</u>	<u>Michael Profita</u>	<u>Stock Purchase Agreement (1)</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>1/22/24</u>	<u>New Issuance</u>	<u>1,175,000</u>	<u>Common</u>	<u>\$0.0001</u>	<u>No</u>	<u>HRP Acquistions, LLC (f/b/oDouglas Stukel and Michael Profita)</u>	<u>Stock Purchase Agreement(1)</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>1/22/24</u>	<u>New Issuance</u>	<u>900,000</u>	<u>Common</u>	<u>\$0.0001</u>	<u>No</u>	<u>John Heskett</u>	<u>Public Entity Sale</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>1/23/24</u>	<u>New Issuance</u>	<u>600,000</u>	<u>Common</u>	<u>\$0.0001</u>	<u>No</u>	<u>SCI, Inc. (Attn. William Burto)</u>	<u>Consulting</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>1/22/24</u>	<u>New Issuance</u>	<u>600,000</u>	<u>Common</u>	<u>\$0.0001</u>	<u>No</u>	<u>Mark Reichel</u>	<u>Consulting</u>	<u>Restricted</u>	<u>4(a)(2)</u>

<u>1/22/24</u>	<u>New Issuance</u>	<u>1,250,000</u>	<u>Common</u>	<u>\$0.000</u> <u>1</u>	<u>No</u>	<u>King's Wharf Opportunities Fund, LLP</u> <u>Chad Nelson</u>	<u>Stock Purchase Agreement(1)</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>1/22/24</u>	<u>New Issuance</u>	<u>275,000</u>	<u>Common</u>	<u>\$0.000</u> <u>1</u>	<u>No</u>	<u>JLA Advisors,LLC</u> <u>Jeremy Adamik</u>	<u>Stock Purchase Agreement(1)</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>1/22/24</u>	<u>New Issuance</u>	<u>100,000</u>	<u>Common</u>	<u>\$0.000</u> <u>1</u>	<u>No</u>	<u>Anne Smith</u>	<u>Stock Purchase Agreement (1)</u>	<u>Restricted</u>	<u>4(a)(2)</u>
Shares Outstanding on Date of This Report:									
<u>Ending Balance:</u>									
Date <u>2/29/2024</u>	Common: <u>6,976,255</u>								
Preferred: <u>0</u>									

**Example:** A company with a fiscal year end of December 31<sup>st</sup>, in addressing this item for its Annual Report, would include any events

(1) Stock Purchase Agreement dated January 22, 2024 called for issuance of 4,800,000 shares of Common Stock to HRP Acquisitions, LLC, and per its direction 1,175,000 of those shares were issued directly to it and the remainder issued at its direction to the other persons and entities and in the amounts designated by this footnote.

## B. Promissory and Convertible Notes

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

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

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

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#### 4) Issuer's Business, Products and Services

The purpose of this section is to provide a clear description of the issuer's current operations.  
(Please ensure that these descriptions are updated on the Company's Profile on [www.otcmarkets.com](http://www.otcmarkets.com)).

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

HPN Holdings, Inc. offers consulting services for companies to assist in formulating and planning a capital structure that works best for them, to assist companies with respect to preparing for corporate governance, such as manuals, charters, committees, to assist in identifying a successful management structure, to assist in identifying and making recommendations as to the manner and

methodology of going public, including discussions and recommendations on financing structures, such as crowdfunding's, regulation A's, registration statements, and private placements. We do not raise money or act as brokers, or take commissions or fees based upon a company's ability to raise funds through financing. We assist in the regulatory compliance process applicable to the Company, prepare due diligence packages, assist in negotiations for key personnel and administrative services, among other services we provide. Further, we will use our preferred partner network to make introductions to professionals, such as auditors, accountants, transfer agents, investor relations firms, and other needed services.

Our advisor and consultant, Pubco Advisors, assists in consulting for our clients, provides our advertising space, and makes referrals through its website. Under a written consulting agreement, having a term of eighteen (18) months. Pubco Advisors is to provide relevant subject matter expertise, knowledge, skills and experience to the clients of the Company and shall assist in the evaluations by the Company of the needs of clients for our services.

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

NONE

C. Describe the issuers' principal products or services.

NONE

## 5) Issuer's Facilities

The Issuer owns no real estate.

## 6) Officers, Directors, and Control Persons

Douglas J Stukel CEO and director of the Company

Michael J Profita President and director of the Company

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
Douglas J Stukel	<u>CEO, Director</u>	<u>14749 Crystal Tree Dr. Orland Park, Ill. 60640</u>	<u>1,000,000(1)</u>	<u>Common</u>	<u>14.3%</u>	<u>N/A</u>
Michael J. Profita	<u>President, Director</u>	<u>150 E. Schiller St. Elmhurst, Ill. 60126</u>	<u>1,000,000 (1)</u>	<u>Common</u>	<u>14.3%</u>	<u>N/A</u>
HRP Acquisitions, LLC	Owned 50% by each of Douglas Stukel and Michael Profita	14749 Crystal Tree Dr., Orland Park, IL 60640	<u>1,175,000</u>	<u>Common</u>	<u>16.8%</u>	<u>Douglas Stukel and Michael Profita</u>

7)

## Legal/Disciplinary History

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

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

NO

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;

NO

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

NO

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.

NO

- 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

## **8) Third Party Service Providers**

Provide the name, address, telephone number and email address of each of the following outside providers. You may add additional space as needed.

Securities Counsel (must include Counsel preparing Attorney Letters).

Name: Mitchell Goldsmith  
Firm: Taft Stettinius & Hollister, LLP  
Address 1: 111 E. Wacker Dr. Suite 2600  
Address 2: Chicago, Illinois 60601  
Phone: 312-  
Email: mgoldsmith@taftlaw.com

Accountant or Auditor

Name: R. Nickolas Jones  
Firm: Peregrine Accounting & Consulting, LLC  
Address 1: 352 S. 200 W. #3, Farmington, UT 84025  
Address 2:  
Phone: (801) 928-8266  
Email: rnickolasjones@gmail.com

## **9) Financial Statements**

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

- ☐ IFRS  
☒ U.S. GAAP

B. The following financial statements were prepared by (name of individual)<sup>2</sup>:

Name: Barbra Nelson  
Title: Accountant  
Relationship to Issuer: None

Describe the qualifications of the person or persons who prepared the financial statements: accountant

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

- a. Audit letter, if audited;
- b. Balance Sheet;
- c. Statement of Income;
- d. Statement of Cash Flows;
- e. Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)
- f. Financial Notes

Important Notes:

- Financial statements must be "machine readable". Do not publish images/scans of financial statements.
- All financial statements for a fiscal period must be published together with the disclosure statement in one Annual or Quarterly Report.

## 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, Douglas Stukel certify that:

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

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<sup>2</sup> The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS and by persons with sufficient financial skills.



4/12/2024

/s/ Douglas Stukel

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

*Principal Financial Officer:*

I, Douglas Stukel certify that:

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

4/12/2024

/s/ Douglas Stukel

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

## Comparative Consolidated Financial Statements

### HPN Holdings, Inc.

For the Three Months Ended February 29, 2024

#### HPN Holdings, Inc.

#### Balance Sheet as of 2/29/24

#### In Dollars (\$)

	<u>As of 2/29/24</u>	<u>As of 2/28/23</u>
<b><u>Assets</u></b>		
Current Assets		
Bank - Operating Account	<u>-</u>	<u>-</u>
Total Current Assets	-	-
Fixed Assets	<u>-</u>	<u>-</u>
Total Fixed Assets	<u>-</u>	<u>-</u>
<b>Total Assets</b>	-	-
<b><u>Liabilities &amp; Equity</u></b>		
Current Liabilities		
Accounts Payable	<u>20,745</u>	<u>18,435</u>
Total Current Liabilities	20,745	18,435
Long Term Liabilities		
Notes Payable	<u>-</u>	<u>-</u>
Total Long Term Liabilities	<u>-</u>	<u>-</u>
<b>Total Liabilities</b>	20,745	18,435

#### Shareholder's Equity (Note C)

Common Stock (\$.0001 par value

500,000 shares authorized,

6,976,255 issued and outstanding)

698

3,008

Additional Paid in Capital

31,125

31,125

Retained Earnings

(52,568)

(52,568)

**Total Shareholder's Equity**

(20,745)

(18,435)

**Total Liabilities & Equity**

-

-

HPN Holdings, Inc.  
**Income Statement**  
**For the 3 months ending 2/29/24**  
**In Dollars (\$)**

	<b>3 Months Ended <u>2/29/24</u></b>	<b>3 Months Ended <u>2/28/23</u></b>
<b>Revenue</b>		
Income	=	=
Total Revenue	-	-
<b>Cost of Goods Sold</b>		
Cost of Goods Sold	=	=
Total Cost of Goods Sold	-	-
<b>Gross Margin</b>	=	=
<b>Operating Expenses</b>		
Operating Expenses	=	=
<b>Total Operating Expenses</b>		
<b>Operating Income (Loss)</b>	=	=
<b>Other Income and Expense</b>		
Other Income	-	-
Other Expense	=	=
<b>Total Other Income and Expense</b>	=	=
<b>Net Income (Loss)</b>	=	=

**HPN Holdings, Inc.****Cash Flows From Operating Activities**

	<u>As of 2/29/24</u>	<u>As of 2/28/23</u>
<b>Net Income</b>	-	-
<b>Adjustments to Net Income (Loss) to Net Cash</b>		
Amortization	-	-
(Increase) Decrease in Accounts Payables	2,310	-
Accruals	<u>-</u>	<u>-</u>
Total Adjustments	<u>2,310</u>	<u>-</u>
<b>Net Cash Provided by (Used in) Operating Activities</b>	2,310	-
<b>Cash Flows From Investment Activities</b>		
Loss on Investment	-	-
Uncollectible Writeoff	-	-
Payoff of Note(s)	-	-
Net (Purchase) Disposal of Equipment and Software	<u>-</u>	<u>-</u>
<b>Net Cash Provided by (Used In) Investing Activities</b>	-	-
<b>Cash Flows From Financing Activities</b>		
Notes Payable	(2,310)	-
Additional Paid in Capital	-	-
Capital Stock	<u>-</u>	<u>-</u>
<b>Net Cash Provided By (Used In) Financing Activities</b>	<u>(2,310)</u>	<u>-</u>
<b>Net Cash Increase (Decrease) in Cash</b>	-	-
<b>Cash at Beginning of Period</b>	-	-

Cash at End of Period

- -

## HPN Holdings, Inc. Statement of Changes in Stockholder's Equity

	Number of Shares	Common Stock	Preferr ed A Stock	Preferred B Stock	Additional Paid – in Capital	Stock Subscription Receivable	Retained Earnings	Total
<b>Balance at November 30, 2023</b>	30,076,255	3,008	0	0	31,125	0	(52,568)	(18,435)
Company amended shares issued as follows:								
Issued Stock Common	(23,100,000)	(2,310)						(2,310)
Issued Stock Preferred								
Adjustment to Preferred Stock				-				-
Adjustment to Retained Earnings	-	-		-	-	-		-
One-time accounting adjustment	-	-		-	-	-	-	
Net Income	-	-		-	-	-		
<b>Balance at February 29, 2023</b>	6,976,255	698	0		31,125	0	(52,568)	(20,745)

## NOTE 1 – NATURE OF OPERATIONS

On March 22, 1993, Master Glazier's Karate International, Inc. (Master Glazier's) was incorporated in the state of Delaware. Master Glazier's thereafter and at different times entered into three corporate parent/subsidiary reorganizations, a domiciliary change from Delaware to Oklahoma, and name changes. On March 4, 2008, Master Glazier's completed a parent/subsidiary reorganization pursuant to Section 251(g) under the Delaware General Corporation Act ("Delaware Act") with Clovis Group, Inc. becoming the successor issuer and new parent.

On October 23, 2008, Clovis Group, Inc. implemented a domicile change from Delaware to Oklahoma by creating and merging into Clovis Merger, Inc. On October 23, 2008, Clovis Merger, Inc. completed a parent/subsidiary reorganization pursuant to Section 1081(g) under the Oklahoma General Corporation Act ("Oklahoma Act") with Boounce.com, Inc. becoming the successor issuer and new parent.

On February 8, 2016, Boounce.com, Inc. completed a parent/subsidiary reorganization pursuant to Section 1081(g) under the Oklahoma Act with HPN Holdings, Inc. becoming the successor issuer and new parent. On May 7, 2020, HPN Holdings, Inc. amended its Certificate of Incorporation, changing the name of the Company to Newpoint Financial Corp. On June 28, 2021, Newpoint Financial Corp. amended its Certificate of Incorporation, changing the name of the Company back to HPN Holdings, Inc.

As a result of this reorganization, the resulting reorganized Company name became HPN Holdings, Inc. ("KICK"), "Company," "we," or "us").

The Company's fiscal year end is May 31.

## NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

### Principles of Consolidation

The consolidated financial statements include the accounts of HPN Holdings, Inc. (through the period ended February 29, 2024).

The Company prepares its financial statements in accordance with accounting principles generally accepted in the United States of America. Significant accounting policies are as follows:

### *Use of Estimates and Assumptions*

The preparation of financial statements in conformity with accounting principles generally accepted in the United States ("GAAP") requires management to make estimates and assumptions that affect (i) the reported amounts of assets and liabilities, (ii) the disclosure of contingent assets and liabilities known to exist as of the date the financial statements are published, and (iii) the reported amount of net revenues and expenses recognized during the periods presented. Adjustments made with respect to the use of estimates often relate to improved information not previously available. Uncertainties with respect to such estimates and assumptions are inherent in the preparation of financial statements; accordingly, actual results could differ from these estimates. The Company's most significant estimates relate to the valuation of its contingent liabilities and the valuation of its common stock.

### *Cash and Cash Equivalents*

The Company considers all highly liquid investments with an original maturity of three months or less to be cash equivalents.

### *Income Taxes*

We account for income taxes under the asset and liability method. Deferred tax assets and liabilities are recognized for future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which the temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. Valuation allowances are recorded, when necessary, to reduce deferred tax assets to the amount expected to be realized.

As a result of the implementation of certain provisions of ASC 740, Income Taxes ("ASC 740"), which clarifies the accounting and disclosure for uncertainty in tax positions, as defined, ASC 740 seeks to reduce the diversity in practice associated with certain aspects of the recognition and measurement related to accounting for income taxes. We adopted the provisions of ASC 740 and have analyzed filing positions in each of the federal and state jurisdictions where we are required to file income tax returns, as well as all open tax years in these jurisdictions. We have identified the U.S. federal as our "major" tax jurisdictions. However, we have certain tax attribute carryforwards which will remain subject to review and adjustment by the relevant tax authorities until the statute of limitations closes with respect to the year in which such attributes are utilized.

#### *Basic and Diluted Loss Per Share*

Basic loss per share is computed using the weighted average number of shares outstanding during the period. Diluted loss per share has not been provided as it would be anti-dilutive.

#### *Stock-Based Compensation*

We account for stock option and warrant grants issued and vesting to employees based on Financial Accounting Standards Board (FASB) ASC Topic 718, "Compensation-Stock Compensation", whereas the award is measured at its fair value at the date of grant and is amortized ratably over the service period.

#### *Fair Value of Financial Instruments*

The Company's financial instruments consist primarily of accounts payable and accrued expenses. The carrying amounts of such financial instruments approximate their respective estimated fair value due to the short-term maturities and approximate market interest rates of these instruments.

The Company adopted ASC Topic 820, *Fair Value Measurements* ("ASC Topic 820"), which defines fair value, establishes a framework for measuring fair value, and expands disclosures about fair value measurements. The standard provides a consistent definition of fair value which focuses on an exit price that would be received upon sale of an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The standard also prioritizes, within the measurement of fair value, the use of market-based information over entity-specific information and establishes a three-level hierarchy for fair value measurements based on the nature of inputs used in the valuation of an asset or liability as of the measurement date.

The three-level hierarchy for fair value measurements is defined as follows:

- Level 1 - inputs to the valuation methodology are quoted prices (unadjusted) for identical assets or liabilities in active markets; liabilities in active markets;
- Level 2 - inputs to the valuation methodology include quoted prices for similar assets and liabilities in active markets, and inputs that are observable for the asset or liability other than quoted prices, either directly or indirectly, including inputs in markets that are not considered to be active; or directly or indirectly including inputs in markets that are not considered to be active;
- Level 3 - inputs to the valuation methodology are unobservable and significant to the fair value measurement

#### *Recent Accounting Pronouncements*

In March 2016, the FASB issued ASU 2016-09, "Compensation-Stock Compensation (Topic 718): Improvements to Employee Share-Based Payment Accounting". The amendments are effective for public companies for annual periods beginning after December 15, 2016, and interim periods within those annual periods. Several aspects of the accounting for share-based payment award transactions are simplified, including: (a) income tax consequences; (b) classification of awards as either equity or liabilities; and (c) classification on the statement of cash flows. The Company is currently in the process of evaluating the impact of the adoption on its financial statements.

In February 2016, the FASB issued ASU No. 2016-02, "Leases (Topic 842)" ("ASU 2016-02"). ASU 2016-02 requires an entity to recognize assets and liabilities arising from a lease for both financing and operating leases. The ASU will also require new qualitative



and quantitative disclosures to help investors and other financial statement users better understand the amount, timing, and uncertainty of cash flows arising from leases. ASU 2016-02 is effective for fiscal years beginning after December 15, 2018, with early adoption permitted. The Company is currently evaluating the impact of adopting this guidance.

In January 2016, the FASB issued ASU 2016-01, which amends the guidance in U.S. GAAP on the classification and measurement of financial instruments. Changes to the current guidance primarily affect the accounting for equity investments, financial liabilities under the fair value option, and the presentation and disclosure requirements for financial instruments. In addition, the ASU clarifies guidance related to the valuation allowance assessment when recognizing deferred tax assets resulting from unrealized losses on available-for-sale debt securities. The new standard is effective for fiscal years and interim periods beginning after December 15, 2017, and upon adoption, an entity should apply the amendments by means of a cumulative-effect adjustment to the balance sheet at the beginning of the first reporting period in which the guidance is effective. Early adoption is not permitted except for the provision to record fair value changes for financial liabilities under the fair value option resulting from instrument-specific credit risk in other comprehensive income. The Company is currently evaluating the impact of adopting this guidance.

In September 2015, the FASB issued ASU 2015-16, "Simplifying the Accounting for Measurement -Period Adjustments." Changes to accounting for measurement-period adjustments relate to business combinations. Currently, an acquiring entity is required to retrospectively adjust the balance sheet amounts of the acquiree recognized at the acquisition date with a corresponding adjustment to goodwill as a result of changes made to the balance sheet amounts of the acquiree. The measurement period is the period after the acquisition date during which the acquirer may adjust the balance sheet amounts recognized for a business combination (generally up to one year from the date of acquisition). The changes eliminate the requirement to make such retrospective adjustments, and instead require the acquiring entity to record these adjustments in the reporting period they are determined. The new standard is effective for both public and private companies for periods beginning after December 15, 2015. The Company is currently evaluating the impact of adopting this guidance.

### **NOTE 3 – GOING CONCERN**

These financial statements have been prepared in accordance with generally accepted accounting principles applicable to a going concern, which assumes that the Company will be able to meet its obligations and continue its operations for its next fiscal year. Realization values may be substantially different from carrying values as shown and these financial statements do not give effect to adjustments that would be necessary to the carrying values and classification of assets and liabilities should the Company be unable to continue as a going concern. For the year ended May 31, 2022, and 2021, the Company had not yet achieved profitable operations, has accumulated losses of \$52,568 and \$47,792, respectively, and expects to incur further losses in the development of its business, all of which raise substantial doubt about the Company's ability to continue as a going concern. The Company's ability to continue as a going concern is dependent upon its ability to generate future profitable operations and/or to obtain the necessary financing to meet its obligations and repay its liabilities arising from normal business operations when they come due. Management has no formal plan in place to address this concern but considers that the Company will be able to obtain additional funds by equity financing and/or related party advances, however, there is no assurance of additional funding being available or on terms acceptable to the Company.

### **NOTE 4 - RELATED PARTY TRANSACTIONS**

As of November 30, 2023, John Heskett, as related party has paid various expenses totaling \$13,659 and \$11,002, respectively, on behalf of the Company. He does not expect to be reimbursed for those expenses.

### **NOTE 5 - EQUITY**

The total number of shares of stock which the corporation shall have authority to issue is 600,000,000 shares, of which 500,000,000 shares of \$.0001 par value shall be designated as Common Stock and 100,000,000 shares of \$.0001 shall be designated as Preferred Stock. The Preferred Stock authorized by these Articles of Incorporation may be issued in one or more series. The Board of Directors of the Corporation is authorized to determine or alter the rights, preferences, privileges, and restrictions granted or imposed upon any wholly unissued series of Preferred Stock, and within the limitations or restrictions stated in any resolution or resolutions of the Board of Directors originally fixing the number of shares constituting any series, to increase or decrease (but not below the number of shares of any such series then outstanding) the number of shares of any such series subsequent to the issue of shares of that series, to determine the designation and par value of any series and to fix the numbers of shares of any series.

#### ***Common Stock and Preferred Stock***

The Company has authorized 500,000,000 common shares with a par value of \$0.0001 per share ("Common Stock"). Each common share entitles the holder to one vote, in person or proxy, on any matter on which action of the stockholders of the corporation is sought.

We have authorized 100,000,000 shares of Preferred Stock, \$0.0001 par value (the "Preferred Stock").

We have designated Fifteen Million (15,000,000) shares of Preferred Stock as Series "A" Convertible Preferred Stock.

There is no issued or outstanding Preferred Stock of the Company.

On January 22, 2024 the Company entered into a stock purchase agreement ("SPA") among the Company, HRP Acquisitions, LLC and John Heskett, pursuant to which the Company: (a) contracted to issue 4,800,000 shares in the aggregate to HRP Acquisitions, LLC, of which 1,175,000 of such shares were issued to HRP Acquisitions, LLC, and the remaining 3,625,000 shares of Common Stock were issued by the Company at the direction of HRP Acquisitions, LLC to the persons and entities in the following 5 paragraphs below; (b) agreed to cancel 30,000,000 shares of Common Stock standing in the name of John Heskett in consideration for issuance of a new 900,000 shares of restricted Common Stock to him and a promissory note in the amount of \$50,000 payable on the earlier of the acquisition by the Company of another business or the first anniversary of the SPA; and (c) issued 600,000 shares of restricted Common Stock to each of SCI, Inc. and Mark Reichel as noted below. In addition the Company agreed to grant an option to purchase an additional 600,000 shares of Common Stock to HRP Acquisitions, LLC at \$0.033 per share, which option was cancelled by mutual agreement between the parties shortly thereafter.

On January 22, 2024 the Company issued 1,000,000 shares of restricted Common Stock to Douglas Stukel in accordance with the SPA.

On January 22, 2024 the Company issued 1,000,000 shares of restricted Common Stock to Michael Profita in accordance with the SPA.

On January 22, 2024 the Company issued 1,250,000 shares of restricted Common Stock to King's Wharf Opportunities Fund, LP in accordance with the SPA.

On January 22, 2024 the Company issued 275,000 shares of restricted Common Stock to JLA Advisors in accordance with the SPA.

On January 22, 2024 the Company issued 100,000 shares of restricted Common Stock to Anne Smith in accordance with the SPA.

On January 22, 2024 the Company issued 900,000 shares of restricted Common Stock to John Heskett in accordance with the SPA.

On January 22, 2024 the Company issued 600,000 shares of restricted Common Stock to each of SCI, Inc. and Mark Reichel for the provision of advisory services in accordance with the SPA.

On February 3, 2024 the Company cancelled 30,000,000 shares of restricted common stock held by John Heskett as part of the terms and conditions of the SPA.

#### **NOTE 6 - SUBSEQUENT EVENTS**

The Company has evaluated subsequent events occurring from November 30, 2023, through the date these financial statements were issued and there were items requiring disclosure. On the 22<sup>nd</sup> day of January 2024, John Heskett, majority shareholder, along with HRP Acquisitions LLC and the Company entered into a stock purchase agreement, constituting a change of control in the Company. Concurrent therewith, the Company received the resignation of John Heskett as sole director of the Company and the appointment of Douglas Stukel and Michael Profita as directors. Additionally, on January 29, 2024 the Company executed a Letter of Intent to acquire Performance Health Systems, LLC ("PHS"), which is contemplated to, effective upon the merger, become a wholly owned subsidiary of the Company and the members of PHS collectively would become the majority shareholders of the Company. PHS is a company operating in the field of health based workout equipment, which is looking to expand its operations.

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