



**KYN CAPITAL GROUP, INC.**

**11321 Trade Center Dr. #255**

**Rancho Cordova, CA 95742**

650-222-2863

[www.kyncap.com](http://www.kyncap.com)

[info@kyncap.com](mailto:info@kyncap.com)

SIC

Code:0001724293

## **Quarterly Financial Information and Disclosure Statement (UNAUDITED)**

**For the 3 months ended March 31, 2023**

(the "Reporting Period")

As of March 31, 2023, the number of shares outstanding of our Common Stock was:

5,922,840,788

As of December 31, 2022, the number of shares outstanding of our Common Stock

was: 5,922,840,788

### **Shell Status**

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

Yes: ☐

No: ☒ (Double-click and select "Default Value" to check)

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

Yes: ☐

No: ☒

### **Change in Control**

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

Yes: ☐

No: ☒

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

**KYN Capital Group, Inc.**

**11321 Trade Center Dr. #255**

**Rancho Cordova, CA 95742**

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.

Current since March 12, 2015: KYN Capital Group, Inc.

Before March 12, 2015: New Taohuayuan Culture Tourism Co., Ltd .

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):

KYN Capital Group, Inc. is a Nevada Corporation and it is an active Corporation

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:

**KYN Capital Group, inc.**

**11321 Trade Center Dr. #255**

**Rancho Cordova, CA 95742**

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 thespace below:

**2) Security Information**

**Transfer Agent**

Name: Madison Stock Transfer

Phone: 718-627-4453

Email: [info@madisonstocktransfer.com](mailto:info@madisonstocktransfer.com)

2500 Coney Island Ave, Sub Level

Brooklyn, NY 11223

Is the Transfer Agent registered under the Exchange Act? Yes: ☒

No: ☐

Security Symbol: KYNC

Classes: Common Stock

CUSIP Number: 482781101

Par Value .001

Authorized: 8,000,000,000

Outstanding 3/31/2023: 5,922,840,788

Public Float 3/31/2023: 5,325,076,955  
Total Number of Shareholders of Record 3/31/2023: 1042

Security Symbol: N/A  
CUSIP Number: N/A  
Par Value .001  
Classes: Class B Common Stock  
Authorized: 10,000,000  
Outstanding 3/31/2023: 10,000,000

Security Symbol: N/A  
CUSIP Number: N/A  
Par Value .001  
Classes: Preferred Stock  
Authorized: 10,000,000  
Outstanding 3/31/2023: -0-

Security Symbol: N/A  
CUSIP Number: N/A  
Par Value .001  
Classes: Convertible Series A Preferred Stock  
Authorized: 260,000  
Outstanding 3/31/2023: -0-

Security Symbol: N/A  
CUSIP Number: N/A  
Par Value .001  
Classes: Series B Preferred Stock  
Authorized: 3,000,000  
Outstanding 3/31/2023: -0-

Security Symbol: N/A  
CUSIP Number: N/A  
Par Value .001  
Classes: Convertible Series C Preferred Stock  
Authorized: 50,000  
Outstanding 3/31/2023: -50,000-

Security Symbol: N/A  
CUSIP Number: N/A  
Par Value .001  
Classes: Convertible Series E Preferred Stock

Authorized: 100,000,000

Outstanding 3/31/2023: -100,000,000-

**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.**

The company has authorized the issuance of 8,000,000,000 of which 5,922,840,788 have been issued as of 3/31/2023. Each common share is entitled to vote on all matters submitted to a vote of the holders of the company. The company has authorized the issuance of 10,000,000 Common Class B Stock of which 10,000,000 have been issued as of 3/31/2023. Each common share is entitled to vote on all matters submitted to a vote of the holders of the company.

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

Preferred Stock Convertible Voting Preferred Stock. – 10,000,000 shares authorized, Par value \$.001 shares. 0 shares issued and outstanding; Each share of Preferred stock is convertible into 100 restricted shares of common stock; Each share of Preferred stock is convertible into 100 common share votes. Each holder shall be entitled to vote on all matters submitted to a vote of the holders of the company's common stock on an as if converted to common stock basis. Dividends. The Preferred Stock is not entitled to receive any dividends on any amount during which such shares are outstanding.

Preferred Series A Convertible Voting Preferred Stock. – 260,000 shares authorized, Par value \$.001 shares. 0 shares issued and outstanding; Each share of Series A Preferred is convertible into 100 restricted shares of common stock; Each share of Series A Preferred is convertible into 100 common share votes. Each Series A holder shall be entitled to vote on all matters submitted to a vote of the holders of the company's common stock on an as if converted to common stock basis. Dividends. The Convertible Preferred Series A Stock is not entitled to receive any dividends in any amount during which such shares are outstanding.

Series B Preferred Stock - The Series B Preferred Stock shall consist of 3,000,000 shares. \$.001 par value. 0 shares issued and outstanding. Series B Preferred Stock is authorized by the Board of Directors of this Corporation and shall be senior to the common stock. Conversion into Common Stock. The shares of Series B Preferred Stock are not convertible into any other class or series of stock. Voting Rights. Except as required by law, the holders of Series B Preferred Stock have no voting right on all matters. Dividends. The shares of Series B Preferred Stock are entitled to receive any dividends in any amount during which such shares are outstanding.

Series C Convertible Preferred Stock – 50,000 shares authorized; Par value \$.001. 50,000 shares issued and outstanding; Each share of Series C Preferred is convertible into 100 restricted common shares. Each share of Series C Preferred is convertible into 100 common share votes. Each Series C holder shall be entitled to vote on all matters submitted to a vote of the holders of the company’s common stock on an as if converted to common stock basis. Dividends. The Convertible Preferred Series C Stock is not entitled to receive any dividends in any amount during which such shares are outstanding.

Series E Convertible Preferred Stock – 100,000,000 shares authorized, Par value \$.001 shares. 100,00,000 shares issued and outstanding; Each share of Series E Preferred is convertible into 80 restricted shares of common stock; Each share of Series E Preferred is convertible into 80 common share votes. Each Series E holder shall be entitled to vote on all matters submitted to a vote of the holders of the company’s common stock on an as if converted to common stock basis. Dividends. The Convertible Preferred Series E Stock is not entitled to receive any dividends in any amount during which such shares are outstanding.

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

N/A

**4. Describe any material modifications to the rights of the holders of the company’s securities that have occurred over the reporting period covered by this report.**

N/A

**3) Issuance History**

**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: ☐

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

None

Number of Shares outstanding as of	Opening Balance:		*Right-click the rows below and select "Insert" to add rows as needed.						
01/01/21	Common:	3,502,979,366							
	Class B	10,000							
	Preferred:	260,000							
Date of Transaction	Transaction type (e.g. new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to (entities must have individual with voting / investment control disclosed).	Reason for share issuance (e.g. for cash or debt conversion) OR Nature of Services Provided (if applicable)	Restricted or Unrestricted as of this filing?	Exemption or Registration Type?
1/21/2021	New issuance	314,000,000	Common shares		No	GREENTREE FINANCIAL GROUP INC Chris Cattone	Debt conversion	Unrestricted	4 (a) 1

1/29/2021	New issuance	76,000,000	Common shares	No	GREENTREE FINANCIAL GROUP INC Chris Cattone	Debt conversion	Unrestricted	4 (a) 1
4/8/2021	New issuance	47,701,819	Common shares	No	GREENTREE FINANCIAL GROUP INC Chris Cattone	Debt conversion	Unrestricted	4(a) 1
4/19/2021	New issuance	128,238,334	Common shares	No	GREENTREE FINANCIAL GROUP INC Chris Cattone	Debt conversion	Unrestricted	4 (a) 1
07/07/21	Share Retirement	400,000,000	Common shares	No	Lotus Business & Judicial Hub, Inc Sayekhu islam	Retire Shares	Unrestricted	4 (a) 1
08/05/21	New issuance	200,000,000	Common shares	No	Anything Media, Inc./FBO Chris Jensen	Debt conversion	Unrestricted	4 (a) 1
08/23/21	New issuance	15,000,000	Common shares	No	Randall Marc Fuchs	Consulting	Restricted	4 (a) 1
12/17/21	New issuance	25,000,000	Common shares	No	Randall Marc Fuchs	Consulting	Restricted	4 (a) 1
12/17/21	New issuance	10,000,000	Common shares	No	Andy Vargas Foundation / Andy Vargas	Consulting	Restricted	4 (a) 1
12/17/21	New issuance	10,000,000	Common shares	No	Andy Vargas	Consulting	Restricted	4 (a) 1
12/17/21	New issuance	20,000,000	Common shares	No	William Scott Page	Consulting	Restricted	4 (a) 1
01/12/22	New issuance	200,000,000	Common shares	No	Anything Media Inc. Chris Jensen	Debt Conversion	Unrestricted	4 (a) 1
01/12/22	New issuance	40,000,000	Common shares	No	Livingston Asset Management LLC Steve Hicks	Services	Unrestricted	4 (a) 1
01/31/22	New issuance	30,000,000	Common shares	No	Solomon Williams	Consulting	Restricted	4 (a) 1
04/18/22	New issuance	20000000	Common shares	No	Shane Leupold	Consulting Agreement	Restricted	None
04/27/22	New issuance	70000000	Common shares	No	Valerian Capital Daniel Fried	Debt conversion	Unrestricted	4 (a) 1
05/09/22	New issuance	70000000	Common shares	No	Anything Media, Inc./FBO Chris Jensen	Debt conversion	Unrestricted	4 (a) 1
06/08/22	New issuance	110000000	Common shares	No	Anything Media, Inc./FBO Chris Jensen	Debt conversion	Unrestricted	4 (a)
06/24/22	New issuance	113921270	Common shares	No	Lotus Business & Judicial Hub, Inc Sayekhu islam	Debt conversion	Unrestricted	4 (a) 1
06/27/22	New issuance	100000000	Common shares	No	Algae World , Inc. FBO Sayekhul Islam	Debt conversion	Unrestricted	4 (a) 1
06/27/22	New issuance	100000000	Common shares	No	Anything Media, Inc./FBO Chris Jensen	Debt conversion	Unrestricted	4 (a) 1
07/19/22	New issuance	200000000	Common shares	No	Algae World, Inc./FBO Sayekhul Islam	Debt conversion	Unrestricted	4 (a) 1

07/19/22	New issuance	200000000	Common shares		No	Anything Media, Inc./FBO Chris Jensen	Debt conversion	Unrestricted	4 (a) 1
07/19/22	New issuance	100000000	Common shares		No	Lotus Business & Judicial Hub, Inc Sayekhul Islam	Debt conversion	Unrestricted	4 (a) 1
10/01/22	New issuance	100000000	Preferred E		No	Richard Wilson	Board Resolution	Restricted	N/A
Shares Outstanding on	Ending Balance:								
3/31/23	Common:	5922840788							
	Class B Common	10,000,000							
	Preferred	0-0-							
	Preferred A	0-0							
	Preferred B	0-0							
	Preferred C	50,000							
	Preferred E	100,000,000							

#### 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 as of 3/31/2023 (\$)	Principal Amount at Issuance (\$)	Interest Accrued as of 3/31/23 (\$)	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.)
2/27/2015	150,000	200,000	Unknown	Unknown	Unknown	324 West 47th St. Corp/ FBO Barima Anyane-Yeboah	*See Section 7B
1/2/2016	72,116	72,116	Unknown	Unknown	Unknown	Clem Yeboah	*See Section 7B
1/2/2016	25,258	25,258	Unknown	Unknown	Unknown	324 West 47th St Corp / Barima Anyane-Yeboah	*See Section 7B
1/2/2017	43,408	43,408	Unknown	Unknown	Unknown	Clem Yeboah	*See Section 7B

1/2/2017	29,980	29,980	Unknown	Unknown	Unknown	324 West 47th St Corp / Barima Anyane-Yeboah	*See Section 7B
1/10/2017	213,500	140,000	73,500	01/10/18	55% of the lowest trading price 180 days prior to conversion date. Total share holder holdings shall not exceed 9.9% of outstanding shares	Anything Media Inc. / FBO Chris Jensen	Services
1/2/2018	19,000	19,000	Unknown	Unknown	Unknown	Clem Yeboah	*See Section 7B
1/2/2018	25,650	25,650	Unknown	Unknown	Unknown	324 West 47th St Corp / Barima Anyane-Yeboah	*See Section 7B
1/2/2019	5,648	5,648	Unknown	Unknown	Unknown	Clem Yeboah	*See Section 7B
1/2/2019	29,980	29,980	Unknown	Unknown	Unknown	324 West 47th St Corp / Barima Anyane-Yeboah	*See Section 7B
03/26/21	180,000	150,000	30,000	03/26/22	55% of the lowest trading price 180 days prior to conversion date. Total share holder holdings shall not exceed 9.9% of outstanding shares	Anything Media , Inc. / FBO Chris Jensen	Loan
04/28/21	118,500	100,000	18,500	04/28/22	55% of the lowest trading price 180 days prior to conversion date. Total share holder holdings shall not exceed 9.9% of outstanding shares	Anything Media , Inc. / FBO Chris Jensen	Loan
12/31/21	56,250	50,000	6,250	12/31/22	50% of the lowest trading price 30 days prior to conversion date. Total share holder holdings shall not exceed 9.9% of outstanding shares	Randall Marc Fuchs	Services
08/30/22	52,900	50,000	2,900	08/30/23	55% of the lowest trading price 180 days prior to conversion date. Total share holder holdings shall not exceed 9.9% of outstanding shares	Anything Media , Inc. / FBO Chris Jensen	Loan

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

##### A. The company is in the business of manufacturing, distribution, and sales.

KYN Capital Group, Inc. (OTC:KYNC) is a Nevada Corporation. The company has been re-positioned to be a holding company for acquisitions entertainment, blockchain, and cryptocurrency markets. The goal is to combine the expertise of our team members to



create a cohesive force, which will carry the company forward in the marketplace. The company has released Koinfold 2.0 on IOS and Android platforms.

B. The company has operations in California. The office in California is for the parent operation and consists of 1000 sq ft. of office and storage for sales, marketing and accounting operations. The company website is [www.kyncap.com](http://www.kyncap.com)

Manager and director is Richard Wilson.

C. Principal products or services, and their markets; In Development

## 5) Issuer's Facilities

The company has operations in California. The office in California is for the parent operation and consists of 1000 sq ft. of office and storage for sales marketing and accounting operations. The company website is [www.kyncap.com](http://www.kyncap.com)

Manager and director is Richard Wilson.

## 6) Officers, Directors, and Control Persons

Name of Officer/Director or Control Person	Affiliation with Company (e.g. Officer/Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Note
Richard Wilson	CEO/President/Director	Ione, CA	100000000	Preferred Series E	100	
Donell Yarter	Director	Salt Lake City, UT	0	Preferred Series	0	
Libra CAJ LLC Sean Daly	Owner of more than 5%	Phoenix, AZ	10,000,000	Common Series B	100%	
Phil Sands	Owner of more than 5%	Bellingham, MA	50,000	Preferred C	100%	

## 7) Legal/Disciplinary History

A. Please identify whether any of the persons 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).

None

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

None

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

None

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

None

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

None

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

None

- 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.

\*The company is in discussions with entities regarding certain notes, Consulting services, and loans from the past that are questionable regarding documentation that has not been provided. The debt has been added back into the financials and disclosures and we are waiting to clarify the validity of the claims. In an abundance of caution the company is working to clarify and receive the supporting documentation.

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

Securities Counsel

The Verona Firm, PLLC.

Brett Allan Verona, Esq.

PO Box 18191

Tampa, FL 33679

813-258-0852

Accountant or Auditor

None

Investor Relations

None

Other Service Providers

#### **9) 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: **Richard Wilson**  
Title: President  
Relationship to Issuer: CEO/President/Director

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

Name: **Richard Wilson**  
Title: **President**  
Relationship to Issuer: **President/CEO**

Describe the qualifications of the person or persons who prepared the financial statements:<sup>5</sup> **Richard Wilson has over 20 years of experience with public companies regarding preparing financial and disclosure Statements.**

---

<sup>5</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.

**KYN Capital Group Inc.**  
**CONSOLIDATED BALANCE SHEET**  
**UNAUDITED**  
**As of March 31, 2022 and March 31, 2023**

	03/31/2023 Consolidated	03/31/2022 consolidated
<b>ASSETS</b>		
<b>CURRENT ASSETS:</b>	<b>USD</b>	
Cash and Equivalents	\$ 7,600	6,500
Accounts Receivable	0	0
Inventory Assets	0	0
Short Term loans and advances	0	0
Prepaid and other Current Assets	0	0
<b>Total Current Assets</b>	<b>7,600</b>	<b>6,500</b>
<b>OTHER ASSETS:</b>		
Equipment-net	215,652	232,438
Investments	0	0
Notes receivable	121,521	182,796
<b>Total Assets</b>	<b>344,773</b>	<b>421,734</b>
<b>LIABILITIES &amp; STOCKHOLDERS EQUITY</b>		
<b>CURRENT:</b>		
Accounts payable and accrued Expenses	583,083	583,083
Short Term loans and Advances		
Other Current Liabilities-Notes Payable	152,739	147,832
Contingent Liabilities	43,000	43,000
<b>LONG TERM:</b>		
Convertible Notes Payable - Non-Related Party	737,938	803,211
Notes Payable - Other	149,025	200,275
Accrued interest expense	363,934	344,058
<b>Total Liabilities</b>	<b>2,029,718</b>	<b>2,121,459</b>
<b>Minority Interest</b>		
<b>STOCKHOLDER'S EQUITY</b>		
Preferred stock	0	0
Common Stock	5,922,841	4,838,920
Common Stock - Class B	10,000	10,000
Treasury Stock	(3,700)	(3,700)
Additional Paid-in-capital	(4,225,084)	(3,455,140)
Common Stock to be Issued	5,000	5,000
Subscriptions Receivable	0	0
Accumulated (deficit)	(3,394,002)	(3,094,805)
<b>Total Stockholder's Equity</b>	<b>(1,684,945)</b>	<b>(1,699,725)</b>
<b>Total Liabilities and Stockholder's Equity</b>	<b>344,773</b>	<b>421,734</b>

See accompanying notes to these unaudited financial statements.

**KYN Capital Group Inc.**  
**Consolidated Income Statement**  
**Unaudited**

For the Three Months ended March 31,		
	2023	2022
<b>REVENUE</b>		
Service and Sales Income	0	0
Other Income	0	0
Cost of Sales	0	0
Gross Profit	<u>0</u>	<u>0</u>
<b>OPERATING EXPENSES</b>		
Depreciation Expense	4,196	4,196
Consulting Fees	0	30,000
Professional Fees	0	0
Bank Service Charges	0	0
Rent Expense	600	800
Contractor Wages	2,000	1,850
Executive Compensation	3,500	5,020
Travel and Meals Expense	618	616
Advertising and Promotion	750	600
Automobile Expenses	285	169
Office Expense	118	73
Research and Development	2,875	0
Telephone Expense	643	593
Utilities	381	320
Filing Fees and Licensing	2,550	2,100
Other Expense and Administrative costs	0	0
<b>Total Operating Expenses</b>	<u>18,515</u>	<u>46,337</u>
<b>Net (loss) from operations</b>	<u>(18,515)</u>	<u>(46,337)</u>
<b>Other Income and Expense</b>		
Interest Expense	9,163	15,246
Amortization of Debt Discounts	0	0
Change in Derivative Liabilities	0	0
Gain from Debt Forgiveness	0	0
Impairment on investing	0	0
Abandoned projects	0	0
Other Income	0	0
<b>Total Other Income and Expenses</b>	<u>9,163</u>	<u>15,246</u>
<b>Gain (Loss) Before Income Tax</b>	<u>(27,678)</u>	<u>(61,583)</u>
Income Tax Expense	<u>0</u>	<u>0</u>
<b>Net Gain (Loss)</b>	<u>(27,678)</u>	<u>(61,583)</u>

See accompanying notes to these unaudited consolidated financial statements.

KYN CAPITAL GROUP INC.  
CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS EQUITY  
UNAUDITED  
FOR THE THREE MONTHS ENDED MARCH 31, 2023

	Preferred Shares		Common Stock		Common Stock - Class B		Treasury Stock	Common Stock to be Issued	Subscriptions Receivable	Additional Paid-in Capital	Accumulated (Deficit)	Total
	Shares	Amount	Shares	Amount	Shares	Amount						
Balance as of December 31, 2020	0	0	4,124,479,366	4,124,479	10,000,000	10,000	(3,700)	5,000	0	(2,974,102)	(2,740,997)	(1,579,320)
Common Stock issued for Debt Settlement			390,000,000	390,000						(350,265)		39,735
Net (Loss)											(81,609)	(81,609)
Balance as of March 31, 2021	0	0	4,514,479,366	4,514,479	10,000,000	10,000	(3,700)	5,000	0	(3,324,367)	(2,822,606)	(1,621,194)
Common Stock issued for Debt Settlement			171,940,153	171,940						(151,308)		20,632
Net (Loss)											(71,250)	(71,250)
Balance as of June 30, 2021	0	0	4,686,419,519	4,686,419	10,000,000	10,000	(3,700)	5,000	0	(3,475,675)	(2,893,856)	(1,671,812)
Common Stock Issued for Consulting Services			15,000,000	15,000								15,000
Common Stock Retired and available for Reissue			(400,000,000)	(400,000)						400,000		0
Common Stock issued for Debt Settlement			200,000,000	200,000						(178,815)		21,185
Correction of Transfer Agent Error to correct share balance			4,000,000	4,000						(4,000)		0
Net (Loss)											(52,872)	(52,872)
Balance as of September 30, 2021	0	0	4,505,419,519	4,505,419	10,000,000	10,000	(3,700)	5,000	0	(3,258,490)	(2,946,727)	(1,688,498)
Common Stock Cancelled at Par Value of .001			(1,500,000)	(1,500)						1,500		
Common Stock Issued for Consulting Services Performed			65,000,000	65,000								65,000
Net Gain (Loss) for the Period Ended December 31, 2021											(86,494)	(86,494)
Balance as of December 31, 2021	0	0	4,568,919,519	4,568,919	10,000,000	10,000	(3,700)	5,000	0	(3,256,990)	(3,033,221)	(1,709,992)
Common Stock issued for Debt Settlement			200,000,000	200,000						(178,150)		21,850
Common Stock issued for Debt Settlement			40,000,000	40,000						(20,000)		20,000
Common Stock Issued for Consulting Services Performed			30,000,000	30,000								30,000
Common stock issued for consulting services			20,000,000	20,000								20,000
Common stock issued for Debt Settlement			70,000,000	70,000						(52,955)		17,045
Common stock issued for Debt Settlement			70,000,000	70,000						(52,653)		17,347
Common stock issued for Debt Settlement			110,000,000	110,000						(90,980)		19,020
Common stock issued for Debt Settlement			113,921,270	113,921						(86,804)		27,117
Common stock issued for Consulting Services			100,000,000	100,000						(75,000)		25,000
Common stock issued for Debt Settlement			100,000,000	100,000						(82,410)		17,590
Common stock issued for Consulting Services			200,000,000	200,000						(150,000)		50,000
Common stock issued for Debt Settlement			200,000,000	200,000						(111,642)		88,358
Common stock issued for Consulting Services			100,000,000	100,000						(67,500)		32,500
Net Gain (Loss) for the twelve months ended Dec 31, 2022											(333,102)	(333,102)
<b>Balance for the twelve months ended Dec 31, 2022</b>	0	0	5,922,840,789	5,922,841	10,000,000	10,000	(3,700)	5,000	0	(4,225,084)	(3,366,323)	(1,657,267)
Net Gain (Loss) for the Period Ended March 31, 2023											(27,678)	(27,678)
<b>Balance for the three months ended March 31, 2023</b>	0	0	5,922,840,789	5,922,841	10,000,000	10,000	(3,700)	5,000	0	(4,225,084)	(3,394,001)	(1,684,945)

See Accompanying notes to these unaudited consolidated financial statements.

**KYN CAPITAL GROUP INC.**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**UNAUDITED**  
**FOR THE THREE MONTHS ENDED MARCH 31,**

	2023	2022
<b>OPERATING ACTIVITIES</b>		
Net gain (loss) for the period	(27,678)	(61,583)
<b>Adjustments to reconcile net gain/loss to cash</b>		
<b>(used in) provided by operations:</b>		
Depreciation	0	0
Stock Based Compensation	0	0
Amortization of Debt Discounts	0	0
<b>Changes in operating assets and liabilities</b>		
Decrease (increase) in accounts receivable	0	0
Decrease (increase) in inventories	0	0
Increase in accrued interest payable - related party	0	0
Increase (decrease) in prepayments and deposits	0	0
increase in accrued interest payable	9,163	13,396
Increase in accounts payable and accrued expenses	8,144	6,850
Increase in notes payable	0	9,070
Increase in contingent liabilities	0	0
<b>Net cash (used in) operating activities</b>	<u>(10,371)</u>	<u>(32,267)</u>
<b>Cash Flows from Financing Activities</b>		
Issuance of common stock	0	270,000
Convertible notes issued (converted)	0	(37,900)
Additional Paid in Capital	0	(198,150)
Subscriptions receivable		
Common stock pending issuance		
Net assets acquired in Merger	0	0
Preferred stock converted to common shares	0	0
Proceeds from issuance of Class B common shares	0	0
Proceeds from note payable - related party	0	0
Proceeds from note payable	6,175	0
<b>Net Cash provided by financing activities</b>	<u>6,175</u>	<u>33,950</u>
<b>Cash Flows from Investing Activities</b>		
Intellectual Assets	0	0
Accumulated Depreciation	4,196	4,196
Property, Plant and Equipment	0	0
Investments in companies	0	0
<b>Net Cash (used in) provided by Investing Activities</b>	<u>4,196</u>	<u>4,196</u>
<b>Net Increase in cash and cash equivalents</b>	<u>0</u>	<u>5,880</u>
<b>Cash and cash equivalents at the beginning of the period</b>	<u>7,600</u>	<u>620</u>
<b>Cash and cash equivalents at the end of the period</b>	<u>7,600</u>	<u>6,500</u>

NON CASH TRANSACTIONS: NONE

See accompanying notes to these unaudited consolidated financial statements

## **NOTE 1 – BASIS OF PRESENTATION**

The accompanying financial statements of the Company have been prepared in accordance with accounting principles generally accepted in the United States of America (U.S. GAAP) under the accrual basis of accounting. All inter-company balances and transactions have been eliminated in consolidation. The Company has adopted a December 31 year end.

## **NOTE 2 – ORGANIZATION AND BUSINESS BACKGROUND**

KYN Capital Group Inc. (the “Company”) was originally incorporated on November 3, 2004 in the State of Nevada under the name of New Taohuayuan Culture Tourism Co. Ltd, which was an investment holding company. The Company was administratively abandoned and reinstated in March 2015 through a court appointed guardian – Custodian. On March 26, 2015, the Company changed its name to KYN Capital Group Inc. to reflect the acquisition of KYN Capital Group Inc., its operating subsidiary organized and exiting under the laws of the State of Wyoming. The Company’s common shares are quoted on the “Pink Sheets” quotation market under the symbol “KYNC”.

In March 2015, the Board of Directors of the Company approved to issue 260,000 control shares of Convertible Series A Preferred Stock to KYN Capital Interests, Inc., for its services in connection with reorganization of the Company and as consideration for the acquisition of the KYN Capital Group, Inc. subsidiary. Such issuance gave KYN Capital Interests, Inc. a majority of the then issued and outstanding voting power, or 58.13%, of the Company, resulting in a change in control of the Company. KYN Capital Interests, Inc. is also the holder of 47.79% interest of KYN Capital Group Inc., our operating subsidiary organized and exiting under the laws of the State of Wyoming (“KYN SUB”).

On April 9, 2015, the Company entered into a Plan of Exchange with KYN Capital Group Inc., a corporation organized and exiting under the laws of the State of Wyoming (“KYN SUB”), pursuant to which the Company acquired 100% of the Capital Shares of KYN SUB in exchange for an issuance by the Company of 47,500,000 shares of Common Stock to KYN SUB Shareholders, and/or their assigns. The above issuance gave KYN SUB Shareholders and/or their assigns a 'controlling interest' in the Company representing approximately 99.98% of the issued and outstanding shares of the Company’s Common Stock. The Company and KYN SUB were hereby reorganized, such that the Company acquired 100% of the Capital Shares of KYN SUB, and KYN SUB became wholly-owned operating subsidiary of the Company.

The transaction has been accounted for as a reverse acquisition and recapitalization of the Company whereby KYN SUB deemed to be the accounting acquirer (legal acquiree) and the Company to be the accounting acquiree (legal acquirer). The accompanying consolidated financial statements are in substance those of KYN SUB, with the assets and liabilities, and revenues and expenses, of the Company being included effective from the date of stock exchange transaction. The Company is deemed to be a continuation of the business of KYN SUB. Accordingly, the accompanying consolidated financial statements include the following:

- (1) The balance sheet consists of the net assets of the accounting acquirer at historical cost and the net assets of the accounting acquiree at historical cost;
  - A. The financial position, results of operations, and cash flows of the accounting acquirer for all periods presented as if the recapitalization had occurred at the beginning of the earliest period presented and the operations of the accounting acquiree from the date of stock exchange transaction.

## **NOTE 2 – ORGANIZATION AND BUSINESS BACKGROUND (CONTINUED)**



On October 11, 2018, the Company signed a substantive agreement to acquire one hundred percent interest in Algae World Inc. (a Delaware Corporation) and its subsidiaries (Pure Bliss Organics, Inc. and Gold Stock Minerals, Inc.). During the first quarter of 2018, Pure Bliss Organics, Inc. was determined to be not a good fit for the Company and was separated from the acquired subsidiary. Algae World Inc. was also separated from the company during the fourth quarter of 2019 as the company changed its focus.

KYN Capital Group Inc. a Nevada corporation, are hereinafter referred to as the "Company".

The Company, through its wholly-owned subsidiary, is a Capital-Finance Leasing Company, primarily involved in real estate acquisitions, asset-based lending, and equipment-leasing. The Company specializes in acquiring real estate under market value, and the equity that is available for being taken out as capital to be re-invested into, asset-based lending, and equipment-leasing. The Company provides asset-based loans for companies and individuals that provide adequate, and suitable collateral for a loan. The loan amounts range from a minimum of \$250,000 to a maximum of, \$100 Million+.

The company is a software application development company focusing on applications in the Cryptocurrency markets. The company has launched Koinfold 2.0 application on Android Google play and Apple IOS stores.

#### **NOTE 3 – GOING CONCERN UNCERTAINTIES**

These financial statements have been prepared assuming that Company will continue as a going concern, which contemplates the realization of assets and the discharge of liabilities in the normal course of business for the foreseeable future.

The Company had accumulated deficits of \$2,649,433 and \$2,348,830 as of June 30, 2020 and December 31, 2019 respectively. Management has taken certain action and continues to implement changes designed to improve the Company's financial results and operating cash flows. The actions involve certain - growing strategies, including - expansion of the business model into new markets. Management believes that these actions will enable the Company to improve future profitability and cash flow in its continuing operations through December 31, 2019. As a result, the financial statements do not include any adjustments to reflect the possible future effects on the recoverability and classification of assets or the amounts and classification of liabilities that may result from the outcome of the Company's ability to continue as a going concern.

#### **NOTE 4 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

The accompanying condensed consolidated financial statements reflect the application of certain significant accounting policies as described in this note and elsewhere in the accompanying condensed consolidated financial statements and notes.

##### **Use of estimates**

In preparing financial statements in conformity with accounting principles generally accepted in the United States of America, management makes estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the dates of the financial statements, as well as the reported amounts of revenues and expenses during the reporting periods. These accounts and estimates include, but are not limited to, the valuation of accounts receivables, inventories, income taxes and the estimation on useful lives of property, plant and equipment. Actual results could differ from these estimates.

#### **NOTE 4 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

##### **Basis of consolidation**

The condensed consolidated financial statements include the accounts of the Company and its subsidiary, KYN Capital Group Inc. All significant inter-company balances and transactions within the Company have been eliminated upon consolidation.

#### **Cash and cash equivalents**

The Company considers all highly liquid investments with original maturities of nine months or less as cash equivalents. As of June 30, 2020 and December 31, 2019, the Company did not have cash or cash equivalent balances in excess of the federally insured amounts, respectively. The Company's policy is to invest excess funds in only well capitalized financial institutions.

#### **Fixed assets**

Fixed assets are carried at cost. Depreciation is computed using the straight-line method of depreciation over the assets estimated useful lives. Maintenance and repairs are charged to expense as incurred; major renewals and improvements are capitalized. When items of fixed assets are sold or retired, the related cost and accumulated depreciation is removed from the accounts and any gain or loss is included in income.

#### **Fair value for financial assets and financial liabilities**

The Company measures its financial and non-financial assets and liabilities, as well as makes related disclosures, in accordance with FASB Accounting Standards Codification No. 820, Fair Value Measurement ("ASC 820"), which provides guidance with respect to valuation techniques to be utilized in the determination of fair value of assets and liabilities. Approaches include, (i) the market approach (comparable market prices), (ii) the income approach (present value of future income or cash flow), and (iii) the cost approach (cost to replace the service capacity of an asset or replacement cost). ASC 820 utilizes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value into three broad levels. The following is a brief description of those three levels:

Level 1: Observable inputs such as quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: Inputs other than quoted prices that are observable, either directly or indirectly. These include quoted prices for similar assets or liabilities in active markets and quoted prices for identical or similar assets or liabilities in markets that are not active.

Level 3: Unobservable inputs in which little or no market data exists, therefore requiring an entity to develop its own assumptions, such as valuations derived from valuation techniques in which one more significant inputs or significant value drivers are unobservable.

Our financial instruments include cash, accounts payable, accrued liabilities, accrued interest payable, convertible note payable, and derivative liabilities.

#### **NOTE 4 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

The carrying values of the Company's cash, accounts payable, accrued liabilities and accrued interest payable approximate their fair value due to their short-term nature.

#### **Convertible note payable**

The Company's convertible notes payable is measured at amortized cost.

The Company accounts for convertible note payable in accordance with the FASB Accounting Standards Codification No. 815, Derivatives and Hedging, since the conversion feature is not indexed to the Company's stock and can't be classified in equity. The Company allocates the proceeds received from convertible note

payable between the liability component and conversion feature component. The conversion feature that is considered embedded derivative liabilities has been recorded at their fair value as its fair value can be separated from the convertible note and its conversion is independent of the underlying note value. The Company has also recorded the resulting discount on debt related to the conversion feature and is amortizing the discount using the effective interest rate method over the life of the debt instruments.

#### **Derivative liabilities**

The Company accounts for derivative liabilities in accordance with the FASB Accounting Standards Codification No. 815, Derivatives and Hedging ("ASC 815"). ASC 815 requires companies to recognize all derivative liabilities in the balance sheet at fair value, and marks it to market at each reporting date with the resulting gains or losses shown in the Statement of Operations.

#### **Stock based compensation**

The Company recognizes compensation costs to employees under FASB Accounting Standards Codification 718 "*Compensation - Stock Compensation*" ("ASC 718"). Under ASC 718, companies are required to measure the compensation costs of share-based compensation arrangements based on the grant-date fair value and recognize the costs in the financial statements over the period during which employees are required to provide services. Share based compensation arrangements include stock options and warrants. As such, compensation cost is measured on the date of grant at their fair value. Such compensation amounts, if any, are amortized over the respective vesting periods of the option grant.

In September 2018, the Company adopted ASU No. 2018-07 "Compensation - Stock Compensation (Topic 718): Improvements to Nonemployee Share-Based Payment Accounting." These amendments expand the scope of Topic 718, Compensation - Stock Compensation (which currently only includes share-based payments to employees) to include share-based payments issued to nonemployees for goods or services. Consequently, the accounting for share-based payments to nonemployees and employees will be substantially aligned.

#### **Income taxes**

Income taxes are determined in accordance with ASC Topic 740, "*Income Taxes*" ("ASC 740"). Under this method, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and the irrespective tax basis. Deferred tax assets and liabilities are measured using enacted income tax rates expected

#### **NOTE 4 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. ny 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.

ASC 740 prescribes a comprehensive model for how companies should recognize, measure, present, and disclose in their financial statements uncertain tax positions taken or expected to be taken on a tax return. Under ASC 740, tax positions must initially be recognized in the financial statements when it is more likely than not the position will be sustained upon examination by the tax authorities. Such tax positions must initially and subsequently be measured as the largest amount of tax benefit that has a greater than 50% likelihood of being realized upon ultimate settlement with the tax authority assuming full knowledge of the position and relevant facts.

Deferred tax assets and liabilities are recognized for the 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 be applied to taxable income in the years in which those temporary differences are expected to reverse. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in the statement of income in the period that includes the enactment date. A valuation allowance is provided for deferred tax assets if it is more likely than not these items will either expire before the Company is able to realize their benefits, or that future deductibility is uncertain.

For the six months ending June 30, 2020 and the year ended December 31, 2019, the Company did not have any interest and penalties associated with tax positions. As of June 30, 2020 and December 31, 2019, the Company did not have any significant unrecognized uncertain tax positions.

#### **Net loss per share**

The Company reports earnings (loss) per share in accordance with FASB Accounting Standards Codification 260 *"Earnings per Share"* ("ASC 260"). This statement requires dual presentation of basic and diluted earnings (loss) with a reconciliation of the numerator and denominator of the earnings (loss) per share computations. Basic net income (loss) per share is computed by dividing net income (loss) by the weighted average number of shares of common stock outstanding during the period. If applicable, diluted earnings per share assume the conversion, exercise or issuance of all common stock instruments such as options, warrants and convertible securities, unless the effect is to reduce a loss or increase earnings per share. Therefore, no diluted loss per share figure is presented. There were no adjustments required to net loss for the periods presented in the computation of basic loss per share.

The Company has not issued any options or warrants or similar securities since inception.

#### **Related parties**

The Company follows subtopic 850-10 of the FASB Accounting Standards Codification for the identification of related parties and disclosure of related party transactions.

Pursuant to Section 850-10-20 the related parties include a. affiliates of the Company; b. Entities for which investments in their equity securities would be required, absent the election of the fair value option under

#### **NOTE 4 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

the Fair Value Option Subsection of Section 825–10–15, to be accounted for by the equity method by the investing entity; c. trusts for the benefit of employees, such as pension and profit-sharing trusts that are managed by or under the trusteeship of management; d. principal owners of the Company; e. management of the Company; f. other parties with which the Company may deal if one party controls or can significantly influence the management or operating policies of the other to an extent that one of the transacting parties might be prevented from fully pursuing its own separate interests; and g. Other parties that can significantly influence the management or operating policies of the transacting parties or that have an ownership interest in one of the transacting parties and can significantly influence the other to an extent that one or more of the transacting parties might be prevented from fully pursuing its own separate interests.

The consolidated financial statements shall include disclosures of material related party transactions, other than compensation arrangements, expense allowances, and other similar items in the ordinary course of business. However, disclosure of transactions that are

eliminated in the preparation of consolidated or combined financial statements is not required in those statements. The disclosures shall include: a. the nature of the relationship(s) involved; b. a description of the transactions, including transactions to which no amounts or nominal amounts were ascribed, for each of the periods for which income statements are presented, and such other information deemed necessary to an understanding of the effects of the transactions on the financial statements; c. the dollar amounts of transactions for each of the periods for which income statements are presented and the effects of any change in the method of establishing the terms from that used in the preceding period; and d. amounts due from or to related parties as of the date of each balance sheet presented and, if not otherwise apparent, the terms and manner of settlement.

### **Subsequent events**

The Company adopted FASB Accounting Standards Codification 855 "*Subsequent Events*" ("ASC 855") to establish general standards of accounting for and disclosure of events that occur after the balance sheet date, but before the financial statements are issued or available to be issued.

### **Recently issued accounting standards**

In January 2017, the FASB issued Accounting Standards Update No. 2017-01, Clarifying the Definition of a Business ("ASU 2017-01"). The standard clarifies the definition of a business by adding guidance to assist entities in evaluating whether transactions should be accounted for as acquisitions of assets or businesses. ASU 2017-01 is effective for fiscal years beginning after December 15, 2017, and interim periods within those fiscal years. Under ASU 2017-01, to be considered a business, the assets in the transaction need to include an input and a substantive process that together significantly contribute to the ability to create outputs. Prior to the adoption of the new guidance, an acquisition or disposition would be considered a

### **Recently issued accounting standards**

business if there were inputs, as well as processes that when applied to those inputs had the ability to create outputs. Early adoption is permitted for certain transactions. Adoption of ASU 2017-01 may have a material impact on our consolidated financial statements if we enter into future business combinations.

on January 2017, the FASB issued Accounting Standards Update No. 2017-04, Simplifying the Test for Goodwill Impairment ("ASU 2017-04"). ASU 2017-04 simplifies the accounting for goodwill impairment

### **NOTE 4 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

by removing Step 2 of the goodwill impairment test, which requires a hypothetical purchase price allocation. ASU 2017-04 is effective for annual or interim goodwill impairment tests in fiscal years beginning after December 15, 2019 and should be applied on a prospective basis. Early adoption is permitted for interim or annual goodwill impairment tests performed on testing dates after January 1, 2017.

We do not anticipate the adoption of ASU 2017-04 will have a material impact on our consolidated financial statements

In July 2017, the FASB issued ASU No. 2017-11, "Earnings Per Share (Topic 260); Distinguishing Liabilities from Equity (Topic 480); Derivatives and Hedging (Topic 815): (Part I) Accounting for Certain Financial Instruments with Down Round Features, (Part II) Replacement of the Indefinite Deferral for Mandatorily Redeemable Financial Instruments of Certain Nonpublic Entities and Certain Mandatorily Redeemable Non-Controlling

Interests with a Scope Exception". The ASU was issued to address the complexity associated with applying generally accepted accounting principles (GAAP) for certain financial instruments with characteristics of liabilities and equity. The ASU, among other things, eliminates the need to consider the effects of down round features when analyzing convertible debt, warrants and other financing instruments. As a result, a freestanding equity-linked financial instrument (or embedded conversion option) no longer would be accounted for as a derivative liability at fair value as a result of the existence of a down round feature. The amendments are effective for fiscal years beginning after December 15, 2018, and should be applied retrospectively. Early adoption is permitted, including adoption in an interim period. The Company does not believe the guidance will have a material impact on its consolidated financial statements.

In September 2018, the FASB issued ASU No. 2018-07 "Compensation - Stock Compensation (Topic 718): Improvements to Nonemployee Share-Based Payment Accounting." These amendments expand the scope of Topic 718, Compensation - Stock Compensation (which currently only includes share-based payments to employees) to include share-based payments issued to nonemployees for goods or services. Consequently, the accounting for share-based payments to nonemployees and employees will be substantially aligned. The ASU supersedes Subtopic 505-50, Equity - Equity-Based Payments to Non-Employees. The guidance is effective for public companies for fiscal years, and interim fiscal periods within those fiscal years, beginning after December 15, 2018. Early adoption is permitted, but no earlier than a company's adoption date of Topic 606, Revenue from Contracts with Customers. The Company is assessing ASU 2018-07 and does not expect it to have a material impact on its accounting and disclosures.

Other pronouncements issued by the FASB or other authoritative accounting standards groups with future effective dates are either not applicable or are not expected to be significant to the Company's financial position, results of operations or cash flows.

#### **NOTE 5 – FAIR VALUE MEASUREMENT**

The Company adopted the provisions of Accounting Standards Codification subtopic 825-10, Financial Instruments ("ASC 825-10") on January 1, 2008. ASC 825-10 defines fair value as the price that would be received from selling an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. When determining the fair value measurements for assets and liabilities required or permitted to be recorded at fair value, the Company considers the principal or most advantageous market in which it would transact and considers assumptions that market participants would use when pricing the asset or liability, such as inherent risk, transfer restrictions, and risk of nonperformance. ASC 825-10 establishes a fair value hierarchy that requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. ASC 825-10 establishes three levels of inputs that may be used to measure fair value:

Level 1 – Quoted prices in active markets for identical assets or liabilities.

Level 2 – Observable inputs other than Level 1 prices such as quoted prices for similar assets or liabilities; quoted prices in markets with insufficient volume or infrequent transactions (less active markets); or model-derived valuations in which all significant inputs are observable or can be derived principally from or corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3 – Unobservable inputs to the valuation methodology that are significant to the measurement of fair value of assets or liabilities.



To the extent that valuation is based on models or inputs that are less observable or unobservable in the market, the determination of fair value requires more judgment. In certain cases, the inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, for disclosure purposes, the level in the fair value hierarchy within which the fair value measurement is disclosed and is determined based on the lowest level input that is significant to the fair value measurement.

Upon adoption of ASC 825-10, there was no cumulative effect adjustment to beginning retained earnings and no impact on the financial statements.

The carrying value of the Company's cash and cash equivalents, accounts payable, short-term borrowings (including convertible notes payable), and other current assets and liabilities approximate fair value because of their short-term maturity.

As of June 30, 2020 and December 31, 2019, the Company did not have any items that would be classified as level 1 or 2 disclosures.

The Company recognizes its derivative liabilities as level 3 and values its derivatives using the methods discussed. While the Company believes that its valuation methods are appropriate and consistent with other market participants, it recognizes that the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different estimate of fair value at the reporting date. The primary assumptions that would significantly affect the fair values using the methods discussed are that of volatility and market price of the underlying common stock of the Company.

#### **NOTE 5 – FAIR VALUE MEASUREMENT (CONTINUED)**

As of June 30, 2020 and December 31, 2019, the Company did not have any derivative instruments that were designated as hedges.

Fluctuations in the Company's stock price are a primary driver for the changes in the derivative valuations during each reporting period. During the period ended December 31, 2018, the Company's stock price decreased from initial valuation. As the stock price decreases for each of the related derivative instruments, the value to the holder of the instrument generally decreases. Stock price is one of the significant unobservable inputs used in the fair value measurement of each of the Company's derivative instruments.

#### **NOTE 6 – CAPITAL STRUCTURE**

On December 7, 2017, the Company filed an Amendment to Articles of Incorporation to increase its Capital Stock, \$.001 par value, from 200,000,000 shares to 5,110,000,000 shares, \$.001 par value, including authorized common stock of 5,100,000,000 shares, \$.001 par value, of which 100,000,000 shares are designated as Class B Common Stock with rights to elect a majority of the Board of Directors of the **NOTE** Company, and authorized preferred stock of 10,000,000 shares, \$.001 par value. Out of the 10,000,000 shares of preferred stock, 260,000 shares were further designated as Convertible Series A Preferred Stock, each share of which has a conversion ratio of 1:100 and is entitled to one hundred vote on any and all matters considered and voted upon by the Corporation's Common Stock. On January 14, 2020 this designation was amended and the class of shares renamed Convertible Preferred Series A Stock. These share were to be reissued to former Directors who had given up their Regulation A shares and forfeited their compensation. It provides a Conversion Ratio equal to 0.001% of total number of Common Shares outstanding at the Conversion Time, and voting rights that equate to the number of equivalent Common

Shares as of the record date. 3,000,000 shares were further designated as Series B Preferred Stock without conversion and voting right.

As of June 30, 2020 and December 31, 2019 respectively, the Company had 3,502,979,366 and 2,839,979,366 shares of Common Stock, and 10,000,000 shares of Class B Common Stock issued and outstanding. There was no Convertible Series A Preferred Stock or Series B Preferred Shares issued and outstanding.

On January 31, 2019, the Board of Directors unanimously consented to the cancellation of all Regulation A shares used in paying off Notes owed to Directors/Affiliates. The Company had previously engaged the services of Lotus Law & Hub LLC ("Lotus Law") to review its activities with regards to the Company's Regulation A Offering, which was qualified on March 26, 2018, and any other matters related to the sale of the shares. Lotus Law determined that the proper protocols were not followed in the issuance of the Notes which were later retired with the issuance of Regulation A Shares. Additionally, The Board consented to also cancel cash remuneration to the Officers and Directors that have been accrued in the books. The Director/Affiliates were to be issued a new class of Preferred Shares. These financials reflect the cumulative effect of cancellation of the cash remuneration previously accrued in the books, and

#### **NOTE 6 – CAPITAL STRUCTURE (CONTINUED)**

all 1,019,996,490 Regulation A shares issued to Directors and affiliates during the year ending December 31, 2018.

On March 26, 2018, the Company's offering statement on Form 1-A was approved by the Securities and Exchange Commission, pursuant to which 3,000,000,000 shares of Common Stock were offered to sell at \$0.001 per share. Pursuant to this Regulation A offering, as of December 31, 2019 and December 31, 2018 respectively, the company had issued 1,252,317,667 and 215,750,000 Regulation A shares valued at \$724,151 and \$215,750 respectively. The offering price was amended to \$0.0008 and subsequently qualified on May 17, 2019. No shares were issued at this price. The offering price was further amended to \$0.00015 and qualified on September 13, 2019. Details of the filing on Form 1-A POS can be found on EDGAR under file number 024-10772. An additional 113,000,000 shares have been issued at \$.00015 as of June 30, 2020.

In 2018, all 260,000 shares of Series A Preferred Stock held by related parties were converted into 26,000,000 shares of restricted Common Stock per preferred stockholders' instructions. These common share will be reconverted to newly designated series of preferred shares.

#### **NOTE 7 – COMMITMENTS AND CONTINGENCIES**

On September 03, 2019, the Company reached an agreement to acquire Setup Globe, LLC., a company that specializes in business advisory, staffing, recruiting, IT consultation and software development. Due diligence on this acquisition was completed in October and the company was determined to be not a good fit. Accordingly, the agreement was terminated.

On August 13, 2019, the Company signed a binding Memorandum of Understanding (MOU) to acquire Florida Beauty Flora, Inc. and its affiliates/subsidiaries (Florida Beauty Express Inc., Floral Logistics Of Miami Inc., Floral Logistics Of California, Inc., Tempest Transportation Inc., and Optimized Leasing Inc. (Collectively "FBF"). The acquisition was abandoned after due diligence.

#### **NOTE 8 – CONTINGENT LIABILITIES**

As of December 31, 2019, the Company had contingent liabilities of \$43,000 due to the lawsuits set forth below.



On September 9, 2015, the Company was served with a Summons and Complaint entitled "ATAX New York LLC vs. KYN Capital Group Inc.", pursuant to which ATAX New York LLC, the creditor of the Company, alleged that he was owed \$25,000 by the Company, representing the indebtedness purchased, plus interest, cost, disbursements and attorney's fees. In January 2020, the Board of Directors passed a resolution to issue shares in settlement of this amount. As of the date of this report, the shares are yet to be issued.

**NOTE 8 – CONTINGENT LIABILITIES (CONTINUED)**

On July 31, 2015, the Company was served with a Summons and Complaint entitled "Williams Holding Corporation vs. KYN Capital Group Inc.", pursuant to which Williams Holding Corporation, the creditor of the Company, alleged that he was owed \$18,000 by the Company, plus cost, pre-judgement interest and for such other and further relief the Court deems just and proper. In January 2020, the Board of Directors passed a resolution to issue shares in settlement of this amount. As of the date of this report, the shares are yet to be issued.

**NOTE 9 – SUBSEQUENT EVENTS**

In accordance with ASC Topic 855-10, the Company has analyzed its operations subsequent to December 31, 2019 to the date these financial statements were issued. The Company has these material subsequent events to disclose in these financial statements.

**Amendment to Designation of Preferred Stock**

Upon the approval by the Board of Directors of the Company on March 14, 2017, the company had converted \$1,152,897 of accrued expenses due to related parties up to March 31, 2017 into convertible notes. The notes bore interest at twelve percent per annum, matured on March 15, 2018, and were convertible into common shares of the Company at a conversion price equal to 50% of the average of the lowest 3 closing bid prices within 10 business days prior to "Notice of Conversion". The original notes in amount of \$1,152,897 were converted in parts, during 2018. However, on January 31, 2019, the Board of Directors unanimously consented to the cancellation of all Regulation A shares used in paying off notes owed to Directors/Affiliates. The Company had previously engaged the services of Lotus Law & Judicial Hub LLC ("Lotus Law") to review its activities with regards to the Company's Regulation A Offering, which was qualified on March 26, 2018, and any other matters related to the sale of the shares. Lotus Law determined that the proper protocols were not followed in the issuance of the notes which were later retired with the issuance of Regulation A Shares. Additionally, The Board consented to also cancel cash remuneration to the Officers and Directors that have been accrued in the books. In return the Board also consented to issuing preferred stock, to be designated in a special class, to cover these canceled costs. The designation was filed on January 14, 2020 and issuance is yet to be processed.

**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).

The certifications shall follow the format below:

I, Richard Wilson certify that:

1. I have reviewed this Annual report financial and disclosure statements for the period 3/31/23 of KYN Capital Group, Inc.;

2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the 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 17, 2024]

["/s/" Richard Wilson]

Richard Wilson

President

*Principal Financial Officer:*

I, Richard Wilson certify that:

1. I have reviewed this Quarterly report financial and disclosure statements for the period 3/31/23 of KYN Capital Group, Inc.;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the 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 17, 2024]

["/s/" Richard Wilson]

Richard Wilson

President