



**MONKEY ROCK GROUP, INC.**

**ANNUAL REPORT**

**FOR THE PERIOD ENDING**

**DECEMBER 31, 2023**



# monkeyrock

group

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

MONKEY ROCK GROUP, INC.  
A Delaware Corporation  
Via Marostica,  
Milano, Italy 20146  
Telephone +3902800281  
<http://monkeyrockgroup.com>  
[Info@monkeyrockgroup.com](mailto:Info@monkeyrockgroup.com)

SIC CODE: 4731

## **ANNUAL REPORT FOR THE PERIOD ENDING**

### **DECEMBER 31, 2023**

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

Common Stock:	349,006,248
---------------	-------------

As of December 31, 2022, the most Recent Completed Fiscal Year End Date, the number of shares outstanding of our Common Stock was:

Common Stock:	349,006,248
---------------	-------------

### **Shell Status**

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

Yes: ☐ No: ☒

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

Yes: ☐ No: ☒

### **Change in Control**

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

Yes: ☐ No: ☒

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

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

The exact name of the issuer is **Monkey Rock Group, Inc.**

On December 18, 1997, the original filing in Delaware the name was "**Innovin Development Corporation**".

On March 5, 1998, the issuer amended its Articles to the name **Anglo-Sierra Resources Corp.**

On March 15, 1999, the issuer amended its Articles to the name "**Bullet Environmental Technologies, Inc.**

On June 3, 2002 the issuer amended its Articles to the name **ComCam, Inc.**

On March 5, 2010, the the issuer amended its Articles to the name **Monkey Rock Group, Inc.**

The state of incorporation or registration of the Issuer and of each of its predecessors (if any) during the past five years; Please also include the Issuer's current standing in its state of incorporation (e.g. active, default, inactive):

The state of incorporation is Delaware and has been registered in Delaware with its current name Monkey Rock Group, Inc. since March 5, 2010. As of the date of this filing the Issuer is current, active and in Good Standing in the State of Delaware.

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:

On 2 August 2023, Securities Purchase Agreement(s) were entered into with the majority shareholders where GE Holding SRL, an Italian transportation holding Company, purchase 197,600,000 shares of the common stock of the Company and GE Holding SRL agreed to merge its entity with the Issuer. GE Holding SRL appointed its own Board of Directors. The Change of Control in the Voting Control and the new Management has been reported to OTC Markets in September 2023.

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: ☒

**Via Marostica  
Milano 20146  
Italy**

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**  
6725 Via Austi Pkwy, Suite 300  
Las Vegas, Nevada 89119  
Phone: 702-361-3033  
Email: [info@pacificstocktransfer.com](mailto:info@pacificstocktransfer.com)

### **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>MKRO</u>
Exact title and class of securities outstanding:	<u>Common</u>
CUSIP:	609452107
ISIN	US6094521076
Par or stated value:	<u>0.00001</u>
FEIN	98-0208402
Total shares authorized	19,990,000,000 as of date <b>December 31, 2023</b>
Total Common shares outstanding:	349,006,248 as of date <b>December 31, 2023</b>
Number of shares in the Public Float <sup>2</sup> :	1,005,200 as of date <b>December 31, 2023</b>
Total number of shareholders of record:	<u>78</u> as of date <b>December 31, 2023</b>

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

**N/A**

---

<sup>2</sup> "Public Float" shall mean the total number of unrestricted shares not held directly or indirectly by an officer, director, any person who is the beneficial owner of more than 10 percent of the total shares outstanding (a "control person"), or any affiliates thereof, or any immediate family members of officers, directors and control persons.

### **Other classes of authorized or outstanding equity securities:**

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

Exact title and class of the security:	Preferred Stock		
CUSIP (if applicable):	N/A		
Par or stated value:	\$0.0001		
Total shares authorized:	20,000,000	as of date	<b>December 31, 2023</b>
Total shares outstanding (if applicable):		as of date	<b>December 31, 2023</b>
Total number of shareholders of record (if applicable):	<u>0</u>	as of date	<b>December 31, 2023</b>

### **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.**

Dividends subject to the approval of the Board of Directors. 1 Share = 1 Vote voting rights, no defined preemptive rights.

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

There has been no Certificate of Designation for the Preferred Stock since the Issuer inception. The Board of Directors have never filed a Certificate of Designation nor has it created any Series for its Preferred Stock.

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

There are no other material rights.

**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.**

There has been no material changes.

### 3) Issuance History

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

#### 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: ☐ (If yes, you must complete the table below)

Shares Outstanding as of Second Most Recent Fiscal Year End: <u>Opening Balance</u>  Date <u>January 1, 2021</u>  Common: 349,006,248 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					
Shares Outstanding on Date of This Report: <u>Ending Balance</u>  Date <u>December 31, 2023</u>  Common: 349,006,248 Preferred: 0									

#### B. Debt Securities, Including Promissory and Convertible Notes .

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

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g. Loan, Services, etc.)
12/31/2020	<u>\$25,000</u>	<u>\$25,000</u>		<u>demand</u>	<u>Common at \$.0001</u>	<u>Global Development Advisors SA</u>	<u>Working capital Loan to issuer</u>

Note 1: The Beneficial Owner is Richard J. Holmes, London, United Kingdom: Global Development Advisors purchased in May 2022 from TBG Holding.

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

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

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

Monkey Rock Group, Inc., through its consolidated businesses GE Holding, SRL and its divisions of Samag Holding & Logistic Spa is engaged in the Transportation and Logistics Industry. Its Samag Holding & Logistic Spa has over 1,800 employees engaged in warehouse handling, overland transportation, temporary work management and international freight forwarding. Samag has over 90 locations through out Italy. The issuer operations now include plants we manage are fundamental links in the customer supply chain, real containers of business strategies and operations. Samag manages more than 120 sites with more than 1.800 direct employees out of 6.500 people.

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

GE Holding, SRL Milan, Italy  
SAMAG Holding & Logistic SPA Milan, Italy

C. Describe the Issuers' principal products or services.

Monkey Rock Group, Inc., through its consolidated businesses GE Holding, SRL and its divisions of Samag Holding & Logistic Spa is engaged in the Transportation and Logistics Industry. Its Samag Holding & Logistic Spa has over 1,800 employees engaged in warehouse handling, overland transportation, temporary work management and international freight forwarding. Samag has over 90 locations through out Italy. The issuer operations now include plants we manage are fundamental links in the customer supply chain, real containers of business strategies and operations. Samag manages more than 120 sites with more than 1.800 direct employees out of 6.500 people.

#### 5) Issuer's Facilities

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

The issuer facilities are approximately 5,000 meters in Milan, Italy. The Company is paying 50,000 Euro per month on a six year lease with guarantee renewable for an additional 6 years.

#### 6) Officers, Directors, and Control Persons

Name of All Officers, Directors and Control Persons	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	Names of control person(s) if Names a corporate entity
Giuseppe Esposito	Chief Executive Officer/Chairman	Milano, Italy	197,600,000	Common	57%	See Note 1
Enzo Solaro	Chief Financial Officer/Director	Milano, Italy	0	N/A	0%	

Sergio Aldo Massaglia	Corporate Secretary/Director	Quebec, Canada	0	Common	0%	
John Dent	> 5% Shareholder	Paisley Florida	29,066,765	Common	8.33%	
Stefano Rosina	Independent Director	Milano, Italy	0	N/A	0%	
Stefano Serena	Independent Director	Milano, Italy	0	N/A	0%	
James O Scott	> 5% Shareholder	VICTORIA BC/Canada	17,990,000	Common	5.15%	

**Note 1:** Giuseppe Esposito shares in name GE Holding SRL, He is beneficial owner GE Holding SRL

## 7) Legal/Disciplinary History

A. Identify and provide a brief explanation as to whether any of the persons or entities listed above in Section 6 have, in the past 10 years:

1. Been the subject of an indictment or conviction in a criminal proceeding or plea agreement or named as a defendant in a pending criminal proceeding (excluding minor traffic violations);

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.

NONE



## 8) Third Party Providers

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

### **Securities Counsel**

Law Office of Mark Penna  
Mark E. Pena, Esquire  
Attorney At Law  
4230 So. MacDill Ave.  
Suite I  
Tampa, FL 33611  
Tel:(813)251-1289  
[lpenn001@tampabay.rr.com](mailto:lpenn001@tampabay.rr.com)

### **Accountant or Auditor**

#### **Auditor**

Yinka Oyebola  
OLAYINKA OYEBOLA & CO  
43, Churchgate Street  
Victoria Island, Lagos Nigeria  
+2348033338600  
[olayinka\\_oyebola@hotmail.com](mailto:olayinka_oyebola@hotmail.com)

#### **Accountant**

Peter Zompa  
Miami Accounting Group Inc  
Miami, Florida  
Tel: +1(786)352-6710  
[peter.zompa@miamiaccountinggroup.com](mailto:peter.zompa@miamiaccountinggroup.com)

### **Other Service Providers**

**9) Financial Statements**

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

Name: **Sergio Massaglia**  
Title: **Corporate Secretary**  
Relationship to Issuer: **Corporate Secretary**

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

- ☐ IFRS  
☒ U.S. GAAP

C. The following financial statements were prepared by (name of individual)<sup>3</sup>:

Name: **Peter Zompa**  
Title: **Accountant**  
Relationship to Issuer: **Accountant**

Describe the qualifications of the person or persons who prepared the financial statements: **Certified Accountant**

---

<sup>3</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.

## 10) Issuer Certification

*Principal Executive Officer:*

I, Giuseppe Esposito, certify that:

1. I have reviewed this Annual Report and Disclosure Statement for Period Ending December 31, 2023 of Monkey Rock 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 15, 2024

/s/ Giuseppe Esposito

*Principal Financial Officer:*

I, Enzo Solaro, certify that:

1. I have reviewed this Annual Report and Disclosure Statement for Period Ending December 31, 2023 of Monkey Rock 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 15, 2024

/s/ Enzo Solaro

**MONKEY ROCK GROUP, INC.**  
**INDEX TO CONSOLIDATED FINANCIAL STATEMENTS**

Consolidated Balance Sheets for the year ended December 31, 2023, and December 31, 2022

Consolidated Statements of Operations for the year ended December 31, 2023, and 2022

Consolidated Statements of Stockholders' Deficit for the year ended December 31, 2023, and December 31, 2022

Consolidated Statements of Cash Flows for the year ended December 31, 2023, and 2022

Notes to the consolidated Financial Statements

10333 Harwin Dr Suit #677, Houston TX 77036, USA.  
2nd Floor, Nurses House, PC 43, Churchgate Street,  
(formerly Afribank street) Victorial Island, Lagos State.  
0803 333 8600, 0809 833 8600  
E-mail: olayinka\_oyebola@hotmail.com  
yinka@olayinkaoyebolaandco.com  
www.olayinkaoyebolaandco.com



**OLAYINKA OYEBOLA & Co.**  
Chartered Accountants

**Report of Independent Registered Public Accounting Firm  
To the shareholders and the board of directors of Monkey Rock Group, Inc.**

***Opinion on the Financial Statements***

We have audited the accompanying consolidated balance sheets of **Monkey Rock Group, Inc.** (the "Company") as of December 31, 2023, and 2022 and the related consolidated statements of operations, changes in shareholders' equity and cash flows, for each of the two years in the period ended December 31, 2023, and the related notes collectively referred to as the "financial statements". In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2023, and 2022, and the results of its operations and its cash flows for the year ended December 31, 2023, in conformity with U.S. generally accepted accounting principles.

***Basis for Opinion***

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) ("PCAOB") and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB. We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion. The company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits, we are required to obtain an understanding of internal control over financial reporting but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion.

***Critical Audit Matters***

Critical audit matters are matters arising from the current period audit of the financial statements that were communicated or required to be communicated to the audit committee and that: (1) relate to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective, or complex judgments. Communication of critical audit matters does not alter in any way our opinion on the financial statements taken as a whole and we are not, by communicating the critical audit matters, providing separate opinions on the critical audit matter or on the accounts or disclosures to which they relate. As of December 31, 2023, there are no critical audit matter to communicate.

**OLAYINKA OYEBOLA & CO.**  
**(Chartered Accountants)**

We have served as the Company's auditor since 2022.

**April 15th, 2024.**

**Lagos Nigeria**

**MONKEY ROCK GROUP, INC.**  
**CONSOLIDATED BALANCE SHEETS**

	December 31, 2023	December 31, 2022
<b><u>ASSETS</u></b>		
Current Assets:		
Cash and cash equivalent	4,282,668	-
Account Receivables	121,193,219	-
Other Receivables	159,728,458	3,905
Inventories	8,406,297	-
	293,610,642	3,905
Non-current Assets:		
Fixed Assets	242,312,496	-
Intangible Assets	64,719,779	-
Investment in associate	21,782,792	-
Subscription receivables	-	3,905
	\$ 328,815,067	\$
<b>Total Assets</b>	<b>\$ 622,425,709</b>	<b>\$ 3,905</b>
<b><u>LIABILITIES AND STOCKHOLDERS' DEFICIT</u></b>		
Current Liabilities:	\$	\$
Account payables	152,347,789	-
Accrued Expense	2,690,261	24,500
Note payables	164,589,197	-
Bank loans	138,533,377	-
Related party	39,095,430	-
Payroll liabilities	7,254,026	-
Tax liabilities	42,190,219	-
Deferred liabilities	5,184,540	-
	\$ 551,884,839	\$ 24,500
<b>Total Liabilities</b>	<b>\$ 551,884,839</b>	<b>\$ 24,500</b>
<b><u>Stockholders' Deficit:</u></b>		
Common stock, \$0.0001 par value; 19,990,000,000 shares authorized, 349,006,248 shares issued and outstanding as of December 31, 2023, and 2022	34,900	34,900
Additional paid-in capital	51,990,744	6,284,520
Accumulated deficit	(4,939,477)	(6,340,015)
Other reserve	23,454,703	-
	70,540,870	(20,595)
<b>Total Stockholders' Deficit</b>	<b>70,540,870</b>	<b>(20,595)</b>
<b>Total Liabilities and Stockholders' Deficit</b>	<b>\$ 622,425,709</b>	<b>\$ 3,905</b>

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

**MONKEY ROCK GROUP, INC.**

**CONSOLIDATED STATEMENTS OF OPERATIONS**

	December 31, 2023	December 31, 2022
Revenue	\$ 297,804,070	\$ -
Cost of sales	(132,165,290)	-
Gross profit	165,638,780	-
General and Admin Expense		
Salary	131,582,470	9,500
Depreciation and amortization	11,734,356	-
Miscellaneous	13,237,128	-
Total operating expenses	156,553,934	9,500
Other Income / (Expense)		
Other expenses	(7,809,909)	-
Total other income/ (expense)	(7,809,909)	-
Profit / (Loss) before tax	1,274,917	(9,500)
Tax provision	(125,621)	-
Net Income / (loss)	\$ 1,400,538	\$ (9,500)
Basic and diluted loss per share	\$ -	\$ -
Basic and diluted weighted average shares	349,006,248	349,006,248

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

**MONKEY ROCK GROUP, INC.**  
**CONSOLIDATED STATEMENT OF CHANGES IN STOCKHOLDER EQUITY / DEFICIT**  
**FOR THE YEAR ENDED DECEMBER 31, 2023**

	Common Stock		Additional Paid-in Capital	Accumulated Loss	Other Reserve	Total Shareholders Equity
	Shares	PAR Value				
Balance January 1st, 2023,	349,006,248	\$ 34,900	\$ 6,284,520	\$ (6,340,015)	\$ -	\$ (20,595)
				\$ -		
Net loss for the year	-	\$ -	\$ -	\$ 1,400,538	\$ -	\$ 1,400,538
Additional paid in capital	-	\$ -	\$ 45,706,224	\$ -	\$ 23,454,703	\$ 69,160,927
Balance December 31st, 2023	349,006,248	\$ 34,900	\$ 51,990,744	\$ (4,939,477)	\$ 23,454,703	\$ 70,540,870
Balance January 1st, 2021	349,006,248	\$ 34,900	\$ 6,284,520	\$ (6,330,515)	\$ -	\$ (11,095)
Net loss for the year	-	\$ -	\$ -	\$ (9,500)	\$ -	\$ (9,500)
Balance, December 31st, 2022	349,006,248	\$ 34,900	\$ 6,284,520	\$ (6,340,015)	\$ -	\$ 20,595

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



**MONKEY ROCK GROUP, INC.**

**CONSOLIDATED STATEMENTS OF CASH FLOWS**

	December 31, 2023	December 31, 2022
Cash flows from operating activities:		
Net income	\$ 1,274,917	\$ (9,500)
Adjustments to reconcile net profit to net cash used in operating activities:		
Adjustments to reserve	24,334,304	-
Depreciation & amortization	11,734,356	-
	<u>37,343,577</u>	<u>-</u>
Changes in assets and liabilities:		
Account and other receivables	(280,917,772)	-
Inventories	(8,406,297)	-
Account and other payables	160,323,711	9,500
Note payables	303,122,574	-
Due to related party	39,095,430	-
Tax Payables	49,444,245	-
Net cash used in operating activities	<u>300,005,468</u>	<u>-</u>
Cash flows from investing activities:		
Fixed assets	(254,046,852)	-
Intangible Assets	(64,719,779)	-
Investments	(21,782,792)	-
Net cash used in investing activities	<u>(340,549,423)</u>	<u>-</u>
Cash flows from financing activities:		
Additional paid in capital	45,706,224	-
Net cash provided by financing activities	<u>45,706,224</u>	<u>-</u>
Net increase (decrease) in cash	4,282,668	-
Cash, beginning of year	<u>-</u>	<u>-</u>
Cash, end of period	<u><u>\$ 4,282,668</u></u>	<u><u>\$ -</u></u>

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

**MONKEY ROCK GROUP, INC.**  
**Notes to the Consolidated Financial Statements**  
**December 31, 2023, and 2022**

**NOTE 1 - ORGANIZATION AND DESCRIPTION OF BUSINESS**

MONKEY ROCK GROUP, INC. (the "Company") a Wyoming Corporation in the United State, was formerly a software development company that develops Artificial Intelligence (AI)-based products. As of the date of this filing, the Company is entering into new business agreements in new business engagements.

**NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

*Basis of Presentation*

The Company's financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP").

*Use of Estimates*

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Significant estimates include the estimated useful lives of property and equipment. Actual results could differ from those estimates.

*Concentrations of Credit Risk*

Financial instruments that potentially expose the Company to concentration of credit risk consist primarily of cash and accounts receivable. The Company's cash is deposited with major financial institutions. At times, such deposits may be in excess of the Federal Deposit Insurance Corporation insurable amount.

*Cash and Cash Equivalents*

The Company considers all cash accounts, which are not subject to withdrawal restrictions or penalties, and all highly liquid debt instruments purchased with a maturity of three months or less as cash and cash equivalents. The carrying amount of financial instruments included in cash and cash equivalents approximates fair value because of the short maturities for the instruments held. There were \$0 cash equivalents for the period ended December 31, 2023.

*Fair Value of Financial Instruments*

Fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. ASC Topic No. 820 establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value into three broad levels, as described below:

Level 1: Level 1 inputs are unadjusted quoted prices in active markets for identical assets or liabilities.

Level 2: Level 2 inputs are inputs other than quoted prices included in Level 1 that are observable, either directly or indirectly. Level 2 inputs include quoted prices for similar assets, quoted prices in markets that are not considered to be active, and observable inputs other than quoted prices such as interest rates.

Level 3: Level 3 inputs are unobservable inputs.

The following required disclosure of the estimated fair value of financial instruments has been determined by the Company using available market information and appropriate valuation methodologies. However, considerable judgment is required to interpret market data to develop the estimates of fair value. Accordingly, the use of different market assumptions and/or estimation methodologies may have a material effect on the estimated fair value amounts.

The methods and assumptions used to estimate the fair values of each class of financial instruments are as follows: Accounts Receivable, and Accounts Payable. The items are generally short-term in nature, and accordingly, the carrying amounts reported on the consolidated balance sheets are reasonable approximations of their fair values.

The carrying amounts of Notes Payable approximate the fair value as the notes bear interest rates that are consistent with current market rates.

### Income Taxes

We follow ASC 740-10-30, which requires recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the financial statements or tax returns. Under this method, deferred tax assets and liabilities are based on the differences between the financial statement and tax bases of assets and liabilities using enacted tax rates in effect for the fiscal year in which the differences are expected to reverse. Deferred tax assets are reduced by a valuation allowance to the extent management concludes it is more likely than not that the assets will not be realized. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the fiscal years in which those 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 the Statements of Income in the period that includes the enactment date.

We adopted ASC 740-10-25 (“ASC 740-10-25”) with regard to uncertainty income taxes. ASC 740-10-25 addresses the determination of whether tax benefits claimed or expected to be claimed on a tax return should be recorded in the financial statements. Under ASC 740-10-25, we may recognize the tax benefit from an uncertain tax position only if it is more likely than not that the tax position will be sustained on examination by the taxing authorities, based on the technical merits of the position. The tax benefits recognized in the financial statements from such a position should be measured based on the largest benefit that has a greater than 50% likelihood of being realized upon ultimate settlement. ASC 740-10-25 also provides guidance on derecognition, classification, interest and penalties on income taxes, and accounting in interim periods and requires increased disclosures. We had no material adjustments to our liabilities for unrecognized income tax benefits according to the provisions of ASC 740-10-25.

### Net income (loss) per common share

Net income (loss) per common share is computed pursuant to section 260-10-45 of the FASB Accounting Standards Codification. Basic net income (loss) per common share is computed by dividing net income (loss) by the weighted average number of shares of common stock outstanding during the period. Diluted net income (loss) per common share is computed by dividing net income (loss) by the weighted average number of shares of common stock and potentially outstanding shares of common stock during the period. The weighted average number of common shares outstanding and potentially outstanding common shares assumes that the Company incorporated as of the beginning of the first period presented. For the years ended December 31, 2022, and 2021, the diluted loss per share is the same as the basic loss per shares as the inclusion of any potentially dilutive shares would result in anti - dilution due to the net loss incurred by the Company

### Recent Accounting Pronouncements

The Company has implemented all applicable accounting pronouncements that are in effect. These pronouncements did not have any material impact on the financial statements unless otherwise disclosed, and the Company does not believe that there are any other new accounting pronouncements that have been issued that might have a material impact on its financial position or results of operations.

## **NOTE 3 – INCOME TAXES**

Deferred taxes are provided on a liability method whereby deferred tax assets are recognized for deductible temporary differences and operating loss, and tax credit carryforwards and deferred tax liabilities are recognized for taxable temporary differences. Temporary differences are the differences between the reported amounts of assets and liabilities and their tax bases. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion or all of the deferred tax assets will not be realized. Deferred tax assets and liabilities are adjusted for the effects of changes in tax laws and rates on the date of enactment. The U.S. federal income tax rate of 21% is being used.

Net deferred tax assets consist of the following components as of:

	December 31, 2023	December 31, 2022
Federal income tax benefit attributable to:		
Current Operations	\$ 3,045	\$ 1,050
Less: valuation allowance	(3,045)	(1,050)
Net provision for Federal income taxes	\$ —	\$ —

The income tax provision differs from the amount of income tax determined by applying the U.S. federal income tax rate to pretax income from continuing operations for the fiscal years ending, due to the following:

	<b>December 31, 2023</b>	<b>December 31, 2022</b>
Deferred tax asset attributable to:		
Net operating loss carryover	\$ (4,939,477)	\$ (6,330,515)
Less: valuation allowance	1,037,290	1,050
Net deferred tax asset	<u>\$ 3,902,186</u>	<u>\$ 6,329,465</u>

At December 31, 2023, the Company had accumulated deficits of approximately \$(4,939,477) that may be offset against future taxable income from the year 2022 to 2040. No tax benefit has been reported in December 31, 2023, financial statements since the potential tax benefit is offset by a valuation allowance of the same amount.

Due to the change in ownership provisions of the Tax Reform Act of 1986, net operating loss carry forwards for Federal Income tax reporting purposes are subject to annual limitations. Should a change in ownership occur, net operating loss carry forwards may be limited as to use in future years. With few exceptions, the Company is no longer subject to U.S. federal, state and local income tax examinations by tax authorities for years before 2015.

#### **NOTE 5 – SUBSEQUENT EVENTS**

In accordance with SFAS 165 (ASC 855-10) management has performed an evaluation of subsequent events through the date that the financial statements were issued and has identified the following events to disclose in these financial statements.