

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

U C, Inc. (formerly named “Symmetry Technologies, Inc.”)

One Financial Plaza, Suite 1000, Fort Lauderdale, Florida 33394

954-715-5020

Company Website: uc.life

Email: info@uc.life

SIC Code 6719

Annual Report

For the period ending December 31, 2022 (the “Reporting Period”)

Outstanding Shares

The number of shares outstanding of our Common Stock was:

14,739,627 as of December 31, 2022

14,739,627 as of September 30, 2022

14,739,627 as of December 31, 2021

Shell Status

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

Yes: ☐ No: ☒

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

Yes: ☒ No: ☐

Change in Control

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

Yes: ☐ No: ☒

¹ “Change in Control” shall mean any events resulting in:

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

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

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

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

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.

Current name of the Issuer is U C, Inc. (formerly named "Symmetry Technologies, Inc.")

The Issuer was incorporated on October 30, 2001 as Symmetry Technologies, Inc.". The name was changed on November 29, 2021 in the State of Nevada.

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):

State of Incorporation: Nevada

Current Standing: Active.

Describe any trading suspension orders issued by the SEC concerning the issuer or its predecessors since inception:

None

List any stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization either currently anticipated or that occurred within the past 12 months:

None.

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

One Financial Plaza, Suite 1000, Fort Lauderdale, Florida, 33394

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

☒ *Check 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?

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

2) Security Information

Transfer Agent

Name: Pacific Stock Transfer

Phone: (702) 361-3033

Email: luke@pacificstocktransfer.com

Address: 6725 Via Austi Pkwy, Suite 300, Las Vegas, Nevada 89119

Publicly Quoted or Traded Securities:

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

Trading symbol:

SMMR

Exact title and class of securities outstanding:

Common

CUSIP:	<u>87155J108</u>
Par or stated value:	<u>\$.0001</u>
Total shares authorized:	<u>900,000,000</u> as of date: <u>12/31/2022</u>
Total shares outstanding:	<u>14,739,627</u> as of date: <u>12/31/2022</u>
Total number of shareholders of record:	<u>379</u> as of date: <u>12/31/2022</u>

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

Trading symbol:	<u>None</u>
Exact title and class of securities outstanding:	<u>None</u>
CUSIP:	<u>None</u>
Par or stated value:	<u>None</u>
Total shares authorized:	<u>None</u> as of date: _____
Total shares outstanding:	<u>None</u> as of date: _____
Total number of shareholders of record:	<u>None</u> as of date: _____

Trading symbol:	<u>None</u>
Exact title and class of securities outstanding:	<u>None</u>
CUSIP:	<u>None</u>
Par or stated value:	<u>None</u>
Total shares authorized:	<u>None</u> as of date: _____
Total shares outstanding:	<u>None</u> as of date: _____
Total number of shareholders of record:	<u>None</u> as of date: _____

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:	<u>Series A Preferred Stock</u>
CUSIP (if applicable):	<u>(N/A)</u>
Par or stated value:	_____
Total shares authorized:	<u>1,000,000</u> as of date: <u>12/31/2022</u>
Total shares outstanding (if applicable):	<u>1,000,000</u> as of date: <u>12/31/2022</u>
Total number of shareholders of record (if applicable):	<u>1</u> as of date <u>12/31/2022</u>

Exact title and class of the security:	<u>Series B Preferred Stock</u>
CUSIP (if applicable):	<u>(N/A)</u>
Par or stated value:	_____
Total shares authorized:	<u>100,000</u> as of date: <u>12/31/2022</u>
Total shares outstanding (if applicable):	<u>100,000</u> as of date: <u>12/31/2022</u>
Total number of shareholders of record (if applicable):	<u>1</u> as of date <u>12/31/2022</u>

Exact title and class of the security:	<u>Series C Preferred Stock</u>
CUSIP (if applicable):	<u>(N/A)</u>
Par or stated value:	<u>\$.50</u>
Total shares authorized:	<u>5,000,000</u> as of date: <u>12/31/2022</u>
Total shares outstanding (if applicable):	<u>1,657,806</u> as of date: <u>12/31/2022</u>

Total number of shareholders of record
(if applicable):

1 as of date 12/31/2022

Security Description:

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

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

Each share of the common stock of the Company is entitled to one vote in any election to be held of the shareholders for any purpose by the Company.

Common shareholders are entitled to dividends, if and when authorized by the Board of Directors.

Common shareholders do not have any preemption rights.

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

Three series of Preferred Stock have been designated: Series A, B and C.

Series A Preferred Stock

On any matter presented to the shareholders of the Company for their action or consideration at any meeting of shareholders of the Company (or by written consent of shareholders in lieu of meeting), each holder of shares of Series A Preferred Stock shall be entitled to cast 10,000 votes per share of Series A Preferred Stock.

Each share of Series A Preferred Stock is convertible at the option of its holder into one thousand (1,000) shares of common stock, each of which shall be fully paid and non-assessable shares of common stock.

In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Company, the assets of the Company available for distribution to stockholders shall be distributed among the holders of the shares of preferred stock and common stock, pro rata based on the number of shares held by each such holder, treating for this purpose all such securities as if they had been converted to common stock pursuant to the terms hereof immediately prior to such dissolution, liquidation or winding up of the Company.

The Series A Preferred Stock are not redeemable and do not have any sinking fund provisions or registration rights.

Series B Preferred Stock

The shares of the Series B Preferred Stock are non-voting. Each share of Series B Preferred Stock upon conversion at the option of the holder shall convert into one hundred (100) shares of common stock, each with voting rights, which shall be fully paid and non-assessable share of Common Stock of the Company.

The Series B Preferred Stock shall rank, with respect to dividend rights and rights on liquidation, dissolution and winding-up of the affairs of the Company equal to the Common Stock and junior to each class or series of preferred stock alphabetically before it.

At the option of the Company, the Company may redeem that number of shares of Series B Preferred Stock held by any holder and specified in a written notice of redemption ("Redemption Notice") sent or delivered to the holder, by paying the holder, in cash, an amount per share of Series B Preferred Stock identified in the

Redemption Request, which shall be equal to the ten (10) day average closing market ask price for a share of the Company's common stock multiplied by 100 for the prior ten (10) days before the date of the Redemption Notice, plus any declared but unpaid dividends on each such share.

If the Company should file any form of registration statement with the SEC covering the distribution or sale of any securities of the Company, it shall give written notice (the "Registration Notice") to the holders of the Series B Preferred Stock of such decision, each of whom shall have the right to elect, by written notice to the Company to have the Registration Statement include the registration of any or all of the Series B Preferred Stock of the holder, or common stock into which it may be converted, in whole or in part.

The Series B Preferred Stock does not have any sinking fund provisions.

Series C Preferred Stock

The Series C Preferred Stock is non-voting. Each share of Series C Preferred Stock automatically converts at the sole option of its holder into fully paid and non-assessable shares of Common Stock of the Company. The quantity of shares of Common Stock to be issued per share of Series C Preferred Stock shall have a value equal to the par value per share of the Series C Preferred Stock (\$.50), and shall be calculated at a price per share of the Common Stock equal to a 50% discount to the average of the three lowest market closing bid prices for a share of the Company's common stock during the twenty (20) trading day prior to the date of each such conversion ("the Series C Conversion Formula"). The total quantity of shares of common stock issuable per conversion of the Series C Preferred Stock shall be rounded up to the next share of common stock. Any common shares issued from the conversion of any Series C Preferred Stock shall be fully paid and non-assessable share of Common Stock.

Each share of Series C Preferred Stock bears a conversion limitation. Unless the following restriction is revoked in writing not less than sixty-one (61) days prior notice from the holder of the Series C Preferred Stock to the Company, any holder of Series C Preferred Stock may not convert any shares of the Series C Preferred Stock if at the time of such conversion the amount of common stock issued from the conversion, when added to other shares of the Company's common stock owned by the converting holder would cause the holder to own more than nine and ninety-nine tenths percent (9.99%) of the Company's outstanding common stock (the "Ownership Limitation"), which Ownership Limitation shall be reduced to four and ninety-nine-tenths percent (4.99%) of the Company's outstanding common stock should the Company become a Reporting Company as defined as an issuer with a class of securities registered under Section 12 or subject to Section 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act").

The holders of Series C Preferred Stock shall be entitled to receive dividends, payable via cash or stock in parity with the common stock holders, when, as and if declared by the Board of Directors of the Company.

In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Company, the assets of the Company available for distribution to stockholders shall be distributed among the holders of the shares of preferred stock and common stock, pro rata based on the number of shares held by each such holder, treating for this purpose all such securities as if they had been converted to common stock pursuant to the terms hereof immediately prior to such dissolution, liquidation or winding up of the Company.

In whole or in part, at the option of the Company and with the prior written approval of the holder of the of Series C Preferred Stock, the Company shall have the right, in whole or in part, to redeem that number of shares of Series C Preferred Stock held by any holder and specified in a written notice of redemption ("Redemption Notice") by paying said holder, in cash in immediately available funds or other consideration acceptable to said holder (per a separate agreement for the redemption of the Series C Preferred Stock over time), an amount per share of Series C Preferred Stock identified in the Redemption Notice, calculated on the date of said Redemption Notice such that the total to be paid shall not be less than the Series C Conversion Formula cited above, ("the "Series C Preferred Stock Redemption Price") and any declared but unpaid dividends per share of Series C Preferred Stock. Each holder of the of Series C Preferred Stock, in

its sole judgment and discretion, shall have the option to accept or reject the Series C Preferred Stock Redemption Price stated in the Redemption Notice, or to reject any Redemption Notice in whole or in part.

If the Company files any form of registration statement (the "Registration Statement") with the SEC covering the distribution or sale of any securities of the Company, it shall give written notice (the "Registration Notice") to the holders of the Series C Preferred Stock of such decision, who shall have the right to elect, by written notice (the "Reply to Registration Notice") to the Company to have the Registration Statement include the registration of any or all of the Series C Preferred Stock, or common stock into which it may be converted, in whole or in part.

The Series C Preferred Stock do not have any sinking fund provisions.

Describe any other material rights of common or preferred stockholders.

Neither the common nor the preferred shareholders hold any 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.**

None

3) Issuance History

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

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

A. Changes to the Number of Outstanding Shares

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

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

Shares Outstanding as of Second Most Recent Fiscal Year End: Opening Balance Date <u>12/31/20</u> Common: <u>797,000,000</u> Preferred: <u>1,100,000</u>			*Right-click the rows below and select "Insert" to add rows as needed.						
Date of Transaction	Transaction type (e.g. new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to (entities must have individual with voting / investment control disclosed).	Reason for share issuance (e.g. for cash or debt conversion) -OR- Nature of Services Provided	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.

<u>1/25/2021</u>	<u>Share Cancellation</u>	<u>708,074,216</u>	<u>Common</u>	<u>\$70.807</u>	<u>Yes – at par value \$.0001</u>	<u>RSB Partners, LLC – Bryon Rambo, Mgr.</u>	<u>Subsidiary Acquisition</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>1/25/2021</u>	<u>Share Cancellation</u>	<u>74,186,157</u>	<u>Common</u>	<u>\$7.719</u>	<u>Yes – at Par value \$.0001</u>	<u>DLJ Family Limited Partnership – Donna Rayburn, Mgr.</u>	<u>Subsidiary Acquisition</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>3/1/2021</u>	<u>New Issuance</u>	<u>1,657,806</u>	<u>Series C Preferred Stock</u>	<u>\$828,903</u>	<u>N/A</u>	<u>Roy J. Meadows Revocable Trust – Donna Rayburn, Trustee</u>	<u>Exchange of Debt for Equity</u>	<u>Restricted</u>	<u>4(a)(2)</u>
Shares Outstanding on Date of This Report:									
<u>Ending Balance:</u>									
Date <u>12/31/22</u>									
			Common: <u>14,739,627</u>						
			Preferred: <u>2,757,806</u>						

Example: A company with a fiscal year end of December 31st, in addressing this item for its Annual Report, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2021 through December 31, 2022 pursuant to the tabular format above.

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

The January 25, 2021 share cancellations per above, totaling 782,260,373 shares, were the result of the unwind *ab initio* of the Acquisition Agreement of June 30, 2018 with a third party under which the shares were issued, meaning the total quantity of shares issued and outstanding reverted to the pre-acquisition agreement quantity of 14,739,627.

The 1,657,806 shares of Series C Preferred Stock issued on March 1, 2021, were issued under an Exchange Agreement, dated February 5, 2021, between the Company and the Roy Meadows Revocable Trust (beneficiary of the estate of Roy Meadows deceased) wherein said Trust waived past and current interest and fees to date on the principal amount of \$828,903 which was advanced beginning in 2013, and which was due under the convertible prom note that the late Roy Meadows had held. The principal was exchanged for the issuance of 1,657,806 shares of restricted Series C Preferred Stock, par value \$.50 per share.

B. Promissory and Convertible Notes

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

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

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. *You must disclose the control person(s) for any entities listed.	Reason for Issuance (e.g. Loan, Services, etc.)
<u>None</u>							

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

The prior debt of the Company, consisting solely of a single convertible promissory note held by Roy J. Meadows, who passed away in December 2019, was exchanged on February 5, 2021 by his trust (beneficiary of his estate) for shares of the Company's Series C Preferred Stock, as stated in the preceding table under "3. Issuance History".

4) Issuer's Business, Products and Services

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

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

On February 27, 2023, the Company acquired Gummies Factory, Inc. Gummies Factory, Inc. acquires, markets and sells gummies to retailers. This agreement is part of the Company's overall strategy to establish itself as a competitor in the chewable gummies industry and become a major distribution and marketing company focused on the manufacturing and wholesale sales of all types of gummies. The Company also appointed David Reckles as both CEO of U C, Inc. and CEO of Gummies Factory, Inc. The Company has already commenced sales of gummies on a wholesale basis.

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

None as of December 31, 2022

C. Describe the issuers' principal products or services.

On February 27, 2023, the Company acquired Gummies Factory, Inc. Gummies Factory, Inc. acquires, markets and sells gummies to retailers. This agreement is part of the Company's overall strategy to establish itself as a competitor in the chewable gummies industry and become a major distribution and marketing company focused on the manufacturing and wholesale sales of all types of gummies. The Company also appointed David Reckles, CEO of U C, Inc., as CEO of Gummies Factory, Inc. The Company has already commenced sales of gummies on a wholesale basis.

5) Issuer's Facilities

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

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

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

None

6) Officers, Directors, and Control Persons

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

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

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

Names of All Officers, Directors and Control Persons	Affiliation with Company (e.g. Officer Title /Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Names of control person(s) if a corporate entity
Donna Rayburn	<u>Director, Chairperson of Board</u>	<u>Longwood, Florida</u>	None	N/A	N/A	
David Reckles	<u>President, Treasurer, CEO, Director</u>	<u>Ft. Lauderdale, Florida</u>	None	N/A	N/A	
Michael Coner	<u>Vice President, Secretary, Director</u>	<u>Ft. Lauderdale, Florida</u>	None	N/A	N/A	
<u>DLJ Family Limited Partnership</u>	<u>Owner of more than 5% of a Class of Stock</u>	<u>Longwood, Florida</u>	<u>1,000,000</u>	<u>Series A Preferred</u>	<u>100</u>	Donna Rayburn, Manager
<u>DLJ Family Limited Partnership</u>	<u>Owner of more than 5% of a Class of Stock</u>	<u>Longwood, Florida</u>	<u>100,000</u>	<u>Series B Preferred</u>	<u>100</u>	Donna Rayburn, Manager
<u>Roy J. Meadows Revocable Trust</u>	<u>Owner of more than 5% of a Class of Stock</u>	<u>Longwood, Florida</u>	<u>1,657,806</u>	<u>Series C Preferred</u>	<u>100</u>	<u>Donna Rayburn, Trustee</u>
<u>DLJ Family Limited Partnership</u>	<u>Owner of more than 5% of a Class of Stock</u>	<u>Longwood, Florida</u>	<u>2,013,843</u>	<u>Common</u>	<u>13.7</u>	Donna Rayburn, Manager

7) Legal/Disciplinary History

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

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

None

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

None

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

None

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

None

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

None

8) Third Party Service Providers

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

Securities Counsel (must include Counsel preparing Attorney Letters).

Name: Jonathan Leinwand, Esq.
Firm: Jonathan D. Leinwand, P.A.
Address 1: 18305 Biscayne Blvd., Suite 200
Address 2: Aventura, Florida 33160
Phone: (954) 903-7856
Email: Jonathan@jdlpa.com

Accountant or Auditor

Name: Waleed Fahid
Firm: U C. Inc.
Address 1: One Financial Plaza, Suite 1000
Address 2: Fort Lauderdale, Florida 33394
Phone: 954-715-5020
Email: waleed.fahid.acctg@gmail.com

Investor Relations

Name: None
Firm: None
Address 1: None
Address 2: None
Phone: None
Email: None

All other means of Investor Communication:

Twitter: None
Discord: None
LinkedIn: None
Facebook: None
[Other] None

Other Service Providers

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

Name: None
Firm: None
Nature of Services: None
Address 1: None
Address 2: None
Phone: None
Email: None

9) Financial Statements

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

- ☐ IFRS
☒ U.S. GAAP

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

Name: Waleed Fahid
Title: Accountant
Relationship to Issuer: Independent Contractor

Describe the qualifications of the person or persons who prepared the financial statements: **Accountant and Bookkeeper with over 10 years experience preparing financial statements.**

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

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

The financial statements for period ending December 31, 2022, is attached hereto.

10) Issuer Certification

Principal Executive Officer:

² 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.

The issuer shall include certifications by the chief executive officer and chief financial officer of the issuer (or any other persons with different titles but having the same responsibilities) in each Quarterly Report or Annual Report.

The certifications shall follow the format below:

I, David Reckles certify that:

1. I have reviewed this Disclosure Statement for U C, Inc. (formerly named Symmetry Technologies, 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.

March 28, 2023

/s/David Reckles [CEO's Signature]

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

Principal Financial Officer:

I, David Reckles, certify that:

1. I have reviewed this Disclosure Statement for U C, Inc. (formerly named Symmetry Technologies, 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.

March 28, 2023

/s/David Reckles [CFO's Signature]

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

U C, Inc.
(formerly Symmetry Technologies, Inc.)
Financial Statements
For the Year Ended December 31, 2022
(Unaudited)

U C, Inc.
(formerly Symmetry Technologies, Inc.)

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U C, Inc.
Balance Sheet
As of December 31, 2022
(unaudited)

	12-Month December 31, 2022	12-Month December 31, 2021
ASSETS		
Current Assets		
Cash	26	1,025
Accounts Receivable	0	0
Inventory	0	0
Prepaid Services	11,000	0
Other Current Assets	0	0
	<hr/>	<hr/>
Total Current Assets	11,026	1,025
Fixed Assets		
Fixtures and Equipment	0	0
Depreciation and Writedowns	0	0
Other Fixed Assets	0	0
	<hr/>	<hr/>
Total Fixed Assets	0	0
Other Assets		
Deferred Income Taxes	0	0
Other	0	0
	<hr/>	<hr/>
Total Other Assets	0	0
	<hr/>	<hr/>
TOTAL ASSETS	11,026	1,025
LIABILITIES & EQUITY		
Liabilities		
Current Liabilities		
Accounts Payables	70,218	40,948
Related Party Payables	17,270	8,143
Short-term Loans - Related Party	35,900	24,900
Taxes Payable	0	840
Accrued Salary and Wages	0	0
	<hr/>	<hr/>
Total Current Liabilities	123,388	74,831
Long Term Liabilities		
Notes Payable	0	0
Other Long Term Debt	0	0
	<hr/>	<hr/>
Total Long Term Liabilities	0	0
	<hr/>	<hr/>
Total Liabilities	123,388	74,831
Equity		
Preferred stock, Series A and B, par value \$.001 per share, 1,100,000 shares authorized, 1,100,000 shares issued and outstanding as of December 31, 2022 and 1,100,000 shares issued and outstanding on December 31, 2021.	1,100	1,100
Preferred stock, Series C, par value \$.50 per share, 5,000,000 shares authorized, 1,657,806 shares issued and outstanding as of December 31, 2022 and at a par value of \$.50 per share, 1,657,806 shares issued and outstanding as of December 31, 2021.	828,903	828,903
Common stock, par value \$.0001, 900,000,000 shares authorized, 14,739,627 shares issued and outstanding as of December 31, 2022 and 14,739,627 issued and outstanding as of December 31, 2021.	1,474	1,474
Additional Paid-In Capital	1,045,653	1,032,668
Retained Earnings	(1,937,951)	(1,875,772)
Change in Common Stock	0	0
Adjustments	0	0
Net Income (Loss) for Period	(51,541)	(62,179)
	<hr/>	<hr/>
Total Equity	(112,362)	(73,806)
	<hr/>	<hr/>
TOTAL LIABILITIES & EQUITY	11,026	1,025

U C, Inc.
Profit Loss
December 31, 2022 and 2021
(Unaudited)

	Year Ended December 31, 2022	Year Ended December 31, 2021
Net Sales	0	0
Cost of Sales	<u>0</u>	<u>0</u>
Gross Profit	0	0
Operating Expenses		
Advertising/Public Relations	1,948	1,098
Bad Debt	0	0
Commissions	0	0
Depreciation	0	0
Employee Benefits	0	0
Furniture and Equipment	0	0
Financing Payments	0	0
Insurance	0	0
Interest Expense (Accrued)	0	0
Maintenance and Repairs	0	0
Production Supplies	0	0
Office Supplies	43	0
Payroll Taxes	0	0
Property and Other Taxes	965	840
Rent	0	0
Utilities (Phones)	174	323
Research and Development	0	0
Salaries and Wages	0	0
Professional Fees	35,402	37,436
Other Fees	7,786	12,625
Travel & Entertainment	2,404	2,404
Transfer Agent	2,819	7,453
Web Hosting and domains	0	0
Web Development	<u>0</u>	<u>0</u>
Total Operating Expenses	51,541	62,179
Other Expenses		
Write offs	<u>0</u>	<u>0</u>
Total Expenses	<u>51,541</u>	<u>62,179</u>
Net Income Before Taxes	<u>(51,541)</u>	<u>(62,179)</u>
Income Tax Expense	<u>0</u>	<u>0</u>
Net Income After Taxes	<u>(51,541)</u>	<u>(62,179)</u>

U C, INC. (formerly Symmetry Technologies, Inc.)
STATEMENT OF STOCKHOLDERS EQUITY (DEFICIT)
FOR THE YEAR ENDED DECEMBER 31, 2022
(Unaudited)

	Common Stock		Preferred Stock		Paid-in Capital	Retained Earnings/Adjustments	Profit (Loss)	Total Equity
	Shares	Amount	Shares	Amount				
Balance, December 31, 2019 (unaudited)	<u>797,000,000</u>	\$ <u>79,700</u>	<u>1,100,000</u>	\$ <u>1,100</u>	\$ <u>145,922</u>	\$ <u>(1,594,572)</u>	\$ <u>(98,485)</u>	\$ <u>(1,466,335)</u>
Adjustment to Equity						(7,783)		
Net Profit (Loss)							<u>(174,932)</u>	<u>(174,932)</u>
Balance, December 31, 2020 (unaudited)	<u>797,000,000</u>	\$ <u>79,700</u>	<u>1,100,000</u>	\$ <u>1,100</u>	\$ <u>145,922</u>	\$ <u>(1,700,840)</u>	\$ <u>(174,932)</u>	\$ <u>(1,649,050)</u>
Cancellation of Shares from Acquisition	<u>(782,260,373)</u>	(78,226)				\$ 78,226		
Issuance of Series C Preferred Stock			828,903	\$ 828,903				
Adjustment in quantity of Series C Preferred Stock due to change in par value from \$1.00 to \$.50 per share.			828,903	\$ 0				
Adjustment for cancellation of Interest						\$ 807,143		
Adjustment to Equity						\$ 1,377		
Net Profit (Loss)							<u>(62,179)</u>	
Balance, December 31, 2021(unaudited)	<u>14,739,627</u>	\$ <u>1,474</u>	<u>2,757,806</u>	\$ <u>830,003</u>	\$ <u>145,922</u>	\$ (989,026)	\$ <u>(62,179)</u>	\$ <u>(73,806)</u>
Adjustments					91,211	(78,226)		
Net Profit (Loss)							<u>(51,541)</u>	
Balance, December 31, 2022 (unaudited)	<u>14,739,627</u>	\$ <u>1,474</u>	<u>2,757,806</u>	\$ <u>830,003</u>	\$ <u>237,133</u>	\$ <u>(1,129,431)</u>	\$ <u>(51,541)</u>	\$ <u>(112,362)</u>

U C, Inc.
Statement of Cash Flows
December 31, 2022 and 2021
(Unaudited)

	12 Months December 31, 2022	12 Months December 31, 2021
OPERATIONS		
Income (Loss)	(51,541)	(62,179)
Cash used for		
General Operating Expenses	29,270	32,536
Interest		807,143
Other	8,262	29,291
Net cash used by Operating Activities	(14,009)	806,791
INVESTING ACTIVITIES		
Cash receipts from		
Sale of Property and Equipment		
Sale of Investment Securities		750,677
Cash paid for		
Purchase of Property and Equipment		
Net Cash Flow from Investing Activities	0	750,677
FINANCING ACTIVITIES		
Cash receipts from		
Issuance of Stock		
Borrowings: Related Party	13,010	79,603
Borrowings: Other		-1,636,046
Borrowings: Total	13,010	-1,556,443
Cash paid for		
Repurchase of Stock (Treasury Stock)		
Repayment of Loans		
Dividends		
Net Cash Flow from Financing Activities	13,010	-1,556,443
Net Change in Cash	(999)	1,025
Cash at beginning of period	1,025	0
Cash at end of period	26	1,025

U C, INC.
(Formerly SYMMETRY TECHNOLOGIES, INC.)
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
For the Year Ended December 31, 2022

NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND NATURE OF OPERATIONS

NATURE OF OPERATIONS

U C, Inc. (formerly named Symmetry Technologies Inc.), (the Company"), was incorporated in the State of Nevada on October 30, 2001. The Company's fiscal year end is December 31. The Company operated continually as Symmetry Technologies Inc. since this date of incorporation, until its name changed on November 29, 2021.

On June 29, 2018, the Company entered into an acquisition agreement ("Acquisition Agreement") with a privately-held company developing restaurants in the Orlando, Florida, area, Dixie Belle's Restaurant Group, Inc., a Florida corporation, through its developer, RSB Partners, LLC (the "Acquisition"). As a result of the Acquisition, the Company became the owner and operator of a restaurant development company and underwent a change of control. The new business plan of the Company was the development of eat-in restaurants in the greater Orlando, Florida, area. All operations of the Company prior to the Acquisition were discontinued. However, the Acquisition was unwound ab initio on December 4, 2020. The Company currently does not have any operations. (See, "NOTE 14 – MANAGEMENT DISCUSSION OF OPERATIONS".)

On November 29, 2021, the Company changed its name from "Symmetry Technologies, Inc." to "U C, Inc." in the State of Nevada. The name change was approved by a majority vote of the shareholders and the Board of Directors of the Company. The name change was undertaken in anticipation of a resumption of operations of the Company at a future date under a new business plan.

BASIS OF PRESENTATION

The accompanying financial statements present financial results on the accrual basis of accounting as required under the United States generally accepted accounting principles. All amounts are presented in United States Dollars. The financial statements include all adjustments (including normal, recurring entries) which are, in the opinion of management, necessary for a fair presentation of the results for such periods.

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Financial Reporting Release No. 60, "Cautionary Advice Regarding Disclosure About Critical Accounting Policies" ("FRR 60") issued by the Securities and Exchange Commission ("SEC"), suggests companies provide additional disclosure and commentary on those accounting policies considered most critical. FRR 60 considers an accounting policy to be critical if it is important to the Company's financial condition and results of operations, and requires significant judgment and estimates on the part of management in its application. The Company intends to use the five-step model of revenue recognition under ASC 606 for any and all of its sales.

➤ **USE OF ESTIMATES:** On an ongoing basis, the Company evaluates its estimates, which are based on historical experience and on various other assumptions that are believed to be reasonable under the circumstances. The result of these evaluations forms the basis for making judgments about the carrying values of assets and liabilities and the reported amount of expenses that are not readily apparent from other sources. Actual results may differ from these estimates under different

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assumptions.

➤ **REVENUE RECOGNITION:** Revenue is recognized in accordance with the guidance of FASB ASC 605-10-25, which is when the revenue is realized or realizable, and when revenue is earned. Revenue is considered earned when any services to be rendered by the Company are substantially completed. The Company had no revenue for the year ending December 31, 2022.

➤ **CASH AND CASH EQUIVALENTS:** Cash equivalents include short-term, highly liquid investments with maturities of three months or less at the time of acquisition and the balance cash in hand and the balance in bank accounts.

➤ **ACCOUNTS RECEIVABLE:** Accounts Receivable (AR) is the payment which the Company will receive from its customers who have purchased its goods & services in the last month of the year and on credit terms. Usually the credit period is short, approximately a few days. The Company had no revenue for the year ending December 31, 2022, and to date, has no accounts receivable.

➤ **PREPAID EXPENSES:** Prepaid expenses are future expenses that have been paid in advance, that is, prepaid expenses are costs that have been paid but are not yet used up or have not yet expired

➤ **INVENTORY:** The Company does not have any inventory.

➤ **PROPERTY AND EQUIPMENT:** As on the date of the financial statements, the Company does not hold any assets.

➤ **INTANGIBLE ASSETS:** Intangible asset acquisitions in which the consideration given is cash are measured by the amount of cash paid, which generally includes the transaction costs of the asset acquisition. However, if the consideration given is not in the form of cash (that is, in the form of non-cash assets, liabilities incurred, or equity interests issued), measurement is based on either the cost which shall be measured based on the fair value of the consideration given or the fair value of the assets (or net assets) acquired, whichever is clearer and, thus, more reliably measurable

➤ **FINANCIAL INSTRUMENTS:** For certain of the Company's financial instruments, including cash, accrued expenses and short-term debt, the carrying amounts approximate their fair values due to their short maturities. We adopted ASC Topic 820, "Fair Value Measurements and Disclosures", which requires disclosure of the fair value of financial instruments held by the Company.

➤ **Investments in subsidiaries:** The Company did not make any payment in cash or check in connection with any subsidiary. As required under ASC 810, consolidated accounts are presented

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in this financial statement.

NOTE 2 - NEW ACCOUNTING PRONOUNCEMENTS

There are no new accounting pronouncements applicable to the Company's accounting that are applicable through December 31, 2022.

NOTE 3 - BUDGET & INTERNAL CONTROL PROCEDURES

1) Internal control procedures for inventory and cash control are being developed and will be implemented on an ongoing basis once the Company resumes operations (See "NOTE 14 – MANAGEMENT DISCUSSION OF OPERATIONS").

2) Annual financial budget will to be reviewed by the Board of Directors.

3) Quarterly variance reports will be reviewed by the Board of Directors.

NOTE 4 - ISSUANCE OF SHARES FOR SERVICES AND ACQUIRED ASSETS

Valuation of shares for services and other acquired assets were based on the fair market value of services and assets received. For the year ended December 31, 2022, no shares of common stock or preferred stock were issued for services, and no shares were issued for the acquisition of assets.

However, as a result of the Acquisition on June 29, 2018, 782,260,373 shares of common stock were issued pertaining to the share exchange provision of the Acquisition Agreement. Under the term of the share exchange in the Acquisition Agreement, RSB Partners, LLC, a Florida limited liability company, received 708,074,216 shares of common stock, and the DLJ Family Limited Partnership, a Florida partnership, received 74,186,157 shares of common stock. Prior to the Acquisition, there were 14,739,627 shares issued and outstanding. Therefore, post-Acquisition, there are 797,000,000 shares of common stock issued and outstanding of which RSB Partners, LLC shall hold 88.8% of the common stock share class.

In addition, under the terms and conditions of the Acquisition Agreement, the DLJ Family Limited Partnership transferred 1,000,000 shares of supervoting Series A Preferred Stock (100% of its share class) to RSB Partners, LLC. As a result, a "change of control" of the Company occurred as a result of the Acquisition. However, the Acquisition was unwound *ab initio* on December 4, 2020 (See, "NOTE 14 – MANAGEMENT DISCUSSION OF OPERATIONS")

NOTE 5 – CAPITAL STOCK

The Company is authorized to issue up to 900,000,000 shares of common stock, \$0.0001 par value. As of December 31, 2022, we had 14,739,627 shares of common stock issued and outstanding after the Unwind of the Acquisition on December 4, 2020 (See, "NOTE 14 – MANAGEMENT DISCUSSION OF OPERATIONS"). The holders of our Common Stock are entitled to one vote per share held and have the sole right and power to vote on all matters on which a vote of stockholders is taken. Voting rights are non-cumulative. Common stockholders are entitled to receive dividends

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when, as, and if declared by the Board of Directors, out of funds legally available therefore and to share pro rata in any distribution to stockholders. Upon liquidation, dissolution, or the winding up of our Company, common stockholders are entitled to receive the net assets of our Company in proportion to the respective number of shares held by them after payment of liabilities which may be outstanding. The holders of common stock have no preemptive right to subscribe for or purchase additional shares of Common Stock. The outstanding shares of common stock will not be subject to further call or redemption and are fully paid and non-assessable.

Our Articles of Incorporation authorize the issuance by resolution of our Board of Directors of up to 10,000,000 shares of preferred stock, of which three series have been designated, Series A, B and C. Of these, as of December 31, 2022, 1,000,000 shares of series A preferred stock, par value \$.001 per share, has been designated of which 1,000,000 shares were outstanding as of December 31, 2021, and 1,000,000 were outstanding on December 31, 2022. 1,000,000 shares of series B preferred stock, par value \$.001 per share, have been designated of which 100,000 shares were outstanding as of December 31, 2022. And 5,000,000 shares of series C preferred stock, par value \$.50 per share, have been designated, of which 1,657,806 shares were outstanding as of December 31, 2022.

Series A Preferred Stock

On any matter presented to the shareholders of the Company for their action or consideration at any meeting of shareholders of the Company (or by written consent of shareholders in lieu of meeting), each holder of shares of Series A Preferred Stock shall be entitled to cast 10,000 votes per share of Series A Preferred Stock. Each share of Series A Preferred Stock is convertible at the option of its holder into one thousand (1,000) shares of common stock, each of which shall be fully paid and non-assessable shares of common stock. In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Company, the assets of the Company available for distribution to stockholders shall be distributed among the holders of the shares of preferred stock and common stock, pro rata based on the number of shares held by each such holder, treating for this purpose all such securities as if they had been converted to common stock pursuant to the terms hereof immediately prior to such dissolution, liquidation or winding up of the Company. The Series A Preferred Stock are not redeemable and do not have any sinking fund provisions or registration rights.

Series B Preferred Stock

The shares of the Series B Preferred Stock are non-voting. Each share of Series B Preferred Stock upon conversion at the option of the holder shall convert into one hundred (100) shares of common stock, each with voting rights, which shall be fully paid and non-assessable share of Common Stock of the Company. The Series B Preferred Stock shall rank, with respect to dividend rights and rights on liquidation, dissolution and winding-up of the affairs of the Company equal to the Common Stock and junior to each class or series of preferred stock alphabetically before it. At the option of the Company, the Company may redeem that number of shares of Series B Preferred Stock held by any holder and specified in a written notice of redemption ("Redemption Notice") sent or delivered to the holder, by paying the holder, in cash, an amount per share of Series B Preferred Stock identified in the Redemption Request, which shall be equal to the ten (10) day average closing market ask price for a share of the Company's common stock multiplied by 100 for the prior ten (10) days before the date of the Redemption Notice, plus any declared but unpaid dividends on each such share. If the Company should file any form of registration statement with the SEC covering the distribution or sale of any securities of the Company, it shall give written notice (the "Registration

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Notice") to the holders of the Series B Preferred Stock of such decision, each of whom shall have the right to elect, by written notice to the Company to have the Registration Statement include the registration of any or all of the Series B Preferred Stock of the holder, or common stock into which it may be converted, in whole or in part. The Series B Preferred Stock does not have any sinking fund provisions.

Series C Preferred Stock

The Series C Preferred Stock is non-voting. Each share of Series C Preferred Stock automatically converts at the sole option of its holder into fully paid and non-assessable shares of Common Stock of the Company. The quantity of shares of Common Stock to be issued per share of Series C Preferred Stock shall have a value equal to the par value per share of the Series C Preferred Stock (\$.50), and shall be calculated at a price per share of the Common Stock equal to a 50% discount to the average of the three lowest market closing bid prices for a share of the Company's common stock during the twenty (20) trading day prior to the date of each such conversion ("the Series C Conversion Formula"). The total quantity of shares of common stock issuable per conversion of the Series C Preferred Stock shall be rounded up to the next share of common stock. Any common shares issued from the conversion of any Series C Preferred Stock shall be fully paid and non-assessable share of Common Stock. Each share of Series C Preferred Stock bears a conversion limitation. Unless the following restriction is revoked in writing not less than sixty-one (61) days prior notice from the holder of the Series C Preferred Stock to the Company, any holder of Series C Preferred Stock may not convert any shares of the Series C Preferred Stock if at the time of such conversion the amount of common stock issued from the conversion, when added to other shares of the Company's common stock owned by the converting holder would cause the holder to own more than nine and ninety-nine tenths percent (9.99%) of the Company's outstanding common stock (the "Ownership Limitation"), which Ownership Limitation shall be reduced to four and ninety-nine-tenths percent (4.99%) of the Company's outstanding common stock should the Company become a Reporting Company as defined as an issuer with a class of securities registered under Section 12 or subject to Section 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act").

The holders of Series C Preferred Stock shall be entitled to receive dividends, payable via cash or stock in parity with the common stock holders. when, as and if declared by the Board of Directors of the Company. In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Company, the assets of the Company available for distribution to stockholders shall be distributed among the holders of the shares of preferred stock and common stock, pro rata based on the number of shares held by each such holder, treating for this purpose all such securities as if they had been converted to common stock pursuant to the terms hereof immediately prior to such dissolution, liquidation or winding up of the Company.

In whole or in part, at the option of the Company and with the prior written approval of the holder of the of Series C Preferred Stock, the Company shall have the right, in whole or in part, to redeem that number of shares of Series C Preferred Stock held by any holder and specified in a written notice of redemption ("Redemption Notice") by paying said holder, in cash in immediately available funds or other consideration acceptable to said holder (per a separate agreement for the redemption of the Series C Preferred Stock over time), an amount per share of Series C Preferred Stock identified in the Redemption Notice, calculated on the date of said Redemption Notice such that the total to be paid shall not be less than the Series C Conversion Formula cited above, ("the "Series C Preferred Stock Redemption Price") and any declared but unpaid dividends per share of Series C Preferred Stock. Each holder of the of Series C Preferred Stock, in its sole judgment and

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discretion, shall have the option to accept or reject the Series C Preferred Stock Redemption Price stated in the Redemption Notice, or to reject any Redemption Notice in whole or in part.

If the Company files any form of registration statement (the "Registration Statement") with the SEC covering the distribution or sale of any securities of the Company, it shall give written notice (the "Registration Notice") to the holders of the Series C Preferred Stock of such decision, who shall have the right to elect, by written notice (the "Reply to Registration Notice") to the Company to have the Registration Statement include the registration of any or all of the Series C Preferred Stock, or common stock into which it may be converted, in whole or in part.

NOTE 6 – SHORT-TERM LOANS

During the year ended December 31, 2022 the majority controlling shareholder of the Corporation and an officer have paid certain ongoing routine expenses of the Corporation, with the intent to be reimbursed once the Corporation is generating revenues and a positive cashflow, but not later than after a period of two years from December 31, 2020. Simple interest at prime plus 3 percent will accrue after December 31, 2022, with no interest charged in the interim. As of the date of this report, the amounts appear on the financial statements of the Company as "Short-term Loans - Related Party" and have not been documented as individual promissory notes.

NOTE 7 – NOTES PAYABLE

On March 31, 2013, the Company had an accrued debt owed to Chad Reed, an individual and former officer of the Company, of \$104,107.00 in prepaid expenses and \$94,787 in accrued salary, which amounts were recorded on the Balance Sheet. The Company entered into a one year secured 8% convertible promissory note with Chad Reed on March 31, 2013 for the total principal amount of \$198,894. The terms of the note stipulate that full payment of principal and accrued interest is due and payable to Chad Reed on or before March 31, 2014. The Company and Chad Reed shall have the option to convert the principal amount and interest owed on the note to common stock shares of the Company. On May 6, 2014, the above referenced note was transferred to and assumed by Roy J Meadows, an individual, who became the new holder of said note (the "Note").

Since May 6, 2014, the Note has continued to appear on the Balance Sheet in an amended and restated form under "Notes Payable" as that certain "Amended & Restated Demand Convertible Promissory Note, dated September 30, 2016", which total amount includes additional loan advances made by Meadows including funds advanced in the years from 2014 prior to the 2018 Acquisition, for the purchase of manufacturing facilities, materials and equipment and general working capital purposes for a pre-cooked barbecue plant and facility in Texas. The total amount of principal advanced under the Note was \$828,902.73. The business plan for the development of the barbecue business was abandoned in early 2018 as not economically viable.

In December 2019, Roy J. Meadows died and the Note became the property of his surviving trust, "The Roy Meadows Revocable Trust, dated May 17, 2004", as restated on August 28, 2017 (the "Trust"). The Trust's sole trustee is Donna Rayburn, a Director of the Company, and related party.

As of December 31, 2020, the Note remained outstanding including accrued and unpaid interest and renewal fees to date. The Note had an unpaid, accrued balance of \$1,636,046.19 as of December 31, 2020.

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Since the making of the Note until the date of the Exchange Agreement (see following), there have been no payments made at any time against the Note's outstanding balance, nor has there been any debt conversions by the Noteholder. The Note had continued from year-to-year accruing interest and renewal fees.

➤ *Exchange Agreement*

Subsequent to the Unwind that occurred on December 4, 2020 (See, "NOTE 14 – MANAGEMENT DISCUSSION OF OPERATIONS"), The Company deemed it in its best interests and those of its shareholders to negotiate a reduction of the \$1,636,046.19 owed through December 31, 2020 under that certain Amended & Restated Demand Convertible Promissory Note, dated September 30, 2016 (the "Note"), in order to restructure the Company's Balance Sheet. As a result, the Company entered into negotiations with the holder of the Note, the "The Roy Meadows Revocable Trust, dated May 17, 2004" (the "Trust").

In anticipation of entry into an agreement wherein the Note was to be exchanged for equity, the Company amended its Articles of Incorporation, on January 12, 2021 to create a newly designated series of non-voting, convertible, redeemable preferred stock of the Company, Series C, which designation was updated on November 29, 2021 by an amendment to the Articles of Incorporation of the Company, including, but not limited to, a mutually agreed to reduction in par value per share of the Series C Preferred Stock from \$1.00 to \$.50 per share.

On February 5, 2021, the Company signed that certain "Exchange Agreement" with the Trust. Under the Exchange Agreement, the outstanding balance, including accrued and unpaid interest and fees, of \$1,636,046.19 of the Note, was exchanged for the Series C Preferred Stock of the Company. Moreover, as part of the Exchange Agreement, the Trust forgave all outstanding accrued and unpaid interest and fees through the date of the Exchange Agreement, such that only the principal amount of the Note, \$828,902.73, was to be exchanged for equity.

As a result of entry into the Exchange Agreement, the Company issued to the Trust, as of a transfer agent record date of February 25, 2021, 1,657,806 shares of Series C Preferred Stock, reflecting the total principal loaned to the Company under the Note of \$828,903 (rounded to nearest dollar). The shares of Series C Preferred Stock which are convertible to Common Stock are subject to a "Conversion Limitation". (See, "NOTE 5 – CAPITAL STOCK")

As of December 31, 2022, there are no other convertible debt instruments of any kind owed by the Company. The balance sheet of the Company only reflects "short-term loans" made by the controlling shareholder and a related party. (See "NOTE 6 – SHORT-TERM LOANS").

NOTE 8 - NON-CASH TRANSACTIONS

No non-cash investing and financing activities occurred during the year ended December 31, 2022.

NOTE 9 - COMMITMENTS AND CONTINGENCIES:

There are no commitments and contingencies as of the end of the year ending December 31, 2022.

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NOTE 10 – LITIGATION:

The Corporation has not had, nor has an active litigation nor any litigation pending.

NOTE 11 - CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS:

The following lists any related party transactions through December 31, 2022 in addition to the Short-Term Loans by officers and the controlling shareholder cited in NOTE 6:

- 1) The Symmetry Technologies Revocable Trust, Mrs. Donna Rayburn, Trustee, holder of 1,000,000 shares of Series A Preferred Stock (100% of class).
- 2) The DLJ Family Limited Partnership, Mrs. Donna Rayburn, Managing Partner, holder of:
 - 100,000 shares of Series B Preferred Stock (100% of class issued and outstanding, none converted).
 - 2,013,843 shares of common stock (13.7% of class).
- 3) The Roy Meadows Revocable Trust, Mrs. Donna Rayburn, Trustee, (the “Trust”) holder of:
 - 1,657,806 shares of Series C Preferred Stock (100% of class issued and outstanding, none converted).
 - 1,384,311 shares of common stock (9.4% of class), issued 10/18/2015 to TriNexus, Inc., Roy Meadows, President, Director and sole shareholder (deceased). Assets assumed by the Trust, Mrs. Donna Rayburn, Trustee.

NOTE 12 - DEFERRED TAX COMPUTATION:

The Company uses the asset and liability method of accounting for income taxes in accordance with ASC Topic 740, “Income Taxes”. Under this method, income tax expense is recognized for: (i) taxes payable or refundable for the current year and (ii) deferred tax consequences of temporary differences resulting from matters that have been recognized in an entity’s financial statements or tax returns. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the 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 results of operations in the period that includes the enactment date. A valuation allowance is provided to reduce the deferred tax assets reported if based on the weight of the available positive and negative evidence, it is more likely than not some portion or all the deferred tax assets will not be realized.

ASC Topic 740.10.30 clarifies the accounting for uncertainty in income taxes recognized in an enterprise’s financial statements and prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. ASC Topic 740.10.40 provides guidance on de-recognition, classification, interest and penalties, accounting in interim periods, disclosure, and transition. We have no material uncertain tax positions for any of the reporting periods presented.

There was no income tax expense during this quarter. However, the availability of a net operating loss carryforward and the associated deduction, is subject to complex and restrictive federal income tax provisions as codified by Internal Revenue Code section 172 and related Treasury Regulations, all of which are subject to change and the availability of which can never be free from doubt.

The components of the deferred tax assets and liabilities are as follows:

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Deferred tax assets:	December 31, 2022	December 31, 2021
Net operating loss carryovers	\$1,937,951	\$1,875,772
Stock-based compensation	-	-
Other temporary differences	-	-
Total deferred tax assets	\$1,937,951	\$1,875,772
Valuation allowance	(\$1,937,951)	(\$1,875,772)
Net deferred tax asset	\$ -	\$ -

NOTE 13 - GOING CONCERN

The Company has had only limited revenues and has only generated a net operating loss since its inception. The Company has a negative working capital and accumulated deficit as of December 31, 2022. These factors among others raise substantial doubt about the Company's ability to continue as a going concern.

The accompanying financial statements have been prepared on a going concern basis of accounting, which contemplates continuity of operations, realization of assets and liabilities and commitments in the normal course of business. The financial statements do not include any adjustments relating to the recoverability of the carrying amount of the recorded assets or the amount of liabilities that might result from the outcome of this uncertainty. The accompanying financial statements do not reflect any adjustments that might result if the Company is unable to continue as a going concern. The Company's ability to continue as a going concern and the appropriateness of using the going concern basis is dependent upon, among other things, additional cash infusions. Management may raise additional capital through stock offerings in order to build up the business and name recognition. However, there can be no assurance that the Company will be able to raise sufficient capital to fully implement its business model.

NOTE 14 – MANAGEMENT DISCUSSION OF OPERATIONS

On June 29, 2018, the Company entered into an acquisition agreement ("Acquisition Agreement") with a privately-held company, Dixie Belle's Restaurant Group, Inc., a Florida corporation, through its developer, RSB Partners, LLC (the "Acquisition"). Dixie Belle's Restaurant Group, Inc. is a company developing restaurants in the Orlando, Florida, area. As a result of the Acquisition, the Company became the owner and operator of a restaurant development company and underwent a change of control. The business plan of the Company post-Acquisition is the development of eat-in restaurants in the greater Orlando, Florida, area that provide food and beverages to consumers residing in, or visiting the area. The developer for the restaurant chain is RSB Partners, LLC, a Florida limited liability company which is in the process of securing debt financing for construction of the new restaurants.

Through September 30, 2020, financing on terms acceptable to RSB Partners, LLC had not been secured. Moreover, the COVID-19 pandemic has caused a widespread business interruption, further delaying the execution of the Company's business plan.

As a consequence of the delay in the execution of the business plan, and because the Company has been unable to forecast when it may be able to implement it, on December 4, 2020, the Board of Directors of

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the Company voted to unwind the Acquisition *ab initio* retroactive to its inception date, and cancel the 782,260,373 shares of common stock issued and outstanding since 2018 under the share exchange provision of the Acquisition Agreement, and return the control of the Company to the DLJ Family Partnership (The “Unwind”). (The share cancellation subsequently occurred on January 25, 2021. As a result, the total quantity of issued and outstanding shares of Common Stock of the Company returned to 14,739,627 shares.)

In connection with the Unwind, the Company engaged in January 2021, a law firm to identify its future options including the possibility of a corporate reorganization/restructuring, business combination or liquidation and dissolution.

As a consequence of the Unwind of the Acquisition, and because, as of June 30, 2022, the Company has not entered into a corporate reorganization/restructuring or business combination the financial statements of the Company for the period ended September 30, 2022 continue to reflect no operating activity or significant changes. The Company at this time has ruled out any consideration of a liquidation or dissolution, and is optimistic that a restructuring can occur in 2022.

On June 3, 2022, David Reckles, the CEO of the Company, formed a Florida corporation as “Incorporator”, named Omni Channel Wellness Co. (“OCW”). On June 29, 2022, the Company acquired 100% of OCW from the Incorporator solely for the purposes of reimbursement of startup expenses of OCW. No capital stock or warrants were issued as consideration. OCW remains in the formative startup phase as a wholly-owned subsidiary of the Company, and has not begun operation.

NOTE 15 – SUBSEQUENT EVENT

On February 27, 2023, the Company acquired 100% ownership of the new startup operating company, Gummies Factory, Inc. (the “New Subsidiary”). The New Subsidiary is an online marketer of edible gummies which are to be sold worldwide.