

**Alternative Reporting Standard:
Disclosure Guidelines for the Pink[®] Market**

GROW CAPITAL, INC.

6145 S. Rainbow Blvd, Suite 105,
Las Vegas, NV 89118

Company Telephone: (702) 830-7919
Company Website: www.growcapitalinc.com
Company Email: info@growcapital.com

Annual Report

For the year ending June 30, 2024 (the "Reporting Period")

Outstanding Shares

The number of shares outstanding of our Common Stock was:

143,471,482 as of September 26, 2024 (*Current Reporting Period Date or More Recent Date*)

141,971,482 as of June 30, 2024 (*Most Recent Completed Fiscal Year End*)

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 Control⁴ of the company has occurred during this reporting period:

Yes: No:

⁴ "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 and names used by predecessor entities, along with the dates of the name changes.

From October 22, 1999 to April 23, 2014 - Calibrus, Inc.
From April 23, 2014 to July 29, 2014 – Fantastic Fans, Inc.*
From July 29, 2014 to August 27, 2018 – Grow Condos, Inc.
From August 27, 2018 to Present – Grow Capital, Inc.

**This name change took place with NV Secretary of State but was never approved by FINRA and the Company changed its name to Grow Condos, Inc.*

Current State and Date of Incorporation or Registration:

The Company has been incorporated in the State of Nevada since October 22, 1999.

Standing in this jurisdiction: (e.g. active, default, inactive):

The Company is active in the State of Nevada.

Prior Incorporation Information for the issuer and any predecessors during the past five years:

Since August 27, 2018, the issuer has been incorporated in Nevada under the name Grow Capital, Inc.

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

None

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

None

Address of the issuer's principal executive office:

6145 S. Rainbow Blvd. Suite 105
Las Vegas, NV 89118

Address 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: Colonial Stock Transfer Co., Inc.
Phone: (801) 355-5740

Email: issuers@colonialstock.com
Address: 7840 S. 700 E, Sandy, UT 84070

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:	GRWC	
Exact title and class of securities outstanding:	Common Stock	
CUSIP:	399818202	
Par or stated value:	\$0.001	
Total shares authorized:	500,000,000	as of date: June 30, 2024
Total shares outstanding:	141,971,482	as of date: June 30, 2024
Total number of shareholders of record:	226	as of date: June 30, 2024

Please provide the above-referenced information for all other publicly quoted or traded securities of the issuer.

N/A

Other classes of authorized or outstanding equity securities that do not have a trading symbol:

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 that do not have a trading symbol). 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	
Par or stated value:	\$0.001	
Total shares authorized:	50,000,000	as of date: June 30, 2024
Total shares outstanding:	0	as of date: June 30, 2024
Total number of shareholders of record:	0	as of date: June 30, 2024

Please provide the above-referenced information for all other classes of authorized or outstanding equity securities.

N/A

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.

Accordingly, unless and until otherwise designated by the board of directors of the Corporation, and subject to any superior rights as so designated, the Common Stock shall have unlimited voting rights and be entitled to receive the net assets of the Corporation upon dissolution.

In all matters as to which the vote or consent of stockholders of the Corporation shall be required to be taken, the holders of Common Stock shall have one vote per share of Common Stock held. Cumulative Voting on the election of directors or on any other matter submitted to the stockholders shall not be permitted. Accordingly, unless and until otherwise designated by the board of directors of the Corporation, and subject to any superior rights as so designated, the Common Stock shall have unlimited voting rights and be entitled to receive the net assets of the Corporation upon dissolution.

No holder of any of the shares of any class or series of stock or of options, warrants, or other rights to purchase shares of any class or series of stock or of other securities of the Corporation shall have any preemptive right to purchase or subscribe for any unissued stock of any class or series of any additional shares of any class or series to be issued by reason of any increase of the authorized capital stock of the Corporation of any class or series, or bonds, certificates of indebtedness, debentures, or other securities convertible into or exchangeable for stock of the Corporation of its class or series, or carrying any rights to purchase stock of any class or series, but any such unissued stock, additional authorized issue of shares of any class or series of stock, or securities convertible into or exchangeable for stock carrying any right to purchase stock may be issued and disposed of pursuant to an appropriate resolution of the board of directors to such persons, firms, corporations, or associations and on such terms as may be deemed advisable by the board of directors in the exercise of its sole discretion.

No holder of any of the shares of any class or series of stock or of options, warrants, or other rights to purchase shares of any class or series of stock or of other securities of the Corporation shall have any preemptive right to purchase or subscribe for any unissued stock of any class or series of any additional shares of any class or series to be issued by reason of any increase of the authorized capital stock of the Corporation of any class or series, or bonds, certificates of indebtedness, debentures, or other securities convertible into or exchangeable for stock of the Corporation of its class or series, or carrying any rights to purchase stock of any class or series, but any such unissued stock, additional authorized issue of shares of any class or series of stock, or securities convertible into or exchangeable for stock carrying any right to purchase stock may be issued and disposed of pursuant to an appropriate resolution of the board of directors to such persons, firms, corporations, or associations and on such terms as may be deemed advisable by the board of directors in the exercise of its sole discretion.

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

The Company has not yet determined any designation for its authorized preferred stock, which designation may be determined by the Board of Directors of the Company. There are currently no shares of the 50,000,000 authorized shares of preferred stock designated or issued.

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

The allocation between the classes, or among the series of each class, of unlimited voting rights and the right to receive the net assets of the Corporation upon dissolution, shall be as designated by the board of directors. All rights accruing to the outstanding shares of the Corporation not expressly provided for to the contrary in the articles of incorporation or in the Corporation's bylaws or in any amendment hereto or thereto shall be vested in the Common Stock

If a purpose of any shareholder meeting is to consider either: (1) a proposed amendment to the articles of incorporation (including any restated articles requiring shareholder approval); (2) a plan of merger or share exchange; (3) the sale, lease, exchange, or other disposition of all, or substantially all of the corporation's property; (4) the dissolution of the corporation; or (5) the removal of a director, the notice must so state and, to the extent applicable, be accompanied by a copy or summary of the: (1) articles of amendment; (2) plan of merger or share exchange; (3) agreement for the disposition of all or substantially all of the corporation's property; or (4) the terms of the dissolution. If the proposed corporate action creates dissenters' rights, the notice must state that shareholders are, or may be entitled to assert dissenters' rights, and must be accompanied by a copy of the provisions of the Act governing such 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

A. Changes to the Number of Outstanding Shares for the two most recently completed fiscal years and any subsequent period.

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 Opening Balance: Date <u>June 30, 2022</u> Common: <u>41,929,722</u> Preferred: <u>0</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. ***You must disclose the control person(s) for any entities listed.	Reason for share issuance (e.g. for cash or debt conversion) - OR- Nature of Services Provided	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
<u>July 1, 2022</u>	<u>New issuance</u>	<u>165,728</u>	<u>Common Stock</u>	<u>\$0.0016</u>	<u>No</u>	<u>James Olson</u>	<u>Director Compensation</u>	<u>Restricted</u>	<u>4(a)2</u>
<u>July 1, 2021</u>	<u>New issuance</u>	<u>132,582</u>	<u>Common Stock</u>	<u>\$0.0016</u>	<u>No</u>	<u>Carl Sanko</u>	<u>Director Compensation</u>	<u>Restricted</u>	<u>4(a)2</u>
<u>July 1, 2021</u>	<u>New issuance</u>	<u>132,582</u>	<u>Common Stock</u>	<u>\$0.0016</u>	<u>No</u>	<u>Jonathan Bonnette</u>	<u>Director Compensation</u>	<u>Restricted</u>	<u>4(a)2</u>
<u>July 1, 2021</u>	<u>New issuance</u>	<u>132,582</u>	<u>Common Stock</u>	<u>\$0.0016</u>	<u>No</u>	<u>Terry Kennedy</u>	<u>Director Compensation</u>	<u>Restricted</u>	<u>4(a)2</u>
<u>July 1, 2021</u>	<u>New issuance</u>	<u>132,582</u>	<u>Common Stock</u>	<u>\$0.0016</u>	<u>No</u>	<u>Eric Tarno</u>	<u>Director Compensation</u>	<u>Restricted</u>	<u>4(a)2</u>
<u>July 1, 2022</u>	<u>New issuance</u>	<u>50,000</u>	<u>Common Stock</u>	<u>\$0.0016</u>	<u>No</u>	<u>Terry Kennedy</u>	<u>Officer Compensation</u>	<u>Restricted</u>	<u>4(a)2</u>
<u>October 1, 2022</u>	<u>New issuance</u>	<u>164,690</u>	<u>Common Stock</u>	<u>\$0.003</u>	<u>No</u>	<u>James Olson</u>	<u>Director Compensation</u>	<u>Restricted</u>	<u>4(a)2</u>
<u>October 1, 2022</u>	<u>New issuance</u>	<u>131,752</u>	<u>Common Stock</u>	<u>\$0.003</u>	<u>No</u>	<u>Carl Sanko</u>	<u>Director Compensation</u>	<u>Restricted</u>	<u>4(a)2</u>
<u>October 1, 2022</u>	<u>New issuance</u>	<u>131,752</u>	<u>Common Stock</u>	<u>\$0.003</u>	<u>No</u>	<u>Jonathan Bonnette</u>	<u>Director Compensation</u>	<u>Restricted</u>	<u>4(a)2</u>
<u>October 1, 2022</u>	<u>New issuance</u>	<u>131,752</u>	<u>Common Stock</u>	<u>\$0.003</u>	<u>No</u>	<u>Terry Kennedy</u>	<u>Director Compensation</u>	<u>Restricted</u>	<u>4(a)2</u>
<u>October 1, 2022</u>	<u>New issuance</u>	<u>131,752</u>	<u>Common Stock</u>	<u>\$0.003</u>	<u>No</u>	<u>Eric Tarno</u>	<u>Director Compensation</u>	<u>Restricted</u>	<u>4(a)2</u>
<u>November 15, 2022</u>	<u>New issuance</u>	<u>250,000</u>	<u>Common Stock</u>	<u>\$0.0016</u>	<u>No</u>	<u>Carl Sanko</u>	<u>Officer Compensation</u>	<u>Restricted</u>	<u>4(a)2</u>

<u>November 15, 2022</u>	<u>New Issuance</u>	<u>105,675</u>	<u>Common Stock</u>	<u>\$0.0016</u>	<u>No</u>	<u>MCRL Holdings LLC/ Control Persons – Carl Sanko and Micol Sanko</u>	<u>Officer Compensation (Carl Sanko)</u>	<u>Restricted</u>	<u>4(a)2</u>
<u>November 15, 2022</u>	<u>New issuance</u>	<u>421,546</u>	<u>Common Stock</u>	<u>\$0.0016</u>	<u>No</u>	<u>Jonathan Bonnette</u>	<u>Officer Compensation</u>	<u>Restricted</u>	<u>4(a)2</u>
<u>December 29, 2022</u>	<u>New issuance</u>	<u>5,000,000</u>	<u>Common Stock</u>	<u>\$0.025</u>	<u>No</u>	<u>Journey Home 4 Teens LLC/ Control Person Terry Kennedy</u>	<u>Debt – Loan Bonus</u>	<u>Restricted</u>	<u>4(a)2</u>
<u>January 1, 2023</u>	<u>New issuance</u>	<u>500,000</u>	<u>Common Stock</u>	<u>\$0.0017</u>	<u>No</u>	<u>James Olson</u>	<u>Director Compensation</u>	<u>Restricted</u>	<u>4(a)2</u>
<u>January 1, 2023</u>	<u>New issuance</u>	<u>400,000</u>	<u>Common Stock</u>	<u>\$0.0017</u>	<u>No</u>	<u>Carl Sanko</u>	<u>Director Compensation</u>	<u>Restricted</u>	<u>4(a)2</u>
<u>January 1, 2023</u>	<u>New issuance</u>	<u>400,000</u>	<u>Common Stock</u>	<u>\$0.0017</u>	<u>No</u>	<u>Jonathan Bonnette</u>	<u>Director Compensation</u>	<u>Restricted</u>	<u>4(a)2</u>
<u>January 1, 2023</u>	<u>New issuance</u>	<u>400,000</u>	<u>Common Stock</u>	<u>\$0.0017</u>	<u>No</u>	<u>Terry Kennedy</u>	<u>Director Compensation</u>	<u>Restricted</u>	<u>4(a)2</u>
<u>January 1, 2023</u>	<u>New issuance</u>	<u>400,000</u>	<u>Common Stock</u>	<u>\$0.0017</u>	<u>No</u>	<u>Eric Tarno</u>	<u>Director Compensation</u>	<u>Restricted</u>	<u>4(a)2</u>
<u>February 15, 2023</u>	<u>New issuance</u>	<u>1,050,000</u>	<u>Common Stock</u>	<u>\$0.0018</u>	<u>No</u>	<u>Carl Sanko</u>	<u>Officer Compensation</u>	<u>Restricted</u>	<u>4(a)2</u>
<u>February 15, 2023</u>	<u>New Issuance</u>	<u>150,000</u>	<u>Common Stock</u>	<u>\$0.0018</u>	<u>No</u>	<u>MCRL Holdings LLC/ Control Persons – Carl Sanko and Micol Sanko</u>	<u>Officer Compensation – Carl Sanko</u>	<u>Restricted</u>	<u>4(a)2</u>
<u>February 15, 2023</u>	<u>New issuance</u>	<u>1,422,240</u>	<u>Common Stock</u>	<u>\$0.0018</u>	<u>No</u>	<u>Jonathan Bonnette</u>	<u>Officer Compensation</u>	<u>Restricted</u>	<u>4(a)2</u>
<u>April 1, 2023</u>	<u>New issuance</u>	<u>400,000</u>	<u>Common Stock</u>	<u>\$0.0018</u>	<u>No</u>	<u>Carl Sanko</u>	<u>Director Compensation</u>	<u>Restricted</u>	<u>4(a)2</u>
<u>April 1, 2023</u>	<u>New issuance</u>	<u>400,000</u>	<u>Common Stock</u>	<u>\$0.0018</u>	<u>No</u>	<u>Jonathan Bonnette</u>	<u>Director Compensation</u>	<u>Restricted</u>	<u>4(a)2</u>
<u>April 1, 2023</u>	<u>New issuance</u>	<u>400,000</u>	<u>Common Stock</u>	<u>\$0.0018</u>	<u>No</u>	<u>Terry Kennedy</u>	<u>Director Compensation</u>	<u>Restricted</u>	<u>4(a)2</u>
<u>April 1, 2023</u>	<u>New issuance</u>	<u>400,000</u>	<u>Common Stock</u>	<u>\$0.0018</u>	<u>No</u>	<u>Eric Tarno</u>	<u>Director Compensation</u>	<u>Restricted</u>	<u>4(a)2</u>
<u>May 15, 2023</u>	<u>New issuance</u>	<u>1,100,000</u>	<u>Common Stock</u>	<u>\$0.0019</u>	<u>No</u>	<u>Carl Sanko</u>	<u>Officer Compensation</u>	<u>Restricted</u>	<u>4(a)2</u>
<u>May 15, 2023</u>	<u>New Issuance</u>	<u>100,000</u>	<u>Common Stock</u>	<u>\$0.0019</u>	<u>No</u>	<u>MCRL Holdings LLC/ Control Persons – Carl Sanko and Micol Sanko</u>	<u>Officer Compensation- Carl Sanko</u>	<u>Restricted</u>	<u>4(a)2</u>
<u>May 15, 2023</u>	<u>New issuance</u>	<u>1,422,200</u>	<u>Common Stock</u>	<u>\$0.0019</u>	<u>No</u>	<u>Jonathan Bonnette</u>	<u>Officer Compensation</u>	<u>Restricted</u>	<u>4(a)2</u>

<u>May 15, 2023</u>	<u>New issuance</u>	<u>1,250,000</u>	<u>Common Stock</u>	<u>\$0.0019</u>	<u>No</u>	<u>Carl Sanko</u>	<u>Officer Compensation</u>	<u>Restricted</u>	<u>4(a)2</u>
<u>May 15, 2023</u>	<u>New Issuance</u>	<u>100,000</u>	<u>Common Stock</u>	<u>\$0.0019</u>	<u>No</u>	<u>MCRL Holdings LLC/ Control Persons – Carl Sanko and Micol Sanko</u>	<u>Officer Compensation- Carl Sanko</u>	<u>Restricted</u>	<u>4(a)2</u>
<u>May 15, 2023</u>	<u>New issuance</u>	<u>1,600,000</u>	<u>Common Stock</u>	<u>\$0.0019</u>	<u>No</u>	<u>Jonathan Bonnette</u>	<u>Officer Compensation</u>	<u>Restricted</u>	<u>4(a)2</u>
<u>June 29, 2023</u>	<u>New issuance</u>	<u>818,152</u>	<u>Common Stock</u>	<u>\$0.1514</u>	<u>No</u>	<u>Brock McKinley</u>	<u>Salary</u>	<u>Restricted</u>	<u>4(a)2</u>
<u>June 29, 2023</u>	<u>New issuance</u>	<u>937,871</u>	<u>Common Stock</u>	<u>\$0.0022</u>	<u>No</u>	<u>Jonathan Bonnette</u>	<u>Salary</u>	<u>Restricted</u>	<u>4(a)2</u>
<u>July 3, 2023</u>	<u>New Issuance</u>	<u>10,000,000</u>	<u>Common Stock</u>	<u>\$0.025</u>	<u>No</u>	<u>Journey Home 4 Teens LLC/ Control Person Terry Kennedy</u>	<u>Cash</u>	<u>Restricted</u>	<u>4(a)2</u>
<u>July 3, 2023</u>	<u>New Issuance</u>	<u>300,000</u>	<u>Common Stock</u>	<u>\$0.0022</u>	<u>No</u>	<u>Carl Sanko</u>	<u>Director Compensation</u>	<u>Restricted</u>	<u>4(a)2</u>
<u>July 3, 2023</u>	<u>New Issuance</u>	<u>300,000</u>	<u>Common Stock</u>	<u>\$0.0022</u>	<u>No</u>	<u>Jonathan Bonnette</u>	<u>Director Compensation</u>	<u>Restricted</u>	<u>4(a)2</u>
<u>July 3, 2023</u>	<u>New Issuance</u>	<u>300,000</u>	<u>Common Stock</u>	<u>\$0.0022</u>	<u>No</u>	<u>Terry Kennedy</u>	<u>Director Compensation</u>	<u>Restricted</u>	<u>4(a)2</u>
<u>July 3, 2023</u>	<u>New Issuance</u>	<u>300,000</u>	<u>Common Stock</u>	<u>\$0.0022</u>	<u>No</u>	<u>Eric Tarno</u>	<u>Director Compensation</u>	<u>Restricted</u>	<u>4(a)2</u>
<u>September 5, 2023</u>	<u>New Issuance</u>	<u>10,000,000</u>	<u>Common Stock</u>	<u>\$0.025</u>	<u>No</u>	<u>Journey Home 4 Teens LLC/ Control Person Terry Kennedy</u>	<u>Cash</u>	<u>Restricted</u>	<u>4(a)2</u>
<u>October 6, 2023</u>	<u>New Issuance</u>	<u>300,000</u>	<u>Common Stock</u>	<u>\$0.0101</u>	<u>No</u>	<u>Carl Sanko</u>	<u>Director Compensation</u>	<u>Restricted</u>	<u>4(a)2</u>
<u>October 6, 2023</u>	<u>New Issuance</u>	<u>300,000</u>	<u>Common Stock</u>	<u>\$0.0101</u>	<u>No</u>	<u>Jonathan Bonnette</u>	<u>Director Compensation</u>	<u>Restricted</u>	<u>4(a)2</u>
<u>October 6, 2023</u>	<u>New Issuance</u>	<u>300,000</u>	<u>Common Stock</u>	<u>\$0.0101</u>	<u>No</u>	<u>Terry Kennedy</u>	<u>Director Compensation</u>	<u>Restricted</u>	<u>4(a)2</u>
<u>October 6, 2023</u>	<u>New Issuance</u>	<u>300,000</u>	<u>Common Stock</u>	<u>\$0.0101</u>	<u>No</u>	<u>Eric Tarno</u>	<u>Director Compensation</u>	<u>Restricted</u>	<u>4(a)2</u>
<u>November 22, 2023</u>	<u>New issuance</u>	<u>1,066,667</u>	<u>Common Stock</u>	<u>\$0.01</u>	<u>No</u>	<u>Jonathan Bonnette</u>	<u>Officer Compensation</u>	<u>Restricted</u>	<u>4(a)2</u>
<u>November 22, 2023</u>	<u>New issuance</u>	<u>900,000</u>	<u>Common Stock</u>	<u>\$0.01</u>	<u>No</u>	<u>Carl Sanko</u>	<u>Officer Compensation</u>	<u>Restricted</u>	<u>4(a)2</u>
<u>January 5, 2024</u>	<u>New Issuance</u>	<u>300,000</u>	<u>Common Stock</u>	<u>\$0.0002</u>	<u>No</u>	<u>Jonathan Bonnette</u>	<u>Director Compensation</u>	<u>Restricted</u>	<u>4(a)2</u>
<u>January 5, 2024</u>	<u>New Issuance</u>	<u>300,000</u>	<u>Common Stock</u>	<u>\$0.0002</u>	<u>No</u>	<u>Terry Kennedy</u>	<u>Director Compensation</u>	<u>Restricted</u>	<u>4(a)2</u>

<u>January 5, 2024</u>	<u>New Issuance</u>	<u>300,000</u>	<u>Common Stock</u>	<u>\$0.0002</u>	<u>No</u>	<u>Carl Sanko</u>	<u>Director Compensation</u>	<u>Restricted</u>	<u>4(a)2</u>
<u>January 5, 2024</u>	<u>New Issuance</u>	<u>300,000</u>	<u>Common Stock</u>	<u>\$0.0002</u>	<u>No</u>	<u>Eric Tarno</u>	<u>Director Compensation</u>	<u>Restricted</u>	<u>4(a)2</u>
<u>February 1, 2024</u>	<u>New Issuance</u>	<u>1,066,667</u>	<u>Common Stock</u>	<u>\$0.0005</u>	<u>No</u>	<u>Jonathan Bonnette</u>	<u>Officer Compensation</u>	<u>Restricted</u>	<u>4(a)2</u>
<u>February 21, 2024</u>	<u>New Issuance</u>	<u>900,000</u>	<u>Common Stock</u>	<u>\$0.0005</u>	<u>No</u>	<u>Carl Sanko</u>	<u>Officer Compensation</u>	<u>Restricted</u>	<u>4(a)2</u>
<u>April 3, 2024</u>	<u>New Issuance</u>	<u>300,000</u>	<u>Common Stock</u>	<u>\$0.0001</u>	<u>No</u>	<u>Carl Sanko</u>	<u>Director Compensation</u>	<u>Restricted</u>	<u>4(a)2</u>
<u>April 3, 2024</u>	<u>New Issuance</u>	<u>300,000</u>	<u>Common Stock</u>	<u>\$0.0001</u>	<u>No</u>	<u>Jonathan Bonnette</u>	<u>Director Compensation</u>	<u>Restricted</u>	<u>4(a)2</u>
<u>April 3, 2024</u>	<u>New Issuance</u>	<u>300,000</u>	<u>Common Stock</u>	<u>\$0.0001</u>	<u>No</u>	<u>Terry Kennedy</u>	<u>Director Compensation</u>	<u>Restricted</u>	<u>4(a)2</u>
<u>April 3, 2024</u>	<u>New Issuance</u>	<u>300,000</u>	<u>Common Stock</u>	<u>\$0.0001</u>	<u>No</u>	<u>Eric Tarno</u>	<u>Director Compensation</u>	<u>Restricted</u>	<u>4(a)2</u>
<u>April 15, 2024</u>	<u>New Issuance</u>	<u>29,702,970</u>	<u>Common Stock</u>	<u>\$0.0101</u>	<u>No</u>	<u>Terry Kennedy</u>	<u>Officer Compensation</u>	<u>Restricted</u>	<u>4(a)2</u>
<u>May 24, 2024</u>	<u>New Issuance</u>	<u>1,066,667</u>	<u>Common Stock</u>	<u>\$0.0001</u>	<u>No</u>	<u>Jonathan Bonnette</u>	<u>Officer Compensation</u>	<u>Restricted</u>	<u>4(a)2</u>
<u>May 24, 2024</u>	<u>New Issuance</u>	<u>900,000</u>	<u>Common Stock</u>	<u>\$0.0001</u>	<u>No</u>	<u>Carl Sanko</u>	<u>Officer Compensation</u>	<u>Restricted</u>	<u>4(a)2</u>
<u>May 24, 2024</u>	<u>New Issuance</u>	<u>1,600,000</u>	<u>Common Stock</u>	<u>\$0.0001</u>	<u>No</u>	<u>Jonathan Bonnette</u>	<u>Officer Compensation</u>	<u>Restricted</u>	<u>4(a)2</u>
<u>May 24, 2024</u>	<u>New Issuance</u>	<u>1,350,000</u>	<u>Common Stock</u>	<u>\$0.0001</u>	<u>No</u>	<u>Carl Sanko</u>	<u>Officer Compensation</u>	<u>Restricted</u>	<u>4(a)2</u>
<u>May 30, 2024</u>	<u>New Issuance</u>	<u>3,923,077</u>	<u>Common Stock</u>	<u>\$0.025</u>	<u>No</u>	<u>Brock McKinley</u>	<u>Salary</u>	<u>Restricted</u>	<u>4(a)2</u>
<u>May 30, 2024</u>	<u>New Issuance</u>	<u>11,900,274</u>	<u>Common Stock</u>	<u>\$0.025</u>	<u>No</u>	<u>Solaris Capital, LLC/Matt Lovelady</u>	<u>Loan repayment</u>	<u>Restricted</u>	<u>4(a)2</u>
Shares Outstanding on Date of This Report: Ending Balance: Date <u>June 30, 2024</u> Common: <u>141,971,482</u> Preferred: <u>0</u>									

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

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.)
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***Control persons for any entities in the table above must be disclosed in the table or in a footnote here.

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

4) Issuer's Business, Products and Services

The purpose of this section is to provide a clear description of the issuer's current operations. 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")

Grow Capital has shifted its operational mandate with the acquisition of Bombshell and PERA to becoming a solution-oriented company focused on software and developing the best professional technology (ie: FinTech) and financial services companies in the market. Our current management team consists of consultants and entrepreneurs that have combined decades of experience in this sector. Fintech is a term used to describe financial technology, an industry encompassing any kind of technology in financial services. This includes businesses and consumers and generally includes companies that provide financial services through software or other technology and ranging from mobile payment apps to cryptocurrency. Grow conducts all of its operations through its wholly owned subsidiaries.

The Company's wholly owned subsidiary PERA LLC acquired in August 2020, provides public employee retirement assistance and currently works with employees of school districts, colleges, universities, and other public institutions nationwide. Every state licensed representative is appointed with one or more of the institution's approved vendors.

Headquartered in Nevada and Utah, PERA connects retirement professionals and public employees who want help during school and government building closures. PERA has over 5,000 trusted advisors in its network to help public employees and has successfully set near half a million appointments for its' clients since its inception. PERA provides vetted appointments - not leads - to agents. PERA began as a way to put safety of public employees and students first - minimizing campus "walk-ons" by using an electronic scheduling program to ensure only licensed representatives with scheduled appointments visited your campus. In our current virtual world, PERA offers fully electronic appointments through their live interactive meeting platform. Their virtual meetings allow employees to receive the expert, honest and reliable financial advice they deserve on their own time. PERA's approach to the market is reflected in their significant growth over the last year. They have established a network of advisors who understand public employee's professional lives and how to make their income last a lifetime.

Pera Employee Retirements Administrators LLC ("Pera Admin"), a wholly owned subsidiary of PERA, is a third-party retirement plan administrator that specializes in designing retirement plans for the public sector, including schools, local and state government agencies, and other nonprofit organizations. Services include plan evaluation and audit, plan administration and compliance, education and engagement, fiduciary services, accurate IRS approved plan documents, online transactions and salary reduction agreements.

PERA and Pera Admin's use of technology, with its back office running Bombshell Technologies software, has been helping employees achieve their goals of getting retirement ready and kept agents in business. Serving major insurance and financial service companies, PERA intends to expand its client base in fiscal 2025. Acting as a Third-Party Administrator (TPA), Pera Admin is focused on the public sector, including schools, local and state government agencies, and other nonprofit organizations. Over the past year Pera Admin has focused efforts on school districts and church plans for 403(b) and 457 accounts generating escalating recurring service fees from vendors. With the Company's appointment-setting machine, Advisors Connect, now in full swing, Pera Admin is poised for escalating revenue growth as we expect to add complementary revenue from finalized appointments in these districts

Bombshell was formed as Bombshell Technologies, LLC on November 5, 2018 and converted into a corporation on June 24, 2019. Bombshell is a full-service design and software development company focused on developing and selling software to financial services firms and advisors and was our first acquisition as part of our strategic shift into the FinTech sector and related sectors.

Bombshell Technologies has operations in both Nevada and Louisiana, providing software to several large financial services organizations and leading the way on innovative industry-specific solutions for sales teams and management.

Bombshell Technologies is a solution-oriented company focused on software, technology and financial services business (i.e. FinTech). Our current management team consists of consultants and entrepreneurs that have combined decades of experience in this sector. Fintech is a term used to describe financial technology, an industry encompassing any kind of technology in financial services. This includes businesses and consumers and generally includes companies that provide financial services through software or other technology and ranging from mobile payment apps to cryptocurrency.

Bombshell's current software suite delivers customized back-office compliance, sophisticated multi-pay commission processing, and a unique new client application submission system, along with digital engagement marketing services centric to financial services. In addition to our software customization, licensing and subscription service contracts which generate revenue through user subscriptions as well as ongoing customization services and maintenance, we offer ad hoc services including web hosting and website development and other complementary professional services which are invoiced on an "as-provided" basis.

Bombshell earns revenue from a combination of activities including monthly user fees for access to customized back-end software, website development, and other professional services including maintenance and ongoing customization of its SAAS product offerings.

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

Bombshell Technologies LLC a 100% wholly owned subsidiary of the Company
Pera LLC a 100% wholly owned subsidiary of the Company
Public Employee Retirement Administrators LLC (dba Pera Administrators) a 100% wholly owned subsidiary of Pera LLC

C. Describe the issuers' principal products or services.

Bombshell

Bombshell is a full-service design and software development company. Their mission is to create technology products with impact. Leveraging our team's special talents and strengths, to draw on the "best of the best" experience and expertise for each project. Bombshell currently provides custom design, software engineering and development services to clients across many industries. We offer design and software engineering expertise across platforms, rather than marketing a particular vendor's product for each client.

<https://bombshelltechnologies.com/>

PERA

Pera is a leading provider of exclusive appointments for the insurance industry. PERA does not sell leads - they sell vetted appointments both online and in person. PERA appointments has a proven track record of success and helping financial planning Professionals better manage their time while maximizing sales.

<https://www.peraappointments.com/>

Pera Admin

The new, better way to achieve third party administrator (TPA) requirements and get our workforce "retirement ready." PERA Administrators believes public money should fund public services - not fees. PERA Administrators is an industry disrupting blend. They get back to personalized service and partner that with forward-thinking uses of technology and give back.

5) Issuer’s Facilities

The Company’s executive team operates from its corporate headquarters at 6145 S. Rainbow Blvd, Suite 105, Las Vegas, NV 89118 where it has 500 square feet of office space in a facility co-owned by the Company’s CEO, Mr. Terry Kennedy, who is providing the space for the use of Grow Capital free of charge.

We have an operating lease for Bombshell located in Louisiana for approximately 2,200 square feet of office space. The commercial lease agreement with option to renew was effective on January 6, 2020. The lease term is set for a period of one year and includes an option to extend the lease each year. Management has determined that it is reasonably certain that the option will be exercised based on the facts and circumstances at lease commencement, for a period of at least three (3) years. The monthly lease payment is \$2,250. Commencing 2023 the lease was terminated and the Company continues to rent on a month-to-month basis.

PERA has entered into a short term five-month lease for 125 square feet of office space effective August 1, 2024, located at 5440 W Sahara Ave, Unit 301, LAS VEGAS, Nevada 89146.

Pera Administrators has a commercial lease agreement for approximately 950 sq ft of office space at a cost of \$1400 per month, located in West Haven City, Utah. The lease agreement was entered into on October 1, 2022, for a period of one year with the right to renew at the end of the term at the rate of \$1,470 per month. The lease was renewed October 1, 2023, expiring on September 30, 2024. Pera Administrators sublets two offices in the space for rental of \$250 per month for each office. The lease was renewed for a term of one year effective October 1, 2024 with a monthly rate of \$1,543.50.

6) All Officers, Directors, and Control Persons of the Company

Using the table below, please provide information, as of the period end date of this report, regarding all officers and directors of the company, or any person that performs a similar function, regardless of the number of shares they own.

In addition, list all individuals or entities controlling 5% or more of any class of the issuer’s securities.

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. 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 investors 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 owners.

The information provided in the table below is based on a total 141,971,482 shares outstanding as of March 31, 2024:

Names of All Officers, Directors, and Control Persons	Affiliation with Company (e.g. Officer Title /Director/Owner of 5% or more)	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
<u>Terry Kennedy</u>	<u>Director/CEO/President/Treasurer</u>	<u>Henderson, NV</u>	<u>33,548,414 held directly</u> <u>29,170,701 held indirectly through Journey Home 4 Teens LLC</u> <u>1,809,864 held indirectly</u>	<u>Common</u> <u>Common</u> <u>Common</u>	<u>47.40⁽¹⁾</u>	<u>N/A</u> <u>Terry Kennedy is the sole member and the manager of Journey Home 4 Teens, LLC.</u> <u>Terry Kennedy is a managing member</u>

			<u>through Zeake LLC</u>			<u>of Zeake LLC and holds 45% of membership interests. 1,809,864 shares reflect his percentage ownership of the 4,021,919 shares held by Zeake LLC</u>
			<u>1,135,819 held indirectly through Racing 123 LLC</u>	<u>Common</u>		<u>Terry Kennedy is the manager and sole member of Racing 123, LLC.</u>
			<u>567,910 held indirectly through King Ship LLC</u>	<u>Common</u>		<u>Terry Kennedy is the is the managing member of King Ship LLC and holds 50% of the membership interests of King Ship LLC. 567,910 shares reflect his percentage ownership of the 1,135,819 shares held by King Ship LLC</u>
			<u>909,387 held indirectly through AYG LLC</u>	<u>Common</u>		<u>Journey Home 4 Teens LLC, a company of which Terry Kennedy is the sole member and manager is the manager and holds 50% of the membership interests of AYG LLC. 909,387 shares reflect his percentage ownership of the 1,818,773 shares held by AYG LLC</u>
			<u>62,500 held indirectly through Off the Wall, LLC</u>	<u>Common</u>		<u>Terry Kennedy the holds 50% membership interest in Off the Wall, LLC. He is not the manager of this Company. 62,500 shares reflect his percentage ownership of the 125,000 shares held by Off the Wall LLC</u>
			<u>233,955 held indirectly through</u>	<u>Common</u>		<u>Terry Kennedy is a 50% member of</u>

			<p><u>Virtual Marketing Associates LLC</u></p> <p><u>18,145 held indirectly through Appreciation LLC</u></p> <p><u>70,000 held indirectly through Appreciation Rewards LLC</u></p>	<p><u>Common</u></p> <p><u>Common</u></p>		<p><u>Virtual Marketing Associates, LLC. 233,955 shares reflect his percentage ownership of the 467,909 shares held by Virtual Marketing Associates LLC. He is not the manager of this Company.</u></p> <p><u>Terry Kennedy is a 72.58% member of Appreciation, LLC and is a managing Member of this Company. 18,145 reflect his percentage ownership of the 25,000 shares held by Appreciation LLC</u></p> <p><u>Terry Kennedy is the sole member of Appreciation Rewards LLC and the managing member of this Company.</u></p>
<u>Eric Tarno</u>	<p><u>Director/ Manager of Pera LLC, a wholly owned subsidiary of the Issuer</u></p> <p><u>Manager of Public Employee Retirement Administrators LLC, a wholly owned subsidiary of Pera LLC</u></p>	<u>Henderson, NV</u>	<p><u>3,255,148 directly, including IRA</u></p> <p><u>2,000 held by Eric and Lisa Tarno, JT</u></p>	<u>Common</u>	<p><u>2.29%</u></p> <p><u>(Cumulative)</u></p>	<u>N/A</u>
<u>Carl Sanko</u>	<u>Director/Secretary</u>	<u>Palestine, TX</u>	<p><u>13,079,565 held directly</u></p> <p><u>651,544 held indirectly through Carl Sanko & Micol Sanko JT</u></p> <p><u>791,750 held indirectly through MCRL Holdings, LLC</u></p> <p><u>402,192 held indirectly through Zeake LLC</u></p>	<p><u>Common</u></p> <p><u>Common</u></p> <p><u>Common</u></p>	<p><u>10.51% ⁽²⁾</u></p>	<p><u>N/A</u></p> <p><u>Carl Sanko has joint control over Carl Sanko and Micol Sanko JT</u></p> <p><u>Carl Sanko is the manager and beneficial owner of MCRL Holdings LLC</u></p> <p><u>Carl Sanko has 10% membership of Zeake LLC. 402,192 shares reflect his percentage ownership of the</u></p>

						4,021,919 shares held by Zeake LLC. He is not a manager of this Company
<u>Jonathan Bonnette</u>	<u>Director/CTO</u> <u>CEO of Bombshell Technologies Inc., a wholly owned subsidiary of the Issuer</u>	<u>Las Vegas, NV</u>	<u>17,141,655 held directly</u> <u>1,809,864 held indirectly through Zeake LLC</u>	<u>Common</u> <u>Common</u>	<u>13.35%</u> ⁽³⁾	<u>N/A</u> <u>Jonathan Bonnette is a managing member of Zeake LLC and holds a 45% membership in this Company. The 1,857,824 shares reflect his percentage ownership of the 4,021,919 shares held by Zeake LLC</u>
<u>Brock McKinley</u>	<u>President of Pera Administrators LLC</u>	<u>Henderson, NV</u>	<u>479,420 held indirectly through Brock McKinley LLC</u> <u>4,776,944 held directly</u>	<u>Common</u> <u>Common</u>	<u>3.70%</u>	<u>Brock McKinley is the beneficial owner and manager of Brock McKinley LLC</u> <u>N/A</u>
<u>James Olson</u>	<u>Director/Chairman of the Board</u>	<u>St. Petersburg, FL</u>	<u>1,930,972 held directly</u>	<u>Common</u>	<u>1.36%</u>	<u>N/A</u>
<u>Joel Bonnette</u>	<u>President, Secretary, Director of Bombshell Technologies Inc., a wholly owned subsidiary of the Issuer</u>	<u>Denham Springs, LA</u>	<u>675,433 held indirectly through Ambiguous Holdings LLC</u> <u>691,701 held indirectly through Strategery LLC</u> <u>35,715 held directly</u>	<u>Common</u> <u>Common</u> <u>Common</u>	<u>1.0%</u>	<u>Joel Bonnette is the manager of Ambiguous Holdings LLC and holds a 50% interest</u> <u>Joel Bonnette is the sole member of Strategery LLC</u>
<u>Solaris Capital LLC</u>	<u>5% shareholder</u>	<u>Alpine, UT</u>	<u>15,148,929 held directly</u>	<u>Common</u>	<u>10.67%</u>	<u>Jenni Lovelady and Matt Lovely</u>

(1) This percentage represents a total of 67,526,695 shares held both directly and indirectly by Terry Kennedy.

(2) This percentage represents a total of 14,925,051 shares held both directly and indirectly by Carl Sanko

(3) This percentage represents a total of 18,951,519 shares held both directly and indirectly by Jonathan Bonnette

(4) This percentage represents a total of 5,256,364 shares held both directly and indirectly by Brock McKinley

(5) This percentage represents a total of 1,402,849 shares held both directly and indirectly by Joel Bonnette

Confirm that the information in this table matches your public company profile on www.OTCMarkets.com. If any updates are needed to your public company profile, log in to www.OTCIQ.com to update your company profile.

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;

The State of Indiana initiated litigation on January 14, 2022 against PERA LLC alleging that PERA violated the Indiana Deceptive Consumer Sales Act through solicitation emails PERA sent to public employees to schedule appointments with independent advisors. PERA denied all allegations asserted against it. The litigation was amicably resolved on September 7, 2022, pursuant to a Consent Judgment.

On May 9, 2023, the State of Wisconsin, Office of the Commissioner of Insurance ("OCI") issued a notice of hearing in the matter of Terry J. Kennedy, due to failure to disclose FINRA bar in the initial application for Wisconsin insurance licensing submitted in May 2020. This error was subsequently corrected in the renewal licensing application on August 30, 2022. Mr. Kennedy has engaged in discussions with OCI concerning this matter and has agreed to voluntarily surrender his Wisconsin insurance license, with the ability to re-apply in Wisconsin after two years pursuant to a stipulation and order ("CT Stipulation and Order"). Any future proceedings in this case have been dismissed pursuant to the CT Stipulation and Order.

The State of Connecticut, Insurance Department ("CID") issue a notice of hearing in the matter of Terry J. Kennedy, due to failure to disclose (i) the FINRA bar in the initial and renewal application for Connecticut insurance licensing submitted on May 12, 2020 and June 3, 2021 respectively, (ii) he was named as a party in an administrative proceeding by OCI (described above) in the renewal application dated August 30, 2023 and (iii) the CT Stipulation and Order within 30 days of the final disposition. Mr. Kennedy has engaged in discussions with CID concerning this matter and shall be subject to probation for a period of 12-months during which period a semi-annual report of all policies sold in the State of Connecticut will be submitted to CID for review pursuant to a stipulation and consent order ("CT Stipulation and Order").

Terry Kennedy received an information request from FINRA in 2009 regarding a dispute brought through the arbitration department of FINRA against him and another broker-dealer regarding a real estate deal. Mr. Kennedy was in the middle of moving homes and did not receive the letter until later. He had also since already filed his Form U5 Uniform Termination Notice for Securities Registration. Mr. Kennedy did not respond to the inquiry from FINRA, and was subsequently suspended and then barred for failure to respond to FINRA request for information under Rule 9552(H). The arbitration has been settled.

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;

On April 6, 2023, the State of New York Workers' Compensation Board Bureau of Compliance ("NYWCB") filed a request for judgement of \$2000 against Public Employee Retirement Administrators LLC ("Pera Administrators") for failure to carry required workers compensation insurance for the period from August 17, 2021, to September 29, 2021. The judgment was granted on April 12, 2023. Further, NYWCB has assessed further penalties for failure to carry mandatory disability benefits and workers compensation insurance for the periods from 2021 to 2024. As at

the date of this report, the amounts due to NYWCB in relation to this matter is \$37,607. The Company has worked with the insurer, and it has been determined coverage was in fact, in place during the period noted by NYWCB. However, the Company in researching this matter, determined that the payroll provider had filed inaccurate payroll reports for subsequent periods which relate to the penalties. The Company is working with the payroll provider and is waiting for the payroll provider to file amended payroll reports for the periods reported in error. The Company has had numerous conversations with NYWCB in this regard and expects to be able to file all information with them, including the amended payroll reports (which the NYWCB has requested be filed in one submission). We had filed the submission during the quarter ended June 30, 2024, however we expect to file additional reports in the quarter ended December 31, 2024 as the NYWCB requires confirmation from our insurer and we are awaiting their filing with the NYWCB so we can file. The Company expects that there will be only a minimal fine, if any for the delay in response.

On January 22, 2008, Carl Sanko was denied the ability to appear or practice as an accountant before the SEC as part of an administrative proceeding for at least one year, after concluding that he had not fulfilled his Public Company Accounting Oversight Board requirements prior to preparing an audit for a public company. Mr. Sanko has chosen not to pursue reinstatement.

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

YES, please refer to #2 and #3 for details.

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.

YES, please refer to #2 for additional details on the FINRA bar.

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 to 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. Refer to A above.

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.

Confirm that the information in this table matches your public company profile on www.OTCMarkets.com. If any updates are needed to your public company profile, update your company profile.

Securities Counsel (must include Counsel preparing Attorney Letters).

Name:	Seyfarth Shaw LLP
Address 1:	700 Milam Street, Suite 1400
Address 2:	Houston, TX 77002-281
Phone:	(713) 225-2300

Email: mcoffin@seyfarth.com
Name: Allen Tucci
Firm: McNees Wallace & Nurick LLC
Address 1: 426 Lancaster Ave, Suite 110
Address 2: Devon, PA 19333
Phone: (484) 329-8046
Email: atucci@mcneeslaw.com

Accountant or Auditor

Name: Li Shen, CA
Firm: The Accounting Connection
Address 1: 145-251 Midpark Blvd. SE
Address 2: Calgary, Alberta T2X 1S3, Canada
Phone: 403-693-8004
Email: support@theaccountingconnection.com

Investor Relations

NONE.

All other means of Investor Communication: NONE

X (Twitter): _____
Discord: _____
LinkedIn: _____
Facebook: _____
[Other] _____

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: Jacqueline Danforth
Firm: The Ideal Connection
Nature of Services: Compliance Consulting Services
Address 1: 30 North Gould, Suite 5953
Address 2: Sheridan, WY 82801
Phone: 646-831-6244
Email: jd@theidealconnection.com

9) Disclosure & Financial Information

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

Name: Jacqueline Danforth
Title: Independent Service Provider
Relationship to Issuer: Consultant

Information contained in this Disclosure Statement has been compiled by information provided by Management.

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):

Name: Li Shen
Title: Accountant, The Accounting Connection
Relationship to Issuer: Outside Accountant

Describe the qualifications of the person or persons who prepared the financial statements:⁵

Ms. Shen is a CPA (Chartered Professional Accountant) in Canada

The following qualifying financial statements for the fiscal years ended June 30, 2024, and 2023 are appended to this filing:

- Condensed Consolidated Balance Sheet;
- Condensed Consolidated Statement of Income;
- Condensed Consolidated Statement of Cash Flows;
- Condensed Consolidated Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)
- Financial Notes to Condensed Consolidated Financial Statements

10) Issuer Certification

Principal Executive Officer and Principal Financial Officer:

I, Terry Kennedy certify that:

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

September 30, 2024

/s/ Terry Kennedy
CEO and Treasurer
Principal Executive Officer
and Principal Financial Officer

⁵ 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.

**GROW CAPITAL, INC.
AND SUBSIDIARIES**
Condensed Consolidated Balance Sheets

	June 30, 2024	June 30, 2023
ASSETS		
CURRENT ASSETS:		
Cash	\$ 49,731	\$ 69,994
Accounts receivable, net of allowance	56,082	84,507
Receivables, related parties	408,394	382,482
Prepaid expenses and other current assets	76,933	55,263
Total current assets	591,140	592,246
Intangible assets	200	200
Deposits	4,000	4,000
TOTAL ASSETS	\$ 595,340	\$ 596,446
LIABILITIES AND STOCKHOLDERS' DEFICIT		
CURRENT LIABILITIES:		
Accounts payable and accrued liabilities	\$ 509,900	\$ 603,111
Accounts payable, related parties	390,960	174,659
Advances from related parties	-	260,000
Unearned revenue	-	557
Unearned revenue, related parties	142,907	233,764
Deferred income tax liability	31,800	31,800
Liability for unissued stock	-	180,000
Line of credit, related party	814,450	-
Other current liabilities	93,536	92,947
Total current liabilities	1,983,553	1,576,838
Note payable	250,000	500,000
Other liability	-	85,246
TOTAL LIABILITIES	2,233,553	2,162,084
Commitments and contingencies	-	-
STOCKHOLDERS' DEFICIT		
Preferred stock, \$0.001 par value, 50,000,000 shares authorized, none issued and outstanding as at June 30, 2024 and June 30, 2023	\$ -	\$ -
Common stock, \$0.001 par value, 500,000,000 shares authorized, 141,971,482 and 62,795,160 issued, issuable and outstanding at June 30, 2024 and June 30, 2023 respectively	141,971	62,795
Treasury stock	(140,600)	(140,600)
Additional paid-in capital	55,615,904	54,463,231
Accumulated deficit	(57,255,488)	(55,951,064)
Total stockholders' deficit	(1,638,213)	(1,565,638)
TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT	\$ 595,340	\$ 596,446

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

**GROW CAPITAL, INC.
AND SUBSIDIARIES**
Condensed Consolidated Statements of Operations

	Twelve Months Ended June 30,	
	2024	2023
Revenue	\$ 1,711,601	\$ 2,373,365
Revenue, related parties	946,778	969,060
Total revenues	<u>2,658,379</u>	<u>3,342,425</u>
Cost of sales, nonrelated parties	2,067,907	2,026,908
Cost of sale, related parties	160,981	306,720
Total cost of sales	<u>2,228,888</u>	<u>2,333,628</u>
Gross profit	429,491	1,008,797
Operating expenses		
General and administrative	793,433	627,682
General and administrative, related parties	464,484	715,183
Professional fees	405,457	438,416
Total operating expenses	<u>1,663,374</u>	<u>1,781,281</u>
Loss from operations	<u>(1,233,883)</u>	<u>(772,484)</u>
Other income (expense):		
Interest expense	(70,541)	(40,000)
Other income	-	135,530
Total other income (expense), net	<u>(70,541)</u>	<u>95,530</u>
Net loss	<u>(1,304,424)</u>	<u>(676,954)</u>
Basic and diluted net loss per share	<u>\$ (0.01)</u>	<u>\$ (0.01)</u>
Basic and diluted weighted average common shares outstanding	<u>93,832,364</u>	<u>49,139,820</u>

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

GROW CAPITAL, INC.
AND SUBSIDIARIES
Condensed Consolidated Statements of Changes in Stockholders Equity (Deficit)
(Unaudited)

	Preferred Shares		Common Stock		Treasury Stock	Additional Paid-in Capital	Accumulated Deficit	Total Shareholders Equity (Deficit)
	Shares	Amount	Shares	Amount				
Balance, June 30, 2022	-	\$ -	41,929,722	\$ 41,930	\$ -	\$ 54,206,825	\$ (55,274,110)	\$ (1,165,955)
Private placements	-	-	5,000,000	5,000	-	120,000	-	125,000
Shares issued to Officers, Directors and employees for compensation	-	-	15,047,286	15,047	-	13,286	-	28,333
Shares issued for services in prior periods	-	-	818,152	818	-	123,120	-	123,938
Loss for the period	-	-	-	-	-	-	(676,954)	(676,954)
Balance, June 30, 2023	-	\$ -	62,795,160	\$ 62,795	\$ (140,600)	\$ 54,463,231	\$ (55,951,064)	\$ (1,565,638)
Private placements	-	-	20,000,000	20,000	-	480,000	-	500,000
Conversion of accounts payable into stock	-	-	3,923,077	3,923	-	94,154	-	98,077
Shares issued for services	-	-	29,702,970	29,703	-	270,297	-	300,000
Conversion of note payable and related interest payable into stock	-	-	11,900,274	11,900	-	285,607	-	297,507
Shares issued to Officers, Directors and employees for compensation	-	-	13,650,001	13,650	-	22,615	-	36,265
Loss for the period	-	-	-	-	-	-	(1,304,424)	(1,304,424)
Balance, June 30, 2024	-	\$ -	141,971,482	\$ 141,971	\$ (140,600)	\$ 55,615,904	\$ (57,255,488)	\$ (1,638,213)

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

**GROW CAPITAL, INC.
AND SUBSIDIARIES
(Formerly Grow Condos, Inc.)
Condensed Consolidated Statements of Cash Flows**

	Twelve Months Ended June 30,	
	2024	2023
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net loss	\$ (1,304,424)	\$ (676,954)
Adjustments to reconcile net loss to net cash used in operating activities:		
Stock based compensation	36,265	42,656
Stock issued for services	120,000	180,000
Amortization on ROU	-	7,554
Provision for allowance of doubtful accounts for accounts receivable	89,061	54,766
Changes in operating assets and liabilities:		
Prepaid expenses and other assets	(21,670)	(1,400)
Accounts receivable	(60,636)	(208,350)
Receivable, related parties	(25,912)	38,315
Accounts payable and accrued liabilities	52,373	191,461
Account payable, related parties	216,301	(9,414)
Unearned revenue	(557)	(2,647)
Unearned revenue, related parties	293,815	11,412
Other current liabilities	(84,657)	(100,049)
Net cash (used in) in operating activities	<u>(690,041)</u>	<u>(472,650)</u>
CASH FLOWS FROM INVESTING ACTIVITIES:		
Net cash (used in) provided by investing activities	<u>-</u>	<u>-</u>
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds from line of credit, related party	386,716	-
Accrued interest under line of credit, related party	33,062	-
Investor deposit	-	260,000
Advances from related party	-	7,587
Proceeds from private placement	250,000	125,000
Net cash provided by financing activities	<u>669,778</u>	<u>392,587</u>
Net increase (decrease) in cash	(20,263)	(80,063)
Cash at beginning of year	69,994	150,057
Cash at the end of the period	<u>\$ 49,731</u>	<u>\$ 69,994</u>
Supplemental Disclosure of Cash Flows Information:		
Cash paid for income taxes	\$ -	\$ -
Cash paid for operating lease	\$ -	\$ -
Non-cash Investing and Financing Activities:		
Stock issued to settle advances, related parties	\$ 250,000	\$ -
Deferred revenue, related party reclassify to line of credit, related party	\$ 384,672	\$ -

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

GROW CAPITAL, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

Note 1 – Organization and Description of Business

Grow Capital, Inc. (the "Company," "we," or "us") (f/k/a Grown Condos, Inc.) was incorporated on October 21, 1999, in the State of Nevada.

Our wholly owned subsidiary Bombshell Technologies, Inc. ("Bombshell"), was formed as Bombshell Technologies, LLC on November 5, 2018, and converted into a C corporation on June 24, 2019. We acquired Bombshell on July 23, 2019. Bombshell is a full-service design and software development company focused on developing and selling software to financial services firms and advisors and is the first acquisition as part of our strategic shift into the financial technology ("FinTech") sector and related sectors.

In 2018, the Company adopted a business plan focused on shifting the Company's strategy away from its prior operating activities and into the FinTech sector and related sectors. In connection with this strategy, the Company hired a new Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO") and appointed a new chairman of the Company's board of directors (the "Board"), all of whom have significant experience in the FinTech sector. The Company's new plan involved the acquisition of FinTech companies, such as our first operating subsidiary Bombshell Technologies Inc., acquired in July 2019, with a clear niche and strong leadership applying an extensive understanding of the FinTech sectors to help drive revenue growth.

Keeping with management's determination to acquire complementary revenue generating operations, the Company acquired a second subsidiary in August 2020, PERA LLC, which provides public employee retirement assistance services and currently works with employees of school districts, colleges, universities, and other public institutions nationwide. Every state licensed representative is appointed with one or more of the institution's approved vendors. Subsequently the Company incorporated Pera Employee Retirements Administrators LLC ("Pera Admin"), a wholly owned subsidiary of PERA LLC, which operates as a third-party retirement plan administrator that specializes in designing retirement plans for the public sector, including schools, local and state government agencies, and other nonprofit organizations. Services include plan evaluation and audit, plan administration and compliance, education and engagement, fiduciary services, accurate IRS approved plan documents, online transactions and salary reduction agreements.

As the Company looks to continue to expand in the financial technology and related sectors, Grow Capital expects to identify additional acquisition targets, complete those acquisitions, and grow its complementary operating companies. Any potential acquisitions or divestitures remain subject to final agreements, due diligence, and typical closing conditions.

Going Concern

During the fiscal years ended June 30, 2024, and 2023, the Company reported a net loss of \$1,304,424 and \$676,954 respectively. The Company had a working capital deficit of \$1,326,268 with approximately \$49,700 of cash on hand as of June 30, 2024. Cash used in operations totaled \$690,041 during the fiscal year ended June 30, 2024. The Company continues to work actively to increase its customer/client base and increase gross profit in Bombshell Technologies, PERA and Pera Admin, in order to achieve net profitability as soon as possible. For any operational shortfalls, the Company intends to rely on sales of our unregistered common stock, loans, advances and a line of credit with our CEO, until such time as we achieve profitable operations. If the Company fails to generate positive cash flow or obtain additional financing, when required and on acceptable terms, the Company may have to modify, delay, or abandon some or all of its business and expansion plans, and potentially cease operations altogether. Consequently, the aforementioned items raise substantial doubt about the Company's ability to continue as a going concern within one year after the date that the financial statements are issued. The accompanying consolidated financial statements do not include any adjustments that might be necessary should we be unable to continue as a going concern.

Note 2 – Summary of Significant Accounting Policies

Basis of Presentation

The accompanying unaudited condensed Consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP"). The unaudited condensed financial statements included herein are unaudited. Such financial statements, in the opinion of management, contain all adjustments necessary to present fairly the financial position and results of operations as of and for the periods indicated.

Consolidation

The accompanying unaudited condensed consolidated financial statements include the accounts of Grow Capital Inc. and its wholly owned subsidiaries, Bombshell Technologies Inc., PERA LLC, and PERA Administrators LLC. All material intercompany accounts, transactions, and profits have been eliminated in consolidation.

GROW CAPITAL, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

Note 2 – Summary of Significant Accounting Policies (continued)

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America 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 items subject to estimates and assumptions include timing of recognition of commission revenue on insurance policy renewals and expenses related thereto, along with costs associated with policy acquisition and our allowance for doubtful accounts. Actual results could differ from those estimates.

Cash and Cash Equivalents

For financial accounting purposes, cash and cash equivalents are considered to be all highly liquid investments with a maturity of three (3) months or less at the time of purchase.

Concentration of Credit Risk

Financial instruments that potentially subject the Company to concentration of credit risk consist principally of cash deposits. Accounts at each institution are insured by the Federal Deposit Insurance Corporation (“FDIC”) up to \$250,000. At June 30, 2024 and June 30, 2023, the Company had no amounts in excess of the FDIC insured limit.

Accounts Receivable and Allowance for Doubtful Accounts

The Company determines the allowance for doubtful accounts by considering a number of factors, including the length of time the accounts receivable is beyond the contractual payment terms, previous loss history, and the customer’s current ability to pay its obligations. When the Company becomes aware of a specific customer’s inability to meet its financial obligations to the Company, the Company records a charge to the allowance to reduce the customer’s related accounts. At June 30, 2024 the allowance for doubtful accounts totaled approximately \$329,383 (June 30, 2023 - \$240,322).

Share-based compensation

The Company records stock-based compensation in accordance with ASC 718, *Compensation - Stock Compensation*. The Company measures the cost of employee services received in exchange for an award of equity instruments based on the grant date fair value of the award. Unregistered stock awards are measured based on the fair market values of the underlying stock on the dates of grant. For service type awards, share-based compensation expense is recognized on a straight-line basis over the period during which the employee is required to provide service in exchange for the entire award. For awards that vest or begin vesting upon achievement of a performance condition, the Company estimates the likelihood of satisfaction of the performance condition and recognizes compensation expense when achievement of the performance condition is deemed probable using an accelerated attribution model.

Intangible Assets

The Company’s intangible assets consist of intellectual property with minimal value.

The Company is required to make subjective assessments as to the useful lives of its depreciable assets. The Company considers the period of future benefit of each respective asset to determine the appropriate useful life of the assets.

Impairment of long-lived assets

The Company monitors its long-lived assets and finite-lived intangibles for indicators of impairment. If such indicators are present, the Company assesses the recoverability of affected assets by determining whether the carrying value of such assets is less than the sum of the undiscounted future cash flows of the assets. If such assets are found not to be recoverable, the Company measures the amount of such impairment by comparing the carrying value of the assets to the fair value of the assets, with the fair value generally determined based on the present value of the expected future cash flows associated with the assets.

GROW CAPITAL, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

Note 2 – Summary of Significant Accounting Policies (continued)

Leases

In February 2016, the Financial Accounting Standards Board (“FASB”) issued ASU No. 2016-02 – Topic 842 Leases. ASU 2016-02 requires that most leases be recognized on the financial statements, specifically the recognition of right-to-use assets and related lease liabilities, and enhanced disclosures about leasing arrangements. ASU 2016-02 is effective for fiscal years beginning after December 15, 2018, including interim periods within those fiscal years. The standard requires using the modified retrospective transition method and apply ASU 2016-02 either at (i) latter of the earliest comparative period presented in the financial statements or commencement date of the lease, or (ii) the beginning of the period of adoption. The Company has elected to apply the standard at the beginning period of adoption, July 1, 2019, which resulted in no cumulative adjustment to retained earnings. On July 30, 2018, the FASB issued ASU 2018-11 to provide entities with relief from the costs of implementing certain aspects of the new leasing standard, ASU 2016-02 (codified as ASC 842). Specifically, under the amendments in ASU 2018-11: (i) Entities may elect not to recast the comparative periods presented when transitioning to ASC 842 (Issue 1), and (ii) Lessors may elect not to separate lease and non-lease components when certain conditions are met (Issue 2).

The Company has elected to apply the short-term scope exception for leases with terms of 12 months or less at the inception of the lease and will continue to recognize rent expense on a straight-line basis. As a result of the adoption, on July 1, 2019, the Company recognized a lease liability of approximately \$291,753, which represented the present value of the remaining minimum lease payments using an estimated incremental borrowing rate of 6.75%. As of July 1, 2019, the Company recognized a right-to-use asset of approximately \$289,089. Lease expense did not change materially as a result of the adoption of ASU 2016-02. As a result of the acquisition of PERA LLC as of August 19, 2020, the Company recognized a right to use asset of \$157,795 and a lease liability of \$153,413 with respect to PERA LLC.

Revenue Recognition under ASC 606

The Company has adopted accounting standard, ASC 606 “Revenue from Contracts with Customers” and all related amendments to the new accounting standard to contracts.

Revenues from contracts with customers are recognized when control of promised goods and services is transferred to customers in an amount that reflects the consideration the Company expects to be entitled to in exchange for those goods or services.

The Company recognizes revenue using the five-step model as prescribed by ASC 606:

- 1) Identification of the contract, or contracts, with a customer;
- 2) Identification of the performance obligations in the contract;
- 3) Determination of the transaction price;
- 4) Allocation of the transaction price to the performance obligations in the contract; and
- 5) Recognition of revenue when or as, the Company satisfies a performance obligation.

When a contract with a customer or an agent is signed, the Company assesses whether collection of the fees under the arrangement is probable. The Company estimates the amount to reserve for uncollectible amounts at the end of each reporting period based on the aging of the contract balance, current and historical customer trends, and communications with its customers. These reserves are recorded against the related accounts receivable.

The transaction price is the consideration that the Company expects to receive from its customers and agents in exchange for its products or services. In determining the allocation of the transaction price, the Company identifies performance obligations in contracts with customers, which may include subscriptions to software and services, support, professional services and customization. In the case of the Company’s software contracts and support services prices are predetermined based on the specific terms of the contract either in flat fee customization/license fee charges or as hourly support and/or software customization charges. Charges relative to license fees are amortized over the term of the license. Charges relative to customization of the software are charged over the term of the scope of work on a percentage of completion basis. Charges relative to support and ongoing services and professional fees are charged when incurred and control has been transferred or the work has been completed. Income earned through the sale of appointments to agents by PERA LLC are recognized on the date of the service appointment.

GROW CAPITAL, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

Note 2 – Summary of Significant Accounting Policies (continued)

Revenue Recognition under ASC 606 (continued)

License fees and customization of software

License and implementation fees are charged as flat fees which are amortized over the term of the contract. For contracts with elements related to customized software solutions and certain buildouts or software systems that require significant modification or customization, the Company will recognize revenue using the percentage-of-completion method. In using the percentage-of-completion method, revenues are generally recorded based on completion of milestones under a scope of work or based on total estimated cost of work and percentage completion as at the balance sheet date.

Software Revenue

The Company generates software revenue monthly on a single fee per subscribed user basis. The Company recognizes software revenue monthly on a per user for each user that is able to deploy software and provided all revenue recognition criteria have been met. If the revenue recognition criteria have not been met, the revenue is deferred or not recognized.

Customization, support and maintenance

Revenue from the Company's customization of software to meet a particular client's needs is recognized on a percentage of completion basis over the term of the customization work and until control of the goods or services is transferred to the customer or such date the customer agrees the scope of work has been completed and the intended functionality of the software is complete and able to perform the desired service. Support and maintenance revenue is generated from recurring monthly support and is invoiced monthly based on hourly fees at predetermined rates based on each customer contract.

The Customer is credited a certain number of services hours monthly based on the numbers of users actively subscribed to the software which amounts offset any monthly user fees.

Support and maintenance services include e-mail and telephone support, unspecified rights to software fixes and product updates and upgrades and enhancements available on a when-and-if available basis.

Professional services and other

Professional services and other revenue is generated through services including onsite training, product implementation and other similar services. Professional services are generally flat fee services based on a number of hours or scope of work for each specific service. Depending on the services to be provided, revenue from professional services and other is generally recognized at the time of delivery when the services have been completed and control has been transferred.

Income from agent appointments

Income generated by booking appointments for insurance agents is earned on the date on which the appointment takes place. Appointment fees which are collected in advance of appointments are recorded as unearned revenue.

Unearned Revenue

Unearned revenue represents billings or payments received in advance of revenue recognition and is recognized upon transfer of control. Balances consist primarily of appointment fees collected from member agents where the client appointment has not yet occurred, license fees being amortized over the term of the customer contract and customization services which have not yet been concluded and are being deferred using the percentage-of-completion method.

Fair Value of Financial Instruments

The Company follows the fair value measurement rules, which provides guidance on the use of fair value in accounting and disclosure for assets and liabilities when such accounting and disclosure is called for by other accounting literature. These rules establish a fair value hierarchy for inputs to be used to measure fair value of financial assets and liabilities. This hierarchy prioritizes the inputs to valuation techniques used to measure fair value into three levels: Level 1 (highest priority), Level 2, and Level 3 (lowest priority).

GROW CAPITAL, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

Note 2 – Summary of Significant Accounting Policies (continued)

Fair Value of Financial Instruments (continued)

Level 1—Unadjusted quoted prices in active markets for identical assets or liabilities that the Company has the ability to access at the balance sheet date.

Level 2—Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly. Level 2 inputs include quoted prices for similar assets and liabilities in active markets, quoted prices for identical or similar assets or liabilities in markets that are not active, inputs other than quoted prices that are observable for the asset or liability (i.e., interest rates, yield curves, etc.), and inputs that are derived principally from or corroborated by observable market data by correlation or other means (market corroborated inputs).

Level 3—Inputs are unobservable and reflect the Company’s assumptions as to what market participants would use in pricing the asset or liability. The Company develops these inputs based on the best information available.

The carrying amount of receivables and accounts payable and accrued expenses approximates fair value due to the short-term nature of those instruments.

The estimated fair values for financial instruments are determined at discrete points in time based on relevant market information. These estimates involve uncertainties and cannot be determined with precision. The carrying amounts of lease receivables, accounts payable, and accrued liabilities approximate fair value given their short-term nature or effective interest rates, which constitutes level three inputs.

Income taxes

Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and net operating loss and credit carry forwards. Deferred tax assets and liabilities are measured at rates expected to apply to taxable income in the years in which those temporary differences and carry forwards 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 statement of operations in the period that includes the enactment date. A valuation allowance is recorded when it is not more likely than not that all or a portion of the net deferred tax assets will be realized.

Net (loss) income per share

Basic earnings per share is computed by dividing income available to common shareholders by the weighted average number of shares of Common Stock outstanding for the period and contains no dilutive securities. Diluted earnings per share reflect the potential dilution of securities that could share in the earnings of an entity.

All dilutive common stock equivalents are reflected in our earnings (loss) per share calculations. Anti-dilutive common stock equivalents are not included in our earnings (loss) per share calculations.

There were no potentially dilutive shares outstanding as of June 30, 2024 and 2023.

Recent Accounting Pronouncements

The Company’s management has evaluated all recent accounting pronouncements since the last audit through the issuance date of these financial statements. In the Company’s opinion, none of the recent accounting pronouncements will have a material effect on the financial statements.

Note 3 – Prepaid expenses and Other Current Assets

Prepaid expenses and other current assets at June 30, 2024, and June 30, 2023 consist of the following:

	<u>June 30, 2024</u>	<u>June 30, 2023</u>
Professional fees	\$ 48,107	\$ 48,107
Other expenses	28,826	7,156
Total	<u>\$ 76,933</u>	<u>\$ 55,263</u>

GROW CAPITAL, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

Note 4 – Accounts Payable and Accrued Liabilities

Accrued liabilities at June 30, 2024 and June 30, 2023 consist of the following:

	<u>June 30, 2024</u>	<u>June 30, 2023</u>
Accounts payable	\$ 244,244	\$ 222,857
Payroll liabilities	96,019	28,467
Accrued professional fees	119,610	293,671
Accrued interest payable	50,027	60,055
	<u>\$ 509,900</u>	<u>\$ 605,050</u>

Note 5 – Operating Leases

We have entered into various non-cancelable operating lease agreements for certain of our offices. Our leases have original lease periods expiring in fiscal years 2022 and 2023. After that, the Company has applied the short-term scope exception for leases with terms of 12 months. Certain of our office space for operations of the Company and subsidiary Pera LLC commencing in 2023 has been provided free of charge by our CEO, Terry Kennedy.

Note 6 – Notes Payable

On December 30, 2021, the Company borrowed \$250,000 from a third party. On December 31, 2021, the Company borrowed \$250,000 from another third party. These loans accrue interest at 8% per annum with principal and accrued interest fully due and payable in three years. In addition, the Company issued total of 5,000,000 unregistered restricted common stock to lenders as a loan bonus upon entry into the agreements.

The Company and the holder of \$250,000 in principal debt agreed to settle the total outstanding debt and accrued interest payable of \$47,507 in full as of May 15, 2024 by way of issuance of 11,900,274 shares at \$0.025 per share.

As per the terms of the agreements, the Company accrued interest of \$37,479 and \$40,000 for the fiscal years ended June 30, 2024, and 2023, respectively in respect to the aforementioned notes.

Note 7 – Capital Stock

The Company has authorized shares 500,000,000 shares of Common Stock and 50,000,000 shares of Preferred Stock, respectively.

Common Stock

There were 141,971,482 and 62,795,160 shares issued and outstanding at June 30, 2024 and June 30, 2023 respectively.

Share issuances during the fiscal year ended June 30, 2024:

The Company issued a total of 13,650,001 unregistered, restricted Common Shares to officers and directors as part of their respective executive and/or board compensation packages. The Company valued those issuances at the closing price of the Company's stock as traded on the OTCMarkets on the date of grant and recorded stock-based compensation of \$36,265.

The Company issued 29,702,970 shares as compensation to our CEO, Terry Kennedy with respect to services provided and included in the Company's balance sheets as liability for unissued shares. (Ref: Note 8 – Related Parties – Shares issued for Officer Services)

The Company settled certain outstanding salary amounts payable owing for calendar year 2023 to Brock McKinley, President of Pera Administrators by issuance of 3,923,077 shares at \$0.025 per share.

The Company and the holder of \$250,000 in principal debt agreed to settle the total outstanding debt and accrued interest of \$47,507 in full as of May 15, 2024 by way of issuance of 11,900,274 shares at \$0.025 per share.

The Company issued 20,000,000 shares of unregistered, restricted Common Stock in respect of private placements for total gross proceeds of \$500,000.

GROW CAPITAL, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

Note 7 – Capital Stock (continued)

Share issuances during the fiscal year ended June 30, 2023:

The Company issued a total of 15,047,286 unregistered, restricted Common Shares to officers and directors as part of their respective executive and/or board compensation package. The Company valued those issuances at the closing price of the Company’s stock as traded on the OTCMarkets on the date of grant and recorded stock-based compensation of \$28,333.

The Company issued 5,000,000 shares of unregistered, restricted Common Stock in respect of private placements for total gross proceeds of \$125,000.

The Company issued 818,152 fully vested shares of unregistered, restricted Common Shares to settle certain services provide in the amount of \$123,938. The Company valued those issuances at the closing price of the Company’s Common Stock as traded on the OTCMarkets on the date of grant.

Preferred Stock

The Company has not yet determined any designation for it authorized preferred stock, which designation may be determined by the Board of Directors of the Company. There are currently no shares of the 50,000,000 authorized shares of preferred stock designated or issued.

Equity Incentive Plans

In December 2015, the Company adopted the 2015 Equity Incentive Plan (the “Incentive Plan”) with a term of 10 years. The Incentive Plan allows for the issuance up to a maximum of 100,000 shares of Common Stock, options exercisable into Common Stock of the Company or stock purchase rights exercisable into shares of Common Stock of the Company. The Incentive Plan is administered by the Board unless a separate delegation to an administrator is made by the Board. Options granted under the Incentive Plan carry a maximum term of 10 years, except to a grantee who is also a 10% beneficial owner at the time of grant, in which case the maximum term is 5 years. In addition, exercise prices of options granted must be within a certain percentage of the closing price on date of grant depending on the level of beneficial ownership of Common Stock of the Company by the grantee. All vesting conditions are set by the Board or a designated administrator. Presently three are no shares outstanding under the Inventive Plan.

In December 2015, the Company adopted the 2015 Stock Plan (the “Stock Plan”). As a condition of adoption of the Stock Plan, the Company filed a registration statement on Form S-8 in December 2015 to register the shares issued under the Stock Plan. The Stock Plan allows for the issuance of up to a maximum of 100,000 shares of Common Stock of the Company. The Stock Plan is administered by the Board unless a separate delegation to an administrator is made by the Board. The Stock Plan shall continue in effect until it is terminated by the Board or all shares are issued pursuant to the Stock Plan. The Company has not granted any shares under the Stock Plan.

Options: There are no options outstanding at June 30, 2024 and June 30, 2023.

Note 8 – Related Party Transactions

Revenue and Accounts Receivable

The following table summarizes the revenue from the Company’s related parties.

	Twelve Months Ended	
	June 30,	
	2024	2023
Appreciation Financial LLC (1) in Bombshell	\$ 417,592	\$ 462,834
Appreciation Financial LLC (1) in Pera	365,478	477,231
Others	163,708	28,995
Grand Total	\$ 946,778	\$ 969,060

(1) The Company had a significant concentration of revenue from these related party customers totaling 83% and 96% of gross related party revenue in the fiscal years ended June 30, 2024, and 2023, respectively. Related entities are controlled by over 5% shareholders of the Company and/or officer/directors of the Company.

GROW CAPITAL, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

Note 8 – Related Party Transactions (continued)

Revenue and Accounts Receivable (continued)

The following table summarizes the accounts receivable from the Company’s related parties:

	June 30, 2024	June 30, 2023
Appreciation Financial LLC (1) in Bombshell	\$ 32,450	\$ 21,303
Appreciation Financial LLC (1) in Grow Capital	286,837	286,837
Others in Bombshell	89,107	74,342
Grand Total	<u>\$ 408,394</u>	<u>\$ 382,482</u>

(1) The Company had a significant concentration of accounts receivable from these customers totaling 78% and 96% as at June 30, 2024 and 2023, respectively. Related entities are controlled by over 5% shareholders of the Company and/or officer/directors of the Company.

Costs of Goods, Commissions Fees and management fees

The following table summarizes the Costs of Sales – related parties:

	Twelve Months Ended June 30,	
	2024	2023
Strategy, LLC (1) under Bombshell	\$ 116,133	\$ 119,684
Bombshell Software, LLC (1) under Bombshell	40,812	30,787
Wingbrook Partners, LLC (1) under Pera	4,036	142,700
Others	-	13,549
Grand Total	<u>\$ 160,981</u>	<u>\$ 306,720</u>

(1) Related entities are controlled by over 5% shareholders of the Company and/or officer/directors of the Company.

The following table summarizes expense related to commission fees included as General and administrative – related parties:

	Twelve Months Ended June 30,	
	2024	2023
Commission Fee:		
Zeake, LLC (1) under Bombshell	\$ 165,606	\$ 123,086
Strategy, LLC (1) under Pera and Bombshell	-	20,712
Others	-	56,343
Subtotal for commission fees	<u>165,606</u>	<u>200,141</u>
Management fees	298,878	335,042
Grand Total	<u>\$ 464,484</u>	<u>\$ 535,183</u>

(1) Related entities are controlled by over 5% shareholders of the Company and/or officer/directors of the Company.

The following table summarizes accounts payable to the Company’s related parties:

	June 30, 2024	June 30, 2023
Zeake, LLC (1)	\$ 138,709	\$ 104,078
Bombshell Software, LLC (1)	6,190	1,924
Terry Kennedy	196,061	68,657
Grand Total	<u>\$ 340,960</u>	<u>\$ 174,659</u>

(1) Related entities are controlled by over 5% shareholders of the Company and/or officer/directors of the Company.

GROW CAPITAL, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

Note 8 – Related Party Transactions (continued)

Stock-based Compensation included as General and administrative expenses:

The following table summarizes stock-based compensation included as General and administrative expenses for officers and directors of the Company:

	Twelve Months Ended June 30,	
	2024	2023
Carl, Sanko	\$ 13,457	9,583
Eric Tarno	3,780	2,007
James Olson	-	1,609
Jonathan Bonnette	15,247	13,047
Terry Kennedy	3,781	2,087
Grand Total	\$ 36,265	\$ 28,333

Shares issued as compensation for services as a member of the board of directors:

During the year ended June 30, 2022, and for fees earned through December 31, 2022, the members of our board of directors and our Chairman of the Board received compensation in the form of shares, such number of shares to be issued calculated based on accrued fees of \$20,000 and \$25,000, respectively, per quarter settled by the issuance of shares at a 25% discount applied to the average of the 3 lowest prices over the last 10 trading days as posted by OTCMarkets prior to the beginning of the quarter for which services are to be rendered. The Company valued the number of shares issued for directors' fees at fair market value (closing price of the Company's common stock) as of the date of each issuance.

For the period from January 1, 2023 through June 30, 2024 the Company's board of directors determined to reduce the accrued compensation used to determine the number of shares issuable for the members of our board of directors and our Chairman by 50% to \$10,000 and \$12,500 respectively, per quarter, such accrued fees to be settled by shares of common stock valued at a flat rate of \$0.025 per share. The Company valued the number shares issued for directors' fees at fair market value (closing price of the Company's common stock) as of the date of each issuance.

The Company's Chairman has waived all fees from April 1, 2023 forward.

Shares issued for officer services

Jonathan Bonnette, CTO and Director

Under services agreements entered into in May 2022, Mr. Jonathan Bonnette, the Company's CTO, received compensation in the form of unregistered, restricted common shares in the year ended 2023 based on accrued compensation of \$160,000 whereby 1/3 of the fees are payable as of the date of agreement, with the remaining fees paid in equal quarterly instalments. The number of shares issued for the accrued compensation is based on the dollar value of the accrued fees settled by shares of the Company's common stock at a 20% discount to the average of the 3 lowest prices over the last 10 trading days as posted by OTCMarkets prior to the beginning of the quarter for which services are to be rendered. The Company valued the number of shares issued for officer fees at fair market value (closing price of the Company's common stock) as of the date of each issuance. In May 2023, Mr. Bonnette entered into a further services agreement whereunder he will receive compensation in the form of unregistered, restricted common shares based on accrued compensation of \$120,000 per annum whereby 1/3 of the fees are payable as of the date of agreement, with the remaining fees paid in equal quarterly instalments. The number of shares issued for the accrued compensation is based on the dollar value of the accrued fees settled by shares of the Company's common stock at a 30% discount to the average of the 3 lowest prices over the last 10 trading days as posted by OTCMarkets prior to the beginning of the quarter for which services are to be rendered, but not less than \$0.025 per share. The Company values the number of shares issued for officer fees at fair market value (closing price of the Company's common stock) as of the date of each issuance.

On June 29, 2023, the Company issued an additional 937,871 shares to Mr. Bonnette for additional services rendered through December 31, 2022. The Company valued the number of shares issued at fair market value (closing price of the Company's common stock) as of the date of issuance.

In May 2024, Mr. Bonnette entered into a further services agreement whereunder he will receive consideration in the form of unregistered, restricted common shares based on accrued compensation of \$120,000 per annum whereby 1/3 of the fees are payable

GROW CAPITAL, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

Note 8 – Related Party Transactions (continued)

Shares issued for officer services (Cont'd)

Jonathan Bonette, CTO and Director (Cont'd)

as of the date of agreement, with the remaining fees paid in equal quarterly instalments. The number of shares issued for the accrued compensation is based on the dollar value of the accrued fees settled by shares of the Company's common stock at a 30% discount to the average of the 3 lowest prices over the last 10 trading days as posted by OTCMarkets prior to the beginning of the quarter for which services are to be rendered, but not less than \$0.025 per share. The Company issued 1,600,000 shares in May 2024 with respect to the initial 1/3 fees payable. The Company values the number of shares issued for officer fees at fair market value (closing price of the Company's common stock) as of the date of each issuance.

Under services agreements entered into in May 2022, Mr. Carl Sanko, the Company's Secretary, received compensation in the form of unregistered, restricted common shares in the year ended 2023 based on accrued compensation of \$135,000, whereby 1/3 of the fees are payable as of the date of agreement, with the remaining fees paid in equal quarterly instalments. The number of shares issued for the accrued compensation is based on the dollar value of the accrued fees settled by shares of the Company's common stock at a 20% discount to the average of the 3 lowest prices over the last 10 trading days as posted by OTCMarkets prior to the beginning of the quarter for which services are to be rendered. The Company valued the number of shares issued for officer fees at fair market value (closing price of the Company's common stock) as of the date of each issuance. In May 2023, Mr. Sanko entered into a further services agreement whereunder he will receive compensation in the form of unregistered, restricted common shares based on accrued compensation of \$101,250 per annum whereby 1/3 of the fees are payable as of the date of agreement, with the remaining fees paid in equal quarterly instalments. The number of shares issued for the accrued compensation is based on the dollar value of the accrued fees settled by shares of the Company's common stock at a 30% discount to the average of the 3 lowest prices over the last 10 trading days as posted by OTCMarkets prior to the beginning of the quarter for which services are to be rendered, but not less than \$0.025 per share. The Company values the number of shares issued for officer fees at fair market value (closing price of the Company's common stock) as of the date of each issuance.

Carl Sanko, Secretary and Director

In May 2024, Mr. Sanko entered into a further services agreement whereunder he will receive consideration in the form of unregistered, restricted common shares based on accrued compensation of \$101,250 per annum whereby 1/3 of the fees are payable as of the date of agreement, with the remaining fees paid in equal quarterly instalments. The number of shares issued for the accrued compensation is based on the dollar value of the accrued fees settled by shares of the Company's common stock at a 30% discount to the average of the 3 lowest prices over the last 10 trading days as posted by OTCMarkets prior to the beginning of the quarter for which services are to be rendered, but not less than \$0.025 per share. The Company issued 1,350,000 shares in May 2024 with respect to the initial 1/3 fees payable. The Company values the number of shares issued for officer fees at fair market value (closing price of the Company's common stock) as of the date of each issuance.

Terry Kennedy, CEO, President and Director

In April 2021 Mr. Terry Kennedy entered into an Executive services agreement for his services as President and CEO whereunder he would receive 50,000 shares quarterly through the quarter ending September 30, 2022, payable on the first day of each respective quarter. The Company valued the number of shares issued for officer fees at fair market value (closing price of the Company's common stock) as of the date of issuance. The Agreement was not renewed upon expiry.

In November 2023, the Company's board of directors completed a review of services provided and relative compensation issued to Mr. Terry Kennedy, President and CEO, under the aforementioned 2021 Compensation Contract for services through September 2022, and determined the compensation previously provided to be unbalanced in consideration of the services received. In November 2023 the Board of Directors authorized compensation of Mr. Kennedy for services provided through fiscal year ended June 30, 2024 in the amount of \$120,000, for the period October 1, 2022 through June 30, 2023 of \$90,000 as well as additional compensation in the form of a bonus of \$90,000 for previously undercompensated services for the period ended September 30, 2022. Cumulative compensation of \$300,000 was settled by the issuance of shares of unregistered, restricted common stock at a fair market value as of October 31, 2023, of \$0.0101 per share for a total of 29,702,970 unregistered, restricted common shares. At June 30, 2024 and June 30, 2023 amounts accrued for unissued shares totaling \$0 and \$180,000 are included on the Company's balance sheet as a liability for unissued shares.

Other compensation – Officer of subsidiary, Pera Administrators

On June 29, 2023, the Company issued Mr. Brock McKinley, President of subsidiary Pera Administrators, a total of 818,252 shares for services previously rendered through December 31, 2022 and valued at \$123,938. Mr. McKinley accrued fees of \$150,000 for the fiscal year ended June 30, 2024. The Company agreed to settle certain outstanding salary amounts payable owing for calendar

GROW CAPITAL, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

Note 8 – Related Party Transactions (continued)

Other compensation – Officer of subsidiary, Pera Administrators (Cont’d)

year 2023 to Brock McKinley, President of Pera Administrators by issuance of 3,923,077 shares at \$0.025 per share. As of June 30, 2024, \$50,000 for fees included between January and June 2024 are included in accounts payable, related parties.

Line of Credit agreement – Terry Kennedy

In November 2023, the Company entered into a Line of Credit (the “LOC”) agreement with its CEO Terry Kennedy for up to \$5,000,000 in installments, all of such amounts advanced to be evidenced by promissory note and due on demand, bearing interest at a rate of eight (8%) percent per annum. In addition, it is agreed that provisions of the LOC shall include that any such amounts due and payable upon written demand shall be convertible into unregistered, restricted shares of the Corporation’s common stock at the election of the Lender, only in an event of default as set out in the LOC, with such conversion to shares of common stock at the greater of \$0.05 per share or a twenty percent (20%) discount to the market price of the Corporation’s common stock as posted on OTCMarkets as of notification of an event of default. Upon entry into the LOC agreement Mr. Kennedy and the Company agreed to allocate outstanding proceeds from prior on demand advances to the LOC in the total amount of \$571,660. Through June 30, 2024, Mr. Kennedy advanced a further \$209,728 under the agreement for a total principal balance outstanding of \$781,388. The Company has accrued interest to date totaling \$33,062.

Note 9 – Segment Reporting

The Company's operations are classified into four reportable segments that provide different products or services. Separate management of each segment is required because each business unit is subject to different marketing, operational, and growth and technology development strategies.

Bombshell Technologies and Corporate

The Fintech segment operated by Bombshell Technologies based in Nevada and Louisiana derives its income from proprietary software which delivers customized back-office compliance, sophisticated multi-pay commission processing, and a unique new client application submission system, along with digital engagement marketing services centric to financial services.

PERA and subsidiary

Our electronic appointment scheduling operations provides leads for insurance agents to connect retirement professionals and public employees to trusted insurance advisors.

There are inter-segment sales between each of our operating division. The costs associated with management overhead for Grow Capital are dedicated to our key operating segment in the FinTech industry, Bombshell Technologies and all corporate overhead has been included in this segment disclosure as a result.

	As of June 30, 2024	As of June 30, 2023
Assets by segment		
Bombshell Technologies and corporate	\$ 538,938	\$ 548,050
PERA	56,402	48,396
Total assets	\$ 595,340	\$ 596,446
	Twelve Months Ended	
	June 30,	
	2024	2023
Revenue by Segment		
Bombshell Technologies and corporate	\$ 1,654,747	\$ 1,624,121
PERA	1,003,632	1,718,304
Total revenue	\$ 2,658,379	\$ 3,342,425
Segment profit (loss)		
Bombshell Technologies and corporate	\$ (526,703)	\$ (248,409)
PERA	(777,721)	(428,545)
Total segment profit (loss)	\$ (1,304,424)	\$ (676,954)

GROW CAPITAL, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

Note 10 – Commitments and Contingencies

On December 13, 2019, Trendsic Corporation, Inc. (“Trendsic”), a related party entity which is 49% controlled by Joel A. Bonnette (former CEO of our wholly owned subsidiary Bombshell Technologies, Inc.) filed a lawsuit in the 19th Judicial District Court in East Baton Rouge Parish, Louisiana against Joel A. Bonnette, Jared Bonnette, Bombshell Software, LLC and Bombshell Technologies, Inc. Trendsic disputed the ownership of certain intellectual property of Bombshell Technologies, Inc. and alleged misappropriation of trade secrets of Trendsic. The Company and Trendsic entered into a settlement agreement in July 2021 whereunder Bombshell agreed to a lump settlement of \$636,407 payable by way of a one-time payment of \$186,407 (paid July 2021) and the remaining balance of \$450,000 including interest at a rate of 0.34% per annum to be paid over 60 months in equal installments of \$7,696. The remaining balance at June 30, 2024 and June 30, 2023 totaled \$93,536 and \$177,599, respectively, of which \$0 and \$92,947 is included on the Company’s balance sheets as a current liability at each of June 30, 2024 and June 30, 2023, with the remaining balance classified as long term debt.

On the basis of current information, the availability of legal advice, and in management’s opinion, the Company is not currently involved in any legal proceedings which, individually or in the aggregate, would have a material adverse effect on its financial condition, operations and/or cash flows.

Note 11 - Subsequent Events

On July 2, 2024, the Company issued a further 1,500,000 shares as directors’ compensation all of which shares were valued at fair market value on the date of issuance.

In July 2024, PERA received a request from the Attorney General of California (“AG”) to supplement previous discovery responses provided approximately one year prior. The AG is seeking further clarification on these previously submitted responses. PERA and the AG entered into a tolling agreement in September 2021. The tolling agreement extends the time allowed for the AG to file a claim and extends the statute of limitations. PERA will continue to provide responses to the AG until such time as their investigation concludes or a claim is filed. On May 12, 2021, the State of California issued an investigative subpoena and interrogatories on PERA, LLC, seeking information about PERA’s business and its communications with certain individuals in California. Since that date, PERA has cooperated fully in the investigation. PERA has made numerous productions of documents and also responded to written questions.

In August 2024, the Company relocated its head office to 6145 S. Rainbow Blvd, Suite 105, Las Vegas, NV 89118. Office space of approximately 500 square feet is provided free of charge by our CEO, Mr. Terry Kennedy.

The Company has evaluated subsequent events from the balance sheet date through September 30, 2024, and determined that there are no additional subsequent events to disclose.