

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

CIPHER-CORE, Inc.

1-3911 Kamilkedai
Ota-Ku, Japan
Tel: 801-580-9928
Web address: www.cipher-core.com
Email address: nakamura@cipher-core.com

Quarterly Report

For the Period Ending: March 31, 2024 (the "Reporting Period")

Outstanding Shares

The number of shares outstanding of our Common Stock was:

317,009,000 as of May 14, 2024

317,009,000 as of December 31, 2023, our 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 Control of the company has occurred over this reporting period:

Yes: No:

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

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

CIPHER-CORE, Inc.
1-3911 Kamilkedai
Ota-Ku, Japan

Prior names of the issuer are as follows:

CMK Gaming International, Inc. until July 25, 2022
Tenguy World International, Inc. until October 23, 2013
Shikisai International, Inc. until August 2007

Servinational, Inc. until November 2005

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

The issuer was incorporated in the State of Colorado on September 22, 1987. The issuer's current standing in the State of Colorado is "active".

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

None.

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

None.

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

1-3911 Kamilkedai
Ota-Ku, Japan

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

Check if principal executive office and principal place of business are the same address:

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

No: Yes: If yes, provide additional details space below:

2) Security Information

Transfer Agent

Name: Securities Transfer Corporation
Phone: 469-633-0101
Email: dlopez@stctransfer.com
Address: 2901 N. Dallas Parkway, Suite 380, Plano, TX 75093

Publicly Quoted or Traded Securities:

Trading symbol: CFCI
Exact title and class of securities outstanding: Common Stock
CUSIP: 125808303
Par or stated value: \$0.0001

Total shares authorized:	2,000,000,000	as of date:	May 14, 2024
Total shares outstanding:	317,009,000	as of date:	May 14, 2024
Number of shares in the Public Float:	6,329,600	as of date:	May 14, 2024
Total number of shareholders of record:	359	as of date:	May 14, 2024

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

None

Other classes of authorized or outstanding equity securities

Exact title and class of securities outstanding: Preferred Stock

CUSIP: not applicable

Par or stated value: no par stock

Total shares authorized:	50,000,000	as of date:	May 14, 2024
Total shares outstanding:	0	as of date:	May 14, 2024
Number of shares in the Public Float:	not applicable	as of date:	May 14, 2024
Total number of shareholders of record:	not applicable	as of date:	May 14, 2024

Security Description:

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

Our common stock may receive dividends, if and when declared by the board of directors and when sufficient capital exists for the lawful payment of such dividends. Each share of common stock is entitled to one vote at any meeting of shareholders. Our common stock does not have any preemption rights.

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

Of the issuer's 50,000,000 authorized preferred shares, 63,000 have been designated shares of Series A Preferred Stock (the "Preferred Shares"). If and when issued, the Preferred Shares are entitled to dividends only if declared by the board of directors who have no obligation to declare dividends for the Preferred Shares under any circumstance. Each share of Preferred Stock is entitled to one vote on any matter that comes before the common shareholders. Each Preferred Share may be converted into five shares of common stock. The Preferred Shares may be redeemed at the rate of \$11 per Preferred Share. The Preferred Shares have a liquidation preference of being paid \$11 per Preferred Share before any money is paid to common shareholders.

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

Not applicable.

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

None.

3) Issuance History

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

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

A. Changes to the Number of Outstanding Shares

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

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

Shares Outstanding as of Second Most Recent Fiscal Year End: <u>Opening Balance</u> Date 12/31/21 Common: 31,700,900 Preferred: 0									
Date of Transaction	Transaction type (e.g. new issuance, cancellation, shares returned to treasury)	Number of Shares Issued	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?	Individual/ Entity Shares were issued to (entities must have individual with voting / investment control disclosed)	Reason for share issuance (e.g. for cash or debt conversion) - OR- Nature of Services Provided	Restricted or Unrestricted as of this filing	Exemption or Registration Type.
03/11/2022	New issuance	285,308,100	common	.0001	no	Takatoshi Nakamura	Merger consideration	Restricted	See Note 1
Shares Outstanding on Date of This Report: <u>Ending Balance</u> Date 05/14/24 Common: 317,009,000 Preferred: 0									

Note 1- Issuance exempt pursuant to Section 4(a) of the Securities Act of 1933

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)

Not applicable

4) Issuer's Business, Products and Services

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

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

Through the efforts of its president and CEO Takatoshi Nakamura, who holds advanced degrees from universities in Japan as well as Massachusetts Institute of Technology ("MIT"), the Issuer has developed a suite of software applications that provide the highest level of internet security as well as enabling the creation of a new generation of digital products, such as cash and securities, that carry the highest level of encryption. A company controlled by Mr. Nakamura has executed a license agreement with the Issuer for the use of the dozen patents issued based on Mr. Nakamura's efforts. These patents form the basis of a portion of the software that the Issuer will offer to its clients. It has become commonplace for one country to hack or infiltrate another to disrupt its military, banking and commercial operations or misappropriate proprietary data and sensitive personal information. Banks, utilities, defense contractors have all suffered repeated thefts of sensitive information. The Issuer's software and underlying patents address these concerns and is designed to thwart any unauthorized intrusion.

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

The issuer's only subsidiary is CMK Nevada.

C. Describe the issuers' principal products or services.

The Issuer has developed software that realizes remote authorization and confidential communication using modern ciphers that have proven to be resistant to quantum computers. Mr. Nakamura is a noted authority on cipher security and encryption and has written and lectured extensively on these subjects. He has discussed the benefits of a cashless society and how the Issuer's software provides maximum security for all parties. Mr. Nakamura has met with central bankers in many countries, government leaders in Japan and elsewhere, insurance companies and military contractors to inform them of the level of protection and security that the Issuer's software affords. Additionally, the level of encryption that the Issuer's software provides is a key component in a series of new products and services that the Issuer can offer to its clients. The Issuer has developed a fee structure for potential users of its software and related technology. Depending on the needs of each client, it can be an annual fee, a license agreement or a fixed percent of the value of the remittance amount of transactions effected, such as banking, brokerage or e-commerce.

5) Issuer's Facilities

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

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

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

At this time the Company's headquarters is provided as an accommodation to the Company by the Company's CEO.

6) Officers, Directors, and Control Persons

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

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

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

Name of Officer/Director or Control Person	Affiliation with Company (e.g. Officer Title /Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Names of control person(s) if a corporate entity
Takatoshi Nakamura	CEO, President, Director, and over 5% shareholder	Tokyo, Japan	285,308,100	Common	90%	
Masayuki Tsuda	CFO, Treasurer, Secretary and Director	Tokyo, Japan	1,666,700	Common	0.5%	
Motoyuki Odachi	Chief Operating Officer and Director	Tokyo, Japan	0	n/a	n/a	
Riichiro Nakamura	Director	Tokyo, Japan	0	n/a	n/a	
Koichiro Ito	Director	Tokyo, Japan	0	n/a	n/a	
Koji Sasaki	Director	Tokyo, Japan	0	n/a	n/a	

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, not applicable

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

None, not applicable

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

None, not applicable

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

None, not applicable

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

None, not applicable

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, not applicable

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

None

8) Third Party Service Providers

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

Securities Counsel (must include Counsel preparing Attorney Letters).

Name: Gary R. Henrie
Firm: Gary R. Henrie, Attorney at Law
Address 1: 619 South 1040 East
Address 2: American Fork, UT 84003
Phone: 307-200-9415
Email: grhlaw@hotmail.com

Accountant or Auditor

Name: Kevin Orton
Firm: Main Street Consulting Services
Address 1: 299 South Main Street, Suite 1300
Address 2: Salt Lake City, UT 84111
Phone: 801-702-7940
Email: orton.kevin@yahoo.com

Investor Relations

None

All other means of Investor Communication:

Twitter:
Discord:
Linkedin:
Facebook:
[Other]:

None

Other Service Providers

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

Independent Consultant

C.A. Singleton
Towers of Town Lake
40 N IH 35 Suite #8D4
Austin, TX 78701
Phone: 801-580-9928
Email: clairesingleton@aol.com

9) Financial Statements

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

Name: Gary R. Henrie
Title: Attorney
Relationship to Issuer: Securities Counsel to the Issuer

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

- U.S. GAAP
 IFRS

C. The financial statements for this reporting period were prepared by (name of individual):

Name: Kevin Orton
Title: Owner of Main Street Consulting Services
Relationship to Issuer: Contract Accountant

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

Mr. Orton is the owner of Main Street Consulting and Accounting Services, Inc., a Company he has operated from 2015 to the present 2023. He obtained a BS degree in accounting in 1976 and a masters degree in accounting in 1977, both from Brigham Young University in Provo, Utah. He is an enrolled agent with the Internal Revenue Service.

Provide the following qualifying financial statements:

- Audit letter, if audited;
- Balance Sheet;
- Statement of Income;
- Statement of Cash Flows;
- Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)
- Financial Notes

Financial Statement Requirements:

- Financial statements must be published together with this disclosure statement as one document.
- Financial statements must be "machine readable". Do not publish images/scans of financial statements.
- Financial statements must be presented with comparative financials against the prior FYE or period, as applicable.
- Financial statements must be prepared in accordance with U.S. GAAP or International Financial Reporting Standards (IFRS) but are not required to be audited.

CIPHER-CORE, INC.
(FORMERLY CMK GAMING INTERNATIONAL, INC.)
CONSOLIDATED BALANCE SHEET
FOR THE PERIOD

	MARCH 31,	DECEMBER 31,
	<u>2024</u>	<u>2023</u>
ASSETS		
CURRENT ASSETS		
Cash	\$ 9,280	\$ 62,994
Accounts Receivable	2,361	47,796
Other Current Assets	<u>66,903</u>	<u>30,592</u>
Total Current Assets	78,544	141,382
EQUIPMENT		
	3,406	3,406
OTHER LONG TERM ASSETS		
Deposits	10,500	10,500
Patents	80,000	80,000
Organizational Costs	18,000	19,500
Other Long Term Assets	<u>276,630</u>	<u>316,047</u>
	385,130	426,047
TOTAL ASSETS	\$ 467,080	\$ 570,835
LIABILITIES AND STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES		
Accounts Payable	\$ 489,308	\$ 61,474
Advances from Shareholders	<u>56,530</u>	<u>721,429</u>
	545,838	782,903
STOCKHOLDERS' EQUITY		
Preferred Stock, 50,000,000 Shares Authorized, No Par Value 0 Shares Issued or Outstanding	-	-
Common Stock, \$.0001 Par Value, 2,000,000,000 Authorized 317,009,000 and 31,700,900 Shares Outstanding Respectively	31,700	31,700
Additional Paid in Capital	944,880	944,880
Retained Deficit	<u>(1,055,338)</u>	<u>(1,188,648)</u>
Stockholders' Deficit	<u>(78,758)</u>	<u>(212,068)</u>
	\$ 467,080	\$ 570,835
See Footnotes to Financial Statements		

CIPHER-CORE, INC.
(FORMERLY CMK GAMING INTERNATIONAL, INC.)
CONSOLIDATED STATEMENT OF OPERATIONS
FOR THE PERIOD

	FOR THE	FOR THE
	THREE MONTHS	THREE MONTHS
	ENDED	ENDED
	<u>MARCH 31, 2024</u>	<u>MARCH 31, 2023</u>
REVENUES	\$ 294,565	\$ -
EXPENSES		
General, Selling and Administrative	<u>160,520</u>	<u>280,603</u>
NET INCOME (LOSS) FROM OPERATIONS	\$ 134,045	\$ (280,603)
Taxes	-	-
NET INCOME (LOSS)	\$ 134,045	\$ (280,603)
EARNINGS (LOSS) PER SHARE	<u>\$ (0.0004)</u>	<u>\$ (0.0009)</u>
BASIC AVERAGE COMMON SHARES OUTSTANDING	<u>317,009,000</u>	<u>317,009,000</u>

CIPHER-CORE, INC.
(FORMERLY CMK GAMING INTERNATIONAL, INC.)
CONSOLIDATED STATEMENT OF CASH FLOWS
FOR THE PERIOD

	FOR THE THREE MONTHS ENDED MARCH 31, 2024	FOR THE THREE MONTHS ENDED MARCH 31, 2023
CASH FLOWS FROM OPERATING ACTIVITIES		
Net (loss)/Net income	\$ 134,045	\$(280,603)
Adjustments to Reconcile Net Income		
Amortization	5,513	1,500
Increase (Decrease) in Current Assets:		
Accounts Receivable	45,435	(125,683)
Other Current Assets	(36,311)	148,388
Other Long Term Assets	40,917	-
Increase (Decrease) in Liabilities:		
Accounts Payable and Accrued Expenses	(237,065)	34,209
Loans from Stockholder	-	<u>151,200</u>
Net Cash Provided by Operating Activities	(47,466)	(70,989)
CASH FLOWS FROM INVESTING ACTIVITIES		
Investment in Organization Costs	(1,500)	-
Other Long Term Assets	(1,500)	-
CASH FLOWS FROM FINANCING ACTIVITIES		
Difference in Currency Translation	(4,748)	-
	(4,748)	-
NET INCREASE (DECREASE) IN CASH	(53,714)	(70,989)
CASH AT BEGINNING OF PERIOD	<u>62,994</u>	<u>75,889</u>
CASH AT END OF PERIOD	<u>\$ 9,280</u>	<u>\$ 4,900</u>
SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION		
Cash paid During the Period For;		
Interest	\$ -	\$ -
Income Taxes	\$ -	\$ -
SUPPLEMENTAL DISCLOSURE OF NON-CASH INVESTING AND FINANCING ACTIVITIES		
None	\$ -	\$ -
See Footnotes to Financial Statements		

CIPHER-CORE, INC.
(FORMERLY CMK GAMING INTERNATIONAL, INC.)
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY (DEFICIT)
FOR THE PERIOD JANUARY 1, 2023 TO MARCH 31, 2024

	COMMON		ADDITIONAL	RETAINED
	STOCK		PAID IN	(DEFICIT)
			CAPITAL	
	SHARES	PAR		
BALANCE, JANUARY 1, 2023	317,009,000	\$31,700	\$ 944,880	\$(1,172,125)
NET LOSS FOR THE PERIOD	-	-	-	(17,258)
BALANCE, DECEMBER 31, 2023	317,009,000	\$31,700	\$ 944,880	\$(1,189,383)
NET INCOME FOR THE PERIOD	-	-	-	134,045
BALANCE, MARCH 31, 2024	<u>317,009,000</u>	<u>\$31,700</u>	<u>\$ 944,880</u>	<u>\$(1,055,338)</u>
See Footnotes to Financial Statements				

CIPHER CORE, INC.
(FORMERLY CMK GAMING INTERNATIONAL, INC.)
NOTES TO FINANCIAL STATEMENTS
FOR THE PERIOD ENDED MARCH 31, 2024

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Organization and Business Operations

CMK Gaming International, Inc. (the Company) was originally incorporated in Colorado in 1987 under the name Brown Disc Products, Inc. The Company changed its name to the Quartz Group, Inc. in 1997 and in 2005 to Tenguy World International, Inc." In 2016, the Company purchased another subsidiary operation based in Taiwan, but the relationship lasted until spring 2017 and was rescinded. This is where the name CMK Gaming International, Inc. originated. In 2022, the Company changed the name to Cipher Core, Inc.

In February 2022, the Company acquired all of the stock of Cipher-Core, LTD, a Japanese Corporation located in Tokyo, Japan. Cypher-Core is seeking an exclusive license to software to conduct business applying "Crypto Cash Technology" and then seek to market the services worldwide. Some of the objectives of the technology will be used to:

-Provide an appropriate remote authentication function and a confidential communication environment with cipher technology to protect financial services conducted over the internet,

-Provide a remittance environment with software from Japan to overseas and later, overseas to-to-overseas with enhanced security.

-Provide an environment for the issuance, transfer, and use of digital cash represented by CBCD (Central Bank Digital Currency). In addition to community and local cashes, and later enable the issuance of cash with additional conditions such as user information and expiration dates, etc.

-Provide a beta version of an environment for the issuance, transfer, and use of Crypto Cash with smart contract and so on, such as digital securities and digital insurance, with plans to provide the ability to establish and transfer ownership as well as administrative services such as land and address registration.

Basis of Presentation

The Company prepares its financial statements in conformity with generally accepted accounting principles in the US. In the opinion of management, all adjustments consisting of normal recurring adjustments necessary for a fair statement of the financial position on March 31, 2024 and December 31, 2023, the results of operations and cash flows for the periods then ended as presented in these financial statements.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the US 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. Actual results could differ from those estimates.

Fair Value Measurement

All financial and nonfinancial assets and liabilities were recognized or disclosed at fair value in the financial statements. This value was evaluated on a recurring basis (at least annually). Generally accepted accounting principles in the US define fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on a measurement date. The accounting principles also established a fair value hierarchy which require an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measure fair value. Three levels of inputs were used to measure fair value.

Level 1: Quotes market prices in active markets for identical assets or liabilities.

Level 2: Observable market-based inputs or unobservable inputs that were corroborated by market data.

Level 3: Unobservable inputs that were not corroborated by market data.

Income Taxes

The Company accounts for income taxes using the liability method. As such, deferred tax assets and liabilities are recorded based on the differences between the tax basis of assets and liabilities and their carrying amounts for financial reporting purpose, referred to as temporary differences. Deferred tax assets and liabilities at the end of each period are determined using the currently enacted tax rates applied to taxable income in the periods in which the deferred tax assets and liabilities are expected to be settled or realized.

The Company has not recognized any deferred tax assets in association with losses from ongoing operations in the past due to tax limitations and uncertainties concerning its ability to generate taxable income in future periods. The tax benefit for the periods presented is offset by a valuation allowance (100%) established against deferred tax assets arising from the securities capital losses and other temporary differences, the realization of which could not be considered more likely than not. In future periods, tax benefits and related deferred tax assets will be recognized when management considers realization of such amounts to be more likely than not. The Company has net operating loss carryforwards (US only) of approximately \$100,000 (US) resulting in a tax benefit of approximately \$20,000 but is offset by the uncertainty of such losses being used in the near future. There is no indication that such losses in Japan operations can be used to increase the US losses or be used in any other country for the future.

Earnings Per Share

Basic earnings (loss) per share calculations are determined by dividing net income (loss) by the weighted average number of shares outstanding during the year. Diluted earnings (loss) per share are determined by dividing net income (loss) by the weighted average number of shares. As of March 31, 2024 and December 31, 2023, there were no options outstanding that were considered anti-dilutive. (See preferred stock footnote below for any contingencies on this matter).

Stock Issuances

Besides the issuance of stock for the acquisition of the subsidiary, the only stock issuance in the last few years was an issuance of 1,105,000 shares to the CEO and major shareholder who has been funding the Company for many years. The Company had an outstanding loan balance of over \$100,000, and the officer and the Company decided on a reduction of that payable by \$110,528 for the issuance of the shares. Those shares were issued in the spring 2017.

With the acquisition of the subsidiary, the cash infused in the Company with that purchase paid off the loan balance with the primary stockholder and CEO except for the balance of cash used for the current quarters which was a temporary loans for current expenses for the years 2023 and 2024.

Recently Issued Accounting Pronouncements

The Company has adopted the Financial Accounting Standards Board (FASB) Accounting Standards. Codification (ASC) 105-10, Generally Accepted Accounting Principles Overall (ASC 105-10), which was formerly known as SFAS 168, ASC 105-10 establishes the FASB Accounting Standards Codification (the "Codification") as the source of authoritative accounting principles recognized by the FASB to be applied by nongovernmental entities in the preparation of financial statements in conformity with US GAAP. Rules and interpretive releases of the Securities and Exchange (SEC) under authority of federal securities laws are also sources of authoritative US GAAP for SEC registrants. All guidance contained in the Codification carries an equal level of grandfathered, non-SEC accounting literature not included in the Positions or Emerging Issues Task Force Abstracts. Instead, it will issue Accounting Standards Updates (ASUs). The FASB will not consider ASUs as authoritative. ASUs will serve only to update the codification, provide background information about the guidance, and provide the basis of conclusions on the change(s) in the Codification. References made to FASB guidance throughout this document have been updated for the Codification.

In May 2011, the Financial Accounting Standards Board (FASB) issued authoritative guidance regarding Fair Value Measurement: Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in US GAAP and IRFSs, which results in common requirements for measuring fair value and for disclosing information.

Preferred Shares

After the creation of the Company in 1987, the board of directors with the consent of the majority of the shareholders, created a Preferred class of shares with the state of Colorado. The shares had several similar attributes of typical rights and privileges of common stock. Most prevalent were

the rights of dividends and a conversion feature to common stock (5 shares for every one share of Preferred). The Company has never reported this class of stock for the last 10 years until upon examination, the transfer agent shows 12,613 shares of outstanding class A Preferred stock with no par value.

None of the board of directors knew of this class, nor has the Company or any of the past officers and directors have ever heard from any one of these shareholders. Action is currently being made to identify these individuals and if they have any interest in pursuing any participation, conversion, or claims with the Company. The terms of the conditions of the rights of the Preferred stockholders does not include any preference for dividend distributions, voting rights, or stock conversion rights. Since there have been no dividends paid in the past 10 years (or even before that time from the memory of the current officers and directors), it is doubtful that any claims are outstanding.

If the conversion feature were to be exercised from the outstanding Preferred stock, only 63,065 common shares would be issued. This represents about .02% of the outstanding common shareholders of the Corporation.

It is uncertain what the current or future board of directors will interact or transact business with these Preferred shareholders.

Other Assets

Before the acquisition of the subsidiary, other assets were acquired by Cypher during the start-up phase of operations in Japan. Such assets were organizational costs, patent costs, and deposits and purchase of furniture and equipment for offices in Tokyo. Cypher began operations in late December 2021 through the first quarter 2022 when the acquisition by the Company occurred on February 17, 2022.

The Organization costs are being amortized over 60 months beginning on March 31, 2022. Current amortization expense for 2022 is \$6,000 and \$6,000 for year 2023. Capitalized business commencement expenses were capitalized by the Japanese accountants and is being currently being amortized over 15 years on a straight-line basis. Amortization for the first quarter is \$4,013.

10) Issuer Certification

Principal Executive Officer:

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

The certifications shall follow the format below:

I, Takatoshi Nakamura certify that:

1. I have reviewed this quarterly disclosure statement of CIPHER-CORE, 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.

May 14, 2024

/s/ Takatoshi Nakamura
Takatoshi Nakamura, CEO

Principal Financial Officer:

I, Masayuki Tsuda certify that:

1. I have reviewed this quarterly disclosure statement of CIPHER-CORE, 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.

May 14, 2024

/s/ Masayuki Tsuda
Masayuki Tsuda, CFO