

Supplemental Disclosure for Change of Control Events

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The goal of this disclosure is to provide information with respect to a company's Change of Control event. Please address each of the below items to the best of the company's ability and to the extent they are applicable to the company's Change of Control event.

Disclosure of Change in Control and Other Material Events:

1. A description of event(s) and relevant date(s) resulting in the Change in Control.¹

On September 6, 2024, the controlling shareholders of the Company, Cavan C. Carlson, Craig C. Carlson, and Rebecca Sue Iodice (the "Sellers"), closed a transaction with Financial Capital Group LLC, a Nevada limited liability company (the "Buyer") whereby the Sellers sold 466,666,666 shares of restricted common stock (the "Common Shares") and 132 shares of restricted Series A preferred stock (the "Preferred Shares") to the Buyer. The Common Shares represent approximately 12.59% of all issued and outstanding shares of common stock and the Preferred Shares represent 100% of the issued and outstanding shares of preferred stock. The Preferred Shares are entitled to 60% of all votes (including, but not limited to, common stock, and preferred stock (including on an as converted basis of 200,000,000 common shares for each share of the Preferred Shares (200,000,000 X132).

2. The name(s) of person(s) who acquired control and person(s) from whom control was assumed. For corporations or other business entities, please provide the name(s) of person(s) beneficially owning or controlling such corporations or entities.²

The Sellers of the controlling stock, the Common Shares and the Preferred Shares are:

¹ A "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.

² See, Securities Exchange Act Rule 13d-3 for determination of "beneficial owner."

Cavan C. Carlson (selling 446,666,666 shares of common stock and 117 shares of preferred stock), Rebecca Sue Iodice (selling 20,000,000 shares of common stock and 13 shares of preferred stock), and Craig C. Carlson (selling -0- shares of common stock and 2 shares of preferred stock).

The Buyer of the controlling stock, the Common Shares and the Preferred Shares, is Financial Capital Group, LLC, a Nevada limited liability company, which is 100% owned and managed by James E. Shipley.

3. The name(s) of person(s) that participated in, assisted in, organized, or brokered the transaction between the purchaser and seller, resulting in the Change in Control (if applicable).

N/A

4. A description of assets acquired or disposed of in connection with the Change in Control and the names of the purchaser and seller of such assets (if applicable).

No assets were acquired or disposed of in connection with the Change of Control, (See 1 above).

5. Amount and form (e.g., cash, equity securities, promissory note) of consideration paid in connection with the Change in Control.

The Buyer issued its promissory note to Sellers in the principal amount of \$25,000 with the interest accrued at the rate of 5% and agreed to issue to Sellers an aggregate of 12,000,000 restricted shares of a new series of Company preferred stock which will be convertible into Company common stock at the rate of 1 share of common stock for each share of preferred stock (1-for-1).

6. A description of any material agreements or other events related to the Change in Control.

N/A

Certification:

September 12, 2024

/s/ James E. Shipley, President