Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

GTFN HOLDINGS, INC.
a Nevada Corporation
1067 E. Highway 24
Woodland Park, CO 80863

Jonathan Parker-Bray
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Email: jpb@pryvatenow.com
SIC Code 7372

Annual Report

For the period ending May 31, 2024 (the "Reporting Period")

Outstanding Shares

The number of shares outstanding of our Common Stock was:

Most recent date: 207,804,236 as of August 19, 2024

Most recently completed fiscal year-end: 207,804,236 and 202,048,290 as of the fiscal years ending May 31, 2024, and 2023, respectively

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[1] of the company has occurred over this reporting period:

Yes: ☐ No: ☒

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[1] "Change in Control" shall mean any events resulting in:

(i) Any "person" (as such term is used in Sections 13(d) and 14(d) of the Exchange Act) becoming the "beneficial owner" (as defined in Rule 13d-3 of the Exchange Act), directly or indirectly, of securities of the Company representing fifty percent (50%) or more of the total voting power represented by the Company's then outstanding voting securities;
(ii) The consummation of the sale or disposition by the Company of all or substantially all of the Company's assets;
(iii) A change in the composition of the Board occurring within a two (2)-year period, as a result of which fewer than a majority of the directors are directors immediately prior to such change; or
(iv) The consummation of a merger or consolidation of the Company with any other corporation, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or its parent) at least fifty percent (50%) of the total voting power represented by the voting securities of the Company or such surviving entity or its parent outstanding immediately after such merger or consolidation.

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

Current name of the Issuer is: GTFN Holding Inc. (the "Company")
Current State and Date of Incorporation or Registration: Nevada, August 1, 2003
Standing in this jurisdiction: (e.g. active, default, inactive): Active

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

History Past Five Years: On August 1, 2003, the Company was incorporated as Britton International Inc. in the State of Nevada. On April 23, 2008, in conjunction with the merger of Belltower Entertainment Corp. into the Company, the name of the Company was changed to Belltower Entertainment Corp. On June 24th, 2020, Belltower Entertainment Corp., by corporate action, amended its Certificate of Incorporation, changing the name of the Company to GTFN Holdings, Inc. On May 5, 2021, GTFH Holdings, Inc., by corporate action, amended its Certificate of Incorporation increasing the authorized shares of the Company.

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:
GTFN Holdings, Inc., 1067 E. Highway 24, Woodland Park, CO 80863

The address(es) of the issuer's principal place of business:
☒*Check if the principal executive office and principal place of business are at the same address:*

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

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

2) Security Information

Transfer Agent

Name:	Pacific Stock Transfer, Inc.
Phone:	(702) 361-3033 voice
Email:	info@pacificstocktransfer.com
Address:	Via Austi Pkwy, Suite 300, Las Vegas, NV. 89119

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

Trading symbol:	BTOW	
Exact title and class of securities outstanding:	Common Stock	
CUSIP:	362441107	
Par or stated value:	0.001	
Total shares authorized:	500,000,000	as of date: August 19, 2024
Total shares outstanding:	207,804,236	as of date: August 19, 2024
Total shares in Public Float:	28,260	as of date: August 19, 2024
Total number of shareholders of record:	75	as of date: August 19, 2024

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

None

<u>Other classes of authorized or outstanding equity securities:</u>

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

Exact title and class of the security:	Series A Preferred Stock	
CUSIP (if applicable):	None	
Par or stated value:	0.0001	
Total shares authorized:	10,000,000	as of date: August 19, 2024
Total shares outstanding (if applicable):	1,000,000	as of date: August 19, 2024
Total shares in Public Float:	0	as of date: August 19, 2024
Total number of shareholders of record:	1	as of date: August 19, 2024

<u>Security Description:</u>

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.**

Voting rights are one (1) per share of common stock outstanding. Dividends may be declared and paid at the discretion of the Board of Directors from time to time, subject to Preferred Stock rights, if any. There are no preemption rights.

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

The Company is authorized to issue 10,000,000 preferred shares with a par value of $0.0001.

The Preferred Stock may be issued in one or more series. The Board of Directors of the Company is authorized to determine or alter the rights, preferences, privileges, and restrictions granted or imposed upon any wholly unissued series of Preferred Stock, and within the limitations or restrictions stated in any resolution or resolutions of the Board of Directors originally fixing the number of shares constituting any series, to increase or decrease (but not below the number of shares of any such series then outstanding) the number of shares of any such series subsequent to the issue of shares of that series, to determine the designation and par value of any series and to fix the numbers of shares of any series. Prior to issuance, the Board of Directors may set the dividend rate, the cumulative or non-cumulative nature of the dividends, and the redemption, liquidation, conversion and voting rights of the shares.

Certificate of Designation: On May 5, 2021, GTFN Holdings, Inc. filed a Certificate of Designation of Preferences, Rights and Limitations of Series "A" Preferred Stock designating One Million (1,000,000) shares of Preferred Stock as Series "A" Convertible Preferred Stock. The Certificate of Designation of Series "A" Convertible Preferred Stock contains special voting rights of five (5) votes per preferred share held, as well as conversion rights of five common share for each preferred share to any holder.

The Company currently has 1,000,000 shares of Series "A" Convertible preferred stock issued and outstanding

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

None

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

None

3) Issuance History

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

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

A. Changes to the Number of Outstanding Shares

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

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

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.

Example: A company with a fiscal year end of December 31st 2023, in addressing this item for its Annual Report, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2022 through December 31, 2023 pursuant to the tabular format above.

******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:

The outstanding shares required by this Item 3 are attached hereto as Appendix 1 and are incorporated herein by reference.

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 (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g. Loan, Services, etc.)
______	______	______	______	______	______	______	______
______	______	______	______	______	______	______	______

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.
(Please ensure that these descriptions are updated on the Company's Profile on www.otcmarkets.com).

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

Historically, prior to June 2022, we did not have any operations. On June 28, 2022, the Company completed a reverse merger acquiring Pryvate Technologies Limited ("**PTL**"), a U.K. company that focuses on providing secure communications solutions. The merger was completed through an all-stock acquisition of PTL and was satisfied by the issuance of 200,000,000 Restricted Common Shares issued at $2.00 per share to the shareholders of PTL. As a result of the acquisition, PTL became a wholly-owned subsidiary of the Company.

On February 28, 2024, GTFN Holdings, Inc. a Nevada corporation ("**GTFN**" or "**Company**"), Pryvate Technologies Limited, a U.K. company ("**PTL**"), and Cryptique Limited, a Jersey Channel islands company ("**CL**") entered into a Settlement and General Release Agreement (the "**Settlement Agreement**") in order to satisfy the debts of GTFN owed to CL. As way of providing background, on or about June 28, 2022, the Company completed an acquisition of PTL, a UK company ("**PTL Transaction**") which resulted in PTL being a wholly-owned subsidiary of GTFN. CL as the majority shareholder of GTFN had loaned GTFN an aggregate amount of USD$887,324.40 plus £$140,137.11 (the "**CL Debt**") which GTFN used primarily to fund PTL's operations. Thereafter, GTFN, as PTL's sole shareholder, along with PTL, are individually and collectively unable to repay the CL Debt. Accordingly, and to satisfy the debts of GTFN owed to CL, the parties have entered into the Settlement Agreement whereby the Company will transfer and assign 100% ownership interest in PTL to CL in exchange for the release of GTFN from all obligations related to the CL Debt and a transfer of the receivable due from PTL to GTFN to CL. The parties agree that the Settlement Agreement is fair and equitable and upon the assignment and transfer of the ownership interest in PTL to CL will compromise, resolve, waive, and release any and all claims, known or unknown, by and between them as fully set forth therein. The Settlement Agreement was approved by the Company's board of directors and shareholders owning approximately 77% of the outstanding voting securities of the Company on March 5, 2024 (the "**Closing Date**").

After the Closing Date, we are a shell Company and are evaluating opportunities to identify and complete a business combination to create long-term value for our shareholders and complement the experience of management.

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

Prior to March 5th, 2024: Pryvate Technologies Ltd, a UK Company (subsidiary)
As of May 31, 2024: none

C. Describe the issuers' principal products or services.

Subsequent to March 5th, 2024:

As previously announced, on February 28, 2024, GTFN Holdings, Inc. a Nevada corporation ("**GTFN**" or "**Company**"), Pryvate Technologies Limited, a U.K. company ("**PTL**"), and Cryptique Limited, a Jersey Channel islands company ("**CL**") entered into a Settlement and General Release Agreement (the "**Settlement Agreement**") in order to satisfy the debts of GTFN owed to CL. As way of providing background, on or about June 28, 2022, the Company completed an acquisition of PTL, a UK company ("**PTL Transaction**") which resulted in PTL being a wholly owned subsidiary of GTFN. CL as the majority shareholder of GTFN has loaned GTFN an aggregate amount of USD$887,324.40 plus £$140,137.11 (the "**CL Debt**") which GTFN used primarily to fund PTL's operations. Thereafter, GTFN, as PTL's sole shareholder, along with PTL, are individually and collectively unable to repay the CL Debt. Accordingly, and in order to satisfy the debts of GTFN owed to CL, the parties have entered into the Settlement Agreement whereby the Company will transfer and assign 100% ownership interest in PTL to CL in exchange for the release of GTFN from all obligations related to the CL Debt and a transfer of the receivable due from PTL to GTFN to CL. The parties agree that the Settlement Agreement is fair and equitable and upon the assignment and transfer of the ownership interest in PTL to CL will compromise, resolve, waive, and release any and all claims, known or unknown, by and between them as fully set forth therein. The Settlement Agreement was approved by the Company's board of directors and shareholder owning approximately 77% of the outstanding voting securities of the Company on March 5, 2024 (the "**Closing Date**").

As a result of the Settlement Agreement, the Company's operations as they related to PTL have ceased. The Company is operating administratively and as a holding company of certain securities, specifically 5,000,000 common shares of Agri-Fintech Holdings, Inc. ("**TMNA**").

Further, the Company is evaluating opportunities to identify and complete a business combination to create long-term value for our shareholders and complement the experience of management.

Prior to March 5th, 2024:

Mission statement
“Providing access to safe, private and secure communications in an increasingly mobile and digitally connected world is now a basic right of everyone” - Jonathan Parker-Bray 2021.

Pryvate Technologies Limited (“**PTL**”) was established in 2020, with a focus on data privacy and secure communications. PTL developed Pryvate, which offers comprehensive data privacy and security solutions that protect a customer's on/offline communications across all channels including voice, mobile email, desktop email, video, Instant Messaging and File transfer/sharing between mobile and fixed devices.

Products and Solutions.
The solutions are able to automatically change its codec and utilize low data bandwidth capability when required, thus enabling Pryvate to work anywhere in the world, promoting rural inclusivity and operating in some of the poorest regions. Pryvate’s innovative solutions ensure that maximum security to prevent leaks, hacks, or access to sensitive information. Its super-secure capabilities are user friendly, easy to use and operationally efficient. Uniquely - Pryvate itself has no access to either the encryption keys used to secure the data or the actual data itself.

The Company has expanded its product suite and has launched a number of new innovations, features and products over the past years, including:

1) Low-bandwidth nomadic and desktop encrypted p2p voice, video, messaging and email communications. All IM, camera, microphone use within app, voice notes etc. are fully containerized away from the OS

2) Optional added benefits such as anti-blocking (circumventing VOIP call blocking in many international jurisdictions), remote deletion, remote account and content delete, secure video conferencing.

3) In addition, the Company has developed spin-off products and services that can be applied to address the needs of businesses and service organizations:

- Closed-User-Groups: enables an OEM’s secure private communications network to be developed and customized for the client with a central/organizational administrator with full audit capabilities.
- Secure Managed Communications: enables safe transcription and regulatorily- compliant record keeping
- Other Value-added services such as imminently becoming a telco with on and off net calling abilities.

Some of the products and services have been recently rolled out. Others already enjoy years of customer usage. An overview of these solutions can be found at the websites: http://gtfn-holdings-inc.com/ and https://pryvatenow.com

The PTL mobile app is offered in both the Apple App Store and Google Play stores in addition to a desktop application for the MacOS, Windows and Linux platforms that includes secured video-conferencing along with the ability to diarize meetings. The free version of our app has over 100,000 downloads and we are preparing to release a paid version with premium features. In 2023, we began the process of implementing a network for Tingo (“Anchor Prospect”) along with a customized OEM’d app version to be rolled out to their already present 8 million subscribers. We anticipated launching the secure desktop feature with video conferencing in Q4 of 2023.

As announced on January 3, 2024, the Company recently became aware of a complaint filed by the SEC against our Anchor Prospect (Tingo Group, Inc., NASDAQ: TIO), affiliated entities, and its founder and CEO Mmobuosi Odogwu Banye a/k/a Dozy Mmobuosi. The complaint alleges, amongst other things, that the Anchor Prospect and Mmobuosi have been engaged in repeated acts of fraud and willful misconduct. Given the allegations in the SEC Complaint, and the failure of the Anchor Prospect to launch our product as anticipated in Q4 2023, we cannot be assured at this stage - nor do we have any visibility on - whether or not we will achieve any meaningful activity with this Anchor Prospect. We are actively exploring other potential options, but there can be no assurance that these will materialize at this stage.

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.

The Company is currently using very nominal facilities until such time as a more substantial facility is necessary. The Company's executive and employees work remotely.

6) Officers, Directors, and Control Persons

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 table below provides information regarding Officers, Directors, and Control Persons owning 5% or more of the Issuer's equity securities as of the date of this report's publication. As of August 19, 2024, there were 207,804,236 common shares issued and outstanding and 1,000,000 Preferred Series A Shares issued and outstanding. Percentage of ownership is based upon the amounts as of August 19, 2024.

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
Jonathan Parker-Bray(1)	CEO, Chairman, President, Secretary	Bristol, UK	179,825,946(1)(5)	Common	86.54%(1)(5)	n/a
			1,000,000(1)	Preferred Series A	100.0%(1)	(2)
Criptyque Limited	5%+	Jersey, Channel Islands	179,825,946	Common	86.54%	(1)(2)
			1,000,000	Preferred Series A	100.0%	(2)
J V V Investments Ltd.	Former 5%+	London, UK	50,000	Common	0.024%	(3)
Golden Square Equity Partners Inc.	5%+	Cheyenne, Wyoming	16,000,000	Common	7.7%	(4)

(1) Appointed to all positions effective June 10, 2022. Parker-Bray is a control person for Criptyque Limited serving as a director and shareholder with approximately a 19% ownership interest therein, see footnote 2.
(2) Controlled by Walid Kamhawi and Jonathan Parker-Bray. Acquired 1,000,000 shares of Series A Preferred Stock from SCI in June 2022; and acquired 160,000,000 common shares pursuant to the Acquisition Agreement which closed June 28, 2022.
(3) Control person is Paul Ekon. On June 30, 2023, J V V Investments Ltd, by private transaction, transferred 19,570,000 shares to Supabets Investors Ltd., and on June 12, 2023 transferred 135,000 shares to two individual parties.
(4) Control person is Alex Lightman.
(5) On August 1, 2024, Supabets Investors Ltd. assigned 19,570,000 common shares to Criptyque Limited to support the Company's efforts to identify and complete a business combination to create long-term value for our shareholders and complement the experience of management .

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, <u>in the past 10 years</u>:

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);

<u>No.</u>

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;

<u>No.</u>

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;

<u>No.</u>

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

<u>No.</u>

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.

<u>No.</u>

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.

<u>No.</u>

A. 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.

<u>None.</u>

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.

<u>Securities Counsel (must include Counsel preparing Attorney Letters)</u>.

Name:	Lockett + Horwitz, A Prof. Law Corporation (Jessica Lockett)
Address 1:	26632 Towne Centre Drive, Suite 300
Address 2:	Foothill Ranch, CA 92610
Phone:	949-540-6540
Email:	jlockett@lhlawpc.com

Investor Relations

Name: _____
Firm: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

All other means of Investor Communication:

Twitter: _____
Discord: _____
LinkedIn: _____
Facebook: _____
[Other]: _____

Other Service Providers
Provide the name of any other service provider(s) **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.

None

9) Financial Statements

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

Name: Jonathan Parker-Bray
Title: Chief Executive Officer and Chief Financial Officer
Relationship to Issuer: Employee

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: Jonathan Parker-Bray
Title: Chief Executive Officer and Chief Financial Officer
Relationship to Issuer: Employee

Describe the qualifications of the person or persons who prepared the financial statements: Mr. Parker-Bray is the founder and experienced entrepreneur responsible for the issuance of the financial statements. The Company utilizes the services of a CPA and/or accountants as needed.

Provide the following qualifying financial statements:

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

The Financial Statements required by this Item 9 are attached hereto as Appendix 2, and are incorporated herein by reference.

<u>Financial Statement Requirements</u>:

- 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.

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, Jonathan Parker-Bray, Chief Executive Officer, certify that:

1. I have reviewed this Disclosure Statement of GTFN Holdings, 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.

Date August 21, 2024
Signature: /s/ *Jonathan Parker-Bray*
Title: Chief Executive Officer

I, Jonathan Parker-Bray, Interim Chief Financial Officer, certify that:

1. I have reviewed this Disclosure Statement of GTFN Holdings, 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.

Date August 21, 2024
Signature: /s/ *Jonathan Parker-Bray*
Title: Chief Financial Officer

Appendix 1

Shares Outstanding as of Second Most Recent Fiscal Year End: Opening Balance Date 5/31/2020 Common: 4,848,290 Preferred: 0			*Right-click the rows below and select “Insert” to add rows as needed.						
Date of Transaction	**Transaction type (e.g. new issuance, cancellation, shares returned to treasury)**	**Number of Shares Issued (or cancelled)**	**Class of Securities**	**Value of shares issued ($/per share) at Issuance**	**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.**
5/25/21	Cancellation	4,800,000 common cancelled	Common	n/a	No	SCI, Inc. [1]	Stock Conversion	Restricted	144 restricted
5/25/21	Issuance	1,000,000	Preferred Series A		No	SCI, Inc. [1][4]	Stock Conversion	Restricted	144 restricted
6/9/2022	Issuance	500,000	common	$.023	Yes	SCI, Inc. [1]	Debt Cancellation Agreement	Restricted	144 Restricted
6/28/2022	Issuance	20,000,000	Common	$2.00	No	J V V Investments Ltd. [2]	Acquisition Agreement	Restricted	144 Restricted
6/28/2022	Issuance	20,000,000	Common	$2.00	No	Golden Square Equity Partners Inc. [3]	Acquisition Agreement	Restricted	144 Restricted
6/28/2022	Issuance	160,000,000	Common	$2.00	No	Criptyque Limited [4]	Acquisition Agreement	Restricted	144 Restricted
11/8/22	Issuance	2,000,000	Common	$0.0001	Yes	Mahmoud Atalla	Share Issuance Agreement	Restricted	144 Restricted
2/8/23	Issuance	255,946	Common	$2.00	No	Criptyque Limited [4]	Share Issuance Agreement	Restricted	144 Restricted
3/6/23	Issuance	5,000,000	Common	$0.29	Yes	Paul Cook	Share Issuance Agreement	Restricted	144 Restricted
8/1/24	assignment	19,570,000	Common	n/a	n/a	Criptyque Limited [4]	Private transaction	Restricted	144 Restricted
Ending Balance: Date August 19, 2024 Common: 207,804,236 Preferred: 1,000,000									

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

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

(1) William H. Burton is the president and control person of SCI, Inc.
(2) Control person is Paul Ekon. On June 30, 2023, J V V Investments Ltd, by private transaction transferred 19,570,000 shares to Supabets Investors Ltd., and on June 12, 2023 transferred 135,000 shares to two parties. Supabets is controlled by Pairoj Piempongsant

(3) Control person is Alex Lightman.
(4) Control person is Walid Kamhawi and Jonathan Parker-Bray. Acquired 1,000,000 shares of Series A Preferred from SCI by Stock Purchase Agreement dated May 23, 2022
(5) On August 1, 2024, Supabets Investors Ltd. transferred 19,570,000 to Criptyque Limited to support the Company's efforts to identify and complete a business combination to create long-term value for our shareholders and complement the experience of management. See. FN 4.

Appendix 2

GTFN HOLDINGS, INC.

UNAUDITED CONDENSED BALANCE SHEET

As At May 31	2024	2023
ASSETS		
Cash	$ —	$ —
Marketable securities (Note 3)	—	1,600,000
Discontinued assets (Note 5 and 9)	—	565,029
	$ —	$ 2,165,029
LIABILITIES		
Accounts payable and accrued liabilities	$ 13,039	$ 4,900
Due to related parties	1,980	—
Discontinued liabilities (Note 5 and 9)	—	1,415,640
	15,019	1,420,540
SHAREHOLDERS' EQUITY		
Common Stock; 500,000,000 authorized, $0.0001 par value, 207,804,236 and 207,804,236 issued and outstanding, respectively (Note 3)	20,781	20,781
Additional paid-in capital (Note 5)	4,551,991	4,551,991
Preferred Class A Stock; 10,000,000 authorized; $0.0001 par value 1,000,000 and 1,000,000 issued and outstanding, respectively (Note 5)	100	100
Accumulated deficit	(4,587,891)	(3,828,383)
	(15,019)	744,489
	$ —	$ 2,165,029

The accompanying notes are an integral part of these financial statements

GTFN HOLDINGS, INC.

UNAUDITED CONDENSED STATEMENT OF SHAREHOLDERS' EQUITY

	Number of Common Shares	Amount of Common Shares	Number of Preferred Shares	Amount of Preferred Shares	Additional Paid-in Capital	Accumulated Deficit	Shareholders' Equity
Balance, June 1, 2022	202,048,290	$ 20,205	1,000,000	$ 100	$ 1,380,675	$ (1,782,344)	$ (401.364)
Issuance for debt settlement	755,946	76	—	—	1,761,816	—	1,761,892
Issuance of shares for Marketable securities	5,000,000	500	—	—	1,429,500	—	1,430,000
Comprehensive loss	—	—	—	—	—	(2,046,039)	(2,046,039)
Balance, May 31, 2023	207,804,236	$ 20,781	1,000,000	$ 100	$ 4,551,991	$ (3,828,383)	$ 744,489
Balance, June 1, 2023	207,804,236	$ 20,781	1,000,000	$ 100	$ 4,551,991	$ (3,828,383)	$ 744,489
Comprehensive loss	—	—	—	—	—	(759,508)	(759,508)
Balance, May 31, 2024	207,804,236	$ 20,781	1,000,000	$ 100	$ 4,551,991	$ (5,887,891)	$ (15,019)

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

GTFN HOLDINGS, INC.

UNAUDITED CONDENSED STATEMENT OF OPERATIONS

For the Year Ended May 31,	2024	2023
REVENUES	$ —	$ —
EXPENSES		
General and administrative (Note 5)	315,524	359,407
Professional Fees	55,845	30,000
	371,369	389,407
Operating income	(371,369)	(389,407)
Foreign exchange	(9,756)	—
Loss on debt settlement	—	(1,238,535)
Unrealized Gain	(1,600,000)	179,000
Loss from continuing operations	(1,981,125)	(1,434,160)
Income (Loss) from discontinued operations	1,221,617	(611,879)
Net loss	$ (759,508)	$ (2,046,039)
Weighted average number of common shares outstanding		
Basic and Diluted	207,804,236	202,537,301
Net income (loss) from continuing operations per common share		
Basic and diluted	$ (0.010)	$ (0.007)
Net income (loss) from discontinued operation per common share		
Basic and diluted	0.006	(0.003)
Net income per common share		
Basic and diluted	(0.004)	(0.010)

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

GTFN HOLDINGS, INC.
UNAUDITED CONDENSED STATEMENT OF CASH FLOWS

For the Year Ended May 31,	2024	2023
CASH FLOWS FROM OPERATING ACTIVITIES		
Net (loss) income for the period	$ (759,508)	$(2,046,039)
Non-cash expenses:		
Loss on debt settlement	—	1,238,535
Unrealized gain	1,600,000	(170,000)
Net change in operating assets and liabilities		
Accounts payable and accrued liabilities	8,139	16,825
Discontinued assets & liabilities	(850,611)	448,705
CASH FLOWS (USED IN) OPERATING ACTIVITIES	1,980	(511,974)
CASH FLOWS FROM FINANCING ACTIVITIES		
Advances to from) related parties	1,980	511,974
CASH FLOWS (USED IN) PROVIDED BY FINANCING ACTIVITIES	1,980	511,974
CASH FLOWS USED IN INVESTING ACTIVITIES	—	—
NET DECREASE IN CASH	—	—
Cash - Beginning of the period	—	—
Cash - End of the period	$ —	$ —

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

GTFN HOLDINGS, INC.
NOTES TO THE UNAUDITED CONDENSED FINANCIAL STATEMENTS
MAY 31, 2024
Internally prepared by Management

NOTE 1 – ORGANIZATION AND BUSINESS

1. Background and Basis of Presentation

History and Organization
GTFN Holdings, Inc. (the "**Company**" or "**GTFN**") was incorporated on April 23, 2008 as a wholly owned subsidiary named Belltower Entertainment Corp., was incorporated as a Nevada Company. Under an Agreement and Plan of Merger between Britton International, Inc., and Belltower Entertainment Corp. dated September 23, 2008, Belltower Entertainment Corp. merged into Britton International, Inc. and ceased to exist, wherein Britton International, Inc. became the survivor and successor under Section 81.875 and Section 92A.180 of the Nevada Act, having acquired all of Belltower Entertainment Corp.'s assets, rights and liabilities as the constituent or resulting corporation. Pursuant to the Agreement, the name of Britton International, Inc. was changed to Belltower Entertainment Corp.

On April 6, 2009, Belltower Entertainment Corp. implemented a Reverse Stock Split by filing a Certificate of Amendment with the Nevada Secretary of State. Pursuant to the terms of the Reverse Stock Split, Belltower Entertainment Corp.'s issued, and outstanding capital shares of common and preferred stock were reversed on a one (1) to two (2) [1:2] basis.

On September 21, 2011, Belltower Entertainment Corp. implemented a reverse Stock Split by filing a Certificate of Amendment with the Nevada Secretary of State. Pursuant to the terms of the Reverse Stock Split, Belltower Entertainment Corp. issued, and outstanding capital shares of common and preferred stock were reversed on a one (1) to one thousand (1000) [1:1000] basis.

On June 24th, 2020, Belltower Entertainment Corp., by corporate action, amended its Certificate of Incorporation, changing the name of the Company to GTFN Holdings, Inc. On June 5, 2021, GTFN Holdings, Inc. filed a Certificate of Amendment which restated the Articles of Incorporation. Under the terms of the Restated Articles, the Company has the authority to issue Five Hundred and Ten Million (510,000,000) shares of stock, of which Five Hundred Million (500,000,000) shares are designated as Common Stock, having a par value of $.0001 per share, and Ten Million (10,000,000) shares are designated as Preferred Stock, having a par value $.0001 per share.

Effective June 28, 2022, the Company completed the acquisition of Pryvate Technologies Ltd ("**PTL**") a UK company ("**PTL Transaction**"). PTL, was incorporated in December 16, 2020 in the UK under the Companies Act 2006, with a focus on data privacy and secure communications. PTL developed Pryvate, which offers comprehensive data privacy and security solutions that protect a customer's on/offline communications across all channels including voice, mobile email, desktop email, video, Instant Messaging and File transfer/sharing between mobile and fixed devices.

On March 5, 2024, the Company divested itself of PTL, which was accounted for effectively as of February 29, 2024.

The Company's common shares are currently listed on the Over-the-Counter Market ("**OTC**") under the ticker symbol "BTOW".

2. Summary of Significant Accounting Policies

A summary of the significant accounting policies applied in the presentation of the accompanying unaudited condensed financial statements follows:

General
The accompanying unaudited condensed interim financial statements ("**Financial Statements**") of the Company have been prepared in accordance with the rules and regulations (S-X) of the Securities and Exchange Commission (the "**SEC**"). Accordingly, they do not include all of the information and footnotes required by generally accepted accounting principles ("**GAAP**") for complete financial statements. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent liabilities at the date of these Financial Statements and the reported amounts of net revenues and expenses during the reporting periods.

Going Concern
These Financial Statements have been prepared on a going concern basis of accounting, which contemplates continuity of operations, realization of assets and classification of liabilities and commitments in the normal course of business. The accompanying financial statements do not reflect any adjustments relating to the recoverability and classification of recorded asset amounts or the amounts and classifications of liabilities that might result if the Company is unable to continue as a going concern.

The Company has experienced recurring net losses and negative cash flows from operations since inception and as at May 31, 2024 has an accumulated deficit of approximately $4,587,891 (May 31, 2023 - $3,828,383) and a working capital deficit of approximately $13,039 (May 31, 2023 - Working Capital $748,811). The Company has funded its activities to date almost exclusively from debt and equity financings. The conditions raise substantial doubt about the Company's ability to continue as a going concern. The Company will continue to require funds to execute its business. Management's plans in order to meet its operating cash flow requirements may include among other types of transactions the following private placements of its common stock, preferred stock offerings, and issuances of debt and convertible debt instruments.

The Company's ability to continue as a going concern for the next twelve months from the issuance of these financial statements depends on its ability to execute its business plan, increase revenue, and reduce expenditures. Such conditions raise substantial doubts about the Company's ability to continue as a going concern.

Basis of Consolidation
The accompanying consolidated financial statements include the accounts of the Company, and all entities in which the Company has a controlling voting interest or is the primary beneficiary of a variable interest as of and for the reporting periods. The Company assesses control under the variable interest entity ("**VIE**") model to determine whether the Company is the primary beneficiary of that entity's operations. If an entity is not deemed to be a VIE, the Company consolidates the entity if the Company has a controlling voting interest. Subsidiaries are fully consolidated from the date on which control is transferred to the Company. They are deconsolidated from the date that control ceases. Investments in which the Company has the ability to exercise significant influence over the operating and financial policies of the investee, but does not have control, are accounted for under the equity method of accounting.

All intercompany transactions and balances are eliminated upon consolidation.

Use of Estimates
The preparation of the consolidated financial statements in conformity with U.S. GAAP requires management to make estimates, judgments and assumptions that affect the reported amounts in the consolidated financial statements and accompanying notes. Significant estimates and assumptions include, among other things, valuation of derivative liabilities, expected credit losses on long-term financial assets, impairment losses on goodwill and indefinite-lived intangible assets, impairment losses on long-lived assets, inventory write-downs, share-bared payments, valuation allowance on deferred income tax assets and uncertain tax liabilities. Actual results could differ from those estimates.

The Company's most significant estimates relate to the valuation of its contingent liabilities and the valuation of its common stock.

Cash
Cash are comprised of cash and highly liquid investments that are readily convertible into known amounts of cash with original maturities of three months or less.

Accrued Liabilities
Accrued payroll and related expenses include salaries and wages, bonuses, and other related payroll expenses associated with the Company's employees. Accrued professional fees include fees for legal expenses, litigation, consulting, marketing, and other related expenses. Accrued taxes include sales, excise and other taxes owed. Other accrued expenses include the fair value of deferred share units outstanding to directors and other general expenses.

Fair Value
Accounting Standards Codification subtopic 825-10, Financial Instruments ("**ASC 825-10**") requires disclosure of the fair value of certain financial instruments. The carrying amount reported in the consolidated balance sheet for accounts payable and accrued expenses, advances and notes payable approximates fair value because of the immediate or short-term maturity of these financial instruments.

Fair Value of Financial Instruments
The Company's financial instruments consist primarily of accounts payable and accrued expenses. The carrying amounts of such financial instruments approximate their respective estimated fair value due to the short-term maturities and approximate market interest rates of these instruments.

The Company adopted ASC Topic 820, *Fair Value Measurements* ("**ASC Topic 820**"), which defines fair value, establishes a framework for measuring fair value, and expands disclosures about fair value measurements. The standard provides a consistent definition of fair value which focuses on an exit price that would be received upon sale of an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The standard also prioritizes, within the measurement of fair value, the use of market-based information over entity-specific information and establishes a three-level hierarchy for fair value measurements based on the nature of inputs used in the valuation of an asset or liability as of the measurement date.

The three-level hierarchy for fair value measurements is defined as follows:

Level 1 inputs to the valuation methodology are quoted prices (unadjusted) for identical assets or liabilities in active markets; liabilities in active markets;
Level 2 inputs to the valuation methodology include quoted prices for similar assets and liabilities in active markets, and inputs that are observable for the asset or liability other than quoted prices, either directly or indirectly, including inputs in markets that are not considered to be active; or directly or indirectly including inputs in markets that are not considered to be active;
Level 3 inputs to the valuation methodology are unobservable and significant to the fair value measurement

Capital stock
Capital stock is presented at the fair value at the time of issuance of the shares that are issued. Costs related to the issuance of shares are reported in equity, net of tax, as a reduction from the issuance proceeds.

Share-based Compensation
The Company has an incentive stock option plan for grants to eligible directors, officers, senior management and consultants under its incentive stock option ("**ISO**") plan and in accordance with Accounting Standards Codification subtopic 718-10, Compensation ("**ASC 718- 10**") all share-based payments to both employees and non-employees are recognized in the income statement based on their fair values.

Equity instruments granted are initially measured at fair value on the grant date. The fair value of the ISO is determined using the Black-Scholes option pricing model. This is recognized on a straight-line basis in the consolidated statements of net income (loss) and comprehensive income (loss) over the vesting period for employees, and over the contractual term for non-employees. The related costs for all equity-settled share-based awards are reflected in additional paid-in capital until the awards are settled or exercised. Upon settlement or exercise, shares are issued and the amount previously reflected in the additional paid-in capital is, along with any proceeds paid upon settlement or exercise, credited to share capital. Forfeitures are estimated at the time of grant, and the Company revises these estimates in subsequent periods if there is a difference in actual forfeitures and the estimates.

Income taxes

The Company uses the liability method of accounting for income taxes, under which deferred tax assets and liabilities are recognized for the future tax consequences attributable to the differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax basis. Deferred tax assets and liabilities are measured using enacted tax rates expected to be in effect when such assets and liabilities are recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in the year that includes the enactment date. The Company determines deferred tax assets including net operating losses and liabilities, based on temporary differences between the book and tax bases of assets and liabilities.

A valuation allowance is established to reduce some or all net deferred tax assets to amounts that are more likely than not to be realized. The Company considers all available evidence, both positive and negative, including past operating results, estimates of future taxable income, and the feasibility of tax planning strategies, in assessing the need for a valuation allowance.

The Company has a full valuation allowance against its net deferred tax assets, and has concluded, based on the weight of all available evidence, that it is more likely than not that the net deferred tax assets will not be realized, primarily due to the historical net operating losses. The valuation allowance against the net deferred tax assets does not in any way impact the Company’s ability to use future tax deductions such as the Company’s net operating loss carryforwards; rather, the valuation allowance indicates, according to the provisions of Accounting Standards Codification (“**ASC**”) 740, Income Taxes, it is more likely than not that the deferred tax assets will not be realized. The valuation allowance that was established will be maintained until there is sufficient positive evidence to conclude that it is more likely than not that the net deferred tax assets will be realized. The Company’s income tax expense for future periods will be reduced to the extent of corresponding decreases in our valuation allowance. There is uncertainty regarding any future realization of the benefit by the Company of all or part of our net deferred tax assets.

Judgment is required to determine the recognition and measurement attributes prescribed in the accounting guidance for uncertainty in income taxes. The Company uses a two-step approach for evaluating uncertain tax positions. Step one, recognition, requires us to determine if the weight of available evidence indicates that a tax position is more likely than not to be sustained upon audit, including resolution of related appeals or litigation processes, if any. If a tax position is not considered “more likely than not” to be sustained, no benefits of the position are recognized. If we determine that a position is “more likely than not” to be sustained, then we proceed to step two, measurement, which is based on the largest amount of benefit which is more likely than not to be realized on effective settlement. This process involves estimating our actual current tax exposure, including assessing the risks associated with income tax audits, together with assessing temporary differences resulting from the different treatment of items for tax and financial reporting purposes. If actual results differ from our estimates, our net operating loss and credit carryforwards, to the extent not covered by a valuation allowance, could be materially impacted in the period which such determination is made.

The Company recognizes uncertain income tax positions at the largest amount that is more-likely-than-not to be sustained upon examination by the relevant taxing authority. An uncertain income tax position will not be recognized if it has less than a 50% likelihood of being sustained. Recognition or measurement is reflected in the period in which the likelihood changes. Any interest and penalties related to unrecognized tax liabilities are presented within income tax expense in the consolidated statements of net income (loss) and comprehensive income (loss). Accrued interest and penalties are included in accounts payable and other liabilities in the consolidated balance sheets.

Earnings (loss) per Common Share

The Company presents basic and diluted earnings (loss) per common share data. Basic earnings (loss) per share is calculated by dividing the profit or loss attributable to common shareholders of the Company by the weighted average number of common shares outstanding during the period. Diluted earnings (loss) per share is determined by adjusting the profit or loss attributable to common shareholders and the weighted average number of common shares outstanding for the effects of all potentially dilutive common shares. Diluted loss per share has not been provided as it would be anti-dilutive.

Net Loss per Common Share, basic and diluted
The Company has adopted Accounting Standards Codification subtopic 260-10, Earnings Per Share ("**ASC 260-10**") specifying the computation, presentation and disclosure requirements of earnings per common share information. Basic loss per share has been calculated based on the weighted average number of common shares outstanding.

Fair value measurements
The carrying amount of the Company's cash and cash equivalents, accounts receivable, other receivables, loans receivable, account payables and other liabilities approximate fair value, given their short-term nature. The Company uses a fair value hierarchy, which gives the highest priority to unadjusted quoted prices in active markets for identical assets and liabilities, noted as Level 1 measurements, and the lowest priority to unobservable inputs, noted as Level 3 measurements.

The following are the three levels of inputs used to measure fair value:

- Level 1 – valuation based on quoted prices (unadjusted) in active markets for identical assets and liabilities.
- Level 2 – valuation techniques based on inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly.
- Level 3 – valuation techniques using the inputs for the asset or liability that are not based on observable market data.

The Company's policy for determining when transfers between levels of the fair value hierarchy occur is based on the date of the event or changes in circumstances that caused the transfer.

Reliance on Key Personnel and Consultants
The Company has one (1) full-time employee and no part-time employees, as the Company has consultants performing various specialized services. The Company is heavily dependent on the continued active participation of this current executive officer and key consultants. The loss of any of the senior management or key consultants could significantly and negatively impact the business until adequate replacements can be identified and put in place.

Recent Accounting Pronouncements
The Company continually assesses any new accounting pronouncements to determine their applicability to the Company. Where it is determined that a new accounting pronouncement affects the Company's financial reporting, the Company undertakes a study to determine the consequence of the change to its financial statements and ensure that there are proper controls in place to ascertain that the Company's financials properly reflect such change.

On January 1, 2023, the Company adopted Accounting Standards Update (ASU) 2016-13, "*Financial Instruments – Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments,"* ASU 2018-19, "*Codification Improvements to Topic 326, Financial Instruments – Credit Losses,*" ASU 2019-04, "*Codification Improvements to Topic 326, Financial Instruments – Credit Losses, Topic 815, Derivatives and Hedging, and Topic 825, Financial Instruments*," ASU 2019-05, "*Financial Instruments – Credit Losses (Topic 326): Targeted Transition Relief*," ASU 2019-10, "*Financial instruments—Credit losses (Topic 326), Derivatives and hedging (Topic 815), and Leases (Topic 842)—Effective dates,*" ASU 2019-11, "*Codification Improvements to Topic 326, Financial Instruments—Credit Losses,*" ASU 2020-02, "*Financial Instruments-Credit Losses (Topic 326) and Leases (Topic 842),*" ASU 2020-03, "*Codification Improvements to Financial Instruments*" and ASU 2022-02, *"Financial Instruments – Credit Losses (Topic 326) - Troubled Debt Restructurings and Vintage Disclosures"*(collectively, ASC 326).

ASC 326 introduced an approach based on current expected credit losses (CECL) to estimate credit losses on certain types of financial instruments, replacing the incurred loss methodology from prior GAAP. It also applies to unfunded commitments to extend credit, including loan commitments, standby letters of credit, and other similar instruments. It modified the impairment model for available-for-sale debt securities and provided for a simplified accounting model for purchased financial assets with credit deterioration since their origination. It also modified the measurement principles for modifications of loans to borrowers experiencing financial difficulty, including how the allowance for credit losses (ACL) is measured for such loans. While the Company has not finalized evaluating the impact of adopting this guidance, it does not anticipate any material impact of the financial position of the Company.

3. Marketable Securities

The marketable securities are carried at cost and mark-to market as at the date of the balance sheet with any variance from the prior fiscal year recorded in the Consolidated Statement of Operations as Unrealized Gain or Loss.

As of May 31,	2024	2023
Cost	$ 1,430,000	$ 1,430,000
Unrealized (Loss) / Gain	(1,430,000)	170,000
	$ —	$ 1,600,000

The Company took a full reserve due to the Securities and Exchange Commission (“**SEC**”) having halted the trading in Tingo Group, Inc. and Agri-Fintech Holdings, Inc. (“**TMNA**”), following an investigation due to fraud allegations, as the Company owns 5,000,000 common shares of TMNA.

4. Capital Stock and Additional Paid-in Capital

Common Shares
The Company is authorized to issue 500,000,000 common shares with a par value of $0.0001 per common share with each common share entitles the holder to one vote.

Preferred Shares
The Company is authorized to issue 10,000,000 preferred shares with a par value of $0.0001 per share.

The Preferred Stock authorized by these Articles of Incorporation may be issued in one or more series. The Board of Directors of the Company is authorized to determine or alter the rights, preferences, privileges, and restrictions granted or imposed upon any wholly unissued series of Preferred Stock, and within the limitations or restrictions stated in any resolution or resolutions of the Board of Directors originally fixing the number of shares constituting any series, to increase or decrease (but not below the number of shares of any such series then outstanding) the number of shares of any such series subsequent to the issue of shares of that series, to determine the designation and par value of any series and to fix the numbers of shares of any series.

Class A Convertible Preferred Stock
As of May 31, 2024, there were 1,000,000 shares of Class A Preferred issued and outstanding.

The specific powers, preferences, rights and limitations of the Class A Convertible Preferred Stock are as follows: The Company designated 1,000,000 shares of Class A Convertible Preferred Stock with a par value of $0.0001 per share. Initially, there will be no dividends due or payable on the Class A Convertible Preferred Stock. Any future terms with respect to dividends shall be determined by the Board consistent with the Company’s Certificate of Incorporation (“**Certificate**”). Any and all such future terms concerning dividends shall be reflected in an amendment to the Certificate, which the Board shall promptly file or cause to be filed. All shares of the Series A Preferred Stock shall rank pari passu with the Company’s common stock and the Series A Preferred shall have no liquidation preference over any other class of stock.

Each holder of outstanding shares of Class A Preferred Stock shall be entitled to five (5) votes for each share held as at the record date on all matters submitted to a vote of the shareholders. Except as provided by law, or by the provisions establishing any other series of Preferred Stock, holders of Class A Convertible Preferred Stock and of any other outstanding series of Preferred Stock shall vote together with the holders of Common Stock as a single class.

Each holder of shares of Class A Convertible Preferred Stock may, at any time and from time to time, convert (an "**Optional Conversion**") each of their shares of Series A Preferred Stock into one fully paid and nonassessable share of Common Stock. In the event of a reverse split or a forward split, then in each instance, the Conversion Rate shall be adjusted such that the number of shares issued upon conversion of one share of Class A Convertible Preferred Stock will equal the number of shares of Common Stock that would otherwise be issued but for such event.

During the period ending May 31, 2023, the Company completed the following share transactions:

1. issued 500,000 common shares to settle a liability of $11,465 at a deemed price of $0.0229 per common share (Note 5);
2. issued 255,946 common shares to settle a related party liability of $511,892 at a deemed price of $2.00 per common share (Note 5); and
3. issued 5,000,000 common shares in exchange for 5,000,000 common shares of Tingo, Inc. (Note 3), trading on the OTC under the symbol TMNA.

During year ended May 31, 2024, the Company did not issue any shares.

Preferred Shares
The Company is authorized to issue 10,000,000 shares of preferred stock with a par value of $0.0001 per share with the relative rights and preferences of these shares or series of shares to be fixed and determined by the Board of Directors. There are 1,000,000 Series A Preferred Shares ("**Series A**") issued and outstanding, where each Series A entitles the holders to 5 votes and to exchange each Series A in to one common share.

5. Transactions with related parties and payments to key management

Related party transactions include transactions with parties related by common directors and transactions with other private entities owned or controlled by officers and directors. All transactions are provided in the normal course of business and are measured at exchange amounts agreed upon by the related parties. The following table summarizes the related party transactions occurring during the fiscal period.

As at May 31,	2021	2020
Due to Related Parties	1,980	$ —

The key management personnel of the Company include the Chief Executive Officer, Chief Financial Officer, and the Board of Directors.

During the period ending May 31, 2023, the Company settled $11,465 in liabilities to previous shareholders via the issuance of 500,000 common shares (Note 3) and $511,892 in liabilities to a shareholder via the issuance of 255,946 common shares.

On February 28, 2024, the Company entered into a Settlement and General Release Agreement (the "**Settlement Agreement**") with Cryptique Limited, a Jersey Channel Islands company ("**CL**"), it majority controlling shareholder, in order to satisfy the debts of GTFN owed to CL. (Note 9). Within the loss on discontinued operations, the company expensed $344,307 (2023 - $439,129) in Management and director fees.

6. Commitments and contingencies

The Company, from time to time, may be involved in various claims, legal and tax proceedings and complaints arising in the ordinary course of business. The Company is not aware of any pending or threatened proceedings that would have a material adverse effect on the financial condition or future results of the Company.

7. Financial Risks

The Company's activities expose it to a variety of financial risks, including credit risk, liquidity risk, market risk, interest rate risk, and foreign currency rate risk.

Credit risk
Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. The Company is exposed to credit risk from its operating activities, primarily accounts receivable and other receivables, and its investing activities, including cash held with banks and financial institutions, short term investments, loans receivable, and advances to joint ventures. The Company's maximum exposure to this risk is equal to the carrying amount of these financial assets, which amounted to $Nil (May 31, 2023 - $Nil).

Accounts receivable
The Company has receivable of $Nil (May 31, 2023 - $Nil). An impairment analysis is performed at each reporting date using a provision matrix to measure expected credit losses. The provision rates are based on the days past due for groupings of various customer segments with similar loss patterns. The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions. Receivables are written off when there is no reasonable expectation of recovery. Indicators that there is no reasonable expectation of recovery include, amongst others, the failure of a debtor to engage in a repayment plan, and a failure to make contractual payments for a period of greater than 120 days past due. As May 31, 2024 and 2023, the Company did not have any concentration of customers that increased the potential credit losses on receivables.

Liquidity risk
Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company's policy is to review liquidity resources and ensure that sufficient funds are available to meet financial obligations as they become due. Further, the Company's management is responsible for ensuring funds exist and are readily accessible to support business opportunities as they arise. The Company's funding is primarily provided in the form of capital raised through the issuance of common shares and warrants as well as notes payable. As of May 31, 2024 and 2023, the Company has determined that there is no liquidity risk.

Market risk
Market risk is the risk that the fair value of, or future cash flows from, the Company's financial instruments will significantly fluctuate due to changes in market prices. The value of financial instruments can be affected by changes in interest rates, market and economic conditions, and equity and commodity prices. The Company is exposed to market risk in divesting its investments, such that unfavorable market conditions could result in dispositions of investments at less than their carrying amounts. Further, the revaluation of securities classified as fair value through net income could result in significant write-downs of the Company's investments, which would have an adverse impact on the Company's results of operations, unless these would flow through other comprehensive income.

The Company manages risk by having a portfolio of securities from multiple issuers, such that the Company was not materially exposed to any one issuer.

Interest rate risk
Interest rate risk is the risk that the value or yield of fixed-income investments may decline if interest rates change. Fluctuations in interest rates may impact the level of income and expense recorded on the cash equivalents and short-term investments, and the market value of all interest-earning assets, other than those which possess a short term to maturity. A 10% change in the interest rate in effect as at May 31, 2024 and 2023, would not have a material effect on (i) fair value of the cash equivalents and short-term investments as the majority of the portfolio has a maturity date of three months or less, or (ii) interest income. Management continues to monitor external interest rates and revise the Company's investment strategy as a result.

Foreign currency risk
Currency rate risk is the risk that the fair value of, or future cash flows from, the Company's financial instruments will significantly fluctuate due to changes in foreign exchange rates. The Company is exposed to this risk on as it holds denominations in Euro, British Pound, Canadian and Jamaican dollars. The Company does not currently use foreign exchange contracts to hedge its exposure to currency rate risk. As such, the Company's financial position and financial results may be adversely affected by unfavorable fluctuations in currency exchange rates.

8. Loss Per Share

In calculating the diluted loss per share, issued and outstanding incentive stock options and warrants were not considered as they would have been anti-dilutive.

For the year ended May 31,	2024	2023
Denominator basic and diluted loss per share		
Weighted average number of Common shares outstanding	207,804,236	202,537,301
Dilutive effect of incentive stock options	—	—
Dilutive effect of warrants	—	—
Weighted average number of Common shares outstanding	207,804,236	202,537,301

9. Subsequent Events

On August 12, 2024, the Company's controlling shareholder, Criptyque Limited, entered into a Stock Purchase Agreement with Sound Hue, Inc., a California corporation ("**Agreement**"), for the acquisition of approximately 179,575,946 restricted shares of the Company's common stock and 1,000,000 shares of preferred stock ("**Purchased Shares**"), in exchange for aggregate consideration of approximately $329,077. The Purchased Shares represent 86.4% of the outstanding common shares and 100% of the outstanding preferred shares. In connection with the Agreement, the parties opened escrow on August 15, 2024. The Agreement contains customary representations, warranties and covenants. The obligations of the parties to consummate the closing of transactions is subject to satisfaction or waiver of customary closing conditions. Upon the closing, a change in control event shall occur.

The Company has evaluated subsequent events occurring from the date of these Financial statements through the date these Financial Statements were issued and noted no items requiring disclosure.

END OF NOTES TO THE
UNAUDITED CONDENSED FINANCIAL STATEMENTS