

Golden Eagle Capital Advisors, Inc.

845 3rd Avenue, Suite 645, New York, NY 10022

646-722-2725

www.geca-us.com

ir@geca-us.com

Annual Report

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

Outstanding Shares

The number of shares outstanding of our Common Stock was:

3,641,568 as of December 31, 2024 (Current Reporting Period Date or More Recent Date)

3,501,481 as of December 31, 2023 (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 Control⁵ of the company has occurred during this reporting period:

Yes: ☐ No: ☒

⁵ "Change in Control" shall mean any events resulting in:

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

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

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

The issuer's name is Golden Eagle Capital Advisors, Inc.

Current State and Date of Incorporation or Registration: New York (2014)

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

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

None

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

None

List any company name change, 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:

845 3rd Avenue, Suite 645, New York, NY 10022

Address of the issuer's principal place of business:

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

Aurora Tower, Office 1307, Dubai, United Arab Emirates

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: Equity Stock Transfer, LLC

Phone: 1-212-575-5757

Email: info@equitystock.com

Address: 237 W 37th St Suite 602, New York, NY 10018

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:	GECA (proposed symbol)
Exact title and class of securities outstanding:	<u>Common Stock</u>
CUSIP:	<u>38100G103</u>
Par or stated value:	<u>\$0.01</u>
Total shares authorized:	<u>4,500,000</u> as of date: <u>December 31, 2024</u>
Total shares outstanding:	<u>3,641,568</u> as of date: <u>December 31, 2024</u>
Total number of shareholders of record:	<u>51</u> as of date: <u>December 31, 2024</u>

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

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

The goal of this section is to provide a clear understanding of the share information for its other classes of authorized or outstanding equity securities (e.g., preferred shares that do not have a trading symbol). Use the fields below to provide the information, as applicable, for all other authorized or outstanding equity securities.

Exact title and class of the security:	_____
Par or stated value:	_____
Total shares authorized:	_____ as of date: _____
Total shares outstanding:	_____ as of date: _____
Total number of shareholders of record:	_____ as of date: _____

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

Security Description:

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

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

Shareholders of common stock participate in dividends if and when declared by the board of directors. Common stock shareholders receive one vote per share for matters subject to shareholder vote.

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

N/A – no preferred shares

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.

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 for the two most recently completed fiscal years and any subsequent period.

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

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

Shares Outstanding <u>Opening Balance</u> :			*Right-click the rows below and select “Insert” to add rows as needed.						
Date <u>December 31, 2022</u> Common: 3,304,268 Preferred: N/A									
Date of Transaction	Transaction type (e.g., new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to. ***You must disclose the control person(s) for any entities listed.	Reason for share issuance (e.g. for cash or debt conversion) - OR- Nature of Services Provided	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
<u>07-01-24</u>	<u>Dividend</u>	<u>140,087</u>	<u>Common</u>	<u>\$6.70</u>	<u>No</u>	Register of shareholders as of June 28, 2024	<u>Dividend</u>	<u>Restricted</u>	<u>Exempted</u>
<u>12-28-23</u>	<u>New Issuance</u>	<u>15,000</u>	<u>Common</u>	<u>\$6.70</u>	<u>No</u>	<u>Sherwer RE LLC</u>	Cash	<u>Restricted</u>	<u>Reg. D</u>
<u>12-22-23</u>	<u>New Issuance</u>	<u>1,250</u>	<u>Common</u>	<u>\$6.00</u>	<u>No</u>	<u>Angela Kaye Moseley</u>	<u>Equity Incentive Plan – Independent Director</u>	<u>Restricted</u>	<u>Exempted</u>
<u>12-22-23</u>	<u>New Issuance</u>	<u>15,750</u>	<u>Common</u>	<u>\$6.00</u>	<u>No</u>	<u>Maria Bravin</u>	<u>Equity Incentive Plan – Director</u>	<u>Restricted</u>	<u>Exempted</u>
<u>07-03-23</u>	<u>Dividend</u>	<u>165,213</u>	<u>Common</u>	<u>\$6.00</u>	<u>No</u>	Register of shareholders	<u>Dividend</u>	<u>Restricted</u>	<u>Exempted</u>

						as of June 30, 2023			
Shares Outstanding on Date of This Report:									
Ending Balance:									
Date <u>December 31, 2024</u> Common: <u>3,641,568</u>									
Preferred: N/A									

Example: A company with a fiscal year end of December 31st 2024, 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, 2023 through December 31, 2024 pursuant to the tabular format above.

Any additional material details, including footnotes to the table are below:

B. Convertible Debt

The following is a complete list of the Company’s Convertible Debt which includes all promissory notes, convertible notes, convertible debentures, or any other debt instruments convertible into a class of the issuer’s equity securities. The table includes all issued or outstanding convertible debt at any time during the last complete fiscal year and any interim period between the last fiscal year end and the date of this Certification.

☐ Check this box to confirm the Company had no Convertible Debt issued or outstanding at any point during this period.

Date of Note Issuance	Principal Amount at Issuance (\$)	Outstanding Balance (\$) (include accrued interest)	Maturity Date	Conversion Terms (e.g., pricing mechanism for determining conversion of instrument to shares)	# Shares Converted to Date	# of Potential Shares to be Issued Upon Conversion ⁶	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g., Loan, Services, etc.)

Total Outstanding Balance:

Total Shares:

Any additional material details, including footnotes to the table are below:

⁶ The total number of shares that can be issued upon full conversion of the Outstanding Balance. The number should not factor any “blockers” or limitations on the percentage of outstanding shares that can be owned by the Noteholder at a particular time. For purposes of this calculation, please use the current market pricing (e.g. most recent closing price, bid, etc.) of the security if conversion is based on a variable market rate.

4) Issuer's Business, Products and Services

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

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

The Company is planning to be a publicly traded entity listed on the OTC Market tier OTCID, and registered with the U.S. Securities and Exchange Commission as an Investment Adviser under the Investment Advisers Act of 1940. The Company conducts investment advisory, asset management and other fiduciary services.

The Company wholly owns and controls Golden Eagle Securities, Inc, a broker-dealer registered with the SEC and a member of FINRA and SIPC. This broker-dealer provides private placement of securities services that may, at times, relate to products or services offered by the Company's investment advisory business.

The Company maintains operational independence between the investment advisory and broker-dealer businesses to manage potential conflicts of interest. When appropriate, disclosures are made to clients regarding any conflicts and how they are mitigated. Compensation arrangements between the adviser and its affiliate are disclosed in detail in Form ADV.

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

Golden Eagle Capital Advisors, Inc. has one wholly owned subsidiary, Golden Eagle Securities, Inc. and one affiliated company, Emintad LLC.

- C. Describe the issuers' principal products or services.

Golden Eagle Capital Advisors, Inc. and through wholly owned operating subsidiary operates as a diversified financial services firm. It is registered with the SEC as an Investment Adviser and provides advisory services to retail and institutional clients. The Company's advisory business focuses on discretionary and non-discretionary managed portfolios, investment advisory, retirement plan consulting program and other fiduciary services.

The Company also owns Golden Eagle Securities, Inc., a wholly owned subsidiary registered as a broker-dealer with the SEC and a member of FINRA. The broker-dealer may engage in private placements of securities. Operations are conducted in a manner designed to manage and disclose conflicts of interest in accordance with applicable laws and regulations.

5) Issuer's Facilities

The goal of this section is to provide investors 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. Describe the location of office space, data centers, principal plants, and other property of the issuer and describe the condition of the properties. Specify if the assets, properties, or facilities are owned or leased and the terms of their leases. If the issuer does not have complete ownership or control of the property, describe the limitations on the ownership.

The Company's executive office is in New York, New York on an annual leasing facility (expiring 2025) and the Company's principal office is in Dubai, United Arab Emirates, which it occupies under a facilities agreement with and affiliated entity whose lease expires in October 2025. The Company does not own any real estate.

6) All Officers, Directors, and 5% Beneficial Owners of the Company

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

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

If any insiders listed are corporate shareholders or entities, provide the name and address of the person(s) beneficially owning or controlling such corporate shareholders, or the name and contact information (City, State) of an individual representing the corporation or entity. Include Company Insiders who own any outstanding units or shares of any class of any equity security of the issuer.

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

Individual Name (First, Last) or Entity Name (Include names of control person(s) if a corporate entity)	Position/Company Affiliation (ex: CEO, ≥ 5% beneficial owner)	City and State (Include Country if outside U.S.)	Number of Shares Owned (List common, preferred, warrants and options separately)	Class of Shares Owned	Percentage of Class of Shares Owned (undiluted)
Maurizio Manzati	Chairman, CEO and President	Dubai, United Arab Emirates	3,505,320	Common	89.961%
Maria Bravin	Director	Dubai, United Arab Emirates	88,043	Common	2.26%
Juan Carlos Fierro	Managing Director	Arlington, VA	2,001	Common	0.05%
Angela Kaye Moseley	Director	Dubai, United Arab Emirates	1,391	Common	0.04%

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

7) Legal/Disciplinary History

A. Identify and provide a brief explanation as to whether any of the persons or entities listed above in Section 6 have, in the past 10 years:

1. Been the subject of an indictment or conviction in a criminal proceeding or plea agreement or named as a defendant in a pending criminal proceeding (excluding minor traffic violations);

None

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

None

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

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

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

6. Been the subject of a U.S Postal Service false representation order, or a temporary restraining order, or preliminary injunction with respect to conduct alleged to have violated the false representation statute that applies to U.S mail.

None

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

None

8) Third Party Service Providers

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

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

Securities Counsel

Name:	Matthew A. Gerritsen, Esq.
Address 1:	941 Plymouth St.
Address 2:	Bridgewater, MA 02324
Phone:	(617) 869-0891
Email:	mag-law@comcast.net

Accountant or Auditor

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

Investor Relations

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

All other means of Investor Communication:

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

Other Service Providers

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

Name: _____
Firm: _____
Nature of Services: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

9) Disclosure & Financial Information

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

Name: **Maurizio Manzati**
Title: **Chief Executive Officer**
Relationship to Issuer: **Officer**

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: **Maurizio Manzati**
Title: **Chief Executive Officer & Chief Financial Officer**
Relationship to Issuer: **Officer**

Describe the qualifications of the person or persons who prepared the financial statements:⁷ **Maurizio has 35+ years of professional services and accounting experience in roles at global corporations level. He graduated with MBA from a top tier Italian University and he is holding a diploma in chartered accountant.**

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.

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, Maurizio Manzati certify that:

1. I have reviewed this Disclosure Statement for Golden Eagle Capital Advisors, 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

⁷ The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS and by persons with sufficient financial skills.

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.

July 15, 2025

/s/ Maurizio Manzati

Principal Financial Officer:

I, Maurizio Manzati certify that:

1. I have reviewed this Disclosure Statement for Golden Eagle Capital Advisors, 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.

July 15, 2025

/s/ Maurizio Manzati

Golden Eagle Capital Advisors, Inc and Subsidiary

Annual Report

For the Year Ended December 31, 2024

Golden Eagle Capital Advisors, Inc. and Subsidiary

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Golden Eagle Capital Advisors, Inc. and Subsidiary
Consolidated Balance Sheets
(Unaudited)

	December 31, 2024	December 31, 2023
Assets		
Current Assets		
Cash and Cash Equivalents	292,234.13	1,007,261.92
Accounts Receivable	296,896.00	371,245.11
Allowance for Bad Debts	-73,225.68	0.00
Other Current Assets		
Investment in Securities	1,688,009.40	814,886.02
Other Current Asset	107.75	0.00
Prepaid Expenses	3,932.51	0.00
Total Other Current Assets	1,692,049.66	814,886.02
Total Current Assets	2,207,954.11	2,193,393.05
Fixed Assets		
Intangible Assets	100,000.00	85,000.00
Total Fixed Assets	100,000.00	85,000.00
Other Assets		
Security Deposit	3,750.00	0.00
Total Other Assets	3,750.00	0.00
Total Assets	2,311,704.11	2,278,393.05
Liabilities and Stockholders' Equity		
Current Liabilities		
Accounts Payable	403.15	170.00
Deferred Revenue	0.00	0.00
Dividends Payable	0.00	0.00
Other Current Liabilities	4,787.50	0.00
Total Current Liabilities	5,190.65	170.00
Long-term liabilities		
Long Term Loans from Shareholders	22,151.66	6,707.15
Total Long-term Liabilities	22,151.66	6,707.15
Total Liabilities	27,342.31	6,877.15
Stockholders' Equity		
Additional Paid-in Capital	3,087,006.51	3,072,006.51
Common Stock	36,514.87	35,114.00
Retained Earnings	-837,005.48	-603,077.34
Net Income	-2,154.10	-232,527.27
Total Stockholder's Equity	2,284,361.80	2,271,515.90
Total Liabilities and Stockholder's Equity	2,311,704.11	2,278,393.05

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

Golden Eagle Capital Advisors, Inc. and Subsidiary
Consolidated Statement of Operations
(Unaudited)

	Three Months Ended December 31,		Year Ended December 31,	
	2024	2023	2024	2023
Income				
Advisory and other fees	365,845.59	116,470.13	579,764.90	439,176.64
Credit Note	0.00	0.00	-6,000.00	0.00
Commission Income	0.00	0.00	0.00	1.67
Foreign currency gains	-92.03	0.00	-1,556.94	2,972.24
Net Gain/Loss on Investment	0.00	-25,181.99	0.35	-54,423.29
Unrealized Gain/Loss on Exchange Foreign	-30,246.40	31,252.83	-31,057.85	13,498.49
Unrealized Gain/Loss on Investment	363,973.11	208,428.71	359,662.55	206,154.22
Total Income	699,480.27	330,969.68	900,813.01	607,379.97
Cost of Goods Sold	97,350.00	142,370.00	572,359.09	546,164.25
GROSS PROFIT	602,130.27	188,599.68	328,453.92	61,215.72
Expenses				
Acquisition & Investment	30.00	1,662.64	1,429.96	5,276.50
Interest & Bank Charges	4,232.64	1,060.88	8,407.17	1,597.45
Office expenses & Supplies	763.55	605.05	3,568.85	3,599.69
Other Operating Expenses	88,881.68	0.00	88,881.68	0.00
Payroll & Employee Benefits	16,589.28	113,182.83	57,424.50	145,478.22
Professional & Legal Fees	12,677.44	11,022.60	95,880.41	75,624.61
Rent	16,420.50	12,620.00	65,545.50	45,898
Taxes & Licenses	2,922.54	5,290.20	12,923.62	19,134.78
Travel	0.00	0.00	23,807.85	11,933.37
Utilities	1,042.55	669.66	3,582.23	2,190.69
Total expenses	143,560.18	146,113.86	361,451.77	856,897.56
NET OPERATING INCOME	458,570.09	42,485.82	-32,997.85	-249,517.59
Other Income				
Interest and Dividends	3,334.30	3,914.79	15,843.75	16,990.32
Other Income From Operation	15,000.00	0.00	15,000.00	0.00
Total Other Income	18,334.30	3,914.79	30,843.75	16,990.32
NET INCOME	476,904.39	46,400.61	-2,154.10	-232,527.27

The accompanying notes are an integral part of these consolidated financial statement

Golden Eagle Capital Advisors, Inc. and Subsidiary
Consolidated Statement of Changes in Stockholders' Equity
(Unaudited)

Three Months Ended December 31, 2024	Common Shares	Additional Paid-In Capital	Retained Earnings	Total
Balances at October 01, 2024	36,514.87	3,087,006.51	-837,005.48	2,286,515.90
Net Income (Loss)			-2,154.10	-2,154.10
Stock dividends declared				0.00
Stock-based compensation				0.00
Common Stock issued				0.00
Capital Contribution				0.00
Balances at December 31, 2024	36,514.87	3,087,006.51	-839,159.58	2,284,361.80

Year Ended December 31, 2024	Common Shares	Additional Paid-In Capital	Retained Earnings	Total
Balances at January 01, 2024	35,114.00	3,072,006.51	-835,604.61	2,271,515.90
Net Income (Loss)			-2,154.10	-2,154.10
Stock dividends declared	1,400.87		-1,400.87	0.00
Stock-based compensation				0.00
Common Stock issued				0.00
Capital Contribution		15,000.00		15,000.00
Balances at December 31, 2024	36,514.87	3,087,006.51	-839,159.58	2,284,361.80

Three Months Ended December 31, 2023	Common Shares	Additional Paid-In Capital	Retained Earnings	Total
Balances at October 01, 2023	35,114.00	3,072,006.51	-603,077.34	2,504,043.17
Net Income (Loss)			-232,527.27	-232,527.27
Stock dividends declared				0.00
Stock-based compensation				0.00
Common Stock issued				0.00
Capital Contribution				0.00
Balances at December 31, 2023	35,114.00	3,072,006.51	-835,604.61	2,271,515.90

The accompanying notes are an integral part of these consolidated financial statement.

Golden Eagle Capital Advisors, Inc. and Subsidiary
Consolidated Statement of Changes in Stockholders' Equity
(Unaudited)

Year Ended December 31, 2023	Common Shares	Additional Paid-In Capital	Retained Earnings	Total
Balances at January 01, 2023	33,142.00	2,834,826.51	-601,425.34	2,266,543.17
Net Income (Loss)			-232,527.27	-232,527.27
Stock dividends declared	1,652.00		-1,652.00	0.00
Stock-based compensation	170.00	101,830.00		102,000.00
Common Stock issued	150.00	100,350.00		100,500.00
Capital Contribution		35,000.00		35,000.00
Balances at December 31, 2023	35,114.00	3,072,006.51	-835,604.61	2,271,515.90

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

Golden Eagle Capital Advisors, Inc. and Subsidiary
Consolidated Statement of Cash Flows
(Unaudited)

	Year Ended December 31	
	2024	2023
OPERATING ACTIVITIES		
Net Income	-2,154.10	-232,527.27
Adjustments to reconcile Net Income to Net Cash provided by operations:		
Accounts receivable (A/R)	74,349.11	173,562.89
Allowance for bad debts	73,225.68	0.00
Other Current Asset	-107.75	0.00
Prepaid expenses	-3,932.51	10,000.00
Accounts Payable (A/P)	233.15	0.00
Deferred Revenue	0.00	0.00
Dividends Payable	0.00	0.00
Other Current Liabilities	4,787.50	0.00
Long-term loans from shareholders	15,444.51	-7,819.51
Total Adjustments to reconcile Net Income to Net Cash provided by operations:	163,999.69	175,743.38
Net cash provided by operating activities	161,845.59	-56,783.89
INVESTING ACTIVITIES		
Investment in Securities	-873,123.38	-19,669.20
Intangible Assets: Goodwill	-15,000.00	-85,000.00
Security deposits	-3,750.00	0.00
Net cash provided by investing activities	-891,873.38	-104,669.20
FINANCING ACTIVITIES		
Additional paid in capital	15,000.00	237,180.00
Common stock	1,400.87	1,972.00
Retained Earnings	-1,400.87	-1,652.00
Net cash provided by financing activities	15,000.00	237,500.00
Net cash increase for period	-715,027.79	76,046.91
Cash at beginning of period	1,007,261.92	931,215.01
Cash at end of period	292,234.13	1,007,261.92

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

Golden Eagle Capital Advisors, Inc. and Subsidiary
Notes to Consolidated Financial Statements
(Unaudited)

Note 1 – Organization and Purpose

Golden Eagle Capital Advisors, Inc., together with its wholly owned subsidiary (“we,” “us,” “our,” or the “Company”), is a New York-based investment advisory firm. We provide discretionary and non-discretionary portfolio management, financial planning, and fiduciary services to a broad client base. The Company also engages in proprietary trading of securities for its own account.

In June 2023, we acquired Golden Eagle Securities, Inc. (formerly First Florida Securities, Inc.), a FINRA-registered broker-dealer. Golden Eagle Securities, Inc. now operates as a wholly owned subsidiary and enhances our ability to provide private placement and capital markets advisory services to small and medium-sized enterprises. The acquisition is aligned with our strategic goal of expanding investment banking and capital-raising capabilities within the group.

Note 2 – Significant Accounting Policies

Principles of Consolidation

The accompanying consolidated financial statements include the accounts of Golden Eagle Capital Advisors, Inc. and its wholly owned subsidiary, Golden Eagle Securities, Inc. (collectively, the “Company”). All significant intercompany balances and transactions have been eliminated in consolidation. The consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (“U.S. GAAP”).

Use of Estimates

The preparation of consolidated financial statements in accordance with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. Significant estimates include, but are not limited to, the valuation of investments, allowances for doubtful accounts, and the fair value of acquired assets and liabilities in business combinations. Actual results could differ materially from those estimates.

Revenue Recognition

The Company recognizes revenue when control of promised services is transferred to the customer, reflecting the consideration expected to be received in exchange. Revenue recognition follows the five-step model under ASC Topic 606, which includes identifying contracts, performance obligations, transaction price, allocation of price, and recognition as performance obligations are satisfied. The Company derives revenue from several primary sources. Interest income is recognized using the effective interest method over the life of loans and debt instruments. Dividend income is recognized when the right to receive payment is established, typically on the dividend declaration date. Revenue from contracts with customers includes asset management fees, advisory fees, financial planning fees, and other fiduciary fees, and is recognized as services are performed, either by the proportionate completion method or the completed service contract method depending on the nature of the services. Principal transactions revenue reflects realized and unrealized gains and losses from changes in fair value of investments carried at fair value, with revenue recognized upon completion of transactions and transfer of control.

Golden Eagle Capital Advisors, Inc. and Subsidiary
Notes to Consolidated Financial Statements
(Unaudited)

Through its subsidiary, Golden Eagle Securities, Inc., a FINRA-registered broker-dealer, the Company also generates revenue from private placements and other broker-dealer activities, which are recognized at the time transactions are completed and related performance obligations are satisfied.

Cash and Cash Equivalents

The Company considers all cash, short-term deposits, and money market funds with original maturities of three months or less from the date of purchase to be cash and cash equivalents. These cash equivalents may include investments in corporate debt, financial institution instruments, and government securities. The Company maintains the majority of its cash and cash equivalents in interest-bearing accounts at nationally recognized financial institutions.

Prepaid Expenses

Prepaid expenses consist of expenses Company has paid for prior to the service or good being provided. These prepaid expenses will be recorded as expense at the time the service has been provided.

Allowance for Credit Losses

Accounts receivables are initially recorded at their invoiced amounts. Historically, the Company did not maintain an allowance for doubtful accounts or record bad debt expense, regardless of collectability. In 2024, the Company established an allowance for doubtful accounts based on its best estimate of probable losses, considering known troubled accounts, historical experience, and other relevant information. During the year, certain receivables were written off as uncollectible. For additional details, refer to Note 5.

Investment in Securities

The Company's investments in securities are held by the parent company, Golden Eagle Capital Advisors, Inc. Investments in securities are classified as cash equivalents, short-term, or long-term investments based on their remaining maturities. These securities are reported at fair value, with realized and unrealized gains and losses recognized in earnings.

Income Taxes

Provision for federal, state and local income taxes has been made by the Company. The Company files federal, New York State and New York City returns. Generally, tax authorities can examine all tax returns of the Company for the prior three years. Returns for these years remain subject to examination. The Company is required to determine whether its tax positions are more likely than not to be sustained upon examination by the applicable tax authorities. Management has analyzed the Company's tax positions and has concluded that no liability should be recorded for income taxes based on review of the Company's tax positions taken on returns filed for the open years including 2024.

Earnings Per Share

Basic earnings per common share is computed by dividing net earning available to common stockholders by the weighted average number of common shares outstanding for the reporting period. Average number of common shares were 3,641,568 and 3,501,481 for twelve months ended December 31, 2024 and 2023, respectively.

Golden Eagle Capital Advisors, Inc. and Subsidiary
Notes to Consolidated Financial Statements
(Unaudited)

For the twelve months ended December 31, 2024 and 2023, the earning per share were \$0 and \$0, respectively.

Note 3 – Securities Valuation and Fair Value Measurement

The Company's investments in securities are held solely by the parent company, Golden Eagle Capital Advisors, Inc. (GECA). These investments are measured at fair value in accordance with U.S. GAAP, which defines fair value as the price that would be received to sell an asset in an orderly transaction between market participants. GECA uses a variety of methods to determine fair value. Equity securities are generally valued at the last reported sale price on the exchange where the security is traded, or, in the absence of a sale, at the most recent bid price. Fixed income securities, including U.S. Treasury corporate, and municipal bonds, are valued based on quotes from brokers, dealers, or third-party pricing services using observable market inputs or valuation models.

U.S. GAAP establishes a fair value hierarchy that prioritizes the inputs used in valuation techniques into three levels:

- **Level 1:** Quoted prices in active markets for identical assets.
- **Level 2:** Observable inputs other than quoted prices, including interest rates, credit risk, and yield curves.
- **Level 3:** Unobservable inputs, including assumptions and internal valuation models.

The following table presents the Company's valuation levels as of December 31, 2024:

Assets (at fair value)				
Investments in securities	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Equities	\$ 81,669	\$1,080,775		\$1,162,444
US Treasury	\$ 28,730			\$ 28,730
Corporate Bonds			\$ 496,836	\$ 496,836
Municipal Bonds				0
	<u>\$ 110,399</u>	<u>\$1,080,775</u>	<u>\$ 496,836</u>	<u>\$1,688,010</u>

Fair Value Hierarchy Reclassifications

During the year ended December 31, 2024, the Company made the following reclassifications within the fair value hierarchy:

- Bioera Shares to be Received were reclassified from *Level 1* to *Level 2*. While Bioera remains listed on a regulated exchange, its shares have been suspended from trading due to an ongoing acquisition and restructuring process. As a result, there is no longer observable market activity to support a Level 1 classification. The fair value is now based on observable inputs from inactive markets, supporting a Level 2 classification.
- Bioera Convertible Notes were reclassified from *Level 2* to *Level 3*. Due to the continued trading suspension and the absence of observable market data or recent transactions, the fair value is now determined using unobservable inputs, including internal valuation models and management assumptions. Accordingly, these instruments have been reclassified to Level 3.

Golden Eagle Capital Advisors, Inc. and Subsidiary
Notes to Consolidated Financial Statements
(Unaudited)

Note 4 – Goodwill

The Company completed the acquisition of 100% of the shares of Golden Eagle Securities, Inc. during the period January 1 through December 31, 2023. The recorded goodwill from this acquisition represents the excess of the purchase price and related acquisition costs over the estimated fair value of the net tangible and intangible assets acquired.

Goodwill is not amortized but is subject to an annual impairment test, or more frequently if indicators of impairment arise, in accordance with FASB ASC 350-20-35, *Intangibles – Goodwill and Other*. An impairment loss is recognized if the carrying amount exceeds the asset's fair value.

During 2024, the Company performed its annual goodwill impairment assessment for Golden Eagle Securities, Inc. As of December 31, 2024, the Company concluded that no impairment existed, and goodwill remains recorded at \$100,000, reflecting the excess of acquisition cost over the fair value of net assets acquired.

Note 5 – Write-Off and Allowance for Doubtful Accounts

During the year ended December 31, 2024, the Parent Company, Golden Eagle Capital Advisors, Inc. (GECA), wrote off a total of \$88,225.68 in Accounts Receivable that were originally invoiced in 2021. This included:

- A direct write-off of \$15,000.00 recorded as Bad Debt Expense; and
- A write-off of \$73,225.68 against an Allowance for Doubtful Accounts.

These transactions pertain solely to GECA and had no impact on the financial position or operations of Golden Eagle Securities, Inc. (GES), the subsidiary.

Direct Write-Off Method

In 2024, GECA applied the direct write-off method to an outstanding receivable of \$15,000.00 from All Things Mobile Analytic Inc. After prolonged follow-up with no success and considering the age and uncertainty of the balance, management concluded the amount was uncollectible and expensed it in full during the year.

Allowance for Doubtful Accounts

GECA also established an Allowance for Doubtful Accounts during 2024 totaling \$73,225.68, related to an old receivable from Helon S.r.l. that remained unpaid due to the client's delayed IPO and inability to settle the obligation.

Impact on Consolidated Financial Statements

- A Bad Debt Expense of \$15,000.00 recognized for accounts deemed uncollectible.
- An Allowance for Doubtful Accounts of \$73,225.68 established to reflect the estimated uncollectibility of certain receivables.
- No prior provisions or write-offs were recorded in earlier periods related to these accounts.
- The subsidiary, GES, did not record any doubtful accounts or write-offs in 2024.

Golden Eagle Capital Advisors, Inc. and Subsidiary
Notes to Consolidated Financial Statements
(Unaudited)

Note 6 – Management Fees

During the year ended December 31, 2024, the parent company, Golden Eagle Capital Advisors, Inc. (GECA), paid management fees totaling \$572,359.09 to a back-office and administration services company wholly owned by its majority stockholder. These fees are included in Cost of Goods Sold in the consolidated statements of operations.

Note 7 – Loan from Stockholder

Golden Eagle Capital Advisors, Inc. (GECA) has a loan from its stockholder amounting to \$22,151.66 at December 31, 2024. The loan is non-interest bearing and has no fixed repayment terms. It is classified under “Long Term Loans from Shareholders” in the consolidated balance sheet.

Note 8 – Rent

The Company leases office space under two lease agreements. One lease expires in October 2025, and a new annual lease agreement expires in July 2025.

The Company’s leases do not require any contingent rental payments, impose any financial restrictions, or contain any residual value guarantees. Variable expenses generally represent the Company’s share of the landlord’s operating expenses. The Company does not have any leases classified as financing leases.

Note 9 – Operating Expenses

Twelve Months Ending December 31, 2024 compared to 2023.

Total operating expenses for the year ended December 31, 2024, were \$365,384.28, a 17.59% increase compared to \$310,733.31 in 2023. The year-over-year changes by category are as follows:

Acquisition and investment-related expenses, primarily consisting of brokerage fee expenses, decreased by 72.90% in 2024 to \$1,429.96 from \$5,276.50 in 2023. This significant reduction reflects the Company’s limited investment activity during the year. In 2023, the Company actively pursued multiple investment opportunities, incurring higher brokerage fees.

Interest and bank charges surged significantly by 426.29%, from \$1,597.45 in 2023 to \$8,407.17 in 2024. The increase was likely associated with higher financing activity or increased banking transaction fees. Other Operating Expenses amounted to \$88,881.68 in 2024, primarily representing bad debt expense recorded for the first time by the Company. The recognition reflects management’s assessment of uncollectible receivables during the year.

Payroll and Employee Benefits decreased by 60.53% in 2024, solely due to a one-time expense in 2023 related to the issuance of GECA shares under a Restricted Stock Award.

Professional and Legal Fees increased by 31.98% in 2024 primarily due to higher spending on accounting, audit, and legal services. The Company engaged more external consultants for compliance-related matters, regulatory filings, and subscribed to enhanced information services to support investment and strategic decision-making. This increase is reflected across multiple expense categories, including Accounting & Audit, Legal Fees, Consulting, Professional Services, and Information Services.

Golden Eagle Capital Advisors, Inc. and Subsidiary
Notes to Consolidated Financial Statements
(Unaudited)

Taxes & Licenses decreased by 32.46% in 2024, totaling \$12,923.62 compared to \$19,134.78 in 2023. The decrease reflects reduced payments across multiple tax and regulatory categories. This reduction primarily stems from fewer tax payments to New York State and New York City tax authorities, along with lower related regulatory expenses recorded during the year.

Travel-related expenses increased by 99.51% in 2024, rising from \$11,933 in 2023 to \$19,506 in 2024. This significant increase was driven by a higher volume of business travel and expanded travel destinations. Expenses in 2024 included multiple Emirates flights, Finnair flights, and accommodation costs in Finland, reflecting the Company's broader travel activities during the year.

Utilities increased by 63.52% to \$3,582.23 in 2024 from \$2,190.69 in 2023. The increase was primarily driven by higher telephone expenses incurred during the year to support operational activities and communications.

Note 10 – Income Taxes

The provision for income taxes has been calculated based on the federal corporate income tax rate of 21%, and New York State and City tax rates of 6.50%.

Note 11 – Principal Risks

In the normal course of business, the Company makes investments in financial instruments where the risk of potential loss exists due to changes in the market (market risk) or changes in interest rates (interest rate risk) and other factors. The Company also maintains its cash and cash equivalent balances in financial institutions, which at times may exceed federally insured limits (credit risk). The Company is subject to potential loss to the extent any financial institution with which it conducts business is unable to fulfill contractual obligations on its behalf.

Note 12 – Equity Incentive Plan

The Company implemented an Equity Incentive Plan in 2020 to provide stock-based compensation to certain employees, directors, consultants or other persons providing services to the company as part of its employee benefits program. The Plan allowed for the issuance of stock options and restricted shares, designed to align employee interests with those of shareholders.

Company's Board of Directors has the authority and discretion to implement an Equity Incentive Plan and to grant stock-based compensation and it may re-establish a new Equity Incentive Plan program in the near future.

The Equity Incentive Plan was active from 2020 through 2023. During this period, the Company granted awards under the Plan in accordance with its terms and conditions. The Plan was discontinued after 2023, and no further awards have been granted since its termination.

Note 13 – Common and Preferred Stock

Common Stock:

Golden Eagle Capital Advisors, Inc. (GECA) is authorized to issue 4,500,000,000 shares of Common Stock with a par value of \$0.01 per share.

Golden Eagle Capital Advisors, Inc. and Subsidiary
Notes to Consolidated Financial Statements
(Unaudited)

During the twelve months ended December 31, 2024, the Company issued 140,087 shares of Common Stock in connection with a stock dividend payment resolution.

At December 31, 2024, a total of 3,641,568 shares of Common Stock were issued and outstanding.

Preferred Stock

The Company has authorized 1,000,000 shares of Preferred Stock, par value \$0.01, of which 1,000,000 shares are designated as Series A Preferred. Each share of Series A Preferred Stock is without voting rights and is convertible into common stock on the basis of one (1) share of common stock for each 1 share of Series A Preferred Stock held.

There are no shares of Series A Preferred Stock issued and outstanding, as of December 31, 2024.

Note 14 – GECA Stock Repurchase Program

GECA's board of directors approved a stock repurchase program ("the Stock Repurchase Program") to repurchase shares of the Company's common stock. Under the Stock Repurchase program, no purchases were made during the year ended December 31, 2024.

Note 15 – Subsequent Events

Golden Eagle Capital Advisors, Inc. (GECA), the parent company, holds a convertible note investment in Bioera totaling EUR 390,000 as of December 31, 2023. Of this amount, EUR 60,000 was designated for conversion into 4,871,793 Bioera common shares. However, as of December 31, 2024, the shares had not been received.

Subsequent to year-end, and based on developments in early 2025, an Event of Default was triggered due to Bioera's failure to deliver the shares. In January 2025, GECA formally exercised its Investor Put Option in accordance with the investment agreement dated July 28, 2022, and submitted the required notice. The exercise of this option, which has been approved by the Bioera liquidator on June 9, 2025, entitles GECA to demand redemption of the Notes in cash at par value.

As a result, management plans to reclassify the investment from a convertible note to a credit receivable totaling EUR 1.08 million in 2025

Except for the event described above, there have been no other material subsequent events requiring disclosure or adjustment in the consolidated financial statements

Golden Eagle Capital Advisors, Inc. and Subsidiary
Notes to Consolidated Financial Statements
(Unaudited)

Issuer Certification

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 or Annual report.

The certifications shall follow the format below:

I, Maurizio Manzati certified that:

1. I have reviewed this Disclosure Statement for Golden Eagle Capital Advisors, Inc. and Subsidiary;
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.

July 31, 2025

/s/ Maurizio Manzati

Principal Financial Officer

I, Maurizio Manzati certify that:

1. I have reviewed this Disclosure Statement for Golden Eagle Capital Advisors, Inc. and Subsidiary;
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.

July 31, 2025

/s/ Maurizio Manzati