Exhibit 10.37  
 AMENDED AND RESTATED SHARE PURCHASE AGREEMENT  
 This Amended and Restated Share Purchase Agreement (this “Agreement”) is made effective as of May 31, 2023, (the “Effective Date”), by and between Santai Global Asset Management Limited, a Hong Kong company (the “Seller”), and AA Assets Limited (“Purchaser”), a Hong Kong Company, wholly owned by Xxx Xxxx Xxx Xxxxx, residing at 00X Xxxxx 0, Xxxxx Xxxxxx, Xxxx Xxxxx, XX, Xxxx Xxxx:  
 X. Xxxxxx is the owner of Fifteen Million (15,000,000) shares of voting common share of JP Outfitters, Inc., a Delaware corporation (the “Company”).  
 B. Seller desires to sell One Million and five hundred thousand (1,500,000) of Seller’s Company shares to the Purchaser (the “Transferred Shares”) during a five (5) year-period after the successful listing of the shares of common stock of the Company on the Nasdaq Capital Market (the “Listing”), and the Purchaser desires to purchase the Transferred Shares from Seller.  
 C. The parties previously entered into a Share Purchase Agreement dated April 11, 2023 (the “Prior SPA”), which they desire to terminate upon effectiveness of this Agreement.  
 D. The parties entered into a Share Purchase Agreement on April 21, 2023 (effective January 1, 2023) (the “SPA”).  
 E. The parties desire to amend and restate the SPA.  
 Accordingly, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereby amend and restate in its entirety the SPA on the terms set forth herein.: