

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines



NOHO, INC.

4701 ORANGE DR BLDG 19 UNIT 28
DAVIE FL 33314-3901
(480) 334-8994
www.smogarmor.com
info@smogarmor.com

Quarterly Report

For the Period Ending: March 31, 2025
(the "Reporting Period")

Outstanding Shares

The number of shares outstanding of our Common Stock was:

14,227,378,943 As of December 31, 2024

14,227,378,943 As of September 30, 2024

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 Control⁴ of the company has occurred during this reporting period:

Yes: ☐ No: ☒

⁴ "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 name of the issuer is Noho, Inc. ("Noho," "Company," "we," or "us"). The original name of the issuer was RealEstate Pathways, Inc. which was changed to Noho, Inc on January 13, 2013

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

The Company was incorporated in the State of Wyoming on September 30, 2011. The Company reinstated its current status by filing in Wyoming on March 18, 2021. The Issuer is active.

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

None

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

None

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

The address of the issuer's executive office is 4701 Orange Dr, Building 19, Unit 28, Davie FL 33314-3901.

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

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

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

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

2) Security Information

Transfer Agent

Name: Issuer Direct
Phone: 919.642.1508
Email: info@issuerdirect.com
Address: One Glenwood Ave, Suite 1001
Raleigh, NC 27603

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:	DRNK
Exact title and class of securities outstanding:	Common
CUSIP:	65528C109
Par or stated value:	\$0.001
Total shares authorized:	25,000,000,000 as of: 03/31/2025
Total shares outstanding:	14,227,378,943 as of: 03/31/2025
Number of shares in the Public Float ¹	10,180,691,994 as of: 03/31/2025
Total number of shareholders of record:	166 as of: 03/31/2025

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

NONE

¹ "Public Float" shall mean the total number of unrestricted shares not held directly or indirectly by an officer, director, any person who is the beneficial owner of more than 10 percent of the total shares outstanding (a "control person"), or any affiliates thereof, or any immediate family members of officers, directors and control persons.



Other classes of authorized or outstanding equity securities:

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 securities outstanding:	Preferred Series A		
CUSIP:	None		
Par or stated value:	\$0.001		
Total shares authorized:	10,000,000	as of:	03/31/2025
Total shares outstanding:	0	as of:	03/31/2025
Total number of shareholders of record:	0	as of:	03/31/2025

Exact title and class of securities outstanding:	Preferred Series B		
CUSIP:	None		
Par or stated value:	\$0.001		
Total shares authorized:	25,000,000	as of:	03/31/2025
Total shares outstanding:	0	as of:	03/31/2025
Total number of shareholders of record:	0	as of:	03/31/2025

Exact title and class of securities outstanding:	Preferred Series C		
CUSIP:	None		
Par or stated value:	\$0.001		
Total shares authorized:	300,000	as of:	03/31/2025
Total shares outstanding:	0	as of:	03/31/2025
Total number of shareholders of record:	0	as of:	03/31/2025

Exact title and class of securities outstanding:	Preferred Series D		
CUSIP:	None		
Par or stated value:	\$0.001		
Total shares authorized:	100,000	as of:	03/31/2025
Total shares outstanding:	74,586	as of:	03/31/2025
Total number of shareholders of record:	36	as of:	03/31/2025

Exact title and class of securities outstanding:	Preferred Series E		
CUSIP:	None		
Par or stated value:	\$0.001		
Total shares authorized:	100,000	as of:	03/31/2025
Total shares outstanding:	100,000	as of:	03/31/2025
Total number of shareholders of record:	4	as of:	03/31/2025

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.

No special rights attach to the Common Stock.

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

Series A Convertible Preferred Stock: The Series A Preferred Stock are not convertible and have no liquidation rights.

So long as any shares of the Series A Preferred Stock remain issued and outstanding, the holders thereof, voting separately as a class, shall have the right to vote on all shareholder matters with a vote equal to fifty-one percent (51%) of all the issued and outstanding capital stock of the Corporation on a fully diluted basis of the total vote on matters to which all shareholders of the Corporation are entitled to vote.

Series B Convertible Preferred Stock. The Series B Convertible Preferred Stock have the right to convert each share of Series B Preferred Stock into one hundred forty (140) shares of common stock of the Company.

The Series B Preferred Stock has no voting rights or liquidation rights.



Series C Convertible Preferred Stock. The Series C Convertible Preferred Stock includes a liquidation preference of \$10.00 per share.

The Series C Preferred Stock have no voting rights and no conversion rights.

Series D Convertible Preferred Stock. The Series D Convertible Preferred Stock are convertible at a ratio equal to 0.002% of the total number shares of Common Stock outstanding at the time of the Conversion Demand (the "Conversion Ratio"). However, in no event shall the Conversion Ratio be less than two hundred and fifty (250) shares of Common Stock for each share of Class & Stock being converted.

The Series D Convertible Preferred Stock are subject to a conversion limitation preventing any holder of Series D shares from converting to a number of shares of common in excess of four and nine tenths' percent (4.9%) of the outstanding Common stock. This limit may be waived on ninety (90) days' notice.

The Series D Convertible Preferred Stock have liquidation preferences greater than Common and Series A, B, and C Preferred.

The Series D Convertible Preferred Stock are not entitled to vote on matters to which all shareholders of the Corporation are entitled to vote.

Series E Convertible Preferred Stock. The Series E Convertible Preferred Stock are convertible at a ratio equal to 0.002% of the total number shares of Common Stock outstanding at the time of the Conversion Demand (the "Conversion Ratio"). However, in no event shall the Conversion Ratio be less than two hundred and fifty (250) shares of Common Stock for each share of Class & Stock being converted.

The Series E Convertible Preferred Stock are subject to a conversion limitation preventing any holder of Series E shares from converting to a number of shares of common in excess of four and nine tenths' percent (4.9%) of the outstanding Common stock. This limit may be waived on ninety (90) days' notice.

The Series E Convertible Preferred Stock have liquidation preferences greater than Common and Series A, B, C, and D Preferred.

At any Shareholder Meeting where any matters are presented to the Common stockholders, each Series E share shall hold votes equal to five hundred thousand (500,000) Common Stock.

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 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 Date <u>09/30/2022</u>		Opening Balance Common: 11,065,420,057 Preferred A: 0 Preferred B: 0 Preferred C: 0 Preferred D: 71,811 Preferred E: 100,000	*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 canceled)	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 (entities must have individual with voting / investment control disclosed).	Reason for share issuance (e.g., for cash or debt conversion) - OR Nature of Services Provided	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
11/08/2022	Cancellation	300,000	Preferred C	\$2.00	No	Lifetime Branding Collaborative, LLC Eric Stoll, Manager	Royalty Agreement	Restricted	4(a)(2)
03/21/2023	Cancellation	2,160,000	Preferred B	\$0.14	No	MDHC Johnson Family Partnership, LLP Dawson Johnson, GP	Conversion	Restricted	4(a)(2)
03/21/2023	Cancellation	1,000,000	Preferred B	\$0.14	No	Kevin Sakser	Conversion	Restricted	4(a)(2)
03/21/2023	Cancellation	400,000	Preferred B	\$0.07	No	David Johnson	Conversion	Restricted	4(a)(2)
03/21/2023	New Issuance	302,400,000	Common	\$0.001	No	MDHC Johnson Family Partnership, LLP Dawson Johnson, GP	Conversion	Restricted	4(a)(2)
03/21/2023	New Issuance	140,000,000	Common	\$0.001	No	Kevin Sakser	Conversion	Restricted	4(a)(2)
03/21/2023	New Issuance	56,000,000	Common	\$0.0005	Yes	David Johnson	Conversion	Restricted	4(a)(2)
05/30/2023	Cancellation	1,589	Preferred D	N/A	No	David Mersky	Conversion	Restricted	4(a)(2)
05/30/2023	New Issuance	367,600,000	Common	N/A	No	David Mersky	Conversion	Restricted	4(a)(2)
07/21/2024	New Issuance	1,400	Preferred D	\$71.41	No	Dalon Morgan	Legal Services	Restricted	4(a)(2)
08/01/2024	New Issuance	225	Preferred D	\$71.11	No	Brad Ascalon	Marketing Services	Restricted	4(a)(2)
08/07/2024	Cancellation	1,341	Preferred D	N/A	No	Anything Media, Inc. Chris Jensen, CEO	Conversion	Restricted	4(a)(2)
08/07/2024	New Issuance	400,001,526	Common	N/A	No	Anything Media, Inc. Chris Jensen, CEO	Conversion	Restricted	4(a)(2)
08/20/2024	Cancellation	1,770	Preferred D	N/A	No	David Mersky	Conversion	Restricted	4(a)(2)
08/20/2024	New Issuance	564,162,538	Common	N/A	No	David Mersky	Conversion	Restricted	4(a)(2)
09/17/2024	Cancellation	748	Preferred D	N/A	No	Anthony Ficarra	Conversion	Restricted	4(a)(2)
09/17/2024	New Issuance	241,147,720	Common	N/A	No	Anthony Ficarra	Conversion	Restricted	4(a)(2)
09/19/2024	Cancellation	1,258	Preferred D	N/A	No	Launchpad Ventures, LLC Ron Ause, Manager	Conversion	Restricted	4(a)(2)
09/19/2024	New Issuance	413,151,102	Common	N/A	No	Launchpad Ventures, LLC Ron Ause, Manager	Conversion	Restricted	4(a)(2)
09/23/2024	Cancellation	2,000	Preferred D	N/A	No	Rubicon Peak Capital, LLC John Shebanow, Manager	Conversion	Restricted	4(a)(2)
09/23/2024	New Issuance	677,496,000	Common	N/A	No	Rubicon Peak Capital, LLC John Shebanow, Manager	Conversion	Restricted	4(a)(2)
02/28/25	New Issuance	800	Preferred D	\$5.28	No	Jessica Laney	Share Exchange	Restricted	4(a)(2)
02/28/25	New Issuance	800	Preferred D	\$5.28	No	IRA Club FBO Jessica Laney	Share Exchange	Restricted	4(a)(2)
02/28/25	New Issuance	1,000	Preferred D	\$5.28	No	Renata Pedroza	Share Exchange	Restricted	4(a)(2)
02/28/25	New Issuance	816	Preferred D	\$5.28	No	Trevor Hardman	Share Exchange	Restricted	4(a)(2)
02/28/25	New Issuance	400	Preferred D	\$5.28	No	Casey Johnson	Share Exchange	Restricted	4(a)(2)
02/28/25	New Issuance	2,800	Preferred D	\$5.28	No	Kevin & Robin Hardman	Share Exchange	Restricted	4(a)(2)
02/28/25	New Issuance	800	Preferred D	\$5.28	No	Donna Delong	Share Exchange	Restricted	4(a)(2)
02/28/25	New Issuance	1,800	Preferred D	\$5.28	No	Richard Seth Hardman	Share Exchange	Restricted	4(a)(2)



02/28/25	New Issuance	640	Preferred D	\$5.28	No	Coleman L. Hardman	Share Exchange	Restricted	4(a)(2)
Shares Outstanding on Date of This Report:									
Ending Balance									
Date 03/31/2025	Common:	14,227,378,943							
	Preferred A:	0							
	Preferred B:	0							
	Preferred C:	0							
	Preferred D:	74,586							
	Preferred E:	100,000							

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)

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

All previously outstanding promissory notes have been paid, converted and/or passed the relevant statute of limitations and are/were held by entities no longer in existence.

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")

Smog Armor's mission is to reach and positively influence people worldwide, inspiring them to adopt a more environmentally conscious lifestyle and become mindful consumers. We are committed to creating a global movement that emphasizes the importance of sustainable living and eco-friendly choices in everyday life.

We intend to make the Smog Armor name synonymous with carbon capture, environmentally friendly products and solutions, and technologies that help improve the environment and help us live healthier lives.

Our vision for Smog Armor is to become a global leader in Climate Tech through innovative sustainable solutions, including carbon capture projects and advancements that empower individuals, communities, and businesses to take action against climate change and adopt eco-friendly lifestyles. Through our commitment to carbon capture and environmental technologies, we aspire to create a future where people can breathe clean air, live in healthy environments, and appreciate the beauty of our planet as we enjoy it today.

Smog Armor hopes to attract the greatest minds and top performers in climate tech to help reach Smog Armor's vision, as well as bringing in the most impactful investors, entrepreneurs, and inventors to keep growing Smog Armor's global positive environmental impact through carbon capture projects, climate technologies, and technology solutions to help protect, heal, and improve the global environment and everything in it to build a greener, healthier, and more sustainable world for all.

To achieve this vision, we intend to:

1. Develop and promote groundbreaking carbon capture technologies and environmentally friendly products, designed to address the most pressing environmental challenges of our time.
2. Foster a culture of innovation and collaboration, where top minds from diverse fields work together to create cutting-edge climate solutions and help drive the world towards a sustainable future.
3. Build a strong, inclusive, and supportive community that encourages people to adopt environmentally conscious lifestyles and become agents of change in their own lives and communities.
4. Form strategic partnerships with governments, NGOs, businesses, and academic institutions to scale up our impact, ensuring that our solutions reach those who need them most.
5. Empower the next generation through educational programs and initiatives that inspire young people to pursue careers in sustainability and become environmental leaders in their communities.

Currently, Smog Armor develops non-toxic paints intended to reduce indoor air pollution. The company offers an alternative to the conventional paints made with chemicals and toxins that harm the body and environment. Our products



are enhanced with a natural mineral that attracts and eliminates air pollution wherever painted, thereby enabling our customers to create a more non-toxic, eco-friendly, healthier surrounding and health.

Going forward, Smog Armor will form partnerships to create innovative carbon mineralization projects intended to eventually become Direct Air Capture (DAC) projects, the first of which is Monarch Carbon Solutions LLC. Unlike traditional carbon projects, the envisioned solution should efficiently capture and store carbon while producing high demand construction materials.

We are currently developing patents further our mission in deploying various carbon-capturing technologies through all industries

The state-of-the-art projects are designed to sequester atmospheric CO2 and incorporate it into pre-cast concrete products via carbon mineralization. This approach generates valuable carbon credits and a tangible byproduct, catering to the growing demand for sustainable building materials.

Designed to comply with the latest IRS 45Q regulations, our projects will initially be in high-sunshine US regions, such as NV, CA, TX, and AZ, and will prioritize designated opportunity zones to maximize tax incentives and investment benefits. In addition, our projects will utilize IoT sensors and AI technologies, enabling monitoring, measurement, and optimization of performance.

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

Smog Armor Co.

Smog Armor Paint, LLC

Monarch Carbon Solutions LLC (newly formed replacing Project Saguaro LLC (due to naming issues)).

C. Describe the issuers' principal products or services.

Breathe

Smog Armor Breathe is a non-toxic, Zero-VOC, water-based paint, infused with our enhanced mineral, which attracts and neutralizes harmful air pollutants, and VOCs/Airborne chemicals, including carbon dioxide.

Air Primer

Smog Armor Air Primer Interior and Exterior eco-friendly, low odor, Zero-VOC, high-quality primer, formulated with our enhanced natural minerals that attract and neutralizes air pollutants and odors.

Precast Concrete Masonry Units

Smog Armor has a Technology License and Carbon Credit Agreement with Carbon Limit Co. ("CL"). under which it can produce and/or sell concrete products utilizing CLs patented ([US-11931693-B2](#)) carbon mineralization technology. The Company shall pay a royalty of 5% of net sales for all products sold under the CaptureCrete™ brand and 10% under a Company brand. CaptureCrete™ is a trademark of Carbon Limit Co. Under the terms of the license, 80% of the net carbon credit sales generated by Smog Armor will be paid to Smog Armor.

5) Issuer's Facilities

Executive Offices

The issuers executive offices are maintained at 4701 Orange Dr, Building 19, Unit 28, Davie FL 33314-3901 on a month-to-month lease at a monthly rate of \$425. The Company is looking to lease a manufacturing/R&D center in Scottsdale, Arizona.

Manufacturing/Warehousing

The Company's paint products are manufactured using subcontractors and drop shipped.

During the quarter that ended March 31, 2024, the company Made payments in order to gain control of a building of approximately 56,000 square feet located in Casa Grande, Arizona and has been negotiating a lease with the owners in order to create a pilot project, Monarch Carbon Solutions, LLC ("Monarch"). Monarch assumed or paid in prepaid rent deposits of \$279,674 before and including the quarter ended 6/30/2024, \$93,224 of which it paid directly. We no longer believe that we can secure a lease with the owners who have increased their demands over time while offering no incentives. We will seek recovery of our deposits and transition to a different facility. Several other suitable facilities have been identified, and intend to build the facility in Bullhead City, AZ.



The Company intends to participate in Monarch Carbon Solutions LLC (Monarch) as the owner of eighty percent of Monarch's Class A Units and as the project manager, of a to-be-built precast concrete block manufacturer under the CL License. The Concrete Masonry Units (CMU's) planned to be manufactured at this facility are intended to generate carbon mineralization credits and eventually, if approved, direct-air-capture carbon credits and, possibly, 45Q tax credits.

6) All Officers, Directors, and Control Persons of the Company

Names of All Officers, Directors, and Control Persons	Affiliation with Company (e.g. Officer Title /Director/Owner of 5% or more)	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
Rashad A. Davis	CEO, CFO, Director	Phoenix, AZ	N/A	N/A	N/A	
Leonard Tim Sperry III	Owner of more than 5%	Davie, FL	61,492	Preferred E Super-Voting	61.49%	See Item 2 above for a description of Series E Convertible Preferred
Angel G. Pedroza	Owner of more than 5%	Davie, FL	22,225	Preferred E Super-Voting	22.23%	See Item 2 above for a description of Series E Convertible Preferred
Orielvis Padron	Owner of more than 5%	Davie, FL	9,685	Preferred E Super-Voting	11.76%	See Item 2 above for a description of Series E Convertible Preferred
David Mersky	Owner of more than 5%	Scottsdale, AZ	11,841	Preferred D Non-Voting	15.88%	See Item 2 above for a description of Series D Convertible Preferred
Rubicon Peak Capital LLC	Owner of more than 5%	Scottsdale, AZ	23,758	Preferred D Non-Voting	31.85 %	John Shebanow Manager
Michael Radonich	Owner of more than 5%	Huntington Beach, CA	6,124	Preferred D Non-Voting	8.21%	N/A
Launchpad Ventures, LLC	Owner of more than 5%	Phoenix, AZ	6,258	Preferred D Non-Voting	8.39%	Ronald Ause, Manager
Ron Ause	Owner of more than 5%	Phoenix, AZ	754	Preferred D Non-Voting	1.01%	Ron Ause controls Launchpad Ventures 9.44% combined

Name of Officer and Director	Position	Age
Rashad A. Davis	CEO, CFO, Director	34

Rashad A. Davis, Chief Executive Officer, and Director

Admired for traversing into various industries, driving radical growth, and building the infrastructure of multi-million-dollar enterprises, Rashad Davis is a trusted executive with experience in both the public and private sector. He has a consistent record of positioning organizations for success, spurring an increase in market share, and demonstrating a profound dedication to customer engagement. With an admiration for entering into new markets and building teams, Rashad is always ready to hit the ground running and deliver.

Prior to his new role, Rashad Davis was the founder of TRUPAK™, a contract manufacturing and distribution company. During his tenure, Mr. Davis assisted in the development of sustainable packaging and materials, while providing services to decrease businesses bottom line.

Mr. Davis was the Chief Operating Officer of a TRUTRIBE CORP, where he built systems that enabled the company to seamlessly deliver products to agencies within the federal government. With powerful strategies to successfully win procurement opportunities, Rashad garnered a 370% revenue increase within the first (3) months of his position with the company, leading them to be a trusted resource by large hospital networks for medical supply delivery.



Leonard Tim Sperry III, Director & Chairman

Tim Sperry resigned as a director during the quarter ended September, 2024, to avoid any conflicts with Carbon Limit Co

Angel Pedroza resigned as a director during the quarter ended June 30, 2024, to focus on Carbon Limit Co.

G. Pedroza, Director

Angel Pedroza resigned as a director during the quarter ended June 30, 2024, to focus on Carbon Limit Co.

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.



Securities Counsel (must include Counsel preparing Attorney Letters).

Name: Dalon J. Morgan,
Firm: Pinnacle Plan Law Center, PLC
9375 E. Shea Blvd., Suite 100
Scottsdale, AZ 85260
Phone: 480.513.0466
Email: morgan@pinnacleplanlaw.com

Accountant or Auditor

Name: Albert Golusin – Outside Accounting Support
Firm: Expedited Tax Services, LLC
14300 N Northsight Blvd, Ste 111
Scottsdale, AZ 85260
Phone: 480.656.2210
Email: aagolusin@mac.com

Investor Relations

None

All other means of Investor Communication:

Twitter: @SmogArmor

LinkedIn: <https://www.linkedin.com/company/smogarmor>

FaceBook: <https://www.facebook.com/smogarmor>

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.

9) Disclosure & Financial Information

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

Name: Rashad A. Davis
Title: CEO
Relationship to Issuer: CEO & Director

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: Albert Golusin, CPA
Title: Certified Public Accountant
Relationship to Issuer: Consultant

Describe the qualifications of the person or persons who prepared the financial statements:⁵ CPA

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

⁵ 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.



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.

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[Financial Statements Follow on Next Page]



NOHO, INC.
Unaudited Consolidated Balance Sheet
At March 31
2025

At September 30,
2024

ASSETS

Current assets:			
Cash	\$	924	\$ 9,142
Accounts receivable		14,231	14,231
Total current assets		<u>15,155</u>	<u>23,373</u>
Other assets:			
Equipment-net		4,183	4,449
Website - net		26,119	33,564
Royalty agreement		600,000	600,000
Intellectual property-net		71,799	71,799
Prepaid rent		326,287	326,287
Total other assets		<u>1,028,388</u>	<u>1,036,099</u>
Total assets	\$	<u><u>1,043,543</u></u>	\$ <u><u>1,059,472</u></u>

LIABILITIES AND STOCKHOLDERS' EQUITY

Current liabilities			
Account payable	\$	121,303	\$ 129,628
Loans from affiliates		39,074	40,208
Total current liabilities		<u>160,377</u>	<u>169,836</u>
Loans payable		89,496	71,500
Notes payable		20,643	20,643
Total liabilities		<u>270,516</u>	<u>261,979</u>
Commitments and Contingencies			
Minority Interest		350,000	52,051
Stockholders' equity (deficit)			
Preferred stock		175	165
Common stock		14,227,378	14,227,378
Additional paid-in capital		(8,531,604)	(8,241,832)
Accumulated (deficit)		(5,272,922)	(5,240,269)
Total stockholders' equity (deficit)		<u>423,027</u>	<u>745,442</u>
Total liabilities and stockholders' deficit	\$	<u><u>1,043,543</u></u>	\$ <u><u>1,059,472</u></u>

See accompanying notes to these unaudited consolidated financial statements.



NOHO, INC.
Unaudited Consolidated Statements of Operations

	For the three months ended March 31		For the six months ended March 31	
	2025	2024	2025	2024
Sales revenue	\$ 0	\$ 460	\$ 0	\$ 25,000
Cost of sales	0	35	0	7,760
Gross profit	0	425	0	17,240
Operating expenses				
Dues	0	143	6,940	160
Insurance expense	0	0	0	6,843
Professional fees	6,333	(6,386)	17,500	364
Director & officer compensation	0	0	0	5,425
Research & development	0	0	0	0
Rent expenses	0	937	0	5,644
Travel	16	965	103	937
Taxes and licenses	0	0	0	1,449
Website expenses	0	0	0	361
General and administrative expenses	135	175	399	1,308
Depreciation & amortization expense	3,855	3,855	7,711	22,840
Total operating expenses	10,339	(311)	32,653	45,331
Gain (loss) from operations	(10,339)	736	(32,653)	(28,091)
Other income (expenses)				
Interest expense	0	(665)	0	(1,354)
	⁷⁰	⁰	⁰	⁰
Total other gains (expenses)	70	(665)	0	(1,354)
Net income (loss)	\$ (10,269)	\$ 71	\$ (32,653)	\$ (29,445)
Wtd. avg. outstanding common shares	14,227,378,943	11,931,420,057	14,227,378,943	11,931,420,057
(Loss) per share				
Basic	\$ Nil	\$ Nil	\$ Nil	\$ Nil
Diluted	\$ Nil	\$ Nil	\$ Nil	\$ Nil

* Unissued common shares are anti-dilutive.

See accompanying notes to these unaudited consolidated financial statements.



NOHO INC.
Unaudited Statement of Stockholders Equity
Preferred

	Preferred A Shares	Amount	Preferred B Shares	Amount	Preferred C Shares	Amount	Preferred D Shares	Amount	Preferred E Shares	Amount
Balance at September 30, 2022			3,560,000	\$ 3,560	60,000	\$ 6,000	71,811	\$ 72	100,000	\$ 100
Royalty Agreement Dated 11/8/22					(60,000)	(6,000)				
Conversion into Common 3/21/2023			(3,560,000)	(3,560)						
Conversion of Series D into Common 5/31/23							(1,589)	(2)		
Net (loss) for the year ended Sept 30, 2023										
Balance at September 30, 2023	-	\$ -	-	\$ -	-	\$ -	70,222	\$ 70	100,000	\$ 100
Issuance of Preferred D for services							1,625	2		
Conversion of Series D into Common							(7,117)	(7)		
Sale of minority interest in Monarch										
Net (loss) for the year ended Sept 30, 2024										
Balance at September 30, 2024	-	\$ -	-	\$ -	-	\$ -	64,730	\$ 65	100,000	\$ 100
Issued Preferred D for minority interest in sub							9,856	10		
Adjust minority interest in Monarch										
Net (loss) for the 6 months ended Dec 31, 2024										
Balance at March 31, 2025	-	\$ -	-	\$ -	-	\$ -	74,586	\$ 75	100,000	\$ 100

See accompanying notes to these unaudited consolidated financial statements.



NOHO INC.
Unaudited Statement of Stockholders Equity
Common

	Common Shares	Amount	Paid-In Capital	Accumulated (Deficit)	Total
Balance at September 30, 2022	11,065,420,057	\$11,065,420	(\$5,679,636)	(\$5,487,696)	(\$92,180)
Royalty Agreement Dated 11/8/22			6,000		0
Conversion into Common 3/21/2023	498,400,000	498,400	(494,840)		0
Conversion of Series D into Common 5/31/23	367,600,000	367,600	(367,598)		0
Net income for the year ended Sept 30, 2023				490,991	490,991
Balance at September 30, 2023	11,931,420,057	\$ 11,931,420	\$ (6,536,074)	\$ (4,996,705)	\$ 398,811
Issuance of Preferred D for services	-		115,998		116,000
Conversion of Series D into Common	2,295,958,886	\$ 2,295,958	(2,295,952)		(1)
Minority interest in Monarch			474,196		474,196
Net (loss) for the year ended Sept 30, 2024				(243,564)	(243,564)
Balance at September 30, 2024	14,227,378,943	\$ 14,227,378	\$ (8,241,832)	\$ (5,240,269)	\$ 745,442
Issued Preferred D for minority interest in sub			(52,041)		(52,031)
Adjust minority interest in Monarch			(237,731)		(237,731)
Net (loss) for the 6 months ended Dec 31, 2024				\$ (32,653)	(32,653)
Balance at March 31, 2025	14,227,378,943	\$ 14,227,378	\$ (8,531,604)	\$ (5,272,922)	\$ 423,027

See accompanying notes to these unaudited consolidated financial statements.



NOHO, INC.
Unaudited Consolidated Statements of Cash Flows

	For the three months ended March 31,		For the six months ended March 31,	
	2025	2024	2025	2024
OPERATING ACTIVITIES				
Net income (loss) for the period	\$ (10,269)	\$ 71	\$ (32,653)	\$ (29,445)
Adjustments to reconcile net loss to net cash (used in) provided by operating activities:				
Depreciation and amortization expense	3,855	3,855	7,711	22,841
Changes in assets and liabilities:				
Incr/(decr) in accounts payable	(8,326)	18,505	(8,325)	26,400
Incr/(decr) in minority interest	8,187	0	8,187	0
Incr/(decr) in loans from related party	(8,487)	(22,880)	(1,134)	(21,180)
Net cash (used in) provided by operating activities	(15,040)	(449)	(26,214)	(1,384)
INVESTING ACTIVITIES				
NONE	0	0	0	0
Net cash (used in) provided by investing activities	0	0	0	0
FINANCING ACTIVITIES				
Issuance of loan payable	6,350	0	17,996	0
Net cash (used in) provided by financing activities	6,350	0	17,996	0
INCREASE (DECREASE) IN CASH	(8,690)	(449)	(8,218)	(1,384)
CASH, BEGINNING OF PERIOD	9,614	8,359	9,142	9,294
CASH, END OF PERIOD	\$ 924	\$ 7,910	\$ 924	\$ 7,910
NON-CASH TRANSACTIONS IN COMMON SHARES				
Conversion of Pref B into common shares	\$ 0	\$ 498,400	\$ 0	\$ 498,400
Issuance of Pref B for minority interest	\$ 289,772	\$ 0	\$ 289,772	\$ 0

See accompanying notes to these unaudited consolidated financial statements.



NOHO, INC
Notes to Financial Statements
For the quarters ended March 31, 2025, and 2024

NOTE 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Organization

Noho, Inc. (the “Company” or “Noho”) was incorporated in the state of Wyoming on September 30, 2011, under the name Real Estate Pathways, Inc. On January 9, 2013, it changed its name to NOHO, Inc. On March 18, 2021, it reinstated its status by filing in Wyoming.

Summary of Significant Accounting Policies

The Company's financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America and are expressed in U.S. dollars.

The Company's fiscal year end is September 30.

Nature of operations

Smog Armor develops non-toxic paints designed to reduce indoor air pollution. The company provides an alternative to conventional paints made with chemicals and toxins that can harm both the body and the environment. Our products are enhanced with a natural mineral that attracts and eliminates air pollution wherever they are applied, enabling our customers to create a more non-toxic, eco-friendly, and healthier environment.

From now on, Smog Armor intends to partner with other companies to create innovative Direct Air Capture (DAC) projects. Unlike traditional DAC projects, the envisioned solution should efficiently capture and store carbon while producing high-demand construction materials.

Acquisition of Smog Armor Co.

On September 9, 2022, Noho, Inc. completed an agreement in an arm's-length transaction to acquire a majority stake in Smog Armor Co. in exchange for 71,811 Series D Preferred shares and 100,000 Series E Preferred shares of Noho, Inc., representing 94.29% of the total outstanding shares of Smog Armor Co. Noho plans to negotiate the purchase of the remaining shares of Smog Armor, which are reported on the Noho financial statements as minority interest. As part of the acquisition, the Smog Armor directors and their appointees took control of the board of directors of Noho, and the previous board members resigned. As a result of the change in control, for financial statement reporting purposes, the merger between the Company and Smog Armor has been treated as a reverse acquisition, with Smog Armor deemed the accounting acquirer and the Company deemed the accounting acquiree under the acquisition method of accounting in accordance with section 805-10-55 of the FASB Accounting Standards Codification. The reverse acquisition is considered a capital transaction, and the net assets of Smog Armor (the accounting acquirer) are carried forward to the Company (the legal acquirer and the reporting entity) at their carrying value before the acquisition. The acquisition process utilizes the capital structure of the Company and the assets and liabilities of Smog Armor, which are recorded at their historical cost.

Use of estimates

Preparing financial statements in accordance with generally accepted accounting principles requires management to make estimates and assumptions that impact the reported amounts of assets and liabilities, as well as the disclosure of contingent assets and liabilities at the financial statement date, and the reported amounts of revenue and expenses during the reporting period. Actual results may vary significantly from those estimates.

Fair value of financial instruments

We utilize ASC 820-10, Fair Value Measurement and Disclosure, to value financial assets and liabilities measured on a recurring basis. Fair value is defined as the exit price, or the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants as of the measurement date. The guidance also establishes a hierarchy for inputs used in measuring fair value that maximizes the use of observable inputs and minimizes the use of unobservable inputs by requiring the most observable inputs to be used when available. Observable inputs are those that market participants would use in valuing the asset or liability and are developed based on market data obtained from sources independent of our company. Unobservable inputs reflect our company's assumptions about the factors market participants would consider in valuing the asset or liability. The guidance establishes three levels of inputs that may be used to measure fair value:

Level 1. Observable inputs such as quoted prices in active markets; and



Level 2. Inputs, other than the quoted prices in active markets, that are observable either directly or indirectly; and

Level 3. Unobservable inputs in which there is little or no market data, which require the reporting entity to develop its own assumptions.

As of March 31, 2025, and March 31, 2024, there were no level 2 or 3 assets or liabilities.

Intangible assets

ASC 350 mandates that goodwill and intangible assets with indefinite useful lives should no longer be amortized, but instead, they must be tested for impairment at least annually according to the provisions of ASC 350. This standard also stipulates that intangible assets with definite useful lives are to be amortized over their respective estimated useful lives and to their estimated residual values while also being reviewed for impairment.

The Company's intangible assets consist of the costs of filing and acquiring various patents and trademarks, which are recorded at cost. The Company determined that the trademarks have an estimated useful life of approximately 11 years and will be reviewed annually for impairment. When their corresponding assets are in productive use, amortization will be recorded over the estimated useful life of the assets using the straight-line method for financial statement purposes.

Revenue Recognition

The Company has adopted ASC Topic 606, "Revenue from Contracts with Customers" ("ASC 606"), along with all related amendments. The Company chose to implement this guidance using the modified retrospective method. The adoption of this guidance did not materially impact the Company's financial position, results of operations, or cash flows.

The core principle of ASC 606 requires that an entity recognize revenue to represent the transfer of promised goods or services to customers in an amount that reflects the consideration the company expects to receive in exchange for those goods or services. ASC 606 defines a five-step process to achieve this core principle, and as a result, more judgment and estimates may be necessary in the revenue recognition process than under U.S. GAAP. This includes identifying performance obligations in the contract, estimating the amount of variable consideration to include in the transaction price, and allocating the transaction price to each distinct performance obligation.

The Company recognizes revenue as goods are sold and are considered complete upon successful delivery of the product to the customer as the Company has no further performance obligations and collection is assured as the Company is paid 100% of the retail price of its products when they sold.

The Company's revenues, accounted for under ASC 606, do not require significant estimates or judgments based on the nature of its revenue stream. The sales price is generally fixed at the point of sale, and all consideration from the sale is included in the transaction price. The Company's sales do not include multiple performance obligations or variable consideration.

Stock-based compensation

The Company records stock-based compensation in accordance with the guidance in ASC Topic 505 and 718, which requires it to recognize expenses related to the fair value of its employee stock option awards. This eliminates accounting for share-based compensation transactions using intrinsic value and requires a fair-value-based method instead. The Company recognizes the cost of all share-based awards on a graded vesting basis over the vesting period of the award.

The Company accounts for equity instruments issued in exchange for the receipt of goods or services from parties other than employees, in accordance with FASB ASC 718-10 and the conclusions reached by FASB ASC 505-50. Costs are measured at the estimated fair market value of the consideration received or the estimated fair value of the equity instruments issued, whichever is more reliably measurable. The value of equity instruments issued for consideration other than employee services is determined based on the earliest of a performance commitment or the completion of performance by the provider of goods or services, as defined by FASB ASC 505-50.

Income taxes

We account for income taxes in accordance with ASC 740-10, Income Taxes. We recognize deferred tax assets and liabilities to reflect the estimated future tax effects, calculated at currently effective tax rates, of future deductible or taxable amounts attributable to events that have been recognized cumulatively in the consolidated financial statements. A valuation allowance related to a deferred tax asset is recorded when it is more likely than not that some portion of the deferred tax asset will not be realized. Deferred tax assets and liabilities are adjusted for the effects of changes in tax laws and rates as of the date of enactment.

ASC 740-10 prescribes a recognition threshold that a tax position must meet before being recognized in the financial statements and provides guidance on recognition, measurement, classification, interest and penalties, accounting in



interim periods, disclosure, and transition issues. We classify interest and penalties as a component of interest and other expenses. To date, no interest or penalties have been assessed or paid.

We measure and record uncertain tax positions by establishing a threshold for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. Only tax positions meeting the more-likely-than-not recognition threshold at the effective date may be recognized or continue to be recognized.

Due to recurring net losses, the company made no income tax provision for the periods ended March 31, 2025, and March 31, 2024.

Loss per common share

Net loss per share is provided in accordance with ASC Subtopic 260-10. We present basic loss per share ("EPS") and diluted EPS on the face of the statements of operations. Basic EPS is computed by dividing reported losses by the weighted average shares outstanding. Loss per common share has been computed using the weighted average number of common shares outstanding during the year.

NOTE 2. GOING CONCERN

The accompanying unaudited financial statements have been prepared assuming that the Company will continue as a going concern, which contemplates the recoverability of assets and the satisfaction of liabilities in the normal course of business. Since its inception, the Company has been engaged substantially in financing activities and developing its business plan and marketing.

The ability of the Company to continue as a going concern is dependent upon its ability to raise additional capital from the sale of common stock or through debt financing and, ultimately, the achievement of significant operating revenues. These financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts or amounts and classification of liabilities that might result from this uncertainty.

NOTE 3. INTANGIBLE ASSETS

On June 17, 2021, the Company acquired Vestra, LLC, in a related party transaction, for 2,000,000 shares of its Series B Preferred shares valued at \$500,000. Vestra is a special purpose LLC established to hold the Rad8 brand and operate the site rad8life.com for the sale of Delta 8 THC products and may be expanded to cover other products.

On November 8, 2022, the Company sold Vestra, LLC, in a related party transaction, for 2,000,000 shares of its Series B Preferred shares valued at \$500,000. Vestra is a special purpose LLC established to hold the Rad8 brand and operate the site rad8life.com for the sale of Delta 8 THC products and may be expanded to cover other products.

NOTE 4. ASSET SALE & ROYALTY AGREEMENT

On November 8, 2022, the Company sold, in a non-arms-length transaction, the assets listed below to Sibannac, Inc. (SNNC), a company controlled by its former director, David Mersky.

Websites: NOHOSHOT.COM; NOHODRINK.COM URL; RAD8LIFE.COM URL; all other websites or domain names owned by the Company relating to the NOHO Shot or other NOHO consumer products and RAD8 branded products, whether or not in current production

Vestra, LLC, an Arizona Limited Liability Company.

All Social Media Accounts relating to the NOHO liquid products; Inventory on hand; Formulations; Furniture; Fixtures; Computers; Point Of Purchase materials and displays Contracts.

All IP for DRNK including Trademarks Websites including the Nohoshot.com URL, social media and distribution rights.

SNNC assumed the following liabilities of the Company:

Deferred and accrued salaries; all accounts payable to Carl Ranno ESQ.; Vestra, LLC.

A demand note dated 10/19/21 in the amount of \$150,000.

All Series C shares issued to Lifetime Branding were canceled as well.

Finally, SNNC issued a Royalty Agreement which will pay, for seven years (7) on the "After Shot Product" in cash or stock at the SNNC's discretion the following royalties.

5% up to 2MM sales

4% +2MM to 3MM



3% +3MM to 4MM
2% +4MM to 5MM
1% +5MM

NOTE 5. INVESTMENT IN MONARCH CARBON SOLUTIONS, LLC

In April of 2024, the Company formed Monarch Carbon Solutions to exploit a Technology License and Carbon Credit Agreement with Carbon Limit Co. ("CL"), under which it can produce and sell concrete products utilizing CL's patented ([US-11931693-B2](#)) carbon mineralization technology. The Company shall pay a royalty of 5% of net sales for all products sold under the CaptureCrete™ brand and 10% under a Company brand. CaptureCrete™ is a trademark of Carbon Limit Co. Under the license terms, 80% of the net carbon credit sales generated by Smog Armor will be paid to Smog Armor.

The Company intends to participate in Monarch Carbon Solutions LLC (Monarch) as the owner of as much as eighty percent or more of Monarch's Class A Units and as the project manager of a to-be-built precast concrete block manufacturer under the CL License. The Concrete Masonry Units (CMUs) planned to be manufactured at this facility are intended to generate carbon mineralization credits, direct-air-capture carbon credits, and, possibly, 45Q tax credits if they are approved.

During the June 30, 2024 quarter, Monarch raised \$290,000 from outside investors for its B units. The B units have a priority claim on any profits realized by Monarch until all of the investment is recaptured by the B holders and then split with the A holders.

Monarch assumed and/or paid in prepaid rent deposits of \$279,674 before and including the quarter ended 6/30/2024, \$93,224 of which it paid directly. During this period, Monarch was negotiating a lease, but in August of 2024, negotiations broke down, and Monarch does not feel that it is likely that we will succeed. Should Monarch not successfully execute a lease before the quarter ended 9/30/24, we will seek the return of all deposits made and lease a different facility from a list of available alternatives.

Monarch issued 60,000 A units for \$60,000 in debt related to lease deposits, and Monarch's formation during the quarter ended June 30, 2024.

The Company holds 440,000 shares of A units.

NOTE 6. STOCKHOLDERS' EQUITY

Preferred Stock

The Company has authorized 75,000,000 shares of Preferred Stock. Notwithstanding the designation of the class of Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock, Series D Preferred Stock, and Series E Preferred Stock, all described below; the designations, preferences, limitations, restrictions, and relative rights of any additional classes of Preferred Stock, and variations in the relative rights and preferences as between different series shall be established in accordance with the Wyoming Business Corporation Act by the board of directors of the Company ("Board of Directors").

Series A Preferred Stock

The Board of Directors have designated 10,000,000 shares as Series A Preferred Stock. The Designation of the Series A Preferred Stock, as amended, includes voting rights whereas, for so long as any shares of the Series A Preferred Stock remain issued and outstanding, the holders thereof, voting separately as a class, shall have the right to vote on all shareholder matters with a vote equal to fifty-one percent (51%) of all the issued and outstanding capital stock of the Corporation on a fully diluted basis of the total vote on matters to which all shareholders of the Corporation are entitled to vote. The Series A Preferred Stock does not have any conversion rights or liquidation rights.

On September 9, 2022, 10,000,000 shares of Series A Preferred Stock were canceled in partial consideration of the issuance of 15,000 shares of Series D Preferred Stock to David Mersky, a former director of the Company. See the Related Party and Intellectual Property Notes herein.

As of March 31, 2025, there were NO shares of Series A Preferred Stock issued and outstanding.

Series B Preferred Stock

As of September 30, 2021, the Board of Directors of the Company have designated 50,000,000 shares as Series B Preferred Stock. The Designation of the Series B Preferred Stock, as amended, includes conversion rights, whereby the holders of Series B Preferred Stock shall have the right to convert each share of Series B Preferred Stock into one



hundred forty (140) shares of common stock of the Company. The Series B Preferred Stock has no voting rights or liquidation rights.

On February 5, 2020, 1,000,000 shares were issued for consulting services valued at \$140,000.

On June 17, 2021, 2,000,000 shares were issued in exchange for all the ownership interests of Vestra, LLC, including the rad8life.com website and all leads generated thereunder. See the Related Party and Intellectual Property Notes herein.

On August 25, 2021, 2,000,000 shares of Series B Preferred Stock, with a par value of \$2,000, together with 60,000 shares of Series C Preferred Stock, with a par value of \$6,000, were issued on August 25, 2021, in exchange for forgiveness of \$600,000 in debt related to Product Development.

On November 11, 2021, 4,320,000 shares of Series B Preferred Stock were converted into 604,800,000 shares of Common Stock.

No December 9, 2021, 400,000 shares of Series B Preferred Stock, with a par value of \$400 were issued in exchange for marketing consulting services totaling \$28,000.

On June 9, 2022, 2,000,000 shares of Series B Preferred Stock issued to Sibannac, Inc. in exchange for all the ownership interests of Vestra, LLC were canceled and converted into 280,000,000 shares of Common Stock. See the Related Party and Intellectual Property Notes herein.

On June 9, 2022, 1,428,571 shares of Series B Preferred Stock issued to the Company's former CEO were canceled and converted into 199,999,940 shares of Common Stock. See the Related Party and Intellectual Property Notes herein.

On September 9, 2022, 13,691,429 shares of Series B Preferred Stock were canceled in partial consideration of the issuance of 15,000 shares of Series D Preferred Stock to David Mersky, a former director of the Company. See the Related Party and Intellectual Property Notes herein.

On November 28, 2022, 2,000,000 shares of Series B Preferred Stock issued to the Lifetime Branding Collaborative, LLC, a company controlled by a former director, were canceled and converted into 240,000,000 shares of Common Stock. See the Related Party and Intellectual Property Notes herein.

On March 21, 2023, the remaining 3,560,000 shares of Series B Preferred Stock were converted into 498,400,000 shares of Common Stock. As of the date of this report, no shares of Series B Preferred Stock are outstanding.

As of March 31, 2025, there were NO shares of Series B Preferred Stock issued and outstanding.

Series C Preferred Stock

The Board of Directors of the Company have designated 300,000 shares as Series C Preferred Stock. The Designation of the Series C Preferred Stock, as amended, includes a liquidation preference of \$10.00 per share. The Series C Preferred Stock has no voting rights and no conversion rights.

On August 25, 2021, 60,000 shares of Series C Preferred Stock, with a par value of \$6,000, together with 2,000,000 shares of Series B Preferred Stock, with a par value of \$2,000, in exchange for forgiveness of \$600,000 in debt related to Product Development.

On November 8, 2022 all 300,000 shares of Series C Preferred Stock were canceled as part of the Asset Sale described in Note 4 above.

As of March 31, 2025, there were NO shares of Series C Preferred Stock issued and outstanding.

Series D Preferred Stock

The Company's Board of Directors has designated 100,000 shares as Series D Preferred Stock. As amended, the Designation of the Series D Preferred Stock includes a liquidation preference of \$0.05 per share.

The Series D Convertible Preferred Stock is convertible at a ratio equal to 0.0025% of the total number of shares of Common Stock outstanding at the time of the Conversion Demand (the "Conversion Ratio"). However, in no event shall the Conversion Ratio be less than two hundred and fifty (250) shares of Common Stock for each share of Class & Stock being converted.

The Series D Convertible Preferred Stock is subject to a conversion limitation preventing any holder of Series D shares from converting to a number of common shares in excess of four and nine-tenths' percent (4.9%) of the outstanding Common stock. This limit may be waived on ninety (90) days' notice.



The liquidation preferences of Series D Convertible Preferred Stock are greater than those of Common and Series A, B, and C Preferred.

The Series D Convertible Preferred Stockholders are not entitled to vote on matters to which all shareholders of the Corporation are entitled to vote.

On September 9, 2022, 71,811 shares of Series D Preferred Stock, with a par value of \$71.81 were issued in connection with a Securities Exchange Agreement through which the Company acquired Smog Armor Co and Smog Armor Paint.

On May 31, 2023, 1,589 shares of Series D Preferred Stock were canceled in consideration of the issuance of 367,600,000 shares of Common Stock to a former company director.

On July 21, 2024, 1,400 shares of Series D Preferred Stock were issued in consideration of \$100,000 in debt and advance payment of legal services to the Company's counsel.

On August 1, 2024, 225 shares of Series D Preferred Stock were issued in consideration of \$16,000 in debt for marketing services to a consultant in connection with a packaging patent under development.

On August 7, 2024, 1,341 shares of Series D Preferred Stock were canceled in consideration of the issuance of 400,001,526 shares of Common Stock to a holder.

On August 7, 2024, 1,770 shares of Series D Preferred Stock were canceled in consideration of the issuance of 564,162,538 shares of Common Stock to a former company director.

On September 17, 2024, 748 shares of Series D Preferred Stock were canceled in consideration of the issuance of 241,147,720 shares of Common Stock to a holder.

On September 19, 2024, 1,258 shares of Series D Preferred Stock were canceled in consideration of the issuance of 413,151,102 shares of Common Stock to a holder.

On September 23, 2024, 2,000 shares of Series D Preferred Stock were canceled in consideration of the issuance of 677,496,000 shares of Common Stock to a holder.

On February 8, 2025, 9,856 81 were issued in connection with share exchange wherein the holders of the minority interest in Smog Armor Co were compensated for the cancellation of their shares in Smog Armor Co. and the \$52,041 in minority interest in Smog Armor Co. was eliminated.

As of March 31, 2025, 74,586 shares of Series D Preferred Stock were issued and outstanding.

Series E Preferred Stock

The Company's Board of Directors has designated 100,000 shares as Series E Preferred Stock. As amended, the Designation of the Series E Preferred Stock includes a liquidation preference of \$0.05 per share.

The Series E Convertible Preferred Stock is convertible at a ratio equal to 0.002% of the total number of shares of Common Stock outstanding at the time of the Conversion Demand (the "Conversion Ratio"). However, in no event shall the Conversion Ratio be less than two hundred and fifty (250) shares of Common Stock for each share of Class & Stock being converted.

The Series E Convertible Preferred Stock is subject to a conversion limitation preventing any holder of Series E shares from converting to a number of common shares in excess of four and nine-tenths' percent (4.9%) of the outstanding Common stock. This limit may be waived on ninety (90) days' notice.

The Series E Convertible Preferred Stock has liquidation preferences greater than Common and Series A, B, C, and D Preferred.

At any Shareholder Meeting where any matters are presented to the Common stockholders, each Series E share shall hold votes equal to five hundred thousand (500,000) Common Stock.

On September 9, 2022, 100,000 shares of Series D Preferred Stock, with a par value of \$71.81 were issued in connection with a Securities Exchange Agreement through which the Company acquired Smog Armor Co and Smog Armor Paint.

As of March 31, 2025, there were 100,000 shares of Series E Preferred Stock issued and outstanding.

Common Stock

As of September 30, 2021, there were 15,000,000,000 common shares authorized and 10,345,420,117 shares issued and outstanding.



On April 1, 2022, the Unissued Stock Liability (valued at \$64,170) recorded during the third quarter of Fiscal Year 2021 was recorded as a gain on extinguishment of debt after the relevant statute of limitations on the note for which it had been recorded elapsed.

On June 9, 2022, 2,000,000 shares issued to Sibannac, Inc. in exchange for all the ownership interests of Vestra, LLC were canceled and converted into 280,000,000 shares of Common Stock. See the Related Party and Intellectual Property Notes herein.

On June 9, 2022, 1,428,571 shares of Series B Preferred Stock issued to the Company's CEO were canceled and converted into 199,999,940 shares of Common Stock. See the Related Party and Intellectual Property Notes herein.

On September 28, 2022, 2,000,000 shares of Series B Preferred Stock issued to the Company's CEO were canceled and converted into 240,000,000 shares of Common Stock. See the Related Party and Intellectual Property Notes herein.

On March 21, 2023, the remaining 3,560,000 shares of Series B Preferred Stock were converted into 498,400,000 shares of Common Stock. As of the date of this report, no shares of Series B Preferred Stock are outstanding.

On May 31, 2023, 1,589 shares of Series D Preferred Stock were canceled in consideration of the issuance of 367,600,000 shares of Common Stock to a former company director.

On August 7, 2024, 1,341 shares of Series D Preferred Stock were canceled in consideration of the issuance of 400,001,526 shares of Common Stock to a holder.

On August 7, 2024, 1,770 shares of Series D Preferred Stock were canceled in consideration of the issuance of 564,162,538 shares of Common Stock to a former company director.

On September 17, 2024, 748 shares of Series D Preferred Stock were canceled in consideration of the issuance of 241,147,720 shares of Common Stock to a holder.

On September 19, 2024, 1,258 shares of Series D Preferred Stock were canceled in consideration of the issuance of 413,151,102 shares of Common Stock to a holder.

On September 23, 2024, 2,000 shares of Series D Preferred Stock were canceled in consideration of the issuance of 677,496,000 shares of Common Stock to a holder.

As of March 31, 2025, 14,227,378,943 shares of Common Stock were issued and outstanding.

NOTE 7. Subsequent Events

On May 9, 2025, the Company entered into an asset purchase agreement with a third party. The transaction is expected to close before May 31, 2025, subject to customary closing conditions. Upon closing, as a result of an agreement between the third party and the current holders of the Series E Convertible Preferred Stock, a change of control of the Company is expected to occur.



10) Issuer Certification

Principal Executive Officer:

I, Rashad A. Davis certify that:

1. I have reviewed this Disclosure Statement for Noho, Inc.;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

May 20, 2025

/s/ RASHAD. A. DAVIS

Principal Financial Officer:

I, Rashad A. Davis certify that:

1. I have reviewed this Disclosure Statement for Noho, Inc.;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

May 20, 2025

/s/ RASHAD. A. DAVIS

