

# BRANDED LEGACY INC.

Amendment to Quarterly Report for 03/31/2025 originally published through the OTC Disclosure & News Service on [05/23/2025](#)

## Explanatory Note:

Updated shareholder corporate entities to disclose the control person in the issuance history, added prior period comparative to the balance sheet and cash flow statements in financial, and update prepared by section to Jeffery Robison.

*\*\*This coversheet was automatically generated by OTC Markets Group based on the information provided by the Company. OTC Markets Group has not reviewed the contents of this amendment and disclaims all responsibility for the information contained herein.*

**Branded Legacy, Inc.**  
Incorporated in the State of Utah  
751 North Dr. Suite 9  
Melbourne, FL 32934

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321-345-3565  
[www.brandedlegacy.com](http://www.brandedlegacy.com)  
[info@brandedlegacy.com](mailto:info@brandedlegacy.com)  
SIC CODE: 2833

## Quarterly Report

**For the period ending March 31, 2025 (the “Reporting Period”)**

### **Outstanding Shares**

The number of shares outstanding of our Common Stock was:

873,162,516 as of 3/31/2025 *(Current Reporting Period Date or More Recent Date)*

873,162,516 as of 12/31/2024 *(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 Control<sup>4</sup> of the company has occurred during this reporting period:

Yes: ☐ No: ☒

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<sup>4</sup> “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.

- Branded Legacy, Inc, a Utah corporation (“BLEG” or the “Company”). Previously Elev8 Brands, Inc. The name change took place on May 22, 2020.
- Elev8 Brands, Inc., a Utah corporation (“VATE” or the “Company”). Previously PLAD, Inc. The name change took place on October 5, 2016.
- PLAD, Inc., a Utah corporation (“PLAD” or the “Company”). Previously Vencor International, Inc. The name change took place on November 5, 2015.
- Vencor International, Inc., a Utah Corporation (“VCOR” or the “Company”) Previously Regal Apparel Group, Inc. The name change took place on May 1, 2003.
- Regal Apparel Group, Inc. a Utah Corporation (need ticker). Previously Vencor International, Inc. The name change took place on October 22, 1999.
- Vencor International, Inc. a Utah corporation (VCOR). Previously Blue Ridge, Inc. The name change took place on March 14, 1986
- Blue Ridge, Inc. A Utah corporation (need ticker). Established September 30, 1981

Current State and Date of Incorporation or Registration: Utah

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

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

N/A

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

N/A

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

N/A

Address of the issuer’s principal executive office:

N/A

Address of the issuer’s principal place of business:

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

Company Headquarters

Address: 751 North Drive Suite 9

Melbourne, FL 32934

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: Securities Transfer Corporation  
Phone: (469) 633-0101  
Email: shelbert@stctransfer.com  
Address: 2901 N. Dallas Parkway, Suite 380  
Plano, Texas 75093

### **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.*

Exact title and class of securities outstanding: Common  
CUSIP: 10528L105  
Par or stated value: .00001  
Total shares authorized: 900,000,000 as of date: 3/31/2025  
Total shares outstanding: 873,162,516 as of date: 3/31/2025  
Total number of shareholders of record: 533 as of date: 3/31/2025

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

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### **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: Preferred Series A  
Par or stated value: .00001  
Total shares authorized: 2,500,000 as of date: 3/31/2025  
Total shares outstanding (if applicable): 2,200,000 as of date: 3/31/2025  
Total number of shareholders of record (if applicable): 1 as of date: 3/31/2025

Exact title and class of the security: Preferred Series B  
Par or stated value: .00001  
Total shares authorized: 7,500,000 as of date: 3/31/2025  
Total shares outstanding (if applicable): 834,000 as of date: 3/31/2025  
Total number of shareholders of record (if applicable): 1 as of date: 3/31/2025

Exact title and class of the security: Preferred Series		
Par or stated value:	.00001	
Total shares authorized:	1,000,000	as of date: 3/31/2025
Total shares outstanding (if applicable):	880,000	as of date: 3/31/2025
Total number of shareholders of record (if applicable):	1	as of date: 3/31/2025

Exact title and class of the security: Preferred Series D		
Par or stated value:	.00001	
Total shares authorized:	6,200,000	as of date: 3/31/2025
Total shares outstanding (if applicable):	5,364,884	as of date: 3/31/2025
Total number of shareholders of record (if applicable):	7	as of date: 3/31/2025

Exact title and class of the security: Preferred Series E		
Par or stated value:	.00001	
Total shares authorized:	3,800,000	as of date: 3/31/2025
Total shares outstanding (if applicable):	3,800,000	as of date: 3/31/2025
Total number of shareholders of record (if applicable):	1	as of date: 3/31/2025

*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.**

Common Shares are not eligible to receive a dividend. Common shareholders have the right to one vote per common share.

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

- a. Preferred A converts on a one-to-one basis. Preferred B converts on a one-to-one basis. Series A Preferred Stock shall have the right to have one vote per each share of Series A Preferred Stock that is held. Series B Preferred Stock shall have the right to have one vote per each share of Series B Preferred Stock that is held. Neither Preferred Series A Stock or Preferred Series B Stock are eligible to receive dividends. The holders of Series A Preferred Stock, and Series B Preferred Stock have the same liquidation rights as the holders of the Company's Common Stock.
- b. Preferred D Stock has the same liquidation rights as the holders of the Company's Common Stock. Series D Preferred Stock shall have full voting rights and powers equal to the voting rights and powers of the holders of Common Stock, and shall be entitled to notice of any stockholders' meeting in accordance with the bylaws of the Company (as in effect at the time in question) and applicable law, and shall be entitled to vote, together with the holders of Common Stock, with respect to any question upon which holders of Common Stock have the right to vote, except as may be otherwise provided by applicable law. Except as otherwise expressly provided herein or as required by law, the holders of Series D Preferred Stock and

the holders of Common Stock and other series of the Company's preferred stock shall vote together as a single class. At the Conversion Time, each share of Series D Preferred Stock subject to conversion shall be convertible into 110 shares of Common Stock

- c. Preferred E Stock Upon any liquidation, dissolution or winding up of the Company, whether voluntary or involuntary, before any distribution or payment shall be made to the holders of any stock ranking junior to the Series E Preferred Stock, the holders of the Series E Preferred Stock shall be entitled to be paid out of the assets of the Company an amount equal to \$1.00 per share or, in the event of an aggregate subscription by a single subscriber for Series E Preferred Stock in excess of \$100,000, \$0.997 per share (as adjusted for any stock dividends, combinations, splits, recapitalizations and the like with respect to such shares) (the "Preference Value"), plus all declared but unpaid dividends, for each share of Series E Preferred Stock held by them. After the payment of the full applicable Preference Value of each share of the Series E Preferred Stock as set forth herein, the remaining assets of the Company legally available for distribution, if any, shall be distributed ratably to the holders of the Company's Common Stock. At the Conversion Time, each share of Series E Preferred Stock subject to conversion shall be convertible into 30 shares of Common Stock. Each share of Series E Preferred Stock shall have 250,000 votes for any election or other vote placed before the shareholders of the Company.

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

- a. There are no other material rights of common or preferred shareholders.

**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.**

- a. There are no provisions in the issuer's charter or by-laws that would delay, defer or prevent a change in control of the issuer.

**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> Date <u>12/31/2022</u>  Common: 295,002,816  Preferred: 12,716,659			*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.  ***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.
1/26/2023	cancellation	-17,520,000	Common	.001	No	Ryan Medico	Employment Agreement	Restricted	None
3/17/2023	Cancellation	-20,000,000	Common	.001	No	Reel Skinz, LLC  Corp -  Christopher Balseiro	Acquisition Agreement	Restricted	None
3/23/2023	New Issuance	834,000	Preferred D	.0001	No	Jamie Collins	Consulting	Restricted	None
6/7/2023	Transfer	16,800,000	Common	.001	No	MN 2019, LLC –  Matthew Nicoletti	Conversion Notice	Unrestricted	None
6/16/2023	New Issuance	32,137,758	Common	.001	No	Andrew Seelund	Employment Agreement	Restricted	None
6/16/2023	New Issuance	32,137,758	Common	.001	No	Steven Augustine	Employment Agreement	Restricted	None

6/16/2023	New Issuance	149,976,203	Common	.001	No	Phillip White	Employment Agreement	Restricted	None
6/16/2023	New Issuance	1,928,265,466	Common	.001	No	David Oswald	Employment Agreement	Restricted	None
6/23/2023	Conversion	-218,500	Preferred D	.0001	No	Ryan Medico	Conversion of D into Common	Restricted	None
6/23/2023	New Issuance	13,110,000	Common	.001	No	Ryan Medico	Conversion Notice		None
6/29/2023	New Issuance	300,000,000	Common	.001	No	David Oswald	Amendment to Employment Agreement	Restricted	None
7/7/2023	Conversion	-1,153,275	Preferred D	.0001	No	Ryan Medico	Conversion of D into Common	Restricted	None
7/7/2023	New Issuance	126,860,250	Common	.001	No	Ryan Medico	Conversion of Series D	Restricted	None
9/26/2023	New Issuance	115,460,000	Common	.001	No	RB CROWN CONSULTING LLC – Ryan Medico	Conversion from D	Restricted	None
10/18/2023	Canceled	-600,000,000	Common	.001	No	David Oswald	Retired Shares	Restricted	None



10/18/2023	Canceled	-1,000,000,000	Common	.001	No	David Oswald	Retired Shares	Restricted	None
12/8/2023	Canceled	-328,265,466	Common	.001	No	David Oswald	Retired Shares	Restricted	None
12/8/2023	Canceled	-71,734,534	Common	.001	No	David Oswald	Retired Shares	Restricted	None
12/22/2023	Canceled	-32,137,758	Common	.001	No	Steven Augustine	Retired Shares	Restricted	None
12/22/2023	Canceled	-32,137,758	Common	.001	No	Andrew Seelund	Retired Shares	Restricted	None
12/22/2023	Canceled	-149,976,203	Common	.001	No	Phillip White	Retired Shares	Restricted	None
12/22/2023	Canceled	-228,265,466	Common	.001	No	David Oswald	Retired Shares	Restricted	None
1/25/2024	Conversion	-450,000	Preferred D	.0001	No	Brandon Spikes	Agreement	Restricted	None
1/25/2024	New Issuance	49,500,000	Common	.001	No	Brandon Spikes	Agreement	Restricted	None
1/25/2024	New Issuance	2,000,000	Preferred D	.0001	No	Richard Pertile	Acquisition Agreement	Restricted	None
1/29/2024	Conversion	-450,000	Preferred D	.0001	No	Brandon Spikes	Agreement	Restricted	None

1/29/2024	New Issuance	49,500,000	Common	.001	No	Brandon Spikes	Agreement	Restricted	None
2/6/2024	Cancellation	-1,000,000	Preferred D	.0001	No	Brandon White	Agreement	Restricted	None
2/7/2024	Cancellation	-333,333	Preferred D	.0001	No	Matthew Nichols	Agreement	Restricted	None
2/7/2024	Cancellation	-366,667	Preferred D	.0001	No	Matthew Nichols	Agreement	Restricted	None
3/14/2024	New Issuance	1,074,995	Preferred D	.0001	No	RB CROWN CONSULTING LLC – Ryan Medico	Consulting Agreement	Restricted	None
4/4/2024	Conversion	-585,295	Preferred D	.0001	No	RB CROWN CONSULTING LLC – Ryan Medico	Consulting Agreement	Restricted	None
4/4/2024	New Issuance	64,382,450	Common	.001	No	Brandon Spikes	Agreement	Restricted	None
5/2/2024	Conversion	-125,000	Preferred D	.0001	No	Jamie Collins	Consulting Agreement	Restricted	None
5/2/2024	Conversion	-175,000	Preferred D	.0001	No	Jamie Collins	Consulting Agreement	Restricted	None
5/2/2024	New Issuance	19,250,000	Common	.001	No	Brandon Spikes	Agreement	Restricted	None

5/2/2024	New Issuance	13,750,000	Common	.001	No	Brandon Spikes	Agreement	Restricted	None
5/8/2024	Conversion	-590,910	Preferred D	.0001	No	Brandon Spikes	Agreement	Restricted	None
5/8/2024	New Issuance	65,000,100	Common	.001	No	Brandon Spikes	Agreement	Restricted	None
5/30/2024	Conversion	-174,550	Preferred D	.0001	No	RB CROWN CONSULTING LLC – Ryan Medico	Agreement	Restricted	None
6/6/2024	New Issuance	19,200,500	Common	.001	No	Brandon Spikes	Agreement	Restricted	None
6/18/2024	Conversion	-151,450	Preferred D	.0001	No	RB CROWN CONSULTING LLC – Ryan Medico	Consulting Agreement	Restricted	None
6/18/2024	Conversion	-409,090	Preferred D	.0001	No	Brandon Spikes	Agreement	Restricted	None
6/18/2024	New Issuance	16,659,500	Common	.001	No	Brandon Spikes	Agreement	Restricted	None
6/18/2024	New Issuance	44,999,900	Common	.001	No	Brandon Spikes	Agreement	Restricted	None
07/08/2024	New Issuance	2,800,000	Preferred D	0.001	No	Tyler Stone	Acquisition Agreement	Restricted	None
9/16/2024	Cancelled	-163,700.00	Preferred	0.001	No	RB CROWN CONSULTING LLC – Ryan	Consulting Agreement	Restricted	None

			D			Medico			
09/16/2024	New Issuance	18,007,000	Common	0.001	No	RB CROWN CONSULTING LLC – Ryan Medico	Consulting Agreement	Restricted	None
Shares Outstanding on Date of This Report:  <u>Ending Balance:</u> Date <u>3/31/2025</u> Common: 873,162,516 Preferred: 13,078,884									

**Example:** A company with a fiscal year end of December 31<sup>st</sup> 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 <sup>5</sup>	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g., Loan, Services, etc.)
6/20/2024	21,500	28,087.67	9/25/2025	Option to convert to shares	0	280,876,737.12	Matthew Nicoletti	Operating Capital
10/24/2023	\$16,500	21,254.55	10/24/2025	Option to convert to shares	0	212,545,504.38	Matthew Nicoletti	Operating Capital

<sup>5</sup> 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.

11/8/2023	\$29,000	36,834.66		Option to convert to shares	0	368,346,582.63	Matthew Nicoletti	Operating Capital
			11/8/2025					
12/28/2023	\$61,000	76,397.50		Option to convert to shares	0	763,975,004.91	RM Management Group (Chelsea Anderson)	Operating Capital
			12/28/2025					
3/14/2024	\$144,975	174,066.19		Option to convert to shares	0	1,740,661,949.32	RM Management Group (Chelsea Anderson)	Operating Capital
			3/14/2026					
6/20/2024	\$87,525	100,745.45		Option to convert to shares	0	1,007,454,500.44	RM Management Group (Chelsea Anderson)	Operating Capital
			6/20/2026					
7/31/2024	\$60,500	68,665.62		Option to convert to shares	0	686,656,229.29	RM Management Group (Chelsea Anderson)	Operating Capital
			7/31/2026					
9/13/2024	\$11,500	12,690.05		Option to convert to shares	0	126,900,451.02	Matthew Nicoletti	Operating Capital
			9/13/2026					
Total Outstanding Balance:		344,675.50	Total Shares:		0			

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

#### 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](http://www.OTCMarkets.com).

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

**Branded Legacy, Inc.** is a diversified holdings company with a primary focus on biotechnology and wellness product development. Over the past year, the company has made significant strides in expanding its operations, acquiring new businesses, and enhancing its product offerings.

**Business Operations:** Branded Legacy, Inc. specializes in the extraction, refinement, and synthesis of alkaloids, providing white/private label services, formulation, and co-packing solutions. The company's main business activities revolve around the commercial development of alkaloid-infused products such as vapes, tinctures, topicals, and gummies. Additionally, Branded Legacy engages in brand development, marketing, and promoting sustainability practices.

The company has expanded its portfolio through strategic acquisitions, including Sycamore BioPharma

Inc. and MariJ Pharmaceuticals Inc. These acquisitions have significantly bolstered Branded Legacy's capabilities in botanical extractions and drug delivery systems, enhancing their product offerings and market reach.

**Product Development and Services:** Branded Legacy, Inc. operates through its subsidiaries, Royal Biotek and The Alcannabist, which focus on advancing biotechnical research and development. Royal Biotek, in particular, conducts in-house pre-clinical trials to ensure product efficacy and safety, thereby building consumer trust. The company's state-of-the-art facilities in Melbourne, FL, support the production and distribution of high-quality wellness products.

**Sycamore BioPharma**, recently acquired by Branded Legacy, is renowned for developing plant-based pharmaceuticals and wellness solutions, including gummies, tinctures, compression sleeves, and pain-relieving topical creams. The acquisition of Sycamore BioPharma has brought over \$500,000 in inventory of products and raw materials as well as key personnel for advancing clinical trials. Sycamore supports Branded Legacy's mission to deliver high-quality, innovative products.

**MariJ Pharmaceuticals**, another significant acquisition, specializes in the development and distribution of cannabinoid-based products. This acquisition has added substantial value to Branded Legacy's portfolio, with MariJ Pharmaceuticals valued at close to \$2,000,000. The integration of MariJ Pharmaceuticals has enabled Branded Legacy to expand its product lines and leverage MariJ's expertise in cannabinoid extraction and formulation, further strengthening the company's position in the biotech and wellness markets.

Branded Legacy has also secured exclusive extraction partnerships and developed proprietary delivery systems for various health supplements, further solidifying its position in the wellness industry. The company's innovative approach is evident in its diverse product lines, which include not only traditional botanical extracts but also novel formulations aimed at improving bioavailability and therapeutic effectiveness.

**Growth and Market Strategy:** Branded Legacy is committed to sustainable growth through continuous innovation and strategic partnerships. The company's recent moves include acquiring new facilities, enhancing production capabilities, and expanding its market reach. By integrating advanced biotechnology with robust branding and marketing strategies, Branded Legacy aims to set new benchmarks in the wellness and biotech sectors.

The company's forward-thinking approach and strategic acquisitions have positioned it as a leader in the industry, with a focus on delivering high-quality, sustainable products that meet the evolving needs of consumers (Sources: Branded Legacy website, Business Insider).

For further details and updates on Branded Legacy's operations, please visit their [profile on OTC Markets](#) or their [official website](#).

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

**Total Refinement Solutions, LLC (DBA Royal Biotek)**  
**The Alcannabist, LLC**  
**MariJ Pharmaceuticals, Inc.**  
**Sycamore Biopharma, Inc. (SBP)**

All Companies are included in this disclosure statement.

C. Describe the issuers' principal products or services.

**Total Refinement Solutions, LLC (Royal Biotek):** Total Refinement Solutions, LLC, also known as Royal Biotek, is at the forefront of alkaloid extraction, refinement, and synthesis. The company has developed no less than four potential standard operating procedures (SOPs) for handling any given target alkaloid, ensuring flexibility and precision in their processes. These SOPs cover a broad spectrum of extraction techniques, including solvent extraction, supercritical fluid extraction, and advanced distillation methods. Royal Biotek offers comprehensive white label services, enabling businesses to create custom-branded products. Their product range includes vapes infused with various alkaloids, designed for both recreational and therapeutic uses; tinctures, which are concentrated liquid extracts suitable for sublingual administration and offer rapid onset of effects; topicals, including creams, balms, and lotions infused with alkaloids for localized relief of pain and inflammation; and gummies, which are edible products infused with precise dosages of alkaloids, catering to both recreational and medicinal markets. In addition to white label services, TRS offers contract extraction and refinement services, including bulk processing of botanical materials, purification of extracts, and formulation of end products tailored to client specifications.

**The Alcannabist, LLC:** The Alcannabist, LLC, serves as the sales and distribution arm of Branded Legacy, managing both B2B and B2C sales channels. The company focuses on bringing in-house developed products to market, ensuring wide accessibility and customer satisfaction. Current product offerings include vapes, available in various formulations under the VapeRx brand, targeting different user needs such as relaxation, energy, and focus, and tinctures, sold under the ElixRx brand, which come in various strengths and formulations for different therapeutic applications. The Alcannabist is poised to expand its product line to include all items manufactured by Total Refinement Solutions. Upcoming product lines in production or development stages include GummyRx, a range of alkaloid-infused gummies tailored for specific effects such as sleep, anxiety relief, and energy, and MoodMix Elixir, products designed to enhance mood and wellbeing, available in liquid form.

**MariJ Pharmaceuticals, INC:** MariJ Pharmaceuticals, INC, is renowned for its on-site production of high-quality botanical extracts using supercritical CO2 extraction technology. This method ensures the purity and potency of the extracts while maintaining the natural balance of compounds. Key offerings include "soil to oil" services, enabling small farmers to produce high-quality tinctures and vapes, bringing farm-to-table products within reach, and botanical extracts, producing extracts from various botanicals, including hemp and other medicinal plants, for use in tinctures, vapes, and other formulations.

**Sycamore BioPharma Inc:** Sycamore BioPharma INC offers a diverse range of products under several brands, designed to support health and wellness. Their offerings include the Right Coast, Drift, Aligned and Game Day Relief brands, which provide products aimed at sports recovery, sleep, anxiety relief, and recreational use. Their product lineup includes gummies and tinctures infused with specific alkaloids to target various health concerns, as well as non-consumable products such as topical creams, lubricants, and compression sleeves designed for therapeutic and recreational purposes. Sycamore and Royal Biotek also work together to develop pharmaceuticals and support them through the process of clinical trials and FDA approval, through a partnership with the Medical University of South Carolina.

Overall, Branded Legacy, Inc. and its subsidiaries provide a comprehensive range of products and services designed to meet the diverse needs of their clients and consumers, driven by a commitment to quality, innovation, and sustainability.

## 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 corporate office is located at 751 North Drive, Melbourne, FL 32934. It leases 14,000 square feet of space for \$14,000 a month. Its current lease ends August of 2030. This facility includes 750 sf of permitted food safe production area, as well as over 800 sf of lab space which is permitted to work with cannabis and other alkaloids.

Royal Biotek also utilizes an additional lab facility at 2231 SE 166th Ter, Morriston, FL. This facility is property of Sacred Leaf LLC, and is utilized through a mutually beneficial trade agreement wherein Royal Biotek provides contract extraction and refinement services to Sacred Leaf in exchange for use of the permitted facility.

With Branded Legacy's support, clinical trials are performed by Dr. Mark Hamann at the Medical University of South Carolina's Department of Drug Discovery and Biomedical Sciences located at 280 Calhoun Street, Pharmacy Building.

Material assets include a significant amount of laboratory, cooking, and packing equipment.

Extraction equipment: Rosin press, Closed loop hydrocarbon extraction unit, Screw press ethanol extraction system, CO2 extraction units (3), Centrifugal extractor.

Synthesis/Refinement equipment: Jacketed reaction vessels (5L, 20L, and 50L), Distillation rigs (2L short path, 5L short path, 6" wiped film, Falling film evaporator (2)), Heating/mixing elements (2L and 5L round bottom mantle, hotplates (2), induction heaters (3)), Liquid/liquid purification systems (1L, 2L, 5L). Filtration systems (4", 6", 8" buchner, Drain droid), Vacuum ovens (3), Incubators (2), Transite oven, Furnace, PCR cabinet, Centrifuge (3) Ball Mill (1).

Analytical equipment: HPLC DAD stacks (2), Gas chromatography unit, Reverse phase flash chromatography unit, Thin layer chromatography system, Micro NIR system.

Packing equipment: Blister packer, Tube fillers (4), Side sealers (4), Lot printers (3), Tunnel sealer, Label rollers (4), Heat tunnel.

Vehicles: International, Freightliner, F-250



Miscellaneous equipment: Computer systems, Vacuum pumps (11), Overhead mixers (3), Sonicators (2), nanoparticle processor, Carbon air filters (4), inline fans (6), Stainless steel tables (14), Stainless steel racks (5), Cryofreezer, Refrigerator/freezer, Oven, Glassware.

All of these materials are owned outright by the company and are valued at roughly \$4,600,000

## 6) All Officers, Directors, and Control Persons 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% Control person)	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)
David Oswald	Chairman	Melbourne, FL	3,800,000	Preferred E	100%
Phillip White	Compliance Officer	Leesburg, FL			
Jeffery Robison	CEO	Melbourne, FL			
Andrew Seelund	Independent Director	Umatilla, FL			

Confirm that the information in this table matches your public company profile on [www.OTCMarkets.com](http://www.OTCMarkets.com). If any updates are needed to your public company profile, log in to [www.OTCIQ.com](http://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](http://www.OTCMarkets.com). If any updates are needed to your public company profile, update your company profile.

### Securities Counsel

Name:	<u>Clifford J Hunt, Esquire</u>
Address 1:	<u>8200 Seminole Boulevard</u>
Address 2:	<u>Seminole, Florida 33772</u>
Phone:	<u>772-471-0444</u>
Email:	<u>cjh@huntlawgrp.com</u>

#### 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:*

Twitter: <https://twitter.com/BrandedLegacy>  
LinkedIn: <https://linkedin.com/company/royal-enterprises-inc>  
Facebook: <https://facebook.com/brandedlegacyinc>  
Website: <https://brandedlegacy.com/contact/investor-relations>

#### 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: **Jeffery Robison**  
Title: **CEO**  
Relationship to Issuer: **CEO**

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: Jeffery Robison

Title: CEO

Relationship to Issuer: CEO

Describe the qualifications of the person or persons who prepared the financial statements:<sup>6</sup> **Jeffery Robison has over 5 years of experience in finance and accounting with 2 years of experience in financial disclosure preparation for OTC Markets companies.**

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.

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<sup>6</sup> 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.

**Branded Legacy, Inc.**  
**Consolidated Balance Sheet**  
**Quarter Ending**  
**March 31, 2025**

	March 31,	December 31,
	2025	2024
<b>ASSETS</b>		
<b>Current Assets</b>		
Cash	13,475	7,129
Undeposited Funds		-
Accounts Receivable AR	216,515	216,515
<b>Total Current Assets</b>	<b>229,990</b>	<b>223,644</b>
<b>Fixed Assets</b>		
Accumulated Depreciation		(314,343)
Equipment	3,045,148	3,391,744
<b>Total Fixed Assets</b>	<b>3,045,148</b>	<b>3,077,402</b>
<b>Other Current Assets</b>		
Inventory Asset	63,683.26	34,052
Credit Card Receivables		-
Partner Loan		-
<b>Total Other Current Assets</b>	<b>63,683</b>	<b>34,052</b>
<b>TOTAL ASSETS</b>	<b>3,338,822</b>	<b>3,335,097</b>
<b>LIABILITIES &amp; EQUITY</b>		
<b>Liabilities</b>		
<b>Current Liabilities</b>		
Accounts Payable	361.64	362
Lease Liability		-
Credit	7,385	7,123
<b>Total Current Liabilities</b>	<b>7,747</b>	<b>7,485</b>
<b>Long Term Liabilities</b>		
KGB	1,500,000.00	1,500,000
PPP Loan RW		39,488
Equipment Loan		-
Convertible Note	518,741.70	-
Loan		-
<b>Total Long Term Liabilities</b>	<b>2,018,742</b>	<b>1,539,488</b>
<b>Total Liabilities</b>	<b>2,026,489</b>	<b>1,546,973</b>
<b>Stockholder Equity (Deficit)</b>		
<b>Common Stock</b>		

Par value \$.00001 873,162,516 shares issued	608,038.50	608,039
and outstanding at March 31, 2025		
Capital Preferred Stock		
Par value \$.00001 13,078,884 shares issued	3,113.76	3,114
and outstanding at March 31, 2025		
Opening Balance Equity	593,152.61	593,153
Funding from LOC		456,700
Additional Paid in Capital	307,512.00	274,347
Retained Earnings	-162,535.27	589,520
Net Income (Loss)	-36,948.54	(736,747)
Total Stockholder Deficit	1,312,333	1,788,124
<b>TOTAL LIABILITIES &amp; Stockholder Deficit</b>	<b>3,338,822</b>	<b>3,335,097</b>

**Branded Legacy, Inc.**  
**Consolidated Profit & Loss Statement**  
**Quarter Ending**  
**March 31, 2025**

	March 31,	December 31,
	2025	2024
<b>Revenue</b>	\$ 54,978	\$ 48,397
<b>Cost of Goods Sold</b>	\$ 8,937	\$ 17,374
<b>Gross Profit</b>	\$ 46,041	\$ 31,023
<b>Expense</b>		
General and Administrative	\$ 43,490	\$ 139,455
Stock Compensation		\$ -
<b>Total Expense</b>	\$ 43,490	\$ 139,455
<b>EBITDA</b>	\$ 2,551	\$ (108,431)
<b>Other Expense</b>		
Depreciation Expense	\$ 32,253	
Interest Expense	\$ 7,246	
<b>Total Other Expense</b>	\$ 39,500	
<b>Net Other Expense</b>	\$ (36,949)	\$ (108,431)
<b>Net Loss Per Common Share</b>		
Basic and diluted	\$ -	\$ -
<b>Weighted Average Common Shares Outstanding</b>		
Basic and diluted	\$ 857,925,324	\$ 857,925,324

**Branded Legacy, Inc.**  
**Consolidated Cash Flow Statement**  
**Quarter Ending**  
**March 31, 2025**

	March 31,	December 31,
	2025	2024
<b>OPERATING ACTIVITIES</b>		
<b>Net Income</b>	\$(36,949)	\$ (108,431)
<b>Adjustments to reconcile Net Income</b>		
Common Stock Issued for Compensation		\$ -
Depreciation and Amortization		-
Purchase (Sales) of Inventory		-
<b>Changes in operating assets and liabilities</b>		
Decrease (Increase) in accounts receivable		-
Decrease (Increase) in inventory	(29,632)	-
Decrease (Increase) in undeposited funds		-
Decrease (Increase) in credit liabilities	(238)	(313)
Decrease (Increase) in lease liabilities		-
Increase (decrease) in accounts payable		-
<b>Net cash provided by Operating Activities</b>	\$(66,818)	\$(108,744)
<b>INVESTING ACTIVITIES</b>		
Purchase of Equipment	32,253	96,760
<b>Right of Use Assets</b>		
<b>Net cash provided by Investing Activities</b>	\$32,253	\$96,760
<b>FINANCING ACTIVITIES</b>		
Borrowing (Repayment) of Note Payable		
Additional paid in capital	33,165.00	9,700
Common Stock		
Loan	-39,488.00	
Convertible Notes Payable	432,500.00	
Accrued Interest	86,241.70	
Retained Earnings	-15,307.51	
RM Management LOC	-456,700.00	
Preferred Stock		
Opening Balance Equity		-
<b>Net cash provided by Financing Activities</b>	40,411	9,700
<b>Net cash increase for period</b>	5,846	(2,284)
<b>Cash at beginning of period</b>	7,629	9,413
<b>Cash at end of period</b>	<b>\$13,475</b>	<b>\$7,129</b>



**Branded Legacy, Inc.**

**Consolidated Statements of Stockholder's (Deficit)**

**31-Mar-25**

	Common Stock		Preferred Stock		Additional Paid in Capital	Accumulated Deficit	Total Stockholder's Deficit
	Shares	Amount	Shares	Amount			
<b>Balance December 31, 2023</b>	<b>512,913,066</b>	<b>247,789</b>	<b>12,178,884</b>	<b>30,024</b>	<b>402,347</b>	<b>575,750</b>	<b>1,228,894</b>
<b>Preferred shares canceled</b>			(600,000)	(60)			(60)
<b>Common shares issued</b>	99,000,000	99,000					99,000
<b>Net Income (Loss)</b>						(203,141)	(203,141)
<b>Balance March 31, 2024</b>	<b>611,913,066</b>	<b>346,789</b>	<b>12,653,879</b>	<b>30,071</b>	<b>402,347</b>	<b>776,320</b>	<b>1,528,511</b>
<b>Opening Balance Equity</b>						567,548	567,548
<b>Preferred shares canceled</b>			(2,211,295)	(221)			(221)
<b>Common shares issued</b>	243,242,450	243,242					243,242
<b>Net Income (Loss)</b>						(182,684)	(182,684)
<b>Additional Paid In Capital</b>					(162,235)		(162,235)
<b>Balance June 30, 2024</b>	<b>855,155,516</b>	<b>590,032</b>	<b>10,442,584</b>	<b>29,850</b>	<b>240,112</b>	<b>1,161,184</b>	<b>1,994,162</b>
<b>Balance Equity Adjustment</b>						40,184	40,184
<b>Preferred shares issued</b>			2,800,000	280			280
<b>Preferred shares canceled</b>			(163,700)	(16)			(16)
<b>Common shares issued</b>	18,007,000	18,007					18,007
<b>Net Income (Loss)</b>						(199,996)	(199,996)
<b>Additional Paid In Capital</b>					34,235		34,235
<b>Balance Septemberr 30, 2024</b>	<b>873,162,516</b>	<b>608,039</b>	<b>13,078,884</b>	<b>30,114</b>	<b>274,347</b>	<b>1,001,372</b>	<b>1,886,855</b>

<b>Net Income (Loss)</b>						(108,431)	(108,431)
<b>Additional Paid In Capital</b>						9,700	9,700
<b>Balance Decebmer 31, 2024</b>	<b>873,162,516</b>	<b>608,039</b>	<b>13,078,884</b>	<b>30,114</b>	<b>274,347</b>	<b>902,641</b>	<b>1,815,140</b>
<b>Balance Equity Adjustment</b>					<b>33,165</b>		<b>33,165</b>
<b>Additional Paid In Capital</b>							
<b>Retained Earning Correction</b>				<b>(27,000)</b>		<b>(472,024)</b>	<b>(499,024)</b>
<b>Net Income (Loss)</b>						<b>(36,948)</b>	<b>(36,948)</b>
<b>Balance March 31, 2025</b>	<b>873,162,516</b>	<b>608,039</b>	<b>13,078,884</b>	<b>3,114</b>	<b>307,512</b>	<b>393,669</b>	<b>1,312,333</b>

## NOTES TO FINANCIAL STATEMENTS

### NOTE 1 – Organization & Description of Business

- A. Branded Legacy is a publicly traded US Corporation, working towards horizontal and vertical integration within the agricultural and pharmaceutical biotechnology sectors. Its brands provide alkaloid extraction, refinement, and synthesis services; as well as formulation, white label co-packing, and marketing. Branded Legacy holds as intellectual property a long list of patentable trade secrets, proprietary products in development, SOPs for extraction, refinement, synthesis, in addition to formulations for various market ready products. The company is in development of no less than four families of therapeutics, gaining FDA approval for over the counter and prescription use.
- B. At Total Refinement Solutions LLC (DBA Royal Biotek), the central mission is to pioneer the advancement of biotechnology through cutting-edge alkaloid extraction, refinement, and synthesis; forging a path towards healthier lives and a more sustainable future. It is dedicated to harnessing the power of medicinal ethnobotany transforming traditional ecological knowledge into high-quality solutions that enhance well-being, promote innovation, and contribute to the well-being of humanity.

The vision is to be a global leader in alkaloid extraction and refinement, recognized for unwavering commitment to scientific excellence and sustainability. The focus is to unlock the full potential of medicinal ethnobotany, revolutionizing the pharmaceutical and agricultural industries, while nurturing a culture of innovation and environmental responsibility. Royal Biotek envisions a world where nature's gifts are harnessed to address the most pressing challenges of our time, creating a brighter and healthier future for all. "Natural solutions to national problems"

- C. The Alcannabist, LLC, is a pioneering company specializing in branding and distributing proprietary formulations. Its offerings encompass a wide range of wellness products containing CBD, Mitragynine, Kavaltones, and functional mushrooms. Its mission is to provide effective, natural solutions for various health concerns while also serving as an open market hub for marketing and distributing related products.

A subsidiary of Branded Legacy, it is revolutionizing our digital capabilities with its bespoke web development and comprehensive digital marketing solutions. This strategic integration not only enhances our subsidiaries' online presence but also extends these advanced services to our clients, promising a significant boost in digital engagement and market reach.

- F. The primary service currently and ultimately provided by MariJ Pharmaceuticals, Inc., is a full-service mobile provider in the Medicinal Marijuana & HEMP industry. This would include everything from portable extraction, packaging, HIPPA compliant RFID tracking from seed to sale, delivery services, white labeling, retail products and research & development. Just prior to Covid-19 MariJ serviced growers in CO, IL, NC and TN which generated processing revenue of approximately \$2,000,000 in which the end product for growers exceeded more than 20 times at retail and chose to close down due to COVID-19 March 2020. With the acquisition in Dec 2023, MaryJ Pharmaceuticals, Inc. will again resume operations helping farms across the US, with their extraction and processing needs.
- G. In 1981 Blue Ridge, Inc., a publicly traded company, was incorporated in the State of Utah. Blue Ridge, Inc. bred champion horses. In 1984, Vencor Corporation was incorporated as a private company to produce and market

DiDeeSnug Diaper, an environmentally responsible cloth diaper that was both washable and reusable. In 2016 the entity changed its name to Elev8 Brands, Inc. As of May 22, 2020 the Company changed its name to Branded Legacy, Inc.

H. The Company's fiscal year end is December 31.

## **NOTE 2 – Summary of Significant Accounting Policies**

### **Method of Accounting**

The Company's financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America ("U.S. GAAP").

### **Cash and Cash Equivalents**

Cash and cash equivalents include time deposits, certificates of deposit, and all highly liquid debt instruments with original maturities of three months or less.

### **Accounts Receivable**

The Company considers accounts receivable to be fully collectible. Accordingly, no allowance for doubtful accounts is required. If amounts become uncollectible, they will be charged to operations when that determination is made.

### **Earnings (Loss) per Share**

Earnings (loss) per share of common stock are computed in accordance with FASB ASC 260 "Earnings per Share". Basic earnings (loss) per share are computed by dividing income or loss available to common shareholders by the weighted-average number of common shares outstanding for each period. Diluted earnings per share are calculated by adjusting the weighted average number of shares outstanding assuming conversion of all potentially dilutive stock options, warrants and convertible securities, if dilutive. Common stock equivalents that are anti-dilutive are excluded from both diluted weighted average number of common shares outstanding and diluted earnings (loss) per share.

### **Fair Value of Financial Instruments**

The estimated fair values for financial instruments are determined at discrete points in time based on relevant market information. These estimates involve uncertainties and cannot be determined with precision. The carrying amounts of accounts payable, accrued liabilities, and notes payable approximate fair value given their short-term nature or effective interest rates.

### **Inventories**

Inventories consist of VapeRx migraine formula vapes and tinctures, MoodMix mitragynine elixir oral solution and gel caps, VapeRx anxiety formula vapes and tinctures, Right Coast D9 and D8 gummies, Game Day

Relief gummies and lotion, Align gummies, tinctures, and gelcaps, Drift gummies, tinctures, and gelcaps, Embrace sleeve systems, Enhance lubricant, Star Hill THC and kratom gummies, Nature Station Mitragynine dosing syrup, Kava dosing syrup and raw materials necessary to formulate all other product offerings. Raw materials here include alkaloids, stabilizers, flavorings, and hardware such as bottles, and packaging, etc. The shelf life of all inventories is a minimum of one year. We expect this inventory to last a minimum of one quarter, up to a year.

### **Depreciation**

Assets are depreciated over 5 years using straight-line depreciation. Assets consist of computer equipment. Depreciation started in 2018 when purchases were made.

## **NOTE 3 – Summary of Significant Accounting Policies - continued**

### **Use of Estimates**

The preparation of financial statements in conformity with generally accepted accounting principles in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

### **Revenue Recognition**

The Company sales consist of natural hemp, CBD, mitragynine, cannabinoid, functional mushroom and kavalactone infused products. The raw hemp, kratom, kava, and mushrooms used in formulations are procured from outside vendors, and are extracted in house. When the price for these extracts are favorable, at times these extracts are purchased from trusted providers. The Company sells products to consumers, wholesalers and distributors.

The Company recognizes revenue in accordance with the Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 606, Revenue from Contracts with Customers, which requires that five basic steps be followed to recognize revenue: (1) a legally enforceable contract that meets critical standards as to composition and substance is identified; (2) performance obligations relating to provision of goods or services to the customer are identified; (3) the transaction price, with consideration given to any variable, noncash, or other relevant consideration, is determined; (4) the transaction price is allocated to the performance obligations; and (5) revenue is recognized when control of goods or services is transferred to the customer with consideration given, whether that control happens over time or not. Determination of criteria (3) and (4) are based on our management's judgments regarding the fixed nature of the selling prices of the products and services delivered and the collectability of those amounts.

Private Label Customers are wholesale distributors of the Company's product, under their own wholesale private label brand. The products are made to Company specifications and shipped directly to the wholesaler. The pricing is predicated upon a volume discount negotiated at the time of the placement of the orders.

Product is produced and labeled in the Longwood manufacturing facility and shipped directly to the Private Label customer who re-distributes to their retail and other customers. The products are fully paid when shipped.

Revenue from product sales is recognized when an order has been obtained, the price is fixed and determinable, the product is shipped, the title has transferred, and collectibility is reasonably assured.

#### **NOTE 4 – Leasing**

The Company's corporate office is located at 751 North Drive Suite 9, Melbourne, FL 32934. It leases 14,000 square feet of space for \$14,000 a month. Its current lease ends August of 2030.

#### **NOTE 5 – Related Party Transactions**

As of 12 October 2023, Branded Legacy Inc. has successfully acquired The Alcannabist LLC. This acquisition represents a crucial step forward in the mission to expand and diversify our presence within the biotechnology sector. One noteworthy aspect of this acquisition is the involvement of Joseph Holladay and Doug Holladay, co-founders and owners of Alcannabist, in the management of Branded Legacy. Joseph Holladay and Doug Holladay are Chief Marketing Officer and Chief Operations Officer (respectively) at Branded Legacy Inc. Their inclusion on the management team enriches the organization's strategic vision and strengthens its position in the market. Joseph Holladay and Doug Holladay's insights and guidance are invaluable as Branded Legacy, Inc. navigates the dynamic landscape of the biotechnology sector and drives its business forward. We want to assure our stakeholders that the integration of The Alcannabist into Branded Legacy has been executed with meticulous planning and consideration. We are committed to ensuring a seamless transition that enhances our overall capabilities, synergies, and, most importantly, shareholder value. Branded Legacy remains fully dedicated to upholding the highest standards of corporate governance, compliance, and transparency. We will continue to operate with integrity and adherence to regulatory requirements, ensuring that all decisions are made in the best interests of our shareholders and stakeholders. For the Acquisition of The Alcannabist, Joseph Holladay was compensated roughly \$105,000 in restricted shares and Doug Holladay was compensated roughly \$45,000 in restricted shares. The issuance of these shares has been delayed pending formation of an appropriate preferred class.

#### **NOTE 6 – Discontinued Operations**

- A. Elev8 Hemp LLC is a wholly owned subsidiary of Branded Legacy, Inc. which focuses on the development and marketing of hemp-based food, beverage, and health care products including hemp coffee, hemp water, and hemp-based skin care products.
- B. Spikes CBDx, LLC is a wholly owned subsidiary of Branded Legacy, Inc. which focuses on the development and marketing of the highest quality CBD Products. Currently, Spikes CBDx products consist of CBD Tinctures, CBD Massage Oil, CBD Salve, CBD CryoGel, Delta 8 Tinctures and Delta 8 Gummies.
- C. Versatile Industries, LLC is a wholly owned subsidiary of Branded Legacy, Inc. which focuses on the private label of hemp and CBD products.
- D. Magic 1 Promotions, LLC is a wholly owned subsidiary of Versatile Industries, LLC. It is a water purification

and solar company. In April of 2023 the Company sold Magic 1 Promotions, LLC DBA H2O and Solar Energy Solutions to Consumer Automotive Finance, Inc. for Twenty Million (20,000,000) restricted common stock of (OTC.PK: CAFI).

## **NOTE 7 – Acquisitions**

On August 14th Branded Legacy, Inc. acquired Rocket Web Development and Design, LLC in exchange for 83,333,334 restricted common shares of the company at par value .00001. The issuance of these shares is delayed until the establishment of a new preferred class, and they will be issued within that class.

On October 6th Branded Legacy, Inc. acquired The Alcannabist, LLC in exchange for 100,000,000 restricted common shares of the company at par value .00001. The issuance of these shares is delayed until the establishment of a new preferred class, and they will be issued within that class.

On December 4, 2023, Branded Legacy, Inc. completed the acquisition of MariJ Pharmaceuticals, LLC in exchange for \$330,000 to be paid in the form of 2,000,000 shares of Preferred Series D to Seller and \$30,000 to be paid in cash in 60 days upon delivery of Operational Equipment.

On January 4, 2024, Branded Legacy, Inc. completed the acquisition of All In Extracts, LLC in exchange for \$250,000 to be paid in the form of 1,250,000 shares of Preferred Series D to the seller. This issuance is delayed 6 months from signing.

On March 7, 2024, Branded Legacy, Inc. completed the acquisition of Sycamore BioPharma, Inc in exchange for \$500,000 to be paid in the form of 2,800,000 shares of Preferred Series D to the seller, as well as the assumption of a \$7,000 per month liability to be paid for 36 months.

## **NOTE 8 - Shipping and Handling**

We bill our customers for shipping and handling charges, which are included in net sales for the applicable period, and the corresponding shipping and handling expense is reported in cost of sales.

## **NOTE 9 – Investors:**

On March 6, 2019, Kona Gold Solutions, Inc. converted 146,803,365 shares of Branded Legacy, Inc. common stock, par value \$.00001, into 2,746,723 shares of Branded Legacy Inc. Series D preferred stock. On November 27, 2019, Kona Gold Solutions, Inc entered into an agreement with Branded Legacy, Inc., whereas Elev8 Brands, Inc. would receive all 2,746,723 shares of Branded Legacy, Inc. Series D preferred stock for a non-convertible promissory note to Kona Gold Solutions, Inc. for \$1,500,000 with payment due November 27, 2029. As of December 31, 2019, and 2018, this investment is disclosed on the accompanying balance sheets.

On March 31, 2025, the Company amended its \$1,500,000 promissory note, originally issued in November 2019 to Kona Gold Solutions, Inc., to change the maturity date from November 2029 to March 31, 2025, and to permit conversion of the principal into common stock at a conversion price of \$0.0001 per share. The amendment aims to facilitate the removal of the debt from the Company's balance sheet to enhance its financial position and attract additional funding. The note remains unsecured, with no other terms modified.

#### **NOTE 10 – Private Placement Memorandum**

The Company has utilized investment opportunities through a PPM which results in issuing investment shares of Series Preferred D share. In order to establish a par rate an average of the ten-day prior closing price is utilized. At this point a 35% discount is applied.

#### **NOTE 11 – Income Taxes**

The company has experienced a net loss and has a net operating loss carry-forward of \$(298,461) in 2020. All related deferred tax assets have been fully reserved for future profitability and taxable income is required to realize such an asset.

#### **NOTE 12 - Subsequent Events**

August 15, 2023, Branded Legacy, Inc. completed the acquisition of Rocket Web Development and Design LLC (RWDD). RWDD is a respected full-service web development and online marketing firm with a successful track record spanning over seven years. The company is poised to leverage RWDD's expertise to enhance its online presence and support the growth of its web-based services.

October 6, 2023, Branded Legacy, Inc. completed the acquisition of The Alcannabist LLC. The Alcannabist will serve as the brand for in house products.

December 4, 2023, Branded Legacy, Inc. completed the acquisition of MariJ Pharmaceuticals, the primary roll of which will be to supplement the extraction capabilities of Royal Biotek.

February 10, 2024, Branded Legacy, Inc. completed the acquisition of Sycamore Biopharma. Sycamore Biopharma is known for its cutting-edge research and development in the field of cannabinoid-based therapies. The acquisition is set to bolster Branded Legacy's R&D capabilities and accelerate the development of innovative health and wellness products.

April 22, 2024, Branded Legacy, Inc. completed the acquisition of All In Extracts. All In Extracts specializes in high-quality botanical extractions and formulations. This strategic acquisition aims to enhance Branded Legacy's product offerings and ensure the highest quality standards for its extracts and formulations.

#### **NOTE 13 - Share Structure**

In an effort to clean up the share structure, management retired a total of 2.44 billion common shares held by management, and reduced our authorized share count by 1.5 billion shares. The equity these shares represent shall be protected through an upcoming issuance of preferred series shares to our executives.

#### **NOTE 14 - Officers, Directors, and Control Persons**

**David Christopher Oswald**



David Oswald started college with an Associates of Sciences in Business Administration with concentrations in operations management and human resources from Valencia College. Following that, Mr. Oswald began his multidisciplinary STEM education with a Bachelor of Sciences in Environmental Science and Micro and Molecular Biology at the University of Central Florida. Oswald continued down this path with a graduate education in Biology, Political Science, and Sociology (also at UCF). Oswald has participated in lab work on nearly every scale from DNA modification to population genetics and has worked in research and development in fields including biology, chemistry, and engineering. Oswald's previous endeavors have included minimal input-controlled environment crop production, sustainable energy production, and ecosystem engineering for climate change mitigation. This led to partnerships with several non-profits, universities, and departments of government. Oswald's background in Environmental Science has brought the concept of sustainability to the core of every project, increasing efficiency, and lowering operating costs in ways that benefit our environment and society as well as the bottom line. A longtime activist and proponent of the legal cannabis industry, Oswald has been pushing technological developments in the field and setting standards in legacy markets for connoisseur-grade cannabis products since the early 2000s.

Oswald served as Chief Executive Officer of Branded Legacy, Inc. until March 30, 2025.

**Jeffery Robison** was appointed Chief Executive Officer effective March 30, 2025. Mr. Robinson brings a wealth of executive leadership and public markets experience. Additional biographical details will be included in subsequent filings.

### **Andrew Joseph Seelund**

Andrew Seelund has a diverse professional background encompassing small startups, medium-sized businesses, corporate franchises, and even Fortune 100 companies, Andrew has left an indelible mark on the industry. He has lent his expertise to esteemed organizations such as accesso, ChannelMix, Darden Restaurants, AMC Theatres, Claire's, AutoZone, and Sprint. Collaborating with these teams, Andrew played a pivotal role in developing front-end software solutions, supporting marketing programs such as A/B Testing and Enterprise Class Analytics, and validating data insights that propelled revenues for these companies into the realm of tens of millions.

Through his visionary leadership, Andrew continues to narrow the gap between Marketing and "the IT Department", forging a new era of collaboration where data-driven insights and innovative marketing strategies converge seamlessly. His unwavering commitment to excellence and his uncanny ability to harmonize the realms of technology and marketing make him a true luminary in the digital landscape.

### **Phillip Michael White**

Mr. Phillip White's academic journey began at a young age when he developed a fascination for the natural world and a strong interest in understanding the fundamental principles that govern it. This curiosity led him to pursue a degree in chemistry with a math minor, where he excelled in his studies and demonstrated exceptional aptitude for research. He's a highly accomplished scientist with a passion for chemistry and a distinguished career as a lead lab director. His expertise and contributions to the field have made him a prominent figure in the scientific community, and his research has had a profound impact on various industries. Mr. White then began his journey into the workforce for various companies leading the way in environmental impact studies and sustainability before transitioning to the role of lead lab director. Mr. White has almost a decade of hands-on experience managing greenhouses and extraction facilities following a strict set of operating procedures and safety protocols, maintaining the highest quality extracts and products available. Mr. White was essential in maintaining market trends and bringing several popular concentrate varieties to market while maintaining the lowest possible overhead. As a lead lab director, Mr. White oversees

a team of talented scientists and technicians, ensuring the smooth operation of the laboratory and driving research projects forward.

**Executive Compensation**

	<i><b>Year</b></i>	<i><b>Salary (1) Bonus (2)</b></i>	<i><b>Stock Awards</b></i>	<i><b>All Other Comp.</b></i>	<i><b>Total</b></i>
David Oswald /CEO Chairman	2023	\$91,000	0	N/A	
Andrew Seelund / Director	2023		0	N/A	
Phillip White / Director	2023	80,000	0	N/A	

**B.** None of these persons have, in the last five years, been subject to any legal or disciplinary action by any legal authority, including the SEC.

## 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, Jeffrey Robison certify that:

1. I have reviewed this Disclosure Statement for Branded Legacy, 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.

5/30/2025

/s/ Jeffery Robison [CEO's Signature]/

(Digital Signatures should appear as "/s/ [OFFICER NAME]")

### *Principal Financial Officer:*

I, Jeffery Robison certify that:

1. I have reviewed this Disclosure Statement for Branded Legacy, 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.

5/30/2025 [Date]

/s/ Jeffery Robison | CFO

(Digital Signatures should appear as "/s/ [OFFICER NAME]")