

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

CODE GREEN APPAREL CORP.

12600 Hill Country Boulevard, Suite R-275
Bee Cave, Texas 78738

612-889-2418
www.artdigitalcorp.com
logan.w.rice@artdigitalcorp.com
SIC Code: 7374

Quarterly Report

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

Outstanding Shares

The number of shares outstanding of our Common Stock was:

4,703,166,972 shares of common stock as of March 31, 2025, and 4,935,166,972 shares of common stock as of June 2, 2025.

4,288,470,972 shares of common stock as of December 31, 2024

4,288,470,972 shares of common stock as of December 31, 2023.

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 Control¹ of the company has occurred over this reporting period:

Yes: ☐ No: ☒

¹ “Change in Control” shall mean any events resulting in:

(i) Any “person” (as such term is used in Sections 13(d) and 14(d) of the Exchange Act) becoming the “beneficial owner” (as defined in Rule 13d-3 of the Exchange Act), directly or indirectly, of securities of the Company representing fifty percent (50%) or more of the total voting power represented by the Company’s then outstanding voting securities;

(ii) The consummation of the sale or disposition by the Company of all or substantially all of the Company’s assets;

(iii) A change in the composition of the Board occurring within a two (2)-year period, as a result of which fewer than a majority of the directors are directors immediately prior to such change; or

(iv) The consummation of a merger or consolidation of the Company with any other corporation, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or its parent) at least fifty percent (50%) of the total voting power represented by the voting securities of the Company or such surviving entity or its parent outstanding immediately after such merger or consolidation.

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

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

The current name of the Issuer is Code Green Apparel Corp. (the name of the Issuer was changed to A.R.T. Digital Holdings Corp. in October 2023; the Company has pending a Corporate Action with FINRA to effect such name change in the trading markets).

Prior names used: In September 2015, the Issuer changed its name to Code Green Apparel Corp.; from November 2012 to September 2015, the Issuer's name was J.D. Hutt Corp.; from November 2009 to November 2012, the Issuer's name was Gold Standard Mining Corp.; from inception, December 11, 2007, to November 2009, the Issuer's name was Fluid Solutions, Inc.

Current State and Date of Incorporation or Registration: **Incorporated in the State of Nevada on December 11, 2007.**

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

Prior incorporation information for the issuer and any predecessors during the past five years:

None.

Describe any trading suspension orders issued by the SEC or FINRA 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:

In October 2023, the Board of Directors and Majority Shareholder authorized a 1:300 reverse split of the Company's common stock. However, effective November 1, 2024, this reverse split was abandoned.

Address of the issuer's principal executive office:

12600 Hill Country Blvd., Suite R-275, Bee Cave, Texas 78738

Address of the issuer's principal place of business:

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

N/A

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

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

2) Security Information

Transfer Agent

Name: Pacific Stock Transfer Co., Inc.

Phone: 702-361-3033

Email: info@pacificstocktransfer.com

Address: 6725 Via Austi Parkway, Suite 300, Las Vegas, Nevada 89119

Publicly Quoted or Traded Securities

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

| | | |
|--|-----------------------|----------------------|
| Trading symbol: | CGAC | |
| Exact title and class of securities outstanding: | Common Stock | |
| CUSIP: | 19189Y207 | |
| Par or stated value: | \$.001 | |
| Total shares authorized: | 10,000,000,000 | as of date: 6/2/2025 |
| Total shares outstanding: | 4,935,166,972 | as of date: 6/2/2025 |
| Total number of shareholders of record: | 104 | as of date: 6/2/2025 |

All additional class(es) of publicly quoted or traded securities (if any): **None.**

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 the security: | Series A Preferred Stock |
| CUSIP (if applicable): | N/A |
| Par or stated value: | \$.001 |
| Total shares authorized: | 1,000 as of date: 6/2/2025 |
| Total shares outstanding (if applicable): | 1,000 as of date: 6/2/2025 |
| number of shareholders of record | One (1) as of date: 6/2/2025 |

| | |
|---|-------------------------------------|
| Exact title and class of the security: | Series C Preferred Stock |
| CUSIP (if applicable): | N/A |
| Par or stated value: | \$.001 |
| Total shares authorized: | 100,000 as of date: 6/2/2025 |
| Total shares outstanding (if applicable): | 100,000 as of date: 6/2/2025 |
| Total number of shareholders of record | 3 as of date: 6/2/2025 |

| | |
|---|-------------------------------------|
| Exact title and class of the security: | Series D Preferred Stock |
| CUSIP (if applicable): | N/A |
| Par or stated value: | \$.001 |
| Total shares authorized: | 100,000 as of date: 6/2/2025 |
| Total shares outstanding (if applicable): | 100,000 as of date 6/2/2025 |
| Total number of shareholders of record | 4 as of date: 6/2/2025 |

| | |
|---|---------------------------------------|
| Exact title and class of the security: | Series E Preferred Stock |
| CUSIP (if applicable): | N/A |
| Par or stated value: | \$.001 |
| Total shares authorized: | 6,000,000 as of date: 6/2/2025 |
| Total shares outstanding (if applicable): | 0 as of date 6/2/2025 |
| Total number of shareholders of record | 0 as of date: 6/2/2025 |

| | |
|---|-------------------------------------|
| Exact title and class of the security: | Series F Preferred Stock |
| CUSIP (if applicable): | N/A |
| Par or stated value: | \$.001 |
| Total shares authorized: | 100,000 as of date: 6/2/2025 |
| Total shares outstanding (if applicable): | 100,000 as of date 6/2/2025 |
| Total number of shareholders of record | 10 as of date: 6/2/2025 |

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.

The holders of our common stock are entitled to one vote per share on all matters submitted to a vote of the shareholders, including the election of directors. Generally, all matters to be voted on by shareholders must be approved by a majority (or, in the case of election of directors, by a plurality) of the votes entitled to be cast by all shares of our common stock that are present in person or represented by proxy. Except as otherwise provided by law, amendments to our Articles of Incorporation generally must be approved by a majority of the votes entitled to be cast by all outstanding shares of our common stock. Our Article of Incorporation does not provide for cumulative voting in the election of directors. Holders of our common stock will be entitled to such cash dividends as may be declared from time to time by the Board from funds available. Holders of our common stock have no preemptive rights to purchase shares of our common stock. The issued and outstanding shares of our common stock are not subject to any redemption provisions and are not convertible into any other shares of our capital stock. Upon our liquidation, dissolution or winding up, the holders of our common stock will be entitled to receive pro rata all assets available for distribution to such holders. We have never declared or paid any cash dividends on our common stock.

As part of our new business plan, however, we intend to pay cash dividends to holders of our common stock.

For purposes of determining the amount of cash to be distributed as a dividend to the holders of our capital stock, our Board of Directors has defined "Available Cash," as follows:

Available Cash shall be calculated as an amount, for any determination period, equal to (1) total revenues from sales of company-mined Bitcoin, (2) less total costs of Bitcoin mined by the company, (3) less cash operating expenses of the company, (4) less cash paid by the company for debt service, both principal and interest, (5) less taxes paid by the company.

15% of Available Cash will be distributed as a dividend to holders of record of our common stock.

Our Board of Directors has not yet declared any dividend, in this regard.

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

Series A Preferred Stock. Each share of Series A Preferred Stock has the right, in all matters requiring shareholder approval, to 66.67% of the total vote. The Series A Preferred Stock has no rights of conversion. Each share of Series A Preferred Stock shall be convertible at any time into a number of shares of the Company's common stock that equals 0.009108% of the number of issued and outstanding shares of the Company's common stock outstanding on the date of conversion, such that 1,000 shares of Series A Preferred Stock would convert into 9.108% of the number of issued and outstanding shares of the Company's common stock outstanding on the date of conversion.

Series C Preferred Stock. Each share of Series C Preferred Stock has the right to one vote in all matters requiring shareholder approval. Each share of Series C Preferred Stock shall be convertible at any time into a number of shares of the Company's common stock that equals 0.00008095% of the number of issued and outstanding shares of the Company's common stock outstanding on the date of conversion, such that 100,000 shares of Series C Preferred Stock would convert into 8.095% of the number of issued and outstanding shares of the Company's common stock outstanding on the date of conversion.

Series D Preferred Stock. Each share of Series D Preferred Stock has the right to one vote in all matters requiring shareholder approval. Each share of Series D Preferred Stock shall be convertible at any time into a number of shares of the Company's common stock that equals 0.00017202% of the number of issued and outstanding shares of the Company's common stock outstanding on the date of conversion, such that 100,000 shares of Series D Preferred Stock would convert into 17.202% of the number of issued and outstanding shares of the Company's common stock outstanding on the date of conversion.

Series E Preferred Stock. Each share of Series E Preferred Stock has the right to one vote in all matters requiring shareholder approval. Each share of Series E Preferred Stock has a stated value of \$1.00. The holders of the outstanding shares of Series E Preferred Stock may convert their respective holdings in Series E Preferred Stock pro rata into a total of 8.095% of the number of shares of the Common Stock issued and outstanding on the date of conversion.

Series F Preferred Stock. Each share of Series F Preferred Stock has the right to one vote in all matters requiring shareholder approval. Each share of Series F Preferred Stock shall be convertible at any time into a number of shares of the Company’s common stock that equals 0.000425% of the number of issued and outstanding shares of the Company’s common stock outstanding on the date of conversion, such that 100,000 shares of Series F Preferred Stock would convert into 42.5% of the number of issued and outstanding shares of the Company’s common stock outstanding on the date of conversion.

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.

There have been no material modifications to rights of holders of the company’s securities that occurred over the reporting period covered by this report.

3) Issuance History

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

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

A. Changes to the Number of Outstanding Shares for the Two Most Recently Completed Fiscal Years and Any Subsequent Period.

Indicate by check mark whether there were any changes to the number of outstanding shares within the past two completed fiscal years:
 No: ☐ Yes: ☒ (If yes, you must complete the table below)

| Number of Shares out-standing as of January 1, 2022 | <div>Opening Balance:</div> <div>Common: 3,266,796,092</div> <div>Preferred:</div> <div>Series A: 1,000</div> <div>Series B: 65,000</div> | | | | | | | | |
|---|---|--|---------------------|---|--|--|---|---|---|
| Date of Transaction | Transaction type (e.g. new issuance, cancellation, shares returned to treasury) | Number of Shares Issued (or cancelled) | Class of Securities | Value of shares issued (\$/per share) at Issuance | Were the shares issued at a discount to market price at the time of issuance? (Yes/No) | Individual/ Entity Shares were issued to (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 (if applicable) | Restricted or Unrestricted as of this filing? | Exemption or Registration Type? |
| 1/5/2022 | New Issuance | 133,892,933 | Common Stock | \$0.0006 | Yes | More Capital Partners LP (Mike Wruck) | Debt Conversion | Unrestricted | Section 4(a)(1) of the Securities Act of 1933, as amended |
| 1/10/2022 | New Issuance | 97,816,081 | Common Stock | \$0.0005 | Yes | Carebourn Capital LP (Chip Rice) | Debt Conversion | Unrestricted | Section 4(a)(1) of the Securities Act of 1933, as amended |
| 1/14/2022 | New Issuance | 166,608,331 | Common Stock | \$0.0005 | Yes | Carebourn Capital LP (Chip Rice) | Debt Conversion | Unrestricted | Section 4(a)(1) of the Securities Act of 1933, as amended |

| | | | | | | | | | |
|------------|--------------|-------------|--------------------------|-----------|-----|---|----------------------------------|--------------|---|
| 1/31/2022 | New Issuance | 53,159,000 | Common Stock | \$0.0002 | Yes | Auctus Fund, LLC (Lou Posner) | Debt Conversion | Unrestricted | Section 4(a)(1) of the Securities Act of 1933, as amended |
| 5/18/2022 | New Issuance | 95,962,200 | Common Stock | \$0.0003 | Yes | Oscaleta Partners (Steven Hicks) | Debt Conversion | Unrestricted | Section 4(a)(1) of the Securities Act of 1933, as amended |
| 6/27/2022 | New Issuance | 5,000,000 | Common Stock | \$0.0005 | Yes | Angelo Communications Inc. (Caren Currier) | Payment of Trade Debt | Unrestricted | Section 4(a)(1) of the Securities Act of 1933, as amended |
| 6/28/2022 | New Issuance | 20,000,000 | Common Stock | \$0.0005 | Yes | Dysfunctional Rehabilitation Limited (Caren Currier) | Payment of Trade Debt | Unrestricted | Section 4(a)(1) of the Securities Act of 1933, as amended |
| 2/7/2023 | New Issuance | 100,000 | Series B Preferred Stock | \$.001 | N/A | Caren Currier | Payment of Services | Restricted | Section 4(a)(2) of the Securities Act of 1933, as amended |
| 3/7/2023 | Cancellation | 165,000 | Series B Preferred Stock | N/A | N/A | Eric Scheffey and Caren Currier | Cancellation | N/A | N/A |
| 3/11/2023 | New Issuance | 33,334 | Series C Preferred Stock | \$0.52865 | No | Logan W. Rice | Asset Purchase | Restricted | Section 4(a)(2) of the Securities Act of 1933, as amended |
| 3/11/2023 | New Issuance | 33,333 | Series C Preferred Stock | \$0.52865 | No | Linrick Industries, LLC (Linda S. Rice) | Asset Purchase | Restricted | Section 4(a)(2) of the Securities Act of 1933, as amended |
| 3/11/2023 | New Issuance | 33,333 | Series C Preferred Stock | \$0.52865 | No | Partnership Holdings, LLC (Daniel Bishop) | Asset Purchase | Restricted | Section 4(a)(2) of the Securities Act of 1933, as amended |
| 3/11/2023 | New Issuance | 50,000 | Series D Preferred Stock | \$10.8346 | No | The Linda Sue Rice Living Trust (Linda S. Rice) | Asset Purchase | Restricted | Section 4(a)(2) of the Securities Act of 1933, as amended |
| 3/11/2023 | New Issuance | 15,000 | Series D Preferred Stock | \$10.8346 | No | Partnership Holdings, LLC (Daniel Bishop) | Asset Purchase | Restricted | Section 4(a)(2) of the Securities Act of 1933, as amended |
| 3/11/2023 | New Issuance | 21,000 | Series D Preferred Stock | \$10.8346 | No | ULP Investments, LLC (Michael Johander) | Asset Purchase | Restricted | Section 4(a)(2) of the Securities Act of 1933, as amended |
| 3/11/2023 | New Issuance | 14,000 | Series D Preferred Stock | \$10.8346 | No | Bristol Cheese, LLC (Daniel Bishop) | Asset Purchase | Restricted | Section 4(a)(2) of the Securities Act of 1933, as amended |
| 3/31/2023 | New Issuance | 167,002,800 | Common Stock | N/A | Yes | Oscaleta Partners (Steven Hicks) | Conversion of Note | Unrestricted | Section 4(a)(1) of the Securities Act of 1933, as amended |
| 8/21/2023 | New Issuance | 9,194,726 | Common Stock | \$0.0003 | No | Booski Consulting, LLC (Logan W. Rice) | Commitment Fee | Restricted | Section 4(a)(2) of the Securities Act of 1933, as amended |
| 8/21/2023 | New Issuance | 9,194,726 | Common Stock | \$0.0003 | No | James W. Hoeschler Revocable Trust of 2004 (James W. Hoeschler) | Commitment Fee | Restricted | Section 4(a)(2) of the Securities Act of 1933, as amended |
| 8/21/2023 | New Issuance | 4,597,363 | Common Stock | \$0.0003 | No | James W. Hoeschler Revocable Trust of 2004 (James W. Hoeschler) | Commitment Fee | Restricted | Section 4(a)(2) of the Securities Act of 1933, as amended |
| 8/21/2023 | New Issuance | 9,194,726 | Common Stock | \$0.0004 | No | More Capital Partners, LP (Mike Wruck) | Commitment Fee | Restricted | Section 4(a)(2) of the Securities Act of 1933, as amended |
| 8/21/2023 | New Issuance | 7,815,517 | Common Stock | \$0.0003 | No | More Capital Partners, LP (Mike Wruck) | Commitment Fee | Restricted | Section 4(a)(2) of the Securities Act of 1933, as amended |
| 8/21/2023 | New Issuance | 10,573,935 | Common Stock | \$0.0003 | No | More Capital Partners, LP (Mike Wruck) | Commitment Fee | Restricted | Section 4(a)(2) of the Securities Act of 1933, as amended |
| 8/21/2023 | New Issuance | 4,597,363 | Common Stock | \$0.0004 | No | Partnership Holdings, LLC (Daniel Bishop) | Commitment Fee | Restricted | Section 4(a)(2) of the Securities Act of 1933, as amended |
| 8/21/2023 | New Issuance | 16,090,771 | Common Stock | \$0.0003 | No | The Linda Sue Rice Living Trust (Linda S. Rice) | Commitment Fee | Restricted | Section 4(a)(2) of the Securities Act of 1933, as amended |
| 8/21/2023 | New Issuance | 11,493,408 | Common Stock | \$0.0004 | No | ULP Investments, LLC (Michael Johander) | Commitment Fee | Restricted | Section 4(a)(2) of the Securities Act of 1933, as amended |
| 8/22/2023 | New Issuance | 200,000,000 | Common Stock | \$0.0006 | No | More Capital Partners, LP (Mike Wruck) | Commitment Fee | Restricted | Section 4(a)(2) of the Securities Act of 1933, as amended |
| 11/15/2024 | New Issuance | 36,280 | Series F Preferred Stock | \$0/0003 | Yes | Greg Bachrach | Acquisition of Kaboomracks, Inc. | Restricted | Section 4(a)(2) of the Securities Act of 1933, as amended |
| 11/15/2024 | New Issuance | 36,530 | Series F Preferred | \$0.0003 | Yes | Brian Snyder | Acquisition of Kaboomracks, Inc. | Restricted | Section 4(a)(2) of the Securities Act of 1933, as amended |

| | | | | | | | | | |
|---------------------------------------|---|-------------|--------------------------|----------|-----|--|----------------------------------|--------------|---|
| | | | Stock | | | | | | |
| 11/15/2024 | New Issuance | 27,190 | Series F Preferred Stock | \$0.0003 | Yes | Minority shareholders of Kaboomracks, Inc. | Acquisition of Kaboomracks, Inc. | Restricted | Section 4(a)(2) of the Securities Act of 1933, as amended |
| 3/17/2025 | New Issuance | 414,696,000 | Common Stock | \$0.0002 | Yes | More Capital Partners, LP (Mike Wruck) | Debt Conversion | Unrestricted | Section 4(a)(1) of the Securities Act of 1933, as amended |
| 4/3/2025 | New Issuance | 232,000,000 | Common Stock | \$0.0006 | Yes | Auctus Fund LLC (Lou Posner) | Debt Conversion | Unrestricted | Section 4(a)(1) of the Securities Act of 1933, as amended |
| Shares Outstanding as of June 2, 2025 | Ending Balance: Common: 4,935,166,972 Preferred: Series A: 1,000 Series B: -0- Series C: 100,000 Series D: 100,000 Series E: -0- Series F: 100,000 | | | | | | | | |

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

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

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 ⁵ | Name of Noteholder (entities must have individual with voting / investment control disclosed). | Reason for Issuance (e.g., Loan, Services, etc.) |
|-----------------------|-----------------------------------|---|---------------|---|----------------------------|---|--|--|
| 3/13/2023 | \$192,403.33 | 192,403.33 | 3/13/2024 | Convertible at any time; conversion price equal to: (a) 75% of lowest trading price during 20 days prior to subject notice of conversion; or (b) offering price of qualified Offering Statement on Form 1-A | 548,588,933 | 375,000,000 | More Capital Partners, L.P. (Michael Wruck) | Loan |
| 3/3/2023 | \$150,000.00 | \$75,000 | 3/3/2024 | Convertible any time; conversion price equal to offering price of qualified Offering Statement on Form 1-A | -0- | -0- | George J. Powell, III | Loan |
| 6/5/2017 | \$150,000.00 | \$150,000 | 3/5/2018 | Convertible at any time; conversion price equal to 58% of lowest trading price during 20 days prior to subject notice of conversion | 285,159,000 | 250,000,000 | Auctus Fund, LLC (Lou Posner) | Loan |

⁵ 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.

| | | | | | | | | |
|-----------|--------------|--------------|-----------|--|-----|---------------|---|------|
| 2017 | \$541,000.00 | \$541,000.00 | 2018 | Not convertible (represents all amounts owed under six separate notes) | -0- | 5,410,000,000 | Adar Bays, LLC (Arye Goldstein) | Loan |
| 3/31/2023 | \$230,000.00 | \$230,000.00 | 3/31/2027 | No conversion unless default, then, conversion price equal to 65% of lowest trading price during 30 days prior to subject notice of conversion | -0- | 657,142,857 | More Capital Partners, L.P. (Michael Wruck) | Loan |
| 3/31/2023 | \$115,000.00 | \$115,000.00 | 3/31/2027 | No conversion unless default, then, conversion price equal to 65% of lowest trading price during 30 days prior to subject notice of conversion | -0- | 328,571,429 | Partnership Holdings, LLC (Christina Bass as Conservator) | Loan |
| 4/14/2023 | \$402,500.00 | \$402,500.00 | 4/14/2027 | No conversion unless default, then, conversion price equal to 65% of lowest trading price during 30 days prior to subject notice of conversion | | 1,150,000,000 | The Linda Sue Rice Living Trust (Linda S. Rice) | Loan |
| 4/26/2023 | \$105,500.00 | \$105,500.00 | 4/26/2027 | No conversion unless default, then, conversion price equal to 65% of lowest trading price during 30 days prior to subject notice of conversion | -0- | 301,428,571 | More Capital Partners, L.P. (Michael Wruck) | Loan |
| 5/1/2023 | \$287,500.00 | \$287,500.00 | 5/1/2027 | No conversion unless default, then, conversion price equal to 65% of lowest trading price during 30 days prior to subject notice of conversion | -0- | 821,428,571 | ULP Investments, LLC (Michael Johander) | Loan |
| 5/12/2023 | \$230,000.00 | \$230,000.00 | 5/12/2027 | No conversion unless default, then, conversion price equal to 65% of lowest trading price during 30 days prior to subject notice of conversion | -0- | 657,142,857 | James W. Hoeschler Revocable Trust of 2004 (James W. Hoeschler) | Loan |
| 6/13/2023 | \$264,500.00 | \$264,500.00 | 6/13/2027 | No conversion unless default, then, conversion price equal to 65% of lowest trading price during 30 days prior to subject notice of conversion | -0- | 755,714,286 | More Capital Partners, L.P. (Michael Wruck) | Loan |
| 6/23/2023 | \$115,000.00 | \$115,000.00 | 6/23/2027 | No conversion unless default, then, conversion price equal to 65% of lowest trading price during 30 days prior to subject notice of conversion | -0- | 328,571,429 | James W. Hoeschler Revocable Trust of 2004 (James W. Hoeschler) | Loan |
| 9/5/2023 | \$64,400.00 | \$64,400.00 | 9/5/2027 | No conversion unless default, then, conversion price equal to 65% of lowest trading price during 30 days prior to subject notice of conversion | -0- | 184,000,000 | The Linda Sue Rice Living Trust (Linda S. Rice) | Loan |
| 11/5/2023 | \$150,000.00 | \$150,000.00 | 1/15/2027 | No conversion unless default, then, conversion price equal to 65% of lowest trading price during 30 days prior to subject notice of conversion | -0- | 428,571,429 | The Linda Sue Rice Living Trust (Linda S. Rice) | Loan |
| 11/5/2023 | \$300,000.00 | \$300,000.00 | 11/5/2027 | No conversion unless default, then, conversion price equal to 65% of lowest trading price during 30 days prior to subject notice of conversion | -0- | 857,142,857 | Partnership Holdings, LLC (Christina Bass as Conservator) | Loan |

| | | | | | | | | |
|----------------------------|--------------|--------------|---------------|--|-------------|----------------|---|------|
| 1/17/2024 | \$100,000.00 | \$100,000.00 | 1/17/2028 | No conversion unless default, then, conversion price equal to 65% of lowest trading price during 30 days prior to subject notice of conversion | -0- | 285,714,286 | ULP Investments, LLC (Michael Johander) | Loan |
| Total Outstanding Balance: | | \$-0- | Total Shares: | | 833,747,933 | 12,970,428,572 | | |

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

4) Issuer's Business, Products and Services

The purpose of this section is to provide a clear description of the issuer's current operations.

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

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

2023 Change in Control

At the close of business on March 3, 2023, there occurred a change in control of our company, whereby Logan William Rice purchased securities representing voting control of our company from George J. Powell III. Mr. Rice now serves as our sole director and officer. Following the change-in-control transaction, and in light of our company's failure to establish a viable business, our Board of Directors adopted a new business model for our company, to wit: our company operated as a Bitcoin mining company in the manner of a traditional gold mining company, that is, we (1) mine Bitcoin, (2) sell the mined Bitcoin for cash and, (3) on a regular basis, declare and distribute dividends with respect to "Available Cash" (as established by our Board of Directors) to our holders of capital stock. Effective March 13, 2023, we acquired two businesses engaged in Bitcoin mining and exited "shell company" status.

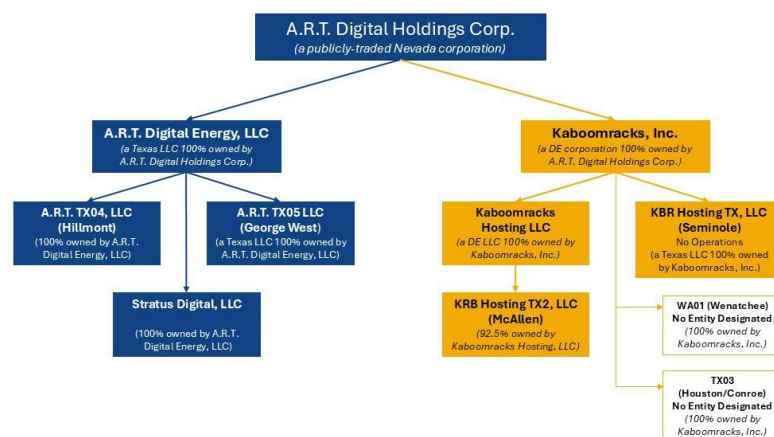
Recent Acquisition – Business Diversification

In November 2024, we acquired Kaboomracks, Inc., a Delaware corporation ("Kaboomracks"), which fundamentally changed the outlook and direction of our company. Prior to the Kaboomracks acquisition, our company was solely a Bitcoin mining company, that is, we would (1) mine Bitcoin, (2) sell the mined Bitcoin for cash and, (3) on a regular basis, declare and distribute dividends with respect to "Available Cash" (as established by our Board of Directors) to our holders of capital stock.

While we continue our Bitcoin mining operations, we are now a more dynamic Digital Energy Company that acquires properties and assets to power Bitcoin mining, AI inference and HPC compute. Our scalable infrastructure enables high-performance digital workloads while monetizing computational output. By securing strategic assets, we are able to deliver cost-effective solutions for Bitcoin miners, AI firms and HPC applications. We monetize computational output through trading, leasing, and optimization, maximizing efficiency and profitability.

Overview of Current Operations

Our current corporate structure is depicted in the graphic below.



Within the context of the foregoing corporate structure, our business operations can be summarized, as follows:

| | |
|--|--|
| <u>Owns and/or Operates Infrastructure</u> | <u>Monetizes Computational Output</u> |
| Acquires properties and assets | Trading, leasing, and optimizing Bitcoin mining and workloads |
| <u>Sells Equipment via Marketplace</u> | <u>Creates Multiple Revenue Streams</u> |
| A trusted marketplace for Bitcoin mining hardware | Self-mining, revenue sharing, BTC treasury, and marketplace |

Own and/or Operate Infrastructure

We currently own and/or operate four Bitcoin mining facilities located in McAllen, Texas, Houston, Texas, Hillmont, Texas, and Wenatchee, Washington.

| | | | |
|--|---|--|---|
| TX04 – Hillmont Colocation Facility 8mw | TX03 – Houston Colocation Facility 2mw | TX02 – McAllen Flagship Facility 10mw | WA01 – Wenatchee Colocation Facility 2mw |
| Single Institutional Customer | Small Customers | Institutional Customers | Small Customers |

At the present time, our subsidiary, A.R.T. Digital Energy, LLC, is in negotiations to establish three additional Bitcoin mining facilities to be located in George West, Texas, Dallas, Texas, and Atlanta Georgia. There is no assurance that A.R.T. Digital Energy, LLC will be successful in purchasing and or developing any of such properties.

| | | |
|--|--|---|
| TX05 – George West Under Contract 13mw Capacity | TX06 – Dallas Negotiating Terms 13mw Capacity | GA01 – Atlanta Negotiating Terms 24mw Capacity |
| Greenfield Site | Greenfield Site | 16 mw Operational 8mw to develop |

Monetize Computational Output

As a company, we engage in trading, leasing and optimizing Bitcoin mining and workloads as a means to earning a profit. Specific information regarding our efforts in this regard is included in Exhibit D attached hereto and made a part hereof.

Selling Equipment via Marketplace

Historically, Kaboomracks has been, and continues to be, a supplier of Bitcoin mining-related hardware, including computer servers, to the Bitcoin mining industry. Specific information regarding Kaboomrack’s current equipment sales operations is included in Exhibit D attached hereto and made a part hereof.

Bitcoin Mining

Background. Since March 2023, our company has mined Bitcoin. Bitcoin, a cryptocurrency, is a specialized application of blockchain technology. Blockchains are encrypted distributed ledgers maintained on the internet. Bitcoin mining is the process of validating the authenticity of encrypted blocks of transactions and updating Bitcoin’s blockchain ledger. Bitcoin miners expend significant amounts of computer processing power - hash rate - to solve complicated mathematical problems required to validate the encrypted data block. The Bitcoin blockchain protocol rewards the first Bitcoin miner to solve the encryption and add a new block of validated transactions to the Bitcoin blockchain ledger with newly issued Bitcoins. Bitcoin miners compete for those rewards and a share of transaction fees. This creates a competitive environment where Bitcoin miners are constantly seeking to increase their hashing capacity by expansion or deployment of new higher-capacity mining equipment.

Current Bitcoin Operations.

General. We have a total of 724 Bitcoin Miners hosted by third-parties located in Washington, Texas and Minnesota. Currently, we average approximately two (2) mined Bitcoins per month.

We are committed to technological excellence and seek to leverage the potential of our diverse facilities to ensure the security and innovation of the digital currency landscape. With our cutting-edge technology, we mine Bitcoin with ease and confidence. Then, we convert our mined Bitcoin to cash – just like a gold mining company mines the gold, then converts the mined gold to cash.

Operating Strategy for Building Shareholder Value. We treat our mined Bitcoin as a traditional commodity, in the manner of a traditional gold mining company, for example. We (1) mine Bitcoin, (2) sell the mined Bitcoin for cash and, (3) on a regular basis, declare and distribute dividends with respect to “Available Cash” (as established by our Board of Directors) to our holders of common stock. For purposes of determining the amount of cash to be distributed as a dividend to the holders of our common stock, our Board of Directors has defined “Available Cash,” as follows:

Available Cash shall be calculated as an amount of cash, for any determination period as may be established by the Board of Directors from time to time, equal to (1) total revenues from sales of our company-mined Bitcoin, (2) less total costs of Bitcoin mined by us, (3) less cash operating expenses of our company as determined in accordance with generally accepted accounting principles (GAAP), (4) less cash paid by our company for debt service, both principal and interest, (5) less taxes paid by our company.

15% of Available Cash will be distributed as a dividend to holders of record of our common stock. There is no assurance that our Bitcoin mining operations will ever generate sufficient funds to produce “Available Cash” for dividend distribution.

Competition

Digital Energy Operations. The competition within the Digital Energy industry is fierce and we compete against companies with far greater resources, including greater access to capital. We may never be able to attract sufficient capital and other needed resources to continue to expand and further develop our business operations. Specifically, as it relates to our operations, we face competition for access to cost-effective power, attractive parcels of real property and construction capacity. There is no assurance that we will be able to compete in this regard.

Bitcoin Mining Operations. According to TheMinerMag, Bitcoin mining revenue maintained a steady pace with \$1.4 billion earned in January 2025. Despite this consistency in revenue, the Bitcoin network experienced its first decline in difficulty since September, suggesting a slowdown in the hashrate growth.

Public mining firms, which are a significant force in the industry, contributed to about 30% of the network’s hashrate in January. The report indicates that public mining companies have continued to increase their hash power, yet their expansion wasn’t sufficient to offset the reduced activity from smaller operators who have left the market. As a result, January did not see the rapid hashrate growth that characterized previous months. These public companies currently hold approximately 99,000 Bitcoin, valued at approximately \$9.7 billion.

Amid these developments, competition among the leading mining firms has intensified, with Marathon Digital (NASDAQ:MARA) holding the top position, achieving a hashrate of 41.65 EH/s. CleanSpark (NASDAQ:CLSK) follows closely with 34.77 EH/s, and Riot Platforms (NASDAQ:RIOT) is not far behind at 31.27 EH/s. Our company’s current hashrate is approximately 76.878 PH/s. [Note: EH/s (Exa hashes per second) represents a quintillion hashes per second, while PH/s (Peta hashes per second) represents a quadrillion hashes per second. EH/s is a larger unit of measurement than PH/s, with one EH/s being equivalent to 1,000 PH/s.] The report also notes that there is a significant competitive push within the top tier of mining firms, while a widening gap is observed between them and the next tier.

Our company, rather than competing for hyperscale operations, focuses on acquiring and optimizing 16MW-to-25MW size opportunities that the large mining firms, e.g., MARA and RIOT, overlook in favor of 100MW+ deployments. The market is fragmented and many mid-sized operators are constrained by limited access to capital. This market opportunity is where we step in. Our competitive edge lies in being the most efficient and agile operator in the medium-size range and achieving scale through that strategy.

The recent halving event, which reduced Bitcoin mining rewards by half, has contributed to an increasingly challenging environment for miners, particularly small-scale operations, such those of our company. With the current drop of price of Bitcoin, larger mining companies are better positioned to withstand the pressures of reduced profit margins than are smaller mining companies, like our company.

Additionally, the import of mining hardware into the U.S. has slowed, with only a few firms, such as Blockchain Power Corp and AcroHash, importing substantial cooling systems from Bitmain. This deceleration in hardware imports further contributes to the stabilization of the hashrate growth.

TheMinerMag anticipates another decline in the network's difficulty adjustment in February, driven by the exit of smaller mining operators who are struggling to remain profitable.

If there are technological advances in the hardware, software or other aspects of the Bitcoin mining technology, our operations could suffer reduction or elimination of our profits, accelerated depreciation of our assets and force us to increase investments in newer technologies to maintain operations. These operating variables could adversely affect an investment in our company.

Government Oversight – Bitcoin Mining

No Federal Ban. There is no federal law in the United States that explicitly prohibits Bitcoin mining. In fact, the Trump Administration has indicated it supports Bitcoin mining activities in the United States.

State-Level Variations. Regulation of Bitcoin mining varies significantly by state, with some states enacting legislation to encourage mining activities and others taking steps to limit or restrict them.

Encouraging Mining. Some states, including Montana and Wyoming, have introduced legislation to attract Bitcoin mining operations, offering tax breaks and regulatory sandboxes (a controlled environment that allows businesses to test new products and services without the full force of regulation).

Limiting Mining. Other states, including New York and Washington, have placed limits on energy policy, particularly regarding high-density data centers, which can include Bitcoin mining operations.

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

A.R.T. Digital Energy, LLC, which owns: A.R.T. TX04, LLC, a Texas limited liability company, A.R.T. TX05, LLC, a Texas limited liability company, and Stratus Digital, LLC, a Wyoming limited liability company.

Kaboomracks, Inc., a Delaware corporation, which owns: Kaboomracks Hosting, LLC, a Delaware limited liability company, KRB Hosting TX2, LLC (92.5% owned), a Texas limited liability company, and KRB Hosting TX, LLC, a Texas limited liability company.

C. Describe the issuer's principal products or services.

Prior to the Kaboomracks acquisition, our company was solely a Bitcoin mining company, that is, we would (1) mine Bitcoin, (2) sell the mined Bitcoin for cash and, (3) on a regular basis, declare and distribute dividends with respect to "Available Cash" (as established by our Board of Directors) to our holders of capital stock.

While we continue our Bitcoin mining operations, we are now a more dynamic Digital Energy Company that acquires properties and assets to power Bitcoin mining, AI inference and HPC compute. Our scalable infrastructure enables high-performance digital workloads while monetizing computational output. By securing strategic assets, we are able to deliver cost-effective solutions for Bitcoin miners, AI firms and HPC applications. We monetize computational output through trading, leasing, and optimization, maximizing efficiency and profitability.

5) Issuer's Facilities

The goal of this section is to provide a potential investor with a clear understanding of all assets, properties or facilities owned, used or leased by the issuer and the extent in which the facilities are utilized.

In responding to this item, please clearly describe the assets, properties or facilities of the issuer, give the location of the principal plants and other property of the issuer and describe the condition of the properties. If the issuer does not have complete ownership or control of the property (for example, if others also own the property or if there is a mortgage on the property), describe the limitations on the ownership.

If the issuer leases any assets, properties or facilities, clearly describe them as above and the terms of their leases.

We conduct all of our corporate functions from a leased premises located at 12600 Hill Country Boulevard, Suite R-275, Bee Cave, Texas 78738. Information with respect to the properties leased, owned and operated by Kaboomracks is included in Exhibit D attached hereto and made a part hereof.

Each of our Bitcoin miners is located at secure locations of third-party, pursuant to separate agreements. We own no real property.

6) Officers, Directors and Control Persons

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

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

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

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

| 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) ⁽¹⁾ | Note |
|---|--|--|---|--|--|--|
| Logan W. Rice | Director, Chief Financial Officer, Secretary, 5% Owner | Dripping Springs, Texas | -0- 1,000 33,334 | Common Stock Series A Preferred Stock Series C Preferred Stock | 0% 100% 33.34% | See Note A below. See Note B below. |
| Greg Bachrach | Director, Chief Executive Officer, 5% Owner | Houston, Texas | 36,280 | Series F Preferred Stock | 36.28% | See Note D below. |
| Brian Snyder | Director, Chief Strategic Officer, 5% Owner | Phoenix, Arizona | 36,530 | Series F Preferred Stock | 36.53% | See Note D below. |
| Linrick Industries, LLC (Linda S. Rice) | 5% Owner | Maple Grove, Minnesota | 33,333 | Series C Preferred Stock | 33.33% | See Note B below. |
| Partnership Holdings, LLC (Christina Bass as Conservator) | 5% Owner | Racine, Wisconsin | 33,333 15,000 | Series C Preferred Stock Series D Preferred Stock | 33.33% 15.00% | See Note B below. See Note C below. |
| The Linda Sue Rice Living Trust (Linda S. Rice) | 5% Owner | Maple Grove, Minnesota | 50,000 | Series D Preferred Stock | 50.00% | See Note C below. |
| ULP Investments, LLC (Michael Johander) | 5% Owner | Excelsior, Minnesota | 21,000 | Series D Preferred Stock | 21.00% | See Note C below. |
| Bristol Cheese, LLC (Christina Bass as Conservator) | 5% Owner | Racine, Wisconsin | 14,000 | Series D Preferred Stock | 14.00% | See Note C below. |

(1) Based on 4,935,166,972 shares outstanding as of May 30, 2025.

- Note A The holders of the Series A Preferred Stock shall, as a class, have rights in all matters requiring shareholder approval to a number of votes equal to two (2) times the sum of: (a) the total number of shares of common stock which are issued and outstanding at the time of any election or vote by the shareholders; plus (b) the number of votes allocated to shares of Preferred Stock issued and outstanding of any other class that shall have voting rights. The Series A Preferred Stock may, as a class, be converted into the number of shares of the Company's common stock which equals 9.108% of the total number of shares of common stock which are issued and outstanding at the time of conversion.
- Note B Each share of Series C Preferred Stock has one (1) vote in all matters requiring shareholder approval. The Series C Preferred Stock may, as a class, be converted into the number of shares of the Company's common stock which equals 8.095% of the total number of shares of common stock which are issued and outstanding at the time of conversion.
- Note C Each share of Series D Preferred Stock has one (1) vote in all matters requiring shareholder approval. The Series D Preferred Stock may, as a class, be converted into the number of shares of the Company's common stock which equals 17.202% of the total number of shares of common stock which are issued and outstanding at the time of conversion.
- Note D Each share of Series F Preferred Stock has one (1) vote in all matters requiring shareholder approval. The Series F Preferred Stock may, as a class, be converted into the number of shares of the Company's common stock which equals 42.50% of the total number of shares of common stock which are issued and outstanding at the time of conversion.

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

7) Legal/Disciplinary History

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

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

None

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

None

3. Been the subject of a finding, disciplinary order or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, a state securities regulator of a violation of federal or state securities or commodities law, or a foreign regulatory body or court, which finding or judgment has not been reversed, suspended, or vacated;

None

4. Named as a defendant or a respondent in a regulatory complaint or proceeding that could result in a "yes" answer to part 3 above;

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 or of which any of their property is the subject. Include the name of the court or agency in which the proceedings are pending, the date instituted, the principal parties thereto, a description of the factual basis alleged to underlie the proceeding and the relief sought. Include similar information as to any such proceedings known to be contemplated by governmental authorities.

None.

8) Third Party Service Providers

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

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

Securities Counsel

Name: Eric Newlan, Esq.
Newlan Law Firm, PLLC
Address 1: 2201 Long Prairie Road, Suite 107-762
Address 2: Flower Mound, Texas 75022
Phone: 940-367-6154
Email: eric@newlanpllc.com

Accountant or Auditor

Name: Graham Michitsch
Cherry Bekaert Advisory LLC
Address 1: 1111 Metropolitan Ave, Suite 900
Address 2: Charlotte, North Carolina 28204
Phone: 703-584-0252
Email: graham.michitsch@cbh.com

Investor Relations

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

All other means of Investor Communication:

Twitter: @artdigitalcorp
Discord: N/A
LinkedIn: N/A
Facebook: N/A
Instagram: N/A

Other Service Providers

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

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: **Eric Newlan**
Title: **Managing Member, Newlan Law Firm, PLLC**
Relationship to Issuer: **Outside Counsel**

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: **Graham Michitsch**

Title: **Senior Manager, Accounting Advisory, Cherry Bekaert Advisory LLC**

Relationship to Issuer: **Outside Accountant**

Describe the qualifications of the person or persons who prepared the financial statements⁽⁶⁾: **Mr. Michitsch, as a Senior Manager of Cherry Bekaert Advisory LLC, is experienced in the collection of financial data.**

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.

[CERTIFICATION PAGE FOLLOWS]

⁶ 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.

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, Greg Bachrach, certify that:

1. I have reviewed this Disclosure Statement for **Code Green Apparel Corp. (now known as A.R.T. Digital Holdings Corp.)**;
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.

Dated: June 2, 2025

/s/ Greg Bachrach

Chief Executive Officer

Principal Financial Officer:

I, Logan William Rice, certify that:

1. I have reviewed this Disclosure Statement for **Code Green Apparel Corp. (now known as A.R.T. Digital Holdings Corp.)**;
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.

Dated: June 2, 2025

/s/ Logan William Rice

Chief Financial Officer

CODE GREEN APPAREL CORP.
Unaudited Balance Sheets

| | 3/31/25 | 12/31/24 |
|---|-----------------------------|-----------------------------|
| ASSETS | | |
| CURRENT ASSETS | | |
| Cash and cash equivalents | \$ 139,726 | \$ 71,160 |
| Accounts receivable | 2,275,336 | 928,988 |
| Inventory | 693,226 | 917,318 |
| Total current assets | <u>3,108,288</u> | <u>1,917,466</u> |
| FIXED ASSETS | | |
| Bitcoin mining equipment | \$ 1,589,085 | \$ 1,589,085 |
| Other fixed assets | 2,254,214 | 680,843 |
| Accumulated depreciation | (1,014,854) | (1,029,033) |
| Total fixed assets | <u>2,828,445</u> | <u>1,240,895</u> |
| OTHER ASSETS | | |
| Prepaid expenses | 291,641 | 1,972,262 |
| Escrow receivable | --- | --- |
| Security deposit | 101,193 | 101,193 |
| Right of use asset | 145,247 | 170,311 |
| Investment in Subsidiary | --- | --- |
| Total other assets | <u>538,081</u> | <u>2,243,766</u> |
| INTANGIBLE ASSETS | | |
| Bitcoin | 335,833 | 335,833 |
| Other digital assets | 46,648 | 46,648 |
| Amortization of intangibles | (215,041) | --- |
| Goodwill | 9,400,000 | 9,400,000 |
| Total intangible assets | <u>9,264,367</u> | <u>9,782,481</u> |
| TOTAL ASSETS | <u><u>\$ 15,739,181</u></u> | <u><u>\$ 15,184,607</u></u> |
| LIABILITIES AND STOCKHOLDERS' EQUITY | | |
| LIABILITIES | | |
| Current liabilities | | |
| Accounts payable | \$ 1,089,439 | \$ 1,128,016 |
| Accrued interest | - | 12,259 |
| Accrued salary | 111,059 | --- |
| Accrued expenses | 6,095,419 | 2,488,249 |
| Payroll liabilities | 178,684 | 80,420 |
| Lease Liability | 152,868 | 178,700 |
| Convertible notes | 8,400,496 | --- |
| BTC Loan, including accrued interest | 572,507 | 628,882 |
| Notes Payable – LT, including accrued interest | 94,264 | 10,305,494 |
| Discount on notes payable | (147,919) | (165,319) |
| TOTAL LIABILITIES | <u><u>\$ 16,546,817</u></u> | <u><u>\$ 14,656,701</u></u> |
| STOCKHOLDERS' EQUITY | | |
| Preferred stock, \$0.001 par value, 10,000,000 shares authorized | | |
| Series A: 1,000 shares authorized, 1,000 and 1,000 shares issued and outstanding at March 31, 2025, and December 31, 2024, respectively | \$ 1 | \$ 1 |
| Series B: 200,000 shares authorized, -0- and 65,000 shares issued and outstanding at March 31, 2025, and December 31, 2024, respectively | 0 | 0 |
| Series C: 100,000 shares authorized, 100,000 and -0- shares issued and outstanding at March 31, 2025, and December 31, 2024, respectively | 100 | 100 |
| Series D: 100,000 shares authorized, 100,000 and -0- shares issued and outstanding at March 31, 2025, and December 31, 2024, respectively | 100 | 100 |
| Series F: 100,000 shares authorized, 100,000 and -0- shares issued and outstanding at March 31, 2025, and December 31, 2024, respectively | 100 | --- |
| Common stock, \$0.001 par value, 10,000,000,000 shares authorized, 4,288,470,972 and 4,288,470,972 shares issued and outstanding at March 31, 2025, and December 31, 2024, respectively | 4,486,718 | 4,486,718 |
| Additional paid-in capital | | |
| Retained earnings (accumulated deficit) | 17,332,760 | 17,332,760 |
| | (22,624,415) | (21,291,873) |
| Total stockholders' equity | <u>(807,636)</u> | <u>527,906</u> |
| TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY | <u><u>\$ 15,739,181</u></u> | <u><u>\$ 15,184,607</u></u> |

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

CODE GREEN APPAREL CORP.
Unaudited Statements of Operations

| | Three Months Ended 3/31/25 | Three Months Ended 3/31/24 |
|--|---|---|
| Revenue | \$ 1,704,913 | \$ 646,914 |
| Cost of revenue | 1,417,287 | 338,673 |
| Gross profit (loss) | 287,626 | 308,241 |
| Operating Expenses | | |
| Payroll | 660,191 | 60,000 |
| Rent | 55,530 | 2,851 |
| Dues and subscriptions | 13,486 | 881 |
| Legal and professional fees | 132, 114 | 94,790 |
| Accounting fees | 18,063 | 51,004 |
| State filing fees | --- | 3,639 |
| Website and website maintenance | 10,697 | 4,250 |
| Depreciation and amortization | 304,428 | 155,972 |
| Interest expense | 356,249 | 50,231 |
| General and administrative | 95,088 | 1,270 |
| Total expenses | 1,645,846 | 424,889 |
| Net operating loss | (1,358,220) | (116,648) |
| Other income (expense) | | |
| Realized gain (loss) on sale of Bitcoin | (11,082) | 71,670 |
| Unrealized gain (loss) on sale of Bitcoin | 3,434 | --- |
| Realized gain (loss) on sale of other assets | --- | --- |
| Unrealized gain (loss) on sale of other assets | --- | --- |
| Forgiveness of debt | 47,611 | --- |
| Interest income | --- | 76 |
| Other income | (14,285) | --- |
| Total other income (expense) | 25,678 | 71,670 |
| Net loss before taxes | (1,332,542) | (44,902) |
| Income tax expense | --- | --- |
| Net loss | <u>\$ (1,332,542)</u> | <u>\$ (44,902)</u> |
| Net profit (loss) per common share | | |
| Basic | <u>\$ (0.00)</u> | <u>\$ (0.00)</u> |
| Diluted | <u>\$ (0.00)</u> | <u>\$ (0.00)</u> |
| Weighted average number of common shares outstanding | | |
| Basic | <u>4,288,470,972</u> | <u>4,288,470,972</u> |
| Diluted | <u>4,288,470,972</u> | <u>4,288,470,972</u> |

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

CODE GREEN APPAREL CORP.
Unaudited Statement of Changes in Stockholders' Equity (Deficit)
For the Three Months Ended March 31, 2025 and 2024

| | Preferred Stock | | | | | | | | | | Common | Stock | Additional Paid-in Capital | Retained Earnings | Total Stockholders' Equity (Deficit) |
|-------------------------------------|-----------------|--------|----------|--------|----------|--------|----------|--------|----------|--------|-----------------|--------------|----------------------------------|----------------------|--|
| | Series A | | Series B | | Series C | | Series D | | Series F | | | | | | |
| | Shares | Amount | Shares | Amount | Shares | Amount | Shares | Amount | Shares | Amount | | | | | |
| Balance, as of December 31, 2023 | 8,000 | \$ 8 | 65,000 | \$ 65 | 100,000 | \$ 100 | 100,000 | \$ 100 | - | \$ - | 4,288,470,972 | \$ 3,838,715 | \$ 9,615,361 | \$(13,428,641) | \$ 25,708 |
| Prior Year Adjustments | - | - | - | - | - | - | - | - | - | - | - | - | - | (70,398) | (70,398) |
| Net Loss | - | - | - | - | - | - | - | - | - | - | - | - | - | (44,902) | (44,902) |
| Balance, as of March 31, 2024 | 8,000 | \$ 8 | 65,000 | \$ 65 | 100,000 | \$ 100 | 100,000 | \$ 100 | - | \$ - | \$4,288,470,972 | \$ 3,838,715 | \$ 9,615,361 | \$(13,543,941) | \$ (89,592) |
| | | | | | | | | | | | | | | | |
| Balance, as of December 31, 2024 | 8,000 | \$8 | 65,000 | \$65 | 100,000 | \$100 | 100,000 | \$100 | 100,000 | \$100 | 4,288,470,972 | 4,486,718 | 17,332,760 | (21,291,873) | 527,906 |
| Prior Period Adjustment | - | - | - | - | - | - | - | - | - | - | - | - | - | (3,000) | (3,000) |
| Net loss | - | - | - | - | - | - | - | - | - | - | - | - | - | (1,332,542) | (1,332,542) |
| Balance, as of March 31, 2025 | 8,000 | \$8 | 65,000 | \$65 | 100,000 | \$100 | 100,000 | \$100 | 100,000 | \$100 | 4,288,470,972 | \$4,486,718 | \$17,332,760 | \$(22,624,415) | \$(807,636) |

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

CODE GREEN APPAREL CORP.
Unaudited Statements of Cash Flows

| | Three Months Ended 3/31/25 | Three Months Ended 3/31/24 |
|--|---|---|
| CASH FLOWS FROM OPERATING ACTIVITIES | | |
| Net profit (loss) | \$ (1,332,542) | \$ (44,902) |
| Adjustments to reconcile net loss to net cash used for operating activities: | | |
| Bitcoin available for sale | 12,598 | (138,441) |
| Security deposits | - | (17,376) |
| Escrow | - | --- |
| Prepaid expenses | 1,666,871 | 28,090 |
| Accounts payable | 988,797 | --- |
| Accrued salary | - | --- |
| Accounts receivable | (3,531,945) | --- |
| Inventory | - | --- |
| Other adjustments | 1,212,217 | --- |
| Accrued expenses | 233,923 | 18,025 |
| Net cash provided (used) by operating activities | (750,081) | 154,604 |
| CASH FLOWS FROM INVESTING ACTIVITIES | | |
| Accumulated depreciation and amortization | 304,428 | 155,972 |
| Capital expenditures | (140,085) | --- |
| Investment in subsidiary | (125) | --- |
| Prepaid expenses | 206,094 | --- |
| Net cash provided by investing activities | 370,312 | 155,972 |
| CASH FLOWS FROM FINANCING ACTIVITIES | | |
| Additional paid-in capital | --- | 829,725 |
| Preferred stock | --- | 200 |
| Issuance/conversions of notes payable | 430,935 | --- |
| Discount on notes payable | 17,400 | 834,164 |
| Net cash provided by financing | 448,335 | 1,298,218 |
| Net increase (decrease) in cash and cash equivalents | 68,566 | 502,970 |
| Cash and cash equivalents at beginning of period | 71,160 | --- |
| Cash and cash equivalents at end of period | <u>\$ 139,726</u> | <u>\$ 502,970</u> |

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

CODE GREEN APPAREL CORP.
NOTES TO UNAUDITED FINANCIAL STATEMENTS
MARCH 31, 2025

NOTE 1 – ORGANIZATION AND NATURE OF BUSINESS

Code Green Apparel Corporation (the “Company”, “we”, “us” or “our”) was incorporated under the laws of the State of Nevada on September 2, 2014.

In November 2024, we acquired Kaboomracks, Inc., a Delaware corporation (“Kaboomracks”), which fundamentally changed the outlook and direction of our company. Prior to the Kaboomracks acquisition, our company was solely a Bitcoin mining company, that is, we would (1) mine Bitcoin, (2) sell the mined Bitcoin for cash and, (3) on a regular basis, declare and distribute dividends with respect to “Available Cash” (as established by our Board of Directors) to our holders of capital stock.

While we continue our Bitcoin mining operations, we are now a more dynamic Digital Energy Company that acquires properties and assets to power Bitcoin mining, AI inference and HPC compute. Our scalable infrastructure enables high-performance digital workloads while monetizing computational output. By securing strategic assets, we are able to deliver cost-effective solutions for Bitcoin miners, AI firms and HPC applications. We monetize computational output through trading, leasing, and optimization, maximizing efficiency and profitability.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The financial statements of the Company have been prepared in accordance with generally accepted accounting principles in the United States of America and are presented in US dollars.

Accounting Basis

The Company uses the accrual basis of accounting and accounting principles generally accepted in the United States of America (“GAAP” accounting). The Company has adopted December 31 fiscal year end.

Cash and Cash Equivalents

The Company considers all highly liquid investments with original maturities of three months or less to be cash equivalents. The Company had \$139,726 and \$71,160 of cash as of March 31, 2025, and December 31, 2024, respectively.

Fair Value of Financial Instruments

ASC topic 820 “Fair Value Measurements and Disclosures” establishes a three-tier fair value hierarchy, which prioritizes the inputs in measuring fair value. The hierarchy prioritizes the inputs into three levels based on the extent to which inputs used in measuring fair value are observable in the market.

These tiers include:

Level 1: defined as observable inputs such as quoted prices in active markets.

Level 2: defined as inputs other than quoted prices in active markets that are either directly or indirectly observable; and

Level 3: defined as unobservable inputs in which little or no market data exists, therefore requiring an entity to develop its own assumptions.

The carrying value of accounts payable and the Company’s loan from shareholder approximates its fair value due to their short-term maturity.

Income Taxes

Income taxes are computed using the asset and liability method. Under the asset and liability method, deferred income tax assets and liabilities are determined based on the differences between the financial reporting and tax bases of assets and liabilities and are measured using the currently enacted tax rates and laws. A valuation allowance is provided for the amount of deferred tax assets that, based on available evidence, are not expected to be realized.

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles 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 the financial statements and the reported amount of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Stock-Based Compensation

Stock-based compensation is accounted for at fair value in accordance with ASC Topic 718. To date, the Company has not adopted a stock option plan and has not granted any stock options.

Basic Income (Loss) Per Share

Basic income (loss) per share is calculated by dividing the Company's net income (loss) applicable to common shareholders by the weighted average number of common shares during the period. Diluted income (loss) per share is calculated by dividing the Company's net income (loss) available to common shareholders by the diluted weighted average number of shares outstanding during the year. The diluted weighted average number of shares outstanding is the basic weighted number of shares adjusted for any potentially dilutive debt or equity. There are no such common stock equivalents outstanding as of March 31, 2025, and December 31, 2024. In loss years, common stock equivalents would not be included as they would be anti-dilutive.

Comprehensive Income

The Company has established standards for the reporting of comprehensive income, its components and accumulated balances. When applicable, the Company would disclose this information on its Statement of Stockholders' Equity. Comprehensive income comprises equity except those resulting from investments by owners and distributions to owners. The Company has not had any significant transactions that are required to be reported in other comprehensive income.

NOTE 3 – GOING CONCERN

The accompanying financial statements have been prepared in conformity with generally accepted accounting principle, which contemplate continuation of the Company as a going concern. However, the Company has only recently begun to produce revenues from operations. The Company currently is attempting to achieve a stabilized stream of revenues sufficient to cover operating costs over an extended period of time. This raises substantial doubt about its ability to continue as a going concern.

Management anticipates that the Company will be dependent, for the near future, on additional investment capital to fund operating expenses. The Company intends to position itself so that it may be able to raise additional funds through the capital markets. In light of management's efforts, there are no assurances that the Company will be successful in this or any of its endeavors or become financially viable and continue as a going concern.

NOTE 4 – GOOD WILL

The Company's acquisition of Kaboomracks, Inc., resulted in the recording of \$9,400,000 in good will.

NOTE 5 – CAPITAL STOCK

Designations of Series of Preferred Stock

In November 2024, the Board of Directors revised the designations of Series A, Series C, Series D and Series D Preferred Stock designations and designated Series F Preferred Stock.

Series A Preferred Stock

Each share of Series A Preferred Stock has the right, in all matters requiring shareholder approval, to 66.67% of the total vote. The Series A Preferred Stock has no rights of conversion. Each share of Series A Preferred Stock shall be convertible at any time into a number of shares of the Company's common stock that equals 0.009108% of the number of issued and outstanding shares of the Company's common stock outstanding on the date of conversion, such that 1,000 shares of Series A Preferred Stock would convert into 9.108% of the number of issued and outstanding shares of the Company's common stock outstanding on the date of conversion.

Series C Preferred Stock

Each share of Series C Preferred Stock has the right to one vote in all matters requiring shareholder approval. Each share of Series C Preferred Stock shall be convertible at any time into a number of shares of the Company's common stock that equals 0.00008095% of the number of issued and outstanding shares of the Company's common stock outstanding on the date of conversion, such that 100,000 shares of Series C Preferred Stock would convert into 8.095% of the number of issued and outstanding shares of the Company's common stock outstanding on the date of conversion.

Series D Preferred Stock

Each share of Series D Preferred Stock has the right to one vote in all matters requiring shareholder approval. Each share of Series D Preferred Stock shall be convertible at any time into a number of shares of the Company's common stock that equals 0.00017202% of the number of issued and outstanding shares of the Company's common stock outstanding on the date of conversion, such that 100,000 shares of Series D Preferred Stock would convert into 17.202% of the number of issued and outstanding shares of the Company's common stock outstanding on the date of conversion.

Series E Preferred Stock

Each share of Series E Preferred Stock has the right to one vote in all matters requiring shareholder approval. Each share of Series E Preferred Stock has a stated value of \$1.00. The holders of the outstanding shares of Series E Preferred Stock may convert their respective holdings in Series E Preferred Stock pro rata into a total of 8.095% of the number of shares of the Common Stock issued and outstanding on the date of conversion.

Series F Preferred Stock

Each share of Series F Preferred Stock has the right to one vote in all matters requiring shareholder approval. Each share of Series F Preferred Stock shall be convertible at any time into a number of shares of the Company's common stock that equals 0.000425% of the number of issued and outstanding shares of the Company's common stock outstanding on the date of conversion, such that 100,000 shares of Series F Preferred Stock would convert into 42.5% of the number of issued and outstanding shares of the Company's common stock outstanding on the date of conversion.

Preferred Stock Cancellations

In February 2023, holders of a majority of the outstanding shares of Series B Preferred Stock voted to cancel the Series B Preferred Stock. In March 2023, the Company filed a cancellation of such series with the State of Nevada.

Preferred Stock Issuances

During the year ended December 31, 2024, the Company issued 100,000 shares of Series F Preferred Stock in the acquisition of Kaboomracks, Inc., which shares were valued at \$9,400,000.

During the year ended December 31, 2023, the Company issued a total of 100,000 shares of Series C Preferred Stock to acquire Bitcoin miners and mined Bitcoin with a total value of \$54,253 and a total of 100,000 shares of Series D Preferred Stock to acquire Bitcoin miners and mined Bitcoin with a total value of \$1,109,836.

Common Stock Issuances

During the three months ended March 31, 2025, the Company issued no shares of common stock.

During the three months ended March 31, 2024, the Company issued no shares of common stock.

NOTE 6 – COMMITMENTS AND CONTINGENCIES

The Company neither owns nor leases any real or personal property. An officer has provided office services without charge. There is no obligation for the officer to continue this arrangement. Such costs are immaterial to the financial statements and accordingly are not reflected herein. The officers and directors are involved in other business activities and most likely will become involved in other business activities in the future.

NOTE 7 – ACQUISITION OF KABOOMRACKS, INC.

In November 2024, the Company closed a Plan and Agreement of Merger with Kaboomracks, Inc., pursuant to which the Company acquired Kaboomracks by issuing 100,000 shares of Series F Preferred Stock to the shareholders of Kaboomracks, Inc.

In connection with such acquisition, Logan W. Rice, the Company's former sole officer and director became the Company's Chief Financial Officer, Greg Bachrach became the Company's Chief Executive Officer and Brian Snyder became the Company's Chief Strategic Officer.

NOTE 8 – DEBT FORGIVENESS AGREEMENT

Pursuant to a debt forgiveness agreement, effective March 3, 2023, Carebourn Capital, L.P. agreement to forgive all \$332,370.91 of debt owed by the Company to it. In consideration of this debt forgiveness, the Company agreed to pursue its new Bitcoin mining business plan.

NOTE 9 – FIRST AMENDED AND RESTATED PROMISSORY NOTE

Effective March 3, 2023, the Company delivered a First Amended and Restated Promissory Note (the "Amended Powell Note") to the Company's former control person, George J. Powell III. The Amended Powell Note has a principal amount of \$150,000 and bears interest at 8% per annum. The Amended Powell Note is repayable, as follows: (a) \$35,000 of the principal (the "Cash Payment Amount") shall be payable, in immediately available funds, on or before the fifth day immediately following the date on which the Company obtains the first \$100,000 in proceeds from sales of the Company's common stock made pursuant to the Company's first-qualified Regulation A offering statement; (b) all unpaid principal and interest in excess of the Cash Payment Amount (the "Stock Payment Amount") shall be payable by the conversion of the Stock Payment Amount into shares of Company common stock; and (c) in any event, should the Company have failed to obtain qualification of the offering statement, any and all remaining unpaid principal and interest shall be due on March 3, 2024, and shall be payable in cash.

NOTE 10 – REPAYMENT OF EXPENSES ADVANCED BY OFFICER

In conjunction with the change-in-control transaction, the Company's former Chief Financial Officer, Caren Currier, has been repaid a total of \$36,258 in expenses advanced by her on the Company's behalf.

NOTE 11 – CONSOLIDATED CONVERTIBLE PROMISSORY NOTE

Effective March 13, 2023, pursuant to a securities purchase agreement, the Company delivered a Consolidated Convertible Promissory Note (the “Consolidated More Note”) to More Capital Partners, L.P. The Consolidated More Note has a principal amount of \$192,403.33 and bears interest at 8% per annum. The Consolidated More Note is repayable, as follows: (a) the principal and interest shall be payable by the conversion of into shares of Company common stock that have been qualified by the SEC pursuant to the Company’s first-qualified Regulation A offering statement, or into shares of Company common stock pursuant to another exemption from registration; and (b) in any event, should the Company have failed to obtain qualification of the offering statement, any and all remaining unpaid principal and interest shall be due on March 13, 2024, and shall be payable in cash.

In addition, pursuant to the securities purchase agreement, the Company issued 200,000,000 shares of common stock to More Capital Partners, L.P. as a commitment fee.

NOTE 12 – ASSET PURCHASE AGREEMENT; CHANGE IN “SHELL” STATUS

Effective March 13, 2023, the Company acquired two businesses engaged in Bitcoin mining. The acquired businesses were embodied by two distinct operating asset groups which are referred to as “Operating Group 1” and “Operating Group 2.”

At December 31, 2022, Operating Group 1 had a tangible book value of \$52,865, plus mined Bitcoin held of \$1,388; at December 31, 2022, Operating Group 2 had a tangible book value of \$1,083,460, plus mined Bitcoin held of \$26,376. All of the tangible assets comprising Operating Group 1 and Operating Group 2 are Bitcoin “miners,” that is, the specialized computer hardware that process the algorithms to validate “blocks” of transactions and add them to the public ledger, thereby building a “blockchain.” All of the Bitcoin “miners” were purchased with cash by their former owners.

The Company acquired Operating Group 1 by the issuance of 100,000 shares of our Series C Preferred Stock; the Company acquired Operating Group 2 by the issuance of 100,000 shares of Series D Preferred Stock. The acquisition transaction with respect to Operating Group 1 involved a related party, the Company’s Chief Executive Officer, Logan William Rice. In the acquisition of Operating Group 1, Mr. Rice was issued 33,334 shares of the Company’s Series C Preferred Stock.

Until the acquisition of Operating Group 1 and Operating Group 2, the Company identified itself as a “shell company.” Effective with the acquisition of Operating Group 1 and Operating Group 2 on March 13, 2023, the Company ceased to be a “shell company.”

NOTE 13 – EMPLOYMENT AGREEMENTS

In connection with the Kaboomrack acquisition, we entered into an Executive Employment Agreement (the “Bachrach Employment Agreement”) with Greg Bachrach, our current Chief Executive Officer. The Bachrach Agreement has an initial term through December 31, 2025, with one-year renewals, unless terminated. Mr. Bachrach shall receive an annual base salary of \$240,000, a \$25,000 signing bonus payable on or before June 30, 2025, and, if awarded by our Board of Directors, Mr. Bachrach shall be eligible to earn an annual cash bonus award based on the achievement level of performance on objectives adopted by our Board of Directors. During each fiscal year, if the target level of Mr. Bachrach’s annual bonus will be 25% of his base salary. For the fiscal year ending December 31, 2025, the minimum annual bonus payable to Mr. Bachrach shall be \$60,000.

Logan W. Rice. In connection with the Kaboomrack acquisition, we entered into a First Amended Executive Employment Agreement (the “Rice Employment Agreement”) with Logan W. Rice, our former Chief Executive Officer and current Chief Financial Officer. The Rice Agreement has an initial term through December 31, 2025, with one-year renewals, unless terminated. Mr. Rice shall receive an annual base salary of \$247,200, a \$25,000 signing bonus payable on or before June 30, 2025, and, if awarded by our Board of Directors, Mr. Rice shall be eligible to earn an annual cash bonus award based on the achievement level of performance on objectives adopted by our Board of Directors. During each fiscal year, if the target level of Mr. Rice’s annual bonus will be 25% of his base salary. For the fiscal year ending December 31, 2025, the minimum annual bonus payable to Mr. Rice shall be \$60,000.

Brian Snyder. In connection with the Kaboomrack acquisition, we entered into an Executive Employment Agreement (the “Snyder Employment Agreement”) with Brian Snyder, our current Chief Strategic Officer. The Snyder

Agreement has an initial term through December 31, 2025, with one-year renewals, unless terminated. Mr. Snyder shall receive an annual base salary of \$240,000, a \$25,000 signing bonus payable on or before June 30, 2025, and, if awarded by our Board of Directors, Mr. Snyder shall be eligible to earn an annual cash bonus award based on the achievement level of performance on objectives adopted by our Board of Directors. During each fiscal year, if the target level of Mr. Snyder's annual bonus will be 25% of his base salary. For the fiscal year ending December 31, 2025, the minimum annual bonus payable to Mr. Snyder shall be \$60,000.

NOTE 14 – PROMISSORY NOTES

At March 31, 2025, the Company had outstanding the senior secured promissory notes indicated in the table below.

| 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) | Name of Noteholder (entities must have individual with voting / investment control disclosed). | Reason for Issuance (e.g., Loan, Services, etc.) |
|-----------------------|-----------------------------------|---|---------------|---|--|--|
| 3/13/2023 | \$192,403.33 | | 3/13/2024 | Convertible at any time; conversion price equal to: (a) 75% of lowest trading price during 20 days prior to subject notice of conversion; or (b) offering price of qualified Offering Statement on Form 1-A | More Capital Partners, L.P. (Michael Wruck) | Loan |
| 3/3/2023 | \$150,000.00 | | 3/3/2024 | Convertible any time; conversion price equal to offering price of qualified Offering Statement on Form 1-A | George J. Powell, III | Loan |
| 6/5/2017 | \$150,000.00 | | 3/5/2018 | Convertible at any time; conversion price equal to 58% of lowest trading price during 20 days prior to subject notice of conversion | Auctus Fund, LLC (Lou Posner) | Loan |
| 2017 | \$541,000.00 | | 2018 | Not convertible (represents all amounts owed under six separate notes) | Adar Bays, LLC (Arye Goldstein) | Loan |
| 3/31/2023 | \$230,000.00 | | 3/31/2027 | No conversion unless default, then, conversion price equal to 65% of lowest trading price during 30 days prior to subject notice of conversion | More Capital Partners, L.P. (Michael Wruck) | Loan |
| 3/31/2023 | \$115,000.00 | | 3/31/2027 | No conversion unless default, then, conversion price equal to 65% of lowest trading price during 30 days prior to subject notice of conversion | Partnership Holdings, LLC (Christina Bass as Conservator) | Loan |
| 4/14/2023 | \$402,500.00 | | 4/14/2027 | No conversion unless default, then, conversion price equal to 65% of lowest trading price during 30 days prior to subject notice of conversion | The Linda Sue Rice Living Trust (Linda S. Rice) | Loan |
| 4/26/2023 | \$105,500.00 | | 4/26/2027 | No conversion unless default, then, conversion price equal to 65% of lowest trading price during 30 days prior to subject notice of conversion | More Capital Partners, L.P. (Michael Wruck) | Loan |
| 5/1/2023 | \$287,500.00 | | 5/1/2027 | No conversion unless default, then, conversion price equal to 65% of lowest trading price during 30 days prior to subject notice of conversion | ULP Investments, LLC (Michael Johander) | Loan |
| 5/12/2023 | \$230,000.00 | | 5/12/2027 | No conversion unless default, then, conversion price equal to 65% of lowest trading price during 30 days prior to subject notice of conversion | James W. Hoeschler Revocable Trust of 2004 (James W. Hoeschler) | Loan |

| | | | | | | |
|-----------|--------------|--|-----------|--|---|------|
| 6/13/2023 | \$264,500.00 | | 6/13/2027 | No conversion unless default, then, conversion price equal to 65% of lowest trading price during 30 days prior to subject notice of conversion | More Capital Partners, L.P. (Michael Wruck) | Loan |
| 6/23/2023 | \$115,000.00 | | 6/23/2027 | No conversion unless default, then, conversion price equal to 65% of lowest trading price during 30 days prior to subject notice of conversion | James W. Hoeschler Revocable Trust of 2004 (James W. Hoeschler) | Loan |
| 9/5/2023 | \$64,400.00 | | 9/5/2027 | No conversion unless default, then, conversion price equal to 65% of lowest trading price during 30 days prior to subject notice of conversion | The Linda Sue Rice Living Trust (Linda S. Rice) | Loan |
| 11/5/2023 | \$150,000.00 | | 1/15/2027 | No conversion unless default, then, conversion price equal to 65% of lowest trading price during 30 days prior to subject notice of conversion | The Linda Sue Rice Living Trust (Linda S. Rice) | Loan |
| 11/5/2023 | \$300,000.00 | | 11/5/2027 | No conversion unless default, then, conversion price equal to 65% of lowest trading price during 30 days prior to subject notice of conversion | Partnership Holdings, LLC (Christina Bass as Conservator) | Loan |
| 1/17/2024 | \$100,000.00 | | 1/17/2028 | No conversion unless default, then, conversion price equal to 65% of lowest trading price during 30 days prior to subject notice of conversion | ULP Investments, LLC (Michael Johander) | Loan |

NOTE 15 – SUBSEQUENT EVENTS

Management has evaluated subsequent events through June 2, 2025.

***** End of Report *****