

## **MEGOLA, INC.**<sup>(1)</sup>

8891 Brighton Lane, Ste 108  
Bonita Springs, FL 34135

Telephone: (888) 587-1698  
Website: www.breakthroughchemistry.com  
Email: bob@megolacorp.com

## **Annual Report**

**For the fiscal year ending March 31, 2025 (the "Reporting Period")**

### **Outstanding Shares**

The number of shares outstanding of our Common Stock was:

291,876,881 as of March 31, 2025 (*Current Reporting Period Date or More Recent Date*)

291,876,881 as of March 31, 2025 (*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:

*(1) The Company filed a corporate action for a voluntary name and symbol change to Breakthrough Chemistry, Inc. for which processing by FINRA is not yet concluded.*

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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.

SuperiorClean, Inc. from March 29, 2001, to September 25, 2003

Megola, Inc. from September 25, 2003, to May 26, 2022

Alo-Gem from May 26, 2022, to September 23, 2022\*

Megola, Inc. from September 23, 2022, to September 12, 2024

**Breakthrough Chemistry, Inc. from September 12, 2024, to present\***

*\*The Company changed its name on September 12, 2024, however, FINRA has not yet completed their review of the corporate action as of the date of this filing.*

Current State and Date of Incorporation or Registration: Nevada

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

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

On September 23, 2022, the Company changed its name from Megola, Inc. to Alo-Gem with the State of Nevada, The aforementioned action did not receive approval from the Financial Industry Regulatory Authority ("FINRA"). On September 23, 2022, the Company changed its name back to Megola, Inc.

On September 12, 2024, the Company changed its name from Megola, Inc. to Breakthrough Chemistry, Inc. with the State of Nevada, FINRA has not yet completed their review of the corporate action as of the date of this filing.

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

None

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

On May 22, 2025, the Company's Board of Directors and its Majority Shareholder approved a reverse split of the issued and outstanding common shares of the Company on the basis of 1:30. The anticipated effective date for the Reverse Split is June 15, 2025, subject to review of the corporate action by FINRA.

On May 30, 2025, the Company filed an amendment to its articles of incorporation with the State of Nevada whereby they decreased the authorized common shares of the Company from 3,000,000,000 to 1,500,000,000, with the authorized Preferred Shares remaining at 54,000,000.

Address of the issuer's principal executive office:

8891 Brighton Lane, Ste 108, Bonita Springs, FL 34135

Address of the issuer's principal place of business:

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

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

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

## 2) Security Information

### Transfer Agent

Name: Liberty Stock Transfer  
 Phone: (732) 372-0707  
 Email: inbox@liberstocktransfer.com  
 Address: 1041 State Route 36, Suite 310,  
 Atlantic Highlands, NJ 07716

### 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:	MGON
Exact title and class of securities outstanding:	Common Stock
CUSIP:	58517C305
Par or stated value:	\$0.001
Total shares authorized:	3,000,000,000 as of date: March 31, 2025*
Total shares outstanding:	291,876,881 as of date: March 31, 2025
Total number of shareholders of record:	

*\*On May 30, 2025, the issuer filed amended articles with the State of Nevada to decrease the authorized common shares to 1,500,000,000 shares.*

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

N/A

### 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.*

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

Exact title and class of the security:	Preferred Stock
Par or stated value:	See Below
Total shares authorized:	54,000,000 as of date: March 31, 2025
Total shares outstanding:	See Below as of date: March 31, 2025
Total number of shareholders of record:	See Below as of date: March 31, 2025

There are a total of 54,000,000 shares of Preferred Stock, par value \$0.001 authorized of which the following shares are designated:

Exact title and class of the security:	Series A Preferred
CUSIP (if applicable):	N/A
Par or stated value:	\$0.001
Total shares authorized:	200 as of date: March 31, 2025
Total shares outstanding (if applicable):	68 as of date: March 31, 2025

Total number of shareholders of record (if applicable): 60 as of date: March 31, 2025

Exact title and class of the security: Series B Preferred  
 CUSIP (if applicable): N/A  
 Par or stated value: \$0.001  
 Total shares authorized: 100 as of date: March 31, 2025  
 Total shares outstanding (if applicable): 6 as of date: March 31, 2025  
 Total number of shareholders of record (if applicable): 5 as of date: March 31, 2025

Exact title and class of the security: Series C Preferred  
 CUSIP (if applicable): N/A  
 Par or stated value: \$0.001  
 Total shares authorized: 100 as of date: March 31, 2025  
 Total shares outstanding (if applicable): 8 as of date: March 31, 2025  
 Total number of shareholders of record (if applicable): 6 as of date: March 31, 2025

Exact title and class of the security: Special 2018 Series A Preferred  
 CUSIP (if applicable): N/A  
 Par or stated value: \$0.001  
 Total shares authorized: 1 as of date: March 31, 2025  
 Total shares outstanding (if applicable): 1 as of date: March 31, 2025  
 Total number of shareholders of record (if applicable): 1 as of date: March 31, 2025

Exact title and class of the security: Series D Preferred  
 CUSIP (if applicable): N/A  
 Par or stated value: \$10.00  
 Total shares authorized: 5,000,000 as of date: March 31, 2025  
 Total shares outstanding (if applicable): 51,000 as of date: March 31, 2025  
 Total number of shareholders of record (if applicable): 2 as of date: March 31, 2025

Exact title and class of the security: Series E Preferred  
 CUSIP (if applicable): N/A  
 Par or stated value: \$5.00  
 Total shares authorized: 5,000,000 as of date: March 31, 2025  
 Total shares outstanding (if applicable): N/A as of date: March 31, 2025  
 Total number of shareholders of record (if applicable): N/A as of date: March 31, 2025

Exact title and class of the security: Series F Preferred  
 CUSIP (if applicable): N/A  
 Par or stated value: \$1.00  
 Total shares authorized: 25,000,000 as of date: March 31, 2025  
 Total shares outstanding (if applicable): N/A as of date: March 31, 2025  
 Total number of shareholders of record (if applicable): N/A as of date: March 31, 2025

Exact title and class of the security: Series G Preferred  
 CUSIP (if applicable): N/A  
 Par or stated value: \$1.00

Total shares authorized:	10,000,000	as of date: March 31, 2025
Total shares outstanding (if applicable):	N/A	as of date: March 31, 2025
Total number of shareholders of record (if applicable):	N/A	as of date: March 31, 2025

## **Security Description:**

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

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

Holders of the common stock shall not have any preference, preemptive right or right of subscription to acquire shares of the corporation authorized, issued or sold, or to be authorized, issued or sold, or to any obligation or shares authorized or issued or to be authorized or issued, and convertible into shares of the corporation, nor to any right of subscription thereto, other than to the extent, if any, the Board of Directors in its sole discretion, may determine from time to time. Voting rights of the common stock is at the discretion of the Board of Directors when issued. Currently, holders of the common stock shall have one vote for each one share of common stock held. Dividends to be paid on common stock is at the discretion of the Board of Directors.

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

Holders of the common stock shall not have any preference, preemptive right or right of subscription to acquire shares of the corporation authorized, issued or sold, or to be authorized, issued or sold, or to any obligation or shares authorized or issued or to be authorized or issued, and convertible into shares of the corporation, nor to any right of subscription thereto, other than to the extent, if any, the Board of Directors in its sole discretion, may determine from time to time. Voting rights of the common stock is at the discretion of the Board of Directors when issued. Currently, holders of the common stock shall have one vote for each one share of common stock held. Dividends to be paid on common stock is at the discretion of the Board of Directors.

### **2018 Special Series A Preferred Stock**

The one (1) share of 2018 Special Series A Preferred stock, \$0.001 par value authorized which carries the right to 51% voting control of the Company.

#### **Series A Preferred Shares:**

Stated Value of Series A Preferred Shares is \$5.00 per share. All shares of Preferred Series "A" stock held 12 months are eligible for conversion to common stock at a conversion price set at \$0.20 cents per share or the value of the common stock, which shall be based on the average closing price of the common stock for 10 consecutive days immediately prior to the date of conversion. The Company has the right to effect a mandatory conversion of the Series A Preferred stock 24 months from the date of issuance of the Series A Preferred stock, after 60 days written notice. Each Preferred Series "A" share is entitled to cast 100 votes in a shareholder meeting.

#### **Series B Preferred Shares:**

Stated Value of Series B Preferred Shares is \$10.00 per share. All shares of Preferred Series "B" stock are convertible to common stock at a conversion price set at \$0.05 cents per share or the value of the common stock, which shall be based on the average closing price of the common stock for 10 consecutive days immediately prior to the date of conversion, whichever is less. The Company has the right to effect a mandatory conversion of the Series B Preferred stock 24 months from the date of issuance of the Series B Preferred stock, after 60 days written notice. The Series B Preferred stock has no voting rights.

### **Series C Preferred Shares:**

Stated Value of Series C Preferred stock is \$2.00 per share. All shares of Preferred Series "C" stock held 12 months are convertible to common stock at a conversion price set at \$0.10 cents per share or the 10-day average trading price of the common stock at the time of conversion, whichever is less. The Company has the right to effect a mandatory conversion of the Series C Preferred stock 24 months from the date of issuance of the Series C Preferred stock, after 60 days written notice. Each Preferred Series "C" share is entitled to cast 2,000 votes in a shareholder meeting.

### **Series D Preferred Shares**

Stated Value of the Series D Preferred Stock is \$10.00 per share. The Series D Preferred Stock may only be issued at the direction of the Board of Directors and with the consent of a majority of the shareholders of the Company. The shares when issued have a 6 month lock up period from the date of issuance and thereafter may be converted on the basis of 25% of the shares held by the shareholder quarterly, with no conversion resulting in the shareholder holding more than 9.99% of the issued and outstanding common stock. The shares are convertible into common stock at \$0.001 per share. The shares carry voting rights of 100 shares of common stock for each one share held. The shares have the right to receive dividends and are anti-dilutive.

### **Series E Preferred Shares**

The Series E Preferred Stock may only be issued at the direction of the Board of Directors and with the consent of a majority of the shareholders of the Company. The shares when issued have a 6-month lock up period from the date of issuance and thereafter may be converted on the basis of 25% of the shares held by the shareholder quarterly, with no conversion resulting in the shareholder holding more than 9.99% of the issued and outstanding common stock. The shares are convertible into common stock at 35% of the 21-day average closing price of the common stock of the Company or \$0.0025 per share, whichever is higher. The Company may elect a mandatory conversion of the stock into common shares, cash or a combination of cash and common stock after five years from the date of issuance. The shares carry voting rights of 10 shares of common stock for each one share held. The shares are anti-dilutive. The shares have no rights to receive dividends.

### **Series F Preferred Shares**

The Series F Preferred Stock may only be issued at the direction of the Board of Directors and with the consent of a majority of the shareholders of the Company. The shares when issued have a 6-month lock up period from the date of issuance and thereafter may be converted into common stock and may be fully converted after 12 months of issuance. The shares are convertible into common stock at a 25% discount to the 21-day average closing price of the common stock of the Company or \$0.0025 per share, whichever is higher. The Company may elect a mandatory conversion of the stock into common shares, cash or a combination of cash and common stock after five years from the date of issuance. The shares carry no voting rights. The shares are anti-dilutive. The shares have no right to receive dividends.

### **Series G Preferred Shares**

The Series G Preferred Stock may only be issued at the direction of the Board of Directors and with the consent of a majority of the shareholders of the Company. The shares when issued have a 6 month lock up period from the date of issuance and thereafter may be converted into common stock and may be fully converted after 12 months of issuance. The shares are convertible into common stock at 50% of the 21-day average closing price of the common stock of the Company or \$0.0025 per share, whichever is higher. The Company may elect a mandatory conversion of the stock into common shares, cash or a combination of cash and common stock after five years from the date of issuance. The shares carry no voting rights. The shares are anti-dilutive. The shares have no rights to receive dividends.

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

N/A

**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 the rights of holders of the Company’s securities that have occurred over the reporting period covered by this report.

**3) Issuance History**

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

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

**A. Changes to the Number of Outstanding Shares for the two most recently completed fiscal years and any subsequent period.**

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

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

Shares Outstanding <u>Opening Balance</u> :			*Right-click the rows below and select “Insert” to add rows as needed.						
Date <u>April 1, 2023</u> Common: <u>269,876,881</u> Preferred: Series A Preferred: 68 Series B Preferred: 6 Series C Preferred: 8 Special 2018 Series A Preferred: 1 Series D Preferred: 0 Series E Preferred: 0 Series F Preferred: 100,000 Series G Preferred: 0									
Date of Transaction	Transaction type (e.g., new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to.  ***You must disclose the control person(s) for any entities listed.	Reason for share issuance (e.g. for cash or debt conversion) - OR- Nature of Services Provided	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
<u>August 22, 2023</u>	<u>New Issuance</u>	<u>22,000,000</u>	<u>Common</u>	<u>\$0.025</u>	<u>No</u>	<u>Red Rock Fund Corp.</u>	<u>Conversion of Debt</u>	<u>Unrestricted</u>	<u>Rule 144</u>
<u>January 31, 2025</u>	<u>Cancellation</u>	<u>(45,000)</u>	<u>Series D Preferred</u>	<u>N/A</u>	<u>N/A</u>	<u>Medesol Global Inc. / Simon Johnston</u>	<u>Termination Agreement</u>	<u>N/A</u>	<u>N/A</u>
<u>March 26, 2025</u>	<u>Cancellation</u>	<u>(5,000)</u>	<u>Series D Preferred</u>	<u>N/A</u>	<u>N/A</u>	<u>Bruce Johnston</u>	<u>Termination Agreement</u>	<u>N/A</u>	<u>N/A</u>

March 28, 2025	New Issuance	1,000	Series D Preferred	\$10.00	No	Bruce Johnston	Acquisition Agreement	Restricted	Rule 144
Shares Outstanding on Date of This Report: Ending Balance: Date March 31, 2025 Common: 291,876,881 Preferred: Series A Preferred: 68 Series B Preferred: 6 Series C Preferred: 8 Special 2018 Series A Preferred: 1 Series D Preferred: 51,000 Series E Preferred: 0 Series F Preferred: 0 Series G Preferred: 0									

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

N/A

## 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.)
November 26, 2020	205,184	52,684	November 26, 2020	Convertible into shares of common stock at any time after December 1, 2020 (5 days after maturity) into shares of common stock at \$0.0025 per share	61,000,000	21,073,600	1863942 Ontario Corporation. The managing partner is Joel Gardner, and the shareholders are: JLG Holding Inc. Canada – 51% (a company of which Joel and Leasa Gardner are the sole shareholders), Sufan Siau – 31.5%, Steven Wong – 12.5%, Edwin Wong – 5%	Loan
August 27, 2021	65,924	65,924	August 27, 2021	Convertible into shares of common stock at any time after August 31,	0	13,058,800	GS Capital Blends LLC. The managing members	Loan

<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.



				2021 (5 days after maturity) into shares of common stock at \$0.005 per share			are Mark Suchy and Joel Gardner	
November 23, 2022	25,000	Nil	May 23, 2023	Convertible into shares of common stock at a 50% discount off of the lowest volume weighted average price for the common stock during the 10 trading days preceding the conversion date	0	0	Jeffrey Williams	Loan
<b>Total Outstanding Balance:</b>		118,608	<b>Total Shares:</b>		61,000,000	34,132,400		

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

Jeffrey Williams cancelled his convertible note as at January 31, 2025, pursuant to a termination agreement with Medesol Group Inc., Jeffrey Williams and the Company.

#### 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”)

The Issuer specializes in advanced chemical technologies designed to transform industries through environmentally friendly and effective solutions.

We focus on developing and commercializing innovative chemical applications that address key challenges in:

- Food Security & Spoilage Reduction – Solutions aimed at preserving food quality and reducing waste.
- Natural Resource Conservation – Technologies that enhance sustainability and efficiency.
- Personal Hygiene & Protective Coatings – Products designed for sanitation, odor elimination, and chemical neutralization.
- Building & Furnishing Protection – Coatings and treatments that improve durability and safety.
- Crop Yield & Solar Panel Efficiency Improvement – Innovations that optimize agricultural productivity and renewable energy performance.

The Issuer prides itself on scientific rigor and market-driven innovation, leveraging a team of experts who challenge conventional chemical industry norms. Their approach integrates scalability, cost-effectiveness, and environmental safety, ensuring their solutions meet both industrial and consumer need

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

The Company has no subsidiaries as of the date of this filing.

C. Describe the issuers’ principal products or services.

Three Proprietary Chemistry Platforms

The Issuer's product line are built upon three proprietary chemistry platforms, which serve as the backbone of its product development:

1. Stabilized Halogen Oxidizers – These formulations contain functional groups capable of binding and releasing halogens, such as chlorine. They are highly effective in odor elimination and antimicrobial applications, offering innovative solutions for sanitation and hygiene.
2. SiO<sub>2</sub> Coatings – High-performance industrial coatings that create an ultra-thin quartz glass barrier on surfaces. These coatings enhance water, oil, solvent, dirt, mold/mildew, and UV resistance, while remaining invisible to the naked eye.
3. Fire Inhibitors – Unlike conventional fire retardants that merely delay ignition, these water-based, non-toxic, and biodegradable compounds proactively halt fire spread. They provide round-the-clock protection for life and property and can be applied to both natural and synthetic materials.

## 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 Issuer does not own any real property such as land, buildings, physical plants or other material physical properties.

The Issuer has rented services at an executive center at the cost of \$79 per month.

## 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.*

This information is provided as of March 31, 2025, and based on 291,876,881 shares of common stock and the following shares of preferred stock issued and outstanding as of that date:

2018 Special Series A - 1  
Series A Preferred - 68  
Series B Preferred - 6  
Series C Preferred - 8  
Series D Preferred – 51,000

<b>Individual Name</b> (First, Last) or <b>Entity Name</b> (Include names of control person(s) if a corporate entity)	<b>Position/Company Affiliation</b> (ex: CEO, 5% Control person)	<b>City and State</b> (Include Country if outside U.S.)	<b>Number of Shares Owned</b> (List common, preferred, warrants and options separately)	<b>Class of Shares Owned</b>	<b>Percentage of Class of Shares Owned</b> (undiluted)
Rodney Nettles	5% Control person	Naples, FL	1	2018 Special Series A Preferred Stock <sup>(1)</sup>	100%
Robert Gardiner	CEO, President and Director	Camlachie, Ontario, Canada	0	N/A	N/A
Mark Suchy <sup>(2)</sup>	Director, Secretary, Treasurer	Bonita Springs, FL	1,500,000 shares held directly	Common	0.01%
Joel Gardner <sup>(2)</sup>	5% Control person	Corunna, Ontario Canada	1	Series B Preferred Stock	16.67%
			4*	Series A Preferred Stock	5.9%
			6,000, held directly	Common	>1%
Airam Capital, Inc. Managing partner, Aldo Rotondi	5% Control person	Sarnia, Ontario Canada	1	Series C Preferred Stock	12.5%
Magaly Bianchini	5% Control person	Toronto, Ontario Canada	2	Series C Preferred Stock	25%
Day Family Trust, for benefit of Rowland Day	5% Control person	Newport Beach, CA	1	Series C Preferred Stock	12.5%
Donald Forkner	5% Control person	Green Valley, AZ	1	Series C Preferred Stock	12.5%
Enrico Restivo	5% Control person	Sarnia, Ontario Canada	2	Series C Preferred Stock	25%
Matteo Sacco	5% Control person	Mississauga, Ontario Canada	1	Series C Preferred Stock	12.5%
Jeff Weinbrum	Owner more than 5%	Mississauga, Ontario Canada	1	Series B Preferred Stock	16.67%
Michael T. Williams	Owner more than 5%	Tampa, FL	2	Series B Preferred Stock	33.33%
Katherine B Colby As Trustee Of The Katherine B Colby Revocable Trust	Owner more than 5%	Redding, CT	1	Series B Preferred Stock	16.67%
Michael I Colby As Trustee Of The Michael I Colby Revocable Trust	Owner more than 5%	Redding, CT	1	Series B Preferred Stock	16.67%
RBG Wholesale, Robert Gardiner and Robert Kerr each hold a 50% interest in RBG. Mr. Gardiner is an officer and director of the Company.	Director and Officer – Robert Gardiner	Camlachie, ON Canada	5,319,148	Common Stock	1.9%

GS Capital Blends LLC, Mark Suchy and Joel Gardner managing partners	Owner more than 5%	Bonita Springs, FL	50,000	Series D Preferred Stock	98%
Daniel Graveline	Owner more than 5%	Brights Grove, Ontario Canada	15,277,777	Common Stock	5.7%
Bruce Johnston	Director	Toronto Ontario Canada	1,000	Series D Preferred Stock	2%
Paul Cohen	Director	Riverview, FL	7,092,198	Common Stock	2.4%
Darryl Campbell	Director	London, Ontario Canada	0.	N/A	N/A
Ron Olsson	Director	Fort Myers, FL	0	N/A	N/A

(1) These shares control 51% of the voting control of the common stock.

(2) Both Mr. Suchy and Mr. Gardner hold Series D Preferred shares through GS Capital Blends in which they have an ownership interest.

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.

There are no current legal proceedings pending that the issuer is aware of.

## 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: Allen Tucci  
Firm: McNees Wallace & Nurick  
Address 1: 100 Pine Street  
Address 2: Harrisburg, PA 17101  
Phone: (484) 329-8050  
Email: atucci@mcneeslaw.com

### Accountant or Auditor

Name: Li Shen  
Firm: The Accounting Connection  
Address 1: 145-251 Midpark Blvd SE  
Address 2: Calgary, Alberta T2X 1S3  
Phone: (403) 693-8004  
Email: support@theaccountingconnection.com

### Investor Relations

The issuer at this time does not have any formal investor relations. Mark Suchy, an officer and director of the issuer monitors the issuer website at <http://breakthroughchemistry.com> and our telephone at 1-888-587-1698. His email contact is [megolausa@gmail.com](mailto:megolausa@gmail.com)

### All other means of Investor Communication:

- Twitter: <http://twitter.com/megolacorp>  
Discord: N/A  
LinkedIn: N/A  
Facebook: N/A  
[Other] EIN Presswire – news distribution  
Issuer Direct – news distribution

## 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: Jacqueline Danforth  
Firm: The Ideal Connection  
Nature of Services: Compliance consulting services  
Address 1: 30 North Gould, Suite 5953  
Address 2: Sheridan, WY 82801  
Phone: 646-831-6244  
Email: [jd@theidealconnection.com](mailto:jd@theidealconnection.com)

## 9) Disclosure & Financial Information

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

Name: Jacqueline Danforth  
Title: Independent consultant  
Relationship to Issuer: Outside service provider

This disclosure statement was prepared based on information supplied to the preparer by management.

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: Li Shen  
Title: Accountant  
Relationship to Issuer: Retained third party accounting firm

Describe the qualifications of the person or persons who prepared the financial statements:<sup>6</sup>  
Ms. Shen is a Chartered Professional Accountant

The issuer has appended the unaudited condensed financial statements for the fiscal years ended March 31, 2025, and 2024 hereto including the following:

- a. Condensed Balance Sheets;
- b. Condensed Statements of Income;
- c. Condensed Statements of Cash Flows;
- d. Condensed Statements of Retained Earnings (Statement of Changes in Stockholders' Equity)
- e. Financial notes

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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.

## 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, Robert Gardiner certify that:

1. I have reviewed this Disclosure Statement for Megola, 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.

June 20, 2025

/s/ Robert Gardiner,

Principal Executive Officer

*Principal Financial Officer:*

I, Mark Suchy certify that:

1. I have reviewed this Disclosure Statement for Megola, 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.

June 20, 2025

/s/ Mark Suchy,

Principal Financial Officer

Megola, Inc.  
Balance Sheets  
(Unaudited)

	March 31, 2025	March 31, 2024
<b>ASSETS</b>		
Current Assets		
Cash and cash equivalents	\$ 652	\$ 957
Accounts receivable	-	4,060
Prepaid expense	35,833	-
Inventory	41,373	122,096
Total Current Assets	77,858	127,113
Intangible Assets, net of amortization of \$115,100 and \$70,295	781,012	825,817
<b>Total Assets</b>	<b>\$ 858,870</b>	<b>\$ 952,930</b>
<b>LIABILITIES AND STOCKHOLDERS' DEFICIT</b>		
Current Liabilities		
Accounts payable and accrued liabilities	\$ 43,827	\$ 57,155
Advances Payable – related parties	150,755	153,947
Loan Payable – related party	7,340	6,988
Coupon interest payable – related party	65,411	46,575
Convertible Notes (Note 6)	-	50,000
Convertible Note – related party (Note 7)	118,608	118,608
Total Current Liabilities	385,941	433,273
<b>Total Liabilities</b>	<b>\$ 385,941</b>	<b>\$ 433,273</b>
Stockholders' Equity		
Common Stock – authorized 3,000,000,000 shares, \$0.001 par value, 291,876,881 and 291,876,881 shares of common stock issued and outstanding, respectively	291,877	291,877
2018 Special Series A Preferred Shares – authorized 1 share of \$0.001 par value, 1 share issued and outstanding	—	—
Series A Preferred Shares – authorized 200 shares, \$0.001 par value, 68 shares issued and outstanding, respectively	—	—
Series B Preferred Shares – 100 authorized shares \$0.001 par value, 6 shares issued and outstanding, respectively	—	—
Series C Preferred Shares – 100 authorized shares, \$0.001 par value, 8 shares issued and outstanding	—	—
Series D Preferred Shares – 5,000,000 authorized shares, \$10.00 par value, 51,000 and 100,000 shares issued and outstanding as of March 31, 2025, and 2024, respectively	510,000	1,000,000
Series E Preferred Shares – 5,000,000 authorized shares, \$5.00 par value, 0 shares issued and outstanding	—	—
Series F Preferred Shares – 25,000,000 authorized shares, \$1.00 par value, 0 shares issued and outstanding	—	—
Series G Preferred Shares – 10,000,000 authorized shares, \$1.00 par value, 0 shares issued and outstanding	—	—
Additional Paid in Capital	989,961	499,961
Accumulated Deficit	(1,318,909)	(1,272,181)
Total Stockholders' Equity	472,929	519,657
Total Liabilities and Stockholders' Equity	<b>\$ 858,870</b>	<b>\$ 952,930</b>

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



Megola, Inc.  
Statements of Operations  
(Unaudited)

	<b>For the fiscal years ended March 31,</b>	
	<b>2025</b>	<b>2024</b>
Sales	\$ 33,760	\$ 18,915
Cost of Goods Sold	13,097	17,801
Gross Profit	20,663	1,114
Operating expenses:		
Professional fees	18,857	62,132
Management and consulting fees	2,491	2,250
Amortization of intangible assets	44,805	44,928
Selling, general and administrative expenses	40,006	77,303
Total operating expenses	106,159	186,613
Loss from operations	(85,496)	(185,499)
Other Income (expense)		
Gain on extinguished debt	60,052	-
Interest expense	(21,284)	(35,139)
Total other income (loss) net	38,768	(35,139)
Net loss	\$ (46,728)	\$ (220,638)
Net loss per common share		
Basic and diluted	\$ (0.00)	\$ (0.00)
Weighted average number of common shares		
Basic and diluted	291,876,881	282,379,614

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

Megola, Inc.  
Statements of Changes in Stockholders' Equity

	Preferred	Special	Common Stock		Additional Paid-	Accumulated	Shareholders'
	Stock (1)	2018	Shares	Amount	in	Deficit	Equity
	Amount	Preferred			Capital		
		Stock (2)					
		Amount					
<b>Balance March 31, 2023</b>	<b>\$ 1,000,000</b>	<b>\$ —</b>	<b>269,876,881</b>	<b>\$ 269,877</b>	<b>\$ 466,961</b>	<b>\$ (1,051,543)</b>	<b>\$ 685,295</b>
Debt converted to common stock	—	—	22,000,000	22,000	33,000	—	55,000
Net loss	—	—	—	—	—	(220,638)	(220,638)
<b>Balance March 31, 2024</b>	<b>1,000,000</b>	<b>—</b>	<b>291,876,881</b>	<b>291,877</b>	<b>499,961</b>	<b>(1,272,181)</b>	<b>519,657</b>
Preferred stock returned under amendment agreement	(490,000)	—	—	—	490,000	—	—
Net loss	—	—	—	—	—	(46,728)	(46,728)
<b>Balance March 31, 2025</b>	<b>\$ 510,000</b>	<b>\$ —</b>	<b>291,876,881</b>	<b>\$ 291,877</b>	<b>\$ 989,961</b>	<b>\$ (1,318,909)</b>	<b>\$ 472,929</b>

(1)

	Preferred Series A		Preferred Series B		Preferred Series C		Preferred Series D		Preferred Series E		Preferred Series F		Preferred Series G	
	Shares	Amount	Shares	Amount	Shares	Amount	Shares	Amount	Shares	Amount	Shares	Amount	Shares	Amount
Balance, March 31, 2023	68	\$ —	6	\$ —	—	\$ —	100,000	\$ 1,000,000	—	\$ —	—	\$ —	—	\$ —
Balance March 31, 2024	68	\$ —	6	\$ —	—	\$ —	100,000	\$ 1,000,000	—	\$ —	—	\$ —	—	\$ —
Return of Series D	—	—	—	—	—	—	(49,000)	(490,000)	—	—	—	—	—	—
Balance March 31, 2025	68	\$ —	6	\$ —	—	\$ —	51,000	\$ 510,000	—	\$ —	—	\$ —	—	\$ —

(2)

	Special 2018 Series A Preferred	
	Shares	Amount
Balance, March 31, 2023	1	\$ —
Balance, March 31, 2024	1	—
Balance, March 31, 2025	1	\$ —

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

Megola, Inc.  
Statements of Cash Flows  
(Unaudited)

	<b>For the fiscal years ended March 31,</b>	
	<b>2025</b>	<b>2024</b>
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>		
Net loss	\$ (46,728)	\$ (220,638)
Adjustments to reconcile net loss to net cash used in operating activities:		
Gain on extinguished debt	(60,052)	-
Impairment of inventory	54	6,926
Impairment of intangible assets	-	29,538
Amortization of intangible assets	44,805	44,928
Non-cash interest	-	7,222
Changes in operating assets and liabilities		
Accounts receivable	4,060	(4,060)
Inventory	9,003	14,809
Prepaid Expenses	-	1,087
Accounts payable and accrued expenses	(9,945)	21,285
Cash used in operating activities	<u>(58,803)</u>	<u>(98,903)</u>
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>		
Cash provided by (used in) investing activities	<u>—</u>	<u>—</u>
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>		
Advances payable – related parties	37,214	71,094
Interest expense – related party, annual coupon on preferred stock	18,836	25,068
Interest expense, loan payable	2,096	2,494
Interest expense, loan payable – related party	352	354
Cash provided by financing activities	<u>58,498</u>	<u>99,010</u>
<b>INCREASE (DECREASE) IN CASH</b>	<b>(305)</b>	<b>107)</b>
<b>CASH AT BEGINNING OF YEAR</b>	<b>957</b>	<b>850</b>
<b>CASH AT END OF YEAR</b>	<b><u>\$ 652</u></b>	<b><u>\$ 957</u></b>
<b>Supplemental Disclosure of Cash Flow Information</b>		
Series D Preferred Stock returned under consolidated amendment agreement	<u>\$ 490,000</u>	<u>\$ -</u>
Shares issued to settle principal of convertible note and stock settled-debt	<u>\$ -</u>	<u>\$ 55,000</u>
Inventory transfer to MedeSol under consolidated amendment agreement	<u>\$ 35,832</u>	<u>\$ -</u>
Inventory sold to MedeSol under consolidated amendment agreement and recorded as prepaid royalties	<u>\$ 35,833</u>	<u>\$ -</u>
Convertible note, principal, waived under consolidated amendment agreement	<u>\$ 25,000</u>	<u>\$ -</u>
Stock settled debt, convertible note, associated with waived principal	<u>\$ 25,000</u>	<u>\$ -</u>
Interest payable on convertible note waived under consolidated amendment agreement	<u>\$ 5,479</u>	<u>\$ -</u>
Advances Payable – related parties, waived under consolidated amendment agreement	<u>\$ 40,405</u>	<u>\$ -</u>

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

Megola, Inc.  
Notes to Unaudited Financial Statements  
for the Fiscal Years ended March 31, 2025 and 2024

**NOTE 1 - NATURE OF OPERATIONS**

**Description of Business:**

***Historical Information:***

Megola, Inc. ("Megola" or "the Company") was incorporated in the State of Nevada under the name SuperiorClean, Inc. on March 29, 2001 to franchise and support third party carpet cleaning operations.

On September 25, 2003, the Company changed its name to Megola, Inc. pursuant to an acquisition agreement with Megola, Inc., an Ontario company ("Megola Canada"). On November 26, 2003, the Company and Megola Canada completed the agreement by way of a reverse acquisition. Megola Canada was formed to sell physical water treatment devices to a wide range of end-users in the United States, Canada and internationally under a license granted by Megola GmbH in Germany. Megola operated up until March 2016 when it no longer had the financial resources to continue to meet its ongoing obligations in the normal course and was subsequently struck in the State of Nevada. The Company was reinstated on May 9, 2019 and on May 17, 2018, the 8<sup>th</sup> District Court for Clark County, Nevada, entered an Order granting the application for custodianship of Megola, Inc. to International Venture Society, LLC.

On September 24, 2018, Mr. William Eric Ottens paid \$50,000 to the then controlling shareholder for 1 share of Special 2018 Series A Preferred Shares. This effected a change of control, and Mr. Ottens became the sole officer and director of the Company.

On September 25, 2018, the Company entered into a formal agreement to ratify the divestiture of the shares of our former controlled subsidiary, Megola Canada, in agreement with 1863942 Ontario Corporation, an entity controlled by the officer and director of Megola Canada who is also a shareholder of the Company. Under the terms of the agreement, the Company transferred the shares of Megola Canada to 1863942 Ontario Corporation and assumed certain debts incurred in prior periods in the amount of \$205,184 which were paid by 1863942 Ontario Corporation.

On December 24, 2018, effective February 13, 2019, the Custodianship of Megola, Inc. in the State of Nevada was discharged.

On January 25, 2020, the Board of Directors of the Company and the majority shareholder of the Company approved an Amendment to the Articles of Incorporation whereby the Company designated a series of Preferred Shares, being Series D, E, F and G. Concurrently they approved the cancellation of the 2018 Special Series B and D shares of preferred stock upon their return to treasury. Further the Company received and approved the consents of Mr. Rodney Nettles and Mr. Bob Gardiner to serve as members of the Board of Directors of the Company, such action to take place upon the Company filing all required reports with OTCMarkets. The aforementioned Certificate of Amendment was filed with the State of Nevada on February 28, 2020.

On January 30, 2020, Mr. Ottens entered into an agreement with Mr. Rodney Nettles, whereunder he agreed to sell his 1 share of 2018 Special Series A Preferred Stock for cash consideration of \$50,000. Further to this agreement, certain shareholders holding the 2018 Special Series B and the 2018 Special Series D Preferred stock agreed to cancellation of their shares for cumulative cash consideration of \$15,000 from Mr. Nettles upon closing of the sale of the 2018 Special Series A Preferred Stock, all of which transactions are dependent upon the filing of all reports required with OTC Markets. The transactions contemplated by this agreement closed during the period covered by this report.

On May 21, 2020, Mr. William Eric Ottens resigned as the sole officer and director of the Company, and concurrently, Mr. Robert Gardiner was appointed President and a director and Mr. Rodney Nettles was appointed Secretary/Treasurer and a director. As at the date of this report Mr. Ottens continues to be the controlling shareholder of the Company.

Megola, Inc.  
Notes to Unaudited Financial Statements  
for the Fiscal Years ended March 31, 2025 and 2024

**NOTE 1 - NATURE OF OPERATIONS (Continued)**

**Description of Business (Cont'd):**

***Historical Information (Cont'd) :***

On August 24, 2020, the Board of Directors of the Company appointed Mr. Mark Suchy and Mr. Samuel Chiang to the Board of Directors of the Company.

On October 8, 2020, the Company entered into a definitive contract for the purchase and sale of certain business assets with Scar Capital LLC, whereby the Company acquired intellectual property and patents pending to a deodorizing sanitizing ozone unit known as “The Stink Genie” (“Genie”), as well as inventory on hand. Under the terms of the contract, the Company was required to pay \$70,000 for the inventory and intellectual property related to Genie and to issue 20,000 shares of Series F Convertible Preferred Stock at \$1 per share for a total of \$20,000. During the period ended December 31, 2020, the Company sold sufficient inventory and allocated all of the proceeds to fund the required payment of \$70,000, and on December 10, 2020, the Company issued 20,000 shares of Series F Convertible Preferred stock.

On October 8, 2020, the Company entered into a definitive contract for the purchase and sale of business assets with Balance2day LLC (“B2D”). Under the terms of the agreement B2D sold to the Company certain inventory on hand owned by B2D for the cash purchase price of \$20,000 due and payable by March 31, 2021 and the issuance of 20,000 shares of Series F Preferred stock valued at \$1.00 per share. B2D is a company producing and selling a line of hemp extract products designed for athletes and individuals leading an active lifestyle. The products are THC free and legal in all 50 states. During the period ended December 31, 2020, the Company sold sufficient inventory and allocated all of the proceeds to fund the required payment of \$20,000 and on December 10, 2020, the Company issued 20,000 shares of Series F Convertible Preferred stock.

On October 13, 2020, the share acquisition between Rodney Nettles and William Eric Ottens was finalized and 1 share of Special Series A Preferred stock was transferred to Mr. Nettles, thus effecting a change in control of the Company. Concurrently, a total of 10,000,000 shares of 2018 Special Series B Preferred stock were returned to the Company and canceled. On November 24, 2020 the holder of 20,000,000 shares of 2018 Special Series D Preferred Stock also returned their shares for cancellation. The impact of the return and cancellation of the 10,000,000 2018 Special Series B and 20,000,000 Special Series D Preferred stock was retroactively applied as at September 30, 2020.

On October 19, 2020, Mr. Paul Cohen and Mr. John MacLeod were appointed to the Advisory Board of the Company.

On July 19, 2021, two shareholders holding shares of Series A Preferred stock converted 1 share each and received 250 shares of common stock each increasing the issued and outstanding common stock of the Company by 500 shares.

During the year ended March 31, 2022, 1863942 Ontario Corp. returned a total of 19,500,000 shares of the Company’s common stock to treasury for cancellation that had previously been issued in settlement of a portion of their convertible note with the Company, thus increasing the amount of the convertible note by \$48,750.

The Company exited from shell status in October 2020 concurrent with the acquisition of certain assets and the commencement of sales of the acquired products as part of our ongoing operations. The Company is currently transitioning the e-commerce sites and sourcing new merchant account providers while continuing to sell products existing products.

***Current Information:***

On February 22, 2022, Megola entered into an agreement with RGB Wholesale whereby Megola was granted a license to access certain branding, label and supply agreements for various Specialty Coffee Product lines, for \$15,000 by

Megola, Inc.  
Notes to Unaudited Financial Statements  
for the Fiscal Years ended March 31, 2025 and 2024

**NOTE 1 - NATURE OF OPERATIONS (Continued)**

**Description of Business (Cont'd):**

***Current Information (Cont'd) :***

way of the issuance of 15,000 shares of the Company's Series F Preferred stock, par value \$1.00 per share. The shares were issued on May 24, 2022, and valued at cost, and the Company capitalized the value of the supply agreement and licensing rights. Subsequently on March 31, 2023, the Company determined to fully impair this asset due to a delay in initiating operations under the acquired license.

On March 11, 2022, Megola entered into an agreement with MedeSol Global Inc. ("MedeSol") whereby Megola was granted a license and exclusive marketing rights to Sio2 Proteksol Coatings in consideration of \$15,000, payable by way of the issuance of 15,000 shares of the Company's Series F Preferred stock, par value \$1.00 per share.

The shares were issued on May 24, 2022, and valued at fair market value using the if converted method, and the Company capitalized the value of the License and Marketing rights. On September 19, 2022, we entered into an asset acquisition agreement with MedeSol whereunder we acquired certain additional product lines, inventory, manufacturing rights and other assets for the issuance of 25,000 shares of the Series D Preferred stock, par value \$10 per share, and the concurrent cancelation of the 15,000 Series F Preferred shares previously issued in May 2022. The 25,000 shares of Series D Preferred stock were issued on December 27, 2022, completing the terms of the asset acquisition agreement and were valued at \$250,000. Acquired inventory was valued at \$52,743 with the remaining value attributed to intangible assets in the amount of \$197,257.

On March 22, 2022, the Board of Directors of the Company appointed Mark Pacchini, Simon Johnston, Prof. Jeffrey F. Williams Ph.D., and Bruce Johnston to company Advisory Board positions.

On March 28, 2022, Megola entered into a letter of intent with GS Capital Blends LLC, a company with officers, directors and shareholders in common, regarding the Purchase and License of Intellectual Property, Product Lines, Manufacturing and Other Specified Assets of GS Capital Blends LLC. On May 24, 2022, we issued a total of 75,000 Series D Preferred shares (the "Acquisition shares"), par value \$10 per share in respect to the aforementioned agreement. We valued the transaction at cost on the acquisition date and capitalized the intellectual property as intangible assets. Subsequently we entered into an amendment to the original agreement (the "Amendment") reducing the number of acquisition shares to 50,000, extending the terms of a lock-up provision (the "Lock-up") with respect to the conversion of the Acquisition shares to December 31, 2024, and granting GS Capital Blends a coupon of 5% on the par value of the Acquisition shares, or \$500,000 through termination of the Lock-up. Under the terms of the Amendment, the 25,000 shares of Series D Preferred stock were deemed canceled and returned to treasury retroactive to the original agreement date, May 24, 2022.

On January 3, 2023, Samuel Chiang resigned as a director and Rodney Nettles resigned as director, secretary and treasurer. Mark Suchy, director, was appointed to serve as secretary and treasurer. Mr. Nettles continues to be the Company's controlling shareholder.

On January 3, 2023, the Company appointed Joshua Johnston to serve as COO, CFO and serve on the Board of Directors of the Company.

On February 3, 2023, the Company closed a Definitive Contract for the Exclusive License/Manufacturing of certain MedeSol product lines for a cash payment of \$25,000, paid in November 2022, and the issuance of 25,000 shares of the Company's Series D Preferred stock, par value \$10 per share. We valued the transaction at \$275,000 including cash consideration on the acquisition date and capitalized \$76,144 with respect to acquired inventory and allocated \$198,856 to intangible assets.

Megola, Inc.  
Notes to Unaudited Financial Statements  
for the Fiscal Years ended March 31, 2025 and 2024

**NOTE 1 - NATURE OF OPERATIONS (Continued)**

**Description of Business (Cont'd):**

***Current Information (Cont'd) :***

On February 29, 2024, Simon Johnston was appointed to serve on the Board of Directors, Mark Suchy resigned as Secretary and Treasurer, and Joshua Johnston was appointed to serve as Secretary and Treasurer.

On March 31, 2024, the Board of Directors resolved to discontinue the SCARS and B2D lines of business and impair the remaining unamortized intangible assets and inventory.

On May 7, 2024, the Company filed a Registration Statement on Form 1-A with the Securities and Exchange Commission ("SEC") with respect to the offering of a total of 400,000,000 shares of Common Stock at \$0.025 per share for total gross proceeds of up to \$10,000,000 (the "Offering"). The Offering received notice of qualification from the SEC on June 12, 2024. The Company did not sell any shares under this Offering prior to its discontinuation.

On June 25, 2024, the licensor of the Company's technology suite, MedeSol, filed a provisional patent application covering various odor control product formats including Porta Potty deodorization. Under a Consolidated Amendment Agreement between the Company and MedeSol the Company retains the right to assume ownership of the patent should MedeSol determine to abandon.

On September 12, 2024, the Company executed an Amendment to its Articles of Incorporation with the Secretary of State of Nevada, changing the name of the Company to Breakthrough Chemistry, Inc., having received Board and Majority Shareholder approval.

On September 19, 2024, the Company filed a Corporate Action with the Financial Industry Regulatory Authority ("FINRA") for an OTC Voluntary Name and Symbol Change to Breakthrough Chemistry, Inc., which is still pending as of the filing date of this report.

On September 27, 2024, the Company entered into a Product Evaluation Collaboration Letter with Winner Medical Co., Ltd. ("Winner Medical"), a company based in Shenzhen, China, and traded on the Shenzhen Stock Exchange under the symbol 300888.SZ. Megola will engage with Winner Medical in a manufacturing trial and performance evaluation of the Company's Odor Control Super Absorbent Polymers ("Treated SAP") for potential use in two of Winner Medical's product lines—adult incontinence diapers and feminine hygiene pads (the "Collaboration"). The purpose of the Collaboration is to assess the applicability and performance of Megola's ultra-long-lasting Treated SAP in the healthcare market. As part of this collaboration, Megola's scientists will work alongside Winner Medical's research and development team to develop a detailed testing plan and conduct analysis of the testing results. Winner Medical will integrate Megola's Treated SAP into its manufacturing process to produce articles of the Products for human subject evaluation.

On November 19, 2024, Paul Cohen and Darryl Campbell were appointed to the Company's Board of Directors.

On January 23, 2025, Joshua Johnston resigned as a member of the Board of Directors and as Chief Financial Officer, Chief Operating Officer, Secretary and Treasurer and Simon Johnston resigned as a member of the Board of Directors.

On January 23, 2025, the Board of Directors appointed Mark Suchy, current member of the Board, as Chief Financial Officer, Secretary and Treasurer, and Mr. Bruce Johnston, a member of the Company's advisory committee to the Board of Directors.

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**NOTE 1 - NATURE OF OPERATIONS (Continued)**

**Description of Business (Cont'd):**

***Current Information (Cont'd) :***

On January 31, 2025, the Company executed a Consolidated Amendment Agreement with MedeSol whereby the parties agreed to certain amendments to their business relationship, including a return of 45,000 shares of the Company's Series D Preferred stock, the transfer of certain inventory from the Company to MedeSol, future compensation for MedeSol in the form of a royalty payment, and the forgiveness by MedeSol and certain other parties of a convertible loan and certain accounts payable on the Company's balance sheet, among other terms and conditions. (Ref: Note 5)

On February 9, 2025, a Royalty Credit and Inventory Agreement was entered into by and between MedeSol and the Company with respect to certain remaining inventory on hand. (Ref: Note 5)

On March 23, 2025, the Company, SiO2 International Inc. and Bruce Johnston, its CEO, agreed to accelerate and terminate certain agreements previously entered into between the Company, SiO2 and MedeSol dated 9<sup>th</sup> day of August, 2024 in consideration for (i) the cancelation of 5,000 shares of Series D Preferred stock originally issued to Johnston as part of an agreement between the Company and MedeSol dated February 3, 2023, (ii) the immediate transfer of certain intellectual property from SiO2 to the Company and the new issuance of 1,000 shares of the Company's Series D Preferred Stock to Johnston.

The Company considered the aforementioned transactions concluding in January, February and March 2025 to be part of a singular transactional event between the parties, and valued the transactions concurrently. (Ref: Note 5)

On March 25, 2025, the Company received the resignation of Bruce Johnston from the Board of Directors and appointed Ron Olsson to the Board of Directors.

On May 7, 2025, the Company filed Form 1-Z with the Securities and Exchange Commission terminating its requirements to report under Regulation 1-A.

On May 29, 2025, the Company's Board of Directors and its Majority Shareholder approved a reverse split of the issued and outstanding common shares of the Company on the basis of 1:30 and a decrease to the authorized shares of the Company from 3,054,000,000 to 1,554,000,000 with the authorized shares of common stock, par value \$0.001 being 1,500,000,000 and the authorized Preferred Shares, par value remaining at 54,000,000. The anticipated effective date for Reverse Split was June 15, 2025, however, the corporate action remains subject to processing by FINRA.

**NOTE 2 – GOING CONCERN**

The Company has \$652 cash on hand, product inventory valued at \$41,373 and accounts receivable of \$0 for total current assets of \$77,858 and current liabilities of \$385,941 on March 31, 2025, and we have incurred operating losses to date. While sales have commenced with respect to acquired inventory and product licenses, funds generated from these sales were not sufficient to pay debt and fund ongoing operations.

The Company's operations have been funded to date by management and shareholders, save for the acquisition costs to purchase certain assets, licensing and intellectual property rights which were partially funded from the sales of acquired product inventory and through the issuance of shares of the Company's preferred stock. The Company expects this funding to continue until such time as it can acquire a profitable operating business or undertake a financing. There can be no assurance that the Company will continue to receive this funding from management or



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**NOTE 2 – GOING CONCERN (Continued)**

shareholders, will be able to generate sufficient revenue from sales of products or that the funding received or generated will be sufficient to pay for its ongoing operations. Management’s plans for the continuation of the Company

as a going concern includes successful operation of its recently acquired assets in order to attain profitable operations, the development of a commercially viable business, and financing of the Company’s operations through sale of its common stock, as well as shareholder and management advances until such time as it has established profitable operations.

**NOTE 3 - USE OF ESTIMATES IN THE PREPARATION OF FINANCIAL STATEMENTS**

The preparation of financial statements in conformity with Generally Accepted Accounting Principles (GAAP) 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 these financial statements, and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

**NOTE 4 – SUMMARY OF ACCOUNTING POLICIES**

Basis of Presentation

The accompanying unaudited financial statements have been prepared in accordance with generally accepted accounting principles (US GAAP). In the opinion of management, all adjustments considered necessary for a fair presentation have been included. All such adjustments are of a normal recurring nature.

Fiscal Year-End

The Company has selected March 31 as its fiscal year-end.

Cash and Cash Equivalents

The Company considers all highly liquid investments with an original maturity of three months or less to be cash equivalents.

Intangible Assets

Intangible assets reflect the purchase price of various intangible assets including intellectual property rights to various commercial products and process technology, patents, other rights and licensing agreements acquired. The Company has implemented the Business Combinations Topic of the Financial Accounting Standards Board (“FASB”) Accounting Standards Codification (“ASC”) 350, *Intangibles - Goodwill and Other*. Intangible assets acquired are amortized over their useful life, which the Company has determined to be twenty (20) years. The Company expenses costs to maintain or extend intangible assets as incurred.

Impairment of Long-Lived Assets

Long-lived assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable through the estimated undiscounted cash flows expected to result from the use and eventual disposition of the assets. Whenever any such impairment exists, an impairment loss will be recognized for the amount by which the carrying value exceeds the fair value. Management of the Company determined there was no impairment with respect to the carrying value of certain intangible assets during the fiscal year ended March 31, 2025. The Company recorded impairment of \$29,538 with respect to certain intangible assets in the year ended March 31, 2024.

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**NOTE 4 – SUMMARY OF ACCOUNTING POLICIES (Continued)**

Fair Value of Financial Instruments

The Company follows the fair value measurement rules, which provide guidance on the use of fair value in accounting and disclosure for assets and liabilities when such accounting and disclosure is called for by other accounting literature. These rules establish a fair value hierarchy for inputs to be used to measure fair value of financial assets and liabilities. This hierarchy prioritizes the inputs to valuation techniques used to measure fair value into three levels: Level 1 (highest priority), Level 2, and Level 3 (lowest priority).

- Level 1—Unadjusted quoted prices in active markets for identical assets or liabilities that the Company has the ability to access at the balance sheet date.
- Level 2—Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly. Level 2 inputs include quoted prices for similar assets and liabilities in active markets, quoted prices for identical or similar assets or liabilities in markets that are not active, inputs other than quoted prices that are observable for the asset or liability (i.e., interest rates, yield curves, etc.), and inputs that are derived principally from or corroborated by observable market data by correlation or other means (market corroborated inputs).
- Level 3—Inputs are unobservable and reflect the Company’s assumptions as to what market participants would use in pricing the asset or liability. The Company develops these inputs based on the best information available.

Investments are reflected in the accompanying financial statements at fair value. The carrying amount of receivables and accounts payable and accrued expenses approximates fair value due to the short-term nature of those 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 lease receivables, accounts payable, and accrued liabilities approximate fair value given their short-term nature or effective interest rates, which constitutes level three inputs.

Basic and Diluted Loss Per Share

In accordance with ASC Topic 260 – "Earnings Per Share," the basic loss per common share is computed by dividing the net loss available to common stockholders by the weighted average number of common stock outstanding. Diluted loss per common share is computed similar to basic loss per common share except that the denominator is increased to include the number of additional shares of common stock that would have been outstanding if the potential common stock had been issued and if the additional shares of common stock were dilutive.

Potential common stock consists of the incremental common stock issuable upon the exercise of common stock warrants (using the if-converted method), convertible notes, classes of shares with conversion features, stock awards and stock options. The computation of loss per share for the comparative periods excludes potentially dilutive securities of underlying preferred shares if their inclusion would be antidilutive. During the fiscal years ended March 31, 2025, and 2024 the Company recorded net losses and therefore, inclusion of potentially dilutive securities would be antidilutive and are excluded from the statement of profit and loss. The table below reflects the potentially dilutive securities at period ended March 31, 2025, and March 31, 2024.

	March 31, 2025	March 31, 2024
Series A Preferred Stock	33,865	108,626
Series B Preferred Stock	5,976	19,169
Series C Preferred Stock	1,594	5,112
Series D Preferred Stock	510,000,000	1,000,000,000
Convertible Notes	34,258,400	58,531,124
Total	<u>544,300,209</u>	<u>1,058,664,031</u>

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**NOTE 4 – SUMMARY OF ACCOUNTING POLICIES (Continued)**

Revenue Recognition

The Company applies ASC 606 — Revenue from Contracts with Customers. Under ASC 606, the Company recognizes revenue from the commercial sales of products by applying the following steps: (1) identify the contract with a customer; (2) identify the performance obligations in the contract; (3) determine the transaction price; (4) allocate the transaction price to each performance obligation in the contract; and (5) recognize revenue when each performance obligation is satisfied.

The Company recognizes revenue when the earnings process is complete and persuasive evidence of an arrangement exists. This generally occurs when a purchased product has been shipped to a customer from our fulfillment center at which time both title and the risks and rewards of ownership are transferred to and accepted by the customer, and the selling price has been collected.

Inventory

Inventories, which consist of finished, saleable goods, are stated at the lower of cost or market value. Cost is determined using the first-in, first-out method and is adjusted to actual cost quarterly based on a physical count. Net realizable value is the estimated selling price in the ordinary course of business, less applicable variable selling expenses. We also hold raw materials in inventory which are valued at cost. During the fiscal years ended March 31, 2025 and 2024, the Company impaired its inventory in the amounts of \$54 and \$6,926, respectively. ,

Warranty

While we offer a return policy which includes a 30-day money back guarantee, in the most recent two years of product sales there have been no product returns and therefore we have not recorded a liability for any warranty obligations. We assess the need for warranty and return liabilities at each report date.

Advertising Costs

The Company expenses advertising costs as incurred or the first time the advertising takes place, whichever is earlier, in accordance with ASC 720-35. There were no advertising costs incurred during the fiscal years ended March 31, 2025, and 2024.

Research and Development Costs

The Company charges research and development costs to expense when incurred in accordance with FASB ASC 730, "Research and Development". Research and development costs during the fiscal years ended March 31, 2025, and 2024 were \$1,268 and \$5,388, respectively.

Stock Settled Debt

In certain instances, the Company will issue convertible notes which contain a provision in which the price of the conversion feature is priced at a fixed discount to the trading price of the Company's common shares as traded on the over-the-counter market. In these instances, the Company records a liability, in addition to the principal amount of the convertible note, as stock-settled debt for the fixed value transferred to the convertible note holder from the fixed discount conversion feature. As of March 31, 2025, and March 31, 2024, the Company had recorded within Convertible Notes, net of discount, \$0 and \$25,000 for the value of the stock settled debt for certain convertible notes (see Note 6).

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**NOTE 4 – SUMMARY OF ACCOUNTING POLICIES (Continued)**

Income Taxes

Income taxes are recognized in accordance with ASC 740, “Income Taxes”, whereby deferred income tax liabilities or assets at the end of each period are determined using the tax rate expected to be in effect when the taxes are actually paid or recovered. A valuation allowance is recognized on deferred tax assets when it is more likely than not that some or all of these deferred tax assets will not be realized.

Recent Accounting Pronouncements

The Company has implemented all new accounting pronouncements that are in effect and that may impact its financial statements and does not believe that there are any other new accounting pronouncements that have been issued that might have a material impact on its financial position or results of operations.

**NOTE 5 – ASSET ACQUISITIONS AND AMENDMENT AGREEMENTS**

Intellectual Property and Technology from GS Capital Blends LLC

On March 28, 2022, Megola announced that it had entered into a letter of intent with GS Capital Blends LLC, a company with officers, directors and shareholders in common, regarding the Purchase and License of Intellectual Property, Product Lines, Manufacturing and Other Specified Assets of GS Capital Blends LLC. On May 24, 2022, we issued a total of 75,000 Series D Preferred shares (the “Acquisition shares”), par value \$10 per share in respect to the aforementioned agreement. We valued the transaction at cost on the acquisition date and capitalized the intellectual property as intangible assets. Subsequently we entered into an amendment to the original agreement (the “Amendment”) reducing the number of acquisition shares to 50,000, extending the terms of a lock-up provision (the “Lock-up”) with respect to the conversion of the Acquisition shares to December 31, 2024, and granting GS Capital Blends a coupon of 5% on the par value of the Acquisition shares, or \$500,000 through termination of the Lock-up. Under the terms of the Amendment, the 25,000 shares of Series D Preferred stock were deemed canceled and returned to treasury retroactive to the original agreement date, or May 24, 2022. We valued the transaction at cost on the acquisition date and capitalized \$500,000 as intangible assets.

Intellectual Property and Technology from RBG Wholesale

On May 24, 2022, Megola closed a Contract for the Purchase and Sale of Business Assets from RBG Wholesale with RBG Wholesale (“RBG”), a company with officers, directors and shareholders in common by way of the issuance of 15,000 shares of the Company’s Series F Preferred stock, par value \$1.00 per share. The Company has been granted a license to access certain branding, label and supply agreements for various Specialty Coffee Product lines. We valued the transaction at cost on the acquisition date and capitalized \$15,000 as intangible assets.

Intellectual Property and Technology from MedeSol Global and Si02 International Inc.

On May 24, 2022, Megola closed a Purchase and Sale of Business Assets Contract with MedeSol Global Inc (“MedeSol”) and issued 15,000 shares of the Company’s Series F Preferred stock, par value \$1.00 per share. Further, on December 27, 2022, the Company amended the original Purchase and Sale of Business Assets Contract with a Definitive Contract for the Exclusive License/Manufacturing of certain MedeSol Global Inc. product lines, which agreement superseded the prior agreement and closed upon issuance of 25,000 shares of the Company’s Series D Preferred stock, par value \$10 per share, and the concurrent cancelation of the 15,000 shares of Series F Preferred stock issued previously. We valued the transaction on the acquisition date at \$250,000 and capitalized \$52,743 with respect to acquired inventory and allocated \$197,257 to intangible assets.

On February 3, 2023, the Company closed a Second Definitive Contract for the Exclusive License/Manufacturing of certain MedeSol product lines for a cash payment of \$25,000, paid in November 2022, and the issuance of 25,000 shares of the Company’s Series D Preferred stock, par value \$10 per share. We valued the transaction on the acquisition

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**NOTE 5 – ASSET ACQUISITIONS AND AMENDMENT AGREEMENTS (Continued)**

Intellectual Property and Technology from MedeSol Global and SiO2 International Inc. (Cont'd)

date at \$275,000 including the cash consideration and capitalized \$76,144 with respect to acquired inventory and allocated \$198,856 to intangible assets.

On January 31, 2025, a Consolidated Amendment Agreement was entered between the Company and MedeSol. The Consolidated Amendment Agreement supersedes all prior agreements and provided as follows:

- The Exclusive License and Manufacturing Agreement shall become a Non-Exclusive License and Manufacturing Agreement for the underlying intellectual property subject to a royalty payable to MedeSol equal to 20% of the manufacturing cost of the blends (materials + labor + blending fees) determined based on manufactured volume of the blends, such royalty to be paid semi-annually no later than the last day of the month following the end of each semi-annual period on applicable products;
- 45,000 shares of the Company's Series D preferred stock shall be returned to the Company's treasury by MedeSol;
- The Company shall transfer 50% of certain raw materials inventory with a total book value of \$71,665.49 to MedeSol;
- Jeffrey Williams shall forgive a convertible note in the principal amount of \$25,000 plus interest accrued thereon;
- MedeSol will forgive outstanding payables in the amount of \$40,405; and,
- The Company will assign certain agreements and customer relationships to MedeSol.

Further, On February 9, 2025, a Royalty Credit and Inventory Agreement ("Agreement") was entered into by and between the Company and MedeSol under which MedeSol agreed to take possession of the remaining 50% of the raw materials inventory currently held on hand, and to issue a credit against future royalties due to MedeSol from the Company in the amount of \$35,833. The Company has allocated \$35,833 to Prepaid Expenses on the Company's balance sheets.

On March 23, 2025, the Company, SiO2 International Inc. and Bruce Johnston, its CEO, entered into an agreement to accelerate and terminate certain agreements previously entered into between the Company, SiO2 and MedeSol dated 9<sup>th</sup> day of August, 2024 and acquire certain previously licensed IP in consideration for (i) the cancellation of 5,000 shares of Series D Preferred stock originally issued to Johnston as part of an agreement between the Company and MedeSol dated February 3, 2023, (ii) the immediate transfer of certain intellectual property from SiO2 to the Company and the new issuance of 1,000 shares of the Company's Series D Preferred Stock to Johnston.

The Company considered the aforementioned transactions between the Company, MedeSol and SiO2/Bruce Johnston to be part of a singular transactional event between the parties and valued the transactions concurrently.

The Company recorded a gain in respect to the Consolidated Amendment Agreement as set out below:

50% Inventory return to MedeSol in exchange for royalty credit	\$ 35,832
Forgiveness of principal balance of convertible note	(25,000)
Extinguishment of stock settled debt associated with convertible note	(25,000)
Forgiveness of interest payable under convertible note	(5,479)
Forgiveness of advances from related party, MedeSol	(40,405)
Total assets acquired	<u>(60,052)</u>

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**NOTE 5 – ASSET ACQUISITIONS AND AMENDMENT AGREEMENTS (Continued)**

Intellectual Property and Technology from MedeSol Global and Si02 International Inc. (Cont'd)

Consideration	
Return 50,000 shares of the Company Series D Preferred stock	-
Issue 1,000 shares of the Company Series D Preferred stock	-
Total consideration	<u>-</u>
Gain on transaction as a result of amendments and related agreements	<u>\$ 60,052</u>

**NOTE 6 – INTANGIBLE ASSETS**

Intangible assets are amortized over their useful life, determined to be twenty (20) years, as set out below:

	Capitalized value, Intangible Assets
Balance, March 31, 2023	<u>\$ 900,283</u>
Impairment	(29,538)
Amortization	(44,928)
Balance, March 31, 2024	<u>825,817</u>
Impairment	-
Amortization	(44,805)
Balance, March 31, 2025	<u>781,012</u>

Estimated amortization expense in future fiscal years is expected to be:

Fiscal year 2026	\$ 44,806
Fiscal year 2027	44,806
Fiscal year 2028	44,928
Fiscal year 2029	44,806
Fiscal year 2030	44,805
Thereafter	<u>556,861</u>
Total	<u>\$ 781,012</u>

**NOTE 7 – CONVERTIBLE NOTE**

On November 23, 2022, the Company executed a Convertible Promissory Note (the “CPN”) with a third party who provided a loan in the amount of \$25,000. The CPN was for a six month term, bears interest at 10% per annum and is convertible into shares of common stock of the Company based on the following: Upon Maturity, the Company shall pay the entire \$25,000 principal, plus any accrued and unpaid interest, back to the Lender, or at any time from the original date of the CPN the Lender may choose to convert the unpaid balance of the CPN, and any accrued interest thereon, into shares of the Company’s Common Stock at a fifty percent (50%) discount off of the lowest volume weighted average price ( “VWAP”) price for the Company’s common stock during the Ten (10) trading days immediately preceding conversion date, as reported by Quote stream.

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**NOTE 7 – CONVERTIBLE NOTE (Continued)**

Effective November 23, 2022, the date of the CPN, Company recorded \$25,000 as the liability on stock settled debt which amount was amortized over the term of the notes.

On January 31, 2025 the note holder forgave the \$25,000 convertible note plus accrued interest as part of the terms and conditions of a Consolidated Amendment Agreement. (ref: Note 5)

The carrying value, net of accrued interest, is as follows:

	March 31, 2025	March 31, 2024
Principal issued	\$ -	\$ 25,000
Stock-settled liability	-	25,000
	<u>\$ -</u>	<u>\$ 50,000</u>

Interest expense during the fiscal years ended March 31, 2025, and 2024 is as follows:

	For the Fiscal Year Ended March 31,	
	2025	2024
Interest expense on notes	\$ 2,095	\$ 2,495
Amortization of debt discount	-	7,222
Total:	<u>\$ 2,095</u>	<u>\$ 9,717</u>

The accrued interest payable is as follows and is included in accounts payable:

Balance, March 31, 2024	\$ 3,384
Interest expense on the convertible notes	2,095
Interest payable forgiven	(5,479)
Balance, March 31, 2025	<u>\$ -</u>

**NOTE 8 - RELATED PARTY TRANSACTIONS**

**William Eric Ottens**

Mr. William Eric Ottens is our former controlling shareholder and a former officer and director.

During the fiscal years ended March 31, 2025, and 2024, the Company accrued interest of \$352 and \$354, respectively, with no repayments to a prior advanced loan with a remaining principal balance of \$5,298. The balance of the loan outstanding including principal and accrued interest at March 31, 2025, totaled \$7,340 (March 31, 2024 - \$6,988).

**Robert Gardiner**

Mr. Gardiner joined the Board of Directors and became an officer on May 21, 2020.

During the fiscal years ended March 31, 2025, and 2024, the Company paid Mr. Gardiner \$2,491 and \$0 in management consulting fees. A total of \$9 was due and payable to Mr. Gardiner at March 31, 2025 (March 31, 2024 - \$0) in respect to an advance for operational expenses.

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**NOTE 8 - RELATED PARTY TRANSACTIONS (Continued)**

**GS Capital Blends LLC**

GS Capital Blends LLC (“GSCB”), is a company with officers, directors and shareholders in common. Transactions between the Company and GS Capital Blends include the following:

	March 31, 2025	March 31, 2024
Convertible note – related party	\$ 65,924	\$ 65,924
Advances – related parties	143,061	116,781
	\$ 208,985	\$ 182,705

The convertible note in the amount of \$65,924 issued in August 2021, bears no interest, is payable on demand and is convertible at \$0.005 per share. On the date of issuance, the Company recorded a beneficial conversion feature equal to the face value of the note, which amount was immediately expensed.

During the fiscal years ended March 31, 2025 and 2024, GSCB advanced additional operational capital of \$26,280 and \$38,823, respectively, to the Company with no repayments.

During the year the Company sold certain retail products to GSCB valued at \$4,960, which payable amount was settled by a reduction to advances payable.

As at March 31, 2025 and March 31, 2024 advances payable to GSCB totaled \$143,061 and \$116,781, respectively.

Intellectual Property and Technology from GSCB

As discussed in Note 5 above, during the year ended March 31, 2022, the Company issued 50,000 shares of Series D preferred stock to GS Capital Blends as consideration with respect to an agreement, and amendments thereto, for the Purchase and License of Intellectual Property, Product Lines, Manufacturing and Other Specified Assets (the "Agreement"). Under the terms of the Agreement GS Capital Blends was granted a coupon of 5% on the par value of the Acquisition shares, or \$500,000, through termination of a Lock-up on December 31, 2024. During the fiscal years ended March 31, 2025, and 2024, the company recorded \$18,836 and \$25,068, respectively, as accrued coupon payments with respect to the Agreement, which amounts are included on the balance sheet as Coupon interest payable – related party.

**1863942 Ontario Corporation**

Unsecured debt in the amount of \$205,184 owed to 1863942 Ontario Corporation, an entity controlled by a shareholder of the Company who is also the officer and director of our former subsidiary, Megola Canada, was agreed to be acquired by the Company upon the ratification of the divestiture of Megola Canada effective March 31, 2018. Prior to the appointment of a custodian in 2018, management had agreed verbally to retire the debt payable to 1863942 Ontario Corporation by the issuance of certain shares, however, the shares were never issued. The amount was previously reflected on the balance sheets as “Due to Shareholder” and was non-interest bearing and due on demand.

On November 26, 2020, the Company and 1863942 Ontario Corporation agreed to enter into a formal written promissory note with respect to the total amount due of \$205,184 and executed an unsecured convertible promissory note (the “Note”). The Note bears no interest and is convertible at any time five days after the issuance date at the election of the holder into shares of common stock at a fixed price of \$0.0025 per share. The Company valued the beneficial conversion feature on the date the Note was issued at the fair market value of the Company’s common stock



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**NOTE 8 - RELATED PARTY TRANSACTIONS (Continued)**

**1863942 Ontario Corporation (Cont'd)**

and recorded a day one loss totaling the full-face value of the Note (\$205,184), which amount was immediately expensed.

During the fiscal year ended March 31, 2021, 1863942 Ontario Corporation converted debt in the amount of \$146,250 into 58,500,000 shares of common stock pursuant to the Note.

During the fiscal year ended March 31, 2022, 1863492 Ontario Corporation returned a total of 19,500,000 of the above converted shares of common stock to treasury and the Company increased the amount of the convertible note by \$48,750. There were no further payments or shares issued for debt during each of the years ended March 31, 2023 and 2022.

During the fiscal year ended March 31, 2024, 1863942 Ontario Corporation converted a total of \$55,000 in debt into 22,000,000 shares of common stock. At March 31, 2025 and March 31, 2024, \$52,684 is due on the Note, respectively and is reflected on the balance sheet as Convertible Note – Related Party.

During the year ended March 31, 2025 and 2024 a shareholder of 1863942 Ontario Corporation advanced \$5,324 and \$2,332, respectively, for operational expenses which is included on the balance sheet as Advances Payable – related parties.

**Mark Suchy**

During the fiscal year ended March 31, 2023, Mr. Suchy, an officer and director of the Company, advanced a total of \$25 to the Company. During the fiscal year ended March 31, 2024, Mr. Suchy advanced a further \$3,660 to the Company. During the fiscal year ended March 31, 2025, Mr. Suchy advanced a further \$1,132 to the Company. Mr. Suchy received payments in the amount of \$4,817 during the fiscal year ended March 31, 2025. At March 31, 2025, and March 31, 2024, the amounts of \$0 and \$3,685, respectively remained due to Mr. Suchy and is reflected on the balance sheet as advances payable – related parties.

**MedeSol Global, Inc.**

During the fiscal year ended March 31, 2025, MedeSol Global, Inc., a former shareholder of the Company which previously shared officers and directors in common with the Company, paid operating expenses for the benefit of the Company in the cumulative amount of \$9,256. During the fiscal year ended March 31, 2024, MedeSol paid operating expenses for the benefit of the Company in the cumulative amount of \$31,149.

On January 31, 2025, MedeSol forgave the outstanding balance payable of \$40,405 under the terms of a Consolidated Amendment Agreement. (refer: Note 5)

At March 31, 2025 and March 31, 2024, \$0 and \$31,149 was due to MedeSol and is reflected on the balance sheet as advances payable – related parties.

**Joshua Johnston**

During the fiscal yeas ended March 31, 2025, and 2024, Joshua Johnston, a former director and officer of the Company paid operating expenses for the benefit of the Company.

At March 31, 2025 and March 31, 2024, \$60 and \$0, respectively remained outstanding and is reflected on the balance sheet as advances payable – related parties.

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**NOTE 9 – COMMON AND PREFERRED STOCK**

**Preferred Stock:**

The Company has authorized 54,000,000 shares of Preferred Stock, at various par values, of which 100 shares are designated as Series A Preferred, 200 shares are designated as Series B Preferred, 100 shares are designated as Series C Preferred, 5,000,000 shares are designated as Series D Preferred, 5,000,000 shares are designated as Series E Preferred, 25,000,000 shares are designated as Series F Preferred, and 10,000,000 shares are designated as Series G Preferred. The Company has also designated a 2018 Special Series of Preferred stock. As at March 31, 2025 and March 31, 2024, we have 1 share designated as 2018 Special Series A Preferred Stock.

***2018 Special Series A Preferred Shares:***

There is one (1) share of 2018 Special Series A Preferred stock, \$0.001 par value authorized which carries the right to 51% voting control of the Company.

At March 31, 2025 and March 31, 2024, there was one (1) share of 2018 Special Series A Preferred stock issued and outstanding.

***Series A Preferred Shares:***

There are a total of 200 shares of Series A Preferred Stock, \$0.001 par value authorized. All shares of Preferred Series “A” stock held 12 months are eligible for conversion to common stock at a conversion price set at \$0.20 cents per share and the Company has the right to effect a mandatory conversion of the Series A Preferred stock 24 months from the date of issuance of the Series A Preferred stock. Each Preferred Series “A” share is entitled to cast 100 votes in a shareholder meeting.

On July 19, 2021, two shareholders holding shares of Series A Preferred stock converted 1 share each and received 250 shares of common stock each increasing the issued and outstanding common stock of the Company by 500 shares.

At March 31, 2025 and March 31, 2024, there were a total of 68 shares of Series A Preferred Stock issued and outstanding

***Series B Preferred Shares:***

There are a total of 100 shares of Series B Preferred Stock, \$0.001 par value, authorized. All shares of Preferred Series “B” stock are convertible to common stock at a conversion price set at \$0.05 cents per share or the 10 day average trading price of the common stock at the time of conversion, whichever is less, and have no voting rights.

At March 31, 2025 and March 31, 2024, there were a total of 6 shares of Series B Preferred Stock issued and outstanding.

***Series C Preferred Shares:***

There are a total of 100 shares of Series C Preferred Stock authorized, \$0.001 par value. All shares of Preferred Series “C” stock held 12 months are convertible to common stock at a conversion price set at \$0.10 cents per share or the 10 day average trading price of the common stock at the time of conversion, whichever is less. Each Preferred Series “C” share is entitled to cast 2,000 votes in a shareholder meeting.

At March 31, 2025 and March 31, 2024, there were a total of 8 shares of Series C Preferred Stock issued and outstanding.

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**NOTE 9 – COMMON AND PREFERRED STOCK (Continued)**

**Preferred Stock (Cont'd):**

***Series D Preferred Shares***

There are a total of 5,000,000 shares of Series D Preferred Stock authorized, \$10.00 par value, which may only be issued at the direction of the Board of Directors and with the consent of a majority of the shareholders of the Company. The shares when issued have a 6 month lock up period from the date of issuance and thereafter may be converted on the basis of 25% of the shares held by the shareholder quarterly, with no conversion resulting in the shareholder holding more than 9.99% of the issued and outstanding common stock. The shares are convertible into common stock at \$0.001 per share. The shares carry voting rights of 100 shares of common stock for each one share held. The shares have the right to receive dividends and are anti-dilutive.

On February 3, 2023, the Company issued a total of 25,000 shares, par value \$10 per share for an asset acquisition (Ref: Note 5).

On January 31, 2025, 50,000 shares were returned, and 1,000 shares were issued under the terms of a Consolidated Amendment Agreement (Ref: Note 5)

At March 31, 2025 and March 31, 2024, there were a total of 51,000 and 100,000 shares of Series D Preferred Stock issued and outstanding, respectively .

***Series E Preferred Shares***

There are a total of 5,000,000 shares of Series E Preferred Stock authorized, \$5.00 par value, which may only be issued at the direction of the Board of Directors and with the consent of a majority of the shareholders of the Company. The shares when issued have a 6 month lock up period from the date of issuance and thereafter may be converted on the basis of 25% of the shares held by the shareholder quarterly, with no conversion resulting in the shareholder holding more than 9.99% of the issued and outstanding common stock. The shares are convertible into common stock at 35% of the 21-day average closing price of the common stock of the Company or \$0.0025 per share, whichever is higher. The Company may elect a mandatory conversion of the stock into common shares, cash or a combination of cash and common stock after five years from the date of issuance. The shares carry voting rights of 10 shares of common stock for each one share held. The shares are anti-dilutive. The shares have no rights to receive dividends.

At March 31, 2025 and March 31, 2024, there were no shares issued and outstanding.

***Series F Preferred Shares***

There are a total of 25,000,000 shares of Series F Preferred Stock authorized, \$1.00 par value which may only be issued at the direction of the Board of Directors and with the consent of a majority of the shareholders of the Company. The shares when issued have a 6-month lock-up period from the date of issuance and thereafter may be converted into common stock and may be fully converted after 12 months of issuance. The shares are convertible into common stock at a 25% discount to the 21 day average closing price of the common stock of the Company or \$0.0025 per share, whichever is higher. The Company may elect a mandatory conversion of the stock into common shares, cash or a combination of cash and common stock after five years from the date of issuance. The shares carry no voting rights. The shares are anti-dilutive. The shares have no right to receive dividends.

At March 31, 2025 and March 31, 2024, there were 0 shares of Series F Preferred Stock issued and outstanding, respectively.

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**NOTE 9 – COMMON AND PREFERRED STOCK (Continued)**

**Preferred Stock (Cont'd):**

***Series G Preferred Shares***

There are a total of 10,000,000 shares of Series G Preferred Stock authorized, \$1.00 par value which may only be issued at the direction of the Board of Directors and with the consent of a majority of the shareholders of the Company. The shares when issued have a 6-month lock-up period from the date of issuance and thereafter may be converted into common stock and may be fully converted after 12 months of issuance. The shares are convertible into common stock at 50% of the 21 day average closing price of the common stock of the Company or \$0.0025 per share, whichever is higher. The Company may elect a mandatory conversion of the stock into common shares, cash or a combination of cash and common stock after five years from the date of issuance. The shares carry no voting rights. The shares are anti-dilutive. The shares have no rights to receive dividends.

At March 31, 2025 and March 31, 2024, there were no shares issued and outstanding.

**Common stock:**

The Company has authorized 3,000,000,000 shares of Common Stock, \$0.001 par value.

On May 7, 2024, the Company filed a Registration Statement on Form 1-A with the Securities and Exchange Commission (“SEC”) with respect to the offering of a total of 400,000,000 shares of Common Stock at \$0.025 per share for total gross proceeds of up to \$10,000,000 (the “Offering”). The Offering received notice of qualification from the SEC on June 12, 2024. The Company did not sell any shares under this Offering and the Offering has closed.

During the fiscal year ended March 31, 2024 the Company issued 22,000,000 shares of common stock. No shares of common stock were issued in the year ended March 31, 2025.

There were a total of total of 291,876,881 shares of common stock issued and outstanding at March 31, 2025 and March 31, 2024.

**NOTE 10 – OTHER EVENTS**

***Liquidnano, Inc.***

On March 19, 2023, the Company entered into an Exclusive Global Supply Agreement with Liquidnano, Inc. an industry leader in Liquid Glass Screen Protection for mobile devices. These wipe-on products provide scratch, shatter, and impact resistance to all types of handheld device screens. Under the terms of the agreement, Liquidnano, Inc. (the “Distributor”) must purchase at least \$725,000 USD of Product during the first twelve (12) months following execution of the Agreement, \$1,495,000 USD of Product within months thirteen (13) to twenty-four (24), and \$2,810,000 within months twenty-five (25) to thirty-six (36), where month one (1) starts on the first day of the calendar month immediately following the Effective Date. Volume targets beyond that will be mutually agreed upon but shall be at least \$2,810,000 USD per year. If the volume target is missed, the agreement will become nonexclusive unless at least 75% of the annual minimum is achieved, in which case the exclusivity is not revoked. However, the shortfall must be made up the following year or the Agreement becomes non-exclusive. Liquidnano failed to pay two invoices for sales made in 2024 and was sent a Default Notice on December 31, 2023 which gave them 90 days to pay the outstanding invoices. The payments were not made, and the Agreement was terminated on March 30, 2024. On April 23, 2024, a Customer Referral Agreement was signed with Liquidnano in which they could refer specific named customers to Megola to sell product in exchange for a commission of \$5/liter and the Company also agreed to forgive the outstanding invoices after the first order is received by a referred customer.

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**NOTE 10 – OTHER EVENTS (Continued)**

***STAT Sanitizing LLC***

On August 22, 2023, the Company entered into an exclusive supply and distribution agreement with STAT Sanitizing LLC (“STAT”) whereby the Company granted STAT the exclusive rights to market and sell certain Megola products within the Territory defined as the US market for remediation services. The agreement has a term of 24 months, renewal for consecutive 12-month periods subject to STAT meeting certain minimum purchase commitments. STAT must purchase at least \$500,000 USD of product during the first 12 months from August 22, 2023 and \$1,000,000 USD of product during the second 12 months. Should the volume targets not be met the agreement will become non-exclusive for the remaining term of the agreement. Any sales by the Company in the Territory or by STAT outside of the Territory, the Company will pay STAT a commission fee of 10% of all such sales and the sales will be included in the minimum purchase commitments. The product included in the agreement is MedeSol Cleaner Deodorizer. The agreement was amended on November 14, 2023 to change the Effective Date of the agreement to November 13, 2023 which resulted in extending the time period for achieving the minimum targets above.

On August 8, 2024, the Company signed a new Representation Agreement with STAT Sanitizing which pays a 10% commission to STAT Sanitizing for sales of the OdorSol Cleaner Deodorizer and OdorSol Portable Toilet Deodorizer. As part of executing this new agreement, the Exclusive Supply and Distribution Agreement dated November 13, 2023 was terminated by mutual agreement.

On September 10, 2024, the Representation Agreement was terminated, and the Company has developed an alternative strategy for this market, including seeking additional patent protection for these large verticals.

***Winner Medical Co., Ltd.***

On September 27, 2024, the Company entered into a Product Evaluation Collaboration Letter with Winner Medical Co., Ltd. (“Winner Medical”), a company based in Shenzhen, China, and traded on the Shenzhen Stock Exchange under the symbol 300888.SZ. The collaboration follows positive feedback received from the evaluation of an initial batch of samples provided by the Company. Megola will engage with Winner Medical in a manufacturing trial and performance evaluation of the Company's Odor Control Super Absorbent Polymers (“Treated SAP”) for potential use in two of Winner Medical’s product lines—adult incontinence diapers and feminine hygiene pads (the “Collaboration”). The purpose of the Collaboration is to assess the applicability and performance of Megola’s ultra-long-lasting Treated SAP in the healthcare market. As part of this collaboration, Megola’s scientists will work alongside Winner Medical’s research and development team to develop a detailed testing plan and conduct analysis of the testing results. Winner Medical will integrate Megola’s Treated SAP into its manufacturing process to produce articles of the Products for human subject evaluation.

***Kane & McHenry Enterprises***

On August 7<sup>th</sup>, 2024, The Company executed a Supply and Distribution Agreement with Kane & McHenry Enterprises for the non-exclusive distribution of the Company’s mobile device protection formulation. The Company expects the first shipment under this Agreement to be fulfilled before the end of August. Kane & McHenry Enterprises sells their products under their own brand names into over 5,000 wireless stores in the United States as well as other channels globally. This customer was referred to the Company as part of the Liquidnano Customer Referral Agreement. The Company shipped its first order to Kane & McHenry on October 1, 2024.

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**NOTE 10 – OTHER EVENTS (Continued)**

**Board of Directors and Advisory Board**

On November 19, 2024, the Company added Paul Cohen and Darryl Campbell as independent members to its Board of Directors and approved an Audit Committee Charter. Both Mr. Cohen and Mr. Campbell joined the Audit Committee along with existing board member Mark Suchy.

On January 23, 2025, Joshua Johnston resigned as a member of the Board of Directors and as Chief Financial Officer, Chief Operating Officer, Secretary and Treasurer and Simon Johnston resigned as a member of the Board of Directors.

On January 23, 2025, the Board of Directors appointed Mark Suchy, current member of the Board, as Chief Financial Officer, Secretary and Treasurer, and Mr. Bruce Johnston, a member of the Company's advisory committee to the Board of Directors.

On March 25, 2025, the Company received the resignation of Bruce Johnston from the Board of Directors and appointed Ron Olsson to the Board of Directors.

**NOTE 11 – SUBSEQUENT EVENTS**

On May 7, 2025, the Company filed Form 1-Z with the Securities and Exchange Commission terminating its requirements to report under Regulation 1-A. The Company will continue to report under the Alternative Reporting Standard on OTCMarkets.

On May 29, 2025, the Company's Board of Directors and its Majority Shareholder approved a reverse split of the issued and outstanding common shares of the Company on the basis of 1:30 and a decrease to the authorized shares of the Company from 3,054,000,000 to 1,554,000,000 with the authorized shares of common stock, par value \$0.001 being 1,500,000,000 and the authorized Preferred Shares, par value remaining at 54,000,000. The anticipated effective date for Reverse Split was June 15, 2025, however, the corporate action remains subject to processing by FINRA.

The Company has evaluated subsequent events from the balance sheet date through the date that the financial statements were issued and determined that there are no additional subsequent events to disclose.