

Right On Brands, Inc.

Amendment to Annual Report for 03/31/2025 originally published through the OTC Disclosure & News Service on [06/30/2025](#)

Explanatory Note:

We needed the extra time to complete the report.

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

6501 Dalrock Road, Suite 100
Rowlett, TX 75089

Annual Report

Yes: ☐ No: ☒

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.

Right On Brands, Inc. – Since August 10, 2017

HealthTalk Live, Inc. – from April 1, 2011 to August 9, 2017

Current State and Date of Incorporation or Registration: Nevada – April 1, 2011

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

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

None

Describe any trading suspension 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:

None

Address of the issuer's principal executive office:

6501 Dalrock Road, Suite 100
Rowlett, TX 75089

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: Globex Transfer, LLC
Phone: +1 813-344-4490
Email: mt@globextransfer.com
Address: 780 Deltona Blvd., Suite 202 Deltona, FL 32725

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:	RTON	
Exact title and class of securities outstanding:	Common	
CUSIP:	-	
Par or stated value:	\$0.001	
Total shares authorized:	100,000,000	as of date: March 31, 2025
Total shares outstanding:	41,817,425	as of date: March 31, 2025
Total number of shareholders of record:	130	as of date: March 31, 2025

Other classes of authorized or outstanding equity securities that do not have a trading symbol:

The goal of this section is to provide a clear understanding of the share information for its other classes of authorized or outstanding equity securities (e.g., preferred shares that do not have a trading symbol). Use the fields below to provide the information, as applicable, for all other authorized or outstanding equity securities.

Exact title and class of securities outstanding:	Series A Preferred Stock	
Par or stated value:	\$0.001	
Total shares authorized:	10,000,000	as of date: March 31, 2025
Total shares outstanding:	5,000,000	as of date: March 31, 2025
Total number of shareholders of record:	1	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 shares of common stock have the right to vote on matters brought before the shareholders as required by law, right to receive dividends as determined by the board of directors, and no pre-emptive rights.

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

Series A Preferred Stock

5,000,000 shares of the Company's preferred stock have been designated as "Series A Preferred Stock." Shares of Series A Preferred Stock rank pari passu with the Company's Common Stock with respect to dividend and liquidation rights. Additionally, the Series A Preferred Stock, as a whole, have the right to cast a total of 50% plus one votes on all matters submitted to a shareholder vote

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

None

4. Describe any material modifications to rights of holders of the company's securities that have occurred over the reporting period covered by this report.

None

3) Issuance History

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

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

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

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

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

Shares Outstanding as of Second Most Recent Fiscal Year End:									
Date:		March 31, 2023							
Common:		29,030,785							
Preferred A:		5,000,000							
Date of Transaction	Transaction type (e.g. new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to (entities must have individual with voting / investment control disclosed).	Reason for share issuance (e.g. for cash or debt conversion) OR Nature of Services Provided (if applicable)	Restricted or Unrestricted as of this filing?	Exemption or Registration Type?

1/1/2024	New	1,000,000	Common	\$ 0.010	No	Herbal Buds (Rodrigo Hoxha)	Inventory Purchase	Restricted	4(a)(1)
1/1/2024	New	2,500,000	Common	\$ 0.010	No	Michael Brown	Compensation	Restricted	4(a)(1)
1/1/2024	New	2,500,000	Common	\$ 0.010	No	Christine Guthrie	Compensation	Restricted	4(a)(1)
8/27/2024	New	2,786,640	Common	\$ 0.025	Yes	La Dolce Vita Trust (Christine Guthrie)	Conversion of Liabilities	Restricted	4(a)(1)
8/24/2024	New	100,000	Common	\$ 0.026	No	John Summerford	Compensation	Restricted	4(a)(1)
9/15/2024	New	500,000	Common	\$ 0.070	No	Michael Santry	Compensation	Restricted	4(a)(1)
9/25/2024	New	100,000	Common	\$ 0.065	No	Michel Witkowski	Compensation	Restricted	4(a)(1)
9/25/2024	New	100,000	Common	\$ 0.065	No	Randall Roddy	Compensation	Restricted	4(a)(1)
9/25/2024	New	3,000,000	Common	\$ 0.065	No	Thomas Shea	Compensation	Restricted	4(a)(1)
7/1/2024	New	200,000	Common	\$ 0.026	No	Chloe Yeager	Compensation	Restricted	4(a)(1)
Number of shares outstanding as of March 31, 2025									
Common:				41,817,425					
Preferred A:				5,000,000					

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

B. Promissory and Convertible Notes

Indicate by check mark whether there are any outstanding promissory, convertible notes, convertible debentures, or any other debt instruments that may be converted into a class of the issuer's equity securities:

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

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	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	Name of Noteholder	Reason for Issuance (e.g. Loan, Services, etc.)
7/7/2016	\$ 25,000	\$ 25,000	\$ 12,588	9/30/2019	\$25.00/Share	-	1,000	Crackerjack	Loan
2/16/2021	\$ 140,000	\$ 140,000	\$ 32,641	8/16/2021	\$3.75/Share	400,000	37,333	Uri Moyal	Loan
4/25/2024	\$ 24,000	\$ 24,000	\$ -	1/25/2025	\$0.04/Share	-	600,000	Christine Guthrie	Loan

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

4) Issuer's Business, Products and Services

The purpose of this section is to provide a clear description of the issuer's current operations. Ensure that these descriptions are updated on the Company's Profile on www.OTCMarkets.com.

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

The Company's primary business is the sale of health and wellness products.

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

Right on Brands, Inc. – Holding/Parent Co.
Endo Brands, Inc.
Humble Water Company
California Best Product, Inc.
Endo & Centre Venture, LLC (51% Owner)
Spring Hill Water Company, LLC (49% Owner)

C. Describe the issuers' principal products or services.

The Company offers health and wellness products, focused in the hemp marketplace, through online and in-person retail sales

5) **Issuer's Facilities**

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

In responding to this item, please clearly describe the assets, properties or facilities of the issuer. Describe the location of office space, data centers, principal plants, and other property of the issuer and describe the condition of the properties. Specify if the assets, properties, or facilities are owned or leased and the terms of their leases. If the issuer does not have complete ownership or control of the property, describe the limitations on the ownership.

The Company leases a facility in Rowlett, TX for its operations. The company has approximately 1 year remaining on a 4 year lease at approximately \$2,200 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.

Name of Officer/Director or Control Person	Affiliation with Company (e.g. Officer/Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Notes
Texas Endo Hemp Farmers, Inc.	Owner of More than 5%	Rockwall, TX	-	Common Shares	0%	Owned By Michael Brown and Alexis Bartlett
Michael Brown	Vice President	Rockwall, TX	5,000,000	Series A Preferred	100%	-
Michael Sanby	Director	Rockwall, TX	2,900,000	Common Shares	6.9%	-
Christine Guthrie	Owner of More than 5%	Rockwall, TX	500,000	Common Shares	1.2%	-
Jerry Grisaffi	CEO/Director	Rockwall, TX	2,500,000	Common Shares	6.0%	-
			30,043	Common Shares	0.1%	-

7) Legal/Disciplinary History

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

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

None

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

None

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

None

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

None

5. Been the subject of an order by a self-regulatory organization that permanently or temporarily barred, suspended, or otherwise limited such person's involvement in any type of business or securities activities.

None

6. Been the subject of a U.S Postal Service false representation order, or a temporary restraining order, or preliminary injunction with respect to conduct alleged to have violated the false representation statute that applies to U.S mail.

None

B. Describe briefly any material pending legal proceedings, other than ordinary routine litigation incidental to the business, to which the issuer or any of its subsidiaries is a party to or of which any of their property is the subject. Include the name of the court or agency in which the proceedings are pending, the date instituted, the principal parties thereto, a description of the factual basis alleged to underlie the proceeding and the relief sought. Include similar information as to any such proceedings known to be contemplated by governmental authorities.

None

8) Third Party Service Providers

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

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

Securities Counsel (must include Counsel preparing Attorney Letters).

Name: JDT LEGAL, PLLC
Address 1: 897 W BAXTER DR.
Address 2: South Jordan, UT 84095
Phone: 801-810-4465
Email: :

Accountant or Auditor

Name: _____
Firm: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

Investor Relations

Name: _____
Firm: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

All other means of Investor Communication:

X (Twitter): _____
Discord: _____
LinkedIn: _____
Facebook: _____
[Other] _____

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: Doug Williams
Firm: Alexander & Williams, PLLC
Nature of Services: Consulting
Address 1: 5050 Quorum Dr. Ste 700
Address 2: Dallas, TX 75254
Email: info@aw-cpa.com

9) **Disclosure & Financial Information**

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

Name: Jerry Grisaffi
Title: CFO
Relationship to Issuer: CFO

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: Jerry Grisaffi
Title: CFO
Relationship to Issuer: CFO

Describe the qualifications of the person or persons who prepared the financial statements: Jerry Grisaffi has been CEO and CFO of RTON for many years and has successfully navigated the preparation of numerous audited financial statements and filings (10K, 10Q, 8k, etc.)

INDEX TO FINANCIAL STATEMENTS

- A. Consolidated Balance Sheets as of and March 31, 2025 and 2024
B. Consolidated Statements of Operations for the Periods Ended March 31, 2025 and 2024
C. Consolidated Statements of Stockholders' Deficit for the Periods Ended March 31, 2025 and 2024
D. Consolidated Statements of Cash Flows for the Periods Ended March 31, 2025 and 2024
E. Notes to the Consolidated Financial Statements

The accompanying financial statements have not been audited

RIGHT ON BRANDS, INC.
UNAUDITED CONSOLIDATED BALANCE SHEETS

	March 31,	
	2025	2024
<u>Assets</u>		
Current assets		
Cash	\$ 22,575	\$ 45,097
Prepaid expenses	-	6,825
Inventory	75,033	109,570
Other current assets	-	3,107
Total current assets	<u>97,608</u>	<u>164,599</u>
Non-current assets		
Property and equipment, net of depreciation	-	-
Right of use asset	-	23,530
Total non-current assets	<u>-</u>	<u>23,530</u>
Total assets	<u>\$ 97,608</u>	<u>\$ 188,129</u>
<u>Liabilities and Stockholders' Deficit</u>		
Current liabilities		
Accounts payable	\$ 29,645	\$ 125,956
Accrued interest payable	45,229	53,610
Accrued expenses	134,703	107,463
Unearned revenue	-	12,500
Lease liability, current portion	-	24,511
Advances payable	36,472	-
Notes payable, net of discount	222,785	226,885
Convertible debt, net of discount	189,000	273,108
Derivative liability	-	64,418
Total current liabilities	<u>657,834</u>	<u>888,451</u>
Total liabilities	<u>657,834</u>	<u>888,451</u>
Commitments and contingencies		
Stockholders' deficit		
Series A Preferred stock; par value \$0.001; 10,000,000 shares authorized	5,000	5,000
Common stock; par value \$0.001; 100,000,000 shares authorized	41,818	35,031
Additional paid-in capital	15,759,957	15,351,910
Common stock payable	15,000	15,000
Accumulated deficit	(16,382,001)	(16,107,263)
Total stockholders' deficit	<u>(560,226)</u>	<u>(700,322)</u>
Total liabilities and stockholders' deficit	<u>\$ 97,608</u>	<u>\$ 188,129</u>

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