

Resonate Blends Inc.

Amendment to Annual Report - 10-K for Year Ended 12/31/24 - Repost
for 12/31/2024 originally published through the OTC Disclosure & News
Service on [08/19/2025](#)

Explanatory Note:

Revisions to the Original 10-K were made.

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

**FORM 10-K/A
Amendment No. 1**

ANNUAL REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended **December 31, 2024**

TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission file number: **000-21202**

Resonate Blends, Inc.

(Exact name of registrant as specified in its charter)

Nevada

(State or other jurisdiction of
incorporation or organization)

**One Marine Plaza, Suite 305A
North Bergen, New Jersey**

(Address of principal executive offices)

58-1588291

(I.R.S. Employer
Identification No.)

04047

(Zip Code)

Registrant's telephone number: **(786) 369-9696**

Securities registered under Section 12(b) of the Exchange Act: None

Securities registered under Section 12(g) of the Exchange Act:

Title of each class

Common Stock, par value of \$0.0001

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. **Yes** **No**

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. **Yes** **No**

Indicate by checkmark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. **Yes** **No**

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). **Yes** **No**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or emerging growth company.

Large accelerated filer

Non-accelerated filer

Accelerated filer

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements.

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to §240.10D-1(b).

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). **Yes** **No**

State the aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the price at which the common equity was last sold, or the average bid and asked price of such common equity, as of the last business day of the registrant's most recently completed second fiscal quarter was \$6,732,534.

Indicate the number of shares outstanding of each of the registrant's classes of common stock, as of the latest practicable date 195,248,774 common shares as of June 10, 2025.

Documents Incorporated by Reference

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PART I

Forward-Looking Statements

This Annual Report on Form 10-K contains forward-looking statements, within the meaning of the Private Securities Litigation Reform Act of 1995. Certain statements, other than purely historical information, including estimates, projections, statements relating to our business plans, objectives, and expected operating results, and the assumptions upon which those statements are based, are “forward-looking statements.” These forward-looking statements generally are identified by the words “believes,” “project,” “expects,” “anticipates,” “estimates,” “intends,” “strategy,” “plan,” “may,” “will,” “would,” “will be,” “will continue,” “will likely result,” and similar expressions. Forward-looking statements are based on current expectations and assumptions that are subject to risks and uncertainties which may cause actual results to differ materially from the forward-looking statements. Our ability to predict results or the actual effect of future plans or strategies is inherently uncertain. Factors which could have a material adverse effect on our operations and future prospects on a consolidated basis include but are not limited to: changes in economic conditions, legislative/regulatory changes, availability of capital, interest rates, competition, and generally accepted accounting principles. These risks and uncertainties should also be considered in evaluating forward-looking statements and undue reliance should not be placed on such statements.

Item 1. Business

Recent Acquisition, Change in Control and Change in Business Plan

Change in Control.

Effective as of March 5, 2025, the following has resigned as President /CEO of the Registrant, but shall remain as a member of the Board of Directors. Name Position James Morrison Director The Officer resigning has stated in his resignation letter that his resignation as President/CEO does not in any way imply or infer that there is any dispute or disagreement relating to the Company’s operations, policies or practices. Mr. Morrison will remain as member of the Board of Directors.

Effective as of March 5, 2025, the following individual(s) appointed by the Board of Directors to the positions indicated of the Registrant: Name Age Position James W. Zimble 59 President/CEO and Director Mr. Zimble has served as the Registrant’s Director and Vice President of Corporate Finance since March 2024. Since July 1, 2020; he served as a Director of Emergent Health Corp. (“EMGE”) from November 2017 to November 2021. December 2017 until June 2019, he served as President and a director of the predecessor iteration of a public company that is now Enzyolytics, Inc., a drug development company. Since October 2024, he is the managing partner of LB Equity Advisors, Inc., a consulting company. In December 2016 he founded Emerging Growth Advisors, Inc., a consulting firm providing advisory services related to mergers and acquisitions for corporations including the Company. Prior to founding LB Equity Advisors, Inc., and Eocine Management Advisors, Inc., Mr. Zimble served in a managerial role at other consulting firms, each specializing in mergers and acquisitions, roll ups and turn-around work

Overview

Our company engages in the discovery, development and marketing of products designed to better mankind. We believe we are positioning our company as a leader in the field of Regenerative Medicine defined by the National Institute of Health using nutritionally designed products. Intended products are to be marketed under third-party label exemptions. We are focusing our current efforts on marketing licensed patent-pending natural stem cell mobilizing agents capable of enhancing each individual’s ability to mobilize their own adult stem cells from their bone marrow. Also, we are licensed under a patent-pending application to market a dual acting all natural diet aid designed to help control hunger through normal body signals to the brain and stomach. Products are being developed for consumer and professional markets. Research and development activities center on exploring other areas, such as Secretogues that can naturally enhance a person’s own growth hormone production and similar all natural bioactive formulations to enhance human performance safely, ethically, legally and utilizing known body mechanisms without the use of drugs.

Additional information about our new business plan and historical operations of the Company can be found at the following Current Reports:

[Current Report on Form 8-K filed August 12, 2024.](#)

[Current Report on Form 8-K filed March 14, 2025.](#)

Item 1A. Risk Factors

The report of our independent auditors indicates uncertainty concerning our ability to continue as a going concern and this may impair our ability to raise capital to fund our business. In its opinion on our financial statements for the year ended December 31, 2024, our independent auditors raised substantial doubt about our ability to continue as a going concern. We cannot assure you that this will not impair our ability to raise capital on attractive terms. Additionally, we cannot assure you that we will ever achieve significant revenues and therefore remain a going concern. Our financial statements do not include any adjustments that might result from the outcome of this uncertainty.

We have incurred losses in prior periods, and losses in the future could cause the quoted price of our common stock to decline or have a material adverse effect on our financial condition, our ability to pay our debts as they become due, and on our cash flows. We have incurred losses in prior periods. Any losses in the future could cause the quoted price of our common stock to decline or have a material adverse effect on our financial condition, our ability to pay our debts as they become due, and on our cash flows.

There is doubt about our ability to continue as a viable business. We have not earned a profit from our operations during recent financial periods. There is no assurance that we will ever earn a profit from our operations in future financial periods.

We may be unable to obtain sufficient capital to implement our full plan of business. Currently, we do not have sufficient financial resources with which to establish our new business strategies. There is no assurance that we will be able to obtain sources of financing, including in this offering, in order to satisfy our working capital needs.

Item 1B. Unresolved Staff comments

None.

Item 1C. Cybersecurity

We believe that information security is a critical component of our business strategy. Therefore, we maintain and continuously assess and strengthen our cyber security program. We do not maintain a database of information other than for our products

Management is responsible for the day-to-day administration of the Company’s risk exposures and has adopted a risk management framework including identification, analysis and response to risks affecting our business.

We have not engaged any third-party services to conduct evaluations of our security controls, which can include penetration testing, independent audits, or consulting on best practices to address new challenges. These evaluations include testing both the design and effectiveness of security controls.

We rely on third-party service providers for a variety of services to run our sales and payment processing. Cybersecurity risks are evaluated when determining the selection and oversight of applicable third-party service providers. A cyber-attack at a third-party service provider could have a significant impact on our business, and we continuously monitor the risks associated with our service providers.

We believe that currently we have not encountered a cybersecurity event that has had a material impact on our business.

Item 2. Properties

Currently, we do not own any real estate. Our principal executive offices are located at One Marine Plaza, Suite 305A, North Bergen, New Jersey 04047. We pay rent of \$5,400 per month at this location. We believe that our properties are adequate for our current needs, but growth potential may require larger facilities due to anticipated addition of personnel. We do not have any policies regarding investments in real estate, securities or other forms of property.

Item 3. Legal Proceedings

We have no current legal proceedings.

Item 4. Mine Safety Disclosures

Not applicable.

PART II

Item 5. Market for Registrant’s Common Equity and Related Stockholder Matters and Issuer Purchases of Equity Securities

Market Information

Our common stock is quoted under the symbol “KOAN” on the OTCQB. Only a limited market exists for our securities. There is no assurance that a regular trading market will develop, or if developed, that it will be sustained. Therefore, a shareholder may be unable to resell his securities in our company.

The following table lists the high and low closing sale prices for our stock for each quarter for the last two fiscal years as reported on the OTCQB. Because our stock is traded on the OTCQB, these quotations reflect inter-dealer prices, without retail markup, markdown or commission and may not represent actual transactions.

Quarter Ended	Closing Price	
	High	Low
March 31, 2024	.0510	.0111
June 30, 2024	.0395	.0246
September 30, 2024	.0071	.0071
December 31, 2024	.0070	.0035

Quarter Ended	Closing Price	
	High	Low
March 31, 2023	.0695	.0181
June 30, 2023	.0960	.0161
September 30, 2023	.0930	.054
December 31, 2023	.0870	.0111

The ability of individual stockholders to trade their shares in a particular state may be subject to various rules and regulations of that state. A number of states require that an issuer's securities be registered in their state or appropriately exempted from registration before the securities are permitted to trade in that state. Presently, we have no plans to register our securities in any particular state. Further, our shares may be subject to the provisions of Section 15(g) and Rule 15g-9 of the Exchange Act, commonly referred to as the "penny stock" rule. Section 15(g) sets forth certain requirements for transactions in penny stocks and Rule 15g-9(d)(1) incorporates the definition of penny stock as that used in Rule 3a51-1 of the Exchange Act.

Holders of Our Common Stock

As of May 30, 2025, we had 195,248,774 shares of our common stock issued and outstanding, held by approximately 706 shareholders of record at our transfer agent, with approximately 47 additional shareholders holding our shares in street name.

Dividends

We currently intend to retain future earnings for the operation of our business. We have never declared or paid cash dividends on our common stock, and we do not anticipate paying any cash dividends in the foreseeable future.

In the event that a dividend is declared, common stockholders on the record date are entitled to share ratably in any dividends that may be declared from time to time on the common stock by our board of directors from funds legally available.

There are no restrictions in our articles of incorporation or bylaws that restrict us from declaring dividends. The Nevada Revised Statutes, however, do prohibit us from declaring dividends where, after giving effect to the distribution of the dividend:

1. We would not be able to pay our debts as they become due in the usual course of business; or
2. Our total assets would be less than the sum of our total liabilities, plus the amount that would be needed to satisfy the rights of shareholders who have preferential rights superior to those receiving the distribution.

Securities Authorized for Issuance under Equity Compensation Plans

On March 19, 2019, our Board of Directors adopted the 2019 Equity Incentive Plan (the "Plan"). The purpose of the Plan is to attract and retain the best available personnel for positions of substantial responsibility with us, to provide additional incentive to employees, directors and consultants, and to promote our success. Under the Plan, we are currently able to issue up to an aggregate total of 10,000,000 incentive or non-qualified options to purchase our common stock, stock awards and other offerings.

Equity Compensation Plans as of December 31, 2023

Equity Compensation Plans Approved by the Shareholders	Number of Securities to be issued upon exercise of outstanding options	Weighted- average exercise price of outstanding options	Number of Securities remaining available for future issuance under equity compensation plans
	(a)	(b)	(c)
2019 Equity Compensation Plan	-	-	10,000,000
Other Equity Compensation (restricted stock awards)	-	-	-
Total	-	-	10,000,000

Recent Sales of Unregistered Securities

During the three months ended December 31, 2024, we did not issue any unregistered securities not previously reported.

During the year ended December 31, 2024, the Company issued the following shares of common stock:

- The Company issued a total of 9,555,462 shares of common stock as to convert a convertible note and accrued interest of \$306,985.
- The Company issued a total of 4,222,222 shares of common stock as to convert a convertible note of \$20,000.
- The Company issued a total of 5,000,000 shares of common stock as to convert a convertible note of \$9,500.
- The Company issued a total of 5,000,000 shares of common stock as to convert a convertible note of \$4,500.

Subsequent to December 31, 2024, we have issued unregistered securities not previously reported, as follows:

These securities were issued pursuant to Section 4(a)(2) of the Securities Act and/or Rule 506 promulgated thereunder. Each investor is an accredited investor and each represented its intention to acquire the securities for investment only and not with a view towards distribution. Such investors were given adequate information about us to make an informed investment decision. We did not engage in any general solicitation or advertising. The securities issued to such investors were affixed with an appropriate restrictive legend.

Item 6. Selected Financial Data

Not required under Regulation S-K for “smaller reporting companies.”

Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations

Results of Operations for the Years Ended December 31, 2024 and 2023

Revenues. We reported \$1,349,905 (unaudited) and \$16,468 (unaudited) in sales for the nine months ended September 30, 2024 (“Interim 2024”) and 2023 (“Interim 2023”), respectively. All of our revenues for Interim 2024 were attributable to the business operations of EMGE for the period from the acquisition date, March 14, 2024. All revenues reported for Interim 2023 were attributable to the Subsidiary.

Gross Profit. For Interim 2024, our cost of revenue was \$477,079 (unaudited), compared to cost of revenue of \$13,257 (unaudited) for Interim 2023, resulting in a gross profit of \$872,826 (unaudited) for Interim 2024 and a gross profit of \$3,211 (unaudited) for Interim 2023.

All cost of revenue and gross profit for Interim 2024 were attributable to the business operations of EMGE for the period from the acquisition date, March 14, 2024. All cost of revenue and gross profit reported for Interim 2023 were attributable to the Subsidiary.

Operating Expenses. Our operating expenses were \$2,219,787 (unaudited) and \$195,627 (unaudited) for Interim 2024 and Interim 2023, respectively. Our operating expenses for the remainder of 2024 can be expected to increase as the effects of the acquisition of EMGE impact on our operating results. No prediction as to the level of operating expenses for all of 2024 can be made in this regard, however.

Other Income/Expense. We had other expense of \$208,805 (unaudited) for Interim 2024, compared to \$819,016 (unaudited) in other expense for Interim 2023.

Net Income/Loss. For Interim 2024, we had a net loss of \$1,555,767 (unaudited), compared to a net loss of \$1,011,432 (unaudited) for Interim 2023.

Liquidity and Capital Resources

In connection with the EMGE transaction, we obtained a loan from a third party and, subsequent to the closing of the EMGE transaction, we have obtained an additional loan from another third party. *We remain, nevertheless, dependent on additional investment capital to continue our survival. Historically, we have raised money through convertible debt, almost always on unfavorable terms. There is no guarantee that any capital, including through convertible loan transactions, will be available to us in the future or, if available, on terms acceptable to us.* The terms of the recently obtained loans are discussed below.

AJB Capital Investments, LLC. In March 2024, the Company obtained a loan from AJB Capital Investments, LLC (AJB) which netted the Company \$252,000 in proceeds. In consideration of such loan, the Company issued a \$280,000 face amount promissory note (the AJB Note), with OID of \$28,000, bearing interest at 12% per annum, with principal and interest payable on September 4, 2024. The Company has the right to repay the AJB Note at any time. Should the Company be in default, which shall not have been cured, the AJB Note is convertible into shares of the Company's common stock at a conversion price that shall equal the volume weighted average trading price (a) during the previous 20 trading-day period ending on the date of issuance of the AJB Note or (b) during the previous 20 trading-day period ending on the relevant conversion date, whichever is lower.

The AJB Note is secured by all assets of our company.

In addition, we issued to AJB a pre-funded common stock purchase warrant (the AJB Warrant) to purchase 3,428,571 shares of our common stock, with a nominal exercise price of \$.00001 per share. The AJB Warrant may be exercised on a cashless basis,

Ray Vollintine. In March 2024, the Company obtained a loan from Ray Vollintine (Vollintine) which netted the Company \$250,000 in proceeds. In consideration of such loan, the Company issued a \$280,000 face amount promissory note (the Vollintine Note), with OID of \$30,000, bearing interest at 12% per annum, with principal and interest payable on September 29, 2024. The Company has the right to repay the Vollintine Note at any time. The Vollintine Note is convertible at any time and from time to time into shares of the Company's common stock at a conversion price that shall equal to \$.035; provided, however, that, upon an event of default, the conversion price shall be the lower of (a) \$.035 or (b) the volume weighted average trading price during the previous 20 trading-day period ending on the date of issuance of the Vollintine Note or during the previous 20 trading-day period ending on the relevant conversion date, whichever is lower.

The Vollintine Note is unsecured.

In addition, we issued to Vollintine a pre-funded common stock purchase warrant (the Vollintine Warrant) to purchase 7,200,000 shares of our common stock, with a nominal exercise price of \$.00001 per share. The Vollintine Warrant may be exercised on a cashless basis, As further consideration for Vollintine's purchasing the Vollintine Note, we entered into a make-whole agreement that assures that Vollintine shall derive not less than \$250,000 in net proceeds from Vollintine's sales of the common stock underlying the Vollintine Warrant.

As of December 31, 2024, we had total current assets of \$1,044,236 (unaudited), consisting of \$68,236 (unaudited) in cash, \$6,000 loan receivable and \$970,000 (unaudited) in advances to former acquisition partner-company. Our total current liabilities as of December 31, 2024, were \$4,557,634 (unaudited). Our working capital deficit was \$3,513,398 (unaudited) as of December 31, 2024, compared to our working capital deficit of \$2,150,975 (unaudited) as of December 31, 2023.

Going Concern

As of December 31, 2024, we have an accumulated deficit of \$28,292,170 (unaudited). Our ability to continue as a going concern is contingent upon the successful completion of additional financing arrangements and our ability to achieve and maintain profitable operations. While we are expanding our best efforts to achieve the above plans, there is no assurance that any such activity will generate funds that will be available for operations. These conditions raise substantial doubt about our ability to continue as a going concern. These financial statements do not include any adjustments that might arise from this uncertainty.

Off Balance Sheet Arrangements

As of December 31, 2024, there were no off-balance sheet arrangements.

Critical Accounting Policies

In December 2001, the SEC requested that all registrants list their most “critical accounting policies” in the Management Discussion and Analysis. The SEC indicated that a “critical accounting policy” is one which is both important to the portrayal of a company’s financial condition and results, and requires management’s most difficult, subjective or complex judgments, often as a result of the need to make estimates about the effect of matters that are inherently uncertain. There have been no material changes to our critical accounting policies as described in the footnotes to our financial statements included in our annual report on Form 10-K for the year ended December 31, 2022; however, we consider our critical accounting policies to be those related to determining the amount of revenue to be billed, the timing of revenue recognition, stock-based compensation, capitalization and related amortization of intangible assets, impairment of assets, and the fair value of liabilities.

Recent Accounting Pronouncements

No new accounting pronouncements issued or effective during the fiscal year has had or is expected to have a material impact on the financial statements.

Item 8. Financial Statements and Supplementary Data

Please see our Financial Statements beginning on page F-1 of this Annual Report.

Item 9. Changes In and Disagreements with Accountants on Accounting and Financial Disclosure

None

Item 9A. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

As required by Rule 13a-15 under the Securities Exchange Act of 1934, we have carried out an evaluation of the effectiveness of our disclosure controls and procedures as of the end of the period covered by this Annual Report, December 31, 2024. This evaluation was carried out under the supervision and with the participation of our management, including our Principal Executive Officer and Principal Financial and Accounting Officer.

Disclosure controls and procedures are controls and other procedures that are designed to ensure that information required to be disclosed in our reports filed or submitted under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported, within the time periods specified in the Securities and Exchange Commission’s rules and forms. Disclosure controls and procedures include controls and procedures designed to ensure that information required to be disclosed in our company’s reports filed under the Securities Exchange Act of 1934 is accumulated and communicated to management, including our Principal Executive Officer and Principal Financial and Accounting Officer, to allow timely decisions regarding required disclosure.

Based upon that evaluation, including our Principal Executive Officer and Principal Financial and Accounting Officer, we have concluded that our disclosure controls and procedures were ineffective as of the end of the period covered by this Annual Report.

Management’s Annual Report on Internal Control over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting (as defined in Rule 13a-15(f) under the Securities Exchange Act of 1934). Management has assessed the effectiveness of our internal control over financial reporting as of December 31, 2023, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission. As a result of this assessment, management concluded that, as of December 31, 2023, our internal control over financial reporting was not effective. Our management identified the following material weaknesses in our internal control over financial reporting, which are indicative of many small companies with small staff: (i) inadequate segregation of duties and effective risk assessment; and (ii) insufficient written policies and procedures for accounting and financial reporting with respect to the requirements and application of both US GAAP and SEC guidelines.

We plan to take steps to enhance and improve the design of our internal control over financial reporting. During the period covered by this Annual Report on Form 10-K, we have not been able to remediate the material weaknesses identified above. To remediate such weaknesses, we hope to implement the following changes during our fiscal year ending December 31, 2024: (i) appoint additional qualified personnel to address inadequate segregation of duties and ineffective risk management; and (ii) adopt sufficient written policies and procedures for accounting and financial reporting. The remediation efforts set out in (i) and (ii) are largely dependent upon our securing additional financing to cover the costs of implementing the changes required. If we are unsuccessful in securing such funds, remediation efforts may be adversely affected in a material manner.

This Annual Report does not include an attestation report of our registered public accounting firm regarding internal control over financial reporting. Management’s report was not subject to attestation by our registered public accounting firm pursuant to an exemption for non-accelerated filers set forth in Section 989G of the Dodd-Frank Wall Street Reform and Consumer Protection Act that was enacted in 2010.

Item 9B. Other Information

None.

Item 9C. Disclosure Regarding Foreign Jurisdictions that Prevent Inspections.

None.

PART III

Item 10. Directors, Executive Officers and Corporate Governance

The following table sets forth the name and positions of our executive officer and director as of the date of this Annual Report.

<u>Name</u>	<u>Age</u>	<u>Positions</u>
James Zimblor	65	President, Principal Accounting Officer, Secretary and Director
Jay Lucas		Director
Robert Carpenter		Director
Lance Liberti	52	Director
Jim Morrison	65	Director

Set forth below is a brief description of the background and business experience of our executive officer and director:

James W. Zimblor – Director

Mr. Zimblor has served as the Registrant’s Director and Vice President of Corporate Finance since March 2024. Since July 1, 2020; he served as a Director of Emergent Health Corp. (“EMGE”) from November 2017 to November 2021. December 2017 until June 2019, he served as President and a director of the predecessor iteration of a public company that is now Enzolytics, Inc., a drug development company. Since October 2024, he is the managing partner of LB Equity Advisors, Inc., a consulting company. In December 2016 he founded Emerging Growth Advisors, Inc., a consulting firm providing advisory services related to mergers and acquisitions for corporations including the Company. Prior to founding LB Equity Advisors, Inc., and Eocine Management Advisors, Inc., Mr. Zimblor served in a managerial role at other consulting firms, each specializing in mergers and acquisitions, roll ups and turn-around work.

Jay Lucas

Jay Lucas serves as Chairman and Managing Partner of The Lucas Group, a strategy consulting firm that he founded in 1991, focused on the specialized needs of private equity investors and their portfolio companies. Previously, Jay served as Vice President and Partner of Bain & Company. Over the past twenty years has helped numerous executives, investors and management teams set their strategic direction and grow their businesses. In addition, Jay is the founder and currently serves as Managing Partner of LB Equity, a fund that invests in small growing brands in the beauty sector - skincare, haircare and cosmetics - then applies expertise to help them grow and create value. LB Equity currently has investments in nine portfolio brands sourced from around the world and marketed in major retail channels throughout the United States.

In addition to his business activities, Jay has been actively involved in politics and government. From 1974 to 1978, he was elected and served two terms as a member of the New Hampshire House of Representatives where he was a member of the House Judiciary Committee. In 1998, Jay ran for Governor, winning the Republican primary and then serving as his party’s nominee in the general election which he subsequently lost to the then incumbent Governor.

Robert Carpenter

Bobby Carpenter, MBA; Consultant, Adjunct Professor, Media Personality, Carpenter played linebacker for the Ohio State Buckeyes from 2002-2005 and was a National Champion, Two-time Big Ten Champion and selected to the 3rd Team AP All-America Team. In 2005 Carpenter starred with his teammates Anthony Schlegel and A.J. Hawk to form what many have considered the greatest linebacker trio in college football history. Upon his graduation in 2006 with a degree in Economics, Bobby was selected 18th in the NFL draft by the Dallas Cowboys. During his career Bobby completed intensive Business Programs at both Kellogg School of Management and the Wharton School of Business.

After 4 seasons with the Cowboys and 3 more spread across the Dolphins, Lions, and Patriots, he retired from the NFL and began his pursuit of an MBA. After being accepted to Wharton and other distinguished programs, Bobby elected to stay in Columbus and attend the nationally recognized Fisher College of Business. Bobby graduated with his MBA in 2015 with a specialization in Finance and Real Estate. Bobby has always been involved in the business community in Central Ohio. He is an active real estate investor with holdings throughout the region as well as several operating companies that vary from hospitality to the service industry to Oil & Gas.

Lance Liberti – Director

Lance Liberti served as COO of EMGE from August 2023 through March 2024. As CEO and founder of Integrative Practice Solutions, Lance Liberti brings a lifetime of experience and demonstrated excellence to the executive team. After founding a nationwide healthcare advertising agency in his collegiate years, Mr. Liberti assumed the role of Chief Operating Officer of Spinal Aid Centers of America. During his tenure he expanded the national franchise network from 67 to 162 locations and recognition as the #2 medical service franchise in the world and the 91st fastest growing franchise of the new millennium (as rated by Entrepreneur Magazine in the 2007 Franchise 500 edition). It was at this time that Mr. Liberti suffered his own run-in with “bone-on-bone” contact osteoarthritis, the result of a high school football injury and failed prior reconstructive knee surgery. One of his Chiropractic clients introduced him to his father, a D.O. performing Hyalgan injections that saved his knee and eliminated the need for further surgical intervention. Amazed by the miraculous results and lack of awareness in the medical community that this treatment option even existed, Mr. Liberti partnered with this physician to open the first stand-alone Osteoarthritis specialty practice in southern NJ in 2009. In this facility Mr. Liberti co-developed the now patented Advanced Arthritis Relief Protocol (AARP Program), as well as the patient marketing and administrative business practices that drive the clinical and financial success of this protocol in the more than 200+ licensed locations in 40+ US states today.

Jim Morrison –and Director

Jim Morrison is considered by many to be one of the leading personal care strategists in the world, as well as one of the top executives. From August 2022 to March 2024, Mr. Morrison served as CEO and a Director of Emergent Health Corp. (“EMGE”), a publicly-traded company involved in the health and wellness industry (symbol: EMGE). Mr. Morrison is currently CEO of Integrity Wellness Inc., a dynamic company in the wellness and regenerative biologics space. He has most recently been CEO of StarShop, which was the first celebrity-driven video shopping app that was launched in a partnership with Sprint. His track record of leadership and accomplishment in the personal care products space has been unparalleled. Mr. Morrison was President of L’Oréal for over nine years. He was responsible for many acquisitions, including both Redken and Matrix, and top-line growth that averaged over 20% during his tenure. Prior to L’Oréal, Mr. Morrison was President and CEO of Graham Webb, one of the most successful startups in the hair care space. After leaving L’Oréal, Mr. Morrison was CEO and owner of Sexy Hair Concepts for four years. In 2006, Business Week Magazine wrote, “Over the last two decades Mr. Morrison has had a profound impact on the American Beauty Industry. In the industry’s history no other executive has had the level of financial responsibility or breadth of organizational experience as Jim. His devotion to, and success within the industry is unmatched.”

Term of Office

Our directors are elected to hold office until the next annual meeting of the shareholders and until their respective successors have been elected and qualified. Our executive officers are appointed by our board of directors and hold office until removed by our board of directors or until their successors are appointed.

Family Relationships

There are no family relationships between or among the directors, executive officers or persons nominated or chosen by us to become directors or executive officers.

Significant Employees

We have no significant employees.

Involvement in Certain Legal Proceedings

During the past 10 years, none of our current directors, nominees for directors or current executive officers has been involved in any legal proceeding identified in Item 401(f) of Regulation S-K, including:

1. Any petition under the Federal bankruptcy laws or any state insolvency law filed by or against, or a receiver, fiscal agent or similar officer was appointed by a court for the business or property of such person, or any partnership in which he or she was a general partner at or within two years before the time of such filing, or any corporation or business association of which he or she was an executive officer at or within two years before the time of such filing;

2. Any conviction in a criminal proceeding or being named a subject of a pending criminal proceeding (excluding traffic violations and other minor offenses);

3. Being subject to any order, judgment, or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction, permanently or temporarily enjoining him or her from, or otherwise limiting, the following activities:

i. Acting as a futures commission merchant, introducing broker, commodity trading advisor, commodity pool operator, floor broker, leverage transaction merchant, any other person regulated by the Commodity Futures Trading Commission, or an associated person of any of the foregoing, or as an investment adviser, underwriter, broker or dealer in securities, or as an affiliated person, director or employee of any investment company, bank, savings and loan association or insurance company, or engaging in or continuing any conduct or practice in connection with such activity;

ii. Engaging in any type of business practice; or

iii. Engaging in any activity in connection with the purchase or sale of any security or commodity or in connection with any violation of Federal or State securities laws or Federal commodities laws;

4. Being subject to any order, judgment or decree, not subsequently reversed, suspended or vacated, of any Federal or State authority barring, suspending or otherwise limiting for more than 60 days the right of such person to engage in any type of business regulated by the Commodity Futures Trading Commission, securities, investment, insurance or banking activities, or to be associated with persons engaged in any such activity;

5. Being found by a court of competent jurisdiction in a civil action or by the SEC to have violated any Federal or State securities law, and the judgment in such civil action or finding by the Commission has not been subsequently reversed, suspended, or vacated;

6. Being found by a court of competent jurisdiction in a civil action or by the Commodity Futures Trading Commission to have violated any Federal commodities law, and the judgment in such civil action or finding by the Commodity Futures Trading Commission has not been subsequently reversed, suspended or vacated;

7. Being subject to, or a party to, any Federal or State judicial or administrative order, judgment, decree, or finding, not subsequently reversed, suspended or vacated, relating to an alleged violation of:

i. Any Federal or State securities or commodities law or regulation; or

ii. Any law or regulation respecting financial institutions or insurance companies including, but not limited to, a temporary or permanent injunction, order of disgorgement or restitution, civil money penalty or temporary or permanent cease-and-desist order, or removal or prohibition order; or

iii. Any law or regulation prohibiting mail or wire fraud or fraud in connection with any business entity; or

8. Being subject to, or a party to, any sanction or order, not subsequently reversed, suspended or vacated, of any self-regulatory organization (as defined in Section 3(a)(26) of the Exchange Act (15 U.S.C. 78c(a)(26))), any registered entity (as defined in Section 1(a)(29) of the Commodity Exchange Act (7 U.S.C. 1(a)(29))), or any equivalent exchange, association, entity or organization that has disciplinary authority over its members or persons associated with a member.

Audit Committee

We do not have a separately designated standing audit committee. The entire board of directors performs the functions of an audit committee, but no written charter governs the actions of the board of directors when performing the functions of that would generally be performed by an audit committee. The board of directors approves the selection of our independent accountants and meets and interacts with the independent accountants to discuss issues related to financial reporting. In addition, the board of directors reviews the scope and results of the audit with the independent accountants, reviews with management and the independent accountants our annual operating results, considers the adequacy of our internal accounting procedures and considers other auditing and accounting matters including fees to be paid to the independent auditor and the performance of the independent auditor.

We do not have an audit committee financial expert because of the size of our company and our board of directors at this time. We believe that we do not require an audit committee financial expert at this time because we retain outside consultants who possess these attributes as needed.

For the fiscal year ending December 31, 2023, the board of directors:

1. Reviewed and discussed the audited financial statements with management, and
2. Reviewed and discussed the written disclosures and the letter from our independent auditors on the matters relating to the auditor's independence.

Based upon the board of directors' review and discussion of the matters above, the board of directors authorized inclusion of the audited financial statements for the year ended December 31, 2023, to be included in this Annual Report on Form 10-K and filed with the SEC.

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Exchange Act requires our directors and executive officers and persons who beneficially own more than ten percent of a registered class of the Company's equity securities to file with the SEC initial reports of ownership and reports of changes in ownership of common stock and other equity securities of the Company. Officers, directors and greater than ten percent beneficial shareholders are required by SEC regulations to furnish us with copies of all Section 16(a) forms they file. To the best of our knowledge based solely on a review of Forms 3, 4, and 5 (and any amendments thereof) received by us, no persons have failed to file, on a timely basis, the identified reports required by Section 16(a) of the Exchange Act during fiscal year ended December 31, 2023.

Code of Ethics

As of December 31, 2023, we had not adopted a Code of Ethics. We believe that the small number of board and management members do not yet warrant the adoption of a Code of Ethics.

Item 11. Executive Compensation

The table below summarizes all compensation awarded to, earned by, or paid to our former or current executive officers for the fiscal years ended December 31, 2023 and 2022.

Summary Compensation Table

Name and principal position	Year	Salary (\$)	Bonus (\$)	Stock Awards (\$)	Option Awards (\$)	All Other Compensation (\$)(1)(2)	Total (\$)
Jim Morrison ⁽¹⁾	2024	-	-	-	-	-	-
(President and Secretary)	2023	-	-	-	-	-	-

(1) Mr. Morrison did not become Chief Executive Officer of our company until March 2024.

Narrative to Summary Compensation Table

Jim Morrison. We have not yet entered into an employment agreement with, or otherwise compensated, our new President, Jim Morrison. It is expected that, in the near future, we will enter into an employment agreement with Mr. Morrison, the terms of which have not been determined.

Outstanding Equity Awards at Fiscal Year-End

The table below summarizes all unexercised options, stock that has not vested, and equity incentive plan awards for each named executive officers as of December 31, 2024.

OUTSTANDING EQUITY AWARDS AT FISCAL YEAR-END

Name	OPTION AWARDS					STOCK AWARDS			
	Number of Securities Underlying Unexercised	Number of Securities Underlying Unexercised	Equity Incentive Plan Awards: Number of	Option Exercise Price (\$)	Option Expiration Date	Number of Shares or Units of Stock That	Market Value of Shares or Units of Stock	Equity Incentive Plan Awards: Number	Equity Incentive Plan Awards: Market or

	Options (#) Exercisable	Options (#) Unexercisable	Securities Underlying Unexercised Unearned Options (#)		Have Not Vested (#)	That Have Not Vested (\$)	of Unearned Shares, Units or Other Rights That Have Not Vested (#)	Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested (#)
Geoffrey Selzer ⁽¹⁾	-	-	-	n/a	-	-	-	-
Jim Morrison ⁽²⁾	-	-	-	n/a	-	-	-	-

(1) This person resigned all positions with our company in March 2024.

(2) Mr. Morrison did not become an officer of our company until March 2024.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.

SECURITY OWNERSHIP OF MANAGEMENT AND CERTAIN BENEFICIAL OWNERS

Series F Convertible Preferred Stock

In the EMGE Acquisition, we acquired the EMGE Equity Interests for an equal number of shares of our to-be-designated Series F Convertible Preferred Stock that shall convert into 93% of the common stock of our company on a fully-diluted basis, which is to say that the holders of our common stock immediately prior to the consummation of the EMGE Acquisition will, upon the conversion of the Series F Convertible Preferred Stock, own 7% of the then-outstanding shares of our common stock. The shares of Series F Convertible Preferred Stock are currently issuable to the EMGE Preferred Shareholders and are to be issued upon our filing of a Certificate of Designation with the State of Nevada.

The table below under “Common Stock and Series C Preferred Stock” does not take into account the conversion rights of the Series F Convertible Preferred Stock.

Common Stock and Series C Preferred Stock

The following table sets forth, as of April 16, 2024, certain information as to shares of our common stock owned by (i) each person known by us to beneficially own more than 5% of our outstanding common stock, (ii) each of our directors, and (iii) all of our executive officers and directors as a group. Unless otherwise stated, the address for each beneficial owner is One Marine Plaza, Suite 305A, North Bergen, New Jersey 04047.

	Common Stock		Series C Preferred Stock	
	Number of Shares Owned	Percent of Class ⁽¹⁾ (2)	Number of Shares Owned	Percent of Class ⁽¹⁾ (2)
Jim Morrison	0	0%	2,000,000 ⁽³⁾	100%
Sandy P. Lipkins	0	0%	-	-
Lance Liberti	0	0%	-	-
James W. Zimpler	0	0%	-	-
All Directors and Executive Officers as a Group (4 persons)	0	0%	2,000,000 ⁽³⁾	100%
<i>5% Holders</i>				
Richard Hoge	5,198,640	5.41%		

(1) Pursuant to Rules 13d-3 and 13d-5 of the Exchange Act, beneficial ownership includes any shares as to which a shareholder has sole or shared voting power or investment power, and also any shares which the shareholder has the right to acquire within 60 days, including upon exercise of common shares purchase options or warrants.

(2) The percent of class is based on 96,179,058 shares of common stock outstanding and 2,000,000 shares of Series C Preferred Stock outstanding as of April 16, 2024.

(3) Mr. Morrison’s ownership of 100% of the Series C Preferred Stock provides Mr. Morrison with voting control of our company.

Item 13. Certain Relationships and Related Transactions, and Director Independence

Other than described below or the transactions described under the heading “Executive Compensation” (or with respect to which such information is omitted in accordance with SEC regulations), there have not been, and there is not currently proposed, any transaction or series of similar transactions to which we were or will be a participant in which the amount involved exceeded or will exceed the lesser of \$120,000 or one percent of the average of our total assets at year-end for the last two completed fiscal years, and in which any director, executive officer, holder of 5% or more of any class of our capital stock or any member of the immediate family of any of the foregoing persons had or will have a direct or indirect material interest.

Change in Control

Effective March 14, 2024, Geoffrey Selzer, our former Chief Executive Officer and Director, and Jim Morrison, our current President and Director, entered into a Securities Purchase Agreement (the “Control Agreement”), pursuant to which Mr. Selzer sold all 2,000,000 outstanding shares of the Company’s Series C Preferred Stock to Mr. Morrison for \$10.00 in cash. Mr. Morrison now possesses voting control of the Company. See *Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters*.

EMGE Acquisition Transaction

On February 26, 2024, we entered into a Share Exchange Agreement, as amended (the “Exchange Agreement”), with Emergent Health Corp., a Wyoming corporation (EMGE), and the holders (the “EMGE Preferred Shareholders”) of Series Class A Preferred Stock and the Series C Convertible Non-Voting Preferred Stock (collectively, the “EMGE Equity Interests”).

On March 14, 2024, the parties closed the Exchange Agreement. At the closing of the Exchange Agreement: (a) the EMGE Preferred Shareholders exchanged all of their respective EMGE Equity Interests for an equal number of shares of the Company’s to-be-designated Series F Convertible Preferred Stock that shall convert into 93% of the common stock of the Company on a fully-diluted basis (the “Series F Preferred Stock”), which shares of Series F Preferred Stock are currently issuable to the EMGE Preferred Shareholders and are to be issued upon the Company’s filing of a Certificate of Designation with the State of Nevada; (b) the Company consummated the Conveyance Agreement; and (c) all persons serving as directors and officers of the Company prior to the consummation of the Exchange Agreement resigned and appointed four new members of the Company’s Board of Directors.

Conveyance Agreement

On March 14, 2024, in conjunction with our acquisition of EMGE, we entered into an Agreement of Conveyance, Transfer and Assignment of Subsidiary (the “Conveyance Agreement”) with two of our then-wholly-owned subsidiaries, Resonate Blends, LLC, a California limited liability company, and Entourage Labs, LLC, a California limited liability company (collectively, Resonate Blends, LLC and Entourage Labs, LLC are referred to as the “Subsidiary”), and our former Chief Executive Officer and Director, Geoffrey Selzer. Pursuant to the Conveyance Agreement, we assigned our ownership in the Subsidiary to Mr. Selzer. In consideration of our assignment of the Subsidiary, Mr. Selzer (a) assumed and agreed to pay, perform and discharge, fully and completely, all liabilities of the Subsidiary, (b) indemnified us for any loss arising from or in connection with any of such liabilities and (c) agreed to pay us (i) 20% of any proceeds from the sale of the Subsidiary that occurs prior to the one-year anniversary of the Conveyance Agreement and (ii) 10% of any proceeds from the sale of the Subsidiary that occurs after the one-year anniversary and prior to the two-year anniversary of the Conveyance Agreement.

Item 14. Principal Accounting Fees and Services

Below are tables of Audit Fees (amounts in US\$) billed by our auditors in connection with the audit of the Company’s annual financial statements and review of the quarterly financial statements for the years ended:

Victor Mokuolu, CPA PLLC

Financial Statements for the Year Ended December 31	Audit Services	Audit Related Fees	Tax Fees	Other Fees
2024	\$ 21,000	\$ -	\$ -	\$ -
2023	\$ 21,000	\$ -	\$ -	\$ -

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PART IV

Item 15. Exhibits, Financial Statements Schedules

(a) Financial Statements and Schedules

The following financial statements and schedules listed below are included in this Form 10-K.

Financial Statements (See Item 8)

(b) Exhibits

Exhibit Number	Description
2.1	Stock Purchase Agreement ⁽¹⁾
2.2	Membership Interest Purchase Agreement ⁽²⁾
2.3	Membership Interest Purchase Agreement ⁽²⁾
2.4	Agreement of Conveyance ⁽²⁾
2.5	Letter of Intent ⁽¹¹⁾
2.6	Share Exchange Agreement, dated February 20, 2024 (incorporated by reference to Current Report on Form 8-K filed on February 26, 2024) ⁽¹⁷⁾
2.7	Amendment to Share Exchange Agreement, dated March 4, 2024 (incorporated by reference to Current Report on Form 8-K filed on March 7, 2024) ⁽¹⁸⁾
2.8	Amendment to Share Exchange Agreement, dated March 18, 2024 (incorporated by reference to Current Report on Form 8-K filed on March 20, 2024)
3.1	Articles of Incorporation ⁽³⁾
3.2	Certificate of Change ⁽³⁾
3.3	Certificate of Amendment ⁽⁴⁾
3.4	Amendment to Certificate of Designation for Series C Preferred Stock ⁽⁵⁾
3.5	Certificate of Designation for Series E Preferred Stock ⁽⁷⁾

3.6	Certificate of Amendment ⁽⁸⁾
3.7	Bylaws, as amended ⁽³⁾
4.1	Secured Convertible Promissory Note ⁽⁶⁾
4.2	8% Unsecured Convertible Promissory Note ⁽¹⁰⁾
4.3	Warrant ⁽¹⁰⁾
4.4	Warrant ⁽¹⁰⁾
4.5	Convertible Promissory Note ⁽¹²⁾
4.6	Convertible Promissory Note ⁽¹²⁾
4.7	Common Stock Purchase Warrant ⁽¹²⁾
4.8	Common Stock Purchase Warrant ⁽¹²⁾
4.9	Convertible Promissory Note ⁽¹³⁾
4.10	Convertible Promissory Note ⁽¹³⁾
4.11	Common Stock Purchase Warrant ⁽¹³⁾
4.12	Common Stock Purchase Warrant ⁽¹³⁾
4.13	Convertible Promissory Note ⁽¹⁴⁾
4.14	Common Stock Purchase Warrant ⁽¹⁴⁾
4.15	Convertible Promissory Note ⁽¹⁵⁾
4.16	Promissory Note ⁽¹⁶⁾
4.17	Common Stock Purchase Warrant ⁽¹⁶⁾
10.1	Separation Agreement and Release ⁽¹⁾
10.2	Voting Agreement ⁽¹⁾
10.3	Employment Agreement ⁽²⁾
10.4	Employment Agreement ⁽²⁾
10.5	Securities Purchase Agreement ⁽⁶⁾
10.6	Addendum to Securities Purchase Agreement ⁽⁹⁾
10.7	Securities Purchase Agreement ⁽¹²⁾
10.7	Securities Purchase Agreement ⁽¹²⁾
10.8	Securities Purchase Agreement ⁽¹⁶⁾
10.9	Conveyance Agreement, dated March 14, 2024 (incorporated by reference to Current Report on Form 8-K filed on March 20, 2024)
10.10	Securities Purchase Agreement, dated March 14, 2024 (incorporated by reference to Current Report on Form 8-K filed on March 20, 2024)

31.1	Certification of Chief Executive Officer pursuant to Securities Exchange Act Rule 13a-14(a)/15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2	Certification of Chief Financial Officer pursuant to Securities Exchange Act Rule 13a-14(a)/15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1	Certification of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101.INS	Inline XBRL Instance Document
101.SCH	Inline XBRL Taxonomy Extension Schema Document
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

- 1 Incorporated by reference to the Current Report on Form 8-K filed on July 20, 2020.
- 2 Incorporated by reference to the Current Report on Form 8-K filed on October 31, 2019.
- 3 Incorporated by reference to the Registration Statement on Form S-1 filed on June 6, 2014.
- 4 Incorporated by reference to the Quarterly Report on Form 10-Q filed on November 23, 2020.
- 5 Incorporated by reference to the Current Report on Form 8-K filed on May 21, 2019.
- 6 Incorporated by reference to the Current Report on Form 8-K filed on July 23, 2020.
- 7 Incorporated by reference to the Current Report on Form 8-K filed on August 10, 2020.
- 8 Incorporated by reference to the Quarterly Report on Form 10-Q filed on August 14, 2020.
- 9 Incorporated by reference to the Current Report on Form 8-K filed on September 21, 2020.
- 10 Incorporated by reference to the Current Report on Form 8-K filed on March 18, 2021.
- 11 Incorporated by reference to the Current Report on Form 8-K filed on September 13, 2021.
- 12 Incorporated by reference to the Current Report on Form 8-K filed on February 3, 2022.
- 13 Incorporated by reference to the Current Report on Form 8-K filed on February 10, 2022.
- 14 Incorporated by reference to the Current Report on Form 8-K filed on March 8, 2022.
- 15 Incorporated by reference to the Current Report on Form 8-K filed on July 1, 2022.
- 16 Incorporated by reference to the Current Report on Form 8-K filed on September 20, 2022.
- 17 Incorporated by reference to the Current Report on Form 8-K filed on February 26, 2024.
- 18 Incorporated by reference to the Current Report on Form 8-K filed on March 7, 2024.

Item 16. Form 10-K Summary

None.

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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

RESONATE BLENDS, INC.

By: /s/ James W. Zimbler

James W. Zimbler
 President, Principal Executive Officer, Principal Financial Officer, Principal
 Accounting Officer and Director
 July 7, 2025

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

By: /s/ James W. Zimbler

James W. Zimbler
 President, Principal Executive Officer, Principal Financial Officer, Principal
 Accounting Officer and Director
 July 7, 2025

By: /s/ Jay Lucas

Jay Lucas
 Director

July 7, 2025

By: /s/ Bobby Carpenter

Bobby Carpenter
 Director

July 7, 2025

By: /s/ Lance Liberti

Lance Liberti
Director

July 7, 2025

By: /s/ Jim Morrison

Jim Morrison
Director

July 7, 2025

Our consolidated financial statements included in this Form 10-K are as follows:

- F-1 [Explanatory Note](#)
- F-2 [Consolidated Balance Sheets as of December 31, 2024 \(unaudited\)](#)
- F-3 [Consolidated Statements of Operations for the Year Ended December 31, 2024 \(unaudited\) and 2023 \(unaudited\)](#)
- F-4 [Consolidated Statement of Stockholders' Equity \(Deficit\) for the Year Ended December 31, 2024 and 2023 \(unaudited\)](#)
- F-5 [Consolidated Statements of Cash Flows for the Year Ended December 31, 2024 and 2023 \(unaudited\)](#)

These consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America for interim financial information and the SEC instructions to Form 10-Q. In the opinion of management, all adjustments considered necessary for a fair presentation have been included.

The Company is submitting this Form 10-K without a Report of an Independent Auditor as the financial statements and footnotes were not audited for the year ended December 31, 2024.

RESONATE BRANDS, INC. AND SUBSIDIARIES
Condensed Consolidated Balance Sheets
(Unaudited)

ASSETS	December 31, 2024	December 31, 2023
Current assets:		
Cash and cash equivalents	\$ 8,048	\$ 6,938
Accounts receivable, net	49,731	-
Advances to Pegasus Specialty Vehicles, LLC	970,000	970,000
Loan receivable	6,000	-
Total current assets	\$ 1,033,779	\$ 976,938
Fixed assets:		
Fixed assets, net	\$ 15,303	\$ 15,303
Total fixed assets	\$ 15,303	\$ 15,303
Other assets:		
Investments	\$ 805,379	\$ 100
Total other assets	\$ 805,379	\$ 100
Total assets	\$ 1,854,461	\$ 992,341
LIABILITIES AND SHAREHOLDERS' DEFICIT		
Current liabilities:		
Accounts payable and accrued liabilities	\$ 1,196,528	\$ 445,219
Loans payable, related parties	780,032	70,099
Notes payable, net of discount	481,000	-
Notes payable, related parties	845,443	600,000
Convertible notes payable	1,751,037	1,845,734
Derivative liability	-	166,861
Total current liabilities	\$ 5,054,040	\$ 3,127,913
Shareholders' Deficit:		
Series B Preferred Stock, \$ 0.0001 par value; 66,667 shares authorized; 0 shares issued and outstanding at December 31, 2024 and 2023, respectively.	-	-
Series C Preferred Stock, \$ 0.0001 par value; 2,000,000 shares authorized; 2,000,000 shares issued and outstanding at December 31, 2024 and 2023, respectively.	200	200
Series D Preferred Stock, \$ 0.0001 par value; 40,000 shares authorized; 40,000 shares issued and outstanding at December 31, 2024 and 2023, respectively.	-	-
Common stock, \$ 0.0001 par value; 200,000,000 shares authorized; 110,401,280 and 86,623,596 shares issued and outstanding at December 31, 2024 and 2023, respectively.	11,040	8,662
Additional paid-in capital	25,498,539	24,853,028
Common stock issuable	421,312	-
Stock subscription receivable	(261,059)	(261,059)
Accumulated deficit	(28,869,611)	(26,736,403)
Total shareholders' deficit	\$ (3,199,579)	\$ (2,135,572)
Total liabilities and shareholders' deficit	\$ 1,854,461	\$ 992,341

See accompanying notes to consolidated financial statements.

RESONATE BLENDS, INC.
Condensed Consolidated Statements of Operations
(Unaudited)

	For the Year Ended December 31, 2024	For the Year Ended December 31, 2023
Sales	\$ 1,896,215	\$ 16,468
Cost of Goods Sold	660,024	114,140
Gross Profit (Loss)	1,236,191	(97,672)
Operating expenses:		
General and administrative	1,201,260	187,675
Sales commissions	683,491	
Consulting	917,796	28,750
Legal and professional	69,395	85,126
Research and development	61,875	-
Total operating expenses	2,933,817	301,551
Loss from operations	(1,697,626)	(399,223)
Other income (expense):		
Interest expense	(340,452)	(636,616)
Commission income	3,371	-
Gain on disposal of Resonate Blends	15,000	-
Gain (loss) on investment	69,243	(120,000)
Gain (loss) on change in derivative liability	(140,043)	(94,374)
Amortization of issuance costs	(10,246)	(160,733)
Gain (loss) on conversion of debt	(32,455)	-
Gain (loss) on settlement of notes payable	-	(5,033)
Total other income (expense)	(435,582)	(1,016,756)
Net loss	\$ (2,133,208)	\$ (1,415,979)
Net loss per share - basic and diluted	\$ (0.02)	\$ (0.02)
Weighted average shares outstanding - basic	98,093,448	80,013,557

See accompanying notes to consolidated financial statements.

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RESONATE BLENDS, INC.
Condensed Statement of Stockholder's Equity (Deficit)
For the Period from December 31, 2022 to December 31, 2024
(Unaudited)

	Preferred Stock Series A Shares	Preferred Stock Series A Amount	Preferred Stock Series C Shares	Preferred Stock Series C Amount	Common Stock Shares	Common Stock Amount	Additional Paid-in Capital	Common Stock Issuable	Subscription Receivable	Earnings (Deficit) Accumulated	Total
Balance, December 31, 2022	-	\$ -	2,000,000	\$ 200	75,437,604	\$ 7,544	\$24,427,009	\$ -	\$ (261,059)	\$ (25,320,424)	\$(1,146,730)
Reclassification of convertible debt	-	-	-	-	-	-	(247,142)	-	-	-	(247,142)
Exercise of warrants	-	-	-	-	1,273,273	127	29,873	-	-	-	30,000
Stock issuance for services	-	-	-	-	250,000	25	2,278	-	-	-	2,303
Issuance of common stock for commitment fees	-	-	-	-	6,243,000	624	381,453	-	-	-	382,077
Recognition of stock issued for services	-	-	-	-	-	-	7,671	-	-	-	7,671
Issuance of common stock in private placement	-	-	-	-	137,500	14	9,986	-	-	-	10,000
Conversion of convertible debt	-	-	-	-	3,282,219	328	241,900	-	-	-	242,228
Net loss, December 31, 2023	-	-	-	-	-	-	-	-	-	(1,415,979)	(1,415,979)

Balance, December 31, 2023	<u>-</u>	<u>\$</u>	<u>-</u>	<u>2,000,000</u>	<u>\$</u>	<u>200</u>	<u>86,623,596</u>	<u>\$</u>	<u>8,662</u>	<u>\$24,853,028</u>	<u>\$</u>	<u>-</u>	<u>\$</u>	<u>(261,059)</u>	<u>\$</u>	<u>(26,736,403)</u>	<u>\$(2,135,572)</u>
Stock issuance for services	-	-	-	-	-	-	9,555,462	-	956	306,029	-	-	-	-	-	-	306,985
Conversion of convertible debt	-	-	-	-	-	-	14,222,222	-	1,422	32,578	421,312	-	-	-	-	-	455,312
Settlement of derivative liabilities	-	-	-	-	-	-	-	-	-	306,904	-	-	-	-	-	-	306,904
Net loss, December 31, 2024																	(2,133,208)
																	(2,133,208)
Balance, December 31, 2024	<u>-</u>	<u>\$</u>	<u>-</u>	<u>2,000,000</u>	<u>\$</u>	<u>200</u>	<u>110,401,280</u>	<u>\$</u>	<u>11,040</u>	<u>\$25,498,539</u>	<u>\$</u>	<u>421,312</u>	<u>\$</u>	<u>(261,059)</u>	<u>\$</u>	<u>(28,869,611)</u>	<u>\$(3,199,579)</u>

See accompanying notes to consolidated financial statements.

RESONATE BLENDS, INC.
Unaudited Condensed Consolidated Statements of Cash Flows

	For the Year Ended December 31, 2024	For the Year Ended December 31, 2023
Cash flows from operating activities		
Net loss	\$ (2,133,208)	\$ (1,415,979)
Adjustments to reconcile net loss to net cash used in operating activities:		
Accrued interest, notes payable	117,415	160,733
Gain on derivative liability	140,043	94,374
Loss on settlement of notes payable	-	5,033
Share professional fees/compensation	-	392,051
Loss (Gain) on disposal of investment	15,000	120,000
Gain on disposal of subsidiary	69,243	-
Depreciation and amortization	17,136	8,807
Changes in operating assets and liabilities:		
Inventory	-	160,492
Other receivables	(6,000)	30,000
Accounts payable and accrued expenses	751,309	455,655
Net cash used in operating activities	(1,029,062)	11,166
Cash flows from investing activities		
Deposits on acquisitions	(358,261)	(805,000)
Net cash provided by investing activities	(358,261)	(805,000)
Cash flows from financing activities		
Payments to loans payable, related parties	(137,640)	(94,847)
Payments to convertible note payable	-	(138,800)
Proceeds from warrant exercise	-	30,000
Proceeds from loans payable, related parties	148,573	-
Proceeds from notes payable	1,377,500	-
Proceeds from convertible notes payable	-	930,000
Proceeds from issuance of common stock	-	10,000
Net cash provided by financing activities	1,388,433	736,353
Net increase (decrease) in cash	1,110	(57,481)
Cash at beginning of period	6,938	64,419
Cash at end of period	\$ 8,048	\$ 6,938
Supplemental Cash Flow Information:		
Cash paid for interest	\$ 826	\$ -
Cash paid for income taxes	\$ -	\$ -
Non-cash investing and financing information:		
Conversion of debt for common stock	\$ 34,000	\$ 242,228

See accompanying notes to consolidated financial statements.

RESONATE BLENDS, INC.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED DECEMBER 31, 2024 AND 2023
(UNAUDITED)

NOTE 1 – ORGANIZATION AND BUSINESS OPERATIONS

The Company

Resonate Blends, Inc. formerly Textmunication Holdings, Inc. (the “Company”) was incorporated on in October 1984 in the State of Georgia as Brock Control Systems. Founded by Richard T. Brock, the Company was in the sales automation market and an early developer of enterprise customer management systems. The Company went public at the end of March of 1993. In February of 1996, the Company changed its name to Brock International Inc., and in March of 1998, the Company again changed its’ name to Firstwave Technologies, Inc.

In 2007, the Company deregistered its common stock in order to avoid the expenses of being a public company. The Company reported briefly on the OTC Disclosure & News Service in 2008. The Company again changed its name to FSTWV, Inc.

On October 28, 2013, the Company held a shareholder meeting to reincorporate the company in the State of Nevada and concurrently change its name to Textmunication Holdings, Inc. The Company also voted to approve a 1 for 5 reverse split of its outstanding common stock.

On November 16, 2013, the Company entered into a Share Exchange Agreement (SEA) with Textmunication, Inc. a California corporation, whereby the sole shareholder of the Company received 65,640,207 new shares of common stock of the Company in exchange for 100% of the Textmunication’s issued and outstanding shares.

On October 25, 2019, the Company entered into a Membership Interest Purchase Agreement (the “Resonate Purchase Agreement”) with Resonate Blends, LLC, a California limited liability company (“Resonate”), and the members of Resonate. As a result of the transaction, Resonate became a wholly owned subsidiary of the Company. In accordance with the terms of the Purchase Agreement, at the closing an aggregate of 5% of the Company’s outstanding shares of common stock for a total of 665,072 shares were issued to the holders of Resonate in exchange for their membership interests of Resonate. These shares have anti-dilution protection. We have also agreed as part of the purchase price to issue: (ii) such number of shares of Series E Preferred Stock that will convert into 5% of the outstanding shares of common stock in the Company on a fully-diluted basis upon an annualized revenue run rate of Ten Million Dollars (\$10,000,000.00) for any three (3) consecutive month trailing period; and (iii) such number of shares of Series E Preferred Stock that will convert into 5% of the outstanding shares of common stock in the Company on a fully-diluted basis upon the occurrence of the Company’s public market value reaching One Hundred Million US Dollars (\$100,000,000). The shares in (ii) and (iii) shall have anti-dilution protections, except that this provision only applies for 2.5% of the outstanding shares acquired under each subsection.

Also, on October 25, 2019, the Company entered into a Membership Interest Purchase Agreement (the “Entourage Labs Purchase Agreement”) with Entourage Labs, LLC, a California limited liability company (“Entourage Labs”), and the members of Entourage Labs. As a result of the transaction, Entourage Labs became a wholly owned subsidiary of the Company. In accordance with the terms of the Purchase Agreement, at the closing an aggregate of 5% of the Company’s outstanding shares of common stock for a total of 665,072 shares were issued to the holders of Entourage Labs in exchange for their membership interests of Entourage Labs. These shares have anti-dilution protection. We have also agreed as part of the purchase price to issue: (ii) such number of shares of Series E Preferred Stock that will convert into 5% of the outstanding shares of common stock in the Company on a fully-diluted basis upon an annualized revenue run rate of Ten Million Dollars (\$10,000,000.00) for any three (3) consecutive month trailing period; and (iii) such number of shares of Series E Preferred Stock that will convert into 5% of the outstanding shares of common stock in the Company on a fully-diluted basis upon the occurrence of the Company’s public market value reaching One Hundred Million US Dollars (\$100,000,000). The shares in (ii) and (iii) shall have anti-dilution protections, except that this provision only applies for 2.5% of the outstanding shares acquired under each subsection.

In addition, the Company entered into an Agreement of Conveyance, Transfer and Assignment of Assets and Assumption of Obligations (the “Conveyance Agreement”) with Mark S. Johnson and the Company’s 49% owned subsidiary, Aspire Consulting Group, LLC, a Virginia limited liability company. Pursuant to the Conveyance Agreement, the Company transferred all assets and business operations associated with its IT consulting solutions, including all of the capital stock of Aspire Consulting, to Mr. Johnson. In exchange, Mr. Johnson agreed to cancel 20,000 shares of common stock in the Company and to assume and cancel all liabilities relating to the Company’s former business.

On December 16, 2019 the Company filed Articles of Merger with the Secretary of State of Nevada in order to effectuate a merger with its wholly owned subsidiary; Resonate Blends, Inc. Shareholder approval was not required under Section 92A.180 of the Nevada Revised Statutes. As part of the merger, the Company’s board of directors authorized a change in our name to “Resonate Blends, Inc.” and the Company’s Articles of Incorporation have been amended to reflect this name change.

In connection with the name change, the Company’s symbol was changed to “KOAN” that more resembles the Company’s new business focus.

Effective March 14, 2024, Geoffrey Selzer, the Company’s former Chief Executive Officer and Director, and Jim Morrison, the Company’s past President and Director, entered into a Securities Purchase Agreement, pursuant to which Mr. Selzer sold all 2,000,000 outstanding shares of the Company’s Series C Preferred Stock to Mr. Morrison for \$10.00 in cash. Mr. Morrison now possesses voting control of the Company.

On February 26, 2024, the Company entered into entered into a Share Exchange Agreement, as amended, with Emergent Health Corp., a Wyoming corporation (EMGE), and the holders (the “EMGE Preferred Shareholders”) of Series Class A Preferred Stock and the Series C Convertible Non-Voting Preferred Stock. On March 14, 2024, the parties closed the Exchange Agreement. At the closing of the Exchange Agreement: (a) the EMGE Preferred Shareholders exchanged all of their respective EMGE Equity Interests for an equal number of shares of the Company’s to-be-designated Series F Convertible Preferred Stock that shall convert into 93% of the common stock of the Company on a fully-diluted basis (the “Series F Preferred Stock”), which shares of Series F Preferred Stock are currently issuable to the EMGE Preferred Shareholders and are to be issued upon the Company’s filing of a Certificate of Designation with the State of Nevada; (b) the Company consummated the Conveyance Agreement; and (c) all persons serving as directors and officers of the Company prior to the consummation of the Exchange Agreement resigned and appointed four new members of the Company’s Board of Directors.

Effective August 8, 2024, the Company entered into a Reformation of Share Exchange Agreement (the “Reformation Agreement”) with EMGE and the EMGE Preferred Shareholders. The Reformation Agreement was entered into after the Company, EMGE and the EMGE Preferred Shareholders having independently determined that the structure of the Exchange Agreement resulted in the parties’ experiencing consequences that were unintended and that would not, in the long term, be beneficial to the parties and that a reformation of the Exchange Agreement from a share-for-share structure to a share-for-asset structure would be beneficial to each of the parties.

By the Reformation Agreement, share-for-share structure of the Exchange Agreement was reformed to become a share-for-asset structure (the “Reformation”). Effecting the Reformation produced the following actions (the “Reformation Actions”):

- (a) First, the issuances of the Company Exchange Shares to the EMGE Preferred Shareholders were rescinded.
- (b) Next, the assignments of the EMGE Equity Interests by the EMGE Preferred Shareholders to the Company were rescinded.
- (c) The Company, then, re-issued the Exchange Shares to EMGE, in consideration of the following assets of EMGE (the “Acquired Assets”):
 - All of the capital stock of Evolutionary Biologics, Inc.;
 - All of the capital stock of Apollo Biowellness, Inc.;
 - All of the capital stock of Nanosthetic, Inc.; and
 - All of the capital stock of Nanogistics, Inc.

In addition, the Reformation Actions resulted in the Company’s no longer being the controlling shareholder of EMGE.

On March 14, 2024, in conjunction with the acquisition of EMGE, we entered into an Agreement of Conveyance, Transfer and Assignment of Subsidiary with two of the Company’s then-wholly-owned subsidiaries, Resonate Blends, LLC, a California limited liability company, and Entourage Labs, LLC, a California limited liability company, and our former Chief Executive Officer and Director, Geoffrey Selzer. Pursuant to the Conveyance Agreement, the Company assigned its’ ownership in the Subsidiary to Mr. Selzer. In consideration of our assignment of the Subsidiary, Mr. Selzer (a) assumed and agreed to pay, perform and discharge, fully and completely, all liabilities of the Subsidiary, (b) indemnified us for any loss arising from or in connection with any of such liabilities and

(c) agreed to pay the Company (i) 20% of any proceeds from the sale of the Subsidiary that occurs prior to the one-year anniversary of the Conveyance Agreement and (ii) 10% of any proceeds from the sale of the Subsidiary that occurs after the one-year anniversary and prior to the two-year anniversary of the Conveyance Agreement.

Basis of Presentation

The accompanying unaudited financial statements of the Company have been prepared in accordance with accounting principles generally accepted in the United States of America and the rules of the Securities and Exchange Commission, and should be read in conjunction with the audited financial statements and notes thereto contained in the Company's most recent Annual Financial Statements filed with the SEC on Form 10-K. In the opinion of management, all adjustments, consisting of normal recurring adjustments, necessary for a fair presentation of financial position and the results of operations for the period presented have been reflected herein. Notes to the financial statements which would substantially duplicate the disclosures contained in the audited financial statements for the most recent fiscal period, as reported in the Form 10-K, have been omitted.

Going concern

These consolidated financial statements have been prepared in accordance with generally accepted accounting principles applicable to a going concern, which contemplates the realization of assets and the satisfaction of liabilities and commitments in the normal course of business. As of December 31, 2024, the Company has an accumulated deficit of \$28,869,611. The company's ability to continue as a going concern is contingent upon the successful completion of additional financing arrangements and its ability to achieve and maintain profitable operations. While the Company is expanding its best efforts to achieve the above plans, there is no assurance that any such activity will generate funds that will be available for operations. These conditions raise substantial doubt about the Company's ability to continue as a going concern for a period of one year from the issuance of these financial statements. These consolidated financial statements do not include any adjustments that might arise from this uncertainty.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Use of Estimates

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

Consolidation

These consolidated financial statements have been prepared in accordance with U.S. GAAP and include the accounts of the Company and its wholly owned subsidiaries. All intercompany transactions and balances have been eliminated.

Cash

The Company considers all highly liquid instruments purchased with a maturity of three months or less to be cash equivalents.

The Company minimizes its credit risk associated with cash by periodically evaluating the credit quality of its primary financial institution. The balance at times may exceed federally insured limits.

Accounts receivable and allowance for doubtful accounts

Accounts receivables are stated at the amount management expects to collect. The Company generally does not require collateral to support customer receivables. The Company provides an allowance for doubtful accounts based upon a review of the outstanding accounts receivable, historical collection information and existing economic conditions. As of December 31, 2024, and 2023, there's no allowance for doubtful accounts and bad debts.

Revenue Recognition

The Company recognizes revenue in accordance with ASC 606, Revenue from Contracts with Customers, the core principle of which is that the Company should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the Company expects to be entitled to receive in exchange for those goods or services. To determine revenue recognition for arrangements that the Company determines are within the scope of ASC 606, the Company performs the following five steps:

- Identification of the contract, or contracts, with a customer
- Identification of the performance obligations in the contract
- Determination of the transaction price
- Allocation of the transaction price to the performance obligations in the contract
- Recognition of the revenue when, or as, performance obligations are satisfied

Revenue is generally recognized upon purchase of products by customers.

EMGE sells ingestible and topical products to retail customers across the United States of America. The Company's standard delivery method is "free on board" shipping point. Consequently, the Company considers control of products to transfer at a single point in time when control is transferred to the customer, which is generally when products are shipped in accordance with an agreement or purchase order. Control is defined as the ability to direct the use of and obtain substantially all of the remaining benefits of the product. The Company considers the customer's purchase order, and the Company's corresponding sales order acknowledgement as the contract with the customer. For each contract, the Company considers the promise to transfer products to be the identified performance obligations. The Company satisfies its performance obligations under a contract with a customer by transferring goods and services in exchange for monetary consideration from the customer. Sales taxes the Company collects concurrent with revenue-producing activities are excluded from revenue.

Revenue is deferred when the Company receives payment under a contract with a customer prior to satisfying its performance obligation. As the majority of orders are processed and shipped immediately upon receipt of payment, it is rare that revenue is deferred. There was no deferred revenue as of December 31, 2024 and 2023.

Significant payment terms – The Company's contracts with its customers state the final terms of the sale, including the description, quantity, and price of each product purchased. Payments are typically due prior to delivery. Since the customer agrees to a stated rate and price in the contract that do not vary over the contract, the Company's contracts do not contain variable consideration. Economic factors - The Company's revenues and accounts receivable are derived primarily from the United States with no particular concentration in any industry. Sales revenue is impacted by overall economic conditions, as there are fewer sales when the Company's customers are impacted by negative economic conditions. Returns, refunds, and warranties – The Company has a 30-day return policy on all products. As the amount of returned product is minimal, management believes that returns on any goods sold subsequent to December 31, 2024, and 2023, were not material.

Fair Value of Financial Instruments

The carrying amounts reflected in the balance sheets for cash, accounts payable and accrued expenses approximate the respective fair values due to the short maturities of these items.

As required by the Fair Value Measurements and Disclosures Topic of the FASB ASC, fair value is measured based on a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value as follows: (Level 1) observable inputs such as quoted prices in active markets; (Level 2) inputs, other than the quoted prices in active markets, that are observable either directly or indirectly; and (Level 3) unobservable inputs in which there is little or no market data, which require the reporting entity to develop its own assumptions.

The three levels of the fair value hierarchy are described below:

Level 1: Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities;

Level 2: Quoted prices in markets that are not active, or inputs that is observable, either directly or indirectly, for substantially the full term of the asset or liability;

Level 3: Prices or valuation techniques that require inputs that are both significant to the fair value measurement and unobservable (supported by little or no market activity).

Financial assets and liabilities measured at fair value on a recurring basis are summarized below for the year ended December 31, 2024, and 2023.

As of December 31, 2024	Level 1	Level 2	Level 3	Total
Liabilities				
Derivative Liabilities	\$ -	\$ -	\$ -	\$ -
As of December 31, 2023	Level 1	Level 2	Level 3	Total
Liabilities				
Derivative Liabilities	\$ -	\$ -	\$ 166,861	\$ 166,861

Inventory

Inventory is stated at the lower of cost or net realizable value. Cost is determined on a first in, first out basis. Management compares the cost of inventory with the net realizable value and, if applicable, an allowance is made for writing down the inventory to its net realizable value, if lower than cost, inventory is reviewed for potential write-down for estimated obsolescence or unmarketable inventory based upon forecasts for future demand and market conditions. Generally, the Company only keeps inventory on hand for sales made and in which a deposit has been received.

Net income (loss) per Common Share

Basic net income (loss) per share is computed by dividing the net loss attributable to the common stockholders by the weighted average number of shares of common stock outstanding during the period. Fully diluted loss per share is computed similar to basic loss per share except that the denominator is increased to include the number of additional common shares that would have been outstanding if the potential common shares had been issued and if the additional common shares were dilutive.

Property and equipment

Property and equipment are stated at cost, less accumulated depreciation provided on the straight-line method over the estimated useful lives of the assets, which range from three to seven years. Expenditures for renewals or betterments are capitalized, and repairs and maintenance are charged to expense as incurred the cost and accumulated depreciation of assets sold or otherwise disposed of are removed from the accounts, and any gain or loss thereon is reflected in operations. Company policies capitalize property and equipment for cost over \$1,000, asset acquired under \$1,000 are charge to operations.

Income Taxes

Income taxes are computed using the asset and liability method. Under the asset and liability method, deferred income tax assets and liabilities are determined based on the differences between the financial reporting and tax bases of assets and liabilities and are measured using the currently enacted tax rates and laws. A valuation allowance is provided for the amount of deferred tax assets that, based on available evidence, are not expected to be realized. Because the Company has no net income, the tax benefit of the accumulated net loss has been fully offset by an equal valuation allowance.

Stock-Based Compensation

The Company accounts for employee stock-based compensation in accordance with the guidance of FASB ASC Topic 718, Compensation – Stock Compensation which requires all share-based payments to employees, including grants of employee stock options, to be recognized in the financial statements based on their fair values. The fair value of the equity instrument is charged directly to compensation expense and credited to additional paid-in capital over the period during which services are rendered.

The Company follows ASC Topic 505-50, formerly EITF 96-18, “Accounting for Equity Instruments that are Issued to Other than Employees for Acquiring, or in Conjunction with Selling Goods and Services,” for stock options and warrants issued to consultants and other non-employees. In accordance with ASC Topic 505-50, these stock options and warrants issued as compensation for services provided to the Company are accounted for based upon the fair value of the services provided or the estimated fair market value of the option or warrant, whichever can be more clearly determined. The fair value of the equity instrument is charged directly to compensation expense and additional paid-in capital over the period during which services are rendered.

NOTE 3 – RELATED PARTY TRANSACTIONS

Management has periodically advanced funds to the Company for operating expenses. At December 31, 2024 and December 31, 2023, amounts due related parties were \$221,268 and \$70,099, respectively. These advances are non-interest bearing and payable upon demand.

On March 14, 2024, in conjunction with our acquisition of EMGE, we entered into an Agreement of Conveyance, Transfer and Assignment of Subsidiary (the “Conveyance Agreement”) with two of our then-wholly-owned subsidiaries, Resonate Blends, LLC, a California limited liability company, and Entourage Labs, LLC, a California limited liability company (collectively, Resonate Blends, LLC and Entourage Labs, LLC are referred to as the “Subsidiary”), and our former Chief Executive Officer and Director, Geoffrey Selzer. Pursuant to the Conveyance Agreement, we assigned our ownership in the Subsidiary to Mr. Selzer. In consideration of our assignment of the Subsidiary, Mr. Selzer (a) assumed and agreed to pay, perform and discharge, fully and completely, all liabilities of the Subsidiary, (b) indemnified us for any loss arising from or in connection with any of such liabilities and (c) agreed to pay us (i) 20% of any proceeds from the sale of the Subsidiary that occurs prior to the one-year anniversary of the Conveyance Agreement and (ii) 10% of any proceeds from the sale of the Subsidiary that occurs after the one-year anniversary and prior to the two-year anniversary of the Conveyance Agreement.

NOTE 4 - CONVERTIBLE NOTE PAYABLE

Convertible notes payable consists of the following as of December 31, 2024, and 2023:

	December 31, 2024	December 31, 2023
Convertible notes face value	\$ 1,753,500	\$ 1,852,800
Less: Discounts	(2,463)	(6,766)
Less: Debt issuance cost	-	-
Net convertible notes	<u>\$ 1,751,037</u>	<u>\$ 1,845,734</u>

At December 31, 2022, \$200,000 of the convertible notes was an 8% Unsecured Convertible Promissory Note from an investor issued March 5, 2021. The note has an automatic conversion into equity on the maturity date, which was July 3, 2022, or if a Qualified Financing (QF) of \$5,000,000 is achieved, whichever occurs first. The maturity date pricing is \$0.10. A QF converts into equity at the lesser of \$1.00 or 75% of the average selling price of the aggregate offering. On July 10, 2023, the note was converted to 3,282,219 shares of common stock.

During the year ended December 31, 2022, the Company entered into Securities Purchase Agreements with five accredited investors, pursuant to which we issued and sold to the investors convertible promissory notes with a total principal amount of \$715,000. We received \$650,000 from the Notes after applying the original issue discount to the Notes. The Securities Purchase Agreements also included 812,500 warrants with a 5 year life and exercise price of \$0.40 and 650,000 commitment shares. These notes have a Fixed Conversion Price or, at the option of the Holder in the event that the Borrower fails to complete a Qualified Offering before the five (5) month anniversary of the Issue Date, the Registration Conversion Price. The "Fixed Conversion Price" shall mean \$0.15 per share. The "Registration Conversion Price" shall mean 75% multiplied by the Market Price (representing a discount rate of 25%). "Market Price" means the volume weighted average of the Common Stock during the twenty (20) Trading Day period ending on the latest complete Trading Day prior to the Conversion Date. The Company is currently working with each of the accredited investor on payoff options.

On June 27, 2022, the Company issued and sold to an accredited investor a convertible promissory note the principal amount of \$138,800 under a Securities Purchase Agreement of the same date. The Company received \$128,500 from the Note after applying the original issue discount to the Note. During the year ended December 31, 2023, the Company repaid the entire note.

On September 8, 2022, the Company issued and sold a senior secured convertible promissory note to AJB Capital Investments LLC ("AJB") for a principal amount of \$600,000, together with guaranteed interest of 12% per year calendar from the date hereof. All Principal and Interest owing hereunder, along with any and all other amounts, shall be due and owing on the Maturity Date March 8, 2023. We received \$540,000 from the Note after applying the original issue discount to the Note. The note is convertible at a Variable Conversion Price shall equal the volume weighted average trading price (i) during the previous twenty (20) Trading Day period ending on the date of issuance of this Note, or (ii) during the previous twenty (20) Trading Day period ending on the Conversion Date.

The Maturity Date may be extended at the sole discretion of the Borrower up to six (6) months following the date of the original Maturity Date hereunder. In the event that the Maturity Date is extended, the interest rate shall equal fifteen percent (15%) per annum for any period following the original Maturity Date, payable monthly.

The maturity date for repayment of the Notes is nine months from issuance and the Notes bear interest at 10% per annum. On September 29, 2023, the Company entered into an amendment with AJB extending the maturity date of the Note through December 28, 2023. In exchange for this amendment, we issued AJB 3,000,000 shares ("extension shares") of common stock. The Company can redeem certain shares if all principal and interest is repaid in full prior to the new maturity date.

The Securities Purchase Agreement contain a most-favored nation provision that allows the Investor to claim any lower price from any future securities six months after this closing and a blocker on issuing variable rate investments.

During the year ended December 31, 2023, the Company issued 5 convertible promissory notes totaling \$457,500, net of debt issuance costs of \$37,500. At December 31, 2023, the balance of the notes were \$453,125, net of unamortized discount. These notes are convertible into common stock into the next funding round expected to be priced at \$.08 per share issued in a Series Preferred with a 4% coupon payable until the Preferred is converted into common stock. A 2- year cash Warrant with 50% coverage priced at \$.25 is also available as part of this conversion. A total of 6,243,000 commitment shares and 250,000 warrants issued. This Note has a personal guarantee for the full principal amount to Resonate Blends, Inc. by Darshan Vyas, Principal of Pegasus. Resonate Blends, Inc. in return will guarantee the Lender.

On November 11, 2023, the Company issued and sold to an accredited investor a convertible promissory note the principal amount of \$80,000 under a Securities Purchase Agreement of the same date. The Company received \$75,000 from the Note after applying the original issue discount to the Note. The note can be converted 6 months after issuance into common stock at a variable conversion price of 73% of the market price, the market price being the average of the 3 lowest trading prices over the prior 10 days.

In March 2024, the Company obtained a loan from AJB Capital Investments, LLC (“AJB”) which netted the Company \$252,000 in proceeds. In consideration of such loan, the Company issued a \$280,000 face amount promissory note (the “AJB Note”), with OID of \$28,000, bearing interest at 12% per annum, with principal and interest payable on September 4, 2024. The Company has the right to repay the AJB Note at any time. Should the Company be in default, which shall not have been cured, the AJB Note is convertible into shares of the Company’s common stock at a conversion price that shall equal the volume weighted average trading price (a) during the previous 20 trading-day period ending on the date of issuance of the AJB Note or (b) during the previous 20 trading-day period ending on the relevant conversion date, whichever is lower.

The AJB Note is secured by all assets of the Company.

The Company accounts for the fair value of the conversion features of its convertible debt in accordance with ASC Topic No. 815-15 “Derivatives and Hedging: Embedded Derivatives” (“Topic No. 815-15”). Topic No. 815-15 requires the Company to bifurcate and separately account for the conversion features as an embedded derivative contained in the Company’s convertible debt. The Company is required to carry the embedded derivative on its balance sheet at fair value and account for any unrealized change in fair value as a component of results of operations. The Company values the embedded derivatives using the Black-Scholes pricing model.

In March 2024, the Company obtained a loan from Ray Vollintine (“Vollintine”) which netted the Company \$250,000 in proceeds. In consideration of such loan, the Company issued a \$280,000 face amount promissory note (the “Vollintine Note”), with OID of \$30,000, bearing interest at 12% per annum, with principal and interest payable on September 29, 2024. The Company has the right to repay the Vollintine Note at any time. The Vollintine Note is convertible at any time and from time to time into shares of the Company’s common stock at a conversion price that shall equal to \$.035 per share; provided, however, that, upon an event of default, the conversion price shall be the lower of (a) \$.035 or (b) the volume weighted average trading price during the previous 20 trading-day period ending on the date of issuance of the Vollintine Note or during the previous 20 trading-day period ending on the relevant conversion date, whichever is lower.

The Vollintine Note is unsecured.

In addition, the Company issued to Vollintine a pre-funded common stock purchase warrant (the “Vollintine Warrant”) to purchase 7,200,000 shares of our common stock, with a nominal exercise price of \$.00001 per share. The Vollintine Warrant may be exercised on a cashless basis. As further consideration for Vollintine’s purchasing the Vollintine Note, the Company entered into a make-whole agreement that assures that Vollintine shall derive not less than \$250,000 in net proceeds from Vollintine’s sales of the common stock underlying the Vollintine Warrant.

NOTE 5 – DERIVATIVE LIABILITIES

Certain of the above convertible notes contained an embedded conversion option with a conversion price that could result in issuing an undeterminable amount of future common stock to settle the host contract. Accordingly, the embedded conversion option is required to be bifurcated from the host instrument (convertible note) and treated as a liability, which is calculated at fair value, and marked to market at each reporting period.

The Company used the Black-Scholes pricing model to estimate the fair value of its embedded conversion option and warrant liabilities on both the commitment date and the remeasurement date with the following inputs:

	December 31, 2024	December 31, 2023
Exercise price	\$ -	\$ 0.0133
Expected volatility	-%	460%
Risk-free interest rate	-%	4.64%
Expected term (in years)	-	1.0
Expected dividend rate	-%	0%

NOTE 6 – SENIOR PROMISSORY NOTE

On June 20, 2023, the Company signed a Securities Purchase Agreement (“SPA”) with an accredited investor, pursuant to which the Company issued and sold to the accredited investor a 15% original issue discount Senior Promissory Note (non-convertible), dated June 20, 2023, in the principal amount of \$575,000. The Senior Promissory Note is secured by all of the Company’s assets under a separate security agreement between the accredited investor and the Company.

The Company received \$435,000 from the Senior Promissory Note after applying the original issue discount and commissions and fees. The proceeds were utilized as a deposit on the Company’s acquisition of Pegasus Specialty Vehicles, LLC (See Note 7).

The maturity date for repayment of the Senior Promissory Note is September 20, 2023 and bears interest at 15% per annum starting 60 days after issuance and interest payable in cash monthly thereafter. The Company may prepay the Senior Promissory Note at any time, but is required to pay a premium of 104% of the principal amount if repaid after 60 days.

As additional consideration, the Company issued 1,318,000 shares of its common stock as commitment shares. The Company was required to issue an additional 330,000 commitment shares due to the Senior Promissory Note not being prepaid at 60 days as required in the SPA. The Company is currently working with investor to address the entire Note payoff.

In the agreements, the Company agreed to certain restrictive covenants, including a restriction on borrowing and a most favored nation clause in favor of the accredited investor for any future offerings not specifically exempted.

On June 20, 2023, the Company and Pegasus Specialty Vehicles, LLC entered into a Loan and Security Agreement whereby the Company lent to Pegasus the principal amount of \$575,000 secured by all of the Pegasus' assets, but subordinate to the security interest of accredited investor and another lender of Pegasus.

NOTE 7 – AGREEMENT AND PLAN OF MERGER WITH PEGASUS SPECIALTY VEHICLES, LLC

On June 20, 2023, the Company entered into an Agreement and Plan of Merger with Pegasus Specialty Vehicles, LLC, an Ohio limited liability company (“Pegasus”), and Pegasus Specialty Holdings LLC, an Ohio limited liability company and wholly-owned subsidiary of the Company (“Pegasus Sub”).

The Merger Agreement provides that at the closing, subject to terms and conditions, Pegasus Sub will merge with and into Pegasus, with Pegasus surviving as a wholly-owned subsidiary of the Company. At Closing of the Merger, the issued and outstanding common shares of Pegasus will automatically be converted into the right to receive an aggregate of 623,500 shares of Series AA Preferred Stock of the Company.

The Company, Pegasus, and Pegasus Sub have each made various representations and warranties and agreed to certain covenants in the Merger Agreement, including a covenant by the Company that it would raise \$3,000,000 less costs in new financing at Closing, with \$435,000 loaned pre-Closing to Pegasus under a secured promissory note with a face value of \$575,000. Pegasus granted a security interest to the Company in all of Pegasus' assets on the \$575,000 loan, subordinate to other security interests as to the same collateral. The Company received \$500,000 from the Note after applying the Original Issue Discount (OID), \$30,000 of which was used to pay commission to a broker as placement agent, \$30,000 was paid to the lender for its legal fees and \$5,000 for a due diligence fee paid to the lender. The balance was tendered to the Company to lend to Pegasus under a Loan and Security Agreement as described below.

Consummation of the Merger is subject to the satisfaction or, if permitted by applicable law, waiver, by the Company, Pegasus, or both of various conditions. For Pegasus, these conditions include, without limitation, (i) an agreeable plan to spin out the existing Company cannabis assets and operations, (ii) an agreeable plan to transfer the outstanding shares of Series C Preferred Stock of the Company to Brian Barrington simultaneously to the date of the aforementioned spin-out; (iii) an agreeable plan to retire the Series E Designation; (iv) financing by the Company of \$3,000,000 less costs; (v) the filing of the Certificate of Designation for the Series AA Preferred Stock with the Secretary of State of Nevada; and (vi) certain other customary conditions. For the Company, these conditions include, without limitation, (i) a secured promissory note issued by Pegasus to the Company in the amount of \$500,000 with the collateral being a UCC lien subordinate to other lenders; (ii) the payback by the Company of certain advances contributed by corporate officers and others in the Company in an amount not to exceed \$140,000; (iii) resolutions of the equity holders of Pegasus approving the Merger Agreement and the transactions contemplated; and (iv) certain other customary conditions.

The Merger Agreement contains certain termination rights including the right of the parties to mutually agree upon termination, and by each of the Company and Pegasus unilaterally if the other party has committed a violation of the covenants, representations and warranties in the Merger Agreement.

The Merger Agreement, the Merger, and the transactions contemplated thereby were unanimously approved by the board of directors of Pegasus, and unanimously approved by the board of directors of the Company.

On December 7, 2023, the Company notice received a notice of termination from Pegasus notifying the Company that the Agreement and Plan of Merger has been terminated.

At December 31, 2024, Pegasus owed the Company \$970,000 of funds raised by the Company and advanced to Pegasus.

NOTE 8 – SHARE EXCHANGE AGREEMENT

On February 26, 2024, the Company entered into a Share Exchange Agreement, as amended (the Exchange Agreement), with Emergent Health Corp., a Wyoming corporation (EMGE), and the holders (the EMGE Preferred Shareholders) of Series Class A Preferred Stock and the Series C Convertible Non-Voting Preferred Stock (the EMGE Equity Interests). On March 14, 2024, the parties closed the Exchange Agreement. At the closing of the Exchange Agreement: (a) the EMGE Preferred Shareholders exchanged all of their respective EMGE Equity Interests for an equal number of shares of the Company's to-be-designated Series F Convertible Preferred Stock (the Exchange Shares) that shall convert into 93% of the common stock of the Company on a fully-diluted basis (the "Series F Preferred Stock"), which shares of Series F Preferred Stock are currently issuable to the EMGE Preferred Shareholders and are to be issued upon the Company's filing of a Certificate of Designation with the State of Nevada; (b) the Company consummated the Conveyance Agreement; and (c) all persons serving as directors and officers of the Company prior to the consummation of the Exchange Agreement resigned and appointed four new members of the Company's Board of Directors.

Effective August 8, 2024, the Company entered into a Reformation of Share Exchange Agreement (the Reformation Agreement) with EMGE and the EMGE Preferred Shareholders. The Reformation Agreement was entered into after the Company, EMGE and the EMGE Preferred Shareholders having independently determined that the structure of the Exchange Agreement resulted in the parties' experiencing consequences that were unintended and that would not, in the long term, be beneficial to the parties and that a reformation of the Exchange Agreement from a share-for-share structure to a share-for-asset structure would be beneficial to each of the parties.

By the Reformation Agreement, share-for-share structure of the Exchange Agreement was reformed to become a share-for-asset structure (the Reformation). Effecting the Reformation produced the following actions (the Reformation Actions):

- (a) First, the issuances of the Company Exchange Shares to the EMGE Preferred Shareholders were rescinded.
- (b) Next, the assignments of the EMGE Equity Interests by the EMGE Preferred Shareholders to the Company were rescinded.
- (c) The Company, then, re-issued the Exchange Shares to EMGE, in consideration of the following assets of EMGE (the "Acquired Assets"):
 - All of the capital stock of Evolutionary Biologics, Inc.;
 - All of the capital stock of Apollo Biowellness, Inc.;
 - All of the capital stock of Nanosthetic, Inc.; and
 - All of the capital stock of Nanogistics, Inc.

In addition, the Reformation Actions resulted in the Company's no longer being the controlling shareholder of EMGE.

NOTE 9 – STOCKHOLDERS' EQUITY

During the year ended December 31, 2024, the Company issued the following shares of common stock:

- The Company issued a total of 9,555,462 shares of common stock as to convert a convertible note and accrued interest of \$306,985.
- The Company issued a total of 4,222,222 shares of common stock as to convert a convertible note of \$20,000.
- The Company issued a total of 5,000,000 shares of common stock as to convert a convertible note of \$9,500.
- The Company issued a total of 5,000,000 shares of common stock as to convert a convertible note of \$4,500.

NOTE 10 – SUBSEQUENT EVENTS

On March 5, 2025, Jim Morrison resigned as President/CEO of the Company but shall remain a director of the Company. As of March 5, 2025, James W. Zimbler was appointed by the Board of Directors as President/CEO of the Company. Mr. Zimbler has served on the Board of Directors and Vice President of Finance since March 2024.

- On January 8, 2025, The Company issued a total of 5,500,000 shares of common stock as to convert a convertible note of \$6,600.
- On January 15, 2025, The Company issued a total of 5,775,000 shares of common stock as to convert a convertible note of \$6,930.
- On January 17, 2025, The Company issued a total of 5,775,000 shares of common stock as to convert a convertible note of \$6,930.
- On January 22, 2025, The Company issued a total of 5,775,000 shares of common stock as to convert a convertible note of \$6,930.
- On February 3, 2025, The Company issued a total of 6,600,000 shares of common stock as to convert a convertible note of \$7,260.
- On February 20, 2025, The Company issued a total of 6,971,917 shares of common stock as to convert a convertible note of \$5,578.
- On February 20, 2025, The Company issued a total of 6,971,917 shares of common stock as to convert a convertible note of \$5,578.
- On February 25, 2025, The Company issued a total of 7,313,797 shares of common stock as to convert a convertible note and accrued interest of \$5,851.
- On March 3, 2025, The Company issued a total of 8,031,746 shares of common stock as to convert a convertible note and accrued interest of \$4,819.
- On March 7, 2025, The Company issued a total of 8,428,571 shares of common stock as to convert a convertible note and accrued interest of \$5,057.
- On March 18, 2025, The Company issued a total of 8,852,273 shares of common stock as to convert a convertible note and accrued interest of \$3,541.
- On March 19, 2025, The Company issued a total of 8,852,273 shares of common stock as to convert a convertible note and accrued interest of \$3,541.

CERTIFICATIONS

I, James W. Zimble, certify that;

1. I have reviewed this annual report on Form 10-K/A for the year ended December 31, 2024, of Resonate Blends, Inc. (the “registrant”);
2. Based on my knowledge, this report 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 report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. I am responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. Evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and
5. I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant’s auditors and the audit committee of the registrant’s board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant’s internal control over financial reporting.

Date: July 7, 2025

/s/ James W. Zimble

By: _____
James W. Zimble

Title: President

CERTIFICATIONS

I, James W. Zimbler, certify that;

1. I have reviewed this annual report on Form 10-K/A for the year ended December 31, 2024, of Resonate Blends, Inc. (the “registrant”);
2. Based on my knowledge, this report 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 report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. I am responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. Evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and
5. I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant’s auditors and the audit committee of the registrant’s board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant’s internal control over financial reporting.

Date: July 7, 2025

/s/ James W. Zimbler

By: _____
James W. Zimbler
Title: Principal Financial Officer

**CERTIFICATION OF CHIEF EXECUTIVE OFFICER AND
CHIEF FINANCIAL OFFICER
PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the annual Report of Resonate Blends, Inc. (the "Company") on Form 10-K/A for the year ended December 31, 2024, filed with the Securities and Exchange Commission (the "Report"), I, James W. Zimbler, Chief Executive Officer and Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of Section 13(a) of the Securities Exchange Act of 1934; and
2. The information contained in the Report fairly presents, in all material respects, the consolidated financial condition of the Company as of the dates presented and the consolidated result of operations of the Company for the periods presented.

By: /s/ James W. Zimbler

Name: James W. Zimbler

Title: Principal Executive Officer, Principal Financial Officer and Director

Date: July 7, 2025

This certification has been furnished solely pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
