

**GENESIS HOLDINGS, INC.**

**GNIS**

120 Pebble Trail  
Alpharetta, GA 30009

---

770-235-6053

SIC: 2086

## Quarterly Report

For the period ending September 30, 2025 (the "Reporting Period")

### **Outstanding Shares**

The number of shares outstanding of our Common Stock was:

2,024,581 as of September 30, 2025 *Current Reporting Period Date or More Recent Date* (adjusted for reverse split)

1,858,472 as of December 31, 2024 *(Most Recent Completed Fiscal Year End)* (adjusted for reverse split)

### **Shell Status**

Indicate by check mark whether the company is a shell company (as defined in Rule 405 of the Securities Act of 1933, Rule 12b-2 of the Exchange Act of 1934 and Rule 15c2-11 of the Exchange Act of 1934):

Yes:  No:

Indicate by check mark whether the company's shell status has changed since the previous reporting period:

Yes:  No:

### **Change in Control**

Indicate by check mark whether a Change in Control<sup>4</sup> of the company has occurred during this reporting period:

Yes:  No:

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

---

Z1<sup>4</sup> "Change in Control" shall mean any events resulting in:

- (i) Any "person" (as such term is used in Sections 13(d) and 14(d) of the Exchange Act) becoming the "beneficial owner" (as defined in Rule 13d-3 of the Exchange Act), directly or indirectly, of securities of the Company representing fifty percent (50%) or more of the total voting power represented by the Company's then outstanding voting securities;
- (ii) The consummation of the sale or disposition by the Company of all or substantially all of the Company's assets;
- (iii) A change in the composition of the Board occurring within a two (2)-year period, as a result of which fewer than a majority of the directors are directors immediately prior to such change; or
- (iv) The consummation of a merger or consolidation of the Company with any other corporation, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or its parent) at least fifty percent (50%) of the total voting power represented by the voting securities of the Company or such surviving entity or its parent outstanding immediately after such merger or consolidation.

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

Liberty International Holding Corporation. On March 23, 2021, the Company amended its articles of incorporation to change its name to Performance Drink Group, Inc. On May 23, 2025, the Company changed its name to Geneses Holdings in

The state of incorporation or registration of the issuer and of each of its predecessors (if any) during the past five years; Please also include the issuer's current standing in its state of incorporation (e.g., active, default, inactive):

The Company was registered in the state of Florida in June 1997, and was re-instated on January 22, 2021. On March 18, 2021, the Company was re-domiciled to the state of Colorado, and is currently in good standing with the state.

Current State and Date of Incorporation or Registration: Colorado  
Standing in this jurisdiction: (e.g. active, default, inactive): Active

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

On March 18, 2021, the Company was re-domiciled to the state of Colorado, and is currently in good standing with the state.

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

None

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

On May 25, 2025, the Company effectuated a 1:1000 reverse stock split and changed its name from Performance Drink Group, Inc. to Genesis Holdings, Inc.

Address of the issuer's principal executive office:

120 Pebble Trail, Alpharetta, GA 30009

The address(es) of the issuer's principal place of business:

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

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

Address of the issuer's principal place of business:

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

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

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

## 2) Security Information

### **Transfer Agent**

Name: Direct Transfer  
Phone: 919-744-2722  
Email: info@issuerdirect.com  
Address: 1 Glenwood Ave, Suite 1001, Raleigh, NC 27603

### **Publicly Quoted or Traded Securities:**

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

Trading symbol:	<u>GNIS</u>
Exact title and class of securities outstanding:	<u>COMMON STOCK</u>
CUSIP:	<u>530615103</u>
Par or stated value:	0.001
Total shares authorized:	2,000,000,000 as of date: September 30, 2025
Total shares outstanding:	2,024,581 as of date: September 30, 2025
Total number of shareholders of record:	554 as of date: September 30, 2025,

*All additional class(es) of publicly quoted or traded securities (if any):*

None

### **Other classes of authorized or outstanding equity securities:**

*The goal of this section is to provide a clear understanding of the share information for its other classes of authorized or outstanding equity securities (e.g. preferred shares). Use the fields below to provide the information, as applicable, for all other authorized or outstanding equity securities.*

Exact title and class of the security:	Preferred, Series A
CUSIP (if applicable):	
Par or stated value:	0.0001
Total shares authorized:	200,000,000 as of September 30, 2025
Total shares outstanding (if applicable):	2,283,781 as of September 30, 2025
Total number of shareholders of record (if applicable):	

Exact title and class of the security:	Preferred, Series B
CUSIP (if applicable):	
Par or stated value:	0.0001
Total shares authorized:	10,000,000 as of September 30, 2025
Total shares outstanding (if applicable):	1 as of September 30, 2025
Total number of shareholders of record (if applicable):	

### **Security Description:**

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

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

Dividends as declared; voting: 1 vote per share; no preemptive rights.

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

For the Convertible Preferred A stock, there are no voting rights; the stock is convertible at a ratio of 1 common share for each Preferred A share; dividend rights are as declared; there are no redemption or sinking fund provisions.

For the Convertible Preferred B stock, each share of Series B stock shall be convertible, at the option of the holder, into 4 times the sum of all shares of Common Stock outstanding and all other preferred shares outstanding, divided by the outstanding number of shares of Series B Stock. Dividend rights as declared; no redemption or sinking fund provisions.

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

None

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

None

### **3) Issuance History**

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

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

#### **A. Changes to the Number of Outstanding Shares**

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

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

Shares Outstanding as of Second Most Recent Fiscal Year End: Opening Balance Date 12/31/21 Common: 380,966,242 Preferred:2,283,781			*Right-click the rows below and select "Insert" to add rows as needed.						
Date of Transaction	Transaction type (e.g., new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to.  *You must disclose the control person(s) for any entities listed.	Reason for share issuance (e.g. for cash or debt conversion) - OR- Nature of Services Provided	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
01/28/22	New Issue	2,500,000	Common	\$20	Yes	Carl Grant	Reg A	Unrestricted	Free Trading
02/23/22	New Issue	10,000,000	Common	\$20	Yes	J. P. Carey Limited Partners LP (Joseph C. Canouse)	Reg A	Unrestricted	Free Trading
04/13/22	New Issue	2,500,000	Common	\$20	Yes	Carl Grant	Reg A	Unrestricted	Free Trading
04/22/22	New Issue	10,000,000	Common	\$20	Yes	J. P. Carey Limited Partners LP (Joseph C. Canouse)	Reg A	Unrestricted	Free Trading
04/28/22	New Issue	2,500,000	Common	\$20	Yes	Elliot Polatoff	Reg A	Unrestricted	Free Trading
05/03/22	New Issue	3,750,000	Common	\$20	Yes	Elliot Polatoff	Reg A	Unrestricted	Free Trading
05/05/22	New Issue	2,500,000	Common	\$20	Yes	Carl Grant	Reg A	Unrestricted	Free Trading
11/4/22	Cancellation	(150,000,000)	Common	N/A	N/A	David Lovatt	N/A	N/A	N/A
11/4/22	Cancellation	(150,000,000)	Common	N/A	N/A	Leonard Armenta	N/A	N/A	N/A
11/29/22	Cancellation	7,716,219	Pref A	N/A	N/A	Supplement Group (Europe) Ltd. 9David	N/A	N/A	N/A

						Lovatt/ Leonard Armenta)			
1/17/23	New Issue	10,937,500	Common	\$16	Yes	Trillium Partners LP/Stephen M Hicks	Reg A	Unrestricted	Free Trading
8/2/23	New issue	12,428,000	Common	\$14	Yes	Trillium Partners LP/ Stephen M Hicks	Settlement of liabilities	Unrestricted	Free Trading
8/18/23	New issue	12,439,000	Common	\$.57	Yes	Trillium Partners LP/ Stephen M Hicks	Settlement of liabilities	Unrestricted	Free Trading
8/31/23	New issue	8,231,000	Common	\$.40	Yes	Trillium Partners LP/ Stephen M Hicks	Settlement of liabilities	Unrestricted	Free Trading
9/25/23	New issue	6,000,000	Common	\$.40	Yes	Trillium Partners LP/ Stephen M Hicks	Settlement of liabilities	Unrestricted	Free Trading
9/26/23	New issue	9,716,000	Common	\$.36	Yes	Trillium Partners LP/ Stephen M Hicks	Settlement of liabilities	Unrestricted	Free Trading
9/29/23	New issue	6,017,000	Common	\$.36	Yes	Trillium Partners LP/ Stephen M Hicks	Settlement of liabilities	Unrestricted	Free Trading
10/6/23	New issue	11,255,000	Common	\$.31	Yes	Trillium Partners LP/ Stephen M Hicks	Settlement of liabilities	Unrestricted	Free Trading
10/16/23	New issue	17,867,000	Common	\$.32	Yes	Trillium Partners LP/ Stephen M Hicks	Settlement of liabilities	Unrestricted	Free Trading
10/19/23	New issue	17,914,000	Common	\$.42	Yes	Trillium Partners LP/ Stephen M Hicks	Settlement of liabilities	Unrestricted	Free Trading
10/30/23	New issue	18,980,000	Common	\$.36	Yes	Trillium Partners LP/ Stephen M Hicks	Settlement of liabilities	Unrestricted	Free Trading

11/7/23	New issue	19,012,000	Common	\$.99	Yes	Trillium Partners LP/ Stephen M Hicks	Settlement of liabilities	Unrestricted	Free Trading
11/10/23	New issue	24,442,000	Common	\$1.10	Yes	Trillium Partners LP/ Stephen M Hicks	Settlement of liabilities	Unrestricted	Free Trading
11/17/23	New issue	28,705,000	Common	\$1.40	Yes	Trillium Partners LP/ Stephen M Hicks	Settlement of liabilities	Unrestricted	Free Trading
11/28/23	New issue	28,751,000	Common	\$.80	Yes	Trillium Partners LP/ Stephen M Hicks	Settlement of liabilities	Unrestricted	Free Trading
12/7/23	New issue	34,393,000	Common	\$.80	Yes	Trillium Partners LP/ Stephen M Hicks	Settlement of liabilities	Unrestricted	Free Trading
12/15/23	New issue	19,882,000	Common	\$.60	Yes	Trillium Partners LP/ Stephen M Hicks	Settlement of liabilities	Unrestricted	Free Trading
12/18/23	New issue	14,600,000	Common	\$.60	Yes	Trillium Partners LP/ Stephen M Hicks	Settlement of liabilities	Unrestricted	Free Trading
12/22/23	New issue	37,798,000	Common	\$.60	Yes	Trillium Partners LP/ Stephen M Hicks	Settlement of liabilities	Unrestricted	Free Trading
12/31/23	New issue	30,101,000	Common	\$.50	Yes	Trillium Partners LP/ Stephen M Hicks	Settlement of liabilities	Unrestricted	Free Trading
1/11/24	New issue	44,954,000	Common	\$.45	Yes	Trillium Partners LP/ Stephen M Hicks	Settlement of liabilities	Unrestricted	Free Trading

1/22/24	New issue	45,071,000	Common	\$.40	Yes	Trillium Partners LP/ Stephen M Hicks	Settlement of liabilities	Unrestricted	Free Trading
2/6/24	New issue	56,841,000	Common	\$.60	Yes	Trillium Partners LP/ Stephen M Hicks	Settlement of liabilities	Unrestricted	Free Trading
2/20/24	New issue	50,000,000	Common	\$.40	Yes	Trillium Partners LP/ Stephen M Hicks	Settlement of liabilities	Unrestricted	Free Trading
2/27/24	New issue	35,816,000	Common	\$.40	Yes	Trillium Partners LP/ Stephen M Hicks	Settlement of liabilities	Unrestricted	Free Trading
3/4/24	New issue	46,651,000	Common	\$.30	Yes	Trillium Partners LP/ Stephen M Hicks	Settlement of liabilities	Unrestricted	Free Trading
3/21/24	New issue	70,692,000	Common	\$.30	Yes	Trillium Partners LP/ Stephen M Hicks	Settlement of liabilities	Unrestricted	Free Trading
4/10/24	New issue	82,578,000	Common	\$.30	Yes	Trillium Partners LP/ Stephen M Hicks	Settlement of liabilities	Unrestricted	Free Trading
4/18/24	New issue	90,752,000	Common	\$.20	Yes	Trillium Partners LP/ Stephen M Hicks	Settlement of liabilities	Unrestricted	Free Trading
6/18/24	New issue	78,984,000	Common	\$.30	Yes	Trillium Partners LP/ Stephen M Hicks	Settlement of liabilities	Unrestricted	Free Trading
6/28/24	New issue	107,554,000	Common	\$.20	Yes	Trillium Partners LP/ Stephen M Hicks	Settlement of liabilities	Unrestricted	Free Trading
7/11/24	New issue	118,213,000	Common	\$.10	Yes	Trillium Partners LP/ Stephen M Hicks	Settlement of liabilities	Unrestricted	Free Trading

7/30/24	New issue	129,916,000	Common	\$.10	Yes	Trillium Partners LP/ Stephen M Hicks	Settlement of liabilities	Unrestricted	Free Trading
8/9/24	New issue	142,764,000	Common	\$.10	Yes	Trillium Partners LP/ Stephen M Hicks	Settlement of liabilities	Unrestricted	Free Trading
10/1/24	New issue	142,764,000	Common	\$.10	Yes	Trillium Partners LP/ Stephen M Hicks	Settlement of liabilities	Unrestricted	Free Trading
11/27/24	New issue	121,876,000	Common	\$.10	Yes	Trillium Partners LP/ Stephen M Hicks	Settlement of liabilities	Unrestricted	Free Trading
5/25/25	Reverse split	(1,856,316,270)	Common		Yes	Reverse split 1:1000	Reverse split	Unrestricted	Free-trading
8/21/25	New issue	184,109	Common	\$.06	Yes	Trillium Partners LP/ Stephen M Hicks	Settlement of liabilities	Unrestricted	Free Trading
10/17/25	New issue	202,381	Common	\$.01	Yes	Trillium Partners LP/ Stephen M Hicks	Settlement of liabilities	Unrestricted	Free Trading
Shares Outstanding::			All stock prices have been adjusted for the reverse split on May 25, 2025						
<u>Ending Balance:</u>									
Date 9/30/2025	Common:								
	Preferred: 2,283,782								
Shares Outstanding on Date of This Report:									
<u>Ending Balance:</u>									
Date 11/04/2025	Common:2,042,484								
	Preferred: 2,283,782								

**Example:** A company with a fiscal year end of December 31<sup>st</sup>, in addressing this item for its Annual Report, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2024 through December 31, 2024 pursuant to the tabular format above.

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

**\*\*\*Control persons for any entities in the table above must be disclosed in the table or in a footnote here.**

### Promissory and Convertible Notes

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

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

Date of Note Issuance	Principal Amount at Issuance (\$)	Outstanding Balance (\$) (include accrued interest)	Maturity Date	Conversion Terms (e.g., pricing mechanism for determining conversion of instrument to shares)	# Shares Converted to Date	# of Potential Shares to be Issued Upon Conversion <sup>5</sup>	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g., Loan, Services, etc.)
2/16/22	220,000	445,997	2/16/23	60% discount to low 1/20 closing bids	-0-	99,110,384	Trillium Partners LP- Stephen M Hicks	Cash
9/19/22	55,000	75,125	9/19/23	60% discount to low 1/20 closing bids	-0-	20,033,461	Trillium Partners LP- Stephen M Hicks	Cash
10/13/22	55,000	74,475	10/13/23	50% discount to low 1/20 closing bids	-0-	19,859,872	Trillium Partners LP- Stephen M Hicks	Cash
2/16/22	220,000	112,517	2/16/23	50% discount to low 1/20 closing bids	-0-	25,003,879	Carpathia- Joseph Canouse	Cash
9/19/22	110,000	106,472	9/19/23	50% discount to low 1/20 closing bids	-0-	8,033,461	JP Carey Limited Partners- Joseph Canouse	Cash
10/13/22	110,000	74,475	10/13/23	50% discount to low 1/20 closing bids	-0-	19,859,872	JP Carey Limited Partners- Joseph Canouse	Cash
8/1/23	\$10,000	\$12,645	5/31/24	50% discount to low 1/20 closing bids	-0-	3,492,968	Frondeur Partners, LP- William Gonyer	Advisory services
9/1/23	\$10,000	\$12,492	6/30/24	50% discount to low 1/20 closing bids	-0-	3,452,201	Frondeur Partners, LP- William Gonyer	Advisory services
10/1/23	\$10,000	\$12,843	7/30/24	50% discount to low 1/20 closing bids	-0-	3,572,603	Frondeur Partners, LP- William Gonyer	Advisory services
11/1/23	\$10,000	\$12,656	8/31/24	50% discount to low 1/20 closing bids	-0-	3,522,776	Frondeur Partners, LP- William Gonyer	Advisory services
12/1/23	\$10,000	\$12,475	9/30/24	50% discount to low 1/20 closing bids	-0-	3,474,557	Frondeur Partners, LP- William Gonyer	Advisory services
1/1/24	\$10,000	\$12,288	10/31/24	50% discount to low 1/20 closing bids	-0-	3,424,731	Frondeur Partners, LP- William Gonyer	Advisory services

<sup>5</sup> The total number of shares that can be issued upon full conversion of the Outstanding Balance. The number should not factor any "blockers" or limitations on the percentage of outstanding shares that can be owned by the Noteholder at a particular time. For purposes of this calculation, please use the current market pricing (e.g. most recent closing price, bid, etc.) of the security if conversion is based on a variable market rate.

2/1/24	\$10,000	\$12,101	11/31/24	50% discount to low 1/20 closing bids	-0-	3,374,904	Frondeur Partners, LP- William Gonyer	Advisory services
3/1/24	\$10,000	\$11,929	12/31/24	50% discount to low 1/20 closing bids	-0-	3,329,023	Frondeur Partners, LP- William Gonyer	Advisory services
4/1/24	\$10,000	\$11,742	1/31/25	50% discount to low 1/20 closing bids	-0-	3,279,196	Frondeur Partners, LP- William Gonyer	Advisory services
5/1/24	\$10,000	\$11,562	11/31/25	50% discount to low 1/20 closing bids	-0-	3,230,977	Frondeur Partners, LP- William Gonyer	Advisory services
6/1/24	\$10,000	\$11,375	11/31/24	50% discount to low 1/20 closing bids	-0-	3,181,151	Frondeur Partners, LP- William Gonyer	Advisory services
7/1/24	\$414,500	\$426,901	7/1/25	Non-convertible until July 1, 2025	-0-	113,840,248	Jeffrey M Canouse	Back salary
7/1/24	\$10,000	\$11,197	11/31/24	50% discount to low 1/20 closing bids	-0-	3,132,932	Frondeur Partners, LP- William Gonyer	Advisory services
8/1/24	\$10,000	\$11,095	12/31/24	50% discount to low 1/20 closing bids	-0-	3,083,105	Frondeur Partners, LP- William Gonyer	Advisory services
9/1/24	\$10,000	\$10,993	1/31/25	50% discount to low 1/20 closing bids	-0-	3,033,279	Frondeur Partners, LP- William Gonyer	Advisory services
10/1/24	\$10,000	\$10,894	2/8/25	50% discount to low 1/20 closing bids	-0-	2,985,790	Frondeur Partners, LP- William Gonyer	Advisory services
11/1/24	\$10,000	\$10,792	3/31/25	50% discount to low 1/20 closing bids	-0-	2,958,612	Frondeur Partners, LP- William Gonyer	Advisory services
12/1/24	\$10,000	\$10,694	4/30/25	50% discount to low 1/20 closing bids	-0-	2,932,311	Frondeur Partners, LP- William Gonyer	Advisory services
1/1/25	\$120,000	\$120,000	1/1/26	Non-convertible until July 1, 2025	-0-	-0-	Jeffrey M Canouse	Back salary
1/1/25	\$10,000	\$10,592	4/30/25	50% discount to low 1/20 closing bids	-0-	2,905,132	Frondeur Partners, LP- William Gonyer	Advisory services
2/1/25	\$10,000	\$10,490	4/30/25	50% discount to low 1/20 closing bids	-0-	2,877,954	Frondeur Partners, LP- William Gonyer	Advisory services
3/1/25	\$10,000	\$10,398	4/30/25	50% discount to low 1/20 closing bids	-0-	2,853,406	Frondeur Partners, LP- William Gonyer	Advisory services
4/1/25	\$10,000	\$10,296	4/30/25	50% discount to low 1/20 closing bids	-0-	2,826,228	Frondeur Partners, LP- William Gonyer	Advisory services



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

The Company shares office space with other corporations of approximating 500 square feet.

**6) Officers, Directors, and Control Persons**

Using the table below, please provide information, as of the period end date of this report, regarding any officers, or directors of the company, individuals or entities controlling more than 5% of any class of the issuers securities, or any person that performs a similar function, regardless of the number of shares they own. **If any insiders listed are corporate shareholders or entities, provide the name and address of the person(s) beneficially owning or controlling such corporate shareholders, or the name and contact information (City, State) of an individual representing the corporation or entity in the note section.**

Include Company Insiders who own any outstanding units or shares of any class of any equity security of the issuer.

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

Names of All Officers, Directors and Control Persons	Affiliation with Company (e.g. Officer Title /Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Names of control person(s) if a corporate entity
Jeffrey Canouse	CEO, Director	Alpharetta, GA	1	Preferred, Series B	100%	
Raymond Anastas	Shareholder 5%	Parkland, FL	430,024	Pref A	19%	
Irvin Kanaski	Shareholder 5%	Kinde, MI	717,000	Pref A	31%	
_____	_____	_____	_____	_____	_____	_____

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

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

No

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

No

3. Been the subject of a finding, disciplinary order or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, a state

securities regulator of a violation of federal or state securities or commodities law, or a foreign regulatory body or court, which finding or judgment has not been reversed, suspended, or vacated;

No

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

No

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

No

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

No

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

None

## 8) Third Party Service Providers

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

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

Securities Counsel (must include Counsel preparing Attorney Letters).

Name: Jeff Turner  
Address 1: 897 Baxter Drive.  
Address 2: So. Jordan, Utah 84095  
Phone: (801) 810-4465  
Email: jeff@jdt-legal.com

### Accountant or Auditor

Name: \_\_\_\_\_  
Firm: \_\_\_\_\_  
Address 1: \_\_\_\_\_  
Address 2: \_\_\_\_\_  
Phone: \_\_\_\_\_  
Email: \_\_\_\_\_

### Investor Relations

Name: \_\_\_\_\_  
Firm: \_\_\_\_\_  
Address 1: \_\_\_\_\_  
Address 2: \_\_\_\_\_  
Phone: \_\_\_\_\_  
Email: \_\_\_\_\_

*All other means of Investor Communication:*

X (Twitter): \_\_\_\_\_  
Discord: \_\_\_\_\_  
LinkedIn \_\_\_\_\_  
Facebook: \_\_\_\_\_  
[Other ] \_\_\_\_\_

Other Service Providers

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

Name: \_\_\_\_\_  
Firm: \_\_\_\_\_  
Nature of Services: \_\_\_\_\_  
Address 1: \_\_\_\_\_  
Address 2: \_\_\_\_\_  
Phone: \_\_\_\_\_  
Email: \_\_\_\_\_

**9) Disclosure & Financial Information**

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

Name: Lawrence J Ditkoff  
Title: Consultant  
Relationship to Issuer: Contractor

B. The following financial statements were prepared in accordance with:

IFRS  
 U.S. GAAP

C. The following financial statements were prepared by (name of individual):

Name: Lawrence J Ditkoff  
Title: Consultant  
Relationship to Issuer: Contractor

Describe the qualifications of the person or persons who prepared the financial statements:

The Preparer is a CPA in the State of New York (Status- Inactive)

Provide the following qualifying financial statements:

- Audit letter, if audited;
- Balance Sheet;
- Statement of Income;
- Statement of Cash Flows;
- Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)
- Financial Notes

**Financial Statement Requirements:**

- Financial statements must be published together with this disclosure statement as one document.
- Financial statements must be “machine readable”. Do not publish images/scans of financial statements.
- Financial statements must be presented with comparative financials against the prior FYE or period, as applicable.
- Financial statements must be prepared in accordance with U.S. GAAP or International Financial Reporting Standards (IFRS) but are not required to be audited.

## 10) Issuer Certification

### *Principal Executive Officer:*

The issuer shall include certifications by the chief executive officer and chief financial officer of the issuer (or any other persons with different titles but having the same responsibilities) in each Quarterly Report or Annual Report.

The certifications shall follow the format below:

I, Jeffrey Canouse, certify that:

1. I have reviewed this annual Disclosure Statement for GENESIS HOLDINGS, Inc.;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

November 4, 2025

/s/ Jeffrey Canouse

### *Principal Financial Officer:*

I, Jeffrey Canouse, certify that:

1. I have reviewed this annual Disclosure Statement for GENESIS HOLDINGS, Inc.;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

November 4, 2025

/s/ Jeffrey Canouse

**GENESIS HOLDINGS, INC.**  
**CONSOLIDATED FINANCIAL STATEMENTS**

**September 30, 2025**

Index to the Consolidated Financial Statements (Unaudited)

	<b>Index</b>
Consolidated Balance Sheets (Unaudited) as of September 30, 2025 and December 31, 2024	19
Consolidated Statements of Operations (Unaudited) for the Three months Ended September 30, 2025 and 2025	20
Consolidated Statements of Operations (Unaudited) for the Nine months Ended September 30, 2025 and 2025	21
Statements of Changes in Stockholders' Deficit (Unaudited) from December 31, 2023 through September 30, 2025	22
Consolidated Statements of Cash Flow (Unaudited) for the Nine months Ended September 30, 2025 and 2024	23
Notes to the Consolidated Financial Statements (Unaudited)	24

**GENESIS HOLDINGS INC.**  
**BALANCE SHEET**  
**(Unaudited)**

	<b>September 30, 2025</b>	<b>December 31, 2024</b>
<b>Assets</b>		
<b>Current Assets</b>		
Inventory	\$ -	\$ 895
Prepaid expenses and other current assets	-	3,178
<b>Total Current Assets</b>	<b>-</b>	<b>4,073</b>
<b>Total Assets</b>	<b>\$ -</b>	<b>\$ 4,073</b>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
<b>Current Liabilities</b>		
Accounts payable	\$ 3,730	\$ 3,730
Liabilities under Settlement Agreement and Stipulation	270,135	799,085
Accrued expenses	60,000	120,000
Other payables	265	265
Accrued interest	54,855	14,757
Notes payable- related parties	654,500	414,500
Put premium on stock settled debt	260,000	170,000
Convertible notes payable previously in 3a10	1,098,049	-
Advisory notes payable	255,716	164,897
<b>Total Liabilities</b>	<b>2,657,250</b>	<b>1,687,234</b>
Commitments and Contingencies (Note 10)		
<b>STOCKHOLDERS' DEFICIT</b>		
Series A preferred stock; 10,000,000 authorized; par value \$0.0001 2,283,781 and 2,283,781 issued and outstanding as of September 30, 2025 and December 31, 2024, respectively	1,000	1,000
Series B convertible preferred stock; 10,000,000 authorized; par value \$0.0001 "1" issued and outstanding as of September 30, 2025 and December 31, 2024	-	-
Common stock 2,000,000,000 authorized; par value \$0.0001; 2,042,581 and 1,858,472 shares issued and outstanding as of September 30, 2025 and December 31, 2024, respectively	205	186
Additional paid in capital	1,509,178	1,510,016
Treasury stock	(200,000)	(200,000)
Accumulated deficit	(3,967,632)	(2,994,362)
<b>Total stockholders' deficit</b>	<b>(2,657,250)</b>	<b>(1,683,160)</b>
<b>Total Liabilities and stockholders' equity</b>	<b>\$ 0</b>	<b>\$ 4,073</b>

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

**GENESIS HOLDINGS, INC.**  
**STATEMENT OF OPERATIONS**  
(Unaudited)

	<b>For the three months ended</b>	
	<b>September 30, 2025</b>	<b>September 30, 2024</b>
	<u>                    </u>	<u>                    </u>
Operating expenses:		
Legal & professional services	\$ 30,000	\$ 30,000
General and administrative	60,000	60,022
Total operating expenses	<u>90,000</u>	<u>90,022</u>
Loss from operations	<u>(90,000)</u>	<u>(90,022)</u>
Other income / (expenses):		
Interest expense	(152,099)	(34,257)
Default provisions of note	-	-
Write-off of assets	(4,073)	-
Total other expense	<u>(156,172)</u>	<u>(34,257)</u>
<b>Net loss</b>	<u><b>\$ (246,172)</b></u>	<u><b>\$ (124,279)</b></u>
Weighted average shares outstanding	<u>1,938,519</u>	<u>993,294</u>
Net loss per share	<u>\$ (0.13)</u>	<u>\$ (0.13)</u>

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

**GENESIS HOLDINGS, INC.**  
**STATEMENT OF OPERATIONS**  
(Unaudited)

	<b>For the Nine months ended</b>	
	<b>September 30. 2025</b>	<b>September 30, 2024</b>
	<hr/>	<hr/>
Operating expense:		
Legal, professional and advisory services	\$ 90,000	\$ -
General and administrative	180,000	60,022
Total operating expenses	<hr/> 270,000	<hr/> 60,022
Loss from operations	<hr/> (270,000)	<hr/> (60,022)
Other income / (expenses):		
Interest expense	(485,771)	(34,257)
Write-off of loan origination fees	-	-
Default provision on notes	(213,426)	-
Write-off of assets	<hr/> (4,073)	<hr/> -
Total other expense	<hr/> (703,270)	<hr/> (34,257)
<b>Net loss</b>	<hr/> <b>\$ (973,270)</b>	<hr/> <b>\$ (94,279)</b>
Weighted average shares outstanding	<hr/> 1,938,519	<hr/> 820,739
Net loss per share	<hr/> <b>\$ (0.50)</b>	<hr/> <b>\$ (0.11)</b>

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

**GENESIS HOLDINGS, INC.**  
**STATEMENT OF CHANGES IN STOCKHOLDERS' DEFICIT**  
**DECEMBER 31, 2023 THROUGH SEPTEMBER 30, 2025**  
**(Unaudited)**

	Series A Preferred Stock		Series B Preferred Stock		Common Stock	
	Shares	Amount	Shares	Amount	Shares	Amount
<b>Balance, December 31, 2023</b>	2,283,781	\$ 1,000	1	\$ 0	484,185	\$ 48
Issuance of common stock for retirement of liabilities	-	-	-	-	1,374,287	137
Allocation of warrant values on note issuances	-	-	-	-	-	-
Net loss for the twelve months ended December 31, 2024	-	-	-	-	-	-
<b>Balance, December 31, 2024</b>	<b>2,283,781</b>	<b>\$ 1,000</b>	<b>1</b>	<b>\$ 0</b>	<b>1,858,472</b>	<b>\$ 186</b>
Issuance of common stock for retirement of liabilities	-	-	-	-	184,109	18
Mark to market on value of warrants	-	-	-	-	-	-
Net loss for the nine months ended September 30, 2025	-	-	-	-	-	-
<b>Balance, September 30, 2025</b>	<b>2,283,781</b>	<b>\$ 1,000</b>	<b>1</b>	<b>\$ 0</b>	<b>2,042,581</b>	<b>\$ 204</b>

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

	Additional Paid-In Capital	Accumulated Deficit	Treasury Stock	Total Stockholders' Equity (Deficit)
<b>Balance, December 31, 2023</b>	\$ 1,329,813	\$ (2,498,906)	\$ (200,000)	\$ (1,368,045)
Issuance of common stock for retirement of liabilities	177,154	-	-	177,292
Allocation of warrant values on note issuances	3,049	-	-	3,049
Net loss for the twelve months ended December 31, 2024	-	(495,456)	-	(495,456)
<b>Balance, December 31, 2024</b>	<b>1,510,016</b>	<b>\$ (2,994,362)</b>	<b>\$ (200,000)</b>	<b>\$ (1,683,160)</b>
Issuance of common stock for retirement of liabilities	(18)	-	-	-
Mark to market on value of warrants	(820)	-	-	(820)
Net loss for the nine months ended September 30, 2025	-	(973,270)	-	(973,270)
<b>Balance, September 30, 2025</b>	<b>\$ 1,509,178</b>	<b>\$ (3,967,632)</b>	<b>\$ (200,000)</b>	<b>\$ (2,657,250)</b>

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

**GENESIS HOLDINGS, INC.**  
**STATEMENT OF CASH FLOWS**  
**(Unaudited)**

	<b>For the Nine months ended</b>	
	<b>September 30,</b>	<b>September 30,</b>
	<b>2025</b>	<b>2024</b>
<b>Cash flows from operating activities</b>		
Net loss	\$ (973,270)	\$ (373,251)
Adjustments to reconcile net loss to net cash used in operating activities:		
Write-off of loan origination costs	-	1,830
Put premium on stock settled debt	90,000	90,000
Notes payable related parties	240,000	-
Default provision on notes	213,426	-
Interest expense on former notes in 3a(10) program	355,673	-
Accrued liabilities eliminated with settlement program	-	(93,632)
Write-off of assets	4,073	-
Notes issued for advisory services	90,000	90,000
Accounts Payable (A/P)	-	12
Accrued Interest	40,098	11,309
Accrued expenses	(60,000)	180,000
Total adjustments to reconcile net loss to net cash used in operating activities	973,270	279,519
<b>Net cash used in operating activities</b>	<b>-</b>	<b>(93,732)</b>
<b>Net cash used in investing activities</b>	<b>-</b>	<b>-</b>
<b>Cash flows from financing activities</b>		
Issuance of common stock for retirement of accounts payable	-	93,632
<b>Net cash provided by financing activities</b>	<b>-</b>	<b>93,632</b>
<b>Net increase in cash and cash equivalents</b>	<b>-</b>	<b>(100)</b>
<b>Cash and cash equivalents at the beginning of the year</b>	<b>-</b>	<b>100</b>
<b>Cash and cash equivalents at the end of the year</b>	<b>\$ -</b>	<b>\$ -</b>
<b>Supplementary Information:</b>		
<b>Income taxes paid:</b>	<b>\$ -</b>	<b>\$ -</b>
<b>Interest paid:</b>	<b>\$ -</b>	<b>\$ -</b>
<b>Common stock issued in accordance with settlement agreement</b>	<b>\$ -</b>	<b>\$ 230,021</b>
<b>Reclassification of accounts payable to notes payable</b>	<b>\$ 240,000</b>	<b>\$ 414,500</b>

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

**GENESIS HOLDINGS, INC.**  
**NOTES TO FINANCIAL STATEMENTS**  
**NINE MONTHS ENDED SEPTEMBER 30, 2025**

**Note 1 - Organization and Description of Business**

GENESIS HOLDINGS, Inc., (Formerly: Liberty International Holding Corporation and Performance Group Drink, Inc.) a Colorado corporation (“GNIS” or the “Company”). The Company was registered in the state of Florida in June 1997, and was re-instated in Florida on January 22, 2021. On March 18, 2021 the Company was re-domiciled to the state of Colorado.

On December 15, 2020, the 11<sup>th</sup> Judicial Circuit Court in Miami-Dade County, Florida entered an order appointing Small Cap Compliance, LLC, as custodian for GNIS. On December 16, 2020, Rhonda Keaveney was appointed as interim officer and director.

On January 11, 2021 the Company added a Convertible Preferred B series of stock. The Convertible Preferred B stock has 10,000,000 authorized shares at \$0.0001 par value. Each share of Series B stock shall be convertible, at the option of the holder, into 4 times the sum of all shares of Common Stock outstanding and all other preferred shares outstanding, divided by the outstanding number of shares of Series B Stock

On January 8, 2021, for their services, Small Cap Compliance was issued 7,716,216 Preferred A shares and 1 Preferred B share. Those shares were subsequently sold to Supplement Group. On January 8, 2021, Rhonda Keaveney resigned as the Company’s CEO, Treasurer, Secretary, and Director and appointed David Lovatt as its CEO, Treasurer, Secretary, and Director and Leonard K. Armenta Jr. as its president.

On February 16, 2021, the Company issued 300,000,000 shares of Common stock to its officers for compensation:

- 150,000,000 to David Lovatt
- 150,000,000 to Leonard K. Armenta Jr

These shares were cancelled on November 4, 2022.

On March 23, 2021 the Company amended its articles of incorporation to change its name to Performance Drink Group, Inc., Inc and filed a 10:1 reverse stock split.

On September 6, 2022, Supplement Group (Europe) Ltd and Genesis Holdings, Inc. entered into a Control Block Share Transfer Agreement with Jeffery M. Canouse. As a result, 1 share of Series B preferred stock (representing majority voting control of the Company) was transferred, and a change of control occurred. David Lovatt resigned his positions as CEO, Treasurer, Secretary, and Director. Leonard Armenta resigned his positions as President and Director. Jeffery M. Canouse was appointed as the Company’s Director, President, Secretary, Treasurer, Chief Financial Officer and CEO of the Company.

On May 25, 2025, the Company changed its name to Genesis Holdings, Inc. and effectuated a 1:1,000 reverse split. All financial information have been adjusted to reflect the result of this reverse split.

On October 21, 2025, the Company purchased the assets of MetroSpaces. GNIS acquired Metrospace's intellectual property assets in exchange for \$1 million in Preferred Stock, convertible at a 15% discount to market and carrying a 5% annual yield. The Chief Executive of MetroSpaces is Oscar Brito, who will become Chief Executive of GNIS.

The Company has elected December 31 as its year end.

## **Note 2 - Going Concern**

The Company's financial statements are prepared using accounting principles generally accepted in the United States of America applicable to a going concern that contemplates the realization of assets and liquidation of liabilities in the normal course of business. The Company has not established any source of revenue to cover its operating costs. As shown in the accompanying financial statements, the Company has an accumulated deficit of (\$3,967,632) and has \$- in cash on hand as of September 30, 2025. These factors indicate the existence of material uncertainty that may cast significant doubt on the Company's ability to continue as a going concern and therefore the Company may be unable to realize its assets and discharge its liabilities in the normal course of business. However, the management of the Company believes that the Company will remain a going concern in the foreseeable future. The Company will offer non-cash consideration and seek equity lines as a means of financing its operations. If the Company is unable to obtain revenue producing contracts or financing or if the revenue or financing it does obtain is insufficient to cover any operating losses it may incur, it may substantially curtail or terminate its operations or seek other business opportunities through strategic alliances, acquisitions or other arrangements that may dilute the interests of existing stockholders.

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. The financial statements do not include adjustments to the carrying value of assets and liabilities which might be necessary should the Company not continue in operation.

## **Note 3 - Summary of Significant Accounting Policies Basis of Presentation**

The Financial Statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("US GAAP") and pursuant to the rules and regulations of the Securities and Exchange Commission ("SEC").

### **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 of the financial statements and the reported amounts of revenues and expenses during the reporting period. In the opinion of management, all adjustments necessary in order to make the financial statements not misleading have been included. Actual results could differ from those estimates.

### **Cash Equivalents**

The Company considers all highly liquid investments with maturity of three months or less when purchased to be cash equivalents. Cash and cash equivalents were \$-0- at December 31, 2025.

### **Income Taxes**

The Company accounts for income taxes under ASC 740 "Income Taxes." Under the asset and liability method of ASC 740, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statements carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized

in income in the period the enactment occurs. A valuation allowance is provided for certain deferred tax assets if it is more likely than not that the Company will not realize tax assets through future operations.

### **Basic Earnings (Loss) Per Share**

The Company computes basic and diluted earnings per share amounts in accordance with ASC Topic 260, Earnings per Share. Basic earnings per share is computed by dividing net income (loss) available to common shareholders by the weighted average number of common shares outstanding during the reporting period. Diluted earnings per share reflects the potential dilution that could occur if stock options and other commitments to issue common stock were exercised or equity awards vest resulting in the issuance of common stock that could share in the earnings of the Company.

### **Derivative Liabilities**

The Company evaluates its convertible instruments, options, warrants or other contracts to determine if those contracts or embedded components of those contracts qualify as derivatives to be separately accounted for under ASC Topic 815, “Derivatives and Hedging.” The result of this accounting treatment is that the fair value of the derivative is marked-to-market each balance sheet date and recorded as a liability. In the event that the fair value is recorded as a liability, the change in fair value is recorded in the statement of operations as other income (expense). Upon conversion or exercise of a derivative instrument, the instrument is marked to fair value at the conversion date and then that fair value is reclassified to equity. Equity instruments that are initially classified as equity that become subject to reclassification under ASC Topic 815 are reclassified to liabilities at the fair value of the instrument on the reclassification date. We analyzed the derivative financial instruments (the Convertible Note and tainted Warrant), in accordance with ASC 815. The objective is to provide guidance for determining whether an equity-linked financial instrument is indexed to an entity’s own stock. This determination is needed for a scope exception which would enable a derivative instrument to be accounted for under the accrual method. The classification of a non-derivative instrument that falls within the scope of ASC 815-40-05 “Accounting for Derivative Financial Instruments Indexed to, and Potentially Settled in, a Company’s Own Stock” also hinges on whether the instrument is indexed to an entity’s own stock. A non-derivative instrument that is not indexed to an entity’s own stock cannot be classified as equity and must be accounted for as a liability. There is a two-step approach in determining whether an instrument or embedded feature is indexed to an entity’s own stock. First, the instrument's contingent exercise provisions, if any, must be evaluated, followed by an evaluation of the instrument's settlement provisions. The Company utilized multinomial lattice models that value the derivative liability within the notes based on a probability weighted discounted cash flow model. The Company utilized the fair value standard set forth by the Financial Accounting Standards Board, defined as the amount at which the assets (or liability) could be bought (or incurred) or sold (or settled) in a current transaction between willing parties, that is, other than in a forced or liquidation sale. Commencing in the quarter ended December 31, 2023, the Company utilized a Black Scholes valuation methodology upon placing all of its convertible debt into a settlement agreement. Upon entering the settlement agreement, the debt became non-convertible and all derivative liabilities were eliminated.

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

The Company’s balance sheet includes certain financial instruments. The carrying amounts of current assets and current liabilities approximate their fair value because of the relatively short period of time between the origination of these instruments and their expected realization.

The Company follows FASB Accounting Standards Codification (ASC) 820 “Fair Value Measurements and Disclosures” which defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. ASC 820 also establishes a fair value hierarchy that distinguishes between (1) market participant assumptions developed based on market data obtained from independent sources (observable inputs) and (2) an entity’s own assumptions about market participant assumptions developed based on the best information available in the

circumstances (unobservable inputs). The fair value hierarchy consists of three broad levels, which gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). 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 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly, including quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in markets that are not active; inputs other than quoted prices that are observable for the asset or liability (e.g., interest rates); and inputs that are derived principally from or corroborated by observable market data by correlation or other means.
- Level 3 - Inputs that are both significant to the fair value measurement and unobservable.

Fair value estimates discussed herein are based upon certain market assumptions and pertinent information available to management as of December 31, 2024 and December 31, 2023. The respective carrying value of certain on-balance-sheet financial instruments approximated their fair values due to the short-term nature of these instruments. These financial instruments include other current assets, accounts payable, accrued compensation and accrued expenses. The fair value of the Company's notes payable is estimated based on current rates that would be available for debt of similar terms which is not significantly different from its stated value.

Given the nature of the debt instruments entered into the Stipulation and Settlement Agreement, the Company no longer calculates a derivative liability but a put premium.

### **Share Based Expenses**

ASC 718 "Compensation - Stock Compensation" prescribes accounting and reporting standards for all share-based payment transactions in which employee services are acquired. Transactions include incurring liabilities, or issuing or offering to issue shares, options, and other equity instruments such as employee stock ownership plans and stock appreciation rights. Share-based payments to employees, including grants of employee stock options, are recognized as compensation expense in the financial statements based on their fair values. That expense is recognized over the period during which an employee is required to provide services in exchange for the award, known as the requisite service period (usually the vesting period).

The Company accounts for stock-based compensation issued to non-employees and consultants in accordance with the provisions of ASC 505-50, "Equity - *Based Payments to Non-Employees*." Measurement of share-based payment transactions with non-employees is based on the fair value of whichever is more reliably measurable: (a) the goods or services received; or (b) the equity instruments issued. The fair value of the share-based payment transaction is determined at the earlier of performance commitment date or performance completion date.

### **Related Parties**

The Company follows ASC 850, Related Party Disclosures, for the identification of related parties and disclosure of related party transactions.

## Employment Contracts

The Company entered into an employment agreement with Jeffrey M. Canouse (CEO of the Company), to render exclusive and full-time services in an executive capacity to the Company therewith to devote his best efforts to the affairs of the Company, on September 9, 2022 for a monthly salary of \$20,000. A \$200,000, 12% note dated September 9, 2022 with a maturity date of September 9, 2023, was also issued to the CEO for accepting this position. This liability is now included as part of the Settlement Agreement and Stipulation. As of September 30, 2025, total compensation accrued to the CEO is \$714,500, of which \$654,500 is memorialized in a note payable (See Note 5) and \$60,000 is in Accrued expenses (See Note 5.)

## **Recently Issued Accounting Pronouncements**

Except for rules and interpretive releases of the SEC under authority of federal securities laws and a limited number of grandfathered standards, the *FASB Accounting Standards Codification*<sup>TM</sup> (“ASC”) is the sole source of authoritative GAAP literature recognized by the FASB and applicable to the Company.

We have reviewed the FASB issued Accounting Standards Update (“ASU”) accounting pronouncements and interpretations thereof that have effectiveness dates during the periods reported and in future periods. The Company has carefully considered the new pronouncements that alter previous generally accepted accounting principles and does not believe that any new or modified principles will have a material impact on the corporation’s reported financial position or operations in the near term. The applicability of any standard is subject to the formal review of our financial management and certain standards are under consideration.

## **Reverse Split**

Effective May 25, 2025, the Company effectuated a 1:1,000 reverse split and changed its name from Performance Drink Group, Inc. to Genesis Holdings, Inc. the number of shares outstanding was reduced from 1,858,174,742 to 1,858,175. The par value and authorized shares remained the same. All information on a per share basis in this report has been adjusted for the reverse split

## **Note 4 – Settlement Agreement and Stipulation**

On May 11, 2023, the Circuit Court of Baltimore County granted approval of a Settlement agreement and Stipulation (“Agreement”) between Trillium Partners, LP and the Company. The Company and its creditors agreed to terms of the settlement of bona fide claims after calculating accrued interest and appropriate penalties. Pursuant to the terms of the settlement agreement, the remittance amount shall be the proceeds received less the prevailing discount, which is 35%. The original creditors and amounts owed were as follows. During the second quarter of 2025, Trillium partners LP, Carpathia and JP Carey Limited Partners pulled out of the program. Subsequent to the end of the third quarter, Mr. Jeffrey M Canouse also pulled out of the Agreement. Can and their As of the date of this report, the amounts owed under this Agreement are as follows:

<u>Creditor</u>	<u>Amount Claim</u>
Trillium Partners, LP	\$ 310,429
Carpathia	357,304
JP Carey Limited Partners, LP	171,661
Stout Law Group	60,000
Jeffrey M Canouse	<u>210,135</u>
Total	\$ 1,115,184
Less: Sales of common stock	<u>( 316,099)</u>
Balance at December 31, 2024	\$ 799,085
Less: Trillium	( 310,429)
Carpathia	( 357,304)
JP Carey	<u>( 171,661)</u>
Balance at September 30, 2025	<u>\$ 270,135</u>

### **Note 5- Accrued Expenses**

Accrued expenses consist of accrued compensation to our Chief Executive Officer, Jeffrey M Canouse:

Balance at December 31, 2024	\$ 120,000
Nine months accrual	<u>180,000</u>
Balance before Reclassification to note payable	\$ 300,000
Reclassification to Notes payable (See Note 6)	<u>( 240,000)</u>
Balance at September 30, 2025	<u>\$ 60,000</u>

### **Note 6- Notes payable Related party**

On July 1, 2024, the Company issued to Jeffrey M. Canouse, the Company's Chief Executive Officer, a note for compensation services. These services had already been accrued but were recorded as accrued expenses. The note was for \$414,500, the total accrued amount up until that date. The note is for one year and bears no interest for that time. As of July 1, 2025, the Note was in default. Interest started accruing at 18%. As of September 30, 2025, \$12,401 of interest had been accrued, and the total value of the indebtedness was \$426,901. The Note is convertible, based upon a most favored nations' clause at \$.00375 per share. At that conversion rate, this note is convertible into approximately 114 million shares.

Effective January 1, 2025, the Company issued to Jeffrey M. Canouse, the Company's Chief Executive Officer, a note for compensation services. These services had already been accrued but were recorded as accrued expenses. The note was for \$120,000. The note is for one year and bears no interest. If the note is not repaid by maturity, interest will accrue at a rate of 18%. The note is convertible at \$1 per share after twelve months subject to a most favored nations clause.

On July 1, 2025, the Company issued to Jeffrey M. Canouse, the Company's Chief Executive Officer, a note for compensation services. These services had already been accrued but were recorded as accrued expenses. The note was for \$120,000, the total accrued amount up until that date. The note is for one year and bears no interest. If the note is not repaid by maturity, interest will accrue at a rate of 18%. The note is convertible at \$1 per share after twelve months

subject to a most favored nations clause.

Total notes payable- related party outstanding are \$654,500 and \$414,500 at September 30, 2025 and December 31, 2024, respectively.

#### **Note 7- Convertible Notes previously in 3a10**

On June 3, 2025, three creditors previously in the 3a10 decided to take out their liabilities from the 3a10 program. The remaining balance was calculated at \$1,098,049 at September 30, 2025 as follows:

Creditor	<u>Principal amount</u>	<u>Accrued interest</u>	<u>Default premium</u>	<u>Remaining balance</u>
Trillium Partners LP	\$ 269,654	\$ 113,122	\$ 165,000	\$ 547,775
Carpathia	202,254	84,847	110,000	397,102
JP Carey Limited Partners	<u>69,159</u>	<u>29,013</u>	<u>55,000</u>	<u>153,172</u>
Total	<u>\$541,067</u>	<u>\$225,982</u>	<u>\$ 330,000</u>	<u>\$ 1,098,049</u>

Accrued interest is through September 30, 2025 and the default premium is a 50% increase in principal due to the notes being in default.

## Note 8- Consulting notes payable

Convertible notes are for advisory services at September 30, 2025 and December 31, 2024 and are as follows:

	30-Jun 2025	31-Dec 2024
August-23	\$ 10,000	\$ 10,000
September-23	10,000	10,000
October-23	10,000	10,000
November-23	10,000	10,000
December-23	10,000	10,000
January-24	10,000	10,000
February-24	10,000	10,000
March-24	10,000	10,000
April-24	10,000	10,000
May-24	10,000	10,000
June-24	10,000	10,000
July-24	10,000	10,000
August-24	10,000	10,000
September-24	10,000	10,000
October-24	10,000	10,000
November-24	10,000	10,000
December-24	10,000	10,000
January-25	10,000	-
February-25	10,000	-
March-25	10,000	-
April-25	10,000	-
May-25	10,000	-
June-25	10,000	-
July-25	10,000	-
August-25	10,000	-
September-25	10,000	-
Total	260,000	170,000
Less: Amounts assigned to warrants	4,284	5,103
Net value	<u>\$ 255,716</u>	<u>\$ 164,897</u>

## Note 9: Put premium on Stock Settled Debt

During calendar year 2023, the Company decided to adopt ASC 480- “Distinguishing Liabilities from Equity.” When the enter into convertible notes, some of which contain, predominantly, fixed rate conversion features, whereby the outstanding principal and accrued interest may be converted by the holder, into common shares at a fixed discount to the market price of the common stock at the time of conversion. This results in a fair value of the convertible note being equal to a fixed monetary amount. The Company records the convertible note liability at its fixed monetary amount by measuring and recording a premium, as applicable, on the note date with a charge to interest expense.

Put premium on stock settled debt at September 30, 2025 was as follows:

	Original price of debt	Put percentage of stock price used in conversion	Put premium on stock settled debt
August-23	\$ 10,000	50%	\$ 10,000
September-23	10,000	50%	10,000
October-23	10,000	50%	10,000
November-23	10,000	50%	10,000
December-23	10,000	50%	10,000
January-24	10,000	50%	10,000
February-24	10,000	50%	10,000
March-24	10,000	50%	10,000
April-24	10,000	50%	10,000
May-24	10,000	50%	10,000
June-24	10,000	50%	10,000
July-24	10,000	50%	10,000
August-24	10,000	50%	10,000
September-24	10,000	50%	10,000
October-24	10,000	50%	10,000
November-24	10,000	50%	10,000
December-24	10,000	50%	10,000
January-25	10,000	50%	10,000
February-25	10,000	50%	10,000
March-25	10,000	50%	10,000
April-25	10,000	50%	10,000
May-25	10,000	50%	10,000
June-25	10,000	50%	10,000
July-25	10,000	50%	10,000
August-25	10,000	50%	10,000
September-25	10,000	50%	10,000
Total	<u>\$ 260,000</u>		<u>\$ 260,000</u>

## **Note 10- Stockholder's Equity**

### Common Stock Issuances for the Nine months Ended September 30, 2025

During the three months ended September 30, 2025 the Company issued no shares of common stock.

As of September 30, 2025, the following share amounts were outstanding:

Common stock;	2,042,581
Preferred Series A:	2,283,781
Preferred Series B:	1

The Company has approximately 130,000 warrants outstanding.

All data above has been adjusted for the 1:1000 reverse split

On a fully diluted basis, there would be approximately, 240 million shares outstanding

## **NOTE 11 – Commitments and Contingencies**

### **Legal Matters**

From time to time, we may be involved in litigation relating to claims arising out of our operations in the normal course of business. As of September 30, 2025, there were no pending or threatened lawsuits.

## **NOTE 12- COVID 19**

The Company, like all enterprises, is currently dealing with the impact of COVID-19 on future prospects. Recent events such as the vaccinations mitigate, but do not eliminate, the possible adverse consequences to the domestic and international economies. Recent increases in the Delta and Omicron Variants of COVID-19 have resulted in greater infections and its ultimate impact cannot be ascertained.

## **NOTE 13- IMPACT OF CLIMATE CHANGE**

The Financial Stability Board created the Task Force on Climate-related Financial Disclosures (TCFD) to improve and increase reporting of climate-related financial information. The TCFD requires that the impact of climate change upon risk assessment, capital allocation and strategic planning be discussed. In June 2023, the International Sustainability Standards Board released new requirements for reporting on Climate Change. As of this time, the SEC is considering implementing such requirements.

At this time, the impact cannot be determined.

## NOTE 14 – SUBSEQUENT EVENTS

As of the date of this report, there were no material subsequent events that required disclosure except for the following:

### *Purchase of Assets from MetroSpaces*

On October 21, 2025 Genesis acquired Metrospaces' intellectual property assets in exchange for \$1 million in Preferred Stock, convertible at a 15% discount to market and carrying a 5% annual yield. Additionally, once the transaction closes, Mr. Oscar Brito will be named CEO of Genesis.

These assets will serve as the technological foundation for Genesis' upcoming tokenized real estate ecosystem, designed to enable transparent, compliant, and liquid investment structures that bridge traditional real estate with digital capital markets.

The global Security Token Offering (STO) market is projected to exceed \$20 billion by 2030, growing at a compound annual rate of more than 50%, as institutional and retail investors increasingly seek regulated digital alternatives to traditional securities. With this agreement, Genesis positions itself as an early and credible entrant in a market still in its infancy - one that could reshape how real estate funding and ownership are structured for decades to come.

In addition, the Company closed on the issuance of \$115,000 in notes and a warrant package for proceeds received of \$100,000. The investors were JP Carey Limited Partners and Trillium Partners LP. The terms of these notes have not yet been finalized.

### *Issuance of Advisory debt*

Subsequent to the end of the quarter, the Company issued the following debts for advisory services:

<u>Issuance date</u>	<u>Face value of debt</u>	<u>Conversion terms</u>
October 1, 2025	10,000	50% discount to low 1/20 closing bids

### *Issuance of Common stock*

The Company issued 202,381 shares of common stock to Trillium Partners, LP pursuant to the Claim and Settlement Purchase Agreement.

### *Exiting from Settlement and Claim Purchase Agreement*

Mr. Jeffrey M. Canouse exited the Claim and Settlement Agreement during October 2025