

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

BitFrontier Capital Holdings, Inc.
(OTCID: BFCH)
d/b/a **UNLOCKD, Inc.**

Incorporated in: State of Wyoming
SIC Code: 2086 Manufacture of Bottled Beverages

Address of Principal Executive Offices:
342 N Queen St. Warehouse D
Lancaster, PA 17603

Telephone: +1 813-693-1377

Website: <https://UNLOCKDinc.com/>

Investor Relations Contact: Jordan P. Balenic, D.O., CEO — jbalenic@thinkevermind.com

Quarterly Report

For the period ending: Sep 30, 2025

Outstanding Shares

The number of shares outstanding of our Common Stock shares was:

1,271,241,595 as of Sep 30, 2025 (period end)

482,365,290 as of December 31, 2024 (most recent fiscal year end)

Note: Any changes after September 30, 2025 are disclosed under "Subsequent Events."

Shell Status

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

Yes: No:

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

Yes: No:

Change in Control

Indicate by check mark whether a Change in Control¹ of the company has occurred over this reporting period:

¹ "Change in Control" shall mean any events resulting in:

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

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

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

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

Yes: No:

A Change in Control occurred **after** the reporting period on July 21, 2025 (see “Subsequent Events”).

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

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

Current name of issuer: BitFrontier Capital Holdings, Inc. (d/b/a UNLOCKD, Inc.)

Previous names (with dates):

Purio, Inc. — name change approved December 20, 2017; effective in the market February 5, 2018.

AOM Minerals, Ltd. — incorporated June 3, 2005; changed name to Purio, Inc. on December 5, 2007.

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 originally incorporated in Nevada on June 3, 2005 and redomiciled to Wyoming on August 14, 2010. The issuer’s standing in Wyoming is Active.

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

None.

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

Currently anticipated:

On August 2, 2025, the Company signed a binding Letter of Intent (LOI) to acquire ERApeutics, LLC (d/b/a EVERMIND Beverage). The transaction remains subject to definitive agreements and customary closing conditions; no shares have been issued in connection with this LOI as of the date of this report.

On October 31, 2025, the Company executed a Letter of Intent with a global consumer-brand partner to develop and commercialize a wellness-oriented beverage line. The LOI establishes a structured framework under which the Company would oversee product development and market introduction through a majority-owned subsidiary. The LOI is non-binding other than customary confidentiality and exclusivity provisions, but is structured to become binding automatically upon completion of specified closing conditions; no equity has been issued in connection with this LOI.

On November 3 and 4, 2025, the Company’s Board of Directors approved resolutions authorizing a Digital-Asset Treasury Policy and permitting acceptance of cryptocurrency as equity consideration under existing securities exemptions. These actions represent strategic authorizations and do not constitute a recapitalization or equity issuance.

Occurred within the past 12 months:

On July 21, 2025, a Change of Control occurred in which Jordan P. Balencic, D.O. acquired all outstanding Series D Preferred super-voting shares of the Company and assumed the role of Chief Executive Officer. This transfer of control was executed pursuant to a Change of Control Agreement between Dr. Balencic and former CEO Andrew Gilton II.

The address(es) of the issuer's principal executive office:

342 N Queen St. Warehouse D
Lancaster, PA 17603

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

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

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

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

2) Security Information

Transfer Agent

Name: Pacific Stock Transfer Company
Phone: (702) 433-1979
Email: ss@pacificstocktransfer.com
Address: 6725 Via Austi Parkway, Suite 300, Las Vegas, NV 89119

Is the Transfer Agent registered under the Exchange Act? Yes: No:

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>BFCH</u>	
Exact title and class of securities outstanding:	<u>Common Stock</u>	
CUSIP:	<u>09174L104</u>	
Par or stated value:	<u>0.0001</u>	
Total shares authorized:	<u>5,000,000,000</u>	as of September 30, 2025
Total shares outstanding:	<u>1,271,421,595</u>	as of September 30, 2025
Total number of shareholders of record:	<u>50</u>	as of September 30, 2025

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:	<u>Preferred D</u>	
CUSIP (if applicable):	<u>N/A</u>	
Par or stated value:	<u>0.0001</u>	
Total shares authorized:	<u>51</u>	as of September 30, 2025
Total shares outstanding (if applicable):	<u>51</u>	as of September 30, 2025
Total number of shareholders of record		

(if applicable):	<u>1</u>	as of September 30, 2025
Exact title and class of the security:	<u>Preferred C</u>	
CUSIP (if applicable):	<u>N/A</u>	
Par or stated value:	<u>0.0001</u>	
Total shares authorized:	<u>24,750,000</u>	as of September 30, 2025
Total shares outstanding (if applicable):	<u>14,500,000</u>	as of September 30, 2025
Total number of shareholders of record (if applicable):	<u>7</u>	as of September 30, 2025

Notes:

(i) On September 9, 2025, 4,000,000 shares of Series C Preferred Stock previously issued to Bryan Wilkinson were returned to the Company and canceled. No consideration was paid in connection with the cancellation. (ii) Pursuant to the Change of Control Agreement executed on July 21, 2025, 6,250,000 shares of Series C Preferred Stock held by Andrew Gilton II were converted into 12,500,000 shares of Common Stock at a one-for-two (1:2) conversion ratio. These actions reduced the total Series C Preferred shares outstanding from 24,750,000 as of June 30, 2025 to 14,500,000 as of September 30, 2025.

Exact title and class of the security:	<u>Preferred F</u>	
CUSIP (if applicable):	<u>N/A</u>	
Par or stated value:	<u>0.0001</u>	
Total shares authorized:	<u>20,000,000</u>	as of September 30, 2025
Total shares outstanding (if applicable):	<u>0</u>	as of September 30, 2025
Total number of shareholders of record (if applicable):	<u>0</u>	as of September 30, 2025

Notes:

Pursuant to the Change of Control Agreement executed on July 21, 2025, 20,000,000 shares of Series F Preferred Stock held by Andrew Gilton II were converted into 40,000,000 shares of Common Stock at a one-for-two (1:2) conversion ratio. Following the conversion, there were no Series F Preferred shares outstanding as of September 30, 2025.

Security Description:

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

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

Dividend Rights: Eligible when and if declared by the Board.
Voting Rights: 1:1 (one vote per share).
Preemptive Rights: None.

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

Series D Preferred Stock: 51 super-voting shares, representing 51% of total voting power. *Not convertible into common stock.*

Series C Preferred Stock: Convertible into common stock at a rate of 1:2.

Series F Preferred Stock: All 20,000,000 shares previously outstanding were converted to common stock on September 30 2025 pursuant to the Change of Control Agreement; no Series F shares remain outstanding.

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

N/A

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

None other than the retirement of the Series F Preferred Stock class through conversion as noted above.

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:		*Right-click the rows below and select "Insert" to add rows as needed.							
Opening Balance									
Date <u>1/1/23</u>	Common: <u>343,943,394</u> Preferred: <u>5,000,051</u>								
Date of Transaction	Transaction type (e.g., new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to. *You must disclose the control person(s) for any entities listed.	Reason for share issuance (e.g., for cash or debt conversion) -OR- Nature of Services Provided	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
<u>03/31/2023</u>	<u>New Issuance</u>	<u>4,000,000</u>	<u>Preferred C</u>	<u>0.00</u>	<u>No</u>	<u>Bryan Wilkinson</u>	<u>New Issuance</u>	<u>Restricted</u>	<u>Restricted</u>
<u>03/31/2023</u>	<u>New Issuance</u>	<u>6,250,000</u>	<u>Preferred C</u>	<u>0.00</u>	<u>No</u>	<u>Andrew Gilton</u>	<u>New Issuance</u>	<u>Restricted</u>	<u>Restricted</u>
<u>03/31/2023</u>	<u>New Issuance</u>	<u>1,250,000</u>	<u>Preferred C</u>	<u>0.00</u>	<u>No</u>	<u>Brian Althizer</u>	<u>New Issuance</u>	<u>Restricted</u>	<u>Restricted</u>

<u>03/31/2023</u>	<u>New Issuance</u>	<u>1,000,000</u>	<u>Preferred C</u>	<u>0.00</u>	<u>No</u>	<u>Calvin Shanks</u>	<u>New Issuance</u>	<u>Restricted</u>	<u>Restricted</u>
<u>04/05/2023</u>	<u>New Issuance</u>	<u>3,750,000</u>	<u>Preferred C</u>	<u>0.00</u>	<u>No</u>	<u>Tom Corker</u>	<u>New Issuance</u>	<u>Restricted</u>	<u>Restricted</u>
<u>04/05/2023</u>	<u>New Issuance</u>	<u>3,750,000</u>	<u>Preferred C</u>	<u>0.00</u>	<u>No</u>	<u>Jason Holcomb</u>	<u>New Issuance</u>	<u>Restricted</u>	<u>Restricted</u>
<u>04/05/2023</u>	<u>New Issuance</u>	<u>1,000,000</u>	<u>Preferred C</u>	<u>0.00</u>	<u>No</u>	<u>Sam Clark</u>	<u>New Issuance</u>	<u>Restricted</u>	<u>Restricted</u>
<u>04/05/2023</u>	<u>New Issuance</u>	<u>3,750,000</u>	<u>Preferred C</u>	<u>0.00</u>	<u>No</u>	<u>Tom Ellison</u>	<u>New Issuance</u>	<u>Restricted</u>	<u>Restricted</u>
<u>06/21/2023</u>	<u>Cancellation</u>	<u>51</u>	<u>Preferred D</u>	<u>0.00</u>	<u>No</u>	<u>Bryan Wilkinson</u>	<u>Cancellation</u>	<u>Restricted</u>	<u>Restricted</u>
<u>06/26/2023</u>	<u>New Issuance</u>	<u>51</u>	<u>Preferred D</u>	<u>0.00</u>	<u>No</u>	<u>Andrew Gilton</u>	<u>Voting Control</u>	<u>Restricted</u>	<u>Restricted</u>
<u>06/26/2023</u>	<u>New Issuance</u>	<u>20,000,000</u>	<u>Preferred F</u>	<u>0.00</u>	<u>No</u>	<u>Andrew Gilton</u>	<u>Incentive</u>	<u>Restricted</u>	<u>Restricted</u>
<u>07/07/2023</u>	<u>New Issuance</u>	<u>15,814,064</u>	<u>Common</u>	<u>\$0.0062</u>	<u>Yes</u>	<u>Jeff Mutual</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>Rule 144 (4a1)</u>
<u>07/07/2023</u>	<u>New Issuance</u>	<u>25,805,500</u>	<u>Common</u>	<u>\$0.003</u>	<u>Yes</u>	<u>Jeff Mutual</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>Rule 144 (4a1)</u>
<u>07/02/2024</u>	<u>New Issuance</u>	<u>23,026,666</u>	<u>Common</u>	<u>.00135</u>	<u>Yes</u>	<u>Jeff Mutual</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>Rule 144 (4a1)</u>
<u>12/23/2024</u>	<u>New Issuance</u>	<u>70,760,666</u>	<u>Common</u>		<u>Yes</u>	<u>Jeff Mutual</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>Rule 144 (4a1)</u>
<u>02/15/2025</u>	<u>New Issuance</u>	<u>44,535,555</u>	<u>Common</u>		<u>Yes</u>	<u>Jeff Mutual</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>Rule 144 (4a1)</u>
<u>06/30/2025</u>	<u>New Issuance</u>	<u>51,282,000</u>	<u>Common</u>		<u>Yes</u>	<u>Jeff Mutual</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>Rule 144 (4a1)</u>
<u>04/17/2025</u>	<u>New Issuance</u>	<u>56,616,000</u>	<u>Common</u>		<u>Yes</u>	<u>Jeff Mutual</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>Rule 144 (4a1)</u>
<u>04/23/2025</u>	<u>New Issuance</u>	<u>58,324,000</u>	<u>Common</u>		<u>Yes</u>	<u>Jeff Mutual</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>Rule 144 (4a1)</u>
<u>07/02/2025</u>	<u>New Issuance</u>	<u>68,565,000</u>	<u>Common</u>		<u>Yes</u>	<u>Jeff Mutual</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>Rule 144 (4a1)</u>
<u>07/07/2025</u>	<u>New Issuance</u>	<u>74,500,000</u>	<u>Common</u>		<u>Yes</u>	<u>Jeff Mutual</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>Rule 144 (4a1)</u>
<u>07/08/2025</u>	<u>New Issuance</u>	<u>65,000,000</u>	<u>Common</u>		<u>Yes</u>	<u>Andrew Gilton III</u>	<u>Mgt Comp</u>	<u>Restricted</u>	<u>Restricted</u>
<u>07/11/2025</u>	<u>New Issuance</u>	<u>86,700,000</u>	<u>Common</u>		<u>Yes</u>	<u>Jeff Mutual</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>Rule 144 (4a1)</u>
<u>07/15/2025</u>	<u>New Issuance</u>	<u>97,000,000</u>	<u>Common</u>		<u>Yes</u>	<u>Jeff Mutual</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>Rule 144 (4a1)</u>
<u>07/18/2025</u>	<u>New Issuance</u>	<u>107,101,000</u>	<u>Common</u>		<u>Yes</u>	<u>Jeff Mutual</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>Rule 144 (4a1)</u>

09/30/2025	New Issuance	10,000,000	Common		Yes	Douglas Vaughn	Services: Corporate Filings	Restricted	Restricted
09/30/2025	New Issuance	10,323,750	Common		Yes	Jordan Balencic D.O.	Cash Contribution	Restricted	Restricted
09/30/2025	New Issuance	6,250,000	Common		Yes	William Cheek	Cash Contribution	Restricted	Restricted
09/30/2025	Cancellation	(4,000,000)	Preferred Class C			Bryan Wilkison			
09/30/2025	Pref F Conversion	40,000,000 (20,000,000)	Common Pref F		Yes	Andrew Gilton II	Mgt Comp Pref F	Restricted	Restricted
09/30/2025	Pref C Conversion	12,500,000 (6,250,000)	Common Pref C		Yes	Andrew Gilton II	Mgt Comp Pref C	Restricted	Restricted
Shares Outstanding on Date of This Report:									
<u>Ending Balance:</u>									
Date 09/30/2025									
Common: <u>1,271,421,595</u>									
Preferred: <u>14,500,051</u>									

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

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

Shares vested but unissued (as of report date):

- (1) BGTV Direct 10,000,000 shares Vested 11/26/2018 Reg A Stock Purchase
- (2) Who Are You Inc. 2,500,000 shares. Vested 03/04/2019 Reg A Stock Purchase
- (3) Traveling Caregivers 7,500,000 shares. Vested 03/14/2019 Reg A Stock Purchase
- (4) Jeffrey Mutual 200,000,000 shares See Below.

Convertible Debt – Jeffrey Mutual (Amended July 24, 2025)

On July 24, 2025, the Company and Jeffrey Mutual entered into an Amended and Restated Convertible Note Agreement consolidating multiple legacy convertible promissory notes originally issued between February 19, 2021 and December 13, 2022.

Under the amended agreement:

- The conversion price was fixed at \$0.01 per share of Common Stock.
- The total number of shares issuable to Mr. Mutual is capped at 200,000,000 shares in the aggregate. This cap is reflected in the Company's current reserve schedule with its transfer agent, which shows 200,000,000 shares reserved for potential issuance under the amended agreement.
- A 9.9% beneficial ownership limit applies at any given time.
- Conversion may be made on demand by written instruction to the Company's transfer agent.
- The agreement tacks Rule 144 holding period to the original note issuance dates.
- A full mutual release of all claims related to the prior debt instruments was included.

As a result of the July 24, 2025 amendment and subsequent conversions, all variable-rate convertible debt obligations were fully extinguished, and the remaining fixed-price note balance no longer meets the definition of a liability under U.S. GAAP. Accordingly, the Company has no convertible debt reflected on its balance sheet as of September 30, 2025. Management considers all legacy "toxic" convertible debt to have been eliminated through this restructuring and conversion process.

Conversions to Date:

During the fiscal year ended June 30, 2025, Mr. Mutual converted portions of the legacy notes into an aggregate of approximately 210,000,000 shares of Common Stock. No conversions occurred during the quarter ended September 30, 2025. The remaining note balance is convertible solely under the fixed-price and capped terms of the Amended and Restated Convertible Note Agreement. Management believes these terms materially limit potential future dilution and provide greater transparency to existing shareholders.

B. Promissory and Convertible Notes

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

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

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g., pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder. <small>*You must disclose the control person(s) for any entities listed.</small>	Reason for Issuance (e.g., Loan, Services, etc.)

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

On July 24, 2025, the Company and Jeffrey Mutual entered into an Amended and Restated Convertible Note Agreement consolidating multiple legacy convertible promissory notes originally issued between February 19, 2021 and December 13, 2022.

Under the amended agreement:

- The conversion price was fixed at \$0.01 per share of Common Stock.
- The total number of shares issuable to Mr. Mutual is capped at 200,000,000 shares in the aggregate. This cap is reflected in the Company's current reserve schedule with its transfer agent, which shows 200,000,000 shares reserved for potential issuance under the amended agreement.
- A 9.9% beneficial ownership limit applies at any given time.
- Conversion may be made on demand by written instruction to the Company's transfer agent.
- The agreement tacks Rule 144 holding period to the original note issuance dates.
- A full mutual release of all claims related to the prior debt instruments was included.

As a result of the July 24, 2025 amendment and subsequent conversions, all variable-rate convertible debt instruments previously issued to Mr. Mutual were fully extinguished and no longer meet the definition of a liability under U.S. GAAP. Accordingly, the Company had **no outstanding promissory or convertible notes** as of September 30, 2025.

Mr. Mutual remains a significant historical creditor of the Company and, by virtue of his prior holdings, is deemed a beneficial owner of more than five percent of the Company's Common Stock for purposes of SEC Rule 13d-3. However, because of the contractual 9.9 percent beneficial-ownership limitation and the elimination of all variable-rate features, Mr. Mutual is **not** deemed a control person for purposes of Rule 405 of the Securities Act of 1933 or OTC Markets disclosure.

Management has been advised that Mr. Mutual currently does not intend to request any further conversions unless the market price of the Company's Common Stock is at or above \$0.01 per share, which corresponds to the fixed conversion rate established under the amended agreement. This statement reflects the noteholder's current intention only, is not contractually binding, and may change without notice.

4) Issuer's Business, Products and Services

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

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

The Company has completed a strategic turnaround and repositioning under the name UNLOCKD Inc. to operate as a capital-efficient public platform focused on human optimization, functional consumer products, health technologies, and performance infrastructure. This restructuring broadened the Company's scope beyond its former cryptocurrency-mining activities and established a disciplined framework for scalable consumer- and technology-driven growth.

Legacy mining servers and related hosting equipment remain on the Company's balance sheet solely to preserve operational continuity and to evaluate strategic alternatives, including potential disposition or redeployment. These legacy assets are not part of the Company's principal business focus.

During the third quarter of 2025, the Company transitioned its principal business from data-processing to the development, manufacturing, and commercialization of functional wellness products and performance technologies. Accordingly, the Company updated its Standard Industrial Classification (SIC) code from 7374 (Data Processing and Preparation) to 2086 (Manufacture of Bottled Beverages) to reflect its current line of business.

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

As of the filing date, the Company's subsidiaries include:

- ASICs Miners US LLC – in process of administrative dissolution, expected by December 31, 2025.
- Liquid Immersion LLC – in process of administrative dissolution, expected by December 31, 2025.

Future subsidiaries are being organized under the UNLOCKD platform to manage operating assets within dedicated divisions (consumer brands, technologies, and IP/ventures).

C. Describe the issuers' principal products or services.

The Company's legacy operations included sales of cryptocurrency-mining servers and hosting services.

The Company is expanding its scope to include:

- **UNLOCKD Labs:** Consumer-brands division focused on acquiring, developing, and scaling functional CPG and wellness products (e.g., cognitive health, longevity, performance nutrition). During Q3, the Company signed a binding Letter of Intent to acquire ERApeutics, LLC (d/b/a EVERMIND Beverage), a development-stage functional beverage platform with proprietary formulations and brand assets; the transaction is non-cash, equity-based, and remains subject to definitive agreements and customary closing conditions.
- **UNLOCKD Technologies:** Technology division focused on cognitive, biometric, and AI-enabled performance tools and related digital-health applications intended to support human optimization. Initial projects are in formation; no revenue has been recognized to date.
- **UNLOCKD Ventures:** Strategic investment and incubation arm targeting early-stage consumer brands and IP-backed assets with spin-off or licensing potential. On October 31, 2025, the Company executed a non-binding LOI with a well-known global consumer brand to develop a wellness-oriented beverage line through a majority-owned subsidiary; the structure contemplates Company operational control with revenues consolidated if and when closing conditions are satisfied.

This integrated model preserves remaining legacy assets while advancing a diversified operating platform at the intersection of functional wellness, cognitive performance, and applied health technologies. All initiatives described above will proceed subject to applicable approvals, definitive documentation, and customary closing conditions.

5) Issuer's Facilities

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

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

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

The Company utilizes leased and third-party facilities, as described below. There are no mortgages or liens on any facility used by the Company.

Corporate / Administrative Office

The Company leases office space located at 342 N. Queen Street, Warehouse D, Lancaster, Pennsylvania 17603, which serves as its principal location for management, finance, and investor-relations activities. The facility is adequate for current operational requirements and provides sufficient capacity for administrative expansion as the Company scales. The Company may also utilize co-working or short-term office arrangements as needed for project-based initiatives.

Principal Executive Office of Record

The Company's official executive office address of record with regulatory agencies and the transfer agent is 342 N. Queen Street, Warehouse D, Lancaster, Pennsylvania 17603. All corporate correspondence and mail may be directed to this address.

Legacy Mining Equipment and Related Infrastructure

The Company continues to own certain cryptocurrency-mining servers and related hosting and cooling equipment, which remain recorded on the balance sheet as legacy assets. Management is evaluating the condition, valuation, and potential future use of these assets, including possible disposition, lease, or repurposing. No definitive agreements regarding disposition have been executed as of the filing date. Retention of these assets allows the Company to maintain operational continuity while completing its transition into consumer-wellness and performance-technology operations.

Manufacturing and Distribution (Consumer-Wellness Platform)

The Company does not own manufacturing or warehousing facilities. As part of its shift to consumer-product operations, the Company expects to utilize contract manufacturing (co-packing), independent laboratories, and third-party logistics providers for production, testing, and distribution. These relationships will be structured on a project or purchase-order basis without long-term lease or ownership obligations. No binding facility commitments exist as of the filing date.

Facilities No Longer Operated

The Company has no current plans to open or maintain a company-owned facility in Wyoming. Prior references to such locations are no longer applicable following the corporate relocation of management and administrative functions to Pennsylvania.

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 issuer's 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.

As of the period ended September 30, 2025, the following individuals are officers, directors, or beneficial holders of more than 5% of any class of the Company's securities. Beneficial ownership determinations are made pursuant to **Exchange Act Rule 13d-3(d)(1)**, which includes the right to acquire securities within 60 days.

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
Jordan Balenic, D.O.	CEO	PA/USA	<u>51</u>	<u>Preferred D</u>	<u>100%</u>	<u>Individual ownership</u>
Jordan Balenic, D.O.	CEO	PA/USA	<u>10,323,750</u>	<u>Common</u>	<u><1%</u>	<u>Individual ownership</u>
Jeffrey Mutual	<u>Non-affiliate, beneficial holder >5%</u>	<u>MI/USA</u>	<u>*</u>	<u>Common (on conversion)</u>	<u>*</u>	<u>Beneficial owner</u>

Basis of Ownership: Mr. Mutual previously held multiple legacy convertible promissory notes that were consolidated into a single fixed-price Amended and Restated Convertible Note Agreement dated July 24, 2025. The amended note carries a fixed conversion price of \$0.01 per share of Common Stock, is capped at 200,000,000 shares in the aggregate, and is subject to a 9.9 percent beneficial-ownership limitation at any time. During the fiscal year ended June 30, 2025, Mr. Mutual converted approximately 210,000,000 shares of Common Stock pursuant to the prior instruments. As of September 30, 2025, no convertible-debt liability remains on the Company's balance sheet; however, for purposes of Exchange Act Rule 13d-3(d)(1), Mr. Mutual is deemed a beneficial owner of more than 5 percent of the Company's Common Stock based on his contractual right to acquire additional shares within 60 days.

Subsequent Event – Change of Control (July 21, 2025): On July 21, 2025, Andrew Gilton II resigned as Chief Executive Officer and transferred ownership of 51 shares of the Company's Series D Preferred Stock to Dr. Jordan P. Balenic, D.O., pursuant to a duly executed Change of Control Agreement. The Series D Preferred Stock carries super-voting rights representing 51 percent of the total voting power of the Company. Upon completion of the transfer, Dr. Balenic became the Company's sole control person and Chief Executive Officer, effective that date.

7) Legal/Disciplinary History

A. Identify whether any of the persons or entities listed above have, in the past 10 years, been the subject of:

1. Been the subject of a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);

N/A

2. Been the subject 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, or banking activities;

N/A

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;

N/A

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

N/A

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.

N/A

- 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.

N/A

To the Company’s knowledge, after due inquiry, none of its officers, directors, or control persons have been the subject of the foregoing matters. The absence of any such history was a factor supporting new management’s decision to assume leadership of the Company.

- 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.

N/A.

The Company is not, and none of its subsidiaries are, parties to any material pending legal proceedings, nor is management aware of any such proceedings contemplated by governmental authorities. The Company is not aware of any threatened litigation or administrative actions that could materially affect its financial condition or operations.

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.

Securities Counsel (must include Counsel preparing Attorney Letters).

Name: Jonathan D. Leinwand, P.A.
Address 1: 18305 Biscayne Blvd. Suite 200
Address 2: Aventura, FL 33160

Phone: 954-903-7856
Email: jonathan@jdlpa.com

Accountant or Auditor

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

The Company's quarterly and annual financial statements are prepared internally by management and qualified service providers / accounting professionals and are not audited. No independent accountant or PCAOB-registered audit firm was engaged to review or audit the financial statements included in this report.

Investor Relations

The Company does not currently engage any third-party investor-relations or public-relations firm. All investor communications, shareholder inquiries, and corporate updates are managed internally by executive management.

All other means of investor communication:

Web: www.unlockdinc.com
X (Twitter): <https://x.com/bfchco>
Email: jbalencic@thinkevermind.com
Disclosures and periodic reports: www.otcmarkets.com/stock/BFCH/disclosure

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: Douglas B. Vaughn
Firm: Independent Contractor
Nature of Services: Assisted with subsidiary consolidation, financial data compilation, and report preparation in connection with this Disclosure Statement.
Address 1: Memphis, Tennessee
Phone: -
Email: -

9) Financial Statements

A. This Disclosure Statement was prepared by:

Name: Douglas B. Vaughn
Title: Accountant/Financial Analyst
Relationship to issuer: Served in an interim administrative capacity as Acting Secretary during the reporting period.

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

- U.S. GAAP
 IFRS

C. The financial statements for this reporting period were prepared by (see notes to financials)²:

Name: Douglas B. Vaughn
Title: Accountant / Financial Analyst
Relationship to Issuer: Independent contractor; served in an interim administrative capacity as Acting Secretary during the reporting period
Qualifications: Certified Management Accountant (retired); experienced in subsidiary consolidation, financial modeling, and preparation of financial statements under U.S. GAAP.
Scope of Work: Consolidated subsidiary results with the holding company and prepared draft financial statements for management review and certification.

Governance Transition Note: On July 21, 2025, during the period covered by this report, control of the Company transitioned to Jordan P. Balencic, D.O., who assumed the role of Chief Executive Officer. Accordingly, while financial reporting through early Q3 2025 incorporated information prepared with the assistance of Douglas B. Vaughn (Independent Contractor) and under the oversight of former CEO Andrew Gilton II, all financial-reporting responsibilities have since transitioned to Dr. Balencic as the Company's current Chief Executive Officer.

Reliance on Prior Information Note: Following the change of control, current management has relied upon workpapers and supporting information previously prepared by Douglas B. Vaughn and Andrew Gilton in connection with earlier financial reporting. Management believes this information to be materially accurate and complete; however, certain clerical or typographical errors have been identified in prior filings. These errors did not affect the underlying financial results but are being addressed through the Company's ongoing reporting and turnaround process.

10) Issuer Certification

Principal Executive/Financial 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, Jordan P. Balencic, D.O., certify that:

1. I have reviewed this Disclosure Statement for BitFrontier Capital Holdings, Inc. d/b/a UNLOCKD, 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.

11/11/2025

/s/ Jordan P. Balencic, D.O. [CEO's Signature]

(Digital Signatures should appear as "/s/ [OFFICER NAME]")

²The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS by persons with sufficient financial skills.

UNLOCKD, Inc.
Consolidated Balance Sheet

	9/30/2025	12/31/2024
Cash	\$ 5,050	\$ 1,105
Prepaid & Other Assets	\$ -	\$ -
Accounts Receivable	<u>\$ -</u>	<u>\$ 24,473</u>
Total Current Assets	\$ 5,050	\$ 25,578
Building & FFE	\$ -	\$ -
Land	\$ -	\$ -
Equipment	\$ 421,212	\$ 421,212
Other L/T Assets	<u>\$ 120,135</u>	<u>\$ 120,135</u>
Total Other Assets	\$ 541,347	\$ 541,347
Total assets	\$ 546,397	\$ 566,925
Accounts payable	\$ -	\$ -
Deferred Revenue	\$ -	\$ -
Notes Payable	\$ -	\$ 2,088,995
Other Current Liabilities	<u>\$ 90,732</u>	<u>\$ 29,458</u>
Current Liabilities	\$ 90,732	\$ 2,118,453
Notes Payable	\$ -	\$ -
Accrued Int Payable	\$ -	\$ -
Other Misc Liabilities	<u>\$ 180,607</u>	<u>\$ 180,607</u>
Long term Liabilities	\$ 180,607	\$ 180,607
Total Liabilities	\$ 271,339	\$ 2,415,239
Common Stock	\$ 6,934	\$ 4,826
Preferred Stock	\$ 2,475	\$ 2,475
Paid In Capital	\$ 3,722,637	\$ 3,702,837
Retained Earnings	\$ (5,364,546)	\$ (5,259,360)
Net Income YTD	<u>\$ (130,148)</u>	<u>\$ (48,239)</u>
Equity	\$ 275,058	\$ (1,732,225)
Total Lib & Equity	\$ 546,397	\$ 566,925

UNLOCKD, Inc.
Consolidated Income Statement

	Year to Date 30-Sep-25	Quarter to Date 30-Sep-25
Server Sales	\$ -	\$ -
Crypto	\$ -	\$ -
IT Services	\$ -	\$ -
<u>other</u>	<u>\$ -</u>	<u>\$ -</u>
Total revenues	\$ -	\$ -
Cost of Sales - Servers	\$ -	\$ -
Cost of sales - IT Services	\$ -	\$ -
<u>Other Cost of Sales</u>	<u>\$ -</u>	<u>\$ -</u>
Total Cost of Sales	\$ -	\$ -
Gross Profit	\$ -	\$ -
Salaries	\$ -	\$ -
Administration	\$ 34,942	\$ 33,837
Marketing	\$ -	\$ -
<u>Interest Expense</u>	<u>\$ 95,206</u>	<u>\$ -</u>
Total Expense	\$ 130,148	\$ 33,837
Net profit	\$ (130,148)	\$ (33,837)

UNLOCKD, Inc.
Consolidated Cash Flow Statement

	Year to Date 30-Sep-25	Quarter to Date 30-Sep-25
Net Income	\$ (130,148)	\$ (33,837)
Adjustments to reconcile		
Changes in A/R and A/P	\$ -	\$ -
<u>Changes in Other A/L</u>	<u>\$ 25,578</u>	<u>\$ 24,473</u>
Net Cash From Operations	\$ (104,570)	\$ (9,364)
Investing Activities		
Inter Company	\$ -	\$ -
Hypernova LLC	\$ -	\$ -
Other Investments	\$ -	\$ -
Net Cash Used Investing	\$ -	\$ -
Financing Activities		
Inter Company	\$ -	\$ -
Real Estate Loans	\$ -	\$ -
Notes Payable	\$ -	\$ -
Accrued Int Pay	\$ 95,206	\$ -
Other Financing	\$ 13,309	\$ 13,309
<u>Equity Contribution/WD</u>	<u>\$ -</u>	<u>\$ -</u>
Net Cash From Financing	\$ 108,515	\$ 13,309
<u>Net Cash Increase</u>	<u>\$ 3,945</u>	<u>\$ 3,945</u>
Cash At Beginning of Period	\$ 1,105	\$ 1,105
Cash At End of Period	\$ 5,050	\$ 5,050

UNLOCKD, Inc.
Consolidated Statements of Stockholders Equity

	Preferred Stock		Common Stock		Shares Issuable		Additional	Retained	Total
	Shares	Amount	Shares	Amount	Shares	Amount	Paid-in Capital	Earnings	Stockholders Equity
Balance 12/31/2022	51	\$ -	347,624,394	\$ 3,476	-	-	\$ 3,290,601	(4,940,570)	(1,815,552)
Net Income YTD 2022								(258,080)	-
Prior Period Adjustment*	-	\$ -	-	\$ -	-	-	\$ -	\$ -	-
preferred stock issued **	44,750,000	\$ 4,475	-	\$ -	-	-	\$ -	\$ -	4,475
Common Stock Issued	-	\$ -	41,223,564	\$ 412	-	-	\$ 263,005	\$ -	263,417
Purchase of Treasury	-	\$ -	-	\$ -	-	-	\$ -	\$ -	-
Dividends/Contributions	-	\$ -	-	\$ -	-	-	\$ -	\$ -	(320,089)
Net Income YTD 2023	-	\$ -	-	\$ -	-	-	\$ -	\$ -	\$ 31,615
Balance 12/31/2023	44,750,051	4,475	388,847,958	3,888	-	-	3,553,606	(5,198,650)	(1,739,830)
Net Income YTD 2023								31,615	-
Prior Period Adjustment*	-	\$ -	-	\$ -	-	-	\$ -	\$ (11,578)	(11,578)
preferred stock issued **	-	\$ -	-	\$ -	-	-	\$ -	\$ 102,256	102,256
Common Stock Issued	-	\$ -	93,787,332	\$ 938	-	-	\$ 149,231	\$ -	150,169
Purchase of Treasury	-	\$ -	-	\$ -	-	-	\$ -	\$ -	-
Dividends/Contributions	-	\$ -	-	\$ -	-	-	\$ -	\$ (183,003)	(183,003)
Net Income YTD 2024	-	\$ -	-	\$ -	-	-	\$ -	\$ -	\$ (48,239)
Balance 12/31/2024	44,750,051	4,475	482,635,290	4,826	-	-	3,702,837	(5,259,360)	(1,730,225)
Net Income YTD 2024								(48,239)	-
Prior Period Adjustment*	-	\$ -	-	\$ -	-	-	\$ -	\$ (55,922)	(55,922)
preferred stock issued **	(30,250,000)	\$ (3,025)	-	\$ -	-	-	\$ -	\$ -	(3,025)
Common Stock Issued	-	\$ -	210,757,555	\$ 2,108	-	-	\$ 19,800	\$ -	21,908
Shares Issuable	-	\$ -	-	\$ -	-	2,220,709.00	\$ -	\$ -	2,220,709
Dividends/Contributions	-	\$ -	-	\$ -	-	-	\$ -	\$ -	-
Net Income YTD 2025	-	\$ -	-	\$ -	-	-	\$ -	\$ -	\$ (130,148)
Balance 09/30/2025	14,500,051	1,450	693,392,845	6,934	-	2,220,709	3,722,637	(5,363,521)	275,058

NOTES TO THE FINANCIAL STATEMENTS

NOTE 1 – ORGANIZATION AND BUSINESS HISTORY

BitFrontier Capital Holdings, Inc. (the “Company”) was originally incorporated in the State of Nevada on June 3, 2005 as AOM Minerals, Ltd. and later redomiciled to Wyoming in August 2010. Over the Company’s operating history it has undergone several restructurings and name changes reflecting successive shifts in business focus, including Purio Inc. (water-clarification technology, 2007–2017) and BitFrontier Capital Holdings Inc. (cryptocurrency-mining infrastructure, 2017–2024).

On July 21, 2025, control of the Company transferred to Jordan P. Balencic, D.O., pursuant to a duly executed Change-of-Control Agreement under which all outstanding Series C and Series F Preferred Stock held by former Chief Executive Officer Andrew Gilton II were converted into Common Stock. Immediately thereafter, Dr. Balencic assumed the roles of Chairman and Chief Executive Officer and initiated a comprehensive turnaround and re-branding of the Company as **UNLOCKD Inc.**, a next-generation public platform focused on human optimization, functional consumer products, cognitive and health technologies, and performance-infrastructure assets. Management’s objective is to transform the former single-purpose mining issuer into a multi-brand operating platform with scalable, revenue-generating assets and the governance discipline of a public growth company. The Wyoming Secretary of State accepted the corporate name change to UNLOCKD Inc. on September 29, 2025.

The Company’s legacy subsidiaries, ASICs Miners US LLC and Liquid Immersion LLC, which historically operated in cryptocurrency-server sales and hosting, are being streamlined through administrative dissolution and integration into the parent structure. The related mining servers, cooling systems, and other equipment remain recorded on the balance sheet and are being maintained for potential lease, resale, or repurposing into future digital-asset infrastructure projects. These activities, together with the Company’s ongoing product-development and brand-commercialization initiatives, represent continuing operations. These retained assets demonstrate operational continuity and optionality within the Company’s broader technology strategy; therefore, management affirms that UNLOCKD has continuing operations and substantive assets and is not, and has never been, a shell company as defined under Rule 12b-2 of the Securities Exchange Act of 1934.

UNLOCKD now operates through three integrated divisions:

- **UNLOCKD Labs** – consumer-brands division focused on functional CPG and wellness products in categories such as cognitive health, longevity, and performance nutrition. A binding Letter of Intent (LOI) to acquire ERApeutics, LLC (d/b/a EVERMIND Beverage) was executed August 2, 2025, establishing the Company’s first anchor brand.
- **UNLOCKD Technologies** – technology division developing cognitive, biometric, and AI-enabled performance tools, digital-health applications, and tokenized-ownership frameworks.
- **UNLOCKD Ventures** – strategic-investment and incubation arm targeting early-stage consumer brands and IP-backed assets with spin-off or licensing potential.

During the quarter ended September 30, 2025, UNLOCKD executed a second LOI (October 31, 2025) with a global consumer-brand partner to develop and commercialize a wellness-oriented functional beverage line through a majority-owned subsidiary. These initiatives collectively mark the Company’s formal transition from data-processing (SIC 7374) to Manufacture of Bottled Beverages (SIC 2086).

NOTE 2 – BASIS OF PRESENTATION AND GOING CONCERN

The accompanying consolidated financial statements are prepared on the accrual basis in conformity with U.S. GAAP. All intercompany balances and transactions have been eliminated in consolidation. The interim statements include all normal recurring adjustments considered necessary for a fair presentation of the financial position and results of operations.

Management has evaluated the Company's ability to continue as a going concern in accordance with ASC 205-40. As of September 30, 2025, the Company had limited cash resources and recurring operating losses. Management's turnaround plan, consisting of debt elimination, disciplined equity financing, acquisition of revenue-generating assets, and the development of tokenization-ready digital-finance infrastructure, is intended to alleviate these conditions. However, substantial doubt remains until such initiatives generate sustainable cash flow. No adjustments have been made to the financial statements for this uncertainty. Management's comprehensive plan, focused on debt elimination, capital discipline, and acquisition of cash-flow-capable brands, is expected to materially improve liquidity over the next twelve months. These actions, already in execution, are intended to resolve going-concern uncertainty through measurable operational progress.

NOTE 3 – CONVERTIBLE NOTES PAYABLE

On July 24, 2025, the Company and Jeffrey Mutual executed an Amended and Restated Convertible Note Agreement consolidating all prior variable-rate convertible notes issued between February 19, 2021 and December 13, 2022. Principal terms:

- Fixed conversion price: \$0.01 per share of Common Stock.
- Aggregate cap: 200,000,000 shares maximum, as reflected in the transfer-agent reserve.
- Beneficial-ownership limit: 9.9 percent at any time.
- Conversion on demand by written instruction to the transfer agent.
- Rule 144 holding period tacked to original issuance dates.
- Full mutual release of claims and elimination of all variable-rate or floating-conversion features.

All variable-rate debt was extinguished upon execution of the amended agreement. The remaining fixed-price balance, due on demand, no longer meets the definition of a liability under U.S. GAAP and therefore is not reflected as convertible debt. Management considers all legacy "toxic" convertible debt fully eliminated.

During the nine months ended September 30, 2025, no conversions occurred under the amended agreement. Approximately 210 million shares had been issued prior to June 30, 2025 under the legacy instruments. The fixed-price structure and capped share reserve provide full visibility into potential dilution and establish a foundation for institutional-grade financing. Management believes this clarity positions UNLOCKD favorably relative to typical micro-cap issuers that retain variable-rate debt instruments.

NOTE 4 – EQUITY TRANSACTIONS AND CAPITAL STRUCTURE

During the nine months ended September 30, 2025 (primarily during the third quarter), the Company executed a series of authorized equity actions designed to strengthen capitalization, retire legacy obligations, and align ownership with current management. All actions were approved by written consent of the Board of Directors and recorded in the Company's share ledgers maintained by its transfer agent.

Preferred Share Cancellations: On September 9, 2025, the Board accepted the voluntary surrender and cancellation of 4,000,000 shares of Series C Preferred Stock previously issued to Bryan Wilkinson. The cancellation was executed without consideration and the shares were returned to authorized-but-unissued status.

Change-of-Control Conversions: On September 30, 2025, pursuant to the July 21, 2025 Change-of-Control Agreement, Andrew Gilton II converted 6,250,000 Series C Preferred shares and 20,000,000 Series F Preferred shares into 52,500,000 restricted Common shares. These conversions satisfied all obligations under prior management-compensation agreements and fully extinguished the Series F designation.

Bridge Financing Authorization and Subscriptions: On September 5, 2025, the Board authorized a fixed-price common-equity bridge financing of up to \$150,000 at \$0.0008 per share (maximum 187,500,000 shares), conducted pursuant to Section 4(a)(2) and Rule 506(b) of the Securities Act of 1933. As of September 30, 2025, aggregate accepted subscriptions

totaled \$13,259, including \$5,000 from William (“Bill”) Cheek on September 14, 2025. Proceeds were used for working capital and professional fees related to the Company’s restructuring. No convertible or variable-rate securities were issued.

Subsequent to the reporting period, and in connection with the Company’s Global Brand Partnership Letter of Intent, management expects up to \$160,000 in additional equity investment to be received on or before November 17, 2025, subject to completion of closing documentation and customary conditions. The anticipated proceeds are intended to support initial commercialization activities under the partnership structure.

Capital-Structure Integrity Measures: During Q3 2025, the Company identified and invalidated approximately 235,000,000 unsupported or non-beneficially owned Common shares. All corrections were verified through reconciliation with the transfer agent to restore accuracy and transparency to the Company’s capitalization records.

Name Change: On September 9, 2025, the Board approved, and on September 29, 2025 the Wyoming Secretary of State accepted, the Company’s corporate name change to **UNLOCKD Inc.**, reflecting its strategic realignment toward human optimization, functional consumer products, and performance technologies.

Collectively, these equity actions restored governance control, eliminated unsupported issuances, and re-established a verified, transparent capitalization table that management views as prerequisite infrastructure for the Company’s expansion and forthcoming Regulation A offering.

NOTE 5 – SUBSEQUENT EVENTS

Management evaluated subsequent events through the date of this filing and determined that the following material events occurred after September 30, 2025:

Bridge-Round Increase: On November 9, 2025, the Board approved an increase in the authorized bridge round from \$150,000 to \$175,000 to accommodate additional investor interest. (No change to the per-share price.)

Digital-Asset Treasury and Tokenization Resolutions: Also on November 9, 2025, the Board adopted resolutions authorizing (i) a Digital-Asset Treasury Policy, permitting the Company to acquire and hold digital assets as part of its treasury strategy, and (ii) the acceptance of cryptocurrency as lawful consideration for equity issuances under available securities-law exemptions. Management anticipates that approximately \$100,000 of additional equity investment may be directed toward implementing the Company’s digital-asset and treasury strategy during Q4 2025, aligning with the recently adopted Digital-Asset Treasury Policy.

Global Brand Partnership LOI: On October 31, 2025, the Company executed a non-binding Letter of Intent (LOI) with a global consumer brand to jointly develop and commercialize a wellness-oriented functional beverage line through a majority-owned subsidiary (90% UNLOCKD ownership). The LOI will become effective upon satisfaction of customary closing conditions. No shares have been issued in connection with this agreement as of the filing date. Management expects to finalize binding definitive agreements under this partnership in the near term, subject to completion of closing documentation and customary conditions.

Anticipated Equity Funding Related to Partnership LOI: In connection with the Global Brand Partnership LOI, management expects the receipt of approximately \$160,000 in equity investment on or before November 17, 2025. These proceeds are intended to fund select early commercialization and production activities contemplated under the partnership framework. As of the filing date, no funds had been received, and final closing documentation remained in process. The anticipated \$160,000 equity investment, while structured as a separate transaction, is viewed by management as evidence of aligned capital support surrounding the Global Brand Partnership initiative. The investment’s expected timing coincides with key operational milestones under the LOI, reinforcing market confidence in the Company’s growth trajectory.

Except as disclosed above, management is not aware of any other events subsequent to September 30, 2025 that would require recognition or additional disclosure in these financial statements.

The Board believes these initiatives materially enhance the Company's strategic flexibility and align UNLOCKD's capital structure with its roadmap for revenue generation, digital-asset integration, and prospective uplisting once operating and audit milestones are achieved.

MANAGEMENT'S DISCUSSION AND ANALYSIS (MD&A)

Overview

The quarter ended September 30, 2025 marked the completion of UNLOCKD's structural reset and the beginning of its operating build-out. Legacy operations generated negligible revenue and nominal expenses, while management executed foundational actions to reset governance, clean the capital structure, and position the Company as a credible public platform for high-growth functional-CPG and performance-technology assets.

Quarter Highlights

- **Elimination of Variable-Rate Debt:** All prior convertible instruments were restructured into a single fixed-price, capped note at \$0.01 per share—a premium of approximately 2,400 percent to market at the time—permanently removing toxic-dilution risk and stabilizing the equity base.
- **Liability Reduction:** Management anticipates that Q3 liabilities declined by approximately 85 percent, enhancing balance-sheet flexibility for acquisition financing.
- **Share-Structure Integrity:** Roughly 235 million unsupported or non-beneficial shares were invalidated, realigning ownership with actual corporate value creation.
- **Equity Seed Financing:** A fixed-price common-equity bridge round of up to \$150K was authorized to fund corporate development while avoiding convertible or variable-rate structures. Management subsequently approved an increase to \$175K to accommodate additional investor demand.
- **Brand and Partnership Execution:** The Company executed a foundational commercial agreement during Q3—a binding Letter of Intent to acquire ERApeutics LLC (d/b/a EVERMIND Beverage)—and, shortly after quarter-end (October 31, 2025), entered into a non-binding (customary confidentiality/exclusivity binding) Letter of Intent with a globally recognized consumer brand to co-develop and commercialize a wellness-oriented functional-beverage line. Management expects to finalize binding definitive agreements under this partnership in the near term, subject to completion of closing documentation and customary conditions. Together these initiatives establish UNLOCKD's first two portfolio brands and create synergistic distribution potential across the wellness-beverage category.

Outlook and Strategic Priorities

1. **Advance the Multi-Brand Portfolio:** Integrate EVERMIND™ as the inaugural UNLOCKD Labs brand and finalize the global-brand partnership subsidiary. In parallel, management is prioritizing identification and vendor-in of at least one additional complementary wellness-CPG brand to broaden category exposure and leverage shared manufacturing and logistics.
2. **Complete the Equity Seed Round and Build Treasury Reserves:** Target full subscription of the \$175 K bridge round and allocate a portion of proceeds to operational readiness for both brands. Management also intends to allocate approximately \$100K in cryptocurrency holdings under the Company's newly adopted Digital-Asset Treasury Policy, establishing a strategic digital-reserve position.
3. **Close the EVERMIND Acquisition:** Execute definitive documentation for ERApeutics LLC and transition brand operations under UNLOCKD Labs for initial commercialization.
4. **Finalize the Global Brand Partnership Transaction:** Complete closing conditions and joint-development planning with the international brand partner to initiate production and distribution during 2026.
5. **Launch the Regulation A+ Offering:** Management intends to expand the planned Regulation A+ raise to \$2 – 3 million, with with proceeds designated for scaling existing portfolio brands, onboarding additional acquisitions, and advancing the Company's tokenization and digital-equity infrastructure necessary for a compliant, investor-aligned platform.

- 6. Implement Digital-Asset and Tokenization Framework:** Establish compliant mechanisms for digital-equity participation to enhance shareholder alignment and liquidity, including infrastructure for future fractionalized ownership, performance-based reward programs, and transparent on-chain governance.

Industry Context and Rationale

The global functional-beverage and wellness-CPG markets remain among the fastest-growing consumer segments, supported by multi-year demographic and behavioral shifts toward preventative health and performance optimization.

UNLOCKD's strategy is to identify under-recognized but commercially proven brands and accelerate them through shared infrastructure in manufacturing, compliance, and distribution. This portfolio approach is designed to create operating leverage and value accretion comparable to that achieved by established consolidators in the sector, where successful exits historically trade at revenue multiples of four-to-ten times.

By integrating multiple early-stage consumer brands under a unified operating framework, the Company seeks to achieve portfolio-level efficiencies and enterprise-value expansion comparable to those realized by larger, established CPG consolidators. Industry precedent indicates that successful functional-wellness brands often achieve revenue multiples of four to ten times at exit, underscoring the scalability and margin potential inherent in the sector when executed with discipline.

Long-Term Vision

UNLOCKD intends to build a portfolio of functional CPG and performance-technology brands under a unified platform, leveraging its public-market status to offer investors diversified exposure to high-growth categories. Management is evaluating tokenized-equity frameworks and profit-linked buyback programs to broaden participation and enhance transparency. Tokenization is viewed as a future pathway to digitize ownership, enable fractional participation, and integrate consumer loyalty and rewards directly into the capital structure.

Summary

UNLOCKD exited Q3 2025 with a clean capital structure, debt elimination, and a clear strategic path toward revenue generation and tokenization-ready infrastructure. Management believes these foundational steps establish the Company as a credible, compliant, and scalable public platform for human optimization and functional consumer innovation.

Management believes the Company now meets the essential prerequisites for scalable growth, transparent financing, and credible participation in the next generation of consumer-health and performance technologies.