KRTL Holding Group, Inc.

14143 Denver W Pkwy #100
Golden, CO 80401

800-707-0586
www.krtlholding.com
info@krtlholding.com

Quarterly Report

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

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

96,666,072 as of September 30, 2025 (*Current Reporting Period Date or More Recent Date)*

87,666,072 as of December 31, 2024 *(Most Recent Completed Fiscal Year End)*

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

Yes: ☐ No: ☒

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

Yes: ☐ No: ☒

Change in Control
Indicate by check mark whether a Change in Control[5] of the company has occurred during this reporting period:

Yes: ☐ No: ☒

[5] “Change in Control” shall mean any events resulting in:

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

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

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

KRTL Holding Group, Inc. (the "Company") was incorporated in the State of Utah as Big Pony Gold, Inc. on August 2, 1984. The Company's name was changed to Pan American Motorsports, Inc. in April of 1998. The name was changed to Queench, Inc. in November 2002, and in July 2022 the Company completed a name change to KRTL Holding Group, Inc.

Current State and Date of Incorporation or Registration: Utah, August 2, 1984
Standing in this jurisdiction: (e.g. active, default, inactive): Active

Prior Incorporation Information for the issuer and any predecessors during the past five years:
None

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

None

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

Acquired Skidmore Companies LLC in January 2025. The company purchased majority control of *Industria Químico Farmacéutica Sigma Corp. S.R.L.* of Bolivia ("SIGMA") on September 2, 2025.

Address of the issuer's principal executive office:

14143 Denver W Pkwy #100 Golden, CO 80401

Address of the issuer's principal place of business:
☒ *Check if principal executive office and principal place of business are the same address:*

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

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

2) Security Information

Transfer Agent

Name: Colonial Stock Transfer
Phone: (801) 355-5740
Email: dancarter@colonialstock.com
Address: 66 Exchange Place, Ste 100 Salt Lake City, UT 84111

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:	KRTL	
Exact title and class of securities outstanding:	common stock	
CUSIP:	74823U103	
Par or stated value:	$0.0001 per share	
Total shares authorized:	1,000,000,000	as of date: September 30, 2025
Total shares outstanding:	96,666,072	as of date: September 30, 2025
Total number of shareholders of record:	132	as of date: September 30, 2025

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

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

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

Exact title and class of the security:	Special 2021 Series A preferred stock	
Par or stated value:	par value $0.001	
Total shares authorized:	20	as of date: September 30, 2025
Total shares outstanding (if applicable):	19	as of date: September 30, 2025
Total number of shareholders of record	7	as of date: September 30, 2025

Exact title and class of the security:	Special 2021 Series B preferred stock	
Par or stated value:	par value $0.001	
Total shares authorized:	2	*as of date*: September 30, 2025
Total shares outstanding (if applicable):	2	*as of date:* September 30, 2025
Total number of shareholders of record	2	as of date: September 30, 2025

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

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.

Common shares have the right to one vote per share and the right to receive dividends if the board of directors authorizes dividends.

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

2021 Series A Preferred Stock: Voting Rights: The 2021 Series A preferred stock is entitled to 60% of all votes (including but not limited to, common stock, and preferred stock. Conversion: The share of 2021 Series A Preferred Stock shall convert into common shares at a conversion ratio of 1 preferred to 10,000,000 common shares. Dividends and Liquidation: The share of 2021 Series A Preferred Stock shall not be entitled to any dividends in respect thereof and shall not participate in any proceedings available to the corporation's shareholders upon liquidation, dissolution or winding up of the corporation. There are no redemption rights or sinking fund provisions.

2021 Series B Preferred Stock: Voting Rights: The holder of the share of 2021 Series B Preferred shall have no voting rights. Conversion: Each share of the Series B preferred stock is convertible into 4.99% of the common shares outstanding. Dividends: The share of 2021 Series B Preferred Stock shall not be entitled to any dividends in respect thereof and shall not participate in any proceedings available to the corporation's shareholders upon liquidation, dissolution or winding up of the corporation. There are no redemption rights 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 for the two most recently completed fiscal years and any subsequent period.

Indicate by check mark whether there were any changes to the number of outstanding shares within the past two completed fiscal years:
No: ☐ Yes: ☒ (If yes, you must complete the table below)

Shares Outstanding Opening Balance: Date 12/31/2022 Common: 73,916,072 Preferred: 22	*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.
3/14/2023	New Issue	250,000	common	$0.025	No	Douglas Engdahl	Strategic Advisor	Restricted	4(a)(2)
4/5/2023	Cancellation	(2,500,000)	common	NA	NA	Kyong Lae Kim	NA	NA	NA
4/5/2023	Cancellation	(7)	preferred	NA	NA	Kyong Lae Kim	NA	NA	NA
6/13/2023	Cancellation	(1)	preferred	NA	NA	Pervasip Corp. German Burtscher	NA	NA	NA
3/22/2024	New Issue	1,500,000	common	$0.0275	Yes	Mario Anthony Hernandez	Employment	Restricted	4(a)(2)
3/22/2024	New Issue	3,500,000	common	$0.0275	Yes	Cesar Herrera	Employment	Restricted	4(a)(2)
3/22/2024	New Issue	2,500,000	common	$0.0275	Yes	Paul Riss	Strategic Advisor	Restricted	4(a)(2)
3/22/2024	New Issue	3,000,000	common	$0.0275	Yes	Jonathan Endman	Legal Counsel	Restricted	4(a)(2)
4/05/2024	New Issue	500,000	common	$0.0075	Yes	Gary Wilstermann	Strategic Advisor	Restricted	4(a)(2)
11/8/2024	New Issue	5,000,000	common	$.0115	Yes	Daniel Bishop	Cash purchase	Restricted	4(a)(2)
11/8/2024	New Issue	1	Preferred Series A	$115,000	Yes	Daniel Bishop	Cash purchase	Restricted	4(a)(2)
11/8/2024	New Issue	1	Preferred Series B	$49,118	Yes	Daniel Bishop	Cash purchase	Restricted	4(a)(2)
06/04/2025	New Issue	500,000	common	$0.12	Yes	Paul Riss	Strategic Advisor	Restricted	4(a)(2)
06/04/2025	New Issue	500,000	common	$0.12	Yes	Mario Anthony Hernandez	Employment	Restricted	4(a)(2)
06/04/2025	New Issue	1,500,000	common	$0.12	Yes	Cesar Herrera	Employment	Restricted	4(a)(2)
06/04/2025	New Issue	500,000	common	$0.12	Yes	Jonathan Endman	Legal Counsel	Restricted	4(a)(2)
06/04/2025	New Issue	500,000	common	$0.12	Yes	Philip Polito	Employment	Restricted	4(a)(2)
06/11/2025	New Issue	500,000	common	$0.108	Yes	Paul Riss	Strategic Advisor	Restricted	4(a)(2)

06/11/2025	New Issue	500,000	common	$0.108	Yes	Mario Anthony Hernandez	Employment	Restricted	4(a)(2)
06/11/2025	New Issue	1,500,000	common	$0.108	Yes	Cesar Herrera	Employment	Restricted	4(a)(2)
06/11/2025	New Issue	500,000	common	$0.108	Yes	Jonathan Endman	Legal Counsel	Restricted	4(a)(2)
06/11/2025	New Issue	500,000	common	$0.108	Yes	Philip Polito	Employment	Restricted	4(a)(2)
07/17/2025	New Issue	2,000,000	common	$186,600	No	Beling Family Trust, David Beling	Warrant exercise	Restricted	4(a)(2)
09/01/2025	New Issue	2	Preferred Series A	$1,996,000	Yes	Daniel Bishop	Consulting services	Restricted	4(a)(2)
09/01/2025	New Issue	2	Preferred Series A	$1,996,000	Yes	Cesar Herrera	Employment	Restricted	4(a)(2)
09/02/2025	New Issue	1	Preferred Series A	$998,000	Yes	Patricia Wilstermann	Employment	Restricted	4(a)(2)
Shares Outstanding on Date of This Report: Ending Balance: Date 9/30/2025 Common: 96,666,072 Preferred: 21									

Example: A company with a fiscal year end of December 31st 2024, 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, 2023 through December 31, 2024 pursuant to the tabular format above.

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

____

B. Convertible Debt

The following is a complete list of the Company's Convertible Debt which includes all promissory notes, convertible notes, convertible debentures, or any other debt instruments convertible into a class of the issuer's equity securities. The table includes all issued or outstanding convertible debt at any time during the last complete fiscal year and any interim period between the last fiscal year end and the date of this Certification.

[☒] Check this box to confirm the Company had no Convertible Debt issued or outstanding at any point during this period.

Date of Note Issuance	Principal Amount at Issuance ($)	Outstanding Balance ($) (include accrued interest)	Maturity Date	Conversion Terms (e.g., pricing mechanism for determining conversion of	# Shares Converted to Date	# of Potential Shares to be Issued Upon Conversion[6]	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g., Loan, Services, etc.)

[6] 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.

				instrument to shares)				

Total Outstanding Balance: **Total Shares:**

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

____

4) Issuer's Business, Products and Services

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

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

KRTL Biotech Inc. is an FDA-registered pharmaceutical company engaged in biotechnology research and development. It partners with manufacturers operating in compliance with current Good Manufacturing Practice (cGMP) standards, ISO-certified laboratories, and academic institutions to develop and advance life science technologies. Activities include technical consulting, program management, and facilitating strategic collaborations in the biotechnology sector.

SIGMA is a Bolivian pharmaceutical manufacturer with more than five decades of experience in formulation, quality manufacturing, and commercialization of essential and complementary health products, including pharmaceuticals and nutraceuticals.

KRTL International Inc. is the distribution and consulting arm of the group. It provides market-entry strategy, cross-border commercialization consulting, and sourcing and distribution of bio- and agri-technology products, including active pharmaceutical ingredients (APIs) to qualified counterparties. It also manages supply-chain logistics, vendor coordination, and acts as a market representative for select manufacturers.

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

KRTL Biotech Inc, KRTL International Corp., Skidmore Companies LLC, *Industria Químico Farmacéutica Sigma Corp. S.R.L.*

C. Describe the issuer's principal products or services.

• Pharmaceutical operations through SIGMA (Bolivia): operation of a cGMP-compliant pharmaceutical platform encompassing procurement, production/packaging, warehousing, and distribution of human-health products, including vitamins and other pharmaceutical products for domestic sale and export where permitted.

• API and vitamin supply: sourcing and delivery of active pharmaceutical ingredients (APIs) and specialty vitamins for industrial and pharmaceutical use. Current product deliveries include bulk Thiamine Mononitrate (Vitamin B1, USP/BP Grade) and Riboflavin (Vitamin B2, USP/BP Grade) under existing purchase orders.

• Biotechnology research and development services through KRTL Biotech Inc., including technical consulting, program management, and facilitation of strategic collaborations with cGMP manufacturers, ISO-certified laboratories, and academic institutions.

• Regulatory and quality advisory related to life-sciences product development and market readiness, including support for U.S. Food and Drug Administration (FDA) and international regulatory pathways, quality systems, and compliance documentation.

• International market-entry and commercialization consulting through KRTL International Inc., including strategic market analysis, supply-chain coordination, and representation services for select manufacturers.

5) Issuer's Facilities

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

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

The Company rents office space at 14143 Denver W Pkwy #100 Golden, CO 80401. The Company's subsidiary, SIGMA, owns land and a building in Cochabamba, Bolivia that contains manufacturing equipment for pharmaceuticals and nutraceuticals, in addition to storage for inventory. The building is approximately 161,000 square feet. The property is in good condition and complies with regulatory standards

6) All Officers, Directors, and 5% Beneficial Owners of the Company

Using the table below, please provide information, as of the period end date of this report, regarding all officers and directors of the company, or any person that performs a similar function, regardless of the number of shares they own.

In addition, list all individuals or entities controlling 5% or more of any class of the issuer's securities.
If any insiders listed are corporate shareholders or entities, provide the name and address of the person(s) beneficially owning or controlling such corporate shareholders, or the name and contact information (City, State) of an individual representing the corporation or entity. Include Company Insiders who own any outstanding units or shares of any class of any equity security of the issuer.

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

Individual Name (First, Last) or **Entity Name** (Include names of control person(s) if a corporate entity)	**Position/Company Affiliation** (ex: CEO, > 5% beneficial owner)	**City and State** (Include Country if outside U.S.)	**Number of Shares Owned** (List common, preferred, warrants and options separately)	**Class of Shares Owned**	**Percentage of Class of Shares Owned** (undiluted)
Cesar Herrera	CEO	Van Nuys, CA	1	Special 2021 Series B Preferred	50%
Cesar Herrera	CEO	Van Nuys, CA	9	Special 2021 Series A Preferred	47.4%
Cesar Herrera	CEO	Van Nuys, CA	10,000,000	Common Stock	10.3%
ICF Industries Inc. Paul Riss	>5%	Rye Brook, NY	2	Special 2021 Series A Preferred	10.6%

Paul Riss	>5%	Rye Brook, NY	5,000,000	Common Stock	5.2%
Justin Waiau	>5%	Centennial, CO	1	Special 2021 Series A Preferred	5.3%
Mario Anthony Hernandez	CFO	Van Nuys, CA	4,000,000	Common Stock	4.1%
Nicholas Sprung	>5%	Centennial, CO	1	Special 2021 Series A Preferred	5.3%
Certificate is jointly owned by Patrick Hanecak, Chanpen Nakha, John McClure and Lauryn Sprung	>5%	Englewood, CO	1	Special 2021 Series A Preferred	5.3%
Dan Bishop	>5%	Bluffton, SC	4	Special 2021 Series A Preferred	21.2%
Dan Bishop	>5%	Bluffton, SC	1	Special 2021 Series B Preferred	50%
Dan Bishop	>5%	Bluffton, SC	5,000,000	Common Stock	5.3%
Patricia Wilstermann	>5%	Cochabamba, Bolivia	1	Special 2021 Series A Preferred	5.3%

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

7) Legal/Disciplinary History

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

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

    None

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

    None

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

    None

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

    None

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

None

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

None

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

None

8) Third Party Service Providers

Provide the name, address, telephone number and email address of each of the following outside providers. You may add additional space as needed.
Confirm that the information in this table matches your public company profile on www.OTCMarkets.com. If any updates are needed to your public company profile, update your company profile.

Securities Counsel

Name: Jonathan Endman, Esq
Address 1: 2759 Burkshire Ave.
Address 2: Los Angeles, CA 90064-3513
Phone: 818-481-7829
Email: jendman@msn.com

Accountant or Auditor

N Name: Paul Riss
Firm: ICF Industries Inc.
Address 1: 800 Westchester Ave Suite 641N
Address 2: Rye Brook, NY 10573
Phone: 855-464-2535
Email: paulriss77@gmail.com

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 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: Paul Riss
Title: Consultant
Relationship to Issuer: Consultant

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: Paul Riss
Title: Consultant
Relationship to Issuer: Consultant
Describe the qualifications of the person or persons who prepared the financial statements:[7] Mr. Riss is a CPA

Provide the following qualifying financial statements:

- Audit letter, if audited;
- Balance Sheet;

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

- 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.

KRTL HOLDING GROUP, INC.

UNAUDITED FINANCIAL STATEMENTS

FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2025 AND 2024

KRTL Holding Group, Inc.
Consolidated Balance Sheets
(Unaudited)

	September 30, 2025	December 31, 2024
ASSETS		
Cash	$ 305,291	$ 67,847
Accounts receivable	8,780,698	-
Prepaid expenses	9,208	-
Inventory	7,985,843	-
Total current assets	17,081,040	67,847
Equity securities at fair value	913,807	1,535,791
Deposits	1,026,369	-
Trademarks and patents	182,365	-
Fixed assets, net	4,563,302	-
Software	10,577	-
Goodwill	4,500	4,500
Total assets	$ 23,781,961	$ 1,608,138
LIABILITIES AND SHAREHOLDERS' EQUITY		
Accounts payable	$ 9,337,949	$ -
Accrued expenses	165,328	
Due to related parties	264,676	264,676
Other liabilities	4,787	4,787
Related party loan payable	301,700	-
Taxes payable	1,124,154	99,000
Deferred revenue	12,500	12,500
Total current liabilities	11,211,094	380,963
Long-term deferred revenue	22,708	32,083
Non-current liabilities	3,845,664	-
Total liabilities	15,079,467	413,046
Commitments and contingencies	-	-
Special 2021 Series A Preferred Stock par value $0.001, 20 shares authorized,		
19 and 14 shares issued and outstanding in 2025 and 2024, respectively	-	-
Special 2021 Series B Preferred Stock par value $0.001, 2 shares authorized,		
2 shares issued and outstanding in 2025 and 2024	-	-
Common stock, par value $0.0001; 1,000,000,000 shares authorized,		
96,666,072 and 87,666,072 issued and outstanding in 2025 and 2024	9,666	8,766
Paid-in-capital	10,682,046	1,594,747
Accumulated deficit	(5,976,345)	(408,421)
Accumulated other comprehensive income	(69,774)	-
Total KRTL Holding Group, Inc shareholders' equity	4,645,593	1,195,092
Noncontrolling interest	4,056,901	-
Total shareholders' equity	8,702,494	1,195,092
Total liabilities and shareholders' equity	$ 23,781,961	$ 1,608,138

See accompanying notes to the consolidated financial statements

KRTL Holding Group, Inc.
Consolidated Statements of Income
(Unaudited)

	Three Months Ended September 30, 2025	Three Months Ended September 30, 2024	Nine Months Ended September 30, 2025	Nine Months Ended September 30, 2024
Revenue	$ 1,815,781	$ 2,603,125	$ 1,912,056	$ 2,630,494
Cost of goods sold	750,459	-	750,459	-
Gross profit	1,065,322	2,603,125	1,161,597	2,630,494
Expenses:				
Consulting services	4,096,512	-	5,113,712	84,000
Selling and marketing	655,508	-	655,508	-
Depreciation	22,732	-	22,732	-
General and administrative costs	602,107	34,731	647,421	72,719
Total expenses	5,376,859	34,731	6,439,373	156,719
Income (loss) from operations	(4,311,537)	2,568,394	(5,277,776)	2,473,775
Other income (expenses):				
Interest	(11,129)	-	(11,129)	-
Realized loss on equity securities	(53,900)	-	(55,100)	-
Unrealized gain (loss) on equity securities	(1,026,251)	(1,143,681)	(480,684)	(954,968)
Total other income (expenses)	(1,091,280)	(1,143,681)	(546,913)	(954,968)
Net income (loss) before income taxes	(5,402,818)	1,424,713	(5,824,690)	1,518,807
Income tax provision (benefit)	(63,782)	245,000	(162,782)	245,000
Net income (loss)	(5,339,036)	1,179,713	(5,661,908)	1,273,807
Net loss attributable to noncontrolling interest	93,984		93,984	
Net loss attributable to KRTL Holding Corp.	$ (5,245,052)	$ 1,179,713	$ (5,567,924)	$ 1,273,807
Basic net income (loss) per share	$ (0.05)	$ 0.01	$ (0.06)	$ 0.02
Diluted income (loss) per share	$ (0.05)	$ 0.01	$ (0.06)	$ 0.01
Weighted average number of shares outstanding				
Basic	96,296,507	82,166,072	91,119,807	79,012,226
Diluted	96,296,507	216,075,542	91,119,807	212,921,696

See accompanying notes to the consolidated financial statements.

KRTL Holding Group, Inc.
Consolidated Statements of Changes in Shareholders' Equity
For the Nine Months Ended September 30, 2025 and the Years Ended December 31, 2024 and 2023
(Unaudited)

	Common Stock		Preferred Stock				Accumulated Other Comprehensive		
	Shares	Amount	Shares	Amount	Paid-in-Capital	Accumulated Deficit	Income	Noncontrolling Interest	Shareholders' Equity
Balance, December 31, 2022	73,916,072	$ 7,391	22	$ -	$ 1,381,122	$ (1,050,779)	$ -	$ -	$ 337,734
Stock-based compensation	250,000	25	-	-	6,225	-	-	-	6,250
Cancelation of shares	(2,500,000)	(250)	(8)	-	(24,750)	-	-	-	(25,000)
Net loss year ended December 31, 2023	-	-	-	-	-	(269,129)	-	-	(269,129)
Balance, December 31, 2023	71,666,072	7,166	14	-	1,362,597	(1,319,908)	-	-	49,855
Stock-based compensation	11,000,000	1,100	-	-	92,650	-	-	-	93,750
Sale of common and preferred shares	5,000,000	500	2	-	139,500	-	-	-	140,000
Net income year ended December 31, 2024	-	-	-	-	-	911,487	-	-	911,487
Balance, December 31, 2024	87,666,072	8,766	16	-	1,594,747	(408,421)	-	-	1,195,092
Net loss quarter ended March 31, 2025	-	-	-	-	-	(471,490)	-	-	(471,490)
Balance, March 31, 2025	87,666,072	8,766	16	-	1,594,747	(879,911)	-	-	723,602
Stock based compensation	7,000,000	700	-	-	797,300	-	-	-	798,000
Net income quarter ended June 30, 2025	-	-	-	-	-	148,618	-	-	148,618
Balance, June 30, 2025	94,666,072	9,466	16	-	2,392,047	(731,293)	-	-	1,670,220
Stock based compensation	-	-	4	-	4,790,000	-	-	-	4,790,000
Acquisition of Sigma	-	-	1	-	3,480,199	-	-	4,033,658	7,513,857
Warrant exercise	2,000,000	200	-	-	19,800	-	-	-	20,000
Foreign currency translation	-	-	-	-	-	-	(69,774)	(70,741)	(140,515)
Net loss quarter ended September 30, 2025	-	-	-	-	-	(5,245,052)	-	93,984	(5,151,068)
Balance, September 30, 2025	96,666,072	$ 9,666	21	$ -	$ 10,682,046	$ (5,976,345)	$ (69,774)	$ 4,056,901	$ 8,702,494

See accompanying notes to the consolidated financial statements.

KRTL Holding Group, Inc.
Consolidated Statements of Cash Flows
(Unaudited)

	Nine Months Ended September 30, 2025	Nine Months Ended September 30, 2024
Cash flows from operating activities:		
Net income (loss)	$ (5,661,908)	$ 1,273,807
Adjustment to reconcile net income (loss) to net cash used in operating activities:		
Exchange of equity securities for marketing expense	79,200	-
Realized loss on exchange of equity securities	55,100	-
Stock-based compensation	5,588,000	84,000
Depreciation	22,732	-
Foreign exchange differences	(449,533)	-
Non-cash revenue from the receipt of equity	(9,375)	(2,610,493)
Unrealized loss (gain) on investments	480,684	954,968
Changes in working capital items:		
Accounts receivable	(168,484)	-
Inventory	(1,642,649)	-
Investments	7,000	-
Accounts payable	629,389	-
Accrued expenses	74,571	(1)
Deposits	-	75,000
Income taxes payable	(671,341)	245,000
Net cash provided by (used in) operating activities	(1,666,614)	22,281
Cash flows from investing activities		
Purchase of SIGMA	988,365	-
Net cash provided by investing activities	988,365	-
Cash flows from financing activities:		
Loan proceeds	593,992	-
Proceeds from exercise of warrants	20,000	-
Related party loan	301,700	-
Net cash provided by financing activities	915,692	-
Net cash increase (decrease) for period	237,444	22,281
Cash at beginning of period	67,847	8,073
Cash at end of period	$ 305,291	$ 30,354
Supplemental disclosure of cash flow information:		
Cash paid during the period for:		
Income taxes	$ -	$ -
Interest	$ 11,129	$ -

See accompanying notes to the consolidated financial statements.

Note 1 – Organization of Business

KRTL Holding Group, Inc. (the "Company") was originally incorporated in the State of Utah on August 2, 1984, under the name Big Pony Gold, Inc. The Company underwent several name changes in connection with shifts in business direction, becoming Pan American Motorsports, Inc. in April 1998 and Queench, Inc. in November 2002. On December 31, 2021, the Company commenced a strategic transformation toward biotechnology and life sciences, with a focus on research and development of psychedelic-inspired medicines and advanced therapeutic solutions.

In March 2022, KRTL Biotech Inc. ("KRTL Biotech") merged with a newly formed, wholly owned subsidiary of Queench, Inc., with KRTL Biotech surviving the merger. Following this transaction, the Company rebranded as KRTL Holding Group, Inc. in July 2022 to reflect its updated strategy.

KRTL Holding Group, Inc. (OTC: KRTL) operates primarily through two wholly owned subsidiaries: KRTL Biotech, Inc. and KRTL International Corp.

- KRTL Biotech, Inc. conducts biotechnology activities, including product development and collaboration with cGMP-compliant manufacturers and ISO-certified laboratories.
- KRTL International Corp. provides global consulting, trade, and distribution services in biotechnology and agricultural technologies to support sustainable deployment in international markets.

Transaction with Industria Químico Farmacéutica Sigma Corp. S.R.L. ("SIGMA")

In 2025, through KRTL Biotech, the Company entered into a strategic combination with the sellers of SIGMA, a Bolivian pharmaceutical manufacturer. As part of this transaction, KRTL Biotech issued 490,000,000 shares to the SIGMA sellers, and the Company retained 510,000,000 shares of KRTL Biotech. The shareholders' agreement provides for an equal sharing of KRTL Biotech's profits between the Company and the SIGMA sellers. The board of KRTL Biotech is composed evenly of members designated by the Company and by the SIGMA sellers. In connection with the transaction, one share of KRTL Biotech Series A preferred stock was issued to SIGMA's chief executive officer; this share does not convey veto or other substantive blocking rights.

SIGMA continues to operate its pharmaceutical business in Bolivia, while KRTL Biotech manages United States activities. Based on the Company's majority ownership of the voting interests in KRTL Biotech and the absence of substantive participating rights held by the SIGMA sellers, management concluded that the Company retains control of KRTL Biotech. Accordingly, KRTL Biotech and its operations, including those associated with SIGMA, are consolidated in the Company's financial statements, and the SIGMA sellers' ownership is presented as a noncontrolling interest. See Note 11 - Business Combination and Noncontrolling Interests for additional details on the transaction structure and accounting.

Basis of Presentation

The accompanying consolidated financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America. The Company has a December 31 year end.

Note 2 – Summary of Significant Accounting Policies

Use of Estimates

In preparing financial statements in conformity with generally accepted accounting principles, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities, the 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. The most significant estimates relate to income tax valuation allowance, depreciation, inventory reserves, the fair market value of assets acquired and the valuation of warrants. On a continual basis, management reviews its estimates, utilizing currently available information, changes in facts and circumstances, historical experience, and reasonable assumptions. After such reviews, and if deemed appropriate, those estimates are adjusted accordingly. Actual results could differ from those estimates.

Cash and Cash Equivalents

The Company considers all highly liquid investments with maturities of three months or less to be cash equivalents. The Company has no cash equivalents. The Company has not maintained cash balances that exceed federally insured limits.

Revenue Recognition

In May 2014, the FASB issued ASU 2014-09, "Revenue from Contracts with Customers (Topic 606)." Topic 606 established that the Company recognize revenue using the following five-step model:

• Identification of the contract, or contracts, with a customer;
• Identification of the performance obligations in the contract;
• Determination of the transaction price;
• Allocation of the transaction price to the performance obligations in the contract; and
• Recognition of revenue when or as the Company satisfies a performance obligation.

Some contracts require the Company to perform services over a one-year period, a five-year period, or a ten-year period. In conjunction with these contracts, the Company has received payment for its services and has recorded current deferred revenue of $12,500 as of September 30, 2025 and December 31, 2024, and long-term deferred revenue of $22,708 and $32,083 as of September 30, 2025 and December 31, 2024, respectively.

Fair Value of Financial Instruments

Under the Fair Value Measurements Topic of the FASB Accounting Standards Codification, the Company bases its fair value on the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. It is the Company's policy to maximize the use of observable inputs and minimize the use of unobservable inputs when developing fair value measurements, in accordance with the fair value hierarchy. Fair value measurements for assets and liabilities where there exists limited or no observable market data and, therefore, are based primarily upon management's own estimates, are often calculated based on current pricing policy, the economic and competitive environment, the characteristics of the asset or liability and other such factors. Therefore, the results cannot be determined with precision and may not be realized in an actual sale or immediate settlement of the asset or liability. Additionally, there may be inherent weaknesses in any calculation technique, and changes in the underlying assumptions used, including discount rates and estimates of future cash flows, that could significantly affect the results of current or future values.

Impairment of long-lived assets

The Company periodically reviews its long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying amount of the assets may not be fully recoverable. The Company recognizes an impairment loss when the sum of expected undiscounted future cash flows is less than the carrying amount of the asset. The amount of impairment is measured as the difference between the asset's estimated fair value and its book value. During the three- and nine-month periods ended September 30, 2025 and 2024, the Company did not record any impairment losses.

Income Taxes

The Company accounts for income taxes using the asset and liability method in accordance with ASC 740, *Income Taxes*. Under this method, deferred tax assets and liabilities are recognized for the expected future tax consequences of temporary differences between the financial reporting bases and the tax bases of assets and liabilities, as well as for net operating loss and tax credit carryforwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the periods in which those temporary differences are expected to be recovered or settled.

The realization of deferred tax assets depends on the generation of future taxable income and the reversal of existing deferred tax liabilities. As of September 30, 2025, the Company determined that it was more likely than not that its deferred tax assets would not be realized and recorded a full valuation allowance to eliminate the deferred tax asset balance.

The Company evaluates its tax positions in accordance with the provisions of ASC 740-10 related to uncertain tax positions, using a two-step process. First, the Company determines whether it is more likely than not that a tax position will be sustained upon examination by the relevant tax authority based on its technical merits. Second, for tax positions meeting the more-likely-than-not threshold, the Company recognizes the largest amount of tax benefit that is more than 50% likely to be realized upon ultimate settlement.

Based on the Company's history of operating losses, management has concluded that there are no significant uncertain tax positions requiring recognition in the financial statements. The Company believes that all income tax positions taken would be sustained upon examination and does not anticipate any material changes to its financial position as a result of future tax audits.

Although the Company has not been subject to income taxation since inception, it may become subject to foreign, federal, state, and local income taxes in future periods. The Company is not currently under audit by any taxing authority.

Basic Income (Loss) Per Share

Basic income (loss) per share is calculated by dividing the Company's net income (loss) applicable to common shareholders by the weighted average number of common shares during the period. Diluted earnings per share is calculated by dividing the Company's net income available to common shareholders by the diluted weighted average number of shares outstanding during the fiscal period. The diluted weighted average number of shares outstanding is the basic weighted number of shares adjusted for any potentially dilutive debt or equity. As of September 30, 2025 and December 31, 2024, the Company had potentially dilutive equity securities outstanding, see Note 8 - Earnings (Loss) Per Common Share.

Recent Accounting Pronouncements

In March 2024, the FASB issued ASU 2024-03, Income Statement—Reporting Comprehensive Income (Topic 220): Disaggregation of Income Statement Expenses. This ASU requires public companies to provide additional disclosures on the nature and amount of certain expense line items, such as employee compensation, depreciation, and other costs, to improve transparency of operating results. The standard is effective for fiscal years beginning after December 15, 2026, with early adoption permitted. The Company is currently evaluating the impact of the standard on its future financial statement disclosures.

In January 2024, the FASB issued ASU 2024-01, Compensation—Stock Compensation (Topic 718): Scope Application of Profits Interest and Similar Awards. This ASU includes illustrative examples to clarify when profits interest awards or similar arrangements should be accounted for under ASC 718. The standard is effective for public companies for fiscal years beginning after December 15, 2024. The Company is evaluating the applicability of this guidance to any future equity-based compensation arrangements.

Management does not believe that any recently issued, but not yet effective, accounting standards could have a material effect on the accompanying financial statements. As new accounting pronouncements are issued, the Company will adopt those that are applicable under the circumstances.

Note 3 – Going Concern Matters and Realization of Assets

The accompanying financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities in the ordinary course of business. However, the Company has limited working capital, an accumulated deficit, is not generating positive cash flow from operating activities in recent years. The Company believes that its existing cash resources may not be sufficient to fund its working capital requirements.

The Company may not be able to raise sufficient additional debt, equity, or other cash on acceptable terms, if at all. Failure to generate sufficient revenues, raise sufficient funds, or achieve certain other business objectives could have a material adverse effect on the Company's results of operations, cash flows and financial position, including its ability to continue as a going concern, and may require it to significantly reduce, reorganize, discontinue, or shut down its operations. These conditions raise substantial doubt about the Company's ability to continue as a going concern. Accordingly, the Company's management has concluded that there is substantial doubt about the Company's ability to continue as a going concern within one year after the issuance date of these financial statements. There can be no assurance that the Company will be able to achieve its business plan objectives or be able to achieve or maintain cash-flow-positive operating results. If the Company is unable to generate adequate funds from operations or raise sufficient additional funds, the Company may not be able to continue to operate its business network, respond to competitive pressures or fund its operations.

The financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts or amounts and classification of liabilities that might be necessary should the Company be unable to continue in its existence.

Management's plans include the pursuit of financing from known lenders, family members and business friends.

Note 4 – Inventory

Inventories are stated at the lower of cost and net realizable value under ASC 330. Sigma's functional currency is the Bolivian boliviano (BOB). For consolidation, Sigma amounts are translated to U.S. dollars at the period-end spot rate

(BOB 6.7791661 per USD as of September 30, 2025). Translation adjustments are recorded in other comprehensive income in accordance with ASC 830.

Inventory composition as of September 30, 2025 (USD)

Inventory in Bolivia		
Raw materials	$	3,949,422
Work in process		494,732
Finished goods		2,618,354
Other inventories		787,585
Total inventory in Bolivia		7,850,093
Inventory in the US		
Finished goods		135,750
Total Inventory	$	7,985,843

Note 5 – Income Taxes

As of September 30, 2025 and December 31, 2024, the Company had no material unrecognized tax benefits. The Company does not anticipate any significant increases or decreases in unrecognized tax benefits within the next twelve months. No interest or penalties related to unrecognized tax benefits were accrued or recorded during the three- and nine-month periods ended September 30, 2025 or 2024.

The Company is subject to U.S. federal income tax and income taxes in various state jurisdictions. For the nine months ended September 30, 2025, the Company recorded an income tax benefit 162,782, consisting of a U.S. benefit of $99,000, and a Bolivian benefit of $63,782. No U.S. income tax expense was recorded for the three months ended September 30, 2025. For the three- and nine-month periods ended September 30, 2024, the Company recorded income tax expense of $245,000.

Note 6 – Stockholders' Equity

The Company is authorized to issue up to 1,000,000,000 shares of common stock, par value $0.0001 per share, and 22 shares of preferred stock, par value $0.001 per share. As of September 30, 2025 and December 31, 2024, there were 96,666,072 and 87,666,072 shares of common stock issued and outstanding, respectively. Additionally, as of September 30, 2025 and December 31, 2024, there were 19 and 14 shares of Special 2021 Series A Preferred Stock ("Series A Preferred"), respectively, and 2 shares of Special 2021 Series B Preferred Stock ("Series B Preferred") issued and outstanding.

In November 2024, the Company sold an aggregate of 5,000,000 shares of common stock, 1 share of Series A Preferred Stock, and 1 share of Series B Preferred Stock to a single accredited investor for total cash proceeds of $140,000. Based on the Company's then-prevailing common stock trading price of $0.0115 per share, the transaction represented an approximate 37% discount relative to market value for the restricted common and preferred shares issued.

In March 2024, the Company issued an aggregate of 10,500,000 shares of common stock, valued at $84,000, as compensation to its two officers, its corporate attorney, and an accountant. The related compensation expense was earned and recognized in the quarter ended March 31, 2024.

In June 2025, the Company issued an aggregate of 7,000,000 shares of common stock, valued at $798,000, as compensation to its two officers, its corporate attorney, a contractor and an employee. The related compensation expense was earned and recognized in the quarter ended June 30, 2025.

On July 17, 2025, warrants were exercised at a price of $0.01 per share and the Company issued 2,000,000 shares of its common stock and received proceeds of $20,000.

In September 2025, 4 shares of Series A Preferred were issued for services rendered and the Company recorded compensation expense of $3,992,000 in conjunction with the issuance.

All stock-based compensation is recorded as a component of consulting services.

Series A Preferred Stock

Each share of Series A Preferred entitles the holder to 60% of all votes entitled to be cast at any meeting of the Company's stockholders, regardless of the number of shares outstanding. Each share of Series A Preferred is convertible, at the holder's option, into 10,000,000 shares of common stock. The conversion right may be exercised at any time at the election of the holder, but conversion is not mandatory. Holders of Series A Preferred are not entitled to dividends and do not participate in any distributions upon the liquidation, dissolution, or winding up of the Company.

Series B Preferred Stock

Holders of Series B Preferred Stock have no voting rights and are not entitled to dividends or any distributions upon liquidation or dissolution of the Company. Each share of Series B Preferred is convertible, at the holder's option, into a number of shares of common stock representing 4.99% of the Company's total outstanding common shares at the time of conversion. The conversion right may be exercised at any time at the discretion of the holder.

Warrants

The table below presents the warrants outstanding and exercisable with summary data as to the exercise price per share and the average exercise price.

Range of Exercise Prices	Warants Outstanding Number Outstanding	Weighted-Average Remaining Contractual Life (Years)	Weighted-Average Exercise Price	Warrants Exercisable Number Outstanding	Weighted-Average Exercise Price
As of Septemeber 30, 2025					
$0.01 - $0.03	2,500,000	1.74	$ 0.019	2,500,000	$ 0.019
As of December 31, 2024	4,500,000	1.63	$ 0.015	4,500,000	$ 0.015
$0.01 - $0.02					

	Number of Shares	Exercise Price Per Share	Average Exercise Price
Warrants outstanding December 31, 2022	4,300,000	$0.01 - $0.02	$ 0.014
Issued during the year ended December 31, 2023	-	-	$ -
Exercised/canceled during the year ended December 31, 2023	-	-	$ -
Warrants outstanding December 31, 2023	4,300,000	$0.01 - $0.02	$ 0.019
Issued during the year ended December 31, 2024	200,000	$0.03	$ 0.030
Exercised/canceled during the year ended December 31, 2024	-	-	$ -
Warrants outstanding December 31, 2024	4,500,000	$0.01 - $0.03	$ 0.015
Exercised/canceled during the nine months ended September 30, 2025	(2,000,000)	$0.01	$ 0.010
Warrants outstanding September 30, 2025	2,500,000	$0.01 - $0.03	$ 0.019
Warrants exercisable, September 30, 2025	2,500,000	$0.01 - $0.03	$ 0.019

Note 7 – Fair Value

The Fair Value Measurements Topic of the FASB Accounting Standards Codification establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to measurements involving significant unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are as follows:

- Level 1: inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the company has the ability to access at the measurement date.
- Level 2: inputs are inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.
- Level 3: inputs are unobservable inputs for the asset or liability.

Financial assets measured at fair value on a recurring basis are summarized below as of September 30, 2025 and December 31, 2024.

	Level 1	Level 2	Level 3	Total
September 30, 2025				
Equity securities at fair value	$ —	$ 913,807	$ —	$ 913,807
December 31, 2024				
Equity securities at fair value	$ —	$ 1,535,791	$ —	$ 1,535,791

Under the Fair Value Measurements Topic of the FASB Accounting Standards Codification, we base fair value on the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. It is our policy to maximize the use of observable inputs and minimize the use of unobservable inputs when developing fair value measurements, in accordance with the fair value hierarchy. Fair value measurements for assets and liabilities where there exists limited or no observable market data and, therefore, are based primarily upon management's own estimates, are often calculated based on current pricing policy, the economic and competitive environment, the characteristics of the asset or liability and other such factors. Therefore, the results cannot be determined with precision and may not be realized in an actual sale or immediate settlement of the asset or liability. Additionally, there may be inherent weaknesses in any calculation technique, and changes in the underlying assumptions used, including discount rates and estimates of future cash flows that could significantly affect the results of current or future value.

Note 8 – Earnings (Loss) Per Common Share

Earnings (loss) per common share data for the three- and nine-month periods ended September 30, 2025, and 2024 were computed as follows:

	Three Months Ended September 30, 2025	Three Months Ended September 30, 2024	Nine Months Ended September 30, 2025	Nine Months Ended September 30, 2024
Net income (loss) attributable to common stockholders - basic	$ (5,245,052)	$ 1,179,713	$ (5,567,924)	$ 1,273,807
Adjustments to net income	-	-	-	-
Net income (loss) attributable to common stockholders - diluted	$ (5,245,052)	$ 1,179,713	$ (5,567,924)	$ 1,273,807
Weighted average common shares outstanding - basic	96,296,507	82,166,072	91,119,807	79,012,226
Effect of dilutive securities	-	133,909,470	-	133,909,470
Weighted average common shares outstanding - diluted	96,296,507	216,075,542	91,119,807	212,921,696
Earnings (loss) per share - basic	$ (0.05)	$ 0.01	$ (0.06)	$ 0.02
Earnings (loss) per share - diluted	$ (0.05)	$ 0.01	$ (0.06)	$ 0.01

In the three- and nine-month periods ended September 30, 2025, convertible preferred stock and warrants convertible into approximately 201,740,000 shares of common stock, were excluded in the diluted earnings per share calculation because they were antidilutive.

Note 9 – Related Party Transactions

As of September 30, 2025 and December 31, 2024, the Company owes $264,676 to related parties for securities transferred to the Company that are recorded as an asset on the Company's balance sheet. During the nine-month period ended September 30, 2025, the two officers of the Company received an aggregate of 4,000,000 shares of common stock, valued at $456,000, as compensation for services rendered. During the three month period ended March 31, 2024, the two officers of the Company received an aggregate of 5,000,000 shares of common stock, valued at $40,000, as compensation for services rendered. The Company's Chief Executive Officer also received 2 Series A Preferred shares in September 2025 as payment for services and travel expenses, valued at $1,996,000.

The Company recorded a related party loan of $301,700 as of September 30, 2025 to reflect monies lent to the Company by the President of its subsidiary, KRTL Biotech Inc. The loan has no set maturity date and is not interest bearing. He also received 2 Series A Preferred shares in September 2025 as payment for services and travel expenses, valued at $1,996,000.

Note 10 – Investments

The Company accounts for its investments in equity securities under ASC 321, *Investments – Equity Securities*. These investments are measured at fair value with changes in fair value recognized in the income statement. The Company monitors each investment for observable price changes in orderly transactions.

Equity Securities Received for Services

- **Diamond Lake Minerals Inc. (OTC: DLMI):**
  On August 1, 2024, the Company received 200,000 shares of Diamond Lake Minerals Inc. ("DLMI") in connection with a consulting engagement and recognized non-cash revenue of $2,600,000. The shares were valued at $1,332,000 as of December 31, 2024. Effective June 10, 2025, the Company paid a marketing consultant 20,000 shares of DLMI, valued at $79,200, and recognized a realized loss on the transaction of $1,200. The 180,000 remaining shares of DLMI are valued at $889,200 as of September 30, 2025 and the corresponding increase in value of the DLMI shares was recorded as a component of the unrealized gain on equity securities for the three- and nine-month periods ended September 30, 2025.
- **Quantum International Inc. (OTC: QUAN):**
  During the year ended December 31, 2023, the Company received 50,000 shares of Quantum International Inc., valued at $3,450, for consulting services. As of September 30, 2025 and December 31, 2024, the shares were valued at $3,803 and $3,245, respectively. The change in fair value has been included in the unrealized gain on equity securities in the income statement.
- **IDGlobal Corp. (OTC: IDGC):**
  In 2023, the Company received 134,200,000 shares of IDGlobal Corp. for services under a one-year consulting agreement, valued at $13,420. The Company also purchased 165,000,000 shares for $8,260 in cash. As of September 30, 2025 and December 31, 2024, the Company owned 299,200,000 shares of IDGC, valued at $299 at both dates. There was no change in the fair value of the Company's investment in IDGC between September 30, 2025 and December 31, 2024.

- **Agri-Dynamics, Inc. (OTC: AGDY):**
In 2023, the Company received 5,000,000 shares, valued at $50,000, under a five-year consulting agreement. In 2022, the Company received an additional 16,000,000 shares, valued at $160,000, for marketing and consulting services related to a hemp farming project. The Company sold 25,000,000 shares of AGDY in the third quarter of 2025 for proceeds of $7,000 and recorded a loss of 53,900. As of September 30, 2025 and December 31, 2024, the shares were valued at $19,275 and $74,100, respectively. The change in fair value of the remaining 7,500,000 shares has been included in the unrealized gain on equity securities in the income statement.

- **Mesa Home Resources Inc. (OTC: MHRE):**
Upon the completion of the merger of KRTL Biotech Inc. into a Company subsidiary, the Company received 1,000,000 shares of Mesa Home Resources Inc., valued at $46,500. In 2023, the Company received an additional 11,308,401 shares, valued at $269,163. The total $269,163 was recorded as a payable, of which $264,376 was due to Company officers. As of September 30, 2025 and December 31, 2024, the Company held 12,308,401 shares, valued at $1,231 and $119,391, respectively. The change in fair value has been included in the unrealized loss on equity securities in the income statement.

As of September 30, 2025 and December 31, 2024, the total fair value of all equity securities was $913,807 and $1,535,791, respectively, consisting of the following:

	September 30, 2025		December 31, 2024	
Diamond Lake Minerals Inc.	$	889,200	$	1,332,000
Agri-Dynamics, Inc.		19,275	$	74,100
Mesa Home Resources Inc.		1,231	$	119,391
ID Global Corp.		299	$	299
Quantum International Inc.		3,802	$	10,000
Total fair value of equity securities	$	913,807	$	1,535,791

For the three months ended September 30, 2025 and 2024, the Company recorded an unrealized loss on equity securities of $1,026,251 and $1,143,681, respectively. For the nine months ended September 30, 2025 and 2024, the Company recorded an unrealized loss on equity securities of $480,684 and $954,968, respectively. All changes in fair value were recognized in the income statement in accordance with ASC 321.

Note 11 – Business Combination and Noncontrolling Interests

Overview of the Sigma transaction

On September 2, 2025, through its wholly owned subsidiary KRTL Biotech, Inc. (KRTL Biotech), KRTL Holding Group, Inc. entered into a strategic combination with SIGMA, a Bolivian pharmaceutical manufacturer. As consideration, KRTL Biotech issued 490,000,000 of its shares to the SIGMA sellers. Following the issuance, KRTL Holding Group retained 510,000,000 KRTL Biotech shares. A shareholders' agreement provides for a 50 percent and 50 percent sharing of KRTL Biotech's profits between KRTL Holding Group and the Sigma sellers. The board of KRTL Biotech is composed evenly of designees of KRTL Holding Group and of the SIGMA sellers. One share of KRTL Biotech Series A preferred stock was issued to Sigma's chief executive officer; this share does not convey veto or other substantive blocking rights.

Basis of presentation and consolidation conclusion

Management evaluated the rights of the parties and determined that KRTL Holding Group controls KRTL Biotech because it holds the majority of KRTL Biotech's voting interests and the SIGMA sellers do not possess substantive participating or blocking rights. Accordingly, KRTL Biotech is consolidated, and the SIGMA sellers' ownership interest in KRTL Biotech is presented as a noncontrolling interest. The operating results of SIGMA are included in the Company's consolidated financial statements beginning on the acquisition date.

Accounting for the transaction

The transaction is accounted for as a business combination under ASC 805, with KRTL Biotech as the accounting acquirer and SIGMA as the accounting acquiree. Because KRTL Biotech's shares are not publicly traded and there were no recent third-party equity transactions in KRTL Biotech to provide an observable price, the fair value of the consideration transferred was measured by reference to the fair value of Sigma as the more reliably measurable input (ASC 805-30-30-7). Management estimated SIGMA's fair value primarily using an income approach, corroborated where applicable by market multiples for comparable pharmaceutical manufacturers. Preliminary purchase price allocation

The following table summarizes the preliminary allocation of the consideration transferred to the assets acquired and liabilities assumed. These amounts are provisional and subject to change during the measurement period as additional information is obtained about facts and circumstances that existed as of the acquisition date.

Preliminary purchase price allocation (provisional)
Amounts below reflect acquisition-date fair values and are subject to measurement-period adjustments.

Cash and Cash Equivalents	$	988,366
Accounts Receivable		8,612,214
Inventories		6,343,194
Fixed Assets		4,460,391
Other Assets		1,586,323
Total identifiable assets		21,990,488
Accounts Payable		8,708,560
Statutory payables		50,653
Taxes Payable		1,696,495
Provisions		40,104
Long-term liabilities		3,251,672
Total liabilities assumed		13,747,484
Net identifiable assets acquired	$	8,243,004

Measurement period

The allocation of the purchase price is preliminary and may be revised during the measurement period, which will not exceed one year from the acquisition date. Adjustments to the provisional amounts may result from final valuations of tangible and intangible assets, liabilities assumed, and income tax matters. Any measurement period adjustments will be recognized in the period they are determined.

Noncontrolling interests

At the acquisition date, the noncontrolling interest in KRTL Biotech held by the SIGMA sellers was measured at fair value in accordance with ASC 805 and recorded within equity. Subsequent to the acquisition date, the noncontrolling interest is adjusted for its proportionate share of KRTL Biotech's net income or loss and for any dividends or distributions. The Company attributes to the noncontrolling interest its share of consolidated net income or loss, which is presented separately in the consolidated statements of operations.

Note 12 – Property and Equipment

Property and equipment at September 30, 2025 consisted of the following:

Property and equipment	
Land	$ 194,599
Buildings	1,075,066
Furniture and fixtures	123,346
Vehicles	54,173
Computer equipment	86,403
Office equipment	21,164
Machinery and equipment	1,615,672
Tools and utensils	94,169
Laboratory equipment	478,121
Molds and dies	14,279
Equipment and installations	2,890,663
Library	6,428
Total property and equipment	6,654,083
Less accumulated depreciation:	
Buildings	45,714
Furniture and fixtures	73,860
Vehicles	7,223
Computer equipment	57,981
Office equipment	8,885
Machinery and equipment	956,522
Tools and utensils	70,178
Laboratory equipment	299,161
Molds and dies	6,717
Equipment and installations	564,540
Total accumulated depreciation	2,090,781
Property and equipment, net	$ 4,563,302

Property and equipment relates primarily to the Company's manufacturing operations in Bolivia and has been translated into U.S. dollars using the exchange rate in effect at September 30, 2025.

Note 13 – Non-Current Liabilities

Non-current liabilities as of September 30, 2025 consisted of the following:

Loans from third parties	$ 116,172
Bank loans	3,039,793
Provision for employee termination benefit	689,699
	$ 3,845,664

Loans from third parties are to assist with financing plant construction. Bank loans correspond to all loans held within the Bolivian financial system, each with interest rates ranging between 0.5% and 6% annually (Banco Unión), 6% (Banco Económico), and between 6% and 10% (Banco Ganadero). The provision for employee termination benefits accounts for obligations to employees based on their length of service. The provision has been calculated as follows: Each year, one month's salary is provisioned per worker, and the total is accumulated based on pending payment time. Every five years, by law, employees may request a *quinquenio* (five-year service benefit), which is consolidated and paid when requested.

Note 14 – Subsequent Events

The Company evaluated all subsequent events through the date this report was issued.

In October 2025, the Company issued 200,000 shares of the Company's common stock as compensation to third-party consultants. The Company received no cash proceeds from the stock issuance.

There were no other material subsequent events that required recognition or additional disclosure in these financial statements.

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, Cesar Herrera certify that:

1. I have reviewed this Disclosure Statement for KRTL Holding Group, 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.

11/14/2025 [Date]

/s/ Cesar Herrera [CEO's Signature]

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

Principal Financial Officer:

I, Mario Hernandez certify that:

1. I have reviewed this Disclosure Statement for KRTL Holding Group, 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.

11/14/2025 [Date]

/s/ Mario Hernandez [CFO's Signature]

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