MedX Holdings, Inc.

Amendment to Quarterly Report - Quarterly Report 9-30-2025 for 09/30/2025 originally published through the OTC Disclosure & News Service on 11/13/2025

Explanatory Note:
Transfer Agent Correction

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

MEDX Holdings, Inc.

5330 Menchaca Road, Ste A
Austin, TX 78745

(512) 400-1420
www.dazedinc.com
hans@dazedinc.com
SIC: 6552

Quarterly Report

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

Outstanding Shares

The number of shares outstanding of our common stock was:

690,499,016 as of September 30, 2025

690,499,016 as of December 31, 2024

Shell Status

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

Yes [ ] No [X]

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

Yes [ ] No [X]

Change of Control

Indicate by check mark whether a Change in Control[4] of the company has occurred over this reporting period:

Yes [ ] No [X]

[4] 'Change of 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 13(d)-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 any names used by predecessor entities, along with the dates of the name changes.

MEDX Holdings, Inc. from 12/15/2015

Current State and Date of Incorporation or Registration	Redomiciled in Wyoming on December 28, 2015
Standing in this Jurisdiction: (eg. active, default, inactive)	Active

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

Cantor Group, Inc as of 08/12/2015, incorporated in Delaware
Disaboom Inc as of 11/12/2006, incorporated in Delaware
Disaboo, Inc. as of 09/05/2006, incorporated in Delaware

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

None

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

None

Address of the issuer's principal executive office:

5330 Menchaca Road, Ste A, Austin, TX 78745

Address of the issuer's principal place of business:
[X] *Check box 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 [X] Yes [ ] If Yes, provide additional details below:

n/a

2. **Security Information**

Transfer Agent

Name: Colonial Stock Transfer Company, Inc.
Phone: (801) 355-5740
Email dancarter@colonialstock.com
Address: 7840 S 700 E, Sandy, Utah 84070

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:	MEDH		
Exact title and class of securities outstanding:	Common Stock		
CUSIP:	58403T107		
Par or stated value:	$0.001		
Total shares authorized:	2,000,000,000	as of date	9/30/2025
Total shares outstanding:	690,499,016	as of date	9/30/2025
Total number of shareholders of record:	233	as of date	9/30/2025

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

n/a

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). Use the fields below to provide the information, as applicable, for all other authorized or outstanding equity securities.

Exact title and class of securities outstanding:	Preferred stock Series A		
CUSIP:	n/a		
Par or stated value:	$0.001		
Total shares authorized:	5,000,000	as of date	9/30/2025
Total shares outstanding:	400,000	as of date	9/30/2025
Total number of shareholders of record (if applicable):	8	as of date	9/30/2025

Exact title and class of securities outstanding:	Preferred stock Series B		
CUSIP:	n/a		
Par or stated value:	$0.001		
Total shares authorized:	5,000,000	as of date	9/30/2025
Total shares outstanding:	5,000,000	as of date	9/30/2025
Total number of shareholders of record (if applicable):	1	as of date	9/30/2025

Exact title and class of securities outstanding:	Preferred stock Series C		
CUSIP:	n/a		
Par or stated value:	$0.01		
Total shares authorized:	10,000,000	as of date	9/30/2025
Total shares outstanding:	50,000	as of date	9/30/2025
Total number of shareholders of record (if applicable):	1	as of date	9/30/2025

Exact title and class of securities outstanding:	Preferred stock Series D		
CUSIP:	n/a		
Par or stated value:	$0.0001		
Total shares authorized:	60,000,000	as of date	9/30/2025
Total shares outstanding:	60,000,000	as of date	9/30/2025
Total number of shareholders of record (if applicable):	1	as of date	9/30/2025

Exact title and class of securities outstanding:	Preferred stock Series E		
CUSIP:	n/a		
Par or stated value:	$0.25		
Total shares authorized:	10,000,000	as of date	9/30/2025
Total shares outstanding:	10,000,000	as of date	9/30/2025
Total number of shareholders of record (if applicable):	1	as of date	9/30/2025

Exact title and class of securities outstanding:	Preferred stock Series F		
CUSIP:	n/a		
Par or stated value:	$0.25		
Total shares authorized:	10,000,000	as of date	9/30/2025
Total shares outstanding:	10,000,000	as of date	9/30/2025
Total number of shareholders of record (if applicable):	1	as of date	9/30/2025

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

n/a

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 stock has voting rights of one vote per share of common stock. There are no dividend or preemption rights.

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

   Preferred Stock Series A: No dividend right, no liquidation preference, no voting rights, each preferred share convertible into two shares of common stock.

   Preferred Stock Series B: No dividend right, no liquidation preference, no voting rights, each preferred share convertible into ten (10) shares of common stock.

   Preferred Stock Series C: No dividend right, no liquidation preference, each preferred share votes equivalent of one hundred (100) shares of common stock, each preferred share convertible into one share of common stock.

   Preferred Stock Series D: No dividend right, no liquidation preference, each preferred share votes equivalent of ten (10) shares of common stock, each preferred share convertible into ten (10) shares of common stock.

   Preferred Stock Series E: No dividend right, no liquidation preference, no voting rights, each preferred share convertible into ten (10) shares of common stock.

   Preferred Stock Series F: No dividend right, no liquidation preference, no voting rights, each preferred share convertible into ten (10) shares of common stock.

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 aquire such securities, issued for services. Using the tabular format below, please descibe 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: ☒

Shares Outstanding as of the Second Most Recent Fiscal Year End Date: 12/31/2022 Opening balance: Common: 690,499,016 Preferred: 84,000,000			*Right-click the rows below and select 'insert' to add rows as needed						
Date of Transaction	**Transaction Type (eg. new issuance, cancellation, shares returned to treasury)**	**Number of Shares Issued (or Cancelled)**	**Class of Securities**	**Value of Shares Issued ($/share) at issuance**	**Were the shares issued at discount to market price at time of issuance (Y/N)**	**Individual / Entity shares were issued to (entities must have individual with voting / investment control disclosed)**	**Reason for share issuance (eg. for cash or debt conversion) -OR- Nature of Services Provided**	**Restricted or Unrestricted as of this filing**	**Exemption or Registration Type**
2/14/2025	New Issuance	1,450,000	Preferred Series B	$0.001	N	Hans Enriquez	Employment	Restricted	n/a
2/14/2025	Cancellation,	(5,000,000)	Preferred Series B	$0.001	N	Hans Enriquez	Return to Company	Restricted	n/a
2/14/2025	New Issuance	5,000,000	Preferred Series B	$0.001	N	Monica Enriquez	Employment	Restricted	n/a
2/14/2025	Cancellation,	(25,000,000)	Preferred Series D	$0.0001	N	Hans Enriquez	Return to Company	Restricted	n/a
2/14/2025	New Issuance	20,000,000	Preferred Series D	$0.0001	N	Rajan Bhakta	Employment	Restricted	n/a
2/14/2025	New Issuance	5,000,000	Preferred Series D	$0.0001	N	Nicholas Mortillaro	Employment	Restricted	n/a
2/14/2025	Cancellation,	(9,100,000)	Preferred Series F	$0.25	N	Hans Enriquez	Return to Company	Restricted	n/a
2/14/2025	New Issuance	40,000	Preferred Series F	$1.02	N	Stefano Alianelli	Debt Conversion	Restricted	n/a
2/14/2025	New Issuance	10,000	Preferred Series F	$1.00	N	Robert Brown	Debt Conversion	Restricted	n/a
2/14/2025	New Issuance	250,000	Preferred Series F	$0.25	N	Vinodkumar Bhakta	Consulting	Restricted	n/a
2/14/2025	New Issuance	80,000	Preferred Series F	$0.25	N	Samir Bhakta	Consulting/ Debt Conversion	Restricted	n/a
2/14/2025	New Issuance	100,000	Preferred Series F	$0.25	N	Patti O'Brian	Director's Compensation	Restricted	n/a
2/14/2025	New Issuance	250,000	Preferred Series F	$0.25	N	John Enriquez	Consulting	Restricted	n/a
2/14/2025	New Issuance	50,000	Preferred Series F	$0.18	N	John De Angelis	Debt Conversion	Restricted	n/a

2/14/2025	New Issuance	50,000	Preferred Series F	$0.18	N	Janine De Angelis	Debt Conversion	Restricted	n/a
2/14/2025	New Issuance	5,000	Preferred Series F	$0.25	N	Humberto Garcia	Consulting	Restricted	n/a
2/14/2025	New Issuance	100,000	Preferred Series F	$0.25	N	Harold Rosenberg	Consulting	Restricted	n/a
2/14/2025	New Issuance	15,000	Preferred Series F	$0.25	N	Gabriel Ortiz	Consulting	Restricted	n/a
2/14/2025	New Issuance	15,000	Preferred Series F	$0.25	N	Derek Harrison	Consulting	Restricted	n/a
2/14/2025	New Issuance	100,000	Preferred Series F	$0.25	N	Daphne Vonal	Employment	Restricted	n/a
2/14/2025	New Issuance	25,000	Preferred Series F	$0.25	N	Colin Scheafnocker	Consulting	Restricted	n/a
2/14/2025	New Issuance	25,000	Preferred Series F	$0.25	N	Claire Rudy	Employment	Restricted	n/a
2/14/2025	New Issuance	2,250,000	Preferred Series F	$0.25	N	Christine Perez	Employment	Restricted	n/a
2/14/2025	New Issuance	100,000	Preferred Series F	$0.25	N	Nick Thornton	Consulting	Restricted	n/a
2/14/2025	New Issuance	5,000,000	Preferred Series F	$0.25	N	Zach Hernandez	Employment	Restricted	n/a
2/14/2025	New Issuance	100,000	Preferred Series F	$0.25	N	Roberto Muller	Consulting	Restricted	n/a
2/14/2025	New Issuance	15,000	Preferred Series F	$0.25	N	Daniel McNeese	Consulting	Restricted	n/a
2/14/2025	New Issuance	250,000	Preferred Series F	$0.25	N	Norman D Holveck	Consulting	Restricted	n/a
2/14/2025	New Issuance	250,000	Preferred Series F	$0.25	N	Nick Hamilton	Consulting	Restricted	n/a
2/14/2025	New Issuance	20,000	Preferred Series F	$0.25	N	Stephanie Buie	Employment	Restricted	n/a
Shares Outstanding as of Date of This Report Date: 9/30/2025 Ending balance: Common: 690,499,016 Preferred: 85,450,000									

***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.*

N/a

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 ($)	Outstanding Balance ($) (including accrued interest)	Maturity Date	Conversion terms (eg. pricing mechanism for determining	# Shares Converted to Date	# Potential Shares to be Issued Upon Conversion[5]	Name of Noteholder (entities must have individuals with voting / investment control disclosed)	Reason for Issuance (eg. Services, Loan, etc.)
1/29/2024	$ 179,980	$ 185,122	12/29/2025	$0.001 per share	-	185,122,340	Nicholas Mortillaro	Convertible Bridge Loan
Total Outstanding Balance		**$ 185,122**		**Total Shares**	**-**	**185,122,340**		

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

n/a

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 and its wholly owned subsidiaries, specifically Dazed Inc. is the parent company of the Lazydaze +Coffeeshop, brands, franchises, systems and services. The Company's mission is to offer best-in-class products and hospitality experiences. The Company's goal is to empower entrepreneurs and communities by supporting, building and developing a successful portfolio of licensed and franchised brands.

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

Subsidiaries: Dazed, Inc., Smart Brand Digital LLC, Counterculture Brands, Inc., Craft Herbs LLC, LazyDaze ABQ LLC.

C. Describe the issuers' principal products or services.

Lazydaze +Coffeeshop, brands, franchises, systems and services

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.

[5] 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.

Corporate office: MedX Holdings, Inc., 1621 Central Avenue, Cheyenne, WY 82001

6. **All Officers, Directors, and Control Persons of the Company**

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

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

The goal of this section is to provide 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.

Individual Name (first, last) or **Entity Name** (include names of control person(s) if corporate entity)	**Position/Company Affiliation** (eg. CEO, 5% control person)	**City and State** (include country if outside the US)	**Number of Shares Owned** (List common, preferred, options, warrants separately)	**Class of Shares Owned**	**Percentage of Class of Shares Outstanding** (undiluted)
Monica Enriquez	Consultant	Austin, TX	5,000,000	Series B Preferred	100.0%
Hans Enriquez	Director/CEO/CFO	Austin, TX	50,000	Series C Preferred	100.0%
Hans Enriquez	Director/CEO/CFO	Austin, TX	35,000,000	Series D Preferred	58.3%
Hans Enriquez	Director/CEO/CFO	Austin, TX	10,000,000	Series E Preferred	100.0%
Hans Enriquez	Director/CEO/CFO	Austin, TX	900,000	Series F Preferred	9.0%

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);

   n/a

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;

   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

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

8. Third Party Providers

Provide the name, address, telephone number and email address 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 Leinwand
Firm:	Jonathan Leinwand, Esq.
Address1:	18305 Biscayne Blvd, Suite 200, Aventura, FL 33160
Phone:	(954) 903-7856
Email:	jonathan@jdlpa.com

9. Financial Statements

A. This disclosure statement was prepared by (name of individual):

Name:	Hans Enriquez
Title:	CEO
Relationship to Issuer:	CEO

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

	IFRS
X	US GAAP

C. The following financial statements were prepared by (name of individual)[6]:

Name: Hans Enriquez
Title: CEO
Relationship to Issuer: CEO
Describe the qualifications of the person or persons who prepared the financial statements:
Hans Enriquez has experience of operating and managing public companies and the relevant experience to compile accurate financial statements with relevant disclosures.

Provide the following qualifying financial statements:

- Audit Letter, if audited.
- Balance Sheet;
- Statement of Income;
- Statement of Cash Flows;
- Statement of Retained Earnings (Statement of Changes in Stockholders' Equity); and
- 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.

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

10. **Issuer Certification**

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:

Principal Executive Officer

I, Hans Enriquez, certify that:

1. I have reviewed this Disclosure Statement of MEDX Holdings, Inc.;

2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and

3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

11/17/2025

/s/ Hans Enriquez (CEO's Signature)

Principal Financial Officer

I, Hans Enriquez, certify that:

1. I have reviewed this Disclosure Statement of MEDX Holdings, Inc.;

2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and

3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

11/17/2025

/s/ Hans Enriquez (CFO's Signature)

MEDX HOLDINGS, INC.
(MEDH)

QUARTERLY REPORT
FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2025 AND 2024

November 17, 2025

5330 Menchaca Road, Ste A
Austin
TX 78745

MEDX HOLDINGS, INC.
QUARTERLY REPORT
FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2025 AND 2024
(Unaudited)

Index

MEDX HOLDINGS, INC.
Condensed Consolidated Unaudited
Balance Sheet

	Notes	As at September 30, 2025	As at December 31, 2024
ASSETS			
Current assets			
Cash and cash equivalents	2	$ 12,028	$ 15,891
Accounts receivable, net	2	12,265	2,010
Inventory		35,428	80,000
Deposits & prepayments		93,528	36,295
Total current assets		153,249	134,197
Fixed assets			
Property, plant & equipment	6	72,082	54,303
Leasehold improvements	6	48,638	48,941
Accumulated depreciation	6	(52,615)	(47,609)
Goodwill	7	10,650,404	10,650,404
Other intangible assets	7	-	7,812
Accumulated amortization	7	-	(7,812)
TOTAL ASSETS		$ 10,871,758	$ 10,840,235
LIABILITIES & STOCKHOLDERS' EQUITY			
Current liabilities			
Accounts payable, trade		$ 55,395	$ 43,657
Accrued expenses		155,548	196,768
Loans & notes payable, s/t or current	8	307,607	262,900
Derivative liability	10	114,834	266,723
Total current liabilities		633,383	770,049
Loans & notes payable - net of short-term	8	-	-
Related party loans & notes payable - long-term, net of short-term	12	4,600,311	4,607,311
TOTAL LIABILITIES		$ 5,233,694	$ 5,377,359
STOCKHOLDERS' EQUITY			
Preferred stock:			
Preferred stock Series A: par value $0.001, 5,000,000 authorized and 400,000 issued and outstanding at September 30, 2025 and December 31, 2024	9	400	400
Preferred stock Series B: par value $0.001, 5,000,000 authorized and 5,000,000 and 3,550,000 issued and outstanding at September 30, 2025 and December 31, 2024 respectively	9	5,000	3,550
Preferred stock Series C: par value $0.01, 10,000,000 authorized and 50,000 issued and outstanding at September 30, 2025 and December 31, 2024	9	500	500
Preferred stock Series D: par value $0.0001, 60,000,000 authorized and 60,000,000 issued and outstanding at September 30, 2025 and December 31, 2024	9	6,000	6,000
Preferred stock Series E: par value $0.25, 10,000,000 authorized and 10,000,000 issued and outstanding at September 30, 2025 and December 31, 2024	9	2,500,000	2,500,000
Preferred stock Series F: par value $0.25, 10,000,000 authorized and 10,000,000 issued and outstanding at September 30, 2025 and December 31, 2024	9	2,500,000	2,500,000
Common stock: par value $0.001, 2,000,000,000 authorized and 690,499,016 issued and outstanding at September 30, 2025 and December 31, 2024	9	667,199	667,199
Additional paid-in capital		2,795,446	2,764,634
Accumulated deficit		(2,836,481)	(2,979,407)
TOTAL STOCKHOLDERS' EQUITY		5,638,064	5,462,876
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY		$ 10,871,758	$ 10,840,235

See accompanying notes to these condensed consolidated unaudited financial statements.

MEDX HOLDINGS, INC.
Condensed Consolidated Unaudited
Statement of Operations

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2025	2024	2025	2024
Revenues	$ 568,177	$ 256,648	$ 1,289,799	$ 558,498
Cost of goods sold	170,392	106,429	450,701	214,952
Gross profit	397,785	150,219	839,098	343,546
Operating expenses				
Selling, general & administrative expenses	306,287	128,063	735,729	352,162
Depreciation & amortization	1,833	1,396	5,005	4,188
Total operating expenses	308,120	129,459	740,735	356,350
Net operating income (loss)	89,665	20,760	98,363	(12,804)
Other income (expenses)				
Bank charges	(5,664)	(637)	(12,770)	(6,070)
Bank/loan interest accrued	(36,886)	(6,646)	(58,684)	(11,498)
Amortization of debt discount	-	(1,841)	-	(4,936)
Gain (loss) on revaluation of derivative liability	31,058	(86,593)	151,889	(144,541)
Other income (expenditure) net	-	(6,019)	(2,341)	68,136
Net income (loss) before income taxes	$ 78,173	$ (80,976)	$ 176,457	$ (111,713)
Provision for corporation taxes	(33,531)	-	(33,531)	-
Net income (loss)	$ 44,642	$ (80,976)	$ 142,926	$ (111,713)
Net income (loss) per share	$ 0.00	$ (0.00)	$ 0.01	$ (0.01)
Weighted average shares outstanding	690,499,016	690,499,016	690,499,016	690,499,016

See accompanying notes to these condensed consolidated unaudited financial statements.

MEDX HOLDINGS, INC.
Condensed Consolidated Unaudited
Statement of Changes in Stockholders' Equity

	Preferred Stock		Common Stock		Additional Paid-in	Accumulated	
	Number	Value	Number	Value	Capital	Surplus (Deficit)	Total
Balance b/f as at January 1, 2024	84,000,000	$ 5,010,450	690,499,016	$ 667,199	$ 2,764,634	$ (2,810,184)	$ 5,632,099
Net loss, year ending December 31, 2024	-	-	-	-	-	(169,223)	(169,223)
Balance b/f January 1, 2025	84,000,000	$ 5,010,450	690,499,016	$ 667,199	$ 2,764,634	$ (2,979,407)	$ 5,462,876
Preferred stock issued for services	1,300,000	(36,050)	-	-	-	-	(36,050)
Preferred stock issued to repay debt	150,000	37,500	-	-	30,812	-	68,312
Net income, nine months ended September 30, 2025	-	-	-	-	-	142,926	142,926
Balance c/f as at September 30, 2025	85,450,000	$ 5,011,900	690,499,016	$ 667,199	$ 2,795,446	$ (2,836,481)	$ 5,638,064

See accompanying notes to these condensed consolidated unaudited financial statements.

MEDX HOLDINGS, INC.
Condensed Consolidated Unaudited
Statement of Cash Flow

	Nine Months Ended September 30, 2025	Nine Months Ended September 30, 2024
CASH FLOWS FROM OPERATING ACTIVITIES		
Net income (loss)	$ 142,926	$ (111,713)
Adjustments to reconcile net income (loss) to net cash (used in) operating activities:		
Depreciation and amortization	5,005	4,188
Stock issued for services	(45,000)	-
Amortization of debt discount	-	4,936
(Gain) loss on revaluation of derivative liability	(151,889)	144,541
Changes in operating assets and liabilities:		
Accounts receivable	(10,255)	-
Accounts payable and other current liabilities	(29,483)	(18,202)
Inventory	44,572	-
Other current assets	(57,233)	(204,152)
NET CASH (USED IN) OPERATING ACTIVITIES	(101,355)	(180,401)
CASH FLOWS FROM INVESTING ACTIVITIES		
Sale (purchase) of tangible assets	(17,476)	-
NET CASH PROVIDED BY (USED IN) INVESTING ACTIVITIES	(17,476)	-
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from (repayment of) debt instruments	114,969	196,878
Related party loans	-	(2,068)
NET CASH PROVIDED BY FINANCING ACTIVITIES	114,969	194,810
NET INCREASE (DECREASE) IN CASH	(3,863)	14,409
Cash, beginning of period	15,891	-
Cash, end of period	$ 12,028	$ 14,409
SUPPLEMENTAL DISCLOSURES		
Supplemental schedules of non-cash investing and financing activities		
Conversion of debt to common or preferred stock	$ 68,312	$ -
Issuance of stock for services	$ (45,000)	$ -

See accompanying notes to these condensed consolidated unaudited 'financial statements.

MEDX HOLDINGS, INC.

Condensed Consolidated Unaudited

Notes For the Three and Nine Months Ended September 30, 2025 and 2024

NOTE 1. NATURE AND BACKGROUND OF BUSINESS

The accompanying consolidated financial statements include MEDX Holdings, Inc. (the 'Company', 'we' or 'us'), a Wyoming corporation, its wholly-owned subsidiaries and any majority controlled interests.

The Company and its wholly owned subsidiaries, specifically Dazed Inc. is the parent company of the Lazydaze +Coffeeshop, brands, franchises, systems and services. The Company's mission is to offer best-in-class products and hospitality experiences. The Company's goal is to empower entrepreneurs and communities by supporting, building and developing a successful portfolio of licensed and franchised brands.

The Company was originally incorporated in Colorado on September 5, 2006 as Disaboo, Inc., with the name changed to Disaboom, Inc. on November 12, 2006 and Cantor Group, Inc. on August 12, 2015. The Company was redomiciled to Wyoming on December 28, 2015 and changed its name to MedX Holdings, Inc. on the same day.

On December 19, 2019, there was a change of control of the Company, whereby Mark Miller resigned as director and CEO and Jason Black became the controlling shareholder and interim President through the assignment of a convertible loan note for $70,000 to Mark Miller, the issuance of 50,000 series C preferred shares and the cancellation of 93,117,200 shares of common stock.

On December 21, 2019, Jeremy Amsden was appointed as the Company's CEO.

On February 24, 2020, the Company initiated the acquisition of Bio Hydro LLC as a wholly owned subsidiary, through the issuance of 4,000,000 series B preferred shares. Simultaneous with the transfer, the Company completed the divestment of its subsidiaries, MJ Builders of MN and DDG Properties. Bio Hydro LLC is engaged in the development of real estate in Arizona to procure pharmaceutical grade water wells in Arizona's saturated zone, Maricopa County.

On June 5, 2020, Jeremy Amsden resigned as the Company's CEO and as a director due to an injury and was replaced by Hans Enriquez.

On January 12, 2021, Jason Black transferred 50,000 shares of Preferred Stock Series C to Hans Enriquez, effectively transferring control of the Company. The transfer of stock was in return for a three year lease to be used for industrial hemp farming and processing.

On February 17, 2021, the Company determined that the acquisition of Bio Hydro LLC would not be completed and canceled the outstanding shares of preferred stock Series B. The Company agreed in principle to acquire Smart Brand Digital LLC from Hans Enriquez, with the acquisition to be closed later in 2021.

The Company completed the acquisitions of Smart Brand Digital LLC, Dazed, Inc., Counterculture Brands, Inc. and Craft Herbs LLC, all from Hans Enriquez, the Company's CEO, all in August 2021.

On August 22, 2024, the Company's shares resumed trading on the OTC Market after two years on the expert market, allowing investors to trade in its shares on an ongoing basis.

On November 1, 2024, the Company completed the acquisition of the business, licenses, permits, assets and brand of Lazydaze ABQ LLC, doing business as Lazydaze Coffeeshop ('Lazydaze'), a licensed dispensary and consumption area located at 1812 Eubank Blvd, Albuquerque, New Mexico. Consideration included assumption of liabilities including a long-term commitment to repay the capital invested in the business at the time of sale. State confirmation of the ownership change was received in December 2024.

On September 24, 2025, the Company announced that it had signed five new Lazydaze franchisees, including Houston and San Marcos in Texas, and three in Maryland. The Company is also making progress on its own flagship, Company-owned store in Las Vegas, Nevada. The Houston store is expected to open in Q1 2026. All franchised stores will provide initial franchise fees, ongoing royalty streams, technology licensing, increased product distribution and wholesale leverage, and stronger national brand identity and consumer awareness.

NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The accompanying financial statements have been prepared for MEDX Holdings, Inc. in accordance with accounting principles generally accepted in the United States of America (US GAAP), with all numbers shown in US Dollars.

In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for fair presentation of the financial statements have been included. The financial statements include acquired subsidiaries, as discussed below, and include all consolidation entries required to include those subsidiaries.

Principals of Consolidation

The consolidated financial statements include the financial statements of MEDX Holdings, Inc. and all its subsidiaries. Intercompany accounts and transactions have been eliminated in consolidation.

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

Revenue Recognition
The Company recognizes revenue in accordance with Accounting Standards Update ("ASU") 2014-09, "Revenue from contracts with customers," (Topic 606). Revenue is recognized when a customer obtains control of promised goods or services. In addition, the standard requires disclosure of the nature, amount, timing, and uncertainty of revenue and cash flows arising from contracts with customers. The amount of revenue that is recorded reflects the consideration that the Company expects to receive in exchange for those goods. The Company applies the following five-step model in order to determine this amount: (i) identification of the promised goods in the contract; (ii) determination of whether the promised goods are performance obligations, including whether they are distinct in the context of the contract; (iii) measurement of the transaction price, including the constraint on variable consideration; (iv) allocation of the transaction price to the performance obligations; and (v) recognition of revenue when (or as) the Company satisfies each performance obligation.

The Company only applies the five-step model to contracts when it is probable that the entity will collect the consideration it is entitled to in exchange for the goods or services it transfers to the customer. Once a contract is determined to be within the scope of Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 606 at contract inception, the Company reviews the contract to determine which performance obligations the Company must deliver and which of these performance obligations are distinct. The Company expects to recognize revenues as the amount of the transaction price that is allocated to the respective performance obligation when the performance obligation is satisfied or as it is satisfied.

Financial Instruments
The Company's financial instruments include cash, accounts payables, accrued liabilities and debt and are accounted for under the provisions of ASC Topic 825, "Financial Instruments". The carrying amount of these financial instruments as reflected in the balance sheets approximates fair value.

Cash and Cash Equivalents
For the Balance Sheet and Statement of Cash Flows, all highly liquid investments with maturity of three months or less are considered to be cash equivalents. The Company had no cash equivalents as at September 30, 2025 or December 31, 2024.

Concentration of Credit Risk
The Company maintains cash balances at financial institutions with accounts that are insured by the Federal Deposit Insurance Corporation ('FDIC') up to $250,000. As of September 30, 2025 and 2024, the Company's cash balance did not exceed FDIC coverage. The Company has not experienced any losses in such accounts and periodically evaluates the credit worthiness of the financial institutions and has determined the credit exposure to be negligible.

Accounts Receivable
Accounts receivable are shown net of any allowance for doubtful accounts, determined as such when management has made a decision that an account is not collectible. As at September 30, 2025, the allowance for doubtful or non-collectible accounts receivable was nil.

Inventory
Inventory is stated at the lower of cost (First in, First Out method) or net realizable value. As at September 30, 2025, inventory was held according to the following breakdown:

	September 30, 2025
Raw materials	$ -
Work in progress	-
Finished goods	35,428
Total	$ 35,428

Fixed Assets
The Company may own fixed assets of certain types, which are carried at cost less depreciation. The cost of repairs and maintenance is expensed as incurred; major replacements and improvements are capitalized. When assets are retired, or disposed of, the cost and accumulated depreciation are removed from the financial statements, and any resulting gains or losses are included in income in the year of disposition. Depreciation is calculated on a straight-line basis over the estimated useful life of the assets, according to the following policies:

- Land and buildings, useful life of 40 years, straight-line depreciation of 2.5% annually
- Property and equipment, useful life of 3 years, straight-line depreciation of 33.3% annually
- Lease improvements, useful life of 5 years or the length of the lease, whichever is shorter
- Computer equipment, useful life of 3 years, straight-line depreciation of 33.3% annually
- Motor vehicles, useful life of 3 years, straight line depreciation of 33.3% annually

Intangible Assets
The Company has no intangible assets. Intangible assets represent definite life intangible assets, which will be amortized on a straight- line basis over their estimated useful life.

Impairment of Long-Lived Assets

Long-lived assets, such as goodwill, are evaluated for impairment whenever events or changes in circumstances indicate that the carrying value of an asset may not be recoverable or that the useful life is shorter than the Company had originally estimated. When these events occur, the Company evaluates the impairment for the long-lived assets by comparing the carrying value of the assets to an estimate of future undiscounted cash flows expected to be generated from the use of the assets and their eventual disposition. If the sum of the expected future undiscounted cash flows is less than the carrying value of the assets, the Company recognizes an impairment loss based on the excess of the carrying value of the assets over the fair value of the assets.

No impairment charges were recognized for the period ended September 30, 2025 or the year ending December 31, 2024.

Leases

The Company determines whether a contract contains a lease at contract inception. A contract contains a lease if there is an identified asset and the Company has the right to control the asset. Operating lease right-of-use ("ROU") assets represent the Company's right to use an underlying asset for the lease term, and lease liabilities represent the Company's obligation to make lease payments arising from the lease. Operating lease ROU assets and lease liabilities are recognized at commencement date based on the present value of lease payments over the lease term. The Company uses the incremental borrowing rate in determining the present value of lease payments. Leases with a term of 12 months or less at the commencement date are not recognized on the balance sheet and are expensed as incurred.

Commitments and Contingencies

Certain conditions may exist as of the date the consolidated financial statements are issued, which may result in a loss to the Company but which will only be resolved when one or more future events occur or fail to occur. The Company's management and its legal counsel assess such contingent liabilities, and such assessment inherently involves an exercise of judgment. In assessing loss contingencies related to legal proceedings that are pending against the Company or unasserted claims that may result in such proceedings, the Company's legal counsel evaluates the perceived merits of any legal proceedings or unasserted claims as well as the perceived merits of the amount of relief sought or expected to be sought therein.

If the assessment of a contingency indicates that it is probable that a material loss has been incurred and the amount of the liability can be estimated, then the estimated liability would be accrued in the Company's consolidated financial statements. If the assessment indicates that a potentially material loss contingency is not probable, but is reasonably possible, or is probable but cannot be estimated, then the nature of the contingent liability, together with an estimate of the range of possible loss if determinable and material, would be disclosed.

Loss contingencies considered remote are generally not disclosed unless they involve guarantees, in which case the nature of the guarantee would be disclosed.

Income Taxes

Income taxes are provided in accordance with the FASB Accounting Standards (ASC 740), Accounting for Income Tax. A deferred tax asset or liability is recorded for all temporary differences between financial and tax reporting and net operating loss carry forwards. Any deferred tax expense (benefit) resulting from the net change during the year is shown as deferred tax assets and liabilities. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it was more likely than not that some portion or all of the deferred tax assets will not be realized. Deferred tax assets and liabilities are adjusted for the effects of changes in tax laws and rates on the date of enactment.

Basic and Diluted Net Income (Loss) Per Share

Basic and diluted earnings or loss per share ("EPS") amounts in the consolidated financial statements are computed in accordance with Accounting Standards Codification ("ASC") 260 – 10 "Earnings per Share", which establishes the requirements for presenting EPS. Basic EPS is based on the weighted average number of shares of common stock outstanding. Diluted EPS is based on the weighted average number of shares of common stock outstanding and dilutive common stock equivalents. Basic EPS is computed by dividing net income or loss available to common stockholders (numerator) by the weighted average number of shares of common stock outstanding (denominator) during the period. Potentially dilutive securities are excluded from the calculation of diluted loss per share, if their effect would be anti-dilutive. For periods in which the Company reports net losses, diluted net loss per share is the same as basic net loss per share because potentially dilutive common shares are not assumed to have been issued if their effect is anti-dilutive.

Stock Based Compensation

Codification topic 718 "Stock Compensation" requires that the cost resulting from all share-based transactions be recorded in the financial statements and establishes fair value as the measurement objective for share-based payment transactions with employees and acquired goods or services from non-employees. The codification also provides guidance on valuing and expensing these awards, as well as disclosure requirements of these equity arrangements. The Company adopted the codification upon creation of the Company and will expense share-based costs in the period incurred.

The Company has adopted a stock option plan. The Company measures compensation expense for all stock-based payment awards, including stock options and restricted stock units granted to employees, directors, and nonemployees, based on the estimated fair value of the awards on the date of grant. Compensation expense is recognized ratably in earnings, generally over the period during which the recipient is required to provide service. The compensation expense is adjusted based on actual forfeitures as necessary.

The stock options vest ratably over the contractual vesting period and the fair value of our awards is estimated on the date of grant using a Black-Scholes option-pricing model. Restricted stock units vest ratably over the contractual vesting period and the fair value of the awards are estimated on the date of grant as the underlying value of the award. Awards with graded vesting features are recognized over the requisite service period for the entire award. The determination of the grant date fair value of stock awards issued is affected by a number of variables and subjective assumptions, including (i) the fair value of the Company's common stock, (ii) the expected common stock price volatility over the expected life of the award, (iii) the expected term of the award, (iv) risk-free interest rates, (v) the exercise price, and (vi) the expected dividend yield of our common stock.

Options or warrants issued to consultants, sub-contractors or suppliers are assessed for fair value on issuance and reviewed for fair value at each reporting period, with changes in fair value recorded to the income statement for the relevant period.

Convertible Instruments

The Company evaluates and accounts for conversion options embedded in its convertible instruments in accordance with professional standards for "Accounting for Derivative Instruments and Hedging Activities". Professional standards generally provide three criteria that, if met, require companies to bifurcate conversion options from their host instruments and account for them as free standing derivative financial instruments. These three criteria include circumstances in which (a) the economic characteristics and risks of the embedded derivative instruments are not clearly and closely related to the economic characteristics and risks of the host contract, (b) the hybrid instrument that embodies both the embedded derivative instrument and the host contract is not re-measured at fair value under otherwise applicable generally accepted accounting principles with changes in fair value reported in earnings as they occur, and (c) a separate instrument with the same terms as the embedded derivative instrument would be considered a derivative instrument. Professional standards also provide an exception to this rule when the host instrument is deemed to be conventional as defined under professional standards as "The Meaning of Conventional Convertible Debt Instrument".

The Company accounts for convertible instruments when it has determined that the embedded conversion options should not be bifurcated from their host instruments in accordance with professional standards when "Accounting for Convertible Securities with Beneficial Conversion Features," as those professional standards pertain to "Certain Convertible Instruments." Accordingly, the Company records, when necessary, discounts to convertible notes for the intrinsic value of conversion options embedded in debt instruments based upon the differences between the fair value of the underlying shares of common stock at the commitment date of the note transaction and the effective conversion price embedded in the note. Debt discounts under these arrangements are amortized over the term of the related debt to their earliest date of redemption. The Company also records when necessary deemed dividends for the intrinsic value of conversion options embedded in preferred shares of common stock based upon the differences between the fair value of the underlying shares at the commitment date of the note transaction and the effective conversion price embedded in the note.

ASC 815-40 provides that, among other things, generally, if an event not within the entity's control could require net cash settlement, then the contract shall be classified as an asset or a liability.

Fair Value of Financial Instruments

We adopted the guidance of ASC-820 for fair value instruments, which clarifies the definition of fair value, prescribes methods for determining fair value, and establishes a fair value hierarchy to classify the inputs used in measuring fair value, as follows:

Level 1 Inputs are unadjusted quoted prices in active markets for identical assets or liabilities available at the measurement date.

Level 2 Inputs are quoted prices for similar assets and liabilities in active markets, quoted prices for identical or similar assets and liabilities in markets that are not active, inputs other than quoted prices that are observable, and inputs derived from or corroborated by observable market data.

Level 3 Inputs are unobservable inputs which reflect the reporting entity's own assumptions on what assumptions the market participants would use in pricing the asset or liability based on the best available information.

The carrying amounts for cash, accounts receivable, accounts payable and accrued expenses, and loans payable approximate their fair value based on the short-term maturity of these instruments. We identified assets or liabilities that are required to be presented on the balance sheet at fair value in accordance with the accounting guidance as at September 30, 2025, as detailed in Note 10, Derivative Liabilities, and no such assets or liabilities as at December 31, 2024.

ASC 825-10 "Financial Instruments" allows entities to voluntarily choose to measure certain financial assets and liabilities at fair value (fair value option). The fair value option may be elected on an instrument-by-instrument basis and is irrevocable, unless a new election date occurs. If the fair value option is elected for an instrument, unrealized gains and losses for that instrument should be reported in earnings at each subsequent reporting date. We elected to apply the fair value option to outstanding instruments.

Derivative Liabilities

Derivative financial instruments consist of convertible instruments and rights to shares of the Company's common stock. The Company assessed that it had derivative liabilities as at September 30, 2025, as detailed in Note 10, Derivative Liabilities, and no derivative liabilities as at December 31, 2024.

ASC 815 generally provides three criteria that, if met, require companies to bifurcate conversion options from their host instruments and account for them as free standing derivative financial instruments. These three criteria include circumstances in which (a) the economic characteristics and risks of the embedded derivative instrument are not clearly and closely related to the economic characteristics and risks of the host contract, (b) the hybrid instrument that embodies both the embedded derivative instrument and the host contract is not re-measured at fair value under otherwise applicable generally accepted accounting principles with changes in fair value reported in earnings as they occur and (c) a separate instrument with the same terms as the embedded derivative instrument would be considered a derivative instrument subject to the requirement of ASC 815. ASC 815 also provides an exception to this rule when the host instrument is deemed to be conventional, as described.

Concentrations

The Company had no concentrations in purchasing or sales.

Impact of New Accounting Standards

The Company does not expect the adoption of recently issued accounting pronouncements to have a significant impact on the Company's results of operations, financial position, or cash flow.

Management's Evaluation of Subsequent Events

The Company evaluates events that have occurred after the balance sheet date of this report, through the date which the consolidated financial statements were available to be issued. Based upon the review, other than as described in Note 13, Subsequent Events, the Company did not identify any recognized or non-recognized subsequent events that would have required adjustment or disclosure in the consolidated financial statements.

NOTE 3. GOING CONCERN

The Company's financial statements are prepared in accordance with generally accepted accounting principles applicable to a going concern. This contemplates the realization of assets and the liquidation of liabilities in the normal course of business. Realization values may be substantially different from carrying values as shown and these financial statements do not give effect to adjustments that would be necessary to the carrying values and classification of assets and liabilities should the Company be unable to continue as a going concern. Currently, the Company does not have significant cash or other material assets, nor does it have operations or a source of revenue sufficient to cover its operation costs and allow it to continue as a going concern.

The Company has a limited operating history and had a cumulative net loss from inception to September 30, 2025 of $2,836,481. The Company has a working capital deficit of $480,135 as at September 30, 2025.

These financial statements for the nine months ended September 30, 2025 have been prepared assuming the Company will continue as a going concern, which is dependent upon the Company's ability to generate future profits and/or obtain necessary financing to meet its obligations as they come due.

The management has committed to an aggressive growth plan for the Company. The Company's future operations are dependent upon external funding and its ability to execute its business plan, realize sales and control expenses. Management believes that sufficient funding will be available from additional borrowings and private placements to meet its business objectives including anticipated cash needs for working capital, for a reasonable period of time. However, there can be no assurance that the Company will be able to obtain sufficient funds to continue the development of its business operation, or if obtained, upon terms favorable to the Company.

NOTE 4. ACQUISITIONS AND DISPOSALS

The Company implements pushdown accounting for acquisitions, which is a method of accounting for the purchase of another company at the purchase price rather than its historical cost. The target company's assets and liabilities are written up (or down) to reflect the purchase price, and any gains and losses associated with the new book value are 'pushed down' from the acquirer's to the acquired company's income statement and balance sheet. The total amount paid to purchase the target becomes the target's new book value on the Company's financial statements.

On February 17, 2021, the Company's board of directors approved the acquisition of Smart Brands Digital LLC, a Texas limited liability company, as a wholly-owned subsidiary, from Mr. Hans Enriquez, the Company's CEO, with the consideration to be 4,000,000 shares of series B Preferred Stock. The acquisition was to be completed later in 2021. The acquisition was to be completed later in 2021 and the Series B Preferred Stock was already issued for a prior failed acquisition.

On August 6, 2021, the Company acquired Dazed, Inc., a Company then owned by Mr. Hans Enriquez, the Company's CEO, in exchange for 60,000,000 shares of Series D Preferred Stock, equivalent to 600,000,000 shares of Common Stock and valued at $6,000, and $4,000,000 in deferred cash payments. The accounting for the acquisition was as follows:

	Allocation
Cash acquired	$ 3,205
Current assets	124,011
Fixed assets	4,363
Intangible assets	7,612
Goodwill	4,214,129
Current liabilities	(184,776)
Long-term liabilities	(4,162,545)
Total	$ 6,000

On August 20, 2021, the Company issued the 4,000,000 shares of Preferred Stock Series B, with a value of $0.25 per share, to Mr. Hans Enriquez, to complete the acquisition of Smart Brands Digital LLC.

On September 9, 2021, the Company issued the newly-created 10,000,000 shares of Series E Preferred Stock, with a value of $0.25 per share, to Hans Enriquez, the Company's CEO, in exchange for the acquisition of Counterculture Brands, Inc.

On September 9, 2021, the Company issued the newly-created 10,000,000 shares of Series F Preferred Stock, with a value of $0.25 per share, to Hans Enriquez, the Company's CEO, in exchange for the acquisition of Craft Herbs LLC.

On November 1, 2024, the Company completed the acquisition of the business, licenses, permits, assets and brand of Lazydaze ABQ LLC, doing business as Lazydaze Coffeeshop ('Lazydaze'), a licensed dispensary and consumption area located at 1812 Eubank Blvd, Albuquerque, New Mexico. Consideration included assumption of liabilities including a long-term commitment to repay the capital invested in the business at the time of sale. State confirmation of the ownership change was received in December 2024.

	Allocation
Cash acquired	$ 7,113
Fixed assets	56,610
Investment in Subsidiary	291,803
Goodwill	459,015
Current assets	19,010
Current liabilities	(238,596)
Long-term liabilities	(303,152)
Total	$ 291,803

The business was acquired through the assumption of liabilities, including $144,688 owed to the Company and a payment to the selling members of their investment of $291,803, at cost.

NOTE 5. OTHER CURRENT ASSETS

The Company had the following current assets as at September 30, 2025 and December 31, 2024:

	As at September 30, 2025	As at December 31, 2024
Loans to related parties	25,056	3,845
Prepaid expenses	36,022	-
Texas Comptroller bond	20,000	20,000
Rental deposit	12,450	12,450
Totals	$ 93,528	$ 36,295

The loans to related parties total of $3,845 as at December 31, 2024 was owed by Lazydaze ABQ LLC ('Lazydaze').

NOTE 6. FIXED ASSETS

The Company holds fixed assets with values at September 30, 2025 and December 31, 2024 as follows:

Asset	Useful Life (years)	As at September 30, 2025	As at December 31, 2024
Property, plant and equipment	3	$ 120,721	$ 103,244
Accumulated depreciation		(52,615)	(47,609)
Total		$ 68,106	$ 55,635

During the nine months ended September 30, 2025, a total of $5,005 was charged to the Statement of Operations for depreciation.

NOTE 7. INTANGIBLE ASSETS

The Company retained the following intangible assets as at September 30, 2025 and December 31, 2024:

Asset	Description	As at September 30, 2025	As at December 31, 2024
Goodwill	Goodwill on acquisitions	$ 10,650,404	$ 10,650,404
Intangible assets	Intangible assets	-	7,812
Amortization		-	(7,812)
Total		$ 10,650,404	$ 10,650,404

During the nine months ended September 30, 2025, there was no charge to the Statement of Operations for amortization.

Goodwill is not amortized but is tested for impairment at the end of each financial year. The above goodwill amount arose from a transactions to acquire Counterculture Brands, Inc., Smart Brands Digital LLC, Craft Herbs LLC and Dazed, Inc.

NOTE 8. LOANS AND NOTES PAYABLE

The Company had loans and notes payable as at September 30, 2025 and December 31, 2024 totaling $4,904,697 and $4,874,864 respectively, as follows:

Description	Principal Amount	Date of Loan Note	Maturity Date	As at September 30, 2025	As at December 31, 2024
Loan from Stefano Alienelli, 24 months, 12% interest - see notes (i) and (x) below	$ 25,000	6/7/2018	6/30/2020	$ -	$ 41,522
Loan from Rajan Bhakta, no fixed term, no interest - see note (iii) below	162,545	9/30/2021	9/30/2027	294,159	304,159
Loan from Robert Brown, 12 months, no interest - see notes (v) and (x) below	10,000	12/8/2021	12/8/2022	-	10,000
Loan from Mantis, no fixed term, 15% interest - see note (vii) below	16,710	2/24/2023	n/a	12,988	22,007
Loan from Hans Enrique, no fixed term, no interest - see note (viii) below	4,000,000	9/30/2021	9/30/2027	4,000,000	4,000,000
Loan from Nicholas Mortillaro, 12 months, 18% interest - see note (ix) below	24,616	1/29/2024	12/29/2025	185,122	191,024
Loan from BDC, no fixed term, no interest - see note (xi) below	3,000	11/1/2024	9/30/2027	3,000	3,000
Loan from Buy-Out Investors, no fixed term, no interest - isee note (x) below	291,803	11/1/2024	9/30/2027	291,803	291,803
Loan from Rajan Bhakta, no fixed term, no interest - see note (xi) below	11,349	11/1/2024	9/30/2027	11,349	11,349
Loan from Square, 16 months, 16% interest - see note (xii) below	32,600	1/1/2025	4/30/2026	876	-
Loan from Square, 18 months, 16% interest - see note (xii) below	35,400	2/27/2025	8/27/2026	9,539	-
Loan from QuickBooks, 6 months, 36% interest - see note (xii) below	15,000	3/24/2025	9/22/2025	2,576	-
Loan from Newport Business Capital Inc., months, no interest - see note (xii) below	90,000	5/2/2025	11/2/2025	63,084	-
Loan from Barclays Advance LLC, months, no interest - see note (xii) below	20,000	7/25/2025	1/25/2026	30,200	-
Total				$ 4,904,697	$ 4,874,864
Long-term total				$ 4,597,090	$ 4,610,311
Short-term total				$ 307,607	$ 264,553

Loans and Notes Amortization	Amount Due
Due within 12 months	$ 307,607
Due within 24 months	4,597,090
Due within 36 months	-
Due within 48 months	-
Due after 48 months	-
Total	$ 4,904,697

Notes

(i) This is Convertible Promissory Note with a third party loan to the Dazed, Inc. subsidiary of the Company. This pre-dates the ownership of Dazed, Inc. by the Company and the holder has the right to convert into stock in Dazed, Inc. To date, no payment of interest has been made and no repayment of capital has been made. No assertion of conversion rights has been made by the holder.

(ii) The Company's subsidiary, Dazed, Inc., received an SBA Disaster Loan as part of the COVID pandemic response. No interest was due to be paid on this loan, which was forgiven by the SBA on November 2, 2022.

(iii) Various loans and cash advances have been made by Rajan Bhakta to Dazed, Inc., a subsidiary of the Company. Mr. Bhakta is deemed a related party to the Company. These advances are long-term, have no fixed repayment date and do not carry any interest. To date, no arrangements have been made regarding repayment of these funds.

(iv) The Company's subsidiary, Dazed, Inc., received a second SBA Disaster Loan for $12,000 on October 12, 2021 and this was forgiven on November 1, 2021.

(v) A loan was advanced by Robert Brown on December 8, 2021 for $10,000 as part of a profit-sharing arrangement. Under this arrangement, the holder is due to receive 13.3% of the profits of certain sales made by the Company's Dazed, Inc. subsidiary, though no interest is due the loan, which had a term of 12 months. No profit share is due to the Note holder and no arrangement has yet been made to repay the loan.

(vi) On April 12, 2022, an agreement was entered into between Dazed, Inc., a subsidiary of the Company, and Vader Servicing LLC ('Vader'), whereby Vader will make advances against future revenue generation by Dazed, Inc, charging interest at 15% and fees against such advances. At the point of acquisition of Dazed, Inc. by the Company, no advances were outstanding, but the arrangement continued and was utilized up to November 17, 2023, when the final outstanding amount was paid by Dazed, Inc. and the facility was terminated.

(vii) On February 24, 2023, the Company's subsidiary, Dazed, Inc., received a cash loan from a company called Mantis, which had no fixed term but repayable in weekly instalments.

(viii) On September 30, 2021, Hans Enrique sold Dazed, Inc. to the Company, for 60,000,000 shares of Preferred Stock Series D, issued at par value of $0.0001 for a total amount of $6,000, plus deferred compensation of $4,000,000 in cash. The cash amount is included above as a long-term liability of the Company.

(ix) Nicholas Mortillaro entered into an informal bridge loan arrangement with Dazed, Inc., the Company's operating subsidiary. This loan was later formalized as a convertible loan note.

(x) These loans were repaid through the issuance of shares of Preferred Stock Series F to each note holder.

(xi) These loans were inherited as part of the LazyDaze ABQ LLC acquisition.

(xii) These are various cash flow loans provided on a store-by-store basis and due for repayment over varying terms.

NOTE 9. CAPITAL STOCK

As at September 30, 2025 and December 31, 2024, the Company was authorized to issue Preferred Stock and Common Stock as detailed below.

Preferred Stock

At September 30, 2025 the Company had authorized Preferred Stock in six designations totaling 100,000,000 shares:

Preferred Stock Series A

The Company is authorized to issue 5,000,000 shares of Series A, with a par value of $0.001 per share. As at January 1, 2023, the Company had 400,000 shares of Series A preferred stock issued and outstanding.

At September 30, 2025 the Company had 400,000 shares of Preferred Stock Series A issued and outstanding.

Preferred Stock Series B

The Company is authorized to issue 5,000,000 shares of Series B, with a par value of $0.001 per share. As at January 1, 2023, the Company had 3,550,000 shares of Series B preferred stock issued or outstanding.

On January 15, 2018, the Company issued 4,000,000 shares of Series B preferred stock at $0.25 each as part of a transaction to acquire MJ Builders of MN, LLC and DDG Properties, LLC. This took the total number of shares of Series B preferred stock outstanding to 4,000,000.

On February 25, 2020, the Company canceled 4,000,000 shares of Series B preferred stock, valued at $0.25 when they were returned as part of the disposal of MJ Builders of MN, LLC.

On February 25, 2020, the Company issued 4,000,000 shares of Series B preferred stock at $0.25 each as part of a transaction to acquire Bio Hydro, LLC. The acquisition was not completed and the shares were instead issued for the acquisition of Smart Brands Digital LLC in August 2021.

On February 14, 2025, a further 1,550,000 shares of Preferred Stock Series B were issued to the CEO for services provided.

On February 14, 2025, the holder of the Preferred Stock Series B shares returned them to the Company. On the same day, these shares were issued in return for services provided to the Company.

At September 30, 2025 the Company had 5,000,000 shares of Preferred Stock Series B issued and outstanding.

Preferred Stock Series C

The Company is authorized to issue 10,000,000 shares of Series C, with a par value of $0.01 per share. As at January 1, 2023, the Company had 50,000 shares of Series C preferred stock issued and outstanding.

At September 30, 2025 the Company had 50,000 shares of Preferred Stock Series C issued and outstanding.

Preferred Stock Series D

The Company is authorized to issue 60,000,000 shares of Series D, with a par value of $0.0001 per share. As at January 1, 2023, the Company had no shares of Series D preferred stock issued and outstanding.

In August 2021, the Company issued 60,000,000 shares of Preferred Stock Series D in exchange for the acquisition of Dazed, Inc.

On February 14, 2025, the holder of all shares of Preferred Stock Series D returned 25,000,000 shares to the Company. On the same day, these 25,000,000 shares were issued to two individuals for services provided to the Company.

At September 30, 2025 the Company had 60,000,000 shares of Preferred Stock Series D issued and outstanding.

Preferred Stock Series E

The Company is authorized to issue 10,000,000 shares of Series E, with a par value of $0.25 per share. As at January 1, 2023, the Company had no shares of Series E preferred stock issued and outstanding.

In August 2021, the Company issued 10,000,000 shares of Preferred Stock Series E in exchange for the acquisition of Counterculture Brands, Inc.

At September 30, 2025 the Company had 10,000,000 shares of Preferred Stock Series E issued and outstanding.

Preferred Stock Series F

The Company is authorized to issue 10,000,000 shares of Series F, with a par value of $0.25 per share. As at January 1, 2023, the Company had no shares of Series F preferred stock issued and outstanding.

In August 2021, the Company issued 10,000,000 shares of Preferred Stock Series F in exchange for the acquisition of Craft Herbs LLC.

On February 14, 2025, the holder of all the Preferred Stock Series F returned 9,100,000 shares to the Company and these shares were issued to 18 individuals in return for services provided to the Company, two individuals in return for an amount owed by the Company, two individuals who had extended loans to the Company as repayment of those loans and one individual in repayment of loan and for additional services.

At September 30, 2025 the Company had 10,000,000 shares of Preferred Stock Series F issued and outstanding.

As at September 30, 2025, the Company had a total of 85,450,000 shares of Preferred Stock issued and outstanding.

Common Stock

As at September 30, 2025, the Company is authorized to issue up to 2,000,000,000 shares of Common Stock with par value of $0.001 per share.

As at January 1, 2023, the Company had 690,499,016 shares of Common Stock issued and outstanding.

As at September 30, 2025, there were 690,499,016 shares of Common Stock issued and outstanding.

NOTE 10. DERIVATIVE LIABILITIES

The Company applies the provisions of ASC Topic 815-40, Contracts in Entity’s Own Equity (“ASC Topic 815-40”), under which convertible instruments, which contain terms that protect holders from declines in the stock price (reset provisions), may not be exempt from derivative accounting treatment. As a result, embedded conversion options in convertible debt are recorded as a liability and are revalued at fair value at each reporting date. If the fair value of the note exceeds the face value of the related debt, the excess is recorded as change in fair value in operations on the issuance date.

The Company identified embedded derivatives related to the Convertible Loan Note issued in January 2024 with an initial value of $24,616. These embedded derivatives included certain conversion features. The accounting treatment of derivative financial instruments requires that the Company record the fair value of the derivatives as of the inception date of the Convertible Promissory Note and to adjust the fair value as of each subsequent balance sheet date. At the inception of the Convertible Promissory Note, the Company determined a fair value for the embedded derivative using the Black Scholes Model based on the following assumptions:

Dividend yield	0.00%
Volatility	638.31%
Risk-free rate	3.99%

The initial fair value of the embedded debt derivative was $7,385. This amount was allocated as a debt discount against the proceeds of the Note of $24,616, to be amortized over the life of the Convertible Loan Note.

The fair value of the embedded debt derivative was reviewed at December 31, 2024, using the following inputs:

Dividend yield	0.00%
Volatility	590.86%
Risk-free rate	4.38%

The fair value of the embedded debt derivative at December 31, 2024 was $266,723, an increase in the valuation of the embedded debt derivative of $259,338 for the period.

The following table provides a summary of changes in fair value of the Company's Level 3 derivative liabilities for the year ended December 31, 2024:

	As at December 31,	
	2024	2023
Balance, beginning of period	$ -	$ -
Additions	7,385	-
Mark-to-market at modification date	259,338	-
Reclassified to additional paid-in capital upon modification of term	-	-
Balance, December 31,	$ 266,723	$ -
Net loss due to change in fair value for the year included in statement of operations	$ (259,338)	$ -

This mark-to-market increase of $259,388 for the year ending December 31, 2024 was charged to the statement of operations as a loss on change in value of derivative liabilities.

The fair value of the embedded debt derivative was reviewed at September 30, 2025, using the following inputs:

Dividend yield	0.00%
Volatility	513.60%
Risk-free rate	3.73%

The fair value of the embedded debt derivative at June 30, 2025 was $114,834, a decrease in the valuation of the embedded debt derivative of $151,889 for the period.

The following table provides a summary of changes in fair value of the Company's Level 3 derivative liabilities for the period ended September 30, 2025:

	As at September 30, 2025	As at December 31, 2024
Balance, beginning of period	$ 266,723	$ -
Additions	-	7,385
Mark-to-market at modification date	(151,889)	259,338
Reclassified to additional paid-in capital upon modification of term	-	-
Balance, September 30, 2025	$ 114,834	$ 266,723
Net gain due to change in fair value for the period included in statement of operations	$ 151,889	$ (259,338)

This mark-to-market decrease of $151,889 for the period ended September 30, 2025 was charged to the statement of operations as a gain on change in value of derivative liabilities.

NOTE 11. INCOME TAXES

The Company uses the assets and liability method of accounting for income taxes pursuant to SFAS No. 109 "Accounting for Income Taxes". Under the assets and liability method of SFAS No. 109, deferred tax assets and liabilities are recognized for the future tax consequences attributable to temporary differences between the financial statements carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled.

In June 2006, the FASB issued FASB Interpretation No. 48, "Accounting for Uncertainty in Income Taxes." Specifically, the pronouncement prescribes a recognition threshold and a measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken from year ended December 31, 2015 tax return onwards. The interpretation also provides guidance on the related derecognition, classification, interest and penalties, accounting for interim periods, disclosure and transition of uncertain tax positions. The Company adopted this interpretation effective on inception.

For the year ended December 31, 2024, the Company had available for US federal income tax purposes net operating loss carryovers of $2,445,961, all of which will expire by 2044.

The Company has provided a full valuation allowance against the full amount of the net operating loss benefit, since, in the opinion of management, based upon the earnings history of the Company, it is more likely than not that the benefits will not be realized.

	As at September 30, 2025	As at December 31, 2024
Statutory federal income tax rate	21.00%	21.00%
Statutory state income tax rate	0.00%	0.00%
Valuation allowance	(21.00%)	(21.00%)
Effective tax rate	0.00%	0.00%

Deferred income taxes result from temporary differences in the recognition of income and expenses for financial reporting purposes and for tax purposes. The tax effect of these temporary differences representing deferred tax assets result principally from the following:

Deferred Tax Assets (Gross Values)	As at September 30, 2025	As at December 31, 2024
Net operating loss carry forward	$ (2,988,370)	$ (2,445,961)
Less valuation allowance	2,988,370	2,445,961
Net deferred tax asset	$ -	$ -

NOTE 12. RELATED PARTY TRANSACTIONS

A related party paid for multiple outlays during the nine months ended September 30, 2025 and year ending December 31, 2024 and prior, totaling $304,159 by December 31, 2024, and $294,159 by September 30, 2025. In addition, the CEO is owed $4,000,000 in deferred cash consideration for the sale of Dazed, Inc. to the Company. The balance of these transactions is shown under related party long-term loans in the balance sheet.

NOTE 13. SUBSEQUENT EVENTS

The Company believes there are no significant events to report subsequent to September 30, 2025.