

Upper Street Marketing, Inc.

Amendment to Quarterly Report for 09/30/2025 originally published through the OTC Disclosure & News Service on [11/14/2025](#)

Explanatory Note:

Retained Earnings/Accumulated Deficit listed on Balance sheet did not match the value found in Statement of Stockholders Equity for this reporting period.

***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.*

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

Upper Street Marketing, Inc.

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Lawndale, CA 90260

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www.upperinc.com

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SIC 208

Quarterly Report

For the three and nine months ended September 30, 2025 (the "Reporting Period")

Outstanding Shares

The number of shares outstanding of our Common Stock was:

198,665,788 as of September 30, 2025

164,707,719 as of December 31, 2024

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 Control⁴ of the company has occurred during this reporting period:

Yes: No:

⁴ "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.

The name of the issuer is Upper Street Marketing Inc.

- Know Nursery, Inc. – until February 2014.

On January 3, 2014 incorporated in the state of Oklahoma. We initially organized as Knox Nursery, Inc. (“Knox”). Upper Street Marketing, Inc. (“Upper Street”) also incorporated in the state of Oklahoma, become a wholly-owned subsidiary of Knox. Upper Street merged with and into Knox and became the legal surviving entity (the “Company”). On January 3, 2014, Upper Street Activewear, Inc., an Oklahoma corporation, (formerly J & J Acquisitions Seven, Inc.) (“Activewear”) and the Company, entered into a share exchange agreement. 40,016,000 shares of common stock and 700,000 shares of preferred stock were exchanged by the shareholders of Activewear for new shares in the Company on a 1:1 basis. With the share exchange Activewear became a wholly-owned subsidiary. The share exchange was accounted for as a recapitalization of the Company.

Current State and Date of Incorporation or Registration: Oklahoma

Standing in this jurisdiction: (e.g. active, default, inactive): Active

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

The corporate history is provided in the previous section.

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

Trading was suspended for 10 days by the SEC pursuant to Section 12(k) of the Securities Exchange Act of 1934 from 9:30AM on June 28, 2019, through 11:59PM on July 12, 2019. The Commission believed that the public interest and the protection of the investors required a suspension of trading because questions were raised regarding the accuracy and adequacy of information in the marketplace about, among other things: (1) public statements by UPPR dated May 8, 2019, and May 23, 2019, concerning pending financing for UPPR; (2) public statements by UPPR dated April 30, 2019 and May 23, 2019, regarding the retention of an investor relations firm, and; (3) inadequate statements, since at least November 2018, concerning a possible private offering. The Company vigorously defended itself against these allegations, the temporary trading restriction remained in place, and the stock resumed trading after the restriction was lifted.

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:

None.

Address of the issuer’s principal executive office:

16129 Hawthorne Blvd
Suite D125
Lawndale, CA 90260

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:

During the year ending December 31, 2020, the Company was informed of a shareholder derivative lawsuit being filed against the then management of the Company, including Mr. Earle, Mr. McDougall, and Mr. Livingston, along with the Company, Upper Street Marketing, Inc. Growing Springs Holdings Corporation, Linear Park Marketing, Inc. and Jane Does and John Does. On August 17, 2021, the shareholders who brought the derivative lawsuit and Messrs. Earle, McDougall and Livingston entered into a settlement agreement and mutual general releases (“Settlement Agreement”). The basic tenants of the Settlement Agreement are that both Messrs. Earle and McDougall resign from their respective positions with the Company and its subsidiaries, and return all of their equity that they may own in the Company and its subsidiaries. Mr. Livingston had already resigned from his positions with the Company subsequent to the NFS transaction that occurred in 2020. Mr. Livingston had no equity ownership in the Company or its subsidiaries at the time of settlement, and during the year ended December 31, 2019, Mr. Livingston had relinquished ownership of the 10,000,000 shares and 10,000,000 share cashless warrant grant that he had received early in 2019 pursuant to a consulting agreement. For primarily tax reasons Mr. Livingston returned the shares and warrants to treasury on or before November 11, 2019. Mr. Earle returned to treasury of the Company, 35,000,000 shares of common stock that he owned in his name. Mr. Earle also waived any rights and privileges to the 4,500,000 shares that he was to receive under the deferred compensation plan pursuant to his employment agreement, as well as the 10,000,000 share warrant grant that provided Mr. Earle with a below market exercise price. Furthermore Mr. Earle was to provide acknowledgement that the Company has no financial obligations to him, effectively removing any accrued compensation or other expenses that may have been due to Mr. Earle as former CEO. Mr. Earle accomplished these acts in their entirety by January 15, 2022. Mr. McDougall returned to treasury of the Company, 14,784,242 shares of common stock that he owned in the name of his company Tezi. Mr. McDougall also waived any rights and privileges to the 10,000,000 share warrant grant that provided Mr. McDougall with a below market exercise price. Furthermore Mr. McDougall was to provide acknowledgement that the Company has no financial obligations owing to him, to Tezi, or to any known or unknown affiliated entities, effectively removing any accrued compensation or other expenses that may have been due to Mr. McDougall as a former member of the board of directors. Mr. McDougall accomplished these acts in their entirety by November 15, 2021.

2) Security Information

Transfer Agent

Name: Standard Registrar and Transfer Company
Phone: (801) 571-8844
Email: amy@standardregistrar.com
Address: 440 East 400 South, Suite 200, 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: | UPPR |
| Exact title and class of securities outstanding: | Common Stock |
| CUSIP: | 916636103 |
| Par or stated value: | \$0.0001 |
| Total shares authorized: | 300,000,000 as of date: September 30, 2025 |
| Total shares outstanding: | 198,665,788 as of date: September 30, 2025 |
| Total number of shareholders of record: | 410 as of date: September 30, 2025 |

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 securities outstanding: | Series L-1 Convertible Preferred Stock |
| Par or stated value: | \$0.0001 |
| Total shares authorized: | 20,000 as of date: September 30, 2025 |
| Total shares outstanding: | 20,000 as of date: September 30, 2025 |
| Total number of shareholders of record: | 5 as of date: September 30, 2025 |

| | |
|--|--|
| Exact title and class of securities outstanding: | Series L-2 Convertible Preferred Stock |
| Par or stated value: | \$0.0001 |
| Total shares authorized: | 20,000 as of date: September 30, 2025 |
| Total shares outstanding: | 0 as of date: September 30, 2025 |
| Total number of shareholders of record: | 0 as of date: September 30, 2025 |

| | |
|--|--|
| Exact title and class of securities outstanding: | Series M-1 Convertible Preferred Stock |
| Par or stated value: | \$0.0001 |
| Total shares authorized: | 75,000 as of date: September 30, 2025 |
| Total shares outstanding: | 75,000 as of date: September 30, 2025 |
| Total number of shareholders of record: | 15 as of date: September 30, 2025 |

| | |
|--|---------------------------------------|
| Exact title and class of securities outstanding: | Series P Convertible Preferred Stock |
| Par or stated value: | \$0.0001 |
| Total shares authorized: | 10,000 as of date: September 30, 2025 |
| Total shares outstanding: | 0 as of date: September 30, 2025 |
| Total number of shareholders of record: | 0 as of date: September 30, 2025 |

| | |
|--|--|
| Exact title and class of securities outstanding: | Series O-1 Convertible Preferred Stock |
| Par or stated value: | \$0.0001 |
| Total shares authorized: | 10,000 as of date: September 30, 2025 |
| Total shares outstanding: | 0 as of date: September 30, 2025 |
| Total number of shareholders of record: | 0 as of date: September 30, 2025 |

| | |
|--|--|
| Exact title and class of securities outstanding: | Series O-2 Convertible Preferred Stock |
| Par or stated value: | \$0.0001 |
| Total shares authorized: | 10,000 as of date: September 30, 2025 |
| Total shares outstanding: | 0 as of date: September 30, 2025 |
| Total number of shareholders of record: | 0 as of date: September 30, 2025 |

Note: There are a total of 75,000,000 preferred series shares authorized. As of September 30, 2025, there are 73,500,000 shares authorized with designation, and the balance of 1.5 million shares has not yet been designated.

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.

Each share of common stock has the right to cast one vote. There are no pre-emptive rights.

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

Series L-1 Convertible Preferred Stock

Designation and Amount - A total of twenty thousand (20,000) shares of the Company's preferred stock shall be designated as "Series L-1 Convertible Preferred Stock" ("Series L-1 Preferred Stock"). Each share of Series L-1 Preferred Stock shall have a stated value of \$0.01 per share (the "Stated Value") and a par value of \$0.0001 per share.

Dividends - Holders of the Series L-1 Preferred Stock shall be entitled to receive, out of funds legally available for that purpose, on the same terms and conditions as that of holders of the Company's common stock, par value \$0.0001 per share (the "Common Stock"), as may be declared by the Board.

Rank - All shares of the Series L-1 Preferred Stock shall rank:

- a. senior to (i) the Common Stock, (ii) the Company's Series M Preferred Stock, (iii) the Company's Series P Preferred Stock, and (iv) except as set forth in Section (b) below, any other series of the Company's preferred stock that shall be specifically designated as junior to the Series L-1 Preferred Stock, (collectively, with the Common Stock, the "Junior Stock"), in each case as to distribution of assets upon liquidation, dissolution, or winding up of the Company, whether voluntary or involuntary; and
- b. *pari passu* and on parity with (i) the Series O-1 Preferred Stock, (ii) the Series L-2 Preferred Stock, (iii) the Series O-2 Preferred Stock, and (iv) any other class or series of capital stock of the Company hereafter created specifically ranking, by its terms, on parity with the Series L-1 Preferred Stock (the "Pari Passu Stock").

Liquidation Preference - In any liquidation or winding up of the Company, the holders of the Series L-1 Preferred Stock shall be entitled to receive, simultaneous and on a *pro rata*, as-converted basis, with any distribution or payment on Pari Passu Stock, in preference to the holders of the Common Stock, an amount equal to \$0.01 per share (subject to appropriate adjustment in the event of any stock dividend, forward stock split, or other similar recapitalization). After payment of such sums, the holders of the Common Stock, the holders of any Junior Stock, and the holders of the Series L-1 Preferred Stock, shall be entitled to receive any remaining assets of the Company on a *pro rata*, as-converted basis, assuming conversion of the Series L-1 Preferred Stock into Common Stock, at the then-current conversion rates.

Voting Provisions - Except as expressly provided herein, or as provided by applicable law, the holders of the Series L-1 Preferred Stock shall have the same voting rights as the holders of the Common Stock and shall be entitled to notice of any stockholders' meeting in accordance with the Bylaws of the Company, and the holders of Common Stock and Series L-1 Preferred Stock, and the Junior Stock, if required by its constating documents or by the Oklahoma Act) shall vote together as a single class on all matters. The holder of each share of Series L-1 Preferred Stock shall be entitled to that number of votes equal to one thousand (1,000) shares of Common Stock for each such share. Fractional votes shall not be permitted. Any fractional voting rights resulting from the above formula (after aggregating all shares into which shares of Series L-1 Preferred Stock held by each holder could be converted) shall be rounded to the nearest whole number (with one-half being rounded upward).

Conversion Provisions - The Series L-1 Preferred Stock shall not be convertible into shares of Common Stock and have no other conversion rights except as specifically set forth below. The holders of Series L-1 Preferred Stock shall have conversion rights as follows (the "Conversion Rights"):

- a. Right to Convert. From and after the day on which the Company receives payment in full for Series L-1 Preferred Stock from, and issues Series L-1 Preferred Stock to, a particular holder of Series L-1 Preferred Stock (the "Issuance Date"), each share of Series L-1 Preferred Stock held by that holder (the "Holder") shall be convertible at the option of the Holder, into one thousand (1,000) shares (the "Common Stock Conversion Rate") of Common Stock. Subject to the provisions set forth in this Certificate, each Holder shall have the right, exercisable at any time and from time to time (unless otherwise prohibited by law, rule, or regulation, or as restricted below), to convert any or all of such

Holder's shares of Series L-1 Preferred Stock into shares of Common Stock at the Common Stock Conversion Rate; provided, however, that each Holder shall have the obligation, without the requirement of any action of such Holder (as provided below), to convert certain of such Holder's shares of Series L-1 Preferred Stock into shares of Common Stock at the Common Stock Conversion Rate or into shares of Series O-1 Preferred Stock at the Series O-1 Conversion Rate.

b. Conversion Limits.

(i) Permissive Conversion. Each Holder shall have the right, exercisable at any time and from time to time (unless otherwise prohibited by law, rule, or regulation, or as restricted below), to convert any or all of such Holder's shares of Series L-1 Preferred Stock into shares of Common Stock at the Common Stock Conversion Rate.

(ii) Mandatory Conversion. On December 26, 2025 at 4:59 p.m. PST, and subject to the Beneficial Ownership Limitation or as otherwise set forth below, each then-outstanding share of Series L-1 Preferred Stock shall be automatically converted into shares of Common Stock at the Common Stock Conversion Rate without any affirmative action required of the Holder. Following such mandatory conversion into Common Stock, any share of Series L-1 Preferred Stock then remaining outstanding solely because of the Beneficial Ownership Limitation shall be automatically converted into shares of Series O-1 Preferred Stock at the Series O-1 Conversion Rate without any affirmative action required of the Holder.

(iii) Return to Treasury. If, as of 5:00 p.m. PST on December 26, 2025, any shares of Series L-1 Preferred Stock remain issued and outstanding, but are not eligible for any conversion set forth in this Section 6(b), all of such remaining shares shall be deemed to have been cancelled and returned to the Company's treasury without receipt of any additional consideration therefor.

Series L-2 Convertible Preferred Stock

Designation and Amount - A total of twenty thousand (20,000) shares of the Company's preferred stock shall be designated as "Series L-2 Convertible Preferred Stock" ("Series L-2 Preferred Stock"). Each share of Series L-2 Preferred Stock shall have a stated value of \$0.02 per share (the "Stated Value") and a par value of \$0.0001 per share.

Dividends - Holders of the Series L-2 Preferred Stock shall be entitled to receive, out of funds legally available for that purpose, on the same terms and conditions as that of holders of the Company's common stock, par value \$0.0001 per share (the "Common Stock"), as may be declared by the Board.

Rank - All shares of the Series L-2 Preferred Stock shall rank:

- a. senior to (i) the Common Stock, (ii) the Company's Series M Preferred Stock, (iii) the Company's Series P Preferred Stock, and (iv) except as set forth in Section (b) below, any other series of the Company's preferred stock that shall be specifically designated as junior to the Series L-2 Preferred Stock, (collectively, with the Common Stock, the "Junior Stock"), in each case as to distribution of assets upon liquidation, dissolution or winding up of the Company, whether voluntary or involuntary; and
- b. *pari passu* and on parity with (i) the Series L-1 Preferred Stock, (ii) the Series O-1 Preferred Stock, (iii) the Series O-2 Preferred Stock, and (iv) any other class or series of capital stock of the Company hereafter created specifically ranking, by its terms, on parity with the Series L-1 Preferred Stock (the "Pari Passu Stock")

Liquidation Preference - In any liquidation or winding up of the Company, the holders of the Series L-2 Preferred Stock shall be entitled to receive, simultaneous and on a *pro rata*, as-converted basis, with any distribution or payment on Pari Passu Stock, in preference to the holders of the Common Stock, an amount equal to \$0.02 per share (subject to appropriate adjustment in the event of any stock dividend, forward stock split, or other similar recapitalization). After payment of such sums, the holders of the Common Stock, the holders of any Junior Stock, and the holders of the Series L-2 Preferred Stock, shall be entitled to

receive any remaining assets of the Company on a *pro rata*, as-converted basis, assuming conversion of the Series L-2 Preferred Stock into Common Stock, at the then-current conversion rates.

Voting Provisions - Except as expressly provided herein, or as provided by applicable law, the holders of the Series L-2 Preferred Stock shall have the same voting rights as the holders of the Common Stock and shall be entitled to notice of any stockholders' meeting in accordance with the Bylaws of the Company, and the holders of Common Stock and Series L-2 Preferred Stock, and the Junior Stock, if required by its constating documents or by the Oklahoma Act) shall vote together as a single class on all matters. The holder of each share of Series L-2 Preferred Stock shall be entitled to that number of votes equal to one thousand (1,000) shares of Common Stock for each such share. Fractional votes shall not be permitted. Any fractional voting rights resulting from the above formula (after aggregating all shares into which shares of Series L-2 Preferred Stock held by each holder could be converted) shall be rounded to the nearest whole number (with one-half being rounded upward).

Conversion Provisions - The Series L-2 Preferred Stock shall not be convertible into shares of Common Stock and have no other conversion rights except as specifically set forth below. The holders of Series L-2 Preferred Stock shall have conversion rights as follows (the "Conversion Rights"):

- a. Right to Convert. From and after the day on which the Company receives payment in full for Series L-2 Preferred Stock from, and issues Series L-2 Preferred Stock to, a particular holder of Series L-2 Preferred Stock (the "Issuance Date"), each share of Series L-2 Preferred Stock held by that holder (the "Holder") shall be convertible at the option of the Holder, into one thousand (1,000) shares (the "Common Stock Conversion Rate") of Common Stock. Subject to the provisions set forth in this Certificate, each Holder shall have the right, exercisable at any time and from time to time (unless otherwise prohibited by law, rule, or regulation, or as restricted below), to convert any or all of such Holder's shares of Series L-2 Preferred Stock into shares of Common Stock at the Common Stock Conversion Rate; provided, however, that each Holder shall have the obligation, without the requirement of any action of such Holder (as provided below), to convert certain of such Holder's shares of Series L-2 Preferred Stock into shares of Common Stock at the Common Stock Conversion Rate or into shares of Series O-2 Preferred Stock at the Series O-2 Conversion Rate.
- b. Conversion Limits.
 - (i) Permissive Conversion. Each Holder shall have the right, exercisable at any time and from time to time (unless otherwise prohibited by law, rule, or regulation, or as restricted below), to convert any or all of such Holder's shares of Series L-2 Preferred Stock into shares of Common Stock at the Common Stock Conversion Rate.
 - (ii) Mandatory Conversion. On December 26, 2025 at 4:59 p.m. PST, and subject to the Beneficial Ownership Limitation or as otherwise set forth below, each then-outstanding share of Series L-2 Preferred Stock shall be automatically converted into shares of Common Stock at the Common Stock Conversion Rate without any affirmative action required of the Holder. Following such mandatory conversion into Common Stock, any share of Series L-2 Preferred Stock then remaining outstanding solely because of the Beneficial Ownership Limitation shall be automatically converted into shares of Series O-2 Preferred Stock at the Series O-2 Conversion Rate without any affirmative action required of the Holder.

- (iii) Return to Treasury. If, as of 5:00 p.m. PST on December 26, 2025, any shares of Series L-2 Preferred Stock remain issued and outstanding, but are not eligible for any conversion set forth in this Section 6(b), all of such remaining shares shall be deemed to have been cancelled and returned to the Company's treasury without receipt of any additional consideration therefor.

Series M Convertible Preferred Stock

Designation and Amount - A total of twenty thousand (75,000) shares of the Company's preferred stock shall be designated as "Series L-1 Convertible Preferred Stock" ("Series L-1 Preferred Stock"). Each share of Series L-1 Preferred Stock shall have a stated value of \$0.04 per share (the "Stated Value") and a par value of \$0.0001 per share.

Dividends - Holders of the Series M-1 Preferred Stock shall be entitled to receive, out of funds legally available for that purpose, on the same terms and conditions as that of holders of the Company's common stock, par value \$0.0001 per share (the "Common Stock"), as may be declared by the Board.

Rank - All shares of the Series M Preferred Stock shall rank:

- a. senior to (1) the Common Stock, and (2) except as set forth in Section (b) and Section (c) below, any other series of the Company's preferred stock that shall be specifically designated as junior to the Series M Preferred Stock, (collectively, with the Common Stock, the "Junior Stock"), in each case as to distribution of assets upon liquidation, dissolution, or winding up of the Company, whether voluntary or involuntary;
- b. *pari passu* and on parity with (1) the Company's Series P Preferred Stock, and (2) any other class or series of capital stock of the Company hereafter created specifically ranking, by its terms, on parity with the Series M Preferred Stock (the "Pari Passu Stock"); and
- c. junior to (1) the Series L-1 Preferred Stock, (2) the Series L-2 Preferred Stock, (3) the Series O-1 Preferred Stock, (4) the Series O-2 Preferred Stock, and (5) any other class or series of capital stock of the Company hereafter created specifically ranking, by its terms, senior to the Series M Preferred Stock (the "Senior Stock"), in each case as to distribution of assets upon liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary.

Liquidation Preference - In any liquidation or winding up of the Company, then, either (i) after any distribution or payment on Senior Stock, (ii) simultaneous and on a *pro rata*, as-converted basis, with any distribution or payment on Pari Passu Stock, and (iii) before any distribution or payment shall be made to the holders of the Common Stock or any other Junior Stock, the holders of the Series M Preferred Stock shall be entitled to receive, in preference to the holders of the Common Stock, an amount equal to \$0.04 per share (subject to appropriate adjustment in the event of any stock dividend, forward stock split, or other similar recapitalization). After payment of such sums, the holders of the Common Stock, the holders of any Junior Stock, the holders of any Senior Stock, and the holders of the Series M Preferred Stock, shall be entitled to receive any remaining assets of the Company on a *pro rata*, as-converted basis, assuming conversion of the Series M Preferred Stock into Common Stock, at the then-current conversion rates.

Voting Provisions - Except as expressly provided herein, or as provided by applicable law, the holders of the Series M Preferred Stock shall have the same voting rights as the holders of the Common Stock and shall be entitled to notice of any stockholders' meeting in accordance with the Bylaws of the Company, and the holders of Common Stock and Series M Preferred Stock, and the Junior Stock, if required by its constating documents or by the Oklahoma Act) shall vote together as a single class on all matters. The holder of each share of Series M Preferred Stock shall be entitled to that number of votes equal to one hundred (100) shares of Common Stock for each such share. Fractional votes shall not be permitted. Any fractional voting rights resulting from the above formula (after aggregating all shares into which shares of Series M Preferred Stock held by each holder could be converted) shall be rounded to the nearest whole number (with one-half being rounded upward).

Conversion Provisions - The Series M Preferred Stock shall not be convertible into shares of Common Stock and have no other conversion rights except as specifically set forth below. The holders of Series L-2 Preferred Stock shall have conversion rights as follows (the "Conversion Rights"):

- a. Right to Convert. From and after the day on which the Company receives payment in full for Series M Preferred Stock from, and issues Series M Preferred Stock to, a particular holder of Series M Preferred Stock (the "Issuance Date"), each share of Series M Preferred Stock held by that holder (the "Holder") shall be convertible at the option of the Holder, into one hundred (100) shares (the "Common Stock Conversion Rate") of Common Stock. Subject to the provisions set forth in this Certificate, each Holder shall have the right, exercisable at any time and from time to time (unless otherwise prohibited by law, rule, or regulation, or as restricted below), to convert any or all of such Holder's shares of Series M Preferred Stock into shares of Common Stock at the Common Stock Conversion Rate; provided, however, that each Holder shall have the obligation, without the requirement of any action of such Holder (as provided below), to convert certain of such Holder's shares of Series M Preferred Stock into shares of Common Stock at the Common Stock Conversion Rate or into shares of Series P Preferred Stock at the Series P Conversion Rate.
- b. Conversion Limits.
 - (i) Permissive Conversion. Each Holder shall have the right, exercisable at any time and from time to time (unless otherwise prohibited by law, rule, or regulation, or as restricted below), to convert any or all of such Holder's shares of Series M Preferred Stock into shares of Common Stock at the Common Stock Conversion Rate.
 - (ii) Mandatory Conversion. On June 28, 2025 at 4:59 p.m. PDT, and subject to the Beneficial Ownership Limitation or as otherwise set forth below, each then-outstanding share of Series M Preferred Stock shall be automatically converted into shares of Common Stock at the Common Stock Conversion Rate without any affirmative action required of the Holder. Following such mandatory conversion into Common Stock, any share of Series M Preferred Stock then remaining outstanding solely because of the Beneficial Ownership Limitation shall be automatically converted into shares of Series P Preferred Stock at the Series P Conversion Rate without any affirmative action required of the Holder.
 - (iii) Return to Treasury. If, as of 5:00 p.m. PDT on June 28, 2025, any shares of Series M Preferred Stock remain issued and outstanding, but are not eligible for any conversion set forth in this Section (b) above, all of such remaining shares shall be deemed to have been cancelled and returned to the Company's treasury without receipt of any additional consideration therefor.

Series P Convertible Preferred Stock

Designation and Amount - A total of ten thousand (10,000) shares of the Company's preferred stock shall be designated as "Series P Convertible Preferred Stock" ("Series P Preferred Stock"). Each share of Series L-1 Preferred Stock shall have a stated value of \$0.04 per share (the "Stated Value") and a par value of \$0.0001 per share.

Dividends - Holders of the Series P Preferred Stock shall be entitled to receive, out of funds legally available for that purpose, on the same terms and conditions as that of holders of the Company's common stock, par value \$0.0001 per share (the "Common Stock"), as may be declared by the Board.

Rank - All shares of the Series P Preferred Stock shall rank:

- a. senior to (1) the Common Stock, and (2) except as set forth in Section (b) and Section (c) below, any other series of the Company's preferred stock that shall be specifically designated as junior to the Series P Preferred Stock, (collectively, with the Common Stock, the "Junior Stock"), in each case as to distribution of assets upon liquidation, dissolution, or winding up of the Company, whether voluntary or involuntary;

- b. *pari passu* and on parity with (1) the Company's Series M Preferred Stock, and (2) any other class or series of capital stock of the Company hereafter created specifically ranking, by its terms, on parity with the Series P Preferred Stock (the "Pari Passu Stock"); and
- c. junior to (1) the Series L-1 Preferred Stock, (2) the Series L-2 Preferred Stock, (3) the Series O-1 Preferred Stock, (4) the Series O-2 Preferred Stock, and (5) any other class or series of capital stock of the Company hereafter created specifically ranking, by its terms, senior to the Series P Preferred Stock (the "Senior Stock"), in each case as to distribution of assets upon liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary.

Liquidation Preference - In any liquidation or winding up of the Company, then, either (i) after any distribution or payment on Senior Stock, (ii) simultaneous and on a *pro rata*, as-converted basis, with any distribution or payment on Pari Passu Stock, and (iii) before any distribution or payment shall be made to the holders of the Common Stock or any other Junior Stock, the holders of the Series P Preferred Stock shall be entitled to receive, in preference to the holders of the Common Stock, an amount equal to \$0.04 per share (subject to appropriate adjustment in the event of any stock dividend, forward stock split, or other similar recapitalization). After payment of such sums, the holders of the Common Stock, the holders of any Junior Stock, the holders of any Senior Stock, and the holders of the Series P Preferred Stock, shall be entitled to receive any remaining assets of the Company on a *pro rata*, as-converted basis, assuming conversion of the Series P Preferred Stock into Common Stock, at the then-current conversion rates.

Voting Provisions - Except as expressly provided herein, or as provided by applicable law, the holders of the Series P Preferred Stock shall have the same voting rights as the holders of the Common Stock and shall be entitled to notice of any stockholders' meeting in accordance with the Bylaws of the Company, and the holders of Common Stock and Series P Preferred Stock, and the Junior Stock, if required by its constating documents or by the Oklahoma Act) shall vote together as a single class on all matters. The holder of each share of Series P Preferred Stock shall be entitled to that number of votes equal to one hundred (100) shares of Common Stock for each such share. Fractional votes shall not be permitted. Any fractional voting rights resulting from the above formula (after aggregating all shares into which shares of Series P Preferred Stock held by each holder could be converted) shall be rounded to the nearest whole number (with one-half being rounded upward).

Conversion Provisions - The Series P Preferred Stock shall not be convertible into shares of Common Stock and have no other conversion rights except as specifically set forth below. The holders of Series P Preferred Stock shall have conversion rights as follows (the "Conversion Rights"):

- a. Right to Convert. From and after the day on which the Company receives payment in full for Series P Preferred Stock from, and issues Series P Preferred Stock to, a particular holder of Series P Preferred Stock (the "Issuance Date"), each share of Series P Preferred Stock held by that holder (the "Holder") shall be convertible at the option of the Holder, into one hundred (100) shares (the "Common Stock Conversion Rate") of Common Stock. Subject to the provisions set forth in this Certificate, each Holder shall have the right, exercisable at any time and from time to time (unless otherwise prohibited by law, rule, or regulation, or as restricted below), to convert any or all of such Holder's shares of Series P Preferred Stock into shares of Common Stock at the Common Stock Conversion Rate; provided, however, that each Holder shall have the obligation, without the requirement of any action of such Holder (as provided below), to convert certain of such Holder's shares of Series P Preferred Stock into shares of Common Stock at the Common Stock Conversion Rate.

b. Conversion Limits.

- (i) Permissive Conversion. Each Holder shall have the right, exercisable at any time and from time to time (unless otherwise prohibited by law, rule, or regulation, or as restricted below), to convert any or all of such Holder's shares of Series P Preferred Stock into shares of Common Stock at the Common Stock Conversion Rate.
- (ii) Mandatory Conversion. On June 30, 2026 at 4:59 p.m. PDT, each then-outstanding share of Series P Preferred Stock shall be automatically converted into shares of Common Stock at the Common Stock Conversion Rate without any affirmative action required of the Holder, whether or not such conversion would otherwise breach the Beneficial Ownership Limitation.
- (iii) Return to Treasury. If, as of 5:00 p.m. PDT on June 30, 2026, any shares of Series P Preferred Stock remain issued and outstanding, all of such remaining shares shall be deemed to have been cancelled and returned to the Company's treasury without receipt of any additional consideration therefor.

Series O-1 Convertible Preferred Stock

Designation and Amount - A total of twenty thousand (10,000) shares of the Company's preferred stock shall be designated as "Series O-1 Convertible Preferred Stock" ("Series O-1 Preferred Stock"). Each share of Series O-1 Preferred Stock shall have a stated value of \$0.01 per share (the "Stated Value") and a par value of \$0.0001 per share.

Dividends - Holders of the Series O-1 Preferred Stock shall be entitled to receive, out of funds legally available for that purpose, on the same terms and conditions as that of holders of the Company's common stock, par value \$0.0001 per share (the "Common Stock"), as may be declared by the Board.

Rank - All shares of the Series L-2 Preferred Stock shall rank:

- a. senior to (i) the Common Stock, (ii) the Company's Series M Preferred Stock, (iii) the Company's Series P Preferred Stock, and (iv) except as set forth in Section (b) below, any other series of the Company's preferred stock that shall be specifically designated as junior to the Series O-1 Preferred Stock, (collectively, with the Common Stock, the "Junior Stock"), in each case as to distribution of assets upon liquidation, dissolution or winding up of the Company, whether voluntary or involuntary; and
- b. *pari passu* and on parity with (i) the Series L-1 Preferred Stock, (ii) the Series L-2 Preferred Stock, (iii) the Series O-2 Preferred Stock, and (iv) any other class or series of capital stock of the Company hereafter created specifically ranking, by its terms, on parity with the Series O-1 Preferred Stock (the "Pari Passu Stock")

Liquidation Preference - In any liquidation or winding up of the Company, the holders of the Series O-1 Preferred Stock shall be entitled to receive, simultaneous and on a *pro rata*, as-converted basis, with any distribution or payment on Pari Passu Stock, in preference to the holders of the Common Stock, an amount equal to \$0.01 per share (subject to appropriate adjustment in the event of any stock dividend, forward stock split, or other similar recapitalization). After payment of such sums, the holders of the Common Stock, the holders of any Junior Stock, and the holders of the Series O-1 Preferred Stock, shall be entitled to receive any remaining assets of the Company on a *pro rata*, as-converted basis, assuming conversion of the Series O-1 Preferred Stock into Common Stock, at the then-current conversion rates.

Voting Provisions - Except as expressly provided herein, or as provided by applicable law, the holders of the Series O-1 Preferred Stock shall have the same voting rights as the holders of the Common Stock and shall be entitled to notice of any stockholders' meeting in accordance with the Bylaws of the Company, and the holders of Common Stock and Series O-1 Preferred Stock, and the Junior Stock, if required by its constating documents or by the Oklahoma Act) shall vote together as a single class on all matters. The holder of each share of Series O-1 Preferred Stock shall be entitled to that number of votes equal to one thousand (1,000) shares of Common Stock for each such share. Fractional votes shall not be permitted.

Any fractional voting rights resulting from the above formula (after aggregating all shares into which shares of Series O-1 Preferred Stock held by each holder could be converted) shall be rounded to the nearest whole number (with one-half being rounded upward).

Conversion Provisions - The Series O-1 Preferred Stock shall not be convertible into shares of Common Stock and have no other conversion rights except as specifically set forth below. The holders of Series O-1 Preferred Stock shall have conversion rights as follows (the "Conversion Rights"):

- a. Right to Convert. From and after the day on which the Company receives payment in full for Series O-1 Preferred Stock from, and issues Series O-1 Preferred Stock to, a particular holder of Series O-1 Preferred Stock (the "Issuance Date"), each share of Series O-1 Preferred Stock held by that holder (the "Holder") shall be convertible at the option of the Holder, into one thousand (1,000) shares (the "Common Stock Conversion Rate") of Common Stock. Subject to the provisions set forth in this Certificate, each Holder shall have the right, exercisable at any time and from time to time (unless otherwise prohibited by law, rule, or regulation, or as restricted below), to convert any or all of such Holder's shares of Series O-1 Preferred Stock into shares of Common Stock at the Common Stock Conversion Rate; provided, however, that each Holder shall have the obligation, without the requirement of any action of such Holder (as provided below), to convert certain of such Holder's shares of Series O-1 Preferred Stock into shares of Common Stock at the Common Stock Conversion Rate.
- b. Conversion Limits.
 - (i) Permissive Conversion. Each Holder shall have the right, exercisable at any time and from time to time (unless otherwise prohibited by law, rule, or regulation, or as restricted below), to convert any or all of such Holder's shares of Series O-1 Preferred Stock into shares of Common Stock at the Common Stock Conversion Rate.
 - (ii) Mandatory Conversion. On December 30, 2026 at 4:59 p.m. PST, each then-outstanding share of Series O-1 Preferred Stock shall be automatically converted into shares of Common Stock at the Common Stock Conversion Rate without any affirmative action required of the Holder, whether or not such conversion would otherwise breach the Beneficial Ownership Limitation.
 - (iii) Return to Treasury. If, as of 5:00 p.m. PST on December 30, 2026, any shares of Series O-1 Preferred Stock remain issued and outstanding, all of such remaining shares shall be deemed to have been cancelled and returned to the Company's treasury without receipt of any additional consideration therefor.

Series O-2 Convertible Preferred Stock

Designation and Amount - A total of twenty thousand (10,000) shares of the Company's preferred stock shall be designated as "Series O-2 Convertible Preferred Stock" ("Series O-2 Preferred Stock"). Each share of Series O-2 Preferred Stock shall have a stated value of \$0.02 per share (the "Stated Value") and a par value of \$0.0001 per share.

Dividends - Holders of the Series O-2 Preferred Stock shall be entitled to receive, out of funds legally available for that purpose, on the same terms and conditions as that of holders of the Company's common stock, par value \$0.0001 per share (the "Common Stock"), as may be declared by the Board.

Rank - All shares of the Series O-2 Preferred Stock shall rank:

- a. senior to (i) the Common Stock, (ii) the Company's Series M Preferred Stock, (iii) the Company's Series P Preferred Stock, and (iv) except as set forth in Section (b) below, any other series of the Company's preferred stock that shall be specifically designated as junior to the Series O-2 Preferred Stock, (collectively, with the Common Stock, the "Junior Stock"), in each case as to distribution of assets upon liquidation, dissolution or winding up of the Company, whether voluntary or involuntary; and *pari passu* and on parity with (i) the Series L-1 Preferred Stock, (ii) the Series L-2 Preferred Stock, (iii) the Series O-1 Preferred Stock, and (iv) any other class or series of capital stock of the Company hereafter created specifically ranking, by its terms, on parity with the Series O-2 Preferred Stock (the "Pari Passu Stock")

Liquidation Preference - In any liquidation or winding up of the Company, the holders of the Series O-2 Preferred Stock shall be entitled to receive, simultaneous and on a *pro rata*, as-converted basis, with any distribution or payment on Pari Passu Stock, in preference to the holders of the Common Stock, an amount equal to \$0.02 per share (subject to appropriate adjustment in the event of any stock dividend, forward stock split, or other similar recapitalization). After payment of such sums, the holders of the Common Stock, the holders of any Junior Stock, and the holders of the Series O-2 Preferred Stock, shall be entitled to receive any remaining assets of the Company on a *pro rata*, as-converted basis, assuming conversion of the Series O-2 Preferred Stock into Common Stock, at the then-current conversion rates.

Voting Provisions - Except as expressly provided herein, or as provided by applicable law, the holders of the Series O-2 Preferred Stock shall have the same voting rights as the holders of the Common Stock and shall be entitled to notice of any stockholders' meeting in accordance with the Bylaws of the Company, and the holders of Common Stock and Series O-2 Preferred Stock, and the Junior Stock, if required by its constating documents or by the Oklahoma Act) shall vote together as a single class on all matters. The holder of each share of Series O-2 Preferred Stock shall be entitled to that number of votes equal to one thousand (1,000) shares of Common Stock for each such share. Fractional votes shall not be permitted. Any fractional voting rights resulting from the above formula (after aggregating all shares into which shares of Series O-2 Preferred Stock held by each holder could be converted) shall be rounded to the nearest whole number (with one-half being rounded upward).

Conversion Provisions - The Series O-2 Preferred Stock shall not be convertible into shares of Common Stock and have no other conversion rights except as specifically set forth below. The holders of Series O-2 Preferred Stock shall have conversion rights as follows (the "Conversion Rights"):

- a. Right to Convert. From and after the day on which the Company receives payment in full for Series O-2 Preferred Stock from, and issues Series O-2 Preferred Stock to, a particular holder of Series O-2 Preferred Stock (the "Issuance Date"), each share of Series O-2 Preferred Stock held by that holder (the "Holder") shall be convertible at the option of the Holder, into one thousand (1,000) shares (the "Common Stock Conversion Rate") of Common Stock. Subject to the provisions set forth in this Certificate, each Holder shall have the right, exercisable at any time and from time to time (unless otherwise prohibited by law, rule, or regulation, or as restricted below), to convert any or all of such Holder's shares of Series O-2 Preferred Stock into shares of Common Stock at the Common Stock Conversion Rate; provided, however, that each Holder shall have the obligation, without the requirement of any action of such Holder (as provided below), to convert certain of such Holder's shares of Series O-2 Preferred Stock into shares of Common Stock at the Common Stock Conversion Rate.
- b. Conversion Limits.
 - (i) Permissive Conversion. Each Holder shall have the right, exercisable at any time and from time to time (unless otherwise prohibited by law, rule, or regulation, or as restricted below), to convert any or all of such Holder's shares of Series O-2 Preferred Stock into shares of Common Stock at the Common Stock Conversion Rate.

- (ii) **Mandatory Conversion.** On December 30, 2026 at 4:59 p.m. PST, each then-outstanding share of Series O-2 Preferred Stock shall be automatically converted into shares of Common Stock at the Common Stock Conversion Rate without any affirmative action required of the Holder, whether or not such conversion would otherwise breach the Beneficial Ownership Limitation.
- (iii) **Return to Treasury.** If, as of 5:00 p.m. PST on December 30, 2026, any shares of Series O-2 Preferred Stock remain issued and outstanding, all of such remaining shares shall be deemed to have been cancelled and returned to the Company's treasury without receipt of any additional consideration therefor.

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

None other than noted in the previous section regarding designation and right of each class of Preferred Stock.

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 <u>Opening Balance:</u> Date <u>12/31/2022</u> Common: <u>138,357,719</u> Preferred: <u>n/a</u> | | | *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. |
| 1/23/2023 | New Issuance | 250,000 | Common Stock | \$0.02 | No | Andrew Gillis | Subscription Agreement | Restricted | Exempt |
| 1/23/2023 | New Issuance | 500,000 | Common Stock | \$0.00 | No | David Mark Goldhagen | Director | Restricted | Exempt |
| 1/23/2023 | New Issuance | 2,500,000 | Common Stock | \$0.00 | No | John Quinn | Director | Restricted | Exempt |

| | | | | | | | | | |
|------------|--------------|-----------|----------------------------------|--------|----|---|------------------------|------------|--------|
| 1/23/2023 | New Issuance | 125,000 | Common Stock | \$0.02 | No | Potens Capital LLC (Barret Hicken) | Subscription Agreement | Restricted | Exempt |
| 1/23/2023 | New Issuance | 250,000 | Common Stock | \$0.02 | No | Potens Capital LLC (Barret Hicken) | Subscription Agreement | Restricted | Exempt |
| 1/23/2023 | New Issuance | 100,000 | Common Stock | \$0.02 | No | Rick Dubois | Director | Restricted | Exempt |
| 1/23/2023 | New Issuance | 900,000 | Common Stock | \$0.00 | No | Rick Dubois | Director | Restricted | Exempt |
| 1/23/2023 | New Issuance | 375,000 | Common Stock | \$0.02 | No | Shoko Block | Subscription Agreement | Restricted | Exempt |
| 8/29/2023 | New Issuance | 300,000 | Common Stock | \$0.01 | No | Ned L Siegel | Services | Restricted | Exempt |
| 6/16/2024 | New Issuance | 10,000 | Series L-1 Convertible Preferred | \$0.01 | No | Gregory E. Provenzano Revocable Trust (Greg Provenzano) | Subscription Agreement | Restricted | Exempt |
| 6/16/2024 | New Issuance | 5,500 | Series L-1 Convertible Preferred | \$0.01 | No | Potens Capital LLC (Barret Hicken) | Subscription Agreement | Restricted | Exempt |
| 6/16/2024 | New Issuance | 2,000 | Series L-1 Convertible Preferred | \$0.01 | No | Benjamin Starks | Subscription Agreement | Restricted | Exempt |
| 6/16/2024 | New Issuance | 500 | Series L-1 Convertible Preferred | \$0.01 | No | Alexander Martinez | Subscription Agreement | Restricted | Exempt |
| 6/16/2024 | New Issuance | 2,000 | Series L-1 Convertible Preferred | \$0.01 | No | Richard Balamucki | Subscription Agreement | Restricted | Exempt |
| 10/21/2024 | New Issuance | 200,000 | Common Stock | \$0.01 | No | Peter Hellwig | Services | Restricted | Exempt |
| 10/21/2024 | New Issuance | 200,000 | Common Stock | \$0.01 | No | Jesus Quintero | Services | Restricted | Exempt |
| 10/21/2024 | New Issuance | 200,000 | Common Stock | \$0.01 | No | Jon Jorge Aras | Services | Restricted | Exempt |
| 10/21/2024 | New Issuance | 500,000 | Common Stock | \$0.01 | No | Scott Durnell | Services | Restricted | Exempt |
| 10/21/2024 | New Issuance | 200,000 | Common Stock | \$0.01 | No | PK AR, LLC (Peter Kafias) | Services | Restricted | Exempt |
| 10/21/2024 | New Issuance | 8,000,000 | Common Stock | \$0.01 | No | Richard Dubois | Director | Restricted | Exempt |
| 10/21/2024 | New Issuance | 1,750,000 | Common Stock | \$0.01 | No | David Mark Goldhagen | Director | Restricted | Exempt |
| 10/21/2024 | New Issuance | 7,500,000 | Common Stock | \$0.01 | No | John Quin | Director | Restricted | Exempt |
| 11/5/2024 | New Issuance | 1,750 | Series M-1 Convertible Preferred | \$0.25 | No | Paul Torok | Subscription Agreement | Restricted | Exempt |
| 11/5/2024 | New Issuance | 5,000 | Series M-1 Convertible Preferred | \$0.04 | No | Greg Gilbert | Subscription Agreement | Restricted | Exempt |
| 11/5/2024 | New Issuance | 5,000 | Series M-1 Convertible Preferred | \$0.25 | No | Joshua Daniel Rudolph | Subscription Agreement | Restricted | Exempt |
| 11/5/2024 | New Issuance | 5,250 | Series M-1 Convertible Preferred | \$0.25 | No | Kory Kula | Subscription Agreement | Restricted | Exempt |
| 11/5/2024 | New Issuance | 3,125 | Series M-1 Convertible Preferred | \$0.25 | No | Sasa Watt | Subscription Agreement | Restricted | Exempt |
| 11/5/2024 | New Issuance | 2,500 | Series M-1 Convertible Preferred | \$0.25 | No | Dean & Sue Swanson | Subscription Agreement | Restricted | Exempt |
| 11/5/2024 | New Issuance | 3,750 | Series M-1 Convertible Preferred | \$0.25 | No | Craig Swanson | Subscription Agreement | Restricted | Exempt |
| 11/5/2024 | New Issuance | 2,500 | Series M-1 Convertible Preferred | \$0.25 | No | Rick Geraci | Subscription Agreement | Restricted | Exempt |
| 11/5/2024 | New Issuance | 5,000 | Series M-1 Convertible Preferred | \$0.25 | No | Joshua Daniel Rudolph | Subscription Agreement | Restricted | Exempt |

| | | | | | | | | | |
|------------|--------------|-----------|----------------------------------|---------|----|--|---|------------|--------|
| 11/5/2024 | New Issuance | 7,500 | Series M-1 Convertible Preferred | \$0.25 | No | Kory Kula | Subscription Agreement | Restricted | Exempt |
| 11/5/2024 | New Issuance | 10,000 | Series M-1 Convertible Preferred | \$0.25 | No | Benjamin Starks | Subscription Agreement | Restricted | Exempt |
| 11/5/2024 | New Issuance | 12,500 | Series M-1 Convertible Preferred | \$0.25 | No | Shawn Sexton | Subscription Agreement | Restricted | Exempt |
| 11/5/2024 | New Issuance | 3,625 | Series M-1 Convertible Preferred | \$0.25 | No | Dean & Sue Swanson | Subscription Agreement | Restricted | Exempt |
| 11/5/2024 | New Issuance | 2,500 | Series M-1 Convertible Preferred | \$0.25 | No | Steve Strahler | Subscription Agreement | Restricted | Exempt |
| 11/5/2024 | New Issuance | 1,250 | Series M-1 Convertible Preferred | \$0.25 | No | Lisa Reinartsen | Subscription Agreement | Restricted | Exempt |
| 11/5/2024 | New Issuance | 1,250 | Series M-1 Convertible Preferred | \$0.25 | No | William Brent Miller | Subscription Agreement | Restricted | Exempt |
| 11/5/2024 | New Issuance | 2,500 | Series M-1 Convertible Preferred | \$0.25 | No | Doris Reinartsen | Subscription Agreement | Restricted | Exempt |
| 12/16/2024 | New Issuance | 250,000 | Common Stock | \$0.01 | No | Jon Sisson | Services | Restricted | Exempt |
| 12/16/2024 | New Issuance | 750,000 | Common Stock | \$0.01 | No | Team Pac, LLC (Manny Pacquiao) | Services | Restricted | Exempt |
| 12/16/2024 | New Issuance | 500,000 | Common Stock | \$0.01 | No | Black Horse Limited, LLC (Ben Donaldson) | Services | Restricted | Exempt |
| 12/16/2024 | New Issuance | 1,000,000 | Common Stock | \$0.01 | No | Patel Aziz | Services | Restricted | Exempt |
| 2/10/2025 | New Issuance | 500,000 | Common Stock | \$0.005 | No | JTPAB Consulting (John Boulahanis) | Consulting Services | Restricted | Exempt |
| 2/10/2025 | New Issuance | 200,000 | Common Stock | \$0.005 | No | Jedediah Christopher Frame | Consulting Services | Restricted | Exempt |
| 2/10/2025 | New Issuance | 10,000 | Common Stock | \$0.005 | No | Charles Cicchetti Jr. | Consulting Services | Restricted | Exempt |
| 2/10/2025 | New Issuance | 50,000 | Common Stock | \$0.005 | No | Seth Quigg | Consulting Services | Restricted | Exempt |
| 2/10/2025 | New Issuance | 100,000 | Common Stock | \$0.005 | No | Christian Warren | Consulting Services | Restricted | Exempt |
| 2/10/2025 | New Issuance | 100,000 | Common Stock | \$0.005 | No | John Binder | Consulting Services | Restricted | Exempt |
| 2/10/2025 | New Issuance | 200,000 | Common Stock | \$0.005 | No | Markus Biegel | Consulting Services | Restricted | Exempt |
| 2/10/2025 | New Issuance | 200,000 | Common Stock | \$0.005 | No | John Abraham | Consulting Services | Restricted | Exempt |
| 2/10/2025 | New Issuance | 2,000,000 | Common Stock | \$0.005 | No | Dale Krueger | Consulting Services | Restricted | Exempt |
| 2/10/2025 | New Issuance | 2,000,000 | Common Stock | \$0.005 | No | Mark Livingston | Consulting Services | Restricted | Exempt |
| 2/11/2025 | New Issuance | 300,000 | Common Stock | \$0.005 | No | Craig Swanson | Subscription Agreement | Restricted | Exempt |
| 2/11/2025 | New Issuance | 50,000 | Common Stock | \$0.005 | No | Spenser Burnfield | Subscription Agreement | Restricted | Exempt |
| 2/11/2025 | New Issuance | 100,000 | Common Stock | \$0.005 | No | Kelly Greenlee | Subscription Agreement | Restricted | Exempt |
| 2/18/2025 | New Issuance | 2,147,757 | Common Stock | \$0.10 | No | Justin Urich | Casa Rica Acquisition – Founders Shares | Restricted | Exempt |
| 2/18/2025 | New Issuance | 556,827 | Common Stock | \$0.10 | No | Gilberlyto Lunatajaya | Casa Rica Acquisition – Founders Shares | Restricted | Exempt |

| | | | | | | | | | |
|-----------|--------------|---------|--------------|--------|----|--|---|------------|--------|
| 2/18/2025 | New Issuance | 339,258 | Common Stock | \$0.10 | No | Nick Stern | Casa Rica Acquisition – Founders Shares | Restricted | Exempt |
| 2/18/2025 | New Issuance | 138,741 | Common Stock | \$0.10 | No | RAV2 LLC (Blake Lyon) | Casa Rica Acquisition – Founders Shares | Restricted | Exempt |
| 2/18/2025 | New Issuance | 23,559 | Common Stock | \$0.10 | No | Jesse Bradford | Casa Rica Acquisition – Debt Conversion | Restricted | Exempt |
| 2/18/2025 | New Issuance | 47,118 | Common Stock | \$0.10 | No | Ryan Ulrich | Casa Rica Acquisition – Debt Conversion | Restricted | Exempt |
| 2/18/2025 | New Issuance | 47,118 | Common Stock | \$0.10 | No | Gary Miller | Casa Rica Acquisition – Debt Conversion | Restricted | Exempt |
| 2/18/2025 | New Issuance | 23,559 | Common Stock | \$0.10 | No | Robert Buhman | Casa Rica Acquisition – Debt Conversion | Restricted | Exempt |
| 2/18/2025 | New Issuance | 843,407 | Common Stock | \$0.10 | No | Regina Minor | Casa Rica Acquisition – Debt Conversion | Restricted | Exempt |
| 2/18/2025 | New Issuance | 117,794 | Common Stock | \$0.10 | No | Sean Barry | Casa Rica Acquisition – Debt Conversion | Restricted | Exempt |
| 2/18/2025 | New Issuance | 70,677 | Common Stock | \$0.10 | No | Keith Deitz | Casa Rica Acquisition – Debt Conversion | Restricted | Exempt |
| 2/18/2025 | New Issuance | 23,559 | Common Stock | \$0.10 | No | Ron Broitman | Casa Rica Acquisition – Debt Conversion | Restricted | Exempt |
| 2/18/2025 | New Issuance | 117,794 | Common Stock | \$0.10 | No | David Mark | Casa Rica Acquisition – Debt Conversion | Restricted | Exempt |
| 2/18/2025 | New Issuance | 164,912 | Common Stock | \$0.10 | No | Mike Minor | Casa Rica Acquisition – Debt Conversion | Restricted | Exempt |
| 2/18/2025 | New Issuance | 141,353 | Common Stock | \$0.10 | No | Brad Urba | Casa Rica Acquisition – Debt Conversion | Restricted | Exempt |
| 2/18/2025 | New Issuance | 424,059 | Common Stock | \$0.10 | No | Bruce Bialosky | Casa Rica Acquisition – Debt Conversion | Restricted | Exempt |
| 2/18/2025 | New Issuance | 235,589 | Common Stock | \$0.10 | No | Matt Signore | Casa Rica Acquisition – Debt Conversion | Restricted | Exempt |
| 2/18/2025 | New Issuance | 94,235 | Common Stock | \$0.10 | No | Matt Lilley | Casa Rica Acquisition – Debt Conversion | Restricted | Exempt |
| 2/18/2025 | New Issuance | 540,120 | Common Stock | \$0.10 | No | Cardboard Toast LLC (Matt Aلدian) | Casa Rica Acquisition – Debt Conversion | Restricted | Exempt |
| 2/18/2025 | New Issuance | 70,677 | Common Stock | \$0.10 | No | Cynthia Conway | Casa Rica Acquisition – Debt Conversion | Restricted | Exempt |
| 2/18/2025 | New Issuance | 235,589 | Common Stock | \$0.10 | No | Lee Ellen Fanning | Casa Rica Acquisition – Debt Conversion | Restricted | Exempt |
| 2/18/2025 | New Issuance | 117,794 | Common Stock | \$0.10 | No | Kate Foster | Casa Rica Acquisition – Debt Conversion | Restricted | Exempt |
| 2/18/2025 | New Issuance | 4,241 | Common Stock | \$0.10 | No | Lucie Berman | Casa Rica Acquisition – Debt Conversion | Restricted | Exempt |
| 2/18/2025 | New Issuance | 58,897 | Common Stock | \$0.10 | No | Marc & Karen Sperber Declaration of Trust (Marc & Karen Sperber) | Casa Rica Acquisition – Debt Conversion | Restricted | Exempt |
| 2/18/2025 | New Issuance | 94,235 | Common Stock | \$0.10 | No | Walker Pin Partners 4 (Ross Walker) | Casa Rica Acquisition – Debt Conversion | Restricted | Exempt |

| | | | | | | | | | |
|-----------|--------------|-----------|--------------|---------|----|--|---|------------|--------|
| 2/18/2025 | New Issuance | 23,559 | Common Stock | \$0.10 | No | Jeff Walker | Casa Rica Acquisition – Debt Conversion | Restricted | Exempt |
| 2/18/2025 | New Issuance | 468,057 | Common Stock | \$0.10 | No | Johnathan Manhan Family Trust (Johnathan Manhan) | Casa Rica Acquisition – Debt Conversion | Restricted | Exempt |
| 2/18/2025 | New Issuance | 46,806 | Common Stock | \$0.10 | No | David & Jackie Suiters | Casa Rica Acquisition – Debt Conversion | Restricted | Exempt |
| 2/18/2025 | New Issuance | 46,806 | Common Stock | \$0.10 | No | Soraya Ardakani | Casa Rica Acquisition – Debt Conversion | Restricted | Exempt |
| 2/18/2025 | New Issuance | 58,897 | Common Stock | \$0.10 | No | Adam Stone Revocable Trust (Adam Stone) | Casa Rica Acquisition – Debt Conversion | Restricted | Exempt |
| 2/18/2025 | New Issuance | 741,873 | Common Stock | \$0.10 | No | Pravesa Ventures LLC (Sirina Koppolu) | Casa Rica Acquisition – SAFE Conversion | Restricted | Exempt |
| 2/18/2025 | New Issuance | 92,734 | Common Stock | \$0.10 | No | Ryan McMahon | Casa Rica Acquisition – SAFE Conversion | Restricted | Exempt |
| 2/18/2025 | New Issuance | 185,468 | Common Stock | \$0.10 | No | Blake Neely Trust (Blake Neely) | Casa Rica Acquisition – SAFE Conversion | Restricted | Exempt |
| 3/12/2025 | New Issuance | 100,000 | Common Stock | \$0.10 | No | Brian Hamilton | Investment | Restricted | Exempt |
| 3/12/2025 | New Issuance | 100,000 | Common Stock | \$0.10 | No | Jose Bardelas | Investment | Restricted | Exempt |
| 3/12/2025 | New Issuance | 200,000 | Common Stock | \$0.10 | No | Greg Heckmann | Investment | Restricted | Exempt |
| 3/12/2025 | New Issuance | 250,000 | Common Stock | \$0.10 | No | John Quigley | Investment | Restricted | Exempt |
| 5/29/2025 | New Issuance | 250,000 | Common Stock | \$0.005 | No | Andrei McQuillan | Services | Restricted | Exempt |
| 5/29/2025 | New Issuance | 25,000 | Common Stock | \$0.005 | No | Paul Torak | Services | Restricted | Exempt |
| 5/29/2025 | New Issuance | 20,000 | Common Stock | \$0.005 | No | Greg Gilbert | Services | Restricted | Exempt |
| 6/5/2025 | New Issuance | 280,000 | Common Stock | \$0.10 | No | Rick Dubois | Investment | Restricted | Exempt |
| 6/5/2025 | New Issuance | 100,000 | Common Stock | \$0.10 | No | Tyron Sweitzer | Investment | Restricted | Exempt |
| 6/5/2025 | New Issuance | 100,000 | Common Stock | \$0.10 | No | Leonard Maucelli | Investment | Restricted | Exempt |
| 6/5/2025 | New Issuance | 100,000 | Common Stock | \$0.005 | No | Bruce Bialosky | Services | Restricted | Exempt |
| 6/5/2025 | New Issuance | 500,000 | Common Stock | \$0.10 | No | Shawn Sexton | Investment | Restricted | Exempt |
| 6/16/2025 | New Issuance | 7,720,000 | Common Stock | \$0.005 | No | Rick Dubois | Director | Restricted | Exempt |
| 6/16/2025 | New Issuance | 1,000,000 | Common Stock | \$0.005 | No | David Mark Goldhagen | Director | Restricted | Exempt |
| 6/16/2025 | New Issuance | 2,000,000 | Common Stock | \$0.005 | No | John Quinn | Director | Restricted | Exempt |
| 9/19/2025 | New Issuance | 50,000 | Common Stock | \$0.10 | No | David Maddox | Investment | Restricted | Exempt |
| 9/19/2025 | New Issuance | 50,000 | Common Stock | \$0.10 | No | Jose Bardelas | Investment | Restricted | Exempt |
| 9/19/2025 | New Issuance | 100,000 | Common Stock | \$0.10 | No | Susan Emery | Investment | Restricted | Exempt |
| 9/19/2025 | New Issuance | 300,000 | Common Stock | \$0.10 | No | Joshua Farrell | Investment | Restricted | Exempt |
| 9/19/2025 | New Issuance | 200,000 | Common Stock | \$0.10 | No | Jove Lachman-Curl | Investment | Restricted | Exempt |
| 9/19/2025 | New Issuance | 500,000 | Common Stock | \$0.10 | No | Benjamin Starks | Investment | Restricted | Exempt |
| 9/19/2025 | New Issuance | 10,000 | Common Stock | \$0.001 | No | Emme Garfield | Services | Restricted | Exempt |

| | | | | | | | | | |
|--|----------------------------|-----------|--------------|---------|----|-----------------------------------|----------|------------|--------|
| 9/19/2025 | New Issuance | 750,000 | Common Stock | \$0.001 | No | Andrei McQuillan | Services | Restricted | Exempt |
| 9/19/2025 | New Issuance | 100,000 | Common Stock | \$0.001 | No | Mark Hall | Services | Restricted | Exempt |
| 9/19/2025 | New Issuance | 5,000,000 | Common Stock | \$0.001 | No | Labor Smart, Inc. (Brad Wyatt) | Services | Restricted | Exempt |
| Shares Outstanding on Date of This Report: | | | | | | | | | |
| Date <u>9/30/2025</u> | <u>Ending Balances</u> | | | | | | | | |
| | Common: <u>198,665,788</u> | | | | | | | | |
| | Preferred: <u>95,000</u> | | | | | | | | |

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 instrument to shares) | # Shares Converted to Date | # of Potential Shares to be Issued Upon Conversion ⁵ | Name of Noteholder (entities must have individual with voting / investment control disclosed). | Reason for Issuance (e.g., Loan, Services, etc.) |
|-----------------------|-----------------------------------|--|---------------|--|----------------------------|---|---|---|
| 7/22/2023 | \$5,000 | \$5,596 | 7/22/2024 | If desired, convertible to 125,000 shares at maturity with the option upon exercise of warrant (with \$5,000 payment) into an additional 125,000 shares. | None | 250,000 | Ronald Rose | Operating expenses |

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.

| | | | | | | | | |
|-----------------------------------|----------|------------------------|----------------------|---|------------|------------------|------------|--------------------|
| 5/6/2025 | \$66,000 | \$69,987 | 5/6/2026 | May convert to common at maturity at \$0.10, with a \$0.10 warrant. Accrues interest at 15% per annum. Interest payment monthly of \$812. | None | 666,800 | Paul Torak | Operating expenses |
| 5/19/2025 | \$12,500 | \$13,188 | 5/19/2026 | May convert to common at maturity at \$0.10, with a \$0.10 warrant. Accrues interest at 15% per annum. | None | 127,160 | Paul Torak | Operating expenses |
| Total Outstanding Balance: | | <u>\$88,771</u> | Total Shares: | | -0- | 1,043,960 | | |

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")

The Company and its new management team is in the process of bringing the Company back to good standing with all required state filing, security filings, and embarking on executing on a well-defined business plan of developing, through strategic acquisitions, a footprint in the beverage industry.

Specifically, the Company is in the process of identifying acquisition candidates that are either brewers or brands in the craft brewing market. Additionally, the Company is identifying acquisition targets in the sprints industry, specifically specialty/craft tequila and vodka distilleries and brands.

In its efforts to execute on its business plan, on November 5, 2024, the Company acquired Casa Rica Tequila ("Casa Rica"), a premium brand of tequila in the United States. Casa Rica owns the intellectual property (trademarks, brand names and "recipes") for its premium brand of product, and distills the product in at distillery in Mexico. Casa Rica already has customers in the United States, and services them through an already-established distribution network. The acquisition of Casa Rica was consummated by the (future issuance) as a total of 10 million shares in the Company's Common Stock – 3 million to be issued to the Original Founders of Casa Rica, and 7 million to the debt holders within Casa Rica.

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

In November 2025, the Company acquired Casa Rica Tequila, and as of the acquisition date, Casa Rica is consolidated in the financials as a wholly-owned subsidiary.

C. Describe the issuers' principal products or services.

See above description of business plan and operations.

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.

As of the date of this report, the Company does not have any facilities nor does it have any lease agreements nor lease obligations. The Company operates out of a location shared with the current President and CEO of the Company. The Casa Rica Subsidiary, packages its tequila product at a distillery in Mexico, and the finished product is warehoused and distributed by a value-added distributor in the United States.

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 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% Control person) | 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) |
|--|--|--|---|---|---|
| John Quinn | CEO, President, Treasurer, Secretary, Director, Owner of >5% | Lawndale, CA | 21,090,000 | Common | 10.6% |
| Rick Dubois | Director | McDonough, GA | 18,000,000 | Common | 9.1% |
| David Goldhagen | Director | Hayesville, NC | 4,050,000 | Common | 2.0% |
| Andrei McQuillan | Officer (Casa Rica) | Lawndale, CA | 1,000,000 | Common | 0.5% |
| Justin Urich | Officer (Casa Rica) | Lawndale, CA | 2,147,757 | Common | 1.1% |
| Aziz Patel | Owner of >5% | Crested Butte, CO | 10,020,000 | Common | 5.0% |
| Gregory E. Provenzano Revocable Trust, control person is Greg Provenzano | Owner of >5% | Cornelius, NC | 10,000 | Series L-1 Convertible Preferred Stock | 50% |
| Potens Capital, LLC, control person is Barrett Hicken | Owner of >5% | Sandy, UT | 5,500 | Series L-1 Convertible Preferred Stock | 28% |

| | | | | | |
|-----------------------|--------------|------------------|---------|--|-------|
| Benjamin Starks | Owner of >5% | Bellingham, WA | 2,000 | Series L-1 Convertible Preferred Stock | 10% |
| Benjamin Starks | Owner of >5% | Bellingham, WA | 10,000 | Series M-1 Convertible Preferred Stock | 13.3% |
| Benjamin Starks | Owner of >5% | Bellingham, WA | 500,000 | Common | 0.3% |
| Richard Balamucki | Owner of >5% | Chapel Hill, NC | 2,000 | Series L-1 Convertible Preferred Stock | 10% |
| Greg Gilbert | Owner of >5% | Olympia, WA | 5,000 | Series M-1 Convertible Preferred Stock | 6.7% |
| Greg Gilbert | Owner of >5% | Olympia, WA | 230,000 | Common | 0.12% |
| Joshua Daniel Rudolph | Owner of >5% | Olympia, WA | 5,000 | Series M-1 Convertible Preferred Stock | 6.7% |
| Kory Kula | Owner of >5% | St. Thomas, USVI | 12,250 | Series M-1 Convertible Preferred Stock | 16.3% |
| Kory Kula | Owner of >5% | St. Thomas, USVI | 250,000 | Common | 0.13% |
| Craig Swanson | Owner of >5% | Bellingham, WA | 3,750 | Series M-1 Convertible Preferred Stock | 5.0% |
| Craig Swanson | Owner of >5% | Bellingham, WA | 500,000 | Common | 0.25% |
| Joshua Daniel Rudolph | Owner of >5% | Olympia, WA | 5,000 | Series M-1 Convertible Preferred Stock | 6.7% |
| Shawn Sexton | Owner of >5% | Rockwall, TX | 12,500 | Series M-1 Convertible Preferred Stock | 16.7% |
| Shawn Sexton | Owner of >5% | Rockwall, TX | 600,000 | Common | 0.30% |

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 noted.

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 noted.

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 noted.

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 noted.

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 noted.

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 noted.

- 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 noted.

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.

Name: Randolf Katz
Firm: Clark Hill PLC
Address 1: 1055 West 7th Street
Address 2: Los Angeles, CA 90017
Phone: (940) 367-6154
Email: rkatz@clarkhill.com

Accountant or Auditor

Firm: Astra Audit & Advisory, LLC
Address 1: 3702 W. Spruce Street # 1430
Address 2: Tampa, FL 33607

Investor Relations

Name: n/a
Firm: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

All other means of Investor Communication:

X (Twitter): n/a
Discord: _____
LinkedIn: _____
Facebook: _____
[Other] _____

Other Service Providers

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

Name: Peter Hellwig
Firm: H-Squared Performance Financial
Nature of Services: Consultant and Financial Report Preparation
Address 1: 803 Clay Street
Address 2: Fleming Island, FL 32003
Phone: (904) 509-4227
Email: peter@h2performancefinancial.com

9) Disclosure & Financial Information

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

Name: H-Squared Performance Financial/Peter Hellwig
Title: Managing Partner
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: H-Squared Performance Financial/Peter Hellwig
Title: Managing Partner
Relationship to Issuer: Consultant

Describe the qualifications of the person or persons who prepared the financial statements:⁶

Mr. Hellwig has served as the CFO (both internally and on a consultancy basis) to numerous private and public entities (both alternative reporting and fully reporting/QB companies) since 1995. He is a seasoned professional with intricate knowledge of the financial reporting requirements, compliance and financial report preparation in the public and private sectors.

Provide the following qualifying financial statements:

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

Financial Statement Requirements:

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

⁶ 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.

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:

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, John Quinn certify that:

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

November 14, 2025

/s/ John Quinn
[CEO's Signature]

Principal Financial Officer:

I, John Quinn certify that:

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

November 14, 2025

/s/ John Quinn
[CFO's Signature]

**UPPER STREET MARKETING, INC.
CONSOLIDATED FINANCIAL STATEMENTS
SEPTEMBER 30, 2025 AND 2024**

| | Pages |
|---|-------------|
| Balance Sheets as of September 30, 2025 and December 31, 2024 (Unaudited) | F-2 |
| Consolidated Statements of Operations for the Three and Nine Months Ended September 30, 2025 and 2024 (Unaudited) | F-3 |
| Consolidated Statements of Shareholders' Equity for the Three and Nine Months Ended September 30, 2025 and 2024 (Unaudited) | F-4 |
| Consolidated Statements of Cash Flows for the Nine Months September 30, 2025 and 2024 (Unaudited) | F-5 |
| Notes to the Unaudited Consolidated Financial Statements | F-6 to F-24 |

UPPER STREET MARKETING, INC.
CONSOLIDATED BALANCE SHEETS
(Unaudited)

| | September 30, 2025 | December 31, 2024 |
|---|-----------------------|----------------------|
| ASSETS | | |
| Current Assets | | |
| Cash and equivalents | \$ 2,282 | \$ 36,195 |
| Accounts receivable, net of allowance for doubtful accounts | 233,414 | 229,550 |
| Related party receivables | 227,266 | 166,920 |
| Inventory | 32,528 | 233,355 |
| Other current assets | 301,474 | 100,000 |
| Total Current Assets | 796,964 | 766,020 |
| Fixed asset, net | 16,034 | 17,460 |
| Other Assets | | |
| Investments | 113,636 | 50,000 |
| Goodwill | 1,635,991 | 1,635,991 |
| Intangibles | 51,750 | 68,500 |
| Total Other Assets | 1,801,377 | 1,754,491 |
| Total Assets | \$ 2,614,375 | \$ 2,537,971 |
| LIABILITIES AND EQUITY (DEFICIT) | | |
| Current Liabilities | | |
| Accounts payable | \$ 375,383 | \$ 496,385 |
| Accrued compensation | 385,000 | 295,000 |
| Accrued liabilities | 13,200 | 13,819 |
| Accrued interest payable | 153,299 | 91,419 |
| Convertible Notes payable | 287,820 | 209,320 |
| SAFE Notes | - | 481,700 |
| Notes payable | 395,000 | 225,000 |
| Total Current Liabilities | 1,609,702 | 1,812,641 |
| Total Liabilities | 1,609,702 | 1,812,641 |
| Equity (Deficiency) | | |
| Series L-1 Convertible Preferred Stock, \$0.0001 par value; 20,000 shares authorized, 20,000 shares issued and outstanding at September 30, 2025 and December 31, 2024. | 2 | 2 |
| Series L-2 Convertible Preferred Stock, \$0.0001 par value; 20,000 shares authorized, zero shares issued and outstanding at September 30, 2025 and December 31, 2024. | | |
| Series M-1 Convertible Preferred Stock, \$0.0001 par value; 75,000 shares authorized, 75,000 shares issued and outstanding at September 30, 2025 and December 31, 2024. | 8 | 8 |
| Series P Convertible Preferred Stock, \$0.0001 par value; 10,000 shares authorized, zero shares issued and outstanding at September 30, 2025 and December 31, 2024. | - | - |
| Series O-1 Convertible Preferred Stock, \$0.0001 par value; 10,000 shares authorized, zero shares issued and outstanding at September 30, 2025 and December 31, 2024. | - | - |
| Series O-2 Convertible Preferred Stock, \$0.0001 par value; 10,000 shares authorized, zero shares issued and outstanding at September 30, 2025 and December 31, 2024. | - | - |
| Common stock, \$0.0001 par value; 300,000,000 shares authorized, 198,665,788 and 164,707,719 shares issued and outstanding at September 30, 2025 and December 31, 2024, respectively. | 19,867 | 16,471 |
| Shares to be issued (Common Stock) | 17,166 | 1,000 |
| Additional paid-in capital | 26,168,225 | 24,720,071 |
| Accumulated deficit | (25,200,595) | (24,012,222) |
| Total Equity (Deficit) | 1,004,673 | 725,330 |
| Total Liabilities and Equity (Deficit) | \$ 2,614,375 | \$ 2,537,971 |

See accompanying notes to the financial statements

UPPER STREET MARKETING, INC.
CONSOLIDATED STATEMENTS OF OPERATIONS

(Unaudited)

| | For the Three Months Ended September 30, | | For the Nine Months Ended September 30, | |
|---|---|--------------------|--|--------------------|
| | 2025 | 2024 | 2025 | 2024 |
| Revenue | | | | |
| Tequila | \$ 9,000 | \$ 185,250 | \$ 15,019 | \$ 185,250 |
| Total Revenue | <u>9,000</u> | <u>185,250</u> | <u>15,019</u> | <u>185,250</u> |
| Cost of Revenue | | | | |
| Cost of tequila | <u>3,004</u> | <u>—</u> | <u>6,284</u> | <u>—</u> |
| Gross Profit | 5,996 | 185,250 | 8,735 | 185,250 |
| Operating Expenses | | | | |
| General and administrative | 6,062 | 18,340 | 31,866 | 34,919 |
| Executive Compensation | 37,500 | — | 105,000 | — |
| Stock-based Compensation | 75,000 | — | 75,000 | — |
| Depreciation and amortization | 7,176 | — | 18,676 | — |
| Professional fees | 563,750 | 51,705 | 913,813 | 163,850 |
| Total Operating Expenses | <u>689,488</u> | <u>70,045</u> | <u>1,144,355</u> | <u>198,769</u> |
| Profit (Loss) from Operations | (683,492) | 115,205 | (1,135,620) | (13,519) |
| Other Income (Expenses) | | | | |
| Interest expense | <u>(18,326)</u> | <u>(3,000)</u> | <u>(48,503)</u> | <u>(3,267)</u> |
| Total Other Income (Expenses) | (18,326) | (3,000) | (48,503) | (3,267) |
| Provision for Income Taxes | <u>—</u> | <u>—</u> | <u>—</u> | <u>—</u> |
| NET PROFIT (LOSS) | \$ (701,818) | \$ 112,205 | \$ (1,184,123) | \$ (16,786) |
| Net Profit (Loss) Per Share Basic | <u>\$ (0.00)</u> | <u>\$ (0.00)</u> | <u>\$ (0.01)</u> | <u>\$ (0.00)</u> |
| Weighted Average Number of Shares Outstanding: Basic and Diluted | <u>192,459,195</u> | <u>163,657,719</u> | <u>182,077,342</u> | <u>143,657,719</u> |

See accompanying notes to the financial statements

UPPER STREET MARKETING, INC.
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY (DEFICIT)
(Unaudited)

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

| | Series L-1 Preferred | | Series M-1 Preferred | | Series P Preferred | | Series O-1 Preferred | | Series O-2 Preferred | | Stock to be Issued | | Common Stock | | Additional Paid-In Capital (\$) | Accumulated Deficit (\$) | Total Stockholder's Equity (Deficit) (\$) |
|---|----------------------|-------------|----------------------|-------------|--------------------|-------------|----------------------|-------------|----------------------|-------------|--------------------|-------------|--------------|-------------|---------------------------------|--------------------------|---|
| | Shares | Amount (\$) | Shares | Amount (\$) | Shares | Amount (\$) | Shares | Amount (\$) | Shares | Amount (\$) | Shares | Amount (\$) | Shares | Amount (\$) | | | |
| Balance December 31, 2024 | 20,000 | 2 | 75,000 | 8 | - | - | - | - | - | - | 10,000,000 | 1,000 | 164,707,719 | 16,471 | 24,720,071 | (24,012,222) | 725,330 |
| Common shares to for subscriptions | - | - | - | - | - | - | - | - | - | - | 250,000 | 25,000 | 1,100,000 | 110 | 109,890 | - | 135,000 |
| Common shares to be issued for acquisition | - | - | - | - | - | - | - | - | - | - | (10,000,000) | (1,000) | - | - | (1,248,676) | - | (1,249,676) |
| Shares owed for debt settlement - acquisition | - | - | - | - | - | - | - | - | - | - | 1,656,931 | 166 | - | - | - | - | 166 |
| Shares issued for SAFE agreements - acquisition | - | - | - | - | - | - | - | - | - | - | - | - | 1,736,917 | 174 | 481,526) | - | 481,700 |
| Shares issued for debt settlement – acquisition | - | - | - | - | - | - | - | - | - | - | - | - | 4,542,514 | 454 | 1,241,501 | - | 1,241,955 |
| Shares issued to acquisition founders | - | - | - | - | - | - | - | - | - | - | - | - | 2,063,638 | 206 | - | - | 206 |
| Shares issued for services | - | - | - | - | - | - | - | - | - | - | - | - | 5,360,000 | 536 | 26,264 | - | 26,800 |
| Net loss | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | (136,976) | (136,976) |
| Balance March 31, 2025 | 20,000 | 2 | 75,000 | 8 | - | - | - | - | - | - | 1,906,931 | 25,166 | 179,510,788 | 17,951 | 25,330,576 | (24,149,198) | 1,224,505 |
| Common shares issued for subscriptions | - | - | - | - | - | - | - | - | - | - | (180,000) | (18,000) | 980,000 | 98 | 97,902 | - | 80,000 |
| Shares issued for services | - | - | - | - | - | - | - | - | - | - | - | - | 395,000 | 40 | 1,935 | - | 1,975 |
| Shares issued for services – board of directors | - | - | - | - | - | - | - | - | - | - | - | - | 10,720,000 | 1,072 | 52,528 | - | 53,600 |
| Net loss | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | (349,579) | (349,579) |
| Balance June 30, 2025 | 20,000 | 2 | 75,000 | 8 | - | - | - | - | - | - | 1,726,931 | 7,166 | 191,605,788 | 19,161 | 25,482,941 | (24,498,777) | 1,010,501 |
| Common shares issued for subscriptions | - | - | - | - | - | - | - | - | - | - | 100,000 | 10,000 | - | - | - | - | 10,000 |
| Common shares issued for subscriptions | - | - | - | - | - | - | - | - | - | - | - | - | 1,150,000 | 115 | 94,875 | - | 94,990 |
| Shares issued for services | - | - | - | - | - | - | - | - | - | - | - | - | 5,910,000 | 591 | 590,409 | - | 591,000 |
| Net loss | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | (701,818) | (701,818) |
| Balance September 30, 2025 | 20,000 | 2 | 75,000 | 8 | - | - | - | - | - | - | 1,826,931 | 17,166 | 198,665,788 | 19,867 | 26,168,225 | (25,200,595) | 1,004,673 |

| | Series L-1 Preferred | | Series M-1 Preferred | | Series P Preferred | | Series O-1 Preferred | | Series O-2 Preferred | | Stock to be Issued | | Common Stock | | Additional Paid-In Capital (\$) | Accumulated Deficit (\$) | Total Stockholder's Equity (Deficit) (\$) |
|--|----------------------|-------------|----------------------|-------------|--------------------|-------------|----------------------|-------------|----------------------|-------------|--------------------|-------------|--------------|-------------|---------------------------------|--------------------------|---|
| | Shares | Amount (\$) | Shares | Amount (\$) | Shares | Amount (\$) | Shares | Amount (\$) | Shares | Amount (\$) | Shares | Amount (\$) | Shares | Amount (\$) | | | |
| Balance December 31, 2023 | - | - | - | - | - | - | - | - | - | - | - | - | 143,657,719 | 14,366 | 22,763,010 | (23,235,138) | (457,762) |
| Preferred stock to be issued | - | - | - | - | - | - | - | - | - | - | - | - | - | - | 25,000 | - | 25,000 |
| Net loss | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | (80,306) | (80,306) |
| Balance March 31, 2024 | - | - | - | - | - | - | - | - | - | - | - | - | 143,657,719 | 14,366 | 22,788,010 | (23,315,444) | (513,068) |
| Prior preferred stock to be issued | - | - | - | - | - | - | - | - | - | - | - | - | - | - | (25,000) | - | (25,000) |
| Preferred stock issued for subscriptions | 20,000 | 2 | - | - | - | - | - | - | - | - | - | - | - | - | 19,998 | - | 20,000 |
| Net loss | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | (48,684) | (48,684) |
| Balance June 30, 2024 | 20,000 | 2 | - | - | - | - | - | - | - | - | - | - | 143,657,719 | 14,366 | 22,783,008 | (23,364,128) | (566,752) |
| Net Profit | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | 112,205 | 112,205 |
| Balance September 30, 2024 | 20,000 | 2 | - | - | - | - | - | - | - | - | - | - | 143,657,719 | 14,366 | 22,783,008 | (23,251,924) | (454,548) |

See accompanying notes to the financial statements

UPPER STREET MARKETING, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

| | For the Nine Months Ended September 30, | |
|--|--|------------------|
| | 2025 | 2024 |
| Cash Flows From Operating Activities: | | |
| Net Loss | \$ (1,184,123) | \$ (16,786) |
| Adjustments to reconcile net loss to net cash used in operations | | |
| Amortization and depreciation expense | 18,175 | – |
| Changes in operating assets and liabilities: | | |
| Accounts receivable | (3,864) | (185,250) |
| Inventory | 200,828 | – |
| Due from related party | (60,346) | (137,110) |
| Other current assets | (201,474) | 15,760 |
| Other assets | – | (20,000) |
| Accounts payable | (125,251) | 410,180 |
| Accrued interest | 61,880 | – |
| Accrued compensation | 90,000 | – |
| Accrued liabilities | (618) | (167) |
| Subscriptions payable | – | (50,000) |
| Net Cash Used In Operating Activities | (1,204,793) | 36,627 |
| Cash Flows From Investing Activities: | | |
| Investment in Next Generation | (63,636) | – |
| Investment in Two Coast Brewery | – | (50,000) |
| Net Cash Used in Investing Activities | (63,636) | (50,000) |
| Cash Flows From Financing Activities: | | |
| Repayments on convertible notes payable | (481,700) | – |
| Proceeds from issuance of convertible debt | 248,500 | – |
| Proceeds from notes payable | – | – |
| Proceeds from stock subscriptions payable | 16,166 | – |
| Proceeds from preferred stock subscriptions | – | 45,754 |
| Proceeds from sales of Common Stock | 1,451,550 | – |
| Net Cash Provided by Financing Activities | 1,234,516 | 45,754 |
| Net Increase (Decrease) in Cash | (33,913) | 32,381 |
| Cash at Beginning of Period | 36,195 | 17,754 |
| Cash at End of Period | \$ 2,282 | \$ 50,135 |
| Supplemental Disclosure for Cashflow Information | | |
| Cash paid for interest | \$ 2,436 | \$ – |
| Cash paid for taxes | \$ – | \$ – |
| Supplemental disclosure of cash flow information | | |
| Shares to be issued | \$ 17,166 | \$ – |
| Issuance of common shares | \$ 1,451,550 | \$ – |
| Shares owed for debt settlement - acquisition | \$ 166 | \$ – |
| Shares issued for SAFE agreements - acquisition | \$ 135,000 | \$ – |
| Common shares issued for subscriptions | \$ 1,241,955 | \$ – |
| Shares issued for services | \$ 5,910,000 | \$ – |

See accompanying notes to the financial statements

UPPER STREET MARKETING, INC.
NOTES TO THE UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS
SEPTEMBER 30, 2025 and 2024

NOTE 1 - ORGANIZATION AND BUSINESS

On January 3, 2014 incorporated in the state of Oklahoma. We initially organized as Knox Nursery, Inc. (“Knox”). Upper Street Marketing, Inc. (“Upper Street”) also incorporated in the state of Oklahoma, become a wholly-owned subsidiary of Knox. Upper Street merged with and into Knox and became the legal surviving entity (the “Company”). On January 3, 2014, Upper Street Activewear, Inc., an Oklahoma corporation, (formerly J & J Acquisitions Seven, Inc.) (“Activewear”) and the Company, entered into a share exchange agreement. 40,016,000 shares of common stock and 700,000 shares of preferred stock were exchanged by the shareholders of Activewear for new shares in the Company on a 1:1 basis. With the share exchange Activewear became a wholly-owned subsidiary. The share exchange was accounted for as a recapitalization of the Company.

On September 14, 2018 the Company and Growing Springs Holdings Corporation (“GSHC”) a Nevada corporation entered into a share exchange agreement. The shareholders of GSHC would receive new shares in the Company on a 1:1 basis. On October 1, 2018 the terms of the Merger were completed. The existing shareholders of GSHC received 27,000,000 shares of common stock of the Company. In connection with the Merger, Tezi Advisory Inc. (“Tezi”) our former control shareholder, owned and operated by Mr. Gordon McDougall (“Mr. McDougall”) a former officer and director of the Company, entered into an assignment of certain shares of common stock owned by Tezi (the “Tezi Assignment”) with Mr. Joseph Earle (“Mr. Earle”), the controlling shareholder of GSHC. Upon completion of the Merger, Tezi transferred its ownership to Mr. Earle of 23,000,000 shares of common stock of the Company. Mr. Earle through the Tezi Assignment became the majority shareholder of the Company.

Growing Springs LLC (“GS LLC”) was formed on September 20, 2017 as a Nevada limited liability company. GS LLC entered into an agreement to be acquired by GSHC on or about September 14, 2018. The agreement provided for GSHC to assume all the assets and liabilities of GS LLC through the issuance of 15,000,000 shares of GSHC. GSHC issued the shares in exchange for 100% of the issued and outstanding membership interests of GS LLC. This transaction is not considered a tax-free exchange and will be considered a taxable event for each recipient of the shares in GSHC. The tax basis for the shares received in GSHC may be determined to be the resulting fair value of shares received by those same recipients in the Merger with Upper Street.

The Company through GS LLC provided an exclusive liquid conversion water technology to agricultural cultivators in North America. These operations were in existence and functional through fiscal year ending December 31, 2019. The operations for the period September 20, 2017 through December 31, 2017 were primarily developmental and pre-operational for GS LLC. The Company through GSHC was obligated under several agreements to acquire licenses, inclusive of a licensed dispensary and cultivation operations, along with a commercial hemp cultivation operations. Subsequent to year end the Company through its wholly-owned subsidiary GS LLC received a notice of default judgement from the provider of the liquid conversion water technology company due to monies owed them.

The Company on or about July 17, 2019 established a new wholly-owned entity called Linear Park Marketing, Inc. (“LPM”) incorporated in the state of Nevada. The Company and its former management set out to make LPM the acquirer of substantially all of the assets of the parent company and certain of its liabilities, and proceeded to seek out a viable merger candidate that would provide access to capital as well as clean, audited financial statements. Activities of LPM besides the corporate acquisition activities was as the sales and marketing arm for the Company’s intended products and interfaced with many businesses throughout the industry both within the US and abroad.

During the year ending December 31, 2020 the Company was informed of a shareholder derivative lawsuit being filed against the then management of the Company, including Mr. Earle, Mr. McDougall, and Mr. Livingston, along with the Company, Upper Street Marketing, Inc. Growing Springs Holdings Corporation, Linear Park Marketing, Inc. and Jane Does and John Does. On August 17, 2021 the shareholders who brought the derivative lawsuit and Messrs. Earle, McDougall and Livingston entered into a settlement agreement and mutual general releases (“Settlement Agreement”). The basic tenants of the Settlement Agreement are that both Messrs. Earle and McDougall resign from their respective positions with the Company and its subsidiaries, and return all of their equity that they may own in the Company and its subsidiaries. Mr. Livingston had already resigned from his positions with the Company subsequent to the NFS transaction that occurred in 2020. Mr. Livingston had no equity ownership in the Company or its subsidiaries at the time of settlement, and during the year ended December 31, 2019, Mr. Livingston had relinquished ownership of the 10,000,000 shares and 10,000,000 share cashless warrant grant that he had received early in 2019 pursuant to a consulting agreement. For primarily tax reasons Mr. Livingston returned the shares and warrants to treasury on or before November 11, 2019. Mr. Earle returned to treasury of the Company, 35,000,000 shares of common stock that he owned in his name. Mr. Earle also waived any rights and privileges to the 4,500,000 shares that he was to receive under the deferred compensation plan pursuant to his employment agreement, as well as the 10,000,000 share warrant grant that provided Mr. Earle with a below market exercise price. Furthermore Mr. Earle was to provide acknowledgement that the Company has no financial obligations to him, effectively

removing any accrued compensation or other expenses that may have been due to Mr. Earle as former CEO. Mr. Earle accomplished these acts in their entirety by January 15, 2022. Mr. McDougall returned to treasury of the Company, 14,784,242 shares of common stock that he owned in the name of his company Tezi. Mr. McDougall also waived any rights and privileges to the 10,000,000 share warrant grant that provided Mr. McDougall with a below market exercise price. Furthermore Mr. McDougall was to provide acknowledgement that the Company has no financial obligations owing to him, to Tezi, or to any known or unknown affiliated entities, effectively removing any accrued compensation or other expenses that may have been due to Mr. McDougall as a former member of the board of directors. Mr. McDougall accomplished these acts in their entirety by November 15, 2021.

Going forward the Company and its new management team is in the process of bringing the Company back to good standing with all required state filing, security filings, and embarking on executing on a well-defined business plan of developing, through strategic acquisitions, a footprint in the beverage industry. Specifically, the Company is in the process of identifying acquisition candidates that are either brewers or brands in the craft brewing market. Additionally, the Company is identifying acquisition targets in the sprits industry, specifically specialty/craft tequila and vodka distilleries and brands.

In its efforts to execute on its business plan, on November 5, 2024, the Company acquired Casa Rica Tequilla (“Casa Rica”), a premium brand of tequila in the United States. Casa Rica owns the intellectual property (trademarks, brand names and “recipes”) for its premium brand of product, and distills the product in at distillery in Mexico. Casa Rica already has customers in the United States, and services them through an already-established distribution network. The acquisition of Casa Rica was consummated by the (future issuance) of a total of 10 million shares in the Company’s Common Stock – 3 million to be issued to the Original Founders of Casa Rica, and 7 million to the debt holders within Casa Rica.

NOTE 2 – GOING CONCERN

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 normal course of business. As shown in the accompanying financial statements for the nine months ended September 30, 2025, the Company had total revenues of \$15,019 and incurred net losses of \$1,184,123. In addition, as of September 30, 2025, the Company has an accumulated deficit of \$25,200,595 and a working capital deficit of \$812,738. These factors among others may indicate that the Company will be unable to continue as a going concern for a reasonable period of time.

The Company’s primary source of operating funds for the past two years through the nine months ended September 30, 2025, has been from funds generated from proceeds from investments and bridge loans. The Company has experienced net losses from operations since its inception but expects these conditions to improve throughout 2025 and beyond as it develops and executes its business model. The Company has equity deficiencies as of September 30, 2025, and requires additional financing to fund future operations.

The Company’s existence is dependent upon management’s ability to develop profitable operations and to obtain additional funding sources. There can be no assurance that the Company’s financing efforts will result in profitable operations or the resolution of the Company’s liquidity problems. The accompanying statements do not include any adjustments that might result should the Company be unable to continue as a going concern.

NOTE 3 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The Company’s consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (“GAAP”). The preparation of consolidated financial statements in conformity with GAAP 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 consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Management further acknowledges that it is solely responsible for adopting sound accounting practices, establishing and maintaining a system of internal accounting control and preventing and detecting fraud. The Company’s system of internal accounting control is designed to assure, among other items, that (1) recorded transactions are valid; (2) valid transactions are recorded; and (3) transactions are recorded in the proper period in a timely manner to produce consolidated financial statements which present fairly the financial condition, results of operations and cash flows of the Company for the respective periods being presented.

Use of Estimates

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

Principles of Consolidation

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

Cash and Cash Equivalents

The Company accounts for cash and cash equivalents under Financial Accounting Standards Board (“FASB”) Accounting Standards Codification (“ASC”) 305, “*Cash and Cash Equivalents*,” and considers all highly liquid investments with an original maturity of three months or less to be cash equivalents.

Advertising and Promotion Costs

Advertising and promotion costs are included as a component of selling and marketing expenses and are expensed as incurred. During the nine months ended September 30, 2025 and 2024, the Company had no advertising and promotional expenses.

Revenue Recognition

The Company records transactions in accordance with ASU 2014-09, “*Revenue from Contracts with Customers*” and all subsequent amendments to the ASU (collectively, “ASC 606”). In accordance with ASC 606, revenues are recognized when control of the promised goods or services is transferred to our customers, in an amount that reflects the consideration we expect to be entitled to in exchange for those goods or services.

Our operations currently generate revenues from the sale of our tequila product through our recent acquisition of Casa Rica. For the nine months ended September 30, 2025 and 2024, the Company had revenues of \$15,019 and \$0, respectively, derived as follows:

| | September 30, 2025 | September 30, 2024 |
|----------------------|-----------------------|-----------------------|
| Tequila | \$ 15,019 | \$ 185,250 |
| Total Revenue | \$ 15,019 | \$ 185,250 |

Costs of Revenues

Our policy is to recognize costs of revenue in the same manner in conjunction with revenue recognition. During the nine months ended September 30, 2025 and 2024, the Company had cost of revenues of \$6,284 and \$0, respectively, derived as follows:

| | September 30, 2025 | September 30, 2024 |
|------------------------------|-----------------------|-----------------------|
| Tequila | \$ 6,284 | \$ - |
| Total Cost of Revenue | \$ 6,284 | \$ - |

Income Taxes and Valuation Allowance

The Company accounts for income taxes under ASC 740, “*Income Taxes*”. Under the asset and liability method of ASC 740, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statements carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period the enactment occurs. A valuation allowance is provided for certain deferred tax assets if it is more likely than not that the Company will not realize tax assets through future operations. All of the Company’s deferred tax assets were offset by a full valuation allowance at December 31, 2024.

Financial Instruments

ASC 820, “*Fair Value Measurements and Disclosures*,” defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. ASC 820 also establishes a fair value hierarchy that distinguishes between (1) market participant assumptions developed based on market data obtained from independent sources (observable inputs)

and (2) an entity's own assumptions about market participant assumptions developed based on the best information available in the circumstances (unobservable inputs). The fair value hierarchy consists of three broad levels, which gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy are described below:

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

Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly, including quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in markets that are not active; inputs other than quoted prices that are observable for the asset or liability (e.g., interest rates); and inputs that are derived principally from or corroborated by observable market data by correlation or other means.

Level 3 - Inputs that are both significant to the fair value measurement and unobservable.

Fair value estimates discussed herein are based upon certain market assumptions and pertinent information available to management as of September 30, 2025. The respective carrying value of certain on-balance-sheet financial instruments approximated their fair values due to the short-term nature of these instruments.

Related Parties

The Company follows ASC 850-10, "*Related Party Disclosures*," for the identification of related parties and disclosure of related party transactions. The Company leases office space from an entity that is controlled by the CEO and Director of the Company. In addition this related party has provided working capital to the Company on the line of credit facility it has extended to the Company.

Pursuant to ASC 850-10-20, related parties include: a) affiliates of the Company; b) principal owners of the Company; c) management of the Company; d) other parties with which the Company may deal if one party controls or can significantly influence the management or operating policies of the other to an extent that one of the transacting parties might be prevented from fully pursuing its own separate interests; and e) other parties that can significantly influence the management or operating policies of the transacting parties or that have an ownership interest in one of the transacting parties and can significantly influence the other to an extent that one or more of the transacting parties might be prevented from fully pursuing its own separate interests.

Material related party transactions are required to be disclosed in the consolidated financial statements, other than compensation arrangements, expense allowances, and other similar items in the ordinary course of business. However, disclosure of transactions that are eliminated in the preparation of consolidated or combined financial statements is not required in those statements. The disclosures shall include: a) the nature of the relationship(s) involved; b) a description of the transactions, including transactions to which no amounts or nominal amounts were ascribed, for each of the periods for which statements of operation are presented, and such other information deemed necessary to an understanding of the effects of the transactions on the financial statements; c) the dollar amounts of transactions for each of the periods for which statements of operations are presented and the effects of any change in the method of establishing the terms from that used in the preceding period; and d) amounts due from or to related parties as of the date of each balance sheet presented and, if not otherwise apparent, the terms and manner of settlement.

As of September 30, 2025 and December 31, 2024, related party receivables were \$227,266 and \$166,920, respectively.

Commitments and Contingencies

The Company follows ASC 450-20, "*Loss Contingencies*," to report accounting for contingencies. Liabilities for loss contingencies arising from claims, assessments, litigation, fines and penalties and other sources are recorded when it is probable that a liability has been incurred and the amount of the assessment can be reasonably estimated.

Earnings (loss) per share

Basic income (loss) per share is computed by dividing net income (loss) attributable to common stockholders by the weighted average common shares outstanding for the period. Diluted income (loss) per share is computed giving effect to all potentially dilutive common shares. Potentially dilutive common shares may consist of incremental shares issuable upon the exercise of stock options and warrants and upon the conversion of notes. In periods in which a net loss has been incurred, all potentially dilutive common shares are considered anti-dilutive and thus are excluded from the calculation. The number of potentially dilutive common shares (if the preferred shares were converted) excluded for the nine months ended September 30, 2025 and the year ended December 31, 2024 are 27,500,000.

Loss Contingencies

From time to time the Company may be subject to various legal proceedings and claims that arise in the ordinary course of business. On at least a quarterly basis, consistent with ASC 450-20-50-1C, if the Company determines that there is a reasonable possibility that a material loss may have been incurred, or is reasonably estimable, regardless of whether the Company accrued for such a loss (or any portion of that loss), the Company will confer with its legal counsel, consistent with ASC 450. If the material loss is determinable or reasonably estimable, the Company will record it in its accounts and as a liability on the consolidated balance sheet.

Accounts Receivable

Accounts receivables are recorded at the net value of their face amount less any allowance for doubtful accounts. On a periodic basis, we evaluate our accounts receivable and, based on a method of specific identification of any accounts receivable for which we deem the net realizable value to be less than the gross amounts of accounts receivable recorded, we establish an allowance for doubtful accounts for those balances. In determining our need for an allowance for doubtful accounts, we consider historical experience, analysis of past due amounts, client creditworthiness and any other relevant available information. However, our actual experience may vary from our estimates. If the financial condition of our clients were to deteriorate, resulting in their inability or unwillingness to pay our fees, we may need to record additional allowances or write-offs in future periods. This risk is mitigated to the extent that we collect retainers from our clients prior to performing significant services.

The allowance for doubtful accounts, if any, is recorded as a reduction in revenue to the extent the provision relates to fee adjustments and other discretionary pricing adjustments. To the extent the provision relates to a client's inability to make their required payments on their accounts, the provision is recorded in operating expenses. As of September 30, 2025, allowance for doubtful accounts was \$3,380. For the nine months ended September 30, 2025 and 2024, we recorded bad debt expense of \$0. Net accounts receivable for the nine months ended September 30, 2025 and the year ended December 31, 2024 was \$233,414 and \$229,550, respectively.

Long-lived Assets

Long-lived assets such as property, equipment and identifiable intangibles are reviewed for impairment whenever facts and circumstances indicate that the carrying value may not be recoverable. When required impairment losses on assets to be held and used are recognized based on the fair value of the asset. The fair value is determined based on estimates of future cash flows, market value of similar assets, if available, or independent appraisals, if required. If the carrying amount of the long-lived asset is not recoverable from its undiscounted cash flows, an impairment loss is recognized for the difference between the carrying amount and fair value of the asset. When fair values are not available, the Company estimates fair value using the expected future cash flows discounted at a rate commensurate with the risk associated with the recovery of the assets. For the nine months ended September 30, 2025 and 2024, we did not recognize any impairment losses for any periods presented.

Segment Reporting

Operating segments are components of an enterprise about which separate financial information is available and is evaluated regularly by management, namely the Chief Operating Decision Maker (“CODM”) of an organization, in order to determine operating and resource allocation decisions. By this definition, the Company has identified its Chief Executive Officer as the CODM. The CODM has identified the Company to have only a single operating segment.

Stock-Based Compensation

FASB ASC 718 “*Compensation – Stock Compensation*,” prescribes accounting and reporting standards for all stock-based payments award to employees, including employee stock options, restricted stock, employee stock purchase plans and stock appreciation rights, may be classified as either equity or liabilities. The Company determines if a present obligation to settle the share-based payment transaction in cash or other assets exists. A present obligation to settle in cash or other assets exists if: (a) the option to settle by issuing equity instruments lacks commercial substance or (b) the present obligation is implied because of an entity’s past practices or stated policies. If a present obligation exists, the transaction should be recognized as a liability; otherwise, the transaction should be recognized as equity.

The Company accounts for stock-based compensation issued to non-employees and consultants in accordance with the provisions of FASB ASC 505-50 “*Equity – Based Payments to Non-Employees*.” Measurement of share-based payment transactions with non-employees is based on the fair value of whichever is more reliably measurable: (a) the goods or services received; or (b) the equity instruments issued. The fair value of the share-based payment transaction is determined at the earlier of performance commitment date or performance completion date. For the nine months ended September 30, 2025 and 2024, the Company had \$75,000 and \$0 stock-based compensation.

Recently Issued Accounting Pronouncements

We have reviewed the FASB issued ASU accounting pronouncements and interpretations thereof that have effectiveness dates during the periods reported and in future periods. The Company has carefully considered the new pronouncements that alter previous generally accepted accounting principles and does not believe that any new or modified principles will have a material impact on the corporation's reported financial position or operations in the near term. The applicability of any standard is subject to the formal review of our financial management and certain standards are under consideration. We recently adopted and retroactively applied ASU 2023-07, "Segment Reporting."

NOTE 4 - INVENTORY

Inventory consists of the following:

| | September 30, 2025 | December 31, 2024 |
|--------------------------|-----------------------|----------------------|
| Packaging supplies | \$ - | \$ 128,273 |
| Finished goods (tequila) | 32,528 | 105,082 |
| Total Inventory | \$ 32,527 | \$ 233,355 |

NOTE 5 – FIXED ASSETS, NET

Fixed assets, net, consists of the following:

| | September 30, 2025 | December 31, 2024 |
|--------------------------------|-----------------------|----------------------|
| Furniture and fixtures | \$ 2,861 | \$ 2,861 |
| Machinery and equipment | 16,500 | 16,500 |
| Property and equipment, gross | 19,361 | 19,361 |
| Less: Accumulated depreciation | (3,327) | (1,901) |
| Total Fixed Assets, Net | \$ 16,034 | \$ 17,460 |

NOTE 6 – INTANGIBLE ASSETS, NET

Intangible assets, net, consists of the following:

| | September 30, 2025 | December 31, 2024 |
|-------------------------------------|-----------------------|----------------------|
| Trademarks & brand names | \$ 386,816 | \$ 386,816 |
| Less: Accumulated amortization | (335,066) | (318,316) |
| Total Intangible Assets, Net | \$ 51,750 | \$ 68,500 |

NOTE 7 – ACQUISITION OF NEW BUSINESS

On November 5, 2024, the Company acquired Casa Rica Tequila ("Casa Rica"), a premium brand of tequila in the United States. Casa Rica owns the intellectual property (trademarks, brand names and "recipes") for its premium brand of product, and distills the product in at distillery in Mexico. Casa Rica already has customers in the United States, and services them through an already-established distribution network. The acquisition of Casa Rica was consummated by the (future issuance) of a total of 10 million shares in the Company's Common Stock – 3 million to be issued to the Original Founders of Casa Rica, and 7 million to the debt holders within Casa Rica.

As a result of the acquisition, the Company recognized income and expenses associated with Casa Rica from the date of acquisition through the year ended December 31, 2024. In regards to the assets and liabilities associated with Casa Rica, the Company absorbed all assets and liabilities. Original debt holders within Casa Rica totaling \$913,700 plus associated interest totaling \$328,255 were converted into 4,542,514 shares of common stock during the six months ended June 30, 2025. An additional \$204,320 in principal balances remains; this balance continues to accrued interest, and at September 30, 2025, the total principal and interest due on

these notes is \$322,296 which will be converted into 1,656,931 shares of common stock at a future date, as not all original Casa Rica debt holders have yet agreed to have their debt and accumulated interest converted into the Company's common stock. In addition, \$481,700 in SAFE agreements were converted into 1,736,917 shares of common stock, and the original founding members of Casa Rica were issued 2,063,638 shares of common stock. All common shares issued were valued at \$0.10 per share.

NOTE 8 – RELATED PARTY TRANSACTIONS

All Related Party transactions are presented on an aggregated basis and are not netted on a per entity basis.

On September 1, 2021, the Company entered into an agreement with John Quinn, the Company's Chairman and CEO, to compensate him for his services at a rate of \$7,500 per month.

On April 1, 2025, the Company entered into an agreement with Andrei McQuillan, to be the Interim CEO of Casa Rica Tequilla. For the initial three months during April, May and June (2025), the Company agreed to pay Mr. McQuillan \$6,500, \$7,500 and \$8,500 respectively, and beginning on July 1, 2025, the Company would continue to pay Mr. McQuillan \$5,000 per month. In addition, the Company would initially issue Mr. McQuillan one million shares of the Company's common shares. During the nine months ended September 30, 2025, the Company made payments towards his total accrued compensation totaling \$20,000 and is committed to paying the total amount due. At September 30, 2025, the amount due to Mr. McQuillan is \$16,600.

NOTE 9 – INVESTMENTS IN NON-CONSOLIDATED BUSINESS ENTITIES

On October 1, 2024, the Company acquired a 2% membership interest in Two Coast Brewing, a small batch beer brewery known for its innovative and authentic flavors. Consideration provided for this acquisition was payment of \$50,000. The Company will receive dividend income from Two Coast at the end of each calendar year based on profitability. Our investment in Two Coast is stated at cost, as our investment in this entity constitutes less than 20% in Two Coast and does not provide the Company control over this entity. To date, Two Coast has not generated a profit; as a result, for the nine months ended September 30, 2025, the Company did not receive any dividend income.

On May 1, 2025, the Company acquired a 3% membership interest in Next Generation, the licensor of the Cookies ready-to-drink tequila based drink that has incorporated the Casa Rica brand of tequila as its "juice" component to the Cookies branded drink. Consideration provided for this acquisition was payment of \$63,636. The Company will receive dividend income from Next Generation at the end of each calendar year based on profitability. Our investment in Next Generation is stated at cost, as our investment in this entity constitutes less than 20% in Next Generation and does not provide the Company control over this entity. To date, Next Generation has not generated a profit; as a result, for the nine months ended September 30, 2025, the Company did not receive any dividend income.

NOTE 10 – NOTES PAYABLE

The following table summarizes notes payable as of September 30, 2025 and December 31, 2024:

| | <u>September 30,</u> <u>2025</u> | <u>December 31,</u> <u>2024</u> |
|---|-------------------------------------|------------------------------------|
| Note payable – an individual holder, principal and interest due and payable on December 23, 2016 (currently in default as of December 31, 2020), interest - 10.0% per annum. The accompanying note payable was assumed in the Merger by the Company. The Company has not determined if the notes payable were primarily from services or from funds loaned directly from the holder. The original issuance date of the note payable was November 5, 2015. The note holder is Mr. Peter Henricsson. This note is currently accruing interest. | \$75,000 | \$75,000 |
| Note payable – an individual holder, principal and interest due and payable on December 23, 2016 (currently in default as of December 31, 2020), interest - 10.0% per annum. The accompanying note payable was assumed in the Merger by the Company. The Company has not determined if the notes payable were primarily from services or from funds loaned directly from the holder. The original issuance date of the note payable was November 5, 2015. The note holder is Mr. Peter Henricsson. This note is currently note accruing interest. | \$15,000 | \$15,000 |
| Bridge loan – during the year December 31, 2024, the Company borrowed \$20,000 from an investor. These borrowings accrued interest of \$3,000, and a total of \$23,000 was repaid to the investor on September 30, 2024. | - | - |
| Bridge loan – during the year ended December 31, 2024, the Company borrowed \$10,000 from a Director of the Company. These borrowings are not accruing interest and will be paid to the Director at a point in time that it is economically feasible for the Company to repay the Director. | \$10,000 | \$10,000 |

| | | |
|--|-----------|-----------|
| Bridge loan – on December 26, 2024, the Company borrowed \$130,000 from an investor. These borrowings accrue interest at 20% per annum. Interest expense for the nine months ended September 30, 2025, is \$19,447, and total accumulated interest is \$19,803 at September 30, 2025. | \$130,000 | \$130,000 |
| Bridge loan – during the six months ended June 30, 2025, the Company borrowed an aggregate of \$125,000 (\$100,000 on January 7, 2025 and \$25,000 on March 31, 2025) from a shareholder. These borrowings accrue interest at 12% per annum. Interest expense for the nine months ended September 30, 2025, is \$10,249, and total accumulated interest is \$10,249 at September 30, 2025. | \$125,000 | - |
| Bridge loan – on February 24, 2025, the Company borrowed \$25,000 from a lender. These borrowings are not accruing interest and will be paid to the lender at a point in time that it is economically feasible for the Company to repay the lender. The Company repaid the lender \$12,500 on March 7, 2025, and the balance of \$12,500 was paid on May 20, 2025. The outstanding balance at September 30, 2025, was \$0. | - | - |
| Bridge loan – during the six months ended June 30, 2025, the Company borrowed \$25,000 from a Director of the Company. These borrowings are not accruing interest and will be paid to the Director at a point in time that it is economically feasible for the Company to repay the Director. | \$25,000 | 10,000 |
| Bridge loan – on May 7, 2025, the Company borrowed \$2,000 from a third party. These borrowings were paid back on May 9, 2025 with 25% interest. The current amount due at September 30, 2025 is \$0. | - | - |
| Bridge loan – on June 2, 2025, the Company borrowed \$5,000 from an investor of the Company. These borrowings are not accruing interest and will be paid to the investor at a point in time that it is economically feasible for the Company to repay the Director. | 5,000 | - |
| Bridge loan – on May 22, 2025, the Company borrowed \$20,000 from a Director of the Company. These borrowings are not accruing interest and will be paid to the Director at a point in time that it is economically feasible for the Company to repay the Director. | \$10,000 | - |
| Total notes payable | \$395,000 | 230,000 |
| Less current maturities | (395,000) | (230,000) |
| Long term portion of notes payable | \$ - | \$ - |

As mentioned in Note 7 above, an additional \$204,320 in principal balances remains on the books of Casa Rica, as not all original Casa Rica debt holders have yet agreed to have their debt and accumulated interest converted into the Company's common stock. As a result, the Company continues to accrue interest at a rate of 8% per annum and an additional penalty interest rate of 2% per annum after the maturity date of each note. There are a total of 22 notes remaining, all of which have matured at varying dates between 2021-2024. Total interest expense for these notes for the nine months ended September 30, 2025 and December 31, 2024 was \$14,534 and \$2,981, respectively. Total accumulated interest due at September 30, 2025 and December 31, 2024 on these notes is \$117,976 and \$103,442, respectively. These notes will be converted into 1,656,931 shares of common stock at a future date.

NOTE 11 – CONVERTIBLE NOTES

The following table summarizes convertible notes payable as of September 30, 2025 and December 31, 2024:

| | <u>September 30,</u> <u>2025</u> | <u>December 31,</u> <u>2024</u> |
|---|-------------------------------------|------------------------------------|
| Convertible Note – an individual, Ronald Rose, principal and interest due and payable on July 22, 2024, interest 10.0% per annum. The lender has the option to convert the entire principal and interest (cumulative of \$5,500 on the maturity date) into the purchase of a preferred unit. This investment would purchase (i) 1,250 shares of preferred stock that would be convertible into 125,000 shares of common stock and (ii) 1,250 warrants that, upon payment of the \$5,000 exercise price, would be exercisable into an additional 1,250 shares of preferred stock, which would also be convertible into 125,000 shares of common stock. After conversion of the preferred stock and, if exercised, the exercise of the warrants, the individual would own 250,000 shares of common stock. Interest expense for the nine months ended September 30, 2025 and the year ended December 31, 2024 is \$374 and \$222, respectively. Total accumulated interest and the nine months ended September 30, 2025 and the year ended December 31, 2024, was \$596 and \$222, respectively. | \$ 5,000 | \$ 5,000 |

Convertible Note – on May 6, 2025, the Company issued a convertible note to an investor. The note matures on May 6, 2026, and bears interest at 15% per annum, and is convertible at \$0.10 per share. The Company makes guaranteed payments to the lender on a monthly basis of \$812 per month, with the full balance of \$75,900 due on the maturity date.

66,000 -

Convertible Note – on May 19, 2025, the Company issued a convertible note to an investor. The note matures on May 19, 2026, and bears interest at 15% per annum, and is convertible at \$0.10 per share. The Company is obligated to make a balloon payment of \$14,375 (principal and interest) on the maturity date. Interest expense for the nine months ended September 30, 2025 and the year ended December 31, 2024 is \$688 and \$0 respectively. Total accumulated interest and the nine months ended September 30, 2025 and the year ended December 31, 2024, was \$688 and \$0, respectively.

\$12,500 -

| | | | | |
|--|----|--------|----|-------|
| Total convertible notes payable | \$ | 83,500 | \$ | 5,000 |
| Less current maturities | | 83,500 | | 5,000 |
| Long term portion of convertible notes payable | \$ | - | \$ | - |

NOTE 12 – LIQUIDITY AND OPERATIONS

Results of operations

Revenues

Total revenues for the nine months ended September 30, 2025, was \$15,019. Our revenues are derived from our tequila sales.

Costs of Sales

Costs of sales primarily consist of the “juice” as well as distilling and packaging costs as well as freight from our distillery in Mexico to our distribution hub in the United States. For the nine months ended September 30, 2025, our total costs of sales were \$6,284.

Gross Profit

For the nine months ending September 30, 2025, gross profit was \$8,735. Our gross margin was 58% for the nine months ended September 30, 2025.

Operating Losses

For the nine months ended September 30, 2025, operating losses were \$1,135,620. This level of losses is attributed primarily to our overhead associated with distilling and packaging our product and the general operations of the Company. Our total professional fees of \$913,813 and other general and administrative fees of \$31,866 are the primary drivers to our net operating losses.

Other Income (Expense)

Other income (expenses) for the nine months ended September 30, 2025, included interest expenses of \$48,503. This interest was mainly due to interest expenses on notes payable.

Net Income (Loss)

As a result of the factors discussed above, net losses for the nine months ended September 30, 2025 were \$1,184,123.

Liquidity and Capital Resources

For the nine months ended September 30, 2025, we had a net loss of \$1,184,123. Our primary sources of liquidity were provided by an increase in proceeds received from parties willing to lend the Company monies and issuing convertible debt and the sale of our common stock on subscription agreements. We relied upon external financing arrangements to fund our operations.

Our ability to rely upon external financing arrangements to fund operations is not certain, and this may limit our ability to secure future funding from external sources without changes in terms requested by counterparties, changes in the valuation of collateral, and associated risk, each of which is reasonably likely to result in our liquidity decreasing in a material way. We intend to utilize cash on hand, loans and other forms of financing such as the sale of additional equity and debt securities and other credit facilities to conduct our ongoing business, and to also conduct strategic business development and implementation of our business plans generally.

Operating Activities

For the nine months ended September 30, 2025, the Company used cash for operating activities of \$1,204,793. Operating activities consist mainly of corporate overhead and business development and the acquisition of inventory.

Investing Activities

For the nine months ended September 30, 2025, net cash used by investing activities was \$63,636 which was related to an investment in Next Generation.

Financing Activities

For the nine months ended September 30, 2025, financing activities were a source of cash of \$1,234,516. For the nine months ended September 30, 2025, this primarily consisted of proceeds of \$248,500 from convertible notes payable, proceeds of \$1,451,550 from the sale of our common stock via subscription agreements and cancellation of SAFE Notes via issuance of stock.

We currently do not have sufficient cash and liquidity to meet our anticipated working capital for the next twelve months. Historically, we have financed our operations primarily through notes payable and loans. We may have insufficient working capital to maintain our operations as we presently intend to conduct them or to fund our expansion, marketing, and business development plans. There can be no assurance that we will be able to obtain such financing on acceptable terms, or at all.

Off Balance Sheet Arrangements

As of September 30, 2025, we did not have any off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources.

NOTE 13 – INCOME TAXES

A reconciliation of statutory income tax rate to effective tax rate was as follows for each of the periods presented:

| | For the year ended December 31, 2024 | For the year ended December 31, 2023 |
|--|---|---|
| Federal income taxes at statutory rate | 21.0% | 21.0% |
| State income taxes at statutory rate | 8.84% | 8.84% |
| Valuation allowance | (29.84%) | (29.84%) |
| Effective tax rate | 0.0% | 0.0% |

As of December 31, 2024 and 2023, the Company had a net operating loss for tax purposes of \$122,697 and \$57,868, respectively.

The Company's policy is to recognize potential interest and penalties accrued related to unrecognized tax benefits within income tax expense. For the years ended December 31, 2024 and 2023 the Company did not recognize any interest or penalties in its consolidated statement of operations, nor did it have any interest or penalties accrued on its consolidated balance sheets at December 31, 2024 and 2023, relating to unrecognized tax benefits.

Under the provisions of ASC 740, "Accounting for Uncertainty in Income Taxes," the Company identified no significant uncertain tax positions for 2023 and 2024. The Company files income tax returns in U.S. jurisdiction. There are no federal or state income tax examinations underway for these, and tax returns for the current year are still open to examination as neither year, nor the years prior have been filed with the appropriate taxing authorities.

Utilization of our net operating losses (NOL) carryforwards may be subject to a substantial annual limitation due to ownership change limitations that may have occurred or that could occur in the future, as required by Section 382 of the Internal Revenue Code (IRC) of 1986, as amended (the Code), as well as similar state provisions. These ownership changes may limit the amount of NOL carryforwards that can be utilized annually to offset future taxable income. In general, an "ownership change" as defined by Section 382 of the Code results from a transaction or series of transactions over a three-year period resulting in an ownership change of more than 50 percentage points of the outstanding stock of a company by certain stockholders. At the time of closing the consolidated books, the Company had not yet completed a study to determine the extent of the limitation based on ownership changes that may have occurred. As of December 31, 2024, the Company has available for federal income tax purposes a net operating loss carry forward of approximately \$23,717,222, expiring in the year 2039, that may be used to offset future taxable income, but could be limited under Section 382.

The Company's deferred taxes as of December 31, 2024 and 2023, consist of the following:

| | 2024 | 2023 |
|--|--------------------|--------------------|
| Non-Current deferred tax asset: | | |
| Net operating loss carry-forwards | \$ 23,717,222 | \$ 23,235,137 |
| Tax provision (U.S. federal and state combined) tax rate | 29.84% | 29.84% |
| Deferred tax asset | 7,077,219 | 6,933,365 |
| Valuation allowance | (7,077,219) | (6,933,365) |
| Net non-current deferred tax asset | \$ - | \$ - |

NOTE 14 – STOCKHOLDERS' EQUITY

The Company is authorized to issue 300,000,000 shares of its \$0.0001 par value common stock and 1,000,000 shares of its \$0.0001 par value preferred stock. On February 24, 2019, the Company through unanimous written consent of the board of directors increased its authorized capital of its \$0.0001 par value common stock from 100,000,000 shares to 200,000,000 shares. On April 2, 2019 the Company, through unanimous written consent of the board of directors, increased the Company's authorized capital from 200,000,000 to 300,000,000 shares of common stock.

Common Stock

During the years ended December 31, 2023, 2022, and 2021, the Company had numerous issuances and cancellations of common stock for the purposes of raising capital and settling debt (aggregate issuances of 19,999,650 common shares) and had a return of common stock to treasury by prior management per legally agreed upon terms (aggregate cancellation of 24,519,214).

During the three months ended March 31, 2025, the Company issued 8,343,069 shares of common stock associated with the acquisition of Casa Rica, as mentioned in Note 7 above.

During the three months ended March 31, 2025, the Company issued 5,360,000 shares of common stock to service providers. The stock for these transactions was valued at \$0.005 per share.

During the three months ended March 31, 2025, the Company issued 1,100,000 shares of common stock at \$0.10 per share for subscription agreements providing proceeds of \$110,000 to the Company.

During the three months ended June 30, 2025, the Company issued 45,000 shares of common stock to service providers. The stock for these transactions was valued at \$0.005 per share.

During the three months ended June 30, 2025, the Company issued 1,080,000 shares of common stock at \$0.10 per share for subscription agreements providing proceeds of \$108,000 to the Company.

On April 1, 2025, the Company entered into an agreement with Andrei McQuillan, to be the CEO of Casa Rica Tequilla. For the initial three months during April, May and June (2025), the Company agreed to pay Mr. McQuillan \$6,500, \$7,500 and \$8,500 respectively, and beginning on July 1, 2025, the Company would continue to pay Mr. McQuillan \$5,000 per month. In addition, the Company would initially issue Mr. McQuillan one million shares of the Company's common shares. The Company issued the initial 250,000 shares of common stock on May 28, 2025.

During the three months ended June 30, 2025, the Company issued 10,720,000 shares of common stock to members of its Board of Directors for their participation and services provided. The stock for these transactions was valued at \$0.005 per share.

During the three months ended September 30, 2025, the Company issued 5,910,000 shares of common stock to service providers. The stock for these transactions was valued at \$0.10 per share.

During the three months ended September 30, 2025, the Company issued 1,150,000 shares of common stock for subscription agreements providing proceeds of \$94,990 to the Company.

At September 30, 2025 and December 31, 2024, there were 198,665,788 and 164,707,719 Common Shares issued and outstanding, respectively.

Preferred Stock

There are a total of 1,000,000 preferred series shares authorized. As of December 31, 2024, there are 145,000 shares authorized with designations, and the balance of 855,000 shares has not yet been designated.

During the year ended December 31, 2024, the Company closed out a \$200,000 capital raise at \$0.01 per share as well as an additional \$300,000 capital raise at \$0.04 per share for an equity position in the Company's Series L-1 Convertible Preferred Stock and Series M-1 Convertible Preferred Stock, respectively. During the year ended December 31, 2024, the Company issued 20,000 shares of the Company's Series L-1 Convertible Preferred Stock, and 75,000 shares of the Company's Series M-1 Convertible Preferred Stock towards these capital raises.

Series L-1 Convertible Preferred Stock

Designation and Amount - A total of twenty thousand (20,000) shares of the Company's preferred stock shall be designated as "Series L-1 Convertible Preferred Stock" ("Series L-1 Preferred Stock"). Each share of Series L-1 Preferred Stock shall have a stated value of \$0.01 per share (the "Stated Value") and a par value of \$0.0001 per share.

Dividends - Holders of the Series L-1 Preferred Stock shall be entitled to receive, out of funds legally available for that purpose, on the same terms and conditions as that of holders of the Company's common stock, par value \$0.0001 per share (the "Common Stock"), as may be declared by the Board.

Rank - All shares of the Series L-1 Preferred Stock shall rank:

- a. senior to (i) the Common Stock, (ii) the Company's Series M Preferred Stock, (iii) the Company's Series P Preferred Stock, and (iv) except as set forth in Section (b) below, any other series of the Company's preferred stock that shall be specifically designated as junior to the Series L-1 Preferred Stock, (collectively, with the Common Stock, the "Junior Stock"), in each case as to distribution of assets upon liquidation, dissolution, or winding up of the Company, whether voluntary or involuntary; and
- b. *pari passu* and on parity with (i) the Series O-1 Preferred Stock, (ii) the Series L-2 Preferred Stock, (iii) the Series O-2 Preferred Stock, and (iv) any other class or series of capital stock of the Company hereafter created specifically ranking, by its terms, on parity with the Series L-1 Preferred Stock (the "Pari Passu Stock").

Liquidation Preference - In any liquidation or winding up of the Company, the holders of the Series L-1 Preferred Stock shall be entitled to receive, simultaneous and on a *pro rata*, as-converted basis, with any distribution or payment on Pari Passu Stock, in preference to the holders of the Common Stock, an amount equal to \$0.01 per share (subject to appropriate adjustment in the event of any stock dividend, forward stock split, or other similar recapitalization). After payment of such sums, the holders of the Common Stock, the holders of any Junior Stock, and the holders of the Series L-1 Preferred Stock, shall be entitled to receive any remaining assets of the Company on a *pro rata*, as-converted basis, assuming conversion of the Series L-1 Preferred Stock into Common Stock, at the then-current conversion rates.

Voting Provisions - Except as expressly provided herein, or as provided by applicable law, the holders of the Series L-1 Preferred Stock shall have the same voting rights as the holders of the Common Stock and shall be entitled to notice of any stockholders' meeting in accordance with the Bylaws of the Company, and the holders of Common Stock and Series L-1 Preferred Stock, and the Junior Stock, if required by its constating documents or by the Oklahoma Act) shall vote together as a single class on all matters. The holder of each share of Series L-1 Preferred Stock shall be entitled to that number of votes equal to one thousand (1,000) shares of Common Stock for each such share. Fractional votes shall not be permitted. Any fractional voting rights resulting from the above formula (after aggregating all shares into which shares of Series L-1 Preferred Stock held by each holder could be converted) shall be rounded to the nearest whole number (with one-half being rounded upward).

Conversion Provisions - The Series L-1 Preferred Stock shall not be convertible into shares of Common Stock and have no other conversion rights except as specifically set forth below. The holders of Series L-1 Preferred Stock shall have conversion rights as follows (the "Conversion Rights"):

- a. Right to Convert. From and after the day on which the Company receives payment in full for Series L-1 Preferred Stock from, and issues Series L-1 Preferred Stock to, a particular holder of Series L-1 Preferred Stock (the "Issuance Date"), each share of Series L-1 Preferred Stock held by that holder (the "Holder") shall be convertible at the option of the Holder, into one thousand (1,000) shares (the "Common Stock Conversion Rate") of Common Stock. Subject to the provisions set forth in this Certificate, each Holder shall have the right, exercisable at any time and from time to time (unless otherwise prohibited by law, rule, or regulation, or as restricted below), to convert any or all of such Holder's shares of Series L-1 Preferred Stock into shares of Common Stock at the Common Stock Conversion Rate; provided, however, that each Holder shall have the obligation, without the requirement of any action of such Holder (as provided below), to convert certain of such Holder's shares of Series L-1 Preferred Stock into shares of Common Stock at the Common Stock Conversion Rate or into shares of Series O-1 Preferred Stock at the Series O-1 Conversion Rate.

b. Conversion Limits.

- (i) Permissive Conversion. Each Holder shall have the right, exercisable at any time and from time to time (unless otherwise prohibited by law, rule, or regulation, or as restricted below), to convert any or all of such Holder's shares of Series L-1 Preferred Stock into shares of Common Stock at the Common Stock Conversion Rate.
- (ii) Mandatory Conversion. On December 26, 2025 at 4:59 p.m. PST, and subject to the Beneficial Ownership Limitation or as otherwise set forth below, each then-outstanding share of Series L-1 Preferred Stock shall be automatically converted into shares of Common Stock at the Common Stock Conversion Rate without any affirmative action required of the Holder. Following such mandatory conversion into Common Stock, any share of Series L-1 Preferred Stock then remaining outstanding solely because of the Beneficial Ownership Limitation shall be automatically converted into shares of Series O-1 Preferred Stock at the Series O-1 Conversion Rate without any affirmative action required of the Holder.
- (iii) Return to Treasury. If, as of 5:00 p.m. PST on December 26, 2025, any shares of Series L-1 Preferred Stock remain issued and outstanding, but are not eligible for any conversion set forth in this Section 6(b), all of such remaining shares shall be deemed to have been cancelled and returned to the Company's treasury without receipt of any additional consideration therefor.

At September 30, 2025 and December 31, 2024, there were 20,000 Series L-1 Convertible Preferred Shares issued and outstanding.

Series L-2 Convertible Preferred Stock

Designation and Amount - A total of twenty thousand (20,000) shares of the Company's preferred stock shall be designated as "Series L-2 Convertible Preferred Stock" ("Series L-2 Preferred Stock"). Each share of Series L-2 Preferred Stock shall have a stated value of \$0.02 per share (the "Stated Value") and a par value of \$0.0001 per share.

Dividends - Holders of the Series L-2 Preferred Stock shall be entitled to receive, out of funds legally available for that purpose, on the same terms and conditions as that of holders of the Company's common stock, par value \$0.0001 per share (the "Common Stock"), as may be declared by the Board.

Rank - All shares of the Series L-2 Preferred Stock shall rank:

- a. senior to (i) the Common Stock, (ii) the Company's Series M Preferred Stock, (iii) the Company's Series P Preferred Stock, and (iv) except as set forth in Section (b) below, any other series of the Company's preferred stock that shall be specifically designated as junior to the Series L-2 Preferred Stock, (collectively, with the Common Stock, the "Junior Stock"), in each case as to distribution of assets upon liquidation, dissolution or winding up of the Company, whether voluntary or involuntary; and
- b. *pari passu* and on parity with (i) the Series L-1 Preferred Stock, (ii) the Series O-1 Preferred Stock, (iii) the Series O-2 Preferred Stock, and (iv) any other class or series of capital stock of the Company hereafter created specifically ranking, by its terms, on parity with the Series L-1 Preferred Stock (the "Pari Passu Stock")

Liquidation Preference - In any liquidation or winding up of the Company, the holders of the Series L-2 Preferred Stock shall be entitled to receive, simultaneous and on a *pro rata*, as-converted basis, with any distribution or payment on Pari Passu Stock, in preference to the holders of the Common Stock, an amount equal to \$0.02 per share (subject to appropriate adjustment in the event of any stock dividend, forward stock split, or other similar recapitalization). After payment of such sums, the holders of the Common Stock, the holders of any Junior Stock, and the holders of the Series L-2 Preferred Stock, shall be entitled to receive any remaining assets of the Company on a *pro rata*, as-converted basis, assuming conversion of the Series L-2 Preferred Stock into Common Stock, at the then-current conversion rates.

Voting Provisions - Except as expressly provided herein, or as provided by applicable law, the holders of the Series L-2 Preferred Stock shall have the same voting rights as the holders of the Common Stock and shall be entitled to notice of any stockholders' meeting in accordance with the Bylaws of the Company, and the holders of Common Stock and Series L-2 Preferred Stock, and the Junior Stock, if required by its constituting documents or by the Oklahoma Act) shall vote together as a single class on all matters. The holder of each share of Series L-2 Preferred Stock shall be entitled to that number of votes equal to one thousand (1,000) shares of Common Stock for each such share. Fractional votes shall not be permitted. Any fractional voting rights resulting from the above formula (after aggregating all shares into which shares of Series L-2 Preferred Stock held by each holder could be converted) shall be rounded to the nearest whole number (with one-half being rounded upward).

Conversion Provisions - The Series L-2 Preferred Stock shall not be convertible into shares of Common Stock and have no other conversion rights except as specifically set forth below. The holders of Series L-2 Preferred Stock shall have conversion rights as follows (the "Conversion Rights"):

- a. Right to Convert. From and after the day on which the Company receives payment in full for Series L-2 Preferred Stock from, and issues Series L-2 Preferred Stock to, a particular holder of Series L-2 Preferred Stock (the “Issuance Date”), each share of Series L-2 Preferred Stock held by that holder (the “Holder”) shall be convertible at the option of the Holder, into one thousand (1,000) shares (the “Common Stock Conversion Rate”) of Common Stock. Subject to the provisions set forth in this Certificate, each Holder shall have the right, exercisable at any time and from time to time (unless otherwise prohibited by law, rule, or regulation, or as restricted below), to convert any or all of such Holder’s shares of Series L-2 Preferred Stock into shares of Common Stock at the Common Stock Conversion Rate; provided, however, that each Holder shall have the obligation, without the requirement of any action of such Holder (as provided below), to convert certain of such Holder’s shares of Series L-2 Preferred Stock into shares of Common Stock at the Common Stock Conversion Rate or into shares of Series O-2 Preferred Stock at the Series O-2 Conversion Rate.
- b. Conversion Limits.
- (i) Permissive Conversion. Each Holder shall have the right, exercisable at any time and from time to time (unless otherwise prohibited by law, rule, or regulation, or as restricted below), to convert any or all of such Holder’s shares of Series L-2 Preferred Stock into shares of Common Stock at the Common Stock Conversion Rate.
- (ii) Mandatory Conversion. On December 26, 2025 at 4:59 p.m. PST, and subject to the Beneficial Ownership Limitation or as otherwise set forth below, each then-outstanding share of Series L-2 Preferred Stock shall be automatically converted into shares of Common Stock at the Common Stock Conversion Rate without any affirmative action required of the Holder. Following such mandatory conversion into Common Stock, any share of Series L-2 Preferred Stock then remaining outstanding solely because of the Beneficial Ownership Limitation shall be automatically converted into shares of Series O-2 Preferred Stock at the Series O-2 Conversion Rate without any affirmative action required of the Holder.
- (iii) Return to Treasury. If, as of 5:00 p.m. PST on December 26, 2025, any shares of Series L-2 Preferred Stock remain issued and outstanding, but are not eligible for any conversion set forth in this Section 6(b), all of such remaining shares shall be deemed to have been cancelled and returned to the Company’s treasury without receipt of any additional consideration therefor.

At September 30, 2025 and December 31, 2024, there were zero Series L-2 Convertible Preferred Shares issued and outstanding.

Series M-1 Convertible Preferred Stock

Designation and Amount - A total of twenty thousand (75,000) shares of the Company's preferred stock shall be designated as "Series L-1 Convertible Preferred Stock" ("Series L-1 Preferred Stock"). Each share of Series L-1 Preferred Stock shall have a stated value of \$0.04 per share (the "Stated Value") and a par value of \$0.0001 per share.

Dividends - Holders of the Series M-1 Preferred Stock shall be entitled to receive, out of funds legally available for that purpose, on the same terms and conditions as that of holders of the Company’s common stock, par value \$0.0001 per share (the “Common Stock”), as may be declared by the Board.

Rank - All shares of the Series M Preferred Stock shall rank:

- a. senior to (1) the Common Stock, and (2) except as set forth in Section (b) and Section (c) below, any other series of the Company’s preferred stock that shall be specifically designated as junior to the Series M Preferred Stock, (collectively, with the Common Stock, the “Junior Stock”), in each case as to distribution of assets upon liquidation, dissolution, or winding up of the Company, whether voluntary or involuntary;
- b. *pari passu* and on parity with (1) the Company’s Series P Preferred Stock, and (2) any other class or series of capital stock of the Company hereafter created specifically ranking, by its terms, on parity with the Series M Preferred Stock (the “Pari Passu Stock”); and
- c. junior to (1) the Series L-1 Preferred Stock, (2) the Series L-2 Preferred Stock, (3) the Series O-1 Preferred Stock, (4) the Series O-2 Preferred Stock, and (5) any other class or series of capital stock of the Company hereafter created specifically ranking, by its terms, senior to the Series M Preferred Stock (the “Senior Stock”), in each case as to distribution of assets upon liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary.

Liquidation Preference - In any liquidation or winding up of the Company, then, either (i) after any distribution or payment on Senior Stock, (ii) simultaneous and on a *pro rata*, as-converted basis, with any distribution or payment on Pari Passu Stock, and (iii) before any distribution or payment shall be made to the holders of the Common Stock or any other Junior Stock, the holders of the Series M Preferred Stock shall be entitled to receive, in preference to the holders of the Common Stock, an amount equal to \$0.04 per share (subject to appropriate adjustment in the event of any stock dividend, forward stock split, or other similar

recapitalization). After payment of such sums, the holders of the Common Stock, the holders of any Junior Stock, the holders of any Senior Stock, and the holders of the Series M Preferred Stock, shall be entitled to receive any remaining assets of the Company on a *pro rata*, as-converted basis, assuming conversion of the Series M Preferred Stock into Common Stock, at the then-current conversion rates.

Voting Provisions - Except as expressly provided herein, or as provided by applicable law, the holders of the Series M Preferred Stock shall have the same voting rights as the holders of the Common Stock and shall be entitled to notice of any stockholders' meeting in accordance with the Bylaws of the Company, and the holders of Common Stock and Series M Preferred Stock, and the Junior Stock, if required by its constating documents or by the Oklahoma Act) shall vote together as a single class on all matters. The holder of each share of Series M Preferred Stock shall be entitled to that number of votes equal to one hundred (100) shares of Common Stock for each such share. Fractional votes shall not be permitted. Any fractional voting rights resulting from the above formula (after aggregating all shares into which shares of Series M Preferred Stock held by each holder could be converted) shall be rounded to the nearest whole number (with one-half being rounded upward).

Conversion Provisions - The Series M Preferred Stock shall not be convertible into shares of Common Stock and have no other conversion rights except as specifically set forth below. The holders of Series L-2 Preferred Stock shall have conversion rights as follows (the "Conversion Rights"):

- a. Right to Convert. From and after the day on which the Company receives payment in full for Series M Preferred Stock from, and issues Series M Preferred Stock to, a particular holder of Series M Preferred Stock (the "Issuance Date"), each share of Series M Preferred Stock held by that holder (the "Holder") shall be convertible at the option of the Holder, into one hundred (100) shares (the "Common Stock Conversion Rate") of Common Stock. Subject to the provisions set forth in this Certificate, each Holder shall have the right, exercisable at any time and from time to time (unless otherwise prohibited by law, rule, or regulation, or as restricted below), to convert any or all of such Holder's shares of Series M Preferred Stock into shares of Common Stock at the Common Stock Conversion Rate; provided, however, that each Holder shall have the obligation, without the requirement of any action of such Holder (as provided below), to convert certain of such Holder's shares of Series M Preferred Stock into shares of Common Stock at the Common Stock Conversion Rate or into shares of Series P Preferred Stock at the Series P Conversion Rate.
- b. Conversion Limits.
 - (i) Permissive Conversion. Each Holder shall have the right, exercisable at any time and from time to time (unless otherwise prohibited by law, rule, or regulation, or as restricted below), to convert any or all of such Holder's shares of Series M Preferred Stock into shares of Common Stock at the Common Stock Conversion Rate.
 - (ii) Mandatory Conversion. On June 28, 2025 at 4:59 p.m. PDT, and subject to the Beneficial Ownership Limitation or as otherwise set forth below, each then-outstanding share of Series M Preferred Stock shall be automatically converted into shares of Common Stock at the Common Stock Conversion Rate without any affirmative action required of the Holder. Following such mandatory conversion into Common Stock, any share of Series M Preferred Stock then remaining outstanding solely because of the Beneficial Ownership Limitation shall be automatically converted into shares of Series P Preferred Stock at the Series P Conversion Rate without any affirmative action required of the Holder.
 - (iii) Return to Treasury. If, as of 5:00 p.m. PDT on June 28, 2025, any shares of Series M Preferred Stock remain issued and outstanding, but are not eligible for any conversion set forth in this Section (b) above, all of such remaining shares shall be deemed to have been cancelled and returned to the Company's treasury without receipt of any additional consideration therefor.

At September 30, 2025 and December 31, 2024, there were 75,000 Series M-1 Convertible Preferred Shares issued and outstanding.

Series P Convertible Preferred Stock

Designation and Amount - A total of ten thousand (10,000) shares of the Company's preferred stock shall be designated as "Series P Convertible Preferred Stock" ("Series P Preferred Stock"). Each share of Series L-1 Preferred Stock shall have a stated value of \$0.04 per share (the "Stated Value") and a par value of \$0.0001 per share.

Dividends - Holders of the Series P Preferred Stock shall be entitled to receive, out of funds legally available for that purpose, on the same terms and conditions as that of holders of the Company's common stock, par value \$0.0001 per share (the "Common Stock"), as may be declared by the Board.

Rank - All shares of the Series P Preferred Stock shall rank:

- a. senior to (1) the Common Stock, and (2) except as set forth in Section (b) and Section (c) below, any other series of the Company's preferred stock that shall be specifically designated as junior to the Series P Preferred Stock, (collectively, with the Common Stock, the "Junior Stock"), in each case as to distribution of assets upon liquidation, dissolution, or winding up of the Company, whether voluntary or involuntary;
- b. *pari passu* and on parity with (1) the Company's Series M Preferred Stock, and (2) any other class or series of capital stock of the Company hereafter created specifically ranking, by its terms, on parity with the Series P Preferred Stock (the "Pari Passu Stock"); and
- c. junior to (1) the Series L-1 Preferred Stock, (2) the Series L-2 Preferred Stock, (3) the Series O-1 Preferred Stock, (4) the Series O-2 Preferred Stock, and (5) any other class or series of capital stock of the Company hereafter created specifically ranking, by its terms, senior to the Series P Preferred Stock (the "Senior Stock"), in each case as to distribution of assets upon liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary.

Liquidation Preference - In any liquidation or winding up of the Company, then, either (i) after any distribution or payment on Senior Stock, (ii) simultaneous and on a *pro rata*, as-converted basis, with any distribution or payment on Pari Passu Stock, and (iii) before any distribution or payment shall be made to the holders of the Common Stock or any other Junior Stock, the holders of the Series P Preferred Stock shall be entitled to receive, in preference to the holders of the Common Stock, an amount equal to \$0.04 per share (subject to appropriate adjustment in the event of any stock dividend, forward stock split, or other similar recapitalization). After payment of such sums, the holders of the Common Stock, the holders of any Junior Stock, the holders of any Senior Stock, and the holders of the Series P Preferred Stock, shall be entitled to receive any remaining assets of the Company on a *pro rata*, as-converted basis, assuming conversion of the Series P Preferred Stock into Common Stock, at the then-current conversion rates.

Voting Provisions - Except as expressly provided herein, or as provided by applicable law, the holders of the Series P Preferred Stock shall have the same voting rights as the holders of the Common Stock and shall be entitled to notice of any stockholders' meeting in accordance with the Bylaws of the Company, and the holders of Common Stock and Series P Preferred Stock, and the Junior Stock, if required by its constating documents or by the Oklahoma Act) shall vote together as a single class on all matters. The holder of each share of Series P Preferred Stock shall be entitled to that number of votes equal to one hundred (100) shares of Common Stock for each such share. Fractional votes shall not be permitted. Any fractional voting rights resulting from the above formula (after aggregating all shares into which shares of Series P Preferred Stock held by each holder could be converted) shall be rounded to the nearest whole number (with one-half being rounded upward).

Conversion Provisions - The Series P Preferred Stock shall not be convertible into shares of Common Stock and have no other conversion rights except as specifically set forth below. The holders of Series P Preferred Stock shall have conversion rights as follows (the "Conversion Rights"):

- a. Right to Convert. From and after the day on which the Company receives payment in full for Series P Preferred Stock from, and issues Series P Preferred Stock to, a particular holder of Series P Preferred Stock (the "Issuance Date"), each share of Series P Preferred Stock held by that holder (the "Holder") shall be convertible at the option of the Holder, into one hundred (100) shares (the "Common Stock Conversion Rate") of Common Stock. Subject to the provisions set forth in this Certificate, each Holder shall have the right, exercisable at any time and from time to time (unless otherwise prohibited by law, rule, or regulation, or as restricted below), to convert any or all of such Holder's shares of Series P Preferred Stock into shares of Common Stock at the Common Stock Conversion Rate; provided, however, that each Holder shall have the obligation, without the requirement of any action of such Holder (as provided below), to convert certain of such Holder's shares of Series P Preferred Stock into shares of Common Stock at the Common Stock Conversion Rate.
- b. Conversion Limits.
 - (i) Permissive Conversion. Each Holder shall have the right, exercisable at any time and from time to time (unless otherwise prohibited by law, rule, or regulation, or as restricted below), to convert any or all of such Holder's shares of Series P Preferred Stock into shares of Common Stock at the Common Stock Conversion Rate.
 - (ii) Mandatory Conversion. On June 30, 2026 at 4:59 p.m. PDT, each then-outstanding share of Series P Preferred Stock shall be automatically converted into shares of Common Stock at the Common Stock Conversion Rate without any affirmative action required of the Holder, whether or not such conversion would otherwise breach the Beneficial Ownership Limitation.

- (iii) Return to Treasury. If, as of 5:00 p.m. PDT on June 30, 2026, any shares of Series P Preferred Stock remain issued and outstanding, all of such remaining shares shall be deemed to have been cancelled and returned to the Company's treasury without receipt of any additional consideration therefor.

At September 30, 2025 and December 31, 2024, there were zero Series P Convertible Preferred Shares issued and outstanding.

Series O-1 Convertible Preferred Stock

Designation and Amount - A total of twenty thousand (10,000) shares of the Company's preferred stock shall be designated as "Series O-1 Convertible Preferred Stock" ("Series O-1 Preferred Stock"). Each share of Series O-1 Preferred Stock shall have a stated value of \$0.01 per share (the "Stated Value") and a par value of \$0.0001 per share.

Dividends - Holders of the Series O-1 Preferred Stock shall be entitled to receive, out of funds legally available for that purpose, on the same terms and conditions as that of holders of the Company's common stock, par value \$0.0001 per share (the "Common Stock"), as may be declared by the Board.

Rank - All shares of the Series L-2 Preferred Stock shall rank:

- a. senior to (i) the Common Stock, (ii) the Company's Series M Preferred Stock, (iii) the Company's Series P Preferred Stock, and (iv) except as set forth in Section (b) below, any other series of the Company's preferred stock that shall be specifically designated as junior to the Series O-1 Preferred Stock, (collectively, with the Common Stock, the "Junior Stock"), in each case as to distribution of assets upon liquidation, dissolution or winding up of the Company, whether voluntary or involuntary; and
- b. *pari passu* and on parity with (i) the Series L-1 Preferred Stock, (ii) the Series L-2 Preferred Stock, (iii) the Series O-2 Preferred Stock, and (iv) any other class or series of capital stock of the Company hereafter created specifically ranking, by its terms, on parity with the Series O-1 Preferred Stock (the "Pari Passu Stock")

Liquidation Preference - In any liquidation or winding up of the Company, the holders of the Series O-1 Preferred Stock shall be entitled to receive, simultaneous and on a *pro rata*, as-converted basis, with any distribution or payment on Pari Passu Stock, in preference to the holders of the Common Stock, an amount equal to \$0.01 per share (subject to appropriate adjustment in the event of any stock dividend, forward stock split, or other similar recapitalization). After payment of such sums, the holders of the Common Stock, the holders of any Junior Stock, and the holders of the Series O-1 Preferred Stock, shall be entitled to receive any remaining assets of the Company on a *pro rata*, as-converted basis, assuming conversion of the Series O-1 Preferred Stock into Common Stock, at the then-current conversion rates.

Voting Provisions - Except as expressly provided herein, or as provided by applicable law, the holders of the Series O-1 Preferred Stock shall have the same voting rights as the holders of the Common Stock and shall be entitled to notice of any stockholders' meeting in accordance with the Bylaws of the Company, and the holders of Common Stock and Series O-1 Preferred Stock, and the Junior Stock, if required by its constating documents or by the Oklahoma Act) shall vote together as a single class on all matters. The holder of each share of Series O-1 Preferred Stock shall be entitled to that number of votes equal to one thousand (1,000) shares of Common Stock for each such share. Fractional votes shall not be permitted. Any fractional voting rights resulting from the above formula (after aggregating all shares into which shares of Series O-1 Preferred Stock held by each holder could be converted) shall be rounded to the nearest whole number (with one-half being rounded upward).

Conversion Provisions - The Series O-1 Preferred Stock shall not be convertible into shares of Common Stock and have no other conversion rights except as specifically set forth below. The holders of Series O-1 Preferred Stock shall have conversion rights as follows (the "Conversion Rights"):

- a. Right to Convert. From and after the day on which the Company receives payment in full for Series O-1 Preferred Stock from, and issues Series O-1 Preferred Stock to, a particular holder of Series O-1 Preferred Stock (the "Issuance Date"), each share of Series O-1 Preferred Stock held by that holder (the "Holder") shall be convertible at the option of the Holder, into one thousand (1,000) shares (the "Common Stock Conversion Rate") of Common Stock. Subject to the provisions set forth in this Certificate, each Holder shall have the right, exercisable at any time and from time to time (unless otherwise prohibited by law, rule, or regulation, or as restricted below), to convert any or all of such Holder's shares of Series O-1 Preferred Stock into shares of Common Stock at the Common Stock Conversion Rate; provided, however, that each Holder shall have the obligation, without the requirement of any action of such Holder (as provided below), to convert certain of such Holder's shares of Series O-1 Preferred Stock into shares of Common Stock at the Common Stock Conversion Rate.

b. Conversion Limits.

- (i) Permissive Conversion. Each Holder shall have the right, exercisable at any time and from time to time (unless otherwise prohibited by law, rule, or regulation, or as restricted below), to convert any or all of such Holder's shares of Series O-1 Preferred Stock into shares of Common Stock at the Common Stock Conversion Rate.
- (ii) Mandatory Conversion. On December 30, 2026 at 4:59 p.m. PST, each then-outstanding share of Series O-1 Preferred Stock shall be automatically converted into shares of Common Stock at the Common Stock Conversion Rate without any affirmative action required of the Holder, whether or not such conversion would otherwise breach the Beneficial Ownership Limitation.
- (iii) Return to Treasury. If, as of 5:00 p.m. PST on December 30, 2026, any shares of Series O-1 Preferred Stock remain issued and outstanding, all of such remaining shares shall be deemed to have been cancelled and returned to the Company's treasury without receipt of any additional consideration therefor.

At September 30, 2025 and December 31, 2024, there were zero Series O-1 Convertible Preferred Shares issued and outstanding.

Series O-2 Convertible Preferred Stock

Designation and Amount - A total of twenty thousand (10,000) shares of the Company's preferred stock shall be designated as "Series O-2 Convertible Preferred Stock" ("Series O-2 Preferred Stock"). Each share of Series O-2 Preferred Stock shall have a stated value of \$0.02 per share (the "Stated Value") and a par value of \$0.0001 per share.

Dividends - Holders of the Series O-2 Preferred Stock shall be entitled to receive, out of funds legally available for that purpose, on the same terms and conditions as that of holders of the Company's common stock, par value \$0.0001 per share (the "Common Stock"), as may be declared by the Board.

Rank - All shares of the Series O-2 Preferred Stock shall rank:

- a. senior to (i) the Common Stock, (ii) the Company's Series M Preferred Stock, (iii) the Company's Series P Preferred Stock, and (iv) except as set forth in Section (b) below, any other series of the Company's preferred stock that shall be specifically designated as junior to the Series O-2 Preferred Stock, (collectively, with the Common Stock, the "Junior Stock"), in each case as to distribution of assets upon liquidation, dissolution or winding up of the Company, whether voluntary or involuntary; and
- b. *pari passu* and on parity with (i) the Series L-1 Preferred Stock, (ii) the Series L-2 Preferred Stock, (iii) the Series O-1 Preferred Stock, and (iv) any other class or series of capital stock of the Company hereafter created specifically ranking, by its terms, on parity with the Series O-2 Preferred Stock (the "Pari Passu Stock")

Liquidation Preference - In any liquidation or winding up of the Company, the holders of the Series O-2 Preferred Stock shall be entitled to receive, simultaneous and on a *pro rata*, as-converted basis, with any distribution or payment on Pari Passu Stock, in preference to the holders of the Common Stock, an amount equal to \$0.02 per share (subject to appropriate adjustment in the event of any stock dividend, forward stock split, or other similar recapitalization). After payment of such sums, the holders of the Common Stock, the holders of any Junior Stock, and the holders of the Series O-2 Preferred Stock, shall be entitled to receive any remaining assets of the Company on a *pro rata*, as-converted basis, assuming conversion of the Series O-2 Preferred Stock into Common Stock, at the then-current conversion rates.

Voting Provisions - Except as expressly provided herein, or as provided by applicable law, the holders of the Series O-2 Preferred Stock shall have the same voting rights as the holders of the Common Stock and shall be entitled to notice of any stockholders' meeting in accordance with the Bylaws of the Company, and the holders of Common Stock and Series O-2 Preferred Stock, and the Junior Stock, if required by its constituting documents or by the Oklahoma Act) shall vote together as a single class on all matters. The holder of each share of Series O-2 Preferred Stock shall be entitled to that number of votes equal to one thousand (1,000) shares of Common Stock for each such share. Fractional votes shall not be permitted. Any fractional voting rights resulting from the above formula (after aggregating all shares into which shares of Series O-2 Preferred Stock held by each holder could be converted) shall be rounded to the nearest whole number (with one-half being rounded upward).

Conversion Provisions - The Series O-2 Preferred Stock shall not be convertible into shares of Common Stock and have no other conversion rights except as specifically set forth below. The holders of Series O-2 Preferred Stock shall have conversion rights as follows (the "Conversion Rights"):

- a. Right to Convert. From and after the day on which the Company receives payment in full for Series O-2 Preferred Stock from, and issues Series O-2 Preferred Stock to, a particular holder of Series O-2 Preferred Stock (the "Issuance Date"), each share of Series O-2 Preferred Stock held by that holder (the "Holder") shall be convertible at the option of the Holder, into one thousand

(1,000) shares (the “Common Stock Conversion Rate”) of Common Stock. Subject to the provisions set forth in this Certificate, each Holder shall have the right, exercisable at any time and from time to time (unless otherwise prohibited by law, rule, or regulation, or as restricted below), to convert any or all of such Holder’s shares of Series O-2 Preferred Stock into shares of Common Stock at the Common Stock Conversion Rate; provided, however, that each Holder shall have the obligation, without the requirement of any action of such Holder (as provided below), to convert certain of such Holder’s shares of Series O-2 Preferred Stock into shares of Common Stock at the Common Stock Conversion Rate.

b. Conversion Limits.

- (i) Permissive Conversion. Each Holder shall have the right, exercisable at any time and from time to time (unless otherwise prohibited by law, rule, or regulation, or as restricted below), to convert any or all of such Holder’s shares of Series O-2 Preferred Stock into shares of Common Stock at the Common Stock Conversion Rate.
- (ii) Mandatory Conversion. On December 30, 2026 at 4:59 p.m. PST, each then-outstanding share of Series O-2 Preferred Stock shall be automatically converted into shares of Common Stock at the Common Stock Conversion Rate without any affirmative action required of the Holder, whether or not such conversion would otherwise breach the Beneficial Ownership Limitation.
- (iii) Return to Treasury. If, as of 5:00 p.m. PST on December 30, 2026, any shares of Series O-2 Preferred Stock remain issued and outstanding, all of such remaining shares shall be deemed to have been cancelled and returned to the Company’s treasury without receipt of any additional consideration therefor.

At September 30, 2025 and December 31, 2024, there were zero Series O-2 Convertible Preferred Shares issued and outstanding.

NOTE 15 – SUBSEQUENT EVENTS

Management has evaluated subsequent events through the date these consolidated financial statements were available to be issued. Based on our evaluation, no material events have occurred that require further disclosure.