

# Xtreme One Entertainment, Inc.

Amendment to [Quarterly Report](#) for 09/30/2025 originally published through the OTC Disclosure & News Service on 11/18/2025

## Explanatory Note:

This Amendment to the Company's Quarterly Report dated September 30, 2025, is being filed solely to update the shareholder list and related ownership information. No other information contained in the original filing has been modified, updated, or amended.

*\*\*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**

### **Xtreme One Entertainment Inc.**

a Delaware corporation  
47 Commerce Avenue SW  
Grand Rapids, MI 49503

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Company Telephone: (305) 701-9100

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Website: <https://www.xtremeone.com>

Company Email: [info@xtremeone.com](mailto:info@xtremeone.com)

### **Quarterly Report**

#### **For the Current Period Ending September 30, 2025 (the Reporting Period”)**

*This Amended Disclosure Statement reflects shareholder and capital structure information accurate as of September 30, 2025, and supersedes the previously filed disclosure for that reporting period with respect to such information.*

#### **Outstanding Shares**

As of September 30, 2025, the number of shares outstanding of our Common Stock was 137,223,434

As of December 31, 2024, the number of shares outstanding of our Common Stock was 137,223,434

#### **Shell Status**

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

Yes:  No:

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

Yes:  No:

#### **Change in Control**

Indicate by check mark whether a Change in Control<sup>14</sup> of the company has occurred during this reporting period:

Yes:  No:

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<sup>14</sup> "Change in Control" shall mean any events resulting in:

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

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

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

Name of issuer:

Xtreme One Entertainment Inc. - Name change to from CannaGrow Holdings, Inc. to Xtreme One Entertainment Inc. was effective with Delaware Secretary of State on December 20, 2024; Symbol change to "XONI" and Name change to Xtreme One Entertainment Inc. was effective with the Financial Industry Regulatory Authority ("FINRA") on May 3, 2024, with a Daily List Announcement Date of May 6, 2024, and Market Effective Date of May 7, 2024.

Predecessors:

Topper's Brick Oven Pizza, Inc., --- Name effective on May 5, 1995

Famous Food Group, Inc., ---Name change effective on February 21, 2003

Kootenai Corp.---Name change effective on June 22, 2006

BizAuctions, Inc.---Name change effective on August 3, 2006

CannaGrow Holdings, Inc.---Name change effective on November 1, 2014

Current State and Date of Incorporation or Registration: **Delaware – Incorporated May 5,1995**

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

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

**None**

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

**None**

Address of the issuer's principal executive office:

47 Commerce Ave., SW Grand Rapids, Michigan 49503. XFC Global Inc., the Company's only subsidiary, is also temporarily located at 47 Commerce Ave. SW Grand Rapids, Michigan 49503.

Address of the issuer's principal place of business:

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

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

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

## 2) Security Information

### Transfer Agent

Name: Equiniti, formerly Issuers Direct Transfer Company  
Phone +1.801-272-9294  
Email: [Krista.Riley@issuerdirect.com](mailto:Krista.Riley@issuerdirect.com)  
Address: 1981 Murray-Holiday Rd.  
Suite 100  
Salt Lake City, Utah 84117

### December 31, 2024

Trading symbol:	XONI		
Exact title and class of securities outstanding:	Authorized Common Shares:	300,000,000 shares	
	Authorized Preferred Shares:	150,000,000 shares	
<b>CUSIP:</b>	13765E 107		
par or stated value:	Par Value of Common Shares:	\$0.001	
	Par Value of Preferred Shares:	\$0.001	
Total shares authorized:	Common shares: 300,000,000	as of date: 9/30/2025	
	Preferred shares: 150,000,000	as of date: 9/30/2025	
Total shares outstanding:			
	Common shares:	137,223,434	as of date: 9/30/2025
	Preferred shares:	2,000,000	as of date: 9/30/2025
Number of shares in the Public Float <sup>2</sup> :	34,422,628	as of date	9/30/2025
Total number of shareholders of record:	491	as of date	9/30/2025

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

**NONE**

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

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

Exact title and class of the security:	Series A Convertible Preferred		
CUSIP (if applicable):	N/A		
Par or stated value:	\$.001		
Total shares authorized:	2,000,000	as of date:	9/30/2025
Total shares outstanding (if applicable):	2,000,000	as of date:	9/30/2025
Total number of shareholders of record (if applicable):	1	as of date:	9/30/2025

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<sup>2</sup> "Public Float" shall mean the total number of unrestricted shares not held directly or indirectly by an officer, director, any person who is the beneficial owner of more than 10 percent of the total shares outstanding (a "control person"), or any affiliates thereof, or any immediate family members of officers, directors, and control persons.

Exact title and class of the security:	Series B Convertible Preferred		
CUSIP (if applicable):	N/A		
Par or stated value:	\$.001		
Total shares authorized:	5,000,000	as of date:	9/30/2025
Total shares outstanding (if applicable):	-0-	as of date:	9/30/2025
Total number of shareholders of record (if applicable):	None	as of date:	9/30/2025

Exact title and class of security:	Series C Convertible Preferred		
CUSIP (if applicable):	N/A		
Par or stated value:	\$.001		
Total shares authorized:	20,000,000	as of date:	9/30/2025
Total shares outstanding (if applicable):	-0-	as of date:	9/30/2025
Total number of shareholders of record	None	as of date:	9/30/2025

Exact title and class of the security:	Series D Convertible Preferred		
CUSIP (if applicable):	N/A		
Par or stated value:	\$.001		
Total shares authorized:	25,000,000	as of date:	9/30/2025
Total shares outstanding (if applicable):	-0-	as of date:	9/30/2025
Total number of shareholders of record (if applicable):	None	as of date:	9/30/2025

**Security Description:**

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

The Company has a total of 450,000,000 shares of \$.001 par value capital stock, divided into 300,000,000 shares of Common Stock and 150,000,000 shares of Preferred Stock consisting of four (4) separate classes; Two Million (2,000,000) shares of Series A Preferred Stock; Five Million (5,000,000) shares of Series B Convertible Preferred Stock, Twenty Million (20,000,000) shares of Series C Preferred Stock, and Twenty-five Million (25,000,000) shares of Series D Convertible Preferred Stock.

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

The Company is authorized to issue 300,000,000 shares of \$.001 par value common stock. The holders of our Common Stock are entitled to one vote per share on all matters submitted to a vote of our stockholders. The holders of the Common Stock have the sole right to vote, except as otherwise provided by law, by our Articles of Incorporation, or in a statement by our Board of Directors in a re-re-designation of the rights, privileges, and preferences of the common stock.

*Dividend Rights:* The holders of the Common Stock are entitled to receive ratably such dividends, if any, as may be declared from time to time by our board of directors out of legally available funds, subject to the payment of preferential dividends or other restrictions on dividends contained in any Preferred Stock designation, including, without limitation, the Preferred Stock designation establishing a series of Preferred Stock described above. In the event of the dissolution, liquidation or winding up of the Company the holders of our Common Stock are entitled to share ratably in all assets remaining after payment of all our liabilities, subject to the preferential distribution rights granted to the holders of any series of our preferred stock in any Preferred Stock designation, including, without limitation, the Preferred Stock designation establishing each series of our Preferred Stock.

Voting Rights: The holders of the Common Stock do not have cumulative voting rights or preemptive rights to acquire or subscribe for additional, unissued or treasury shares in accordance with the laws of the State of Nevada. Accordingly, excluding any voting rights granted to any series of our preferred stock, the holders of more than 50 percent of the issued and outstanding shares of the Common Stock voting for the election of directors can elect all of the directors if they choose to do so, and in such event, the holders of the remaining shares of the Common Stock voting for the election of the directors will be unable to elect any person or persons to the board of directors. All outstanding shares of the Common Stock are fully paid and nonassessable.

The laws of the State of Delaware provide that the affirmative vote of a majority of the holders of the outstanding shares of our Common Stock and any series of our preferred stock entitled to vote thereon is required to authorize any amendment to our articles of incorporation, any merger or consolidation of the Company with any corporation, or any liquidation or disposition of any substantial assets of the Company.

Conversion Rights: The Holders are not entitled to conversion rights.

Liquidation Rights: In the event of any liquidation, dissolution or winding up of the Company, whether voluntary or involuntary (a "Liquidation"), the assets of the Company available for distribution to its stockholders shall be distributed first to the holders of Preferred stock, as set forth in the respective designations, then to the holders of common stock.

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

A. Series A Convertible Preferred Stock.

The Series A Convertible Preferred Stock, as effectively amended October 20, 2023, shall have the voting powers, preferences, rights, qualifications, restrictions, and limitations as adopted by the Board of Directors from time to time, as authorized herein, and by the General Corporation Laws of Delaware.

Dividend Rights: Holders of the Series A Convertible Preferred shall be entitled to receive dividends or other distributions with the holders of the Corporation's securities entitled to receive distributions, including but not limited to distributions dividends, Liquidation (as defined below) or other preferences when, and if, declared by the Directors of the Corporation.

Conversion Rights: Each share of Series A Convertible Preferred Stock shall be convertible, at the option of the holder thereof and subject to notice requirements of paragraph 3.2, at any time following the issuance of such shares Series A Convertible Preferred (a "Conversion"), into such number of fully paid and non-assessable shares of Common Stock (the "Conversion Shares") as is determined by multiplying the number of issued and outstanding shares of the Corporation's Voting (as hereinafter defined) as of the Date of Conversion Basis (as hereinafter defined) by 0.000002 (the "Conversion Rate"), then multiplying that number of shares of Series A Convertible Preferred to be converted (the "Convertible Shares").

Liquidation Rights: In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary (a "Liquidation"), the assets of the Corporation available for distribution to its stockholders shall be distributed as follows:

- (i) The holders of shares of the Series A Convertible Preferred shall be entitled to receive, prior to the holders of the other series of Preferred Stock and prior and in preference to any distribution of the assets or surplus funds of the Corporation to the holders of any other shares of stock of the Corporation by reason of their ownership of such stock, an amount equal to One Dollar Fifty Cents (\$1.50) per share with respect to each share of Series A Convertible Preferred owned as of the

date of Liquidation, plus all declared but unpaid dividends and interest with respect to such shares, and thereafter they shall share in the net Liquidation proceeds on an “as converted basis” *pari passu* with the holders of all classes of the Corporation's capital stock issued and outstanding as of the date of Liquidation on an equal basis.

- (ii) If upon occurrence of a Liquidation the assets and funds thus distributed among the holders of shares of the Series A Convertible Preferred shall be insufficient to permit the payment to such holders of the full preferential amount, then the entire assets and funds of the Corporation legally available for distribution shall be distributed among the holders of the shares of Series A Convertible Preferred ratably in proportion to the amounts to which they would otherwise be respectively entitled as if such shareholders of shares of Series A Shares had converted their shares of Series A Convertible Preferred into shares of the Corporation's Common Stock prior to any distribution.
- (iii) After payment of the full amounts to the holders of shares of Series A Convertible Preferred as set forth above, with any remaining assets of the Corporation shall be distributed *pro rata* to the holders of all other classes of Preferred Stock and Common Stock (in the case of any Preferred Stock, on an “as converted” basis) into Common Stock.

A Liquidation shall be deemed to the sale of all or substantially all of the assets of the Corporation, unless the Corporation's stockholders of record (including the holders of the Series A Convertible Preferred then issued and outstanding voting on an “as converted” basis), as constituted immediately prior to sale will, immediately after such acquisition or sale (by virtue of securities issued as consideration for the Corporation's acquisition or sale or otherwise) hold at least fifty one percent (51%) of the voting power of the surviving or acquiring entity.

*Redemption Rights:* for as long as shares of Series A Stock remain outstanding the Corporation shall have the option to redeem all outstanding shares of Series A Stock at any time on an “all or nothing” basis (the “Redemption Offer”) at a redemption price equal to the Voting Percentage, calculated an “as converted” basis using the Conversion Rate, above times the Corporation's Market Capitalization (the “Redemption Price”). Payments of the Redemption Price shall only be made in cash within Sixty (60) days of a notice (a “Redemption Notice”) to redeem to be sent by the Corporation to all holders of the Series A Stock outstanding at the time (the “Redemption Period”). Failing to effectuate the Redemption within the Redemption Period, the Corporation may not redeem any of the shares of the Series A Stock for a period of One Hundred Eighty days (the “Standstill Period”). The Standstill Period shall follow any subsequent Redemption Offer for as long as any of the Series A Stock is outstanding. “Market Capitalization “ for the purposes of this Certificate of Designation shall mean the higher of (a) the Shareholders Equity, or (b) the total number of shares of the Corporation's Common Stock issued and outstanding , on an “as converted” basis using the Conversion Rate, times the average Five (5) day trailing average closing price of the Corporation's shares as listed on OTCMarkets.com or other national stock exchange.

The Certificate of Designation of the Series A Convertible Preferred Stock was amended effective October 20, 2023.

As of the date of this Report the Company does not have an adequate number of authorized shares of common stock for the conversion of the Series A Convertible Preferred Stock.

B. Series B Convertible Preferred Stock.

The Series B Convertible Preferred Stock shall have the voting powers, preferences, rights, qualifications, restrictions, and limitations as adopted by the Board of Directors from time to time, as authorized herein, and by the General Corporation Laws of Delaware.

Dividend Rights: The Holders are entitled to receive a dividend equal to one (1) share of common stock for each one (1) share of Preferred series.

Voting Rights: The Holders are entitled to vote equal to one (1) share of common stock for each one (1) share of Preferred series.

Conversion Rights: The Holders are entitled to conversion rights equal to one (1) share of common stock for each one (1) share of Preferred series.

Liquidation Rights: The Holders are entitled to liquidation rights equal to one (1) share of common stock for each one (1) share of Preferred series.

All shares of the Series B Convertible Preferred Stock were redeemed or converted prior to December 31, 2023.

C. Series C Convertible Preferred Stock.

The Series C Convertible Preferred Stock shall have the voting powers, preferences, rights, qualifications, restrictions, and limitations as adopted by the Board of Directors from time to time, as authorized herein and by the General Corporation Laws of Delaware.

Dividend Rights: The Holders of this Preferred series are not entitled to receive any dividends.

Voting Rights: The Holders are entitled to vote equal to five (5) shares of common stock for each one (1) share of Preferred series.

Conversion Rights: The Holders are entitled to conversion rights equal to five (5) shares of common stock for each one (1) share of Preferred series.

Liquidation Rights: The Holders are entitled to liquidation rights equal to five (5) shares of common stock for each one (1) share of the Preferred series.

All shares of the Series C Convertible Preferred Stock were redeemed or converted prior to December 31, 2023.

D. Series D Convertible Preferred Stock.

The Series D Convertible Preferred Stock shall have the voting powers, preferences, rights, qualifications, restrictions, and limitations as adopted by the Board of Directors from time to time as authorized herein and by the General Corporation Laws of Delaware.

Dividend Rights: The Holders of this Preferred series are not entitled to receive any dividends.

Voting Rights: The Holders are entitled to vote equal to the stated value of \$2.00 divided by 50% of the average closing price of the Common stock five (5) business days preceding the date of conversion.

Conversion Rights: The Holders are entitled to conversion rights equal to the stated value of \$2.00 divided

by 50% of the average closing price of the Common stock five (5) business days preceding the date of conversion.

Liquidation Rights: The Holders are entitled to liquidation rights equal to the number of shares of Common stock into which the Preferred shares are then convertible.

Redemption Rights: The Holders are entitled to receive a price equal to the stated value of \$2.00 per share, plus interests of 8% per annum, and before the holders of Common stock or any junior securities that are receiving any amount as a result of liquidation.

All shares of the Series D Convertible Preferred Stock were redeemed effective October 23, 2023.

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

**None other than the rights delineated above in Item 2.**

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

**None**

**3) Issuance History**

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

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

**A. Changes to the Number of Outstanding Shares for the two most recently completed fiscal years and any subsequent period.**

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

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

Shares Outstanding Opening Balance:	
Date:	1/1/2023
Common:	102,073,434 <sup>3</sup>
Preferred Series A:	42,000,000
Preferred Series B:	-0-
Preferred Series C:	-0-
Preferred Series D:	10,000,000

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 on the market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to (entities must have individual voting / investment control disclosed).	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.
10/23/2023	Cancellation	(21,000,000) <sup>4</sup>	Series A Convertible Preferred Stock	\$.001	N/A	Delmar Janovec	N/A	N/A – 42,000,000 Shares of Series A Cancelled	N/A
10/23/2023	Cancellation	(21,000,000)	Series A Convertible Preferred Stock	\$.001	N/A	Brent Crouch	N/A	N/A – Shares of Series A Amended and Transferred	N/A
10/23/2023	Re-Issuance	2,000,000 <sup>4</sup>	Series A Convertible Preferred Stock	\$.001	No	Bring It LLC - Jeffrey T. Lambert Control Person	Cash Purchase	Restricted	Rule 144 - Section 4(2) When Issued
10/23/2023	Cancellation	(20,000,000) <sup>5</sup>	Common Stock	\$.001	N/A	Brent Crouch	N/A	N/A – Shares of Common Stock Transferred on Sale	N/A
10/23/2023	Re-Issuance	20,000,000 <sup>6</sup>	Common Stock	\$.001	No	Bring It LLC - Jeffrey T. Lambert	Acquisition of XFC Global Inc.	Restricted	Rule 144 - Section 4(2) When Issued
10/23/2023	New Issuance	30,000,000 <sup>6</sup>	Common Stock	\$.001	No	Jeffrey T. Lambert	Acquisition of XFC Global Inc.	Restricted	Section 4(2)
10/23/2023	Issuance for Services over 5 years ago	500,206	Common Stock	\$.001	N/A	Brent Crouch	N/A	Former Affiliate	Section 4(2) When Issued
2/22/2024	New Issuance New Issuance	2,350,000	Common Stock Common Stock	50% Discount to Market for Restricted to Market for Restricted	N/A	Global Business Strategies Inc.	Payment of Expenses	Restricted	Section 4(2) When Issued
7/11/2024	New Issuance	400,000	Common Stock	\$.02765	No	Doug Kuiper	Services	Restricted	Section 4(2)

7/11/2024	New Issuance	400,000	Common Stock	\$.02765	No	Jeffery Tryka	Services	Restricted	Section 4(2)
7/11/2024	New Issuance	400,000	Common Stock	\$.02765	No	Ettore G. Ewen, Jr.	Services	Restricted	Section 4(2)
7/11/2024	New Issuance	400,000	Common Stock	\$.02765	No	Hiram E. Jackson	Services	Restricted	Section 4(2)
7/11/2024	New Issuance	400,000	Common Stock	\$.02765	No	James M. Kanter	Services	Restricted	Section 4(2)
7/11/2024	New Issuance	400,000	Common Stock	\$.02765	No	Jose Lozano	Services	Restricted	Section 4(2)
7/11/2024	New Issuance	400,000	Common Stock	\$.02765	No	Jennifer Gilroy	Services	Restricted	Section 4(2)
Shares Outstanding on Date of This Report:									
Date:	9/30/2025								
Common:	137,223,434								
Preferred Series A:	2,000,000								
Preferred Series B:	-0-								
Preferred Series C:	-0-								
Preferred Series D:	-0-								

**Example:** A company with a fiscal year end of December 31, 2024, 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 <sup>55</sup>	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g., Loan, Services, etc.)

Total Outstanding Balance:

Total Shares:

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

<sup>55</sup> The total number of shares that can be issued upon full conversion of the Outstanding Balance. The number should not factor any "blockers" or limitations on the percentage of outstanding shares that can be owned by the Noteholder at a particular time. For purposes of this calculation, please use the current market pricing (e.g., most recent closing price, bid, etc.) of the security if conversion is based on a variable market rate.

The Company does not have any outstanding convertible debt, issued or outstanding at any point during this period; it does have several promissory notes issued and outstanding on December 31, 2024, and December 31, 2023, but such promissory notes are not convertible - see Footnotes to the Company's Financial Statements attached and incorporated by reference.

#### **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](http://www.OTCMarkets.com).

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

Prior to October 23, 2023, the Company's primary business was the management of properties located in Huerfano County, Colorado (the "Huerfano Farms"). Following the "Change of Control" effective October 23, 2023, the Company added the management of certain sporting and entertainment events via the acquisition of XFC Global Inc., a Wyoming corporation ("XFC Global") and, effective December 28, 2023, changed its name to Xtreme One Entertainment, Inc. ("Xtreme One") and relocated its executive office to 47 Commerce Avenue SW, Grand Rapids, Michigan 49503.

Effective December 14, 2023, the Company notified the Financial Industry Regulatory Authority ("FINRA") of its intention to rebrand itself by implementing a strategic shift in its core business to focus on sports and entertainment event marketing, and the name change, and requested a new trading symbol. On May 7, 2024, FINRA completed its review of the Company's Change in Control and name change, and request for a new trading symbol, following which the Company's common stock began trading under its new trading symbol "XONI"; its CUSIP number remained the same.

The Company continues to file its periodic disclosure and financial reports with OTC Markets Group Inc. ("OTC") Alternative Reporting System pursuant to the OTC Pink Guidelines under the Pink Current Information Tier, and trades on the Pink Market at OTCMarkets.com under the symbol XONI.

#### **OVERVIEW**

The Company is comprised of a management team of proven leaders in media, marketing, sports and entertainment, with the express purpose of acquiring and launching professional sports leagues and content. We have acquired an exclusive and five (5) year renewable license for the use of the name "XFC" which was the cornerstone to the intellectual property, branding and media of one of the largest professional mixed martial arts (MMA) event promotion companies in the United States and Latin America which had been in existence in the MMA event promotion business for nearly two decades prior to 2021.

As the Licensee of the "XFC" brand, we are focused on discovering up-and-coming talent and unlocking the potential of the next generation of MMA fighters. Our increasing roster of rising athletes, commitment to the community, and use of a fighter-centric model led us to believe that we will make a formidable presence in the live MMA event space.

In addition to the sponsorship and promotion of MMA events, we intend to expand into the development, production, and promotion of other live entertainment and sporting events.

#### **OUR STRATEGY**

Our long-term strategy is to build a global portfolio of extreme sports events and leagues that captivate broad audiences. The acquisition of XFC Global and its license to the Xtreme Fighting Championship's intellectual property has established a strong foundation for our first extreme sports league.

We aim to position XFC as “*the minor leagues of MMA™*,” serving as the leading development platform for male and female athletes aspiring to join premier organizations such as the UFC and PFL. We believe there is a significant opportunity between top-tier MMA leagues and the smaller regional circuits that currently exist.

### **Event Structure and Strategy**

To execute this vision, we are revitalizing the XFC brand through two complementary event series:

- **Tentpole Main Events:** Professionally produced, large-scale MMA events held three to four times annually in major venues and broadcast globally. These cards feature eight to ten bouts across multiple weight classes and both genders. As operations scale, we expect to increase to four to six main events per year.
- **Young Guns Series:** Smaller, more frequent events that spotlight emerging fighters and serve as a feeder system for our main events. Typically hosting six to eight shows per year, these events maintain lower production costs and provide critical development opportunities for new talent.

### **Fighter-First Philosophy**

Our “fighter-first” operating model is central to talent recruitment and retention. Fighters receive base compensation, performance bonuses, and travel and lodging accommodations. We also provide brand-building support, including professional marketing materials, media training, and social media development, enabling athletes to enhance their personal and professional visibility.

### **Revenue Model and Growth Opportunities**

Revenue is generated through multiple channels, including ticket and merchandise sales, pay-per-view and broadcast revenues, and corporate sponsorships. Over time, we expect broadcast and sponsorship revenues to drive the majority of long-term growth. We have created initial sponsorship packages targeting brands aligned with our extreme sports positioning, and plan to launch fan membership programs offering exclusive benefits as engagement deepens.

### **Operational Highlights**

To validate our model, we successfully executed four main XFC events:

- **XFC 50: Resurrection** (April 12, 2024 – Lakeland, FL): Featured eight bouts across male and female divisions, with both live and pay-per-view audiences.
- **XFC Grand Prix II** (May 31, 2024 – Detroit, MI): Nine bouts held in conjunction with the Chevrolet Detroit Grand Prix. The event achieved higher ticket sales, streaming viewership, and social media engagement than its predecessor.
- **XFC 51: Evolution** (September 27, 2024 – Milwaukee, WI): Seven bouts broadcast live and via pay-per-view internationally.
- **XFC 52: The Awakening** (March 28, 2025 – Iowa City, IA): Six male bouts broadcast globally and supported by merchandise sales.
- **XFC 53: Borroka** (September 20<sup>th</sup>, 2025 – Las Vegas, NV): Six male bouts, and one female bout broadcast live and via pay-per-view internationally.

In addition, we relaunched the Young Guns series in 2025, hosting initial events in February at Kill Cliff Fight Club in Deerfield Beach, Florida, followed by additional events through mid-year, and more planned for Q4 2025. These events continue to identify and showcase rising MMA talent.

## **Distribution and Media Expansion**

Our events are produced for both live audiences and broadcast distribution. In 2024 and 2025, we secured multiple broadcast agreements, including:

- American Forces Network (U.S. Department of Defense)
- beIN Sports (exclusive rights for the U.S. and Canada)
- BandSports (Brazil, reaching over 54 million viewers)
- CDN Deportes (Dominican Republic, Spanish-language broadcasts)

Collectively, these partnerships expand our total audience reach to more than 65 million households.

## **Marketing and Talent Initiatives**

In Q3 2024, we launched an innovative Name, Image, and Likeness (NIL) partnership with elite college wrestlers and combat sports veterans to strengthen our talent pipeline and brand visibility.

## **Subsidiary and Legacy Properties**

XFC Global, our wholly owned subsidiary, is the exclusive licensee of rights to MMA intellectual property, fight branding, and legacy media content developed by an unrelated third party. The Legacy MMA Properties include nearly two decades of footage and promotional material featuring top MMA fighters worldwide.

## **Future Development**

Building on the success of the XFC platform, we plan to expand into additional sports verticals — including combat, outdoor, and water sports — using the same operational and revenue framework. For fiscal 2025, we project 3–4 tentpole events and 8–10 Young Guns events, alongside continued content and IP development.

## **Sponsorships and Merchandise**

The Company continues to seek brand partners for logo and product placements across live events, venues, and broadcast platforms. We believe strong synergies between live audiences and media exposure will enhance the value of sponsorships. Additionally, branded merchandise sales remain a consistent contributor to revenue and fan engagement across our growing portfolio.

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

### Subsidiaries:

The Company has one subsidiary, XFC Global Inc., which operates as a management organization for the promotion and production of various MMA sporting and entertainment events.

### Parent Company:

The Company is the “Parent Company.”

### Affiliated companies:

Lambert Global LLC (“Lambert by LLYC”), one of several entities related to Lambert, the Company’s control person, provides marketing and investor relations services to the Company. Lambert by LLYC was previously majority owned by Lambert, who has since sold his remaining ownership interest and no longer holds any stake in the entity.

Management believes the services provided by Lambert by LLYC represented an important part of the Company's sports and entertainment marketing strategy and are provided on terms comparable to those offered by similar service providers in the market.

In August 2024 Lambert acquired voting control of ProActive Management Corporation, a Wyoming corporation ("ProActive"), the Licensor of the Legacy MMA Properties – as defined in Item 4 A above.

**C. Describe the issuers' principal products or services.**

The Company, through its wholly owned subsidiary, XFC Global, is engaged in live sports and event marketing. XFC Global is the exclusive licensee of the Legacy MMA Properties.

The Company began developing premier mixed martial arts events under the "XFC" brand in the first quarter of 2024 and produced two main events in the second quarter of 2024, a third main event in the third quarter of 2024 and a fourth main event in the first quarter of 2025. XFC also produced Six "Young Guns" events through June of 2025, with two more planned later in the year. The company intends to develop additional "Xtreme One Entertainment" properties spanning combat sports, youth sports, and others. These additional properties may be developed organically or through strategic acquisition. Live events are produced for spectators as well as for broadcasting over media, including pay-per-view streaming services. Additionally, the Company seeks sponsorship partners to advertise at live and broadcast events, offering partners logo and product placement at various platforms within the event venues or on broadcasts.

In addition to live events, the Company is also engaged in the sale and marketing of branded merchandise to fans of its extreme sports and entertainment properties. The Company intends to offer dynamic, live sporting events that offer value to participants, attendees, and sponsors; these competitions are expected to produce revenues through ticket and merchandise sales, sponsorship agreements, and distribution agreements.

**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.

In January 2024, the Company relocated its principal place of business and temporarily shares offices provided by its majority shareholder at 47 Commerce Ave., Grand Rapids, Michigan 49503, and certain of its staff and consultants operate remotely.

**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 the 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) <sup>1,2, 3,4</sup>	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)	Individual Name (First, Last) or Entity Name (Include names of control person(s) if a corporate entity)
Christopher Defendis	President & Secretary	Westfield, IN	-0-			N/A
Chris Dawson	Chief Financial Officer	Rockford, MI	-0-			
Jeff Tryka <sup>6</sup>	Former Chief Financial Officer, Treasurer & Secretary	Elkhart, IN	400,000	Common	0.246%	N/A
Bring It LLC	Shareholder	Grand Rapids, MI	20,000,000	Common	14.575%	Jeffrey T. Lambert is the Control Person of Bring It LLC
Jeffrey T. Lambert <sup>4</sup>	Chairman of the Board of Directors	Grand Rapids, MI	30,000,000	Common Stock	22.862%	Control Person
Bring It LLC <sup>3</sup>	Shareholder	Grand Rapids, MI	2,000,000	Series A Convertible Preferred Stock	100.00%	Jeffrey T. Lambert
Ettore G. Ewen, Jr.	Director	Land O' Lakes, FL	400,000	Common	0.291%	N/A
Hiram E. Jackson	Director	Detroit, MI	400,000	Common	0.291%	N/A
James M. Kantor	Director	Fox Point WI	400,000	Common	0.291%	N/A
Jose Lozano	Director	Cypress, Tx	400,000	Common	0.291%	N/A
Jennifer Gilroy	Director	Birmingham, MI	400,000	Common	0.291%	N/A
Daniel Accevatti	Shareholder	Chesterfield, MI	13,632,424	Common	9.94%	N/A
Tom Humphries	Shareholder	Grand Rapids, MI	13,333,300	Common	9.72%	N/A

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

**Footnote 1.** Mr. Mark Kirkland holds 25,000,000 shares of the Company's Common Stock (the "Kirkland Shares") issued to Mr. Kirkland in a transaction in 2014 which was cancelled. Pursuant to an agreement with the Company and Mr. Kirkland, Mr. Kirkland agreed to return the certificate, however it was lost in transit. The Company, due to financial constraints in 2014-2017 did not bond around the "Lost Certificate" or the outright cancellation. As a result, the shares have not yet been returned to the Company or cancelled and continue to appear on the Company's Shareholder List.

**Footnote 2.** Effective September 15, 2023 Janovec and Crouch, as the holders of the 42,000,000 shares of the Company's Series A Convertible Preferred Stock (the "Series A Preferred") approved an amendment to the rights, privileges, and other preferences of the Series A Preferred which reduced the number of authorized Series A Preferred to 2,000,000 (the "Amended Series A Preferred") from 100,000,000 shares. Effective October 19, 2023, Bring It LLC, a Limited Liability Company ("Bring It"), controlled by Jeffrey T. Lambert ("Lambert") serving as the Managing Member and majority membership interest owner, acquired the 2,000,000 shares of the Amended Series A Preferred (the Series A Transaction").

**Footnote 3.** On September 27, 2023, Bring It LLC entered into a Stock Purchase Agreement with Crouch, serving as the advisory accountant for the Company, pursuant to which Bring It acquired 20,000,000 shares of the Company's Common Stock held by Crouch (the "Crouch Shares") for cash (the "Crouch-Bring It Agreement").

**Footnote 4.** On October 12, 2023, the Company entered into an Acquisition and Stock Exchange Agreement with Lambert the sole shareholder of XFC Global Inc., a Wyoming corporation ("XFC Global"), pursuant to which the Company agreed to acquire all of the issued and outstanding capital stock of XFC Global (the "XFC Shares") owned by Lambert in a stock-for stock transaction (the "XFC transaction" by way of an exchange of 30,000,000 shares of the Company's \$.001 par value restricted Common Stock (the "Acquisition Shares") for the XFC Shares.

**Footnote 5.** Mr. Tryka initially tendered his resignation in April 2025, to be Effective April 15, 2025, but postpone it and agreed to remain with the Company as its Chief Financial Officer and Secretary until August 15, 2025, at which time his resignation became permanent.

**Footnote 6.** As of September 12, 2025, Chris Dawson assumed the position of Chief Financial Officer.

## 7) Legal/Disciplinary History

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

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

**None**

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

**None**

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

**None**

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

**None**

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

**None**

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

**None**

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

**None**

### **8) Third Party Service Providers**

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

#### Securities Counsel

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

#### Accountant

The financial statements were prepared internally by management no outside firms provide audit, review, or compilation services for the period presented.

#### Investor Relations

Name: LLYC  
Firm: LLYC U.S.  
Address 1: 600 Brickell Ave., Ste. 2125  
Address 2: Miami, FL 33131  
Phone: (786) 590-1000  
Email: [xoni@llyc.global](mailto:xoni@llyc.global)

*All other means of Investor Communication:*

Website [www.XtremeOne.com](http://www.XtremeOne.com)  
X (Twitter) <https://x.com/XFCFight>  
LinkedIn <https://www.linkedin.com/company/xtreme-one-entertainment/>  
Facebook <https://www.facebook.com/OfficialXFC>  
Instagram <https://www.instagram.com/XfcFight/>  
Youtube <https://www.instagram.com/XfcFight/>

#### Other Service Providers

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

## 9) Disclosure & Financial Information

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

Name: Chris Defendis  
Xtreme One Entertainment, Inc.  
Title: President  
Relationship to Issuer: President of the Issuer

Name: Chris Dawson  
Xtreme One Entertainment Inc.  
Title: CFO  
Relationship to Issuer: Chief Financial Officer of the Issuer

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) <sup>6</sup>:

Name: Chris Dawson  
Title: Chief Financial Officer.  
Relationship to Issuer: Chief Financial Officer of the Issuer

Name: Chris Defendis  
Title: President  
Relationship to Issuer: President of the Issuer

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

Chris Dawson is a Partner and Chief Financial Officer at Ag Business Solutions, a national accounting and management firm and multi-family office serving over 70 companies across the agricultural industry, with a strong emphasis on dairy and related consumer products. With nearly two decades at the firm, Chris has played a key role in driving client growth, M&A and sophisticated capital structuring, and leads the business operations team spanning strategic planning, finance, risk management, real estate and sustainability. Under his guidance, clients have experienced growth exceeding 500% during his tenure. In addition, Chris was part of the team that launched and scaled the Fairlife brand and family of dairy products, one of the fastest growing products of all time in the CPG category, including the sale of Fairlife to The Coca-Cola Company.

In addition to his work at Ag Business Solutions, Chris is also a Partner at CatchMark Technologies, a technology services firm, further reflecting his commitment to innovation and operational excellence across sectors. Before joining

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<sup>6</sup> 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.

Ag Business Solutions, Chris spent nearly a decade as a CPA at both regional and global public accounting firms. His work focused on audit and assurance services, while also encompassing tax planning, management consulting, M&A advisory, and compliance services. His diverse client portfolio included companies in manufacturing, agriculture, health care, and local government. Chris earned his bachelor's degree in business from Alma College, where he was also a student-athlete.

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.

The Consolidated Financial Statements as of December 31, 2024, and December 31, 2023 are attached at the end of this Report and incorporate by reference.

**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:

*President*<sup>7</sup>.

I, Christopher Defendis, certify that:

1. I have reviewed this Disclosure Statement for Xtreme One Entertainment, Inc., formerly CannaGrow Holdings, Inc.<sup>8</sup>
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of 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 18th, 2025

/s/ Christopher Defendis

*Principal Financial Officer:*

I, Chris Dawson, certify that:

- i. I have reviewed this Disclosure Statement for Xtreme One Entertainment, Inc., formerly CannaGrow Holdings, Inc.
- ii. Based on my knowledge, this disclosure statement does not contain any untrue statement of 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
- iii. 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 18th, 2025

/s/ Chris Dawson

**XTREME ONE ENTERTAINMENT, INC., AND SUBSIDIARY**  
**(Formerly CannaGrow Holdings, Inc.)**

Consolidated Financial Statements as of September 30, 2025, and December 31, 2024,  
and for the Nine Months Ended September 30, 2025, and 2024

**XTREME ONE ENTERTAINMENT, INC., AND SUBSIDIARY  
(Formerly CannaGrow Holdings, Inc.)**

**INDEX TO CONSOLIDATED FINANCIAL STATEMENTS  
(Unaudited)**

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**XTREME ONE ENTERTAINMENT INC.**  
**(Formerly Cannagrow Holdings, Inc.)**

Consolidated Balance Sheets  
June 30, 2025 and December 31, 2024  
(Unaudited)

	September 30, 2025	December 31, 2024 (As Reported)
<b>ASSETS</b>		
Current Assets		
Cash	\$ 21,730	\$ 5,263
Accounts receivable	41,474	8,022
Inventory	10,395	10,597
Prepaid expenses	-	35,250
Deposit	-	250,000
	<u>73,599</u>	<u>309,132</u>
Total Current Assets		
Other Assets		
Fixed Assets (Net of Depreciation)	12,380	-
Goodwill and Intangibles (Net of Amortization)	479,702	595,346
	<u>492,082</u>	<u>595,346</u>
Total Other Assets		
	<u>\$ 565,681</u>	<u>\$ 904,478</u>
Total Assets		
<b>LIABILITIES AND STOCKHOLDERS' (DEFICIT)</b>		
Current Liabilities		
Accounts payable and accrued expenses	\$ 1,992,414	\$ 501,686
Accounts payable and accrued expenses-Related party	1,541,163	1,538,699
Deposits	20,000	-
Notes payable	991,710	972,468
Notes payable-Related party, current portion	2,218,200	-
Derivative liability	3,689,613	3,280,000
	<u>10,453,100</u>	<u>6,292,853</u>
Total Current Liabilities		
Long Term Liabilities		
Notes payable-Related party	1,211,635	2,225,335
	<u>11,664,735</u>	<u>8,518,188</u>
Total Liabilities		
Commitments and contingencies		
	<u>-</u>	<u>-</u>
Stockholders (Deficit)		
Preferred stock, Class A convertible, \$.001 par value, 100,000,000 shares authorized, 2,000,000 shares issued and outstanding at June 30, 2025 and December 31, 2024	2,000	2,000
Preferred stock, Class C convertible, \$.001 par value, 20,000,000 shares authorized, 0 shares issued and outstanding at June 30, 2025 and December 31, 2024	-	-
Preferred stock, Class D, \$.001 par value, 25,000,000 shares authorized, 0 shares issued and outstanding at June 30, 2025 and December 31, 2024	-	-
Common stock, \$.001 par value, 300,000,000 shares authorized, 137,223,434 shares issued and outstanding at June 30, 2025 and December 31, 2024	137,223	137,223
Additional paid-in capital	8,077,979	8,077,979
Accumulated (Deficit)	(19,316,256)	(15,830,912)
Total Stockholders' (Deficit)	<u>(11,099,054)</u>	<u>(7,613,710)</u>
Total Liabilities and Stockholders' (Deficit)		
	<u>\$ 565,681</u>	<u>\$ 904,478</u>

**XTREME ONE ENTERTAINMENT INC.**  
**(Formerly Cannagrow Holdings, Inc.)**

Statements of Operations  
(Unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2025	2024 (As Reported)	2025	2024 (As Reported)
Revenues	\$ 66,855	\$ 69,697	\$ 176,474	\$ 157,060
Total revenues	66,855	69,697	176,474	157,060
Operating Expenses				
Cost of revenues	163,293	349,173	437,840	1,508,561
General and administrative	395,643	703,306	2,075,371	1,625,426
Total operating expenses	558,936	1,052,479	2,513,212	3,133,987
(Loss) before other expenses	(492,081)	(982,782)	(2,336,738)	(2,976,927)
Other (expense)				
Amortization Expense	(44,529)	-	(44,529)	-
Depreciation Expense	(120)	-	(120)	-
Derivative loss	115,187	(480,911)	(409,613)	(679,632)
Impairment on deposit	-	-	(250,000)	-
Interest (expense)-Related party	(144,930)	(59,404)	(388,590)	(108,101)
Interest (expense)	(34,018)	(19,225)	(115,026)	(57,152)
Total other	(108,410)	(559,540)	(1,207,878)	(844,885)
(Loss) before income taxes	(600,491)	(1,542,322)	(3,544,616)	(3,821,812)
Income taxes	-	-	-	-
Net (loss)	\$ (600,491)	\$ (1,542,322)	\$ (3,544,616)	\$ (3,821,812)
(Loss) per share-Basic and diluted	\$ (0.00)	\$ (0.01)	\$ (0.03)	\$ (0.03)
Weighted average shares outstanding Basic and diluted	137,223,434	136,888,651	137,223,434	134,882,376

**XTREME ONE ENTERTAINMENT INC.**  
**(Formerly Cannagrow Holdings, Inc.)**  
**Statements of Stockholders' (Deficit)**  
**For the Three and Nine Months Ended September 30, 2025 and 2024**  
**(Unaudited)**

	Preferred Stock						Common Stock		Additional Paid-in Capital	Accumulated (Deficit)	Stockholders' (Deficit)
	Series A Shares	Amount	Series C Shares	Amount	Series D Shares	Amount	Shares	Amount			
Balance-January 1, 2024	2,000,000	\$ 2,000	-	\$ -	-	\$ -	132,073,434	\$ 132,073	\$ 7,993,959	\$ (9,963,215)	\$ (1,835,183)
Issuance of common stock for debt	-	-	-	-	-	-	2,350,000	2,350	9,400	-	11,750
Net (loss) for the three months ended March 31, 2024	-	-	-	-	-	-	-	-	-	(328,114)	(328,114)
Balance-March 31, 2024	2,000,000	2,000	-	-	-	-	134,423,434	134,423	8,003,359	(10,291,329)	(2,151,547)
Net (loss) for the three months ended June 30, 2024	-	-	-	-	-	-	-	-	-	(1,951,376)	(1,951,376)
Balance-June 30, 2024	2,000,000	2,000	-	-	-	-	134,423,434	134,423	8,003,359	(12,242,705)	(4,102,923)
Net (loss) for the three months ended September 30, 2024										\$ (3,821,812)	
Balance - September 30, 2024	2,000,000	\$ 2,000	-	\$ -	-	\$ -	134,423,434	\$ 134,423	\$ 8,003,359	\$ (16,064,517)	\$ (4,102,923)
	Preferred Stock						Common Stock		Additional Paid-in Capital	Accumulated (Deficit)	Stockholders' (Deficit)
	Series A Shares	Amount	Series C Shares	Amount	Series D Shares	Amount	Shares	Amount			
Balance-January 1, 2025	2,000,000	\$ 2,000	-	\$ -	-	\$ -	137,223,434	\$ 137,223	\$ 8,077,979	\$ (15,830,912)	\$ (7,613,710)
Prior period adjustment (immaterial)										59,272	59,272
Beginning Balance, Adjusted	2,000,000	2,000	-	-	-	-	137,223,434	137,223	8,077,979	(15,771,640)	(7,554,438)
Net (loss) for three months ended March 31, 2025	-	-	-	-	-	-	-	-	-	(1,712,398)	(1,712,398)
Balance-March 31, 2025	2,000,000	2,000	-	-	-	-	137,223,434	137,223	8,077,979	(17,484,038)	(9,266,836)
Net (loss) for three months ended June 30, 2025	-	-	-	-	-	-	-	-	-	(1,231,728)	(1,231,728)
Balance-June 30, 2025	2,000,000	2,000	-	-	-	-	137,223,434	137,223	8,077,979	(18,715,766)	(10,498,564)
Net (loss) for the three months ended September 30, 2025										(600,491)	(600,491)
Balance - September 30, 2025	2,000,000	\$ 2,000	-	-	-	-	137,223,434	\$ 137,223	\$ 8,077,979	\$ (19,316,257)	\$ (11,099,055)

**XTREME ONE ENTERTAINMENT INC.**  
**(Formerly Cannagrow Holdings, Inc.)**  
Statements of Cash Flows  
(Unaudited)

	Nine Months Ended	
	September 30,	
	<u>2025</u>	<u>2024 (As Reported)</u>
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>		
Net (loss)	\$ (3,544,616)	\$ (3,821,812)
Adjustments to reconcile net (loss) to net cash used in operating activities:		
Derivative loss	409,613	679,632
Impairment of deposit	250,000	-
Amortization Expense	44,529	-
Depreciation Expense	120	-
Payment of debt with common stock	-	11,750
Issuance of common stock for services	-	77,420
Changes in assets and liabilities:		
(Increase) in accounts receivable	(33,452)	(30,020)
(Increase) in inventory	203	(9,193)
Decrease/(increase) in prepaid expenses	35,250	(38,125)
Increase in accounts payable and accrued expenses	1,209,117	534,134
Increase in accounts payable and accrued expenses-Related party	414,463	1,178,580
Increase in deposits payable	20,000	-
Notes payable-related party	1,129,500	1,564,635
Net cash provided by operating activities	<u>(65,274)</u>	<u>147,001</u>
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>		
Purchase of property, plant and equipment	(12,500)	-
Net cash used in investing activities	<u>(12,500)</u>	<u>-</u>
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>		
Stock subscription receivable	-	-
Proceeds from sale of common stock	-	-
Increase in notes payable	150,000	-
Payments on notes payable	(55,758)	-
Net cash provided by financing activities	<u>94,242</u>	<u>-</u>
Net increase in cash	16,468	147,001
CASH AT BEGINNING PERIOD	<u>5,263</u>	<u>-</u>
CASH AT END OF PERIOD	<u>\$ 21,730</u>	<u>\$ 147,001</u>
<b>SUPPLEMENTAL CASH FLOW INFORMATION:</b>		
Cash paid for interest	<u>\$ 58,582</u>	<u>\$ -</u>
Cash paid for income taxes	<u>\$ -</u>	<u>\$ -</u>
<b>NON-CASH TRANSACTIONS</b>		
Issuance of common stock for services	<u>\$ -</u>	<u>\$ 77,420</u>
Payment of debt with common stock	<u>\$ -</u>	<u>\$ 11,750</u>
Change in fair value of derivative liability	<u>\$ 409,613</u>	<u>\$ 679,632</u>

**XTREME ONE ENTERTAINMENT, INC., AND SUBSIDIARY**  
**(Formerly CannaGrow Holdings, Inc.)**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**SEPTEMBER 30, 2025, AND DECEMBER 31, 2024**  
(Unaudited)

**NOTE 1 – THE COMPANY AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

A summary of the significant accounting policies applied in the preparation of the accompanying financial statement follows. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included in this quarterly report.

**The Company.**

The Company was formed as a Delaware corporation on May 5, 1995, as Topper’s Brick Oven Pizza, Inc. Since the inception of the Company there have been several subsequent name changes resulting in the Company being named CannaGrow Holdings, Inc., with a further name change on December 28, 2023, to “Xtreme One Entertainment, Inc.”, which was approved by the Company’s Board, effective December 28, 2023.

From 2014 through the year-ended December 31, 2022, the Company worked as a property manager on a 20-acre lease in which the Company functioned as a liaison with the various County and State Agencies, and Utility companies.

As CannaGrow Holdings, Inc. the Company served as a management company for various farm products – it does not and did not, grow, harvest, distribute or sell marijuana or any substance that violates the laws of the United States of America.

Effective October 23, 2023, the Company rebranded itself and implemented a strategic shift in its core business to focus on sports and entertainment event marketing. As Xtreme One Entertainment, Inc. (formerly CannaGrow Holdings, Inc.), through its wholly owned subsidiary, XFC Global Inc. (“XFC Global”), the Company has been exploiting certain licensing rights to the intellectual property, branding and media acquired by ProActive Management Corporation (“PMC”), a subsidiary of Xtreme Fighting Championships Inc. (“XFCI”). XFCI was an early entrant in mixed martial arts (MMA) and developed an extensive library spanning thousands of hours of fights across the globe and featuring some of MMA’s top fighters during its nearly two decades of activity. The Company has no other relationship with XFCI, nor are any XFCI officers, employees or directors affiliated with the Company.

In addition to sponsoring and promoting premier mixed martial arts events under the XFC brand, the Company intends to develop additional Xtreme One-sponsored entertainment properties spanning combat sports, youth sports leagues and others, with live events to be produced for spectators as well as for broadcast over media, including pay-per-view streaming services. Additionally, the Company seeks sponsorship partners to advertise at live and broadcast events, offering partners logo and product placement at various platforms within the event venues or on broadcasts. The Company also markets branded apparel and merchandise under its owned and licensed brands.

**Basis of Presentation.**

The accompanying consolidated financial statements have been prepared in accordance with generally accepted accounting principles (“GAAP”) as promulgated in the United States of America.

**Principles of Consolidation.**

The consolidated financial statements include the accounts of Xtreme One Entertainment, Inc. (formerly CannaGrow Holdings, Inc.) and its wholly owned Subsidiary XFC Global. All intercompany transactions are eliminated in consolidation.

## **NOTE 1 – THE COMPANY AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - Continued**

### **Use of Estimates.**

The preparation of the financial statements requires management of the Company to make a number of estimates and assumptions relating to the reported amount of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. The assumptions used by management in future estimates could change significantly due to changes in circumstances, including, but not limited to, challenging economic conditions. Accordingly, future estimates may differ significantly.

### **Reclassifications.**

Certain prior year amounts have been reclassified to conform to the current year presentation. Such reclassifications had no impact on previously reported net losses.

### **Cash and Cash Equivalents.**

For the purposes of the Statements of Cash Flows, the company considers all highly liquid debt instruments purchased with a maturity date of three months or less to be cash equivalents.

### **Income Taxes.**

The Company has adopted Financial Accounting Standard No. 109 (SFAS 109) which requires the recognition of deferred tax liabilities and assets for the expected future tax consequences of events that have been included in the financial statement or tax returns. Under this method, deferred tax liabilities and assets are determined based on the difference between financial statements and tax basis of assets and liabilities using enacted tax rates in effect for the year in which the differences are expected to reverse. Temporary differences between taxable income reported for financial reporting purposes and income tax purposes are insignificant.

### **Net Loss Per Common Share**

The Company computes earnings per share under Financial Accounting Standard No. 128, "Earnings Per Share" (SFAS 128). Net loss per common share is computed by dividing net loss by the weighted average number of shares of common stock and dilutive common stock equivalents outstanding during the periods presented. Dilutive common stock equivalents consist of shares issuable upon conversion of convertible preferred shares. During the nine months ending September 30, 2025, and 2024, common stock equivalents are not considered in the calculation of the weighted average number of common shares outstanding because they would be anti-dilutive, thereby decreasing the net loss per common share.

### **Use of Estimates**

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

### **Advertising**

The Company follows the policy of charging the costs of advertising to expenses as incurred. For the periods ending September 30, 2025, and 2024, advertising costs were \$24,887 and \$40,046, respectively. The Company expects advertising to materially increase due to the promotion of its events.

## **NOTE 1 – THE COMPANY AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - Continued**

### **Concentrations of Credit Risk**

Financial instruments and related items, which potentially subject the Company to concentrations of credit risk, consist primarily of cash, cash equivalents and related party receivables. The Company placed its cash and temporary cash investments with credit quality institutions. At times, such investments may be more than the FDIC insurance limit.

### **Stock Based Compensation**

In December 2002, FASB issued SFAS No. 148, "Accounting for Stock-Based Compensation-Transition and Disclosure-an amendment of SFAS 123." This statement amends SFAS No. 123, "Accounting for Stock-Based Compensation," to provide alternative methods of transition for a voluntary change to the fair value-based method of accounting for stock-based employee compensation. In addition, this statement amends the disclosure requirements of SFAS No. 123 to require prominent disclosures in both annual and interim financial statements about the method of accounting for stock-based employee compensation and the effect of the method used on reported results. The Company has chosen to continue to account for stock-based compensation using the intrinsic value method prescribed in APB Opinion No. 25 and related interpretations. Accordingly, the compensation expense for stock options is measured as the excess, if any, of the fair market value of the Company's stock at the date of the grant over the exercise price of the related option. The Company has adopted the annual disclosure provisions of SFAS No. 148 in its financial reports for the nine months ending September 30, 2025, and 2024.

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

The carrying values of our financial instruments, including cash, accounts payable and due to related parties approximate their fair value due to the short-term nature of these financial instruments. Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") No. 820, "Fair Value Measurement" 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. It also establishes a three-tier fair value hierarchy, which prioritizes the input used in measuring fair value as follows:

Level 1: Observable inputs such as quoted prices in active markets.

Level 2: Inputs are observable, unadjusted quoted prices in active markets for similar assets or liabilities, unadjusted quoted prices for identical or similar assets or liabilities in markets that are not active, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the related assets or liabilities; and

Level 3: Unobservable inputs that are significant to the measurement of the fair value of the assets or liabilities that are supported by little or no market data.

The Company does not have any assets or liabilities that are required to be measured and recorded at fair value on a recurring basis.

### **Revenue Recognition**

The Company will record revenue in accordance with FASB Accounting Standards Codification ("ASC") as topic 606 ("ASC 606"). The revenue recognition standard in ASC 606 outlines a single comprehensive model for recognizing revenue as performance obligations, defined in a contract with a customer as goods or services transferred to the customer in exchange for consideration, are satisfied. The standard also requires expanded disclosures regarding the Company's revenue recognition policies and significant judgments employed in the determination of revenue. The Company will recognize revenue from the sales.

## **NOTE 1 – THE COMPANY AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - Continued**

of products or services in accordance with ASC 606, "Revenue Recognition" following the five steps procedure:

Step 1: Identify the contract(s) with customers.

Step 2: Identify the performance obligations in the contract.

Step 3: Determine the transaction price.

Step 4: Allocate the transaction price to performance obligations.

Step 5: Recognize revenue when the entity satisfies a performance obligation.

The revenue policies for the new activities are being established as customary in the entertainment industry.

### **Impairment of Long-Lived Assets**

Tangible and intangible assets (excluding goodwill) are assessed at each reporting date for indications that an asset may be impaired. If any such indication exists, or when annual impairment testing for an asset is required, the Company makes an estimate of the asset's recoverable amount. The asset's recoverable amount is the higher of an asset or cash-generating unit's fair value, less costs of disposal and its value in use and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset or a group of assets exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or the group of assets.

### **Business Combinations**

In accordance with ASC 805, Business Combinations, the Company, accounts for all business combinations meeting the definition of a business using the acquisition method of accounting. Under this method, assets and liabilities, including any remaining non-controlling interests, are recognized at fair value at the date of acquisition. The excess of the purchase price over the fair value of assets acquired, net of liabilities assumed, and non-controlling interests is recognized as goodwill. Certain adjustments to the assessed fair values of the assets, liabilities, or non-controlling interests made subsequent to the acquisition date, but within the measurement period, which is up to one year, are recorded as adjustments to goodwill. Any adjustments subsequent to the measurement period are recorded in income. Any cost or equity method interest that the Company holds in the acquired company prior to the acquisition is re-measured to fair value at acquisition with a resulting gain or loss recognized in income for the difference between fair value and the existing book value. Results of operations of the acquired entity are included in the Company's results from the date of the acquisition onward.

Under ASC 805, asset acquisitions not meeting the definition of a business are accounted for by using the cost accumulation method. Under this method, cost of the acquisition, including certain transactions costs, is allocated to the assets acquired on the basis of relative fair values.

### **Intangible Assets**

Intangible assets with finite useful lives are recorded at cost and amortized on a straight-line basis over their estimated useful lives. The Company's intangible assets consist of acquired intellectual property and licensing rights with an estimated useful life of ten (10) years. Finite-lived intangible assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. If indicators of impairment are present, the Company compares the carrying amount of the asset to the undiscounted expected future cash flows. An impairment loss is recognized if the carrying amount exceeds the asset's fair value.

## **NOTE 1 – THE COMPANY AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - Continued**

The estimates used to calculate the fair value of a reporting unit change from year to year based on operating results, market conditions, and other factors. Changes in these estimates and assumptions could materially affect the determination of fair value and goodwill impairment for each reporting unit.

### **Emerging Growth Company Critical Accounting Policy Disclosure**

The Company qualifies as an “emerging growth company” under the 2012 JOBS Act. Section 107 of the JOBS Act provides that an emerging growth company can take advantage of the extended transition period provided in Section 7(a)(2)(B) of the Securities Act for complying with new or revised accounting standards. As an emerging growth company, the Company can delay the adoption of certain accounting standards until those standards would otherwise apply to private companies. The Company may elect to take advantage of the benefits of this extended transition period in the future.

### **Segment Information**

Statement of Financial Accounting Standards No. 131, Disclosures about Segments of an Enterprise, and Related Information (SFAS 131) establishes standards for reporting information regarding operating segments in annual financial statements and requires selected information for those segments to be presented in interim financial reports issued to stockholders. SFAS 131 also establishes standards for related disclosures about products and services and geographic areas. Operating segments are identified as components of an enterprise about which separate discrete financial information is available for evaluation by the chief operating decision maker, or decision-making group, in making decisions to allocate resources and assess performance. The information disclosed in this report materially represents all the financial information related to the Company's principal operating segment.

### **Recent Accounting Pronouncements**

We do not expect the adoption of recently issued accounting pronouncements to have a significant impact on our results of operations or financial position.

## **NOTE 2- GOING CONCERN**

Our financial statements have been prepared assuming we will continue as a going concern. However, we have incurred losses each year since inception and have a working capital deficit of \$10,379,501 as of September 30th, 2025, we have sustained recurring losses totaling \$19,316,256 and have a stockholders' deficit of \$11,099,054. These conditions, among others, give rise to substantial doubt about our ability to continue as a going concern. Management is continuing to seek additional equity capital to fund the acquisition or to purchase an ongoing business and improve the profitability of existing operations. Until such time, we anticipate our working capital needs will be funded through the issuance of debt and equity instruments. Management believes these steps may provide us with adequate funds to sustain our continued existence. There is, however, no assurance that the steps taken by management will meet all our needs or that we will continue as a going concern. The accompanying financial statements do not include any adjustments that might result from the outcome of this uncertainty.

The Company's existence is dependent upon advances from its affiliates, the sale of additional equity stock, loans, and management's ability to develop profitable operations. Management anticipates the Company will attain profitable status and improve its liquidity through the continued development, marketing, and selling of its live events, branded products, and advertising, as well as additional equity investments in the Company. The accompanying financial statements do not include any adjustments that might result should the Company be unable to continue as a going concern. To improve the Company's liquidity, the Company is actively pursuing additional equity financing through discussions with investment bankers and private investors. There can be no assurance that the Company will be successful in its effort to secure additional equity financing. If operations and cash flow continue to improve through these efforts, management believes that the Company

can continue to operate and achieve profitability. However, no assurance can be given that management's actions will result in profitable operations or the resolution of its liquidity problems.

### NOTE 3 – ACQUISITION

Effective November 1, 2023, the Company entered into an Acquisition and Share Exchange Agreement to acquire all of the issued and outstanding capital stock of XFC Global Inc. (“XFC Global”) consisting of 60,000,000 shares owned by Mr. Jeffrey T. Lambert (“Lambert”), in exchange for 30,000,000 shares of the Company’s restricted common stock (the “XFCG Acquisition”). This transaction was accounted for as an “acquisition” and not a reverse takeover.

Although the legal form of the transaction involved the purchase of all outstanding shares of XFC Global, management determined that XFC Global did not meet the definition of a business under ASC 805. Accordingly, for accounting purposes, the transaction was treated as an asset acquisition in which the Company effectively acquired certain rights associated with the XFC brand, including the exclusive license to use the XFC Brands, related registered trademarks, trade names, and other intellectual property. As described below, the total consideration of \$595,346, plus directly attributable transaction costs, was recorded as intangible assets. Because these rights provide economic benefit over a determinable period, management concluded the intangible asset has a useful life of ten (10) years, and the Company amortizes the asset on a straight-line basis over that period. As of December 31, 2024 and 2023, the carrying amount of the intangible asset was \$595,346 prior to the recognition of cumulative amortization as part of the 2025 prior period adjustment.

In 2025, the Company finalized its evaluation of the transaction and confirmed that it should be accounted for as an asset acquisition rather than a business combination. As a result, the intangible asset is subject to amortization beginning on the November 1, 2023, acquisition date. The resulting cumulative amortization for 2023 and 2024 of \$71,115 was recorded as a prior period adjustment to opening retained earnings as of January 1, 2025.

The purchase price for the acquisition of XFCG was the issuance of 30,000,000 shares of the Company’s common stock at \$.018 per share with a fair value of \$540,000 and the assumption of the net liabilities of XFCG of in the amount of 55,346. Under ASC 805-50, the total consideration of \$595,346 was allocated to the identifiable intangible assets acquired.

The allocation of the purchase price and the estimated fair market values of the assets acquired, and liabilities assumed are shown below.

<b>Description</b>	<b>Amount</b>
Fair Value of common stock issued	\$540,000
Net liabilities assumed	\$55,346
<b>Total consideration allocated to intangible assets</b>	<b>\$595,346</b>

The acquired business contributed no revenue and a net loss from operations of \$153,134 to the Company during the period from November 1 through December 31, 2023, and revenues of \$157,202 and a loss of \$3,628,352 for the year ended December 31, 2024.

## Combined Pro Forma Information

The following table gives effect to the unaudited pro forma combined revenue and net earnings (loss) of the Company as if the above business combinations had transpired on January 1, 2022:

	Revenue		Net Earnings Loss	
	Year Ended December 31,		Year Ended December 31,	
	2023	2022	2023	2022
Revenues	\$-	\$-	\$ (208,480)	\$-

### NOTE 4 – PREPAID EXPENSES

The prepaid expenses consisted of \$0 and \$35,250 of prepaid insurance on September 30, 2025, and December 31, 2024, respectively.

### NOTE 5 – INVENTORY

Inventory is valued at the lower of cost or market value, as determined by the first-in, first out (“FIFO”) method. Inventory consists of merchandise sold by the Company at the events.

### NOTE 6 – DEPOSIT

On September 17, 2024, the Company entered into a loan agreement with MosaicDM, LLC (“Mosaic”) following which the Company advanced Mosaic \$250,000 as a refundable deposit to cover prepaid interest and fees related to the loan (the “Deposit”). On December 26, 2024, the Company terminated the agreement and declared Mosaic in default and requested the refund of the Deposit.

As of September 30, 2025, the Deposit had not been returned. As of the date of this report, the parties are engaged in settlement discussions seeking return of the Deposit as a whole or in installments.

The Deposit is reported as a Current Asset on the Company’s balance sheet on December 31, 2024, however that changed during this reporting period due to the disappointing results of the ongoing litigation between Mosaic and certain Mosaic-related parties. As a result, the Company has impaired the deposit held by MosaicDM on the Company’s balance sheet at September 30, 2025, in the full amount of \$250,000.

### NOTE 7 – NOTES PAYABLE

Effective in October 2023 Mr. Brent Crouch, the Company’s accountant (“Crouch”) and Mr. Delmar Janovec (“Janovec”), the Company’s president, Secretary, Treasurer, and sole Director agreed to waive the conversion features and accrued interest on the promissory notes issued to them and the subject amounts were reduced to new non-convertible notes. Effective October 2023 the subject promissory notes in the aggregate amount of \$847,468, previously held by Crouch and Janovec, were acquired by an un-related third-party. As a result, the subject promissory notes have been reclassified as “Notes payable”.

The Company in the fourth quarter of 2024 issued notes totaling \$125,000 at a 15% interest rate and due December 31, 2025. The Company in the first quarter of 2025 issued a note totaling \$25,000 at a 15% interest rate and due March 1, 2026. These notes are unsecured. The Company, due to change of management has reclassified \$75,000 of these notes to related party notes.

The Company's debt consists of the following:

	September 30, 2025	December 31, 2024
Notes payable, 9% interest, interest and principal due upon demand, unsecured.	\$ 847,468	\$ 847,468
Notes payable, 15% interest, interest and principal due December 31, 2025, to April 23, 2026, unsecured	75,000	125,000
Note payable, 137% interest, interest and principal due in weekly payments of \$5,475 until fully paid in six months, unsecured.	44,242	-
Total due	966,710	972,468
Current Portion	966,710	972,468
Long-term portion	\$ -	\$ -

The Company has incurred an interest expense of \$115,026 and \$57,152 during the nine months ending September 30, 2025, and 2024, respectively. The Company has accrued interest in the above notes in the amounts of \$161,140 and \$56,526 on September 30, 2025, and December 31, 2024, respectively.

#### NOTE 8 – NOTES PAYABLE-RELATED PARTY

The Company's related party debt consists of the following:

	September 30, 2025	December 31, 2024
Notes payable, 15-18% interest, interest, and principal due December 31, 2025, through January 29, 2029, unsecured	\$3,429,835	\$2,225,335
Total due	\$3,429,835	\$2,225,335
Current Portion	2,218,200	-
Long-term portion	\$1,211,635	\$2,225,335

During the quarter ended March 31, 2024, the Company negotiated a credit agreement with its majority shareholder and control person (the "Shareholder Credit Agreement") pursuant to which the Company is able to borrow funds to meet its working capital needs up to \$1,250,000 (each an "Advance") with the sum of all Advances to be repaid fifty-nine (59) months from the date of the first Advance (the "Credit Term"), and are generally evidenced by a promissory note with interest accruing at a rate of 18% per annum. The related party has loaned \$1,211,635 against this credit agreement.

The related parties subsequent to this credit agreement has loaned \$2,218,200 under various notes bearing interest at 15% to be paid December 31, 2026 or upon demand.

The Company has incurred an interest expense of \$388,590 and \$114,818 during the nine months ending September 30, 2025, and 2024, respectively. The Company has accrued interest in the above notes in the amounts of \$572,855 and \$108,101 on September 30, 2025, and 2024, respectively.

## **NOTE 10 – STOCK DESCRIPTION AND CHANGES**

### **General**

The Company has an authorized 450,000,000 shares of capital stock, 300,000,000 shares designated as Common Stock with a par value of \$.001 per share, and 150,000,000 shares designated as Preferred Stock with a par value of \$.001 per share.

As of June 30, 2025, and December 31, 2024, respectively, the Company had 137,223,434 shares of Common Stock, and 2,000,000 shares of Series A Convertible Preferred Stock outstanding, with -0- and -0- shares of Series B Convertible Preferred Stock outstanding, -0- and -0- shares of Series C Convertible Preferred Stock outstanding, -0- and 10,000,000 shares of Series D Convertible Preferred Stock outstanding.

### **Common Stock**

As disclosed above, on June 30, 2025, and December 31, 2024, respectively, the Company had 137,223,434 shares of its Common Stock issued and outstanding. However, it should be noted that Mr. Mark Kirkland holds 25,000,000 shares of the Company's Common Stock (the "Kirkland Shares") issued to Mr. Kirkland in a transaction in 2014 which was cancelled.

Pursuant to an agreement between the Company and Mr. Kirkland, Mr. Kirkland agreed to return the Certificate for the 25,000,000 shares, however the Certificate was lost in transit. The Company, due to financial constraints in 2014-2017 did not bond around the "Lost Certificate" or the outright cancellation. As a result, the shares have not yet been returned to the Company or cancelled and continue to appear on the Company's Shareholder List.

The Company issued Thirty Million (30,000,000) shares of its Common Stock during the reporting period ending December 31, 2023, for the acquisition of its new wholly owned subsidiary XFC Global, Inc. This transaction was valued at \$540,000, the current quoted price of its common stock on the date of issuance.

The Company issued 2,350,000 shares of its common stock on February 12, 2024, for debts totaling \$11,750, and 2,800,000 shares of its common stock to the six (6) members of its Board of Directors and two (2) officers for services valued at \$77,420 on July 11, 2024.

### **Preferred Stock**

During the reporting period ending December 31, 2023, effective September 15, 2023, the holders of the 42,000,000 shares of the Company's Series A Convertible Preferred Stock (the "Series A Preferred") approved an amendment to the rights, privileges, and other preferences of the Series A Preferred which reduced the number of authorized shares of Series A Preferred to 2,000,000 (the "Amended Series A Preferred") from 100,000,000. Effective October 19, 2023, there was a sale and transfer of the Amended Series A Preferred to a previously un-related party (the Series A Transaction").

The Company exchanged 2,000,000 shares of its newly designated Series A Preferred Stock for 42,000 000 shares of its previously issued Series A Preferred Stock. The new Series A Preferred Stock has certain conversion features to give the holder voting control and majority control upon conversion.

The Company cancelled 184,500 shares of its Series C Preferred Stock valued at \$185. The Company cancelled 10,000,000 shares of its Series D Preferred Stock for the exchange of its prior farm operations valued at a \$174,046 gain. Other than the Series A Transaction and the Series D Transaction, there were not any issuances, transfers, or redemptions of the Company's Preferred Stock during the reporting periods ending June 30, 2025, and December 31, 2024.

## **NOTE 11 – DERIVATIVE LIABILITY**

The Company has convertible Series A Preferred Stock outstanding on September 30, 2025, that are convertible into Company's common stock to be issued upon conversion of preferred stock based on the current conversion formula into shares of common stock.

Due to there being no explicit limit to the number of shares to be delivered upon settlement of the above conversion option embedded in the Preferred Stock, the conversion feature is classified as derivative liabilities and recorded at fair value. Liability has been established for the conversion rate into common stock for the period ending June 30, 2025. The increase for the nine months ended September 30, 2025, and 2024, was \$409,613 and \$679,632 respectively.

Pursuant to ASC 815, "Derivatives and Hedging," the Company recognized the fair value of the embedded conversion nature of the Preferred Stock. During the period from the merger to September 30, 2025, the Company recorded a mark-to-market adjustment based on the fair value of the derivative liability on that date which resulted in a charge of \$3,689,613 to operations during this period. The fair value of the derivative liability was determined using the Black-Scholes option pricing model with a quoted market price of \$0.03, a conversion price of fifty percent of the closing bid price, discounted due to its thin trading history and its high expected volatility,

The following table sets forth by level with the fair value hierarchy of the Company's financial assets and liabilities measured at fair value on September 30, 2025.

	Level 1	Level 2	Level 3	Total
<b>Assets</b>				
None	\$ -	\$ -	\$ -	\$ -
<b>Liabilities</b>				
Derivative Financial instruments	\$ -	\$ -	\$ 3,689,613	\$ 3,689,613

#### **NOTE 12 – COMMITMENTS AND CONTINGENCIES**

The Company did not have any Commitments or Contingencies on September 30, 2025.

#### **NOTE 13 – LEGAL**

The Company does not have any outstanding legal matters on September 30, 2025. For information as to previous years, please see the Company's periodic reports for fiscal 2006-2022 filed with the OTC Markets Group Inc. at <http://www.otckmarkets.com>.

#### **NOTE 14 - SUBSEQUENT EVENTS**

On October 13, 2025, the Company entered into an Asset Purchase Agreement with Borroka, LLC to acquire substantially all of the assets associated with the 'Borroka' mixed martial arts promotions business. Under the agreement, the Company assumed a \$250,000 line of credit owed to a third-party lender and agreed to satisfy certain outstanding credit card obligations of the seller. The transaction closed on the same date. Because this transaction occurred after the September 30, 2025, reporting date, no amounts related to the acquisition are reflected in the accompanying financial statements.

#### **Prior Period Adjustment**

During the audit of the Company's financial statements for fiscal years 2023 and 2024, management identified several immaterial prior-period adjustments. As part of the audit, the Company determined that a prior transaction previously accounted for as a business combination should have been accounted for as an asset purchase. As a result of this change in accounting treatment, identifiable intangible assets were recorded and the related amortization for 2023 and 2024 was recognized.

In addition, the audit identified (i) the reclassification of certain expenses between cost of goods sold and selling, general and administrative expenses and (ii) corrections to previously recorded amounts, including reversals of double-accrued items and other timing adjustments.

The cumulative effect of these immaterial adjustments totaled approximately \$59,273, which has been recorded as a prior-period adjustment to accumulated deficit as of September 30, 2025. Prior-year comparative balances presented as of December 31, 2024, reflect previously reported amounts and have not been adjusted. No cash was impacted by these adjustments.