UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended **SEPTEMBER 30, 2025**

or

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from __________ to __________

Commission File Number: 000-55398

FREQUENCY HOLDINGS INC
(Exact name of registrant as specified in its charter)

Nevada	**47-1893698**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
8910 West 192nd Street, Suite N, Mokena, IL	**60448**
(Address of principal executive offices)	(Zip Code)

312-288-8000
(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common	FRQN	OTCID

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☐ No ☒

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	☐	Accelerated filer	☐
Non-accelerated filer	☒	Smaller reporting company	☒
Emerging growth company	☒		

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☒

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of as of November 19, 2025 there were 1,899,869,698 shares of common stock outstanding.

TABLE OF CONTENTS

Emerging Growth Company

We are and we will remain an "emerging growth company" as defined under The Jumpstart Our Business Startups Act (the "JOBS Act"), until the earliest to occur of (i) the last day of the fiscal year during which our total annual revenues equal or exceed $1 billion (subject to adjustment for inflation), (ii) the last day of the fiscal year following the fifth anniversary of our initial public offering, (iii) the date on which we have, during the previous three-year period, issued more than $1 billion in non-convertible debt securities, or (iv) the date on which we are deemed a "large accelerated filer" (with at least $700 million in public float) under the Securities and Exchange Act of 1934, as amended (the "Exchange Act").

As an "emerging growth company", we may take advantage of specified reduced disclosure and other requirements that are otherwise applicable generally to public companies. These provisions include:

- only two years of audited financial statements in addition to any required unaudited interim financial statements with correspondingly reduced "Management's Discussion and Analysis" disclosure;

- reduced disclosure about our executive compensation arrangements;

- no requirement that we hold non-binding advisory votes on executive compensation or golden parachute arrangements; and

- exemption from the auditor attestation requirement in the assessment of our internal control over financial reporting.

We have taken advantage of some of these reduced burdens, and thus the information we provide stockholders may be different from what you might receive from other public companies in which you hold shares.

In addition, Section 107 of the JOBS Act also 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. In other words, an emerging growth company can delay the adoption of certain accounting standards until those standards would otherwise apply to private companies. However, we are choosing to "opt out" of such an extended transition period, and as a result, we will comply with new or revised accounting standards on the relevant dates on which adoption of such standards is required for non-emerging growth companies. Section 107 of the JOBS Act provides that our decision to opt out of the extended transition period for complying with new or revised accounting standards is irrevocable.

Notwithstanding the above, we are also currently a "smaller reporting company", meaning that we are not an investment company, an asset-backed issuer, or a majority-owned subsidiary of a parent company that is not a smaller reporting company and have a public float of less than $250 million and annual revenues of less than $100 million during the most recently completed fiscal year. In the event that we are still considered a "smaller reporting company", at such time as we cease being an "emerging growth company", the disclosure we will be required to provide in our SEC filings will increase, but will still be less than it would be if we were not considered either an "emerging growth company" or a "smaller reporting company". Specifically, similar to "emerging growth companies", "smaller reporting companies" are able to provide simplified executive compensation disclosures in their filings; are exempt from the provisions of Section 404(b) of the Sarbanes-Oxley Act ("SOX") requiring that independent registered public accounting firms provide an attestation report on the effectiveness of internal control over financial reporting; and have certain other decreased disclosure obligations in their SEC filings, including, among other things, only being required to provide two years of audited financial statements in annual reports.

Employees

The Company currently has approximately twenty-two full-time and part-time employees, including officers and directors. Our employees are not represented by any labor union.

Use of Social Media

The Company does use social media channels as a means of disclosing material non-public information and for complying with its disclosure obligations under Regulation FD. Accordingly, investors and others should monitor the following accounts in addition to reviewing the Company's SEC filings, press releases, and official website:

Parent Company: Frequency Holdings, Inc. (FRQN)

Operating Subsidiary: ReachOut Digital Intelligence ("RDI")

Twitter: @FrequencyHub

Twitter: @ReachOutIT
LinkedIn: linkedin.com/company/reachoutit

CEO (Richard "Rick" Jordan):

Twitter: @mrrickjordan
LinkedIn: linkedin.com/in/mrrickjordan

The Company will also continue to use traditional channels, including press releases and filings with the SEC, to publicly disclose material information as required.

PART I – FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

FREQUENCY HOLDINGS INC.
(formerly Yuengling's Ice Cream Corporation)

Index to Financial Statements

FREQUENCY HOLDINGS INC.
(formerly Yuengling's Ice Cream Corporation)
CONDENSED CONSOLIDATED BALANCE SHEETS

	September 30, 2025	December 31, 2024
	(Unaudited)	(Audited)
ASSETS		
Current Assets:		
Cash	$ 30,155	$ 275,292
Accounts receivable, net	38,050	164,549
Prepaid expenses	34,086	60,487
Total Current Assets	102,291	500,328
Other Assets:		
Furniture and fixed assets, net	-	7,500
Right of use asset	-	31,730
Total non-current assets	-	39,230
Total Assets	$ 102,291	$ 539,558
LIABILITIES AND STOCKHOLDERS' DEFICIT		
Current Liabilities:		
Accounts payable and accrued expenses	$ 557,241	$ 2,062,746
Accrued interest	249,194	935,699
Due to officer	210,008	-
Due to financial institutions	-	917,405
Seller notes and loans payable, related parties current	-	465,618
Term note payable, related parties	-	1,175,000
Other loans and notes payable	263,166	240,160
Officer life insurance liability, current portion	-	900,000
Convertible notes payable, net of debt discount	1,383,135	954,907
Derivative liability	2,010,092	5,786,478
Lease liability, current portion	-	33,242
Total Current Liabilities	4,672,836	13,471,255
Non-Current Liabilities:		
Officer life insurance premium, non-current portion	-	1,800,000
Dividend payable, preferred stock Series C & D	1,036,714	625,344
Total Non-Current Liabilities	1,036,714	2,425,344
Total Liabilities	$ 5,709,550	$ 15,896,599
Commitments and contingencies		-
Temporary Equity - Preferred Series A stock to be issued	357,022	357,022
Stockholders' Deficit:		
Common stock to be issued	37,088	65,000
Preferred stock to be issued	2,440,950	2,448,038
Preferred stock, Series A; par value $0.0001; 10,000,000 shares authorized, 475,000 shares issued and outstanding at September 30, 2025 and December 31, 2024	48	48
Preferred stock, Series C and D, par value $0.0001, 10,000,000 shares authorized, 10,000,000 shares issued and outstanding at September 30, 2025 and December 31, 2024	1,000	1,000
Common stock: $0.001 par value; 2,500,000,000 shares authorized; 1,107,314,007 and 384,088,943 shares issued and outstanding at September 30, 2025 and December 31, 2024, respectively	1,107,316	384,089
Additional paid in capital	2,205,547	2,247,549
Accumulated deficit	(11,756,230)	(20,859,786)
Total Stockholders' Deficit	(5,964,281)	(15,714,062)
TOTAL LIABILITIES & STOCKHOLDERS' DEFICIT	$ 102,291	$ 539,558

The accompanying notes are an integral part of these unaudited consolidated financial statements.

FREQUENCY HOLDINGS INC.
(formerly Yuengling's Ice Cream Corporation)
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited)

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2025	**2024**	**2025**	**2024**
Revenue	250,319	1,036,171	1,582,935	4,447,273
Cost of goods sold	111,478	252,593	415,124	1,688,283
Gross Profit	138,841	783,578	1,167,811	2,758,990
Operating Expenses:				
Impairment loss	-	-	3,505,069	2,117,502
General and administrative expenses	207,938	101,830	474,946	756,346
Compensation expense	262,530	757,765	1,331,487	2,815,237
Professional fees	49,088	115,848	332,575	504,007
Total operating expenses	519,556	975,443	5,644,077	6,193,092
Loss from operations	(380,715)	(191,865)	(4,476,266)	(3,434,102)
Other income (expense):				
Gain on disposal	-	-	11,233,944	-
Derivative: expense, gains and losses from issuances	(214,770)	(34,452)	(390,265)	(20,756,752)
Changes in fair value of derivatives	2,345,277	12,459,531	4,113,172	25,596,043
Gain on debt extinguishment	-	1,497,802	-	2,668,235
Interest expense	(113,255)	(347,917)	(749,934)	(1,170,547)
Gain (loss) on conversion of convertible debt	11,726	-	(250,730)	(179,921)
Other income	6	-	6	-
Total other income	2,028,984	13,574,964	13,956,193	6,157,058
Income before provision for income tax	1,648,269	13,383,099	9,479,927	2,722,956
Provision for income tax	-	-	-	-
Net income	$ 1,648,269	$ 13,383,099	$ 9,479,927	$ 2,722,956
Basic income per share	$ 0.00	$ 0.04	$ 0.02	$ 0.01
Diluted income per share	$ 0.00	$ 0.00	$ 0.00	$ 0.00
Basic weighted average shares	883,467,510	384,088,943	610,797,350	366,915,105
Diluted weighted average shares	16,970,076,976	8,299,588,116	16,697,406,813	8,055,885,977

The accompanying notes are an integral part of these unaudited consolidated financial statements.

FREQUENCY HOLDINGS INC.
(formerly Yuengling's Ice Cream Corporation)
CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' DEFICIT
FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2025 AND 2024
(Unaudited)

	Series A Preferred Stock		Series C & D Preferred Stock		Common Stock		Stock to be Issued	Additional Paid in	Accumulated	
	Shares	Amount	Shares	Amount	Shares	Amount	Amount	Capital	Deficit	Total
Balance at December 31, 2024	475,000	$ 48	10,000,000	$ 1,000	384,088,943	$ 384,089	$ 2,513,038	$ 2,247,549	$ (20,859,786)	$ (15,714,062)
Sale of ReachOut including obligation to issue shares	-	-	-	-	-	-	(35,000)	-	35,000	-
Loss on Conversion	-	-	-	-	-	-	-	111,473	-	111,473
Conversion of convertible note interest to common stock	-	-	-	-	55,016,667	55,017	-	(38,512)	-	16,505
Warrants issued to investors	-	-	-	-	-	-	-	14,972	-	14,972
Preferred stock dividends Series C & D	-	-	-	-	-	-	-	-	(135,616)	(135,616)
Net income	-	-	-	-	-	-	-	-	6,541,177	6,541,177
Balance at March 31, 2025	475,000	48	10,000,000	1,000	439,105,610	439,106	2,478,038	2,335,482	(14,419,225)	(9,165,551)
Conversion of convertible interest to common stock	-	-	-	-	230,933,334	230,934	-	(161,654)	-	69,280
Loss on conversion	-	-	-	-	-	-	-	150,983	-	150,983
Preferred stock dividends Series C & D	-	-	-	-	-	-	-	-	(137,123)	(137,123)
Net income	-	-	-	-	-	-	-	-	1,290,480	1,290,480
Balance at June 30, 2025	475,000	48	10,000,000	1,000	670,038,944	670,040	2,478,038	2,324,811	(13,265,868)	(7,791,931)
Conversion of convertible det to common stock	-	-	-	-	437,275,063	437,276	-	(346,564)	-	90,712
Loss on Conversion	-	-	-	-	-	-	-	185,726	-	185,726
Warrants issued to investors	-	-	-	-	-	-	-	41,574	-	41,574
Preferred stock dividends Series C & D	-	-	-	-	-	-	-	-	(138,631)	(138,631)
Net income	-	-	-	-	-	-	-	-	1,648,269	1,648,269
Balance at September 30, 2025	475,000	$ 48	10,000,000	$ 1,000	1,107,314,007	$ 1,107,316	$ 2,478,038	$ 2,205,547	$ (11,756,230)	$ (5,964,281)

The accompanying notes are an integral part of these unaudited consolidated financial statements.

	Series A Preferred Stock		Series C & D Preferred Stock		Common Stock		To Be Issued Common Stock	Additional Paid in	Accumulated	
	Shares	Amount	Shares	Amount	Shares	Amount	Amount	Capital	Deficit	Total
Balance at December 31, 2023	475,000	$ 48	10,000,000	$ 1,000	349,488,710	$ 349,489	$ 68,000	$ 1,616,009	$ (24,709,424)	$ (22,674,878)
Value of preferred shares to be issued							7,088			7,088
Conversion of convertible note interest to common stock					34,600,233	34,600		155,702		190,302
Warrants issued to investors	-	-	-	-	-	-	-	475,838	-	475,838
Preferred stock dividends Series C & D	-	-	-	-	-	-	-	-	(274,248)	(274,248)
Net loss for six months ending June 30, 2024	-	-	-	-	-	-	-	-	(10,660,143)	(10,660,143)
Balance at June 30, 2024	475,000	$ 48	10,000,000	$ 1,000	384,088,943	$ 384,089	$ 75,088	$ 2,247,549	$ (35,643,815)	$ (32,936,041)
Cancellation of shares to be issued to former officer	-	-	-	-	-	-	(3,000)	-	3,000	-
Preferred stock dividends Series C & D	-	-	-	-	-	-	-	-	(137,124)	(137,124)
Net income for three months ending September 30, 2024	-	-	-	-	-	-	-	-	13,383,099	13,383,099
Balance at September 30, 2024	475,000	$ 48	10,000,000	$ 1,000	384,088,943	$ 384,089	$ 72,088	$ 2,247,549	$ (22,394,840)	$ (19,690,066)

The accompanying notes are an integral part of these unaudited consolidated financial statements.

FREQUENCY HOLDINGS INC.
(formerly Yuengling's Ice Cream Corporation)
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

	For the Nine Months Ended September 30, 2025	For the Nine Months Ended September 30, 2024
CASH FLOWS FROM OPERATING ACTIVITIES		
NET INCOME	$ 9,479,927	$ 2,722,956
Adjustments to reconcile net loss to net cash used in operating activities:		
Amortization and depreciation	-	105,847
Amortization of debt discounts	506,584	808,518
Gain on deconsolidation of accounting acquirer, net	(11,233,944)	-
Investment write off	3,505,068	-
Derivative expense	390,265	20,756,752
Changes in fair market value of derivatives	(4,113,172)	(25,596,043)
Loss on conversion of liability to common stock	237,664	179,921
Gain on extinguishment	-	(2,668,235)
Fee notes issued	60,000	95,000
Equity issuance cost	23,090	-
Intangibles impairment	-	2,117,502
Changes in assets and liabilities:		
Accounts receivable	33,814	(133,226)
Prepaids and other assets	(34,087)	192,860
Accounts payable and accrued expenses	542,405	864,535
Due to related parties/affiliates	216,421	-
Equipment lease	-	(15,244)
Right of use asset net of liability	(453)	11,942
Customer deposits	-	(50,706)
Other current liabilities	-	97,500
NET CASH USED IN OPERATING ACTIVITIES	(386,418)	(510,121)
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of fixed assets	-	(53,896)
Cash paid for Singer asset purchase	-	(121,413)
NET CASH USED IN INVESTING ACTIVITIES	-	(175,309)
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from Fox loan	-	287,705
Repayments Fox loan	-	(92,295)
Repayment of Fora loan	-	(316,577)
Repayments seller notes	-	(113,177)
Proceeds from notes issued	126,000	125,000
Repayment of notes payable	(155,506)	(29,458)
Disposal of subsidiary, net of cash disposed	(16,310)	-
Insurance finance loan	32,097	-
New vehicle loan	-	53,896
Repayments vehicle loans	-	(36,706)
Affiliate advances		400,274
Repayments of affiliate advances		(407,305)
Proceeds – convertible notes payable	155,000	662,500
NET CASH PROVIDED BY FINANCING ACTIVITIES	141,281	533,857
NET CHANGE IN CASH	(245,137)	(151,573)
CASH BEGINNING OF PERIOD	275,292	360,673
CASH END OF PERIOD	$ 30,155	$ 209,100
Cash paid during the period for Interest	$ 18,809	$ 62,682

Income taxes	$ -	$ -
Supplemental Disclosure of Non-Cash Activity:		
Debt discounts	$ 274,440	$ 799,000
Preferred stock dividends	$ 411,370	$ 274,248
Conversion of accrued interest and conversion expenses	$ 105,132	$
Common stock issued for conversion of accrued interest and conversion expenses	$ 46,859	$ 10,380
Convertible preferred shares to be issued	$ 35,000	$ 7,088

The accompanying notes are an integral part of these unaudited consolidated financial statements.

NOTE 1 – ORGANIZATION AND BUSINESS

Frequency Holdings Inc. ("FRQN", "Frequency", the "Company"), (f/k/a Yuengling's Ice Cream Corporation.) was incorporated in Nevada on April 19, 2013, under the name "Aureus Incorporated". Effective December 15, 2017, the name was changed to "Hohme, Inc.," and, effective February 7, 2019, the Company changed its name to "Aureus, Inc. and on September 14, 2021, the Company changed their name to Yuengling's Ice Cream Corporation". On May 9, 2025, the Company changed its name to Frequency Holdings, Inc., in the State of Nevada. The name change with FINRA to Frequency Holdings, Inc and symbol change to FRQN was finalized on July 25, 2025. The Company is currently active in the state of Nevada.

In November 2023, FRQN completed its acquisition of ReachOut Technology Corp. ("ReachOut"). ReachOut is a Managed Service Provider (MSP) that provides cybersecurity and IT services to Small to Medium Sized Businesses (SMBs). Management is highly experienced with business operation as well as acquisition and integration. After the closing of the ReachOut transaction, the Company agreed to assign the ice cream assets to Mid Penn Bank in return for the cancellation of the bank debt. The Company also ceased its Aureus Micro Markets operations at the time the ReachOut agreement was signed.

Reverse Merger/Acquisition of ReachOut Technology Corp.

On November 9, 2023, the Frequency Holdings Inc. closed the Share Exchange and Control Block Transfer Agreements with ReachOut Technology Corp. ("ReachOut") whereby 100% of the membership interests of ReachOut were exchanged for Series C Preferred Stock which is convertible into 87.5% of the total issued and outstanding shares of common stock of the Company (fully diluted basis) as determined at the consummation of the acquisition.

The Share Exchange is intended to constitute a reorganization with the meaning of Section 368 of the Internal Revenue Code of 1986 (as amended).

As a result of the transaction, ReachOut became a subsidiary of the Company.

The Company evaluated the substance of the merger transaction and found it met the criteria for the accounting and reporting treatment of a reverse acquisition under ASC 805 (Business Combinations)-40-45 (Reverse Acquisition and Other Presentation Matters) and accordingly consolidated the operations of ReachOut and the Company and the financial condition from the closing date of the transaction. The historic results of operations reflected those of ReachOut. As such, ReachOut was treated as the acquirer while the Company was treated as the acquired entity for accounting and financial reporting purposes.

Under reverse merger accounting, the comparative historical financial statements of the Company, as the legal acquirer, are those of the accounting acquirer, ReachOut, the Company's financial statements prior to the closing of the reverse acquisition; reflect only the business of ReachOut and its subsidiaries.

For accounting purposes, ReachOut was considered the acquirer of FRQN. based upon the terms of the Merger as well as other factors including; (i) RO former shareholders own approximately 87.5% of the combined Company's outstanding common shares (giving effect to the conversion of the preferred Series C shares ReachOut stockholders received in exchange for the ReachOut stock) immediately following the closing of the Merger, and (ii ReachOut management hold key management positions of the combined Company. The Merger has therefore been recorded as a reverse acquisition. The figures described in the notes and financial statements are a continuation of the figures of the legal subsidiary or accounting acquirer (ReachOut). However, the equity reflects the legal acquirer, or accounting acquiree (FRQN) equity structure. The acquisition value is recorded to reflect the par value of the outstanding shares of the Company, including the number of shares issued in the reverse acquisition and has been recast to reflect the merger transactions as if it had occurred as of the earliest period presented. Any difference is recognized as an adjustment to the additional paid in capital to the extent available, and then as a retained earnings adjustment.

Under the terms of the Control Block Transfer Agreement, Everett Dickson (former CEO) sold all his remaining Series A Preferred Stock to Richard Jordan (new CEO) for $140,000.

Following the closing of the agreements, Robert Bohorad and Everett Dickson resigned their positions as CEO and Chairman of the Board of Directors, respectively and Richard Jordan was appointed to those positions.

The Company has authorized 8,750,000 Series C Preferred Shares of Stock, effective December 13, 2023. The shares have a stated value of $3.00 per share, earns a 2% dividend on the stated value, which is cumulative and payable solely upon redemption. The stock has voting rights equal to the number of common shares into which the preferred shares may be converted. At any time following 180 days from the date of issuance the preferred stock in aggregate can be converted into 87.5% of the outstanding common stock for a period of twenty-four months from the date of issuance of the Series C Preferred Stock.

Under the terms of the Share Exchange Agreement the Company issued 8,750,000 shares of Series C Preferred Stock to the owners of ReachOut. in exchange for 100% of the shares of ReachOut upon closing the aforementioned acquisition.

ReachOut Technology Corp.

ReachOut Technology, Corp. (“ReachOut”) is a corporation formed on February 13, 2020 under the laws of the State of Delaware. ReachOut provides cybersecurity and IT management solutions to businesses to protect their complete operating landscape and data secrets. ReachOut is headquartered in Chicago, Illinois.

From formation until the acquisition of Innovative Design Networks, LLC (“IND”) on September 2, 2022, ReachOut had no principal operations or revenue. ReachOut’s activities during this period primarily consisted of formation activities, acquisition research and preparations to raise capital.

ReachOut Corp. Acquisition - Innovative Network Designs LLC

Innovative Network Designs LLC (“IND”) is a New Jersey limited liability company and ReachOut acquired 100% of the member’s interest of IND in exchange for cash, notes payable, commitment to purchase universal life insurance policies for the principals and 500,000 restricted shares of ReachOut’s common stock. The transactions were deemed to be a business combination and applied acquisition accounting under ASC 805.

Operations of Innovative Network Designs LLC - New Jersey

IND provides information technology services. IND offers cybersecurity, risk assessment, network security, cloud performance, remote management, migration support, and monitoring solutions for businesses, as well as provides consulting and maintenance services. IND serves clients in the States of New York, New Jersey, and Pennsylvania. IND can either manage and support a client’s entire technology infrastructure, or complement the existing internal IT personnel. IND’s unique service model is designed to reduce client costs, increase client profits and mitigate client’s business risks.

ReachOut Corp. Acquisition - Red Gear LLC

ReachOut entered into a Membership Interest Purchase Agreement on September 29, 2023 with RedGear, LLC, (“RedGear”) a Texas limited liability company and acquired 100% of the members’ interest of RedGear, in exchange for cash, a note payable and the assumption of certain liabilities of RedGear. The transaction was deemed to be a business combination and applied acquisition accounting under ASC 805. Upon closing October 2, 2023, the total value of the consideration given for the purchase was $3,025,249 The purchase price was allocated to net tangible assets of $54,006 with the balance of $2,510,0291 allocated to goodwill, which is not amortized to expense. ReachOut hired an independent accounting firm to validate the Adjusted EBITDA (as defined in the closing documents). The results of the validation resulted in a purchase price adjustment reducing goodwill to $2,117,502. During the three months ended March 31, 2024, the Company determined that the goodwill was fully impaired and charged to loss to operating expenses.

Operations of RedGear LLC – Texas and Arizona

RedGear provides professional technology services, structured cabling, equipment, and consulting in the Southwest US region. RedGear's entire culture is built around supporting business infrastructures, while building relationships and delivering an exceptional customer service experience and always keeping customers' best interest a top priority. RedGear has built its success by reputation, quality of work, professionalism, and always being there for clients every step of the way whenever needed. RedGear's services, certifications, experience, and expertise cover the entire spectrum of Information Technology that no other regional technology service provider can match.

These were pre-acquisition descriptions. Post-acquisition, ReachOut Technology Corp. was to re-brand its subsidiaries to ReachOut, add any unique revenue streams to ReachOut's portfolio and standardize program offerings.

On March 31, 2025, pursuant to an assignment agreement, YCRM and ReachOut Technology Corp. agreed to transfer ReachOut's net assets to a third party for a nominal amount, resulting in the termination of ReachOut's control as the accounting acquirer. As a result, the reverse acquisition, under which ReachOut Technology Corp. had previously been considered the accounting acquirer of YCRM in accordance with ASC 805-40, was effectively unwound. From this date, YCRM resumed its position as the accounting parent of the consolidated group, and all relationships and control previously exercised by ReachOut Technology Corp. over the consolidated group ceased. The presentation reflects the appropriate accounting treatment under the guidance for reverse mergers and loss of control.

ReachOut Digital Intelligence

ReachOut Digital Intelligence ("RDI") was formed on March 4, 2025 under the laws of the State of Wyoming. RDI provides cybersecurity and IT management solutions to businesses. RDI is headquartered in Chicago, Illinois.

Since the reverse acquisition of ReachOut Technology Corp., its subsidiaries, RedGear and IND, had been the primary contributors to the Company's revenues, although they also generated significant operating losses. During the quarter ended September 30, 2025, an ongoing agreement in principle is being negotiated whereby RDI intends to exchange certain customer arrangements held by a related party's private corporation for a to be determined consideration. Management anticipates that these revenue streams will be more substantial and potentially more profitable than those contributed by ReachOut Technology Corp.'s subsidiaries.

NOTE 2 – GOING CONCERN

The Company has evaluated whether there are certain conditions and events, considered in the aggregate, that raise substantial doubt and the Company's ability to continue as a going concern within one year after the date that the financial statements are issued.

The accompanying unaudited condensed financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. The Company has not generated profits since inception. The Company had net income of $9,479,927, for the nine months ended September 30, 2025, primarily due to a noncash gain on disposal of $11,233,944. We incurred negative cash flows from operations for the period of $386,418. As of September 30, 2025, the working capital deficit, stockholders' deficit, and accumulated deficit was $4,570,545, $5,964,281 and $11,756,230, respectively. These factors raise substantial doubt about the Company's ability to continue as a going concern. The Company's ability to continue as a going concern for the next twelve months is dependent upon its ability to generate sufficient cash flows from operations to meet its obligations. In the event that the Company cannot generate sufficient revenue to sustain its operations, the Company will need to reduce expenses or obtain financing through the sale of debt and/or equity securities. The issuance of additional equity would result in dilution to existing shareholders. If the Company is unable to obtain additional funds when they are needed or if such funds cannot be obtained on terms acceptable to the Company, the Company would be unable to execute upon the business plan or pay costs and expenses as they are incurred, which would have a material, adverse effect on the business, financial condition, and results of operations. The financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts or the amounts and classification of liabilities as a result of this uncertainty.

NOTE 3 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The accompanying unaudited condensed interim consolidated financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America of ("US. GAAP") as found in the Accounting Standards Codification ("ASC"), and the Accounting Standards Update ("ASU") of the Financial Accounting Standards Board ("FASB") and are expressed in US Dollars. The unaudited condensed interim consolidated financial statements should be read in conjunction with the notes contained herein as part of the Company's Quarterly Report in its Form 10-Q filing under the Securities Exchange Commission.

Principles of Consolidation

The accompanying consolidated financial statements include the accounts of the Company and all subsidiaries over which the Company has a controlling financial interest in accordance with ASC 810, Consolidation, including entities for which control is obtained through voting interests or variable interests. The Company deconsolidates a subsidiary or variable interest entity when it ceases to have a controlling financial interest, consistent with ASC 810-10-40 and relevant guidance in ASU 2015-02 on assessing consolidation of VIEs. Upon deconsolidation, the Company derecognizes the subsidiary's assets and liabilities and recognizes any resulting gain or loss in earnings.

As of September 30, 2025, the accompanying consolidated financial statements include the accounts of the Company, Frequency Holdings, Inc (f/k/a Yuengling's Ice Cream Corporation), and its wholly-owned subsidiaries YIC Acquisitions Corp ("YIC") and ReachOut Digital Intelligence LLC ("RDI"). On March 31, 2025, ReachOut, the accounting acquirer, together with its subsidiaries, RedGear and IND, were deconsolidated from the reporting group.

As of December 31, 2024, the accompanying consolidated financial statements include the accounts of the Company, Frequency Holdings, Inc (f/k/a Yuengling's Ice Cream Corporation), and its wholly-owned subsidiaries YIC Acquisitions Corp ("YIC"), ReachOut Technology Corp ("ReachOut"), Innovative Network Design ("IND"), and RedGear ("RedGear").

All material intercompany accounts and transactions have been eliminated in consolidation.

Use of Estimates

The preparation of the Company's financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. Significant estimates and assumptions reflected in these financial statements include, but are not limited to, inventory, revenue recognition and the valuations of common and preferred stock, valuations of derivative liabilities and intangible assets. The Company bases its estimates on historical experience, known trends, analysis and other market-specific or other relevant factors that it believes to be reasonable under the circumstances. On an ongoing basis, management evaluates its estimates when there are changes in circumstances, facts, and experience. Changes in estimates are recorded in the period in which they become known. Actual results could differ from those estimates.

Concentrations of Credit Risk

Financial instruments that potentially subject the Company to concentrations of credit risk consist principally of cash and cash equivalents and accounts receivables. The Company generally maintains balances in various operating accounts at financial institutions that management believes to be of high credit quality, in amounts that may exceed federally insured limits. The Company has not experienced any losses related to its cash and cash equivalents and does not believe that it is subject to unusual credit risk beyond the normal credit risk associated with commercial banking relationships.

For the nine months ended September 30, 2025, two customers individually accounted for approximately 17% and 13% of total revenues.

As of September 30, 2025, one customer accounted for approximately 70% of total accounts receivable. Three vendors individually accounted for approximately 24%, 23%, and 14% of total accounts payable. One noteholder accounted for approximately 76% of total debt.

Cash Equivalents

The Company considers all highly liquid investments with an original maturity date of three months or less at the time of purchase to be cash equivalents. The Company has cash and cash equivalents of $30,155 and $275,292 as of September 30, 2025 and December 31, 2024, respectively.

Reclassifications

Certain reclassifications have been made to the prior period financial information to conform to the presentation used in the financial statements for the nine months ended September 30, 2025. These reclassifications did not have any effect on the results of operations.

Accounts Receivable

Trade receivables are recorded at net realizable value consisting of the carrying amount less the allowance for credit losses. Factors used to establish an allowance include the credit quality of the customer and other factors. The Company may also use the direct write-off method to account for uncollectible accounts that are not received. Using the direct write-off method, trade receivable balances are written off to bad debt expense when an account balance is deemed to be uncollectible. The Company maintains an allowance for credit losses primarily for estimated losses resulting from the inability or failure of individual customers to make required payments. The Company maintains an allowance under Accounting Standards Codification ("ASC") 326 based on historical losses, changes in payment history, customer-specific information, current economic conditions, and reasonable and supportable forecasts of future economic conditions. The allowance under ASC 326 is updated as additional losses are incurred or information becomes available related to the customer or economic conditions.

Property and Equipment

Property and equipment are stated at cost less accumulated depreciation and amortization. Depreciation of property and equipment is calculated using the straight-line method over the estimated useful lives of the assets, which range from three to seven years. Leasehold improvements are amortized over the lesser of the remaining term of the lease or the estimated useful life of the asset. Expenditures for repairs and maintenance are expensed as incurred.

Prepaid Expenses

Prepaid Expenses are primarily governed by ASC 340-10-25 (Other Assets and Deferred Costs- Recognition.) In accordance with this standard, payments made by the Company in cash or other forms of consideration for goods or services not yet received are classified as prepaid expenses. Prepaid expenses are amortized to expenses on a systematic basis over the period in which the related benefits are realized. The Company's prepaid expenses primarily consist of insurance and similar contractual arrangements.

Allowance for Credit Losses

The Company estimates its allowance for credit losses using the Current Expected Credit Loss (CECL) model under ASC 326. The CECL model requires recognition of expected credit losses over the contractual life of financial assets held at the reporting date, considering historical experience, current conditions, and reasonable and supportable forecasts.

Financial assets subject to CECL include trade receivables. The Company groups financial assets based on shared risk characteristics and evaluates them collectively. The allowance is measured using a combination of historical loss rates, adjusted for current economic trends and forward-looking factors such as industry outlook and macroeconomic indicators (e.g., unemployment rate, GDP).

Under CECL, the carrying amount of a financial asset (net of the allowance for credit losses) represents the amount the Company expects to collect. This means that when the CECL estimate is appropriately recorded, the net reported balance of financial assets reflects management's best estimate of collectible cash flows, based on available and supportable information.

Management reviews the adequacy of the allowance at each reporting period and updates estimates as appropriate. Changes in estimates are recorded in the income statement as a component of credit loss expense. The Company has considered the recent guidance and does not have receivables that would require this level of analysis in determining the net realizable balance of accounts receivable.

Earnings Per Share

Basic earnings per share is calculated by dividing the gain or loss attributable to stockholders by the weighted-average number of shares outstanding for the period. Diluted earnings per share reflects the potential dilution that could occur if securities or other contracts to issue common stock were exercised or converted into common stock or resulted in the issuance of common stock that was shared in the earnings (loss) of the Company. Diluted earnings per share is computed by dividing the earnings (loss) available to stockholders by the weighted average number of shares outstanding for the period and dilutive potential shares outstanding unless such dilutive potential shares would result in anti-dilution. It should be noted that contractually the limitations on obligation to convertible notes, the various preferred series and warrant holders limit the number of shares converted to either 4.99% or 9.99% of the then outstanding shares. The Company's Chairman of the Board of Directors holds a control block of Series A Preferred Stock which confers upon him a majority vote in all Company matters including authorization of additional common shares or to reverse split the stock. As of September 30, 2025, and 2024, potentially dilutive securities consisted of the following:

	September 30, 2025	**September 30, 2024**
Series A Preferred Stock Payable	1,020,062,029	1,020,062,029
Series A Preferred Stock outstanding	699,082,277	699,082,277
Series C Preferred Stock outstanding	2,446,420,970	2,446,420,970
Series D Preferred Stock outstanding	49,926,959	49,926,959
New Series of Preferred Stock to be issued	1,050,000	1,050,000
Warrants	506,696,913	333,696,913
Third party convertible debt	11,359,306,667	3,903,202,003
Common shares to be issued	3,452,434	3,452,434
Common stock options	611,214	611,214
Total	16,086,609,463	8,457,504,799

Stock-based Compensation

In June 2018, the FASB issued ASU 2018-07, *Compensation – Stock Compensation (Topic 718): Improvements to Nonemployee Share-Based Payment Accounting.* ASU 2018-07 allows companies to account for nonemployee awards in the same manner as employee awards. The guidance is effective for fiscal years beginning after December 15, 2018, and interim periods within those annual periods. We adopted this ASU on January 1, 2019. The adoption of ASU 2018-07 did not have a material impact on our consolidated financial statements.

Convertible Notes Payable

The Company issues convertible notes that allow holders to convert outstanding principal and accrued interest into a variable number of common shares, at a conversion rate contingent on the market price of the stock at the time of conversion. Because settlement is in a variable number of shares, the conversion feature does not qualify for equity classification. In accordance with ASC 480 and ASC 815, the convertible notes (or the embedded conversion option, if bifurcated) are recorded as liabilities at fair value, with subsequent changes in fair value recognized in earnings each reporting period. The debt host, if separated, is carried at amortized cost under the effective interest method.

Derivative Financial Instruments

The Company evaluates its convertible notes to determine if such instruments have derivatives or contain features that qualify as embedded derivatives. For derivative financial instruments that are accounted for as liabilities, the derivative instrument is initially recorded at its fair value and is then re-valued at each reporting date using a binomial model, with changes in the fair value reported in the statements of operations. For stock-based derivative financial instruments, the Company uses a weighted-average Black-Scholes-Merton option pricing model to value the derivative instruments at inception and on subsequent valuation dates. The classification of derivative instruments, including whether such instruments should be recorded as liabilities or as equity, is evaluated at the end of each reporting period.

Fair Value Measurements

The Company follows the FASB *Fair Value Measurements* standard, as they apply to its financial instruments. This standard defines fair value, outlines a framework for measuring fair value, and details the required disclosures about fair value measurements.

Fair value is defined as the price that would be received to sell an asset, or paid to transfer a liability, in an orderly transaction between market participants at the measurement date. The standard establishes a hierarchy in determining the fair value of an asset or liability. The fair value hierarchy has three levels of inputs, both observable and unobservable. Level 1 inputs include quoted market prices for identical assets or liabilities in an active market that the Company has the ability to access at the measurement date. Level 2 inputs are market data, other than Level 1, that are observable either directly or indirectly. Level 2 inputs include quoted market prices for similar assets or liabilities, quoted market prices in an inactive market, and other observable information that can be corroborated by market data. Level 3 inputs are unobservable and corroborated by little or no market data. The standard requires the utilization of the lowest possible level of input to determine fair value and carrying amounts of current liabilities approximate fair value due to their short-term nature.

The estimated fair value of certain financial instruments, including cash and cash equivalents, accounts receivable, accounts payable and accrued expenses are carried at historical cost basis, which approximates their fair values because of the short-term nature of these instruments.

The Company's non-financial assets, such as property and equipment, are adjusted to fair value only when an impairment is recognized. Such fair value measurements are based predominantly on Level 3 inputs.

Level 1 Quoted market prices available in active markets for identical assets or liabilities as of the reporting date.

Level 2 Pricing inputs other than quoted prices in active markets included in Level 1, which are either directly or indirectly observable as of the reporting date..

Level 3 Pricing inputs that are generally unobservable inputs and not corroborated by market data.

The following required disclosure of the estimated fair value of financial instruments has been determined by the Company using available market information and appropriate valuation methodologies. However, considerable judgment is required to interpret market data to develop the estimates of fair value. Accordingly, the use of different market assumptions and/or estimation methodologies may have a material effect on the estimated fair value amounts.

The table below classifies the Company's liabilities measured at fair value on a recurring basis into the fair value hierarchy as of September 30, 2025 and December 31, 2024.

	At September 30, 2025			At December 31, 2024		
Description	**Level 1**	**Level 2**	**Level 3**	**Level 1**	**Level 2**	**Level 3**
Derivative Liability	$ -	$ -	$ 2,010,092	$ -	$ -	$ 5,786,478
Other loans and payable	$ -	$ -	$ 263,166	$ -	$ -	$ 240,160
Convertible notes payable, third parties, net of put premiums	$ -	$ -	$ 1,383,135	$ -	$ -	$ 954,907

A roll-forward of the level 3 valuation financial instruments is as follows

	Derivative Liabilities
Balance at December 31, 2024	$ 5,786,478
Increase to derivative due to new issuances	336,786
Derivative gain due to mark to market adjustment	(4,113,172)
Balance at September 30, 2025	$ 2,010,092

A summary of quantitative information about significant unobservable inputs (Level 3 inputs) used in measuring the Company's derivative liability that are categorized within Level 3 of the fair value hierarchy for the nine months ended September 30, 2025 is as follows:

Inputs	September 30, 2025
Stock price	$ 0.0003
Conversion price	$ 0.00015
Volatility (annual)	167.25 – 258.12%
Risk-free rate	3.6 – 4.41%
Dividend rate	-
Years to maturity	.25 - 1

Income Taxes

Income taxes are provided for the tax effects of the transactions reported in the financial statements and consist of taxes currently due plus deferred taxes related primarily to tax net operating loss carryforwards. The deferred tax assets and liabilities represent the future tax return consequences of these differences, which will either be taxable or deductible when assets and liabilities are recovered or settled, as well as operating loss carryforwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. A valuation allowance is established against deferred tax assets when in the judgment of management, it is more likely than not that such deferred tax assets will not become available. Because the judgment about the level of future taxable income is dependent to a great extent on matters that may, at least in part, be beyond the Company's control, it is at least reasonably possible that management's judgment about the need for a valuation allowance for deferred taxes could change in the near term.

Tax benefits are recognized only for tax positions that are more likely than not to be sustained upon examination by tax authorities. The amount recognized is measured as the largest amount of benefit that is greater than 50 percent likely to be realized upon settlement. A liability for "unrecognized tax benefits" is recorded for any tax benefits claimed in the Company's tax returns that do not meet these recognition and measurement standards. As of September 30, 2025 and December 31, 2024, no liability for unrecognized tax benefits was required to be reported.

Revenue recognition

The Company recognizes revenue in accordance with ASC 606 by identifying performance obligations, determining the transaction price, and allocating and recognizing revenue as those obligations are satisfied. Recurring revenue is recognized over time, while one-time sales are generally recognized at a point in time, subject to the nature of any additional services provided. The Company applies the following five-step model to all revenue streams within the scope of ASC 606:

1. Identify the contract with a customer

2. Identify the performance obligations in the contract

3. Determine the transaction price

4. Allocate the transaction price to the performance obligations

5. Recognize revenue when (or as) the performance obligations are satisfied

The Company has two primary sources of revenue: (1) recurring revenue from service agreements, and (2) one-time, up-front payments for hardware and/or software.

<u>1. Recurring Revenue</u>

Recurring revenue is generated under customer agreements that specify the delivery of hardware, software, and related services over a defined contractual period, typically billed monthly at a fixed rate. These agreements may include:

- Time-based service access (e.g., monthly usage allowances)
- Hardware and/or software provisioning
- Technical or customer support

If customers exceed the usage limits or require additional hardware, supplemental charges may apply in accordance with the agreement. Customers are invoiced at the beginning of each billing cycle, with payments primarily made via electronic methods (ACH or credit card). The Company reserves the right to suspend service for non-payment. If a customer requests offboarding (termination of service), access to their data may be withheld until any outstanding balances are paid in full, as permitted under the contract.

Revenue from recurring agreements is recognized over time, as the Company satisfies its performance obligations through the continuous delivery of services and support. Key considerations include:

- The bundled nature of hardware, software, and services may be treated as a single performance obligation when they are interrelated and provide a combined output to the customer.
- Revenue is typically recognized ratably over the contract period, consistent with the transfer of control on a time-based basis.
- Variable consideration (e.g., overage or additional hardware fees) is estimated and included in the transaction price to the extent that it is probable no significant revenue reversal will occur.

<u>2. One-Time, Upfront Revenue</u>

The Company also receives one-time, up-front payments for transactions involving hardware and/or software delivery. These payments may come directly from the customer or indirectly through a third party if the arrangement is underwritten.

In some cases, the Company may provide limited follow-up support services after the initial sale, depending on customer needs or contractual terms.

Revenue for one-time transactions is typically recognized at a point in time, when control of the promised hardware and/or software is transferred to the customer, which generally occurs upon delivery. If post-sale services are substantive, they may be treated as a separate performance obligation, with associated revenue recognized over time as those services are rendered.

Operating Segments

Operating segments are defined as components of an entity for which discrete financial information is available that is regularly reviewed by the Chief Operating Decision Maker ("CODM"), or decision maker group, in deciding how to allocate resources to an individual segment and in assessing performance. Our chief operating decision–making group is composed of the Chief Executive Officer. The Company only has one operating segment as of September 30, 2025.

Disaggregated Revenue Disclosure

The Company's customers or sources of revenue generation were only in the United States during the period ended September 30, 2025. Below is a table of revenue by type:

	For the period ended	
Revenue Type:	**September 30, 2025**	**September 30, 2024**
Subscription Services Revenue	$ 1,487,896	$ 3,846,491
Non-Recurring Services Revenue	58,105	288,064
Product Revenue	36,934	312,718
Total revenue	$ 1,582,935	$ 4,447,273

Commitments and contingencies

The Company follows subtopic 450-20 of the FASB Accounting Standards codification to report accounting for contingencies. Liabilities for loss contingencies arising from claims, assessments, litigation, fines and penalties and other sources are recorded when it is probable that a liability has been incurred and the amount of the assessment can be reasonably estimated. Through the fiscal period ended December 31, 2024, the quarter ended September 30, 2025, and through the date of filing, there have been no intervening lawsuits, claims or judgments filed. Please refer to Note 18. Commitments and Contingencies.

Cash flows reporting

The Company prepares its statements of cash flows in accordance with ASC-230, Statement of Cash Flows, using the indirect method. Cash Equivalents include investments, with original maturities of three months or less. Non-Cash investing and financing activities are disclosed separately in the supplemental section of the cash flow statement. Cash purchases of property and equipment are classified as investing activities, while proceeds from debt or equity financing are included in financing activities. Some transactions were part cash and part non-cash and disclosed accordingly.

Advertising Costs

Advertising costs are expensed as incurred in accordance with ASC 720-35, Advertising Costs. These costs are included in general and administrative expenses on the consolidated statements of operations. Advertising expenses were $16,005 for nine months ended September 30, 2025, and $412 for the fiscal year ended December 31, 2024.

Equity/Shares Capital

The Company accounts for equity transactions in accordance with ASC 505, Equity. Common stock is recorded at par value, with the excess of proceeds over par value recorded as additional paid-in-capital. Equity issuance costs are charged directly to additional paid-in-capital. Shares issued for services received or non-cash consideration are measured at the fair value of the equity instruments issued on the grant date or the fair value of the service received, whichever is more reliably measurable. The Company is authorized to issue 2,500,000,000 shares of common stock at $0.001 per share. As of September 30, 2025, and December 3, 2024, 1,107,314,007 and 384,088,943 shares of common stock are issued and outstanding.

Subsequent events

The Company follows the guidance in Section 855-10-50 of the FASB Accounting Standards Codification for the disclosure of subsequent events. The Company evaluates subsequent events through the date when the financial statements were issued. Pursuant to ASU 2010-09 of the FASB Accounting Standards Codification, the Company as an SEC filer, considers its financial statements issued when they are widely distributed to users, such as through filing them on EDGAR.

Related Party Transactions

Under ASC 850 "Related Party Transactions" an entity or person is considered to be a "related party" if it has control, significant influence or is a key member of management personnel or affiliate. A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties. The Company, in accordance with ASC 850 presents disclosures about related party transactions and outstanding balances with related parties.

Recently Adopted Accounting Pronouncements

In November 2023, the FASB issued ASU 2023-07, Segment Reporting (Topic 280) - Improvements to Reportable Segment Disclosures, which requiresdisclosure of incremental segment information on an annual and interim basis, primarily disclosure of significant segment expense categories and amountsfor each reportable segment. The new standard is effective for annual periods beginning after December 15, 2023, and interim periods within fiscal yearsbeginning after December 15, 2024. The Company adopted ASU 2023-07 in the annual financial statements for the year ended December 31, 2024, and forinterim periods beginning in 2025. The Company adopted this ASU, effective for the year ended December 31, 2024. The adoption had no impact on theCompany's financial statements.

In October 2024, the PCAOB adopted a new framework under the AS 1000 series - 1000 Series – General Responsibilities of the Auditor, whichconsolidates and modernizes the foundational responsibilities of auditors. Key changes include enhancements to professional skepticism, documentation,and coordination of the audit engagement, particularly in relation to the use of technology-assisted audit tools. The standard is effective for audits offinancial statements for fiscal years ending on or after December 15, 2024. The Company does not anticipate any material impact from this standard, but itmay influence the documentation and review procedures used by the Company's auditors.

Effective January 1, 2024, for smaller reporting companies, the Financial Accounting Standards Board issued ASU 2020-06 Accounting for ConvertibleInstruments and Contracts in an Entity's Own Equity, which simplifies the accounting for convertible instruments by eliminating the requirement toseparately account for beneficial conversion features. The ASU also amends guidance for derivative scope exceptions and improves disclosures forconvertible instruments. The Company adopted ASU 2020-06 on January 1, 2024, using the modified retrospective approach. The adoption has no impacton company financial statements.

Environmental Credits (Proposed Topic 818) - New guidance on how to account for environmental credits like carbon offsets and renewable energy certificates. Focus on consistent recognition, measurement, and disclosure. Still in proposal stage (comment period through April 2025). As no renewable energy sources are used for operations, we currently deem these credits are not applicable.

Disaggregation of Income Statement Expenses (ASU 2024-03) - Companies must break out major expense categories (e.g., labour, depreciation) in the notes to financial statements aimed at improving transparency. Effective for annual periods after Dec 15, 2026 (early adoption allowed). This is applicable to the Company but it's not yet effective and the Company has not elected early adoption.

Income Tax Disclosure Improvements (ASU 2023-09) - Requires clearer details on income taxes paid (by federal, state, and foreign) and better breakdowns of rate reconciliations. Helps investors better understand a company's tax situation. This standard applies to the Company but is not currently applicable to current period financials, as the company has no tax expense.

The Company periodically reviews new accounting standards that are issued. Although some of these accounting standards may apply to the Company, the Company has not identified any new standards that it believes merit further discussion or change to adopted policies, and the Company expects that none would have a significant impact on its financial statements.

NOTE 4 – ACCOUNTS RECEIVABLE

Below is a schedule of accounts receivable disclosing the basis for the accrual and the beginning balances:

Description:		**For the period ended September 30, 2025**
Accounts receivable, beginning balance (December 31, 2024)	$	164,549
Credit sales (revenue recognized on account)		759,048
Cash collections from customers		(715,377)
Other adjustments (including write-offs and credits)		(168,993)
Accounts receivable, ending balance (September 30, 2025), gross	**$**	**39,227**
Allowance for Doubtful Accounts		(1,177)
Accounts receivable, ending balance (September 30, 2025), net	**$**	**38,050**

On March 30, 2025, the Company recognized a gain on disposition that included this asset for $92,685 related to assigned subsidiaries.

NOTE 5 – PROPERTY & EQUIPMENT

Property and Equipment are first recorded at cost. Depreciation is computed using the straight-line method over the estimated useful lives of the various classes of assets as follows between three and five years.

Long lived assets, including property and equipment, to be held and used by the Company are reviewed for impairment whenever events or changes in circumstances indicate that the carrying value of the assets may not be recoverable. Impairment losses are recognized if expected future cash flows of the related assets are less than their carrying values. Measurement of an impairment loss is based on the fair value of the asset. Long-lived assets to be disposed of are reported at the lower of carrying amount or fair value less cost to sell.

Maintenance and repair expenses, as incurred, are charged to expenses. Betterments and renewals are capitalized in plant and equipment accounts. Cost and accumulated depreciation applicable to items replaced or retired are eliminated from the related accounts with any gain or loss on the disposition included as income.

Property and equipment stated at cost, less accumulated depreciation consisted of the following:

		September 30, 2025		**December 31, 2024**
Property and equipment	$	-	$	7,500
Less: accumulated depreciation		-		-
Property and equipment, net	$	-	$	7,500

Property and equipment consisted of vehicles, leasehold improvements and computers and other network technology equipment, primarily located in the RedGear office facilities. On March 30, 2025, the Company recognized a gain on disposition that included this asset. For the nine months ended September 30, 2025, the depreciation expense was $0.

NOTE 6 – PREPAID EXPENSES

From time-to-time vendors require prepayment of services for insurance coverages, software use and for other goods or services. The following is a summary of prepaid expenses:

	For the period ended	
	September 30, 2025	December 31, 2024
Prepaid Consulting	$ -	$ 60,487
Prepaid Insurance	30,202	-
Prepaid Rent	3,884	-
Total	$ 34,086	$ 60,487

On March 30, 2025, the Company recognized a gain on disposition that included prepaid consulting for $60,487 related to assigned subsidiaries.

NOTE 7 – GOODWILL AND OTHER INTANGIBLE ASSETS

The Company acquired the operations, assets and liabilities of Innovative Network Designs, LLC during the year ended December 31, 2022. The Company recognized goodwill of $5,363,173. Prior to 2024, the Company wrote off its goodwill by $4,136,746. During the year ended December 31, 2024, this goodwill was further impaired to $0, incurring a loss of $1,226,427.

During the year ended December 31, 2023, the Company acquired the operations, assets and liabilities of RedGear, LLC and recognized goodwill of $2,117,502. During the year ended December 31, 2024, the Company fully impaired this goodwill incurring a loss of $2,117,502.

During the year ended December 31, 2024, the Company acquired a customer list from Singer for $121,001. The Company offered Singer's customers new agreements under its updated business model; however, most declined. As a result, the Company wrote off the customer list by $121,001 incurring a loss of $121,001.

NOTE 8 – ASSIGNMENT OF ASSETS AND LIABILITIES

On March 31, 2025, the Company sold its interest in ReachOut Technology Corp. including its membership interests in its subsidiaries Innovative Network Designs LLC and RedGear LLC for a nominal amount. The sale/assignment was to an unrelated third party ("assignee or third-party assignee") and includes disposal of 100% equity interest in these entities.

The Company recognized an impairment gain for the full value of its investment in ReachOut Technology Corp amounting to $11,233,944.

NOTE 9 – SELLERS' TERM AND SECURED NOTES PAYABLE

On October 1, 2022 the Company's subsidiary ReachOut issued a term promissory note to the sellers of the membership interest in Innovative Network Designs LLC. Under the option selected by the holder of the note, a balloon payment of principal is due on October 1, 2024. The note principal is $1,175,000, bears interest at 24%, matures on October 1, 2024. On March 31, 2025, the related principal and interest in the amount of $1,893,545 was extinguished due to the deconsolidation of ReachOut, IND and RedGear resulting in gain as described in note 8 - Assignment of assets and liabilities.

On October 1, 2022 the Company issued a secured promissory note to the sellers of the membership interest in Innovative Network Designs LLC. The original (as adjusted for purchase contingencies) note principal was $868,193 bears interest at 7%, matures on April 2, 2025. The note amortizes over the term with the first principal payment of $96,466 due on April 15, 2023, along with $37,463 of accrued interest. Subsequent quarterly payments of interest and principal begin on July 15, 2023 and continue through maturity. The note is secured by a second priority lien on the membership interest purchased by the Company and certain other assets related to the acquisition. On March 31, 2025, the related principal and interest in the amount of $527,741 was extinguished due to the deconsolidation of ReachOut, IND and RedGear resulting in gain as described in note 8 - Assignment of assets and liabilities.

NOTE 10 – DUE TO FINANCIAL INSTITUTIONS

The Company has taken loans from financial institutions in the form of sales of future receivables, had outstanding balance of principal (net of unamortized debt discounts) of $917,405 and $917,405 as of March 30, 2025, and December 31, 2024. On March 31, 2025, the loan amount of $917,405 was extinguished due to the deconsolidation of ReachOut, IND and RedGear resulting in gain as described in note 8 - Assignment of assets and liabilities.

The Company, through its wholly owned subsidiary IND, engaged PIPE Technologies Inc. for financing. The financing arrangement was in the form of a sale of future revenues, whereby PIPE advanced a net amount of $613,800 on February 7, 2023, recorded on the books of the Company. On February 1, 2023 the Company recognized $59,520 as principal charged to interest expense related to the financing, also recorded on the books of the Company. The amount of $59,520 was deducted from the proceeds advanced. The total loan principal of $773,320 was recognized. From March 31 to September 30, 2023 the Company made monthly payments of $64,138 or $44,871, from October 31 to December 7, 2023. The total amount paid of $583,578 was applied to principal leaving a balance of $89,743. On March 31, 2025, the loan amount of $89,743 was extinguished due to the deconsolidation of ReachOut, IND and RedGear resulting in gain as described in note 8 - Assignment of assets and liabilities.

The Company arranged a similar financing transaction with Fora Financial for which it received cash of $1,212,500 net of underwriting fees of $37,500 (treated as OID and amortized over the life of the loan). A total of $312,500 of interest charges were charged by the lender. Weekly payments of principal and interest totalling $31,250 were scheduled to be paid beginning March 7, 2023. At December 31, 2023 a total principal of $1,247,294, less unamortized discounts of $177,342 ($1,069,952 net for presentation) have been recognized as due to Fora. At December 31, 2024, the debt discount was fully amortized and the principal balance was $753,725. On March 31, 2025, the loan amount of $753,725 was extinguished due to the deconsolidation of ReachOut, IND and RedGear resulting in gain as described in note 8 - Assignment of assets and liabilities.

On January 30, 2024, the Company arranged another financing (Future Sale of Receivables) with Fox Funding Group LLC for which it received cash of $287,705 net of underwriting fees of $12,295 (treated as OID and amortized over the life of the loan). A total of $105,000 of interest charges were charged by the lender. Weekly payments of principal and interest totalling $12,625, beginning February 2, 2024. At December 10, 2024, the debt discount was fully amortized and the principal balance was $65,937. On March 31, 2025, the loan amount of $65,937 was extinguished due to the deconsolidation of ReachOut, IND and RedGear resulting in gain as described in note 8 - Assignment of assets and liabilities.

Choice Financial Group is owed $8,000 under a financial arrangement as of March 30, 2025. On March 31, 2025, the loan amount of $8,000 was extinguished due to the deconsolidation of ReachOut, IND and RedGear resulting in gain as described in note 8 - Assignment of assets and liabilities.

On June 20, 2025, The Company financed $32,097 of the total insurance premium of $41,722 through IPFS Finance at an interest rate of 15%. The financed amount is repayable in 10 equal monthly installments commencing on July 20, 2025. As of September 30, 2025, the outstanding balance amounted to $26,140.

NOTE 11 – THIRD PARTY NOTES PAYABLE

The Company has issued various notes to investors to fund operations prior to the reverse merger on November 9, 2023. Below is basic information about each of these legacy financings.

During the year ended December 31, 2023, $17,910 of related party notes payable were reclassified to notes payable (third parties) as the former officer is not a related party. There is no interest due on the note. This note is in default. The principal balance is $17,910, as of September 30, 2025.

On September 9, 2015, the Company issued to Backenald Corp. a promissory note in the principal amount of $20,000, bearing interest at the rate of 5% per annum and maturing on the first anniversary of the date of issuance. This note is in default and its interest rate has been increased to 10%. As of September 30, 2025, accrued interest amounted to $18,984.

On February 23, 2017, the Company issued Travel Data Solutions a promissory note in the principal amount of $17,500, bearing interest at the rate of 8% per annum, compounded annually, and maturing on the first anniversary of the date of issuance. This note is in default. As of September 30, 2025, accrued interest amounted to $14,864.

On March 27, 2017, the Company issued Craigstone Ltd. A promissory note in the principal amount of $12,465, bearing interest at the rate of 8% per annum, compounded annually, and maturing on the first anniversary of the date of issuance. This note is in default. As of September 30, 2025, accrued interest amounted to $10,178.

On May 16, 2017, the Company issued Travel Data Solutions a promissory note in the principal amount of $4,500, bearing interest at the rate of 8% per annum, compounded annually, and maturing on the first anniversary of the date of issuance. This note is in default. As of September 30, 2025, accrued interest amounted to $3,595.

On July 28, 2017, the Company issued Backenald Trading Ltd. A promissory note in the principal amount of $20,000, bearing interest at the rate of 8% per annum, compounded annually, and maturing on the first anniversary of the date of issuance. This note is in default. As of September 30, 2025, principal and accrued interest amounts are $20,000 and $15,481, respectively.

On January 24, 2020, the Company issued a third party a promissory note in the principal amount of $15,000, bearing interest at the rate of 0% per annum, and maturing on April 30, 2020. This note is in default. As of September 30, 2025, principal and accrued interest amounts are $15,000 and $0, respectively.

On March 24, 2020, the Company issued a third party a promissory note in the principal amount of $20,000, bearing interest at the rate of 10% per annum, and maturing on May 30, 2020. This note is in default. As of September 30, 2025, following forgiveness of $5,000 and $6,131 of principal and interest respectively, the balance due on this note for principal and interest is $16,500 and $8,139, respectively.

On June 1, 2023, the Company issued a third party a promissory note in the principal amount of $40,675, bearing interest at the rate of 5% per annum, and maturing on June 1, 2024. During the year ending December 31, 2023, an additional $15,000 was advanced to the Company bringing the total principal due to $55,675. This note is in default. As of September 30, 2025, principal and accrued interest amounts are $53,675 and $3,799, respectively.

At September 30, 2025, the Company was also indebted to a third party for a total of $24,656, for a non-interest-bearing note. This note was in default since December 30, 2015.

On May 20, 2024, the Company issued a promissory note to 1800 Diagonal Lending LLC for the principal amount of $149,500. A Company subsidiary received $125,000 in cash and authorized $5,000 to be paid to its attorney for legal services in conjunction with the note. OID of $19,500 and the legal expense are treated as debt discounts amortized over the term of the note, maturing March 30, 2025. The note carries 12% interest and has mandatory monthly payments of principal and accrued interest of $16,744. In the event of default, the note and unpaid accrued interest are fully convertible into common stock at a 35% discount to market price as defined in the note. The first payment was made on June 30, 2024. As of September 30, 2025, this note was paid in full.

On February 4, 2025 the Company issued a promissory note to Red Road Holdings Corporation for the principal amount of $149,500. A Company subsidiary received $126,000 in cash and authorized $4,000 to be paid to its attorney for legal services in conjunction with the note. OID of $19,500 and the legal expense are treated as debt discounts amortized over the term of the note, maturing December 15, 2025. The note carries 12% interest and has mandatory monthly payments of principal and accrued interest of $16,744. In the event of default, the note and unpaid accrued interest are fully convertible into common stock at a 35% discount to market price as defined in the note. The first payment was made on June 30, 2025. The principal balance was $44,850 at September 30, 2025.

NOTE 12 – CONVERTIBLE NOTES PAYABLE

Post Reverse Merger Issuances

On November 10, 2023, FRQN issued a convertible note payable, 142,424,186 warrants to purchase to the Company's common stock and Series D Preferred Shares to Trillium Partners, L.P. The convertible note has principal of $470,000, bears interest at 12%, matures on May 31, 2025 and may be converted to common shares at the lower of $0.0003 or 50% of the lowest traded price during the thirty days prior to conversion. $436,000 was received as cash and $34,000 was charged to OID to be amortized over the term of the note. Due to the variable conversion price the note includes a bifurcated derivative valued on issuance and for each reporting date. The note is in default and a waiver and forbearance for the default has been issued by the note holder. At September 30, 2025 the principal and accrued interest are $470,000 and $0 respectively.

On December 1, 2023, FRQN issued a convertible note payable to Frondeur Partners LLC. The convertible note has principal of $15,000, bears interest at 12%, matures on August 31, 2024 and may be converted to common shares at or 50% of the lowest traded price during the thirty days prior to conversion. The principal amount was charged to professional services. The note was determined to include an embedded derivative which has been bifurcated and included in derivative liabilities. The note was in default and a waiver and forbearance for the default has been issued by the note holder. During the quarter ended September 30, 2025, the note, along with accrued interest of $2,945, was fully converted into 95,727,070 shares of the Company's common stock.

On January 1, 2024, FRQN issued a convertible note payable to Frondeur Partners LLC. The convertible note has principal of $15,000, bears interest at 12%, matures on September 30, 2024 and may be converted to common shares at or 50% of the lowest traded price during the thirty days prior to conversion. The principal amount was charged to professional services. Due to the variable conversion price the note includes a bifurcated derivative valued on issuance and for each reporting date. The note was in default and a waiver and forbearance for the default has been issued by the note holder. During the quarter ended September 30, 2025, the note, along with accrued interest of $3,016 was fully converted into 123,374,900 shares of the Company's common stock.

On January 11, 2024, FRQN issued a convertible note payable and 163,333,333 warrants (exercisable at $0.001) to purchase to the Company's common to Trillium Partners, L.P. The convertible note has principal of $539,000, bears interest at 12%, matures on May 31, 2025 and may be converted to common shares at the lower of $0.001 or 50% of the lowest traded price during the thirty days prior to conversion. $490,000 was received as cash and $49,000 was charged to OID to be amortized over the term of the note. Due to the variable conversion price the note includes a bifurcated derivative valued on issuance and for each reporting date. The note is in default and a waiver and forbearance for the default has been issued by the note holder. At September 30, 2025 the principal and accrued interest are $539,000 and $111,285, respectively.

On February 1, 2024, FRQN issued a convertible note payable to Frondeur Partners LLC. The convertible note has principal of $10,000, bears interest at 12%, matures on October 31, 2024 and may be converted to common shares at or 50% of the lowest traded price during the thirty days prior to conversion. The principal amount was charged to professional services. Due to the variable conversion price the note includes a bifurcated derivative valued on issuance and for each reporting date. The note was in default and a waiver and forbearance for the default has been issued by the note holder. During the quarter ended September 30, 2025, the note, along with accrued interest of $898 was fully converted into 90,083,533 shares of the Company's common stock.

On March 1, 2024, FRQN issued a convertible note payable to Frondeur Partners LLC. The convertible note has principal of $10,000, bears interest at 12%, matures on November 30, 2024 and may be converted to common shares at or 50% of the lowest traded price during the thirty days prior to conversion. The principal amount was charged to professional services. Due to the variable conversion price the note includes a bifurcated derivative valued on issuance and for each reporting date. At September 30, 2025 the principal and accrued interest are $10,000 and $1,900, respectively. The note is in default and a waiver and forbearance for the default has been issued by the note holder.

On April 1, 2024, FRQN issued a convertible note payable to Frondeur Partners LLC. The convertible note has principal of $10,000, bears interest at 12%, matures on December 31, 2024 and may be converted to common shares at or 50% of the lowest traded price during the thirty days prior to conversion. The principal amount was charged to professional services. Due to the variable conversion price the note includes a bifurcated derivative valued on issuance and for each reporting date. At September 30, 2025 the principal and accrued interest are $10,000 and $1,798 respectively. The note is in default and a waiver and forbearance for the default has been issued by the note holder.

On April 3, 2024, FRQN issued a convertible note payable, and 8,939,394 warrants to purchase the Company's common stock, to Trillium Partners, L.P. The convertible note has principal of $135,000, bears interest at 12%, matures on June 15, 2025 and may be converted to common shares at the lower of $0.0003 or 50% of the lowest traded price during the thirty days prior to conversion. The warrants allow the holder to purchase 18,939,394 shares of common stock for $0.0003 (subject to certain specified adjustments) for a period of seven years from the date of issuance. The note is in default and a waiver and forbearance for the default has been issued by the note holder. At September 30, 2025 the principal and accrued interest are $135,000 and $24,189, respectively.

On May 1, 2024, FRQN issued a convertible note payable to Frondeur Partners LLC. The convertible note has principal of $10,000, bears interest at 12%, matures on January 31, 2025 and may be converted to common shares at or 50% of the lowest traded price during the thirty days prior to conversion. The principal amount was charged to professional services. Due to the variable conversion price the note includes a bifurcated derivative valued on issuance and for each reporting date. At September 30, 2025 the principal and accrued interest are $10,000 and $1,700 respectively. The note is in default and a waiver and forbearance for the default has been issued by the note holder.

On May 31, 2024, FRQN issued a convertible note payable, and 9,000,000 warrants to purchase to the Company's common stock, to Trillium Partners, L.P. The convertible note has principal of $60,000, bears interest at 12%, matures on June 15, 2025 and may be converted to common shares at the lower of $0.0003 or 50% of the lowest traded price during the thirty days prior to conversion. The warrants allow the holder to purchase 9,000,000 shares of common stock for $0.0066 (The note is in default and a waiver and forbearance for the default has been issued by the note holder. This note is in default. At September 30, 2025 the principal and accrued interest are $60,000 and $9,607, respectively.

On June 1, 2024, FRQN issued a convertible note payable to Frondeur Partners LLC. The convertible note has principal of $10,000, bears interest at 12%, matures on February 28, 2025 and may be converted to common shares at or 50% of the lowest traded price during the thirty days prior to conversion. The principal amount was charged to professional services. Due to the variable conversion price the note includes a bifurcated derivative valued on issuance and for each reporting date. At September 30, 2025 the principal and accrued interest are $10,000 and $1,598, respectively. The note is in default and a waiver and forbearance for the default has been issued by the note holder.

On July 1, 2024, FRQN issued a convertible note payable to Frondeur Partners LLC. The convertible note has principal of $10,000, bears interest at 12%, matures on March 31, 2025 and may be converted to common shares at or 50% of the lowest traded price during the thirty days prior to conversion. The principal amount was charged to professional services. Due to the variable conversion price the note includes a bifurcated derivative valued on issuance and for each reporting date. At September 30, 2025 the principal and accrued interest are $10,000, and $1,499, respectively. The note is in default and a waiver and forbearance for the default has been issued by the note holder.

On August 1, 2024, FRQN issued a convertible note payable to Frondeur Partners LLC. The convertible note has principal of $10,000, bears interest at 12%, matures on April 30, 2025 and may be converted to common shares at or 50% of the lowest traded price during the thirty days prior to conversion. The principal amount was charged to professional services. Due to the variable conversion price the note includes a bifurcated derivative valued on issuance and for each reporting date. At September 30, 2025 the principal and accrued interest are $10,000 and $1,397, respectively. The note is in default and a waiver and forbearance for the default has been issued by the note holder.

On September 1, 2024, FRQN issued a convertible note payable to Frondeur Partners LLC. The convertible note has principal of $10,000, bears interest at 12%, matures on May 31, 2025 and may be converted to common shares at or 50% of the lowest traded price during the thirty days prior to conversion. The principal amount was charged to professional services. Due to the variable conversion price the note includes a bifurcated derivative valued on issuance and for each reporting date. At September 30, 2025 the principal and accrued interest are $10,000, and $1,295, respectively. The note is in default and a waiver and forbearance for the default has been issued by the note holder.

On October 1, 2024, FRQN issued a convertible note payable to Frondeur Partners LLC. The convertible note has principal of $10,000, bears interest at 12%, matures on June 30, 2025, and may be converted to common shares at or 50% of the lowest traded price during the thirty days prior to conversion. The principal amount was charged to professional services. Due to the variable conversion price the note includes a bifurcated derivative valued on issuance and for each reporting date. At September 30, 2025 the principal and accrued interest are $10,000, and $1,197, respectively. The note is in default and a waiver and forbearance for the default has been issued by the note holder.

On November 1, 2024, FRQN issued a convertible note payable to Frondeur Partners LLC. The convertible note has principal of $10,000, bears interest at 12%, matures on July 31, 2025, and may be converted to common shares at or 50% of the lowest traded price during the thirty days prior to conversion. The principal amount was charged to professional services. Due to the variable conversion price the note includes a bifurcated derivative valued on issuance and for each reporting date. The note is in default. At September 30, 2025, the principal and accrued interest are $10,000, and $1,265, respectively.

On December 1, 2024, FRQN issued a convertible note payable to Frondeur Partners LLC. The convertible note has principal of $10,000, bears interest at 12%, matures on August 31, 2025, and may be converted to common shares at or 50% of the lowest traded price during the thirty days prior to conversion. The principal amount was charged to professional services. Due to the variable conversion price the note includes a bifurcated derivative valued on issuance and for each reporting date. The note is in default. At September 30, 2025, the principal and accrued interest are $10,000, and $1,080, respectively.

On January 1, 2025, FRQN issued a convertible note payable to Frondeur Partners LLC. The convertible note has principal of $10,000, bears interest at 12%, matures on September 30, 2025 and may be converted to common shares at or 50% of the lowest traded price during the thirty days prior to conversion. The principal amount was charged to professional services. Due to the variable conversion price the note includes a bifurcated derivative valued on issuance and for each reporting date. At September 30, 2025, the principal and accrued interest are $10,000, and $898, respectively.

On February 1, 2025, FRQN issued a convertible note payable to Frondeur Partners LLC. The convertible note has principal of $10,000, bears interest at 12%, matures on October 31, 2025 and may be converted to common shares at or 50% of the lowest traded price during the thirty days prior to conversion. The principal amount was charged to professional services. Due to the variable conversion price the note includes a bifurcated derivative valued on issuance and for each reporting date. At September 30, 2025, the principal and accrued interest are $10,000, and $813, respectively.

On March 1, 2025, FRQN issued a convertible note payable to Frondeur Partners LLC. The convertible note has principal of $10,000, bears interest at 12%, matures on November 30, 2025 and may be converted to common shares at or 50% of the lowest traded price during the thirty days prior to conversion. The principal amount was charged to professional services. Due to the variable conversion price the note includes a bifurcated derivative valued on issuance and for each reporting date. At September 30, 2025, the principal and accrued interest are $10,000, and $700, respectively.

On March 27, 2025, FRQN issued a convertible note payable, and 30,000,000 warrants to purchase the Company's common stock, to Trillium Partners, L.P. The convertible note has principal of $30,000, bears interest at 12%, matures on December 31, 2025 and may be converted to common shares at the lower of $0.0003 or 50% of the lowest traded price during the thirty days prior to conversion. $25,000 was received as cash and 5,000 was charged to OID to be amortized over the term of the note. Due to the variable conversion price the note includes a bifurcated derivative valued on issuance and for each reporting date. The warrants allow the holder to purchase 30,000,000 shares of common stock for $0.0003 for a period of seven years from the date of issuance. At September 30, 2025 the principal and accrued interest are $30,000 and $1,844, respectively.

On April 1, 2025, FRQN issued a convertible note payable to Frondeur Partners LLC. The convertible note has principal of $10,000, bears interest at 12%, matures on December 31, 2025 and may be converted to common shares at or 50% of the lowest traded price during the thirty days prior to conversion. The principal amount was charged to professional services. Due to the variable conversion price the note includes a bifurcated derivative valued on issuance and for each reporting date. At September 30, 2025, the principal and accrued interest are $10,000, and $598, respectively.

On May 1, 2025, the Company issued a convertible note payable to Frondeur Partners LLC. The convertible note has principal of $10,000, bears interest at 12%, matures on January 31, 2026 and may be converted to common shares at or 50% of the lowest traded price during the thirty days prior to conversion. The principal amount was charged to professional services. Due to the variable conversion price the note includes a bifurcated derivative valued on issuance and for each reporting date. At September 30, 2025, the principal and accrued interest are $10,000, and $500, respectively.

On June 1, 2025, the Company issued a convertible note payable to Frondeur Partners LLC. The convertible note has principal of $10,000, bears interest at 12%, matures on February 28, 2026 and may be converted to common shares at or 50% of the lowest traded price during the thirty days prior to conversion. The principal amount was charged to professional services. Due to the variable conversion price the note includes a bifurcated derivative valued on issuance and for each reporting date. At September 30, 2025, the principal and accrued interest are $10,000, and $398, respectively.

On July 27, 2025, FRQN issued a convertible note payable, and 55,000,000 warrants to purchase the Company’s common stock, to Trillium Partners, L.P. The convertible note has principal of $55,000, bears interest at 12%, matures on June 30, 2026 and may be converted to common shares at the lower of $0.0006 or 50% of the lowest traded price during the thirty days prior to conversion. $50,000 was received as cash and $5,000 was charged to OID to be amortized over the term of the note. Due to the variable conversion price the note includes a bifurcated derivative valued on issuance and for each reporting date. The warrants allow the holder to purchase 55,000,000 shares of common stock for $0.0006 for a period of seven years from the date of issuance. At September 30, 2025 the principal and accrued interest are $55,000 and $1,175, respectively.

On August 27, 2025, FRQN issued a convertible note payable, and 33,000,000 warrants to purchase the Company’s common stock, to Trillium Partners, L.P. The convertible note has principal of $33,000, bears interest at 12%, matures on August 31, 2026 and may be converted to common shares at the lower of $0.0006 or 50% of the lowest traded price during the thirty days prior to conversion. $30,000 was received as cash and $3,000 was charged to OID to be amortized over the term of the note. Due to the variable conversion price the note includes a bifurcated derivative valued on issuance and for each reporting date. The warrants allow the holder to purchase 33,000,000 shares of common stock for $0.0006 for a period of seven years from the date of issuance. At September 30, 2025 the principal and accrued interest are $33,000 and $369, respectively.

On September 24, 2025, FRQN issued a convertible note payable, and 55,000,000 warrants to purchase the Company’s common stock, to Trillium Partners, L.P. The convertible note has principal of $55,000, bears interest at 12%, matures on September 30, 2026 and may be converted to common shares at the lower of $0.0004 or 50% of the lowest traded price during the thirty days prior to conversion. $50,000 was received as cash and $5,000 was charged to OID to be amortized over the term of the note. Due to the variable conversion price the note includes a bifurcated derivative valued on issuance and for each reporting date. The warrants allow the holder to purchase 55,000,000 shares of common stock for $0.0004 for a period of seven years from the date of issuance. At September 30, 2025 the principal and accrued interest are $55,000 and $72, respectively.

NOTE 13 – OFFICER LIFE INSURANCE PREMIUMS PAYABLE

On October 1, 2022, the Company committed to paying life insurance with the sellers of the membership interest in Innovative Network Designs LLC. The total amount of the obligation was $3,150,000 to be paid in equal installments of $450,000 over seven years. The obligation of $2,700,000 was presented on the balance sheet as of December 31, 2024. On March 31, 2025, the officer life insurance premiums payable in the amount of $2,700,000 was extinguished due to the deconsolidation of ReachOut, IND and RedGear resulting in gain as described in note 8 - Assignment of assets and liabilities.

NOTE 14 – RELATED PARTY TRANSACTIONS

As of September 30, 2025, the Company owes the CEO $210,008 for advances made to the Company for certain operating costs. The advance is non-interest bearing and due on demand.

The Company occupies office space, owned by a private entity, "Value Industrial Partners MDG LLC" controlled by the Company's CEO. Beginning in July 2025, the Company began incurring rent expense under an informal month-to-month arrangement at a monthly rate of $3,716. No long-term lease or other contractual commitments exist. Due to anticipated changes in operations expected within 365 days or less the company does not know if this premise will be suitable for its operations in the long term and therefore believes this lease is exempt from ASC 842 treatment.

NOTE 15 – TEMPORARY EQUITY

Commitment to Purchase Series A Convertible Preferred Stock

On January 18, 2019, The Company entered into a Series A Preferred Stock Purchase Agreement with Device Corp. ("the Agreement"), of up to $250,000. On May 1, 2023, a second stock purchase agreement was executed by Device Corp. for $250,000. Under the terms of the Agreement the Series A Preferred Stock is convertible into shares of common stock at a 50% discount to the lowest close price of the common stock for the prior thirty trading days. Under the Agreement Device Corp. has advanced the Company approximately $562,000, of which approximately $170,000 had been repaid by October 31, 2022, leaving a balance due of $392,000.

On January 26, 2024, Everett Dickson (former CEO and Chairman of the Board of Directors) acquired the preferred series A shares formerly held by Device Corp.

As of September 30, 2025, the Company has preferred stock to be issued in the amount of $357,022, following conversions to 50,000,000 common shares. Based on the terms of the Agreement as of March 31, 2024, the preferred Series A can be converted at $0.00035 per share, into 1,020,062,029 shares of common stock. As of the balance sheet date and the date of this report, these shares have not been issued to the Purchaser. S99-3A(2) ASR 268 requires preferred securities that are redeemable for cash or other assets to be classified outside of permanent equity if they are redeemable (1) at a fixed or determinable price on a fixed or determinable date, (2) at the option of the holder, or (3) upon the occurrence of an event that is not solely within the control of the issuer. Given that there is an unknown number of preferred shares to be issued and the preferred shares are convertible at the option of the holder, the Company determined that the shares to be issued shall be treated as temporary equity. As of September 30, 2025 and December 31, 2024, the amount of temporary equity was $357,022.

Series B Preferred Stock

On August 25, 2023, the Company Amended its Articles of Incorporation, to designate 5,000,000 of the Authorized preferred stock, par value $0.0001, as Series B Preferred Stock ("Series B"). The Series B is convertible into shares of common stock at the average price of the previous five trading days. The Series B shares are not entitled to dividends and have no voting rights.

Following the amendment above the Series B preferred stock is convertible into shares of common stock at the option of the holder at a 50% discount to the average price for the five trading days prior to conversion. As of the balance sheet date and the date of this report, these shares have not been issued to the Purchaser. S99-3A(2) ASR 268 requires preferred securities that are redeemable for cash or other assets to be classified outside of permanent equity if they are redeemable (1) at a fixed or determinable price on a fixed or determinable date, (2) at the option of the holder, or (3) upon the occurrence of an event that is not solely within the control of the issuer. Given that there is an unknown number of preferred shares to be issued and the preferred shares are convertible at the option of the holder, the Company determined that the shares to be issued shall be treated as temporary equity.

On August 25, 2023, the Company and Device Corp amended the January 18, 2019, and the May 1, 2023 Series A Preferred Stock Purchase Agreements, so that any purchased Series A preferred stock is now Series B preferred stock.

NOTE 16 – PREFERRED STOCK

Series A Preferred Stock

The Company has designated Ten Million (10,000,000) shares of Preferred Stock the Series A Convertible Preferred Stock with a par and stated value of $0.0001 per share. The holders of the Series A Convertible Preferred Stock are not entitled to receive any dividends.

Except as otherwise required by law or by the Articles of Incorporation and except as set forth below, the outstanding shares of Series A Convertible Preferred Stock shall vote together with the shares of Common Stock and other voting securities of the Corporation as a single class and, regardless of the number of shares of Series A Convertible Preferred Stock outstanding and as long as at least one of such shares of Series A Convertible Preferred Stock is outstanding shall represent Sixty Six and Two Thirds Percent (66 2/3%) of all votes entitled to be voted at any annual or special meeting of shareholders of the Corporation or action by written consent of shareholders. Each outstanding share of the Series A Convertible Preferred Stock shall represent its proportionate share of the 66 2/3% which is allocated to the outstanding shares of Series A Convertible Preferred Stock. The Certificate of Designation was amended on September 12, 2023, among other changes the Series A Convertible Preferred Stock must be held for one year following issuance or reissuance prior to conversion.

The entirety of the shares of Series A Convertible Preferred Stock outstanding as such time shall be convertible, at the option of the holder thereof, at any time and from time to time, and without the payment of additional consideration by the holder thereof, into two thirds of the after conversion outstanding fully paid and non-assessable shares of Common Stock. Each individual share of Series A Convertible Preferred Stock shall be convertible into Common Stock at a ratio determined by dividing the number of shares of Series A Convertible Stock to be converted by the number of shares of outstanding pre-conversion Series A Convertible Preferred Stock. Such initial Conversion Ratio, and the rate at which shares of Series A Convertible Preferred Stock may be converted into shares of Common Stock. On August 25, 2023, Everett Dickson, Chairman of the Board, agreed to return 4,525,000 shares of Series A preferred Stock to the Company. The shares will be retired by the Company. His remaining 475,000 shares were sold to Mr. Richard Jordan for $140,000, during the year ended December 31, 2023. As of September 30, 2025 and December 31, 2024, the Company had issued and outstanding 475,000 shares of series A preferred stock with par value of $48.

Series C Preferred Stock

The Company has authorized 8,750,000 Series C Preferred Shares of Stock, effective December 13, 2023. The shares have a stated value of $3.00 per share, earns a 2% dividend on the stated value, which is cumulative and payable solely upon redemption. The stock has voting rights equal to the number of common shares into which the preferred shares may be converted. At any time following 180 days from the date of issuance the preferred stock in aggregate can be converted into 87.5% of the outstanding common stock for a period of twenty-four months from the date of issuance of the Series C Preferred Stock.

Under the terms of the Share Exchange Agreement the Company issued 8,750,000 shares of Series C Preferred Stock to the owners of ReachOut common stock in exchange for 100% of the shares of ReachOut.

The accrued dividend of 2% of the stated value ($3.00 per share) was calculated to be $392,671 for the nine months ended September 30, 2025.

Series D Preferred Stock

The Company has authorized 1,250,000 Series D Preferred Shares of Stock, effective December 13, 2023. The shares have a stated value of $1.00 per share, earns a 2% dividend on the stated value, which is cumulative and payable solely upon redemption. The stock has voting rights equal to the number of common shares into which the preferred shares may be converted. At any time following 180 days from the date of issuance the preferred stock in aggregate can be converted into 12.5% of the outstanding common stock for a period of twenty-four months from the date of issuance of the Series D Preferred Stock.

Under the terms of the Security Purchase Agreement to issue Trillium Partners 1,000,000 shares of Series D Preferred Stock for a financing commitment and 250,000 shares to Everett Dickson as consideration for surrendering 4,525,000 shares of Series A Preferred Stock.

The accrued dividend of 2% of the stated value ($1.00 per share) was calculated to be $18,699 for the nine months ended September 30, 2025.

Obligations to Issue Newly Designated Series of Preferred Stock

The total obligation to issue newly designated convertible preferred shares is $2,440,950 at September 30, 2025 and December 31, 2024. The obligation is outlined below.

Under the terms of the Singer Asset Purchase Agreement outlined above, the Company is obligated to designate a new series of preferred stock having a conversion feature of one share of the to be designated preferred stock for one share of restricted common stock. The total value of this series of to be designated and issued preferred stock is $7,088.

The obligation is recorded as stock to be issued at fair market value of the common stock on the grant date.

On December 27, 2024 the board of directors approved the Debt Cancellation and Exchange Agreement in satisfaction of liabilities owed to the CEO and a private company he controlled for an aggregate amount of $2,440,950 and authorized the creation of a new series of preferred stock to be issued to First Portfolio Management LLC.

The proposed Certificate of Designation authorizes the new shares of which 2,440,950 are to be issued to First Portfolio Management LLC. The shares have a par value of $0.0001 and a stated value of $1.00. The stock has a 2% annual dividend on the aggregate stated value of $2,440,950, each share is convertible into 385 common shares of stock. The dividend is payable quarterly in either cash or shares of the same series of preferred. The new preferred stock will rank senior to all other preferred stock in liquidation.

NOTE 17 – COMMON STOCK

On September 30, 2025 and December 31, 2024, the Company had 2,500,000,000 and 2,500,000,000 shares of common stock authorized respectively. There were 1,107,314,007 and 384,088,943 common shares of stock outstanding on September 30, 2025 and December 31, 2024.

During the nine months ended September 30, 2025, Trillium converted $105,132 and $12,675 of interest and fees, respectively, into 414,039,561 shares of common stock.

During the nine months ended September 30, 2025, Frondeur $40,000, $6,859 and $10,415 of principal, interest and fees, respectively, into 309,185,503 shares of common stock.

NOTE 18 – OPTIONS AND WARRANTS

During the nine months ended September 30, 2025, 173,000,000 warrants for common stock were issued, having a seven-year period during which the warrants can be exercised at $0.0003 per share were issued to investors. The warrants have been valued at $56,546 and were charged to loss on issuance.

For the nine months ended September 30, 2025 and year ended December 31, 2024, a summary of the Company's warrant activity is as follows:

	Number of Warrants	Weighted-Average Exercise Price	Weighted-Average Remaining Contractual Term (Years)	Weighted-Average Grant-Date Fair Value	Aggregate Intrinsic Value
Outstanding and exercisable at December 31, 2024	333,696,913	$ 0.0004	5.98	$ 0.0078	$ 491,376
Issued and exercisable during the nine months ended September 30, 2025	173,000,000	0.0005	6.84	0.0005	$ (31,900)
Outstanding and exercisable at September 30, 2025	506,696,913	$ 0.0007	5.78	$ 0.0011	$ (207,918)

Stock Options Issued

For the nine months ended September 30, 2025 and the year ended December 31, 2024, a summary of the Company's stock options activity is as follows:

	Number of Options	Weighted-Average Exercise Price	Weighted-Average Remaining Contractual Term (Years)	Weighted-Average Grant-Date Fair Value	Aggregate Intrinsic Value
Outstanding and exercisable at December 31, 2024	611,214	$ 1.00	8.75	$ 0.004	$ 2,750
Issued during the nine months ended September 30, 2025	-	-	-	-	-
Outstanding and exercisable at September 30, 2025	611,214	$ 1.00	8.00	$ 0.004	$ (611,031)

NOTE 19 – OPERATING LEASE

Effective October 29, 2021, the ReachOut Technology Corp's subsidiary (RedGear, LLC) entered into a lease for office facilities at 3636 North Central Avenue, Phoenix, Arizona. The lease extends through October 31, 2025, for $3,224.83 per month with annual escalation of 3%. The liability and Right of Use Asset was recognized for $125,364. The liability and the Right of Use Asset were $33,242, and $31,730, respectively at December 31, 2024. The right of use asset and related obligation were assigned to a third party on March 31, 2025.

The offices for the Company are shared with a related party ReachOut IL (an S corporation), under an arrangement that is not formalized.

	September 30, 2025	December 31, 2024
Operating lease at inception	$ 767,068	$ 767,068
Less accumulated reduction	(741,722)	(735,338)
Reduction due to deconsolidation	(25,346)	-
Balance ROU asset	$ -	$ 31,730
Operating lease liabilities at inception	$ 767,068	$ 767,068
Reduction of lease liabilities (includes termination write-off)	(740,663)	(733,826)
Reduction due to deconsolidation	(26,405)	-
Total lease liabilities	-	33,242
Less: current portion	-	(33,242)
Lease liabilities, non-current	$ -	$ -

Non-cancellable operating lease total future payments are summarized below:

Total minimum operating lease payments	$ -	$ 33,242
Less discount to fair value	-	-
Total lease liability	$ -	$ 33,242

For the nine months ended September 30, 2025 rent expense was $18,284.

NOTE 20 – COMMITMENTS AND CONTINGENCIES

Legal Matters

IND & RedGear LLC - Purchase Dispute

Prior to March 31, 2025, the Company's consolidated subsidiaries were involved in certain legal proceedings. Upon deconsolidation of these subsidiaries on March 31, 2025, all related assets, liabilities, and obligations were retained by the former subsidiaries. The Company has no guarantees, indemnities, or other commitments related to these matters and does not expect any future obligations arising therefrom.

Other Contingencies

On December 1, 2023, the Company entered into a service agreement with Frondeur Partners LLC ("Frondeur").

Frondeur will provide accounting, reporting and consulting services on a monthly basis. On December 1, 2023, the Company executed a corporate services agreement with Frondeur Partners LLC a Nevada limited liability company. Under the terms of the agreement the Company will receive accounting and reporting services. As compensation Frondeur will receive monthly payments of $5,000 in cash and a convertible promissory note for $10,000. The notes are convertible into the Company's common stock at a 50% discount to the market price (defined in the notes). As of the date of issuance of this report the Company has issued nineteen such notes (December 1, 2023 through September 30, 2025), which are accounted for as notes with embedded derivatives to be bifurcated and recognized as derivative liabilities. The agreement was terminated on June 30, 2025.

NOTE 21 – SUBSEQUENT EVENTS

In accordance with SFAS 165 (ASC 855-10) management has performed an evaluation of subsequent events through the date that the financial statements were available to be issued and has determined that it does not have any material subsequent events to disclose in these unaudited financial statements other than the following.

Subsequent to September 30, 2025, Frondeur Partners LLC, converted a total of $16,629 of principal, interest and fees into 166,287,300 shares of common stock.

Subsequent to September 30, 2025, Trillium LP converted $57,688 of principal, into 341,207,691 common shares.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Cautionary Note Regarding Forward Looking Information and Factors That May Affect Future Results

This quarterly report on Form 10-Q contains forward-looking statements regarding our business, financial condition, results of operations and prospects. The Securities and Exchange Commission (the "SEC") encourages companies to disclose forward-looking information so that investors can better understand a company's future prospects and make informed investment decisions. This quarterly report on Form 10-Q and other written and oral statements that we make from time to time contain such forward-looking statements that set out anticipated results based on management's plans and assumptions regarding future events or performance. We have tried, wherever possible, to identify such statements by using words such as "anticipate," "estimate," "expect," "project," "intend," "plan," "believe," "will" and similar expressions in connection with any discussion of future operating or financial performance. In particular, these include statements relating to future actions, future performance or results of current and anticipated sales efforts, expenses, the outcome of contingencies, such as legal proceedings, and financial results. Factors that could cause our actual results of operations and financial condition to differ materially are set forth in the "Risk Factors" section of our annual report on Form 10-K for the year ended December 31, 2024 as filed with the SEC on April 15, 2025.

We caution that these factors could cause our actual results of operations and financial condition to differ materially from those expressed in any forward-looking statements we make and that investors should not place undue reliance on any such forward-looking statements. Further, any forward-looking statement speaks only as of the date on which such statement is made, and we undertake no obligation to update any forward-looking statement to reflect events or circumstances after the date on which such statement is made or to reflect the occurrence of anticipated or unanticipated events or circumstances. New factors emerge from time to time, and it is not possible for us to predict all such factors. Further, we cannot assess the impact of each such factor on our results of operations or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements.

The following discussion should be read in conjunction with our condensed consolidated financial statements and the related notes that appear elsewhere in this quarterly report on Form 10-Q.

Overview

Frequency Holdings Inc. ("FRQN", "Frequency", the "Company"), (f/k/a Yuengling's Ice Cream Corporation.) was incorporated in Nevada on April 19, 2013, under the name "Aureus Incorporated". On May 9, 2025, the Company changed its name to Frequency Holdings, Inc., in the State of Nevada. The name change with FINFRA to Frequency Holdings, Inc and symbol change to FRQN was finalized on July 25, 2025. The Company is currently active in the state of Nevada.

The Company's flagship operating company, ReachOut Digital Intelligence ("RDI"), is at the forefront of this strategy. Founded by cybersecurity expert Rick Jordan, RDI has evolved from a regional IT services provider into a national leader in cybersecurity solutions for small to medium-sized businesses (SMBs). The company offers comprehensive services, including 24/7 threat monitoring, compliance support, and AI-driven automation, all delivered through a subscription-based model that ensures predictable, recurring revenue.

Strategic Evolution

Over time, the Company has shifted its growth strategy from acquiring larger entities to targeting smaller, high-potential firms. This approach allows for faster integration and scalability, leveraging RDI's robust platform to enhance service offerings and operational efficiency. The company's focus on AI and automation has streamlined operations, reduced costs, and improved service delivery, positioning RDI as a disruptive force in the cybersecurity industry.

In line with our holding company model, we are expanding our portfolio beyond traditional IT services. Our upcoming venture, TRUSTLESS, exemplifies this direction. TRUSTLESS is a blockchain-based identity management platform designed to address the growing need for secure, decentralized identity solutions. By investing in such innovative technologies, we aim to diversify our revenue streams and capitalize on emerging market opportunities.

Market Positioning

Our strategy is to emulate the customer-centric approach of companies like T-Mobile, offering accessible, high-quality cybersecurity services to underserved SMBs across the nation. By combining this approach with the structural advantages of a holding company, we aim to create a scalable, resilient business model capable of delivering substantial value to shareholders.

With a strong leadership team, a clear strategic vision, and a commitment to innovation, we are well-positioned to execute our growth plans and achieve a successful uplisting to NASDAQ.

Competitive Landscape

The cybersecurity and IT services industry serving small to medium-sized businesses (SMBs) remains highly fragmented, with thousands of regional providers competing for localized market share. Traditional Managed Service Providers (MSPs) often lack specialization in advanced cybersecurity, operate without brand distinction, and struggle to scale beyond their geographic footprint. Meanwhile, enterprise-focused firms overlook the SMB sector entirely, creating a significant gap in the market. RDI is positioning to fill that gap by building a nationally recognized brand offering enterprise-grade cybersecurity tailored for SMBs. The Company competes based on service depth, speed of response, AI-powered scalability, and a media-driven awareness strategy uncommon in the sector.

Core Differentiators

RDI’s platform is built on recurring revenue, subscription-based services, and proprietary operational processes designed for scale. The Company leverages AI to improve ticket resolution time and reduce labor reliance, unlocking better margins and faster acquisition integration. Its leadership team—anchored by CEO Rick Jordan and supported by board member Kevin Harrington—brings a unique blend of cybersecurity, operational, M&A, and public market expertise. In addition, RDI’s transformation into a holding company enables investment in high-upside, synergistic ventures like TRUSTLESS, a blockchain-based identity platform expected to contribute long-term balance sheet growth via the equity method. The Company’s acquisition strategy targets high-ROI, under-optimized SMB providers in underserved U.S. markets identified through search-intent data.

Risks & Challenges

As with any acquisition-driven growth strategy, RDI faces risks related to integration, cultural alignment, and operational scalability. The Company has mitigated this by shifting focus from larger, complex acquisitions to smaller, more agile targets with faster onboarding potential. The technology landscape evolves rapidly, particularly in AI and cybersecurity, requiring continuous innovation and investment to maintain service relevance. Market volatility, macroeconomic fluctuations, and capital availability may also impact the pace of acquisitions and expansion. Additionally, the Company’s high-growth profile and media-forward leadership may attract increased public scrutiny, which it manages through proactive governance and transparency.

The Broken MSP Model vs. RDI's Scalable Platform Approach

The traditional Managed Service Provider (MSP) model is outdated, fragmented, and fundamentally ill-equipped to scale. Most regional IT providers suffer from long response times, underqualified support teams, and surface-level cybersecurity offerings—leaving SMBs exposed to increasing cyber threats without strategic guidance or enterprise-grade protection.

Common Weaknesses in Traditional IT Providers:

- **Delayed Response & Resolution**: Ticket triaging systems are slow and arbitrary, often delaying help for critical issues.
- **Inefficient Frontline Support**: Non-technical dispatchers create bottlenecks before a qualified technician is even looped in.
- **Limited Cyber Talent**: Most small IT providers lack advanced cybersecurity capabilities or compliance readiness support.
- **Basic Security Tools**: Antivirus and firewalls are not enough—many providers leave clients vulnerable to ransomware, phishing, and regulatory fines.

RDI's Differentiated, Scalable Approach:

- **Sub-Minute Response Times**: Client calls are answered live by trained technicians within 60 seconds—most issues are resolved in under 15 minutes.
- **AI-Augmented Service Delivery**: Intelligent copilots are deployed to automate L1 support, reduce labor costs, and scale support across acquisitions without bloating headcount.
- **Proactive Strategic Engagement**: Clients receive dedicated vCIOs and vCISOs, quarterly business reviews, and continuous cybersecurity posture analysis—supporting growth, compliance, and risk mitigation.
- **Advanced Security Infrastructure**: RDI delivers 24/7 SOC-backed protection, anti-phishing training, ransomware mitigation, custom audits, and compliance solutions for HIPAA, CMMC, NIST 800-171, and more.

RDI isn't just improving MSP operations—it's replacing them. By reimagining IT and cybersecurity as a national, AI-powered, subscription-based platform with media-fueled brand recognition, RDI is positioned to lead this $700B+ market into its next evolution—while creating massive long-term value for shareholders.

RDI's Future Growth Strategy

1. Holding Company Expansion with a Berkshire Model & Alphabet Playbook

RDI's parent company is executing a strategic shift into a modern holding company structure—modeled after Berkshire Hathaway's capital efficiency and Alphabet's innovation strategy. This structure allows for the acquisition and development of independently operated, high-growth subsidiaries across cybersecurity, AI, and blockchain—positioning RDI not just as an IT company, but as a scalable technology platform holding company with NASDAQ ambitions.

2. Building the T-Mobile of Cybersecurity & IT

We are establishing the first nationally recognized brand in cybersecurity and IT for SMBs—combining aggressive market presence, media dominance, and a bold personality with enterprise-grade service. Just as T-Mobile disrupted telecom by turning a commodity into a brand experience, RDI is creating visibility, trust, and loyalty in an industry dominated by forgettable local providers.

3. High-Velocity, High-Margin Rollups

Our acquisition strategy has shifted from large, slow-to-integrate MSPs to nimble, $500k–$2M topline firms in underserved markets. We will integrate them rapidly using AI, operational playbooks, and centralized support infrastructure, growing each acquired location 2–5X within 24 months. With 4–10 acquisitions annually planned and targeting markets with high-demand and low competition, ReachOut is building a national footprint without sacrificing efficiency or margin.

4. Launching & Scaling Disruptive Platforms (e.g., TRUSTLESS)

TRUSTLESS, our blockchain-based identity and data security platform, is the first of several vertically independent, equity-holding ventures RDI will launch. These subsidiaries operate with their own branding, management, and financial roadmap, while allowing RDI to book long-term value via the equity method—creating asymmetric upside that outpaces traditional service firm multiples.

5. AI-First Operations for Scalable Margin

Through the integration of AI copilots and intelligent automation, RDI reduces headcount pressure while increasing client satisfaction, response time, and issue resolution. This enables aggressive acquisition without bloated overhead—scaling revenue without scaling cost, improving margins across the portfolio.

6. Organic Growth Through Media, Search, and Strategy

Rick Jordan's personal brand, bolstered by a podcast downloaded in 70+ countries and a reach of over 1.6M followers, fuels inbound demand and elevates RDI's media presence. Our go-to-market strategy is powered by intent-driven search data, geo-targeted content, and a direct-response engine that creates outsized lead volume and customer conversion in every acquired market.

7. Compliance-Driven Market Penetration

RDI continues to build industry-specific offerings for high-demand, regulation-heavy sectors like education, defense, and healthcare—where compliance frameworks like CMMC, HIPAA, and NIST SP 800-171 create both a barrier to entry and a premium service need. This aligns with our security-first, recurring revenue foundation.

Going Concern

The accompanying unaudited financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. The Company had net income of $9,479,927, for the nine months ended September 30, 2025, primarily due to a non cash gain on disposal of $11,233,944. We incurred negative cash flows from operations for the period of $386,418. As of September 30, 2025, the working capital deficit, stockholders' deficit, and accumulated deficit was $4,570,545, $5,964,281and $11,756,230 respectively. These factors raise substantial doubt about the Company's ability to continue as a going concern. The Company's ability to continue as a going concern for the next twelve months is dependent upon its ability to generate sufficient cash flows from operations to meet its obligations. In the event that the Company cannot generate sufficient revenue to sustain its operations, the Company will need to reduce expenses or obtain financing through the sale of debt and/or equity securities. The issuance of additional equity would result in dilution to existing shareholders. If the Company is unable to obtain additional funds when they are needed or if such funds cannot be obtained on terms acceptable to the Company, the Company would be unable to execute upon the business plan or pay costs and expenses as they are incurred, which would have a material, adverse effect on the business, financial condition, and results of operations. The financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts or the amounts and classification of liabilities as a result of this uncertainty.

Results of Operations for the Three Months ended September 30, 2025 and 2024

Revenue

We had $250,319 in revenue for the three months ended September 30, 2025, compared to $1,036,171 for the three months ended September 30, 2024, a decrease of $785,852 or 75.8%. The decrease in revenue is primarily due to the Company's restructuring.

Cost of Goods Sold

We incurred $111,478 in costs of goods sold for the three months ended September 30, 2025, compared to $252,593 for the three months ended September 30, 2024, a decrease of $141,115 or 55.9%. This decrease is primarily due to the Company's restructuring.

General and administrative expenses

We had $207,938 of general and administrative expenses ("G&A") for the three months ended September 30, 2025, compared to $101,830 for the three months ended September 30, 2024, an increase of $106,108 or 104.2%. The decrease in G&A expense is primarily due to the Company's restructuring.

Compensation

We had $262,530 in compensation expense for the three months ended September 30, 2025 compared to $757,765 of compensation for the three months ended September 30, 2024, a decrease of $495,235 or 65.4%. The decrease in revenue is primarily due to the Company's restructuring.

Professional expenses

We incurred $49,088 of professional fees for the three months ended September 30, 2025, compared to $115,848 for the three months ended September 30, 2024, a decrease of $66,760 or 57.6%. Professional fees generally consist of audit, legal, accounting and investor relation service fees. The decrease in the current period is due to a decrease in audit fees.

Other income (expense)

For the three months ended September 30, 2025, we had total other income of $2,028,984, compared to total other income of $13,574,964 for the three months ended September 30, 2024. In the current period we incurred a loss of $214,770 for expense related to our derivatives, a gain of $2,345,277 for the change in fair value of derivatives, $113,255 of interest expense and a $11,726 gain on the conversion of debt. In the prior period ended September 30, 2024, we incurred a loss of $34,452 expense related to our derivatives, a gain of $12,459,531 for the change in fair value of derivatives, interest expense of $347,917 and a gain on debt extinguishment of $1,497,802.

Net Income

We had net income of $1,648,269 for the three months ended September 30, 2025, compared to $13,383,099 for the three months ended September 30, 2024. The decrease in our net income is primarily due to the change in the fair value of our derivatives.

Results of Operations for the Nine Months ended September 30, 2025 and 2024

Revenue

We had $1,582,935 in revenue for the nine months ended September 30, 2025, compared to $4,447,273 for the nine months ended September 30, 2024, a decrease of $2,864,338 or 64.4%. The decrease in revenue is primarily due to the Company's restructuring.

Cost of Goods Sold

We incurred $415,124 in costs of goods sold for the nine months ended September 30, 2025, compared to $1,688,283 for the nine months ended September 30, 2024, a decrease of $1,273,159 or 75.4%. This decrease is primarily due to the Company's restructuring.

Impairment Loss

We incurred $3,505,069 in impairment loss for the nine months ended September 30, 2025 compared to $2,117,502 for the nine months ended September 30, 2024.

General and administrative expenses

We had $474,946 of G&A for the nine months ended September 30, 2025, compared to $756,346 for the nine months ended September 30, 2024, a decrease of $281,400 or 37.2%. The decrease in G&A expense is primarily due to the Company's restructuring.

Compensation

We had $1,331,487 in compensation for the nine months ended September 30, 2025 compared to $2,815,237 of compensation for the nine months ended September 30, 2024, a decrease of $1,483,750 or 52.7%. The decrease in revenue is primarily due to the Company's restructuring.

Professional expenses

We incurred $332,575 of professional fees for the nine months ended September 30, 2025, compared to $504,007 for the nine months ended September 30, 2024, a decrease of $171,432 or 34%. Professional fees generally consist of audit, legal, accounting and investor relation service fees. The decrease in the current period is due to a decrease in audit fees.

Other income (expense)

For the nine months ended September 30, 2025, we had total other income of $13,956,193, compared to total other income of $6,157,058 for the nine months ended September 30, 2024.

In the current period we had gain on disposal of $11,233,944, $390,265 of expense related to our derivatives, a gain of $4,113,172 for the change in fair value of derivatives, interest expense of $749,934 and a loss on conversion of debt of $250,730.

In the prior period we had $20,756,752 of expense related to our derivatives, a gain of $25,596,043 for the change in fair value of derivatives, interest expense of $1,170,547 and a loss on conversion of debt of $179,921 and a gain on the extinguishment of debt of $2,668,235.

Net Profit (loss)

We had net income of $9,479,927 for the nine months ended September 30, 2025, compared to a net income of $2,722,956 for the nine months ended September 30, 2024. The decrease in our net loss is primarily due to the change in the fair value of our derivatives.

Liquidity and Capital Resources

Cash flow from operations

Cash used in operating activities for the nine months ended September 30, 2025 was $386,418 compared to $510,121 of cash used in operating activities for the nine months ended September 30, 2024.

Cash Flows from Investing

We used $0 for investing activities for the nine months ended September 30, 2025, compared to using $175,309 for investing activities for the nine months ended September 30, 2024.

Cash Flows from Financing

For the nine months ended September 30, 2025, we netted $141,281 from financing activities. We received $126,000 from the issuance of a note payable, and $32,097 from our insurance financing loan. We repaid $155,506 of notes payable and used $16,310 for disposal of subsidiary.

For the nine months ended September 30, 2024, we netted $533,857 from financing activities. We received $287,705 from proceeds from a loan (Fox), repaid $92,295 on the Fox loan, $316,577 in repayment on Fora loan, $113,177 in repayment on seller notes, $125,000 in Note issued, $29,458 in repayment of note issued, $53,896 in New vehicle loan, $36,706 in repayments vehicle loans, $400,274 in Affiliate advances, $407,305 in Repayments of affiliate advances and $662,500 from the issuance of convertible notes.

Critical Accounting Policies

Refer to Note 2 of our financial statements contained elsewhere in this Form 10-Q for a summary of our critical accounting policies and recently adopted and issued accounting standards.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Not applicable to smaller reporting companies.

ITEM 4. CONTROLS AND PROCEDURES

Disclosure Controls and Procedures

Under the supervision and with the participation of our management, including the Chief Executive Officer who also acts as our principal financial officer, we have evaluated the effectiveness of our disclosure controls and procedures (as defined in Rule 13a-15(e) and Rule 15d-15(e) of the Exchange Act) as of the end of the period covered by this report. The disclosure controls and procedures ensure that all information required to be disclosed by us in the reports that we file or submit under the Exchange Act is: (i) recorded, processed, summarized and reported, within the time periods specified in the SEC's rule and forms; and (ii) accumulated and communicated to our management, including our Chief Executive Officer as appropriate to allow timely decisions regarding required disclosure. Based on that evaluation, the Chief Executive Officer concluded that, as of September 30, 2025, these disclosure controls and procedures were not effective.

Changes in Internal Control Over Financial Reporting

There were no changes in our internal control over financial reporting that occurred during our most recent fiscal quarter that have materially affected, or reasonably likely to materially affect, our internal control over financial reporting.

PART II – OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

None

ITEM 1A. RISK FACTORS

Not applicable to smaller reporting companies

ITEM 2. RECENT ISSUANCES OF UNREGISTERED SECURITIES

During the nine months ended September 30, 2025, Trillium converted $105,132 and $12,675 of interest and fees, respectively, into 414,039,561 shares of common stock.

During the nine months ended September 30, 2025, Frondeur converted $40,000, $6,859 and $10,415 of principal, interest and fees, respectively, into 309,185,503 shares of common stock.

Subsequent to September 30, 2025, Frondeur Partners LLC, converted a total of $16,629 of principal, interest and fees into 166,287,300 shares of common stock.

Subsequent to September 30, 2025, Trillium LP converted $57,688 of principal, into 341,207,691 common shares.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None

ITEM 4. MINE SAFETY DISCLOSURES

None

ITEM 5. OTHER INFORMATION

None

ITEM 6. EXHIBITS

The following documents have been filed as part of this report.

			Incorporated by reference			
Exhibit Number	Exhibit Description	Filed herewith	Form	Period ending	Exhibit	Filing date
31.1	Certification of Principal Executive Officer and Principal Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act	X				
32.1	Section 1350 Certification	X				
101.INS	Inline XBRL Instance Document					
101.SCH	Inline XBRL Taxonomy Extension Schema Document					
101.CAL	Inline XBRL Taxonomy Calculation Linkbase Document					
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document					
101.LAB	Inline XBRL Taxonomy Label Linkbase Document					
101.PRE	Inline XBRL Taxonomy Presentation Linkbase Document					
104	Cover Page Interactive Data File (formatted in iXBRL, and included in exhibit 101).	X				

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused the report to be signed on its behalf by the undersigned, thereunto duly authorized.

Frequency Holdings Inc.

Name	**Title**	**Date**
/s/ Richard Jordan Richard Jordan	President and Chief Executive Officer	November 19, 2025

Exhibit 31.1

CERTIFICATION OF CHIEF EXECUTIVE OFFICER
PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Richard Jordan, Chief Executive of Frequency Holdings Inc. (the “registrant”) certify that:

1. I have reviewed this Form 10-Q of the registrant;

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

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant’s other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and we have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and

5. The registrant’s other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant’s auditors and the audit committee of the registrant’s board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize and report financial information; and

(b) Any fraud, whether material, that involves management or other employees who have a significant role in the registrant’s internal control over financial reporting.

Dated: November 19, 2025

By: */s/ Richard Jordan*
Richard Jordan
Chief Executive Officer (Principal Executive)

Exhibit 32.1

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350
ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES—OXLEY ACT OF 2002

In connection with the Report of Frequency Holdings Inc. (the “Company”) on Form 10-Q for the quarter ended September 30, 2025 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, Richard Jordan, Chief Executive Officer, certify, pursuant to 18 U.S.C. Sec. 1350, adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 that to my knowledge:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company at the dates and for the periods indicated.

Date: November 19, 2025

By: /s/ *Richard Jordan*
Richard Jordan, Chief Executive Officer
(Principal Executive)