

# Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

## **CBD LIFE SCIENCES, INC.**

10953 N. Frank Lloyd Wright Boulevard, Unit 108  
Scottsdale, Arizona 85259

480-209-1720

Contact: [cbdvaultaz@gmail.com](mailto:cbdvaultaz@gmail.com)

Website: [www.thecbdvault.com](http://www.thecbdvault.com)

SIC Code: 5999

### **Annual Report**

**For the period ending December 31, 2025 (the "Reporting Period")**

#### **Outstanding Shares**

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

5,931,998,727 shares of common stock as of December 31, 2025

3,084,805,276 shares of common stock as of December 31, 2024.

141,687,622 shares of common stock as of December 31, 2023.

#### **Shell Status**

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

Yes:  No:

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

Yes:  No:

#### **Change in Control**

Indicate by check mark whether a Change in Control<sup>1</sup> of the company has occurred over this reporting period:

Yes:  No:

<sup>1</sup> "Change in Control" shall mean any events resulting in:

(i) Any "person" (as such term is used in Sections 13(d) and 14(d) of the Exchange Act) becoming the "beneficial owner" (as defined in Rule 13d-3 of the Exchange Act), directly or indirectly, of securities of the Company representing fifty percent (50%) or more of the total voting power represented by the Company's then outstanding voting securities.

(ii) The consummation of the sale or disposition by the Company of all or substantially all the Company's assets.

(iii) A change in the composition of the Board occurring within a two (2)-year period, as a result of which fewer than a majority of the directors are directors immediately prior to such change; or

(iv) The consummation of a merger or consolidation of the Company with any other corporation, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or its parent) at least fifty percent (50%) of the total voting power represented by the voting securities of the Company or such surviving entity or its parent outstanding immediately after such merger or consolidation.

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

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

The current name of the Issuer is CBD Life Sciences, Inc. Prior names used: From September 2017 to January 1, 2019, the name was Optium Cyber Systems, Inc.; From December 19, 2013, to August 31, 2017, the name of the Issuer was: Cre8tive Works, Inc.; From March 27, 2013, to December 19, 2013, the name of the Issuer was: Rangemore Film Productions Corp.; From December 26, 2006, to March 27, 2013, the name of the Issuer was Auctions International Inc.; From July 3, 2006, to December 26, 2007, the name of the Issuer was AutoBidLive Auctions International Inc.; From inception to July 3, 2006, the name of the Issuer was: Platinum Consulting Services, Inc.

Current State and Date of Incorporation or Registration: **Incorporated in the State of Nevada on December 31, 2003.**

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

Describe any trading suspension orders issued by the SEC or FINRA concerning the issuer or its predecessors since inception: **None.**

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

**Effective April 22, 2024, a 1:300 reverse split of the Company's common stock occurred. All share numbers and all per share numbers in this Quarterly Report have been adjusted to reflect such reverse split.**

Address of the issuer's principal executive office:

**10953 N. Frank Lloyd Wright Boulevard, Unit 108, Scottsdale, Arizona 85259**

Address of the issuer's principal place of business:

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

N/A

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

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

2) **Security Information**

**Transfer Agent**

Name: Legacy Stock Transfer, Inc.

Phone: 972-/612-4120

Email: [info@legacystocktransfer.com](mailto:info@legacystocktransfer.com)

Address: 16801 Addison Road, Suite 247 Addison, Texas 75001

**Publicly Quoted or Traded Securities**

*The goal of this section is to provide a clear understanding of the share information for its publicly quoted or traded equity securities. Use the fields below to provide the information, as applicable, for all outstanding classes of securities that are publicly traded/quoted.*

Trading symbol:

**CBDL**

Exact title and class of securities outstanding:

**Common Stock**

CUSIP:

**12482V103**

Par or stated value:

**\$.0001**

Total shares authorized:

**10,000,000,000** as of date: December 31, 2025

Total shares outstanding:

**5,931,998,727** as of date: December 31, 2025

Total number of shareholders of record:

**91** as of date: December 31, 2025

**Other classes of authorized or outstanding equity securities:**

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

Exact title and class of the security:	<b>Series A Non-Convertible Preferred Stock</b>
CUSIP (if applicable):	N/A
Par or stated value:	<b>\$.001</b>
Total shares authorized:	<b>100,000,000</b> as of date: December 31,
Total shares outstanding (if applicable):	<b>66,081,530</b> as of date: December 31,
2025, Total number of shareholders of record	<b>One (1)</b> as of date: December 31, 2025

**Security Description:**

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

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

The holders of our common stock are entitled to one vote per share on all matters submitted to a vote of the shareholders, including the election of directors. Generally, all matters to be voted on by shareholders must be approved by a majority (or, in the case of election of directors, by a plurality) of the votes entitled to be cast by all shares of our common stock that are present in person or represented by proxy. Except as otherwise provided by law, amendments to our Articles of Incorporation generally must be approved by a majority of the votes entitled to be cast by all outstanding shares of our common stock. Our Article of Incorporation does not provide for cumulative voting in the election of directors. Holders of our common stock will be entitled to such cash dividends as may be declared from time to time by the Board from funds available. Holders of our common stock have no preemptive rights to purchase shares of our common stock. The issued and outstanding shares of our common stock are not subject to any redemption provisions and are not convertible into any other shares of our capital stock. Upon our liquidation, dissolution or winding up, the holders of our common stock will be entitled to receive pro rata all assets available for distribution to such holders.

We have never declared or paid any cash dividends on our common stock.

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

*Series A Non-Convertible Preferred Stock.* The Series A Non-Convertible Preferred Stock has the following voting rights: the shares of Series A Non-Convertible Preferred Stock shall vote together with the shares of our common stock and other voting securities as a single class and shall represent 80% of all votes entitled to be voted at any annual or special meetings of our shareholders. Our Chief Executive Officer, Lisa Nelson, as the owner of all of the outstanding shares of the Series A Non-Convertible Preferred Stock, will, therefore, be able to control the management and affairs of our company, as well as matters requiring the approval by our shareholders, including the election of directors, any merger, consolidation or sale of all or substantially all of our assets, and any other significant corporate transaction.

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

None.

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

There have been no material modifications to rights of holders of the company's securities that occurred over the reporting period covered by this report.

**3) Issuance History**

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

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

**A. Changes to the Number of Outstanding Shares for the Two Most Recently Completed Fiscal Years and Any Subsequent Period.**

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

Number of Shares outstanding as of January 1, 2021		Opening Balance:							
		Common: 10,440,804 Preferred: Series A: 16,081,530							
Date of Transaction	Transaction type (e.g., new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to. *You must disclose the control person(s) for any entities listed.	Reason for share issuance (e.g., for cash or debt conversion) -OR- Nature of Services Provided	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
1/6/2021	New Issue	833,333	Common	0.06	yes	Green Coast (10)	Stock Offering	Unrestricted	Reg A
1/7/2021	New Issue	466,667	Common	0.06	yes	Leonite Capital (4)	Stock Offering	Unrestricted	Reg A
1/11/2021	New Issue	1,000,000	Common	0.06	yes	Bell Ridge Capital (1)	Stock Offering	Unrestricted	Reg A
1/12/2021	New Issue	833,000	Common	0.06	yes	Leonite Capital (4)	Stock Offering	Unrestricted	Reg A
1/15/2021	New Issue	633,333	Common	0.06	yes	Leonite Capital (4)	Stock Offering	Unrestricted	Reg A
2/10/2021	New Issue	1,383,333	Common	0.06	yes	Aspen woods (12)	Stock Offering	Unrestricted	Reg A
2/10/2021	New Issue	590,000	Common	0.06	yes	First fire Capital (13)	Stock Offering	Unrestricted	Reg A
2/11/2021	New Issue	833,333	Common	0.06	yes	Green Coast (10)	Stock Offering	Unrestricted	Reg A
2/12/2021	New Issue	666,667	Common	0.06	yes	Apollo Capital (14)	Stock Offering	Unrestricted	Reg A
2/12/2021	New Issue	1,250,000	Common	0.06	yes	Capitol Capital (11)	Stock Offering	Unrestricted	Reg A
2/17/2021	New Issue	1,383,333	Common	0.06	yes	May Davis Partners (15)	Stock Offering	Unrestricted	Reg A
2/17/2021	New Issue	1,333,333	Common	0.06	yes	Aspen woods (12)	Stock Offering	Unrestricted	Reg A
2/19/2021	New Issue	1,383,333	Common	0.06	yes	May Davis Partners (15)	Stock Offering	Unrestricted	Reg A
2/22/2021	New Issue	833,333	Common	0.06	yes	Aspen woods (12)	Stock Offering	Unrestricted	Reg A
2/25/2021	New Issue	333,333	Common	0.06	yes	Darling Capital (16)	Stock Offering	Unrestricted	Reg A

2/25/2021	New Issue	416,667	Common	0.06	yes	Quick Capital (17)	Stock Offering	Unrestricted	Reg A
2/26/2021	New Issue	666,667	Common	0.06	yes	First fire Capital(13)	Stock Offering	Unrestricted	Reg A
3/3/2021	New Issue	1,283,333	Common	0.06	yes	BellRidge Capital 1)	Stock Offering	Unrestricted	Reg A
3/9/2021	New Issue	833,333	Common	0.06	yes	EFRAT Invest.(18)	Stock Offering	Unrestricted	Reg A
3/9/2021	New Issue	943,333	Common	0.06	yes	GHS Invest. (19)	Stock Offering	Unrestricted	Reg A
3/10/2021	New Issue	666,667	Common	0.06	yes	Frist fire Capital(13)	Stock Offering	Unrestricted	Reg A
3/17/2021	New Issue	2,833,333	Common	0.06	yes	May Davis Partners (15)	Stock Offering	Unrestricted	Reg A
3/19/2021	New Issue	103,333	Common	0.06	yes	GHS Invest. (19)	Stock Offering	Unrestricted	Reg A
3/24/2021	New Issue	1,333,333	Common	0.06	yes	First fire Capital (13)	Stock Offering	Unrestricted	Reg A
3/29/2021	New Issue	333,333	Common	0.06	yes	Darling Capital (16)	Stock Offering	Unrestricted	Reg A
3/21/2021	New Issue	2,500,000	Common	0.06	yes	Leonite Capital (4)	Stock Offering	Unrestricted	Reg A
4/6/2021	New Issue	903,333	Common	0.06	yes	GHS Invest.(19)	Stock Offering	Unrestricted	Reg A
4/6/2021	New Issue	2,500,000	Common	0.06	yes	AES Capital(20)	Stock Offering	Unrestricted	Reg A
4/8/2021	New Issue	833,333	Common	0.06	yes	Darling Capital (16)	Stock Offering	Unrestricted	Reg A
4/9/2021	New Issue	2,666,667	Common	0.06	yes	Leonite Capital (4)	Stock Offering	Unrestricted	Reg A
4/19/2021	New Issue	833,333	Common	0.06	yes	First fire Capital(13)	Stock Offering	Unrestricted	Reg A
4/19/2021	New Issue	333,333	Common	0.06	yes	Keith Sazer	Stock Offering	Unrestricted	Reg A
4/19/2021	New Issue	2,500,000	Common	0.06	yes	Leonite Capital (4)	Stock Offering	Unrestricted	Reg A
4/23/2021	New Issue	833,333	Common	0.06	yes	Darling Capital (16)	Stock Offering	Unrestricted	Reg A
4/29/2021	New Issue	250,000	Common	0.06	yes	Sharya Levin	Stock Offering	Unrestricted	Reg A
4/29/2021	New Issue	1,666,667	Common	0.06	yes	Green Coast (10)	Stock Offering	Unrestricted	Reg A
5/4/2021	New Issue	1,333,333	Common	0.06	yes	Leonite Capital (4)	Stock Offering	Unrestricted	Reg A
5/10/2021	New Issue	125,000	Common	0.06	yes	Darling Capital (16)	Stock Offering	Unrestricted	Reg A
5/10/2021	New Issue	166,667	Common	0.06	yes	Darling Capital (16)	Stock Offering	Unrestricted	Reg A
5/10/2021	New Issue	1,666,667	Common	0.06	yes	EFRAT Invest.(18)	Stock Offering	Unrestricted	Reg A
5/13/2021	New Issue	1,383,333	Common	0.06	yes	Bell Ridge Capital 1)	Stock Offering	Unrestricted	Reg A
5/13/2021	New Issue	833,333	Common	0.06	yes	Quick Capital (17)	Stock Offering	Unrestricted	Reg A

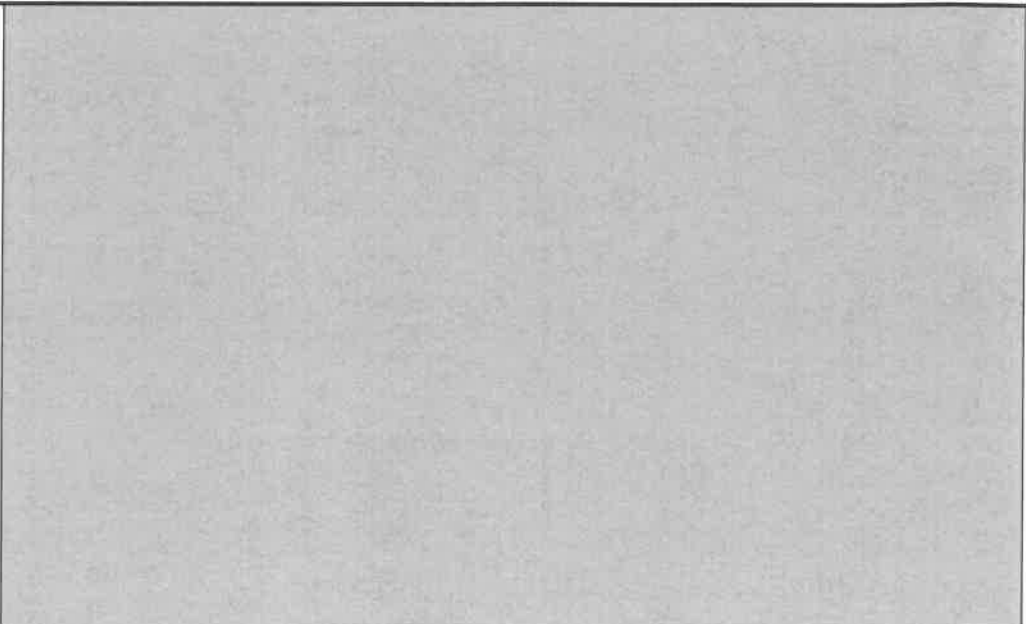
5/19/2021	New Issue	1,250,000	Common	0.06	yes	Silverback Capital(21)	Stock Offering	Unrestricted	Reg A
5/19/2021	New Issue	2,666,667	Common	0.06	yes	CTSG Enterprises	Stock Offering	Unrestricted	Reg A
5/19/2021	New Issue	860,000	Common	0.06	yes	Silverback Capital(21)	Stock Offering	Unrestricted	Reg A
5/20/2021	New Issue	833,333	Common	0.06	yes	Silverback Capital(21)	Stock Offering	Unrestricted	Reg A
5/20/2021	New Issue	166,667	Common	0.06	yes	Darling Capital (16)	Stock Offering	Unrestricted	Reg A
5/20/2021	New Issue	1,666,667	Common	0.06	yes	First fire Capital (13)	Stock Offering	Unrestricted	Reg A
5/20/2021	New Issue	833,333	Common	0.06	yes	Green Coast (10)	Stock Offering	Unrestricted	Reg A
5/24/2021	New Issue	833,333	Common	0.06	yes	Leonite Capital (4)	Stock Offering	Unrestricted	Reg A
5/27/2021	New Issue	2,221,997	Common	0.06	yes	Leonite Capital (4)	Stock Offering	Unrestricted	Reg A
5/27/2021	New Issue	1,666,667	Common	0.06	yes	EFRAT Invest.(18)	Stock Offering	Unrestricted	Reg A
5/27/2021	New Issue	833,333	Common	0.06	yes	Green Coast (10)	Stock Offering	Unrestricted	Reg A
6/1/2021	New Issue	1,666,667	Common	0.06	yes	Aspen woods(12)	Stock Offering	Unrestricted	Reg A
6/2/2021	New Issue	1,666,667	Common	0.06	yes	Major Consult(23)	Stock Offering	Unrestricted	Reg A
6/3/2021	New Issue	333,333	Common	0.06	yes	Darling Capital (16)	Stock Offering	Unrestricted	Reg A
6/8/2021	New Issue	1,666,667	Common	0.06	yes	Leonite Capital (4)	Stock Offering	Unrestricted	Reg A
6/8/2021	New Issue	1,666,667	Common	0.06	yes	EFRAT Invest.(18)	Stock Offering	Unrestricted	Reg A
6/10/2021	New Issue	536,000	Common	0.06	yes	Green Coast (10)	Stock Offering	Unrestricted	Reg A
7/21/2021	New Issue	833,333	Common	0.06	yes	Shraga Levin	Stock Offering	Unrestricted	Reg A
7/22/2021	New Issue	833,333	Common	0.06	yes	Geneva Roth(24)	Stock Offering	Unrestricted	Reg A
7/23/2021	New Issue	833,333	Common	0.06	yes	Geneva Roth(24)	Stock Offering	Unrestricted	Reg A
7/26/2021	New Issue	833,333	Common	0.06	yes	Geneva Roth(24)	Stock Offering	Unrestricted	Reg A
7/28/2021	New Issue	833,333	Common	0.06	yes	Geneva Roth(24)	Stock Offering	Unrestricted	Reg A
7/28/2021	New Issue	1,666,667	Common	0.06	yes	Darling Capital (16)	Stock Offering	Unrestricted	Reg A
7/30/2021	New Issue	833,333	Common	0.06	yes	Geneva Roth(24)	Stock Offering	Unrestricted	Reg A
8/3/2021	New Issue	1,250,000	Common	0.06	yes	Geneva Roth(24)	Stock Offering	Unrestricted	Reg A
8/4/2021	New Issue	833,333	Common	0.06	yes	Geneva Roth(24)	Stock Offering	Unrestricted	Reg A
8/4/2021	New Issue	416,667	Common	0.06	yes	Darling Capital (16)	Stock Offering	Unrestricted	Reg A

8/4/2021	New Issue	1,000,000	Common	0.06	yes	Geneva Roth(24)	Stock Offering	Unrestricted	Reg A
8/5/2021	New Issue	1,666,667	Common	0.06	yes	Geneva Roth(24)	Stock Offering	Unrestricted	Reg A
8/10/2021	New Issue	1,000,000	Common	0.06	yes	Geneva Roth(24)	Stock Offering	Unrestricted	Reg A
8/10/2021	New Issue	1,666,667	Common	0.06	yes	Darling Capital (16)	Stock Offering	Unrestricted	Reg A
8/10/2021	New Issue	3,333,333	Common	0.06	yes	Leonite Capital (4)	Stock Offering	Unrestricted	Reg A
8/10/2021	New Issue	1,666,667	Common	0.06	yes	Marbletown Advisors (25)	Stock Offering	Unrestricted	Reg A
8/16/2021	New Issue	1,666,667	Common	0.06	yes	Darling Capital (16)	Stock Offering	Unrestricted	Reg A
8/26/2021	New Issue	833,333	Common	0.06	yes	Bell Ridge Capital 1)	Stock Offering	Unrestricted	Reg A
9/14/2021	New Issue	2,083,000	Common	0.06	yes	Godrey Davis(26)	Stock Offering	Unrestricted	Reg A
9/1/2021	New Issue	1,666,667	Common	0.06	yes	Darling Capital (16)	Stock Offering	Unrestricted	Reg A
9/2/2021	New Issue	2,500,000	Common	0.06	yes	AES Capital(20)	Stock Offering	Unrestricted	Reg A
9/2/2021	New Issue	3,333,333	Common	0.06	yes	Leonite Capital (4)	Stock Offering	Unrestricted	Reg A
9/9/2021	New Issue	1,666,667	Common	0.06	yes	Darling Capital (16)	Stock Offering	Unrestricted	Reg A
9/9/2021	New Issue	1,666,667	Common	0.06	yes	Geneva Roth(24)	Stock Offering	Unrestricted	Reg A
9/17/2021	New Issue	1,666,667	Common	0.06	yes	darling Capital (16)	Stock Offering	Unrestricted	Reg A
9/22/2021	New Issue	833,333	Common	0.06	yes	Geneva Roth(24)	Stock Offering	Unrestricted	Reg A
9/23/2021	New Issue	1,000,000	Common	0.06	yes	Geneva Roth(24)	Stock Offering	Unrestricted	Reg A
9/24/2021	New Issue	1,666,667	Common	0.06	yes	darling Capital (16)	Stock Offering	Unrestricted	Reg A
9/28/2021	New Issue	833,333	Common	0.06	yes	Geneva Roth(24)	Stock Offering	Unrestricted	Reg A
9/30/2021	New Issue	833,333	Common	0.06	yes	Geneva Roth(24)	Stock Offering	Unrestricted	Reg A
10/4/2021	New Issue	833,333	Common	0.06	yes	Geneva Roth(24)	Stock Offering	Unrestricted	Reg A
10/4/2021	New Issue	1,250,000	Common	0.06	yes	AES Capital(20)	Stock Offering	Unrestricted	Reg A
10/6/2021	New Issue	1,250,000	Common	0.06	yes	EFRAAT Invest.(18)	Stock Offering	Unrestricted	Reg A
10/7/2021	New Issue	1,666,667	Common	0.06	yes	Darling Capital (16)	Stock Offering	Unrestricted	Reg A
10/13/2021	New Issue	1,666,667	Common	0.06	yes	Geneva Roth(24)	Stock Offering	Unrestricted	Reg A
10/13/2021	New Issue	833,333	Common	0.06	yes	AES Capital(20)	Stock Offering	Unrestricted	Reg A
10/13/2021	New Issue	1,666,667	Common	0.06	yes	Darling Capital (16)	Stock Offering	Unrestricted	Reg A

10/13/2021	New Issue	1,666,667	Common	0.06	yes	Darling Capital (16)	Stock Offering	Unrestricted	Reg A
11/2/2021	New Issue	833,333	Common	0.06	yes	Leonite Capital (4)	Stock Offering	Unrestricted	Reg A
11/2/2021	New Issue	833,333	Common	0.06	yes	Leonite Capital (4)	Stock Offering	Unrestricted	Reg A
12/2/2021	New Issue	833,333	Common	0.06	yes	Leonite Capital (4)	Stock Offering	Unrestricted	Reg A
1/20/2023	New Issued	6,000,000	Common	0.03	No	Brian McLain	Consulting Agreement	Restricted	Sec. 4(a)(2)
3/22/2023	New Issue	13,333,333	Common	0.03	No	Pacific Capital Markets LLC (27)	Consulting Agreement	Restricted	Sec. 4(a)(2)
9/19/2023	Cancellation	(13,333,333)	Common	n/a	n/a	Pacific Capital Markets LLC (27)	N/A	N/A	N/A
6/24/2024	New Issue	250,000,000	Common	0.004	No	Matthew McGee	Performance Bonus	Restricted	Sec. 4(a)(2)
6/24/2024	New Issue	250,000,000	Common	0.004	No	Brianna Nelson	Performance Bonus	Restricted	Sec. 4(a)(2)
7/8/2024	New Issue	30,000,000	Common	0.0007	Yes	Levin Consulting Group (28)	Stock Offering	Unrestricted	Reg A
7/8/2024	New Issue	30,000,000	Common	0.0007	Yes	Silverback Capital (21)	Stock Offering	Unrestricted	Reg A
7/8/2024	New Issue	23,000,000	Common	0.0007	Yes	Aspen Woods Capital LLC (12)	Stock Offering	Unrestricted	Reg A
7/9/2024	New Issue	36,000,000	Common	0.0007	Yes	Leonite Capital, LLC (4)	Stock Offering	Unrestricted	Reg A
7/9/2024	New Issue	40,000,000	Common	0.0007	Yes	Aspen Woods Capital LLC (12)	Stock Offering	Unrestricted	Reg A
7/9/2024	New Issue	31,985,000	Common	0.0007	Yes	GHS Investments LLC (19)	Stock Offering	Unrestricted	Reg A
7/11/2024	New Issue	14,285,715	Common	0.0007	Yes	William Tynan	Stock Offering	Unrestricted	Reg A
7/15/2024	New Issue	29,000,000	Common	0.0007	Yes	Ramos & Ramos (29)	Stock Offering	Unrestricted	Reg A
7/24/2024	New Issue	500,000	Common	0.0006	No	Brianna Nelson	Compensation	Restricted	Sec. 4(a)(2)
7/24/2024	New Issue	500,000	Common	0.0006	No	Jennifer Simmons	Compensation	Restricted	Sec. 4(a)(2)
7/25/2024	New Issue	200,000,000	Common	0.0007	No	Brianna Nelson	Compensation	Restricted	Sec. 4(a)(2)
7/25/2024	New Issue	250,000,000	Common	0.0007	No	Jennifer Simmons	Compensation	Restricted	Sec. 4(a)(2)
7/25/2024	New Issue	200,000,000	Common	0.0007	No	Matthew McGee	Compensation	Restricted	Sec. 4(a)(2)
7/25/2024	New Issue	200,000,000	Common	0.0007	No	Brian John Nisky	Compensation	Restricted	Sec. 4(a)(2)
7/25/2024	New Issue	200,000,000	Common	0.0007	No	Lisa Nelson	Performance Bonus	Restricted	Sec. 4(a)(2)
9/17/2024	New Issue	40,000,000	Common	0.00036	Yes	Levin Consulting Group (28)	Stock Offering	Unrestricted	Reg A
9/24/2024	New Issue	90,000,000	Common	0.00036	Yes	Silverback Capital (21)	Stock Offering	Unrestricted	Reg A
9/30/2024	New Issue	55,555,555	Common	0.00036	Yes	Leonite Capital, LLC (4)	Stock Offering	Unrestricted	Reg A

10/8/2024	New Issue	95,000,000	Common	0.00036	Yes	Silverback Capital (21)	Stock Offering	Unrestricted	Reg A
10/28/2024	New Issue	41,666,666	Common	0.00036	Yes	Leonite Capital, LLC (4)	Stock Offering	Unrestricted	Reg A
10/30/2024	New Issue	50,000,000	Common	0.00036	Yes	Aspen Woods Capital LLC (12)	Stock Offering	Unrestricted	Reg A
10/31/2024	New Issue	100,000,000	Common	0.00036	Yes	Silverback Capital (21)	Stock Offering	Unrestricted	Reg A
10/31/2024	New Issue	217,000,000	Common	0.00036	Yes	GW Capital Ventures LLC (3)	Stock Offering	Unrestricted	Reg A
10/31/2024	New Issue	69,444,444	Common	0.00036	Yes	Leonite Capital, LLC (4)	Stock Offering	Unrestricted	Reg A
10/31/2024	New Issue	55,555,555	Common	0.00036	Yes	Levin Consulting Group (28)	Stock Offering	Unrestricted	Reg A
11/8/2024	New Issue	90,833,400	Common	0.00036	Yes	AES Capital Colorado (31)	Stock Offering	Unrestricted	Reg A
11/29/2024	New Issue	69,444,444	Common	0.00036	Yes	AES Capital Colorado (31)	Stock Offering	Unrestricted	Reg A
11/29/2024	New Issue	41,666,667	Common	0.00036	Yes	AES Capital Colorado (31)	Stock Offering	Unrestricted	Reg A
12/6/2024	New Issue	41,666,666	Common	0.00036	Yes	Leonite Capital, LLC (4)	Stock Offering	Unrestricted	Reg A
12/9/2024	New Issue	100,000,000	Common	0.00036	Yes	Silverback Capital (21)	Stock Offering	Unrestricted	Reg A
1/3/2025	New Issue	62,500,000	Common	0.00036	Yes	AES Capital Colorado (31)	Stock Offering	Unrestricted	Reg A
2/20/2025	New Issue	166,666,666	Common	0.00036	Yes	GW Capital Ventures LLC (3)	Stock Offering	Unrestricted	Reg A
3/21/2025	New Issue	150,000,000	Common	0.00014	Yes	Silverback Capital (21)	Stock Offering	Unrestricted	Reg A
5/12/2025	New Issue	111,000,000	Common	0.00014	Yes	Leonite Capital, LLC (4)	Stock Offering	Unrestricted	Reg A
5/14/2025	New Issue	100,000,000	Common	0.00014	Yes	AES Capital Colorado (31)	Stock Offering	Unrestricted	Reg A
5/21/2025	New Issue	200,000,000	Common	0.00014	Yes	AES Capital Colorado (31)	Stock Offering	Unrestricted	Reg A
6/20/2025	New Issue	150,000,000	Common	0.00014	Yes	AES Capital Colorado (31)	Stock Offering	Unrestricted	Reg A
6/23/2025	New Issue	135,000,000	Common	0.00014	Yes	Leonite Capital, LLC (4)	Stock Offering	Unrestricted	Reg A

7/15/2025	New Issue	160,714,286	Common	0.00014	Yes	AES Capital Colorado (31)	Stock Offering	Unrestricted	Reg A
06/24/2025	New Issue	150,000,000	Common	0.00014	Yes	AES CAPITAL (31)	Stock Offering	Unrestricted	Reg A
06/26/2025	New Issue	135,000,000	Common	0.00014	Yes	Leonite Capital LLC (4)	Stock Offering	Unrestricted	Reg A
07/18/2025	New Issue	160,714,286	Common	0.00014	Yes	AES CAPITAL (31)	Stock offering	Unrestricted	Reg A
10/22/2025	New Issue	267,857,143	Common	0.00014	Yes	AES Capital (31)	Stock offering	Unrestricted	Reg A
10/23/2025	New Issue	223,214,285	Common	0.00014	Yes	GW Capital Ventures LLC (30)	Stock Offering	Unrestricted	Reg A
10/24/2025	New Issue	215,598,214	Common	0.00014	Yes	Leonite Capital, LLC (4)	Stock Offering	Unrestricted	Reg A
10/27/2025	New Issue	267,857,143	Common	0.00014	Yes	AES Capital Management (31)	Stock Offering	Unrestricted	Reg A
12/05/2025	New Issue	223,214,286	Common	0.00014	Yes	AES Capital Management (31)	Stock Offering	Unrestricted	Reg A
12/18/2025	New Issue	178,541,428	Common	0.00014	Yes	Leonite Capital LLC (4)	Stock Offering	Unrestricted	Reg A

<p>Shares Outstanding as of: D e c . 3 1 , 2 0 2 5</p>	<p><u>Ending Balances:</u> <u>Common:</u> 5,931,998,727 <u>Preferred:</u> <u>Series A:</u> 66,081,530</p>	
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**Example:** A company with a fiscal year end of December 31st, in addressing this item for its Annual Report, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2021, through December 31, 2022, pursuant to the tabular format above.

Use the space below to provide any additional details, including footnotes to the table above:

- (1) Bellridge capital LP is controlled by Robert Kilmov
- (2) Ten Associates LLC is controlled by Tom Nelson
- (3) Cicero Media Group is controlled by Mark Woloshin
- (4) Leonite Capital is controlled by Avi Geller
- (5) GPL Ventures is controlled by Cosmin Panait
- (6) LBC Biosciences is controlled by Lisa Nelson
- (7) Not used
- (8) Internet Services is controlled by Doug Thomas
- (9) Infinity Fund LLC is controlled by Anthony Saviano
- (10) Green Coast Capital is controlled by Jordan Maley
- (11) Capitol Capital Company is controlled by Mark Miller
- (12) Aspen Woods Capital is controlled by John Eberner
- (13) Firstfire Global is controlled by Eli Fireman
- (14) Apollo Capital Corp. is controlled by Yohan Naraine
- (15) May Davis Partners is controlled by Owen Yam
- (16) Darling Capital is controlled by Yehuva Marrus
- (17) Quick Capital LLC is controlled by Elion Natan
- (18) EFRAT Investments LLC is controlled by Pinny Rotter
- (19) GHS Investments LLC is controlled by Mark Grober
- (20) AES Capital is controlled by Eli Sasdieh
- (21) Silverback Capital is controlled by Gillian Gold
- (22) CTSO Enterprises LLC is controlled by Jasan Sommerville
- (23) Major Consulting LLC is controlled by Goldy Greenfield
- (24) Geneva Roth Remark is controlled by Curt Kramer
- (25) Marbletown Advisors is controlled by Jasahn Sommerville
- (26) Godfrey Davis Holdings is controlled by Godfrey Davis
- (27) Pacific Capital Markets LLC is controlled by Zach Logan.
- (28) Levin Consulting is controlled by Benjamin Levin.
- (29) Ramos & Ramos is controlled by Dominic Allesandro.
- (30) GW Capital Ventures LLC is controlled by Noah Weinstein.
- (31) AES Capital Colorado is controlled by Eli Safdieh.

**B. Convertible Debt**

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

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

Date of Note Issuance	Principal Amount at Issuance (\$)	Outstanding Balance (\$) (include accrued interest)	Maturity Date	Conversion Terms (e.g., pricing mechanism for determining conversion of instrument to shares)	# Shares Converted to Date	# of Potential Shares to be Issued Upon Conversion <sup>5</sup>	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g., Loan, Services, etc.)

Total Outstanding Balance: \$-0-

Total Shares: -0- -0-

Use the space below to provide any additional details, including footnotes to the table above:

<sup>5</sup> The total number of shares that can be issued upon full conversion of the Outstanding Balance. The number should not factor any “blockers” or limitations on the percentage of outstanding shares that can be owned by the Noteholder at a particular time. For purposes of this calculation, please use the current market pricing (e.g. most recent closing price, bid, etc.) of the security if conversion is based on a variable market rate.

#### 4) Issuer Business, Products and Services

The purpose of this section is to provide a clear description of the issuer's current operations. (Ensure that these descriptions are updated on the Company's Profile on [www.otcmarkets.com](http://www.otcmarkets.com)).

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

We recently rebranded our proprietary products to "The CBD Vault" brand name, which aligns with our Scottsdale, Arizona, retail location that does business as "The CBD Vault."

The CBD in our products is derived from industrial hemp. CBD hemp oil is extracted from the cannabis varieties that are naturally abundant in CBD and low in THC (the principal psychoactive constituent (or cannabinoid) of cannabis). Each of our providers of CBD have represented that they employ an extraction process designed to yield highly concentrated CBD oil that also contains other potentially nutritious materials, such as omega-3 fatty acids, terpenes (a class of organic compounds which when modified are used in a variety of medicines and alternative medicines such as aromatherapy), vitamins, chlorophyll and amino acids. Further, our products are parasite-free. We do not make any claims not covered by actual research. However, users rely on statements made on social media by many users of similar products. We have no association with any of the individuals posting about these types of products on social media, nor are we able to exercise any control over them and the content of their posts, statements, or other claims.

Our primary focus is on developing organic products, such as CBD hemp oil herbal drops, CBD pet treats, CBD pet drops and CBD hemp rub. Each of these products contains numerous ingredients. For example, the Pet Hemp CBD Treats is made up of Apple Cider Vinegar, Rice Bran, Cane Molasses, Rice Flour, Water, Tapioca Starch, Cheese Flavor, Lecithin, Safflower Oil, Glycerin, Passion Flower, Valerian Root, Ginger Root, Ascorbic Acid, Sorbic Acid, Calcium Propionate, CBD Hemp Oil, and Vitamin E. The Hemp CBD Pet Drops contain Rich Hemp Oil, Glucosamine, Chondroitin, MSM, Hyaluronic Acid, Aloe Vera Gel, Fructose, Natural Flavor, and Organic Glycerin.

Currently, at our retail location and on our website, we offer the following products:

<u>Products Produced In-House</u>	<u>White Label Products</u>	<u>Third-Party Products</u>
CBD Bath Products	Full-Spectrum CBD Gummies	Jeannie in a Bottle Pain Relief Spray
CBD Water & Lemonade	Delta 8 Gummies	Mitra Kratom Seltzer
CBD Pain Relief Cream	Delta 10 Gummies	Mitra Kratom+Kava Shots
CBD Salve	Delta 8 Preroll	Mitra Kava Seltzer
CBD Massage Oil	CBD Preroll	Raw Rolling Papers
Full-Spectrum & Delta 8 Drops	Delta 8 Flower	
Delta 8 Vape Cartridges	CBD Flower	
Full-Spectrum CBD Vape Cartridges	CBD Roll-On Gel	
CBD Tea	CBD Dog Treats	
CBD Body Wash	CBD Cat Treats	
CBD Shampoo & Conditioner		
CBD Dubia Chocolate		
CBD Weight Loss Gummies		
CBD Energy Gummies		
Mushroom Dubia Chocolate		
Mushroom Coffee's		
Mushroom Capsules		

As part of our business strategy, we constantly seek opportunities to add white-label products and third-party products to our product mix.

Retail Location. We currently operate "The CBD Vault," a retail location located at 10953 N. Frank Lloyd Wright Boulevard, Suite 108, Scottsdale, Arizona 85259, where we sell all of our products. In addition to operating The CBD Vault retail business, the facility also contains a small laboratory in which we conduct research and development activities, in our efforts to product new and exciting products for our customers. Finally, the facility contains a production and fulfillment area, where our products that are made by our company are produced and packaged. Also in this area, we fulfill orders received through our online store.

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

LBC Bioscience, Inc. is a wholly owned subsidiary of CBD Life Sciences, Inc. and is registered in the State of Nevada.

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

Currently, at our retail location and on our website, we offer the following products:

**Products Produced In-House**

CBD Bath Products  
CBD Water &  
Lemonade  
CBD Pain Relief Cream  
CBD Salve  
CBD Massage Oil  
Full-Spectrum & Delta 8  
Drops  
Delta 8 Vape Cartridges  
Full-Spectrum CBD Vape Cartridges  
CBD Tea  
CBD Body Wash  
CBD Shampoo & Conditioner  
CBD Dubia Chocolate  
CBD Weight Loss Gummies  
CBD Energy Gummies  
Mushroom Dubia Chocolate  
Mushroom Coffee's  
Mushroom Capsules

**White Label Products**

Full-Spectrum CBD Gummies  
Delta 8 Gummies  
Delta 10 Gummies  
Delta 8 Preroll  
CBD Preroll  
Delta 8 Flower  
CBD Flower  
CBD Roll-On Gel  
CBD Dog Treats  
CBD Cat Treats  
CBD Pet Oils

**Third-Party Products**

Jeannie in a Bottle Pain Relief Spray  
Mitra Kratom Seltzer  
Mitra Kratom+Kava Shots  
Mitra Kava Seltzer  
Raw Rolling Papers

**5) Issuer's Facilities**

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

In responding to this item, please clearly describe the assets, properties or facilities of the issuer, give the location of the principal plants and other property of the issuer and describe the condition of the properties. If the issuer does not have complete ownership or control of the property (for example, if others also own the property or if there is a mortgage on the property), describe the limitations on the ownership.

**On March 17, 2021, the Company signed a 63-month lease commencing by May 16, 2021, for a 1,360 square foot store front at 10953 N Frank Lloyd Wright Blvd Suite 108 in Scottsdale, Arizona 85259, where we currently operate "The CBD Vault" retail location. In addition to operating The CBD Vault retail business, the facility also contains a small laboratory in which we conduct research and development activities, in our efforts to produce new and exciting products for our customers. Finally, the facility contains a production and fulfillment area, where our products that are made by our company are produced and packaged. Also in this area, we fulfill orders received through our online store.**

**6) Officers, Directors, and Control Persons**

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

In addition, list all individuals or entities controlling 5% or more of any class of the issuer's securities.

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

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

Individual Name (First, Last) or Entity Name (Include names of control person(s) if a corporate entity)	Position/Company Affiliation (ex: CEO, 5% Control person)	City and State (include Country if outside U.S.)	Number of Shares Owned (List common, preferred, warrants and options separately)	Class of Shares Owned	Percentage of Class of Shares Owned (undiluted) <sup>(1)</sup>	Note
Lisa Nelson	Director, Chief Executive Officer, Chief Financial Officer and Secretary; 5% Owner	Scottsdale, Arizona	200,777,026  66,081,530	Common Stock  Series A Preferred Stock	3.38	
Matthew McGee	Chief Marketing Officer, 5% Owner	Scottsdale, Arizona	450,000,000	Common Stock	7.58%	
Brianna Nelson	Director, 5% Owner	Scottsdale, Arizona	450,657,339	Common Stock	7.58%	
(1)	Based on 5,931,998,727 shares outstanding as of December 31, 2025.					
Note A	The Series A Non-Convertible Preferred Stock has the following voting rights: the shares of Series A Non-Convertible Preferred Stock shall vote together with the shares of our common stock and other voting securities as a single class and shall represent 80% of all votes entitled to be voted at any annual or special meetings of our shareholders.					

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

## 7) Legal/Disciplinary History

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

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

**None**

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

**None**

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

**None**

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

**None**

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

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

None

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

None.

#### 8) Third Party Service Providers

Provide the name, address, telephone number and email address of each of the following outside providers. You may add additional space as needed.

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

##### Securities Counsel

Name: Nicholas F. Coscia, Esq

Address 1

Address 2:

Phone: 619 993 3361

Email: [nick@cosciaSEC.com](mailto:nick@cosciaSEC.com)

##### Accountant or Auditor

Name: James Ray

Firm: Ray and Associates

Address 1: PO Box 140781

Address 2 Dallas, TX 75214

Phone: 602 315-4995

Email: [goodkarmaray@gmail.com](mailto:goodkarmaray@gmail.com)

##### Investor Relations

Name: Thomas Nelson

Firm: Ten Associates LLC

Address 1: Scottsdale, Arizona 85259

Phone: 480-326-8577

Email: [tenassociates33@gmail.com](mailto:tenassociates33@gmail.com)

##### *All other means of Investor Communication:*

Twitter: @cbdlifescience

Discord: N/A

LinkedIn: N/A

Facebook: CBD Life Sciences

Instagram: @cbdlifesciences

##### Other Service Providers

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

Name: \_\_\_\_\_  
Firm: \_\_\_\_\_  
Nature of Services: \_\_\_\_\_  
Address 1: \_\_\_\_\_  
Address 2: \_\_\_\_\_  
Phone: \_\_\_\_\_  
Email: \_\_\_\_\_

9) **Disclosure & Financial Information**

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

Name: **Lisa Nelson**  
Title: CEO and Director  
Relationship to Issuer: CEO and Director

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

- IFRS  
 U.S. GAAP

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

Name: James Ray

D. Title: **Financial Consultant**  
Relationship to Issuer: **Outside Accountant**

Describe the qualifications of the person or persons who prepared the financial statements<sup>(6)</sup>: **Mr. Ray is a CPA with extensive experience in the preparation of financial statements.**

Provide the following qualifying financial statements:

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

**Financial Statement Requirements:**

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

[CERTIFICATION PAGE FOLLOWS ]

<sup>6</sup>The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS and by persons with sufficient financial skills.

## 10) Issuer Certification

### *Principal Executive Officer:*

The issuer shall include certifications by the chief executive officer and chief financial officer of the issuer (or any other persons with different titles but having the same responsibilities) in each Quarterly Report or Annual Report.

The certifications shall follow the format below:

I, Lisa Nelson, certify that:

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

Dated: February 16, 2026

/s/ Lisa Nelson

Chief Executive Officer

### *Principal Financial Officer:*

I, Lisa Nelson, certify that:

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

Dated: February 16, 2026

/s/ Lisa Nelson

Chief Financial Officer

**CBD LIFE SCIENCES, INC.**  
**UNAUDITED CONSOLIDATED BALANCE SHEETS**

	December 31, 2025	December 31, 2024
<b>Assets</b>		
Current Assets:		
Cash and cash equivalents	\$ 331,598	\$ 6,549
Inventory	35,075	31,804
Due from related party	215,685	204,464
Total current assets	582,358	242,817
Other Assets:		
Furniture, net	0	1,826
Equipment, net	0	19,636
Leasehold Improvements, net	0	10,082
Website, net	0	9,509
Deposits	4,875	4,875
Goodwill	100,000	100,000
Investment	100,000	-
Total Other Assets	204,875	145,928
<b>Total Assets</b>	<b>\$ 787,233</b>	<b>\$ 388,745</b>
 <b>Liabilities and Stockholders' Equity (Deficit)</b>		
Current Liabilities:		
Accounts Payable	33,393	
Due to director	-	-
Payroll tax payable	5,112	5,112
Sales taxes payable	0	9,020
Total Current Liabilities	38,505	14,132
<b>Total Liabilities</b>	\$ 38,505	\$ 14,132
 <b>Stockholders' Equity (deficit):</b>		
Preferred Stock	66,082	66,082
Common Stock	4,649,656	4,366,186
Stockholders Receivable	(18,000)	(18,000)
Paid in Capital	11,416,219	11,279,645
Accumulated deficit	(15,365,229)	(15,319,300)
Stockholders' Equity (deficit)	748,728	374,613
<b>Total Liabilities and Stockholders' Equity (deficit)</b>	<b>\$ 787,233</b>	<b>\$ 388,745</b>

*See accompanying notes to these unaudited consolidated financial statements.*

CBD LIFE SCIENCES, INC.  
CONSOLIDATED STATEMENT OF OPERATIONS  
FOR THE YEARS ENDED DECEMBER 31, 2025 AND 2024  
(UNAUDITED)

	For the three Months Ended		For the Twelve Months Ended		
	<u>2025</u>		<u>2024</u>	<u>2025</u>	<u>2024</u>
<b>Sales</b>	\$28,236		\$11,589	\$98,321	97,302
Cost of Sales	<u>-16,429</u>		<u>-6,997</u>	<u>-56,833</u>	<u>56,227</u>
Gross Profit	<u>11,897</u>		<u>4,592</u>	<u>38,998</u>	<u>41,075</u>
<b>Operating Exp.</b>					
General and Administrative	38,610		<u>346,234</u>	<u>143,190</u>	<u>802,856</u>
<b>Operating Loss</b>	-26,713		<u>-341,642</u>	<u>-104,192</u>	<u>-757,189</u>
<b>Other income (expense)</b>					
Gain on Sale	58,263		0	58,263	0
Net Profit (loss)	it (loss)	<u>31,550</u>	<u>-341,642</u>	<u>-48,929</u>	<u>-757,189</u>
Net Loss per share: Basic and Diluted	\$(-)	nil	\$(-)		nil
Weighted Average Shares Outstanding	4,109,971,94	2	641,701,164	4,109,971,94	2
				641,701,16	4

The accompanying notes are an integral part of these financial statements

**CBD LIFE SCIENCES,  
INC**  
**STATEMENT OF STOCKHOLDERS EQUITY**  
**(UNAUDITED)**

	Preferred Stock	Common Stock	Stockholder Receivable	Additional Paid-in Capital	Accumul ated (Deficit)	Stockholders' (Deficit)
	Shares	Amount (\$)	Amount (\$)	(\$)	(\$)	(\$)
<b>Balance, December 31, 2022</b>	66,081,530	66,082	4,070,624	10,819,988	14,483,536	473,158
<b>Stock Issued</b>						
<b>Net income (loss)</b>					-23,520	-23,520
<b>Balance, March 31, 2023</b>	66,081,530	66,082	4,070,624	10,819,988	14,507,056	449,638
<b>Net Income (loss)</b>					-47,066	-47,066
<b>Balance, June 30, 2023</b>	66,081,530	66,082	4,070,624	10,819,988	14,554,122	402,572
<b>Net Income (loss)</b>					-8,715	-8,715



Balance, December 31, 2024	66,082	3,097,305,276	4,366,186	(18,000)	11,279,645	15,319,300	374,613
Stock issued - Reg A			31,667			49,333	81,000
Net income (loss)		316,666,666				-37,567	-37,567
Balance, March 31, 2025	66,082	3,413,971,942	4,397,853	(18,000)	11,328,978	15,356,867	418,046
Stock issued - Reg A		696,000,000	69,601			14,259	83,860
Net income (loss)						-18,395	-18,395
Balance, June 30, 2025	66,082	4,109,971,942	4,467,454	(18,000)	11,343,237	15,375,262	483,511
Stock Issued		445,714,286	44,571		17,929		62,500
Net (loss)						-21,517	-21,517
Balance Sept-30 2025	66,082	4,555,686,228	4,512,025	(18,000)	11,361,166	15,396,779	524,494
Stock issued		1,376,312,499	137,631	-18,000	55,053		206,234
Net Profit						31,550	
Balance Dec 31, 2025	66,082	5,931,998,727	4,649,656	(18,000)	11,416,219	15,365,229	730,728

The accompanying notes are an integral part of these financial statements

**CBD LIFE SCIENCES, INC.**  
**UNAUDITED CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**FOR THE TWELVE MONTHS ENDED DEC. 31, 2025, AND 2024**

	For the twelve Months ended	
	2025	2024
Cash flows from operating activities:		
Net loss	\$ (48,929)	(119,876)
Adjustments to reconcile net loss to net cash used in operating activities:		
Sales of subsidiary	-100,000	37,038
Inventory	-3,271	(1,104)
Due to related party	-11,221	28,284
Accounts Payable	24,273	70,675
Net cash used in operating activities	-90,219	15,017
Cash flows from investing activities:		
Net cash from investing activities	47,175	
Cash flows from financing activities:		
Proceeds from notes payable		-
Proceeds from convertible notes	-	-
Proceeds from Common Stock Issuances	143,500	
Contributions to paid in capital	-	-
Advances payable - related party	-	-
Net cash provided by financing activities	143,500	-
Non-Cash Transactions		
Net Non-Cash Transactions	-	-
Net increase (decrease), cash and cash equivalents	51,527	15,017
Cash and cash equivalents, beginning of year	280,071	2,516
Cash and cash equivalents, end of period	\$ 331,598	\$ 17,533
<b>Supplemental Disclosure of Cash Flows Information:</b>		
Common Stock issued upon conversion of convertible NP (non-cash)	-	-
APIC from conversion of convertible NP (non-cash)	-	-

*See accompanying notes to these unaudited consolidated financial statements.*

**CBD LIFE SCIENCES, INC.**  
**NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS**  
**FOR THE NINE MONTHS ENDED DECEMBER 31, 2025, AND 2024**

**Note 1. Nature of Operations and Continuance of Business**

The Company was in the business of providing business consulting services until 2006 when on May 15, 2006, it signed a Share Purchase agreement to acquire an undivided 100% right, title, and interest in and to all the outstanding shares of AutoBidLive Auctions Inc. AutoBidLive Auctions Inc was a private company incorporated in the Province of Alberta, Canada whose main asset was a proprietary software to enable real time, online auctions of any product or commodity for use by the wholesale market. This included cars, boats, planes, coins, stamps, industrial products, diamonds, artwork, and livestock. As a result of the closing of the Share Purchase Agreement the Company changed its name from Platinum Consulting Services to AutoBidLive Auctions International Inc. The Company subsequently changed its name again on December 26, 2006, from AutoBidLive Auctions International Inc. to Auctions International Inc. although there was no change in business.

Between 2006 and 2012 the Company continued to develop and market its online auctions software and on November 20, 2012, it entered into an agreement with Rangemore Productions to produce a live interactive auction television series utilizing the AutoBidLive software. This led to a merger with Rangemore Productions, a company that leased film studio space to independent film productions that presented themselves. Although this was a deviation from the original business plan, the management felt that it was an exciting opportunity and decided to pursue it. On December 31, 2012, the Company entered into a Merger Agreement and on June 30, 2013, the merger closed whereby the Company issued 42,942,000 preferred shares for all the assets and liabilities of Rangemore Productions Corp.

Prior to the closing of the Merger Agreement on March 26, 2013, the Company changed its corporate name from Auctions International Inc. to Rangemore Film Productions Corp. to reflect the closing of the Merger Agreement between the Company and Rangemore Productions Corp. and the resulting change in business. On December 19, 2013, the Company again changed its corporate name to Cre8tive Works, Inc. as there was confusion with another company using the name Rangemore but did not change its business plan or operations.

From March 2013 to August 2017 Cre8tive Works was in the business of financing media productions. The term "media productions" includes but is not limited to feature films, documentaries, animation, television series, movies-of-the-week, television specials, webisodes, and soundtracks. The business was not successful and in August of 2017 the management was presented with the opportunity to acquire a technology platform developed to analyze and monitor IT networks for cyber security vulnerabilities and breaches. As a result of the new business the Company changed its name to Optium Cyber Systems, Inc. (OCSI). OCSI developed a proprietary process to analyze, identify/ and address cyber security vulnerabilities in an organization's critical IT infrastructure which is scalable to any size organization in any industry.

On January 1, 2019, the name was changed to CBD Life Sciences, Inc- through a share exchange to capitalize on the growing cannabidiol sector. LBC Bioscience, Inc. is developing and marketing a line of cannabidiol based organic products such as hemp drops, recovery pain relief products, anxiety and sleep solutions, supplements, edibles, bath products, kosher products, and a full line of pet products. In addition, LBC has developed a new and improved along with CBD biodegradable straws. All the manufactured products can be viewed and purchased on the Company website. As a result of the acquisition, the Company changed its name to CBD Life Sciences, Inc. CBD Life Sciences, Inc is a Nevada corporation and is a publicly traded company having its common shares quoted on the OTC Markets under the trading symbol "CBDL".

**Going Concern**

These financial statements have been prepared on a going concern basis, which implies that the Company will continue to realize its assets and discharge its liabilities in the normal course of business. The Company has not generated revenues sufficient to cover its expenses since inception and is unlikely to generate significant revenue or earnings in the immediate or near future. The continuation of the Company as a going concern is dependent upon the continued financial support from its shareholders, the ability of the Company to obtain necessary equity financing to continue operations, and the attainment of profitable operations.

The Company will need additional working capital to continue or to be successful in any future business activities. Therefore, the continuation of the Company as a going concern is dependent upon obtaining the additional working capital necessary to accomplish its objective. Management plans to seek debt or equity financing, or a combination of both, to raise the necessary working capital.

## **Subsidiary**

The Company is consolidating its wholly owned subsidiary in the financial statements. On February 8, 2019, the Company completed the acquisition of LBC Bioscience Inc. which was accounted for under ASC 805 and disclosed as a related party transaction.

On November 10, 2025, the Company sold one subsidiary, Mushroom Madness LLC, to FBC Holding, Inc., a Company with common management, for 1,000,000 shares of Series B Preferred Stock. The transaction was valued at \$100,000.00.

## **The Summary of Significant Accounting Principles**

### *Basis of Presentation and Principles of Consolidation*

These financial statements are prepared in conformity with accounting principles accepted in the United States and are presented in US dollars, unless otherwise noted. The Company's fiscal year end is December 31.

### *Use of Estimates*

The preparation of financial statements in conformity with US accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. The Company regularly evaluates estimates and assumptions related to the useful life and recoverability of long-lived assets, recoverability of goodwill and intangible assets, fair value of convertible debt, stock-based compensation, and deferred income tax asset valuation allowances. The Company bases its estimates and assumptions on current facts, historical experience, and various other factors that it believes to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities and the accrual of costs and expenses that are not readily apparent from other sources. The actual results experienced by the Company may differ materially and adversely from the Company's estimates. To the extent there are material differences between the estimates and the actual results, future results of operations will be affected.

### *Cash and Cash Equivalents*

The Company considers all highly liquid instruments with maturity dates of three months or less at the time of issuance to be cash equivalents.

### *Inventory*

The Company extends unsecured credit to its customers in the ordinary course of business. Accounts receivable related to product sales is recorded at the time the goods are delivered and payment is expected. Product sales are collected within 30 to 60 days after the invoice is received. The Company periodically evaluates its receivables and establishes allowances based on historical experience and other currently available information.

### *Intangibles Assets*

Intangible assets acquired are initially recognized and measured at cost and are not being amortized. Impairment tests are conducted annually or more frequently if events or changes in circumstances indicate that the asset may be impaired. The impairment test compares the carrying amount of the intangible asset with its fair value, and an impairment loss is recognized in income for the excess, if any. The amortization methods and estimated useful lives of intangible assets are reviewed annually.

### *Earnings Per Share*

The Company computes net loss per share in accordance with ASC 260, Earnings per Share, which requires presentation of both basic and diluted earnings per share (EPS) on the face of the statements of operations. Basic EPS is computed by dividing net loss available to common shareholders (numerator) by the weighted average number of shares outstanding (denominator) during the period. Diluted EPS gives effect to all diluted potential common shares outstanding during the period using the treasury stock method and convertible preferred stock using the if-converted method. In computing diluted EPS, the average stock price for the period is used in determining the number of shares assumed to be purchased from the exercise of stock options or warrants. Diluted EPS excludes all dilutive potential shares if their effect is antidilutive.

### *Stock-based Compensation*

The Company records stock-based compensation in accordance with ASC 718, Compensation - Stock Based Compensation and ASC 505-50 - Equity-Based Payments to Non-Employees. All transactions in which goods or services are the consideration received for the

issuance of equity instruments are accounted for based on the fair value of the consideration received or the fair value of the equity instrument issued, whichever is more reliably measurable.

### Income Taxes

The Company accounts for income taxes using the asset and liability method in accordance with ASC 740, Accounting for Income Taxes. The asset and liability method provides that deferred tax assets and liabilities are recognized for the expected future tax consequences of temporary differences between the financial reporting and tax bases of assets and liabilities, and for operating loss and credit carryforwards. Deferred tax assets and liabilities are measured using the currently enacted tax rates and laws that will be in effect when the differences are expected to reverse. The Company records a valuation allowance to reduce deferred tax assets to the amount that is believed more likely than not to be realized.

The Company files federal income tax returns in the United States. The Company may be subject to a reassessment of federal taxes by tax authorities for a period of three years from the date of the original notice of assessment in respect of any tax year. In certain circumstances, the federal statute of limitations can reach beyond the standard three-year period. The statute of limitations in the United States for income tax assessment varies from state to state. Tax authorities have not audited any of the Company's income tax returns. The Company recognizes interest and penalties related to uncertain tax positions in tax expense. During the six months ended June 30, 2025, and 2024, there were no charges for interest or penalties.

### Financial Instruments and Fair Value Measures

ASC 820, Fair Value Measurements, requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. ASC 820 establishes a fair value hierarchy based on the level of independent, objective evidence surrounding the inputs used to measure fair value. A financial instrument's categorization within the fair value hierarchy is based upon the lowest level of input that is significant to the fair value measurement. ASC 820 prioritizes the inputs into three levels that may be used to measure fair value:

- Level 1: Level 1 applies to assets or liabilities for which there are quoted prices in active markets for identical assets or liabilities.
- Level 2: Level 2 applies to assets or liabilities for which there are inputs other than quoted prices that are observable for the asset or liability such as quoted prices for similar assets or liabilities in active markets; quoted prices for identical assets or liabilities in markets with insufficient volume or infrequent transactions (less active markets); or model-derived valuations in which significant inputs are observable or can be derived principally from, or corroborated by, observable market data.

## **Note 2. Equity**

### **Common Stock**

Effective April 22, 2024, a 1:300 reverse split of the Company's common stock occurred. All share numbers and all per share numbers in the accompanying financial statements have been adjusted to reflect such reverse split.

In June 2024, the Company issued a total of 500,000,000 shares of common stock as compensation to officers.

During the six months ended June 30, 2025, the Company issued a total of 864,166,666 shares of common stock for a total of \$120,983 in cash, pursuant to its Regulation A offering (SEC File No. 024- 12430).

### **Preferred Stock**

On March 11, 2020, the Company increased the authorized Preferred Stock to 100,000,000.

On March 17, 2020, the Company increased the authorized Series A Non-Convertible Preferred Stock ("Series A Stock") to 100,000,000 shares. The total of all outstanding Series A Stock shares represents eighty percent (80%) of all votes entitled to be voted at any annual or special meetings of shareholders of the Corporation or action by written consent of shareholders. Each outstanding share of the Series A Stock represents a proportionate share of the 80% allocated to the outstanding shares of Series A Non-Convertible Preferred Stock had an authorized preferred share capital set at 100,000,000 carrying a par value of \$0.001 with 66,081,530 issued and outstanding.

**Note 3. Subsequent Events**

**No events to report**

**\*\*\* End of Report \*\*\***