

# Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

## AQUAGOLD INTERNATIONAL, INC.

3909 S Maryland Parkway, Suite 314,

Las Vegas, NV 89119

604-928-4252

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

E-mail: [info@aquagoldint.com](mailto:info@aquagoldint.com)

SIC Code: 1040

## Annual Report

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

### Outstanding Shares

The number of shares outstanding of our Common Stock was:

56,684,380 as of December 31, 2025 (Current Reporting Period Date or More Recent Date)

56,684,380 as of December 31, 2024 (Most Recent Completed Fiscal Year End)

### 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>5</sup> of the company has occurred during this reporting period:

Yes:  No:

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<sup>5</sup> "Change in Control" shall mean any events resulting in:

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

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

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

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

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

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

The current name of the issuer is Aquagold International, Inc. The Company was initially formed as an Indiana corporation on January 6, 1997 with the name Saveall Healthcare Services, Inc. It then became known as Clinical Aesthetics Centre, Inc. in March 1997. On August 17, 2000 the Company merged with OmniNet Media.com, Inc., a Nevada corporation (previously known as TriCom Technology Group, Inc. from its incorporation date on July 14, 1998 until February 22, 2000 when changed its name to OmniNet Media.com, Inc.) The surviving entity of the merger, OmniNet Media.com, Inc., changed its name to OmniNet Media Corporation on June 1, 2001. In March 2008, the Company changed its name to Aquagold International, Inc. following a merger with Aquagold USA, Inc.

The address of the Company was 1100 Boul Rene-Levesque, oust, 25 estage, Montreal, QC, Canada H3B 5C9 until the appointment of the Custodian on November 10, 2016 when the address became that of the Custodian and, ultimately, its current address, 3909 S Maryland Parkway, Suite 314, Las Vegas, NV 89119

Current State and Date of Incorporation or Registration:

The Company is a Nevada corporation incorporated on July 14, 1998. In the past five years, it has always operated as Aquagold International, Inc.

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

Active

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

See No. 1 Above

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

None

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

None

Address of the issuer's principal executive office:

2916 Graveley Street, Vancouver, BC V5K 3K3 Canada

Address of the issuer's principal place of business:

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

3909 S Maryland Parkway, Suite 314, Las Vegas, NV 89119

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:

On November 10, 2016, the District Court of Clark County, Nevada – Case No. A-16-744096-C entered an Order Granting Application for Appointment of Barton Hollow, LLC as Custodian of Aquagold International, Inc. Barton Hollow, LLC (the “Custodian”) is an entity controlled by Adam S. Tracy, its Managing Member. On December 7, 2017, the Custodian, Barton Hollow LLC, and Pony Mountain Gold Corp. (“Pony Mountain”) entered into a Securities Purchase Agreement for the sale and issuance of 50,000,000 shares of Company common stock by the Custodian to Pony for payment of \$30,000. On January 5, 2018, the Custodian appointed Carmine Freda as President, Secretary, Treasurer and sole director of the Company. The shares due Pony Mountain could not be issued due to the fact that there were not enough authorized shares available. All 50,000,000 shares due Pony Mountain under the Securities Purchase Agreement were issued on November 23, 2020, following an amendment to articles of incorporation to increase the number of authorized shares to 500,000,000 which was filed with the Nevada Secretary of State on October 26, 2020. Pursuant to the Custodianship proceedings, the Custodian also approved cancellation of 16,000,000 shares of Class A Preferred Stock in 2016. The Custodianship was closed by the Court on July 17, 2020

## 2) Security Information

### Transfer Agent

Name: Pacific Stock Transfer, Inc.  
Phone: 702-361-3033  
Email: [info@pacificstocktransfer.com](mailto:info@pacificstocktransfer.com)  
Address: 6725 Via Austi Parkway, Suite 300  
Las Vegas, NV 89119

### 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:	<u>AQUI</u>
Exact title and class of securities outstanding:	<u>common stock</u>
CUSIP:	<u>03841Q307</u>
Par or stated value:	<u>\$0.0001</u>
Total shares authorized:	<u>500,000,000 as of date: 12/31/2025</u>
Total shares outstanding:	<u>56,684,380 as of date: 12/31/2025</u>
Total number of shareholders of record:	<u>821 as of date: 12/31/2025</u>

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

N/A

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

*The goal of this section is to provide a clear understanding of the share information for its other classes of authorized or outstanding equity securities (e.g., preferred shares that do not have a trading symbol). Use the fields below to provide the information, as applicable, for all other authorized or outstanding equity securities.*

Exact title and class of the security:	<u>N/A</u>
Par or stated value:	<u>          </u>
Total shares authorized:	<u>          </u> as of date: <u>          </u>
Total shares outstanding:	<u>          </u> as of date: <u>          </u>
Total number of shareholders of record:	<u>          </u> as of date: <u>          </u>

Please provide the above-referenced information for all other classes of authorized or outstanding equity securities.

N/A

**Security Description:**

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

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

Dividends payable at the discretion of the Board of Directors. Vote at 1 vote for 1 share held. No preemption rights.

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

N/A

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

N/A

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.

N/A

**3) Issuance History**

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

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

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

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

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

Shares Outstanding as of Second Most Recent Fiscal Year End: <u>Opening Balance:</u> Date <u>12/31/2023</u> Common: <u>56,684,380</u> Preferred: <u>-0-</u>			*Right-click the rows below and select "Insert" to add rows as needed.						
Date of Transaction	Transaction type (e.g., new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to.  ***You must disclose the control person(s) for any entities listed.	Reason for share issuance (e.g. for cash or debt conversion) - OR- Nature of Services Provided	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
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Shares Outstanding on Date of This Report: <u>Ending Balance:</u> Date <u>12/31/2025</u> Common: <u>56,684,380</u> Preferred: <u>-0-</u>									

**Example:** A company with a fiscal year end of December 31<sup>st</sup> 2024, in addressing this item for its Annual Report, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2023 through December 31, 2024 pursuant to the tabular format above.

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

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## 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>6</sup>	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g., Loan, Services, etc.)

Total Outstanding Balance:

Total Shares:

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

\_\_\_\_\_

<sup>6</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's Business, Products and Services

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

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

AQUAGOLD INTERNATIONAL, INC. has a plan to acquire as advanced Gold and Silver mining property in the state of Montana, USA. A team of professional Geologists and Mining Engineers have provided a development schedule to go into immediate production. The property is fully permitted and extensive pre-engineering has been completed.

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

Not applicable.

C. Describe the issuers' principal products or services.

Gold and silver mining.

#### 5) Issuer's Facilities

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

In responding to this item, please clearly describe the assets, properties or facilities of the issuer. Describe the location of office space, data centers, principal plants, and other property of the issuer and describe the condition of the properties. Specify if the assets, properties, or facilities are owned or leased and the terms of their leases. If the issuer does not have complete ownership or control of the property, describe the limitations on the ownership.

The executive offices of the Company are located at 2916 Graveley Street, Vancouver, BC V5K 3K3 and are provided by a Company owned and controlled by Allan MacKenzie at no cost to the Company.

#### 6) All Officers, Directors, and 5% Beneficial Owners of the Company

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

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

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

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

<b>Individual Name</b> (First, Last) or <b>Entity Name</b> (Include names of control person(s) if a corporate entity)	<b>Position/Company</b> <b>Affiliation</b> (ex: CEO, ≥ 5% beneficial owner)	<b>City and State</b> (Include Country if outside U.S.)	<b>Number of</b> <b>Shares</b> <b>Owned</b> (List common, preferred, warrants and options separately)	<b>Class of</b> <b>Shares</b> <b>Owned</b>	<b>Percentage of</b> <b>Class of</b> <b>Shares</b> <b>Owned</b> (undiluted)
<u>Allan MacKenzie</u>	<u>President, Secretary, Treasurer and Director</u>	<u>Vancouver, BC Canada</u>	<u>5,000,000</u>	<u>Common</u>	<u>8.82</u>
<u>Seeforth Investments Inc. (Allan MacKenzie) (1)</u>	<u>5% Shareholder</u>	<u>Vancouver, BC, Canada</u>	<u>50,000,000</u>	<u>Common</u>	<u>88.21</u>

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.

(1) Mr. MacKenzie also individually owns 5,000,000 shares of Aquagold common stock. If aggregated with the shares held in the name of Seeforth Investments Inc, the total number of shares equals 55,000,000 or 97.03% of the total issued and outstanding shares of common stock.

## 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; or

None

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

None

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

None

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

N/A

### 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: N/A  
Firm: \_\_\_\_\_  
Address 1: \_\_\_\_\_  
Address 2: \_\_\_\_\_  
Phone: \_\_\_\_\_  
Email: \_\_\_\_\_

#### Accountant or Auditor

Name: N/A  
Firm: \_\_\_\_\_  
Address 1: \_\_\_\_\_  
Address 2: \_\_\_\_\_  
Phone: \_\_\_\_\_  
Email: \_\_\_\_\_

#### Investor Relations

Name: N/A  
Firm: \_\_\_\_\_  
Address 1: \_\_\_\_\_  
Address 2: \_\_\_\_\_  
Phone: \_\_\_\_\_  
Email: \_\_\_\_\_

*All other means of Investor Communication:*

X (Twitter): N/A  
Discord: N/A  
LinkedIn N/A  
Facebook: N/A  
[Other ] N/A

Other Service Providers

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

Name: \_\_\_\_\_  
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: Allan MacKenzie  
Title: President  
Relationship to Issuer: Company President

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

- IFRS  
 U.S. GAAP

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

Name: Roy Cordova  
Title: Accountant  
Relationship to Issuer: Company Accountant

Describe the qualifications of the person or persons who prepared the financial statements: Mr. Cordova graduated in 1976 from MLQ University in Manila, Philippines with a Bachelor of Finance degree. Since then, he has also completed CGA courses in Vancouver, Canada. His accountancy experience spans 50 years including 11 years as an Accounting Supervisor for a Mining, Research and Development group of companies including a publicly traded company trading on the Alberta Stock Exchange. More recently, he was a Senior Accountant for 15 years with a multi-million dollar USA international public company listed on NASDAQ.

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.

**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, Allan MacKenzie certify that:

1. I have reviewed this Disclosure Statement for Aquagold International, 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.

02/20/2026 [Date]

/s/ Allan MacKenzie [CEO's Signature]

(Digital Signatures should appear as “/s/ [OFFICER NAME]”)

*Principal Financial Officer:*

I, Allan MacKenzie certify that:

1. I have reviewed this Disclosure Statement for Aquagold International, 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.

02/20/2026 [Date]

/s/ Allan MacKenzie [CFO's Signature]

(Digital Signatures should appear as “/s/ [OFFICER NAME]”)

**AQUAGOLD INTERNATIONAL, INC.**  
**FINANCIAL STATEMENTS AND NOTES**  
**DECEMBER 31, 2025**  
**(Unaudited)**

**AQUAGOLD INTERNATIONAL, INC.**  
**BALANCE SHEET**  
(Unaudited)

	<b>As at December 31, 2025</b>	<b>As at December 31, 2024</b>
<b>ASSETS</b>		
<b>Current Assets:</b>		
Cash	\$ -	\$ -
Note Receivable	2,000	-
Total Current Assets	2,000	-
Due from Affiliate	-	-
<b>TOTAL ASSETS</b>	<b>\$ 2,000</b>	<b>\$ -</b>
 <b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
<b>Current Liabilities:</b>		
Accounts Payable	\$ 53,423	\$ 19,808
Notes Payable - Related Party Convertible	-	-
Total Liabilities	53,423	19,808
 <b>STOCKHOLDERS' EQUITY</b>		
Common Stock to be issued	-	-
Preferred stock, par value \$0.0001 authorized 600,000,000 Issued and outstanding 0		
Common Stock, par value \$0.0001 authorized 500,000,000 Issued 56,684,380 shares respectively	5,669	5,669
Additional Paid in Capital	4,170,903	4,170,903
Accumulated Deficit	(4,227,995)	(4,196,380)
Total Stockholders' Equity (Deficit)	(51,423)	(19,808)
<b>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY</b>	<b>\$ 2,000</b>	<b>\$ -</b>

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

**AQUAGOLD INTERNATIONAL, INC.**  
**STATEMENT OF OPERATIONS**  
(Unaudited)

	<b>For the Twelve Months ended December 31, 2025</b>	<b>For the Twelve Months ended December 31, 2024</b>
	<u>                    </u>	<u>                    </u>
Revenues	\$ 2,000	\$ -
Cost of Services	<u>-</u>	<u>-</u>
Gross Margin	<u>2,000</u>	<u>-</u>
Expenses:		
General and administrative	33,615	10,999
Travel, meals, and entertainment	<u>-</u>	<u>-</u>
Operating Expense	<u>33,615</u>	<u>10,999</u>
Operating Income (Loss)	<u>(31,615)</u>	<u>(10,999)</u>
Net Income (Loss) Before Other	(31,615)	(10,999)
Other income	<u>-</u>	<u>-</u>
<b>Net Income (Loss)</b>	<b><u>\$ (31,615)</u></b>	<b><u>\$ (10,999)</u></b>
Net Income (Loss) per share - basic and diluted	(\$0.00)	(\$0.00)
Weighted Average Common Shares Outstanding - Basic and Diluted	<u>56,384,380</u>	<u>56,384,380</u>

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

**AQUAGOLD INTERNATIONAL, INC.**  
**STATEMENT OF CASH FLOWS**  
(Unaudited)

	<b>For the Twelve Months ended December 31, 2025</b>	<b>For the Twelve Months ended December 31, 2024</b>
	<u>                    </u>	<u>                    </u>
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>		
Net Income (Loss) for the Period	\$ (31,615)	\$ (10,999)
Adjustments to reconcile net loss to net cash provided by operating activities:		
Stock for Services		
Changes in Operating Assets and Liabilities:		
Decrease in Accounts Receivable	(2,000)	
Increase in Accounts Payable	33,615	10,999
Decrease (Increase) Due from Affiliate	-	-
Net Cash Provided (Used) in Operating Activities	<u>                    -</u>	<u>                    -</u>
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>		
Note Payable Satisfied	-	-
Common Stock to be issued	-	-
Net Cash Provided by Financing Activities	<u>                    -</u>	<u>                    -</u>
<b>Net (Decrease) Increase in Cash</b>	-	-
<b>Cash at Beginning of Period</b>	-	-
<b>Cash at End of Period</b>	<u><u>                    \$ -</u></u>	<u><u>                    \$ -</u></u>
<b><u>SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:</u></b>		
Cash paid during the year for:		
Interest	\$ -	\$ -
Income Taxes	\$ -	\$ -
<b><u>SUPPLEMENTAL DISCLOSURE OF NON-CASH INVESTING AND FINANCING ACTIVITIES:</u></b>		
Note payable issued for fixed asset	\$ -	\$ -

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

AQUAGOLD INTERNATIONAL, INC.  
STATEMENT OF STOCKHOLDERS' EQUITY (DEFICIT)

	Common Stock					Total
	Shares	Amount	Additional Paid in Capital	Retained Earnings (Deficit)	Common Stock to be Issued	
Balance December 31, 2024	56,684,380	5,669	4,170,903	(4,196,380)	-	(19,808)
Note discount bifurcation						-
Net profit (loss) for the period	-	-	-	(31,615)		(31,615)
<b>Balance December 31, 2025</b>	<b>56,684,380</b>	<b>5,669</b>	<b>4,170,903</b>	<b>(4,227,995)</b>	<b>-</b>	<b>(51,423)</b>

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

**AQUAGOLD INTERNATIONAL, INC.**  
**NOTES TO FINANCIAL STATEMENTS**  
**December 31, 2025**

**NOTE 1 - ORGANIZATION AND DESCRIPTION OF BUSINESS**

The company is the result of a merger organized in 2008 and is incorporated in Nevada and originated in 1997 as Saveall Healthcare Services. From 2008 to 2014 the Company provided premium Canadian spring water, specifically to China. Since 2014 the Company has largely been inactive until the end of 2020 when the controlling interest was purchased in a custodial transaction. The company's SIPC Code is 5149.

**NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

*Basis of presentation*

The Company's financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP")

*Use of estimates*

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Accordingly, actual results could differ from those estimates. Such estimates include management's assessments of the carrying value of certain assets, useful lives of assets, and related depreciation and amortization methods applied.

Actual results could differ from those estimates.

*Cash equivalents*

The Company considers all highly liquid investments with an original maturity of three months or less when purchased to be cash equivalents. At December 31, 2025 and December 31, 2024, the Company had zero cash equivalents, respectively.

*Fair value of financial instruments*

The Company follows paragraph 825-10-50-10 of the FASB Accounting Standards Codification for disclosures about fair value of its financial instruments. Paragraph 820-10-35-37 established a framework for measuring fair value in accounting principles generally accepted in the United State of America (US GAAP) and expands disclosures about fair value instruments. To increase consistency and comparability in fair value measurements and related disclosures, Paragraph 820-10-35-37 establishes fair value hierarchy which prioritizes the inputs to valuation techniques used to measure fair values into three broad levels. The fair value hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities and the lowest priority to unobservable inputs. adopted the provisions of FASB Accounting Standards Codification ("ASC") 820 (the "Fair Value Topic") which defines fair value, establishes a framework for measuring fair value under U.S. GAAP, and expands disclosures about fair value measurements.

The Fair Value Topic defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. It requires that valuation techniques maximize the use of observable inputs and minimize the use of unobservable inputs. It also establishes a fair value hierarchy, which prioritizes the valuation inputs into three broad levels.

Level 1: Quoted market prices available in active markets for identical assets or liabilities as of the reporting date. An active market for an asset or liability is a market in which transactions for the asset or liability occur with significant frequency and volume to provide pricing information on an ongoing basis.

Level 2: Observable inputs other than Level 1 inputs. Example of Level 2 inputs include quoted prices in active markets for similar assets or liabilities and quoted prices for identical assets or liabilities in markets that are not active.

Level 3: Unobservable inputs based on the Company's assessment of the assumptions that are market participants would use in pricing the asset or liability.

The carrying amount of the Company's financial assets and liabilities, such as cash, prepaid expenses, accounts payable, accrued expenses, and deferred revenue approximate their fair value because of the short maturity of those instruments.

#### Income taxes

The Company follows Section 740-10-30 of the FASB ASC, which requires recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the financial statements or tax returns. Under this method, deferred tax assets and liabilities are based on the differences between the financial statement and tax bases of assets and liabilities using enacted tax rates in effect for the fiscal year in which the temporary differences are expected to be recovered or settled. Deferred tax assets are reduced by a valuation allowance to the extent management concludes it is more likely than not that the assets will not be realized. 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.

The Company adopted section 740-10-25 of the FASB ASC ("Section 740-10-25") with regards to uncertainty in income taxes. Section 740-10-25 addresses the determination of whether tax benefits claimed or expected to be claimed on a tax return should be recorded in the financial statements. Under Section 740-10-25, the Company may recognize the tax benefit from an uncertain tax position only if it is more likely than not that the tax position will be sustained on examination by the taxing authorities, based on the technical merits of the position. The tax benefits recognized in the financial statements from such a position should be measured based on the largest benefit that has a greater than fifty percent (50%) likelihood of being realized upon ultimate settlement. Section 740-10-25 also provides guidance on de-recognition, classification, interest and penalties on income taxes, accounting in interim periods and requires increased disclosures. The Company had no material adjustments to its assets and/or liabilities for unrecognized income tax benefits according to the provisions of Section 740-10-25.

#### Stock-based compensation

The Company accounts for equity based transactions with nonemployees under the provisions of ASC Topic No 505-50 which established that equity based payment transactions with non employees shall be measured at the fair value of the consideration received or the fair value of the equity instruments issued, whichever is a more reliably measurable. The fair value of common stock issued for payments to non employees is measured at the market price on the date of the grant. The fair value of equity instruments, other than common stock, is estimated using the Black Scholes options valuation model. In general we recognize the fair value of the equity instruments issued as deferred stock compensation and amortize the cost over the term of the contract.

The Company accounts for employee stock based compensation in accordance with ASC topic 718, which requires all share based payments to be recognized in the financial statements based on their fair value. The fair value of the equity instrument is charged directly to compensation expense and credited to additional paid in capital over the period during which services are rendered

#### Net income (loss) per share

The Company computes basic and diluted earnings per share amounts pursuant to section 260-10-45 of the FASB ASC. Basic earnings per share is computed by dividing net income (loss) available to common shareholders, by the weighted average number of shares of common stock outstanding during the period, excluding the effects of any potentially dilutive securities. Diluted earnings per share is computed by dividing net income (loss) available to common shareholders by the diluted weighted average number of shares of common stock during the period. The diluted weighted average number of common shares outstanding is the basic weighted number of shares adjusted as of the first day of the year for any potentially diluted debt or equity.

There were no potentially dilutive shares outstanding as of December 31, 2025 and December 31, 2024, respectively.

#### Subsequent events

The Company follows the guidance in Section 855-10-50 of the FASB ASC for the disclosure of subsequent events. The Company will evaluate subsequent events through the date when the financial statements were issued.

#### Recently issued accounting pronouncements

On June 20, 2018, the FASB issued accounting standards update-Compensation-Stock compensation Improvements to Non Employee Share based payments. Under the new standard, companies will no longer be required to value non employee awards differently from employee awards. Meaning that companies will value all equity classified awards at their grant date under ASC718 and forgo revaluing the award after this date. The guidance is effective for interim and annual periods beginning after December 31, 2018.

The Company has implemented all new accounting pronouncements that are in effect. These pronouncements did not have any material impact on the financial statements unless otherwise disclosed, and the Company does not believe that there are any other new accounting pronouncements that have been issued that might have a material impact on its financial position or results of operations.

### **NOTE 3-GOING CONCERN**

The Company's consolidated financial statements have been prepared on a going concern basis, which contemplates the realization of assets and satisfaction of liabilities in the normal course of business. The financial statements do not include any adjustment relating to recoverability and classification of recorded amounts of assets and liabilities that might be necessary should the Company be unable to continue as a going concern.

The Company has a minimum cash balance available for payment of ongoing operating expenses. Its continued existence is dependent upon its ability to continue to execute its operating plan and to obtain additional debt or equity financing. There can be no assurance the necessary debt or equity financing will be available or will be available on terms acceptable to the Company.

### **NOTE 4-STOCK ISSUANCE**

In December 2020 50,187,400 shares were issued, 50,000,000 as founder shares valued at par and 187,400 shares for cash of \$36,850. In 2021 the Company issued 300,000 shares of stock for \$30,000, and 5,000,000 shares were issued for reduction of convertible debt.