

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

PHARMAGREEN BIOTECH, INC.

One World Trade Center, Suite 8500
New York, New York 10007

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Quarterly Report

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

Outstanding Shares

The number of shares outstanding of our Common Stock was:

691,345,739 shares of common stock as of December 31, 2025, and 691,345,739 shares of common stock as of February 23, 2026.

663,645,736 shares of common stock as of September 30, 2025.

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 Control¹ of the company has occurred over this reporting period:

Yes: No:

¹ “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 any names used by predecessor entities, along with the dates of the name changes.

Current Name: Pharmagreen Biotech Inc., May 8, 2018 to Present.

Former Names: Air Transport Group Holdings Inc., October 30, 2008, to May 8, 2018.

Azure International Inc., incorporated November 26, 2007.

Current State and Date of Incorporation or Registration:

Incorporated in the State of Nevada on November 26, 2007.

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:

Spin-Out Transaction. In conjunction with the change in control, the Company and Mr. Wojcik entered into a Divestiture Agreement, pursuant to which Mr. Wojcik was assigned ownership of the Company's then-sole operating subsidiary, WFS Pharmagreen Inc., a British Columbia, Canada, corporation.

Acquisition. Effective December 30, 2025, the Company acquired 100% ownership of NeoRich BioPharma Tech Co., Limited, a British Virgin Islands corporation (NeoRich) by the issuance of a total of 27,700,000 shares of Company common stock, which shares are, by agreement, protected from the effects of the Company's next reverse split of its common stock.

Address of the issuer's principal executive office:

One World Trade Center, Suite 8500, New York, New York 10007

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: TranShare Corporation

Phone: 303-662-1117

Email: info@transhare.com

Address: 17755 US Highway 19 N, Suite 140, Clearwater, Florida 33764

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: | PHBI |
| Exact title and class of securities outstanding: | Common Stock |
| CUSIP: | 71716C109 |
| Par or stated value: | \$.001 |
| Total shares authorized: | 2,000,000,000 as of date: February 23, 2026 |
| Total shares outstanding: | 691,345,739 as of date: February 23, 2026 |
| Total number of shareholders of record: | 218 as of date: February 23, 2026 |

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: | Series A Super Voting Preferred Stock |
| CUSIP (if applicable): | N/A |
| Par or stated value: | \$.001 |
| Total shares authorized: | 10,000 as of date: February 23, 2026 |
| Total shares outstanding (if applicable): | 10,000 as of date: February 23, 2026 |
| Total number of shareholders of record | 1 as of date: February 23, 2026 |

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 Articles of Incorporation do 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 Super Voting Preferred Stock.

Number Designated. The number of shares designated as Series A Super Voting Preferred Stock shall be 10,000.

Dividends. Initially, there will be no dividends due or payable on a Series A Super Voting Preferred Stock. Any future terms with respect to dividends shall be determined by the Board consistent with the Company's Articles of Incorporation. Any and all future terms concerning dividends shall be reflected in an amendment to the designation, which the Board shall promptly file or cause to be filed.

Liquidation and Redemption Rights. Upon the occurrence of a Liquidation Event, the holders of Series A Super Voting Preferred Stock are entitled to receive net assets on a pro-rata basis. Each holder of Series A Super Voting Preferred Stock is entitled to receive ratably any dividends declared by the Board, if any, out funds legally available for the payment of dividends.

Rank. All shares of the Series A Super Voting Preferred shall rank (i) senior to the Company's Common Stock and any other class or series of capital stock of the Company hereafter created, (ii) pari passu with any class or series of capital stock of the Company hereafter created and specifically ranking by its terms, on par with the Series A Super Voting Preferred Stock and (iii) junior to any class or series of capital stock of the Company hereafter created specifically ranking, by its terms, senior to the Series A Preferred Stock, in each case as to distribution of assets upon liquidation, dissolution or winding up of the Company whether voluntary or involuntary.

Voting Rights. If at least one share of Series A Super Voting Preferred stock is issued and outstanding then the total aggregate issued shares of Series A Super Voting Preferred Stock at any given time, regardless of their number, shall have voting rights equal to twenty (20) times the sum of (i) the total number of shares of Common Stock which are issued and outstanding at the time of voting plus (ii) the total number of shares of all series of preferred shares which are issued and outstanding at the time of voting.

With respect to all matters upon which stockholders are entitled to vote or to which stockholders are entitled to give consent, the holders of the outstanding shares of Series A Super Voting Preferred stock shall vote together with the holders of Common Stock without regard to class, except as those matters on which separate class voting is required by applicable law or the Articles of Incorporation or Bylaws.

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)

| Shares Outstanding Opening Balance | | | *Right-click the rows below and select "Insert" to add rows as needed. | | | | | | |
|---|--|--|--|---|--|--|---|---|---------------------------------|
| Date: 09/30/2023 Common: 573,460,969 Series A Preferred: 10,000 | | | | | | | | | |
| Date of Transaction | Transaction type (e.g., new issuance, cancellation, shares returned to treasury) | Number of Shares Issued (or cancelled) | Class of Securities | Value of shares issued (\$/per share) at Issuance | Were the shares issued at a discount 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. |
| 10/05/2023 | Issuance | 28,600,000 | Common | \$0.000268 | Yes | JanBella Group, LLC (William Alessi) | Note Payable Conversion | Free-trading | Rule 144 |
| 10/19/2023 | Issuance | 30,042,800 | Common | \$0.000173 | Yes | JanBella Group, LLC (William Alessi) | Note Payable Conversion | Free-trading | Rule 144 |
| 10/27/2023 | Issuance | 31,541,970 | Common | \$0.0001725 | Yes | JanBella Group, LLC (William Alessi) | Note Payable Conversion | Free-trading | Rule 144 |
| 12/29/2025 | Issuance | 13,401,700 | Common | \$0.0021 | No | Wang Lili | Acquisition | Restricted | Section 4(a)(2) |
| 12/29/2025 | Issuance | 14,127,000 | Common | \$0.0021 | No | Dianming Ren | Acquisition | Restricted | Section 4(a)(2) |
| 12/29/2025 | Issuance | 171,300 | Common | \$0.0021 | No | Rui Qiao | Acquisition | Restricted | Section 4(a)(2) |
| Shares Outstanding on Date of this Report | | | | | | | | | |
| Date: 02/23/2026 Common: 691,345,739 Series A Preferred: 10,000 | | | | | | | | | |

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

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

B. Convertible Debt

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

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

| Date of Note Issuance | Principal Amount at Issuance (\$) | Outstanding Balance (\$) (include accrued interest) | Maturity Date | Conversion Terms (e.g., pricing mechanism for determining conversion of instrument to shares) | # Shares Converted to Date | # of Potential Shares to be Issued Upon Conversion ⁶ | Name of Noteholder (entities must have individual with voting / investment control disclosed). | Reason for Issuance (e.g., Loan, Services, etc.) |
|-----------------------------------|-----------------------------------|--|---------------|---|----------------------------|---|--|--|
| 01/22/20 | \$78,750 | \$178,659 | 07/29/23 | 35% discount to market price with 20-day look-back | -0- | 144,663,158 (See Note A) | LG Capital Funding LLC (Joseph Leman) | Loan |
| 01/18/22 | \$30,000 | \$40,685 | 01/18/23 | Closing price on date of conversion notice | -0- | 21,413,158 (See Note A) | Trevor Burns | Loan |
| 12/30/25 | \$27,068 | \$27,068 | 01/31/26 | 25% discount to market price | -0- | 21,917,409 (See Note A) | Fok Sze Ki (See Note B) | Loan |
| Total Outstanding Balance: | | \$217,531.26 | | Total Shares: | -0- | 1,127,269,680 | | |

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

Note A: Based on closing price of common stock of \$0.0019 on February 20, 2026.

Note B: On December 31, 2025, this noteholder purchased the consolidated promissory note representing this debt originally issued to Bart Walczykowski in the principal amount of \$32,485 on April 4, 2018. Prior to such transaction, Mr. Walczykowski had partially converted the note into a total of 54,170,000 shares of common stock, such that, on December 30, 2025, the outstanding balance of the note was \$27,068.

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.otcmartets.com).

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

The Company is an international enterprise dedicated to biomedical R&D, precision medicine, cell & gene therapeutics, modernization of traditional Chinese medicine, anti-tumor formulations, and AI-driven drug development.

Headquartered in Shenzhen Life Science Industrial Park with a GMP-standard cell manufacturing facility supporting global R&D and supply. Subsidiaries or collaboration organizations in Hong Kong, the United States, and other regions.

⁶ The total number of shares that can be issued upon full conversion of the Outstanding Balance. The number should not factor any "blockers" or limitations on the percentage of outstanding shares that can be owned by the Noteholder at a particular time. For purposes of this calculation, please use the current market pricing (e.g. most recent closing price, bid, etc.) of the security if conversion is based on a variable market rate.

The Group owns multiple technology-based and medically licensed companies, including Zhongzhen Medical Research, Zhongzhen (Shenzhen) Biology, Jianmei Youpin, Zhongzhen Rick Medical, Zhongzhen New Medical Materials, etc., forming a complete industrial chain from drug R&D to preclinical studies and medical product applications.

Zhongzhen Group is committed to building world-leading CRO (Contract Research Organization), CDMO (Contract Development and Manufacturing Organization), CTDMO (Contract Testing, Development and Manufacturing Organization), precision medicine, and cell & gene drug R&D platforms, providing global pharmaceutical and biotech companies with preclinical drug development services and full-lifecycle solutions, focusing on new drug preclinical full-process development, precision therapy, and personalized medicine.

Business areas include drug metabolism and pharmacokinetics, pharmacology, toxicology, etc. The Company has established high-level drug R&D platforms capable of providing comprehensive services from lead compound discovery and optimization to preclinical candidate development, drug screening, in vitro and cellular model evaluation, and biomarker discovery and validation.

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

NeoRich BioPharma Tech Co., Limited, a British Virgin Islands corporation.

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

Business areas include drug metabolism and pharmacokinetics, pharmacology, toxicology, etc. The Company has established high-level drug R&D platforms capable of providing comprehensive services from lead compound discovery and optimization to preclinical candidate development, drug screening, in vitro and cellular model evaluation, and biomarker discovery and validation.

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.

If the issuer leases any assets, properties or facilities, clearly describe them as above and the terms of their leases.

Headquartered in Shenzhen Life Science Industrial Park with a GMP-standard cell manufacturing facility supporting global R&D and supply.

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) ⁽¹⁾ | Note |
|---|--|--|---|--|--|-------------|
| Wang Lili | Director, 5% Owner | Shenzhen, China | 13,401,700 | Common Stock | 1.94% | See Note A. |
| | | | 10,000 | Series A Super Voting Preferred Stock | 100% | See Note B. |
| Dianming Ren | Chief Executive Officer, President and Secretary | Shenzhen, China | 14,127,000 | Common Stock | 2.04% | See Note A. |
| | | | -0- | Series A Super Voting Preferred Stock | 0% | |
| Rui Qiao | Chief Financial Officer | Shenzhen, China | 171,300 | Common Stock | Less than 1% | See Note A. |
| | | | -0- | Series A Super Voting Preferred Stock | 0% | |
| (1) | Based on 691,345,739 shares outstanding as of February 23, 2026. | | | | | |
| Note A | This shareholder's shares of common stock are, by agreement, protected from the effects of the Company's next reverse split of common stock. | | | | | |
| Note B | As a class, the Series A Super Voting Preferred Stock has 20 times that number of votes on all matters submitted to the holders of our common stock and votes together with the holders of our common stock as a single class. | | | | | |

Confirm that the information in this table matches your public company profile on www.OTCMarkets.com. If any updates are needed to your public company profile, log in to www.OTCIQ.com to update your company profile.

7) Legal/Disciplinary History

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

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

None

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.

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 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. If any updates are needed to your public company profile, update your company profile.

Securities Counsel

Name: Eric Newlan, Esq.
Newlan Law Firm, PLLC
Address 1: 2201 Long Prairie Road, Suite 107-762
Address 2: Flower Mound, Texas 75022
Phone: 940-367-6154
Email: eric@newlanpllc.com

Accountant or Auditor

Name: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

Investor Relations

Name: _____
Firm: _____
Address 1: _____
Phone: _____
Email: _____

All other means of Investor Communication:

Twitter: N/A
Discord: N/A
LinkedIn: N/A
Facebook: N/A
Instagram: N/A

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: _____
Nature of Services: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

9) Financial Statements

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

Name: **Eric Newlan**
Title: **Managing Member, Newlan Law Firm, PLLC**
Relationship to Issuer: **Outside Counsel**

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: **Rui Qiao**
Title: **Chief Financial Officer**
Relationship to Issuer: **Executive Officer**

Describe the qualifications of the person or persons who prepared the financial statements⁽⁶⁾: **During his career, Rui Qiao has served as chief financial officer and has extensive experience in preparing 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]

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

10) Issuer Certification

Principal Executive Officer:

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

The certifications shall follow the format below:

I, Dianming Ren, certify that:

1. I have reviewed this Disclosure Statement for **Pharmagreen Biotech, 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 23, 2026

/s/ Dianming Ren

Dianming Ren
Chief Executive Officer

Principal Financial Officer:

I, Rui Qiao, certify that:

1. I have reviewed this Disclosure Statement for **Pharmagreen Biotech, 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 23, 2026

/s/ Rui Qiao

Rui Qiao
Chief Financial Officer

PHARMAGREEN BIOTECH INC.

Consolidated Balance Sheets

(Expressed in U.S. dollars)

(Unaudited)

| | December 31, 2025 \$ | September 30, 2025 \$ |
|---|----------------------------|-----------------------------|
| Assets | | |
| Current assets | | |
| Cash | 4,267 | 721 |
| Other current assets | 530,793 | 6,822 |
| Total current assets | 535,060 | 7,543 |
| Non-current assets – fixed assets | 57,005 | – |
| Total non-current assets | 57,005 | – |
| Total assets | 592,066 | 7,543 |
| Liabilities and Stockholders' Deficit | | |
| Current liabilities | | |
| Accounts payable and accrued liabilities | – | 1,101,763 |
| Loans payable | 130,250 | 130,250 |
| Loans payable to related parties | – | 89,523 |
| Convertible notes | 135,818 | 135,818 |
| Derivative liabilities | 197,662 | 197,662 |
| Due to related parties | – | 1,030,372 |
| Advances from customers | 4,698,579 | – |
| Employee benefits payable | 109,962 | – |
| Taxes payable | 20,477 | – |
| Other payables | 4,650,353 | – |
| Total current liabilities | 9,943,101 | 2,685,388 |
| Total liabilities | 9,943,101 | 2,685,388 |
| Stockholders' deficit | | |
| Preferred stock | | |
| Authorized: 1,000,000 shares, \$0.001 par value; 10,000 shares issued and outstanding | 10 | 10 |
| Common stock | | |
| Authorized: 2,000,000,000 shares, \$0.001 par value; 691,345,739 and 663,645,739 shares issued and outstanding, respectively | 691,346 | 663,646 |
| Additional paid-in capital | 10,320,403 | 10,320,403 |
| Accumulated other comprehensive income | – | 126,546 |
| Accumulated deficit | (20,362,794) | (13,741,706) |
| Total stockholders' deficit | (9,351,035) | (2,677,845) |
| Total liabilities and stockholders' deficit | 592,066 | 7,543 |

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

PHARMAGREEN BIOTECH INC.

Consolidated Statements of Operations and Comprehensive Income (Loss)

(Expressed in U.S. dollars)

(Unaudited)

| | Three months ended 12/31/25 \$ | Three months ended 12/31/24 \$ |
|---|---|---|
| Revenues | 3,422,072 | 828 |
| Cost of sales | – | (459) |
| Gross profit (loss) | 3,422,072 | 369 |
| Expenses | | |
| General and Administrative | 4,545,462 | 83,432 |
| Total expenses | 4,545,462 | 83,432 |
| Net loss before other income (expenses) | (1,123,390) | (83,063) |
| Other income (expense) | 21,670 | 716,352 |
| Total other income (expense) | 21,670 | (716,352) |
| Net income (loss) | (1,101,720) | (633,289) |
| Foreign currency translation income (loss) | – | 103,341 |
| Comprehensive income (loss) | 456,388 | 736,630 |
| Basic income (loss) per share | (0.00) | (0.00) |
| Diluted income (loss) per share | (0.00) | (0.00) |
| Weighted average number of shares outstanding - Basic | 663,645,739 | 659,368,563 |
| Weighted average number of shares outstanding - Diluted | 1,318,584,850 | 659,368,563 |

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

PHARMAGREEN BIOTECH INC.
Consolidated Statements of Stockholders' Deficit
(Expressed in U.S. dollars)
(Unaudited)

| | Preferred stock | | Common stock | | Additional paid- in capital \$ | Accumulated other comprehensive income \$ | Accumulated deficit \$ | Non - controlling interest \$ | Total stockholders' deficit \$ |
|---|---------------------|--------------|---------------------|--------------|---|---|------------------------------|--|---|
| | Number of shares | Amount \$ | Number of shares | Amount \$ | | | | | |
| Balance, September 30, 2024 | 10,000 | 10 | 663,645,739 | 663,646 | 10,320,403 | 76,251 | (14,148,069) | (46,744) | (3,134,233) |
| Foreign currency translation gain | - | - | - | - | - | 103,341 | - | - | 103,341 |
| Net profit for the period | - | - | - | - | - | - | 633,289 | - | 633,289 |
| Balance, December 31, 2024 | 10,000 | 10 | 663,645,739 | 663,646 | 10,320,403 | 179,862 | (13,514,780) | (46,744) | (2,397,603) |
| Balance, September 30, 2025 | 10,000 | 10 | 663,645,739 | 663,646 | 10,320,403 | 126,546 | (13,741,706) | (46,744) | (2,677,845) |
| Issuance of common stock for acquisition | - | - | 27,700,000 | 27,700 | - | - | - | - | 27,700 |
| Adjustments for acquisition | - | - | - | - | - | (126,546) | (5,519,368) | 46,744 | (5,599,170) |
| Net loss for the period | - | - | - | - | - | - | (1,101,720) | - | (1,101,720) |
| Balance, September 30, 2025 | 10,000 | 10 | 663,645,739 | 663,646 | 10,320,403 | - | (20,362,794) | - | (9,351,035) |

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

PHARMAGREEN BIOTECH, INC.
Notes to the Consolidated Financial Statements
December 31, 2025
Expressed in U.S. Dollars
(Unaudited)

1. Nature of Business

Pharmagreen Biotech, Inc. (“the Company”) was incorporated under the laws of the State of Nevada on November 26, 2007, under the name Azure International, Inc. On October 30, 2008, and effective as of the same date, the Company filed Articles of Merger (“Articles”) with the Secretary of State of the State of Nevada, to effect a merger by and between Air Transport Group Holdings, Inc., a Nevada corporation and Azure International, Inc. As a result of the merger, the Company changed its name to Air Transport Group Holdings, Inc. The Company was previously in the business of providing technical advisory and appraisals to the aircraft and aviation business as well as providing sourcing for aircraft leases and parts. Pursuant to a Share Exchange Agreement with WFS Pharmagreen Inc. On May 2, 2018, the Company changed its name to Pharmagreen Biotech Inc. and changed its principal business to the production of starter plantlets for the North American high CBD hemp and medical cannabis, then to becoming a nutraceutical company formulating products from blends of therapeutic plants and fungi for sale.

Change in Control; Spin-Out Transaction; Acquisition; Change in Business

Change in Control. Effective December 1, 2025, a change in control of the Company occurred. On such date, Peter Wojcik sold 10,000 shares, or 100% of the outstanding shares, of the Series A Super Voting Stock of the Company to a single person, Lili Wang. At such time, Mr. Wojcik resigned as the Company’s Sole Director and Ms. Wang was appointed as Sole Director of the Company.

Spin-Out Transaction. In conjunction with the change in control, the Company and Mr. Wojcik entered into a Divestiture Agreement, pursuant to which Mr. Wojcik was assigned ownership of the Company’s then-sole operating subsidiary, WFS Pharmagreen Inc., a British Columbia, Canada, corporation.

Acquisition. Effective December 30, 2025, the Company acquired 100% ownership of NeoRich BioPharma Tech Co., Limited, a British Virgin Islands corporation (“NeoRich”) by the issuance of a total of 27,700,000 shares of Company common stock, which shares are, by agreement, protected from the effects of the Company’s next reverse split of its common stock.

Change in Business. Effective with the acquisition of NeoRich, the Company adopted the business plan of NeoRich, which is an international enterprise dedicated to biomedical R&D, precision medicine, cell & gene therapeutics, modernization of traditional Chinese medicine, anti-tumor formulations, and AI-driven drug development.

Headquartered in Shenzhen Life Science Industrial Park with a GMP-standard cell manufacturing facility supporting global R&D and supply. Subsidiaries or collaboration organizations in Hong Kong, the United States, and other regions.

The Group owns multiple technology-based and medically licensed companies, including Zhongzhen Medical Research, Zhongzhen (Shenzhen) Biology, Jianmei Youpin, Zhongzhen Rick Medical, Zhongzhen New Medical Materials, etc., forming a complete industrial chain from drug R&D to preclinical studies and medical product applications.

Zhongzhen Group is committed to building world-leading CRO (Contract Research Organization), CDMO (Contract Development and Manufacturing Organization), CTDMO (Contract Testing, Development and Manufacturing Organization), precision medicine, and cell & gene drug R&D platforms, providing global pharmaceutical and biotech companies with preclinical drug development services and full-lifecycle solutions, focusing on new drug preclinical full-process development, precision therapy, and personalized medicine.

Business areas include drug metabolism and pharmacokinetics, pharmacology, toxicology, etc. The Company has established high-level drug R&D platforms capable of providing comprehensive services from lead compound discovery and optimization to preclinical candidate development, drug screening, in vitro and cellular model evaluation, and biomarker discovery and validation.

Going Concern

These consolidated financial statements have been prepared on the going concern basis, which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business. The Company has historically operated with a working capital deficit. Furthermore, the Company has defaulted on certain of its convertible notes. These factors raise substantial doubt upon the Company’s ability to continue as a going concern. These consolidated financial statements do not reflect any adjustments that may be necessary if the Company is unable to continue as a going concern.

2. Significant Accounting Policies

Basis of Presentation

The accompanying consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States and are expressed in U.S. dollars. These consolidated financial statements include the accounts of the Company and its former wholly-owned subsidiary, WFS Pharmagreen Inc., and its 100%-owned NeoRich BioPharma Tech Co., Limited, a British Virgin Islands corporation. All inter-company accounts and transactions have been eliminated. The Company's fiscal year end is September 30.

Use of Estimates and Judgments

The preparation of these consolidated financial statements in conformity with US 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. The Company regularly evaluates estimates and assumptions related to the equity component of convertible notes, fair value of derivative liabilities, fair value of stock-based payments, 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 investments with a maturity of three months or less at the time of issuance to be cash equivalents.

Fair Value Measurements

The Company measures and discloses the estimated fair value of financial assets and liabilities using the fair value hierarchy prescribed by US GAAP. The fair value hierarchy has three levels, which are based on reliable available inputs of observable data. The hierarchy requires the use of observable market data when available.

The three-level hierarchy is defined as follows:

Level 1 – quoted prices for identical instruments in active markets.

Level 2 – quoted prices for similar instruments in active markets; quoted prices for identical or similar instruments in markets that are not active; and model derived valuations in which significant inputs and significant value drivers are observable in active markets; and.

Level 3 – fair value measurements derived from valuation techniques in which one or more significant inputs or significant value drivers are unobservable.

Derivative Liabilities

The Company reviews the terms of convertible debt issuances to determine whether there are embedded derivative instruments, including embedded conversion options, which are required to be bifurcated and accounted for separately as derivative financial instruments. In circumstances where the host instrument contains more than one embedded derivative instrument, including the conversion option, that is required to be bifurcated, the bifurcated derivative instruments are accounted for as a single, compound derivative instrument.

Bifurcated embedded derivatives are initially recorded at fair value and are then revalued at each reporting date with changes in the fair value reported as non-operating income or expense. When the equity or convertible debt instruments contain embedded derivative instruments that are to be bifurcated and accounted for as liabilities, the total proceeds received are first allocated to the fair value of all the bifurcated derivative instruments. The remaining proceeds, if any, are then allocated to the host instruments themselves, usually resulting in those instruments being recorded at a discount from their face value. The discount from the face value of the convertible debt, together with the stated interest on the instrument, is amortized over the life of the instrument through periodic charges to interest expense.

The Company has adopted a sequencing approach to allocating its authorized and unissued shares when the number of such shares is insufficient to satisfy all convertible instruments or option type contracts that may be settled in shares. Specifically, the Company allocates its authorized and unissued shares based on the inception date of each instrument, with shares allocated first to those instruments with the earliest inception dates. Instruments with later inception dates for which no shares remain to be allocated are reclassified to asset or liability.

Foreign Currency Translation

The Company's functional and reporting currency is the U.S. dollar. Transactions may occur in foreign currencies and management has adopted ASC 830, "Foreign Currency Translation Matters". Monetary assets and liabilities denominated in foreign currencies are translated using the exchange rate prevailing at the balance sheet date. Non-monetary assets and liabilities denominated in foreign currencies are translated at rates of exchange in effect at the date of the transaction. Average monthly rates are used to translate revenues and expenses. Gains and losses arising on translation or settlement of foreign currency denominated transactions or balances are included in the consolidated statement of operations. The Company uses the current rate method to translate the accounts of its wholly-owned subsidiary into U.S. dollars. Monetary assets and liabilities are translated at the exchange rates in effect at the balance sheet date. Non-monetary assets

and liabilities are translated at historical rates. Revenues and expenses are translated at average rates for the period. The resulting exchange gains or losses are recognized in accumulated other comprehensive income.

Revenue Recognition

The Company accounts for its revenue transactions under Financial Accounting Standards Board (“FASB”) Accounting Standards Codification (“ASC”) Topic 606, *Revenue from Contracts with Customers* (“ASC Topic 606”). In accordance with ASC Topic 606, the Company recognizes revenues when its customers obtain control of its product for an amount that reflects the consideration it expects to receive from its customers in exchange for that product. To determine revenue recognition for contracts that are determined to be in scope of ASC Topic 606, the Company performs the following five steps: (i) identify the contract(s) with a customer; (ii) identify the performance obligations in the contract; (iii) determine the transaction price; (iv) allocate the transaction price to the performance obligations in the contract; and (v) recognize revenue when (or as) the Company satisfies the performance obligation. The Company only applies the five-step model to contracts when it is probable that the Company will collect the consideration it is entitled to in exchange for the goods or services it transfers to the customer. Once the contract is determined to be within the scope of ASC Topic 606, the Company assesses the goods or services promised within each contract and determines those that are performance obligations and assesses whether each promised good or service is distinct. The Company then recognizes as revenue the amount of the transaction price that is allocated to the respective performance obligation when such performance obligation is satisfied.

Loss Per Share

The Company computes 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 income statement. Basic EPS is computed by dividing the loss available to common shareholders (numerator) by the weighted average number of shares outstanding (denominator) during the period. Diluted EPS gives effect to all dilutive 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 anti-dilutive.

Recently Adopted Accounting Pronouncements

The Company has implemented all new accounting pronouncements that are in effect and that may impact its consolidated financial statements and 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.

3. Inventory

Inventory consisted of finished goods held at held with third party distributors. At December 31, 2025, and September 30, 2025, the carrying value of inventory was \$-0- and \$6,020.

4. Loans Payable

On November 22, 2019, the Company entered into a promissory note with an unrelated party for \$40,000 in connection with an equity purchase agreement. The promissory note is unsecured, was due on November 30, 2020, and bears interest on the unpaid principal balance at a rate of 10% per annum. As at September 30, 2025, the promissory note is in default and the Company has recorded accrued interest payable of \$23,418 (2024 - \$19,418), which is included in accounts payable and accrued liabilities.

On April 22, 2020, the Company received a loan for Cdn\$40,000 from the Government of Canada under the Canada Emergency Business Account program (“CEBA”). These funds were interest-free until December 31, 2023, at which time the full balance became due and payable. As at September 30, 2025, the balance owing is \$31,174 (Cdn\$43,382) (2024 - \$30,634 (Cdn\$41,383)) including accrued interest payable of \$2,430 (Cdn\$3,382) (2024 - \$1,024 (Cdn\$1,383)).

As at September 30, 2025, the Company owed a loan with a principal balance of \$59,077 (2024 - \$59,077), which is unsecured, bears interest at 12% per annum and is due on demand. As at September 30, 2025, the Company has recorded accrued interest payable of \$44,894 (2024 - \$37,823), which is included in accounts payable and accrued liabilities.

5. Convertible Notes

On April 4, 2018, as amended on April 4, 2023, the amount of \$32,485 owed to related parties was converted to Series A convertible notes, which are unsecured, non-interest bearing, and due on April 4, 2028. These notes are convertible in whole or in part, at any time until maturity, to common shares of the Company at \$0.0001 per share. The Company evaluated the convertible notes for a beneficial conversion feature in accordance with ASC 470-20 Debt with Conversion and Other Options. The Company determined that the conversion price was below the closing stock price on the commitment date, and the convertible notes contained a beneficial conversion feature. The Company recognized the intrinsic value of the embedded beneficial conversion feature of \$32,485 as additional paid-in capital and reduced the

carrying value of the convertible note to \$nil. The carrying value was accreted over the term of the convertible notes up to their face value. As of September 30, 2025, the carrying value of the convertible notes was \$27,068 (2024 – \$27,068).

On January 22, 2020, the Company entered into a convertible note with an unrelated party for \$78,750, of which \$9,750 was paid directly to third parties for financing costs, resulting in proceeds to the Company of \$69,000. The note was due on January 22, 2021, and bears interest on the unpaid principal balance at a rate of 10% per annum, payable in common stock, which increases to 24% per annum upon default of the note. The note may be converted at any time after the date of issuance into shares of Company's common stock at a conversion price equal to 65% of the lowest trading price during the 20-trading day period ending on the latest complete trading day prior to the conversion date. In connection with the issuance of the above convertible note, the Company evaluated the conversion option for derivative treatment under ASC 815-15, Derivatives and Hedging, and determined the conversion feature qualified as derivatives. The Company classified the conversion feature as a derivative liability at fair value. The initial fair value of the conversion feature was determined to be \$75,179.

The Company recognized the maximum intrinsic value of the embedded beneficial conversion feature of \$68,500, resulting in a loss on change in fair value of derivative liabilities of \$6,679, and reduced the carrying value of the convertible note to \$500. The carrying value was accreted over the term of the convertible note up to its face value.

The convertible note is currently in default. As at September 30, 2025, the carrying value of the convertible note was \$78,750 (2024 – \$78,750), the accrued interest owing is \$99,909 (2024 – \$81,009), and the fair value of the derivative liability was \$185,389 (2024 – \$879,257).

On March 11, 2022, the Company entered into a convertible note with an unrelated party for \$30,000, which was due on January 18, 2023, and bears interest on the unpaid principal balance at a rate of 10% per annum. The note may be converted at any time after the date of issuance into shares of Company's common stock at a conversion price equal to the closing price on the day of receiving the notice to convert. In connection with the issuance of the above convertible note, the Company evaluated the conversion option for derivative treatment under ASC 815-15, Derivatives and Hedging, and determined the conversion feature qualified as derivatives. The Company classified the conversion feature as a derivative liability at fair value. The initial fair value of the conversion feature was determined to be \$15,011, which reduced the carrying value of the convertible note to \$14,989. The carrying value was accreted over the term of the convertible note up to its face value.

On January 18, 2023, the Company failed to repay the note upon maturity and is currently in default. As of September 30, 2025, the carrying value of the convertible notes was \$30,000 (2024 – \$30,000), the accrued interest owing is \$10,685 (2024 – \$7,685), and the fair value of the derivative liability was \$12,273 (2024 – \$15,635).

On November 2, 2022, the Company entered into a secured convertible note with an unrelated party for proceeds of \$50,000. The note was due on May 1, 2023 (defaulted upon maturity) and bore a one-time interest charge of 10% automatically accrued on the issuance date. The note was convertible into shares of Company's common stock at a conversion price equal 57.5% of the average of the 3 lowest trading prices during the 15-trading day period prior to the conversion date.

During the year ended September 30, 2024, the Company issued a total of 90,184,770 shares of common stock with a fair value of \$50,811, upon the conversion of a total of \$18,289 of the principal amount and the related derivative liability of \$34,569. As a result, the Company recognized a gain of \$2,045 upon the settlement of convertible debt. In connection to the conversions, the Company incurred a total of \$997 of conversion fees which was added to the principal of the note. Upon conversion, the remaining balance of \$239 was forgiven by the debt holder.

As of September 30, 2025, the carrying value of the convertible notes was \$nil (2024 – \$nil), and the fair value of the derivative liability was \$nil (2024 – \$nil).

6. Related Party Transactions

As at September 30, 2025, the Company owed \$977,555 (Cdn\$1,360,365) (2024 – \$879,562 (Cdn\$1,188,200)) to the President of the Company, which is non-interest bearing, unsecured, and due on demand. During the year ended September 30, 2025, the Company incurred consulting fees of \$85,815 (2024 – \$88,215) to the President of the Company.

As at September 30, 2025, the Company owed \$52,817 (Cdn\$73,500) (2024 – \$54,408 (Cdn\$73,500)) to the father of the President of the Company, which is non-interest bearing, unsecured, and due on demand.

As at September 30, 2025, the Company owed \$24,576 (Cdn\$34,200) (2024 – \$25,316 (Cdn\$34,200)) to a company owned by the father of the President of the Company, which is included in accounts payable and accrued liabilities. The amount due is non-interest bearing, unsecured, and due on demand.

As at September 30, 2025, the Company owed \$762,823 (Cdn\$1,061,544) (2024 – \$691,409 (Cdn\$934,024)) to a company controlled by the Chief Financial Officer of WFS, which is included in accounts payable and accrued liabilities. The amount due is non-interest bearing, unsecured, and due on demand. During the year ended September 30, 2025, the Company incurred consulting fees of \$85,814 (2024 – \$88,215) to the company controlled by the Chief Financial Officer of WFS.

As at September 30, 2025, the Company owed \$39,523 (Cdn\$55,000) (2024 – \$40,714 (Cdn\$55,000)) to the father of the President of the Company pursuant to a loan agreement dated June 1, 2022. The amount due bears interest at 10% per annum, is unsecured and due on June 1, 2026. As of September 30, 2025, the Company recognized accrued interest of \$13,189 (Cdn\$18,353) (2024 – \$9,515 (Cdn\$12,853)), which is included in accounts payable and accrued liabilities.

As at September 30, 2025, the Company owed \$50,000 (2024 - \$50,000) to the father of the President of the Company pursuant to a loan agreement dated June 1, 2022. The amount due bears interest at 10% per annum, is unsecured and due on June 1, 2026. As of September 30, 2025, the Company recognized accrued interest of \$16,685 (2024 - \$10,820), which is included in accounts payable and accrued liabilities.

7. Common Stock

The Company has 2,000,000,000 shares of common stock authorized and, at December 31, 2025, and September 30, 2025, there were 691,345,739 shares and 663,645,736 shares issued and outstanding, respectively.

Three Months Ended December 31, 2025

During the three months ended December 31, 2025, the Company issued a total of 27,700,000 shares of common stock for the acquisition of NeoRich.

Three Months Ended December 31, 2024

There were no issuances of common stock during the three months ended December 31, 2024.

8. Preferred Stock

The Company has 1,000,000 shares of preferred stock authorized, of which 10,000 shares have been designated Series A Super Voting Preferred Stock, and, at December 31, 2025, and September 30, 2025, there were 10,000 shares and 663,645,736 shares of Series A Super Voting Preferred Stock issued and outstanding, respectively.

The Series A Super Voting Preferred Stock has the following rights, preferences and restrictions:

Number Designated. The number of shares designated as Series A Super Voting Preferred Stock shall be 10,000.

Dividends. Initially, there will be no dividends due or payable on a Series A Super Voting Preferred Stock. Any future terms with respect to dividends shall be determined by the Board consistent with the Company's Articles of Incorporation. Any and all future terms concerning dividends shall be reflected in an amendment to the designation, which the Board shall promptly file or cause to be filed.

Liquidation and Redemption Rights. Upon the occurrence of a Liquidation Event, the holders of Series A Super Voting Preferred Stock are entitled to receive net assets on a pro-rata basis. Each holder of Series A Super Voting Preferred Stock is entitled to receive ratably any dividends declared by the Board, if any, out funds legally available for the payment of dividends.

Rank. All shares of the Series A Super Voting Preferred shall rank (i) senior to the Company's Common Stock and any other class or series of capital stock of the Company hereafter created, (ii) pari passu with any class or series of capital stock of the Company hereafter created and specifically ranking by its terms, on par with the Series A Super Voting Preferred Stock and (iii) junior to any class or series of capital stock of the Company hereafter created specifically ranking, by its terms, senior to the Series A Preferred Stock, in each case as to distribution of assets upon liquidation, dissolution or winding up of the Company whether voluntary or involuntary.

Voting Rights. If at least one share of Series A Super Voting Preferred stock is issued and outstanding then the total aggregate issued shares of Series A Super Voting Preferred Stock at any given time, regardless of their number, shall have voting rights equal to twenty (20) times the sum of (i) the total number of shares of Common Stock which are issued and outstanding at the time of voting plus (ii) the total number of shares of all series of preferred shares which are issued and outstanding at the time of voting.

With respect to all matters upon which stockholders are entitled to vote or to which stockholders are entitled to give consent, the holders of the outstanding shares of Series A Super Voting Preferred stock shall vote together with the holders of Common Stock without regard to class, except as those matters on which separate class voting is required by applicable law or the Articles of Incorporation or Bylaws.

9. Change in Control; Spin-Out Transaction; Acquisition; Change in Business

Change in Control

Effective December 1, 2025, a change in control of the Company occurred. On such date, Peter Wojcik sold 10,000 shares, or 100% of the outstanding shares, of the Series A Super Voting Stock of the Company to a single person, Lili Wang. At such time, Mr. Wojcik resigned as the Company's Sole Director and Ms. Wang was appointed as Sole Director of the Company.

Spin-Out Transaction

In conjunction with the change in control, the Company and Mr. Wojcik entered into a Divestiture Agreement, pursuant to which Mr. Wojcik was assigned ownership of the Company's then-sole operating subsidiary, WFS Pharmagreen Inc., a British Columbia, Canada, corporation.

Acquisition

Effective December 30, 2025, the Company acquired 100% ownership of NeoRich BioPharma Tech Co., Limited, a British Virgin Islands corporation (NeoRich) by the issuance of a total of 27,700,000 shares of Company common stock, which shares are, by agreement, protected from the effects of the Company's next reverse split of its common stock.

Change in Business

Effective with the acquisition of NeoRich, the Company adopted the business plan of NeoRich, which is an international enterprise dedicated to biomedical R&D, precision medicine, cell & gene therapeutics, modernization of traditional Chinese medicine, anti-tumor formulations, and AI-driven drug development.

10. Subsequent Events

The Company has evaluated subsequent events occurring between the most recent year end and the date these consolidated financials were available to be issued. All subsequent events requiring recognition as of December 31, 2025, have been incorporated into these unaudited consolidated financial statements and there are no subsequent events that require disclosure in accordance with FASB ASC Topic 855, *Subsequent Events*.

* * **End of Report** * *