

Alternative Reporting Standard:
Disclosure Guidelines for the OTCID Basic Market

Novus Acquisition & Development Corp.



2665 South Bayshore Drive,
Miami, FL 33131
855-228-7355
<https://getnovusnow>
info@getnovusnow.com
SIC Code 524114

Annual Report
Period ending December 31, 2025
(the "Reporting Period")

Outstanding Shares

The number of shares outstanding of our Common Stock was

126,803,624 as of September 30, 2025

128,803,624 as of December 31, 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:

1) Change in Control

Indicate by check mark whether a Change in Control of the company has occurred over this reporting period:

Yes: No:

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 name of the issuer from 2006 to 2009 was known as BrandQuest Development Group, Inc., and in May of 2009, the name changed to Novus Acquisition & Development Corp, a Nevada Corp

Current State and Date of Incorporation or Registration: Nevada, 1996. Standing in this jurisdiction: (e.g., active, default, inactive): Active

Prior Incorporation Information for the issuer and any predecessors during the past five years: No

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

None

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

None

Address of the issuer's principal executive office: 2665 South Bayshore Drive #220, Miami, FL 33131

Address of the issuer's principal place of business:

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

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

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

2) Security Information

Transfer Agent

Name: Olde Monmouth Stock
Transfer
Phone: 732-872-2727
Email: matt@oldemonmouth.com
Address: 200 Memorial Parkway, Atlantic Highlands, NJ 07716

Publicly Quoted or Traded Securities:

Trading symbol:	NDEV
Exact title and class of securities outstanding:	Common
CUSIP:	67011R2
0	
Par or stated value:	\$.001
Total shares authorized:	200,000,000 as of date: Dec 31, 2025
Total shares outstanding:	128,803,624 as of date: Dec 31, 2025
Total number of shareholders of record:	2033 as of date: Sept 30, 2025

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

Trading symbol:	NDEV
Exact title and class of securities outstanding:	Series A
CUSIP:	67011R205
Par or stated value:	\$.001
Total shares authorized:	6,600 as of date: January 1, 2015
Total shares outstanding:	6,600 as of date: Dec 31, 2025
Total number of shareholders of record:	1 as of date: Dec 31, 2025

Other classes of authorized or outstanding equity securities:

Exact title and class of the security:	Series B Dividend
Shares CUSIP (if applicable):	None and no symbol
Par or stated value:	\$.001
Total shares authorized:	10,000,000 as of date: January 1, 2015.
Total shares outstanding (if applicable):	0 as of date: Dec 31, 2025
Total number of shareholders of record	0 as of date: Dec 31, 2025

Exact title and class of the security:	Series C Convertible
Preferred CUSIP (if applicable):	None and no symbol
Par or stated value:	\$.001
Total shares authorized:	10,000,000 as of date: Jan 1, 2015
Total shares outstanding (if applicable):	0 as of date: Dec 31, 2025
Total number of shareholders of record	0 as of date: Dec 31, 2025

Security Description

Series D

Exact title and class of the security:	
CUSIP (if applicable):	None and no symbol
Par or stated value:	\$.001
Total shares authorized:	100,000,000 as of date: January 1, 2015
Total shares outstanding (if applicable):	0 as of date: Dec 31, 2025
Total number of shareholders of record	0 as of date: Dec 31, 2025

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

Common Shares:

It does not pay dividends. Shareholders have the right to vote on material events that directly affect their stock ownership. They receive one vote per share. Shareholders can exercise their voting rights in person at the corporation's annual general meeting or other special meeting convened for voting purposes or by proxy. As of the date of this report, there are no shareholder preemption rights.

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

Series A Preferred Stock: All authorized shares (6,600) have been issued. The total number of Series A Preferred Stock shares issued at any given time, irrespective of their quantity, shall have voting rights equivalent to 66% of the total number of Common Stock shares, along with the total number of all other series of stock shares issued and outstanding at the time of any shareholder vote. The Series A shares do not receive any dividends, nor can they be converted into equity; they are solely voting shares. Note: No Stock Symbol For Series A

Preferred Series B - 100 million shares of convertible preferred stock have been authorized at a price of \$1.00 per share. These preferred shares can be converted into two common shares for each preferred share. As of now, there are no voting rights or liquidation provisions since no shares have been issued or outstanding. There are also no redemption or buyback provisions at this time. Please note that there is no stock symbol for Series B, and any modifications to this information will be considered prior to issuance.

Preferred Series C - Authorized 10 million shares and carry at the stated conversion of \$5.00 per share and is 1:1 conversion into common. As of now, there are no voting rights or liquidation provisions since no shares have been issued or outstanding. There are also no redemption or buyback provisions at this time. Please note that there is no stock symbol for Series C, and any modifications to this information will be considered prior to issuance. Reclassification issues will not be granted in the event of dilution that equates to a higher net asset value. None are issued.

Preferred Series D- This class of stock was established to be traded on foreign exchanges such as the Nikkei and the Dax. By June 30, 2009, the Company had not yet obtained authorization to trade on any foreign exchanges. The total authorized number of Series D shares is 100,000,000. None are issued. There is no stock symbol for Series D. As of now, there are no voting rights or liquidation provisions since no shares have been issued or outstanding. There are also no redemption or buyback provisions at this time. and any modifications to this information will be considered prior to issuance. Reclassification issues will not be granted in the event of dilution that equates to a higher net asset value

Describe any other material rights of common or preferred stockholders.

Common stock shareholders hold the right to vote on several issues, such as board member elections, stock splits, and setting corporate policies and objectives. Preferred Series A shares are issued and outstanding only for voting purposes. Preferred shares Series B, C, and D have priority in dividends and assets over common stocks but do not have any voting rights.

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

None

3) Issuance History

A. *Changes to the Number of Outstanding Shares*

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

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

Number of Shares outstanding as of									
1-Jun-20		Opening Balance:							
		Common: 107,803,624							
		Preferred: 6,600							
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 (entities must have individual with voting / investment control disclosed)	Reason for share issuance (e.g. for cash or debt conversion) OR Nature of Services Provided	Restricted or Unrestricted as of this filing?	Exemption or Registration Type?
6/29/2020	New Issuance	500,000	Common	\$0.001	No	*Tysadco Partners LLC. -	Consulting Contract	Restricted	N/A
3/15/2021	New Issuance	4,000,000	Common	\$0.001	No	Gary F. Labrozzi CEO	Employment Contract 2 years	Restricted	N/A
3/15/2021	New Issuance	100,000	Common	\$0.001	No	Health Insurance Solutions	Bonus Incentive to Commission	Restricted	N/A
3/15/2021	New Issuance	500,000	Common	\$0.001	No	*Tysadco Partners LLC. - Robert	Consulting Contract	Restricted	N/A
3/15/2021	New Issuance	750,000	Common	\$0.001	No	Mark Kuban	Employment Contract	Restricted	N/A
6/15/2021	New Issuance	500,000	Common	\$0.001	No	*Tysadco Partners LLC.	Consulting Contract	Restricted	N/A
9/4/2024	New Issuance	5,000,000	Common	\$0.001	No	Joe Krivelow	Sales Bonus	Restricted	N/A
9/4/2024	New Issuance	7,000,000	Common	\$0.001	No	Dr. James Myers	Consulting Contract	Restricted	N/A
9/4/2024	New Issuance	6,000,000	Common	\$0.001	No	Gary F. Labrozzi	Employment Contract 3 Years	Restricted	N/A
12/17/2024	New Issuance	1,000,000	Common	\$0.001	No	Dr. James Myers	Consulting Contract	Restricted	N/A
10/24/2025	New Issuance	2,000,000	Common	\$0,001	No	Dr. James Myers	Consulting Contract	Restricted	N/A
Shares Outstanding on		Ending Balance:							
12/31/2025		Common 128,803,624							
12/31/2025		Preferred: 6,600							

Leak Out Provisions

The chart above shows that the shares are governed by a Leak-Out Agreement. This agreement is required by third-party vendors who received stock in lieu of cash payments. According to this agreement, the sale of securities is limited to 15% of the average daily trading volume of the Company's common stock over the past 30 days.

B. Promissory and Convertible Notes

Indicate by check mark whether there are any outstanding promissory, convertible notes, convertible debentures, or any other debt instruments that may be converted into a class of the issuer's equity securities:

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

Date of Note Issuance	Outstanding Balance (\$)	Principal	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determine conversion of instrument to shares)	Name of Noteholder. *You must disclose the control entities listed.	Reason for Issuance
06-2015	170,577	90,000	80,577	None	None	Frank Labrozzi CEO	Operating Capital

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

Footnote: Frank Labrozzi's CEO has no call provision or maturity date for repaying funds.

4) Issuer's Business, Products, and Services

The purpose of this section is to provide a clear description of the issuer's current operations.

(Please ensure that these descriptions are updated on the Company's Profile on www.otcmarkets.com.)

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

Introduction

Novus, a legal cannabis health insurance carrier, has built its infrastructure since 2015. It has a national dispensary network and operates under an HMO-style insurance model. Novus is currently active in the United States, and the combined projected revenue of the medical and recreational cannabis markets is expected to reach \$47 billion by 2026.

Novus offers health plans that provide both risk and non-risk insurance coverage through its wholly owned subsidiary, WCIG Insurance Service, Inc. (WCIG), a California insurance entity. WCIG sells nationwide health policies for CBD concentrate and state-specific THC plans. All insurance policies that include coverage for dental, vision, hearing, and telemedicine services.

The health plans offered by THC are available in the states listed below:

Colorado	California	New York,	Massachusetts
Florida	Vermont	Ohio	Illinois
Maryland	Wash DC	Pennsylvania	Maine
Oklahoma	Missouri	Nevada	Nebraska
Hawaii	Michigan	Arizona	, Oregon
New Mexico			

Novus Business Model

Novus is strategically positioned to capitalize on the increasing demand for cannabis-related products via its health insurance plans. The company's business model delivers substantial value to key stakeholders: shareholders, policyholders, and cannabis dispensaries.

Shareholders: Novus' intrinsic value is not burdened by the costs associated with hard inventory, manufacturing, delivery vehicles, and warehousing, because the company owns receivables (insurance policies) rather than depreciating assets.

Furthermore, insurance companies typically have the highest *Embedded Value* (EV) on Wall Street. EV is a specialized metric, primarily used by insurance companies, that calculates the total long-term value of a company's shareholders' interest. It is determined by summing the net assets and the present value of future profits generated from existing policies.

Policyholders: The Novus Cannabis MedPlan offers significant savings for both recreational and medicinal cannabis users who spend at least \$100 per month. Novus patient members typically spend around \$300 per month and benefit from a 30% to 45% discount. This equates to an annual gross savings of \$1,800 to \$2,338. Furthermore, policy premiums can be covered for employees through Employer-Sponsored Health Plans and Health Reimbursement Accounts.

Cannabis Verticals: Novus offers complimentary support to dispensaries and vertically integrated businesses. This service increases foot traffic, ensures reimbursement for participating dispensaries, and provides free

advertising. Novus employs an HMO commerce model that utilizes a highly precise 5-meter geo-fence to target consumer purchasing behavior, a method more effective than Google's quarter-mile geo-fence. Furthermore, Novus can serve advertisements to consumers as they enter competing, nonparticipating dispensaries and sustain engagement through a cross-device, multi-format retargeting strategy.

Benefiting From The Latest Regulations

Changes in the regulatory landscape have been favorable, with key factors shaping the cannabis health plan marketplace.

Shareholders should note that Novus operates on a state-by-state basis and is not affected by delays in federal regulations.

- i. **Cannabis Reclassification**: Novus Cannabis MedPlan's business model is structured to operate independently of federal cannabis regulations, including potential reclassification or the passage of the SAFE Banking Act. Because Novus doesn't "touch the plant," meaning they don't cultivate, process, distribute, or sell cannabis directly, their operations aren't contingent on the legal status of cannabis at the federal level. We focus on selling policies state by state, adhering to local regulations. Furthermore, their compliant Rx platform, which also avoids direct handling of cannabis, allows them to operate within the existing regulatory framework regardless of federal legislative changes. Therefore, delays in federal cannabis reclassification or in the passage of the SAFE Banking Act are not expected to directly impact Novus Cannabis MedPlan's current business operations.
- ii. The **Compassionate Care Act**: Employees are protected from termination for using medical cannabis, which leads the way for employer-sponsored health plans that cover medical cannabis under their offerings.
- iii. **The Veterans Cannabis Use for Safe Healing Act**: Prohibits the Department of Veterans Affairs (VA) from denying VA benefits to 19 million veterans who participate in a state-approved cannabis program(s).
- iv. **Opioid Settlement Framework**: Many State Attorney Generals settled on \$50 billion in compensatory damages, rehabilitation, and opioid diversion programs. Novus proposes the use of its Cannabis MedPlan as a compelling option to comply with the settlement diversion programs.
- v. **Taxation**: Legislative reform will create higher taxes on recreational cannabis. In California, many recreational consumers are converting to medicinal users, taking advantage of 50% tax breaks along with significant discounts that Novus Cannabis MedPlan offers.
- vi. **Credit Cards and Safe Banking Act**: Novus has established a relationship with Authorize.net, a leading credit card processing platform. Novus' workaround strategy was not to touch or sell the plant; we provide insurance benefits to policyholders, which appears to be satisfactory. Therefore, the Safe Banking Act does not directly affect its business model.
- vii. **California SB1186 Medicinal Patients' Right of Access**: State bill SB 1186 will help to expand safe access to medical cannabis throughout the state dramatically. Once passed, this will significantly expand the Novus provider network to include dispensaries, doctors' offices, urgent care facilities, hospitals, and managed healthcare. Just like the Employee Compassionate Care Act, there will be states following suit on similar legislation.

viii. Providers: Many cultivators are adopting direct-to-consumer sales and are using delivery platforms to sell their products regionally, opening up a new segment in our provider network. Novus to consolidate its provider network, enabling policyholders to order from the digital platforms online ordering (Cannabis/Rx Platform) of their choice and receive their product(s) within an hour.

ix. Worker's Comp: Novus solved this problem by implementing a cannabis medical plan as a diversion to overprescribing opioids, complying with the Opioid Settlement Framework.

Alliances and Partners

Strategic Distribution & Health Carrier Contracts

Novus has established a robust multi-channel distribution ecosystem by partnering with Tier-1 carriers, Managing General Agents (MGAs), and InsureTech platforms. These alliances provide Novus with immediate access to over **15,000 agents** and a cumulative reach of millions of prospective policyholders across group, individual, and Medicare markets.

I. Institutional & Enterprise Distribution

These partners provide the infrastructure for large-scale group enrollment and corporate benefits integration.

- **PRAM (Prescription Resource Asset Management):** Serves as a primary market entry point for proprietary prescription drug benefits. PRAM's focus on **pharmacy cost containment** allows Novus to penetrate the group health market and leverage PRAM's established distribution base with major carriers.
- **Go Enroll / Elevate Wellness:** A premier **InsureTech platform** servicing over 9,200 clients. This partnership enables seamless integration of cannabis benefits alongside traditional Dental, Vision, and Medical plans for over 4,500 employers, offering employees modern alternative treatment options.
- **Unique Insurance Concepts (UIC):** A consortium of health insurance agents specializing in high-retention group policies (Medicare, Dental, Critical Illness). UIC provides Novus direct access to a portfolio of over **5,000 corporate clients**.

II. Agency & Brokerage Scaling (MGA Models)

These partnerships leverage "boots on the ground" to drive high-volume individual and small-group sales.

- **Healthfield Solutions, LLC:** Operates under an **MGA Agreement** to deploy a trained sales force of 2,600 agents. This initiative is designed to embed Novus policies into an existing 250,000-client base, driving rapid customer acquisition.
- **Compass Health:** Provides a sophisticated agent portal for customized, "ready-to-buy" policy pairing. This allows agents to offer the Novus Cannabis MedPlan as either a standalone solution or a rider to full-coverage health plans.
- **Back 9 Insurance:** An InsureTech leader that utilizes a comparative rating engine. By featuring Novus alongside 50+ traditional carriers, Back 9 facilitates high-conversion **cross-selling opportunities** for life, disability, and long-term care agents.

III. Specialized Healthcare & Wellness Solutions

These partners integrate Novus into specific healthcare niches, from ACA-compliant plans to catastrophic coverage.

- **OneShare Health:** A leading medical cost-sharing provider. This partnership offers an **ACA-exempt pathway**, targeting members focused on catastrophic and comprehensive health-sharing memberships.
- **Essential Benefits (MEC):** Integrates Novus into **Minimum Essential Coverage** plans. This ensures compliance with Affordable Care Act requirements while adding preventative illness coverage to the Novus value proposition.
- **Wellness 360:** A white-label employee wellness platform. It provides the educational and administrative infrastructure to embed Novus into workplace wellness programs through customized guides and online resources.
- **National Life:** Facilitated through Compass Health, this contract associates Novus with one of the nation's oldest and most reputable life insurance carriers, significantly enhancing brand credibility and institutional trust.

Management Discussion and Analysis

Market Opportunity: Addressing the "Affordability Gap"

The Current Landscape

As of early 2026, the medical cannabis sector has surpassed previous projections. Data from the **Department of Health and Human Services (HHS)** and industry analysts indicate that over **6 million Americans** are now registered patients—nearly **2.7% of the U.S. adult population**.

Despite this growth, the market faces significant "Affordability Gaps" driven by:

- **Persistent High Taxation:** While the transition to **Schedule III** (accelerated by the December 2025 Executive Order) is beginning to alleviate the federal 280E tax burden for businesses, state and local excise taxes remain steep, often exceeding **35%** in certain jurisdictions.
- **Wholesale Volatility:** Retail prices continue to be pressured by supply chain fluctuations and the lack of traditional insurance subsidies.

The Novus Solution: Financial Arbitrage for Healthcare

Novus's proprietary business model bridges the gap between traditional health insurance and cannabis medicine. By integrating cannabis benefits directly into standard health plans, Novus provides a critical mechanism for cost containment.

Economic Impact for Policyholders:

- **Direct Cost Reduction:** Members receive a **35% to 40% discount** on verified medicinal cannabis purchases through our network.
- **Tax Mitigation:** Our point-of-sale (POS) integration facilitates a **15% to 17% reduction** in effective tax burden, as the benefit structure allows for qualifying purchases to be treated as medical necessities rather than standard retail transactions.

Defining the Future of Integrated Benefits.

Novus is transforming the cannabis landscape by moving it from the "retail shelf" to the "benefits ledger." This strategic evolution creates a defensible, non-cyclical market position that thrives regardless of broader economic volatility. As we bridge the gap between alternative and conventional medicine, we provide carriers with a powerful tool to displace expensive, high-risk pharmaceutical regimens. The result is a self-sustaining ecosystem that prioritizes patient affordability, carrier profitability, and superior clinical outcomes.

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 to 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.

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

1. The offices are located at 2665 South Bayshore Drive, Suite 220, Miami, FL 33131; the offices are leased for \$1,200 annually. The corporation owns no other real property
2. WCIG Insurance Solutions, Inc., a California-domiciled insurance entity with reciprocity throughout the United States. WCIG's wholly owned subsidiary was purchased in 2017 for \$530,000, using 10 million shares of common stock.

6) All Officers, Directors, and Control Persons of the Company

Using the table below, please provide information, as of the period end date of this report, regarding any officers or directors of the company, individuals or entities controlling more than 5% of any class of the issuer's securities, or any person that performs a similar function, regardless of the number of shares they own. **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 in the note section.**

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 an investor 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 shareholders.

Names of All Officers, Directors, and Control Persons	Affiliation with Company	Residential Address (City / State Only)	Shares owned	Share type/class	Ownership Percentage of Class Outstanding	Names of control person
<u>Frank Labrozzi</u>	<u>Chairman / CEO</u>	<u>Miami, FL</u>	<u>51,900,000</u>	<u>Common</u>	<u>45.66%</u> <u>%</u>	<u>Individual</u>
<u>Frank Labrozzi</u>	<u>Chairman / CEO</u>	<u>Miami, FL</u>	<u>6,600</u>	<u>Series A Preferred</u>	<u>100%</u>	<u>Individual</u>
<u>John McDonald</u>	<u>Individual</u>	<u>Dallas TX</u>	<u>9,576,535</u>	<u>Common</u>	<u>7.55%</u>	<u>Individual w/ Leak Out Provision</u>
<u>Andrea Lopez</u>	<u>Director</u>	<u>Pheonix AZ</u>	<u>2,000,000</u>	<u>Common</u>	<u>1.6%</u>	<u>Individual</u>
<u>James Myers</u>	<u>Individual</u>	<u>Kansas City</u>	<u>16,000,000</u>	<u>Common</u>	<u>12.6%</u>	<u>Individual</u>

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

No

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.

No

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.

No

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

None

8) Third Party Service Providers

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

Securities Counsel (must include Counsel preparing Attorney Letters).

Name: Crone Law Group.
Address 1: 420 Lexington Ave Suite 2446
Address 2: New York, NY 10170
Phone: 646- 861-7891
Email: info@cronelawgroup.com

Accountant or Auditor

Name: Frank Labrozzi, CEO
Firm: Novus Acquisition & Development Corp.
Address 1: 2665 South Bayshore Dr.
Address 2: Miami, FL 33131
Phone: 855-228-7355
Email: frank@ndev.biz

Investor Relations

Name: Frank Labrozzi, CEO
Firm: Novus Acquisition & Development Corp.
Address 1: 2665 South Bayshore Dr. Address
2: Miami, FL 33131
Phone: 855-228-7355
Email: info@getnovusnow.com

All other means of Investor Communication:

Twitter: https://twitter.com/Novus_Stock
LinkedIn: None
Facebook: <https://www.facebook.com/MMJHealthPlan/>
[Other]: None

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: None
Firm: None
Nature of Services: None Address 1:
Address 2: None
Phone: None
Email: None

9) Disclosure & Financial Information

A. This Disclosure Statement was prepared by (name of

individual): Name: **Frank Labrozzi**
Title: **CEO**
Relationship to Issuer: **CEO/CFO/ Chairman**

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: **Frank Labrozzi**
Title: **CEO/CFO/Chairman**
Relationship to Issuer: **CEO/CFO/Chairman**

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

With a proven track record in strategic asset management and capital allocation, Frank Labrozzi brings a disciplined approach to navigating complex market cycles. His expertise in identifying value-driven

opportunities and mitigating downside risk has consistently positioned his stakeholders for long-term, sustainable growth.

Provide the following qualifying financial statements:

- Audit letter, if audited;
- Balance Sheet;
- Statement of Income;
- Statement of Cash Flows;
- 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.

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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, Frank Labrozzi, certify that:

1. I have reviewed this Disclosure Statement for Nous Acquisition & Development Corp; Interim Report for the reporting period of December 31, 2025
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.

2/23/2026 [Date]

A handwritten signature in black ink, appearing to read "FL", is written over the date.

[CEO's Signature]

(Digital Signatures should appear as "/s/ Frank Labrozzi)



Principal Financial Officer:

I, Frank Labrozzi certify that:

1. I have reviewed this Disclosure Statement for Nous Acquisition & Development Corp, Annual Report for the reporting period of December 31, 2025.
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.

2/23/2026 [Date]

A handwritten signature in black ink, appearing to be "FL" or similar initials, written over a horizontal line.

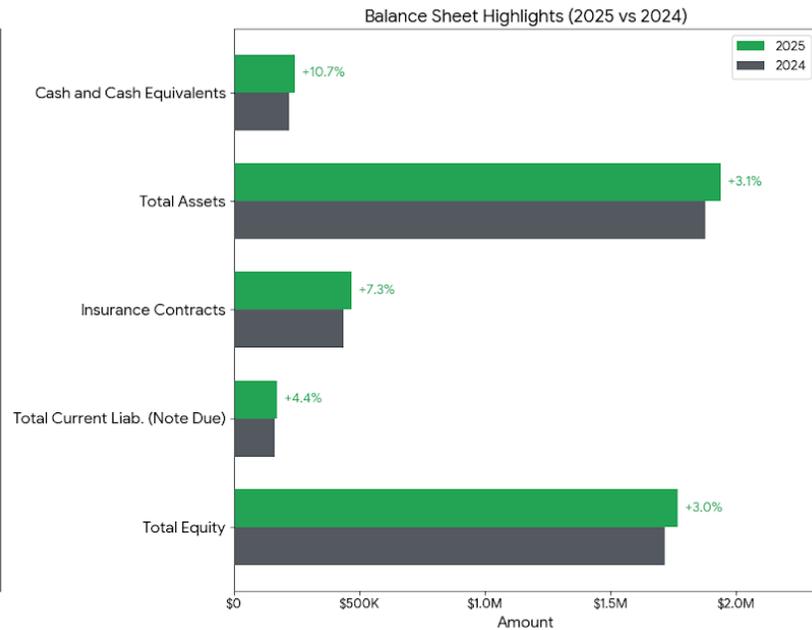
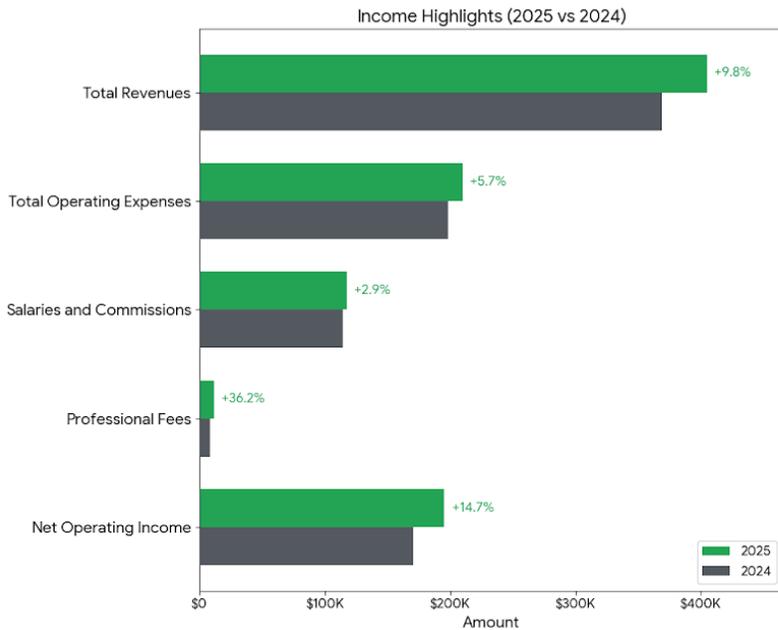
[CFO's Signature]

(Digital Signatures should appear as "/s/ Frank Labrozzi)

Financial Highlights

Financial insights into Novus' business model include its revenue streams and financial condition.

Key Financial and Structural Highlights Indicators:



Notes:

- **Capital Structure:** There are no outstanding or issued convertible notes, indicating a simplified debt-equity structure.
- **CEO Loan Transparency:** The Company maintains a debt obligation of \$168,789 payable to CEO Frank Labrozzi. This instrument does not include an equity conversion provision, and the CEO has confirmed that there is no immediate intent to exercise the call provision.
- **Vendor Share Leak-Out Provision:** Vendors holding treasury-issued stock are subject to a contractual leak-out provision, limiting daily sales. The maximum daily disposal is capped at 15% of the average daily trading volume over the preceding 30 days, designed to mitigate market impact.

**Consolidated Balance Sheet as of
December 31, 2025 (Unaudited)
Novus Acquisition & Development Corp.**

<u>ASSETS</u>	December 31	
	\$	\$
Cash and cash equivalents	241,912	218,607
Investments	0	0
Total current assets		
Software Development	220,678	201,024
Insurance Contracts	468,024	436,107
Deferred Tax Loss Carried Forward	267,420	285,515
Insurance Assets	513,000	513,000
Goodwill	226,097	223,814
TOTAL ASSETS	1,937,132	1,878,067
<u>LIABILITIES AND EQUITY</u>		
Current liabilities:		
Note Due to Related Party	170,577	163,425
Deferred Credits and Other Noncurrent Liabilities	0	0
Total current liabilities	170,577	163,425
<u>Stockholders' Equity:</u>		
Common Stock 200,000,000 shares authorized \$.001 par value no shares have increased during the reporting period	126,803	125,803
Series A Preferred: \$.001 par value; 6,600 shares authorized; all shares issued and outstanding as of Dec 31,2015 through Dec 31, 2024 respectively	660	660
Series B: Preferred dividend stock: \$.001 par value; 100,000,000 shares authorized; no shares issued	0	0
Series & D Preferred Shares: \$.001 par value; 100,000,000 shares authorized; no shares issued and	0	0
Total		
Additional paid-in capital	8,437,767	7,910,326
Accumulated Deficit	-6,671,212	-6,195,684
Total Equity	1,766,555	1,714,642
Total Liabilities and Equity	1,937,132	1,878,067
Earnings Per Share	\$0.0153	\$0.0149

**Consolidated Income Statement as of
December 31, 2025 (Unaudited)
Novus Acquisition & Development Corp.**

December 31

	<u>2025</u>	<u>2024</u>	<u>2023</u>
	\$	\$	\$
Revenues	404,888	368,687	341,930
G&A Expenses	80,435	75,587	72,375
Professional fees	11,650	8,553	8,265
Salaries and Commissions	117,567	114,291	113,779
Total operating expenses	209,652	198,431	194,419
			0
Gross Income from operations	195,236	170,256	147,512
Other income (expense):	-	-	-
Investment gains (losses)	-	-	-
Other income			
Total other income (expense)	-	-	-
Income			
Operating Income	195,236	170,256	147,312

Equity Statement
December 31, 2025 (Unaudited)
Novus Acquisition & Development Corp.

	A Preferred		B Preferred		C Preferred		Common Stock		Paid-in Capital	Accumulated Deficit	Total Equity (Deficit)
	Share	Par	Shares	Par	Shares	Par	Shares	Par			
Beginning Balance											\$
Ending Bal. Sept 30, 2025	6,600	\$0.0010	-	\$0.0010	-	\$0.0010	126,803,624	126,803	\$8,218,338	-\$6,455,575	\$1,762,763
Net income (loss)	-	-	-	-	-	-	-	-	-	-	-
Stock compensation	6,600	\$0.0010	-	\$0.0010	-	\$0.0010	-	-	-	-	-
Conversion of debt	-	-	-	-	-	-	-	-	-	-	-
Stock compensation	-	-	-	-	-	-	-	-	-	-	-
Net income (loss)	-	-	-	-	-	-	-	-	-	-	-
Ending Balance											
Ending Bal. Dec 31, 2025	6,600	\$0.0010	-	\$0.0010	-	\$0.0010	126,803,624	126,803	\$8,437,767	-\$6,671,212	\$1,937,132

Cash Flow Statement
December,31 2025 (Unaudited)
Novus Acquisition & Development Corp

December 31

	<u>2025</u>	<u>2024</u>	<u>2023</u>
CASH FLOWS FROM OPERATING ACTIVITIES	\$	\$	\$
Net income (loss)	195,237	170,257	144,747
Adjustments to reconcile net income (loss) to net cash used in operating activities:			
Stock-based compensation	0	0	0
NET CASH USED IN OPERATIONS	195,237	170,257	144,747
NET CHANGE IN CASH AND CASH EQUIVALENTS	158,702	170,257	144,747
CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD	235,782	213,901	198,040
CASH AND CASH EQUIVALENTS AT END OF PERIOD	241,912	218,607	201,209

Novus Acquisition & Development Corp.

Notes to Financial Statements

DESCRIPTION OF ORGANIZATION

Note 1

Organization – Novus Acquisition & Development Corp. (the “Company”) was incorporated on November 11, 1996, under the laws of the state of Nevada under the name Shirazi Corporation. On January 1, 2003, Shirazi Corporation changed its name to Surface Tech, Inc. On September 29, 2006, Surface Tech, Inc. changed its name to BrandQuest Development Group, Inc., and in April 2009 changed its name to Novus Acquisition & Development Corp.

The Company's primary activities were to serve as a private equity firm, funding and/or acquiring one or more operating businesses. The Company's business model has shifted due to economic and market conditions. Commencing in May 2008, the Company's business model and purpose are to provide risk management services in the alternative medicine field, including medical marijuana in states where it is approved. From the risk management model, we focus on discount medical plans and supplemental insurance programs that will aid and assist patients with discounts within alternative medicine fields, discounts on medication in the respective approved states.

NDEV will work as outside developers and will not cultivate, handle, transport, grow, extract, dispense, put up for sale, put on the market, vend, deliver, supply, circulate, or trade cannabis or any substances that violate the United States law or the Controlled Substances Act, nor does it intend to do so in the future and will continue to follow state and federal laws. The products and statements about specific products have not been evaluated by the United States Food and Drug Administration (FDA). They are not intended to diagnose, treat, cure, or prevent disease. All information provided on this press release, or any information contained on or in any product label or packaging, is for informational purposes only and is not intended as a substitute for advice from your physician or other health care professional.

The state laws conflict with the federal Controlled Substances Act. The current administration has effectively stated that it is not an efficient use of resources to direct federal law enforcement agencies to prosecute those lawfully abiding by state-designated laws allowing the use and distribution of medical marijuana.

However, there is no guarantee that the current and future administrations will not change this policy and decide to enforce federal laws vigorously. Any such change in the federal government's enforcement of current federal laws could result in significant financial impacts on the Company. While we do not intend to harvest, distribute, or sell cannabis or cannabis-related products, we may be harmed by a change in enforcement by federal or state governments.

Delay in Audit: The company issued a press release in March of 2014 after the auditors entered into an engagement letter with the company.

After reviewing the auditors, a roll-forward of the equity sheet from inception was required. Since the company was formed in 1996, management has researched and produced documents that the auditors must disseminate in compliance with SEC

rules. This process has taken some time, and the Company now has all the necessary documentation to conduct the audit.

Basis of accounting – The financial statements are prepared using the accrual basis of accounting. Revenues are recognized when services are rendered, and expenses are recognized in the period in which they were incurred. The basis of accounting conforms to accounting principles generally accepted in the United States of America.

GAAP Accounting To Insurance Companies: Net Asset Value (NAV) per Share

The NAV is calculated as the Total Assets less Total Liabilities. This intrinsic value is then divided by the Shares Outstanding to determine the NAV per Share, which is determined as part of the Book Price.

Investment Valuation

Use of Embedded Value and 20x Multiples: To establish value, the company references "Embedded Value" (EV) to highlight the long-term value of shareholders' interest. In practice, management derives a "potential investment value" by taking the company's calculated Net Asset Value (NAV) per share and applying a 20x multiple. By their own admission, this 20x valuation bypasses traditional Earnings Per Share (EPS) metrics to argue that the company holds intrinsic value not currently recognized by the market.

- This approach is considered appropriate as it reflects Novus's unique asset base and its potential value, which may not be fully represented by the current market price.

Note 2

Going concern

The company has been a going concern since its 2006 PCAOB audit. Even though this may create uncertainty, the company has had this tag on its financials since the 2006 audit.

Use of Estimates

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

Revenue recognition

The Company recognizes revenue in accordance with Staff Accounting Bulletin ("SAB") No. 104, "Revenue Recognition in Financial Statements," which established that revenue could be recognized when persuasive evidence of an arrangement exists, all significant contractual obligations have been satisfied, the fee is fixed or determinable, and collection is reasonably assured.

In 2009, the company began generating revenue by rendering consulting services to an unrelated party in exchange for customer stock shares. These revenues were valued at the fair market value per share as of the date the services were rendered pursuant to a consulting agreement and discounted for lack of marketability and blockage.

In 2011, the company generated revenue of \$65,072 from various consulting efforts, and in 2013, it generated revenue of \$9,522.60 from those efforts. At the end of 2013, the company decided to provide

Risk Management: Within the Medical Marijuana space, the Company has pursued entry into the health insurance/medical plan and, ultimately, the supplemental insurance space; it has been generating revenue from its medplan policies.

Cash and Cash Equivalents

The Company considers all highly liquid investments with original maturities of three months or less to be cash equivalents.

Fair value of financial instruments

The carrying amounts of financial instruments, including cash, accounts receivable, and investments, approximated fair value on December 31, 2009, due to their relatively short maturities.

Note 3

Shareholder Loans

Frank Labrozzi, the CEO, has periodically infused \$90,000 into the Company and its subsidiaries, with no call provisions.

Available for Sale Securities

The Company accounts for investments under Statement of Financial Accounting Standards ("SFAS") No. 115, Accounting for Certain Investments in Debt and Equity Securities. The Company reports investments in debt and marketable equity securities at fair value based on quoted market prices or, if quoted prices are not available, discounted expected cash flows using market rates commensurate with credit quality and maturity of the investment. Investment securities are designated as available for sale with unrealized gains and losses included in comprehensive income.

Held-to-maturity securities are reported at amortized cost. The Company regularly reviews investment securities for impairment based on criteria that include the extent to which the investment's carrying value exceeds its related market value, the duration of the market decline, the Company's ability to hold to recovery, and the financial strength and specific prospects of the issuer of the security. Unrealized losses that are other than temporary are included in the determination of income. Realized gains and losses are accounted for on the specific identification method.

These line items

This line item accumulates the following

Income taxes

Income taxes are computed under the provisions of SFAS No. 109, "Accounting for Income Taxes," using an asset-and-liability approach for financial accounting and income tax reporting based on expected tax rates. Deferred tax assets are reduced by a valuation allowance when it is more likely than not that some portion, or all, of the deferred tax assets will not be realized.

Reclassifications

Specific amounts in the prior-year financial statements have been reclassified for comparative purposes to conform to the current year's presentation.

New Accounting Pronouncements: Value Measurements

In September 2006, the FASB issued SFAS No. 157, "Fair Value Measurements". SFAS No. 157 guides the use of fair value to measure assets and liabilities. SFAS No. 157 addresses investors' requests for expanded disclosure about the extent to which companies measure assets and liabilities at fair value, the information used to measure fair value, and the effect of fair value measurements on earnings. SFAS No. 157 applies whenever other standards require (or permit) assets or liabilities to be measured at fair value and do not expand the use of fair value in any new circumstances. SFAS No. 157 is effective for financial statements issued for fiscal years beginning after November 15, 2007, and will be adopted by the Company in the first quarter of the fiscal year 2025. The Company is unable at this time to determine the condition.

In February 2008, the FASB issued Staff Position ("FSP") 157-2, "Effective Date of FASB Statement No. 157". This FSP delays the effective date of SFAS No. 157 for all nonfinancial assets and nonfinancial liabilities, except those that are recognized or disclosed at fair value regularly (at least annually) to fiscal years beginning after November 15, 2008, and interim periods within those fiscal years. The impact of adoption was not material to the Company's financial condition or results of operations.

Accounting for Uncertainty in Income Taxes: In July 2006, the FASB issued FASB Interpretation No. 48 (FIN48), "Accounting for Uncertainty in Income Taxes – an interpretation of FASB Statement No. 109". FIN 48 clarifies that accounting for income tax uncertainty is recognized under SFAS No. 109, "Accounting for Income Taxes". FIN 48 prescribes a recognition threshold and measurement attribute for financial statement recognition of a tax position taken or expected to be taken in a tax return. Also, it provides guidelines on various related matters, including the derecognition, measurement, and classification of income tax uncertainties; interest and penalties; and disclosure. FIN 48 also provides guidance on accounting for income tax uncertainties in interim periods and increases the level of required disclosures for any recorded income tax uncertainties. The differences between the amounts recognized in the statement of financial position before the adoption of FIN 48 and the amounts reported after adoption are to be accounted for as a cumulative-effect adjustment recorded to the beginning balance of retained earnings. FIN 48 was effective beginning in fiscal year 2007 and did not have a material effect on the Company's financial position, results of development-stage activities, or liquidity.

Considering the Effects of Prior Year Misstatements

In September 2006, the Securities and Exchange Commission ("SEC") issued Staff Accounting Bulletin No. 108 (SAB No. 108), "Considering the Effects of Prior Year Misstatements When Qualifying Misstatements in Current Year Financial Statements". SAB No. 108 provides interpretive guidance on how to consider the effects of carryovers or reversals of prior-year misstatements when qualifying a current-year misstatement. The SEC staff believes that registrants should qualify errors using both a balance sheet and income statement approach and evaluate whether either approach results in qualifying a current-year misstatement that is material when all relevant quantitative and qualitative factors are considered. The provisions of SAB No. 108 were effective for the Company's fiscal year ending December 31, 2007. The adoption of SAB No. 108 did not have a material impact on the Company's financial statements.

Business Combinations

In December 2007, the FASB issued SFAS No. 141(R) "Business Combinations" SFAS No. 141(R). This Statement replaces the original SFAS No. 141. This Statement retains

the fundamental requirements in Statement 141 that the acquisition method of accounting (which Statement No. 141 called the purchase method) be used for all business combinations and for an acquirer to be identified for each business combination. The objective of this SFAS No. 141(R) is to improve the relevance and comparability of the information that a reporting entity provides in its financial report about a business combination and its effects.

To accomplish that, SFAS No. 141(R) establishes principles and requirements for how the acquirer:

- Recognizes and measures in its financial statements the identifiable assets acquired, the liabilities assumed, and any non-controlling interest in the acquiree.
- Recognizes and measures the goodwill acquired in the business combination or a gain from a bargain purchase.
- Determines what information to disclose to enable users of the financial statements to evaluate the nature and economic effects of the business combination.

This Statement applies prospectively to business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after December 15, 2008. It may not be applied before that date. The Company is unable at this time to determine the effect that its adoption of SFAS No. 141(R) will have on its consolidated results of operations and financial condition.

Fair Value Option for Financial Assets and Financial Liabilities

In February 2007, the FASB issued SFAS No. 159, "The Fair Value Option for Financial Assets and Financial Liabilities – Including an amendment of FASB

Statement No. 115, which becomes effective for the Company on February 1, 2008, permits companies to choose to measure many financial instruments and certain other items at fair value and report unrealized gains and losses in earnings. Such accounting is optional and is generally to be applied instrument by instrument. The Company does not anticipate that the election of this fair-value option will have a material effect on its consolidated financial condition, results of operations, cash flows, or disclosures.

Fair Value Measurements

In September 2006, the FASB issued SFAS No. 157, "Fair Value Measurements." SFAS No. 157 provides guidance on the use of fair value to measure assets and liabilities. SFAS No. 157 addresses investors' requests for expanded disclosure about the extent to which companies measure assets and liabilities at fair value, the information used to measure fair value, and the effect of fair value measurements on earnings. SFAS No. 157 applies whenever other standards require (or permit) assets or liabilities to be measured at fair value and does not expand the use of fair value in any new circumstances. SFAS No. 157 is effective for financial statements issued for fiscal years beginning after November 15, 2007, and will be adopted by the Company in the first quarter of the fiscal year 2008. The Company is unable at this time to determine the effect that its adoption of SFAS No. 157 will have on its consolidated results of operations and financial condition.

Stock-based compensation:

Effective January 1, 2007, the Company adopted SFAS No. 123(R), "Share-Based Payment" ("SFAS123(R)"), and related interpretations that superseded APB No. 25.

SFAS 123(R) requires that all stock-based compensation be recognized as an expense in the financial statements and that such cost be measured at the fair value of the

award. This statement was adopted using the modified prospective method, which requires the Company to recognize compensation expenses on a prospective basis. The above benefit was calculated using a combined federal and state tax estimated rate, as noted.

On December 31, 2018, the Company had a net operating loss carryforward of approximately \$240,000, which will expire at various dates through 2027.

COMMITMENTS

Employment Agreements

The Company has employment agreements with its Chief Executive Officer ("CEO") and President. The agreements are for nine years, beginning November 17, 2008, and are automatically renewed. Initial compensation relating to the agreements is 25,000,000 shares; thereafter, 2,000,000 shares per year.

Section 1 - DESIGNATION OF SERIES AND RANK

The total 6,600 shares of such series shall be designated as the "Series A Preferred Stock," and the number of shares initially constituting such series shall be up to six thousand six hundred (6,600) shares. The Series A Preferred Stock shall be senior to the common stock and any other series or class of the company's preferred stock. **Note: No Stock Symbol For Series A**

Section 2 - CONVERSION RIGHTS

Series A Preferred Stock- All of the 6,600 shares of Series A Preferred Stock are issued and outstanding. The total aggregate issued shares of Series A Preferred Stock at any given time, regardless of their number, shall not be convertible into shares of Common Stock; the Series A Preferred is voting shares only equal 66% of the total number of shares of Common Stock, plus the total number of shares of all other series of stock, which are issued and outstanding.

All shares of Series A Preferred Stock shall not be convertible into the number of shares of Common Stock equal to 66% of the total number of shares of Common Stock, plus the total number of shares of all other series of stock issued and outstanding at the time of conversion, divided by the total number of shares of Series A Preferred Stock at the time of conversion.

The terms of the contract include a nine-year non-dilution for officers and directors, acceleration of the agreement in the event of termination or change of control, in which all compensation shall be delivered within 30 days of termination, performance-based compensation, and a non-compete clause. **Note: No Stock Symbol For Series A**

VALUE OR DEFICIENCY IN ASSETS

Classes of stock

Common Shares- the authorized number of common shares is 200,000,000. The CEO and President are the majority shareholders, owning approximately 66% of the company.

Series A; Section 1 - DESIGNATION OF SERIES AND RANK

The total 6,600 shares of such series shall be designated as the "Series A Preferred Stock," and the number of shares initially constituting such series shall be up to six

thousand six hundred (6,600) shares. The Series A Preferred Stock shall be senior to the common stock and any other series or class of the company's preferred stock.

Note: No Stock Symbol For Series A

Section 2 - CONVERSION RIGHTS

All 6,600 shares of Series A Preferred Stock are issued and outstanding, and the total aggregate issued shares of Series A Preferred Stock at any given time, regardless of their number, shall not be convertible into shares of Common Stock. The Series A Preferred is voting shares only equal 66% of the total number of shares of Common Stock, plus the total number of shares of all other series of stock that are issued and outstanding.

All shares of Series A Preferred Stock shall not be convertible into the number of shares of Common Stock, which equals 66% of the total number of shares of Common Stock, plus the total number of shares of all other series of stock, which are issued and outstanding at the time of conversion, divided by the total number of shares of Series A Preferred Stock at the time of conversion. **Note: No Stock Symbol For Series A**

Section 3 - LIQUIDATION RIGHTS

In the event of any liquidation, dissolution, or winding up of the Company, whether voluntary or involuntary, the holders of the Series A Preferred then outstanding shall be entitled to be paid out of the assets of the Company before any other class or series, available for distribution to its shareholders, any payment or declaration and set apart for payment of any amount shall be made in respect of any outstanding capital stock of the Company, an amount equal to One Thousand Dollars (\$1,000) per share or option issued.

Then, all of the Company's available assets shall be distributed ratably to the holders of the Series A Preferred, and then to the holders of other outstanding shares of capital stock of the Company. If, upon any liquidation, dissolution, or winding up of the Company, whether voluntary or involuntary, the assets to be distributed to the holders of the Series A Preferred shall be insufficient to permit the payment to the holders thereof the total preferential amount as provided herein. Such available assets shall be distributed ratably to the holders of the Series A Preferred.

None of the following events shall be treated as or deemed to be liquidation hereunder: A merger, consolidation, or reorganization of the Company;

A sale or other transfer of all or substantially all of the Company's assets;

A sale of 50% or more of the Company's capital stock then issued and outstanding;

Purchase or redemption by the Company of stock of any class or

Payment of a dividend or distribution from funds legally available, therefore. Section 4

- VOTING RIGHTS

Series A Preferred Stock is issued and outstanding, then the total aggregate issued shares of Series A Preferred Stock at any given time, regardless of their number, shall have voting rights equal to 66% of the total number of shares of Common Stock, plus the total number of shares of all other series of stock, issued and outstanding at the time of any vote of shareholders.

All 6,600 of Series A Preferred Stock shall have voting rights equal to 66% of the number of shares of Common Stock, plus the total number of shares of all other series

of Stock, issued and outstanding at the time of any vote of shareholders, divided by the number of shares of Series A Preferred Stock which are issued and outstanding at the time of the vote. **Note: No Stock Symbol For Series A**

Series B Dividend Shares- authorized 100 million shares of this convertible preferred with a redemption rate of 1:2 into common. The price point is \$1.00 per share, two preferred shares for every ordinary share. None are issued

Series C Convertible Preferred Shares - Authorized 10 million shares and carry at the stated conversion of \$5.00 per share, and is a 1:1 conversion into common. Reclassification issues will not be granted in the event of dilution that equates to a higher net asset value. None are issued

Series D Shares- This class of stock was established to be traded on foreign exchanges such as the Nikkei and the Dax. By June 30, 2009, the Company had not yet obtained authorization to trade on any foreign exchanges. The total authorized number of Series D shares is 100,000,000. None are issued

EARNINGS PER SHARE

Basic earnings per share are computed by dividing earnings (losses) available to common stockholders by the weighted average of common shares outstanding during the period. Additionally, the earnings per share is calculated for insurance companies based on the net asset value of the balance sheet.

SOFTWARE DEVELOPMENT:

Various portal upgrades and app development